LADUMA FOUNDATION
BYLAWS

ARTICLE I. NAME, LOCATION & AGENT

A. Name. The registered name of this non-profit corporation is LADUMA FOUNDATION.

B. Mailing Address. 732 S. 6th St. #7254, Las Vegas, NV 89101

C. Principal Office. Laduma Foundation may maintain an office as authorized by the Board of Directors.

D. Resident Agent. The resident agent shall be the Board President and/or the Executive Director, as designated by the President.

ARTICLE II. PURPOSE & LEGAL POWERS

A. Purpose. Laduma Foundation is organized in accordance with the Revised Nevada Statutes, Chapter 82, as amended. This nonprofit corporation shall be operated exclusively for charitable and educational purposes within the meaning of 26 U.S.C. § 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future Federal tax code. The specific objective and purpose of Laduma Foundation is to collect donated used soccer and other sports uniforms and gear to provide to rural communities in need in Africa.

B. Legal Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes.

C. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under 26 U.S.C. § 170(c)(2) of such Code and Regulations as now exist or may be amended.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director, officer, member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

No substantial part of Laduma's activities will constitute carrying on propaganda or otherwise attempt to influence legislation. The corporation will not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III. BOARD OF DIRECTORS

A. Number of Directors. Laduma Foundation shall be managed by a Board of Directors consisting of no fewer than five (5) and no more than fifteen (15) Directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board.

B. Powers. All corporate legal powers shall be exercised by or under the authority of the Board and the affairs of Laduma Foundation shall be managed under the direction of the Board, except as otherwise provided by law.

C. Election and Term of Office.

1. In order to be eligible to serve as director, the individual must be a least 18 years of age.

2. The Directors shall be elected by a majority vote at the annual meeting.

3. Each Director shall serve an indefinite term, or until and unless a successor has been elected.

D. Compensation. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying our Board responsibilities, such as travel expenses to attend Board meetings. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

E. Regular Meetings. The Board of Directors shall meet immediately after its initial election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

F. Special Meetings.

1. Special meetings may be requested by any member of the Board of Directors.

2. A special meeting may be requested by providing two weeks' written notice by U.S. mail, or by electronically communicated written notice, effective when sent.

3. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

4. A special meeting of Directors is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication in a manner pursuant to which all Directors have the opportunity to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

G. Voting Procedures.

1. At all meetings of the Board of Directors, each Board member is entitled to one vote per matter presented for vote. The affirmative vote of the majority of Board members present shall be the act of the Board.

2. The vote of a majority of the Directors present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by theses Bylaws for a particular resolution.

3. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting.

4. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, at a minimum, names of all members present, resolutions proposed and voted upon, and any Director abstentions or objections to resolutions.

5. Voting by Proxy. Voting by proxy shall not be allowed.

H. Vacancies. The Board of Directors shall fill vacancies due to resignation, death, removal, or any other reason, of a Director or may appoint a new Director to fill a previously unfilled position, subject to the maximum number of Directors, under these Bylaws. Vacancies may be filled by a majority vote of the remaining Directors.

I. Removals. A Director may be removed by two-thirds (2/3) vote of Directors then in office, if:

1. The Director is absent and unexcused from two or more Board meetings in a twelve (12) month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse himself or herself from the Board meeting attendance and, in that case, the vice president shall excuse the president; or

2. For cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss his or her case and is given the opportunity to be heard at a meeting.

J. Resignation. If a Director wishes to resign from their directorial position, he or she may resign at any time after providing two months' written notice to all other Directors. Any resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

K. Board Meetings.

1. Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. These meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

2. Special Meetings. Special meetings may be called by the president, vice president, secretary, treasurer, or any two (2) other Directors. A special meeting must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of the meeting.

3. Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Nevada law.

4. Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

5. Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

6. Hung Decisions. Except as otherwise required by law, any motion before the Board of Directors that results in a tie vote shall fail, and no action shall be taken on the matter unless it is reconsidered and approved by a majority vote at a subsequent meeting.

7. Participation. Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in-person, internet video meeting or by telephonic conference call.

8. Informal Action by the Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board to use e-mail to approve actions, as long as a quorum gives consent.

L. Committees.

1. To the extent permitted by Nevada law, the Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution, shall have the authority of the Board, except that no committee, regardless of resolution, may:

a. Take any final action on matters which also requires a Board member's approval or approval of a majority of all Directors;

b. Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;

c. Amend or repeal Bylaws or adopt new Bylaws;

d. Amend or repeal any resolution which by its express terms is not so amendable or repealable;

e. Appoint any other committees or the members of these committees;

f. Expend corporate funds to support a nominee for director; or

g. Approve any transaction: i) To which the corporation is a party and one or more Directors have a material financial interest; ii) Between the corporation and one or more of its Directors; or iii) Between the corporation and any person with whom one or more of its Directors has a material financial interest.

2. Meetings and Action of Committees. Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of this Article of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of the Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by Board resolution or committee resolution. Special meetings of the committee may also be called by resolution. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

ARTICLE IV. OFFICERS

A. Board Officers. The officers of Laduma Foundation shall be a President; Vice-President; Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the

Board of Directors may determine. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

B. Officer Roles. The officers shall have the following responsibilities:

President – The president shall be the chief executive officer of the corporation. The president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of Directors, and shall perform all other duties incident to the office or properly required by the Board. This includes signing all corporate documents unless the president delegates that responsibility to another officer, and direct the process of the creation and implementation of resolutions.

Vice-President – In the absence or disability of the president, the ranking vice-president or vice-president designated by the Board shall perform the duties of the president. When so acting, the vice-president shall have all the legal powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board or the president.

Secretary – The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The secretary shall certify and arrange the official records of the corporation. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the president. The secretary may appoint, with Board approval, a director to assist in performance of all or part of the duties as the secretary.

Treasurer – The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board on a timely basis or as may be required by the Board. The treasurer shall perform all duties properly required by the Board or the president. The treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

C. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors. Each officer shall serve an indefinite term.

D. Compensation. Each individual serving as an officer shall receive a reasonable compensation in exchange for their service as an officer. The Board of Directors shall establish the amount of compensation by resolution.

E. Removal and Resignation. The Board of Directors shall have the power to remove an officer or agent at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. Any officer vacancy that occurs for any reason shall be filled by the Board of Directors.

F. Non-Director Officers. The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-Director officers of the corporation.

ARTICLE V. MEMBERSHIP

A. No Membership Classes. Laduma Foundation shall have no membership class and no members who have any right to vote or title to or interest in or to the corporation, its properties and franchises.

B. Non-Voting Affiliates. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events or on the corporation's website. Affiliates have no voting rights and are not members of the corporation.

C. Dues. Any dues for affiliates shall be determined by resolutions and these Bylaws.

ARTICLE VI. CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

A. Contracts and Other Writings. Except as otherwise provided by resolution or policy of the Board of Directors, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

B. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time-to-time be determined by Board resolution.

C. Deposits. All funds of the corporation not otherwise employed shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies, or other depository as the Board of Directors or a designated committee may select.

D. Loans. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

E. Indemnification

1. Mandatory Indemnification. The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

2. Permissible Indemnification. The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of: a) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article; and b) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

4. Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with Nevada law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VII. MISCELLANEOUS

A. Books and Records. Laduma Foundation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the corporation. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

B. Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

C. Conflicts of Interest. Through its Board of Directors, Laduma Foundation shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interests when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers. Each Director and officer shall annually sign a statement affirming that the person has received, read, understands, and agrees to comply with the conflict-of-interest policy.

D. Nondiscrimination Policy. The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis.

It is the policy of Laduma Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE VIII. COUNTER-TERRORISM AND DUE DILIGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Laduma Foundation shall stipulate how the funds, if any, will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence to and compliance with the U.S. Department of the Treasury's publication "Voluntary Best Practice for U.S. Based Charities" is not mandatory, Laduma Foundation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Laduma Foundation shall also comply with and put into practice the Federal guidelines, suggestions, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE IX. RECORDKEEPING & DOCUMENT RETENTION

A. Purpose. The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Laduma Foundation's records.

B. General Guidelines.

1. Records should not be kept if they are no longer needed for the operation of the corporation or required by law. Unnecessary records should be eliminated from the corporation's files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not maintained.

2. A mass of records also makes it more difficult to find pertinent records. From time to time, Laduma Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

3. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation-relevant documents and any other pertinent factors.

4. Exception – Litigation-Relevant Documents. Laduma Foundation expects all officers and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers and employees should note the following general exception to any stated destruction schedule: if an officer or employee believes, or Laduma Foundation informs them, that corporate records are relevant to litigation or potential litigation (*i.e.*, a dispute that could result in litigation), then the officer or employee must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

C. Minimum Retention Periods for Specific Categories.

1. Corporate Documents. Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these Bylaws.

2. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the application return.

3. Employment Records/Personnel Records. State and Federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any

complaints brought against the corporation or individual employees under applicable state and Federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

4. Board and Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and committee materials should be kept for no less than three (3) years by the corporation.

5. Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

6. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

7. Marketing and Sales Documents. The corporation shall keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to this three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

8. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (*e.g.*, patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information and has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secrets for at least the life of the trade secret.

9. Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of these final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

10. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

11. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless

for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

12. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

13. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

D. Electronic Mail. E-mail that needs to be saved should be either:

1. Printed in hard copy and kept in the appropriate file; or

2. Downloaded to a computer and kept electronically or on a disk as a separate file. The retention period depends on the subject matter of the e-mail, as covered elsewhere in the Bylaws.

ARTICLE X. TRANSPARENCY AND ACCOUNTABILITY; DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

A. Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, Laduma Foundation practices and encourages transparency and accountability to the general public. This policy will:

1. Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public.

2. Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public.

3. Specify the procedures whereby the open/closed status of documents and materials can be altered.

B. Financial and IRS Documents (Form 1023 and Form 990). Laduma Foundation shall provide its Internal Revenue Forms 990, 990-T, 1023 and 5227, Bylaws, conflict-of-interest policy, and financial statements to the general public for inspection free of charge.

C. Means and Conditions of Disclosure. Laduma Foundation shall make "Widely Available" the aforementioned documents on its internet website, www.laduma.org, to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.

3. Laduma Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

4. Laduma Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests within seven (7) days for mailed requests.

D. IRS Annual Information Returns (Form 990). Laduma Foundation shall submit its Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the Form 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the governing body via hard copy or e-mail at least ten (10) days before the Form 990 is filed with the IRS.

E. Board of Directors.

1. All Board deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.

2. All Board minutes shall be open to the public once accepted by the Board, except where a motion is passed to make any specific portion confidential.

3. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

F. Staff Records.

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

2. No staff records shall be made available to any person outside the corporation except authorized governmental agencies.

3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the Board when requested.

G. Donor Records

1. All donor records shall be available for consultation by the donors concerned or by their legal representatives.

2. No donor records shall be made available to any other person outside the corporation except authorized governmental agencies.

3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

ARTICLE XI. CODES OF ETHICS AND WHISTLEBLOWER POLICY

A. Policy. Laduma Foundation requires and encourages Board members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Laduma Foundation to adhere to all laws and regulations that apply to the corporation, and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

B. Reporting Violations. If any officer, staff member or employee reasonably believes that some policy, practice, or activity of Laduma Foundation is in violation of law, a written complaint must be filed by that person with the vice-president or the president.

C. Acting in Good Faith. Any officer, staff member or employee filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and that prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

D. Retaliation.

1. Any officer, staff member or employee filing a complaint is protected from retaliation only if he or she brings the alleged unlawful activity, policy, or practice to the attention of Laduma Foundation and provides Laduma Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity.

2. The protection described below is only available to individuals that comply with this requirement. Laduma Foundation shall not retaliate against any officer, staff member or employee who in good faith has made a protest or raised a complaint against some practice of Laduma Foundation or of another individual or entity with whom Laduma Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

3. Laduma Foundation shall not retaliate against any officer, staff member or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of Laduma Foundation that the individual reasonably believes is in

violation of a law, rule or regulation mandated pursuant to law, or is in violation of a clear mandate of public policy.

E. Confidentiality. Violations or suspected violations many be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

F. Handling of Reported Violations. The president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all Directors, officers, staff members and employees through these Bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE XII. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

A. Amendments to the Articles of Incorporation. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

B. Amendments to the Bylaws. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of Directors then in office at a meeting of the Board, provided that:

1. No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax exempt corporation under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, and that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by two-thirds (2/3) vote of a quorum.

2. All amendments be consistent with the Articles of Incorporation.

3. Written notice of any proposed amendment to these Bylaws must be issued to the Board no less than ten (10) days before any meeting to discuss the proposed amendment.

ARTICLE XIII. DISSOLUTION

A. Dissolution Procedure. Laduma Foundation may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a two-thirds (2/3) vote of the Directors.

B. Liabilities. All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made therefor.

C. Distribution of Assets. Upon termination or dissolution of the corporation, any assets and resources lawfully available for distribution shall be distributed to one or more qualifying organizations described in 26 U.S.C. § 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable or educational purpose that, at least generally, includes a purpose similar to the terminating or dissolving corporation.

D. The organization to receive the assets of Laduma Foundation hereunder shall be selected in the discretion of a majority of the Board of Directors, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Laduma Foundation, by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this Article. The court upon a finding that this Article is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Nevada.

E. In the event that the court finds that this Article is applicable but that there is no qualifying organization known to it which has a charitable purpose that at least generally includes a purpose similar to Laduma Foundation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Nevada to be added to the general fund.

CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of LADUMA FOUNDATION were approved by the LADUMA FOUNDATION Board of Directors on April 2, 2026 and constitute a complete copy of the Bylaws of the corporation.

Amber Pamp, Secretary

Date: 6.1.2026