



Vermont Secretary of State  
**ARTICLES OF INCORPORATION**  
 of a Vermont General Corporation

PLEASE RETURN EVIDENCE OF FILING TO: (Name and Address)

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 FOR OFFICE USE ONLY

PLEASE REVIEW SUBMISSION AND FORM INSTRUCTIONS BEFORE BEGINNING.

**ARTICLE 1. BUSINESS NAME** *REQUIRED*

*PROFESSIONAL CORPORATION – NAME MUST INCLUDE A CORPORATE IDENTIFIER SUCH AS “PC,” “PA,” LTD,” OR “SC” – SEE INSTRUCTIONS PAGE FOR COMPLETE LIST OF OPTIONS  
 ALL OTHERS – NAME MUST INCLUDE IDENTIFIER SUCH AS “CORP,” “INC,” “CO,” OR “LTD.”- SEE INSTRUCTIONS PAGE FOR COMPLETE LIST OF OPTIONS*

**ARTICLE 2. CORPORATE SUBTYPE** *OPTIONAL – SELECT ANY OF THE FOLLOWING THAT APPLY::*

- This corporation is a Professional Corporation in accordance with [11 V.S.A. Chapter 4](#)  
*MUST ENCLOSE PROFESSIONAL LICENSE(S) WITH THIS DOCUMENT*
- This corporation is a Workers’ Cooperative Corporation in accordance with [11 V.S.A. Chapter 8](#)
- This corporation is a Benefit Corporation in accordance with [11A V.S.A. Chapter 21](#)

a. The Benefit Director will be: *REQUIRED - BENEFIT CORPORATIONS ONLY* \_\_\_\_\_

**ARTICLE 3. PURPOSE OF CORPORATION:** *BRIEF STATEMENT OF PRIMARY GOODS OR SERVICES TO BE PROVIDED BY THIS CORPORATION*

*PROFESSIONAL CORPORATIONS: REQUIRED - MUST DISCLOSE PROFESSIONAL SERVICE PROVIDED*

*BENEFIT CORPORATIONS: REQUIRED – MUST INCLUDE ONE OR MORE SPECIFIC PUBLIC BENEFITS IN ACCORDANCE WITH 11A V.S.A. § 21.08.*

Purpose: \_\_\_\_\_

**ARTICLE 4. INITIAL PRINCIPAL OFFICE:** *REQUIRED.*

a. Street Address: *NO PO BOX* \_\_\_\_\_

City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_

b. Mailing Address: \_\_\_\_\_

City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_

**ARTICLE 5. INITIAL REGISTERED AGENT and OFFICE:** *REQUIRED*

a. **Registered Agent:** *PERSON OR BUSINESS ENTITY TO WHOM SERVICE OF PROCESS IS TO BE SERVED AT THE DESIGNATED OFFICE (LISTED BELOW) AND THE MAILING POINT OF CONTACT FOR THE SECRETARY OF STATE FOR THIS ENTITY.*

Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City/Town: \_\_\_\_\_ State: VT ZIP: \_\_\_\_\_ - \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

b. **Registered Office:** *LOCATION AT WHICH REGISTERED AGENT MAY NORMALLY BE FOUND DURING REGULAR BUSINESS HOURS.*

Street Address: *NO PO BOX* \_\_\_\_\_

City/Town: \_\_\_\_\_ State: VT ZIP: \_\_\_\_\_ - \_\_\_\_\_

**ARTICLE 6. INITIAL DIRECTOR(S):** *REQUIRED – MINIMUM ONE (1) DIRECTOR*

a. Director Name: \_\_\_\_\_

Address: \_\_\_\_\_

City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

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b. Director Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_  
 E-Mail Address: \_\_\_\_\_

c. Director Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_  
 E-Mail Address: \_\_\_\_\_

CHECK IF APPLICABLE:

This corporation will have more than three (3) initial directors; PLEASE ATTACH A COMPLETE LIST OF ADDITIONAL INITIAL DIRECTORS.

**ARTICLE 7. PROVISIONS REGARDING CAPITAL STOCK: REQUIRED**

a. Amount of Stock authorized to be issued:

- (1) Capital Stock will divided into \_\_\_\_\_ Shares.
- (2) The total par value will be \$\_\_\_\_\_.

REQUIRED – SELECT ONE (1) OF THE FOLLOWING PARAGRAPHS AS YOUR SUBPARAGRAPH b.:

b. The capitol stock will not be divided into more than one class; all shares will have unlimited voting rights, as well as equal allocation of net assets upon dissolution.

b. The capital stock will be divided as follows into the following classes: IF SELECTED – (1)-(2) AND (4)-(5) ARE REQUIRED

- (1) Preferred: \_\_\_\_\_ Shares;
- (2) Common: \_\_\_\_\_ Shares;
- (3) Other \_\_\_\_\_: \_\_\_\_\_ Shares
- (4) The following class(es) of shares will (together) have unlimited voting rights:

(5) The following class(es) of shares together is/are entitled to receive the net assets of the corporation upon dissolution.

**ARTICLE 8. FISCAL YEAR END (MONTH): OPTIONAL** \_\_\_\_\_  
 DECEMBER IS DEFAULT FISCAL YEAR END IF NO ENTRY MADE - ANNUAL REPORTS WILL BE DUE EACH YEAR WITHIN FIRST 2.5 MONTHS OF FISCAL YEAR END.

**ARTICLE 9. EFFECTIVE DATE** OPTIONAL \_\_\_\_\_  
 MAY BE POST-DATED UP TO 90 DAYS FROM DATE OF RECEIPT

**ARTICLE 10. INCORPORATOR: REQUIRED.**

a. Name: \_\_\_\_\_  
 b. Address: \_\_\_\_\_  
 City/Town: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_ - \_\_\_\_\_  
 c. E-Mail Address: \_\_\_\_\_

**CERTIFICATION OF DOCUMENT: REQUIRED**

I hereby certify, under penalty of law, (11A V.S.A. §1.29), as the incorporator listed above, that the above information is accurate; and that this document is provided in duplicate with a Check or Money Order made payable to "VT SOS" in the amount of \$125.00.

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

PLEASE REVIEW INSTRUCTIONS PAGE BEFORE FILING.



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**SUBMISSION INSTRUCTIONS**

- a. *This form* must be filed in duplicate (1 original + 1 copy –or– 2 originals) with a check or money order, payable to “VT SOS,” in the amount of \$125.00, and a self-addressed stamped envelope.
- b. *This form* can **ONLY** be accepted by Mail or In-person at:

**Vermont Secretary of State  
Corporations Division  
128 State Street  
Montpelier, VT 05633-1104**

- c. Please allow 7-10 business days, or more, from the day that *this form* received in our office, for processing and (if approved) for this business appear on the website at [www.vtsosonline.com](http://www.vtsosonline.com), and for evidence of filing to be returned.

**\*\*\*THIS FILING IS NOW AVAILABLE ONLINE\*\*\***

- *This form* CANNOT be accepted by Phone, Fax, or E-mail; however, this filing is now available online:
  - If you wish to submit this filing electronically, **DO NOT** fill out *this form*, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Payment for *this form* also CANNOT be accepted by credit card or e-check (ACH); however, payment by credit card or e-check (ACH) is available by filing online:
  - If you wish to submit payment by credit card or e-check (ACH), **DO NOT** fill out *this form*, please file online at <https://www.vtsosonline.com/online/Account?referrer=BF>.
- Online filing normally takes 3-5 business days or less.

**Form Instructions**

- Article 1.**
  - a. A corporate name (including Benefit and Workers’ Cooperative) in accordance with [11A V.S.A. § 4.01](#):
    - (1) must contain the word "CORPORATION," "INCORPORATED," "COMPANY," or "LIMITED;" or the abbreviation "CORP," "INC," "CO," OR "LTD;" or words or abbreviations of like meaning in another language;
    - (2) may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by section 3.01 of this title and its articles of incorporation;
    - (3) may not have the word "COOPERATIVE" or any abbreviation thereof as part of its name unless the corporation is a worker cooperative corporation organized under [11 V.S.A. Chapter 8](#);
    - (4) may not include any word not otherwise authorized by law.
  - b. A Professional Corporation name in accordance with [11 V.S.A. § 825](#):
    - (1) must contain the words "PROFESSIONAL CORPORATION," "PROFESSIONAL ASSOCIATION," "LIMITED," or "SERVICE CORPORATION" or the abbreviation "P.C.," "P.A.," "LTD.," or "S.C.;"
    - (2) may not contain language stating or implying that it is incorporated for a purpose other than that authorized by [11 V.S.A. § 821](#) and its articles of incorporation; and
    - (3) must conform with any rule promulgated by the licensing authority having jurisdiction over a professional service described in the corporation's articles of incorporation.
- Article 3.** Purpose Statement required for Professional Corporations – Optional for all others.
  - a. Professional Corporations: purpose statement must include professional service to be provided.
  - b. Benefit Corporations: purpose statement must include public benefit to be provided.
- Article 4.** Primary location where business will be conducted under this business name, or primary location where business records are kept.
- Article 5.**
  - a. REGISTERED AGENT: The official point of contact for the state of Vermont for this business. Any of the directors, officers, shareholders, or anyone with a physical business address in Vermont may serve as the registered agent.
  - b. REGISTERED OFFICE: The Physical Business Address where the Registered Agent would normally be found during regular business hours.
- Article 6.** The names and usual business addresses of its current directors.
- Article 7.** Provisions for Capital Stock is Required.
- Certification:** This document must be executed by an incorporator listed in Article 10.

**For Questions, please contact the Corporations Division at:**

[corps@sec.state.vt.us](mailto:corps@sec.state.vt.us) or at (802) 828-2386