

# GENERAL FOR PROFIT ARTICLES OF INCORPORATION

of

**[CORPORATION NAME]**

These Articles of Incorporation are executed and, upon filing with the Secretary of State of the State of [STATE], shall become effective as of (the "Effective Date").

The undersigned, acting as Incorporator of a for-profit corporation under the laws of the State of [STATE], hereby adopts the following Articles of Incorporation:

## **ARTICLE I — Name**

The name of the corporation is **[CORPORATION NAME]** (the "Corporation"). The name contains a corporate designator as required by the laws of the State of [STATE] and is distinguishable upon the records of the Secretary of State from the names of other entities on file.

## **ARTICLE II — Purpose**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of [STATE].

## **ARTICLE III — Registered Agent and Registered Office**

The name of the Corporation's initial registered agent is **[REGISTERED AGENT]**, and the street address of the initial registered office in the State of [STATE] is **[REGISTERED AGENT STREET ADDRESS IN STATE]**. The registered office is identical to the business office of the registered agent.

The mailing address of the Corporation's initial principal office is **[PRINCIPAL OFFICE ADDRESS]**.

## **ARTICLE IV — Authorized Shares**

The Corporation is authorized to issue one class of shares of stock, designated as "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is **10,000,000** shares, without par value.

Each holder of Common Stock shall be entitled to one (1) vote for each share held on all matters submitted to a vote of shareholders. Holders of Common Stock shall share ratably, share for share, in any dividends declared by the Board of Directors out of funds legally available therefor, and in any distribution of the assets of the Corporation upon liquidation, dissolution, or winding up.

## ARTICLE V — Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The names and addresses of the persons constituting the initial Board of Directors are:

- [INITIAL DIRECTOR 1 FULL NAME], [INITIAL DIRECTOR 1 ADDRESS]

After the initial Board of Directors, the number of directors shall be as determined by the shareholders or the Bylaws of the Corporation from time to time, subject to the minimums required by the laws of the State of [STATE]. Directors need not be shareholders. Directors shall be elected at the annual meeting of shareholders and shall hold office until their successors are elected and qualified, or until earlier resignation, removal, or death.

## ARTICLE VI — Incorporator

The name and mailing address of the Incorporator is: [INCORPORATOR FULL NAME], [INCORPORATOR ADDRESS]. The powers of the Incorporator shall terminate upon the filing of these Articles of Incorporation and the appointment of initial directors.

## ARTICLE VII — Limitation of Director Liability and Indemnification

**Limitation of director liability.** To the fullest extent permitted by the laws of the State of [STATE], a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this provision shall be prospective only and shall not affect any right or protection of a director with respect to any act or omission occurring prior to such repeal or modification.

**Indemnification.** The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the laws of the State of [STATE], and may advance expenses (including attorneys' fees) in connection with the defense of any action, suit, or proceeding, subject to an undertaking to repay if indemnification is ultimately determined to be unauthorized.

## ARTICLE VIII — Duration

The Corporation shall have perpetual existence.

## Post-Filing Compliance — Required Next Steps

**Adopt Bylaws.** The Corporation's Bylaws must be adopted by the initial directors at an organizational meeting (or by written consent). Bylaws govern shareholder meetings, director meetings, officer duties, stock issuance procedures, and other internal affairs not covered by these Articles.

**Obtain Federal Employer Identification Number (EIN).** Every corporation must obtain an EIN from the IRS by filing Form SS-4 (26 U.S.C. § 6109). The EIN is required for banking, hiring employees, filing

federal tax returns, and applying for business licenses.

**Corporate Transparency Act — Beneficial Ownership Information Report.** Pursuant to the Corporate Transparency Act, 31 U.S.C. § 5336, the Corporation must file a Beneficial Ownership Information (BOI) Report with the Financial Crimes Enforcement Network (FinCEN) identifying each beneficial owner (any individual who owns 25% or more of the Corporation or exercises substantial control). Filing deadlines: **30 days** after formation for entities formed on or after January 1, 2025 (90 days for entities formed during 2024). Civil penalties for willful noncompliance are up to **\$500 per day**; criminal penalties include fines of up to **\$10,000** and imprisonment. The Corporation must also update the report within 30 days of any change in beneficial ownership. Regulatory updates and ongoing litigation regarding the CTA should be reviewed before filing.

**Securities Law Compliance Before Issuing Shares.** Any issuance or sale of shares is a securities transaction subject to the Securities Act of 1933, 15 U.S.C. §§ 77a et seq., and applicable state blue-sky laws. Before issuing any shares, the Corporation must either (a) register the offering with the U.S. Securities and Exchange Commission and the applicable state agency, or (b) qualify for an exemption — most commonly Regulation D, Rule 506(b) or 506(c) (17 C.F.R. § 230.506), or Section 4(a)(2) of the Securities Act. A Form D must be filed with the SEC within 15 days of the first sale under Regulation D. Consult securities counsel before any offering.

### **Incorporator Certification**

I, the undersigned, being the Incorporator named herein, certify that the facts stated in these Articles of Incorporation are true and correct to the best of my knowledge, and I have executed these Articles of Incorporation under penalty of perjury this .

### **Incorporator**

\_\_\_\_\_ PRINTED NAME

\_\_\_\_\_ SIGNATURE

\_\_\_\_\_ DATE