

# Articles of Incorporation

🔊 The first part of the Memorandum should be completed and mailed to the Secretary of State or other relevant state agency along with two copies of the Articles of Incorporation, a check for the filing fee, and a stamped, self-addressed envelope.

Date **[Month, Day, Year]**

To: **[Name of State Agency]**

From: **[Owner/Founder]**  
**[Company]**

Subject: **Articles of Incorporation**

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Attached to this memorandum are two copies of the Articles of Incorporation for [Company], and a check in the amount of \$[x].

Please file one copy with your agency and return a file-stamped copy to me in the enclosed stamped, self-addressed envelope.

Time is of the essence.

Thank you very much!

# From JIAN

## NOTICE:

We wish we could provide an agreement that was tailored *exactly* to your business. While this is not always possible, we feel that we've come very close and that this document provides you with the head-start that you need to get your deal moving. Nevertheless, we must make this disclaimer:

- 🚫 **Do Not Use This Agreement 'As-Is.'**
- 🚫 **This Agreement Is Not Legal Advice.**
- 🚫 **Read it Thoroughly and Make All Appropriate Changes to Fit Your Requirements.**
- 🚫 **You Should Have this Agreement Reviewed and Approved by a Qualified Attorney at Law Before Using It.**
- 🚫 **JIAN Accepts No Liability for the Effectiveness of This Document For Your Purposes.**

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We're building a network of business experts who are eager to help you when you need it. They can review your work, make suggestions, handle unique situations and introduce you to influential people. On our website you can search by expertise and location, then e-mail or jump straight to their website. Although they are professionals and charge for their services, most offer an initial consultation free of charge. They're in your area and you can contact them directly.


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## Ongoing Update Service Keeps You Current


Things change, laws change, the world changes... new ideas come along all the time. When you register, you can access our website to get updates and changes... like new and improved spreadsheets and documents. They can be downloaded directly to your computer.

- Please visit our website under [Updates](#).
- Remember to bookmark our website: [www.JIAN.com](http://www.JIAN.com)

## Editing Your Sample Contract

Since this entire agreement is formatted in Word, you can edit it like any other Word document. You can jump from variable to variable by clicking the above  green arrows (JIAN Menu) which will take you forward / backward and highlight the entire sample text identified within the “[ ]” brackets – simply edit / type-over with your information.

To make sure you have filled in all the variables, use Word's 'FIND' function to locate any “[ ]” which may contain an unedited variable.

- Click the  icon in the JIAN menu above to turn the expert comments on/off.
- Upon completion, delete any unnecessary blank lines that remain.
- You may format this document any way you like.
- Delete this page.

# Articles of Incorporation for [Company]

🔊 Note: This is a form for Articles of Incorporation for use in the state of California. The incorporation papers required by other states may be substantially different. We encourage you to use this document for educational purposes and to consult an attorney in your state of incorporation for issues related to forming a corporation.

## Article 1

🔊 Give the complete name of the Corporation (not any abbreviated version).

1.1 The name of this corporation is **[Company Legal Name]**.

## Article 2

🔊 Article 2 states that the corporation can engage in any lawful act. It is wise to state such a broad purpose because you do not want to limit the types of businesses the corporation may pursue. Certain types of corporations, such as non-profit corporations, may require special descriptions of the corporate purpose for tax or other statutory purposes. Please consult with your attorney for clarification.

2.1 The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of [State] other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the [State] Corporations Code.

## Article 3

🔊 Article 3 has two options. Option 1 states that the corporation can only issue one class of shares, while Option 2 allows for multiple classes of shares. Option 2 is called a "Blank Check Preferred" provision. It is typically used to avoid the need for shareholder approval when the terms of a new class or series of Preferred Stock is submitted to the Secretary of State for approval. You should consult an attorney when deciding upon the classes of securities to be authorized and in any matters relating to securities. There are many traps to avoid when dealing with corporate securities, so always consult an attorney experienced in securities law if you need to make a decision concerning corporate securities.

[Option 1]. The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is [List number of shares].

[Option 2]. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the corporation is authorized to issue is [number of shares] shares.

- [x] shares will be Common Stock.
- [x] shares will be Preferred Stock.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares will be so decreased, the shares constituting such decrease will resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

## Article 4

- Article 4 states that the corporation will limit liability exposure of its directors, officers and agents to the full extent of law. In the absence of this provision, the officers and directors may still be entitled to indemnification by statute. Usually, a corporation will purchase insurance and agree to indemnify the directors or agents.

The liability of the officers and directors of this corporation for monetary damages will be eliminated to the fullest extent permissible under [State] law.

This corporation is authorized to provide indemnification of agents (as defined in the [State] Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through Agreements with the agents, or through shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by the [State] Corporations Code, subject to the limits on such excess indemnification set forth in the [State] Corporations Code.

## Article 5

- Article 5 provides the name and address of the "agent for service of process." This agent can be a business or an individual. If you use an attorney, the agent is usually your attorney. The agent is the person or entity that receives any documents served on the corporation as part of a lawsuit or other legal proceeding, and notice for taxes due and the like.



The name and address in the State of [State] of this corporation's initial agent for service of process is:

(Company Name)

(Address of Company)

(City, State and Zip)

In witness of this, for the purpose of forming this corporation under the laws of the State of [State], the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation this [Month, Day, Year].

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[Owner/Founder]

## Sole Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

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[Owner/Founder]