

BYLAWS
of
BIG Idea, INC.
A Non-Profit Corporation

ARTICLE 1. OFFICES

The place where the principal business of BIG Idea, Inc. shall be transacted and the location of its business office is 506 Main Street South, Suite 2, Aberdeen, South Dakota. The Corporation may have such other or additional offices as the Board may determine from time to time.

ARTICLE 2. PURPOSE

Section 2.1 Nonprofit Purpose. BIG Idea, Inc. is a nonprofit Corporation. The primary purpose of this Corporation is to: Promote entrepreneurship in teens through education, mentorship, and competition.

The organization is organized exclusively for charitable, religious, education, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.2 Restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501 (c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3. DIRECTORS

Section 3.1. Powers and Eligibility. The corporate powers, business, and property of this Corporation shall be exercised, conducted, and controlled by a Board of Directors. The Board shall have the duty and responsibility to provide for ample and adequate records to be kept as may be necessary to show the principal corporate transactions of the

Corporation, to show the action of its Directors and Officers, and to show matters in relation to the management of its fiscal affairs, and to generally show information as may be necessary to indicate the validity and regularity of all corporate proceedings, transactions, and accounts. The Board shall be responsible for the general management and control of all of the Officers and employees of the Corporation and all of the Officers and employees of the Corporation shall at all times be under the direction of and subject to the control of the Board. The Board may exercise all of the powers that this Corporation has except as may be otherwise provided by law or restricted by the nonprofit purposes of the Corporation.

Section 3.2. Election. Directors shall be elected by a majority of sitting members of the Board of Directors at a meeting of the Board.

Section 3.3. Number. There shall be a minimum of three (3) Directors and no more than five (5) Directors.

Section 3.4. Terms. Directors shall serve a term of three (3) years. Directors may serve successive terms. Initial terms may be of a lesser term and staggered in the interests of continuity by resolution of the Board.

Section 3.5. Vacancies. In the event a vacancy occurs on the Board by reason of death, resignation, inability to act, or any other cause, such vacancy may be filled by election by the remaining Directors present at the meeting, such newly elected Director to fill the unexpired term.

Section 3.6. Compensation. The appropriate resolution may, from time to time, at the Directors' election, provide for reimbursement of out-of-pocket expenses of Directors incidental to their service as such. Directors shall not receive compensation or wages for their work, duties and responsibilities as Directors of BIG Idea, Inc.

Section 3.7. Absence. Should any member of the Board absent themselves from three (3) consecutive Board meetings without sending a communication to the President or Secretary stating his/her reason for so doing, and if his/her excuse should not be accepted by the Directors, or if any member of the Board should absent themselves from four (4) or more consecutive Board meetings for any reason, their seat on the board may be declared vacant, and the remaining Directors present at the meeting may proceed to elect a replacement Director.

Section 3.8. Removal. Any one or more of the Directors may be removed at any special meeting called for that purpose either with or without cause, at any time, by a two-thirds (2/3) vote of the Directors whom are present at the special meeting.

ARTICLE 4. MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Time and Place. Meetings of the Board shall be held from time to time as the Board may determine, at such location as the Board may determine, either upon its

own resolution or at the call of the President or any two (2) Directors upon five (5) days notice to each Director specifying the time, place, and purpose of any such meeting. While notices of meetings shall generally specify the purpose of the meeting and its character as either regular, or special, any business which may be properly transacted by the Board may be transacted at any regular or special meeting irrespective of whether it be a regular or special meeting and irrespective of the purpose that may have been stated in the notice except as otherwise provided in sections 3.8, 5.4, 13.1 and 13.2. Annual meetings of the Board shall be held each year. Regular recurring meetings of the Board known by the Directors as to time and place shall not require notice or special resolution. Meetings may be held in person or virtually.

Section 4.2. Waiver of Notice. Notice of any meeting of the Board may be dispensed with if all of the Directors shall sign a waiver of notice and consent to the meeting and the same be entered in the minutes of the Board. A meeting of the Board, notice for which is so waived, may be held at any time or place by the Directors.

Section 4.3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of any business properly within the powers and province of the Board.

Section 4.5. Records. The Board shall cause to be completed a record of minutes of all of its proceedings at any and all meetings held by it and all resolutions acted upon by it, whether passed or rejected, shall be contained in such record of minutes. The President may appoint a person to act as the Recording Secretary, who need not be a member of the Board, to keep the record and minutes of the proceedings. In other cases, the Secretary shall keep and record the minutes. In all cases, the Secretary shall be responsible for the maintenance and custody of such records.

ARTICLE 5. OFFICERS

Section 5.1. Election. The Board shall elect all Officers at a meeting of the Board. Officers shall serve a term of no more than three (3) years. Officers may serve successive terms. Initial officers of the Corporation shall be elected at the Organizational Meeting. Any additional or successor Officers elected at or after that time shall serve a term to expire simultaneously with the remaining Officers.

Section 5.2. Vacancies. In the event an Officer vacancy occurs by reason of death, resignation, inability to act, or any other cause, such vacancy may be filled by election by the Board, any newly elected Officer to fill the unexpired term.

Section 5.3. Compensation. The appropriate resolution may, from time to time, at the Directors' election, provide for reimbursement of out-of-pocket expenses of an Officer incidental to their service as such. Officers shall not receive compensation or wages for their work, duties and responsibilities as Officers of BIG Idea, Inc.

Section 5.4 Removal. Any one or more of the Officers may be removed at any special meeting called for that purpose either with or without cause, at any time, by a two-thirds (2/3) vote of the Directors whom are present at the special meeting.

Section 5.5. Qualifications. Officers need not be members of the Board.

Section 5.6. Officers. The Officers may consist of a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as from time to time shall be chosen and appointed by the Board. The Board may delegate powers to Officers and assign them duties not herein specifically designated for such Officers, and may authorize such Officers to employ and discharge employees in connection with the department of such Officers or in connection with any duties assigned to such Officers.

Section 5.7. President. The President shall have general charge and control of the affairs of the Corporation, subject to control of the Board. The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board, shall in general supervise and control all the business affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Board to some other agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President.

Section 5.8. Vice-President. The Vice-President shall perform such duties as may be assigned to him/her by the Board. In case of the death, disability, or absence of the President, the Vice President shall perform and be vested with all of the duties and powers of the President.

Section 5.9. Secretary. The Secretary of the Corporation shall keep a record of the minutes of the proceedings at all Board meetings. The Secretary shall have custody of all books, records, contracts, and papers of the Corporation except such as shall be in charge of some other Officer or person authorized to have custody and possession thereof by resolution of the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or according to law. The Secretary shall be custodian of the corporate records and of any seal of the Corporation and see to it that such corporate seal be affixed authorized to be executed on behalf of the Corporation.

Section 5.10. Treasurer. The Treasurer shall ensure that the Directors make a written report to the Board showing the financial condition of the Corporation at each Board meeting. The Treasurer shall periodically examine the books of the Corporation. The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation, and shall receive and give receipts for all moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in depositories as selected in accordance with these Bylaws.

Section 5.11. Restrictions on Officers' Authority. The Officers shall not borrow money or pledge any corporate assets as security for any loans of the Corporation prior to express authorization from the Board. No Officer may enter into any contract with the Corporation without express authorization and diligent review and inquiry of and by the Board.

ARTICLE 6. MEMBERS

The corporation has no members.

ARTICLE 7. COMMITTEES

The President may establish a variety of working or ad hoc committees as necessary. The committee members need not be members of the Board. The Board of Directors may appoint committees with powers of the Board only upon a majority vote of the Board.

ARTICLE 8. FINANCIALS

Section 8.1. Contracts and Agents. The Board may authorize any Officer or Officers, agent or agents to enter into a specific contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or may be confined to a specific instance or transaction. In accordance with generally accepted accounting principles, all checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such authorized Officers or agents, and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.2. Deposit. All corporate funds shall be periodically deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may designate.

Section 8.3. Revenues/Funds. The Board may accept in the name of and on behalf of the Corporation any contribution, gift, grant, contract bequest, or devise for any nonprofit purpose of the Corporation. Any revenue or income generated by the Corporation shall only be used or expended for the Corporation's nonprofit purpose.

Section 8.4. No Loans. No loans shall be made by the Corporation to its Directors, Officers or Employees.

ARTICLE 9. BOOKS AND RECORDS

Article 9.1. Record Keeping. The Corporation shall keep correct and complete books, records of accounts and tax returns and shall also keep minutes of the proceedings of its Board, and other committee meetings having the authority of the Board. The record keeping shall be the responsibility of the Directors and staff (if any). The Board shall

have the responsibility of assuring the accuracy of those records. Records pertaining to the Corporation shall be maintained for at least five (5) years.

Article 9.2 Public Inspection. The Corporation must make available for public inspection its approved application for recognition of tax exemption to the Internal Revenue Service (if one is made) with all supporting documents and its last three (3) annual information federal tax returns. Pursuant to the Taxpayer Bill of Rights, the Corporation is required to provide copies of these documents upon request without hindrance or charge, other than a reasonable fee for reproduction and copying costs.

ARTICLE 10. INDEMNIFICATION

The Corporation may indemnify any person according to the provisions of SDCL sections 47-22-65.1, et seq and 47-23-27, et seq. as may be amended from time to time.

ARTICLE 11. CONFLICTS OF INTEREST

Section 11.1. Duality of Interest. Any perceived or actual duality or conflict of interest or possible conflict of interest on the part of any Director or Officer shall be disclosed to the Board and made a matter of record in the minutes of the Board meetings at any time when the duality or possible conflict of interest first becomes known to the person who may have such duality or conflict.

Section 11.2. Abstention from Voting. Any member of the Board having a duality of interest or any possible conflict of interest which could conflict with the interests of this Corporation shall abstain from voting on the matter in question and shall abstain from using his personal influence in any way on the matter. His vote shall not be counted in determining the quorum for the meeting, even where otherwise permitted by law. The minutes of the meeting shall reflect that a disclosure was made, his abstention from voting, and the quorum situation.

Section 11.3. No Nepotism Regarding Employees. No Member of the Board nor any Officer may recommend any relative for employment by the Corporation, nor supervise such a person as an employee of BIG Idea, Inc. For purposes of this section “relative” means a spouse, child, grandchild, sibling or parent of an Officer or Director.

Section 11.4. Other Participation. Nothing contained herein shall be construed to prevent the Director from briefly stating his/her position on the matter, nor from answering pertinent questions from other Directors, since his knowledge may be of great assistance to the Corporation and the Board in reaching a decision.

ARTICLE 12. AMENDMENTS

Section 12.1 Amendments to Bylaws. The power to alter, restate, amend, or repeal the Bylaws of BIG Idea, Inc., or adopt new Bylaws is expressly reserved to the Board and

may only be accomplished by a majority vote of all the Directors at a regular or special meeting called for that purpose.

Section 12.2 Amendments to Articles. The power to alter, restate, amend, or repeal the Articles of Incorporation of BIG Idea, Inc., or adopt new Articles of Incorporation is expressly reserved to the Board and may only be accomplished by a majority vote of all the Directors at a regular or special meeting called for that purpose.

ARTICLE 13. DEFINITIONS

Section 13.1 Special Meeting. A “special meeting” means any meeting of the Board which is called for a specific purpose or purposes including annual meetings, regularly scheduled meetings, and meetings scheduled for a particular time and place.

Section 13.2 Board. The “Board” means the presently serving members of the Board of Directors of BIG Idea, Inc.

Section 13.3. Gender and Number. All terms used in these Bylaws, regardless of the number **or** gender in which they are used, shall be deemed and construed to include all other number, and **all** other gender, as the context or sense of these Bylaws or any section, subsection, or clause herein may require as if such terms had been fully and properly written in such number or gender.

Section 13.4 Headings. Article and section headings are for convenience and reference only and shall not be used to limit, amplify or otherwise affect the meaning of any provision of these Bylaws.

ARTICLE 14. FISCAL YEAR

The fiscal year of BIG Idea, Inc. shall begin on the 1st of January and end on the 31st of December of each year.

KNOW ALL BY THESE PRESENTS: That the foregoing Bylaws were duly adopted as the Bylaws of BIG Idea, Inc. on the 10 day of October, 2022, and that the same do now constitute the Bylaws of the corporation.

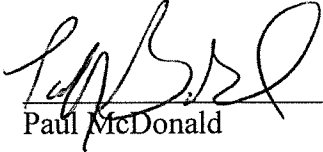
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with the signatures of each director to follow.)*



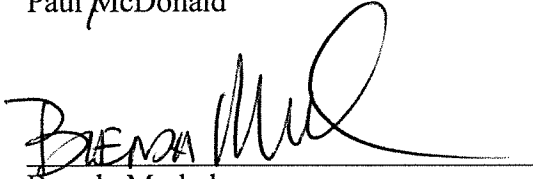
Pat Gallagher



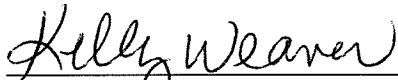
Nathan Gellhaus



Paul McDonald



Brenda Merkel



Kelly Weaver

Here ends the Bylaws of BIG Idea, Inc.