BYLAWS
OF
[Name of Corporation]

A CALIFORNIA CORPORATION

ARTICLE I: OFFICES

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business is located at [Principal Office Address].

Section 2. Change of Address

The Board of Directors may change the principal office from one location to another. Any such change shall be noted by the Secretary in the corporate records, or this section may be amended to state the new location.

Section 3. Other Offices

The Corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate.

ARTICLE II: SHAREHOLDERS

Section 1. Annual Meetings

An annual meeting of the shareholders shall be held on [date] each year at [time], or at such other date and time as the Board of Directors shall determine, for the purpose of electing directors and transacting such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the shareholders may be called by the President, the Board of Directors, or by shareholders holding at least ten percent (10%) of the voting power of the Corporation.

Section 3. Notice of Meetings

Written notice of each meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder entitled to vote at such meeting.

Section 4. Quorum

The holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at meetings of shareholders.

ARTICLE III: DIRECTORS

Section 1. Powers

Subject to the limitations of the Articles of Incorporation, the Bylaws, and the California General Corporation Law, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number of Directors

The number of directors shall be fixed from time to time by resolution of the Board of Directors.

Section 3. Election and Term of Office

Directors shall be elected at each annual meeting of the shareholders to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies

Vacancies on the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

ARTICLE IV: OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Section 2. Appointment of Officers

The officers of the Corporation shall be appointed by the Board of Directors, and each shall serve at the pleasure of the Board.

Section 3. Subordinate Officers

The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

ARTICLE V: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article V, “agent” means any person who is or was a director, officer, employee, or other agent of the Corporation.

Section 2. Indemnification in Actions by Third Parties

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an agent of the Corporation.

Section 3. Indemnification in Actions by or in the Right of the Corporation

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation.

ARTICLE VI: WAIVER OF INITIAL MEETING OF THE BOARD OF DIRECTORS

We, the undersigned, being all the directors of [Name of Corporation], a California corporation, do hereby waive the initial meeting of the Board of Directors, and consent that the following resolutions be adopted:

1. RESOLVED: That the Bylaws of this Corporation, presented to and approved by the Board of Directors, be adopted as the Bylaws of this Corporation.

2. RESOLVED: That the Secretary of this Corporation is hereby directed to place a copy of the Bylaws in the minute book of this Corporation and to see that a copy of the Bylaws is kept at the principal office of this Corporation for inspection by the shareholders at all reasonable times during office hours.

Dated: [Date]

[Signature]
[Name of Director]

[Signature]
[Name of Director]

[Signature]
[Name of Director]

ARTICLE VII: BANKING RESOLUTION

RESOLVED: That [Name of Bank] is hereby designated as a depository of this Corporation, and that the President, Secretary, and Treasurer of this Corporation are authorized to open and maintain an account or accounts with said Bank, and that any one of them is hereby authorized to sign checks, drafts, and other orders for the payment of money drawn in the name of this Corporation.

RESOLVED FURTHER: That the Secretary of this Corporation is hereby authorized and directed to certify to [Name of Bank] the adoption of these resolutions and the names of the officers of this Corporation and their signatures.

Dated: [Date]

[Signature]
[Name of Secretary]

ARTICLE VIII: AMENDMENTS

Section 1. Amendment by Shareholders

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present.

Section 2. Amendment by Directors

Subject to the rights of the shareholders as provided in Section 1 of this Article VIII, Bylaws may be adopted, amended, or repealed by the Board of Directors.

Certainly. Below is the continuation of the draft:

ARTICLE IX: RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep adequate and correct books and records of account, minutes of the proceedings of its shareholders, Board, and committees of the Board, and a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each.

Section 2. Annual Report

The Board of Directors shall cause an annual report to be sent to the shareholders not later than one hundred twenty (120) days after the close of the fiscal year.

Section 3. Shareholder Inspection Rights

Any shareholder of record, in person or by attorney or other agent, shall have the right during the usual hours for business to inspect the Corporation's books and records, to make copies thereof, and to inspect the properties of the Corporation.

Section 4. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE X: CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the word "California." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall be fixed and may be varied by resolution of the Board of Directors.

ARTICLE XII: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of [Name of Corporation], a California corporation; and

2. That the foregoing Bylaws, comprising [number] pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors by an action by unanimous written consent dated [date].

Date:____________ ________________________

[Signature]
[Name of Secretary], Secretary