



**Office of the  
Secretary of State**

**Corporations Section**

P.O. Box 13697  
Austin, Texas 78711-3697

## **INCORPORATION OF A BUSINESS CORPORATION**

**The Texas Business Corporation Act governs the formation of corporations organized for profit. The secretary of state does not provide forms for articles of incorporation and cannot provide legal advice. In view of the legal complexities involved, it is recommended that you consult the attorney of your choice for information and advice concerning incorporation as well as information on state taxes and applicable licensing requirements.**

**To incorporate, you must file articles of incorporation pursuant to article 3.02 of the Texas Business Corporation Act (Volume 3A, Vernon's Texas Civil Statutes). The articles of incorporation must minimally set forth:**

- 1. The name of the corporation.**
- 2. The period of duration, which may be perpetual.**
- 3. A lawful purpose, which may be stated to be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.**
- 4. The number of shares that the corporation is authorized to issue and a statement of the par value of the shares, or that the shares are to have "no par value."**
- 5. The following statement: "The corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand dollars (\$1,000.00), consisting of money, labor done, or property actually received."**
- 6. The street address of the registered office and the name of the registered agent located at such address. (The phrases "registered agent" and "registered office" must be used when setting forth this information in the articles.)**
- 7. The number of directors constituting the initial board of directors and their names and addresses. Only one director is required.**
- 8. The name and address of the incorporator.**

The incorporator must sign the articles of incorporation. After signing, two copies of the articles of incorporation and the filing fee should be delivered to the secretary of state. We will place one document on record and return a file stamped copy to you for your files.

Prior to signing, please review carefully the statements set forth in the document. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

The filing fee is \$300.00. Checks should be made payable to the secretary of state. Questions concerning franchise taxes should be directed to Tax Assistance Section, Comptroller of Public Accounts, Austin, Texas 78774-0100, (512) 463-4600, or (800) 252-1381.

If a document is to be delivered to the office in a manner other than through the U.S. Post Office, the envelope may be addressed or delivered to the following address: Secretary of State, Statutory Filings Division, Corporations Section, James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701.

Availability of the corporation's name may be checked prior to submission of the articles by calling (512) 463-5555. This is only a preliminary clearance and does not ensure that the name will be acceptable upon filing the articles of incorporation. Do not make any financial expenditures or execute documents utilizing the name based upon this preliminary clearance. The final determination as to availability of the name is made when the document is submitted for filing.

Under article 10.03 of the Texas Business Corporation Act, a business corporation may choose to make the filing of certain documents effective as of a date not more than 90 days after the date of filing. This can be accomplished by stating within the document a future effective date or by describing a future event when the articles are to become effective. Please refer to article 10.03 of the TBCA for the specific requirements necessary for filing documents with a future effective date.

Two copies of the form along with the filing fee should be mailed to the address shown in the heading of this form. The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. We will place one document on record and return a file stamped copy. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.