

CORPORATE BYLAWS OF FLORIDA

Corporation Name: _____

Registered Agent: _____

ARTICLE I – OFFICES

Principal office: The principal office of the corporation in the State of Florida shall be located at such place as the Board of Directors may determine.

Other offices: The corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II – SHAREHOLDERS

Section 1. Annual Meeting: The annual meeting of the shareholders shall be held on such date and at such time and place as the Board of Directors shall determine, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

Section 2. Special Meetings: Special meetings of the shareholders may be called by the President, the Board of Directors, or by shareholders holding not less than ten percent (10%) of all the shares entitled to vote at the meeting.

Section 3. Notice of Meetings: Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum: A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications: The number of directors shall be fixed by the Bylaws or by resolution of the Board of Directors but shall not be less than one (1). Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 3. Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of shareholders.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

Section 5. Notice: Notice of any special meeting shall be given at least two (2) days prior thereto by written notice delivered personally or sent by mail or electronic transmission.

Section 6. Quorum: A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of business.

Section 7. Manner of Acting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE IV – OFFICERS

Section 1. Officers: The officers of the corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the shareholders.

Section 3. Removal: Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. President: The President shall be the principal executive officer of the corporation, shall preside at all meetings of the shareholders and the Board of Directors, and shall have general and active management of the business of the corporation.

Section 5. Secretary: The Secretary shall keep the minutes of the shareholders and Board of Directors meetings, see that all notices are duly given, be custodian of the corporate records, and perform all duties incident to the office.

Section 6. Treasurer: The Treasurer shall have charge and custody of all corporate funds and securities, keep full and accurate accounts of receipts and disbursements, and deposit all monies and other valuables in the name and to the credit of the corporation.

ARTICLE V – SHARES

Section 1. Certificates for Shares: Certificates representing shares of the corporation shall be in such form as shall be approved by the Board of Directors and shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary.

Section 2. Transfer of Shares: Transfers of shares shall be made only on the stock transfer books of the corporation by the holder thereof or by his legal representative, who shall furnish proper evidence of authority to transfer.

ARTICLE VI – INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the fullest extent permitted by Florida law.

ARTICLE VII – AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of the majority of the Board of Directors at any regular or special meeting, provided that at least two (2) days' written notice is given of the intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed in accordance with Florida law, after paying or adequately providing for the debts and obligations of the corporation. Any remaining assets shall be distributed to shareholders in accordance with their respective rights and interests.

ARTICLE IX – FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X – MISCELLANEOUS

Section 1. Seal: The corporate seal shall have inscribed thereon the name of the corporation and the words 'Corporate Seal, Florida'.

Section 2. Waiver of Notice: Whenever any notice is required to be given to any shareholder or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Gender and Number: Whenever used in these Bylaws, the masculine gender shall include the feminine and neuter, and the singular shall include the plural, and vice versa, unless the context otherwise requires.

PRESIDENT'S SIGNATURE

SECRETARY'S SIGNATURE

Signature: _____

Signature: _____

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