

SAMPLE ARTICLES OF INCORPORATION

Use the information below as a model, but be sure to check on your state's requirements. If you have any doubts or questions, contact a legal advisor. These materials have been adapted from materials produced by the Minnesota Council on Nonprofits and www.nonprofitlaw.com. Items in capital letters indicate where you insert information specific to your group. (Please note that these bylaws are designed for U.S. corporations. Canadian groups may need to use different language.)

This paragraph may vary depending on your state. Check for individual legal requirements.

States vary on who may serve as registered agent. The registered agent will receive all correspondence from the state. If your group doesn't have a location, list the address of your registered agent. The address must be a street address, not a P.O. Box.

The first paragraph contains language required by the IRS, while the rest is about your group's particular mission and purpose.

This language is required by the IRS to obtain tax-exempt status.

ARTICLES OF INCORPORATION OF NAME OF ORGANIZATION

The undersigned incorporator(s) is (are) of legal age and adopt(s) the following articles of incorporation to form a nonprofit corporation pursuant to the State Nonstock Corporations Act.

ARTICLE 1 – NAME

The name of the corporation is NAME OF GROUP.

ARTICLE 2 – REGISTERED AGENT/ADDRESS

The registered agent is NAME, who is a resident of STATE and a director of the corporation, and the principal office of the corporation is located at ADDRESS OF GROUP.

ARTICLE 3 – PURPOSE

This corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Specifically, the purpose of the corporation is to:

- ITEMIZE THE MAJOR PURPOSES OF THE GROUP (SUCH AS SUPPORT ADOPTIVE PARENTS AND ADOPTED CHILDREN, RECRUIT ADOPTIVE PARENTS FOR CHILDREN IN FOSTER CARE, ETC.)

ARTICLE 4 – EXEMPTION REQUIREMENTS

At all times, the following conditions will restrict the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 3.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Having voting members is optional. If you do not want voting members, simply state that the corporation will not have members.

Check with your state about the minimum number of board members required by law. Groups typically start with a small board, and then increase the number of members at the first board or annual meeting.

This statement can help directors avoid personal liability if the organization is run reasonably and legally. Directors can be held liable for debts to the IRS, debts due to fraud, or employment claims. Directors and officers insurance further protect board, staff, and volunteers.

Check with your state on the number of incorporators required by law and the minimum age of incorporators. Incorporators can be anyone willing to state that they want the organization incorporated, but often are members of the initial board of directors.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 5 – MEMBERSHIP

This corporation will have members. The eligibility, rights, and obligations of the members will be determined by the organization's bylaws.

ARTICLE 6 – BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.

The number of directors constituting the initial board of directors is NUMBER OF INITIAL BOARD MEMBERS; their names and addresses are as follows:

LIST NAME AND ADDRESS OF EACH BOARD MEMBER

Members of the board of directors shall be those individuals elected, from time to time, in accordance with the bylaws.

ARTICLE 7 – PERSONAL LIABILITY

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE 8 – DURATION/DISSOLUTION

The duration of the corporate existence shall be perpetual until dissolution.

Upon dissolution of the organization, assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) 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 a public purpose.

ARTICLE 9 – INCORPORATORS

In witness whereof, we the undersigned have hereunto subscribed our names for the purpose of forming the corporation under the laws of NAME OF STATE, and certify we executed these articles of incorporation this DATE.

Signature (NAME OF INCORPORATOR 1)

Signature (NAME OF INCORPORATOR 2)

Signature (NAME OF INCORPORATOR 3)