

EUSDA CORPORATION

BYLAW

A For Profit Corporation

ARTICLE I NAME, PURPOSE AND MEMBERS OF THE CORPORATION

Section 1 - Name of the Corporation

The Corporation shall be called EUSDA Corporation. The Corporation's registered office is located in Woodbridge, Prince William County Virginia.

Section 2 - Post Office Address

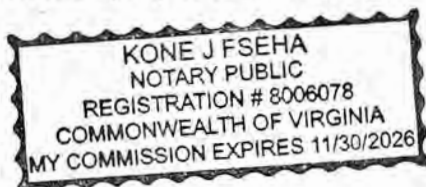
The Post Office Address of EUSDA Corporation shall be: 12708 Harborview Court, Woodbridge, VA, 22192. The Corporation may also have offices at such other places within the District of Columbia, Maryland and Virginia (DMV) Area as the Board of Directors may from time to time designate, or as the business of the Corporation may require.

Section 3 - Purpose of the Corporation

The purpose for which EUSDA Corporation is formed is to engage in any economic activities, including but not limited to: Real Estate Investment and Development, Social Services, Transportation Services, Healthcare Services, Food Services, Parking Lots' Administration, Property Management etc..., and to pursue any other lawful business activities which are reasonably incidental to the realization of the investment objectives of this Corporation, as may be determined by the Board of Directors.

Section 4 - Membership

- i) Membership of EUSDA Corporation is open to all "Ethiopian People" resident in the United States of America who agrees to comply with these Bylaws and all other laws governing Corporations in the Commonwealth of the State of Virginia.
- ii) Any Ethiopian Person wishing to become a member of EUSDA Corporation shall submit an application which shall be reviewed and approved or denied by the Board of Directors.
- iii) The term "Ethiopian People" shall be established by birth or fact of marriage provided the interested party is 18 years of age or above.



- iv) Membership shall be conferred to an "Ethiopian Person" as here-above defined after payment of a minimum sum of \$200 which is the equivalent of 2 (two) EUSDA Corporation's shares, as described in Article VI.
- v) "Special Membership" shall be available by extension of this section (upon application and approval by the Board of Directors) to any person of "Non Ethiopian" origin who agrees to comply with EUSDA Corporation's Articles of incorporation and these Bylaws.

Section 5 - Duration

The term of existence of EUSDA Corporation shall be perpetual. Consequently, this Corporation shall continue in business until the mutual consent of the shareholders determines otherwise, or as a result of due legal process.

Section 6 - Shareholders' Commitment

- i) Guided by the force in the strength of unity, conscious of the benefits of pulling our resources together, and holding these values to be reflective of our individual believes, the shareholders of EUSDA Corporation agree to establish these BYLAWS, as the governing guidelines of the internal affairs of this Corporation.
- ii) Each Shareholder shall as such, provide to the best ability his other skills, talents, and experiences to promote the successful operation of EUSDA Corporation and not to engage in any activities that may compromise the objectives of this Corporation.

ARTICLE II MEETINGS OF SHAREHOLDERS

Section 1 - Place and Conduct of Meetings

The Annual General Meeting (AGM) of Shareholders of EUSDA Corporation shall be held at such time and place within or without the Commonwealth of the State of Virginia as shall be designated by the Board of Directors and as shall be stated in the notice of the meeting. Shareholders not physically present in person at a meeting of shareholders may participate in a meeting of shareholders by means of electronic transmission or similar means of communication.

Section 2 - Annual General Meeting (AGM)

The Annual General Meeting of Shareholders will be held each year on a date and at a time designated by the Board of Directors. The Annual General Meeting of Shareholders must be held within two (2) months after the end of the Corporation's fiscal year, every year.

The Annual General Meeting of Shareholders shall be held for the purpose of electing Officers and Members of the Board of Directors and for the transaction of any other proper business within the power of the shareholders as may come before the meeting.

Section 3 - Extraordinary Special Meetings

Special meetings of shareholders may be held upon call by the President or the majority of the Board of Directors, or a majority of the shareholders upon request in writing, at such time and at such place within or without the State of Virginia as may be fixed in the call and stated in the notice setting forth such call. Such request and such notice shall state the purpose of the proposed meeting.

Section 4 - Notice of Shareholders' Meetings

All notices of meetings of shareholders shall, except as otherwise required by law, be sent at least 10 days before the date of such meeting to each shareholder of record entitled to vote at the meeting at his or her address as it appears on the records of the Corporation. The notice will specify the place, date, and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the Annual General Meeting, those matters that the Board of Directors, at the time of giving the notice, intends to present for action by the shareholders.

Section 5 - Manner of Giving Notice

Notice of any Shareholders' Meeting will be given either by first-class mail or email, addressed to the shareholder at the physical or electronic address appearing on the Corporation's books or given by the shareholder to the Corporation for purposes of notice and other communications.

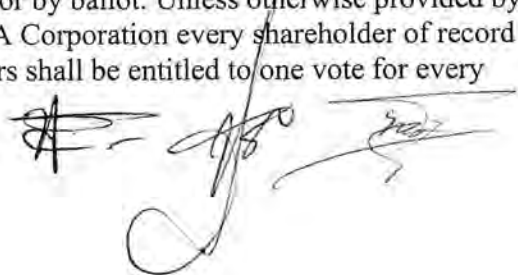
- i) Any meeting may be held without notice if all of the shareholders entitled to vote thereat are present in person or by proxy at the meeting, or if notice is waived by those not so present in person or by proxy.

Section 6 - Quorum

At every meeting of the shareholders, the presence of the holders of a majority of the shares entitled to vote at any meeting of the shareholders, represented in person or by proxy will constitute a quorum for the transaction of business. The vote of the majority of such quorum shall be sufficient for the transaction of any business, unless otherwise provided by law. If the meeting cannot be organized because a quorum has not been attended, those present in person or by proxy may adjourn the meeting from time to time by vote of the holders of a majority of the shares represented thereat, but no other business shall be transacted at such meeting.

Section 7 - Voting

The shareholders' vote may be by voice vote or by ballot. Unless otherwise provided by law or the articles of incorporation of EUSDA Corporation every shareholder of record entitled to vote at any meeting of Shareholders shall be entitled to one vote for every

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share of stock standing in his or her name on the records of the Company. In the election of Officers or Directors, all votes shall be cast by ballot or show of hand and the persons having the greatest number of votes shall become Officers or Directors, as the case may be.

Section 8 - Proxies

Shareholders of record and entitled to vote may vote at any meeting held in person or by proxy, authorized by any means permitted by these Bylaws or under the provision of the Virginia Stock Corporation Act (2006 Code of Virginia), or other applicable law.

Section 9 - Inspectors

The Board of Directors shall appoint two or more persons to act as inspectors or judges at any election of Officers or Directors or for the conduct of the Corporation's business requiring a vote. Such inspectors or judges of election shall take charge of the polls and after the balloting shall make a certificate of the result of the vote taken. In case of a failure to appoint inspectors, or in case an inspector shall fail to attend, or refuse or be unable to serve, the Chairman of the meeting may appoint, or the shareholders may elect an inspector or inspectors to act at such meeting.

Section 10 - Notice of Business

At any meeting of the shareholders, only such business shall be conducted as shall have been brought before the meeting (i) by or at the direction of the Board of Directors or (ii) by any shareholder of EUSDA Corporation who is a shareholder of record at the time of giving of the notice.

Section 11 -Requirements of Timely Notice

At any meeting of the shareholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before a meeting, business must be: (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, or (ii) otherwise properly brought before the meeting by a shareholder.

Section 12 - List of Shareholders

Every year, prior to the holding of each Annual General Meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of voting shares registered in the name of each, will be prepared by the Secretary and CEO of EUSDA Corporation. Such list will be kept or caused to be kept on file at the registered office of the Corporation for a period of ten (10) days prior to such meeting and will be subject to inspection by any shareholder at any time during usual business hours. The complete list of the shareholders shall be prima facie evidence as to who are the shareholders entitled to examine such list or to vote at



any such meeting of shareholders.

ARTICLE III BOARD OF DIRECTORS

Section 1 - Number of the Board of Directors

to any limitation in the article of Incorporation, the business and affairs of EUSDA Corporation Subject shall be managed and all corporate powers shall be exercised by, or under the direction of the Board of Directors elected by the shareholders. The Board of Directors shall consist of nine members: i) the President, ii) the Vice President, iii) the Treasurer, iv) the Secretary, v) the CEO and four Honorary members, one of whom shall serve as a legal adviser and another one shall serve as shareholders affairs advisor. The elected nine members of the Board of Directors shall subsequently convene a separate meeting to name the President, the Vice President, the Treasurer, the Secretary, the CEO and the four Honorary Members.

Section 2 – General Powers of the Board of Directors

Such general powers shall include (but not be limited to the following):

- a) Approves the nomination of all officers that directly report to the CEO.
- b) Removes, when necessary, all officers from their duties.
- c) Determines the compensations or salaries, and rewards of all officers, including the CEO.
- d) Change the Principal Executive Office or the Principal Business Office in the State of Virginia from one location to another (as may be, in the best interest of EUSDA Corporation); and cause the Corporation to be qualified to do business in any other jurisdiction.
- e) Authorizes the issuance of shares of stock of the Corporation on any lawful terms and make such financial decisions, such as the declaration and payment of dividends to shareholders.
- f) Borrows money and incur indebtedness on behalf of EUSDA Corporation.
- g) Provide policy guidance and decides on directions of the Corporation.
- h) Approves the budget of the Corporation.
- i) Enters into, signs and approves Contracts, and when necessary delegate officials to act on its behalf, and
- j) As per recommendations by the CEO, the Board of Directions shall approve new departments or organizational structures as necessary.

Section 3 - Election and Term of Board of Directors

All members of the Board of Directors will be elected at EUSDA Corporation's Shareholders' Annual General Meetings, for a term of 4 (four) years, renewable, pursuant to the procedures this bylaw. However, the five organizing committee



members in the formation of the Corporation shall continue to serve as board members for the first one term duration to facilitate the smooth operation and growth of the Corporation.

Eligible Persons

Persons who are nominated in accordance with the following procedures only shall be eligible for election by the shareholders as directors of the EUSDA Corporation.

Nominations

Nominations of persons for election as Directors of the Corporation may be made at a meeting of shareholders (i) by or at the direction of the Board of Directors, (ii) by any committee or person appointed by the Board of Directors or (iii) by any shareholder of the Company entitled to vote for the election of Directors at the meeting.

Continuity

After the elections of a new Board of Directors, Two members of the existing board (Namely the Treasurer and any other member, unanimously designated by the existing board) shall continue to serve, prior to "office handover) and until a new Board of Directors is installed).

Section 4- Vacancies

A vacancy in the Board of Directors will be deemed to exist: if a Director dies, resigns, or is removed by the shareholders; a court of appropriate jurisdiction enters a felony conviction against the Director or declares the Director of unsound mind; or if the authorized number of Directors is increased.

If a vacancy occurs on the Board of Directors:

- (a) The shareholders may fill the vacancy;
- (b) The Board of Directors may fill the vacancy; or
- (c) If the Directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of Directors remaining in office.

Section 5 - Place of Meetings; Meetings by Electronic Communications

In accordance with these Bylaws EUSDA Corporation's Board of Directors shall hold regular quarterly meetings. (A minimum of 4 meetings shall be held per year). Meetings of Directors shall be held at any place within or outside the Commonwealth of the State of Virginia, designated by the Board of Directors. Directors not physically present in person at a meeting of the Board of Directors



may participate in a meeting of the Board of Directors by means of electronic transmission or similar means of communication.

Section 6 -Directors 'Meeting

Immediately after each Annual Shareholders' Meeting, the Board of Directors shall hold their first regular (quarterly) meeting at the same place, or at any other place that has been designated by the Board of Directors, to consolidate the activities of the preceding Annual Meeting, to consider unfinished businesses of the preceding Annual Meeting or to consider other businesses for future meetings, as may be desired.

Section 7 - Special Meetings

Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman of the Board, the President, the Vice President, the Secretary, or any two Directors.

Section 8- Quorum

A majority of the authorized number of Directors will constitute a quorum for the transaction of business.

Section 9 – Committees

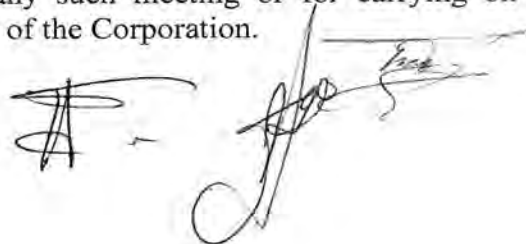
The Board of Directors shall, by resolution or resolutions passed by a majority of the whole Board, appoint committees (as deem fit, for specific purposes, viz): Ad hoc, standing, finance or special, from time to time, from among their own number, or otherwise (including shareholders), and confer powers on such committees and revoke such powers and terminate the existence of such committees at its pleasure.

All actions taken by any such committee or committees shall be presented to the Board of Directors for deliberations, and follow up actions, as deemed fit.

Section 10- Compensation of Directors

The Board of Directors shall fix the fee to be paid to each Director, Officer or a member of a committee for attendance at any meeting of the Board or of any committee thereof, and may, in its discretion, authorize payment to Directors of traveling expenses incurred in attending any such meeting or for carrying on specific assignments relating to the business of the Corporation.

Section 11–Removal

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Any Director may be removed from office at any time, with or without cause, and another elected in his or her place, by the vote of the holders of record of a majority of the shareholders of EUSDA Corporation entitled to vote thereon, at an Annual General Meeting or Special Meeting of shareholders called for such purpose.

Section 12 – President of the Board of Directors and Duties

The President manages, executes and runs the organization on behalf of the shareholders. The President of the Board of Directors shall moderate all shareholders' and Board Meetings and exercise any other duties and obligations described in these Bylaws or set forth in the Governance Guidelines of this Corporation. The powers and responsibilities of the President of the Board of Directors may be modified from time to time at the discretion of shareholders.

Section 13 – The Vice President of the Board of Directors

In the absence or disability of the President, the President's duties and responsibilities will be carried out by the Vice President. The Vice President shall also perform any other duties as may be assigned by the President.

Section 14 - The Treasurer

- i) The Treasurer shall be responsible for managing corporate risk, including liquidity, credit, operational and currency risk and advise the Board of Directors on overall financial policy and position of the Corporation.
- ii) The Treasurer shall plan and develop financial policy regarding company investments, stock and value of the share.
- iii) The Treasurer shall keep and securely administer the records of shareholders.
- iv) The Treasurer shall design and forecast the corporation's capital and operational budget and present to the Board of Directors.
- v) The Treasurer shall prepare and present Financial Reports during Shareholders' Meetings.

Section 15 – The Secretary

- i) The Secretary shall ensure that meetings are effectively organized and shall be responsible for keeping, maintaining and effectively administering all records of the corporation.
- ii) Minutes. The Secretary shall write and keep minutes of all of Meetings.
- iii) Record of Shareholders. The Secretary will keep a record of shareholders.
- iv) Notice of Meetings. The Secretary will give notice of all shareholders' meetings and board meetings for which notice is required by statute or by these Bylaws.
- v) The Secretary shall also be responsible for communications and



- correspondences
- vi) The Secretary shall establish and maintain a database and information system for the Board of Directors.

Section 16 - The CEO

The CEO runs the Corporation's business under the direction of the Board.

ARTICLE IV EXECUTIVE OFFICERS

Section 1-Executive Officers

The Executive Officers of the Corporation shall comprise of: i) the Chief Executive Officer (CEO), ii) Financial Officer, iii) Marketing and Membership Officer, iv) Project Studies Officer, v) the Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed for the purpose of conducting the business of the Corporation.

Section 2: Election of the Chief Executive Officer

The Chief Executive Officer of EUSDA Corporation shall be elected pursuant to Article 3, Section 1 & 3 of the bylaw of Directors..

Section 3 - Appointment of Other Officers

Other officers (employees) of the Corporation will be selected by the CEO and approved by the Board of Directors.

Section 4 - Removal and Resignation of Officers

Any officer chosen by the Board of Directors may be removed at any time, with or without cause or notice, (and in compliance with applicable laws) by the Board of Directors. Any officer may resign at any time by giving written notice to the Corporation. Upon receipt of such notice, the board of Directors shall meet to take appropriate action in the circumstances.

Section 5 - Vacancies in Offices

A vacancy in any office resulting from an officer's death, resignation, removal, or disqualification, or from any other cause, will be filled in the manner prescribed in these Bylaws, depending upon whether or not the subject officer was elected or appointed.

Section 6 - Functions of the Executive Officers



a) The Chief Executive Officer.

- i) The CEO will be the EUSDA Corporation's General Manager and Chief Executive Officer, subject to the control of the Board of Directors.
- ii) The CEO will have general supervision, direction, and control over the Corporation's day to day business and its officers.
- iii) The managerial powers and duties of the CEO will include, but not limited to, all the general powers and duties of management of the Corporation which are delegated or assigned to him/her by the Board of Directors.
- iv) The CEO conducts project studies of the Corporation's businesses and executes the projects upon the approval of the Board of Directors.

b) Financial Officer

The Financial Officer shall:

- i) Be the Chief Financial Officer of EUSDA Corporation and shall keep and maintain according to GAAP procedures and principles, adequate and correct books and records of accounts of the Corporation such as: assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account will at all reasonable times remain open to inspection by the Chief Executive Officers and the Board of Directors.
- ii) Prepare and present annual financial reports to be presented to the Board of Directors.
- iii) Deposit monies and other valuables in the name and to the credit of EUSDA Corporation with such depositories as may be designated by the board of directors.
- iv) Disburse the funds of the Corporation in payment of the just demands against the Corporation as authorized by the Board of Directors.
- v) Render to the CEO and the Board of Directors, whenever requested, an account of all his or her transactions.

c) Marketing and Public Relations Officer

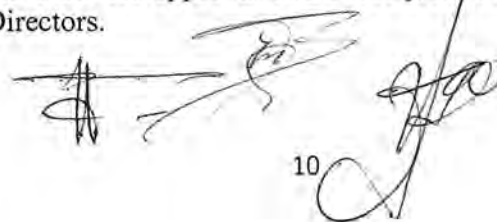
The Marketing and Public Relations Officer shall:

- i) Be responsible for the promotion, development and growth of the Corporations.
- ii) Perform other related and such duties as may be assigned by the CEO of the Corporation.

d) Project Studies Officer

The Project Studies Officer shall:

- i) Carry-out project studies on various business sectors which shall be implemented to fulfill the Corporation's business objectives.
- ii) Conduct the pre-feasibility and feasibility project studies and present to the CEO for approval and subsequent recommendations to the Board of Directors.



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**ARTICLE V
GENERAL CORPORATE MATTERS**

Section 1 - Authorized Signatories for Checks

All checks or other evidences of indebtedness issued in the name of or payable to will be signed or endorsed by the President or the Vice President in his absence, the CEO and the Treasurer. The President can confer such powers by way of delegation to the CEO of EUSDA Corporation in writing to sign checks.

Section 2. Executing Corporate Contracts and other Legal Instruments

Except as otherwise provided by the laws of the Commonwealth of the State of Virginia or these Bylaws, the Board of Directors by resolution, may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the Corporation.

**ARTICLE VI
CAPITAL STOCK**

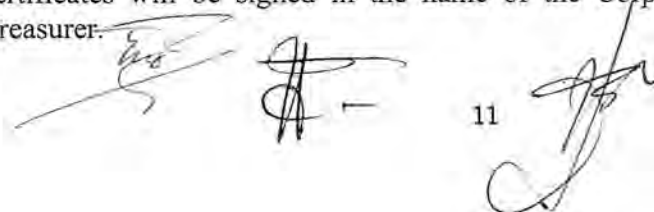
Section 1 – Shares

EUSDA Corporation shall raise its capital by way of shares issued to eligible members, in accordance with the membership clause.

- i) A share of EUSDA Corporation shall be worth \$100.00
- ii) Each registered shareholder of EUSDA Corporation must acquire a minimum of two shares, valued at \$200.00.
- iii) The total number of authorized shares that may be acquired by each registered member may not exceed the par value of \$1600.00, the equivalent of 16 shares in total, until such time as may be determined by the Board of Directors.
- iv) New members may only acquire shares at the first Shareholders' Meeting of the year.
- v) Registered Members may increase the par value of their shares only at the first Shareholders' Meeting of the year.

Section 2 - Certificates for Shares

Ownership of shares in EUSDA Corporation shall be evidenced by a Certificate or Certificates for Shares. A Certificate for Shares of the capital stock of EUSDA Corporation will be issued to each shareholder when any of the shares are fully paid. All certificates will be signed in the name of the Corporation by the President and the Treasurer.



Section 3 – Dividends

Dividends upon the outstanding shares of the Corporation may be declared by the Board of Directors at any regular or special meeting. Dividends may be declared and paid in cash, in property, or in shares of the Corporation, subject to the provisions relating to types of shares. The Board of Directors may fix in advance a record date for the purpose of determining shareholders entitled to receive payment of any dividends, such record date not to be more than sixty(60) days prior to the payment date of such dividends, or the Board of Directors may close the stock transfer books for such purpose for a period of not more than sixty days prior to the payment date of such dividends.

Section 4– Reserves

The Board of Directors of EUSDA Corporation may create by resolution out of the surplus of the Corporation such reserve or reserves as the Directors from time to time, in their discretion, deem proper to provide for contingencies, or to equalize dividends, or to repair or maintain any property of the Corporation, or pay bills for running cost, or for such other purpose or purposes as the Directors may deem beneficial to the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 5 - Types of Shares

EUSDA Corporation shall issue two types of shares, namely: **Preferred Shares and Common Shares**. Each Share Type Certificate shall be marked as such, subject to their respective legal attributes as defined in these Bylaws. This provision grants to the Board of Directors the exclusive rights to establish guidelines for the allocation of the various types of shares.

i) Preferred Shares

Holders of Preferred Shares shall be entitled to some priority or preference in payment as against Common Shareholders. This priority or preference may either be in the payment of dividends or in the making of distributions in the event of liquidation of corporate assets. Preferred shareholders shall thus, be paid off before the Common Shareholders (but still after debt holders). A preference or priority simply means that holders of Preferred Shares shall be entitled to a specific and fixed distribution which may vary from time to time (subject to the determination by the Board of Directors in any given case, depending on the financial state of the Corporation) before anything can be paid on to the Common Shareholders. **Preferred Stockholders shall also have veto powers in exceptional circumstances, such as stalemates, in the conduct of the business of the Corporation.**

ii) Common Shares

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Common Shares represent ownership in a company and a claim (dividends) on a portion of profits as determined by the Board of Directors. Investors of Common Shares are paid dividends only after Preferred Shareholders have been paid. If the company goes bankrupt and liquidates, the Common Shareholders will not receive money until the creditors, bondholders and Preferred Shareholders have all been paid off.

Section6- Lost Certificates

No new certificates for shares will be issued to replace old certificates, unless the old certificate is surrendered to the Corporation for cancellation at the same time. If share certificates or certificates for any other security have been lost, stolen, or destroyed, the Board of Directors may authorize the issuance of replacement certificates on terms and conditions as required by the Board of Directors.

Section7 - Transfer of Shares

The share of the Corporation may be transferable, subject to the provisions of this section.

- i) The shares of stock of EUSDA Corporation shall be transferable on the books of the Company by the holders thereof in person or by duly authorized attorney, upon surrender and cancellation of certificates for a like number of shares, with duly executed assignment and power of transfer endorsed thereon or attached thereto, and with such proof of the authenticity of the signatures as the Company or its agents may reasonably require.
- ii) All shareholders of this Corporation are entitled to name a beneficiary to their estate in case of death, insanity or other incapacity as may be adjudicated by the laws of the Commonwealth of the State of Virginia.
- iii) In the event a member desires to sell all or a portion of his or her acquired shares, the Board of Directors shall first offer such shares to existing members of EUSDA Corporation before contacting the general public.

ARTICLE VII CORPORATE RECORDS

Section 1 – Records

EUSDA Corporation shall keep such books and records as may be required by applicable law, including but not limited to financial records, minutes of meetings, legal documents and all relevant documents relating to the business activities of this Company.

Section 2 –Inspection

Shareholders of the EUSDA Corporation shall have the right to inspect the books and records of the Corporation as provided by the laws of the State of Virginia.



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Section 3 –Auditing

The affairs and records of this Corporation shall be subject to as required by law or as may from time to time be determined by the President and or the Board of Directors, or a majority of the shareholders.

- i) EUSDA Corporation shall establish and maintain a reasonable accounting system that enables auditors to readily identify corporate assets, expenses, costs of running the Corporation, and use of funds. The auditors shall have the right to audit, to examine, and to make copies of or extracts from all financial and related records (in whatever form they may be kept, whether written, electronic, or otherwise). Such records shall include, but not be limited to, accounting records, written policies and procedures; subcontract files (including proposals of successful and unsuccessful bidders, bid recaps, etc.); all paid vouchers including those for out-of-pocket expenses; other reimbursement supported by invoices; ledgers; cancelled checks; deposit slips; bank statements; journals; original estimates; estimating work sheets; contract amendments and change order files; supporting documentation; insurance documents; payroll documents; timesheets; memoranda; and correspondences.
- ii) For the auditing purposes referred to in this section, the Board of Directors shall appoint three members (who are neither Executive Officers nor Board Members), during the 3rd Quarter Board Meeting (or when and if an audit is requested) to conduct an audit of the financial affairs of the Corporation. Auditors shall have powers to demand all documents and records from all interested parties to facilitate this process of checking the accuracy of the Corporate books and provide an Audit Report during the following (last Annual) Meeting of the year. Such report shall not replace and shall be different from the Annual Financial Report prepared by the Treasurer.

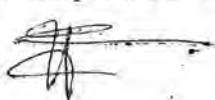
ARTICLE VIII FISCAL YEAR

The Fiscal Year of EUSDA Corporation shall begin on the 1st Day of October in each year and shall end on the 30th day of September of the following year.

ARTICLE IX MISCELLEANOUS

Section 1 - Corporate Seal

The “Corporate Seal” of EUSDA Corporation shall be circular in form and thereon shall be inscribed - EUSDA Corporation—“a Corporation of the State of Virginia - 2016”.



Section 2 – Severability

Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

Section 3 - Bank Accounts

EUSDA Corporation shall operate savings and checking accounts with any bank or banks within or without the State of Virginia. Signatories to these bank accounts shall be provided and executed in accordance with Article V, Section (I) above.

Section 4 -Indemnification

EUSDA Corporation will indemnify its Directors, Officers and other persons designated to the fullest extent permitted by the Business Organizations Code and may, if and to the extent authorized by the Board of Directors, so indemnify any other person whom it has the power to indemnify against liability, reasonable expense or other matter whatsoever.

Section 5 – Conflict of Interest

- i) Any Director, Officer or Shareholder will be disqualified from voting or (conducting business on a specific matter on behalf of EUSDA Corporation) where that Director, Officer or Shareholder deals or contracts as the vendor or purchaser, if such dealing or contracting will give rise to a conflict of interest, direct or indirect.
- ii) “Conflict of Interest” is hereby defined as a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity, when such a person is charged with the responsibility of acting on behalf of the Corporation.
- iii) “Conflict of Interest” also includes a situation that has the potential to undermine the impartiality of a person because of the possibility of a clash between the person's self-interest and professional interest or the Corporate interest of EUSDA Corporation.

Section 6 -Insurance

EUSDA Corporation may at the discretion of the Board of Directors purchase and maintain insurance on behalf of the Corporation and any person whom it has the power to indemnify pursuant to the laws of the State of Virginia.

Section 7 Bonding

EUSDA Corporation may secure a bond to protect the Corporation from loss in the event of defalcation (misappropriation of funds) by a person trusted with its charge, which bond may be in such form and amount and with such surety as the Board of Directors may deem appropriate.



Section 5 – Social Responsibility

- i) Shareholders of EUSDA Corporation shall come to the assistance of other members in case of death in the family, through levies for individual contributions.
- ii) Death in the family shall mean the death of a shareholder or of his or her child (below 18 years).
- ii) For the purposes of this section, shareholders who are parents of a deceased child shall be treated as individuals when it concerns the benefit award described-here-below.
- iv) Any shareholder who is a victim as in “ii” above shall receive \$20,000.00 for the shareholder death and the sum of \$5,000.00 for the death of member’s child below 18 years of age.

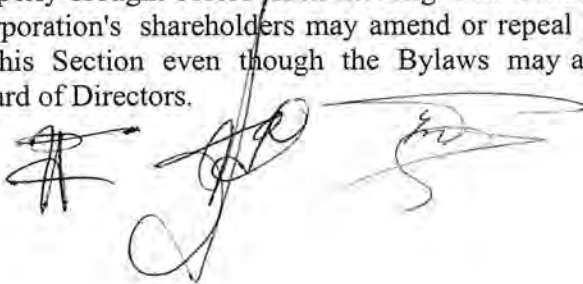
**ARTICLE X
AMENDMENTS**

Section 1 - By the Board of Directors

The Board of Directors may amend or repeal these Bylaws except to the extent that the Corporation's articles of incorporation or Virginia State Law reserves this power to the shareholders.



Section 2 - By the Shareholders

These Bylaws may be amended or repealed at any regular meeting of shareholders, or at any special meeting of shareholders, provided notice of such action shall have been properly brought before such meeting in a manner provided in these Bylaws. EUSDA Corporation's shareholders may amend or repeal the Corporation's bylaws as provided in this Section even though the Bylaws may also be amended or repealed by the Board of Directors.



CERTIFICATION OF THE ADOPTION OF THE BYLAWS

The undersigned, of EUSDA Corporation hereby certify that the foregoing is a true and correct copy of the Bylaws of this Corporation adopted as of 01/14/2017 by the Founding Executive Committee Members of EUSDA

Name	Signature
1. Assegid S. Merin, Chairman	
2. Abebe Mandefro, Accountant	
3. Getachew Mitiku, Treasurer	
4. Solomon Tadesse, Secretary	
5. Alemayehu Haileselassie, Member	

AMMENDMENTS MADE ON 25TH JUNE 2022

1, ARTICLE 1,

Section2- Post Office Adress

The Post Office...shall be 5100 Leesburg Pike, Suite 304, Alexandria VA 22301,..

2. ARTICLE 1

Section4- Membership

iv)...payment of minimum sum of \$1000 which is equivalent of 10 (ten) EUSDA Corporation's shares, as described in Article VI. . The minimum sum is subject to change by the board of directors as deemed appropriate.

3. ARTICLE II

Section 2 - Annual General Meeting (AGM)

- i) The Annual General Meeting of Shareholders will be held each year on a date and at a time designated by the Board of Directors. The Annual General Meeting of Shareholders must be held within two (2) months after the end of the Corporation's fiscal year, every year.
- ii) The Annual General Meeting of Shareholders is the highest body of EUSDA Corporation which shall be held for the purpose of electing Members of the Board of Directors, the internal auditors and for the transaction of any other proper business within the power of the shareholders as may come before the meeting.

4. ARTICLE III

Section 1 - Number of the Board of Directors

... The Board of Directors shall consist of eleven members: i) the President, ii) the Vice President, iii) the Treasurer, iv) the Secretary, v) the CEO and six Honorary members, one of whom shall serve as a legal adviser and another one shall serve as shareholders benefits advisor. The elected eleven members...meeting to name the President, the Vice President, the Treasurer, the Secretary, the CEO and the six Honorary Members.



5. ARTICLE III

Section 3 - Election and Term of Board of Directors

... the five organizing committee members in the formation of the Corporation shall continue to serve as board members to facilitate the smooth operation and growth of the Corporation.

6. ARTICLE IV

Section 1-Executive Officers

... iv) Project Studies & Evaluation Officer v) Project Implementation Officer, vi) the Corporation may...

7. ARTICLE IV

Section -- Functions of Executive Officers

e) Project Implementation Officer

The Project Implementation Officer shall;

- a) follows up all approved projects are implemented as planned
- b) Makes sure all project are executed to the best interest & benefit of the Corporation and reports on any such variations for action,
- c) Prepares interim & final reports on the execution of the projects.

8. ARTICLE VI CAPITAL STOCK

Section 1 – Shares

- ii) Each registered new shareholder of EUSDA Corporation must acquire a minimum of ten shares, valued at \$1000.00.
- iii) The total number of authorized shares that may be acquired by each registered member may not exceed the par value of \$10,000.00, the equivalent of 100 (one hundred shares in total, until such time as may be determined by the Board of Directors.

9. ARTICLE VI

Section5--Types of Shares

i) Preferred Share

... such as stalemates, in the conduct of the business of the Corporation.
The list of the 52 preferred share is attached with this bylaw.



**N A M E S O F
P R E F E R R E D S H A R E H O L D E R S**

1/	Assegid	Shenegelign	A00001
2/	Solomon	Tadesse	A00002
3/	Getachew	Metiku	A00003
4/	Abebe	Mandefro	A00004
5/	Alemayehu	H/S	A00005
6/	Gizachew	Tadesse	A00006
7/	Eshetie	Mulugieta	A00007
8/	Mulugieta	Haile	A00008
9/	Tekeste	W/M	A00009
10/	Teshome	Mekonnen	A00010
11/	Taye	Wogderese	A00011
12/	Kassahun	Teka	A00012
13/	Mulu	Kassa	A00013
14/	Daniel	Bogale	A00014
15/	Aderaw	Workie	A00015
16/	Tariku	Bekele	A00016
17/	Astray	Addis	A00017
18/	Solomon Eshetu	Gedefaw	A00018
19/	Ayelech	Shenegelegn	A00019
20/	Tadesse	Firdawoke	A00020
21/	Sara	Teka	A00021
22/	Theodros	Alemu	A00022
23/	Ambachew	Worota /Dr.	A00023
24/	Abebe Endalew	Mekonen	A00024
25/	Mulugieta	Berihane	A00025
26/	Melaknesh	Kassa	A00026
27/	Tamene	G/Mariam	A00027
28/	Mesfin	Behaylu	A00028
29/	Tsehaytu	Desta Kassa	A00029
30/	Gizaw	H/S	A00030
31/	Daniel	Wubie	A00031
32/	Dagnachew	Demisie	A00032
33/	Merete	Alamrew	A00033
34/	Dawit	Negash	
35/	Mamo	Aejerie	A00035
	Kirubiel	Asegid	A00036
37/	Lij Seifemicael	Zewdie	A00037
38/	Fekadu	Gebrie	A00038
* 39/	Etetu	Kibreselassie	A00039
40/	Girma	Daba	A00040
41/	HaileGebriel	Ayalew	A00041





42/	Mogese	Zewdie Mekonen	A00042
43/	Sirak	Belayneh	A00043
44/	Teferi	Abteu	A00044
45/	Estifanos	G/S W/M	A00045
46/	Aynalem	Gebbru	A00046
47/	Birhanu	Bahru	A00047
48/	Cap. Ashebir	Gebre	A00048
49/	cap. Kumlachew	Admassu	A00049
50/	Binyam	Demissie	A00050
51/	Solomon	Abate	A00051
52/	Annisu	Abdisu	A00052


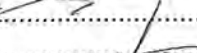
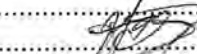
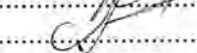
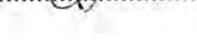




ARTICLE VII
Section 3 –Auditing

- i) For the auditing purposes referred to in this section, the Meeting of Share holders shall appoint three members (who are neither Executive Officers nor Board Members) to conduct an audit of the financial affairs of the Corporation. Auditors shall have powers to demand all documents and records from all interested parties to facilitate this process of checking the accuracy of the Corporate books and provide an Audit Report during the following (last Annual) Meeting of the year. Such report shall not replace and shall be different from the Annual Financial Report prepared by the Treasurer.

AMMENDED BY

- | | |
|--|--|
| 1. ASSEGID SHENEGELEGN-----President |  |
| 2. ABEBE MANDEFRO-----V/President..... |  |
| 3.SOLOMON TADESSE-----Secretary..... |  |
| 4. GETACHEW METIKU-----C E O |  |
| 5. Dr. SIRAK BELAYNEH-----Member..... |  |