

*****NAME***
(the "CORPORATION")**

BYLAWS

As Adopted: Month Day, Year

SAMPLE

ARTICLE I OFFICES

Section 1. **Principal Place of Business:** The principal place of business of the Corporation shall be at such place or places as the Directors shall from time to time determine. The Corporation may also have an office or offices at such other places within or without Liberia as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE II SHAREHOLDERS

Section 1. **Annual Meeting:** The annual meeting of shareholders of the Corporation shall be held on such day and at such time and place within or without Liberia as the Board of Directors may determine for the purpose of electing Directors and transacting such other business as may properly be brought before the meeting.

Section 2. **Special Meeting:** Special meetings of shareholders, unless otherwise prescribed by law, may be called for any purpose or purposes at any time by the Officer carrying out the duties of President or Secretary or Assistant Secretary or by the order of the Board of Directors whenever requested in writing to do so by shareholders owning not less than one-tenth of all the outstanding shares of the Corporation entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed special meeting. Such meetings shall be held at such place and on a date and at such time as may be designated in the notice thereof by the Officer of the Corporation calling any such meeting. The business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 3. **Notice of Meetings:** Notice of every annual and special meeting of shareholders, other than any meeting the giving of notice of which is otherwise prescribed by law, stating the date, time, place and purpose thereof, and in the case of special meetings, the name of the person or persons at whose direction the notice is being issued, shall be given personally or sent by mail, telegraph, facsimile, teleprinter, email, or other electronic means at least fifteen but not more than sixty days before such meeting, to each shareholder of record entitled to vote thereat and to each shareholder of record who, by reason of any action proposed at such meeting would be entitled to have his shares appraised if such action were taken, and the notice shall include a statement of that purpose and to that effect. If mailed, notice shall be deemed to have been given when deposited in the mail, directed to the shareholder at his address as the same appears on the record of shareholders or at such address as to which the shareholder has given to the officer carrying out the duties of Secretary. Notice of a meeting need not be given to any shareholder who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior to the conclusion thereof the lack of notice to him.

Section 4. **Quorum:** At all meetings of shareholders, except as otherwise expressly provided by law, there must be present either in person or by proxy shareholders of record holding at least a majority of the shares issued and outstanding and entitled to vote at such meetings in order to constitute a quorum, but if less than a quorum is present, a majority of those shares present either in person or by proxy shall have power to adjourn any meeting until a quorum shall be present.

Section 5. **Voting:** If a quorum is present, and except as otherwise expressly provided by law, the affirmative vote of a majority of the shares of stock represented at the meeting shall be the act of the shareholders. At any meeting of shareholders, each shareholder entitled to vote any shares on any matter to be voted upon at such meeting shall be entitled to one vote on such matter for each such share, and may exercise such voting right either in person or by proxy. Any action required or permitted to be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed or electronically transmitted 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 with respect to the subject matter thereof.

Section 6. **Fixing of Record Date:** The Board of Directors may fix a time not more than sixty nor less than ten days prior to the date of any meeting of shareholders, or more than sixty days prior to the last day on which the consent or dissent of shareholders may be expressed for any purpose without a meeting, as the time as of which shareholders entitled to notice of and to vote at such a meeting or whose consent or dissent is required or may be expressed for any purpose, as the case may be, shall be determined, and all persons who were holders of record of voting shares at such time and no others shall be entitled to notice of and to vote at such meeting or to express their consent or dissent, as the case may be. The Board of Directors may fix a time not exceeding sixty days preceding the date fixed for the payment of any dividend, the making of any distribution, the allotment of any rights or the taking of any other action, as a record time for the determination of the shareholders entitled to receive any such dividend, distribution, or allotment or for the purpose of such other action.

ARTICLE III DIRECTORS

Section 1. **Number:** The affairs, business and property of the Corporation shall be managed by a Board of Directors to consist of not less than one Director. Within the limits fixed by these Bylaws, the number of Directors may be determined either by the vote of the Board or by vote of the shareholders. The Directors need not be residents of Liberia or shareholders of the Corporation. Corporations and other legal entities may be elected Directors.

Section 2. **How Elected:** Except as otherwise provided by law or Section 4 of this Article, the Directors of the Corporation (other than the first Board of Directors if named in the Articles of Incorporation or designated by the incorporators) shall be elected at the annual meeting of shareholders. Each Director shall be elected to serve until the next annual meeting of shareholders and until his successor shall have been duly elected and qualified, except in the event of the earlier termination of his term, through death, resignation, removal or otherwise.

Section 3. **Removal:** Any or all of the Directors may be removed for cause by a vote of the shareholders. Any Director may be removed for cause by action of the Board of Directors. Any of

all of the Directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 4. **Vacancies:** Vacancies in the Board of Directors occurring by death, resignation, creation of new directorships, failure of the shareholders to elect the whole Board at any annual election of Directors or for any other reason, including removal of Directors for cause, may be filled either by the affirmative vote of a majority of the remaining Directors then in office, although less than a quorum, at any special meeting called for that purpose or at any regular meeting of the Board, or by vote of the shareholders. Vacancies occurring by removal of Directors without cause may be filled only by vote of the shareholders. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

Section 5. **Regular meetings:** Regular meetings of the Board of Directors may be held at such time and place as may be determined by resolution of the Board of Directors and no notice shall be required for any regular meeting. Except as otherwise provided by law, any business may be transacted at any regular meeting.

Section 6. **Special Meeting:** Special meetings of the Board of Directors may, unless otherwise prescribed by law, be called from time to time by the Officer carrying out the duties of President, or any Officer of the Corporation who is also a Director. The Officer carrying out the duties of President or of Secretary shall call a special meeting of the Board upon written or electronic transmission of a request directed to him by any Director, or any two Directors if there are three or more Directors elected, stating the time, place and purpose of such special meeting. Special meetings of the Board shall be held on a date and at such time and at such place as may be designated in the notice thereof by the Officer calling the meeting.

Section 7. **Notice of Special Meetings:** Notice of the date, time and place of each special meeting of the Board of Directors shall be given to each Director at least forty-eight hours prior to such meeting, unless the notice is given orally or delivered in person, in which case it shall be given at least twenty-four hours prior to such meeting. For the purpose of this section, notice shall be deemed to be duly given to a Director if given to him personally (including by telephone) or if such notice be delivered to such Director by mail, telegraph, facsimile, email or other electronic means, to his last known address. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion thereof, the lack of notice to him.

Section 8. **Quorum:** A majority of the Directors at the time in office, present in person or by proxy or conference telephone or by electronic means allowing simultaneous communication, shall constitute a quorum for the transaction of business.

Section 9. **Voting:** The vote of the majority of the Directors, present in person or by proxy or conference telephone, or by electronic means allowing simultaneous communication, at a meeting at which a quorum is present, shall be the act of the Directors. Any action required or permitted to be taken at a meeting may be taken without a meeting if all members of the Board consent thereto in writing or other electronic means.

Section 10. **Compensation of Directors and Members of Committees:** The Board may from time to time, in its discretion, fix the amounts which shall be payable to members of the Board of Directors and to members of any committee, for attendance at the meetings of the Board or of such committee and for services rendered to the Corporation.

ARTICLE IV COMMITTEES

Section 1. **Executive Committee and Other Committees:** The Board of Directors may, by resolution or resolutions passed by the Board, designate from among its members an executive committee, which, to the extent provided in said resolution or resolutions, or in these Bylaws, shall have and may exercise, to the extent permitted by law, the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. In addition, the Board of Directors may, by resolution or resolutions passed by a majority of the entire Board, designate from among its members other committees, each of which shall perform such functions and have such authority and powers as shall be delegated to it by said resolution or resolutions or as provided for in these Bylaws, except that only the executive committee may have and exercise the powers of the Board of Directors. A majority of the directors then serving on a committee shall constitute a quorum for the transaction of business by the committee provided that in no case shall a quorum be less than one-third (1/3) of the directors then serving on the committee. The vote of the majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Members of the executive committee and any other committee shall hold office for such period as may be prescribed by the Board of Directors, subject, however, to removal at any time by the vote of the Board of Directors. Vacancies in membership of such committees, shall be filled by vote of the Board of Directors. Committees may adopt their own rules of procedure and may meet at stated times or on such notice as they may determine. Each committee shall keep a record of its proceedings and report the same to the Board when required.

ARTICLE V OFFICERS

Section 1. **Number:** The shareholders or the Board of Directors shall initially appoint one or more Officers, as they or it may deem necessary. Officers may be of any nationality and need not be residents of Liberia. The Officers shall be appointed annually by the Board of Directors at its first meeting following the annual election of Directors, but in the event of the failure of the Board to so appoint any Officer, such Officer may be appointed at any subsequent meeting of the Board of Directors. The salaries of Officers and any other compensation paid to them shall be fixed from time to time by the Board of Directors. The Board of Directors may at any meeting appoint additional Officers. Each Officer shall hold office until the first meeting of the Board of Directors following the next annual election of Directors and until his successor shall have been duly appointed, except in the event of the earlier termination of his term of office, through death, resignation, removal or otherwise. Any Officer may be removed by the Board at any time with or without cause. Any vacancy in an office may be filled for the unexpired portion of the term of such office by the Board of Directors at any regular or special meeting.

Section 2. **Designation:** The Officer or Officers shall fulfill the following functions, and all the functions may be fulfilled by one person, who may be a corporate person:

The Officer appointed as President shall be the chief executive officer of the Corporation and shall have the general management of the affairs of the Corporation together with the powers and duties usually incident to the office of President, except as specifically limited by appropriate resolution of the Board of Directors and shall have such other powers and perform such other duties as may be assigned to him by the Board of Directors. The President shall preside at all meeting of shareholders at which he is

present;

The Officer appointed as Treasurer shall have general supervision over the care and custody of the funds, securities, and other valuable effects of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in such depositories as the Board of Directors may designate, shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall have supervision over the accounts of all receipts and disbursements of the Corporation, shall, whenever required by the Board, render or cause to be rendered financial statements of the Corporation, shall have the power and perform the duties usually incident to the office of Treasurer, and shall have such powers and perform such other duties as may be assigned to him by the Board of Directors or President;

The Officer appointed as Secretary shall act as Secretary of all meetings of the shareholders and of the Board of Directors at which he is present, shall have supervision over the giving and serving of notices of the Corporation, shall be the custodian of the corporate records and the corporate seal of the Corporation, shall be empowered to affix the corporate seal to those documents, the execution of which, on behalf of the Corporation under its seal, is duly authorized and when so affixed may attest the same, and shall exercise the powers and perform such other duties as may be assigned to him by the Board of Directors or the President.

Officers other than those treated in this Article shall exercise such powers and perform such duties as may be assigned to them by the Board of Directors or the President.

Section 3. **Bond:** The Board of Directors shall have power to the extent permitted by law to require any Officer, agent or employee of the Corporation to give bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors may deem advisable.

ARTICLE VI CERTIFICATES FOR SHARES

Section 1. **Form and Issuance:** The shares of the Corporation shall be represented by certificates in form meeting the requirements of law and approved by the Board of Directors. Certificates shall be signed by any one or more Officer(s) or Director(s). The signature(s) may be a facsimile if the certificate is countersigned by a transfer agent or registrar other than the corporation itself or its employees.

Section 2. **Transfer:** The Board of Directors shall have power and authority to make such rules and regulations as they may deem expedient concerning the issuance, registration and transfer of certificates representing shares of the Corporation's stock, and may appoint transfer agents and registrars thereof.

Section 3. **Loss of Stock Certificates:** The Board of Directors may direct a new certificate or certificates of stock to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a

condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

ARTICLE VII DIVIDENDS

Section 1. **Declaration and Form:** Dividends may be declared in conformity with law by, and at the discretion of, the Board of Directors at any regular or special meeting. Dividends may be declared and paid in cash, stock or other property of the Corporation.

ARTICLE VIII CORPORATE SEAL

Section 1. **Form:** The seal of the Corporation, if any, shall be circular in form, with the name of the Corporation in the circumference and such other appropriate legend as the Board of Directors may from time to time determine.

Section 2. **Seals for Particular Jurisdictions:** The Board of Directors may determine that the Corporation shall have more than one seal in the prescribed form specifying the jurisdiction in which the seal is to be used.

ARTICLE IX FISCAL YEAR

Section 1. **Fiscal Year:** The fiscal year of the Corporation shall be such period of twelve consecutive months as the Board of Directors may by resolution designate.

ARTICLE X AMENDMENTS

Section 1. **By the Shareholders:** These Bylaws may be amended, added to, altered or repealed or new Bylaws may be adopted, at any meeting of shareholders of the Corporation by the affirmative vote of the holders of a majority of the stock present and voting at such meeting provided notice that an amendment is to be considered and acted upon is inserted in the notice or waiver of notice of said meeting.

Section 2. **By the Directors:** If the Articles of Incorporation so provide, these Bylaws may be amended, added to, altered or repealed, or new Bylaws may be adopted, at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the entire Board, subject, however, to the power of the stockholders to alter, amend or repeal any Bylaw as adopted.