



VERMONT SECRETARY OF STATE

Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104 (802) 828-2386

ARTICLES OF INCORPORATION

Corporate name _____

(the name must end with one of these endings corporation, incorporated, company, limited or an abbrev. thereof)

Name of registered agent _____

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office _____ VT _____
(street and box # of place of business) (city) (zip)

Operating year: _____ DEC.31st will be designated as your fiscal year end unless you provide a different date.

Every corporation has perpetual duration, unless otherwise stated _____

Please check the box that applies for your corporation:

☐ General corporation (T.11A) ☐ Professional Corporation (T.11,Ch.3) ☐ Close corporation (T.11A,Ch.20)

Number of shares the corporation is authorized to issue:

Classes of shares (common/preferred/etc.) & number of shares authorized to issue, in each class:

One or more classes of shares that together have unlimited voting rights:

One or more classes of shares (which may be the same class with voting rights) that together are entitled to receive the net assets of the corporation upon dissolution.

PURPOSE: Every corporation is considered as being organized for the purpose of engaging in any lawful business unless a more limited purpose is set forth in the articles of incorporation. Corporations engaging in businesses that are subject to regulation by certain State agencies may incorporate only if permitted by, and subject to all limitations of the statutes which control these businesses. These corporations include: (1) banks, savings and loan associations, credit unions, and other financial institutions regulated under Title 8; (2) insurance companies regulated under Title 8; (3) public service utilities regulated under Title 30; (4) railroad companies regulated under Title 19; and (5) professional corporations regulated under chapter 3 of Title 11.

State the purpose here.

PROFESSIONAL CORPORATIONS: (11 VSA, Chapter 3) Professional corporations must provide the following additional information: the name, address, license number and expiration date of license for each incorporator, officer, director and shareholder. (A certificate from the proper regulating board must be attached)

name, title, license #, expiration date, address

name, title, license #, expiration date, address

name, title, license #, expiration date, address

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DIRECTORS: Names and addresses of the individuals who will serve as the initial board of directors. A board of directors of a corporation which is not a close corporation dispensing with a board of directors must consist of three or more individuals. If the number of shareholders in any corporation is less than three, the number of directors may be as few as the shareholders. Listing the names of the initial directors is optional.

name and address

name and address

name and address

One or more natural persons of majority age (18) may act as incorporator by signing below.

Signature of incorporator _____

Address _____

Signature of incorporator _____

Address _____

CLOSE CORPORATIONS (11A VSA, Chapter 20)

The provisions of title 11A, other than those set forth in Chapter 20, shall apply to close corporations in the absence of a contrary or inconsistent provision in Chapter 20. A corporation whose status as a close corporation terminates shall immediately become subject to the obligations and rights of a general corporation.

In addition to the other information required herein a close corporation must include the following information in its articles: (1) "this corporation is a close corporation"; (2) that all the corporation's issued and outstanding stock of all classes shall be held by not more than a specified number of persons, not exceeding 35; (3) that each certificate for shares shall conspicuously note the fact that the corporation is a close corporation; (4) provisions, if any, setting forth restrictions on shares transfer; (5) whether dissolution occurs upon the occurrence of a specified event or contingency; (6) whether are limited or whether the corporation will be managed without a board of directors; (7) provide that there shall be no offering of any of its shares for "public offering"; and (8) that all issued and outstanding shares of all classes be represented by certificates.

ANNUAL REPORT: EACH CORPORATION UNDER THIS TITLE IS REQUIRED TO FILE AN ANNUAL REPORT WITHIN 2-1/2 MONTHS OF THE CLOSE OF ITS FISCAL YEAR END. FAILURE TO FILE THIS REPORT WILL RESULT IN TERMINATION OF THE CORPORATE CHARTER. CONTACT THE SECRETARY OF STATE FOR THE ANNUAL REPORT FORM.

In order to develop a data base which highlights trends in Vermont business, the Department of Economic Development has requested that we include the list below to assist them in determining which most closely reflects your corporation. Your participation will enable them to serve emerging businesses more effectively. Please circle the most appropriate category. Completion of this section is voluntary.

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|--------------------------------|----------------------------------|------------------------------------|
| 01. Agricultural Crops | 26. Apparel, Textile Products | 51. Miscellaneous Retail |
| 02. Agricultural Livestock | 27. Paper, Allied Products | 52. Depository Institution |
| 03. Agricultural Services | 28. Printing, Publishing | 53. Nondepository Institution |
| 04. Forestry | 29. Chemicals, Allied Products | 54. Security/Commodity Broker |
| 05. Fishing, Hunting, Trapping | 30. Petroleum & Coal Products | 55. Insurance Carrier |
| 06. Metal Mining | 31. Rubber & Misc. Plastic | 56. Insurance Agent/Broker |
| 07. Coal Mining | 32. Leather/Leather Products | 57. Real Estate |
| 08. Oil, Gas extraction | 33. Railroad Transportation | 58. Holding, Investment Office |
| 09. Nonmetallic Minerals | 34. Local Passenger Transit | 59. Hotel, Other Lodging |
| 10. Building Contractor | 35. Trucking & Warehousing | 60. Personal Services |
| 11. Heavy Construction | 36. Water Transportation | 61. Business Services |
| 12. Special Trade Contractors | 37. Air Transportation | 62. Auto Repair, Services, Parking |
| 13. Lumber, Wood Products | 38. Pipelines, (not natural gas) | 63. Miscellaneous Repairs |
| 14. Furniture, Fixtures | 39. Transportation Services | 64. Motion Pictures |
| 15. Stone, Clay, Glass | 40. Communications | 65. Amusement/Recreation |
| 16. Primary Metal Industry | 41. Electric, Gas & Sanitary | 66. Health Services |
| 17. Fabricated Metal | 42. Durable Goods/Wholesale | 67. Legal Services |
| 18. Industrial Machinery | 43. Nondurable Goods/Wholesale | 68. Educational Services |
| 19. Electronic Equipment | 44. Building & Garden | 69. Social Services |
| 20. Transportation Equipment | 45. Gen. Merchandise Store | 70. Museums |
| 21. Instruments/Related Prod. | 46. Food Stores | 71. Membership Organizations |
| 22. Miscellaneous Mfg. | 47. Auto Dealers/Stations | 72. Engineering/Mgmt. Services |
| 23. Food, Kindred Products | 48. Apparel & Accessories | 73. Private Households |
| 24. Tobacco Products | 49. Furniture/Furnishings | 74. Services, not elsewhere clsf. |
| 25. Textile Mill Products | 50. Eating/Drinking Places | |

\$ FILING FEE MUST BE ATTACHED TO THIS APPLICATION.
THE ARTICLES MUST BE TYPEWRITTEN OR PRINTED AND FILED IN DUPLICATE.
UNLESS A DELAYED EFFECTIVE DATE IS SPECIFIED, THE DOCUMENT IS EFFECTIVE ON THE DATE IT IS APPROVED.

ARTICLES OF INCORPORATION
 OFFICE OF SECRETARY OF STATE
 FILED _____

_____ fee of \$ _____ has been paid.

revised 8/94