

How to start a nonprofit organization
Sample Articles of Incorporation
Sample Nonprofit Bylaws

Sample Articles of Incorporation(this web page) in PDF format.
(To use this form you will need the FREE Adobe Acrobat Reader)

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I
NAME/REGISTERED OFFICE

The name of this corporation shall be _____, located at _____ (street address, city, state, zip).

ARTICLE II
PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes (pick one or more), more specifically to _____. To this end, the corporation shall at all times be operated exclusively for charitable purposes 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 qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III
EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or

more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

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.

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.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. OR The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in 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 first Board of Directors is _____, their names and addresses being as follows: Name Address Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are 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) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DISSOLUTION

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In non case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VIII INCORPORATOR(S)

The incorporator(s) of this corporation is/are: The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

Signature & Date

Caveat: The purpose of this section is to provide links to resources about how to start a nonprofit organization in Whatcom County. Although we mean to provide the most updated information, the legal requirements and practice standards may change due to new legislation and updated and evolving state or federal guidelines. We provide this information merely as a reference, it does not constitute an engagement to provide legal, tax, or other professional services on the part of the WCN. You may require professional assistance on these issues from an attorney, accountant or other professional advisor.