

ARTICLES OF ASSOCIATION

These Articles of Association are made and entered into on this _____ day of _____, 20_____, by the undersigned Incorporator(s) for the purpose of establishing the internal regulations for the management of the company.

I. COMPANY NAME

The name of the company is: _____

II. REGISTERED OFFICE

The registered office of the company shall be located at: Street Address:

City: _____

State: _____

Zip Code: _____

III. OBJECTS AND POWERS

The objects for which the company is established are to engage in any lawful act or activity for which corporations may be organized under the laws of the state of its incorporation. The company shall have all powers necessary or convenient to effect any or all of the purposes for which the company is formed, including, but not limited to, the powers granted by the general corporation law of the state of its incorporation.

IV. LIABILITY OF MEMBERS

The liability of the members (shareholders) is limited. No member shall be liable for the debts, liabilities, or obligations of the company beyond the amount, if any, unpaid on the shares held by such member.

V. AUTHORIZED SHARE CAPITAL

The total number of shares of all classes of stock which the company shall have authority to issue is _____ (_____) shares.

The shares shall be designated as follows: Class: _____

Number of Shares: _____

Par Value (if any): _____

The Board of Directors is authorized to establish and designate the rights, preferences, privileges, and

restrictions of any class or series of shares to the fullest extent permitted by law.

VI. DIRECTORS

1. **Number of Directors:** The number of directors constituting the entire Board of Directors shall be fixed from time to time by resolution of the Board of Directors or by the shareholders, but shall consist of not less than one (1) director.
2. **Election and Term:** Directors shall be elected at the annual meeting of shareholders and shall hold office until the next annual meeting and until their successors are duly elected and qualified, or until their earlier resignation, removal, or death.
3. **Powers of Directors:** The business and affairs of the company shall be managed by or under the direction of the Board of Directors, which shall have and may exercise all powers of the company, except such as are by law or by these Articles of Association reserved to the shareholders.
4. **Meetings of Directors:** Meetings of the Board of Directors, regular or special, may be held at such place within or without the state of incorporation as the Board of Directors may from time to time determine. Notice of meetings shall be given as prescribed in the company's Bylaws.
5. **Removal of Directors:** Any director or the entire Board of Directors may be removed, with or without cause, by the affirmative vote of the holders of a majority of the shares entitled to vote at an election of directors.

VII. SHAREHOLDERS

1. **Annual Meetings:** An annual meeting of shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such time and place as shall be designated by the Board of Directors.
2. **Special Meetings:** Special meetings of the shareholders may be called by the Board of Directors, the President, or by the holders of not less than ten percent (10%) of all the shares entitled to vote at the meeting.
3. **Voting Rights:** Each shareholder shall be entitled to one vote for each share of stock held by such shareholder on all matters submitted to a vote of shareholders, unless otherwise provided by law or these Articles of Association.
4. **Transfer of Shares:** Shares of the company shall be transferable in accordance with the provisions of the company's Bylaws and applicable law.

VIII. DIVIDENDS

The Board of Directors may, from time to time, declare and pay dividends upon the shares of the company in accordance with applicable law and the company's Bylaws.

IX. ACCOUNTS AND AUDIT

Proper books of account shall be kept by the company. The accounts of the company shall be audited annually by an independent auditor, if required by law or determined by the Board of Directors.

X. INDEMNIFICATION

The company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the laws of the state of its incorporation.

XI. ALTERATION OF ARTICLES

These Articles of Association may be altered, amended, or repealed, and new Articles of Association may be adopted, by the affirmative vote of the holders of a majority of the shares entitled to vote thereon, unless a greater vote is required by law or these Articles of Association.

XII. WINDING UP

In the event of the winding up or dissolution of the company, the assets remaining after payment of all debts and liabilities shall be distributed among the shareholders in proportion to their respective shareholdings, in accordance with applicable law.

XIII. INCORPORATOR(S) / SUBSCRIBER(S)

The undersigned, being the Incorporator(s) of the company, hereby executes these Articles of Association.

INCORPORATOR

Signature: _____

Print Name: _____

Date: _____ day of _____, 20 _____

Address: _____

INCORPORATOR (if applicable)

Signature: _____

Print Name: _____

Date: _____ day of _____, 20 _____

Address: _____