

**THIS IS NOT A FORM. USE ONLY AS A GUIDE**

**(Please Type)**

**SAMPLE FORMAT**

**(NONPROFIT CORPORATION)**

**ARTICLES OF INCORPORATION**

**OF**

**(EXACT NAME OF CORPORATION)**

**I.**

The name of the corporation is (ENTER EXACT NAME OF CORPORATION).

**II.**

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

**III.**

The street address of the initial registered office of the corporation is (\*\* MUST BE IN GEORGIA\*\* LIST STREET NAME AND NUMBER, CITY, COUNTY, STATE AND ZIP CODE. A POST OFFICE BOX IS NOT ACCEPTABLE.), and the initial registered agent of the corporation at such address is (LIST NAME OF THE AGENT. THE AGENT CAN BE AN INDIVIDUAL OR A CORPORATION WHOSE BUSINESS ADDRESS IS IDENTICAL TO THE REGISTERED OFFICE. THE REGISTERED AGENT IS THE INDIVIDUAL OR CORPORATION DESIGNATED TO ACCEPT ANY LEGAL PAPERS THAT ARE SERVED ON THE CORPORATION.)

**IV.**

The name and address of each incorporator is (LIST NAME AND ADDRESS OF EACH INCORPORATOR).

**V.**

State whether or not the corporation will have members.

**VI.**

The mailing address of the initial principal office of the corporation is (LIST COMPLETE MAILING ADDRESS OF THE CORPORATION'S PRINCIPAL OFFICE.)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This \_\_\_\_\_ day of \_\_\_\_\_, 19—, \_\_\_\_\_,

(Name of Incorporator)

NOTE: In addition to the mandatory information set out above, other items as provided in O.C.G.A. § 14-3-202 may be included in a corporation's articles of incorporation and language required by the Internal Revenue Code regarding tax exempt status.

### FILING PROCEDURES FOR INCORPORATING GEORGIA PROFIT OR NONPROFIT CORPORATIONS

Effective: July, 1993

The general procedures for filing articles of incorporation for Georgia profit or nonprofit corporations are as follows:

#### STEP 1—NAME RESERVATION

A proposed corporate name must be reserved by the incorporator or the attorney prior to incorporation. The reservation can be made by calling the Corporate Information Section at (404) 656-2817. Operators will conduct a preliminary computer file search of existing business entities on file with the Secretary of State. If the name appears to be available, the request will be taken and forwarded to an examiner for final approval. OPERATORS DO NOT GIVE FINAL NAME RESERVATION APPROVAL.

Prior to final approval of a name request, an examiner will conduct a second computer file search of existing business entities. If the examiner determines that the proposed name is distinguishable from other business names and thereby available, approval will be granted and a corporate name reservation number will be issued. The name reservation is valid for a nonrenewable 90-day period.

#### STEP 2—PREPARATION OF DOCUMENTS

The incorporator or the attorney for the incorporator must prepare the following documents to be filed with the Secretary of State after the corporate name reservation is confirmed. Documents should be presented for filing in the order listed below:

##### 1. BSR Form 227 (Transmittal Form)

This form will be mailed to the incorporator or the attorney with the corporate name reservation certificate.

Information contained on this form will be entered into the corporate information database. All information on this form must be completed and filed with the articles of

incorporation or the articles will be rejected for filing. Instructions are located on the back of the form. **THE CORPORATE NAME AND CORPORATE NAME RESERVATION NUMBER MUST BE ENTERED ON THE FORM.**

The filing fee for profit and nonprofit corporations is \$———. A check for this amount, payable to "Secretary of State", should be attached to the transmittal form.

## 2. Original Articles of Incorporation

The incorporator or the attorney for the corporation must prepare the articles of incorporation and present the articles of incorporation for filing in the proper format as prescribed by O.C.G.A. §14-2-202 (profit) or O.C.G.A. §14-3-202 (nonprofit).

The attached sample format of "articles of incorporation" for both profit and nonprofit corporations is attached. These sample formats may be used as guides to assist in the preparation of the articles. **DO NOT USE THE SAMPLE AS A FORM.**

Articles of incorporation presented for filing shall be typewritten or printed in English on white, letter-sized (8 1/2" × 11") paper in black or blue ink only.

Articles of incorporation must be of quality dark enough for photostating, microfilming or other reproduction.

Original articles of incorporation must be manually signed by the chairman of the board of directors, the president or another corporate officer. If these positions have not been selected, an incorporator may sign. The signer must denote in what capacity he is signing the document.

The original articles of incorporation and a conformed copy (photocopy) must be delivered to the Secretary of State for filing.

Many other business, financial and tax statements may be included in the articles. The incorporator should seek private counsel to determine what elective information should be included.

## 3. Notice of Intent to Incorporate and Fee

The applicant's signature on BSR Form 227 (Transmittal Form) certifies that a notice of incorporation or a notice of intent to incorporate letter and an appropriate fee has been forwarded to the appropriate newspaper as mandated by O.C.G.A. §14-2-201.1 (profit) and §14-3-202.1 (nonprofit). **PUBLICATION MUST BE MADE IN THE COUNTY OF THE REGISTERED AGENT'S ADDRESS. FOR INFORMATION REGARDING THE NEWSPAPER IN WHICH TO PUBLISH, CONTACT THE CLERK OF SUPERIOR COURT IN THE APPROPRIATE COUNTY.**

Failure to publish as required by the Code may result in the administrative dissolution of the corporation. The notice of incorporation or notice of intent to incorporate and fees are no longer required to be filed with the Secretary of State. A sample format of the "Notice of Incorporation" (profit corporation) and "Notice of Intent to Incorporate" (nonprofit corporation) is attached.

### STEP 3—NAME RESERVATION CERTIFICATE

The name reservation certificate should be filed with the articles. THE NAME RESERVATION NUMBER MUST BE ENTERED ON THE TRANSMITTAL FORM.

### STEP 4—SECRETARY OF STATE EXAMINATION

The Secretary of State provides only a ministerial review of the articles of incorporation to determine if they comply with the minimum filing requirements of the Code. Articles of incorporation will not be reviewed for matters such as tax status, corporate finance or compliance with other business or regulatory laws.

If the articles of incorporation are acceptable for filing, a certificate of incorporation will be attached to the conformed copy and returned to the incorporator or the filing attorney.

If the articles of incorporation are incorrect and not acceptable for filing, they will be returned with a deficiency notice.

### NONPROFIT ORGANIZATIONS

The following stipulations may or may not apply to the registration of a nonprofit organization.

#### 1. Nonprofit Tax Status

Private counsel should be consulted to determine the exact wording for articles of incorporation for a nonprofit corporation. Failure to have appropriate wording may seriously affect the corporation's tax status. Once incorporated, the only way to change the articles is to file amended articles and pay all fees required for such a filing.

Corporations organized under the nonprofit statutes of the various states in the United States do not automatically qualify for exemption from federal income tax. You should contact the Internal Revenue Service about how to apply for tax-exempt status.

#### 2. Charitable Organizations

If a nonprofit organization will be soliciting or accepting charitable contributions in Georgia, it must file a charitable registration with the Secretary of State as required by O.C.G.A. §43-17-5. This registration is in addition to and separate from a corporate filing. Information regarding charitable organization registration can be obtained by calling (404) 656-4910.

Note: Please use the main document generator to create a form for filing. This is provided for instructional use only.