Bylaws of Citadel Bank Inc.

Adopted by the Incorporator and Class A Shareholder

Article I – Offices

1. The Corporation shall conduct its business within the Commonwealth of Redmont.

2. The Corporation may establish additional offices as determined by the Board of Directors.

Article II – Shareholders

1. **Class A Shares** – The sole Class A shareholder, Alta Group Corporation, shall exercise all rights under law and these Bylaws, including but not limited to:

    - Appointment and removal of directors;

    - Approval of amendments to the Certificate of Incorporation;

    - Approval of dissolution;

    - Authorization of new share issuance.

2. **Other Share Classes** – No additional share classes shall exist unless authorized by amendment of the Certificate of Incorporation.

Article III – Meetings of Shareholders

1. **Annual Meeting** – An annual meeting of shareholders shall be held only if required by law. As sole shareholder, Alta Group Corporation may waive annual meetings and act by written consent.

2. **Special Meetings** – May be called by the Presidentor by resolution of the Board of Directors.

3. **Voting Power** – All shareholder actions shall be taken solely by the Class A shareholder.

Article IV – Board of Directors

1. **Authority** – The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, subject always to the reserved powers of the Class A shareholder.

2. **Composition** – The initial Board of Directors shall consist of:

    - **12700k** – President

    - **Razorsharpbread** – Chief Executive Officer

3. **Appointment & Removal** – Directors shall be appointed and may be removed at any time, with or without cause, solely by the Class A shareholder.

4. **Quorum & Voting** – A quorum shall consist of both directors. Actions require a majority of the Board unless otherwise reserved to the Class A shareholder.

5. **Fiduciary Duties** – Directors owe the Corporation and its shareholders duties of care and loyalty as defined under the Legal Entity Act.

Article V – Officers

1. **President**

    - Held permanently by **12700k** until resignation, incapacity, or retirement.

    - Responsible for ultimate oversight and representation of the Corporation.

    - Retains veto authority over all Board decisions.

2. **Chief Executive Officer (CEO)**

- Held by **Razorsharpbread** unless resignation (14-day notice) or removal for cause by the Class A shareholder.

- Responsible for day-to-day management, reporting to the President.

3. **Additional Officers** – The Board may appoint additional officers, subject to Class A shareholder approval.

Article VI – Committees

The Board may create committees for specific functions. No committee may exercise authority reserved to the Class A shareholder.

Article VII – Share Register

The Corporation shall maintain a Share Register as required by the Legal Entity Act. Ownership of all shares shall be posted in the Company Docket.

Article VIII – Amendments

These Bylaws may be amended by majority vote of the Board of Directors, subject always to approval by the Class A shareholder.

Article IX – Dissolution

The Corporation may be dissolved only by resolution of the Class A shareholder, in accordance with the Legal Entity Act.

Adopted and Approved by the Incorporator and Class A Shareholder on behalf of Alta Group Corporation:

12700k

President & Group President
Alta Group Corporation