



Vermont Secretary of State
ARTICLES OF INCORPORATION
 of a Vermont Nonprofit Corporation

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

Processed by: _____
FOR OFFICE USE ONLY

PLEASE REVIEW SUBMISSION AND FORM INSTRUCTIONS BEFORE BEGINNING.

ARTICLE 1. BUSINESS NAME REQUIRED - MUST INCLUDE A CORPORATE IDENTIFIER SUCH AS "CORP," "INC," "CO," OR "LTD." - PLEASE SEE INSTRUCTION PAGE FOR COMPLETE LIST OF OPTIONS

ARTICLE 2. NONPROFIT TYPE

a. BENEFIT TYPE: REQUIRED - SELECT ONE (1) OF THE FOLLOWING

- This corporation is a **PUBLIC** benefit corporation as defined by [11B V.S.A. § 17.05](#).
 This corporation is a **MUTUAL** benefit corporation as defined by [11B V.S.A. § 17.05](#).

b. MEMBER ORGANIZATION STATUS: REQUIRED - SELECT ONE (1) OF THE FOLLOWING

- This corporation **IS** a member organization.
 This corporation **IS NOT** a member organization.

ARTICLE 3. BUSINESS PURPOSE OPTIONAL - SELECT ONE OF (1) THE FOLLOWING

- This is a [Charitable Organization](#), [Church or Religious Organization](#), or [Private Foundation](#) (AS DEFINED BY [IRS CODE 501\(C\)\(3\)](#)) formed for the purpose of charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, or preventing cruelty to children or animals and will not be participating in political activity as defined in sections [501\(c\)\(4\)](#) (FOR ACTION ORGANIZATIONS) or [527](#) (FOR POLITICAL ORGANIZATIONS) of the IRS Code.
- This is an [Action Organization](#) (AS DEFINED BY [IRS CODE 501\(C\)\(4\)](#)) formed for one or more of the purposes that would otherwise qualify under [IRS CODE 501\(C\)\(3\)](#) exemption status, except that it MAY participating in political activity by seeking legislation germane to the organization's programs for the purpose of promoting social welfare.
- This is a [Political Organization](#) (AS DEFINED BY [IRS CODE 527](#)) formed for the purpose of influencing or attempting to influence the selection, nomination, election or appointment of an individual to a federal, state, or local public office or office in a political organization.
- Other: [NAICS CODE](#) (PREFERRED) OR STATEMENT OF PRIMARY GOODS OR SERVICES TO BE PROVIDED UNDER THIS BUSINESS NAME

ARTICLE 4. INITIAL PRINCIPAL OFFICE REQUIRED

a. Physical Address: NO PO BOX _____

City/Town: _____ State: **VT** ZIP: _____

b. Mailing Address: _____

City/Town: _____ State: **VT** ZIP: _____

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(Reverse of Page 1 of 2)



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ARTICLE 5. INITIAL REGISTERED AGENT and OFFICE

a. Registered Agent: *REQUIRED - INDIVIDUAL OR CORPORATION TO WHOM SERVICE OF PROCESS IS TO BE SERVED AT THE REGISTERED OFFICE (LISTED BELOW) AND THE MAILING POINT OF CONTACT FOR THE SECRETARY OF STATE FOR THIS LIMITED PARTNERSHIP.*

Name: _____
 Mailing Address: _____
 City/Town: _____ State: **VT** ZIP: _____ - _____
 E-Mail Address: _____

b. Registered Office: *REQUIRED - PHYSICAL LOCATION AT WHICH ANY SERVICE OF PROCESS IS TO BE SERVED TO THE REGISTERED AGENT (LISTED ABOVE).*

Street Address: *NO PO BOX* _____
 City/Town: _____ State: **VT** ZIP: _____ - _____

ARTICLE 6. INITIAL DIRECTORS *OPTIONAL – IF PROVIDED, MUST PROVIDE A MINIMUM OF 3*

a. Name: _____
 Address: _____
 City/Town: _____ State: _____ ZIP: _____ - _____
 E-Mail Address: _____

b. Name: _____
 Address: _____
 City/Town: _____ State: _____ ZIP: _____ - _____
 E-Mail Address: _____

c. Name: _____
 Address: _____
 City/Town: _____ State: _____ ZIP: _____ - _____
 E-Mail Address: _____

CHECK IF APPLICABLE:

- This corporation will have more than three (3) initial directors.
IF SELECTED – MUST ATTACH A COMPLETE LIST WITH SIGNATURES OF ALL ADDITIONAL INITIAL DIRECTORS

ARTICLE 7. EFFECTIVE DATE OF THESE ARTICLES *OPTIONAL* _____

MAY BE POST-DATED UP TO 90 DAYS FROM DATE OF RECEIPT

ARTICLE 8. INCORPORATOR(S) *REQUIRED – SELECT ONE (1) OF THE FOLLOWING*

- The directors listed above in Article 7 are also the incorporators
 The incorporator, who is not an initial director of this Nonprofit Corporation, is as follows:

Name: _____
 Address: _____
 City/Town: _____ State: _____ ZIP: _____ - _____
 E-Mail Address: _____

CERTIFICATION. *REQUIRED-MUST BE SIGNED BY ALL DIRECTORS AND/OR INCORPORATOR(S) LISTED ABOVE IN ARTICLES 7 & 9 (11B V.S.A. § 2.02(C))*

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

_____ Printed Name of Initial Director/Incorporator	_____ Signature	_____ Date
_____ Printed Name of Initial Director/Incorporator	_____ Signature	_____ Date
_____ Printed Name of Initial Director/Incorporator	_____ Signature	_____ Date
_____ Printed Name of Initial Director/Incorporator	_____ Signature	_____ Date

PLEASE REVIEW INSTRUCTIONS ON REVERSE 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, 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 corporate name, in accordance with [11B V.S.A. § 4.01](#):

- a. must contain the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," or words or abbreviations of like import in another language;
- b. may not contain language stating or implying that the corporation is organized for a purpose other than that permitted by [11B V.S.A. § 3.01](#) of this title and its articles of incorporation;
- c. will not have the word "cooperative" or any abbreviation thereof as part of its name; and
- d. will not include any word not otherwise authorized by law.
- e. will be, based upon the records of the secretary of state, distinguishable from, and not the same as, deceptively similar to, or likely to be confused with or mistaken for any name granted, registered, or reserved under this chapter, or the name of any other entity, whether domestic or foreign, that is reserved, registered, or granted by or with the secretary of state.

Article 3. All Nonprofit Corporations are classified as either a public benefit or a mutual benefit corporation as follows (11B VS. § 17.05):

- a. any corporation classified by statute as a public benefit corporation or a mutual benefit corporation is the type of corporation so classified by statute;
- b. any corporation which does not come within subdivision (a) of this section but which is recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor section, is a public benefit corporation;
- c. any corporation which does not come within subdivision (a) or (b) of this section, but which is organized for a public or charitable purpose and which upon dissolution must distribute its assets to the United States, a state or a person which is recognized as exempt under section 501(c)(3) of the Internal Revenue Code, or any successor section, is a public benefit corporation; and
- d. any corporation which does not come within subdivision (1), (2) or (3) of this section is a mutual benefit corporation.

Article 4. Must select either IS or IS NOT have members;

Article 5. Principal Office means the location where the business of the corporation is primarily carried out, or the location where the corporate records are primarily kept.

Article 6. a. The registered agent must be one (1) of the following (11AVS. § 5.01):

- (1) An individual who resides in this state (this may include one of the directors or incorporator listed on this form).
- (2) A domestic corporation or nonprofit domestic corporation.
- (3) A foreign corporation or nonprofit foreign corporation authorized to transact business in this state.

b. The Registered Office must be identical to the Registered Agent's business address.

Article 7 a. Must provide the name and residences of the initial directors.

b. Must attach and provide continuation sheet for more than three (3) initial directors.

Article 8. The effective date of these articles may be delayed up to 90 days from date of receipt. If blank or dated prior to date of receipt - effective date will be date of receipt.

Certification. All directors and/or incorporators named in the articles must sign the articles. ([11B V.S.A. § 2.02\(c\)](#))

PLEASE NOTE:

- Information on this application must be current as of the date this registration is filed.
- All required information must be provided. If not, the secretary of state will promptly notify the filer in writing and return this filing to him/her for correction.

For Questions, please contact the Corporations Division at: corps@sec.state.vt.us or at (802) 828-2386