

**BYLAWS**

**OF**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, INC.**

Adopted as of \_\_\_\_\_\_\_\_\_\_\_\_\_\_

**ARTICLE I**

**Offices**

**SECTION 1. Principal Office.** The principal office of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Inc. (the “Corporation”) may be located either within or without the State of Florida as the board of directors (the “Board of Directors” or the “Board”) may designate or as the business of the Corporation may require from time to time.

**SECTION 2. Registered Office.**  The registered office of the Corporation, required by the Florida Business Corporation Act to be maintained in the State of Florida, may be, but need not be, identical to the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**Shareholders**

**SECTION 1. Annual Meeting.** The annual meeting of the shareholders shall be held on the fourth Monday in the month of March in each year at such hour as may be specified in a notice of meeting or in a duly executed waiver of notice, 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 Florida, the meeting shall be held on the next succeeding business day. If the election of Directors is not held on the day designated in these bylaws for any annual meeting of the shareholders, or at any adjournment of the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

**SECTION 2. Special Meetings.** Special meetings of the shareholders, for any purpose, may be called by the Board, by the holders of not less than ten percent (10%) of all the votes entitled to be cast on any issue to be considered at the meeting, or by the President of the Corporation.

**SECTION 3. Place of Meeting.** The Board may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting of shareholders. The Chairman of the Board, if one is elected, or the President may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of the meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Florida. Notwithstanding the preceding three sentences of this Section 3, a waiver of notice signed by any shareholders entitled to vote at a meeting, whether an annual or special meeting, may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of the holding of such meeting.

**SECTION 4. Notice of Meeting.**  Written notice stating the time, date, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each shareholder of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by telegraph, teletype, or other form of electronic communication, or by mail, by or at the direction of the President, the Secretary, or the person or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his or her address as it appears on the stock transfer books of the Corporation, postage prepaid.

**SECTION 5. Fixing of Record Date.** The Board may fix a date not more than seventy (70) and not less than ten (10) days prior to the date set for any meeting of the shareholders as the record date as of when the shareholders of record entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

**SECTION 6.** **Shareholders’ List for Meeting.** After fixing the record date for a meeting, an alphabetical list of the names of all 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, shall be prepared. The list shall, upon written demand, be available during regular business hours, for inspection by any shareholder and at his or her expense for a period of ten (10) days prior to the meeting date, or such shorter time as may exist between the record date and the meeting, and continuing through the meeting, at the Corporation’s principal office, at a place set forth 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. The Corporation shall also make the list available at the meeting.

**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 the shareholders. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting if the time, date, and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, following the adjournment, the Board fixes a new record date for the adjourned meeting, notice of such adjourned meeting shall be given, in compliance with Section 4 of this Article II, to each shareholder of record on the new record date entitled to vote at such meeting. After a quorum has been established at a shareholders’ meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**SECTION 8. Proxies.** Every shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent without a meeting, or his or her duly authorized attorney-in-fact, may authorize another person or persons to act for him or her by proxy. The proxy must be executed in writing by the shareholder or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**SECTION 9. Voting of Shares.** Each outstanding share of stock entitled to vote shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the shareholders.

**SECTION 10. Voting of Shares by Certain Holders.** Shares of stock held by an administrator, executor, guardian, personal representative, or conservator may be voted by him or her, either in person or by proxy, without a transfer of such shares into his or her name.

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

Shares of stock standing in the name of a receiver, a trustee in bankruptcy proceedings, or an assignee for the benefit of creditors may be voted by him or her without the transfer thereof into his or her name.

A shareholder whose shares of stock 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 or his or her nominee shall be entitled to vote the shares so transferred.

Shares of stock owned by another corporation the majority of whose shares of stock entitled to vote for Directors is owned or controlled by the Corporation shall not be voted, directly or indirectly, at any meeting.

**ARTICLE III**

**Board of Directors**

**SECTION 1. General Powers**. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

**SECTION 2. Number, Tenure, and Qualification.** The number of Directors of the Corporation initially shall be one (1). The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors, provided that the Corporation shall always have at least one (1) director. Any increase in the number of Directors shall be effective immediately. Any decrease in the number of Directors shall be effective at the time of the next succeeding annual meeting of the Shareholders unless there shall be vacancies on the Board, in which case such decrease may become effective at any time prior to the next succeeding annual meeting to the extent of the number of vacancies.

Except as otherwise provided by statute, the Directors shall be elected at the annual meeting of Shareholders and, at each meeting of Shareholders for the election of Directors at which a quorum is present, the persons receiving a plurality of the votes cast at such election shall be elected as Directors.

Each initial director shall hold office until the first shareholders’ meeting at which Directors are elected. Thereafter, each director shall hold office until the next annual meeting of shareholders and until his or her successor is elected and qualified or until his or her earlier resignation, death, or removal from office.

**SECTION 3. Chairman of the Board.** The Board of Directors of the Corporation may elect a Chairman who, if so elected, shall preside at all meetings of the Board of Directors. The Chairman shall have such other powers and shall perform all duties as from time to time may be granted or assigned to him or her by the Board of Directors and as provided by law.

**SECTION 4. Annual and Regular Meetings.** The annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time, date, and place for the holding of regular meetings without other notice than such resolution.

**SECTION 5. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President, or by any two Directors. The Chairman of the Board, if one is elected, or the President shall fix the place for holding such special meeting.

**SECTION 6. Notice.** Notice of any special meeting shall be given at least two (2) days before the meeting by written notice delivered personally, by mail, or by electronic communication to each director at his or her business address, unless in case of emergency, the Chairman of the Board, if one is elected, or the President shall prescribe a shorter notice to be given personally or by electronic communication to each director at his or her residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered five (5) days after its deposit in the United States mail, if mailed, postpaid and correctly addressed. If a notice of meeting is delivered personally or by electronic communication, such notice shall be deemed to be delivered on the day delivered or sent, if correctly addressed. Any director may waive notice of any meeting, before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time or date of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**SECTION 7. Quorum.** A majority of the number of Directors fixed pursuant to Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the 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.

**SECTION 8. Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION 9. Vacancies.** Any vacancy occurring on the Board, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

**SECTION 10. Compensation.** By resolution of the Board of Directors, the Directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board or may be paid 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 11. 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 he or she objects at the beginning of the meeting to holding it or transacting specified business at the meeting or he or she votes against or abstains from the action taken.

**SECTION 12. Constructive Presence at a Meeting.** A member of the Board of Directors may participate in a meeting of such Board by any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting. Participating by such means shall constitute presence in person at a meeting.

**SECTION 13. Action Without a Meeting.** Any action required or permitted by law to be taken at any meeting of the Board or a committee thereof, may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. The action so taken is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent so signed has the effect of a meeting vote and may be described as such in any document.

**ARTICLE IV**

**Officers**

**SECTION 1. Number.** The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. One or more Vice Presidents and such other officers and assistant officers and agents 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 regular 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 may be convenient. Each officer shall hold office until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

**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 interests 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. Election or appointment of an officer or agent shall not of itself create contract rights.

**SECTION 4. Vacancies.** A vacancy, however occurring, in any office 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 affairs of the Corporation. He or she shall, when present, preside at all meetings of the shareholders. The President shall also preside at the meetings of the Board of Directors, unless the Board of Directors has elected a Chairman and the Chairman is present at such meetings. The President may sign 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 bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties as from time to time may be assigned to him or her by the Board of Directors.

**SECTION 6. Vice President.** In the absence of the President or in the event of his or her death or his or her inability or refusal to act, the Vice President, if one is elected, shall have 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. The Vice President, if one is elected, shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. If more than one Vice President is elected, the Board of Directors shall designate which Vice President shall serve until the election of a successor President.

**SECTION 7. Secretary.** The Secretary shall: (a) keep the minutes of all the meetings of the shareholders and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) 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; (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) authenticate all records of the Corporation; and (g) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**SECTION 8. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) 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 VI of these bylaws; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**SECTION 9. Compensation.** The compensation of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a director of the Corporation.

**ARTICLE V**

**Resignations**

Any director of the Corporation may resign by delivering written notice to the Board of Directors or its Chairman or to the Corporation. Any officer of the Corporation may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect when delivered unless the notice specifies a later effective date.

**ARTICLE VI**

**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, unless otherwise restricted by law. 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 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 VII**

**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. Certificates shall be signed by the President or by such other officers as authorized by law. 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 issue, 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 on the stock transfer books of the Corporation only when the holder of record thereof or his or her legal representative, or his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, shall furnish proper evidence of authority to transfer, and when there is surrendered for cancellation the certificate for such shares, properly endorsed. 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 VIII**

**Fiscal Year**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year, except its first fiscal year, which shall begin on the date of incorporation.

**ARTICLE IX**

**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 X**

**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted under Florida law now or hereinafter enacted.

**ARTICLE XI**

**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 bylaws or under the provisions of its 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 deemed equivalent to the giving of such notice.

**ARTICLE XII**

**Amendments**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of the Board of Directors.

**ARTICLE XIII**

**Corporate Records**

The Corporation shall maintain in written form or in a form capable of conversion into written form (a) permanent records of minutes of all meetings of its shareholders and Board of Directors, or any committee thereof; or a record of all action taken without a meeting of its shareholders or Board of Directors, or any committee thereof; (b) accurate accounting records; (c) a record of its shareholders in a form that permits preparation of a list of names and addresses of all shareholders in alphabetical order by class of shares showing the number and series held by each. Additionally, the Corporation shall keep a copy of (a) its Articles of Incorporation and all amendments currently in effect; (b) its Bylaws, or restated Bylaws, and all amendments currently in effect; (c) resolutions adopted by its Board of Directors creating one or more classes or series of shares and affixing their relative rights, preferences, and limitations, if shares issued pursuant thereto are outstanding; (d) minutes of all shareholders’ meetings and records of all action taken by shareholders without a meeting for the past three years; (e) written communications to all shareholders, generally, or all shareholders of a class or series within the past three years, including the financial statements furnished for the past three years pursuant to the Florida Business Corporation Act; (f) a list of names and business street addresses of its current Directors and officers; and (g) its most recent annual report delivered to the Florida Department of State pursuant to the Florida Business Corporation Act.