|  |  |  |
| --- | --- | --- |
| **Filing Requirements** | | |
| **Required Fees** | **Filing Fee: $75.00** | |
| **File Online Today** | | **Paper Filing** |
| Visit <https://cis.scc.virginia.gov> to file articles of incorporation for a Virginia Nonstock, Nonprofit Corporation in real time.  **Questions?**  Visit the CIS help page at <https://scc.virginia.gov/pages/CIS-Help> for how-to guides, answers to frequently asked questions, and helpful videos. | | Download from <https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations> complete, print, and mail or deliver to below address:  **State Corporation Commission** **Courier Delivery Address**  Clerk’s Office 1300 E. Main St, 1st floor  P.O. Box 1197 Richmond, VA 23219  Richmond, VA 23218-1197 |
| Pay online with a credit card or eCheck. No additional processing fees apply for filing online. | | Include a check payable to State Corporation Commission.  **DO NOT SEND CASH**. |

**Instructions to Form SCC819NP – Guide for Articles of Incorporation for a Virginia Nonstock, Nonprofit Corporation**

This template for articles of incorporation has been prepared by the Clerk’s Office of the Virginia State Corporation Commission to assist persons who intend to form a Virginia nonstock corporation that will seek recognition of status as a tax-exempt organization from the Internal Revenue Service.

This template contemplates the inclusion of various provisions that are required by the IRS for such recognition. See [IRS Publication 557](https://www.irs.gov/publications/p557/) and, in particular for a corporation that will seek an exemption under § 501(c)(3) of the Internal Revenue Code, Articles Third, Fifth, and Sixth in Draft A of the Appendix “Sample Articles of Organization.”

**Important**: The Clerk’s Office makes no attempt to determine if apparent tax-exempt provisions in the articles of incorporation comply with IRS requirements. All questions regarding the sufficiency of income tax provisions and tax-exempt status, in general, should be directed to the IRS or a qualified tax or legal advisor*.*

This template also references the provisions that are required under Virginia law to be set forth in the articles of incorporation of a Virginia nonstock corporation. For additional options and more complete instructions, see Clerk’s Office form SCC819, which is available on the Commission’s website at <https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations>. For additional information regarding Virginia nonprofit organizations, see the Clerk’s Office’s [Virginia Nonprofit Organization Toolkit](http://www.scc.virginia.gov/clk/befaq/NPtoolkit.pdf)

This template is formatted with one-inch margins in Times New Roman font with 12-point type. Replace the text set forth in brackets or delete the text that is not used and remove all italicized text before submitting the articles to the Clerk’s Office of the State Corporation Commission for filing. **DO NOT INCLUDE THIS INSTRUCTION PAGE WITH YOUR FILING.**

**ARTICLES OF INCORPORATION**

**OF**

**[NAME OF CORPORATION]**

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation is [Name of Corporation].

**ARTICLE II**

**PURPOSES**

[Set forth the purposes for which the corporation is formed. See IRS Publication 557.]

**ARTICLE III**

**MEMBERS**

*The articles of incorporation must indicate whether or not the corporation will have members (i.e., a membership). If the corporation is to have one or more classes of members, the articles may set forth the designation of each class and the qualifications and rights of the members of each class, including voting rights. In the alternative, one of the following statements may be used:*

[The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. OR, The corporation shall have no members.]

**ARTICLE IV**

**DIRECTORS**

*The articles of incorporation must set forth the manner by which the directors will be elected or appointed, as well as the designation of ex officio directors, if any. It is not sufficient for the articles to provide that the directors will be elected or appointed as set forth in the bylaws. Often, one of the following sentences is included.*

[The directors shall be elected by the members. OR, The directors shall elect their successors.]

*Note that the directors can be identified with a different title, such as “trustees.” Be sure the desired title is used consistently throughout the articles of incorporation.*

**ARTICLE V**

**REGISTERED AGENT AND OFFICE**

The name of the corporation’s initial registered agent is [Name], [who is a resident of Virginia and an initial director of the corporation. See form SCC819 for more options.]

The address of the corporation’s initial registered office, which is identical to the business office of the initial registered agent, is [123 Freedom Drive, Chesapeake, VA 23320]. The registered office is located in the County [OR, City] of \_\_\_\_\_\_.

*Note: If the post office address lists a town, as opposed to an independent city, set forth the County in which the town is located.*

**ARTICLE VI**

**INITIAL DIRECTORS**

The name(s) and address(es) of the initial director(s) is (are):

[Note: At least one initial director is required if the qualification of the initial registered agent is that he or she is an initial director of the corporation.]

**ARTICLE VII**

**LIMITATIONS AND RESTRICTIONS**

[See IRS Publication 557.]

**ARTICLE VIII**

**DISSOLUTION**

[See IRS Publication 557.]

[Insert additional Articles and provisions as needed or desired. No provisions may appear below the signature(s) of the Incorporator(s).]

Signed by the Incorporator(s) as of [month] [day], [year]:

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

[Set forth the printed name of each Incorporator.]