

BY-LAWS

OF

A <State> Corporation

ARTICLE I. OFFICES

The registered office of the Corporation in the State of <State> shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the State of <State> as the Board of Directors may, from time to time, determine.

ARTICLE II- MEETING OF SHAREHOLDERS

Section 1 Annual Meetings: (Section 600)

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Directors.

Section 2 Special Meetings: (Section 600)

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors.

Section 3 Place of Meetings: (Section 600)

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of <State> as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of <State>.

Section 4-Notice of Meetings: (Section 601)

(a) Written or printed notice of each meeting of shareholders, whether annual or special, shall be signed by the president, vice president or secretary, stating the time and place where it is to be held, and (i) in the case of a special meeting, the general nature of the business to be treated, or (ii) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the shareholders, and (iii) when such meeting is being called for the election of Directors, the names of the Director nominees intended at the time of the notice to be presented by the Board for election.

(b) Notice of any shareholders' meeting or any report shall be given either personally or by first-class mail, or, if the Corporation has outstanding shares held of record by five-hundred or more persons on the record date for the shareholders' meeting, notice may be sent by third-class mail, or other means of written communication addressed to the shareholder at the address of such shareholder appearing on the Corporations books or given, by the shareholder to the Corporation for the purpose of notice; or if no such address appears or is given, at the place where the

principal executive office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located.

*Unless otherwise stated herein, all references to "Sections" in these By-Laws refer to those sections contained in Title I of the <State> General Corporation Law.

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Such notice shall be given not less than ten or more than sixty days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in the United States mail, or sent by other means of written communication, addressed to the shareholder as it appears on the share transfer records of the Corporation or to the current address, which a shareholder has delivered to the Corporation in a written notice.

(b) An affidavit of mailing of any notice or report in accordance with the <State> Corporations Law, executed by the secretary, assistant secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

(c) If any notice or report addressed to any shareholder at the address of such shareholder appearing on the Corporation's books is returned to the Corporation by the United States postal service marked to indicate that the United States postal service is unable to deliver the notice or report to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal executive office of the Corporation for a period of one year from the date of the giving of the notice or report to all other shareholders.

(d) Upon written request to the Chairman of the Board, President, Vice president or Secretary by any person, other than the board, entitled to call a special shareholders' meeting, the officer receiving such notice shall give notice to the shareholders entitled to vote that such a meeting shall be held not less than thirty-five nor more than sixty days after the receipt of such request. If notice is not given within twenty days after receipt of such request, the person making such request may give the notice or the superior court of the proper county shall summarily order the giving of the notice, after notice to the Corporation giving it an opportunity to be heard. The court order to give such notice may include, without limitation, orders designating the time and place of the meeting, the record date for determination of shareholders entitled to vote and the form of notice to be given.

(e) Further notice of a shareholders' meeting is not necessary when such meeting is adjourned to another time or place if the time and place thereof are announced at the meeting at which the adjournment is taken; provided that if such adjournment is more than forty-five days after the meeting at which the adjournment is taken or that after the adjournment a new record date is fixed for the adjourned meeting, then a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 5. Waiver of Notice: (Section 601)

Notice shall not be required to be given to any shareholder who signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes of such meeting or who attends such meeting without objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Such waiver, consent or approval shall be filed with the Corporation records or made a part of the minutes of the meeting.

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Section 6. Quorum: (Section 602)

(a) Except as otherwise provided herein, or by law, or in the Articles of Incorporation* (such Articles and any amendments thereof being hereinafter collectively referred to as the “Articles of Incorporation”), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

(b) The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

*In no event shall a quorum consist of less than one-third of the Corporation’s shares entitled to vote, and if the Corporation is a close corporation, a quorum shall not exceed a majority of the shares entitled to vote.

(c) Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

Section 7- Voting and Acting: (Sections 602 & 700)

(a) Except as otherwise provided by law, the Articles of Incorporator, or these Bylaws, any corporate action shall be taken by the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present and shall represent the act of all the shareholders of the Corporation.

(b) Except as otherwise provided by statute, the Articles of Incorporation, or these bylaws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his name on the books of the Corporation.

(c) Where appropriate communication facilities are reasonably available, any or all shareholders shall have the right to participate in any shareholders’ meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are

able to hear each other.

Section 8 Proxies: (Section 705)

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself, his authorized officer, director, employee or agent or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his attorney-in-fact hereunto duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of shareholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. If any shareholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the shareholder upon all of the persons so designated unless the shareholder provides otherwise.

Section 9 Action Without a Meeting: (Section 603)

Unless otherwise provided for in the Articles of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if written consents are signed by a majority of the shareholders of the Corporation, except, however, the Directors of the Corporation may not be elected by less than unanimous written consent of all shares entitled to vote for the election of such Directors, and if a different proportion of voting power is required by law, the Articles of Incorporation or these Bylaws, than that proportion of written consents is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1 Number, Term, Election and qualifications: (Section 301 & 308)

(a) The first Board of Directors and all subsequent Boards of the Corporation shall consist of (), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The Board of Directors or shareholders shall have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless the Certificate of Incorporation of the Corporation or these Bylaws so require.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these Bylaws, by a plurality of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his election, unless their terms are staggered in the Articles of Incorporation of the Corporation or these Bylaws, or until his prior death, resignation or removal.

(d) All Directors of the Corporation shall have equal voting power unless the Articles of Incorporation of the Corporation provide that the voting power of individual Directors or classes of Directors are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the

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Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Corporation, every reference in these Bylaws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be

required by the Articles of Incorporation.

Section 2 .Duties and Powers: (Section 300)

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under <State> state law, in the Articles of Incorporation or by these Bylaws, are expressly conferred upon or reserved to the shareholders or any other person or persons named therein.

Section 3 .Regular Meetings Notice: (Section 307)

(a) A regular meeting of the Board of Directors shall be held either within or without the State of <State> at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting.

Section 4 .Special Meetings; Notice: (Section 307)

(a) Special meetings of the Board of Directors may be called by the Chairperson of the Board or the President or any Vice President or the Secretary or any two Directors.

(b) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof

(c) Except as otherwise required by statute, written notice of special meetings of the time, date and place of such meeting, shall be mailed directly to each Director, addressed to him at his residence or usual place of business, or delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegraph, electronic mail or other electronic means, not later than four days, if mailed and if delivered personally or by telephone or telegraph, forty-eight hours before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mails, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purposes or purpose of the meeting.

Section 5 .Waiver of Notice: (Section 307)

Notice of any meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior to its commencement, the lack of notice to him, or who submits a signed waiver of notice, or a consent to holding the meeting or an approval of the minutes

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thereof whether before or after the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6 .Notice of Adjourned Meetings: (Section 307)

Notice of an adjourned meeting need be given to all Directors who were not present at the time of the adjournment prior to the time of the adjourned meeting, unless such meeting is adjourned for twenty-four hours or less.

Section 7 .Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall

preside, and in his absence, any other director chosen by the Board of Directors shall preside.

Section 8. Quorum and Adjournments: (Section 307)

(a) At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at 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 who were present at the adjourned meeting.

Section 9. Manner of Acting: (Section 307)

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Articles of Incorporation, or these bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof

(c) Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

(c) Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board.

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of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 10- Vacancies: (Section 305 & 306)

(a) If the Articles of Incorporation of the Corporation or if this is a shareholder adopted Bylaw, except for a vacancy created by the removal of a Director, a vacancy in the Board of Directors may be filled by an affirmative vote of a majority of the Directors, or if less than a quorum, by a majority of the unanimous written consent of the Directors then in office or by the affirmative

vote of a majority of the Directors then in office or at a special meeting held for such purpose or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose.

(b) A vacancy in the Board of Directors may be filled, at any time by a majority of the shareholders entitled to vote.

(c) If after the Directors fill any vacancy on the Board of Directors the Directors then in office who have been elected by the shareholders shall constitute less than a majority of the Directors then in office then:

(i) Any shareholder or shareholders of an aggregate of 5 percent or more of the total number of shares at the time outstanding having the right to vote for those Directors may call a special meeting of shareholders to elect the entire board; or

(ii) Any shareholder or shareholders of an aggregate of 5 percent or more of the total number of shares at the time outstanding having the right to vote for those Directors may make application to the superior court of the proper county to summarily order a special meeting of shareholders to eject the entire board. The term of office of any Director shall terminate upon the election of a successor in such summary order issued by the court.

(d) Unless otherwise provided for by law, the Articles of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

(c) If the Corporation has not issued shares and all the Directors resign, die or become incompetent, the superior court of any proper county may appoint Directors of the Corporation upon the application of any officer, shareholder or party in interest.

Section 11 Resignation: (Section 305)

A Director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the President, the Secretary or the Board of Directors of the Corporation.

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Section 12 Removal: (Section 302, 303 & 304)

(a) Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed with cause at any time by a vote of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be

removed for cause, provided however, such Director shall not be removed if the Corporation states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

(b) A Director may be removed without cause in the manner set forth in subsection (a) above, prior to the expiration of the Director's term of office only if such Director has been declared of unsound mind by an order of the court or convicted of a felony or if a shareholders' suit by at least ten percent of the number of outstanding shares of any class, has been brought in the superior court of the proper county claiming that such Director has engaged in fraudulent or dishonest acts or gross abuse of authority or discretion.

Section 13 .Compensation:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 14- Committees: (Section 311)

(a) Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors, may from time to time designate from among its members one or more committees, consisting of two or more Directors of the Corporation, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Articles of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

(b) Any such committee so designated by the Board in compliance with the provisions stated in this section shall have all the authority of the Board except with respect to:

- (i) any action which requires shareholders' approval;
- (ii) the filling of vacancies on the Board or in any committee thereof.;
- (iii) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (iv) the fixing of compensation of the Directors for serving on the Board or on any committee thereof;

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- (v) the amendment or repeal of any resolution of the Board which by its express terms is

not so amendable or repeal able; or

(vi) the appointment of other committees of the Board or the members thereof

Section 15 Provisional Directors Appointed By Court:

(Section 308)

(a) Unless otherwise provided for in the Articles of Incorporation or these Bylaws, if the Corporation has an even number of Directors equally divided and cannot agree as to the management of the Corporation's affairs so that the Corporation's business can no longer be conducted or there is danger that the Corporation's property and business will be impaired or lost, an action may be brought by any Director or shareholders holding at least 33 and 1/3 percent of shares entitled to vote in the superior court of the proper county to appoint a Provisional Director to serve on the Board of Directors of the Corporation.

(b) Unless otherwise provided for in the Articles of Incorporation or these Bylaws, if the Corporation has an uneven number of Directors and the shareholders are deadlocked so that they cannot elect the Directors to be elected at an annual meeting of shareholders, a shareholder or shareholders holding at least fifty percent of the shares entitled to vote may petition the superior court of the proper county to appoint a Provisional Director or Directors or order such other equitable relief as the court deems appropriate.

(c) A Provisional Director shall have all the rights and powers of a Director until the deadlock in the Board of Directors or among the shareholders is broken or until such provisional Director is removed by order of the court or by approval of the shareholders of the Corporation entitled to vote thereon. A Provisional Director shall be entitled to such compensation as shall be fixed by the court unless otherwise agreed with by the Corporation.

ARTICLE IV OFFICERS

Section 1 Number, Qualifications. Election and term of office: (Section 31.2)

(a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a Chairman of the board or a president, or both, a secretary and chief financial officer, and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

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Section 2 .Resignation: (Section 312)

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 3 .Removal: (Section 312)

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4 .Vacancies: (Section 312)

(a) A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

Section 6 .Compensation: (Section 312)

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE V .SHARES OF STOCK

Section 1 .Certificate of Stock: (Section 416)

(a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

(b) Certificated shares of the Corporation shall be signed in the name of the corporation, (either manually or by facsimile), by the chairman or vice chairman of the board or the president or a vice president and by the chief financial officer or an assistant treasurer or the secretary or any assistant secretary, certifying the number of shares and class or series of shares owned by the shareholder in the Corporation. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

(c) If the Corporation issues uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificat-

ed shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

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Section 2 .Lost or Destroyed Certificates: (Section 419)

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed if the owner:

(a) files with the Corporation a sufficient indemnity bond or other adequate security sufficient to indemnify the Corporation against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate; and

(b) satisfies such other requirements, including evidence of such loss, theft or destruction, as may be imposed by the Corporation.

Section 3 .Transfers of Shares: (Section 8401 .<State> Commercial Code)

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his attorney-in-fact, only if all of the following conditions have been met:

(i) in the case of a certificated share, the certificate is endorsed or in the case of an uncertificated share, the instruction was originated and signed by the registered holder thereof, or by his attorney-in-fact; and

(ii) after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section. 4 .Record Date: (Section 701)

(a) The Board of Directors may fix, in advance, which shall not be more than sixty days nor less than ten days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any

rights, or for the purpose of any other action. If no record date is fixed, the record date for a shareholders entitled to notice of a shareholders' meeting, shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

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(b) If no record date is fixed for any action requiring the shareholders to give written consent to a corporate action without a meeting, the record date shall be, when no prior action by the Board has been taken, the day on which the first written consent is given. The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

(c) A record date for shareholders entitled to notice of or to vote at a shareholders' meeting shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting; but the Board must fix a new record date if the meeting is adjourned for more than forty-five days from the date set for the original meeting.

Section 5 .Fractions of Shares/Scrip: (Section 407)

The Board of Directors may authorize the issuance of certificates or payment of money for fractions of a share, either represented by a certificate or uncertificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Corporation in the event of liquidation, in proportion to the -fractional holdings; or it may authorize the payment in case of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Corporation or its agent for that purpose, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of shareholder, except as therein provided. The scrip may contain any provisions or conditions that the Corporation deems advisable. If a scrip ceases to be exchangeable for full share certificates, the shares that would otherwise have been issuable as provided on the scrip are deemed to be treasury shares unless the scrip contains other provisions for their disposition.

ARTICLE VI .DIVIDENDS (Section 500)

(a) Dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series so long as:

(i) the amount of the retained earnings of the Corporation immediately prior to the distribution of such dividend equals or exceeds the amount of the proposed dividend; and

(ii) immediately after the distribution of such dividend the sum of the Corporation's assets (exclusive of goodwill, capitalized research and development expenses and deferred charges) are at least equal to one and one-quarter times the Corporation's liabilities (not including deferred taxes, deferred income and other deferred credits; and the Corporation's current assets are at least equal to its current liabilities or otherwise in compliance with Section 500 o-f the <State> Corporations Code).

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ARTICLE VII- FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE VIII- CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, -from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE IX .AMENDMENTS

Section 1 .By Shareholders: (Section 211)

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended or repealed by the Board of Directors.

Section 2 .By Directors: (Section 211)

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, Bylaws of the Corporation, except if such power is restricted or eliminated by the Articles of Incorporation.

ARTICLE X .INTERESTED DIRECTORS: (Section 310)

(a) No contract or transaction shall be void or void able if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction or his, her or their votes are counted for such purpose, if:

(i) the material facts as to his, her or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(ii) the material facts as to his, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(iii) if the contract or transaction is not approved as provided for in subparagraphs herein, the person asserting the validity of the contract or transaction proves that the contract or transaction was just or reasonable as to the corporation at the time it was authorized.

(b) Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

RESOLUTIONS ADOPTED BY INCORPORATOR

OF

The undersigned, being the sole Incorporator of the corporation hereby adopts the following resolutions:

- (1) RESOLVED, that a copy of the Certificate of Incorporation of the Corporation, together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Minute Book of the Corporation.
- (2) RESOLVED, that the form of First By-Laws submitted to the meeting be, and the same hereby are, adopted as and for the By-Laws of the Corporation, and that a copy thereof be placed in the Minute Book of the Corporation, directly following the Certificate of Incorporation.
- (3) RESOLVED, that the following persons be, and they hereby are, elected as Directors of the Corporation, to serve until the first annual meeting of shareholders, and until their successors are elected and qualify:

Dated:

Incorporator
Instructions for Organization of a Corporation with Sole Director/Shareholder

A small corporation commonly is comprised of a Sole Director/Shareholder. One must basically follow the same procedure to organize this type of small corporation as it would if this corporation had more than one Director and /or Shareholder. However there are some documents that are specific to this type of organization that must be highlighted at this time. Specifically, the “Resolution Adopted by the Sole Director/Shareholder” inserted in this booklet as page 1. The Resolution requires close attention to detail when filling out the following information:

1. Corporate Name;
2. Corporate officers: President, Vice President, Secretary and Treasurer. It is important to note, that under <State> law one individual may hold any combination of officer positions in a corporation, except the President may not also be the Secretary, unless there is only one Director/Shareholder. Only then, can the same individual hold any or all of the offices of the Corporation.
3. The name of the Corporation’ treasurer and the name and location of the financial Institution where he/she is authorized to open up a bank account on behalf of the Corporation.
4. Date;
5. Have Sole Director/Shareholder sign the resolution.

In addition, the share certificate marked “Specimen” should be removed from the certificate book and inserted as Appendix A and a conformed copy of the Banking resolution as Appendix B.

-Instruction Sheet-
WAIVER OF NOTICE OF FIRST MEETING
OF
BOARD OF DIRECTORS
OF

We, the undersigned, constituting all of the Directors of above named Corporation, hereby severally waive all notice of the time, place and date of this organizational meeting o-f

the Directors of the Corporation and any adjournment or adjournments thereof, and consent to the meeting held at:

Place:

Date:

Time:

We do further severally agree and consent to the transaction thereat of any and all business that may properly come before said meeting.

Dated:

Director

Director

Director

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MINUTES OF FIRST MEETING
OF
BOARD OF DIRECTORS
OF

at: The first meeting of the Board of Directors of the above named Corporation was held

Date:

Time:

Place:

The following Directors were present, constituting a quorum:

The meeting was called to order by _____

Upon motion duly made, and seconded, (Name) _____ was elected as Temporary Secretary of the meeting.

The Chairperson then presented to the meeting a true copy of the certificate of Incorporation of the Corporation, and reported that the original was filed in the office of the Secretary of State. The Secretary was then instructed to insert the duplicate original of the Certificate of Incorporation in the Corporate Minute Book.

The Secretary then presented a proposed -form of Bylaws for the regulation and management of the business affairs of the Corporation. After review of said Bylaws and upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the form of Bylaws of this Corporation be accepted and that the Secretary is instructed to cause the same to be inserted in the Corporate Minute Book immediately following the Articles of Incorporation and the Certificate of Incorporation.

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The following persons were nominated as officers of the Corporation:

President:

Vice-President:

Secretary:

Treasurer:

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that each of the forenamed persons be and is elected to the offices set opposite his name, to assume the duties and responsibility fixed by the Bylaws or by the Board of Directors of this Corporation.

Upon motion duly made and seconded, the following resolution was unanimously adopted,

the following salaries were fixed to be paid until further action by Board of Directors:

Title of Officer Salary per year beginning with the month of
of _____

The President of the Corporation thereupon assumed the Chair, and the Secretary of the Corporation assumed (his/her) duties as Secretary of this meeting.

The Secretary then presented to the meeting a form of the proposed seal of the Corporation. Upon motion duly made, seconded and unanimously adopted, the following resolution was unanimously adopted:

RESOLVED, that the form of the corporate seal, an impression of which is hereto affixed, is hereby adopted as the corporate seal for this corporation, and that an impression thereof be made on the margin of these minutes.

Resolved, that the specimen form of certificate which has been presented to this meeting be, and the same hereby is , approved and adopted as the certificate to represent the shares of this Corporation, and the specimen form of certificate in the Corporate Minute Book.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Board of Directors he and it hereby is authorized in its discretion to issue the shares of the Corporation to the full number of shares authorized by the Certificate of Incorporation in such number and for such considerations as from time to time shall be determined by the Board of Directors and as may be permitted by].aw.

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The President (or other named officer) recommended that an account be established at _____ Bank. After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that _____ Bank (hereinafter called the "Bank") be and hereby is designated a depository of the funds for the Corporation, and the President and Treasurer of the Corporation, jointly are hereby authorized to sign for and on behalf of the Corporation, and any and all checks, drafts or other orders with respect to any hinds at any time to the credit of the Corporation with the Bank and/or against any account(s) of the Corporation maintained at any time with the Bank, inclusive of any such checks, drafts or other orders in favor of any time with the bank, inclusive of any such checks, drafts or other orders in favor of any of the above

designated Officers, and that the bank be and is hereby authorized:

(a) to pay the same to the debit of any account of the Corporation then maintained with it;

(b) to receive for deposit to the credit of the Corporation, and/or for collection for the account of the Corporation, any and all checks, drafts, notes or other instruments for the payment of money, whether or not endorsed by the Corporation; which may be received by it for such deposit and/or collection, it being understood that each such item shall be deemed to have been unqualifiedly endorsed by the Corporation, and

(c) to receive, as the act of the Corporation, reconciliation of accounts when signed by any one or more of the above designated officers, or their appointees; and that the Bank may rely upon the authority conferred by this entire resolution until the receipt by the Bank of a certified copy of a resolution of the Board of Directors of the Corporation revoking or modifying the same.

The President (or other named officer) recommended that _____, certified public accountants, be retained as the Corporation's accountants. Upon motion duly made, seconded, and unanimously adopted, the President (or other named officer) was authorized to retain said accounting firm to serve at the discretion of the Board of Directors. The President (or other named officer) stated that _____ had recommended that the Corporation adopt the calendar year as its fiscal year. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the fiscal year of the Corporation shall be from January 1 to December 31 in each year.

The Treasurer reported that the fees and expenses involved in the incorporation and organization of the Corporation other than for the services of _____, amounted to \$ _____. Upon motion duly made and seconded, the following resolution was unanimously adopted:

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RESOLVED, that the Treasurer be and is authorized and directed to pay in cash all fees and expenses incurred in connection with the incorporation and organization of the Corporation, other than for the services of _____, and that such organization expenditures, amounting to \$ _____, shall be amortized over such period of not less than 60 months as may be selected by the Corporation in accordance with Section 248 of the Internal Revenue Code.

On motion duly made, and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Corporation proceed to carry on business for which it is incorporated and all acts of this meeting be and hereby are ratified.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Secretary

Attest:

Board of Directors

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SPECIMEN FORM OF SHARE CERTIFICATE

Appendix-A

CONFORMED COPY OF BANKING RESOLUTIONS

Appendix-B
WAIVER OF NOTICE OF FIRST MEETING OF SHAREHOLDERS

OF

We, the undersigned, constituting all of the shareholders of _____ domestic corporation organized under the laws of the State of <State>, do hereby severally waive notice of the time, place and purpose of the first meeting of shareholders, and of any adjournment or adjournments thereof; and consent that the meeting be held at:

Place:

Date:

Time:

We do further severally agree and consent to the transaction thereat of any and all business that may properly come before said meeting.

Dated:

Shareholder

Shareholder

Shareholder

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MINUTES OF FIRST MEETING OF SHAREHOLDERS

The first meeting of the Shareholders of the above captioned Corporation was held at:

Date:

Time:

Place:

There was present the following Shareholders:

Name of Shareholder	Number of Shares
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_____ The meeting was called to order by _____ the _____ of the Corporation, and _____ acted as Secretary of the meeting.

The Chairperson declared that quorum was present and that the meeting was duly organized. It was ordered that the proxies be appended to the minutes of the meeting.

The _____ (Chairperson/President) of the Corporation announced that the first meeting of Shareholders was convened pursuant to due notice.

The _____ (Secretary) of the Corporation presented and read a waiver of time, place and purpose of the meeting, signed by all the shareholders which was ordered filed.

The following items were presented to the meeting:

1. (Articles) Certificate of Incorporation;
2. Copy of the By-Laws of the Corporation, duly adopted by the Directors;
3. Resolutions adopted by the Incorporator(s);
4. Minutes of First Meeting of Directors;
5. Corporate Certificate Book;
6. Corporate Certificate Record Book.

Upon motion duly made, seconded, the following resolutions were unanimously adopted.

(1) RESOLVED, that the shareholders of the Corporation approved and adopt the above listed documents and all acts taken and decisions reached therein.

(2) RESOLVED, that all actions heretofore taken by the Board of Directors of the Corporation are approved, ratified and confirmed.

There being not further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Attest:

Secretary