

## Table of Contents

	<u>Page No.</u>
<u>Receipt of Secretary of State</u> .....	R
<u>Certificate of Incorporation</u> .....	CI-1
<u>By-Laws</u> .....	Bylaws-1 through Bylaws-12
<u>Resolutions Adopted by Incorporator</u> .....	1
<u>First Meeting of Board of Directors</u>	
a) Waiver of Notice .....	2
b) Election of officers .....	3
c) Ratification of actions taken by Incorporator .....	4
d) Approval of Corporate Seal.....	4
e) Approval of form of share certificate .....	4
f) Authorization of banking arrangements .....	4
g) Submission and acceptance of offer to purchase shares.....	4
h) Adjournment.....	5
i) Specimen form of share certificate.....	Appendix A
j) Conformed copy of banking resolutions .....	Appendix B
<u>First Meeting of Shareholders</u>	
a) Waiver of Notice .....	6
b) Ratification of all corporate actions previously affirmed.....	7

## Table of Contents Sole Director and Shareholder

	<u>Page No.</u>
<u>Receipt of Secretary of State</u> .....	R
<u>Certificate of Incorporation</u> .....	CI-1
<u>By-Laws</u> .....	Bylaws-1 through Bylaws-12
<u>Resolutions Adopted by Incorporator</u> .....	1
<u>Resolutions Adopted by Sole Director and Shareholder</u>	
a) Election of officers .....	1(Single)
b) Ratification of actions taken by Incorporator .....	1(Single)
c) Approval of Corporate Seal.....	1(Single)
d) Approval of form of share certificate .....	1(Single)
e) Authorization of banking arrangements .....	1(Single)
f) Specimen form of share certificate.....	Appendix A
g) Conformed copy of banking resolutions .....	Appendix B

RECEIPT OF SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

BY-LAWS

OF

A+Labs Inc.

A Delaware Corporation

**ARTICLE I – OFFICES**

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

**ARTICLE II - MEETING OF SHAREHOLDERS**

Section 1 - Annual Meetings: (Section 211)

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

Section 2 - Special Meetings: (Section 211)

The Board of Directors or such person may call special meetings of the shareholders or persons authorized by the Board of Directors and shall be held within or without the State of Delaware.

Section 3 - Court-ordered meeting: (Section 211)

The Court of Chancery in this State where the Corporation's principal office is located, or where the Corporation's registered office is located if its principal office is not located in this state, may after notice to the Corporation, order a meeting to be held on application of any Director or shareholder of the Corporation entitled to vote in an annual meeting if an annual meeting has not been held within any thirteen month period, if there is a failure by the Corporation to hold an annual meeting for a period of thirty days after the date designated therefor, or if no date has been designated, for a period of thirteen months after the organization of the Corporation or after its last annual meeting. The court may fix the time and place of the meeting, determine the shares entitled to participate in the meeting, specify a record date for determining shareholders entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, and enter other orders as may be appropriate.

Section 4 - Place of Meetings: (Section 211)

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

---

<sup>1</sup> \* All references to sections in the By-Laws refer to those sections contained in the Delaware General Corporation law.

Section 5 - Notice of Meetings: (Section 222)

(a) Written or printed notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten or more than sixty days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the business to be transacted or the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to dissent and receive payment for their shares pursuant to the Delaware General Corporation Law, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder as it appears on the share transfer records of the Corporation.

Section 6 - Shareholders' List: (Section 219)

(a) After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of, and the number, class, and series, if any, of shares held by each shareholder. The shareholders' list must be available for inspection by any shareholder for a period of ten days before the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the Corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the Corporation's transfer agent or registrar. Any shareholder of the Corporation or the shareholder's agent or attorney is entitled on written demand to inspect the shareholders' list during regular business hours and at the shareholder's expense, during the period it is available for inspection.

(b) The Corporation shall make the shareholder's list available at the meeting of shareholders and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

(c) Upon the willful neglect or refusal of the Directors to produce such a list at any meeting for the election of Directors, such Directors shall be ineligible for election for any office at such meeting.

(d) The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

Section 7 - Quorum: (Section 216)

(a) Except as otherwise provided herein, or by law, or in the Certificate of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Certificate of Incorporation"), or for meetings ordered by the Court of Chancery called pursuant to Section 211 of the Delaware General Corporations Law, a quorum shall be present at all meetings of

shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

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

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

#### Section 8 - Voting: (Section 212 & 216)

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

(b) Unless otherwise provided for in the Articles of Incorporation of this Corporation, directors will be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the number of shares owned by him/her for as many persons as there are Directors to be elected.

(c) Unless otherwise provided for in the Certificate of Incorporation of this Corporation, Directors will be elected by a plurality of the votes by the shares, present in person or by proxy, entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the number of shares owned by him/her for as many persons as there are Directors to be elected.

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

#### Section 9 - Proxies: (Section 212)

Each shareholder entitled to vote or to express consent or dissent without a meeting may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself or herself, or by (his/her) attorney-in-fact thereunto duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo-static, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. No proxy shall be valid after the expiration of three years from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

#### Section 10 - Action without a Meeting: (Section 228)

Unless otherwise provided for in the Certificate of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if a written consent or consents is/are signed by the shareholders of the Corporation having not less than the minimum number of votes necessary to

authorize or take such action at a meeting at which all shares entitled to vote thereat were present and voted is delivered by hand or by certified or registered mail, return receipt requested, to the Corporation to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of shareholders' meetings are recorded.

**Section 11 - Inspectors:** (Section 231)

(a) The Corporation shall appoint one or more inspectors, and one or more alternate inspectors, to act at any shareholder' meeting and make a written report thereof, so long as such inspectors sign an oath to faithfully execute their duties with impartiality and to the best of their ability before such meeting. If no inspector or alternate is able to act at the shareholders meeting, the presiding officer shall appoint one or more inspectors to act at the meeting.

\*(b) The inspector shall:

- (i) ascertain the number of shares entitled to vote and the voting power of each such shareholder;
- (ii) determine the shares represented at a meeting and the validity of proxies and ballots;
- (iii) count all votes and ballots;
- (iv) determine and retain for a reasonable time a disposition record of any challenges made to any of the inspectors' determinations; and
- (v) certify the inspectors' determinations of the number of shares represented at the meeting and their count of all votes and ballots.

**ARTICLE III - BOARD OF DIRECTORS**

**Section 1 - Number, Term, Election and Qualifications:** (Section 141)

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

(b)<sup>2</sup> Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Certificate of Incorporation of the Corporation or these Bylaws, by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

---

<sup>2</sup> \*NOTE: Article III Section 1 Subsection (b) of these Bylaws shall not be used in the Corporation's Bylaws unless the Corporation has one or more classes of voting stock that are:

(i) Listed on a national exchange; (ii) authorized for quotation on an inter-dealer quotation system of a registered national securities association; or (iii) held by more than two thousand shareholders of record of the Corporation.



(c) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding (his/her) election, or until (his/her) prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

Section 2 - Duties and Powers: (Section 141)

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

Section 3 - Regular Meetings; Notice:

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

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

Section 4 - Special Meetings; Notice:

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

(b) Except as otherwise required statute, written notice of special meetings shall be mailed directly to each Director, addressed to him/her at his/her residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him/her at such place by telegram, radio or cable, or shall be delivered to him/her personally or given to him/her orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mails, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the Telegraph Company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him/her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

(d) Unless otherwise stated in the Articles of Incorporation of the Corporation, the Chairperson, President, Treasurer, Secretary or any two or more Directors of the Corporation may call any special meeting of the Board of Directors.

Section 5 - Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in (his/her) absence, any other Director chosen by the Board of Directors shall preside.

Section 6 - Quorum and Adjournments: (Section 141)

(a) At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws. (Note: If the Certificate of Incorporation authorize a quorum to consist of less than a majority, but no fewer than one-third of the prescribed number of Directors as permitted by law except that when a card of one Director is authorized under Section 141 of the Delaware General Corporation Law, then one Director shall constitute a quorum or if the Certificate of Incorporation and/or Bylaws require a greater number than a majority as constituting a quorum then these Bylaws would state that this lesser or greater amount, instead of a majority, will constitute a quorum.)

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

Section 7 - Manner of Acting: (Section 141)

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

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

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

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

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

Section 8 - Vacancies: (Section 223)

(a) Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal or inability to act of any Director, or other cause, shall be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

(b) If at any time, by reason of death or resignation or other cause, the Corporation shall have no Directors in office, then an officer or any shareholder or an executor, administrator, trustee, or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders to fill such vacancies or may apply to the Court of Chancery for a decree summarily ordering an election.

(c) If the Directors of the Corporation constitute less than a majority of the whole Board, the Court of Chancery may, upon application of any shareholder or shareholders holding at least ten percent of the total number of shares entitled to vote for Directors, order an election to be held to fill any such vacancies or newly created directorships.

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

Section 9 - Resignation:

The shareholders may, at any meeting, vote to accept the resignation of any Director.

Section 10 - Removal: (Section 141)

One or more or all the Directors of the Corporation may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, unless the Certificate of Incorporation provides that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in its Certificate of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

Section 11 - Compensation: (Section 141)

The Board of Directors may authorize and establish reasonable compensation of the Directors for

services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 12 - Committees: (Section 141)

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

## **ARTICLE IV – OFFICERS**

Section 1 - Number, Qualifications, Election and Term of Office: (Section 142)

(a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of an officer whose duty is to record proceedings of shareholders' and Directors' meetings and such other officers, as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a Director of the Corporation. The same person may hold any two or more offices.

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

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

Section 2 - Resignation: (Section 142)

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

Section 3 - Removal: (Section 142)

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

Section 4 - Vacancies: (Section 142)

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

Section 5 - Bonds: (Section 142)

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

Section 6 - Compensation:

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

**ARTICLE V - SHARES OF STOCK**

Section 1 - Certificate of Stock:

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

(b) Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by the Chairperson, Vice-Chairperson, President or Vice-President and Secretary or an Assistant Secretary or the Treasurer or Assistant Treasurer, or any other Officer designated by the Board of Directors, certifying that the number of shares owned by him or her in the Corporation, provided however that where such certificate is signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the Corporation and a registrar, any such signature may be a facsimile thereof. In case any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

(c) Certificates shall be issued in such form not inconsistent with the Certificate of Incorporation and the Board of Directors shall approve as. Such certificates shall be numbered and registered on the books of the Corporation, in the order in which they were issued.

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 2 - Lost or Destroyed Certificates:

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

(a) So requests before the Corporation and has given notice that the shares have been acquired by a bona fide purchaser,

(b) Files with the Corporation a sufficient indemnity bond; and

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

Section 3 - Transfers of Shares: (Section 201)

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by (his/her) attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

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

Section 4 - Record Date: (Section 213)

(a) The Board of Directors may fix, in advance, which shall not be more than sixty, nor less than ten days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for a shareholder entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

(b) The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, provided that such record date shall not be more than sixty days before such action.

(c) The Board of Directors may fix, in advance, a date which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date is fixed and no prior action is required by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery by hand or by certified or registered mail, return receipt requested, to its registered office in this State, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded. If no record date is fixed by the Board of Directors and prior action is required by law, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(d) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

## **ARTICLE VI – DIVIDENDS (Section 173)**

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

## **ARTICLE VII - FISCAL YEAR**

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

## **ARTICLE VIII - CORPORATE SEAL [Section 607.0302(2)]**

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors.

## **ARTICLE IX – AMENDMENTS**

### **Section 1 - Initial Bylaws:**

The Board of Directors shall adopt the initial Bylaws of the Corporation at its organizational meeting.

### **Section 2 - By Shareholders:**

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

### **Section 3 - By Directors:**

The Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time, by-laws of the Corporation; however, Bylaws made by the Board may be altered or repealed and new Bylaws made by the shareholders.

## **ARTICLE X - WAIVER OF NOTICE: (Section 229)**

Whenever any notice is required to be given by law, the Certificate of Incorporation or these Bylaws, the meeting of shareholders, Board of Directors, or committee thereof, or attendance at the meeting by any person, shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of shareholders, Directors or committee thereof needs to be specified in any written waiver of notice.

## **ARTICLE XI - INTERESTED DIRECTORS: (Section 144)**

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

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

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

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee or the shareholders.

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

## **ARTICLE XII - FORM OF RECORDS: (Section 224)**

Any records maintained by the Corporation in its regular course of business, including, but not limited to, its stock ledger, books of account and minute book, may be kept on, or be in the form of punch cards, magnetic tape, photographs, micro-photographs or any other information storage device, provided that the records so kept may be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any of such records so kept upon the request of any person entitled to inspect the same.



RESOLUTIONS ADOPTED BY INCORPORATOR

OF

**A+Labs Inc.**

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

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

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

Dated: \_\_\_\_\_

\_\_\_\_\_  
Incorporator

### **Instructions for Organization of a Corporation with Sole Director/Shareholder**

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

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

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

RESOLUTIONS ADOPTED BY SOLE DIRECTOR AND SHAREHOLDER

OF

**A+Labs Inc.**

The undersigned, being the sole Director/Shareholder \_\_\_\_\_, hereby adopts the following resolution:

- (1) RESOLVED, that all actions heretofore taken by the Incorporator(s) of the Corporation are adopted, ratified and confirmed by this Director/Shareholder.
- (2) RESOLVED, that the form of Bylaws submitted to this meeting be, and they are hereby adopted as the Bylaws of the Corporation.
- (3) RESOLVED, that the following person(s) are elected to the office(s) set opposite his/her name, to assume the duties and responsibilities fixed by the Bylaws or by the undersigned as the Sole Director of the Corporation:

President:

Vice President:

Secretary:

Treasurer:

- (4) RESOLVED, that the form of seal, an impression of which is hereto affixed in the margin of these minutes, is hereby adopted as the corporate seal for this corporation.
- (5) RESOLVED, that the specimen form of certificate is hereby approved and adopted as the certificate representing the shares of this Corporation.
- (6) RESOLVED, that the \_\_\_\_\_ (treasurer) is hereby authorized to open a bank account on behalf of the Corporation with \_\_\_\_\_, located at \_\_\_\_\_, and the resolutions required by the said bank were adopted by the undersigned and attached hereto to these minutes.
- (7) RESOLVED, that the Corporation proceed to carry on the business for which it was incorporated.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Sole Director and Shareholder  
1(Single)

WAIVER OF NOTICE OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

**A+Labs Inc.**

We, the undersigned, constituting all of the Directors of above named Corporation, hereby severally waive all notice of the time, place and date of this organizational meeting of the Directors of the Corporation and any adjournment or adjournments thereof, and consent to the meeting being held at:

Place:

Date:

Time:

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

Dated: \_\_\_\_\_

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

MINUTES OF FIRST MEETING

OF

BOARD OF DIRECTORS

OF

A+Labs Inc.

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

Date:

Time:

Place:

The following Directors were present, constituting a quorum:

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

The meeting was called to order by \_\_\_\_\_.

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

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

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

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

The following persons were nominated as officers of the Corporation:

President:

Vice-President:

Secretary:

Treasurer:

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

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

Upon motion duly made and seconded, the following resolution was unanimously adopted; the following salaries were fixed to be paid until further action by Board of Directors:

<u>Title of Officer</u>	<u>Salary per year beginning with the month of</u>
-------------------------	--

_____	_____
_____	_____
_____	_____

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

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

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

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

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

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

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

RESOLVED, that \_\_\_\_\_ Bank (hereinafter called the Bank) be and hereby is designated a depository of the funds for the Corporation, and the President and Treasurer of the Corporation, jointly are hereby authorized to sign for and on behalf of the Corporation, and any and all checks, drafts or other orders with respect to any funds at any time to the credit of the Corporation with the Bank and/or against any account(s) of the Corporation

maintained at any time with the Bank, inclusive of any such checks, drafts or other orders in favor of any time with the bank, inclusive of any such checks, drafts or other orders in favor of any of the above designated Officers, and that the bank be and is hereby authorized:

- (a) To pay the same to the debit of any account of the Corporation then maintained with it;
- (b) To receive for deposit to the credit of the Corporation, and/or for collection for the account of the Corporation, and any all checks, drafts, notes or other instruments for the payment of money, whether or not endorsed by the Corporation; which may be received by it for such deposit and/or collection, it being understood that each such item shall be deemed to have been unqualifiedly endorsed by the Corporation, and
- (c) To receive, as the act of the Corporation, reconciliation of accounts when signed by any one or more of the above designated officers, or their appointees; and that the Bank may rely upon the authority conferred by this entire resolution until the receipt by the Bank of a certified copy of a resolution of the Board of Directors of the Corporation revoking or modifying the same.

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

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

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

RESOLVED, that the Treasurer be and is authorized and directed to pay in cash all fees and expenses incurred in connection with the incorporation and organization of the Corporation, other than for the services of \_\_\_\_\_, and that such organization expenditures, amounting to \$ \_\_\_\_\_, shall be amortized over such period of not less than 180 months as may be selected by the Corporation in accordance with Section 248 of the Internal Revenue Code.

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

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

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

---

Secretary

Attest:

Board of Directors

---

---



SPECIMEN FORM OF SHARE CERTIFICATE

CONFORMED COPY OF BANKING RESOLUTIONS

WAIVER OF NOTICE OF FIRST MEETING OF SHAREHOLDERS

OF

**A+Labs Inc.**

We, the undersigned, constituting all of the shareholders of A+Labs Inc., a domestic corporation organized under the laws of the State of Delaware, do hereby severally waive notice of the time, place and purpose of the first meeting of shareholders, and of any adjournment or adjournments thereof; and consent that the meeting be held at:

Place:

Date:

Time:

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

Dated: \_\_\_\_\_

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

\_\_\_\_\_  
Shareholder

MINUTES OF FIRST MEETING OF SHAREHOLDERS

**A+Labs Inc.**

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

Date:

Time:

Place:

There was present the following Shareholders:

Name of Shareholder	Number of Shares
---------------------	------------------

_____	_____
_____	_____
_____	_____

The meeting was called to order by \_\_\_\_\_, the \_\_\_\_\_ of the Corporation, and \_\_\_\_\_ acted as Secretary of the meeting.

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

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

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

The following items were presented to the meeting:

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

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

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

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

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

Attest:

\_\_\_\_\_

\_\_\_\_\_

Secretary