

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.

3.3 VACANCIES. If the office of any Director, member of a committee or other officer becomes vacant, the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until a successor shall be duly chosen.

3.4 REMOVAL OF DIRECTORS. A Director may be removed with or without cause by vote of a majority of all of the stock outstanding and entitled to vote at a special meeting of Stockholders called for that purpose.

3.5 NUMBER OF DIRECTORS. The number of Directors may be increased by amendment of these By-Laws and by the affirmative vote of a majority in interest of the Stockholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify.

3.6 RESIGNATION. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board, and the acceptance of the resignation shall not be necessary to make it effective.

3.7 QUORUM. A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, those present may adjourn the meeting to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

3.8 PLACE AND TIME OF MEETINGS. The Board may hold its meeting at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine.

3.9 NOTICE OF MEETINGS. A regular annual meeting of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors either personally, by mail or by wire. Special meetings shall be called by the President or the Secretary on the written request of ____ Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice before or after the meeting or who attends the meeting without protesting the lack of notice to him prior thereto or at its commencement.

3.10 REGULAR ANNUAL MEETING. A regular annual meeting of the Board shall be held immediately following the annual meeting of Stockholders at the place of such annual meeting of Stockholders.

3.11 EXECUTIVE AND OTHER COMMITTEES. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members and executive committee and one or more other committees each of which, to the extent provided in such resolution shall have and may exercise all the authority of the Board of Directors, except as is provided by law.

3.12 COMPENSATION. No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board, a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

THIS IS A 5-PAGE DOCUMENT.