

**BYLAWS
OF
OPEN SOURCE ECOLOGY
A NONPROFIT CORPORATION**

**ARTICLE I
NAME**

The Corporation shall be known as Open Source Ecology (the “Corporation”).

**ARTICLE II
PURPOSES AND RESTRICTIONS**

The mission of the Corporation is to empower and engage people around the world to build industrial machinery and establish enterprises for bringing production back to communities. The Corporation manages an open source innovation development pipeline that translates conventional technology into the public domain under a free license for everyone’s benefit. The Corporation also provides hands-on education and training that cover job skills and enterprise development as well as distance-education programs to facilitate independent replication of the technology and enterprise startup anywhere in the world.

The purposes of the Corporation shall also be those non-profit purposes stated in the Articles of Incorporation, as they may be amended. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to, any Director, Officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

**ARTICLE III
OFFICES**

The principal office of the Corporation in the State of Missouri shall be located in Maysville, Missouri. The Corporation may have such other offices within or without said County as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The Corporation shall maintain a registered agent whose address shall be the same as that of the registered office of the Corporation.

ARTICLE IV
MEMBERS

The Corporation shall have no Members with voting rights.

ARTICLE V
BOARD OF DIRECTORS

A. Management. The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors, consisting of not less than three (3) and no more than twelve (12) persons. The number of Directors constituting the Board shall be as fixed from time to time by the Board of Directors.

B. Term and Election of Directors. Marcin Jakubowski shall serve as a Designated Director until removed or resigns pursuant to Article V, Paragraph C, below. The term of office of the remaining Directors shall be one (1) year. The Directors shall be elected each year, in a self-perpetuating manner, at the annual meeting of the Board of Directors, the Directors so elected filling the place of retiring Directors. Vacancies occurring in the Board of Directors, including vacancies due to an increase in the number of Directors, may be filled by the Directors then in office. Any Director may succeed himself or herself indefinitely.

C. Removal and Resignation. Any Director may resign at any time by giving written notice to the Board of Directors; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation of any Officer shall be tendered to the Secretary and shall be effective upon receipt by the Corporation. Any Director may be removed, with or without cause, at a meeting of the Board of Directors at which a quorum is present; provided, however, that (i) a Director elected by the Board of Directors may be removed by the Board of Directors only at a meeting called for the purpose or removing the Director and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is removal of the Director and (ii) a Designated Director may only be removed by amendment to the Bylaws. Any such resignation or removal shall take effect at the time specified therein.

D. Annual Meetings. The annual meeting of the Board of Directors shall be held in the month of January of each year, and shall be held for the purpose of electing new Officers and transacting such other business as may come before the meeting.

E. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two (2) Directors.

F. Meetings. Meetings of the Board of Directors, regular or special, may be held at any place either within the State of Missouri, or from time to time by resolution of the Board of Directors. Meetings of the Board of Directors shall be held upon such notice as provided herein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

G. Participation Through Electronic Communication. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

H. Action Without Meeting. Any action which is required to be or may be taken at a meeting of the Directors, or any committee established by the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

I. Notice. Notice of any annual, regular or special meeting shall be given at least ten (10) days previous thereto by written notice delivered either personally, by telegraph, teletype, facsimile, or other form of wire or wireless communication, or by mail to each Director at his or her business or home address. Such notice shall be deemed effective pursuant to the provisions of the Missouri Nonprofit Corporations Act. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Any Director may request that a regular or special meeting be postponed for up to thirty (30) days from the date given in the notice. However, no meeting shall be postponed more than thirty (30) days from the date given in such notice unless agreed to be a majority of the Directors.

J. Quorum. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

K. Manner of Acting and Rules of Order. In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of incorporation, these Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order.

ARTICLE VI **OFFICERS**

A. Number and Election. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Vice President, Assistant Secretary and Assistant Treasurer. All Officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present including newly-elected members, and said Officers shall hold office at the pleasure of the Board until the next Annual Meeting and until

their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term.

B. President. The President shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, shall perform all such other duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors.

C. Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of the Corporation, shall cause notices of all meetings of the Board of Directors and committees to be given to the members thereof, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

D. Treasurer. The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to his or her office and as the Board or the President may from time to time determine. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

E. Removal and Resignation. Any Officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

ARTICLE VII **GENERAL PROVISIONS**

A. Contracts, Etc., How Executed. Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

B. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any Officer or Officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

C. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President or Treasurer, or by any other Officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

ARTICLE VIII **CONFLICT OF INTEREST**

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnerships, association, or organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present.

ARTICLE IX **INDEMNIFICATION**

A. Mandatory Indemnification. The Corporation shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

B. Permissive Indemnification.

(1) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of

another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

(3) To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

(4) Any indemnification under subsections (1) and (2) of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount

unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Missouri Nonprofit Corporation Act or any other provision of law, the Articles of Incorporation of the Corporation or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(7) The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (6), to any person who is or was a Director, Officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of the Corporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in these Bylaw or agreement of the Corporation which has been adopted by a vote of the Board of Directors of the Corporation, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(8) For the purpose of this section, references to the "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, Officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

(9) For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Director, Officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

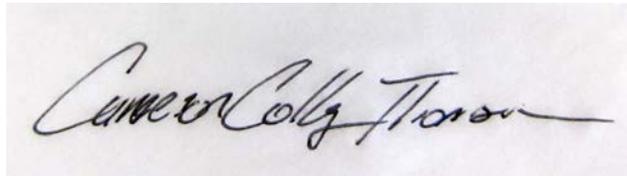
C. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, or agent of the Corporation, or who, while a Director, Officer, employee, or agent of the Corporation, is or was serving at the request

of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, Officer, employee, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under section (A) or (B) above.

ARTICLE X
AMENDMENTS TO ARTICLES AND BYLAWS

Any amendments to the Articles of Incorporation or the Bylaws of the Corporation must be approved by the vote of at least eighty-five percent (85%) of the entire Board of Directors.

The foregoing Bylaws were adopted as of the 9th day of April, 2012.

A rectangular box containing a handwritten signature in cursive script that reads "Colby Thomson".

COLBY THOMSON, Secretary