

**ARTICLES OF INCORPORATION FOR A TAX-EXEMPT NONSTOCK CORPORATION**

**FIRST:** The undersigned \_\_\_\_\_  
whose address is \_\_\_\_\_  
being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

**SECOND:** The name of the corporation is \_\_\_\_\_  
\_\_\_\_\_.

**THIRD:** The purposes for which the corporation is formed are as follows: \_\_\_\_\_  
\_\_\_\_\_.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**FOURTH:** The street address of the principal office of the corporation in Maryland is \_\_\_\_\_  
\_\_\_\_\_.

**FIFTH:** The name of the resident agent of the corporation in Maryland is \_\_\_\_\_  
\_\_\_\_\_ whose address is \_\_\_\_\_.

**SIXTH:** The corporation has no authority to issue capital stock.

**SEVENTH:** The number of directors of the corporation shall be \_\_\_\_\_ which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are \_\_\_\_\_  
\_\_\_\_\_.

**EIGHTH:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

I hereby consent to my designation in this document as resident agent for this corporation.

**SIGNATURE(S) OF INCORPORATOR(S):**

**SIGNATURE OF RESIDENT AGENT LISTED IN FIFTH:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_

**Filing party's return address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A TAX-EXEMPT "NONSTOCK" CORPORATION

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

The guide is to be used with the **Articles of Incorporation for a NONSTOCK Corporation**. Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. **ALL ITEMS MUST BE TYPED! FORMS FILLED IN BY HAND WILL NOT BE ACCEPTED! YOU MUST USE BLACK INK!**

**FIRST:** Insert the name and address of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign country.

**SECOND:** Insert the corporate name. The corporate name must contain "Corporation", "Incorporated", "Limited", "Inc.", "Corp.", or "Ltd." The name must be distinguishable from all other entities on record in Maryland. You may call 767-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

**THIRD:** Give a one or two sentence description of the business of the corporation.

**FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

**FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent. That person must also sign below.

**SIXTH:** None

**SEVENTH:** Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

**EIGHTH:** Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, put "See Attached" and attach any additional pages to the back of the document.

**SIGNATURE(S) OF INCORPORATOR(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

**SIGNATURE OF RESIDENT AGENT:** The person listed as resident agent in Fifth must sign here.

**RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

**FEES:** The fee to file Articles of Incorporation is \$100.00 plus a \$20.00 organization and capitalization fee and a \$50.00 assessment for the Maryland Not-For-Profit Development Center Program Fund for a total of \$170.00. This fee is to be paid when the document is submitted to the Department.

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**NOTES:** *Due to the fact that the laws governing the formation and operation of business entities and the effectiveness of a UCC Financing Statement involves more than filing documents with our office, we suggest you consult an attorney, accountant or other professional. State Department of Assessments & Taxation staff cannot offer business counseling or legal advice.*

*Regarding annual documents to be filed with the Department of Assessments & Taxation: All domestic and foreign legal entities must submit a Personal Property Return to the Department. Failure to file a Personal Property Return will result in forfeiture of your right to conduct business in Maryland.*

**Where and how do I file my documents?**

By mail or in-person submissions should directed to:  
State Department of Assessments and Taxation, Charter Division  
301 W. Preston Street; 8th Floor  
Baltimore, MD 21201-2395

All checks must be made out to State Department of Assessments and Taxation. The cost to file documents is included with the form. A schedule of filing fees is available online at <http://dat.maryland.gov/businesses/Documents/FEES.pdf>

Online business registration and document filing via the Maryland EGov Business portal. See the Maryland Business Express link on the homepage at <https://dat.maryland.gov>

**The Department of Assessments and Taxation no longer accepts via facsimile (fax) corporate documents for filing or document copy request.**

**How long will it take to process my documents?**

Regular document processing time is 4 - 6 weeks.

Expedited processing request will be handled within 7 business days. The expedited service fee is an additional \$50.00 for each document; other fees may also apply.

Hand-delivered documents in limited quantities receive same day expedited service between 8:30 a.m. and 4:30 p.m., Monday through Friday. You must be in line no later than 4:15 p.m. in order to receive service that same day.

Online filed documents are considered expedited and will be processed within 7 business days.

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