

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF INCORPORATION
VIRGINIA NONSTOCK CORPORATION

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

1. The name of the corporation is:
_____.

2. The corporation is to have no members.
OR
The corporation is to have the following class(es) of members:

_____.

3. The directors of the corporation shall be elected or appointed as follows:

_____.

4. A. The name of the corporation's initial registered agent is
_____.

B. The initial registered agent is (mark appropriate box):

- (1) An individual who is a resident of Virginia **and**
[] an initial director of the corporation
[] a member of the Virginia State Bar

- (2) [] **OR**
a professional corporation, professional limited liability company or registered limited liability partnership registered with the Virginia State Bar under § 54.1-3902 of the Code of Virginia.

5. A. The corporation's initial registered office address, which is identical to the business office of the initial registered agent, is:
_____, VA _____
(number/street) (city or town) (ZIP code)

B. The registered office is physically located in the [] City **or** [] County of _____.

6. **(Include in this and subsequent paragraphs other provisions not inconsistent with law.)**

7. The initial directors are:

NAME(S)	ADDRESS(ES)
_____	_____
_____	_____
_____	_____

8. INCORPORATOR(S):

SIGNATURE(S) **PRINTED NAME(S)**

NOTE

When preparing articles of incorporation, the information must be in the English language, typewritten or printed in black, legible and reproducible.

This form contains the minimum number of provisions required by Virginia law to be set forth in the articles of incorporation of a nonstock corporation. If additional provisions are desired, then the **complete** articles of incorporation, including the additional provisions, should be typewritten on white, opaque paper 8 1/2" by 11" in size, using only one side of a page. A minimum of a 1" margin must be provided on the left, top and bottom margins of a page and 1/2" at the right margin.

INSTRUCTIONS

1. **Name:** The name of the corporation is placed at the heading of the articles and repeated, identically, in the first paragraph. The name should be consistent throughout the articles. See § 13.1-829 of the Code of Virginia for name requirements.
2. **Members:** If the corporation is to have no members, a statement to that effect must be stated in the articles. If the corporation is to have one or more classes of members, set forth any provision which the incorporators choose to include in the articles designating the class(es), stating the qualifications and rights of the members of each class and conferring, limiting or denying the right to vote. The articles may provide that such membership provisions will be set forth in the corporation's bylaws. See §§ 13.1-819, 13.1-837 et seq.
3. **Director selection:** The articles must include a statement of the manner in which directors shall be elected or appointed, and a designation of ex officio directors, if any. See §§ 13.1-819, 13.1-853 et seq.
4. **Registered agent:** A. Provide the name of the registered agent. See §§ 13.1-819, 13.1-833. B. Indicate the status of the registered agent. The registered agent must by one of the options listed. No other person or entity may serve as the registered agent.
5. **Registered office:** A. Provide the complete post office address (which must include a street address, if any, or a rural route and box number in rural areas) of the corporation's registered office which must be the same as the business office of the registered agent. B. Provide the name of the city or county where the registered office is physically located. (Cities and counties in Virginia are separate local jurisdictions.) See §§ 13.1-819, 13.1-833.
6. **Other provisions may be included, e.g.,** stating the purpose for which the corporation is organized. For information concerning language which should be included in order to obtain tax-exempt status under the Internal Revenue Code, you are referred to Internal Revenue Service Publication 557, "Tax-Exempt Status for Your Organization."
7. **Directors:** If the registered agent's status in 4.B. is that of initial director, then the names and addresses of the initial directors must be included in the articles of incorporation. A corporation can have directors immediately upon formation **only** if they are named in the articles of incorporation.
8. **Incorporator(s):** One or more persons must sign the articles of incorporation in this capacity. See § 13.1-804 of the Code of Virginia.

SEND THE ARTICLES OF INCORPORATION, ALONG WITH A CHECK IN THE TOTAL AMOUNT OF \$75 (\$50 CHARTER FEE AND \$25 FILING FEE), TO THE CLERK OF THE STATE CORPORATION COMMISSION, P. O. BOX 1197, RICHMOND, VA 23218- 1197. (Street address: 1300 East Main Street, 1st Floor, Richmond, VA 23219). MAKE CHECK PAYABLE TO THE STATE CORPORATION COMMISSION. IF YOU HAVE QUESTIONS, CALL (804) 371-9733.