

This sample Articles of Incorporation is for information only. It is not legal advice. Most states require nonprofit organizations to use their state-specific forms and frequently request the same information as this sample. Please research the forms in your state for nonprofit incorporation.

This website will help you find your state-specific forms.

<https://www.harborcompliance.com/information/nonprofit-startup-guide>

Pick your state from the left sidebar. Then scroll down to File Your State Nonprofit Articles of Incorporation.

Articles of Incorporation Of

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of _____ (state), do hereby certify:

ARTICLE I NAME

The name of the Corporation shall be _____.

ARTICLE II LOCATION

The place in this state where the principal office of the Corporation is to be located is _____.

ARTICLE III PURPOSE

Said corporation is organized exclusively for educational (*add religious and charitable, if appropriate for your organization*) purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE IV INITIAL TRUSTEES

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Name

Address

ARTICLE V MEMBERSHIP

When a state asks if your nonprofit organization will have members, they mean voting members, not participants in your program which you may call members. Typically state laws allow voting members to elect the board members. Carefully consider how you want your board members to be chosen, with a full membership election or by appointment by the current board.

Check your bylaws to be consistent with these Articles of Incorporation. If you do not have members in your Articles of Incorporation, then the bylaws should not give members a vote. You may have members to allowed to participate in your programs, but with no vote. On the other hand if you do allow members in your Articles of Incorporation, then your bylaws should be clear about what matter s the members have a vote (usually it involves the election of board members).

The organization will have members. The rights of members to vote and the qualifications for members and manner of their admissions are to be regulated by the bylaws.

or

The corporation will not have members.

The following three paragraphs are required by the Internal Revenue Service for organizations wishing to apply for 501(c)(3) tax exempt status.

Many state-required forms do not include these paragraphs, nor mention the IRS requirement. You will have to add these paragraphs to the state form in order to qualify for 501(c)(3) tax exempt status.

ARTICLE VI LIMITATIONS and PROHIBITIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 the purposes set forth in Article Third hereof.

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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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.

ARTICLE VII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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.

In witness whereof, we have hereunto subscribed our names this _____ day of _____ 20____.

Signature

Date

