

# **SAMPLE §501(c)(3)!**

## **ARTICLES OF INCORPORATION OF**

### *Name of Organization*

*The following sample Articles of Incorporation portrays the nature and scope of an Articles of Incorporation. The sample should not be adopted without discussing more in depth with an attorney.*

*This document is referenced from Starting a nonprofit organization.*

The undersigned incorporator(s), (a) natural person(s) 18 years of age or older, in order to form a corporate entity under Minnesota Statutes, Chapter 317A, adopt(s) the following articles of incorporation.

### **ARTICLE I** **NAME/REGISTERED OFFICE**

The name of this corporation shall be: ??? [INSERT NAME ACCURATELY!!]. The corporation's registered office is located at: [INSERT STREET ADDRESS, ALSO WITH ZIP CODE IF SAME IS APPROPRIATE FOR MAILING ADDRESS (MAILING ADDRESS -- INCLUDING THOSE WITH P.O. BOXES -- MAY BE SHOWN VIA PARENTHETICAL ADDITION)!].

### **ARTICLE II** **PURPOSE**

This corporation is organized exclusively for charitable purposes

[you may, alternatively, replace "charitable", or augment with one or more of the following permitted purposes: EDUCATIONAL, SCIENTIFIC, RELIGIOUS, LITERARY, PROMOTING AMATEUR ATHLETICS, OR EDUCATIONAL!!]

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall [. . . here is where one enumerates specific purposes and activities.!!] [All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

### **ARTICLE III** **LIMITATIONS**

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 corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

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; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members!!], or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE IV** **DIRECTORS/MEMBERS**

The corporation [choose one of the following!!]

shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

shall have a voting membership, and may have classes of same (if any), as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

[OPTIONAL: The corporation's first Board of Directors shall be comprised of the following natural persons: {List Directors' Names, and optionally, Addresses}!!]

#### **ARTICLE V** **DEBT OBLIGATIONS AND 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 VI** **DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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.

**ARTICLE VII**  
**INCORPORATOR**

The incorporator(s) of this corporation is(are):

[insert name(s) and address(es) of individual(s) incorporating entity -- you only need one, but may have more if you wish!!]

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury set forth in Minnesota Statutes 609.48 as if this document had been executed under oath.

\_\_\_\_\_

\_\_\_\_\_ signature \_\_\_\_\_ date