BYLAWS OF
KAIROS AI PROJECT, INC.

Article I
Name and Purpose

Section 1.01 Name. The name of the corporation is Kairos AI Project, Inc. (the "Corporation").

Section 1.02 Purpose.

(a) The Corporation has been organized to operate exclusively for charitable, scientific, educational, and literary purposes within the meaning of section 501(c)(3) ofthe Internal Revenue Code of 1986, as amended (the "Code").

(b) The Corporation has been organized to exercise any powers conferred upon nonstock corporations formed under the Delaware General Corporation Law ("DGCL") as may be necessary or convenient in order to accomplish the above-described purposes. The specific and primary purpose for which this Corporation is organized is to help society navigate the transition to transformative artificial intelligence by advancing research, building infrastructure, and developing expertise in the fields of AI safety and policy. The Corporation may carry on any activities that further these purposes.

Article II
Offices and Registered Agent

Section 2.01 Offices. The Corporation shall maintain continuously in the State of Delaware a registered office at such place as may be designated by the Board of Directors ("Board") or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), either within or without the State of Delaware, as may be designated by the Board from time to time.

Section 2.02 Agent. The Corporation shall maintain continuously within the State of Delaware a registered agent, which agent shall be designated by the Board or the President.

Section 2.03 Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the DGCL and as provided in these Bylaws.

Article III
Members

Section 3.01 Non-Voting Members. The Board may adopt policies and procedures for the admission of associate members or other designated members pursuant to Section 102 of the DGCL, who shall have no voting rights in the Corporation. Neither the Corporation nor its actions will be invalidated by virtue of the Corporation not having members at any particular time pursuant to Section 102(a)(4) of the DGCL. No members may take any equity interest in the Corporation.

Article IV
Board of Directors

Section 4.01 General Powers and Duties. The affairs and property of the Corporation shall be managed, controlled, and directed by a Board. The Board shall have and may exercise any and all powers provided in the Certificate of Incorporation or the DGCL which are necessary or appropriate to carry out the purposes of the Corporation.

Section 4.02 Number of Directors. The authorized number of Directors constituting the Board shall be not less than three (3) or more than fifteen (15); the exact authorized number to be fixed, within these limits, by resolution of the Board. Such number may be increased or decreased by the Directors; however, no decrease shall have the effect of shortening the term of any incumbent Director.

Section 4.03 Term of Directors. The initial term of a Director shall be one (1) year, provided, however, that a Director shall hold office until their successor is qualified and elected, even if such Director's term extends beyond one (1) year. After a Director serves their initial one (1) year term, a Director can then qualify to serve, subject to qualifications and election, for two (2) year terms. A Director may serve consecutive terms. The term of a Director shall also expire by their death, resignation, or removal in accordance with these Bylaws.

Section 4.04 Vacancies on Board. If there is a vacancy on the Board, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors comprising the Board, the Board may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs.

Section 4.05 Resignation of Directors. A Director may resign at any time by giving notice thereof in writing to the Chair, the President, the Secretary, or the Board. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events.

Section 4.06 Removal of Directors. A Director may be removed, with or without cause, by an affirmative vote of a majority of the Directors in office.

Section 4.07 Chair and Vice-Chair of Board. The Board, at its first regular meeting and from time to time thereafter, shall elect one (1) Director as the Chair of the Board and may elect one (1) Director as Vice-Chair of the Board, each to serve at the pleasure of the Board. The Chair of the Board shall preside at all meetings of the Board at which he or she is present and shall perform such other duties as may be required of him or her by the Board. The Vice-Chair of the Board shall preside, in the absence of the Chair of the Board, at meetings of the Board and shall perform such other duties as may be required of them by the Board.

Section 4.08 Meetings of Board of Directors. Regular meetings of the Board shall be held at least once a year. This meeting is sometimes referred to in these Bylaws as the "annual meeting." At the Board's annual meeting, the Board is required to evaluate and discuss its performance and effectiveness from the previous year. Special meetings shall be called at the discretion of the Chair of the Board, at the request of one-third (1/3) of the Directors in office, or at the request of the President.

Section 4.09 Time and Place of Meetings. The time and place of all meetings of the Board shall be designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by the Chair of the Board. The meetings may be held within or without the State of Delaware.

Section 4.10 Notice of Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the President, any Vice President, the Secretary, or any two (2) Directors. Notice of the time and place of special meetings shall be: (i) delivered personally by hand, by courier, or by telephone; (ii) sent by United States first-class mail, postage prepaid; (iii) sent by facsimile; or (iv) sent by electronic mail, directed to each Director at that Director's address, telephone number, facsimile number, or electronic mail address, as the case may be, as shown on the Corporation's records. If the notice is delivered personally by hand, by courier, or by telephone, sent by facsimile, or sent by electronic mail, it shall be delivered or sent at least forty-eight (48) hours before the time of the holding of the meeting. If notice is sent by United States mail, it shall be deposited in the United States mail at least four (4) days before the time the meeting is to be held. Any oral notice may be communicated to a Director. The notice need not specify the place of the meeting (if the meeting is to be held at the Corporation's principal office) nor the purpose of the meeting.

Section 4.11 Waiver of Notice. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board by written statement filed with the Board or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 4.12 Quorum of Directors. One-third (1/3) of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at anymeeting of the Board.

Section 4.13 Action of the Board. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, all matters before the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 4.14 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing or by electronic transmission, setting forth the action taken. Such consent in writing or by electronic transmission shall have the same force and effect as a vote of the Board at a meeting and may be described as such in any document executed by the Corporation.

Section 4.15 Meetings by Conference Telephone. Any or all Directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 4.16 Emergency Bylaws. In the event of an emergency, as contemplated by Section 110 of the DGCL (an "Emergency"), the Directors in attendance at a meeting of the Board thereof shall constitute a quorum. Except as the Board may otherwise determine, during an Emergency, the Corporation and its Directors may exercise any authority and take any action or measure contemplated by Section 110 of the DGCL.

Article V
Committees

Section 5.01 Executive Committee. By a majority vote of the Directors in office, the Board may designate an Executive Committee consisting of at least three (3) Directors, one of whom shall be the Chair of the Board, who shall also be Chair of the Executive Committee. The Board may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chair of the Board. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board shall grant to it for the management of the Corporation, including the power to authorize the seal of the Corporation to be affixed to all papers that may require it. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board when required. Vacancies inthe Executive Committee shall be filled by the Board at a regular or special meeting.

Section 5.02 Other Committees. The Board may create other committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board may by law direct.

Section 5.03 Advisory Committee. The Board may appoint persons to serve on an Advisory Committee for whatever period the Board determines. The Advisory Committee shall serve in an advisory capacity only. The Advisory Committee shall not have any authority of its own nor exercise any authority over the Board. The Board is under no obligation to solicit or follow the advice of the Advisory Committee.

Section 5.04 Attendance by the President. Unless otherwise determined by the Board, the President shall be entitled to participate in meetings of the Board, the Executive Committee, and all other committees but shall not be entitled to vote in their capacity as President.

Article VI
Officers

Section 6.01 President, Secretary, and Treasurer. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other Officers as may from time to time be deemed advisable by the Board.

Section 6.02 General Powers and Duties. All of the Officers of the Corporation shall exercise such powers and perform such other duties as shall be determined from time to time by the Board. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 6.03 Election and Term. Officers shall be chosen by the Board. Officers may, but need not, be Directors. Any two or more offices may be held by the same individual. All of the Officers of the Corporation shall hold their offices for such terms as shall be determined from time to time by the Board. The Officers of the Corporation shall hold office until their successors are chosen and qualified.

Section 6.04 Removal. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority of the Directors in office.

Section 6.05 Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board.

Section 6.06 Contracts. The President, Secretary, Treasurer, and such other Officers as may be authorized by the Board may enter into and execute on behalf of the Corporation contracts, leases, debt obligations, and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Certificate of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation.

Section 6.07 Compensation. The Corporation may pay reasonable compensation or reimburse reasonable expenses to Officers for services rendered, with such amounts to be fixed by the Board or an authorized committee thereof.

Section 6.08 President. Unless otherwise designated by the Board, the Chair of the Board shall also serve as the President. The President shall be the chief executive officer of the Corporation and subject to the control of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board. The President shall have the power to change the registered agent and registered office of the Corporation.

Section 6.09 Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board, and such other actions of the Corporation as the Board shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by their signature or by the signature of such Assistant Secretary. The Board may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by their signature.

Section 6.10 Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board or its delegate, taking proper vouchers for such disbursements, and shall render an account of all their transactions as Treasurer and of the financial condition of the Corporation to the President and the Board at its regular meetings or when the Board so requires.

Section 6.11 Vice President. If the Board deems it advisable to need a Vice President, the Vice President of the Corporation shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the 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 as may be prescribed by the Board.

Article VII
Miscellaneous Provisions

Section 7.01 Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board may from time to time designate.

Section 7.02 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board.

Section 7.03 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board and any committee of the Corporation, and a current list of Directors and Officers of the Corporation and their residence or business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 7.04 Indemnification.

(a) The Corporation may indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer, or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of them being or having been such Director or Officer.

(b) This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

(c) This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, or trustee exists as to the Corporation, its Directors, Officers, agents, or employees or as to third parties, including creditors.

(d) This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, or trustee or that they shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

(e) No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director, Officer, or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of their duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

(f) The indemnification provided by this section shall not be deemed exclusive of any other rights which such Director, Officer, or trustee may have under any agreement, vote of the Board, or otherwise.

(g) No indemnification shall be made under this section if such indemnification would result in any liability for tax under Chapter 42 of the Code.

(h) Every provision of this section is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this section.

Section 7.05 Insurance. The Corporation may authorize the purchase of insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him in any such capacity, or which arises out of such person's status as a Director, Officer, employee or agent whether or not the Corporation would have the power to indemnify such person against that liability under Delaware law. In no case, however, shall the Corporation insure any person if such insurance would result in any liability for tax under Chapter 42 of the Code.

Article VIII
Conflicts of Interest

Section 8.01 Interested Directors and Officers. No contract or transaction between the Corporation and one or more of its Directors, Officers, or any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his, her, or their votes are counted for that purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee thereof and the Board or committee thereof, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum;

(b) the contract or transaction is fair to the Corporation as of the time it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee thereof which authorizes the contract or transaction.

Article IX
Amendments

Section 9.01 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed in whole or in part, or new Bylaws may be adopted by approval of the majority of the Directors then in office. The Corporation shall provide notice of any meeting of Directors at which an amendment is to be approved in accordance with these Bylaws. The notice must also state that the purpose, or one of the purposes, of the meeting, is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Certificate

I certify that I am a duly elected and acting Secretary of Kairos AI Project, Inc., a Delaware nonstock corporation; that these Bylaws, consisting of 8 pages, are the Bylaws of the Corporation as adopted by the Board of Directors as of the date hereof; and that these Bylaws have not been amended or modified since that date.

Date: 04/09/2025

Neav Jonathan Topaz, Secretary