



ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

**GENERAL FILING INSTRUCTIONS
FOR NONPROFIT ARTICLES OF INCORPORATION**

Pursuant to A.R.S. §10-3202

THIS SAMPLE SET OF NONPROFIT ARTICLES OF INCORPORATION HAS BEEN PREPARED IN AN EFFORT TO OFFER GUIDANCE IN THE PREPARATION OF YOUR ARTICLES OF INCORPORATION. ONE SET IS INTENDED FOR CORPORATIONS THAT PROPOSE TAX EXEMPT STATUS AND THE OTHER FOR CORPORATIONS THAT WILL BE SUBJECT TO TAXATION. PLEASE BE ADVISED, HOWEVER, THAT THESE SAMPLES REFLECT ONLY THE MINIMUM PROVISIONS REQUIRED BY LAW. YOU SHOULD SEEK PRIVATE LEGAL COUNSEL FOR THOSE MATTERS WHICH PERTAIN TO THE INDIVIDUAL NEEDS OF YOUR CORPORATION.

Please do not forget to include a properly executed certificate of disclosure and the necessary filing fees.

CHARACTER OF AFFAIRS - State briefly the character of affairs which the corporation initially intends to conduct in this state. Such statement shall not limit the character of affairs which the corporation ultimately conducts. See A.R.S. §10-3202.

ARTICLE 2 (TAX EXEMPT) - The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #557, which is available at your local IRS office or on-line at: www.irs.gov before completing this article.

ARTICLE 4 (TAX EXEMPT) - This article is included for the purpose of obtaining tax-exempt status with the Internal Revenue Service. If the corporation intends to apply for tax-exempt status under Federal Law, you will need to cite the specific Section of the Internal Revenue Code, as amended, under which your corporation plans to organize. For further information please refer to Federal Publication #557 which is available at your local IRS office or on-line.

ARTICLE 5 (TAX EXEMPT) - Insert applicable Section number of the IRS Code. (See instruction for Article 4.)

ARTICLE 11 (TAX EXEMPT) - Check the box for this Article only if, depending upon the proposed purpose of your corporation, a non discrimination provision is required. Please refer to Federal Publication #557, before making a determination.

INDEMNIFICATION - This provision is not mandatory. Please refer to A.R.S. §10-3851.

STATUTORY AGENT - The statutory agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

**** SPECIAL NOTES ****

PUBLICATION is required. Within 60 days after the Commission files (approves) the Articles of Incorporation, you must publish a copy of the document in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. **Do not publish until the document has been approved and filed by the Commission.** A list of qualified newspapers will be enclosed with your approval letter and is also available on the Commission website, www.azcc.gov/divisions/corporations. You may file the Affidavit of Publication you will receive from the newspaper, but filing it is not mandatory. The entity may be subject to administrative dissolution if it fails to publish.

If you are intending to incorporate as a 501(c)(3) organization, your Articles of Incorporation must satisfy the requirements of the Organizational Test as provided in the INTERNAL REVENUE SERVICE Publication 557. For information regarding Tax Exempt Status for any proposed nonprofit organization, please contact the I.R.S. office in your community.

You may include any other provision consistent with law which the incorporators elect to set forth. (A.R.S. §10-3202(B)(3)) It is not necessary to state in your articles of incorporation any of the corporate powers already enumerated in the Nonprofit Code. (A.R.S. §10-3202(C)(3))

PLEASE MAKE SURE YOUR ARTICLES ARE PROPERLY EXECUTED AND DATED.

**DO NOT PUBLISH
THIS SECTION**

**ARTICLES OF INCORPORATION
OF A NON-TAX-EXEMPT**

Pursuant to A.R.S. §10-3202
(Arizona Non-Profit Corporation)

ARTICLE 1

If you are the holder or assignee of a tradename or trademark, attach a copy of the Tradename certificate.

1. Name: The Name of the Corporation is:

ARTICLE 2

The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

2. Character of Affairs: The character of affairs of the corporation will be:

ARTICLE 3

A minimum of 1 director is required.

3. Board of Directors: The initial board of directors shall consist of _____ director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name:

Address:

City, State, Zip

Name:

Address:

City, State, Zip

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE 4

This provision is not mandatory. See A.R.S. §10-3302.14.

4. Indemnification: The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE 5

May be in care of the statutory agent.

5. Known Place of Business: (In Arizona) The street address of the known place of business of the Corporation is:

DO NOT PUBLISH THIS SECTION ARTICLE 6

The statutory agent must provide a physical address. If statutory agent has P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of appointment.

ARTICLE 7

A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

ARTICLE 8

The Articles must indicate if the corporation will, or will not have members.

The Articles must be accompanied by a Certificate of Disclosure, executed within 30 days of delivery to the Commission, by all incorporators.

Phone and fax numbers are optional

The agent must consent to the appointment by executing the consent.

6. Statutory Agent: (In Arizona) The name and address of the statutory agent of the Corporation is:

7. Incorporators: The name(s) and address(es) of the incorporator(s) is (are):

_____ _____
_____ _____
_____ _____

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Members: (Check One)

The corporation _____ will _____ will not have members.

Executed this _____ day of _____, _____ by all of the incorporators.

Signed: _____

_____ [Print Name Here] _____ [Print Name Here]

PHONE _____ FAX _____

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____, _____.

Signed _____

_____ [Print Name Here]

[If signing on behalf of a company serving as statutory agent, print company name here]