

BYLAWS OF “xxxxx”

ARTICLE I

OFFICES

Section 1. Offices.

The registered office shall be in the City of xxxxxx, State/Country of xxxxxx (hereinafter, the "State"). The corporation may also have offices at such other places both within and without the State, as the Sole Administrator may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. General.

All meetings of the stockholders shall be held at such place within or without the State as may be designated from time to time by the sole Administrator.

Section 2. Annual Meetings.

The annual meeting of the stockholders, commencing with the year 201x shall be held before May 31st of each year on date and time designated from time to time by the sole Administrator and stated in the notice of the meeting.. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 3. Special Meetings.

Special meetings of the stockholders, for any purpose or purposes, may be called by the sole Administrator , or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than ten (10) or more than sixty (60) days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 4. Quorum.

The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, except as otherwise provided by statute or by the Certificate. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting to a future date at which a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. Notice need not be given of the adjourned meeting if the time and place are announced at the meeting in which the adjournment occurs. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 5. Voting.

Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder.

ARTICLE III

ADMINISTRATION

Section 1. Management and Number.

The property, business and affairs of the corporation shall be controlled and managed by a sole Administrator. Sole administrator can be changed / appointed with a special quorum of 70 % of the stock capital.

ARTICLE IV

CERTIFICATES OF STOCK

Section 1. Certificates of Stock.

Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the sole Administrator certifying the number of shares owned by him or her in the

corporation.

Section 2. Lost Certificate.

The sole Administrator may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed.

Section 3. Transfers of Stock.

Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Registered Stockholders.

The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State.

ARTICLE V

GENERAL PROVISIONS

Section 1. Dividends.

Dividends upon the capital stock of the corporation, subject to the provisions of the Certificate, if any, may be declared by the sole Administrator at any regular or special meeting, pursuant to law.

Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate.

Section 2. Reserves.

Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves for working capital, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Annual Statement.

The sole Administrator shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 4. Checks and Deposits.

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the sole Administrator may from time to time designate. All funds of the corporation not otherwise employed may be deposited to the credit of the corporation in such banks, trust companies or other depositories as the sole Administrator may from time to time select.

Section 5. Fiscal Year.

The fiscal year of the corporation shall be fixed by resolution of the sole Administrator .

ARTICLE VI

AMENDMENTS

Section 1. Amendments.

These bylaws may be altered, amended or repealed or new bylaws may be adopted by the stockholders at any regular meeting of the stockholders if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

ARTICLE VII

INCREASE OF CAPITAL

Section 1. Changes in Share Capital and Preemptive Rights

Shareholder authorization is required to increase the stock capital.

Shareholders have preemptive rights with respect to the class and in proportion to the number of shares of the capital stock they hold, before any increase in the number of shares. Preemptive rights give shareholders the right, upon any issuance of shares, to purchase a sufficient number of shares to maintain their existing ownership percentages. Shareholders that intend to use this right, must confirm their decision to the sole Administrator within 15 days since they had notice of the planned increase of capital.

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ARTICLE VIII

Section 1. Board of Statutory Auditors

A Shareholders' Meeting shall elect the sole Administrator Statutory Auditors, which is to be composed of three regular members, and shall determine their compensation. Two alternate members shall also be elected by a Shareholders' Meeting.