

CONFIDENTIAL

PRIVATE OFFERING MEMORANDUM

Scinovia Corp

Class D Common Shares

\$5,000,000

Maximum Stock Offered 2,500,000 Shares

Share price \$2.00/share

updated: October 2022

Minimum Investment: \$25,000 ¹

Scinovia Corp (the “Company” or “Scinovia”), a Wyoming Corporation that also operates in North Carolina. The Offering price has been arbitrarily determined by the Company. See Risk Factors: Offering Price.

¹ The Company reserves the right to waive the minimum subscription amount for any investor. The Offering is not underwritten. The Stock is offered on a “best efforts” basis by the Company through its officers and managers.

* This offering is a rolling closing.

THESE ARE SPECULATIVE SECURITIES WHICH INVOLVE A HIGH DEGREE OF RISK. ONLY THOSE INVESTORS WHO CAN BEAR THE LOSS OF THEIR ENTIRE INVESTMENT SHOULD INVEST IN THESE UNITS.

DISCLAIMER: The Management at Scinovia Corp. has, for the purpose of this presentation and discussion, assembled certain forward-looking information. Management does not make any express or implied warranty as to the accuracy or completeness of the information contained herein. Projections have been prepared by Management based on its judgment concerning future events and its assumptions concerning future developments. There can be no assurance that the projected results will occur, that these judgments or assumptions will prove correct, or that unforeseen developments will not occur. The Management of Scinovia Corp. expressly disclaims any and all liability for the contents of or any omission from this information.

A signed non-disclosure agreement is required to review this document. For more information, please email investor.relations@scinovia.com

TO POTENTIAL INVESTORS

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE “ACT”), THE SECURITIES LAWS OF THE STATE OF NORTH CAROLINA, OR UNDER THE SECURITIES LAWS OF ANY OTHER STATE OR JURISDICTION IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED BY THE ACT AND REGULATION D RULES 504-506 PROMULGATED THEREUNDER, AND THE COMPARABLE EXEMPTIONS FROM REGISTRATION PROVIDED BY OTHER APPLICABLE SECURITIES LAWS.

	Sale Price	Selling Commissions ⁽¹⁾	Proceeds to Company ⁽²⁾
Maximum Offering	\$5,000,000	\$0.00 up to 5%	\$5,000,000 or down to 95%
Minimum Offering	\$25,000	\$0.00 up to 5%	\$25,000 or down to 95%
Per Share Price	\$2.00	\$0.00 to 5%	\$2.00 or down to 95% of price

- (1) The Company’s Executive Management (i.e. “Executives”) will likely manage the whole Offering. A Broker-Dealer has not been engaged by the Company to represent the Company in the Offering. But could and which case a Selling Commissions would be paid between 1% and 5% depending on scope and scale of investment.
- (2) The Offering period is detailed in Section V “Subscription Period.”

This offering is not underwritten. The offering price has been arbitrarily set by the Management of the Company. There can be no assurance that the Securities will be sold.

The Securities have not been approved or disapproved by the Securities and Exchange Commission or any state securities agency, nor has any such regulatory body reviewed this offering memorandum for accuracy or completeness. Because these securities have not been so registered, there are restrictions on their transferability or resale by an investor. Each prospective investor should proceed on the assumption that he must bear the economic risks of the investment for an indefinite period, since the securities may

not be sold unless, among other things, they are subsequently registered under the applicable securities acts or an exemption from such registration is available. There is no trading market for the Company's Stock and there can be no assurance that any market will develop in the future or that the Stock will be accepted for inclusion on NASDAQ or any other trading exchange at any time in the future. The company is not obligated to register for sale under either federal or state securities laws the stock purchased pursuant hereto, and the issuance of the stock is being undertaken pursuant to Rule 506 of Regulation D under the Securities Act. Accordingly, the sale, transfer, or other disposition of any of the stock, which are purchased pursuant hereto, may be restricted by applicable federal or state securities laws (depending on the residency of the investor) and by the provisions of the Subscription Agreement referred to herein. The offering price of the Securities to which the confidential Private Offering Memorandum relates has been arbitrarily established by the company and does not necessarily bear any specific relation to the assets, book value or potential earnings of the company or any other recognized criteria of value.

No person is authorized to give any information or make any representation not contained in the Memorandum and any information or representation not contained herein must not be relied upon. Nothing in this Memorandum should be construed as legal or tax advice.

The Management of the Company has provided all of the information stated herein. The Company makes no express or implied representation or warranty as to the completeness of this information or, in the case of projections, estimates, future plans, or forward-looking assumptions or statements, as to their attainability or the accuracy and completeness of the assumptions from which they are derived, and it is expected that each prospective investor will pursue his, her, or its own independent investigation. The Company takes on no obligation to update any of the information stated herein. It must be recognized that estimates of the Company's performance are necessarily subject to a high degree of uncertainty and may vary materially from actual results.

No general solicitation or advertising may be employed in the offering of the Securities except as it complies with Regulation D guidelines currently in place by the SEC. Other than the Company's Executive Management, no one has been authorized to give any information or to make any representation with respect to the Company or the Stock that is not contained in this Memorandum. Prospective investors should not rely on any information not contained in this Memorandum.

This Memorandum does not constitute an offer to sell or a solicitation of an offer to buy to anyone in any jurisdiction in which such offer or solicitation would be unlawful or is not authorized or in which the person making such offer or solicitation is not qualified to do so. This Memorandum does not constitute an offer if the prospective investor is not qualified under applicable securities laws. Officers, Directors, Employees and affiliates of the Company May purchase Securities in the Offering, which purchases may be used to satisfy the Minimum or Maximum Offering.

This offering is made subject to withdrawal, cancellation, or modification by the Company without notice and solely at the Company's discretion. The Company reserves the right to reject any subscription or to

allot to any prospective investor less than the amount of Stock subscribed for by such prospective investor.

This Memorandum has been prepared solely for the information of the person to whom it has been delivered by or on behalf of the Company. Distribution of this Memorandum to any person other than the prospective investor to whom this Memorandum is delivered by the Company and those persons retained to advise them with respect thereto is unauthorized. Any reproduction of this Memorandum, in whole or in part, or the divulgence of any of the contents without the prior written consent of the Company is strictly prohibited. Each prospective investor, by accepting delivery of this Memorandum, agrees to return it and all other documents received by them to the Company if the prospective investor's subscription is not accepted or if the Offering is terminated.

By acceptance of this Memorandum, prospective investors recognize and accept the need to conduct their own thorough investigation and due diligence before considering a purchase of the Stock. Information contained herein has been obtained from the Company and from other sources deemed reliable. Such information necessarily incorporates significant assumptions as well as factual matters. All documents relating to this investment will be made available to potential investors. Any representations other than those set forth in this Memorandum and any information other than that contained in documents furnished by the issuer upon request must not be relied upon. The contents of this Memorandum should not be considered to be investment, tax, or legal advice and each prospective investor should consult with their own counsel and advisors as to all matters concerning an investment in this Offering. During the course of the Offering and prior to any sale, each prospective investor of the Stock and his or her professional advisor(s), if any, are invited to ask questions concerning the terms and conditions of the Offering and to obtain any additional information necessary to verify the accuracy of the information set forth herein. Such information will be provided to the extent the Company possess such information or can acquire it without unreasonable effort or expense.

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EXHIBITS:

Exhibit A Business Strategy slide deck

Exhibit B Private Placement Memorandum [**this document**]

Exhibit C Corporate Bylaws

Exhibit D Investor Suitability Questionnaire & Subscription (purchase) Agreement [**online pdf form**]

I. SUMMARY OF THE OFFERING

The following material is intended to summarize information contained elsewhere in this Limited Offering Memorandum (the “Memorandum”). This summary is qualified in its entirety by express reference to this Memorandum and the materials referred to and contained herein. Each prospective subscriber should carefully review the entire Memorandum and all materials referred to herein and conduct his or her own due diligence before subscribing for Company Stock (“Stock”).

A. Company Formation

Scinovia Corp (“Scinovia” or the “Company”), was formed as a Corporation (C-Corp) under the laws of the State of North Carolina, 12 June 2014.

corporate mail:	8801 Fast Park Dr, Suite 301, Raleigh NC 27617
operations:	Industrial Park in Raleigh, NC 27617

Chief Executive Manager of the Company is James B. Sund, Sr., and he is actively involved in the management of the Company.

B. James B. Sund, PhD, MBA – Founder & CEO

Overview – business strategist & cross-disciplinary engineer & scientist

- Developed and commercialized life science informatics platform to Roche, Merck.
- Evaluated over 150 technologies for NASA and University OTTs
- Business strategist to dozens of Duke Grad practicums:
 - Lenovo, Cisco, Valeant Pharma, Deutsche Bank, Parsons, and others providing leadership and expert mentorship in new market entry; valuations; marketing; tech innovation; global supply chain integration; product line mgt., org optimization; etc.
- Lockheed Martin: Federal IT Enterprise
- Bond underwriting and financial analysis
- Duke Engineering PhD in Electrical and Computer Engineering
- Duke MBA
- UF Bachelors in Chemistry and Zoology

Jim Sund is CEO of a new venture to design and manufacture devices that image cardiovascular systems during surgery with future data analytics to improve patient outcomes, deliver quality measures, and reduce costly complications. Scinovia now has several prototypes that are FDA Class I Listed and are being scheduled to enter hospitals.

Sund also mentors graduate-level, engineering management teams at Duke University's Pratt School of Engineering. Practicums sponsors range from Fortune companies to pre-revenue companies and encompass variety of challenges.

In Sund's prior role, he led a multinational R&D team to develop a \$7M venture-backed, SaaS pharmaceutical collaboration platform, which was licensed to Roche and Merck. Capability included management of drug development workflow, Quality Assurance, and regulatory documentation.

Previously, he managed federal contract task orders at Lockheed Martin encompassing IT, IS, and computer security in the EPA's Enterprise & National Computing Center. He was seconded as a bond underwriter (investment banker) and senior financial analyst while during his MBA.

Sund also serves in developing and executing sustainable strategies in local and global outreach initiatives for Christian advancement combined with economic impact.

Sund holds a BS from the University of Florida with majors in Chemistry and Zoology where he researched computational chemical-physics (quantum theory) in quanta of photonic interactions with molecules and bio-tissue regeneration. Sund completed a Duke MBA '01 and Duke PhD '07 from Pratt School of Engineering in Electrical & Computer Engineering. Sund leveraged insights from all the above plus experience with methods in aerospace to develop Scinovia's breakthrough technology.

Dr. Sund evaluated 150 inventions from top researchers at NASA and universities over 7 years to uncover a rare low market risk opportunity to translate research into a revolutionary product for an existing and growing market of few competitors. Dr. Sund's assessment of Scinovia's tech and market is that "This is the very best market opportunity that I have evaluated."

C. Start-up and Development

Scinovia Corp was formed in June 2014 in Raleigh-Durham, NC US to create and deliver blood flow measurement & visualization devices for surgeons to use during surgery. The inspiration to start Scinovia came from Dr. Sund while mentoring graduate students. The team discovered an existing, growing market with few competitors that was ripe for an introduction of a revolutionary product: blood flow assessment tools during surgery.

He then searched for emerging technologies that could become the product, but none were sufficiently better than the decades old 'modalities' that were on the market, specifically, ultrasonic flow probes (used in over 200,000 bypass cases globally each year and videos of chemical glow dye injections (used in over 50,000 diverse cases globally each year. So Dr. Sund developed the solution himself and advanced it with his North Carolina team of biomedical & product development engineers based on cross-disciplinary knowledge and recruited a seasoned team to execute development of a functioning prototype.

The device is called VUFLOW and has received FDA Class I Listing and IEC 61010 safety certification

The addressable market is over \$8 billion to improve clinical decisions related to blood flow in heart bypass surgery, plastic surgery, organ transplants, and other surgeries where knowing adequacy of blood flow is key to quick recovery.

The team interviewed several hospitals / clinics in cardiovascular (CV) and cardiothoracic (CT) surgery to identify additional benefits of using Scinovia's technology to guide surgical decisions and understand the limitations of existing technologies. Additional value includes guiding surgery, evaluating a larger area of blood flow speeds to garner new insights, and future data analytics to predict outcomes and best practices and techniques for given anatomy, physiology, and symptoms.

Challenges with current products on the market: Contact devices, such as the probe, disturb the blood flow dynamics they want to measure. Dye injections provide a very limited assessment (flow / no flow) while subjecting the patient's blood to a toxic dye during traumatic surgery.

Scinovia's device can measure in high resolution the velocity of blood at or near organ surfaces. The instrument will be installed and operated by non-expert surgical suite personnel to frequently visualize blood flow maps as video frames. The current project is beta development stage where the basic components are chosen and then the design process begins to inform pre-release product development for user preference testing by surgeons. Scinovia expects over 90% of components to come from ISO certified suppliers as finished goods. This reduces risk in product development risk and unexpected warranty work.

IP portfolio includes 2 WIPO patent applications and most importantly proprietary algorithms. Scinovia expects pre-release product testing to begin at hospitals after completing Class D. Scinovia has 10 top-tier surgeons on its Medical Advisory Board who have agreed to earn stock options to provide user testing.

D. Startup Project Team

Scinovia's Core Teams include physicians, medical device professionals, and key manufacturers:

CORE PROJECT TEAM:

- Jim, PhD, MBA, CEO and biophotonics platform – conceptual algorithm development
- Several top-tier surgeons
- Professionals supporting R&D, hardware, software, IT, Quality Assurance & Regulatory, medical device sales and marketing, financial accounting.

CURRENT PARTNER ORGANIZATIONS:

- Jansen Medicars and Seiler – manufacturers of mobile cart and arm
- NKK Patent Law Firm, Intellectual Property attorney
- Nelson Mullins, Corporate Securities Law

E. Business Strategy Plan

The Scinovia Business Strategy (Exhibit A), included as a separate document, was prepared by the Company using assumptions, including several forward-looking statements. Each prospective investor should carefully review the Business Strategy Plan in association with this Memorandum before purchasing Stock. Management makes no representations as to the accuracy or achievability of the underlying assumptions and projected results contained herein.

F. The Offering

The plan is to sell shares from Class D.

The Offering is for Stock. The Company has additional stock (see Section XIV "Description of Stock"). Each purchaser must execute a Subscription Agreement (See Exhibits) making certain representations and warranties to the Company.

G. Use of Proceeds

Proceeds from the sale of Stock will be used to implement the Scinovia Business Strategy and commercialization roadmap. Estimated breakdown of uses are as follows:

- **Marketing**

15% of funds

digital marketing campaign is key for momentum in crowdfunding raise

- **Company Employment**

40% of funds

hire engineers, management, and sales team

- **Working Capital**

20% of funds

support offices, travel, business development, and miscellaneous expenses

- **Inventory**

21.5% of funds

fund hardware, assembly, delivery, and support of newly shipped units

II. RISK FACTORS

See sections “Forward Looking Information” and “

” in this Memorandum for certain factors that could adversely affect an investment in the Stock. Those factors include but are not limited to unanticipated obstacles to execution of the Business strategy, general economic factors, the Company’s ability to attract and retain quality employees and the ability of the Company to obtain additional financing, if only minimum offering proceeds are raised.

Investing in the Company’s Stock is very risky. You should be able to endure a complete loss of your investment. You should carefully consider the following factors, including those listed in the accompanying Business Strategy Plan.

A. Development Stage Business

Scinovia commenced operations in June 2014. Scinovia originally formed as a C corporation in North Carolina and in 2018 domesticated as C Corporation under the laws of the State of Wyoming for more amenable business jurisdictions. Accordingly, the Company has only a limited history upon which an evaluation of its prospects and future performance can be made. The Company’s proposed operations

are subject to all business risks associated with new enterprises. The likelihood of the Company's success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the expansion of a business, operation in a competitive industry, and establishing product distribution to a corresponding customer base. The Company's Business Strategy Plan projects that the Company will lose money in each of the next three years; furthermore, there can be no assurances that Scinovia will ever operate profitably.

B. Inadequacy of Funds

Gross offering proceeds of a maximum of this offering may be realized. Management believes that such proceeds will capitalize and sustain Scinovia sufficiently to allow for the implementation of the Company's current Business Strategy Plan through early commercialization phase. If less than the maximum Stock per this Offering are sold, or if less or if certain assumptions contained in Business Strategy Plan prove to be incorrect, the Company may not be able to fully develop its business without additional financing (debt financing or other capital investment) to fully implement the Business Strategy Plan. In addition, a second round of financing is anticipated by the Business Strategy Plan to fund expansion of the commercialization efforts. If the Company cannot raise these funds, then the company may not be able to fully develop its business nor achieve its financial objectives. In addition, Scinovia may offer corporate bonds as a lower cost of capital. Debt takes precedence over equity during liquidation events.

C. Dependence on Management & Development Team

In the early stages of development, the Company's business will be significantly dependent on the Company's management team. The Company's success will be particularly dependent upon: James B. Sund, Sr. CEO. The loss of this individual could have a material adverse effect on the Company.

D. Expansion

The Company plans on expanding its business through a direct sales and sales distribution system involving Medical Device salespeople. Any expansion of operations the Company may undertake will entail risks. Such actions may involve specific operational activities, which may negatively impact the profitability of the Company. Consequently, stockholders must assume the risk that (i) such expansion may ultimately involve expenditures of funds beyond the resources available to the Company at that time, and (ii) management of such expanded operations may divert Management's attention and resources away from its existing operations, all of which factors may have a material adverse effect on the Company's present and prospective business activities.

E. Regulatory Approval

The device being created is an OSHA compliant device and likely CE Mark for Europe and once scinovia makes clinical claims, submit as Class I or II medical device, which falls under FDA and EMEA regulatory approval guidelines. Regulatory approval is evolving, and a clearance could require up to a year or longer. If predicate devices are not accepted as predicates to Scinovia's device by regulatory bodies, then clinical

studies may be required to obtain marketing clearance and sell devices. Such an event could involve animal trials and/or human clinical trials to demonstrate safety and/or efficacy, which could triple the time and costs to achieve marketing clearance to sell devices. These approvals are not guaranteed and failure to obtain such approvals could prove fatal to the company.

F. Targeted Customer Base & Market Acceptance

There are many uncertainties that may have an impact on Scinovia's ability to achieve the desired growth rate. Current market growth could be stalled for various reasons including adverse changes in global economic conditions and hospitals' access to reimbursement revenue from insurance companies and Medicaid / Medicare. There is no guarantee that adoption of quality assurance systems will increase or even remain at this level, nor is there surety that displacement of existing technologies can be achieved by Scinovia.

Table 2. Platform technology: Total Addressable Market (TAM) estimate across therapies and alternative methods

Therapeutic Area	Scinovia tech	Glow dye	Flow probe	Procedures*
Heart bypass (CABG)	Y	Y	Y	800,000
Wound Care	Y	Y		500,000
Endometriosis	Y	Y		500,000
Organ transplant	Y			500,000
Other Reconstruction	Y	Y		250,000
Plastics (others)	Y			150,000
Colorectal	Y	Y		150,000
Breast Reconstruction	Y	Y		100,000
Maxillofacial, head & neck	Y	Y		100,000
Abdominal Wall	Y	Y		100,000
Vascular	Y	Y	Y	600,000
Retinal	Y			100,000
Diabetes monitoring	Y			100,000
Total cases/year	3.9 M	2.3 M	1.4 M	cases/yr
Total potential revenue/year *	\$390M to \$3.9B	\$230M to \$2.3B	\$140M to \$1.4B	

* Assumption: \$100 to \$1000 per procedure pricing model and for the (maximum) addressable market

G. Company Valuation

Sales revenue for blood flow measurement devices was over [\\$500 million](#) in 2021 (Inkwood Global Report). The assumption of higher growth rate, on which a typical high price/sales ratio is based, is dependent on realizing higher growth. If market growth does not continue, the high price/sales valuation comes down, usually significantly, and the valuation falls.

H. Competition

There is potential competition based on three different technologies in the cardiovascular market. The technology commercialized by Novadaq Technologies, Inc. is NIR laser + glow dye to assess blood flow, similar surgical value as what Scinovia intends to commercialize. Novadaq was acquired in 2017 by Stryker for \$701M.

The largest market share technology involves ultrasound imaging, typically employing Transit Time Flow Measurements (TTFM), notably, Medistim ASA. The third technologies uses a similar imaging modality known as Laser Doppler or Laser Speckle Contrast Imaging, e.g., Aimago, C.W. Optics, Moor Instruments, and Perimed AB. This method has also been used decades, and is limited to visualizing tissue perfusion / microvasculature such as wound care and burn care applications.

There is the possibility that current technologies could evolve or that new competitors could enter the market and produce competing products at competitive prices. Likewise, these existing market competitors could choose to re-energize their sales focus and could be better capitalized than Scinovia, which could give them a significant advantage. There is the possibility that the competitors could capture significant market share of Scinovia's intended market. The following table provides more details about potential competitors known to management.

Table 1. Manufacturers of Blood Flow and Imaging Related Devices, mid 2017

Company	Listed	Sales Volume	Market Capitalization	Website	Location
Novadaq Technologies, Inc	NVDQ:NASDAQ	\$50M	Sold \$701M	novadaq.com acquired by Stryker	Canada
MediStim ASA	MEDI:Oslo	\$40M	\$200M	medistim.com	Norway
Transonic Systems, Inc.	Private	Est 20% of Medistim+ \$20M other	Est \$100M	transonic.com	USA
Moor Instruments	Private	unknown	unknown	moor.co.uk	UK
Aimago	Acquired by Novadaq	None / unknown	Novadaq acquired for \$10M	www.aimago.com/	Switzerland
Perimed AB	Private	unknown	unknown	perimed-instruments.com	Sweden

I. Trend in Customer Preference and Capital Spending

The Company's operating results may fluctuate significantly from period to period as a result of a variety of factors, including purchasing patterns of customers, competitive pricing, capital investment in new

products, and general economic conditions. There is no assurance that the Company will be successful in marketing any of its products, or that the revenues from the sale of such products will be significant. Consequently, the Company's revenues may vary by quarter, and the Company's operating results may experience fluctuations.

J. Risks of Borrowing

If the Company incurs indebtedness, a portion of its cash flow will have to be dedicated to the payment of principal and interest on such indebtedness. Typical loan agreements also might contain restrictive covenants, which may impair the Company's operating flexibility. Such loan agreements would also provide for default under certain circumstances, such as failure to meet certain financial covenants. A default under a loan agreement could result in the loan becoming immediately due and payable and, if unpaid, a judgment in favor of such lender which would be senior to the rights of stockholders of the Company. A judgment creditor would have the right to foreclose on any of the Company's assets resulting in a material adverse effect on the Company's business, operating results or financial condition.

K. Unanticipated Obstacles to Execution of the Business Strategy Plan

The Company's Business Strategy Plan may change significantly. Many of the Company's potential business endeavors are capital intensive and may be subject to statutory or regulatory requirements. Management believes that the Company's chosen activities and strategies are achievable in light of current economic and legal conditions with the skills, background, and knowledge of the Company's principals and advisors. Management reserves the right to make significant modifications to the Company's stated strategies depending on future events.

L. Management Discretion as to Use of Proceeds

The net proceeds from this Offering will be used for the purposes described under section "Use of Proceeds." The Company reserves the right to use the funds obtained from this Offering for other similar purposes not presently contemplated that it deems to be in the best interests of the Company and its stockholders in order to address changed circumstances or opportunities. Investors for the Stock offered hereby will be entrusting their funds to the Company's Management, upon whose judgment and discretion the investors must depend.

M. Control by Management

As of August 12, 2014 the Company's Executive Manager, James Sund, owned 100% of the Company's outstanding Stock. Assuming the maximum shares of Stock are subscribed to, upon completion of this Offering, the Company's Executive Manager will own approximately 70% voting Stock less any Preferred stock or Common Stock then issued, and will continue to control Scinovia. Investor Stockholders will own a minority percentage of the Company and will have minority voting rights. Investor Stockholders will not have the ability to control a vote of the Board of Directors.

N. Dividends

The Company intends to retain any initial future earnings to fund operations and expand the Company's business. It is not anticipated that the Board of Directors will distribute profits in the form of dividends in the near future or at all.

O. No Assurances of Protection for Proprietary Rights; Reliance on Trade Secrets

In certain cases, the Company may rely on trade secrets to protect intellectual property, proprietary technology and processes, which the Company has acquired, developed or may develop in the future. There can be no assurances that secrecy obligations will be honored or that others will not independently develop similar or superior products or technology. The protection of intellectual property and/or proprietary technology through claims of trade secret status has been the subject of increasing claims and litigation by various companies both in order to protect proprietary rights as well as for competitive reasons even where proprietary claims are unsubstantiated. The prosecution of proprietary claims or the defense of such claims is costly and uncertain given the uncertainty and rapid development of the principles of law pertaining to this area. The Company, in common with other firms, may also be subject to claims by other parties with regard to the use of intellectual property, technology information and data, which may be deemed proprietary to others.

P. Limited Transferability and Liquidity

To satisfy the requirements of certain exemptions from registration under the Securities Act, and to conform with applicable state securities laws, each investor must acquire his Stock for investment purposes only and not with a view towards distribution. Consequently, certain conditions of the Securities Act may need to be satisfied prior to any sale, transfer, or other disposition of the Stock. Some of these conditions may include a minimum holding period, availability of certain reports, including financial statements from Scinovia, limitations on the percentage of Stock sold and the manner in which they are sold. Scinovia can prohibit any sale, transfer or disposition until it receives an opinion of counsel provided at the holder's expense, in a form satisfactory to Scinovia, stating that the proposed sale, transfer or other disposition will not result in a violation of applicable federal or state securities laws and regulations. No public market exists for the Stock and no market is expected to develop. Consequently, owners of the Stock may have to hold their investment indefinitely and may not be able to liquidate their investments in Scinovia or pledge them as collateral for a loan in the event of an emergency.

Q. Broker - Dealer Sales of Stock

A FINRA registered broker – dealer may be used to facilitate access to potential investors. In which case, an additional cost may be incurred by Scinovia.

R. Long Term Nature of Investment

An investment in the Stock may be long-term and illiquid. The offer and sale of the Stock will not be registered under the Securities Act or any foreign or state securities laws by reason of exemptions from such registration, which depends in part on the investment intent of the investors. Prospective investors will be required to represent in writing that they are purchasing the Stock for their own account for long-term investment and not with a view towards resale or distribution. Accordingly, purchasers of Stock must be willing and able to bear the economic risk of their investment for an indefinite period of time. It is likely that investors will not be able to liquidate their investment in the event of an emergency.

S. No Current Market for Stock

There is no current market for the Stock offered in this private Offering and no market is expected to develop in the near future.

T. Compliance with Securities Laws

The Stock are being offered for sale in reliance upon certain exemptions from the registration requirements of the Securities Act, applicable North Carolina Securities Laws, and other applicable state securities laws. If the sale of Stock were to fail to qualify for these exemptions, purchasers may seek rescission of their purchases of Stock. If a number of purchasers were to obtain rescission, Scinovia would face significant financial demands, which could adversely affect Scinovia as a whole, as well as any non-rescinding purchasers.

U. Offering Price

The price of the Stock offered has been arbitrarily established by Scinovia, considering such matters as the state of the Company's business development and the general condition of the industry in which it operates. The Offering price bears little relationship to the assets or net worth of the Company.

V. Lack of Firm Underwriter

The Stock is offered on a "best efforts" basis by the Executive Managers of Scinovia without compensation. Accordingly, there is no assurance that the Company will sell the maximum Stock offered or any lesser amount.

W. General Economic Conditions

The financial success of the Company may be sensitive to adverse changes in general economic conditions in the United States, such as recession, inflation, unemployment, and interest rates. Such changing conditions could reduce demand in the marketplace for the Company's products.

X. Government Acts - Health Care Reform, Patriot Acts and Anti-Terrorism Acts

Although the Affordable Care Act of 2010 does not in its current implementation appear to have negative impacts on qualitative or diagnostic imaging reimbursement policies, the act and the politics surrounding it have created an atmosphere of uncertainty in health care economics. As such the fluid nature of the legislative situation and any changes could materially impact Scinovia's ability to execute its plan in unforeseen ways. Similarly, regulations and laws that emerge from the Patriot Acts and Anti-Terrorism Acts may impact operations, market access, transportation, and revenue generating opportunities.

Y. New Intellectual Property (IP)

Using cameras to analyze laser interference has been in practice for decades. Scinovia's technology leverages this method but implements advanced hardware and analysis to measure and visualize blood flow speeds. Scinovia calls this technology CLIF (Coherent Light Interference Flowmetry). This technology will be protected primarily as trade secrets and auxiliary patent applications for non-core methods. Additional methods will be patented where it makes strategic sense to Scinovia management.

Patent search and prosecution are by NKK Patent Law Firm (Raleigh, NC). Co-inventors have assigned all rights to Scinovia Corp:

1. World IP Org: PCT Application (15/39589, July 2015): WO2016007656
FLUID FLOW RATE DETERMINATIONS USING VELOCITY VECTOR MAPS
"IN TISSUE AND VESSEL, FLUID FLOW RATE MEASUREMENTS"
2. World IP Org: Issued Patent EP3319515A1 (July 2016)
"FLUORESCENCE BASED FLOW IMAGING AND MEASUREMENTS"
3. Trade Secret:
core algorithms that produce colormaps of particle fluid speeds

There is no guarantee that the employees, vendors, contractors, and partners will honor their contracts to maintain confidentiality and not disclose important Company information. There is no guarantee that any of the patents Scinovia intends to apply for or applies for will be granted, and if granted that the Company will have the resources to defend such.

Z. Patentability study (from NKK Patent Law Firm)

"We have conducted a patentability study based on the search results of an independent professional searching agency. Based on our analysis of the third-party results, we are of the opinion that patentability of meaningful scope is available for our technology that measures absolute blood flow rates during surgery by applying [3D spectrum analysis] imaging velocimetry calculations to produce velocity vector maps. The analysis primarily considered the following U.S. patents and patent application publications, for which corresponding foreign patents or applications may exist. We further identify the latest recorded owner of each. Other documents found were considered less relevant."

U.S. Patents search 2014

1. 7,113,817 (WinTec, LLC, Virginia)
2. 8,277,384 (Elfi-Tech, LTD, Israel)

U.S. Patent Applications

3. 20100056936 (Kyushu TLO Company, LTD, Japan)
4. 20110319775 (Kyushu Institute of Technology, Japan)
5. 20130223705 (East Carolina University, North Carolina)

While coherent lasers (References 1 through 5) and high-speed photography (References 1, 2, 4, and 5) are described, contrast imaging is used in these examples to produce velocity fields. The Scinovia technology instead advances the application of [3D spectrum analysis] imaging velocimetry calculations to produce velocity maps containing speed data. Absolute blood flow rate calculations are based on a calibration database, and reasonably assuming cylindrical vessel geometries, whereas previous technologies generally produce relative flow rate results, which are less clinically useful than actual speeds.

We are also unaware of any valid intellectual property rights of third parties that production or use of the Scinovia technology would constitute an infringement of."

AA. Projections: Forward Looking Information

Management has prepared projections regarding Scinovia's anticipated financial performance. The Company's projections are hypothetical and based upon a presumed financial performance of the Company plus the addition of a well-funded business development plan, as well as other factors influencing the business of Scinovia. The projections are based on Management's best estimate of the probable results of operations of the Company, based on present circumstances, and have not been reviewed by an independent accounting firm. These projections are based on several assumptions, set forth therein, which Management believes are reasonable. Some assumptions, upon which the projections are based, however, invariably will not materialize due the inevitable occurrence of unanticipated events and circumstances beyond Management's control. Therefore, actual results of operations will vary from the projections, and such variances may be material. Assumptions regarding future changes in sales and revenues are necessarily speculative in nature. In addition, projections do not and cannot take into account such factors as general economic conditions, unforeseen regulatory changes, the entry into Scinovia's market of additional competitors, the terms and conditions of future capitalization, and other risks inherent to the Company's business. While Management believes that the projections accurately reflect possible future results of Scinovia's operations, those results cannot be guaranteed.

BB. General Risks

Uncertain Risk

An investment in the Company (also referred to as “we”, “us”, “our”, or “Company”) involves a high degree of risk and should only be considered by those who can afford the loss of their entire investment. Furthermore, the purchase of any of the Class D, Common Shares should only be undertaken by persons whose financial resources are sufficient to enable them to indefinitely retain an illiquid investment. Each investor in the Company should consider all of the information provided to such potential investor regarding the Company as well as the following risk factors, in addition to the other information listed in the Company’s Form C. The following risk factors are not intended, and shall not be deemed to be, a complete description of the commercial and other risks inherent in the investment in the Company.

Our business projections are only projections

There can be no assurance that the Company will meet our projections. There can be no assurance that the Company will be able to find sufficient demand for our product, that people think it’s a better option than a competing product, or that we will be able to provide the service at a level that allows the Company to make a profit and still attract business.

Any valuation at this stage is difficult to assess

The valuation for the offering was established by the Company. Unlike listed companies that are valued publicly through market-driven stock prices, the valuation of private companies, especially startups, is difficult to assess and you may risk overpaying for your investment.

The transferability of the Securities you are buying is limited

Any equity purchased through this crowdfunding campaign is subject to SEC limitations of transfer. This means that the stock/note that you purchase cannot be resold for a period of one year. The exception to this rule is if you are transferring the stock back to the Company, to an “accredited investor,” as part of an offering registered with the Commission, to a member of your family, trust created for the benefit of your family, or in connection with your death or divorce.

Your investment could be illiquid for a long time

You should be prepared to hold this investment for several years or longer. For the 12 months following your investment there will be restrictions on how you can resell the securities you receive. More importantly, there is no established market for these securities and there may never be one. As a result, if you decide to sell these securities in the future, you may not be able to find a buyer. The Company may be acquired by an existing player in health technology. However, that may never happen or it may happen at a price that results in you losing money on this investment.

CC. Funds Risks

If the Company cannot raise sufficient funds it will not succeed

The Company, is offering equity in the amount of up to \$5 million in this offering, and may close on any investments that are made. Even if the maximum amount is raised, the Company is likely to need additional funds in the future in order to grow, and if it cannot raise those funds for whatever reason, including reasons relating to the Company itself or the broader economy, it may not survive. If the Company manages to raise only the minimum amount of funds, sought, it will have to find other sources of funding for some of the plans outlined in “Use of Proceeds.”

We may not have enough capital as needed and may be required to raise more capital.

We anticipate needing access to credit in order to support our working capital requirements as we grow. Although interest rates are low, it is still a difficult environment for obtaining credit on favorable terms. If we cannot obtain credit when we need it, we could be forced to raise additional equity capital, modify our growth plans, or take some other action. Issuing more equity may require bringing on additional investors. Securing these additional investors could require pricing our equity below its current price. If so, your investment could lose value as a result of this additional dilution. In addition, even if the equity is not priced lower, your ownership percentage would be decreased with the addition of more investors. If we are unable to find additional investors willing to provide capital, then it is possible that we will choose to cease our sales activity. In that case, the only asset remaining to generate a return on your investment could be our intellectual property. Even if we are not forced to cease our sales activity, the unavailability of credit could result in the Company performing below expectations, which could adversely impact the value of your investment.

Terms of subsequent financings may adversely impact your investment

We will likely need to engage in common equity, debt, or preferred stock financings in the future, which may reduce the value of your investment in the Common Stock. Interest on debt securities could increase costs and negatively impact operating results. Preferred stock could be issued in series from time to time with such designation, rights, preferences, and limitations as needed to raise capital. The terms of preferred stock could be more advantageous to those investors than to the holders of Common Stock. In addition, if we need to raise more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms that are likely to be more favorable than the terms of your investment, and possibly a lower purchase price per share.

Management Discretion as to Use of Proceeds

Our success will be substantially dependent upon the discretion and judgment of our management team with respect to the application and allocation of the proceeds of this Offering. The use of proceeds described below is an estimate based on our current business plan. We, however, may find it necessary

or advisable to re-allocate portions of the net proceeds reserved for one category to another, and we will have broad discretion in doing so.

Projections: Forward Looking Information

Any projections or forward-looking statements regarding our anticipated financial or operational performance are hypothetical and are based on management's best estimate of the probable results of our operations and will not have been reviewed by our independent accountants. These projections will be based on assumptions which management believes are reasonable. Some assumptions invariably will not materialize due to unanticipated events and circumstances beyond management's control. Therefore, actual results of operations will vary from such projections, and such variances may be material. Any projected results cannot be guaranteed.

DD. Product or Service Risks

We are reliant on one main type of service

All of our current services are variants on one type of service, providing a platform for a subscription model. Our revenues are therefore dependent upon this market.

We may never have an operational product or service

It is possible that there may never be an operational VU-FLOW or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon Company's making a determination that the business model, or some other factor, will not be in the best interest of Company and its stockholders/members/creditors.

Some of our products are still in prototype phase and might never be operational products

It is possible that there may never be an operational product or that the product may never be used to engage in transactions. It is possible that the failure to release the product is the result of a change in business model upon the Company's making a determination that the business model, or some other factor, will not be in the best interest of the Company and its stockholders.

Developing new products and technologies entails significant risks and uncertainties

We are currently in the research and development stage and have only manufactured a prototype for our VU-FLOW. Delays or cost overruns in the development of our VU-FLOW and failure of the product to meet our performance estimates may be caused by, among other things, unanticipated technological hurdles, difficulties in manufacturing, changes to design and regulatory hurdles. Any of these events could materially and adversely affect our operating performance and results of operations.

EE. Security Rights Risks

Minority Holder; Securities with Voting Rights

The Class D, common shares that an investor is buying has no voting rights. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company and preferred shareholders have been paid out.

Minority Holder; Securities with No Voting Rights

The Class D common shares that an investor is buying has no voting rights attached to them. This means that you will have no rights in dictating on how the Company will be run. You are trusting in management discretion in making good business decisions that will grow your investments. Furthermore, in the event of a liquidation of our company, you will only be paid out if there is any cash remaining after all of the creditors of our company have been paid out.

You are trusting that management will make the best decision for the company

You are trusting in management discretion. You are buying securities as a minority holder, and therefore must trust the management of the Company to make good business decisions that grow your investment.

Insufficient Funds

The company might not sell enough securities in this offering to meet its operating needs and fulfill its plans, in which case it will cease operating and you will get nothing. Even if we sell all the common stock we are offering now, the Company will (possibly) need to raise more funds in the future, and if it can't get them, we will fail. Even if we do make a successful offering in the future, the terms of that offering might result in your investment in the company being worth less, because later investors might get better terms.

This offering involves "rolling closings," which may mean that earlier investors may not have the benefit of information that later investors have.

Once we meet our target amount for this offering, we may request that StartEngine instruct the escrow agent to disburse offering funds to us. At that point, investors whose subscription agreements have been accepted will become our investors. All early-stage companies are subject to a number of risks and uncertainties, and it is not uncommon for material changes to be made to the offering terms, or to companies' businesses, plans or prospects, sometimes on short notice. When such changes happen during the course of an offering, we must file an amendment to our Form C with the SEC, and investors whose subscriptions have not yet been accepted will have the right to withdraw their subscriptions and get their money back. Investors whose subscriptions have already been accepted, however, will already be our investors and will have no such right.

FF. Market Competition and Operating History Risks

Our new product could fail to achieve the sales projections we expected

Our growth projections are based on an assumption that with an increased advertising and marketing budget our products will be able to gain traction in the marketplace at a faster rate than our current products have. It is possible that our new products will fail to gain market acceptance for any number of reasons. If the new products fail to achieve significant sales and acceptance in the marketplace, this could materially and adversely impact the value of your investment.

We face significant market competition

We will compete with larger, established companies who currently have products on the market and/or various respective product development programs. They may have much better financial means and marketing/sales and human resources than us. They may succeed in developing and marketing competing equivalent products earlier than us, or superior products than those developed by us. There can be no assurance that competitors will render our technology or products obsolete or that the products developed by us will be preferred to any existing or newly developed technologies. It should further be assumed that competition will intensify.

We are an early-stage company and have not yet generated any profits

Scinovia Corp was formed on June 12, 2014. Accordingly, the Company has a limited history upon which an evaluation of its performance and future prospects can be made. Our current and proposed operations are subject to all business risks associated with new enterprises. These include likely fluctuations in operating results as the Company reacts to developments in its market, managing its growth and the entry of competitors into the market. We will only be able to pay dividends on any shares once our directors determine that we are financially able to do so. Scinovia Corp has incurred a net loss and has had limited revenues generated since inception. There is no assurance that we will be profitable in the next 3 years or generate sufficient revenues to pay dividends to the holders of the shares.

We are an early-stage company and have limited revenue and operating history

The Company has a short history, few customers, and effectively no revenue. If you are investing in this company, it's because you think that VU-FLOW is a good idea, that the team will be able to successfully market, and sell the product or service, that we can price them right and sell them to enough peoples so that the Company will succeed. Further, we have never turned a profit and there is no assurance that we will ever be profitable.

GG. Trademarks and Patents Risks

We have existing patents that we might not be able to protect properly

One of the Company's most valuable assets is its intellectual property. The Company's owns trademarks, copyrights, Internet domain names, and trade secrets. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company.

We have pending patent approval's that might be vulnerable

One of the Company's most valuable assets is its intellectual property. The Company's intellectual property such as patents, trademarks, copyrights, Internet domain names, and trade secrets may not be registered with the proper authorities. We believe one of the most valuable components of the Company is our intellectual property portfolio. Due to the value, competitors may misappropriate or violate the rights owned by the Company. The Company intends to continue to protect its intellectual property portfolio from such violations. It is important to note that unforeseeable costs associated with such practices may invade the capital of the Company due to its unregistered intellectual property.

Our trademarks, copyrights and other intellectual property could be unenforceable or ineffective

Intellectual property is a complex field of law in which few things are certain. It is possible that competitors will be able to design around our intellectual property, find prior art to invalidate it, or render the patents unenforceable through some other mechanism. If competitors are able to bypass our trademark and copyright protection without obtaining a sublicense, it is likely that the Company's value will be materially and adversely impacted. This could also impair the Company's ability to compete in the marketplace. Moreover, if our trademarks and copyrights are deemed unenforceable, the Company will almost certainly lose any potential revenue it might be able to raise by entering into sublicenses. This would cut off a significant potential revenue stream for the Company.

The cost of enforcing our trademarks and copyrights could prevent us from enforcing them

Trademark and copyright litigation has become extremely expensive. Even if we believe that a competitor is infringing on one or more of our trademarks or copyrights, we might choose not to file suit because we lack the cash to successfully prosecute a multi-year litigation with an uncertain outcome; or because we believe that the cost of enforcing our trademark(s) or copyright(s) outweighs the value of winning the suit in light of the risks and consequences of losing it; or for some other reason. Choosing not to enforce our trademark(s) or copyright(s) could have adverse consequences for the Company, including undermining the credibility of our intellectual property, reducing our ability to enter into sublicenses, and weakening our attempts to prevent competitors from entering the market. As a result, if we are unable to enforce our trademark(s) or copyright(s) because of the cost of enforcement, your investment in the Company could be significantly and adversely affected.

HH. Miscellaneous Risks

The loss of one or more of our key personnel, or our failure to attract and retain other highly qualified personnel in the future, could harm our business

To be successful, the Company requires capable people to run its day-to-day operations. As the Company grows, it will need to attract and hire additional employees in sales, marketing, design, development, operations, finance, legal, human resources and other areas. Depending on the economic environment and the Company's performance, we may not be able to locate or attract qualified individuals for such positions when we need them. We may also make hiring mistakes, which can be costly in terms of resources spent in recruiting, hiring and investing in the incorrect individual and in the time delay in locating the right employee fit. If we are unable to attract, hire and retain the right talent or make too many hiring mistakes, it is likely our business will suffer from not having the right employees in the right positions at the right time. This would likely adversely impact the value of your investment.

Our ability to sell our product or service is dependent on outside government regulation which can be subject to change at any time

Our ability to sell product is dependent on the outside government regulation such as the FDA (Food and Drug Administration), FTC (Federal Trade Commission) and other relevant government laws and regulations. The laws and regulations concerning the selling of product may be subject to change and if they do then the selling of product may no longer be in the best interest of the Company. At such point the Company may no longer want to sell product and therefore your investment in the Company may be affected.

We rely on third parties to provide services essential to the success of our business

We rely on third parties to provide a variety of essential business functions for us, including manufacturing, shipping, accounting, legal work, public relations, advertising, retailing, and distribution. It is possible that some of these third parties will fail to perform their services or will perform them in an unacceptable manner. It is possible that we will experience delays, defects, errors, or other problems with their work that will materially impact our operations and we may have little or no recourse to recover damages for these losses. A disruption in these key or other suppliers' operations could materially and adversely affect our business. As a result, your investment could be adversely impacted by our reliance on third parties and their performance.

The Company is vulnerable to hackers and cyber-attacks

As an internet-based business, we may be vulnerable to hackers who may access the data of our investors and the issuer companies that utilize our platform. Further, any significant disruption in service on Scinovia Corp or in its computer systems could reduce the attractiveness of the platform and result in a loss of investors and companies interested in using our platform. Further, we rely on a third-party technology provider to provide some of our back-up technology. Any disruptions of services or cyber-

attacks either on our technology provider or on Scinovia Corp could harm our reputation and materially negatively impact our financial condition and business.

III. STOCK

Upon the sale of the maximum number of Stock from this Offering, Stock of the Company will be held as detailed in the final section titled “Term Sheet”.

IV. REGISTRAR

The Company will serve as its own registrar and transfer agent with respect to its Stock.

V. SUBSCRIPTION PERIOD

The Offering will terminate on the earliest of: (a) the date the Company, in its discretion, elects to terminate, or (b) the date upon which all Stock has been sold, or such date as may be extended from time to time by the Company, (the “Offering Period”).

VI. REQUIREMENTS FOR PURCHASERS

Prospective purchasers of the Stock offered by this Memorandum should give careful consideration to certain risk factors described under sections “Forward Looking Information” and “

” and especially to the speculative nature of this investment and the limitations described under those captions with respect to the lack of a Scinovia stock market price and the resulting long term nature of any investment in the Company. This Offering is available to investors who satisfy SEC “Rule 506 of Regulation D.” <http://www.sec.gov/answers/rule506.htm>. An investor questionnaire, referenced as an exhibit by this PPM, helps to determine an investor’s classification.

VII. FORWARD LOOKING INFORMATION

Some of the statements contained in this Memorandum, including information incorporated by reference, discuss future expectations, or state other forward-looking information. Those statements are subject to known and unknown risks, uncertainties and other factors, several of which are beyond the Company’s control, which could cause the actual results to differ materially from those contemplated by the statements. The forward looking information is based on various factors and was derived using numerous assumptions. In light of the risks, assumptions, and uncertainties involved, there can be no assurance that the forward looking information contained in this Memorandum will in fact transpire or prove to be accurate.

Important factors that may cause the actual results to differ from those expressed within may include, but are not limited to:

- The success or failure of the Company's efforts to successfully complete Beta and pre-release testing of its initial instrument and begin successfully selling it to identified customers on schedule;
- The Company's ability to successfully complete manufacturing supply and distribution agreements with applicable vendors.
- The Company's ability to attract, build, and maintain a customer base for its instruments;
- The Company's ability to attract and retain quality employees;
- The effect of changing economic conditions including the unknowns surrounding the Affordable Care Act implementation;
- The ability of the Company to obtain additional financing, if only the minimum offering proceeds are raised and additional funds are required to support the operations of the business.

These along with other risks, which are described under section "**Error! Reference source not found.**," may be described in future communications to stockholders. The Company makes no representation and undertakes no obligation to update the forward-looking information to reflect actual results or changes in assumptions or other factors that could affect those statements.

VIII. USE OF PROCEEDS

The Company seeks to raise maximum gross proceeds of this offering from the sale of Stock in this Offering. The Company intends to apply these proceeds substantially as set forth herein, subject only to reallocation by Management in the best interests of the Company. Uses primarily include commercialization; expanding quality assurance systems; regulatory testing, submission, and market clearance in EU and/or US; human resources, lab and office space, and supporting resources for early commercialization scale-up, and general management, pre-marketing, and related travel.

A. Sale of Equity

	Maximum Proceeds	Percentage of Total Proceeds
Proceeds from Sale of Stock	\$5,000,000	100%

B. Offering Expenses & Commissions

	Maximum Proceeds	Percentage of Total Proceeds
Offering Expenses ²	\$0	0%
Brokerage Commissions ³	\$0 up to \$250,000	0% up to 5%
Total Offering Fees	\$250,000	5%

C. Total Use of Proceeds

	Maximum Proceeds	% of Total Proceeds
Offering Expenses	\$250,000	5%
Corporate Application of Proceeds	\$4,750,000	95%
Total Proceeds	\$5,000,000	100%

² This Offering is being sold by the Executive Managers of the Company. No monetary sales fees or related commissions will be paid to such Executive Managers

³ Includes estimated memorandum preparation, consulting, filing, printing, legal, accounting, travel and other fees and expenses related to the Offering. Brokerage fees may apply for registered broker-dealers in the event Scinovia engages them.

IX. LEADERSHIP

At the present time, one individual is Executive Manager of Scinovia Corp:

- James Bradley Sund, Sr. – Founder/Chief Executive Officer
- Scinovia Corp has several business advisors with industry or commercialization experience

X. MANAGEMENT COMPENSATION

As of December 2021, Jim earns \$0K up to \$20k per month depending on available working capital. There is no accrued compensation for Executive Management. Each Executive will be entitled to reimbursement of expenses incurred while conducting Company business and will be paid salary for efforts on behalf of the company begun June 12, 2014. Each Executive will also be a stockholder in the Company and as such will share in the profits of the Company when and if earnings are disbursed. Management reserves the right to reasonably increase their salaries assuming the business is performing as planned and Company revenues are growing on schedule. Any augmentation of these salaries will be subject to the profitability of the Business and the effect on the Business cash flows. Current and projected Management salaries for the next twelve (12) months are:

James B. Sund, Sr, PhD, MBA, Chief Executive Officer / Executive Management

Current annual salary: \$50K to \$240,000 depending on available capital.

Projected Annual Salary during 1st year in the market: \$400,000

ADVISORY BOARDS

Due to complex nature of any technology development the Company has plans to establish a five member Technical/Medical Advisory Board consisting of qualified experts in the fields of science, medicine, engineering and computational fields. The purpose of such a board will be to provide technical, and market insights as well as end-user requirements specific to the development of Project. The Chair of this committee is expected to be surgeon and a user of Scinovia technology.

Scinovia has established a Medical Advisory Board of top-tier cardiothoracic, urology robotic surgeons:

Further, the company has established a Board of Business Advisors to advise the Management team on corporate governance and strategic operating decisions. The Board of Advisors will not be responsible for Management decisions and will have no legal or fiduciary responsibility to the Company. At the discretion of the Board of Directors, board members may be compensated for their time and/or expenses serving Scinovia.

XI. CURRENT STOCKHOLDERS

The following table contains certain information as to the shares of Stock beneficially owned by (i) each person known by the Company to own beneficially more than 5% of the Company's Stock, (ii) each person who is an Executive Manager of the Company, (iii) all persons as a group who are Executive Managers and/or Officers of the Company, and as to the percentage of the outstanding Stock held by them on such dates and as adjusted to give effect to this Offering.

See cap table subsequent table.

XII. EMPLOYEE INCENTIVE STOCK

The Executive Management is authorized to issue Common stock (nonvoting) Stock to any Manager, officer, employee, consultant or other service provider of the Company. The Executive Management may set a vesting schedule.

XIII. LITIGATION

The Company is not presently a party to any litigation, nor, to the knowledge of Management, is any litigation threatened against the Company which may materially affect the business of the Company or its assets.

XIV. DESCRIPTION OF STOCK

The Company has the following classes of Stocks: Common Stock (Class A), Series A, and Class D nonvoting common stock. The Offering is for Class D Stock.

The primary purpose of the nonvoting common stock is to offer equity to key employees and service providers. Holders of each share of voting Stock is entitled to one vote for each Share held on each matter submitted to a vote of the stockholders. The Stock currently outstanding are, and the Stock to be issued upon completion of this Offering will be, fully paid and non-assessable. The Scinovia Corp bylaws (Exhibit B) govern all instances pertaining to the allocation of dividends, voting rights, and permitted transfers of Stocks (Stock).

COMMON STOCK

Common Stock is a form of corporate equity ownership, a type of security. The terms "voting share" or "ordinary share" are also used frequently; "common stock" being primarily used. It is called "common" to distinguish it from Series A. If both types of stock exist, common stockholders are usually not paid dividends until all Preferred stock dividends are paid in full.

In the event of a liquidation event, common stock investors receive any remaining funds after bondholders, creditors (including employees), and Preferred stockholders are paid. As such, common stock investors often receive nothing after a bankruptcy.

There is no fixed dividend paid out to common stockholders and so their returns are uncertain, contingent on earnings, company reinvestment, and the market valuation.

XV. TRANSFER AGENT AND REGISTRAR

The Company is currently acting as its own transfer agent and registrar for this stock's ownership.

XVI. PLAN OF PLACEMENT

The Stock is offered directly by the Executives of the Company on the terms and conditions set forth in this Memorandum. The Company is offering the Stock on a "best efforts" basis. The Company will use its best efforts to sell the Stock to investors. There can be no assurance that all or any of the Stock offered, will be sold.

A. How to Buy Stock

Purchasers of Stock will receive an Investor Information Package containing an

1. Scinovia Corp Private Placement Memorandum (PPM) Offering
2. Multi-Year Business Strategy Plan / Investor presentation
3. Corporate Bylaws
4. Subscription Agreement & Investor Suitability Questionnaire

The PPM, including the offer term sheet see Section XVII, details the offering and risks, as well as any additional information that the Executive Management may choose to include. Please make Executive Management aware if any of the above mentioned items are missing from the package.

A purchaser of Stock must complete, date, execute, and deliver to the Company the following documents, as applicable. All of which are included as part of the Investor Information Package:

- a) An original signed copy of the Subscription Agreement (provided online; else Exhibit C);
- b) An executed Investor Suitability Questionnaire (also online; else in Exhibit C);
- c) A check payable or a bank wire/ACH transfer [or IRA/401(k)] to "Scinovia Corp" in the amount equal to the purchase price for the Shares being purchased as called for in the Subscription Agreement (The minimum investment amount can be reduced subject to Executive management's decision).

Subscribers will receive email confirmation of the Company's acceptance of their investments by Scinovia at the conclusion of the offering.

XVII. TERM SHEET FOR CLASS D STOCK

This term sheet does not constitute or evidence a binding offer or agreement, nor shall it or any discussions or course of conduct impose any obligation or liability on any Investor or the Company. A binding agreement with respect to the proposed transaction will arise only after Investors have completed their due diligence (with results satisfactory to them) and mutually satisfactory definitive agreements have been negotiated and executed (it being understood that neither Investor nor the Company shall have any obligation or commitment to enter into such definitive agreements).

The Offering	
Issuer:	Scinovia Corp (the "Company")
Security Purchased:	Class D Common Shares (the "Class D Shares" or "Class D Stock")
Amount of Offering:	\$5,000,000
Price per Share:	\$2.00 per share
Initiation Date:	October 15, 2022
Pre-Money Equity Valuation (fully diluted):	\$71.2 million if company were acquired at \$2/share x 35.6 million granted shares. See Capitalization Table (below)
Closing Type:	Rolling Close (the "Closing").
Offering End Date:	After target amount raised. A rolling closing is used, e.g., each investor's proceeds go into working capital upon closing finalizing subscription agreement and Scinovia receiving their investment capital.
Use of Proceeds:	The proceeds from the sale of the Class D shall be used to execute the Scinovia Business Strategy Plan (Exhibit A) which will include combination of working capital and general corporate purposes.

Charter/Principal Terms	
Ranking:	The Stock shall rank junior to Preferred Shares as to liquidation, dividends, distributions, redemptions and any other payment or other

	rights with respect to all existing capital stock of the Company or rights thereto.
Voting Rights:	The Class D Shares do not have voting rights.
Liquidation Preference:	<p>In the event of any liquidation, dissolution or winding up of the Company, the proceeds shall be paid as follows:</p> <p>First, to debtors, then Preferred Series holders, and then common shareholders an amount per share equal to the Original Issue Price on the Class D Shares plus accrued and unpaid dividends, subject to customary adjustments for changes in capitalization including a stock dividend, stock split or reorganization.</p> <p>A merger, consolidation, sale, lease, transfer or other disposition of all or substantially all of the assets of the Company will be treated as a liquidation event (a “Deemed Liquidation Event”), thereby triggering payment of the liquidation preferences described above.</p>
Anti-Dilution Adjustment:	<p>The Conversion Price will be adjusted (i) for stock splits, combinations, stock dividends, mergers, and other similar recapitalizations and events, and (ii) pursuant to a broad based weighted average price anti-dilution formula in the event of a sale or other issuance of shares of Common Stock for a price per share that is less than the conversion price, except for issuances pursuant to any equity compensation plan approved by the Board of Directors of the Company and (ii) normal exceptions including issuances in connection with loans, leases, strategic alliance and mergers and acquisitions.. The Company shall reserve and maintain a sufficient number of authorized shares of its Common Stock for conversion of the Class D Shares.</p>
Board of Directors	At Closing, the Company may elect a Board of Directors. Action by the Board of Directors shall at all times require the affirmative vote or approval of a majority of the directors.
Closing Conditions	
Conditions:	<p>Conditions to Closing shall include, among other things:</p> <ul style="list-style-type: none"> • Satisfactory completion of all due diligence. • Execution of the definitive subscription and investors agreements;
Expenses:	The Company and each investor will pay their own legal fees and other fees and expenses.

Capitalization table (October 2022):

	Granted or planned	# Shares for Sept 2022 amendment
Class A	23,565,334	51,604,000
Series A	6,000,000	6,000,000
Class B	2,300,000	4,196,000
Class C	100,000	200,000
Series D	2,779,715	3,000,000
Class D	833,914	5,000,000
Total	35,578,963	70,000,000

XVIII. ADDITIONAL INFORMATION

Each prospective investor may ask questions and receive answers concerning the terms and conditions of this offering and obtain any additional information which the Company possesses, or can acquire without unreasonable effort or expense, to verify the accuracy of the information provided in this Memorandum.

investor.relations@scinovia.com

BYLAWS
OF
SCINOVIA CORP.

ARTICLE I

OFFICES

- 1.1** Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may fix from time to time.
- 1.2** Registered Office. The registered office of the corporation required by law to be maintained in the State of Wyoming may be, but need not be, identical with the principal office.
- 1.3** Other Offices. The corporation may have offices at such other places, either within or without the State of Wyoming, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II

MEETINGS OF SHAREHOLDERS

- 2.1** Place of Meetings. All meetings of shareholders shall be held at the principal office of the corporation, or at such other place, whether within or without the State of Wyoming, as shall be designated in the notice of the meeting or agreed upon by the Board of Directors.
- 2.2** Annual Meeting. The annual meeting of shareholders shall be held on the first Tuesday of the third full month following the end of the corporation's fiscal year at a time as determined by the Board of Directors for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. If the required day of the annual meeting falls on a federal or state holiday, the annual meeting shall be held instead on the next business day at a time determined by the Board of Directors.
- 2.3** Substitute Annual Meetings. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 2.4 of this Article II. A meeting so called shall be designated and treated for all purposes as the annual meeting.
- 2.4** Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors, Chairman of the Board or President of the corporation, or

by any shareholder pursuant to the written request of the holders of not less than one-tenth (1/10th) of all shares entitled to vote at the meeting.

2.5

Notice of Meetings.

(a) Written or printed notice stating the time and place of any meeting of the shareholders shall be delivered not less than ten (10) nor more than sixty (60) days before the date of any shareholders' meeting, either personally, by United States mail, nationally recognized courier or delivery service or, if in electronic form, by electronic mail or other electronic means by or at the direction of the Board of Directors, Chairman of the Board or President or other person calling the meeting, to each shareholder of record entitled to vote at such meeting; provided that such notice must be given to all shareholders with respect to any meeting at which a merger, share exchange, sale of assets other than in the regular course of business or voluntary dissolution is to be considered and in such other instances as required by law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the record of shareholders of the corporation, with postage thereon prepaid.

(b) In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called; but, in the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted thereat unless such a statement is required by the provisions of the Wyoming Business Corporation Act.

(c) When a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date for the adjourned meeting is fixed, notice of the adjourned meeting will be given to all persons who are shareholders as of the new record date in accordance with this Section 2.5.

(d) To the extent that a shareholder has agreed in writing and delivered such agreement to the corporation, any notice delivered pursuant hereto by electronic mail or other electronic means is effective when sent as provided in the Wyoming Business Corporation Act. Any shareholder may terminate such agreement at any time by written notice to the corporation and such notice of termination shall be effective upon receipt by the corporation. The corporation shall maintain with its corporate records an accounting of all such shareholders agreements and such notices of termination received by the corporation pursuant to the foregoing.

2.6

Waiver of Notice. Any shareholder may waive notice of any meeting. The waiver must be in writing, signed by the shareholder and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A shareholder's attendance at a meeting (a) waives objection to lack of notice or defective notice of

the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter before it is voted upon.

2.7 Shareholder Lists. Before each meeting of shareholders, the Secretary of the corporation shall prepare an alphabetical list of the shareholders entitled to notice of such meeting. The list shall be arranged by voting group (and within each voting group by class or series of shares) and show the address and number of shares held by each shareholder. The list shall be kept on file at the principal office of the corporation, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be subject to inspection by any shareholder at any time during regular business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any shareholder during the meeting or any adjournment thereof.

2.8 Quorum.

(a) A majority of the outstanding shares of the corporation entitled to vote and represented in person or by proxy shall be required for, and shall constitute a quorum at all meetings of shareholders. Shares entitled to vote as a separate voting group may take action on a matter only if a quorum of those shares exists; a majority of the votes entitled to be cast on the matter by the voting group constitutes a quorum of that voting group. The shareholders present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

(b) In the absence of a quorum at the opening of any meeting of shareholders, such meeting may be adjourned from time to time by a vote of a majority of the shares voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

2.9 Organization. Each meeting of shareholders shall be presided over by the Chairman of the Board, and in his absence or at his request by the President, and in their absence or at their request by any person selected to preside by vote of the holders of a majority of the shares present and entitled to vote at the meeting. The Secretary, or in his absence or at his request, any person designated by the person presiding at the meeting, shall act as secretary of the meeting.

2.10 Proxies. Shares may be voted either in person or by one or more agents authorized by a written proxy executed by the shareholder or by his duly authorized attorney-in-fact. A proxy is not valid after the expiration of eleven months from the date of its

execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting. Any proxy shall be revocable by the shareholder unless the written appointment expressly and conspicuously provides that it is irrevocable and the appointment is coupled with an interest as required by law.

2.11

Voting of Shares.

(a) Subject to the provisions of Section 3.3 of Article III and the corporation's Articles of Incorporation, each outstanding share entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. All shares entitled to vote shall be counted together collectively on a matter as provided by the Articles of Incorporation or by the Wyoming Business Corporation Act shall constitute a single voting group. Additional required voting groups shall be determined in accordance with the Articles of Incorporation and these Bylaws of this corporation and the Wyoming Business Corporation Act.

(b) Except in the election of directors as governed by the provisions of Section 3.3 of Article III, the vote of a majority of the shares voted on any matter at a meeting of shareholders at which a quorum is present shall be the act of the shareholders on that matter, unless the vote of a greater number is required by law or by the Articles of Incorporation or Bylaws of this corporation. Further, except in the election of directors, action on a matter by a voting group shall be approved if the votes cast within the voting group favoring the action exceed the votes cast opposing the action, unless the vote by a greater number is required by law or by the Articles of Incorporation or Bylaws of this corporation. Corporate action on such matters shall be taken only when approved by each and every voting group entitled to vote as a separate voting group on such matters as provided by the Articles of Incorporation or Bylaws of this corporation or by the Wyoming Business Corporation Act.

(c) Voting on all matters except the election of directors shall be by voice vote or by a show of hands unless the holders of one-tenth (1/10th) of the shares represented at the meeting shall, prior to the voting on any matter, demand a ballot vote on that particular matter. Abstentions shall not be treated as negative votes.

(d) Shares of the corporation's stock are not entitled to vote if they are owned, directly or indirectly, by a second corporation and the corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation, except that shares held in a fiduciary capacity, including the corporation's own shares, may be voted.

2.12

Informal Action By Shareholders.

(a) Unless otherwise provided in the corporation's Articles of Incorporation, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be delivered to the corporation for inclusion in the corporate records and shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted. Such consent shall have the same force and effect as a vote of the shareholders. A shareholder's consent to action taken without meeting may be in electronic form and may be delivered to the corporation in the manner herein required.

(b) Every written consent shall bear the date of signature of such consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest consent delivered to the corporation in the manner herein required, written consents signed by a sufficient number of shareholders to take such action are delivered to the corporation by delivery to its registered office in the State of Wyoming, its principal place of business or an officer or agent of the corporation having custody of the records in which proceedings of meetings of the shareholders are recorded. Delivery to the corporation of shareholders' written consents shall be by hand, certified or registered mail, return receipt requested, regular mail, nationally recognized courier or delivery service or, if in electronic form, by electronic mail or other electronic means to such address or other location as may from time to time be determined by the Board of Directors.

(c) If action is taken without a meeting by fewer than all shareholders entitled to vote on the action, the corporation shall give written notice to all shareholders who have not consented to the action and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting with the same record date as the action taken without a meeting, within ten (10) days after the action is taken. The notice shall describe the action and indicate that the action has been taken without a meeting of shareholders.

2.13

Inspectors of Election.

(a) Appointment of Inspectors of Election. In advance of any meeting of shareholders, the Board of Directors may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the chairman of any such meeting may appoint inspectors of election at the meeting. The number of inspectors shall be either one or three. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting or at the meeting by the person acting as chairman.

(b) Duties of Inspectors. The inspectors of election shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

(c) Vote of Inspectors. If there are three inspectors of election, the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

(d) Report of Inspectors. On a request of the chairman of the meeting, the inspectors shall make a report in writing of any challenge or question or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be a prima facie evidence of the facts stated therein.

2.14 Electronic Participation in Meetings. Any shareholder or any shareholder's proxy may participate in any meeting of the shareholders by means of a conference telephone or similar communications device that allows all persons participating in the meeting (a) to read or to hear the meeting proceeding substantially concurrently as the proceedings occur, (b) to be read or to be heard substantially concurrently as the proceedings occur, and (c) to vote on matters to which the shareholder or shareholder's proxy is entitled to vote, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE III

BOARD OF DIRECTORS

3.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors or by such executive or other committees as the Board may establish pursuant to these Bylaws.

3.2 Number and Qualifications. The number of directors constituting the Board of Directors shall range from one (1) to five (5); initially set at one (1). The number of directors may be fixed or changed from time to time within the minimum and maximum by the Board of Directors or the Shareholders. Directors need not be residents of the State of Wyoming or shareholders of the corporation.

3.3 Election of Directors. Except as provided in Section 3.6 of this Article III, the directors shall be elected at the annual meeting of shareholders; and those persons who receive the highest number of votes shall be deemed to have been elected.

Every shareholder entitled to vote at an election of directors shall have the right to vote the number of shares standing of record in his name for as many persons as there are directors to be elected and for whose election he has a right to vote, or, if cumulative voting rights have been provided for in the corporation's Articles of Incorporation, to cumulate his vote by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. This right of cumulative voting, if available to the shareholders, shall not be exercised unless (a) the meeting notice or proxy statement accompanying the notice states conspicuously that shareholders are entitled to cumulate their votes, or (b) a shareholder or proxy holder who has the right to cumulate his votes announces in open meeting, before the voting for the directors starts, his intention so to vote cumulatively; and if such announcement is made, the chair shall declare that all shares entitled to vote have the right to vote cumulatively and shall announce the number of shares present in person and by proxy and shall thereupon grant a recess of not less than one nor more than four hours, as he shall determine, or of such other period of time as is unanimously then agreed upon.

3.4 Term of Directors. Each initial director shall hold office until the first shareholders' meeting at which directors are elected, or until such director's death, resignation or removal. The terms of every other director shall expire at the next annual shareholders' meeting following a director's election or upon such director's death, resignation or removal. The term of a director elected to fill a vacancy expires at the next shareholders' meeting at which directors are elected. Despite the expiration of a director's term, such director shall continue to serve until a qualified successor shall be elected. A decrease in the number of directors does not shorten an incumbent director's term.

3.5 Removal. Any director may be removed at any time with or without cause by a vote of the shareholders if the number of votes cast to remove such director exceeds the number of votes cast not to remove him. However, if cumulative voting is authorized, a director shall not be removed when the number of shares voting against the proposal for removal would be sufficient to elect a director if such shares were voted cumulatively at an annual election. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him. If any directors are so removed, new directors may be elected at the same meeting. A director may not be removed by the shareholders at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting, is removal of the director.

3.6 Vacancies. Any vacancy occurring in the Board of Directors, including, without limitation, a vacancy resulting from an increase in the number of directors or from the failure by the shareholders to elect the full authorized number of directors, may be filled by the shareholders or the Board of Directors, whichever group shall act first. If the directors remaining in office do not constitute a quorum of the Board, the

directors may fill the vacancy by the affirmative vote of a majority of the remaining directors.

- 3.7** Chairman of the Board. There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board. He shall be an ex officio member of all committees. He shall make a report in writing at the annual meeting of the Board of Directors stating the condition of the corporation and shall make such suggestions and recommendations as he shall deem proper for the best interests of the corporation. He shall appoint delegates and representatives to the organizations with which the corporation is affiliated. He shall have the power to call the regular and any special meetings of the Board of Directors. Until a Chairman is elected, the President of the corporation shall preside at the meetings of the Board of Directors and shareholders.
- 3.8** Compensation. The Board of Directors, in its discretion, may compensate directors for their services as such and may provide for the payment of all expenses incurred by directors in attending regular and special meetings of the Board or of the Executive Committee. Nothing herein contained, however, shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.
- 3.9** Executive Committees. The Board of Directors, by resolution adopted by a majority of the number of directors in office when the action is taken or, if greater, the number of directors required to take action pursuant to Section 4.6 of Article IV, may designate one or more directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. Each committee member serves at the pleasure of the Board of Directors. The provisions in these Bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees established by the Board.

ARTICLE IV

MEETINGS OF DIRECTORS

- 4.1** Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the shareholders. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of Wyoming, for the holding of additional regular meetings.
- 4.2** Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board of Directors, if any, by the President or any

director. Such meetings may be held either within or without the State of Wyoming, as fixed by the person or persons calling the meeting.

- 4.3** Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least three days before the meeting, give notice thereof by any usual means of communication including, but not limiting to facsimile, telephone, electronic mail or other form of electronic communication. Such notice need not specify the purpose for which the meeting is called.
- 4.4** Waiver of Notice. Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly on arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
- 4.5** Quorum. A majority of the directors fixed by these Bylaws or, if the number of directors fixed by these Bylaws has been changed by the Board of Directors or the Shareholders pursuant to Section 3.2 hereof, a majority of the number of directors in office immediately before the meeting begins, shall be required for, and shall constitute, a quorum for the transaction of business at any meeting of the Board of Directors unless the Articles of Incorporation or these Bylaws provide otherwise.
- 4.6** Manner of Acting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.7** Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (a) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting, or (b) his dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment. Such right to dissent shall not apply to a director who voted in favor of such action.
- 4.8** Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all members of the Board approve the action. The action must be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. The consent of any director pursuant hereto may be in writing or in electronic form and may be

delivered to the corporation by hand, certified or registered mail, return receipt requested, regular mail, nationally recognized courier or delivery service or, if in electronic form, by electronic mail or other electronic means. Such action will become effective when the last director signs the consent, unless the consent specifies a different date.

- 4.9** Electronic Participation in Meetings. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE V

OFFICERS

- 5.1** Officers of the Corporation. The officers of the corporation shall consist of a President, a Secretary, a Treasurer and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers and other officers (including Controllers and Assistant Controllers) as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- 5.2** Appointment and Term. The officers of the corporation shall be appointed by the Board of Directors and each officer shall hold office until his death, resignation, retirement, removal, disqualification, or his successor shall have been appointed and qualified.
- 5.3** Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board at any time with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 5.4** Resignation. An officer may resign at any time by communicating his resignation to the corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.
- 5.5** Compensation of Officers. The compensation of all officers of the corporation shall be fixed by the Board of Directors and no officer shall serve the corporation in any other capacity and receive compensation therefor unless such additional compensation be authorized by the Board of Directors.

- 5.6** Chairman of the Board. Unless otherwise specified by resolution of the Board, the Chairman of the Board shall be the Chief Executive Officer of the corporation (and may be identified as such in his title) and, subject to the direction and control of the Board of Directors, shall supervise and control the management of the corporation. The Chairman of the Board shall, when present, preside at all meetings of the directors and shareholders and, in general, shall perform all duties incident to the office of Chairman of the Board and such other duties as may be prescribed from time to time by the Board of Directors.
- 5.7** President. Unless otherwise specified by resolution of the Board, the President shall be the Chief Operating Officer of the corporation (and may be identified as such in his title) and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, in the absence of the Chairman of the Board, preside at all meetings of the shareholders. He shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be, otherwise signed or executed; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 5.8** Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice Presidents in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates of shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors. The Board of Directors may designate one or more Vice Presidents to be responsible for certain functions, including, without limitation, Marketing, Finance, Manufacturing and Personnel.
- 5.9** Secretary. The Secretary shall: (a) keep the minutes of the meetings of shareholders, of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice President, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) maintain and have general charge of the stock transfer

books of the corporation; (g) prepare or cause to be prepared shareholder lists prior to each meeting of shareholders as required by law; (h) attest the signature or certify the incumbency or signature of any officer of the corporation; and (i) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

5.10 Assistant Secretaries. In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretaries in the order of their lengths of service as Assistant Secretaries, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President, or by the Board of Directors. Any Assistant Secretary may sign, with the President or a Vice President, certificates for shares of the corporation.

5.11 Treasurer. Unless otherwise designated by the Board of Directors, the Treasurer shall be the Chief Financial Officer (and may be designated as such in his title) and, subject to the discretion of the Board of Directors, shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 6.4 of Article VI of these Bylaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the corporation that include a balance sheet as of the end of the fiscal year and an income and cash flow statement for that year, which statements, or a written notice of their availability, shall be mailed to each shareholder within one hundred twenty (120) days after the end of such fiscal year; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by these Bylaws.

5.12 Assistant Treasurers. In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President or by the Board of Directors.

5.13 Controller and Assistant Controllers. The Controller, if one has been appointed, shall have charge of the accounting affairs of the corporation and shall have such other powers and perform such other duties as the Board of Directors shall designate. Each Assistant Controller shall have such powers and perform such duties as may be assigned by the Board of Directors and the Assistant Controller shall exercise the powers of the Controller during that officer's absence or inability to act.

5.14 Delegation of Duties of Officers. In case of the absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for the time being provided a majority of the entire Board of Directors concurs therein.

5.15 Bonds. The Board of Directors may by resolution, require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Any resolution of the Board of Directors authorizing the execution of documents by the proper officers of the corporation or by the officers generally shall be deemed to authorize such execution by the Chairman of the Board, the President, any Vice President, or the Treasurer, or any other officer if such execution is generally within the scope of the duties of his office. The Board of Directors may by resolution authorize such execution by means of one or more facsimile signatures.

6.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

6.3 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE VII

CERTIFICATES FOR SHARES AND THEIR TRANSFER

- 7.1** Certificates for Shares. The Board of Directors may authorize the issuance of some or all of the shares of the corporation's classes or series without issuing certificates to represent such shares. If shares are represented by certificates, the certificates shall be in such form as required by law and shall be determined by the Board of Directors. Certificates shall be signed (either manually or in facsimile) by the Chairman of the Board, President or a Vice President and by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer. The signatures of any such officers upon a certificate may be facsimiles or may be engraved or printed. In case any officer who has signed or whose facsimile or other signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issue. All certificates for shares shall be consecutively numbered or otherwise identified and entered into the stock transfer books of the corporation. When shares are represented by certificates, the corporation shall issue and deliver to each shareholder to whom such shares have been issued or transferred, certificates representing the shares owned by him. When shares are not represented by certificates, then within a reasonable time after the issuance or transfer of such shares, the corporation shall send the shareholder to whom such shares have been issued or transferred a written statement of the information required by law to be on certificates.
- 7.2** Stock Transfer Books. The corporation shall keep a book or set of books, to be known as the stock transfer books of the corporation, containing the name of each shareholder of record, together with such shareholder's address and the number and class or series of shares held by him. Transfer of shares shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary, and on surrender for cancellation of the certificate for such shares (if the shares are represented by certificates). All certificates surrendered for transfer (if the shares are represented by certificates) shall be cancelled before new certificates (or written statements in lieu thereof) for the transferred shares shall be issued or delivered to the shareholder.
- 7.3** Restrictions on Transfer.
- (a) If the corporation has elected to be an "S corporation" under section 1362 of the Internal Revenue Code of 1986, as amended (the "Code"), no shareholder or involuntary transferee shall dispose of or transfer any shares of the corporation that he, she or it now owns or may hereafter acquire if such disposition or transfer would result in the termination of such S corporation status, unless such disposition or transfer is consented to by all shareholders of the corporation. Any

such disposition or transfer that does not comply with the terms of this Section 7.3 shall be void and have no legal force or effect and shall not be recognized on the share transfer books of the corporation as effective.

(b) If the corporation has elected to be an “S corporation” under section 1362 of the Code, every certificate representing shares of the corporation shall bear a legend prominently displayed that notes the restrictions on transfer contained in these Bylaws.

(c) The restrictions contained in this Section 7.3 shall automatically terminate on the effectiveness of the corporation’s initial registration statement for a public offering of its securities.

7.4 Fixing Record Date.

(a) The Board of Directors may fix a future date as the record date for one or more voting groups in order to determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any distribution, or in order to make a determination of shareholders for any other proper purpose. Such record date may not be more than seventy (70) days before the meeting or date on which the particular action requiring such determination of shareholders is to be taken. A determination of shareholders entitled to notice of or to vote at a shareholders’ meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

(b) If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a distribution, the close of business on the day before the first notice of the meeting is delivered to shareholders or the date on which the resolution of the Board of Directors declaring such distribution is adopted, as the case may be, shall be the record date for such determination of shareholders.

7.5 Lost or Destroyed Certificate. The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the corporation claimed to have been lost, destroyed or wrongfully taken, upon receipt of an affidavit of such fact from the person claiming the certificate of stock to have been lost or destroyed. When authorizing such issue of a new certificate, the Board of Directors shall require that the owner of such lost or destroyed certificate, or his legal representative, give the corporation a bond in such sum as the Board may direct as indemnity against any claim that may be made against the corporation with respect to the certificate claimed to have been lost or destroyed, except where the Board of Directors by resolution finds that in the judgment of the directors the circumstances justify omission of a bond.

7.6 Holder of Record. Except as otherwise required by law, the corporation may treat as absolute owner of shares the person in whose name the shares stand of record on its books just as if that person had full competency, capacity and authority to exercise all rights of ownership irrespective of any knowledge or notice to the contrary or any description indicating a representative, pledge or other fiduciary relation or any reference to any other instrument or to the rights of any other person appearing upon its record or upon the share certificate except that any person furnishing to the corporation proof of his appointment as a fiduciary shall be treated as if he were a holder of record of its shares.

7.7 Shares Held By Nominees.

(a) The corporation shall recognize the beneficial owner of shares registered in the name of a nominee as the owner and shareholder of such shares for certain purposes if the nominee in whose name such shares are registered files with the Secretary of the corporation a written certificate in a form prescribed by the corporation, signed by the nominee and indicating the following: (1) the name, address and taxpayer identification number of the nominee; (2) the name, address and taxpayer identification number of the beneficial owner; (3) the number and class or series of shares registered in the name of the nominee as to which the beneficial owner shall be recognized as the shareholder; and (4) the purposes for which the beneficial owner shall be recognized as the shareholder.

(b) The purposes for which the corporation shall recognize a beneficial owner as the shareholder may include the following: (1) receiving notice of, voting at and otherwise participating in shareholders' meetings; (2) executing consents with respect to the shares; (3) exercising dissenters' rights under Article 13 of the Wyoming Business Corporation Act; (4) receiving distributions and share dividends with respect to the shares; (5) exercising inspection rights; (6) receiving reports, financial statements, proxy statements and other communications from the corporation; (7) making any demand upon the corporation required or permitted by law; and (8) exercising any other rights or receiving any other benefits of a shareholder with respect to the shares.

(c) The certificate shall be effective ten (10) business days after its receipt by the corporation and until it is changed by the nominee, unless the certificate specifies a later effective time or an earlier termination date.

(d) If the certificate affects less than all of the shares registered in the name of the nominee, the corporation may require the shares affected by the certificate to be registered separately on the books of the corporation and be represented by a share certificate that bears a conspicuous legend stating that there is a nominee certificate in effect with respect to the shares represented by that share certificate.

- 7.8** Acquisition by Corporation of its Own Shares. The corporation may acquire its own shares and shares so acquired shall constitute authorized but unissued shares. Unless otherwise prohibited by the Articles of Incorporation, the corporation may reissue such shares. If reissue is prohibited, the Articles of Incorporation shall be amended to reduce the number of authorized shares by the number of shares so acquired. Such required amendment may be adopted by the Board of Directors without shareholder action.

ARTICLE VIII

GENERAL PROVISIONS

- 8.1** Distributions. The Board of Directors may from time to time authorize, and the corporation may make distributions to its shareholders pursuant to law and subject to the provisions of its Articles of Incorporation.
- 8.2** Seal. The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed CORPORATE SEAL.
- 8.3** Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors.
- 8.4** Amendments.
- (a) Except as otherwise provided herein and by law, these Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors.
- (b) No bylaw adopted or amended or repealed by the shareholders shall be readopted, amended or repealed by the Board of Directors, unless the Articles of Incorporation or a bylaw adopted by the shareholders authorizes the Board of Directors to adopt, amend or repeal that particular bylaw or the Bylaws generally.
- 8.5** Indemnification.
- (a) Any person who at any time serves or has served as a director or officer of the corporation or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (i) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeal therein), and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such

capacity, and (ii) payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

(b) The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the shareholders of the corporation.

(c) Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

8.6 Advance Payment of Expenses. The corporation shall (upon receipt of an undertaking by or on behalf of the director or officer involved to repay the expenses described herein unless it shall ultimately be determined that he is entitled to be indemnified by the corporation against such expenses) pay expenses (including attorneys' fees) incurred by such director or officer in defending any threatened, pending or completed action, suit or proceeding and any appeal therein whether civil, criminal, administrative, investigative or arbitral and whether formal or informal or appearing as a witness at a time when he has not been named as a defendant or a respondent with respect thereto in advance of the final disposition of such proceeding.

8.7 Directors and Officers Liability Insurance. The Board of Directors may cause the corporation to purchase and maintain "Directors and Officers Liability Insurance" for the benefit of any person who is or was serving as a director, officer, employee or agent of this corporation or for the benefit of any person who is or was serving at the request of this corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. This insurance may cover any liability incurred by such person in any capacity arising out of this status as such even if the corporation would not otherwise have the power to indemnify him against that liability.

8.8 Effective Date of Notice. Except as provided in Section 2.5 of Article II, written notice shall be effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with postage thereon prepaid and correctly addressed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

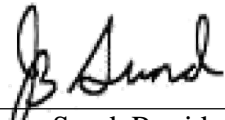
8.9 Corporate Records. Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on or be in the form of punch cards, magnetic tape, photographs, microphotographs or any other information storage device; provided that the records so kept can be converted into clearly legible written form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect the same. The corporation shall maintain at its principal office the following records: (1) Articles of Incorporation or Restated Articles of Incorporation and all amendments thereto; (2) Bylaws or restated Bylaws and all amendments thereto; (3) resolutions by the Board of Directors creating classes or series of shares and affixing rights, preferences or limitations to shares; (4) minutes of all shareholder meetings or action taken without a meeting for the past three years; (5) all written communications to shareholders for the past three years, including financial statements; and (6) a list of the names and business addresses of its current directors and officers; and (7) the corporation's most recent annual report filed with the Wyoming Secretary of State.

8.10 Amendments to Articles of Incorporation. To the extent permitted by law, the Board of Directors may amend the Articles of Incorporation without shareholder approval to: (1) delete the initial directors' names and addresses; (2) change the initial registered agent or office in any state in which it is qualified to do business, provided such change is on file with the applicable Secretary of State; (3) change each issued and unissued share of an outstanding class into a greater number of whole shares, provided that class is the corporation's only outstanding share class; (4) change the corporate name by substituting "corporation", "incorporated", "company", "limited" or the abbreviations therefor for a similar word or abbreviation or by adding, deleting or changing a geographic designation in the name; or (5) make any other change expressly permitted by the Wyoming Business Corporation Act to be made without shareholder action. All other amendments to the Articles of Incorporation must be approved by the appropriate voting group or groups as required by law.

CERTIFICATE OF ADOPTION OF BYLAWS

IN WITNESS WHEREOF, the undersigned certifies that the foregoing nineteen (19) pages were adopted as the Bylaws of the corporation by action of the Board of Directors effective as of September 24, 2018.

DATED: September 24, 2018



James Sund, President