

prepared by sjamison

**This does not represent a legal opinion. Use for informational purposes only.**

**Articles of Incorporation  
of  
SAMPLE**

The undersigned natural persons, acting as incorporators of a corporation under the [state] Corporation Act, hereby adopt the following Articles of Incorporation for such corporation. *(Be sure that these sections conform with what is required by your individual state. Go to the state')*

**Article I: Name**

The name of the corporation shall be ----- hereinafter referred to as “the Corporation.”

**Article II: Duration**

The duration of the Corporation shall be perpetual.

**Article III: Mission**

The Mission of the Corporation is to:

keep it short and simple – ideas should be specific but not constraining  
a nonprofit is organized for educational, charitable, literary, and scientific purposes to achieve public good and benefit

**Article IV: Purpose**

The Purpose of the Corporation shall be to develop programs, conduct research, and carry out activities that are consistent with the [state] and federal laws governing nonprofit corporations and 501c3 organizations, as described in current and future IRC rules and regulations:

*keep it simple – here are some typical words that are used to describe the affairs of the corporation that are commensurate with nonprofit purposes and that include, but are not limited to, the following:*

- To maintain and support
- To protect, preserve, and interpret
- To establish
- To provide education
- To improve
- To foster
- To contribute
- and so forth ---

To assist residents in rural and low-income areas; to provide services in areas that are frequently underserved by other means; to support community development; to partner with government and other agencies; and to carry out its programs by encouraging,

creating, promoting, and implementing educational and economic activities that interpret and maintain -----; pass on cultural values; support community-based economic development; -----.

**Article V: Registered Agent**

The name of the initial Registered Agent is-----. The mailing address is -----. The geographical location is -----.

**Article VI: Initial Board of Directors**

The number of directors constituting the initial board of directors shall be x# and the names and addresses of these persons who are to serve as directors until the first annual election of directors or until their successors are elected and qualified are:

**Article VII: Incorporators**

The names and mailing addresses of each incorporator are the same as the initial Board of Directors in Article VI. (This is usually easiest.)

**Article VIII: Additional Provisions (check to make sure that these sections conform to the current IRC requirements for applying for 501c status)**

A. The Corporation is organized and operated exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (“the Code”) of 1986 as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501c(3) or Section 7871 exempt organizations. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501c3 of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The property of the Corporation is irrevocably dedicated to section 501c(3) charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up the Corporation, its assets remaining after payment, or provision, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established tax exempt status under 501c(3) of the Code.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the State in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

E. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

F. The Corporation shall not attempt to influence legislation, nor shall it participate in any political campaign on behalf of any candidate. Notwithstanding, this provision shall not infringe upon any rights of individual members to exercise freedom of speech and assembly so long as they do not claim to represent the Corporation.

**Article IX: [state] Regulatory Laws**

The Corporation agrees to abide by all criminal, civil, and regulatory laws of the [state].

Incorporator signatures

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## Acknowledgement of the Registered Agent

I, (person), having been designated to act as Registered Agent, hereby consent to act in that capacity until removed or until a resignation is submitted in accordance with the [state] Corporation Code.

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person signs

### *Geographical Address:*

If the mailing address is a rural route or PO box, be sure to give the agent's physical location.

Be sure to have the signature of the Registered Agent notarized.

File two sets of originally-signed Articles with the appropriate [state] entity as required by their regulations. The state should return one set to the organization along with the official incorporation certificate. Some states, such as Arizona, require publication of the articles of incorporation in a newspaper of record.

The organization obtains its EIN by phone from the IRS and the gets the DUNS by phone. At that point, a bank account can be opened. Never use an individual's personal social security number to open the corporation's account.

The next meeting, work on the bylaws. Once the organization gets the certificate back, hold the first incorporators meeting.

At the first incorporators meeting, the officers are elected and resolutions are passed for the bank, bylaws, post office box, etc. I have copies of all the resolutions with what is needed in them.