



Corporate

Bylaws 2025 for a *Pure Holding Company*

SYNERGY HOLDING GROUP Inc.

Doing Business As *Synergy Group Inc.*

Investing in Unity Together

Building Wealth & Shaping Future Generations

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Article I: General Provisions

1.1 Company Name and Purpose

The name of the corporation is **Synergy Holding Group Inc.** (the "Corporation"), a **Pure Holding Company** duly organized and existing under the laws of the Commonwealth of Virginia. The primary purpose of the Corporation is to own and manage a controlling interest—specifically an **80% ownership stake**—in the mixed holding company **Prestige 888 Community Holdings Inc.**, doing business as **Community Assets Development**. Synergy Holding Group Inc. does not directly own any subsidiaries other than Prestige 888 Community Holdings Inc. The Corporation maintains overarching oversight and governance controls through its Board of Directors. Governing Influence over all its nonprofits.

1.2 Registered Office and Agent:

The Corporation's registered office shall be located within the Commonwealth of Virginia. A registered agent, who is a resident of Virginia, shall be appointed and maintained at all times to accept legal service of process on behalf of the Corporation, as mandated by the Virginia Stock Corporation Act.

1.3 Fiscal Year:

The fiscal year of the Corporation shall commence on January 1 and conclude on December 31 of each calendar year unless otherwise amended by a resolution of the Board of Directors.

Article II: Stock Provisions

2.1 Authorized Classes of Stock

The Corporation is authorized to issue two classes of stock:

- **Common Stock:** Holders of common stock are entitled to one vote per share on all matters submitted to a vote of the shareholders and are eligible to receive dividends as declared by the Board of Directors.
- **Preferred Stock:** Holders of preferred stock have preferential rights regarding dividends and distributions upon liquidation, as defined at the time of issuance. The terms, rights, preferences, and limitations of the preferred stock shall be set forth in resolutions adopted by the Board of Directors in accordance with Virginia law.

2.2 Par Value:

All shares of both common and preferred stock shall have a par value of **\$0.0001** per share.

2.3 Stock Transfer Restrictions:

The transfer of stock is subject to approval by the Board of Directors to ensure alignment with the Corporation's objectives and compliance with governance policies and any existing shareholder agreements. Any attempted transfer without such approval shall be void.

2.4 Dividend Policy:

Dividends may be declared and paid to shareholders at the discretion of the Board of Directors, provided that such distributions comply with the Virginia Stock Corporation Act and do not impair the Corporation's capital or financial stability.

2.5 Stock Certificates:

The corporation may issue stock certificates signed by an authorized officer, stating the shareholder's name, the number and class of shares, and any transfer restrictions. Transfers must be recorded in the corporate books upon proper endorsement. In case of loss or theft, a replacement may be issued upon an affidavit and, if required, an indemnity bond. The Board may authorize uncertificated shares, provided accurate records are maintained. A stock ledger shall be kept, recording shareholder details, ensuring only registered shareholders are recognized for voting and ownership right

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:

1. **President**
2. **Vice President**
3. **Treasurer**
4. **Secretary**
5. **General Member**

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, but are not limited to:

- 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 for efficient operation.
- Ensuring adherence to all applicable federal, state, and local laws.

3.3 Duties of Officers

3.3.1 President:

The President shall:

- Serve as the chief executive officer of the Corporation.
- Preside over all meetings of the Board of Directors.
- Provide leadership in formulating corporate policies and strategies.
- Execute contracts and agreements on behalf of the Corporation as authorized by the Board.
- Represent the Corporation in external affairs and communicate effectively with stakeholders.

3.3.2 Vice President

The Vice President shall:

- Assist the President in the discharge of duties.
- Assume the responsibilities of the President in their absence or inability to act.
- Oversee specific operational areas or projects as designated by the Board or President.
- Perform additional duties as assigned by the President or the Board of Directors.

3.3.3 Treasurer

The Treasurer shall:

- Oversee and manage the financial affairs of the Corporation.
- Ensure the maintenance of accurate financial records and accounting procedures.
- Prepare and present financial reports to the Board of Directors at regular meetings.
- Supervise the preparation and timely filing of all financial statements, tax returns, and regulatory filings.
- Assist in the development of budgets, financial plans, and investment strategies.

3.3.4 Secretary

The Secretary shall:

- Record and maintain minutes of all meetings of the Board of Directors and committees.
- Keep and safeguard all corporate records, documents, and the corporate seal.
- Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Authenticate records of the Corporation when necessary.
- Perform other duties as may be assigned by the President or the Board of Directors.

3.3.5 General Member

The General Member shall:

- Participate actively in Board meetings and deliberations.
- Serve on committees and contribute expertise to support the Corporation's objectives.
- Assist in policy formulation and strategic planning.
- Undertake specific assignments as directed by the Board or President.

3.4 Terms of Office

Directors shall serve terms of **three (3) years** and may be re-elected for successive terms. Officers hold their positions concurrently with their terms as Directors. In the event of a vacancy, the remaining Directors shall fill the position by a majority vote within **sixty (60) days** of the vacancy occurring.

3.5 Meetings

- **Regular Meetings:** The Board shall convene quarterly at times and places determined by the Board.
- **Special Meetings:** Special meetings may be called by the President or any two Directors with at least **ten (10) days** written notice to all Directors.
- **Quorum:** A majority of the Directors shall constitute a quorum for the transaction of business.
- **Voting:** Each Director shall have one vote. Decisions shall be made by a majority of votes cast unless otherwise specified in these Bylaws.

Article IV: Pure Holding Structure and Ownership

4.1 Ownership in Mixed Holding Company (Prestige 888 Community Holdings Inc.)

Synergy Holding Group Inc. is established as a **Pure Holding Company**, focusing exclusively on owning and managing its controlling interest in **Prestige 888 Community Holdings Inc.**, doing business as **Community Assets Development**. The Corporation maintains an **80% ownership stake** in Prestige 888, enabling it to exercise substantial influence over strategic decisions while Prestige 888 manages its subsidiaries.

4.2 Governance Control Over Angel 8 Organization:

Synergy Holding Group Inc. possesses governance control over **Angel 8 Organization**, a nonprofit entity operating under Section 501(c)(3) of the Internal Revenue Code and doing business as **Angel 8 Wings Marketplace**. This control is exercised through its ownership and influence in Prestige 888 Community Holdings Inc. This governance ensures that Angel 8 aligns with the overarching mission and strategic objectives of Synergy Holding Group Inc.

4.3 Additional Provisions

- **Strategic Alignment:** Prestige 888 Community Holdings Inc. and its subsidiaries are expected to align with the Corporation's vision of investing in unity, building wealth, and shaping future generations.
- **Reporting Requirements:** Prestige 888 must provide comprehensive financial and operational reports to Synergy Holding Group Inc. to facilitate informed decision-making and effective governance.
- **Risk Management:** The Corporation implements robust risk management practices to safeguard its investment in Prestige 888, ensuring long-term sustainability and financial stability.

Article V: Governance of Angel 8 Organization

5.1 Governance Structure

Angel 8 Organization, doing business as **Angel 8 Wings Marketplace**, operates as a nonprofit entity under Section 501(c)(3) of the Internal Revenue Code. Through its ownership in Prestige 888 Community Holdings Inc., Synergy Holding Group Inc. exercises governance control to ensure mission alignment and strategic coherence. Representatives from Prestige 888 and the Corporation may serve on the Governance Board of Angel 8 Organization.

5.2 Mission Compliance:

The Governance Board is responsible for ensuring that Angel 8 Organization adheres to its nonprofit mission while supporting the strategic objectives of Synergy Holding Group Inc. Activities must comply strictly with federal and Virginia tax-exempt regulations, promoting charitable, educational, or scientific purposes without compromising nonprofit status.

5.3 Tax-Exempt Compliance:

Angel 8 Organization must:

- File IRS Form 990 annually.
- Engage only in activities permissible under Section 501(c)(3).
- Avoid any conflicts of interest arising from the ownership and governance structure.
- Conduct annual independent financial audits to ensure transparency and accountability.

5.4 Governance Alignment:

Synergy Holding Group Inc.

through Prestige 888, exercises its governance control in a manner that respects the independence and nonprofit status of Angel 8 Organization. All actions taken under this governance structure must:

- Ensure that Angel 8's activities remain exclusively within the scope permitted for tax-exempt organizations.
- Maintain clear separation between for-profit and nonprofit activities to prevent jeopardizing the tax-exempt status.
- Promote transparency and ethical standards in all operations and governance matters.

Article VI: Mixed Holding Company Oversight

6.1 Prestige 888 Community Holdings Inc.

Synergy Holding Group Inc. holds an **80% controlling interest** in **Prestige 888 Community Holdings Inc.**, doing business as **Community Assets Development**.

Prestige 888, in turn, owns and manages all subsidiaries and affiliated entities, including

operational companies and nonprofit organizations.

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. The subsidiaries operate under the guidance of Prestige 888, which is responsible for their performance and compliance.

7.2 Subsidiary Compliance:

Prestige 888 Community Holdings Inc. ensures that all subsidiaries comply with applicable federal, state, and local laws, as well as the Corporation's governance policies. This includes adherence to financial reporting standards, regulatory requirements, and ethical business practices.

7.3 Prestige Electric 8 Corporation:

Prestige Electric 8 Corporation, a subsidiary of Prestige 888, specializes in renewable energy solutions and sustainable infrastructure projects. The subsidiary operates under the strategic direction of Prestige 888, contributing to the Corporation's overall mission of building wealth and shaping future generations.

7.4 Prestige Home Builders Inc.

Prestige Builders Inc., another subsidiary of Prestige 888, focuses on construction and real estate development. The subsidiary aligns its operations with the strategic

objectives of Prestige 888 and Synergy Holding Group Inc., ensuring compliance with all relevant regulations and governance standards.

Article VIII: Employee Benefits

8.1 Compensation Policies

Synergy Holding Group Inc. and its subsidiaries implement fair and competitive compensation policies to attract and retain talented employees. Compensation packages are designed to align with industry standards and the Corporation's financial capabilities.

8.2 Benefit Eligibility:

Employees of Synergy Holding Group Inc. and its subsidiaries are eligible for a comprehensive benefits package, including health insurance, retirement plans, and paid time off. Eligibility criteria and specific benefits are outlined in the Corporation's employee handbook.

Article IX: Committees

9.1 Committee Establishment

The Board of Directors may establish committees as necessary to support the Corporation's operations and strategic objectives. Committees are composed of Directors and, where appropriate, other individuals with relevant expertise.

9.2 Responsibilities:

Each committee is responsible for specific areas of the Corporation's operations, such as finance, governance, and strategic planning. Committees report regularly to the Board of Directors and make recommendations for Board approval.

Article X: Partnerships and Affiliates

10.1 Partnership Approval

All partnerships and affiliations must be approved by the Board of Directors to ensure alignment with the Corporation's strategic objectives and compliance with governance policies.

10.2 Transparency and Reporting:

Partnerships and affiliates are required to provide regular reports to the Board of Directors, detailing their activities, financial performance, and compliance with applicable regulations. This ensures transparency and accountability in all collaborative efforts.

Article XI: Conflict of Interest

11.1 Disclosure Requirements

Directors, officers, and employees of Synergy Holding Group Inc. must disclose any potential conflicts of interest to the Board of Directors. The Board will review and address such conflicts in accordance with the Corporation's conflict of interest policy.

Article XII: Record Keeping

12.1 Corporate Records:

The Corporation shall maintain accurate and complete records of all corporate activities, including minutes of Board meetings, financial statements, and regulatory filings. These records are essential for transparency, accountability, and compliance with applicable laws.

Article XIII: C-Corporation Compliance

13.1 Taxation Requirements:

Synergy Holding Group Inc. complies with all federal, state, and local tax regulations applicable to C-Corporations. This includes timely filing of tax returns, payment of taxes, and adherence to tax reporting standards.

13.2 Liability Protections:

The Corporation implements measures to protect its Directors, officers, and employees from personal liability arising from corporate activities. This includes maintaining appropriate insurance coverage and adhering to legal and regulatory requirements.

Article XIV: Dissolution Procedures

14.1 Dissolution Approval:

The dissolution of Synergy Holding Group Inc. requires the approval of the Board of Directors and a majority vote of the shareholders. The Board will oversee the dissolution process, ensuring compliance with applicable laws and regulations.

14.2 Asset Distribution:

Upon dissolution, the Corporation's assets will be distributed in accordance with the Virginia Stock Corporation Act and any applicable shareholder agreements. Priority will be given to settling outstanding liabilities and obligations.

14.2 Asset Distribution: Upon dissolution, assets will be distributed per the Virginia Stock Corporation Act and any shareholder agreements. Settling liabilities and obligations takes priority.

Article XV: Amendments

15.1 Amendment Process:

These Bylaws may be amended by a majority vote of the Board of Directors and approval by the shareholders. Proposed amendments must be submitted in writing to the Board for review and consideration.

Article XVI: Transparency Act and Virginia Code Sections

16.1 Transparency Act Compliance:

Synergy Holding Group Inc. adheres to the Transparency Act, ensuring that all corporate activities are conducted with openness and accountability. This includes public disclosure of financial statements, Board meeting minutes, and other relevant information.

16.2 Virginia Code Sections:

The Corporation complies with all relevant sections of the Virginia Code, including but not limited to:

- **Virginia Stock Corporation Act:** Governing the formation, operation, and dissolution of stock corporations in Virginia.
- **Virginia Nonstock Corporation Act:** Applicable to the governance of nonprofit entities under the Corporation's control.
- **Virginia Freedom of Information Act (FOIA):** Ensuring public access to corporate records and information.

16.3 Reporting Requirements:

The Corporation is required to file annual reports with the Virginia State Corporation Commission, detailing its financial performance, governance structure, and compliance with applicable laws. These reports are made available to the public in accordance with the Transparency Act.

16.4 Public Disclosure:

Synergy Holding Group Inc. maintains a policy of public disclosure, providing access to corporate records, financial statements, and other relevant information. This policy is designed to promote transparency.

Article XVII: S-Corporation Compliance

17.1 S-Corporation Explanation

An S-Corporation is a special type of corporation that meets specific Internal Revenue Code requirements. It provides the benefit of pass-through taxation, where income, deductions, and credits flow through to shareholders, avoiding double taxation. Synergy Holding Group Inc. may elect S-Corporation status for its subsidiaries to optimize tax efficiency.

17.2 S-Corporation Subsidiaries:

Subsidiaries of Synergy Holding Group Inc. that qualify as S-Corporations must adhere to the following requirements:

- Have no more than 100 shareholders.
- Shareholders must be U.S. citizens or residents.
- Issue only one class of stock.
- Comply with all IRS regulations governing S-Corporations.

Article XVIII: Security and Signature of the Bylaws

18.1 Security Measures

Synergy Holding Group Inc. implements robust security measures to protect its corporate records and sensitive information. This includes physical security, cybersecurity protocols, and access controls to ensure the integrity and confidentiality of corporate data.

18.2 Signature of the Bylaws:

The Bylaws of Synergy Holding Group Inc. must be signed by all members of the Board of Directors to signify their agreement and commitment to uphold the provisions outlined herein. The signature page includes the following information for each Director:

- Name
- Address
- Phone Number
- Email
- Signature
- Date

18.3 Director Information and Signature Page:

Each Director must complete the following information and sign to confirm their agreement:

Certification

I, the undersigned Secretary of Synergy Holding Group Inc., do hereby certify that the foregoing is a true and correct copy of the Bylaws duly adopted by the Board of Directors.

Secretary Signature: _____ Date: _____

Director 1:

Name: _____ Signature: _____

Address: _____

Title: ☐ President ☐ Vice President

☐ Treasurer ☐ Secretary ☐ General Member

Email: _____

Phone Number _____ Date _____

Director 2:

Name: _____ Signature: _____

Address: _____

Title: ☐ President ☐ Vice President

☐ Treasurer ☐ Secretary ☐ General Member

Email: _____

Phone Number: _____ Date: _____

Director 3:

Name: _____ Signature: _____

Address: _____

Title: ☐ President ☐ Vice President

☐ Treasurer ☐ Secretary ☐ General Member

Email: _____ Phone

Number: _____ Date: _____

Director 4:

Name: _____ Signature: _____

Address: _____

Title**: ☐ President ☐ Vice President

☐ Treasurer ☐ Secretary ☐ General Member

Email: _____

Phone Number: _____ Date: _____

Director 5:

Name: _____ Signature: _____

Address: _____

Title**: ☐ President ☐ Vice President

☐ Treasurer ☐ Secretary ☐ General Member

Email: _____

Phone Number: _____ Date: _____