

**Not for Profit Articles of Incorporation** **CN**

We, the undersigned incorporators, hereby associate ourselves together to form and establish a corporation NOT for profit under the laws of the State of Kansas.

**Article One:** Name of the corporation \_\_\_\_\_

DO NOT WRITE IN THIS SPACE

**Article Two:** Address of registered office in Kansas \_\_\_\_\_

(Street Address or Rural Route)

(City)

(County)

(Zip Code)

Name of resident agent at above address \_\_\_\_\_

**Article Three:** Nature of corporation business or purposes to be conducted or promoted is \_\_\_\_\_

**Article Four:** Will this corporation have authority to issue capital stock? Yes \_\_\_\_ No \_\_\_\_  
If yes, the total number of shares that this corporation shall be authorized to issue is as follows:

\_\_\_\_\_ shares of \_\_\_\_\_ stock, class \_\_\_\_\_ par value of \_\_\_\_\_ dollars each  
\_\_\_\_\_ shares of \_\_\_\_\_ stock, class \_\_\_\_\_ par value of \_\_\_\_\_ dollars each  
\_\_\_\_\_ shares of \_\_\_\_\_ stock, class \_\_\_\_\_ without nominal or par value  
\_\_\_\_\_ shares of \_\_\_\_\_ stock, class \_\_\_\_\_ without nominal or par value

If applicable, state any designations, powers, preferences, rights, qualifications, limitations or restrictions applicable to any class of stock or any special grant of authority to be given to the board of directors \_\_\_\_\_

**Article Five:** Are conditions of membership to be fixed by the by-laws? Yes \_\_\_\_ No \_\_\_\_

If no, state conditions of membership \_\_\_\_\_

**Article Six:** Name and mailing address of each incorporator is \_\_\_\_\_

**Article Seven:** Name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified is

**Article Eight:** Is this corporation to exist perpetually? Yes \_\_\_\_ No \_\_\_\_  
If no, the term for which this corporation is to exist is \_\_\_\_\_

• Tax closing date, if known \_\_\_\_\_

In testimony whereof, we have hereunto subscribed our names this \_\_\_\_ day of \_\_\_\_\_, A.D. 19 \_\_\_\_.

(Signatures must correspond exactly to the names of the incorporators listed in Article Six.)

State of \_\_\_\_\_ }  
County of \_\_\_\_\_ } ss.

Before me, a notary public in and for said county and state, personally appeared

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
who are known to me to be the same persons who executed the foregoing Articles of Incorporation and duly acknowledged the execution of the same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this \_\_\_\_\_ day of \_\_\_\_\_, A.D. 19 \_\_\_\_.

(Seal)

(Notary Public)

My appointment or commission expires \_\_\_\_\_, 19 \_\_\_\_.

Submit document in duplicate with \$20 filing fee to:  
Corporations Division, Office of the Secretary of State, 2nd Floor, State Capitol, Topeka, KS 66612-1594  
(913) 296-4564

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The following suggestions will help you in filing your articles of incorporation for a non-profit organization. If you have questions, contact the Corporations Division of this office. Remember, the advice of your attorney and tax preparer is most important and the suggestions offered here are not substitutes for that advice.

The Kansas General Corporation Code requires articles of incorporation to be filed with this office. We require an original and one copy, along with a \$20 filing fee. The filing may be hand-delivered or mailed to us. Provide a name and phone number of an individual we can contact if questions arise. A certified copy of the articles is

returned to you. This copy must be recorded with the register of deeds in the county where the corporation's registered office is located. It must be recorded within 20 days of the date the articles are filed with us. Bylaws are internal operating rules that are not filed with any government agency.

After the proper filing and recording of the articles of incorporation, a corporation must find out whether all legal requirements of other government agencies have been met. Particular care should be taken to comply with requirements of the Internal Revenue Service, Kansas Department of Revenue, appropriate licensing agencies and local zoning authorities. Private legal counsel should be retained to resolve problems that you may encounter.

Many non-profit corporations want to qualify for federal tax-exempt status under section 501(c)(3) of the Internal Revenue Code. The IRS may require the articles of a corporation applying for tax-exempt status to include the paragraphs on the enclosure. If you want to include these, add to Article Three the phrase, "see attached Exhibit A," and mark the attached page "Exhibit A." Questions concerning tax-exempt status should be directed to your tax preparer, legal counsel or the IRS.

**ARTICLE ONE:** The name of your corporation must include one of the words of incorporation (KSA 17-6002), such as Incorporated, Inc., Association, Church, Club, Foundation, Fund, Institute and Society. The name cannot be the same as one already used by a corporation in Kansas without that corporation's written consent, properly executed and acknowledged. The use of a different word of incorporation is not enough difference.

**ARTICLE TWO:** Every corporation must have a registered office and a resident agent. They must have the same address. The address must include the county and must be more than a post office box. The resident agent may be an individual or a Kansas domestic corporation and could be the corporation itself.

**ARTICLE THREE:** It is okay to say, either alone or with specific purposes, that the purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the Kansas General Corporation Code. However, as mentioned on page one, the IRS may require additional wording from corporations seeking federal tax-exempt status.

**ARTICLE FOUR:** Most non-profit corporations aren't authorized to issue capital stock. If your organization will have members, and not

stockholders, then mark "NO." If your organization does plan to issue capital stock, mark "YES," and complete article four.

**ARTICLE FIVE:** If the conditions of membership in your organization are to be set forth in your bylaws, mark "YES." Otherwise, mark "NO," and describe those conditions. You must describe what an eligible person must do to become a member, for example, pay annual dues.

**ARTICLE SIX:** The names and addresses of the incorporators must be listed in the articles. Kansas statutes require only one incorporator. The articles shall be signed by the incorporators exactly as listed and acknowledged before a notary public.

**ARTICLE SEVEN:** If the powers of the incorporators are to end upon filing of the articles and become vested in the directors, the names and addresses of the directors should be given.

**ARTICLE EIGHT:** The corporation may exist "perpetually" or for a specified term of years.

Articles of incorporation may contain other lawful provisions as desired by the corporation.

Non-profit corporations are required to file an annual report and to pay an annual privilege fee. Failure to do so will forfeit your corporate powers. For your convenience, a blank annual report form will be sent to you. The first annual report will not be required until a corporation is at least six months old.

If you have any questions, contact the articles clerk in the Corporations Division, (913) 296-4593.

(Note: The following language may be Required by the IRS for  
Certain Nonprofit Corporations)

Said corporation is organized exclusively for charitable, religious, educational, scientific, testing for public safety, prevention of cruelty to children or literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in Section 501(c)(3) and exempt under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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 purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements or the making of oral statements on behalf of or in opposition to such candidate) of any political campaign on behalf of 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 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or any other purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, a said Court shall determine, which are organized and operated exclusively for such purposes.