

Sample articles of incorporation

By law, only four items are required in the articles of incorporation: name, address of the registered office and name of its registered agent, the address of each incorporator, and a statement that the corporation is organized under chapter 317A of the Minnesota Statutes.

Inclusion of other information, as sampled here, can assist in obtaining tax-exempt status, help define the purpose of the organization, defer liabilities, and outline operational provisions such as voting and membership.

Items highlighted in bold type signify information specific to the organization. Other information provided in this sample may or may not fit the needs of a specific organization and should be used only as an example.

Organizations must include a street address, not a PO Box, as its registered address.

Language provided in Article III is required by the IRS to obtain tax-exempt status. The organization must include this statement and state its charitable purpose, as highlighted in this example. See IRS Publication 557 for details.

Organizations may choose one or more from the following list of terms to describe their activities:

- charitable
- amateur athletics
- educational
- literary
- religious
- scientific

Organizations should provide a brief description of the charitable purpose of the nonprofit.

The following articles of incorporation are intended only as a model. They show some of the most general ways of writing articles of incorporation. Due to Internal Revenue Service restrictions of tax-exempt organizations, it is necessary for a tax-exempt organization to include some language provided in IRS in Publication 557. These statements are noted below. Organizations are free to reproduce all, or parts of the samples provided in this section.

Note: Sample articles provided by the Secretary of State's Office do not include statements required by the IRS for approval of tax exemptions.

ARTICLES OF INCORPORATION OF ABC NONPROFIT

The undersigned incorporator(s) is an (are) individual(s) 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME

The name of this corporation shall be **ABC Nonprofit**.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at **1515 University Ave. N, St. Paul, Minnesota 55114**.

ARTICLE III — PURPOSE

This corporation is organized 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.

The purpose of this corporation is:

- **to support and conduct non-partisan research, education, and informational activities to increase public awareness of juvenile delinquency;**
- **to combat crime within neighborhoods; and**
- **to prevent community deterioration.**

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ARTICLE IV — EXEMPTION REQUIREMENTS

Language provided in Article IV is required by the IRS to obtain tax-exempt status. See Publication 557, included in the appendix of this book, for more information.

At all times the following shall operate as conditions restricting 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 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 the purpose clause hereof.
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.
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, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

If the organization will not have a voting membership body, it is only necessary to state that the organization will not have members.

This statement of directors' lack of rights to interest or property helps the IRS determine tax-exempt status for the organization

The minimum number of board members a Minnesota nonprofit must have is three. The initial board of directors is generally smaller and a full board is voted on at the first board meeting, or annual meeting.

By including this statement of personal liability, a director can avoid personal liability as long as he or she runs the organization in a legal, reasonable manner.

It is important to remember that directors can still be held liable for debts to the IRS, debts due to fraudulent activity, and employment claims. D&O insurance and further protect the assets of board members, staff and volunteers.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

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

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 **four (4)**; their names and addresses are as follows:

Susan Gerrison, 27 1st Ave. S, Minneapolis, Minnesota 55441
Gerald Smith, 1250 Douglas Ave., Bloomington, Minnesota, 55431
Roger Schroeder, 198 Polk Blvd., Minneapolis, Minnesota 55406
Andrea Koppin, 18510 37th St., #D, Minneapolis, Minnesota 55408

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI — 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.

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ARTICLE VII - DURATION/DISSOLUTION

A copy of the original articles and bylaws should be filed for the organization's records.

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

Upon the 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 VIII - INCORPORATORS

The incorporators can be anyone, but usually are the chair/president, vice chair/vice president, treasurer and secretary of the original board of directors.

In witness whereof, we, the undersigned, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Minnesota and certify we executed these Articles of Incorporation this **May 22 of 2001**.

The articles must include the addresses of each of the incorporators.

Signature (Incorporator 1)

Address, City, State, ZIP

Amendments to the articles, such as a change in address, change in name or other operational change, must be filed with the Secretary of State. A \$35 filing fee applies for each set of amendments. See the Secretary of State's Web site for more information at www.sos.state.mn.us.

Signature (Incorporator 2)

Address, City, State, ZIP

Signature (Incorporator 3)

Address, City, State, ZIP

Signature (Incorporator 4)

Address, City, State, ZIP