

**OPERATING AGREEMENT  
FOR**

\_\_\_\_\_ **L.L.C.**  
A/AN \_\_\_\_\_ **LIMITED LIABILITY COMPANY**

**OPERATING AGREEMENT**, made and entered into as of \_\_\_\_\_, 20\_\_\_\_, by and between those persons who have executed the Operating Agreement or a counterpart hereof.

The parties hereto, intending to be legally bound, agree as follows:

**ARTICLE I**

**ORGANIZATION:**

**.01) Formation of Limited Liability Company**

On \_\_\_\_\_, 20\_\_\_\_, Articles of Organization for \_\_\_\_\_ L.L.C. (the "Company"), a limited liability company under the laws of the State of \_\_\_\_\_, were filed with the Secretary of State. The Articles of Organization are hereby adopted and ratified by the Members. In the event of a conflict between the terms of this Operating Agreement and the terms of the Articles of Organization, the terms of the Articles of Organization shall prevail.

**.02) Name**

The business of the Company shall be conducted under the name of \_\_\_\_\_ or such other name as the Members may designate.

**.03) Principal Office, Registered Office and Registered Agent**

The principal business office of the company shall be located at \_\_\_\_\_.

The Company's registered office shall be the same location and its initial registered agent shall be

\_\_\_\_\_

The Members may change the principal office, registered office or registered agent of the Company, and may establish additional offices of the Company.

**.04) Purpose**

The purpose of the Company is to engage in any lawful activity for which a limited liability company may be organized under the Act, and to pursue such other business and investment opportunities as the Members shall determine may be beneficial for the company.

**.05) Fiscal Years**

The fiscal year of the Company shall be the calendar year.

**.06) Term**

The term of the Company commenced on the date of filing of the Articles of Organization and shall terminate in accordance with Section 10.01.

**ARTICLE II**

**GENERAL DEFINITIONS:**

As used in this Agreement, the following terms shall each have the meaning set forth in this Article (unless the context otherwise requires). For purposes of this Agreement, the term "person" shall include individuals, corporations, associations, partnerships, limited liability companies, trusts, estates, and other entities.

**.01) Act**

"Act" shall mean the \_\_\_\_\_ Limited Liability Company Act, as the same may be amended from time to time.

**.02) Affiliate of a Member**

"Affiliate" of a Member shall mean any person directly or indirectly controlling, controlled by or under common control with a Member or Members.

**.03) Agreement**

"Agreement" shall mean this Operating Agreement, and the same may be amended or supplemented from time to time in accordance with the provisions hereof.