**Minutes**

**First Meeting of Board of Directors**

**<\*\*NameOfCorp\*\*>**

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

A quorum being present, the meeting was called to order

**ADOPTION OF BYLAWS**

Upon a properly made and seconded motion, it was unanimously Resolved to adopt the bylaws. The document labeled "bylaws" which are attached hereto are a true and correct copy of the bylaws that are hereby being adopted.

**APPOINTMENT OF OFFICERS**

Upon a properly made and seconded Motion it was unanimously RESOLVED that the following persons are the officers of this Corporation:

Chairperson: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**ADOPTION OF SHARE SPECIMEN**

Upon a properly made and seconded motion, it was unanimously Resolved adopt the form of share certificate for fully paid and non-assessable shares of stock of this Corporation which is attached hereto and labeled Exhibit "A". This form shall be used by the corporation to evidence transactions in its stock.

**ISSUING SHARES FOR CASH**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, of Miami-Dade County, Florida has offered to purchase \_\_\_\_\_\_\_\_ shares of the Corporation and to pay the sum of $ \_\_\_\_\_\_\_\_ in cash for such share. The Corporation is prepared to issue stock to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, subject to the following restrictions: that all shares shall be issued for investment only, and not for resale.

The incorporator hereby determines that $\_\_\_\_\_\_ per share is adequate consideration for a share of common stock of the Corporation.

Upon a properly made and seconded motion, it was unanimously Resolved that the offer of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is accepted, and that upon receipt of the subscription price, the proper officers of the Company are directed to execute, issue, and deliver in the name and on behalf of the Company, and under its corporate seal, a certificate for \_\_\_\_\_\_ shares of fully-paid and nonassessable restricted shares of the Corporation to the order of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_; such certificate to have stamped or typed on the face or back (so long as they are subject to restriction) the following legend: "Notice: This stock acquired for investment only, and not for resale". The president shall report the completion of this transaction to the Secretary so that a notation of it can be entered into the corporation's stock transfer book.

**AUTHORIZATION TO OPEN BANK ACCOUNT**

Upon a properly made and seconded motion, it was unanimously Resolved that the president and treasurer are authorized and directed to open a federally insured account in the name of this corporation at bank doing business in the county where its principal place of business is located. The resolutions prescribed and furnished by the said bank for opening said account and for designating the officers to sign drafts and checks thereon are adopted and made a part of this consent.

**GENERAL LICENSING AUTHORITY**

Upon a properly made and seconded motion, it was unanimously Resolved that the proper officers of this Corporation are authorized and directed to make and file such certificate or certificates, report or reports, or other instrument or instruments as may be required by law to be filed with the federal government (including, without limitation, an application for a tax identification number), or in any state, territory, or dependency of the United States, in any foreign country in which said officers shall find it necessary or expedient to file the same to authorize the Corporations to transact business.

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BEGIN OPTIONAL CLAUSES (delete the paragraphs not desired)

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**APPROVAL OF PREORGANIZATION AGREEMENT.**

The form of Preorganization Agreement entered into between \_\_\_\_\_\_\_\_\_\_\_and \_\_\_\_\_\_\_\_\_\_\_, on which is attached as Exhibit \_\_, is hereby approved, and the president or vice president of the Corporation is hereby authorized to execute and deliver to each of the parties thereto, in the name and on behalf of the Corporation, its written consent to be bound by the terms of such agreement.

**APPROVAL OF SHAREHOLDERS' AGREEMENT**

The agreement entered into on between \_\_\_\_\_\_\_\_\_\_\_\_\_ and, \_\_\_\_\_\_\_\_\_\_\_\_ as all of the shareholders of the Corporation, which agreement is attached as Exhibit \_\_\_\_\_, is hereby approved, and the president or vice president of the corporation is hereby authorized to execute and deliver to each of the parties, in the name and on behalf of the Corporation, its written consent to be bound by the terms of such agreement.

**ELECTION TO BE TAXED AS A SMALL BUSINESS S CORPORATION**

The corporation hereby elects to be taxed as a small business corporation pursuant to Section 1362 of Title 26 of the United States Code for its initial taxable year and all subsequent taxable years; and the appropriate officers of the corporation are hereby authorized to prepare and execute any notice required to evidence such election, to obtain from each shareholder of the corporation his or her written consent to such election, and to file with the Internal Revenue Service within the time prescribed by law, such notice of election and written shareholder consents.

**CORPORATE SEAL**

The president presented a proposed corporate seal in the form and with the figures as follows:

[SEAL]

Upon a properly made and seconded motion, it was unanimously Resolved that this corporate seal is hereby adopted as the official seal of this Corporation.

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END OPTIONAL CLAUSE

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**ADJOURNMENT**

Upon a properly made and seconded motion, it was unanimously Resolved to adjourn the meeting

**CERTIFICATION OF SECRETARY**

I hereby certify that the following minutes were adopted by the board of directors at a properly called meeting of the board of directors on the following date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_,

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

Secretary

***Exhibit A***

**BY-LAWS**

**OF**

**<\*\*NameOfCorp\*\*>**

**ARTICLE I. SHAREHOLDERS**

Section 1. Annual meeting

The annual meeting of the shareholders shall be held in the month of January in each year, beginning with the calendar year immediately following the year in which these bylaws were adopted at such time and place as shall be fixed by the President, for the purpose of electing directors and the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the share holders, for any purpose or purposes, may be called by the President or one member of the board of directors, and shall be called by the President at the request of the holders of not less than one-tenth of all outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of meetings

Shareholder meetings shall be held at the principle office of the corporation unless otherwise determined by the President or board of directors.

Section 4. Notice of Meetings

Written notice stating the place, day and hour of the meeting and the purpose for which the meeting is called, shall be delivered not less than seven days nor more than fifty days before the date of the meeting, either personally, by mail or by email, at the direction of the President or other officer, 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 share holder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. Notwithstanding the provisions of this section, the stock or bonded indebtedness of the corporation shall not be increased at the meeting unless notice of such meeting shall have been given as may be required by Florida Statutes or the Florida Constitution.

Section 5. Closing of Transfer Books or Fixing of Record Date

For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the board of directors may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty 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 days immediately preceding such meeting. If the stock transfer books are not so 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 dividends, the date on which the resolution of the board of directors declaring such dividend is adopted or the date on which notice of the meeting is mailed, 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 except where the determination has been made through the closing of the stock transfer books and the stated period of closing has expired.

Section 6. Voting Record

The Secretary shall hold the stock transfer book. He/she shall make a complete list of the shareholders entitled to vote at each meeting of shareholders. The list shall be complete at least 10 days prior to the meeting. Shareholders have the right to inspect the stock transfer books.

Section 7. Quorum

A majority of the outstanding shares of the corporation entitled to vote shall constitute a quorum.

Section 8. Voting of Shares

Each outstanding share entitled to vote shall be entitled to one vote at a meeting of shareholders. The principle of cumulative voting shall apply in all elections of directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him or her multiplied by the number of directors to be elected, and each may cast all his or her votes for a single candidate, or may divide and distribute his or her votes among any two or more candidates, as he or she may see fit. Each shareholder may, if he or she desires, cast fewer than all the votes to which he or she is entitled at an election of directors, but no ballot shall be valid if the total votes shown on it are in excess of the total number of votes to which the shareholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the bylaws of such corporation may prescribe or, in the absence of such provision, as the board of directors of such corporation may designate. Proof of such designation may be made by presentation of the certified copy of the bylaws or other instrument of the corporate stockholder. In the absence of any such designation, or in case of conflicting designation by the corporate shareholder, the chairman of the board, the president, any vice president, the secretary and the treasurer of the corporate shareholder shall be presumed to possess, in that order, authority to vote such shares.

Shares in the name of a deceased person, a minor ward, or an incompetent person may be voted by such person's administrator, executor, court appointed guardian, or conservator, either in person or by proxy, without a transfer of such shares into the name of such administrator, executor

Section 8. Voting Trusts

Shares of stock in the corporation with voting rights may be transferred to trustees to confer on them the right to vote and otherwise represent such shares. The voting trust agreement shall not exceed 10 years in duration. A Counterpart of any voting trust agreement, conferring on the trustees the right to vote and otherwise represent the shares, shall be filed in the principal office of the corporation. Any such agreement, so filed, will be subject to the same right of examination by a shareholder of the corporation, in person or by agent or attorney, as are the books and records of the corporation, and it will also be subject to examination by any holder of a beneficial interest in the voting trust, either in person or by agent or attorney, at any reasonable time for any proper purpose.

Section 9. Actions of Shareholders by Written Consent

As authorized by Section 607.0704, Florida Statutes, action required or permitted by to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. In order to be effective the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes of each voting group entitled to vote thereon, and delivered to the corporation by delivery to its principal office in this state, its principal place of business, the corporate secretary, or another officer or agent of the corporation having custody of the book in which proceedings of meetings of shareholders are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the date of the earliest dated consent delivered in the manner required by this section, written consents signed by the number of holders required to take action are delivered to the corporation by delivery as set forth in this section.

**ARTICLE II. BOARD OF DIRECTORS**

Section 1. Number, Tenure, Election

The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolutions adopted by the shareholders acting in accordance with the procedures outlined in Articles I of these bylaws. Directors shall be elected to one year terms by the shareholders at the annual meeting. The shareholders may remove a director at any time and for any reason.

Section 2. Meetings

Meetings of the board of directors may be called by or at the request of the President. The President must call such a meeting when requested to do so by a majority of the incumbent directors.

Section 3. Notice

Notice of any meeting shall be given at least two days previously by written notice delivered personally or mailed to each director at his business address.

Section 4. Quorum

A majority of the number of directors fixed by Section 1 of this Article II shall constitute a quorum for the transaction of business at any meeting of the board of directors.

Section 5. 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 6. Vacancies

Any vacancy occurring in the board of directors may be filled by a majority vote of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of shareholders. Any directorship to be filled by reason of increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

**ARTICLE III. OFFICERS**

Section 1. Roster of Officers:

The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Corporation shall have a President and Secretary.

Section 2. President

The President shall preside at meetings of the directors, shall be responsible for preparing agendas for directors meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order. The President shall undertake such other duties as may be required from time to time by resolution of the board of directors.

Section 3. Secretary

The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

Section 4. Optional Designation of Additional Officers

The Board of Directors, in its discretion, may, by resolution, designate other officers. Such officers, if so designated, shall have such authority as may be granted from time to time by resolutions of the board of directors.

Section 5. Selection and Removal of Officers

All officers shall serve indefinite terms. An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such officer.

**ARTICLE IV. CONTRACTS, LOANS, CHECKS, DEPOSITS**

Section 1. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors.

Section 2. Checks

All checks 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 a manner as shall from time to time be determined by resolution of the board of directors.

**ARTICLE V. CERTIFICATES FOR SHARES**

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 or Vice President and countersigned by the Secretary. Each certificate shall be consecutively numbered. The name and address of the person to whom the shares represented thereby are issued, with the number and class of shares and date of issue, shall be entered on the stock transfer books of the corporation. The Secretary-Treasurer shall keep the stock transfer book.

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. 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.

The shares of this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors. The board of directors may refuse such approval when the proposed transfer or sale would jeopardize the corporation's status or exemption, or for any other reasonable purpose.

**ARTICLE VII. DIVIDENDS**

The board of directors may declare and the corporation may pay dividends on its outstanding shares in cash, property, or its own shares, and on its treasury shares in its own shares, subject to the following limitations:

(a) No dividends shall be declared or paid at a time when the corporation is insolvent or when the payment thereof would render the corporation insolvent.

(b) Dividends, whether in cash or property, may be declared and paid only out of the unreserved and unrestricted earned surplus of the corporation, or out of capital surplus, howsoever arising, but any dividend paid out of capital surplus must be identified as a distribution of capital surplus, and the amount per share paid from such surplus shall be disclosed to the shareholders receiving the same concurrently with the distribution.

(c) Dividends may be declared and paid out of the treasury shares of the corporation.

(d) Dividends may be declared and paid in authorized but unissued shares, out of the unreserved and unrestricted surplus of the corporation, on the condition that

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Complete the last sentence of the above section by inserting one of the following two alternatives (delete the other)

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option one: if the shares to be issued are to have par value

such shares of the shall be issued at not less than the par value thereof, and there shall be transferred to stated capital at the time such dividend is paid, an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.

option two: if the shares to be issued are without par value:

such shares shall be issued at such stated value as shall be fixed by the board of directors by resolution adopted at the time the dividend is declared, and there shall be transferred to stated capital at the time the dividend is paid, an amount of surplus equal to the aggregate stated value so fixed in respect of such shares, and the amount per share so transferred to stated capital shall be disclosed to the shareholders receiving the dividend concurrently with the payment thereof]

END OF OPTIONS

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(e) Except as may otherwise be provided in the articles of incorporation, no dividend payable in shares of any class may be paid to the holders of shares of any class unless such payment is authorized by the affirmative vote or the written consent of the holders of at least a majority of the outstanding shares of the class of shares to be distributed.

(f) A split up or division of the issued shares of any class into a greater number of shares of the same class without increasing the stated capital of the corporation shall not be section.

(g) No dividends shall be declared or paid contrary to any restrictions contained in the articles of incorporation.

**ARTICLE VIII. AMENDMENTS**

These bylaws may be amended at any time by majority vote of the board of directors or shareholders, except that any of the following amendments shall require the approval of three-fourths of the then outstanding shares:

(1) Any amendment reducing the percentage of outstanding shares required to constitute a quorum for the transaction of business or required to authorize any shareholder action;

(2) Any amendment reducing the number of directors required to constitute a quorum for the transaction of business or required to authorize any action on the part of the board of directors;

(3) Any amendment increasing or decreasing the number of authorized shares, or authorizing the issuance of previously authorized but unissued shares;

(4) Any amendment increasing or decreasing the number of directors;

(5) Any amendment imposing or eliminating any stock transfer restrictions or mandatory stock purchase obligations;

(6) Any amendment to this section.

**CERTIFICATE OF ADOPTION**

I hereby certify that these bylaws were adopted by the board of directors of <\*\*NameOfCorp\*\*> at a meeting held on the \_\_\_\_\_\_\_\_\_\_\_ day of\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_

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

Secretary, <<\*\*insert\*\*>>

*Exhibit "B"*

**COMMON SHARE CERTIFICATE**

Certificate No. \_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_ shares

THIS CERTIFIES THAT \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is the owner of \_\_\_\_\_\_ shares of the common stock of <<\*\*enter name of corporation\*\*>>, a corporation organized under the laws of the State of Florida, transferable on the books of the corporation by the holder hereof, in person or by duly authorized attorney, on surrender of this certificate properly endorsed. A complete statement of the rights, privileges, and limitations of this stock is available without charge from the corporation upon request.

WITNESS the seal of the corporation and the signature of its duly authorized officers:

<<\*\*enter name of corporation\*\*>>

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND MAY NOT BE OFFERED, OFFERED FOR SALE, OR SOLD IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR ANY OPINION OF COUNSEL SATISFACTORY TO THE CORPORATION THAT REGISTRATION IS NOT REQUIRED.

**STOCK TRANSFER ENDORSEMENT**

**(to be completed only if stock is ever transferred)**

FOR VALUE RECEIVED, receipt of which is hereby acknowledged, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ hereby sells, assigns, and transfers to \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (\_\_\_\_) shares of the stock of this corporation represented by this certificate and hereby irrevocably constitutes and appoints as attorney to transfer these shares on the books of the corporation with full power of substitution in the premises.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature