

BYLAWS OF ENRGYONE, INC. (An Ohio For-Profit Corporation) Revised – Owners Control Amendments

ARTICLE I OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located at 103 Nevada Ave #1, Boardman, Ohio 44512, or at such other place as the Board of Directors may designate.

Section 2. Registered Office. The registered office of the corporation shall be maintained in the State of Ohio as required by law. The registered agent shall be Daniel Thomas Murphy, or such other person as the Board of Directors may appoint.

Section 3. Other Offices. The corporation may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II SHAREHOLDERS

Section 1. Annual Meeting. The annual meeting of shareholders shall be held each year on a date and at a time and place determined by the Board of Directors, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

Section 2. Special Meetings. Special meetings of shareholders may be called by the President, by the Board of Directors, or by the holders of at least twenty-five percent (25%) of the outstanding shares entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of shareholders shall be given to each shareholder entitled to vote at least ten (10) days (but not more than sixty (60) days) before the meeting. Notice may be given by mail, electronic transmission, or personal delivery.

Section 4. Quorum. A majority of the outstanding shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

Section 5. Voting. Each outstanding share shall be entitled to one vote on each matter submitted to a vote. Shareholders may vote in person or by proxy.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting by written consent signed by the holders of outstanding shares having not less than the minimum number of votes necessary to authorize such action, in accordance with Ohio law.

Section 7. Share Transfers. All transfers of shares shall be subject to the terms of any Shareholders' Agreement then in effect. The corporation shall not register any transfer that violates such agreement.

ARTICLE III DIRECTORS

Section 1. Number and Qualification. The Board of Directors shall consist of five (5) directors. Directors need not be residents of Ohio or shareholders of the corporation.

Section 2. Initial Directors. The initial directors shall be:

- Daniel Thomas Murphy
- Jeanett Esmeralda Roldan Avila
- Robert Kent Halbert II
- Joshua Israel Moser
- Jason Scott Morris

Section 3. Term. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected and qualified, or until their earlier resignation, removal, or death.

Section 4. Resignation and Removal. Any director may resign at any time by written notice to the corporation. Directors may be removed, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares entitled to vote.

Section 5. Vacancies. Vacancies on the Board may be filled by the remaining directors or by the shareholders. A director elected to fill a vacancy shall serve for the unexpired term.

Section 6. Meetings of the Board of Directors.

(a) Monthly General Meetings. The Board of Directors shall hold a regular general meeting at least once each calendar month. The date, time, and place (or remote method) of each monthly meeting shall be determined by the Board or the President and communicated to all directors with reasonable advance notice.

(b) Day-to-Day and Spontaneous Activities. Day-to-day operational matters and routine business activities may be handled spontaneously by the directors through informal discussions, electronic communications, or unanimous written consent, without the need for a formal meeting or advance notice, provided that any material decisions are later documented in the corporate records.

(c) Emergency and Special Meetings. Emergency or special meetings of the Board may be called by the President or by any two directors and may be held remotely (including by telephone, video conference, or other electronic means) with little or no advance notice when

immediate action is required. Directors participating remotely shall be deemed present at the meeting.

(d) Notice. Except for emergency meetings, reasonable notice of Board meetings shall be given. Attendance at a meeting constitutes waiver of notice unless the director attends solely to object to the lack of notice.

Section 7. Quorum and Voting. A majority of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law or these Bylaws.

Section 8. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by written consent signed by all directors. Such written consent may be executed in counterparts and delivered electronically.

Section 9. Committees. The Board may create one or more committees and appoint directors to serve on them. Each committee shall have such authority as the Board determines, subject to Ohio law.

Section 10. Division of Responsibilities.

(a) The **Owners** (Daniel Thomas Murphy and Jeanett Esmeralda Roldan Avila) shall have primary responsibility and final authority for managing all matters related to peer review processes, scientific grant applications, scientific collaborations, the scientific research direction of the corporation, and the overall strategic direction of the corporation.

(b) The **Board of Directors** (including the three non-owner directors) shall have responsibility for supporting and providing commercial direction regarding the commercialization of the corporation's oil and gas sector business, including the development, marketing, licensing, and sale of corporate IP products and services in the oil and gas field. The three non-owner directors serve to provide access, industry insight, and commercial guidance and do not have authority to override or control the Owners.

ARTICLE IV OFFICERS

Section 1. Permanent Officers. The following officer positions shall be held permanently by the Owners of the corporation and shall not be relinquished:

- **Chief Executive Officer (CEO) / President:** Daniel Thomas Murphy
- **Chief Technology Officer (CTO):** Daniel Thomas Murphy
- **Secretary:** Jeanett Esmeralda Roldan Avila
- **Treasurer:** Jeanett Esmeralda Roldan Avila

These positions are permanent and shall remain with the named Owners. The Owners shall not be removed from these officer positions except by their own written resignation or by an amendment of these Bylaws approved by both Owners.

Section 2. Additional Officers. The Board of Directors may appoint such additional officers (including one or more Vice Presidents) as it deems necessary or desirable. Any additional officers shall serve at the pleasure of the Board and may be removed at any time, with cause.

Section 3. Duties of Permanent Officers.

- **CEO / President (Daniel Thomas Murphy):** Shall be the chief executive officer of the corporation and shall have general supervision, direction, and control of the business and affairs of the corporation. The CEO/President shall preside at meetings of the Board and of the shareholders. The CEO/President is not subject to the control of the Board of Directors.
- **CTO (Daniel Thomas Murphy):** Shall have primary responsibility and authority for the technological direction, research and development activities, architecture, technical integrity, and source code continuity of the corporation's products and Core Technology implementations.
- **Secretary (Jeanett Esmeralda Roldan Avila):** Shall keep the minutes of all meetings of the Board and shareholders, maintain the corporate records, and give all notices required by law or these Bylaws.
- **Treasurer (Jeanett Esmeralda Roldan Avila):** Shall have custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements, and deposit all moneys in the name of the corporation in such depositories as may be designated.

Section 4. Multiple Offices. The same person may hold more than one office, consistent with the permanent assignments set forth in Section 1 of this Article.

ARTICLE V SHARES AND PRE-EMPTIVE RIGHTS

Section 1. Certificates. Shares may be represented by certificates or may be uncertificated, as determined by the Board.

Section 2. Pre-emptive Rights of the Owners. Daniel Thomas Murphy and Jeanett Esmeralda Roldan Avila (the "Owners") shall have pre-emptive rights to purchase any new shares of the corporation that may be issued, in proportion to their existing ownership percentages, on such terms as the Board of Directors may reasonably determine. These pre-emptive rights are personal to the Owners.

Section 3. Transfer Restrictions. All transfers of shares shall be subject to any Shareholders' Agreement then in effect.

ARTICLE VI INDEMNIFICATION

The corporation shall indemnify its directors and officers to the fullest extent permitted by the Ohio Revised Code and as provided in the Articles of Incorporation. The corporation may purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity.

ARTICLE VII SOURCE CODE ACCESS, CONTINUITY, AND COMMERCIAL CONTROL

Section 1. Source Code Access. The corporation shall at all times have secure and continuous access to the source code of the Core Technology to the extent necessary to exercise its exclusive commercial license for oil and gas applications, as granted under the Articles of Incorporation and any Commercial License Agreement with the Technology Co-Owners.

Section 2. Continuity. The Board of Directors shall ensure that appropriate measures are maintained for source code continuity, including secure repository access, version control, and backup procedures, so that the corporation's commercial operations in the oil and gas field are not interrupted by the unavailability of any individual.

Section 3. Control of Commercial Repositories and Listings. Authority over commercial versions of the Core Technology used in the oil and gas field, including control of related source code repositories, release management, and any GitHub Marketplace or similar commercial listings, shall be exercised in accordance with the exclusive commercial license and any applicable Commercial License Agreement. Open-source (AGPL-3.0) versions shall remain under the control of the Technology Co-Owners.

Section 4. Separation of Versions. The corporation shall maintain clear separation between any open-source (AGPL-3.0) versions of the Core Technology and the commercial versions used under its exclusive oil and gas license, and shall not release commercial oil and gas versions under the AGPL-3.0 license.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 2. Corporate Seal. The corporation may, but shall not be required to, have a corporate seal.

Section 3. Amendment of Bylaws. These Bylaws may be amended or repealed **only** with the written consent of both Owners (Daniel Thomas Murphy and Jeanett Esmeralda Roldan Avila). The Board of Directors may recommend amendments, but no amendment shall become effective without the written approval of both Owners. This requirement cannot be altered except by the written consent of both Owners.

Section 4. Conflict with Articles. In the event of any conflict between these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall control.

ADOPTED by the Board of Directors of ENRGYONE, Inc. on this ____ day of _____, 2026.

Daniel Thomas Murphy, Director

Jeanett Esmeralda Roldan Avila, Director

Robert Kent Halbert II, Director

Joshua Israel Moser, Director

Jason Scott Morris, Director
