



BYLAWS OF RISING WITH MELODIES INC.

(A Georgia Nonprofit Corporation)

ARTICLE ONE NAME AND PRINCIPAL OFFICE

The name of the corporation, hereinafter referred to as the "Corporation," shall be Rising with Melodies Inc. The principal office of the Corporation shall be located within the State of Georgia, at such address as the Board of Directors shall designate from time to time. The Corporation may establish branch offices or change its principal office by resolution of the Board of Directors.

ARTICLE TWO PURPOSE AND IRS 501(C)(3) TAX-EXEMPT STATUS

Section 1. Charitable Purpose. The Corporation is organized exclusively for charitable, educational, and cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code). Specifically, the Corporation's mission is to empower displaced, orphaned, and vulnerable children and families — including children with disabilities and neurodiverse learners — through any and all forms of charitable assistance, including but not limited to: structured educational programs (including music education, English language instruction, and other educational disciplines) delivered in an inclusive and accessible manner without regard to physical, cognitive, or developmental ability; humanitarian aid and relief of poverty and material need; provision of food, clothing, shelter, and essential

supplies; medical and health-related assistance; trauma-informed and disability-inclusive teaching and mentorship; and any other form of support that advances the well-being and opportunity of those served, beginning in Trujillo, Peru, and expanding as resources allow.

Section 2. Limitations. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 3. Non-Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, 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 charitable purposes set forth herein.

ARTICLE THREE

MEMBERSHIP

The Corporation shall have no formal voting members as defined under the Georgia Nonprofit Corporation Code. All corporate governance authority, voting rights, and direction of the Corporation shall vest exclusively in the Board of Directors.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed and controlled by its Board of Directors, whose members shall have a fiduciary obligation to

the Corporation. The Board of Directors shall have full authority to conduct and manage the business, property, and affairs of the Corporation, consistent with these Bylaws and applicable law.

Section 2. Number and Qualifications. The Board of Directors shall consist of not fewer than three (3) individuals. All voting Directors must be at least eighteen (18) years of age, as required under Georgia law. The President shall serve as a Director for as long as he or she serves as President of the Corporation.

Section 3. Term of Office. Each Director, other than the President, shall serve a term of two (2) years and may be re-elected to successive terms. The terms of Directors shall be staggered where practicable to ensure continuity of governance.

Section 4. Vacancies and New Directors. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by an individual appointed by a majority vote of the remaining Directors then in office. A Director appointed to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 5. Removal. Any Director may be removed from office, with or without cause, by a two-thirds (2/3) majority vote of the remaining Directors then in office at any regular or special meeting of the Board.

Section 6. Compensation. Directors shall serve without compensation for their governance duties. The Corporation may, however, reimburse Directors for substantiated and reasonable expenses incurred by Directors on behalf of the Corporation.

ARTICLE FIVE

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year, in January unless the Board shall designate another month by resolution. The Board of Directors may, by resolution, provide for the time and place of additional regular meetings without notice other than such resolution. Regular meetings may be held in person, via video conference, or via telephone conference call.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon the written request of any two (2) Directors. Special meetings shall be held at the principal office of the Corporation unless the Directors agree to conduct the meeting at another location or via electronic means.

Section 3. Notice. Written notice of the annual meeting and any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice to each Director at his or her mailing address, or by electronic notice to his or her personal email address, as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope with postage prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 4. Quorum; Participation by Electronic Means. A majority of the Directors then serving on the Board shall constitute a quorum for the transaction of business at any meeting. A Director may participate in a meeting by conference telephone, video conference, or similar communications equipment by which all persons participating in the meeting may hear each other; participation in a meeting in this manner constitutes presence in person at the meeting.

Section 5. Board Decisions. 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 of Directors, unless the act of a greater number is required by law or by these Bylaws. Except where these Bylaws or state law specifically require a meeting, the Directors may act without a meeting by unanimous written consent, signed by all Directors then serving.

ARTICLE SIX OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board may appoint one or more Vice Presidents and such other officers and assistant officers as it deems necessary. An officer may hold more than one office, except that the President may not also serve as the Secretary or the Treasurer. To satisfy

IRS tax-exemption expectations, the Corporation shall strive to maintain all three principal offices held by distinct individuals.

Section 2. Appointment and Term of Office. Officers shall be elected annually by the Board of Directors at the regular annual meeting. Each officer shall hold office until a successor is duly elected, or until the officer's earlier death, resignation, or removal. Any officer may be reappointed to successive terms.

Section 3. Removal. Any officer appointed by the Board of Directors may be removed by the Board at its discretion whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties of Officers.

(a) President. The President shall be the principal executive officer of the Corporation. The President shall supervise and manage all corporate business, shall preside at all meetings of the Board of Directors, shall ensure that all orders and resolutions of the Board are carried into effect, and shall execute on behalf of the Corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the Board of Directors. The President shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a nonprofit corporation. The President shall serve as a continuing member of the Board of Directors.

(b) Vice President. A Vice President, if appointed, may perform the duties and exercise the powers of the President in the case of the President's temporary absence or inability to act, and shall perform such other duties as may be prescribed by the President or the Board.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when notice is required under these Bylaws or by

resolution of the Board. The Secretary shall maintain the official corporate records of the Corporation, including these Bylaws and all amendments thereto, and shall perform such other duties as prescribed by the President or the Board.

(d) Treasurer. The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Corporation and shall render to the President and Board of Directors at each regular meeting, and whenever they may require it, a full accounting of all financial transactions and the financial condition of the Corporation. The Treasurer shall deposit all moneys and other valuable effects of the Corporation in such banks or depositories as shall be designated by the Board of Directors, and shall disburse the funds of the Corporation as ordered by the Board under authority duly granted. The Treasurer shall perform all other duties incident to the office of treasurer as prescribed by the President or the Board.

(e) Delegation. If any officer is absent or unable to perform the duties of his or her office, upon consent of the Board of Directors, the President may temporarily delegate such duties to another officer or Director.

ARTICLE SEVEN

YOUTH ADVISORY BOARD

Section 1. Establishment and Purpose. The Board of Directors hereby establishes a Youth Advisory Board (the "YAB"). The purpose of the YAB is to provide the Board of Directors with youth perspectives, insights, and recommendations regarding the programs, community outreach, and educational initiatives of Rising with Melodies Inc.

Section 2. Non-Governing and Advisory Status. The YAB shall serve strictly in an advisory capacity. It shall have no corporate governance authority, no power to enter into legal contracts on behalf of the Corporation, and no authority to vote on the financial, legal, or administrative operations of Rising with Melodies Inc.

Section 3. Composition and Eligibility. The YAB shall consist of youth participants between the ages of fourteen (14) and eighteen (18) who demonstrate a passion for the Corporation's mission. The Board of Directors shall officially appoint all YAB members.

The initial YAB may include a designated "Youth Founder" or youth leader at the discretion of the Board.

Section 4. Youth Liaison. The YAB may select one member, subject to approval of the adult Board of Directors, to serve as "Youth Liaison." The Youth Liaison may be invited to attend regular meetings of the Board of Directors as a non-voting guest to present reports, ideas, and feedback from the YAB.

Section 5. Adult Oversight. The YAB shall operate under the supervision of at least one adult Director or designated adult volunteer supervisor appointed by the President. This adult supervisor shall ensure that YAB meetings are conducted safely, constructively, and in alignment with the Corporation's mission.

ARTICLE EIGHT

COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees of Directors. The Board of Directors may designate one or more committees to which it delegates certain authority in the management of the Corporation; however, no such delegation shall operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. The Board shall appoint the members of each committee and may remove members and/or dissolve any committee at any time.

Section 2. Advisory Committees. The Board of Directors may also establish advisory committees to which it does not delegate governance authority. The President, at his or her discretion, shall appoint the members thereof and may remove members at any time, but such advisory committees may be dissolved only by the Board of Directors.

Section 3. Board of Advisors. A Board of Advisors may be appointed by the President to provide counsel to the President and the Board of Directors in organizational, financial, legal, programmatic, or other areas for which the President determines special counsel is needed or desirable. The President shall appoint the members of the Board of Advisors and may remove members and/or dissolve the Board of Advisors at any time. The Board of Advisors shall have no corporate governance authority and shall not represent the Corporation in any legal or financial capacity.

ARTICLE NINE

CONFLICT OF INTEREST

Section 1. Purpose. The purpose of this conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation.

Section 2. Duty to Disclose. Any Director, officer, or key employee who has a financial or personal interest in any matter coming before the Board of Directors or any committee thereof shall make a prompt and full disclosure of all material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's interests, prior to any discussion or vote on the matter.

Section 3. Recusal and Voting. After disclosure, the interested person shall leave the room and shall not participate in the final deliberation or the vote regarding the transaction or arrangement. Such person may be counted in determining whether a quorum is present at the meeting, but may not be counted when the Board or committee takes action on the transaction.

Section 4. Minutes. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation where applicable, and whether a quorum was present.

Section 5. Determination. The body to which disclosure is made shall determine, by a vote of a majority of disinterested Directors or committee members present, whether a conflict of interest exists or can reasonably be construed to exist, and shall take such action as it deems appropriate to protect the Corporation's interests.

ARTICLE TEN

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name

of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, or by the Treasurer, or by such other officer or agent as shall be designated by resolution of the Board of Directors, provided that each such payment shall require the prior written approval of the President. When the President signs the instrument directly, such signature shall itself constitute the required authorization. When signed by the Treasurer or any other designated officer or agent, prior written approval from the President shall be obtained before the instrument is executed. Such written approval may take the form of a signed authorization memo, an approved budget line item, a Board-adopted resolution authorizing the expenditure, or a written directive from the President specifically authorizing the disbursement. No payment shall be made without such prior written Presidential authorization, except in cases of emergency where the President is temporarily unavailable, in which case the Treasurer may make the disbursement and shall obtain written ratification from the President at the earliest practicable opportunity. The Board may by resolution establish additional controls, including a dual-signature requirement for disbursements exceeding a dollar threshold designated by the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies, or other depositories as shall be designated by the Board of Directors.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, grant, or devise for any lawful purpose of the Corporation, subject to any conditions or restrictions imposed by the donor and consistent with the Corporation's tax-exempt status.

Section 5. Books and Records. The Corporation shall keep correct and complete books and records of account, and minutes of the proceedings of its Board of Directors and any committees exercising authority delegated by the Board. All books and records of the Corporation may be inspected by any Director at any reasonable time for any proper purpose.

ARTICLE ELEVEN
INDEMNIFICATION

The Corporation shall, to the maximum extent permitted by law, indemnify each of its Directors and officers (past and present) against expenses, judgments, fines, and other amounts actually and reasonably incurred in connection with any proceeding against them arising by reason of the fact that any such person is or was an agent of the Corporation; provided, however, that the Corporation shall not be required to indemnify any Director or officer against any expense, judgment, fine, or other amount incurred as a result of his or her own gross negligence or intentional misconduct.

ARTICLE TWELVE
FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1st and end on December 31st of each calendar year.

ARTICLE THIRTEEN
DISSOLUTION

Upon the dissolution or winding up of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall qualify as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Revenue Code of the United States of America); or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located. No part of the assets of the Corporation shall be distributed to any private person or entity upon dissolution.

ARTICLE FOURTEEN

INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, Directors, or any 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 Article Two. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future Revenue Code of the United States of America), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE FIFTEEN

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) majority vote of the entire Board of Directors at any regular or special meeting, provided that: (a) written notice of the proposed change is delivered to each Director at least seven (7) days prior to the meeting at which the vote is to be taken; and (b) any such amendment shall require the consent of the President. A copy of any adopted amendment to these Bylaws shall be attached to and made a part of the official corporate records of the Corporation.

CERTIFICATE OF ADOPTION

The undersigned hereby certifies that he is the duly elected and acting President of Rising with Melodies Inc., a Georgia nonprofit corporation, and that the foregoing Bylaws, consisting of fifteen (15) Articles, constitute the Bylaws of said Corporation as formally adopted by the Board of Directors.

Dated this 21st day of June, 2026.

Linder Lopez

Linder Lopez, President

(SEAL)

Samuel Serban

Samuel Serban, Secretary