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**CERTIFICATE OF INCORPORATION**

**OF**

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

# NAME

The name of the corporation (hereinafter referred to as the “Corporation”) is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Inc.

# REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Suite \_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_, County of \_\_\_\_\_\_\_\_\_\_, Delaware \_\_\_\_\_\_. The name of its registered agent at that address is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

# PURPOSE

The purpose of this Corporation is to engage in any lawful act, activity, or business for which corporations may be organized under the Delaware General Corporation Law.

# CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is \_\_\_\_\_\_\_ non-assessable shares of common stock with a par value of $\_\_\_\_\_\_ per share (the “Common Stock”).

# BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by and under the direction of the board of directors of the Corporation (“Board of Directors”), and the directors need not be elected by written ballot unless required by the bylaws of the Corporation (“Bylaws”). In furtherance of, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend, alter, and repeal Bylaws of the Corporation. The initial Board of Directors shall consist of \_\_\_\_ member(s). The number of directors may be increased or decreased from time to time by vote of the stockholders of the Corporation (“Stockholders”), but in no case shall the number of directors be less than one nor more than nine. The removal of one or more Directors may be effected by a vote of the Stockholders. Upon the filing of this Certificate of Incorporation, the powers of the sole incorporator shall terminate. The name and mailing address of the person who shall serve as the initial director of this Corporation until the first annual meeting of Stockholders of the Corporation, or until his successor is elected and qualified, is:

|  |  |
| --- | --- |
| **Name** | **Address** |

# AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Delaware. All rights, powers, privileges, and discretionary authority granted or conferred herein upon the officers or directors of the Corporation are granted or conferred subject to this reservation.

# INDEMNIFICATION AND LIMITATION OF LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duties as a director of the Corporation, except for liability (i) for any breach of the director’s duty of loyalty to the Corporation or its Stockholders, (ii) for acts and omissions not in good faith or which involves intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or any successor thereto, or (iv) for any transaction from which the director derives an improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as an director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VII by the Stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

# MEETINGS

Meetings of the Stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide.

# INCORPORATOR

The name of the incorporator is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with mailing address at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

The undersigned incorporator hereby acknowledges that the foregoing certificate is his act and deed and that the facts herein are true.

Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_

 , Incorporator