**BYLAWS OF**

**Cheep Sleep Inc.**

Effective as of [Дата]

**ARTICLE I: GENERAL PROVISIONS**

**Section 1. Name and Purpose**

The name of the Corporation shall be **Cheep Sleep Inc.** (hereinafter referred to as the "Corporation"). The Corporation is organized for the purpose of managing and operating co-living spaces, supporting community-driven housing solutions, and collaborating with **Shinaux NPO** in providing sustainable and affordable accommodations.

**Section 2. Principal Office**

The principal office of the Corporation shall be located at **[Юридический адрес]**, with additional locations as determined by the Board of Directors.

**Section 3. Corporate Seal**

The Corporation may adopt a corporate seal in a form determined by the Board of Directors.

**ARTICLE II: BOARD OF DIRECTORS**

**Section 1. General Powers**

The business and affairs of the Corporation shall be managed by its Board of Directors.

**Section 2. Number, Qualification, and Term**

* The Board shall consist of **three (3) directors**, appointed as per the **Shareholders’ Agreement**.
* Directors shall serve for a term of **12 years**, with eligibility for reappointment.
* Directors must act in the best interest of the Corporation and avoid conflicts of interest.

**Section 3. Meetings**

* The Board shall meet at least **quarterly**.
* Special meetings may be called by the **Chairperson** or a majority of the Board with at least **7 days’ notice**.
* A quorum for meetings shall be **a majority of the Board**.

**Section 4. Decision-Making**

* Decisions shall be made by a **majority vote** of those present.
* In the event of a tie, the **Chairperson** shall have the deciding vote.

**Section 5. Removal and Vacancies**

* A Director may be removed for cause by a **two-thirds majority** of the remaining Board members.
* Vacancies shall be filled in accordance with the **Shareholders’ Agreement**.

**ARTICLE III: OFFICERS**

**Section 1. Officers and Duties**

The officers of the Corporation shall include:

* **Chief Executive Officer (CEO)** – Oversees corporate operations and strategy.
* **Chief Financial Officer (CFO)** – Manages financial planning, reporting, and compliance.
* **Secretary** – Oversees corporate documentation, compliance, and administrative functions.

**Section 2. Appointment and Removal**

* Officers shall be appointed by the Board.
* Officers serve at the discretion of the Board and may be removed by a majority vote.

**Section 3. Duties of Officers**

* **CEO**: Leads corporate initiatives, represents the Corporation, and reports to the Board.
* **CFO**: Manages budgets, financial records, and reporting requirements.
* **Secretary**: Maintains corporate records, ensures regulatory compliance, and facilitates board communications.

**ARTICLE IV: SHAREHOLDERS**

**Section 1. Meetings and Voting**

* Annual shareholder meetings shall be held at a time and place designated by the Board.
* Special meetings may be called as per the **Shareholders’ Agreement**.
* Each shareholder shall have voting rights in proportion to their equity holdings.

**Section 2. Transfer of Shares**

* Shareholders may transfer shares in compliance with the **Investment Agreement**.
* The Corporation shall have the first right of refusal on any proposed transfer.

**ARTICLE V: FINANCIAL MANAGEMENT**

**Section 1. Fiscal Year**

The fiscal year of the Corporation shall be from **[Дата начала]** to **[Дата окончания]**.

**Section 2. Dividends and Distributions**

* Profit distributions shall be made in accordance with the **Profit Sharing Agreement**.
* The Board shall determine the frequency and amount of dividend payments.

**Section 3. Financial Records and Reporting**

* The Corporation shall maintain accurate financial records and prepare annual reports.
* Shareholders shall have the right to inspect corporate records with prior notice.

**ARTICLE VI: RELATIONSHIP WITH Shinaux NPO**

**Section 1. Service Agreement**

* The Corporation shall operate under the terms outlined in the **Service Agreement** with **Shinaux NPO**.
* Payments to the Corporation from **Shinaux NPO** shall be made as per contractual terms.

**Section 2. Conflict Resolution**

* Any disputes between the Corporation and **Shinaux NPO** shall be resolved via mediation before legal action is pursued.

**ARTICLE VII: AMENDMENTS**

**Section 1. Process for Amendments**

* These Bylaws may be amended by a **two-thirds majority** of the Board of Directors.
* Proposed amendments must be submitted in writing at least **3 days** prior to a vote.

**IN WITNESS WHEREOF, these Bylaws have been adopted by the Board of Directors on this [Дата] and shall remain in effect until duly amended.**

**Signed and Acknowledged by:**

[CEO]  
Cheep Sleep Inc.

[CFO]  
Cheep Sleep Inc.

[Secretary]  
Cheep Sleep Inc.