

Template Articles of Incorporation

Electronic template of Articles of Incorporation can be found at www.minnesotanonprofits.org/start-forms-fees.

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 \$55 filing fee applies for each set of amendments.

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

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 Publication 557. These statements are noted below. Organizations are free to reproduce all, or parts of the samples provided in this section. 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 should seek the advice of an attorney when drafting important legal documents.

Please 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 [NONPROFIT ABC]

The undersigned incorporator is an individual 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 [NONPROFIT ABC]

Organizations must include a street address, not a PO Box, as its registered address. It is typically the founder or board president's address, if a permanent office address hasn't yet been determined.

ARTICLE II — REGISTERED OFFICE ADDRESS

The place in Minnesota where the principal office of the corporation is to be located at [NONPROFIT ABC'S OFFICE 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.

ARTICLE III — PURPOSE

This corporation is organized exclusively for charitable, religious and educational 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.

ARTICLE IV — EXEMPTION REQUIREMENTS

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 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 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.

Language provided in Article IV is required by the IRS to obtain tax-exempt status. See Publication 557 for more information.

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3. Notwithstanding any other provisions of this document, the corporation 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.

ARTICLE V — MEMBERSHIP/BOARD OF DIRECTORS

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

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.

Any action required or permitted to be taken at a meeting of the board of directors may be taken by written action signed by the number of board members that would be required to take the same action at a meeting of the board at which all board members were present.

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.

ARTICLE VII - DURATION/DISSOLUTION

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

Upon the dissolution of the corporation, 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

In witness whereof, we, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Minnesota and certify I have executed these Articles of Incorporation this _____ day of _____, 20__.

Incorporator Name _____

Incorporator Address, City, State, ZIP _____

Incorporator Signature _____

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.

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 can further protect the assets of board members, staff and volunteers.**

Language provided in Article VII is required by the IRS to obtain tax-exempt status.

The incorporators can be anyone, but in many cases is the chair/president of the original board of directors. In cases where it is preferable, the lawyer can be the incorporator and the law firm address can be used. **Only one incorporator is needed. Addresses are required.**