

BY-LAWS OF [NAME], A _____ CORPORATION

ARTICLE I - OFFICES

1.1 The principal office of the Corporation shall be established and maintained at _____ [street address], in the City of _____, County of _____, State of _____. The Corporation may also have offices at such places within or without the State of _____ as the Board of Directors may from time to time establish.

ARTICLE II - SHAREHOLDERS

2.1 ANNUAL MEETINGS. The annual meeting of the shareholders of the Corporation shall be held on the ____ day of _____ of each year or at such other time and place designated by the Board of Directors. Business transacted at the annual meeting shall include the election of Directors and all other matters properly to come before the meeting. If the designated day shall fall on a Sunday or legal holiday, the meeting shall be held on the first (1st) business day thereafter.

2.2 SPECIAL MEETINGS. Special meetings of the Shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than ten (10%) of all the shares entitled to vote at the meeting. A meeting requested by Shareholders shall be called for a date not less than ten (10) nor more than thirty (30) days after the request is made, unless the Shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or Shareholders requesting the meeting shall designate another person to do so.

2.3 PLACE. Meetings of Shareholders shall be held at the principal place of business of the Corporation or at such other place as may be designated by the Board of Directors.

2.4 NOTICE. Written notice to each Shareholder entitled to vote stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the meeting. If any Stockholder shall transfer his stock after notice, it shall not be necessary to notify the transferee. Any Stockholder may waive notice of any meeting either before, during or after the meeting.

2.5 QUORUM. The majority of the Shares entitled to vote, represented in person or by Proxy, shall constitute a Quorum at a meeting of Shareholders, but in no event shall a Quorum consist of less than one-third (1/3) of the Shares entitled to vote at the meeting. After a Quorum has been established at a Shareholders' meeting, the subsequent withdrawal of Shareholders, so as to reduce the number of Shares entitled to vote at the meeting below the number required for a Quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

2.6 PROXY. Every Shareholder entitled to vote at a meeting of Shareholders, or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by Proxy. The Proxy must be signed by the Shareholder or his attorney-in-fact. No Proxy shall be valid after the expiration of six (6) months from the date thereof, unless otherwise provided in the Proxy.

ARTICLE III - DIRECTORS

3.1 BOARD OF DIRECTORS. The business of the Corporation shall be managed and its corporate powers exercised by a Board of Directors consisting of [no. of board members] members, each of whom shall be of majority age. It shall not be necessary for Directors to be Shareholders.

3.2 ELECTION AND TERM. The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of the Corporation and each Director shall hold office until a successor has been elected and qualified, or until such Director's prior resignation or removal.