

ARTICLES OF INCORPORATION
A Stock Corporation

In compliance with the requirements of the General Corporation Laws of Delaware, and for the purposes of forming a for-profit business corporation in Delaware, the undersigned desire to form a corporation according to the following Certificate of Incorporation.

Corporate Name

1. The name of the corporation is _____ (the "Corporation").

Purpose

2. The Corporation is formed for the transaction of any or all lawful business for which Corporations may be incorporated under the General Corporation Law of Delaware.

Duration

3. The duration of the Corporation is perpetual.

Registered Office and Registered Agent

4. The street address of the initial registered office is _____, _____, Delaware, _____. The name of the initial Registered Agent at this Registered Office is _____. The county of the registered office is _____.

Initial Director

5. The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who will serve as Director until the first annual meeting of stockholders or until successors are elected and qualified is set out below:

Name	Address	City	State	Zip Code
_____	_____	_____	Delaware	_____

Authorized Capital

6. The total number of shares of all classes of stock that the Corporation is authorized to issue is 0.

Class A Stock

7. The Corporation is authorized to issue a single class of stock. The total number of shares authorized is 0 par value shares of Class A stock and the par value of each of the authorized shares of Class A stock is \$0.0000 US Dollars. This class of stock is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, cumulative stock will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A stock will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A stock may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A stock is issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of stock in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the stock of each series but always subject to the limitations set out in the Certificate of Incorporation.
- c. The holders of Class A stock will be entitled to one vote for each Class A stock held, and will be entitled to receive notice of and to attend all meetings of the stockholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A stockholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

Restrictions on Transfer and Other Rules

8. No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of stock of the Corporation is prohibited.

Preemptive Rights

9. The stockholders of the Corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A stockholder may waive any preemptive right.

Amend or Repeal Bylaws

10. Bylaws may be adopted, amended, or repealed either by approval of the outstanding stock or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the stockholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the stockholders to adopt, amend, or repeal bylaws.

Cumulative Voting

11. In an election of Directors, each stockholder's number of votes will be calculated by multiplying the number of voting stock they are entitled to cast by the number of Directors being elected. The stockholder may cast their total votes for a single Director or may distribute them among two or more Directors, as the stockholder sees fit.

Fiscal Year End

12. The fiscal year end of the Corporation is December 31st.

Indemnification of Officers, Directors, Employees and Agents

13. The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its stockholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or

willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

Limitation of Liability

14. The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its stockholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Certificate of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its stockholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

Incorporator

15. The name and address of the incorporator of _____ are set out below.

Name	Address	City	State	Zip Code
_____	_____	_____	Delaware	_____

Execution

16. I, the undersigned, for the purpose of forming a corporation under the General Corporation Laws of Delaware, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this _____ day of _____, A.D. 20_____.

BY:

 _____ (Incorporator)

Filer Contact Information

17. In case of filing difficulties, please contact:
 Name of Filer: _____