Bylaws — Alta Group Corporation

1. Board of Directors

- Composition: Company executives, and appointees of Class A shareholder.
- Voting: Each director = 1 vote; CEO has **tie-breaking vote** and **absolute veto**.
- Quorum: Minimum 50% of board members present.
- Duties: Strategic oversight, major corporate decisions, supervision of subsidiaries. The Board of Directors shall oversee all registered subsidiaries of Alta Group Corporation, including Citadel Bank, which is wholly owned by Alta Group. The Board may provide operational guidance and coordinate activities for unincorporated subsidiaries (Strata Resources, Keystone Strategies, Landmark Properties, Citadel Financial Group), which are legally owned by the Alta Group CEO.
- Meetings: Quarterly or as called by CEO.
- Removal/Appointments: Only Class A shareholders (12700k) may add or remove directors.

2. Officers

- CEO/President: 12700k (permanent until retirement/incapacity)
- CFO: Razorsharpbread
- Subsidiary CEOs: Appointed by board; Subsidiary CEOs of unincorporated sole proprietorships report operationally to the Alta Group CEO, who may advise and coordinate strategy, but Alta Group Corporation does not legally own these entities.
- Officers serve until resignation, removal by Class A, or successor elected

3. Dividends

- Declared at the discretion of the board
- Class B receives dividends only if board approves

4. Corporate Governance

- Conflicts of interest: Directors/officers must disclose conflicts; business judgment rule applies

- Fiduciary duties: Duty of care and loyalty to corporation and shareholders

5. Indemnification of Officers

Section 1. Indemnification Generally. Alta Group Corporation shall indemnify and hold harmless any officer or director of the corporation as provided in applicable law and this article.

Section 2. Specific Indemnification of CEO Regarding Subsidiaries. Recognizing that its Chief Executive Officer own and operate certain subsidiaries as a sole proprietor, Alta Group Corporation hereby agrees to indemnify and hold harmless its Chief Executive Officer from any losses, damages, liabilities, costs, and expenses (including reasonable attorneys' fees) arising out of or relating to the operation of said subsidiaries. This indemnification is extended only to the extent such losses, damages, liabilities, costs, and expenses are directly caused by actions taken by the CEO in their capacity as an officer of Alta Group Corporation while directing or overseeing the activities of those subsidiaries.

6. Amendment of Bylaws

- Only Class A shareholder may approve changes to the bylaws

- Board may recommend amendments but cannot enforce them without Class A approval