

## CORPORATE BYLAWS

Of

Company name \_\_\_\_\_

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### ARTICLE I:

#### Company Formation

**1.01 FORMATION:** This Corporation is formed pursuant to the laws of the State of \_\_\_\_\_.

**1.02 CORPORATE CHARTER COMPLIANCE:** The Board of Directors (the "Board") acknowledges and agrees that Articles of Incorporation were filed with the relevant state authority and all filing fees were satisfied.

**1.03 REGISTERED OFFICE & REGISTERED AGENT:** The registered office of the corporation shall be as stated in the Articles of Incorporation, unless amended. The Corporation must maintain a statement of acceptance from the Corporation's current registered agent.

**1.04 OTHER OFFICES:** The Corporation may have other offices as selected by the Board.

**1.05 CORPORATE SEAL:** The Board may adopt a corporate seal of their choosing. Use of a corporate seal is not required.

**1.06 PURPOSE:** This Corporation is formed to engage in any lawful business purpose.

**1.07 ADOPTION OF BYLAWS:** These corporate bylaws are adopted on behalf of the Corporation.

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### ARTICLE II:

#### Board of Directors

**2.01 INITIAL MEETING OF THE BOARD:** The Board conducted the initial meeting necessary to begin the Corporation's operations.

**2.02 POWERS AND NUMBERS:** Management of the Corporation's affairs shall be under the direction of the Board. The number of directors is listed in the Articles of Incorporation, and may be amended as needed.

**2.03 DIRECTOR LIABILITY:** Directors must act in good faith, with reasonable care, and in the Corporation's best interests to be immune from liability arising from official acts.

(Sections for classes of directors, quorum, notice, remuneration, loans, indemnification, etc., follow similar language as appropriate.)

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### ARTICLE III:

#### Shares

**3.01 AUTHORITY TO ISSUE:** The Corporation is authorized to issue any class of shares or securities convertible into shares, with Board approval.

**3.02 RESTRICTIONS:** Shares may only be issued as described in the Articles of Incorporation and through Board approval.

(Other details for share certificates, fractional shares, share transfers, etc.)

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## **ARTICLE IV:**

### **Shareholders**

**4.01 SHAREHOLDER MEETING PLACE:** Shareholder meetings shall be held at the Corporation's principal office or as determined by the Board.

**4.02 ANNUAL MEETING TIME:** The annual shareholder meeting must be held on \_\_\_\_\_, at the hour of \_\_\_\_\_.

(Additional details on voting rights, proxies, quorum, etc.)

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## **ARTICLE V:**

### **Officers**

**5.01 DESIGNATIONS:** The Corporation shall have a President, a Secretary, and a Treasurer elected by the Board.

**5.02 APPOINTMENT AND TERM OF OFFICE:** Officers are appointed by the Board, holding office until they resign, die, or are removed as provided.

**5.03 REMOVAL OF OFFICERS:** Officers or agents may be removed by the Board at any time, without prejudice to any contractual rights.

(Additional details for specific officer duties follow.)

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## **ARTICLE VI:**

### **Capital & Finance**

**6.01 DIVIDENDS:** Dividends may be declared by the Board and paid from surplus earnings as per state law requirements.

**6.02 RESERVES:** The Board may set aside corporate funds for dividends, property maintenance, or other purposes before distribution of earnings.

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## **ARTICLE VII:**

### **Books and Records**

**7.01 MEETING MINUTES:** The Corporation must keep accurate minutes of proceedings for shareholders and Board meetings.

**7.02 SHAREHOLDER LIST:** The Corporation shall maintain a list of shareholders at its principal office or with a transfer agent.

(Additional sections on accounting records, inspection rights, etc.)

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## **ARTICLE VIII:**

### **Notices**

**8.01 MAILING OF NOTICE:** Notices may be delivered personally or by mail, deemed delivered on the fifth business day after mailing.

**8.02 E-NOTICE PERMITTED:** Communications may be sent via electronic transmission to the known electronic address on file.

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## **ARTICLE IX: Special Corporate Acts**

**9.01 EXECUTION OF WRITTEN INSTRUMENTS:** Contracts or other corporate documents must be executed by the President or an authorized officer.

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## **ARTICLE X:**

### **Amendments**

**10.01 BY SHAREHOLDERS:** These Bylaws may be altered by a majority vote of outstanding shares at any regular or special shareholder meeting.

**10.02 BY DIRECTORS:** The Board of Directors may alter the Bylaws, subject to shareholder repeal or modification.

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These bylaws are adopted by the Corporation's Board on this \_\_\_\_ day of \_\_\_\_, 20.

**Signature of Director:**

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