

Instructions

Form 1: Minutes for Organizational Meeting

**MINUTES OF JOINT ORGANIZATIONAL ACTIONS TAKEN  
BY THE  
INCORPORATORS, SHAREHOLDERS AND BOARD OF DIRECTORS  
OF**

Name of Corporation

\_\_\_\_\_

These Minutes describe certain joint organizational actions taken by the Incorporators, Shareholders and the Board of Directors of \_\_\_\_\_, a \_\_\_\_\_ business corporation, at an organizational meeting thereof and pursuant to laws of the State of \_\_\_\_\_ relating to Corporations.

Name of Corporation

State of Incorporation

The Incorporators, Shareholders and Directors acknowledge that it is necessary or desirable to take various organizational actions in connection with the incorporation of corporation. Therefore, the undersigned Incorporators, Shareholders and Directors, being all of the Shareholders entitled to vote on these matters, all the Incorporators and all of the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of organizational, Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt the following Acts and Resolutions as being the joint organizational actions of the Incorporators, Shareholders and Board of Directors, as if in a meeting duly assembled:

**Election of Directors:**

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

Name

Address

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Address of Directors. Must have at least one.

**Approval of Actions by Incorporator:**

*State Name*

RESOLVED, that the filing of the Articles or Certificate of Incorporation with the appropriate government office of the State of \_\_\_\_\_ and thereby incorporated the Corporation, be and they are hereby accepted, ratified and approved.

**Resignation of Incorporator:**

*If the incorporator is not a director or shareholder, resignation is usually made.*

RESOLVED, that the resignation of \_\_\_\_\_, as incorporator of \_\_\_\_\_ is hereby accepted and the Secretary is directed to make the original part of the official minutes of the Corporation.

**Approval of Articles of Incorporation:**

*Provide date articles filed*

*State of Incorporation*

RESOLVED, that the Articles or Certificate of Incorporation of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby approved, duplicate originals of such Articles of Incorporation having been filed on \_\_\_\_\_, with the appropriate State agency of the State of \_\_\_\_\_ and a copy of the Articles or Certificate of Incorporation are hereby directed to be inserted in the minute book of the Corporation.

**Approval of By-Laws:**

RESOLVED, that the by-laws of the Corporation for the regulation of the business and affairs of the Corporation, which have been presented to and reviewed by each director of the Corporation, are hereby adopted and approved as the by-laws of the Corporation, and a copy of such by-laws is hereby directed to be inserted in the minute book of the Corporation and is incorporated by reference herein.

**Election of Officers:**

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

*Name Officers elected.*

<u>Office</u>	<u>Name</u>
President	_____

Vice-President \_\_\_\_\_

Secretary-Treasurer \_\_\_\_\_

**Payment of Incorporation Expenses:**

RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to pay all fees and expenses incident to and necessary for the incorporation and organization of the Corporation and that the officers of the Corporation are hereby authorized and directed to take and perform any and all other actions and to sign any and all documents necessary or incidental to the completion of the organization of the Corporation.

**Adoption of Corporate Seal:**

RESOLVED, that the seal containing the name of the Corporation, an impression of which is affixed in the margin of this consent, is hereby adopted as the corporate seal of the Corporation.

**Adoption of Fiscal Year:**

RESOLVED, that the fiscal year of the Corporation shall begin on January 1st and end on December 31st of each year.

**Adoption of Form of Common Stock Certificate:**

RESOLVED, that the form of stock certificate to evidence shares of common stock of the Corporation, which has been presented to and reviewed by each director of the Corporation, is hereby adopted as the form of stock certificate for the shares of common stock of the Corporation, a specimen thereof being attached hereto and incorporated by reference herein.

**Establishment of Par Value of Stock:**

RESOLVED, that the par value per share of the common stock of the Corporation be, and the same is, hereby established at [One and 00/100 Dollar (\$1.00)].

*Par Value can be zero or a dollar amount.*

**Issuance of Common Stock:**

RESOLVED, that in consideration of the payment, in cash, to or on behalf of, the Corporation of the amount of money specified below opposite her name, the sufficiency of which is hereby expressly acknowledged, the President and Secretary of the Corporation are hereby authorized and directed, upon receipt by, or by others on behalf of, the Corporation of such amount of money from the person specified below, to issue to such person a certificate or certificates representing the ownership by them of the number of shares of fully paid and non-assessable shares of [One and 00/100 Dollar (\$1.00)] par value per share common stock of the

*Provide Par value or state no-par value if no par value is used.*

Corporation as is also set forth below opposite his name:

*Name Shareholders,  
number of shares  
owned and  
consideration paid.  
Pay at least par value  
of 1.00. All shares  
authorized in the  
Articles need not be  
issued at this time.*

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Election of "S Corporation" Status:**

WHEREAS, the directors and stockholders of the Corporation have been advised of the advantages to the stockholders of the Corporation if the Corporation elects to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended;

THEREFORE, BE IT RESOLVED, that the Corporation does hereby elect to be taxed as an "S Corporation" pursuant to Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, for the current and succeeding tax years of the Corporation;

BE IT RESOLVED FURTHER, that such election be made and filed by the Corporation, together with the consents of its stockholders, within the time period specified and permitted by statute, and the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute and file such election with the Internal Revenue Service and to take such other actions as may be necessary to effect such election for the current fiscal year of the Corporation.

**Election to Classify Stock as "§ 1244 Stock":**

*Name of Corporation*

WHEREAS, \_\_\_\_\_ is a "small business corporation" as defined in the Internal Revenue Code and the regulations issued thereunder; and

WHEREAS, the Directors desire to qualify the Corporation's stock as Section 1244 stock;

*Name of Corporation*

IT IS, THEREFORE, RESOLVED, that \_\_\_\_\_ hereby adopts a plan to have its stock classified as Section 1244 stock and offered for sale as such;

RESOLVED FURTHER, that the maximum amount to be received by this Corporation in consideration for its stock to be issued pursuant to this plan shall not exceed One Million and no/100 Dollars (\$1,000,000.00).

RESOLVED FURTHER, that the stock issued pursuant to this plan shall be issued only for money and other property, but excluding other stock or

securities; and

RESOLVED FURTHER, that the officers of this Corporation shall take such action as is necessary to carry this plan into effect and especially to keep such records as are required by the Internal Revenue Service.

**Authorization for Opening Bank Account:**

*Name corporate bank  
City and State*

RESOLVED, that \_\_\_\_\_, \_\_\_\_\_,  
\_\_\_\_\_, shall be the depository in which the funds of the Corporation shall be deposited.

BE IT RESOLVED FURTHER, that the appropriate officers of the Corporation shall be, and hereby are, authorized to open a bank account or accounts at said bank in the name of, and on behalf of, the Corporation, for the deposit of funds belonging to the Corporation.

*Name one or more  
persons to sign checks.  
If two signatures are  
required on all checks  
change "or" to  
"and".*

BE IT RESOLVED FURTHER, that all checks drawn on such bank account or accounts shall be signed by \_\_\_\_\_ or \_\_\_\_\_.

BE IT RESOLVED FURTHER, that the Board of Directors hereby adopts the form resolution of said bank (as completed) which appears in the form which is attached hereto and incorporated by reference herein, and the appropriate officers of the Corporation are hereby authorized to certify such form resolution of said bank as having been adopted by this Corporation and to furnish copies of this resolution to the said bank upon its request.

**Borrowing:**

RESOLVED, that only the duly elected officers of the Corporation, acting either singularly or jointly as directed from time to time by resolution of the directors, be authorized to borrow money for, on behalf of, and in the name of the Corporation, but only pursuant to specific authorization by resolution of the Board of Directors as may from time to time be adopted.

**Business Operations:**

RESOLVED, that the President of the Corporation is hereby authorized and directed to hire and employ such supervisors, mechanics laborers, helpers, office personnel and other workers as she deems necessary for the effective operation of the Corporation's business; and

RESOLVED FURTHER, that the President of the Corporation is hereby authorized to pay all employees and workers of the Corporation such salary, wage and other compensation as she shall deem appropriate from time to time; and

RESOLVED FURTHER, that the President of the Corporation shall have

full power and authority to conduct all aspects of day-to-day operations of the Corporation's business as she deems justified and appropriate.

**Filing of Consent:**

RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED INCORPORATORS, SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, ALL INCORPORATORS AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF \_\_\_\_\_ DO HEREBY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ORGANIZATIONAL ACTIONS OF THE INCORPORATORS, SHAREHOLDERS AND DIRECTORS OF SUCH CORPORATION TO BE EFFECTIVE AS OF \_\_\_\_\_.

*Name of Corporation*

*Date of meeting or effective date*

*Name and Signature of Incorporator, Directors and shareholders. Add blanks if necessary*

\_\_\_\_\_, Incorporator

\_\_\_\_\_  
Shareholder and Director

\_\_\_\_\_  
Shareholder and Director

\_\_\_\_\_  
Shareholder

ATTEST:

*Signature of Secretary or Secretary of Corporation*

\_\_\_\_\_, Secretary

*Instructions*

**Form 2: By-Laws**

**BY-LAWS**

**OF**

*Name of Corporation*

\_\_\_\_\_

ARTICLE I. NAME AND LOCATION

*Name of Corporation*

SECTION 1. The name of this corporation shall be

\_\_\_\_\_

*Provide address of principal office and registered office. These can be the same address. State of Incorporation*

SECTION 2. The Principal office of the corporation in the State of \_\_\_\_\_ shall be \_\_\_\_\_, \_\_\_\_\_ and its initial registered office in the State of \_\_\_\_\_ shall be \_\_\_\_\_, \_\_\_\_\_ The corporation may have such other offices, either within or without the State of \_\_\_\_\_ as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. SHAREHOLDERS

*Name any date you desire for annual meeting.*

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the second Tuesday of the month of December in each year, beginning with the year \_\_\_\_\_ at the time designated by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of \_\_\_\_\_, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as convenient.

*Year of first meeting after organization meeting.*

*State of Incorporation*

SECTION 2. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by resolution of the Board of Directors or by the President at the request of the holders of not less than a majority of all the outstanding shares of the corporation entitled to vote on any issue proposed to be considered at the meeting, provided said shareholders sign, date and deliver to the corporate secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only business within the purpose or purposes described in the meeting notice required by Article II, Section 5 of these By-Laws may be conducted at a special shareholders meeting. In addition, such meeting may be held at any time without call or notice upon unanimous consent of shareholders.

*State of Incorporation*

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of \_\_\_\_\_ unless otherwise prescribed by statute as the place of meeting for any annual meeting or for any special meeting of shareholders. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of \_\_\_\_\_, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of \_\_\_\_\_.

*State of Incorporation*

*State of Incorporation*

SECTION 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

SECTION 5. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, seventy (70) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than seventy (70) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

SECTION 6. Shareholders' List. After fixing a record date, the officer or agent having charge of the share ledger of the corporation shall prepare an alphabetical list of all persons entitled to notice and to represent shares at such



meeting, or any adjournment thereof, and said list shall be arranged by voting group and shall show the address of and the number of shares held by each shareholder or representative. The shareholders' list shall be available for inspection and copying during usual business hours by any shareholder beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice. Such list shall be available during the meeting and any shareholder, his agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment thereof. The original stock transfer book shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer book or to vote at any meeting of shareholders.

SECTION 7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting in which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 8. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting.

SECTION 9. Voting of Shares. Subject to the provisions of Section 12 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders. The affirmative vote of a majority of the outstanding shares represented at a shareholders' meeting at which a quorum is present shall be the act of the shareholders of the corporation.

SECTION 10. Voting of Share by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may preserve, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservatory may be voted by him either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 11. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

SECTION 12. Cumulative Voting. Unless otherwise provided by law, at each election for Directors every shareholder entitled to vote, in person or by proxy, shall have the right to vote at such election the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

### ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors except as otherwise herein provided.

SECTION 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be \_\_\_\_\_ (\_\_\_). Each Director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified. Directors may be re-elected. The Directors need not be a resident of this state or a shareholder.

SECTION 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the annual meeting of shareholders. The Board of Directors may also provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by notice personally given or mailed to each Director at his business address, or by telegram. If mailed, such notice shall be

*Provide number of  
directors*

deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a 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, and does not thereafter vote for or assent to action taken at the meeting.

SECTION 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 9. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 10. Informal Action by Board of Directors. Unless otherwise provided by law, any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

#### ARTICLE IV. OFFICERS

SECTION 1. Number. The officers of the corporation shall be a \_\_\_\_\_ [President, one or more Vice-Presidents and a Secretary-Treasurer], each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

*Name corporate offices of the corporation, such as President, Vice-President and Secretary/Treasurer. Information in [ ] is example.*

SECTION 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided. The initial officers may be elected at the first meeting of the Board of Directors.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. The Board of Directors may determine when there is a need for a Vice-President or Vice-Presidents. In the absence of the President or in event of his death, unavailability of or refusal to act, a Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

SECTION 7. Secretary-Treasurer. The Secretary-Treasurer shall: (a) keep the minutes of the shareholders and of the Board of Directors meetings in one or more books provided for the purpose; (b) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (c) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) have general charge of the stock transfer books of the corporation; (f) have charge and custody of and be responsible for all funds and

securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (g) in general perform all of the duties incident to the Office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his duties in such sum with such surety or sureties as the Board of Directors shall determine.

SECTION 8. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the corporation.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. 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.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences 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 from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

SECTION 1. Certificates for Shares. Certificates representing shares of the corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issuance, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new

one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

SECTION 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate of such shares, and also, any transfer is subject to the limitations set forth in the Articles of Incorporation, reference to which is hereby made. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

#### ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

#### ARTICLE VIII. DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

#### ARTICLE IX. SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

#### ARTICLE X. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

#### ARTICLE XI. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors at any annual Board of Directors meeting or at any special Board of Directors meeting when the proposed amendment has been set out in the notice of such meeting. These By-Laws may also be altered, amended or repealed by a majority vote of the shareholders notwithstanding that these By-Laws may also be amended or repealed by the Board of Directors.

Instructions

**Form 3: Annual Minutes for Shareholders and Directors**

**MINUTES OF ANNUAL ACTIONS TAKEN  
BY THE  
SHAREHOLDERS AND BOARD OF DIRECTORS OF  
\_\_\_\_\_  
IN LIEU OF AN ANNUAL MEETING THEREOF**

Name of Corporation

Name of Incorporation  
State of Incorporation

State of Incorporation

State of Incorporation

These Minutes describe certain annual actions taken by the Shareholders and the Board of Directors of \_\_\_\_\_, a \_\_\_\_\_ business corporation, at an annual meeting thereof and pursuant to the laws of the State of \_\_\_\_\_ relating to Corporations, which provide that any action required or permitted to be taken at an annual Shareholders' or Board of Directors' meeting of a \_\_\_\_\_ business Corporation.

The Shareholders and Directors acknowledge that it is necessary or desirable to take various annual actions in connection with the corporation in accordance with the laws of the State of \_\_\_\_\_ relating to corporations. Therefore, the undersigned, Shareholders and Directors, being all of the Shareholders entitled to vote on these matters and all of the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of annual Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt, by consent and without the necessity and formality of convening, and in lieu of such meeting thereof, the following Acts and Resolutions as being the joint actions of the Shareholders and Board of Directors, as if in a meeting duly assembled:

**Election of Directors:**

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

Name and address of directors

Name

Address

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Approval of Actions by Directors:**

RESOLVED, that the actions of Board of Directors taken in the preceding year on behalf of the corporation be and they are hereby accepted, ratified and approved.

**Election of Officers:**

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

*Name of Officers elected*

<u>Office</u>	<u>Name</u>
President	_____
Vice-President	_____
Secretary-Treasurer	_____

**Payment of Expenses:**

RESOLVED, that the payment of corporate expenses by the Secretary of the Corporation is hereby approved, ratified and accepted.

**Filing of Consent:**

RESOLVED, that the Secretary of the Corporation is hereby directed to make the original of this consent part of the official minutes of the Corporation to be filed in the minute book of the Corporation.

THE UNDERSIGNED SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE, AND ALL THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF \_\_\_\_\_ DO HEREBY EXPRESSLY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ACTIONS OF THE SHAREHOLDERS AND, TO BE EFFECTIVE AS OF

*Name of corporation*

*Date of meeting*

*Signatures of shareholders and directors*

\_\_\_\_\_  
\_\_\_\_\_  
Shareholder and Director  
\_\_\_\_\_



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Shareholder and Director

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Shareholder

ATTEST:

*Secretary signature*

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\_\_\_\_\_, Secretary

*Instructions*

**Form 4: Notice of Special Meeting of Directors**

**Notice of Special Meeting of Directors**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting and time*

Pursuant to the By-Laws of the Corporation, a special meeting of the Directors of \_\_\_\_\_, a \_\_\_\_\_ corporation is called for the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at 6:00 p.m., to be held at the following address:

*Address of Meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Purpose of Meeting*

The Purpose of the meeting is to:

\_\_\_\_\_

*Date of Notice*

This Notice given on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the Secretary of the Corporation, by mailing a true and correct copy of this Notice to the address of each Director on the records of the Corporation at least 10 days prior to such special meeting.

*Signature of Secretary*

\_\_\_\_\_  
Secretary

*Instructions*

**Form 5: Notice of Annual Meeting of Directors**

**Notice of Annual Meeting of Directors**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting and time*

Pursuant to the By-Laws of the Corporation, a annual meeting of the Directors of \_\_\_\_\_, a \_\_\_\_\_ corporation is called for the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at 6:00 p.m., to be held at the following address:

*Address of Meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Purpose of Meeting*

The Purpose of the meeting is to:

\_\_\_\_\_

*Date of Notice*

This Notice given on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the Secretary of the Corporation, by mailing a true and correct copy of this Notice to the address of each Director on the records of the Corporation at least 10 days prior to such special meeting.

*Signature of Secretary*

\_\_\_\_\_  
Secretary

*Instructions*

**Form 6: Notice of Special Meeting of Shareholders**

**Notice of Special Meeting of Shareholders**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting and time*

Pursuant to the By-Laws of the Corporation, a special meeting of the Shareholders of \_\_\_\_\_, a \_\_\_\_\_ corporation is called for the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at 6:00 p.m., to be held at the following address:

*Address of Meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Purpose of Meeting*

The Purpose of the meeting is to:

\_\_\_\_\_

*Date of Notice*

This Notice given on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the Secretary of the Corporation at the direction of the Board of Directors, by mailing a true and correct copy of this Notice to the address of each shareholder on the records of the Corporation at least 10 days prior to such special meeting.

*Signature of Secretary*

\_\_\_\_\_  
Secretary

*Instructions*

**Form 7: Notice of Annual Meeting of Shareholders**

**Notice of Annual Meeting of Shareholders**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting and time*

Pursuant to the By-Laws of the Corporation, an annual meeting of the Shareholders of \_\_\_\_\_, a \_\_\_\_\_ corporation is called for the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at 6:00 p.m., to be held at the following address:

*Address of Meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Purpose of Meeting*

The Purpose of the meeting is to conduct annual business of the corporation and:

\_\_\_\_\_

*Date of Notice*

This Notice given on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by the Secretary of the Corporation at the direction of the Board of Directors, by mailing a true and correct copy of this Notice to the address of each shareholder on the records of the Corporation at least 10 days prior to such special meeting.

*Signature of Secretary*

\_\_\_\_\_  
Secretary

*Instructions*

**Form 8: Blank Resolution form for Shareholders**

**Resolution of the Shareholders**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation*

Pursuant to Notice or Waiver of Notice, at a regular or special meeting of the Shareholders of \_\_\_\_\_, a \_\_\_\_\_ corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the shareholders, present in person or be proxy, entitled to vote thereon:

RESOLVED by the Shareholders of the Corporation as follows:

*Describe action taken*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Date of Meeting*

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

*Signature of Shareholders*

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

*Signature of Secretary*

Attest:

\_\_\_\_\_  
Secretary

*Instructions*

**Form 9: Blank Resolution form for Directors**

**Resolution of the Directors**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation*

Pursuant to Notice or Waiver of Notice, at a regular or special meeting of the Directors of \_\_\_\_\_, a \_\_\_\_\_ corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the Directors present in person entitled to vote thereon:

RESOLVED by the Directors of the Corporation as follows:

*Describe action taken*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Date of Meeting*

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*Signature of Directors*

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

*Signature of Secretary*

Attest:

\_\_\_\_\_  
Secretary

*Instructions*

**Form 10: Blank Resolution form for Joint Actions of Directors and Shareholders**

**Joint Resolution of the Directors and Shareholders**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation*

Pursuant to Notice or Waiver of Notice, at a regular or special or annual meeting of the Directors and Shareholders of \_\_\_\_\_, a \_\_\_\_\_ corporation, upon motion duly made and seconded, the following resolution was adopted by a majority of the Directors present in person and majority of Shareholders, in person or by proxy, entitled to vote thereon:

RESOLVED by the Directors and Shareholders of the Corporation as follows:

*Describe action taken*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Date of Meeting*

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*Signature of Directors and Shareholders*

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Director

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Director

\_\_\_\_\_  
Shareholders

\_\_\_\_\_  
Director

Attest:

*Signature of*

\_\_\_\_\_



Secretary

Secretary

Instructions

**Form 11: Waiver of Notice of Meeting by Directors**

**Waiver of Notice of Meeting by the Directors**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting*

The undersigned, being all the directors of \_\_\_\_\_, a \_\_\_\_\_ corporation, hereby waive notice of the special or annual meeting of the directors to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 2000, at \_\_\_\_\_, which meeting shall be held at the following address:

*Address of Meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Date of Meeting*

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*Signature of Directors*

\_\_\_\_\_  
Director  
  
\_\_\_\_\_  
Director  
  
\_\_\_\_\_  
Director

*Instructions*

**Form 12: Waiver of Notice by Shareholders**

**Waiver of Notice of Meeting by the Shareholders**

**OF**

*Name of Corporation*

\_\_\_\_\_

*Name of Corporation and State of Incorporation  
Date of Meeting*

The undersigned, being all the shareholders of \_\_\_\_\_, a \_\_\_\_\_ corporation, hereby waive notice of the special or annual meeting of the shareholders to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 2000, at \_\_\_\_\_, which meeting shall be held at the following address:

*Address of meeting*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Date of Waiver*

Dated this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

*Signatures of shareholders*

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

Form

**Form 13: Resignation by Incorporator**

*Instructions*

**RESIGNATION OF INCORPORATOR**

*Name of Incorporator*

I, the undersigned \_\_\_\_\_, do hereby resign as

*Name of Corporation*

incorporator of \_\_\_\_\_, a \_\_\_\_\_

*Effective date of resignation, such as date of meeting.*

corporation, and effective \_\_\_\_\_.

*Signature of incorporator*

\_\_\_\_\_  
Incorporator

Form

**Form 14: Resignation by Director**

*Instructions*

**RESIGNATION OF DIRECTOR**

I, the undersigned \_\_\_\_\_, do hereby resign as  
director of \_\_\_\_\_, a \_\_\_\_\_  
corporation, effective \_\_\_\_\_.

*Name of Director*

*Name of Corporation*

*Effective date of  
resignation, such as  
date of meeting.*

*Signature of Director*

\_\_\_\_\_  
Director

**Form 15: Resignation of Officer**

*Instructions*

**RESIGNATION OF OFFICER**

*Name of Officer*

I, the undersigned \_\_\_\_\_, do hereby resign as

*Office of Officer  
Name of Corporation*

\_\_\_\_\_ of \_\_\_\_\_, a

*Effective date of  
resignation, such as  
date of meeting.*

\_\_\_\_\_ corporation, effective \_\_\_\_\_.

*Signature of Officer*

\_\_\_\_\_  
Officer

Office Held: \_\_\_\_\_



# Stock Certificate

No. \_\_\_\_\_

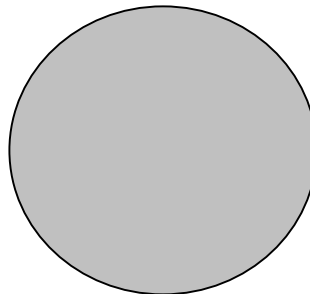
Incorporated in the State of _____	
Shares Authorized: _____	Par Value: _____

Shares: \_\_\_\_\_

This Certificate, certifies that \_\_\_\_\_, is the true and lawful owner and holder of \_\_\_\_\_ common shares of \_\_\_\_\_, a \_\_\_\_\_ Corporation. Such shares are transferable only by the holder hereof, or by an authorized attorney in fact.

This certificate is issued by the Corporation by its duly authorized officers of the Corporation on this the \_\_\_\_\_ date of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
President



\_\_\_\_\_  
Secretary