

American Diversified Holdings Corp.

By Laws

A Nevada Corporation

BYLAWS

OF

AMERICAN DIVERSIFIED HOLDINGS CORP

(a Nevada Corporation)

ARTICLE ONE

Offices

SECTION 1. Registered Office

The registered office shall be in the State of Nevada.

SECTION 2. Other Offices

The Corporation may also have offices at such places both within and without the state of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE TWO

Shareholder Meetings

SECTION 1. Meeting Locations

All meetings of the stockholders shall be held at any place within or outside the State of Nevada as shall be designated from time to time by the Board of Directors. In the

absence of any such designation, stockholders' meetings shall be held at the principal executive office of the Corporation.

SECTION 2. Annual Meetings

An annual meeting of Stockholders shall be held each year, on a date and at a time designated by the Board of Directors. At each annual meeting directors shall be elected and any proper business may be transacted.

SECTION 3. Majority representing a quorum

A majority of the stock issued and outstanding and entitled to vote at any meeting of the stockholders, the holders of which are present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws. A quorum, once established, shall not be broken by the withdrawal of enough votes to leave less than a quorum and the votes present may continue to transact business until adjournment. If, however, such quorum shall not be present or represented at any meeting of the stockholders, a majority of the voting stock represented in person or by proxy may adjourn the meeting without notice

other than announcement at meeting, until a quorum be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting , a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote thereat.

SECTION 4. Voting quorum

When a quorum is present at any meeting, the vote of the holders of the majority of the stock having voting power present, in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, or the Certificate of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

SECTION 5. Voting by proxy

At each meeting of the stockholders, each stockholder having the right to vote may vote in person or may authorize another person or persons to act for him by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than [three] years prior to said meeting. All such proxies must be filed with the Secretary of the Corporation at the beginning of each meeting in order to be counted at any vote at the meeting. Each stockholder shall have one (1) vote for each share of stock having voting power, registered in his name on the books of the Corporation on the record date set by the Board of Directors as provided in Article Five, Section 6 hereof.

SECTION 6. Special meetings

Special meetings of the stockholders, for any purpose, or purposes, unless otherwise prescribed by statute or the Certificate of Incorporation, may be called only by the president and shall be called by the president or the secretary, or a majority of the Board of Directors. Such request shall state the purpose or the purposes of the proposed meeting. Business transacted at any such Special Meetings shall be limited to the purposes stated in the notice.

SECTION 7. Notice for special meeting

Whenever stockholders are required or permitted to take action at any meeting , a written notice shall be given, which notice shall state the place, date and hour of the meeting, and, in the case of the special meeting, the purpose or purposes for which the meeting is called. The written notice of any meeting shall be given to each stockholder entitled to vote at such meeting not less than five (5) days or more than sixty (60) days before the date of such meeting. If mailed, notice is given when deposited in the US mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

SECTION 8. Stockholders list.

The officer who has charge of the stock ledger of the Corporation shall prepare and make at least five (5) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any shareholder , for any purpose germane to the meeting, during ordinary business hours, for a period of at least five (5) days prior to the meeting, either at a place within the city where the meeting is to

be held as specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

SECTION 9. Action without a meeting.

Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken

without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock 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 and shall be delivered in a manner consistent with the Nevada Corporation Law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE THREE

Directors

SECTION 1. Number of Directors.

The Board of Directors shall consist of a minimum of one (1) and a maximum of five (5) directors. The number of directors shall be fixed or changed, from time to time, within the minimum and maximum, by the then appointed directors. The number of directors which shall constitute the initial Board of Directors shall be [____]. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and

qualified, provided however, that unless otherwise restricted by the Certificate of

Incorporation or bylaw, any director, or the entire Board of Directors, may be removed,

either with or without cause from the Board of Directors at any meeting of stockholders by

a majority of the stock represented to vote thereat.

SECTION 2. Election of directors.

Unless otherwise provided in the Certificate of Incorporation and subject to the

rights of the holders of shares of preferred stock of the Corporation, if any exists, vacancies

on the Board of Directors by reason of death, resignation, retirement, disqualification,

removal from office, or otherwise, and newly created directorships resulting from any increase in authorized number of directors may be filled by a majority of the directors then in office, although less than quorum, or by the sole remaining director. The directors so chosen shall hold office until the next annual election of directors and until their successors are duly elected and shall qualify, unless sooner replaced. If there are no directors in office then an election of directors may be held in that manner provided by statute. If, at the time of filling any vacancy or newly created directorship, the directors then in office shall constitute less than a majority of the whole Board of Directors, any stockholder holding at

least 10 percent of the total share outstanding at the time outstanding having the right to

vote for directors, may summarily order an election to be held to fill such vacancy.

SECTION 3. Powers of Board of Directors.

The property and business of the Corporation shall be managed by or under the direction of its Board of Directors. In addition to the powers and authorities by these Bylaws, expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not set by statute or

by the Certificate of Incorporation or by these Bylaws directed or required to be exercised

or done by the vote or authority of the stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

SECTION 4. Location of meetings.

The Board of Directors may hold their meetings and have one or more offices, and

keep the books of the Corporation outside the state of Nevada.

SECTION 5. Regular meetings.

Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the chairman of the Board of Directors.

SECTION 6. Special meetings.

Special meetings of the Board of Directors may be called by the president on 24 hours notice to each director, either personally or by mail or by overnight mail or via facsimile or may be called by the president, secretary, or chairman, in a like manner and in

like notice should they receive a written request by two (2) directors, should 3 or more directors exist.

SECTION 7. Quorum for voting.

At all meetings of the Board of Directors a majority of the authorized number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the vote of the majority of the directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Certificate of Incorporation or by these Bylaws. If a

quorum shall not be present at any meeting of the Board of Directors the directors present
may adjourn the meeting without notice other than announcement at the meeting until a
quorum shall be present. If there is only one director then such sole director is so
authorized.

SECTION 8. Action without a meeting.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any
action required or permitted to be taken at any meeting of the Board of Directors may be
done so without a meeting and in writing so long as all members of the Board of Directors

agree to the action in writing and unanimously consent to the action as described in writing

and such signatures of consent must be announced to the shareholders within 24 hours.

SECTION 9. Director participation in meetings.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws,

members of the Board of Directors, may participate in the meeting of the Board of Directors

or any committee created by the corporation's non-board member executives at any time

and without notice in person, by telephone, or similar communication equipment by means

at which all persons participating must have the ability to hear and speak to each other participant.

COMMITTEES OF DIRECTORS

SECTION 10. Designation of committees.

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one (1) or more committees, each such committee to consist of one (1) or more of the directors of the Corporation. The Board of Directors may designate one (1) or more of the directors as alternate members of the committee who may replace any

absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all powers and authorities as granted in the resolution creating the committee.

COMPENSATION OF DIRECTORS

SECTION 11. Compensation of directors.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of the directors. The Directors will be paid their expenses, if any, of attendance at each meeting of the Board of

Directors and may be paid a fixed sum for attendance of each meeting of the Board of

Directors or a stated salary as director. No such compensation shall preclude any director

from serving in any additional capacity and receiving compensation therefore.

ARTICLE FOUR

Officers

SECTION 1. Designation of officers.

The officers of the corporation shall be chosen and approved by the Board of

Directors and shall include a president, at least one vice president and a secretary. The

Corporation may also have at the discretion of the Board of Directors any such other officers as may be deemed to be necessary for the success of the business. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these Bylaws otherwise provide.

SECTION 2. Choosing officers.

The Board of Directors at its first meeting and after each annual meeting of the stockholders , shall choose new or affirm existing officers of the corporation. The Board of

Directors may, by majority vote of the shareholders, elect to remove, replace or add officers of the corporation at anytime.

SECTION 3. Terms and powers of officers.

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 4. Salaries of officers.

The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

SECTION 5. Removal of officers.

The officers of the corporation shall hold office until their successors are chosen and qualify in their stead or until their death, resignation, or earlier removal. Any officer elected or appointed by the Board of Directors may be removed at any time, either with or without cause by the Board of Directors. If the office of any officer or officers becomes

vacant for any reason, the vacancy must be filled by a member of the Board of Directors

until a replacement is approved by the Board of Directors.

SECTION 6. Disclosure required of officers.

Officers may not participate as a principal or stakeholder in another business within or without the industry or industries in which American Diversified Holdings Corporation operates directly or indirectly without the sole, unanimous approval of the Board of Directors, nor may they serve as a director of any other business or corporation without the unanimous approval of the Board of Directors. Officers may not participate in or direct

any charity or non-profit organization without the majority approval of the Board of

Directors. Additionally, the officers shall be required to disclose all investments and sales

or purchases of investments to the Chairman of the Board of Directors

CHAIRMAN OF THE BOARD OF DIRECTORS

SECTION 7. Chairman's responsibilities.

The Chairman of the Board of Directors, if such an officer be elected, shall preside at

all meetings of the Board of Directors and exercise and perform such other powers and

duties may be assigned him by the Board of Directors and or these Bylaws, and reflected in the minutes of the Board of Directors.

CHIEF EXECUTIVE OFFICER

SECTION 8. Chief Executive Officer's responsibilities.

The Chief Executive Officer shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the Chief Executive Office shall manage the operations of the entire business and all its activities as undertaken by the business. He may not participate as a principal or stakeholder in

another business within or without the industry or industries in which American

Diversified Holdings Corporation operates directly or indirectly without the sole,

unanimous approval of the Board of Directors, nor may he serve as a director of any other

business or corporation without the unanimous approval of the Board of Directors. He may

not participate in or direct any charity or non-profit organization without the majority

approval of the Board of Directors. Additionally, the Chief Executive Officer shall be

required to disclose all investments and sales or purchases of investments to the Chairman

of the Board of Directors, if the Chief Executive Officer is not serving in the capacity of

Chairman of the Board, or to the Secretary of the Board of Directors, should the Chief

Executive Officer be serving as Chairman of the Board of Directors, on June 30th of each

year he remains Chief Executive Officer. The Chief Executive Officer will have the following

responsibilities and duties as may be amended by the Board of Directors at any time; he

must preside at all meetings of stockholders and, in the absence of the Chairman, preside

over meetings of the Board of Directors, execute on behalf of the Corporation under the

seal of the Corporation, and vote all securities held in the name of the Corporation. Should

the Chief Executive Officer fail to act in any of these capacities, or any other capacities

assigned him by the Board of Directors, he may be replaced by the Board of Directors. His

employment may be terminated with or without cause by the unanimous vote of the Board

of Directors, excluding his vote, should he be serving as a member of the Board of Directors.

PRESIDENT

SECTION 9. President's responsibilities.

The President, who may also be the Chief Executive Officer of the Corporation, shall

manage the operations of the entire business and all its activities as undertaken by the

business, by direction of the Chief Executive Officer. The President shall have general

charge of all business affairs, control over all its officers, except the Chief Executive Officer,

control over all the Corporation's agents and employees, and shall implement and require

effect of all orders and resolutions of the Board of Directors. The President shall have the

duties of general management, planning and budgeting, contract negotiation, marketing,

advertising, and business development. At the approval of the Board of Directors, the

President may direct some or all of his duties to executive officers overseen by him. These

powers will be in addition to any other responsibilities or charges given him by the Board

of Directors.

CHIEF OPERATING OFFICER

SECTION 10. Chief Operating Officer's responsibilities

Subject to the direction of the President, the Chief Operating Officer shall have such duties as approved by the Board of Directors.

VICE PRESIDENTS

SECTION 11. Vice President's responsibilities

The Vice President, or Vice Presidents, shall assist the CEO in the effecting of his duties as determined by the Board of Directors, and in the absence or refusal to vote or abstention or refusal to conduct duties assigned the CEO by the Board of Directors, the Vice president will act in such capacity and be granted all powers and abilities given the CEO of the Corporation as described in SECTION 8 of this Article Four.

CHIEF FINANCIAL OFFICER

SECTION 12. Chief Financial Officer's responsibilities.

The Chief Financial Officer shall be the principal financial officer of the Corporation.

In addition to other duties assigned to him by the Board of Directors, the chief executive

officer will have charge and custody of all funds and securities of the corporation.

The TREASURER

SECTION 13. The Treasurer's responsibilities.

The Treasurer who may also be the CFO, shall be the principal accounting officer of the corporation. He shall have charge and responsibility of maintaining and keeping

proper financial reports, books, and financial ledgers of the Corporation. He shall also report directly to the Chief Financial Officer.

The SECRETARY

SECTION 14. The Secretary's responsibilities.

The Secretary shall: (a) record the minutes of the stockholder's and the board of director's meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; (c) be the custodian of all corporate records and of the seal of the Corporation; (d) keep a

register of all addresses of stockholders of record; (e) counter sign with the proper officer

any certificates of stock or bonds, mortgages, or other instruments issued by the

Corporation; (f) have general charge of the stock transfer books of the Corporation; (g)

certify all amendments to and Bylaws of the Corporation, as well as any Corporate

resolution; (h) maintain all certified copies of all corporate documents; (i) perform any

additional duties assigned to him by the Board of Directors. The secretary may not hold the

title of President or Chairman of the Corporation.

ARTICLE FIVE

Certificates of Stock

SECTION 1. Entitlement of certificate.

Every holder of stock in the corporation shall be entitled to a certificate signed by or in the name of the Corporation by any one of the following officers; the chairman of the Board of Directors or, the President **and** the Secretary of the Corporation.

SECTION 2. Signatures on certificates.

Any and all signatures on certificates may be by scan or facsimile and may be held for use by the transfer agent, however in such case, the letter requesting share certificate

issuance by the transfer agent must be signed by both the Chairman or President **and** the Secretary.

SECTION 3. Class of Stock

If the Corporation be authorized to issue one or more classes of stock, all rights and limitations associated with that class of stock (“disclosure statement”) shall be printed on the certificate and be identical to those described in its certificate of designation. All rights shall be subject to Nevada law and any laws governing the class of stock as per the Securities Exchange Commission, the NASD, and those of the exchange it is listed on. The

disclosure statement of any class of stock must be issued to any holder of that class of stock.

SECTION 4. Lost or stolen Certificates

Certificates lost or stolen may be replaced by the Board of Directors upon receipt of an affidavit of that fact by the person claiming the replacement certificate. Upon receipt of the affidavit, the secretary must comply with all requirements of the transfer agent of the Corporation (the "transfer agent") in requesting the replacement certificate, and my not deliver the certificate to the person claiming loss until he has received written confirmation

from the transfer agent that the original certificate lost or stolen has been cancelled by the transfer agent.

SECTION 5. Issuance of new certificate.

Upon surrender to the Corporation or to the transfer agent of a certificate of shares duly endorsed accompanied by the evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to approve the issuance or to issue a new certificate to the person entitled thereto, and to cancel the original certificate and record such cancellation in the stockholder's ledger.

SECTION 6. Record Date

In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of the stockholders, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights with respect to any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date which may not be more than 60 days nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action .

Should the meeting be adjourned, the Board of Directors may fix a new record date for the adjourned meeting.

SECTION 7. Holder of Record Shares.

The Corporation is entitled to treat the holder of record of any share or shares of stock as the holder in fact and will not be bound by any claim of equitable ownership or interest in such share or shares on the part of any other person, save as expressly provided by Nevada state laws.

ARTICLE SIX

General Provisions

SECTION 1. Payment upon the capital of stock.

Subject to any provisions in the Certificate of Incorporation, dividends upon the

Capital of stock of the corporation may be declared at any special or regular board meeting

by the Board of Directors. Dividend may be paid in cash, stock, shares of capital stock, or

property.

SECTION 2. Dividend payment.

Dividends, the amount once agreed to may not be amended, will be paid to all holder's of record on the record date as set forth in SECTION 6, ARTICLE FIVE. Such payment to be made within 30 days of this record date.

SECTION 3. Reserve Fund

The Directors may establish a reserve fund at any meeting, special or otherwise of the Board of Directors, the sum of which may be applied as the directors in their absolute discretion think proper, but must be used for either the payment of any dividend, or to

meet contingencies by their agreed definition at that time for repairing or maintaining the property of the Corporation.

SECTION 4. Signing of Corporate checks.

All Corporate checks and or demands of the Corporation for money must be signed by either the CEO, President, or CFO. Each check or demand for money of the Corporation must be approved by two separate officers. A listing of all checks or obligations of the Corporation issued must be maintained by the CFO of the Corporation and this listing must

be presented to the Board of Directors quarterly or by request of the Chairman of the Board.

SECTION 5. Establishing fiscal year.

The fiscal year will be fixed by resolution of the Board of Directors, and must be properly effected and implemented by the CFO.

SECTION 6. Corporate seal

The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name "Corporate Seal, Nevada".

NOTICES

SECTION 7. Notice requirements

Whenever under the provisions of the Certificate of Incorporation, the listing agency, or the Bylaws notice is required to be given to directors or stockholders, such notice may be delivered by mail or fax addressed to the individual, from the Corporation on Company letterhead which has been approved by the directors. Such notice will be deemed sent on the date placed in the US mail, or on the time printed at the header of the

fax received by the receiving party. Clear records of such dates and times must be maintained by the Secretary.

SECTION 8. Waiver of notice.

Whenever notice is required to be given under the provisions of the statutes of the Bylaws or the Certificate of Incorporation or by the listing agency, a waiver signed by the person or persons not wanting to be notified, must be signed, notarized, and dated by them at least 10 days prior to the notification being sent. Records of waiver of notice to be maintained by the Secretary.

ARTICLE SEVEN

Indemnification

SECTION 1. Power to be held harmless

The Corporation shall have the power to indemnify any person who was or is a party or who is threatened by his association with the Corporation, past or present, for pending or completed, suit or proceeding, whether civil, criminal, administrative or investigative (other than by action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or

who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, legal, judgment, fines and amounts paid in settlement incurred by him in settlement and in connection with such action, suit or proceeding, provided that he is deemed to have acted in good faith and not opposed to the Corporation's well being and with respect to any criminal action or proceeding so long as such person's conduct is not unlawful.

SECTION 2. Power to indemnify litigant.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened or pending legal action or suit by or in the right of the Corporation to procure a judgment in its favor or by reason of the fact that such person is or was a director, officer or employee of the Corporation, or is serving at the written or contracted request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, legal, judgment, fines and amounts paid in settlement incurred by him in settlement and in connection with such action, suit or proceeding, provided that

he is deemed to have acted in good faith and not opposed to the Corporation's well being

and with respect to any criminal action or proceeding so long as such person's conduct is

not unlawful, or any events in which a person may be deemed to be liable for negligence, or

misconduct in his duty on behalf of the Corporation.

SECTION 3. Reimbursement authorized.

To the extent that any non-indemnified director, officer or employee, or agent of the

Corporation has been successful in his defense of any action, suit, or proceeding, the Board

of Directors shall have the right to indemnify such person after the fact against any expenses incurred personally in his successful defense.

SECTION 4. Indemnification determination.

Any indemnification referenced in SECTION 1 or 2 of the Article Seven issued may only be issued with for specific event or action, and may not be a general or universal indemnification. Such indemnification must clearly state its reasons for existence.

SECTION 5. Advances of expenses.

Expenses incurred on defending any action taken against a party do to his direct or indirect, past or present relation to the Corporation in defending a civil or criminal action may be paid in advance by the Corporation at the sole discretion of the Board of Directors and then by resolution if the defendant may not be indemnified by the Corporation.

SECTION 6. Non – Exclusivity.

Indemnifications issued under these Bylaws by the Corporation to an individual may not be deemed exclusive of any existing contract, or shareholder rights, by or among the party to be indemnified.

SECTION 7. Right to acquire insurance.

The Board of Directors shall have the right to acquire insurance at any time for any matter or potential matter deemed by their sole discretion to be in good service of the Corporation and its shareholders.

ARTICLE EIGHT

Amendments

SECTION 1. Altering or amending Bylaws.

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the stockholders or the Board of Directors, subject to the Certificate of Incorporation, at any regular meeting of the stockholders or of the Board of Directors so long as the directors receive the new Bylaws 3 days prior to the meeting of the Board of Directors, special or otherwise, in which amendments, repeals or replacements of such Bylaws are to be considered.

ADOPTED, by resolution of the Corporation's Board of Directors on the ____ day of _____,

200x,

Its Chairman

Its Secretary

