

BYLAWS OF NATIONAL BIODIVERSITY TRUST, CORP.

a Nonprofit Organization (the "Organization")

TERMS

National Biodiversity Trust, in these bylaws, other organizational documents, and meeting minutes, will also be termed the Organization, and/or NBT, where applied.

BOARD OF DIRECTORS

General Powers

1. The business and affairs of the Organization will be managed by or under the direction of the Board.

Number, Tenure and Quorum

2. The Board will consist of a minimum of three members, who will be a natural person. The Director will hold office for a tenured term, or until that Director's earlier resignation, or removal from natural or other means. Any Director or member of the Board may resign at any time upon notice given in writing or by electronic transmission to the Board. The Board will consist of a Board President, Board Vice President and members of the Board. In order to transact organizational business at a meeting of the Board, a quorum of a majority of the total number of members eligible to vote will be required. The vote of the majority of the members that are present at a meeting at which a quorum is present, will be the act of the Board and applied to that organizational action voted on. That action will then be acted on by the Director.

Regular Meetings

3. Regular meetings of the Board will be held biannually, either within or outside of the State of

Georgia, in person, or via video conference. These will be recorded and termed NBT Minutes.

Special Meetings

4. Special meetings of the Board may be called by or at the request of the Director, President or by a majority of the members. The person or persons calling that special meeting of the Board may fix any date, time or place, either within or outside of the State of Georgia, to be the date, time and place for holding that special meeting, as long as a quorum can attend the meeting for making decisions for the Board and Organization, for which the meeting was called. These will be recorded and termed NBT Special Meeting Minutes.

Meeting Notice

5. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given digitally, personally, by mail, by private carrier, by telephone facsimile, or by any other manner as permitted by the Georgia Business Organization Code. The notice will be given by the Secretary or one of the persons authorized to call Board meetings.

6. If written notice is mailed, correctly addressed to the Organization's address as provided in the Organization's current records, the notice will be deemed to have been given to the Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice will be deemed to have been given to the Director on the date shown on the return receipt. Otherwise, notice is effective when received by the Director and then presented to the Board, prior to the meeting.

7. Notice of any meeting may be waived by a Board Member before or after the date and time of the meeting. The waiver must be in writing, must be signed by a member, and must be delivered

to the Organization for inclusion in the minutes or filing with the Organization records. The attendance of the member at a meeting of the Board will constitute a waiver of said notice of that meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Action by Members Without a Meeting

8. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting, if a majority of members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form, and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

9. Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum currently available or developed in the future, by which members not present in the same physical location may simultaneously communicate with each other.

10. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Board Positions

11. When vacancies or newly created Board positions resulting from any increase in the authorized number of members occur, a majority of the members, then in office, although less than a quorum, or a sole remaining member, will have the power to appoint new members to fill this vacancy or vacancies. Each new member so chosen will not hold office until the next meeting of the Board.

12. When one or more members resign from the Board and the resignation is to become effective at a future date, a majority of the members then in office, including those who have so resigned, will have the power to appoint new members to fill this vacancy or vacancies. The appointments of these new members will take effect when the resignation or resignations are to become effective, and each new member so chosen will not hold office until the next quarterly meeting of the Board.

Removal

13. Any member may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of members at a special meeting of the Board called for that purpose.

Organization

14. Meetings of the Board will be presided over by the President, or in the President's absence by a member chosen at the meeting. The person presiding at the meeting may appoint any person to act as secretary of the meeting.

Chair of the Board

15. The Chair of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board, and herein and hereafter shall be the Board President. If the Board President is not present at the

meeting of the Board, in person or written notice, the Vice President or any other member of the Board who is designated in that meeting, shall preside.

Compensation

16. No compensation will be provided to members of the Board, for activities of the Board, in any form of currency or any other favorable form of other compensation, including any transactions that might align with or indicate compensation. This will also be reflected in the Conflict of Interest section of these Bylaws.

Presumption of Assent

17. A member of the Organization who is present at a meeting of the Board will be presumed to have assented to an action taken on any organizational matter at the meeting and recorded in the meeting minutes as such, unless:

- a. The member objects at the beginning of the meeting, or promptly upon the member's arrival, to holding the meeting or transacting business at the meeting;
- b. The Member's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The member delivers written notice of the members dissent or abstention to the presiding officer of the meeting before the meeting, but is recognized as taking a position of assent, or at adjournment of the meeting or to the Organization within a reasonable time after adjournment of the meeting, but before final meeting minutes are drafted for review by the Board.

18. Any right to dissent or abstain from the action will not apply to a member who voted in favor of that action during a meeting of the Board, or that member who provided written notice to the Board.

COMMITTEES

Appointment

19. The Board may designate one or more committees, each committee to consist of one or more of the Board Members of the Organization. The Board may designate one or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

20. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

21. The committee or committees, to the extent provided in the resolution of the Board, will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Organization, and may authorize the seal of the Organization to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

a. Adopting, amending or repealing any Bylaw of the Organization.

Tenure

22. Each member of a committee will serve at the pleasure of the Board, indefinitely, until that

member's tenure is resigned, is removed by the Board, or is removed by natural causes.

Meetings and Notice

23. The method by which members' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

24. The requirements for a quorum for the Board as set out in these Bylaws will also apply to any committee designated by the Board as appropriate.

Action Without a Meeting

25. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will also apply to any committee designated by the Board as appropriate.

Resignation and Removal

26. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the current Chair of the Board of the Organization, typically the President, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

27. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

28. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

OFFICERS

Appointment of Officers

29. The officers of the Organization will consist of the Organization Director (the "Director"), the Board President (the "President"), the Board Vice President (the "Vice President"), and any other Officers and assistant officers as determined in these Bylaws or the Articles of Incorporation, or by the Board.

30. The Officers will be appointed by the Board at the first meeting of the Board, or as soon after the first meeting of the Board, as possible, if Officers have not already been appointed. Any appointee may hold one or more offices. Any vacancy or additions to the Board will be recommended for appointment at the first Board Meeting after the appointee has agreed informally to become a member of the Board.

Term of Office

31. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.

Removal

32. Any Officer or agent appointed by the Board may be removed by the Board at any time with a quorum vote at the next Board meeting, with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

33. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.

Chief Executive Officer

34. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Board will be hereafter termed:

a. Director of the organization, with general management and supervision, organization direction, and the control of business and affairs of the organization.

President

35. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:

a. The President will perform any duties as may arise from time to time be delegated by the Board or requested by the Director

Vice President

36. If the President is not available or dies, is incapacitated or refuses to act, any Vice President, with the consent of the majority of the Board, may perform the duties of the President, unless a

Vice President was previously appointed by the President to take over the President's duties, and when so acting, the Vice President will be subject to the same powers and limitations of the President. The Vice President will perform any other duties as from time to time may be delegated to the Vice President by the President or by the Board and may include:

a. The Vice President will assist with the performance of any duties as may from time to time be delegated by the Board, requested by the Director, or by the President.

Delegation of Authority

37. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

38. Without authorization by a resolution of the Board, the Organization is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Organization to perform these acts can be general or specific.

Checks, Drafts, Notes

39. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization must be signed by a designated Officer or Officers, agent or agents of the Organization, and in a manner as will from time to time be determined by resolution of the Board.

Deposits

40. All funds of the Organization will be deposited to the credit of the Organization in banks, or other depositories designated by the Board, to be then used appropriately for Organization needs.

Fiscal Year End

41. The fiscal year end of the Organization is December 31st.

Contracts

42. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Organization and on its behalf, and that authority may be general or specific.

Loans to Employees and Officers

43. The Organization may not lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Organization or of any subsidiary of the Organization, including any Officer or employee who is a Director of the Organization or any subsidiary of the Organization.

CONFLICT OF INTEREST

Purpose

44. The purpose of the Conflict of Interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

45. Any Director, principal Officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person (the "Interested Person").

46. A person has a financial interest (the "Financial Interest") if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Procedures

47. Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

48. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

49. Procedures for Addressing the Conflict of Interest

a. An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Chair of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing Board or committee shall determine

whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

50. Violations of the Conflicts of Interest Policy

a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

51. The minutes of the governing Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

COMPENSATION

52. A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

53. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

54. No voting member of the governing Board or any committee whose jurisdiction includes

compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ANNUAL STATEMENTS

55. Each Director, principal Officer and member of a committee with governing Board delegated Powers, shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

DISSOLUTION

56. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

PERIODIC REVIEWS

57. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

USE OF OUTSIDE EXPERTS

58. When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

REGISTERED AGENT

59. The registered agent shall be the person or entity designated in the Articles of Incorporation as the registered agent, for service of process and other official communications to and for the Organization. The registered agent's office shall be at the address set forth in the Articles of Incorporation. The Organization may change the registered agent and its registered office address by resolution of the Board, and filing the appropriate certificate with the Georgia Secretary of State.

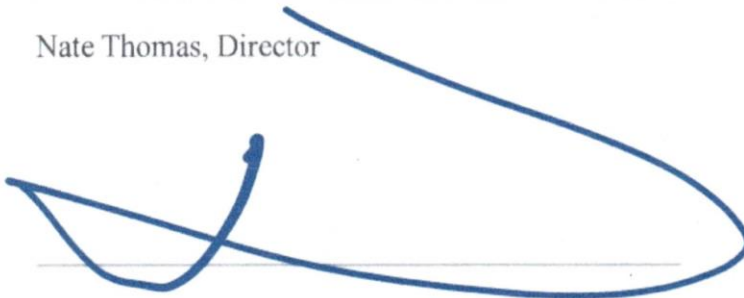
**NATIONAL BIODIVERSITY TRUST BOARD OF DIRECTOR'S
SIGNATURE PAGE ACCEPTING THE ORGANIZATION BYLAWS**

DATE: 5/23/2025

The Board of Directors of the National Biodiversity Trust, a nonprofit corporation, hereby authorizes the acceptance of these Organization Bylaws.

A handwritten signature in blue ink, appearing to read "Nate Thomas", written over a horizontal line.

Nate Thomas, Director

A large, stylized handwritten signature in blue ink, written over a horizontal line.

Jonathan Napier, President

A complex, cursive handwritten signature in blue ink, written over a horizontal line.

Edwin Stanford, Vice President

APPENDIX

GLOSSARY

- Bylaws - the purpose of these bylaws (the "Bylaws") is to provide rules governing the internal management of the nonprofit Organization.

- Chair of the Board - Once a Board of Directors has been appointed or elected, the Board will then elect a chairman (the "Chair of the Board"), who unless designated otherwise in a future meeting of the Board, will be the Board President. The Chair of the Board will act to moderate all meetings of the Board of Directors and any other duties and obligations as described in these Bylaws.

- Organization Staff – An organizational staff person is the individual acting for or on behalf of the Organization, and will be the Director of the Organization. Any other staff person of the Organization will usually be appointed to a specific task such as administrative, grants, or other similar position. One person may hold several tasks or positions. The staff person(s) will assist with the day-to-day operations of the Organization and report to the Director on a day-to-day basis, and to the Board of Directors when appropriate, such as at Board Meetings.

- Principal Executive Office - The Principal Executive Office for the Organization is where the Director and other staff for the Organization have an office or offices.

- Principal Office - The Principal Office of the Organization is the address designated in the annual report and annual tax filings where the executive offices of the Organization are located.

- Principal Place of Business - The Principal Place of Business is the address at which the Organization conducts its primary business, and will be the Principal Office, unless otherwise designated by the Board of Directors.

- Registered Office - The Registered Office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.