

## INSTRUCTIONS FOR A PROFIT CORPORATION

The following are instructions, a sample transmittal letter, and sample articles of incorporation pursuant to Chapter 607, Florida Statutes. The sample copy may be used by typing or clearly printing all information. All information included in the articles must be in English. Pursuant to section 607.0120, Florida Statutes, a document must be typewritten or printed legibly, and if this requirement is not met, the document will be returned to the person submitting it for correction. The Division of Corporations suggests using the sample merely as a guideline rather than an application. Pursuant to section 607.0202, Florida Statutes, additional information may be contained in the articles, which may be set forth on additional sheets.

This office does not provide you with corporate seals, minute books, or stock certificates. It is the responsibility of the corporation to secure these items once the incorporation process has been completed.

This form is not applicable when filing a professional association pursuant to Chapter 621, Florida Statutes. Forms for a professional association are not available.

Questions concerning S Corporations should be directed to the Internal Revenue Service by telephoning 1-800-829-1040. This is a federal regulation and is not determined by this office.

**NOTE: THIS FORM FOR FILING ARTICLES OF INCORPORATION IS BASIC. EACH CORPORATION IS A SEPARATE ENTITY AND AS SUCH HAS SPECIFIC GOALS, NEEDS, AND REQUIREMENTS. THE DIVISION OF CORPORATIONS RECOMMENDS THAT CORPORATE DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.**

*Pursuant to section 607.0202, Florida Statutes, the articles of incorporation must set forth the following:*

### ARTICLE I:

The name of the corporation **must** include a corporate suffix such as Corporation, Corp., Incorporated, Inc., Company, or Co. A preliminary search for name availability may be obtained by calling (904) 488-9000.

### ARTICLE II:

The address of the principal office, if known, and the mailing address of the corporation.

### ARTICLE III:

The number of shares the corporation is authorized to issue. (Additional stock structure information may need to be included in this article.)

#### **ARTICLE IV:**

The street address of the corporation's initial registered office and the name of its initial registered agent at this office. Pursuant to sections 607.0501 and 607.0505, Florida Statutes, every corporation is required to have and continuously maintain in this state a registered office and registered agent upon whom process may be served. The registered office must have a Florida street address and may be, but need not be, the same as the corporation's address. The registered agent must sign in the space provided accepting the designation as registered agent. **The information listed in this article must be the same as what is contained in the "registered agent certificate of designation".**

#### **ARTICLE V:**

The name(s) and address(es) of the incorporator(s). Only one of the incorporators needs to sign the document as set forth in section 607.0120 (6)(b), Florida Statutes. **NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers. (Notarization of signature(s) is not required).**

*Pursuant to section 607.0202, Florida Statutes, the following information is not required but may be set forth in your articles of incorporation:*

- The name(s) and street address(es) of the initial officer(s)/director(s).  
(POST OFFICE BOX ADDRESS IS **NOT** SUFFICIENT.)
- The purpose or purposes.
- Provisions concerning management and regulations of the affairs of the corporation.
- Powers of the corporation, board of directors, and shareholders.
- Par value or classes of shares.
- Provisions for personal liability of shareholders.
- Any provision required or permitted to be set forth in the bylaws.

**Pursuant to section 607.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which it is filed. Pursuant to section 607.0203, Florida Statutes, an effective date may also be within five (5) business days prior to the date of filing. An effective date must be specified in the articles or the date of receipt will be the file date.**

#### **The fee for filing a profit corporation is:**

\$35.00 Filing Fee  
\$35.00 Designation of Registered Agent  
\$52.50 Certified Copy (optional)  
\$ 8.75 Certificate of Status (optional)

*(Make checks payable to Department of State)*

#### **Please send completed articles to:**

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
(904) 487-6052

#### **For Courier Service ONLY send to:**

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(904) 487-6052

#### **PLEASE NOTE:**

Documents received by Courier Service will have a filing date the same as the date received. This does not guarantee same day return.

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** \_\_\_\_\_

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** \_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

# **ARTICLES OF INCORPORATION**

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

## **ARTICLE I     NAME**

The name of the corporation shall be:

## **ARTICLE II     PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

## **ARTICLE III     SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

## **ARTICLE IV     INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

\_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

(An additional article must be added if an effective date is requested.)

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is \_\_\_\_\_  
\_\_\_\_\_

2. The name and address of the registered agent and office is:

\_\_\_\_\_  
(NAME)

\_\_\_\_\_  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

\_\_\_\_\_  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

\_\_\_\_\_  
(SIGNATURE)

\_\_\_\_\_  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**