

CORPORATION RECORD MAINTENANCE PACKET

Forms included:

Form Number	Form Title	Comments:
1	Organizational Minutes	Minutes for Initial Meeting of Shareholders and Directors
2	By-Laws	By-Laws to adopt at initial meeting
3	Annual Minutes of Joint Meeting of Shareholders and Directors	Adopt these yearly
4	Notice of Special Meeting of Directors	
5	Notice of Annual Meeting of Directors	
6	Notice of Special Meeting of Shareholders	
7	Notice of Annual Meeting of Shareholders	
8	Blank Resolution form for Shareholders	
9	Blank Resolution form for Directors	
10	Blank Resolution form for Joint Action of Shareholders and Directors	
11	Waiver of Notice of Meeting by Directors	
12	Waiver of Notice of Meeting by Shareholders	
13	Resignation of Incorporator	
14	Resignation of Director	
15	Resignation of Officer	
	Stock Transfer Ledger	
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**MINUTES OF JOINT ORGANIZATIONAL ACTIONS TAKEN
BY THE
INCORPORATORS, SHAREHOLDERS AND BOARD OF
DIRECTORS OF**

Name of Corporation

A Tennessee Corporation

Name of Corporation

State of Incorporation

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

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 and
Address of
Directors. Must
have at least one.

Name

Address

State Name

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

Provide date articles filed

State of Incorporation

Approval of Actions by Incorporator:

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

Resignation of Incorporator:

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:

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 Tennessee 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:

Name Officers

RESOLVED, that each of the following persons are hereby

elected.

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:

<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.

Par Value can be zero or a dollar amount.

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

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)].

Issuance of Common Stock:

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.

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 Corporation as is also set forth below opposite his name:

<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

Name of
Corporation

Name of
Corporation

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":

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;

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:

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.

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

*Name corporate
bank
City and State*

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

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

*Name of
Corporation*

*Date of meeting
or effective date*

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

Signature of
Secretary or
Secretary of
Corporation

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 _____.

_____, Incorporator

Shareholder and Director

Shareholder and Director

Shareholder

ATTEST:

_____, Secretary

Instructions

Form 2: By-Laws

BY-LAWS

OF

Name of
Corporation

ARTICLE I. NAME AND LOCATION

SECTION 1. The name of this corporation shall be

Name of
Corporation

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

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

ARTICLE II. SHAREHOLDERS

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 Tennessee, 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.

Name any date you
desire for annual
meeting.

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

	<p>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.</p>
State of Incorporation	SECTION 3. <u>Place of Meeting</u> . The Board of Directors may designate any place, either within or without the State of Tennessee 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 Tennessee, 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 Tennessee.
State of Incorporation	
State of Incorporation	SECTION 4. <u>Notice of Meeting</u> . 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. <u>Closing of Transfer Books or Fixing of Record Date</u> . 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

*Provide number of
directors*

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 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

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

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 or 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.

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.

**MINUTES OF ANNUAL ACTIONS TAKEN
BY THE
SHAREHOLDERS AND BOARD OF DIRECTORS OF

IN LIEU OF AN ANNUAL MEETING THEREOF**

Name _____
Corporation

of

Name _____
Incorporation
State _____
Incorporation

of

of

State _____
Incorporation

of

These Minutes describe certain annual actions taken by the Shareholders and the Board of Directors of _____, a Tennessee business corporation, at an annual meeting thereof and pursuant to the laws of the State of Tennessee 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, may be taken by unanimous consent and collectively adopted without the necessity of formally convening.

State _____
Incorporation

of

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 Tennessee 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.

Name of
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

Date of meeting

*Signatures of
shareholders and
directors*

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 _____.

Shareholder and Director

Shareholder and Director

Shareholder

Secretary signature

ATTEST:

_____, 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 Tennessee
corporation is called for the _____ day of _____, 20____, at 6:00
p.m., to be held at the following address:

Address of Meeting

Tennessee

The Purpose of the meeting is to:

Purpose of Meeting

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 Tennessee corporation is called for the _____ day of
_____, 20__, at 6:00 p.m., to be held at the following address:

Address of Meeting

Tennessee

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 Tennessee corporation is called
for the _____ day of _____, 20____, at 6:00 p.m., to be held at the following
address:

Address of Meeting

Tennessee

The Purpose of the meeting is to:

Purpose of Meeting

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 Tennessee corporation is called for the _____ day of _____, 20____, at 6:00 p.m., to be held at the following address:

Address of Meeting

Tennessee

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 Tennessee 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 Tennessee 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 Tennessee 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:

Describe action taken

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

Date of Meeting

Dated this the _____ day of _____, 20____.

Signature of Directors and Shareholders

Shareholder

Director

Shareholder

Director

Shareholders

Director

Signature of Secretary

Attest:

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
Tennessee 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
Tennessee 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 incorporator of _____, a

*Name of
Corporation*

Tennessee corporation, and effective

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

_____.

*Signature of
incorporator*

Incorporator

Form

Form 14: Resignation by Director

Instructions

RESIGNATION OF DIRECTOR

Name of Director

*Name of
Corporation*

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

*Signature of
Director*

I, the undersigned _____, do hereby
resign as director of _____, a
Tennessee corporation, effective
_____.

Director

Form 15: Resignation of Officer

Instructions

RESIGNATION OF OFFICER

Name of Officer

I, the undersigned _____, do hereby

*Office of Officer
Name of
Corporation*

resign as _____ of

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

_____, a Tennessee corporation,

effective _____.

*Signature of
Officer*

Officer

Office Held: _____

Stock Transfer Ledger

Name and Residence Address of Stockholder	Date of Transfer	Certificate Issued	Number of Shares	Amount Paid	Subsequen t Transfer	
					Show on separate line	

Stock Certificate

No. _____

Incorporated in the State of Tennessee

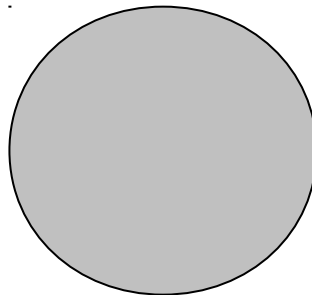
Shares: _____

Shares Authorized: _____ Par Value: _____

This Certificate, certifies that _____, is the true and lawful owner and holder of _____ common shares of _____, a Tennessee 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

Accessories

U. S. Legal Forms, Inc. offers the following corporate accessories:

Corporate Seal: If you would like to order a corporate seal call U.S. Legal Forms, Inc. at (601) 825-0382. Engraved with your name: \$24.95 plus shipping, or see <http://www.uslegalbookstore.com/officeproducts/>

Corporate Books: See <http://www.uslegalbookstore.com/officeproducts/>