

CORPORATE BYLAWS

OF

MISG Pro Corporation
aka MISG

These are general Bylaws that have been customized with your company's information. These Bylaws should be reviewed and edited by the company's Board of Directors and/or attorney to meet your company's specific needs and to conform to any statutory changes before adoption.

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Article 1---Organization

1.1 PRINCIPAL OFFICE.

The principal office of the Corporation will be determined by the Board of Directors (I.e. "at all meetings of the Board of Directors as established in Article 4"). Other offices may also be established at such places that the Board deems necessary for the conduct of business. A copy of these bylaws will be kept at the principal office.

1.2 REGISTERED AGENT.

The name and address of the Registered Agent is provided in the Articles of Incorporation that was filed with the Secretary of State. The Registered Agent may only be changed by filling out the appropriate paperwork with the Secretary of State. Each change of Registered Agent must be approved by the Board of Directors.

1.3 GOVERNING INSTRUMENTS.

The Corporation will operate under the requirements set forth in its Articles of Incorporation and Bylaws. The Bylaws may be amended by the Board of Directors (I.e. "at all meetings of the Board of Directors as established in Article 4").

Article 2---Purpose, Objectives, and Membership

2.1 CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES.

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The mission of the Corporation is as follows:

To assist the Malaysian Muslim community (and individuals of Malaysian descent) in North America in their quest to expand their intellectual and spiritual capacity so that Malaysian society at large--both in North America and Malaysia--may benefit.

Toward this end Corporation shall;

- A. Establish an Islamic System of life based on the Quran and the traditions of Prophet Muhammad , Peace Be Upon Him;
 - B. Organize discussion groups on educational, religious, and scientific topics;
 - C. Undertake and engage in social, charitable and cultural activities;
 - D. Coordinate human and material resources of the Malaysian Muslim community;
 - E. Establish cooperative relationships with similar organizations in North America that have common missions and objectives;
 - F. Promote understanding and friendly relations between Muslims and non-Muslims, and
 - G. Engage in Dawah(propagation of Islam)
-

2.2 INUREMENT OF INCOME.

The income of the Corporation shall not be distributed to its members, directors, officers or other persons nor used for their benefit except that the Corporation is authorized to pay reasonable compensation for services rendered. Reasonable compensation includes but is not limited to reimbursement for non-luxury travel expenses, reimbursement for non-luxury items purchased in service of the corporation's mission. Whether compensation is reasonable is ultimately determined by the board.

2.3 LEGISLATIVE OR POLITICAL ACTIVITIES.

The Corporation shall not participate in or intervene in any political campaign on

behalf of any candidate for public office nor shall it dedicate a substantial part of its activities to political propaganda or attempts to influence legislation. The corporation may invite politicians or individuals affiliated with political organizations to contribute to the corporation only if the primary purpose of said invitation is to further the corporation's goals.

2.4 OPERATIONAL LIMITATIONS.

The Corporation shall not conduct or participate in any activities not permitted to be carried on by a tax-exempt 501(c)(3) corporation or by a corporation whose contributions are deductible under Section 170(c)(2) of the IRS code of 1954 or the corresponding provision of any future US Internal Revenue Law.

2.5 NONDISCRIMINATION POLICY.

Unlawful discrimination, on the basis of sex, age, race, color, physical handicap or disability, will not be permitted or tolerated by the Corporation.

Article 3---Membership

3.1 MEMBERSHIP.

The membership of the Corporation shall consist of one membership tier, who shall be eligible to vote for and hold any office(s) of Corporation. One person may hold more than one office if necessary.

3.2 REGULAR MEMBERSHIP.

A Regular Member shall be a Muslim of at least eighteen (18) years of age, who completes an application, pays either annual due or lifetime due, as may time to time be set by the Board of Directors (Shura), and agrees to abide by the Articles of Incorporation and Bylaws of Corporation. All applications are subject to the approval of the Board of Directors (Shura). A Regular Member shall be eligible to vote and hold any offices of the Corporation, if he or she meets at least 1 of these 2 conditions: he or she has either (1) attended the most recent Mukhtamar as defined in section 3.5 below, or (2) attended the most recent regular MISG program.

3.3 MEMBERSHIP DUES AND FEES.

The membership dues of the Corporation may be decided and revised by the Board of Directors (Shura) from time to time.

The annual dues shall become payable on the first day of each calendar year. A payment for the appropriate amount must accompany the application.

The Executive Committee as defined in Article 6 may prescribe charges or fees for special events and activities as it sees fit.

3.4 TERMINATION OF MEMBERSHIP.

Membership may be terminated upon:

- A. Failure to comply with the membership qualifications as set forth in Article III, Section II above, or
- B. The conduct of actions considered detrimental against Corporation, or
- C. A Request to cancel his/her Corporate membership.

For termination due to membership rule compliance failure, members involved shall be given adequate notice of the charges against him or her in the form of a statement of such charges by the Executive Committee. The member shall have the right to respond to these charges. The Executive Committee with approval of the Board of Directors (Shura) then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interest of the Corporation.

3.5 ANNUAL MEETING.

The Annual General Meeting of the members shall be held once each year in the month of December. The Annual General Meeting shall be held during MISG Annual Gathering/Convention or known as "*Muktamar*".

The purpose of the meeting shall be:

- A. To evaluate the Annual Progress Report delivered by the Executive Committee,
- B. To amend Corporation Bylaws,
- C. To elect the members of Board of Directors (Shura),
- D. To propose annual programs,
- E. To arbitrate grievances or disputes as needed.
- F. Organizer of this meeting shall be appointed by members of the Board of Directors (Shura). The organizer shall propose a meeting agenda and prepare all papers to fulfill the agenda of the meeting, the place and its facilities.

3.6 ANNUAL MEETING QUORUM.

At the Annual General Meeting, a quorum constitutes at least 20% of total voting members including participation through telephone or cyber conferences to the extent permitted by law.

3.7 VOTING.

Each Regular Member shall have one vote. Whenever any action is to be taken by vote of the members, except as otherwise required by the Bylaws or by the Articles of Incorporation, it shall prevail by a majority of the votes.

3.8 APPEAL.

Any members whose membership was revoked may arbitrate the matter to the Annual General Meeting. The members involved shall write a petition to the Board of Directors (Shura) to form an Arbitration Panel.

Article 4---Board of Director Meeting

4.1 MEETING LOCATION.

Meetings shall be held at the Corporation's principal place of business or at an alternate location chosen by the Board.

4.2 REGULAR MEETINGS.

Regular Meetings shall be held at a date and time that is acceptable to the Board members and at a frequency that promotes the growth of the Corporation.

4.3 SPECIAL MEETINGS.

Special meetings may be called at any time by the chairman of the Board of Directors. Notice of the meeting must be received by each Director at least 3 days before the meeting. The notice must include the agenda for the meeting along with the place and time of the meeting.

4.4 TELEPHONE MEETINGS.

When necessary or desired, the Board may elect to meet via conference call or any other means where all participants can hear each other. Decisions made at such meetings will have the same authority and power as a decision made at meetings where the participants were physically present.

4.5 ACTION WITHOUT A MEETING.

Any action that may be taken at a regular or special meeting of the Board may be taken without a meeting if all members of the Board, in writing, consent to the action. All such actions will have the same authority and power as actions passed at meetings where the participants were physically present.

4.6 QUORUM.

A majority of the authorized Directors will constitute a quorum. A quorum is required for actions taken to be considered Board-approved.

Article 5---Board of Directors

5.1 AUTHORITY.

The business and affairs of the Corporation shall be managed by a Board of Directors subject to any limitations in the Articles of Incorporation.

A regular meeting of the Board of Directors of the Corporation shall be held at least once every quarter, at such time, day and month as shall be designated by the Board of Directors Chairperson. Two-thirds of Board of Directors members shall constitute a quorum.

5.2 ELECTION.

The Board of Directors consists of nine members. They are the President, Vice President, Deputy President 1, Deputy President 2, General Secretary, Treasurer, ex-President, ex-Deputy President 1 and ex-Deputy President 2. The four members of the Board of Directors(President, Vice President, Deputy President 1 and Deputy

President 2) will be elected by the voting members at the annual meeting or prior to it by using an online voting mechanism. Candidates should satisfy at least 1 of these 2 conditions: 1. Has attended Mukhtar as that word is defined in section 3.5, or 2. Has attended a regular MISG program. The President shall elect General Secretary and Treasurer. The Board of Directors member shall be elected for a term of two years, and shall be eligible to be re-elected for consecutive terms. The Board members shall have overlapping terms between them.

The Board of Directors shall be composed of 9 members, in which Deputy President 2 and ex-Deputy President shall be female, and at the conclusion of Annual General Meeting, there shall be nine Board of Directors members including incumbents and newly elected members.

5.3 QUALIFICATION.

To be eligible for election as a member of the Board of Directors, a person must:

- A. have been a Regular Member in good standing for the past twelve months;
- B. have experience in serving as a department coordinator or an activity coordinator;
- C. never have been convicted of a criminal offense, and
- D. be at least 20 years old.
- E. Have attended Mukhtar as that word is defined in section 3.5 or a regular MISG Program.

5.4 RESIGNATION.

At any time, a Director may resign by giving a letter of resignation to the Secretary of the Corporation. The resignation will become effective immediately or at the date specified without a vote of the Board. A vote of a quorum of Directors will be required to remove a Director for cause.

5.5 VACANCIES.

Vacancies on the Board will be filled by a vote of the Board. A majority vote of the current Directors will be required for election. Board elected directors will serve until the next annual meeting when a Board of Directors election will be held.

Any vacancy occurring in the Board of Directors may be filled from the pool of members qualified under Article IV, Section IV above by the affirmative vote of the majority of the Council member then in office, though less than a quorum of the Council is present.

The vacancy must be filled within thirty days after it becomes vacant. The Council member elected to fill a vacancy will serve until the following General Body Meeting, in

which the successor will be elected.

5.6 COMPENSATION.

Directors will serve on a voluntary basis and will not receive compensation for their services except for expenses incurred and specified by Board resolutions. A Director may be compensated for services provided to the Corporation if he also serves in another position such as an officer, agent, or employee.

5.7 ROLES AND RESPONSIBILITIES.

The duties and responsibilities of the Board of Directors of Corporation shall be the following:

- A. To supervise and control the business and affairs of the Corporation,
- B. To determine the policies of the Corporation,
- C. To develop yearly program objectives as well as long term plan for the Corporation,
- D. To make decisions on the affairs of the Corporation as proposed by the
- E. Executive Committee,
- F. To review, amend or approve the annual budget proposed by the Executive Committee,
- G. To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of Corporation, and
- H. To provide guidance for the Executive Committee for the execution of the Corporation program and plan.

5.8 REMOVAL OF BOARD OF DIRECTOR MEMBER.

Any Board of Directors member may be removed from the office by a two-thirds vote of the members of the Board of Directors at any regular meeting of the Board of Directors at which a quorum is present, with cause for:

- A. Violation of these Bylaws,
- B. Failing to attend three meetings of the Board of Directors in a calendar year without justifiable reason for which Board of Directors is timely informed,
- C. Performing acts repugnant to the Articles of Incorporation or Bylaws of Corporation, or
- D. Becoming disqualified under Article V, Section IV.

Such removal may occur only if the Council involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Directors. The Council member involved shall have the right to respond to these charges.

Each member of the Council shall review any response independently. The Council then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interest of the Corporation.

5.9 ARBITRATION.

Any Council member, who has been removed from the Board of Directors, may arbitrate the matter to the Annual General Meeting.

Article 6---Executive Body

6.1 NUMBER OF OFFICERS.

The Executive Body which consists of the President, Vice President, Deputy President 1, Deputy President 2, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Program Director, Assistant Program Director, Media Director, Assistant Media Director, Young Professional Director, Youth Director, Fund Investment Director, Fund Investment Deputy Director and Working Committee Director shall implement approved Corporation policies and employ volunteers for the execution of Corporation policies. Other officers, along with titles and responsibilities, may be added by the President. One person may be selected to serve in more than one position.

6.2 ELECTION.

Officers' election, length of term, and compensation is set by the Board.

The President, Vice President, Deputy Director 1 and Deputy Director 2, General Secretary and Treasurer shall be installed after an election and validated by the Board of Directors. Other Officers shall be appointed by the President with approval from the Board of Directors after President Appointment. Officers shall hold their respective offices for a two-year term.

6.3 QUALIFICATION.

To be eligible as Officers, a person must: (1) have been a Regular Member for the past four months, (2) never been convicted for a criminal offense, and (3) be at least 18 years old.

6.4 REMOVAL AND RESIGNATION.

An officer may be removed or resign at any time, with or without cause. Removal requires an action of the Board. Resignation requires that the officer submit a written notice of his resignation to the Secretary.

Article 7---Officers

7.1 ROLES AND RESPONSIBILITY.

PRESIDENT. The President will serve, at the discretion and under the supervision of the Board, as the general manager and chief executive officer of the corporation. The President will have the authority and power to run the day-to-day operations of the company under the guidelines provided by the Board. The President shall serve as the Chairperson of the Executive Body and shall preside at all meetings of the Executive Body, shall perform all duties customary to that office and shall supervise and control day to day affairs of Corporation, in accordance with policies and directives of the Board of Directors. The annual budget and yearly working plan shall be prepared under the direction of the President within three months after taking over the office and shall be submitted to the Board of Directors for approval. Notwithstanding the foregoing, the President of Corporation shall have the following specific duties. The President shall review the agenda (prepared by the Secretary) for the meetings of the Executive Body. The President shall appoint such standing or special committees, or subcommittees, as may be required by these laws or as may be necessary, and shall be an observing member without vote, as the appointment shall state, of all such committees of Corporation. The Board of Directors shall approve all such committees. The President shall also perform such other duties as the Board of Directors may designate from time to time.

The President shall be the chief executive officer of the Corporation. He shall serve as chairman of the Board of Directors. He shall be the spokesman for the Corporation. The President shall preside over and call all the meetings of the BOARD and the General Assembly. He shall sign all contracts and conveyances in the name of Corporation. He shall perform all other duties that are pertinent to the office or delegated to him by the BOARD. The President shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the President and shall nominate the chairpersons and members of these committees. The President shall also appoint and assign special committees as the BOARD may authorize.

VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of or inability of the President to serve. The Vice President shall assume the office of the President in case of a vacancy for any cause in that office. The Vice

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President shall assist the President in the execution of the duties of his office. He shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the Vice President and shall nominate the chairpersons and members of these committees. The Vice President will be responsible for: (1) overseeing professional community programs, (2) reaching out to appropriate professionals for collaborations and workforce, (3) proposing annual budget for professional programs, (4) working on daily and long-term plan for the professional community, (5) serving as an acting president in the absence of the President or during such time as the President is unable to carry out the duties of that office.

DEPUTY DIRECTOR 1. The Deputy Director-I will be responsible for: (1) overseeing Malaysian student community programs, (2) interacting with student organizations across the United States for collaborations, (3) providing reports on changes in the Student community, (4) acting as the spokesperson to communicate with Malaysian Higher Education Officers and the Malaysian Embassy in regards to Student affairs, (5) proposing annual budget for student programs, (6) working on daily and long-term plan for the student community.

DEPUTY DIRECTOR 2. The Deputy Director-II will be responsible for: (1) supervising and controlling day-to-day affairs of Malaysian female students, in accordance with policies and directives of the Board of Directors. (2) preparing annual budget and working plan for day to day operation as well as long term plan for Sisters' programs and activities within two months after taking over the office and shall be submitted to the President for approval, (3) appointing standing or special committees, or subcommittees, as may be required by these laws or as may be necessary, and shall be an observing member without vote, as the appointment shall state, of all such committees of Sisters.

SECRETARY. The Secretary will be responsible for: (1) sending out notices for all meetings with the agendas, (2) keeping minutes for all meetings, (3) maintaining the Corporate Record Book, (4) maintaining Corporation records and seal, (5) processing the applications of new members, the resignations, and the suspension and revocation of memberships, for the approval of the Board of Directors, (6) maintaining the current list of the Corporation members, (7) preparing the annual report describing the achievements, present status, future plans, proposed budget and other matters of interests, (8) performing any other required secretarial duties as assigned by the President or the Board of Directors.

ASSISTANT SECRETARY. The Assistant Secretary will be responsible for: (1) assisting in all Secretary's responsibility, (2) taking over the responsibility of keeping minutes for meetings in which the Secretary is absent, (3) performing any other required secretarial duties as assigned by the President or the Board of Directors.

TREASURER. The Treasurer will be responsible for: (1) developing and reviewing the fiscal policies of the Corporation for the approval of the Board of Directors, (2) keeping complete and accurate accounts of receipts and disbursements of all amounts, (3)

managing any bank or depository accounts that is registered under the Corporation, (4) providing monthly and annual financial reports or whenever necessary and required by the Board of Directors, (5) leading the filing of all tax returns under the Corporation, (6) performing any other required financial duties as assigned by the President or the Board of Directors.

ASSISTANT TREASURER. The Assistant Treasurer will be responsible for: (1) assisting with all of the Treasurer's responsibilities, (2) acting as the chief financial officer in the absence of treasurer, (3) performing any other required financial duties as assigned by the President or the Board of Directors.

PROGRAM DIRECTOR. The Program Director will be responsible for: (1) coordinating all of programs under the Corporation, (2) assigning the person in charge to lead the programs, (3) reporting any updates or issues for the programs to the Board of Directors.

FUND INVESTMENT DIRECTOR. The Fund Investment Lead will be responsible for: (1) yearly investment fund allocation budget, (2) monitoring and reporting fund performance quarterly/yearly.

FUND INVESTMENT DEPUTY DIRECTOR. The Fund Investment Assistant will be responsible for: (1) assisting in all of Fund Investment Lead's responsibilities.

MEDIA DIRECTOR. The Media Director will be responsible for: (1) coordinating all promotional contents in email newsletter, website and media social, (2) keeping the documentation for all events via photos and videos, (3) designing necessary posters for daily, weekly or occasional posting in the Corporation media social, (4) monitoring social media inbox and online interaction for the Corporation's platform.

ASSISTANT MEDIA DIRECTOR. The Assistant Media Director will be responsible for: (1) assisting in all of the Media Director's responsibilities, (2) taking over the responsibility of keeping documentation for all events in the absence of the Media Director.

WORKING COMMITTEE DIRECTOR. The Working Committee Director will be responsible for: (1) general projects conducted by Corporation throughout the year.

YOUNG PROFESSIONAL DIRECTOR. The Young Professional Director will be responsible for: (1) Organizing events for young professionals in the community, (2) Foster good relationships between young professionals in the community.

YOUTH DIRECTOR. The Youth Director will be responsible for: (1) Advocating for the voice of youth in the community, (2) Organizing events for youth in the community, (3) Fostering good relationships between youth in the community.

The following shall be the reporting structure:

Vice President	President
Deputy President 1	President
Deputy President 2	President
Treasurer	President
Secretary	President
Youth	President
Young Professional	President
Professional(Adults) Programs and Activities	Vice President
Student Programs and Activities	Deputy President 1
Sisters Programs and Activities	Deputy President 2
Membership	Secretary
Election	Secretary
Finance	Treasurer
Fund Raising	Treasurer
Investment Fund	Treasurer
Media	Treasurer

7.2 COMPENSATION.

The Board of Directors will set the compensation for officers. No officer will be denied compensation due to the fact that they are also a Director.

7.3 OFFICER MEETING.

Officers will plan to meet monthly with a minimum of 10 per year.

7.4 ELECTION AND TERM OF OFFICERS.

The President shall be installed after a decision is made by the Board of Directors. Other Officers, except Vice President, Deputy President 1 and Deputy President 2, shall be appointed by the President with approval from the Board of Directors within a month after President Appointment. Officers shall hold their respective offices for a two-year term. No Officers shall serve for more than two consecutives in the same position. However, Officers may serve another office consequently.

7.5 VACANCY.

In case of resignation or for any other reason including ineligibility or removal, the President is unable to complete his or her term; the Board of Directors shall elect a

successor from its members or from pool of members qualified under Article IV, Section IV to complete the unexpired term, within thirty days after the office becomes vacant. The successor shall serve the remaining term thereof until the following Annual General Meeting. In case of resignation or for any other reason including ineligibility or removal, the Deputy President 2 is unable to complete her term; the Board of Directors shall elect a successor from its female members or from pool of female members qualified under Article IV, Section IV to complete the unexpired term, within thirty days after the office becomes vacant. The successor shall serve the remaining term thereof until the following General Body Meeting. For other Officer positions, the President shall appoint a successor from a pool of members qualified under Article VI, Section III within thirty days after the office becomes vacant. The successor shall serve the remaining term.

7.6 RESIGNATION.

Any Coordinators may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if time is not specified, then at the time of acceptance thereof as determined by the President.

Article 8---Authority to Execute

8.1 BINDING POWER.

No officer, agent, or any other person or company has the right or power to bind the Corporation by pledge, agreement, contract, or any other means without the expressed written permission of the Board of Directors.

8.2 SIGNATORIES.

With authorization from the Board of Directors, the President and Secretary will sign all documents, including all financial documents that require the signature or endorsement of a corporate officer.

Article 9---Dissolution

Upon authorization from all Board of Directors to dissolve and after all liabilities of the

Corporation have been addressed, the remaining assets of the Corporation may be disposed of exclusively for the purposes of the Corporation as the Board of Directors shall determine.

Article 10---Corporate Records

10.1 CORPORATE MINUTES.

A record of all meetings will be kept at the principal place of business or at an alternate location chosen by the Board of Directors. The minutes shall include the date, time, location, names of attendees, purpose, and acts of each meeting.

10.2 FINANCIAL RECORDS.

The Treasurer will be responsible for maintaining accurate records of all corporate financial transactions. Industry acceptable accounting procedures are to be followed so that the records may be used in the preparation of the Corporation's tax returns.

10.3 INSPECTION OF RECORDS.

Corporate records and Bylaws are available for inspection by Directors. Before examination, the inspecting party must sign an affidavit stating that the information will be kept confidential.

10.4 FISCAL YEAR.

The Board of Directors will determine the fiscal year of the Corporation based on the prevailing guidelines of the Internal Revenue Service.

Article 11---Indemnification and Insurance

11.1 INDEMNIFICATION.

The directors and officers will be indemnified to the fullest extent of the law by the

Corporation. Any director or officer that is found to be negligent or guilty of misconduct will forfeit their indemnification.

11.2 INSURANCE.

The Corporation shall have the power to purchase and maintain insurance for any agent of the Corporation including but not limited to directors, officers, and employees

Article 12---Adoption

This is to certify that the foregoing is a true and correct copy of the Initial Bylaws duly adopted by the undersigned Board of Directors.

DocuSigned by:
Zabidi Yusoff 12/14/2021
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Director - President

DocuSigned by:
Abdul Saleh 12/13/2021
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Director - Vice President

DocuSigned by:
Azhad Hafiz Mohd Bakir Hussin 12/13/2021
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Director - Deputy President I

DocuSigned by:
Nusayba Megat Johari 12/13/2021
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Director - Deputy President II

DocuSigned by:
Muhammad Asmar 12/12/2021
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Director - ex President

DocuSigned by:
Almad Isyraf Imrani Azhil Hussin 12/13/2021
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Director - ex Deputy President I

DocuSigned by:
[Signature] 12/14/2021
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Director - ex Deputy President II

DocuSigned by:
Usamah Mohd Bakir 12/11/2021
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Director - General Secretary

DocuSigned by:
Zamri Amin 12/14/2021
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Director - Treasurer

DocuSigned by:
Usamah Mohd Bakir
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General Secretary