

**ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING BY THE BOARD OF DIRECTORS
OF
XYZ Company, Inc.,
a Texas Corporation**

The undersigned, constituting all of the members of the board of directors (the "Board") of XYZ Company, Inc., a Texas corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 21.415 of the Texas Business Organizations Code:

Certificate of Formation

RESOLVED, that the Certificate of Formation of the Corporation filed with the Texas Secretary of State hereby is adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Certificate of Formation in the Corporation's minute book.

Adoption of Bylaws

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation ("Bylaws") to (i) regulate the conduct of the Corporation's business and affairs, and (ii) amend, restate, and supersede the Corporation's prior existing bylaws, if any, in their entirety.

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized and directed to execute a certificate of the adoption of the Bylaws, to insert the Bylaws as so certified and as may be amended from time to time, in the minute book of the Corporation and to see that a copy, similarly certified, is kept at the principal executive office for the transaction of business of the Corporation, as required by law.

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, \$0.01 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Shareholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Total Purchase Price(\$)</u>
John Doe	500	\$1,000.00

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

President: John Doe
Secretary: John Doe

Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Texas or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Certificate of Formation, as filed with and certified by the office of the Texas Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's shareholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).

Corporate Seal

RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Texas" within the inner circle. [This section only appears if you select a package including a corporate seal]

Share Certificates

RESOLVED, that the form of share certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form share certificate of the Corporation and the Secretary of the Corporation is directed to insert such form share certificate in the minute book of the Corporation.

Ratification of Actions by Organizer

RESOLVED, that all actions taken by the Corporation's sole organizer, LegalZoom.com, Inc. and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on January 1.

Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at 123 Elm Street, Anytown, Texas 12345.

Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process in Texas

RESOLVED, that United States Corporation Agents, Inc. shall be appointed the Corporation's agent for service of process in Texas.

Subchapter S Election

RESOLVED, that the Corporation shall elect to be treated as a "small business corporation" for income tax purposes under Subchapter S of Chapter 1 of the Internal Revenue Code of 1986, and under the parallel provisions of the laws of the state of Texas and that the officers of the Corporation are hereby authorized and directed to complete and file or cause to be filed an Election by a Small Business Corporation with the Internal Revenue Service pursuant to Section 1362(a) of the Internal Revenue Code and obtain the written consent of each shareholder of the Corporation to such Subchapter S election and file such consent at the same time as the Election by a Small Business Corporation, or within an extended period of time as may be granted by the Internal Revenue Service. [This section only appears if you decide to be treated as an S-corporation]

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: April 3, 2014

Directors:

John Doe

EXHIBIT A
BYLAWS OF
XYZ Company, Inc.

legalzoom®

SAMPLE

BYLAWS

OF

XYZ Company, Inc., a Texas Corporation

ARTICLE I

Shareholders

Section 1.1. Annual Meetings. An annual meeting of shareholders of XYZ Company, Inc. (the "Corporation") shall be held for the election of directors on a date and at a time and place, either within or without the state of Texas, fixed by resolution of the Board of Directors. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of the shareholders may be called at any time by the Board of Directors or the holders of shares entitled to cast not less than 10% of the votes at the meeting, such meeting to be held on a date and at a time and place, either within or without the state of Texas, as may be stated in the notice of the meeting. Business transacted at any special meeting of the shareholders shall be limited to the purposes stated in the notice.

Section 1.3. Notice of Meetings. Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 but no more than 60 days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the place, date and hour of the meeting, and (i) in the case of a special meeting, the purpose or purposes of the business to be transacted, and no other business may be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the shareholders. The notice of any meeting at which directors are to be elected shall include a list of the names of the nominees intended at the time of the mailing of the notice to be presented for election to the Board of Directors.

Notice of a shareholders' meeting or any report shall be given either personally or by overnight delivery, or by first-class mail, or by facsimile or other electronic transmission (subject to the requirements of the Texas Business Organizations Code), addressed to the shareholder at the address of such shareholder appearing on the books of the Corporation or the facsimile number or electronic transmission address given by the shareholder to the Corporation for the purpose of notice. The notice shall be deemed to have been given at the time when delivered personally or by overnight delivery, when deposited in the mail, or when transmitted to the facsimile number or electronic transmission address.

Section 1.4. Adjournments. When a shareholders' meeting is adjourned to another time or place, notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken unless (a) the adjournment is for more than 45 days or (b) if after the adjournment, a new record date is fixed for the adjourned meeting. In the case of either (a) or (b) in the immediately preceding sentence, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 1.5. Waiver of Notice. A waiver of notice in writing signed by the shareholder entitled to such notice, whether the waiver is signed before or after the time of the meeting or before or after the time period within which such notice was to have been given, shall be deemed the equivalent of giving notice. All such waivers shall be filed with the corporate records. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, except as required by the certificate of formation of the Corporation, as may be amended from time to time (the "Certificate of Formation").

Section 1.6. Quorum. Unless provided otherwise by the Certificate of Formation, the holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. The shareholders present at a meeting at which a quorum is present may continue to transact business until adjournment. The withdrawal of a shareholder does not negate the presence of a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned until the time and to the place as may be determined by the vote of a majority of the shares represented either in person or by proxy.

Section 1.7. Organization. Meetings of shareholders shall be presided over by the Chairperson of the Board, if any, or in the absence of the Chairperson of the Board by the Vice Chairperson of the Board, if any, or in the absence of the Vice Chairperson of the Board by the President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting. In their absence, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Voting. Unless otherwise provided in the Certificate of Formation or the Texas Business Organizations Code, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote of shareholders.

At each election of directors, every shareholder entitled to vote at such election shall have the right (a) to vote the number of shares owned by him or her for as many persons as there are directors to be elected and for whose election he or she has a right to vote or (b) subject to the next sentence, to cumulate his or her votes by giving one candidate as many votes as the number of such directors to be elected multiplied by his or her shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Cumulative voting shall not be allowed in an election of directors unless expressly allowed by the Certificate of Formation and unless a shareholder who intends to cumulate his or her votes shall have given written notice of such intention to the Secretary on or before the day preceding the election at which such shareholder intends to cumulate his or her votes. All shareholders entitled to vote cumulatively may cumulate their votes if any shareholder gives the written notice provided for herein.

Directors shall be elected by a plurality of the votes of the holders of shares entitled to vote on the election of directors present in person or represented by proxy at a meeting at which a quorum is present. In all other matters, unless otherwise provided by the Texas Business Organizations Code, the Certificate of Formation or the bylaws of the Corporation, as may be amended from time to time (the "Bylaws"), the affirmative vote of the holders of a majority of the shares entitled to vote on, and who voted for, against or expressly abstained with respect to, the subject matter at a meeting in which a quorum is present shall be the act of the shareholders. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes at a meeting in which a quorum is present shall be the act of such class or classes, except as otherwise provided by the Texas Business Organizations Code, the Certificate of Formation or the Bylaws.

Section 1.9. Shareholder's Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Unless made irrevocable in accordance with the Texas Business Organizations Code, every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto, except as otherwise provided in this Section 1.9. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

Section 1.10. Inspectors. In advance of any meeting of shareholders the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof.

Section 1.11. Closing of Transfer Books; Registered Shareholders. For the purpose of determining the record date for determining the shareholders entitled to receive notice of a meeting of shareholders, or entitled to vote at a meeting of shareholders or any adjournment of a meeting, or entitled to receive a distribution from the Corporation (other than a distribution involving a purchase or redemption by the Corporation of any of its own securities), or for any other proper purpose (other than for determining shareholders entitled to consent to action without a meeting of shareholders), the Board of Directors may provide that the share transfer records shall be closed for a stated period but not to exceed, in any case, 60 days. If the share transfer records shall be closed for the purpose of determining shareholders entitled to receive notice of a meeting of shareholders, such records shall be closed for at least 10 days immediately preceding the date of the meeting. In lieu of closing the share transfer records, the Board of Directors may provide a date as the record date for any such determination of shareholders, such date to be (i) not earlier than the 60th day before the date the action requiring the determination of shareholders is taken, and (ii) at least 10 days before the date on which the particular action requiring the determination of shareholders is to be taken. If the share transfer records are not closed and no record date is fixed for any such determination of shareholders, the record date for determining the shareholders is the date on which notice of the meeting is given to the shareholders entitled to notice of the meeting or, with respect to a distribution (other than a distribution involving a purchase or redemption by the Corporation of any of its own securities), the date on which the Board of Directors adopts the resolution declaring the distribution, as the case may be. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this Section 1.11, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the share transfer records and the stated period of closing has expired. The record date for determining the shareholders entitled to written consent to action without a meeting of the shareholders shall be determined in accordance with Section 6.102 and Section 21.356 of the Texas Business Organizations Code.

Except as otherwise provided by law, the Corporation may regard the person in whose name any shares issued by the Corporation are registered in the share transfer records of the Corporation at any particular time as the owner of those shares at that time for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring, exercising rights of dissent with respect to, exercising or waiving any preemptive right with respect to, entering into agreements with respect to, or giving proxies with respect to those shares.

Section 1.12. Consent of Shareholders in Lieu of Meeting. Any action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and/or without taking a vote, if a consent in writing, setting forth the action so taken, is (i) signed by the holders of all of the shares entitled to vote with respect to the action or (ii) except as otherwise provided under the Texas Business Organizations Code, if the Certificate of Formation so provides, by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Any such written consent or consents described in clause (ii) shall be signed, dated, and filed with the Corporation in the manner required by Section 6.202 of the Texas Business Organizations Code, and the Corporation shall promptly notify each shareholder who did not sign such consent of the action that is the subject of such consent.

ARTICLE II

Board of Directors

Section 2.1. Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided in the Bylaws or in the Certificate of Formation. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by the Board of Directors. The number of directors constituting the first Board of Directors has been fixed in the original Certificate of Formation filed with the Texas Secretary of State.

Section 2.2. Election; Term of Office; Resignation; Vacancies. At each annual meeting of shareholders, directors shall be elected to hold office and shall hold office until the expiration of the term for which elected (or for which his or her predecessor was elected with respect to a director elected to fill a vacancy) and until a successor has been elected and qualified. Any director may resign effective upon giving written notice to the Chairperson of the Board, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Except as otherwise provided by the Texas Business Organizations Code, the Certificate of Formation or the Bylaws, any director may be removed with or without cause at any time by the shareholders of the Corporation at a special meeting called for such purpose by vote of the holders of a majority of the shares entitled to vote at an election of directors.

Vacancies on the Board of Directors may be filled by election by majority vote of the remaining members of the Board of Directors, in addition to by election by the shareholders. A vacancy to be filled because of an increase in the number of directors may be filled by election at an annual or special meeting of shareholders called for that purpose or by the Board of Directors for a term of office continuing only until the next election of one or more directors by the shareholders. During a period between two successive annual meetings of shareholders, the Board of Directors may not fill more than two vacancies created by an increase in the number of directors.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such places within or without the state of Texas and at such times as the Board of Directors may from time to time determine.

Section 2.4. Special Meetings; Notice of Meetings; Waiver of Notice. Special meetings of the Board of Directors may be held at any time or place within or without the state of Texas whenever called by the Chairperson of the Board, by the Vice Chairperson of the Board, if any, or by any two directors. Subject to any greater notice requirements set forth in the Texas Business Organizations Code, special meetings shall be held on five days' notice from the date mailed if such notice is deposited in the mail or on 48 hours' notice from the date actually delivered if delivered personally or by overnight mail or from the date transmitted to the facsimile number or electronic transmission address if sent by facsimile or any other means of electronic transmission authorized by the Texas Business Organizations Code.

Notice of a meeting need not be given to any director who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice to such director. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board of Directors, unless the Certificate of Formation, the Bylaws or the Texas Business Organizations Code provides otherwise.

Section 2.5. Participation in Meetings by Conference Telephone Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, through the use of conference telephone or similar communications equipment permitted by the Texas Business Organizations Code, so long as the form of communication system to be used for the meeting and the means of accessing the communication system are stated in the notice and all members participating in such meeting can communicate with one another, and participation in a meeting pursuant to this Section 2.5 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 2.6. Quorum; Adjournment; Vote Required for Action. At all meetings of the Board of Directors a majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the Texas Business Organizations Code, the Certificate of Formation or the Bylaws require a vote of a greater number.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or in the absence of the Chairperson of the Board by the Vice Chairperson of the Board, if any, or in their absence by a chairperson chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without (a) a meeting, (b) providing notice, or (c) taking a vote, if all members of the Board of Directors or of such committee, as the case may be, shall individually consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 2.9. Compensation of Directors. The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

ARTICLE III

Executive and Other Committees

Section 3.1. Executive and Other Committees of Directors. The Board of Directors, by resolution adopted by a majority of the authorized number of directors, may designate an executive committee and other committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors, and each of which, to the extent provided in the resolution but subject to the Texas Business Organizations Code and the Certificate of Formation, shall have all the authority of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of the Bylaws.

ARTICLE IV

Officers

Section 4.1. Officers; Election. As soon as practical after the annual meeting of shareholders in each year, the Board of Directors shall elect a Chairperson of the Board, President, and a Secretary. The Board of Directors may also elect one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries, and such other officers as the Board of Directors may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

Section 4.2. Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office for one year; provided that each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board of Directors, the Chairperson of the Board or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal, or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.3. Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in the Bylaws or in a resolution of the Board of Directors which is not inconsistent with the Bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the meetings of the shareholders, the Board of Directors and any committees in the books of the Corporation.

Section 4.4. Salaries. The salaries, compensation and other benefits, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation.

ARTICLE V

Forms of Certificates; Loss and Transfer of Shares

Section 5.1. Forms of Certificates. Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by (1) the President, any Vice President, Chairperson of the Board or Vice Chairperson of the Board, and (2) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, of the Corporation, certifying the number of shares and the class or series of shares owned by such shareholder. Any signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give such indemnities and other agreements as deemed adequate to protect the Corporation against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Records and Reports

Section 6.1. Shareholder Records. The Corporation shall keep at its principal executive office or at the office of its transfer agent or registrar, a record of the names and addresses of all current and past shareholders and the number and class of shares held by each shareholder.

Section 6.2. Corporate Documents and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of the Certificate of Formation and Bylaws as amended to date, which shall be open to inspection by the shareholders at all reasonable times during office hours. The Corporation shall, upon the written request of any shareholder, furnish to that shareholder a copy of the Certificate of Formation or Bylaws as amended to date.

Section 6.3. Minutes and Accounting Records. The minutes of proceedings of the shareholders, the Board of Directors, and committees of the Board of Directors, and the accounting books and records shall be kept at the principal executive office of the Corporation. The minutes shall be kept in written form, and the accounting books and records shall be kept either in written form or in a form capable of being converted into written form.

Section 6.4. Inspection by Directors. Subject to the Texas Business Organizations Code, every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations for purposes relating to his or her status as director. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE VII

Miscellaneous

Section 7.1. Principal Executive or Business Offices. The Board of Directors shall fix the location of additional offices of the Corporation at any place either within or without the state of Texas. The Corporation may also have additional offices in other places as the Corporation's business may require, and as the Board of Directors may determine from time to time.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.3. Seal. The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.4. Indemnification. The Corporation shall have the power to indemnify, to the maximum extent and in the manner permitted by the Texas Business Organizations Code, each of its directors, officers, employees and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation.

Section 7.5. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.6. Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by the Texas Business Organizations Code, the Certificate of Formation and the Bylaws.

Section 7.7. Amendment of Bylaws. To the extent permitted by law, the Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors. The shareholders entitled to vote, however, retain the right to adopt additional bylaws and may amend or repeal any bylaw whether or not adopted by them.

[Remainder Intentionally Left Blank.]

CERTIFICATE OF SECRETARY OF

XYZ Company, Inc.

The undersigned, John Doe, as Secretary of XYZ Company, Inc., a Texas corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the Board of Directors of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of _____, 20__.

John Doe
Secretary

**EXHIBIT B
FORM OF SHARE CERTIFICATE**

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