**\_\_\_\_\_\_有限公司章程**

**第一章　總則**

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| 第1條： | 本公司依照公司法規定組織之，定名為 有限公司。 |
| 第2條： | 本公司經營之事業如左：  1.。  2. ZZ99999除許可業務外，得經營法令非禁止或限制之業務。 |
| 第3條： | 本公司設於台北市，必要時得在國內外設立分公司。 |
| 第4條： | 本公司公告方法依照公司法第28條規定辦理。 |

**第二章　出資及股東**

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| 第5條 | 本公司資本額定為新臺幣 元。 |
| 第6條： | 本公司股東姓名、住址及其出資額如左：   |  |  |  | | --- | --- | --- | | 股東姓名 | 住址 | 出資額 | |  |  |  | |  |  |  | |  |  |  | |  |  |  | |
| 第7條： | 本公司董事非得其他全體股東之同意，股東非得其他全體股東過半數之同意，不得以其出資之全部或一部轉讓與他人。 |
| 第8條： | 本公司每一股東不問出資多寡，均有一表決權。 |

**第三章　董事**

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| 第9條： | 本公司置董事 人，執行業務並代表公司。(二擇一) |
| 第9條： | 本公司置董事 人、並置董事長１人對外代表公司。(二擇一) |
| 第10條： | 董事之報酬得於章程內訂明或依特約另定之。 |

**第四章 經理人**

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| 第11條： | 本公司得設經理人，其委任、解任及報酬依照公司法第29條規定辦理。 |

**第五章 會計**

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| 第12條： | 本公司會計年度每年自1月1日起至12月31日止辦理總決算一次。 |
| 第13條： | 本公司應於每屆會計年度終了後，由董事造具左列表冊請求各股東承認。  (一)營業報告書。(二)財務報表。(三)盈餘分派或虧損撥補之議案。 |
| 第14條： | 本公司股息定為年息 分，但公司無盈餘時，不得以本作息。 |
| 第15條： | 公司年度如有獲利，應提撥 %(或 元)為員工酬勞。但公司尚有累積虧損時，應預先保留彌補數額。 |

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| 第16條：  第17條： | 公司年度總決算如有盈餘，應先提繳稅款、彌補累積虧損，次提10%為法定盈餘公積，其餘除派付股息外，如尚有盈餘，再由股東同意分派股東紅利。  本公司盈餘虧損，按照各股東出資比例分派之。 |

第六章　附則

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| 第18條：  第19條： | 本章程未訂事項，悉依公司法規定辦理。  本章程訂立於民國 年 月 日。 |

有限公司

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| 公司印章 |  | 股東姓名 | (全體股東簽名或蓋章) |
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**Articles of Incorporation of**

**Chapter 1 General Provisions**

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| Article 1 | The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be **\_\_\_\_\_\_\_\_\_\_**. |
| Article 2 | The scope of business of the Corporation shall be as follows:   1. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval. |
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| Article 3 | The Company shall have its head office in Taipei City, the Republic of China, and may set up branch offices within or outside the territory of the Republic of China when deemed necessary. |
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| Article 4 | Public announcements of the Company shall be made according to Article 28 of the Company Act. |

**Chapter 2 Capital and Shareholders**

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| Article 5 | The total capital stock of the Company shall be in the amount of\_\_\_\_\_ New Taiwan Dollars. |
| Article 6 | The name, address and capital contribution of each shareholder of the Company shall be as follows:  Name Address Capital Contribution |
| Article 7 | The director(s) shall not, without the unanimous consent of all other shareholders, transfer all or part of their contribution to the capital of the Company to another person(s).  The shareholder(s) shall not, without the majority consent of all other shareholders, transfer all or part of their contribution to the capital of the Company to another person(s). |
| Article 8 | Each shareholder shall have one vote irrespective of the amount of his contribution to capital. |

**Chapter 3 Directors**

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| Article 9 | The Company shall have\_\_\_\_\_ Director(s) who shall externally represent the Company. (Alternative 1) |
| Article 9 | The Company shall have\_\_\_\_\_ Director(s) and one chairman of directors who shall externally represent the Company. (Alternative 2) |
| Article 10 | The remuneration of director(s) shall be provided in the Articles of Incorporation or in a special agreement. |

**Chapter 4 Managerial Officers**

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| Article 11 | The Company may have one or more managerial officers. Appointment, discharge and the remuneration of the managerial officers shall be in compliance with Article 29 of the Company Act. |

**Chapter 5 Accounting**

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| Article 12 | The Company shall have the closing of annual accounts for each fiscal year from January 1 to December 31. |
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| Article 13 | After the close of each fiscal year, the following reports shall be prepared by the director(s) and sent to each shareholder for their approval:   1. Report on Operations 2. Financial Reports 3. Proposal Concerning Appropriation of Net Profits or Making up Losses |
| Article 14 | The Company dividends are \_\_\_% per year. The Company shall not pay dividends from the capital if there are no surplus earnings. |
| Article 15 | If there is profit at the end of each fiscal year, a ratio\_\_\_\_ (or fixed amount\_\_\_) of profit of the current year distributable as employees' compensation shall be appropriated. However, the Company's accumulated losses shall have been covered first. |
| Article 16 | After closing of accounts, if there are earnings, the Company shall first pay tax, make up losses for the preceding years and then set aside a legal reserve of 10% of the net profit. After the dividends are distributed, the remaining profit shall be distributed as Shareholders' dividends subject to shareholders approval. |
| Article 17 | The profit distribution and loss of the Company are based on the ratio of capital contribution made by each shareholder. |
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**Chapter 6 Supplementary Provisions**

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| Article 18  Article 19 | In regard to all matters not provided for in these Articles of Incorporation, the Company Act shall govern.  These Articles of Incorporation are agreed to and signed on .  (Date) |

Company Name

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| Company Seal |  | Name of Shareholders | Sign or Seal by all shareholders |
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