

ARTICLES OF INCORPORATION

OF _____

ARTICLE I

The name of this corporation is _____ (hereinafter, the "Corporation").

ARTICLE II

The principal place of business of the Corporation shall be _____ . The name and address of the Corporation's registered agent is _____

ARTICLE III

The sole purpose of the Corporation shall be:

Select applicable box:

To engage in any and all lawful act or activity, and to exercise any and all powers permitted to corporations organized under the laws of the State of _____ ;
OR

To engage in the following activities, and all lawful activities incidental thereto:

ARTICLE IV

Select all that apply:

The Corporation shall have authority to issue _____ (_____) shares of common stock ("Common Stock"), with a par value of _____ (_____) per share. Dividends may be paid on the Common Stock from time to time as determined in the discretion of the Board of Directors. The Board of Directors shall have authority to issue or exchange the shares of the Corporation's Common Stock upon the terms and for the consideration it deems appropriate based upon resolution of the Board of Directors.



The Corporation shall have authority to issue _____ (____) shares of serial common stock (“Serial Common Stock”), with a par value of _____ (____) per share. Dividends may be paid on the Serial Common Stock from time to time as determined in the discretion of the Board of Directors. The Board of Directors shall have authority to issue or exchange the shares of the Corporation’s Serial Common Stock upon the terms and for the consideration it deems appropriate based upon resolution of the Board of Directors.

The Corporation shall have authority to issue _____ (____) shares of preferred stock (“Preferred Stock”), with a par value of _____ (____) per share. Dividends may be paid on the Preferred Stock from time to time as determined in the discretion of the Board of Directors. The Board of Directors shall have authority to issue or exchange the shares of the Corporation’s Preferred Stock upon the terms and for the consideration it deems appropriate based upon resolution of the Board of Directors.

ARTICLE V

The members of the governing board of the Corporation are styled as Directors. The number of Directors may be established by Board action but shall be no less than one (1) and no more than _____ (____) members. The Corporation’s Directors shall appoint officers including a President, Secretary and Treasurer, and may appoint further officers which may include Vice Presidents and Assistant Secretaries and Assistant Treasurers. The roles and duties of the officers of the Corporation shall be set forth in Board resolutions or the Bylaws of the Corporation.

ARTICLE VI

The name and address of the incorporator of the Corporation is _____,

ARTICLE VII

The Corporation shall be deemed formed as of the date of the filing of these Articles of Incorporation with the Secretary of State or other applicable body, as required by law. The period of existence of the Corporation shall be perpetual.

ARTICLE VIII

In furtherance of, and not in limitation to the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation in accordance with the terms thereof.

ARTICLE IX

A. The Corporation shall indemnify, defend and hold harmless, to the fullest extent permitted or authorized by applicable law as it presently exists and as may hereafter be amended from time to time, any person (a “Covered Person”) who was or is made or is



threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “Covered Action”), by reason of the fact that he or she, or a person for whom he or she is legal representative, is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (a “Covered Entity”), including service with respect to employee benefit plans, against all expenses, including without limitation attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable for breach of fiduciary under applicable statute or that such person did not act in good faith or in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that the conduct was unlawful.

Notwithstanding the foregoing, the Corporation shall only be required to indemnify a Covered Person in connection with a Covered Action (or part thereof) commenced by such Covered Person if the commencement of such Covered Action (or part thereof) by the Covered Person was authorized by the Board of Directors.

B. The Corporation shall pay the expenses (including reasonable attorneys’ fees) incurred by a Covered Person in defending any Covered Action as they are incurred and in advance of its final disposition, so long as such Covered Person provides an enforceable undertaking to repay all amounts advanced if it should be ultimately determined that such Covered Person is not entitled to be indemnified under this Article IX or otherwise.

C. The rights conferred on any Covered Person by this Article IX shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of these Articles of Incorporation, the Bylaws, agreement, vote of shareholders or disinterested Directors or otherwise. This Article IX shall not limit the right of the Corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

D. The Corporation’s obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a Director, Officer, employee, or agent of a Covered Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Covered Entity.

E. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

F. In furtherance and not in limitation of any powers conferred by statute:



(i) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is serving in any capacity, at the request of the Corporation, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability or expense incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability or expense under the provisions of law; and

(ii) The Corporation may, as determined appropriate by the Board of Directors, enter into any agreements, contracts, or arrangements, including indemnification agreements, with Directors and Officers of the Corporation, in furtherance of this Article IX.

G. It is the intention of the Corporation that the liability of Directors and Officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the laws of the state of formation of the Corporation. If such applicable laws are amended to further eliminate, limit, or authorize corporate action to further eliminate or limit the liability of Directors or Officers, the liability of Directors and Officers of the Corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended from time to time. Any repeal or modification of this Article IX.G approved by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a Director or Officer of the Corporation existing as of the time of such repeal or modification.

The undersigned certifies that he or she is the Incorporator of the Corporation and is authorized to file these Articles of Incorporation.

DATED: _____

Name of Corporation: _____

By: _____

Printed Name: _____

Title: Incorporator

