

SAMPLE

ARTICLE OF INCORPORATION



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# ARTICLES OF INCORPORATION OF

\_\_\_\_\_  
Name of Corporation

THE UNDERSIGNED, acting as (an) incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is \_\_\_\_\_.
2. The period of duration of the corporation is perpetual.
3. The purpose or purposes for which the corporation is organized are to engage in \_\_\_\_\_ and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the state of \_\_\_\_\_. In addition to the stated purpose, the corporation is authorized to conduct all lawful business activity in the state and outside.
4. Authorized Shares.  
Number. The aggregate number of shares that the corporation shall have the authority to issue is \_\_\_\_\_ shares of Capital Stock with a par value of \$ \_\_\_\_\_ per share.  
Initial issue. \_\_\_\_\_ shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.  
Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. No classes of stock. The shares of the corporation are not to be divided into classes.
5. The street address of the initial registered office of the corporation is \_\_\_\_\_, and the name of the initial registered agent at such address is \_\_\_\_\_.
6. The initial Board of Directors shall consist of \_\_\_\_\_ members, who need not be residents of this state or shareholders of the corporation.7. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name	Number & Street, City, State, Zip Code
_____	_____
_____	_____
_____	_____

8. The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

Name	Number & Street, City, State, Zip Code
_____	_____
_____	_____
_____	_____

9. An affirmative vote of (three-fourths) (all) of the shares of the corporation shall be required for any shareholder action.
10. The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at a stockholders meeting with not less than a (majority) (two-thirds) (three-fourths) (unanimous) vote of the common stock.
11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).
12. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares, to distribute them among as many candidates as they may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of the directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has (have) made and subscribed these articles of incorporation on the \_\_\_\_\_ day of \_\_\_\_\_, 200 \_\_\_\_.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ Incorporators(s)

State of \_\_\_\_\_  
 County of \_\_\_\_\_

Before me, the undersigned authority, personally appeared \_\_\_\_\_, who are to me well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said county and state this \_\_\_\_\_ day of \_\_\_\_\_, 200 \_\_\_\_.

\_\_\_\_\_ Notary Public, state of \_\_\_\_\_

\_\_\_\_\_ Printed Notary Name

My Commission Expires: \_\_\_\_\_