

Prestige 888 Community Holding Group

Corporate Bylaws 2025

A Mixed Holding Company

Cover Page

Prestige 888 Holding Group

Doing Business As:

Community Assets Development Group

Corporate Bylaws 2025

A Mixed Holding Company



Investing in Strategic Growth &

Community Development

Governing with Transparency & Compliance

Table of Contents

Article I: General Provisions

- 1.1 Company Name and Purpose**
- 1.2 Registered Office and Agent**
- 1.3 Fiscal Year**

Article II: Stock Provisions

- 2.1 Authorized Classes of Stock**
- 2.2 Par Value**
- 2.3 Stock Transfer Restrictions**
- 2.4 Dividend Policy**
- 2.5 Ownership Structure & Governance**

Article III: Board of Directors and Officers

- 3.1 Composition**
- 3.2 Duties and Responsibilities of the Board**
- 3.3 Duties of Officers**
 - 3.3.1 President**
 - 3.3.2 Vice President**
 - 3.3.3 Treasurer**
 - 3.3.4 Secretary**
 - 3.3.5 General Member**
- 3.4 Terms of Office**
- 3.5 Meetings**

Article IV: Ownership Structure and Governance

4.1 Synergy Holding Group's 80% Governance Control

4.2 20% Operational Control day-to-day by Prestige 888 the Intermediate Holding Company has 80% ownership control over subsidiaries.

4.3 Governance Control Over Subsidiaries Prestige Electric and Prestige Home Builders

4.4 Subsidiaries retain 20% Operational Control of day-to-day

Article V: Governing Influence of Angel 8 Organization

5.1 Governance Structure

5.2 Mission Compliance

5.3 Tax-Exempt Compliance

5.4 Governance Alignment

Article VI: Mixed Holding Company Oversight

6.1 Prestige 888 Community Holdings Inc.

6.2 Reporting and Accountability

Article VII: Subsidiary Governance

7.1 Subsidiary Ownership by Prestige 888

7.2 Subsidiary Compliance

7.3 Prestige Electric 8 Corporation

7.4 Prestige Builders Inc.

Article VIII: Employee Benefits

8.1 Compensation Policies

8.2 Benefit Eligibility

Article IX: Committees

9.1 Committee Establishment

9.2 Responsibilities

Article X: Partnerships and Affiliates

10.1 Partnership Approval

10.2 Transparency and Reporting

Article XI: Conflict of Interest

11.1 Disclosure Requirements

Article XII: Record Keeping

12.1 Corporate Records

Article XIII: C-Corporation Compliance

13.1 Taxation Requirements

13.2 Liability Protections

Article XIV: Dissolution Procedures

14.1 Dissolution Approval

14.2 Asset Distribution

Article XV: Amendments

15.1 Amendment Process

Article XVI: Transparency Act and Virginia Code Sections

16.1 Transparency Act Compliance

16.2 Virginia Code Sections

16.3 Reporting Requirements

16.4 Public Disclosure

16.5 Enforcement and Penalties

Article XVII: S-Corporation Compliance

17.1 S-Corporation Explanation

17.2 S-Corporation Subsidiaries

Article XVIII: Security and Signature of the Bylaws

18.1 Security Measures

18.2 Signature of the Bylaws

18.3 Director Information and Signature Page

Article I: General Provisions

1.1 Company Name and Purpose

The Corporation shall be known as **Prestige 888 Holding Group**.

The Corporation operates as a Intermediate Mixed Holding Company, strategically structured to own and manage investments.

The Corporation governs subsidiaries and affiliates while engaging in business development.

It is organized under the laws of the Commonwealth of Virginia.

1.2 Registered Office and Agent

The Corporation shall maintain a registered office within Virginia.

A registered agent will be designated to handle legal correspondence and state filings.

1.3 Fiscal Year

The Corporation's fiscal year begins January 1 and ends December 31.

The Board of Directors may change the fiscal year by resolution.

Article II: Stock Provisions

2.1 Authorized Classes of Stock

Common Stock: Grants voting rights and dividends.

Preferred Stock: Holds priority in dividends and asset distributions.

2.2 Par Value

Each share is valued at \$0.0001 per share.

2.3 Stock Transfer Restrictions

Board approval is required for transfers to ensure compliance.

2.4 Dividend Policy

The Board determines dividends to shareholders based on earnings and financial health.

2.5 Ownership Structure & Governance

Synergy Holding Group Inc. owns 80% of Prestige 888 Holding Group, granting it governance control.

Prestige 888 Holding Group controls 20% of its subsidiaries' day-to-day operations.

Intermediate control is exercised over Prestige Electric 8 Corporation and Prestige Home Builders Inc.

Article III: Board of Directors and Officers

3.1 Composition

The Board of Directors shall consist of five (5) members, each serving in the following capacities:

President

Vice President

Treasurer

Secretary

General Director

3.2 Duties and Responsibilities of the Board

The Board of Directors is charged with the governance of the Corporation, including strategic planning and ensuring compliance with corporate and regulatory standards. Specific duties include:

Approving budgets, strategic plans, and partnership agreements.

Overseeing the Corporation's investments and interests in Prestige 888 Community Holdings Inc.

Appointing officers and establishing committees as necessary.

Ensuring adherence to all applicable federal, state, and local laws.

3.3 Duties of Officers

3.3.1 President

Serves as the chief executive officer of the Corporation.

Presides over all meetings of the Board of Directors.

Provides leadership in formulating corporate policies and strategies.

Executes contracts and agreements on behalf of the Corporation as authorized by the Board.

Represents the Corporation in external affairs.

3.3.2 Vice President

Assists the President in the discharge of duties.

Assumes the responsibilities of the President in their absence or inability to act.

Oversees specific operational areas or projects as designated by the Board or President.

3.3.3 Treasurer

Oversees and manages the financial affairs of the Corporation.

Ensures the maintenance of accurate financial records and accounting procedures.

Prepares and presents financial reports to the Board of Directors.

3.3.4 Secretary

Records and maintains minutes of all meetings of the Board of Directors and committees.

Ensures that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

3.3.5 General Member

Participates actively in Board meetings and deliberations.

Assists in policy formulation and strategic planning.

3.4 Terms of Office

Directors shall serve terms of three (3) years and may be re-elected for successive terms.

3.5 Meetings

Regular meetings shall be held quarterly.

Special meetings may be called by the President or any two Directors with ten (10) days' notice.

A majority of Directors constitutes a quorum.

Article IV: Ownership Structure and Governance

4.1 Synergy Holding Group's 80% Governance Control

Synergy Holding Group, as the parent company, holds an 80% ownership stake in Prestige 888 Holding Group.

This ownership structure grants Synergy Holding Group oversight over strategic decisions, financial policies, and major governance actions.

4.2 20% Operational Control by Intermediate Holding Company

Prestige 888 exercises 20% operational control over day-to-day activities of subsidiaries such as Prestige Electric 8 Corporation and Prestige Home Builders Inc.

This arrangement ensures efficient management while maintaining alignment with the parent company's strategic objectives.

4.3 Governance Over Subsidiaries

The Corporation oversees subsidiary operations to ensure compliance with corporate policies, regulatory requirements, and financial performance metrics.

Article V: Governance of Angel 8 Organization

5.1 Governance Structure

Angel 8 Organization operates independently as a nonprofit entity under Section 501 (c) (3) of the Internal Revenue Code.

Governance control is exercised through Prestige 888's influence to ensure alignment with charitable objectives.

5.2 Mission Compliance

The Governance Board ensures that Angel 8 adheres to its nonprofit mission, which includes charitable, educational, and community-focused goals.

5.3 Tax-Exempt Compliance

Angel 8 Organization must file **IRS Form 990 annually and conduct independent audits to maintain tax-exempt status.**

5.4 Governance Alignment

Governance decisions prioritize transparency, ethical standards, and compliance with federal and state nonprofit laws.

Article VI: Mixed Holding Company Oversight

6.1 Prestige 888 Community Holdings Inc.

Prestige 888 Community Holdings Inc. is the primary mixed holding company within this structure, tasked with overseeing and managing subsidiary entities.

6.2 Reporting and Accountability

Prestige 888 Community Holdings Inc. is required to submit detailed quarterly and annual reports to Synergy Holding Group Inc., including:

Operational performance metrics.

Financial statements and audits.

Compliance reports with respect to federal and state regulations.

Strategic initiatives and risk assessments.

Article VII: Subsidiary Governance

7.1 Subsidiary Ownership by Prestige 888

Prestige 888 Community Holdings Inc., as a mixed holding company, maintains ownership stakes in its subsidiaries, exercising control and oversight in alignment with the strategic objectives of Synergy Holding Group Inc.

7.2 Subsidiary Compliance

Subsidiaries must comply with all federal, state, and local laws, as well as governance policies outlined by Prestige 888.

7.3 Prestige Electric 8 Corporation

Prestige Electric 8 Corporation specializes in energy solutions, aligning with the parent company's objectives.

7.4 Prestige Builders Inc.

Prestige Builders Inc. focuses on construction and real estate development, adhering to

corporate compliance standards.

Article VIII: Employee Benefits

8.1 Compensation Policies

Employees receive competitive compensation aligned with industry standards.

8.2 Benefit Eligibility

Benefits include health insurance, retirement plans, and paid time off.

Article IX: Committees

9.1 Committee Establishment

Committees are established to manage specific areas, such as finance and compliance.

9.2 Responsibilities

Committees report findings and recommendations to the Board of Directors.

Article X: Partnerships and Affiliates

10.1 Partnership Approval

Partnerships must align with the Corporation's objectives and be approved by the Board.

10.2 Transparency and Reporting

Affiliates are required to submit periodic reports for accountability.

Article XI: Conflict of Interest

11.1 Disclosure Requirements

Directors and officers must disclose any conflicts of interest to the Board.

Article XII: Record Keeping

12.1 Corporate Records

The Corporation maintains accurate and complete records of all activities, ensuring transparency.

Article XIII: C-Corporation Compliance

13.1 Taxation Requirements

The Corporation complies with all federal, state, and local tax regulations applicable to C-Corporations.

13.2 Liability Protections

Measures are implemented to protect Directors and officers from liability arising from corporate activities.

Article XIV: Dissolution Procedures

14.1 Dissolution Approval

Dissolution requires a two-thirds majority vote by the Board and compliance with Virginia law.

14.2 Asset Distribution

Upon dissolution, assets are distributed in accordance with the Virginia Stock Corporation Act.

Article XV: Amendments

15.1 Amendment Process

Amendments to the Bylaws require Board approval and compliance with state laws.

Article XVI: Transparency Act and Virginia Code Sections

16.1 Transparency Act Compliance

The Corporation adheres to the Transparency Act, ensuring open and accountable governance.

16.2 Virginia Code Sections

Compliance with applicable sections of the Virginia Stock Corporation Act is mandatory.

16.3 Reporting Requirements

Annual reports must be submitted to the Virginia State Corporation Commission.

16.4 Public Disclosure

Corporate records are accessible to shareholders and regulators.

16.5 Enforcement and Penalties

Non-compliance results in penalties as outlined by Virginia law.

Article XVII: S-Corporation Compliance

17.1 S-Corporation Explanation

S-Corporations provide pass-through taxation benefits, avoiding double taxation.

17.2 S-Corporation Subsidiaries

Subsidiaries electing S-Corporation status must adhere to IRS regulations.

Article XVIII: Security and Signature of the Bylaws

18.1 Security Measures

Robust security measures protect corporate records and sensitive information.

18.2 Signature of the Bylaws

The Bylaws must be signed by all members of the Board of Directors.

18.3 Director Information and Signature Page

Each Director must complete and sign the following:

By signing below, the Directors of Angel 8 Organization, Inc. adopt and approve these Bylaws as the governing document of the Corporation.

Director 1:

Name: _____

Signature: _____

Date: _____

Director 2:

Name: _____

Signature: _____

Date: _____

Director 3:

Name: _____

Signature: _____

Date: _____

Director 4:

Name: _____

Signature: _____

Date: _____

Secretary Certification:

I, the undersigned Secretary of Prestige 888 Community Holdings, certify that the foregoing is a true and correct copy of the Bylaws duly adopted by the Board of Directors.

Secretary Name: _____

Signature: _____

Date: _____