

CORPORATE BYLAWS OF

ARTICLE 1. CORPORATE AUTHORITY

1.1 Incorporation. _____ (the "Corporation") is a duly organized corporation authorized to do business in the State of _____ by the filing of the Articles of Incorporation on _____ [Date].

1.2 State Law. The Corporation is organized under the _____ [State] Statutes and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation. The laws, statutes, regulations and rules to which the Corporation is subject shall be referred to herein as "Applicable Law."

1.3 Corporate Purpose. The purpose of the Corporation is any and all lawful business. Such lawful business includes but is not limited to: _____

ARTICLE 2. OFFICES AND RECORDS

2.1 Registered Office and Registered Agent. The principal office and the registered agent of the Corporation shall be as stated in the Articles of Incorporation of the Corporation, as amended from time to time by the Board of Directors and on file in the appropriate public offices of the State of _____ as provided by law.

2.2 Other Offices. The Corporation may also have and maintain an office or principal place of business at such place as may be fixed by the Board of Directors of the Corporation (also, the "Board"), and may also have offices at such other places, both within and without the State of _____, as the Board may from time to time determine or the business of the Corporation may require.

2.3 Books, Accounts and Records, and Inspection Rights. The books, accounts, and records of the Corporation, except as may be otherwise required by the laws of the State of _____, may be kept outside of the State of _____, at such place(s) as the Board may from time to time determine. Except as otherwise provided by law, the Board will determine whether, to what extent, and the conditions upon which the books, accounts and records of the Corporation will be open to the inspection of the stockholders of the Corporation.

2.4 Corporate Seal. The Board may, but shall not be required to, adopt a corporate seal. The corporate seal shall consist of a die bearing the name of the Corporation and the inscription, "Corporate Seal"

