

## ARTICLES OF INCORPORATION

### I

The name of this corporation is \_\_\_\_\_.

### II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the GENERAL CORPORATION LAW of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

### III

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

Name \_\_\_\_\_

STREET Address (DO NOT USE POST OFFICE BOX)

City \_\_\_\_\_ State (CALIFORNIA) Zip \_\_\_\_\_

### IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is \_\_\_\_\_.

\_\_\_\_\_  
Signature of Incorporator

(Typed Name of Incorporator), Incorporator:

## INSTRUCTIONS:

To incorporate you may prepare documents following the sample provided. Documents must be typed with letters in dark contrast to the paper. Documents submitted which would produce poor microfilm will be returned unfiled. Articles of Incorporation may be drafted to include all required provisions and any statutory permissive provisions, including initial directors. The Secretary of State does not have samples containing permissive provisions.

Article I—is to be completed with the name of the corporation exactly as the name is to appear on the records of the Secretary of State.

Article II—has been taken directly from the California Corporations Code as is required by law and should not be modified when drafting documents.

Article III—is to be completed with the name and California street address, or physical location, of the agent for service of process (a post office box is not acceptable). The designated agent, individual or corporation, must agree to accept process on behalf of the corporation prior to designation. A proposed corporation cannot designate itself as agent for service of process. When designating another corporation as agent, the agent corporation must have on file, with the Secretary of State, a statement pursuant to Section 1505, California Corporations Code. When a corporate agent is used, the address of the designated corporation is not to be included in the articles.

Article IV—is to be completed with the total number of shares that the corporation will be authorized to issue.

NOTE: Before shares of stock are sold or issued the corporation must comply with the Corporate Securities Law administered by the Commissioner of Corporations. For information regarding permits to issue shares please contact that agency.

The Articles of Incorporation must be originally signed by an incorporator unless initial directors are named in the articles. If initial directors have been named in the Articles of Incorporation the directors named must sign and acknowledge the document in lieu of an incorporator. The name(s) of the person(s) signing must be typed directly below the signature.

The original and at least two copies of the completed documents are then mailed or hand delivered to the Secretary of State, together with the applicable fee. (If documents are to be filed in the Fresno, Los Angeles or San Diego office, a duplicate original is also required.)

## ORGANIZATION OF CALIFORNIA STOCK CORPORATIONS

Business corporations authorized to issue stock, excluding such special organizations as cooperatives, credit unions, etc., are organized under the General Corporation Law, and particularly Title 1, Division 1, Chapter 2, California Corporations Code.

Sections 200–202, California Corporations Code, outline the minimum content requirements of Articles of Incorporation for stock corporations. The attached sample was drafted to meet those minimum statutory requirements. The sample may be used as a guide in preparing documents to be filed with the Secretary of State to incorporate. It is, however, suggested that you seek private counsel for advice regarding the proposed corporation's specific business needs which may require the inclusion of special permissive provisions.

THE FEE FOR FILING ARTICLES OF INCORPORATION ON BEHALF OF A STOCK CORPORATION IS \$100.00. Additionally, the \$\_\_\_\_\_ minimum annual franchise tax must be submitted with the Articles of Incorporation to enable filing. The \$\_\_\_\_\_ filing fee and the \$\_\_\_\_\_ tax payment may be made in a single remittance in the amount of \$\_\_\_\_\_, payable to the California Secretary of State.

The Secretary of State will certify two copies of the filed Articles of Incorporation without charge, provided that the copies are submitted to the Secretary of State with the original to be filed. Any additional copies, submitted with the original, will be certified upon request with prepayment of \$\_\_\_\_\_ per copy.

An additional \$\_\_\_\_\_ special handling fee is applicable for expedited processing of documents delivered in person, over the counter, to the Sacramento Headquarters Office or to any of the corporate branch offices which are located in Fresno, Los Angeles and San Diego. The \$\_\_\_\_\_ special handling fee must be remitted by separate check as it will be RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED. The special handling fee does not apply to documents submitted by mail.

PLEASE NOTE: CASH IS NOT ACCEPTED IN THE FRESNO BRANCH OFFICE, THE LOS ANGELES BRANCH OFFICE OR THE SAN DIEGO BRANCH OFFICE.

When forming a new corporation you may also wish to contact one or more of the following agencies for additional information.

- The Franchise Tax Board—for information regarding franchise tax requirements.
- The Board of Equalization—for information regarding sales tax and/or use tax liability.

- The Commissioner of Corporations—for information regarding issuance and sale of securities in California, Franchise Investment Law and/or Escrow Law requirements.
- The Department of Insurance for information regarding insurer requirements.
- The Superintendent of Banks—for information regarding the organization of banks and corporate name style requirements.
- The Department of Consumer Affairs—for information regarding licensing requirements.
- The Employment Development Department—for information regarding disability unemployment insurance tax.
- The Director of Industrial Relations, Division of Worker's Compensation—for information regarding workman's compensation requirements.
- The city and/or county clerk and/or recorder where the principal place of business is located—for information regarding business licenses, fictitious business names (if doing business under a name other than the corporate name), and for specific requirements regarding zoning, building permits, etc. based on the business activities of the corporation.
- Internal Revenue Service (IRS)—for information regarding federal employee identification number.

The Secretary of State does not license corporations or business entities. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the business, e.g. Contractors' State License Board.

Samples are also available for the incorporation of California professional and dose corporations and for the various classifications of California nonprofit corporations.

Documents may be mailed or hand delivered for over the counter processing to the Sacramento Headquarters Office at:

Corporate Filing and Services Division  
 1500 Eleventh Street  
 Sacramento, CA 95814  
 Attention: Document Filing Support Unit  
 (916) 657-5448

OR

may be hand delivered for over the counter processing to any of the corporate branch offices which are located in:

—Fresno (209) 243-2100  
2497 West Shaw, Suite 101  
Fresno, CA 93711

—Los Angeles (213) 897-3062  
107 South Broadway, Suite 4001  
Los Angeles, CA 90012-4593

—San Diego (619) 525-4113  
1350 Front Street, Suite 2060  
San Diego, CA 92101-3690

NOTE: When filing Articles of Incorporation in a branch office it is necessary to submit duplicate original documents, plus any copies to be certified and returned. These offices do not process mailed in documents.