

**BYLAWS OF
THE AMALFI JETS FOUNDATION
A DELAWARE NON-STOCK CORPORATION**

ARTICLE 1: NAME AND LOCATION

1.1 NAME: The name of this Corporation is The Amalfi Jets Foundation (hereinafter referred to as the “Corporation”).

1.2 PRINCIPAL OFFICES: The principal office of the Corporation shall be located at:

**5716 Corsa Ave, Suite 204
Westlake Village, CA 91363**

The Corporation may also maintain offices at such other locations as the board of directors (“Board of Directors”, “Directors” or individually, as a “Director”) may from time to time determine.

ARTICLE 2: DURATION

The duration of the Corporation shall be perpetual unless otherwise provided for in the Articles of Incorporation.

ARTICLE 3: NONPROFIT PURPOSES

3.1 INCORPORATION OF I.R.C. SECTION 501(c)(3) PURPOSES: This Corporation is organized exclusively for one or more of the tax-exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be organized or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any person or entity. Specifically, the Corporation’s purposes are to provide charitable contributions to various initiatives such as the Leukemia & Lymphoma Society, Children’s Hospital Los Angeles, various public/private high schools and the creation of scholarships for flight training and entrepreneurship.

3.2 EXCLUSIVE CORPORATE PURPOSES: The purposes of the Corporation shall be subject to 3.1 above and subject to the express provisions of the Articles of Incorporation.

ARTICLE 4: MEMBERS

The Corporation shall have no “members.”

ARTICLE 5: BOARD OF DIRECTORS

5.1 INITIAL BOARD: The initial Directors subject to removal, death, incapacity or resignation shall serve until the election and qualification of their respective successors as is provided by the applicable state law.

5.2 RESIGNATION: Any Director may resign at any time upon written notice to the Corporation as provided by applicable law.

5.3 DUTIES, POWERS AND COMMITTEES

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, including but not limited to, keeping the members adequately informed of activities of the Corporation, and planning and supporting programs and activities consistent with the Corporation's purposes.

(b) The Board of Directors shall appoint officers and appoint committees to assist the Directors in the conduct of the Corporation' affairs.

5.4 MEETINGS: Meetings shall be held at regular or irregular intervals of time and at such places as the Board of Directors shall fix in advance or as may be called by the President or one-third (1/3) of the Board of Directors on at least 48 hours advance notice.

5.5 QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business, and all actions of the Board of Directors shall be determined by a majority of the quorum present, unless otherwise required by applicable law.

5.6 VACANCIES: Any vacancy in the Board of Directors (whether created by resignation, removal, death or incapacity or by increase in the number of members) may be filled by a majority vote of the remaining Directors, at any meeting of the Board of Directors.

5.7 REMOVAL OF DIRECTORS: Any Director may be removed from office by a majority vote of the remaining Directors at any meeting at which notice of removal has been given as hereinafter provided, with or without cause. Any Director proposed to be removed shall be entitled to at least ten (10) days advance written notice, with confirmation of receipt thereof, of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.8 CHAIR: At all meetings of the Board of Directors, the President or Vice President, or in their absence, a chair chosen by the Directors present shall preside.

5.9 COMPENSATION: A Director or officer may receive a salary for his or her services as determined by the Board of Directors except that the Director or officer who is to receive this salary may not vote in determining the salary to be received.

5.10 NUMBER OF DIRECTORS: This Corporation shall have at least three (3) members of the Board of Directors.

ARTICLE 6: OFFICERS

6.1 POSITIONS, ELECTION AND TERM OF OFFICE

(a) The officers of the Corporation shall consist of a President, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be determined by the Board of Directors.

(b) Officers of the Corporation shall be elected by the Board of Directors.

(c) Each officer shall, subject to removal, resignation, death or incapacity, serve for such term, if any, as is specified by the Board of Directors and until his or her successor shall have been elected and qualified.

6.2 VACANCIES: A vacancy in any office shall be filled for the unexpired by the Board of Directors at any meeting of the Board of Directors.

6.3 CHAIRPERSON: If elected, it shall be the duty of the Chairperson of the Board of Directors to preside at all meetings of the Board of Directors. The Chairperson shall also serve in a supervisory capacity over the President of the Board of Directors. The Chairperson shall have such other powers and perform such other duties not inconsistent with the Articles of Incorporation and the Bylaws of the Corporation as usually possessed or exercised by presiding officers.

6.4 PRESIDENT: Subject to any supervisory power as may be given by the Board of Directors or the Chairperson, if any, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors and the Chairperson, have general supervision, direction and control over the activities and officers of the Corporation. The President shall have the general powers and duties of management usually vested in the office of a president of the Corporation, including those generally assigned to a Chairperson in the event the Corporation does not elect such Chairperson. The President shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

6.5 VICE PRESIDENT: If elected, during the absence or disability of the President, the Vice President shall exercise all the functions of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice President shall assume such office for the unexpired term if any be specified. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

6.6 SECRETARY: The Secretary shall:

(a) Keep or cause to be kept a book of minutes of all the meetings of members and of the Board of Directors and of the Executive Committee, if any;

(b) Cause all notices to be duly given in accordance with the law and the provisions of the Bylaws;

(c) In general, perform all duties incident to the office of the Secretary.

6.7 TREASURER: The Treasurer shall:

(a) Have charge of and supervision over and be responsible for the funds, securities, negotiable instruments, receipts and disbursements of the Corporation;

(b) Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation in accordance with generally accepted accounting principles;

(c) Render to the President, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the Corporation (including the financial interests of its activities) and of all his or her transactions as Treasurer.

(d) In general, perform all duties incident to the office of the Treasurer.

6.8 REMOVAL OF OFFICERS: Any officer may be removed from office by a majority vote of the Board of Directors, at any meeting which notice of removal has been given as hereinafter provided, with or without cause. Any such officer proposed to be removed shall be entitled to at least ten (10) days advance written notice with confirmation of receipt of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, but even if a Director, shall not be entitled to vote.

6.9 LIMITATION OF OFFICERS: No officer of the Corporation shall incur any obligation or withdraw any funds or transfer any asset except in the ordinary course of his or her duties and subject to the limitations thereon as may be imposed thereon by the Board of Directors. In any event, unless the Board of Directors expressly authorizes no obligation shall be incurred or withdrawal made or asset transferred except on the signature of the President or Vice President and the signature of the Secretary or Assistant Secretary. At the discretion of the Board of Directors, any officer may be required to post a bond for the faithful discharge of his or her duties in such sum and with surety as the Board of Directors determine, the expense of such bonding to be paid by the Corporation.

ARTICLE 7: COMMITTEES

7.1 APPOINTMENT: The Board of Directors may appoint any committees, for any purposes and duration that it deems necessary.

ARTICLE 8: AMENDMENTS

The Board of Directors shall have the power to amend or alter the Bylaws by an affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting called for that purpose.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law its officers, Directors, employees, agents and other representatives against any loss, liability, cost or expense including attorneys fees in any way arising out of any act or omission taken or omitted in good faith belief that such act or omission was lawful and furtherance of the Corporation's purposes.

ARTICLE 10: DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with the law, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized for substantially the same purpose as this Corporation, as the Board of Directors shall determine.

ARTICLE 11: MISCELLANEOUS

11.1 BANK ACCOUNT: The funds of the Corporation shall be deposited or kept with a bank or trust company selected by the Board of Directors.

11.2 ACCOUNTING YEAR: The ending month of the accounting year of the Corporation shall be the month of December or such other month as the Board of Directors shall determine.

11.3 USE OF CORPORATION NAME: No Director of this Corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

11.4 PREEMPTION CLAUSE: In the event there is any contradiction between these Bylaws and the applicable laws of any state or the applicable laws of the federal government, the applicable laws of that state or of the federal government shall preempt these Bylaws.

These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this 4 day of August, 2022.

DocuSigned by:

By: _____
272C5DBC32854C1...
President and Director, Kolin Jones