



## NOTICE

If the corporation intends to obtain tax-exempt status under the Internal Revenue Code, the articles of incorporation must include certain provisions that can be found in IRS Publication 557, "Tax-Exempt Status for Your Organization."

### INSTRUCTIONS TO FORM SCC819

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, (e.g., to state the purpose(s) for which the corporation is organized), then you must prepare your own articles of incorporation, with the additional provisions, which must be typewritten or printed on white, opaque paper 8 1/2" by 11" in size, using only one side of a page, and free of visible watermarks and background logos. 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. **This form may not be submitted with an attachment.**

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

**Name:** The name of the corporation may not contain any word or phrase which indicates or implies that it is organized for the purpose of conducting any business other than a business which it is authorized to conduct. The proposed corporate name must be distinguishable upon the records of the Commission. See § 13.1-829 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

**Members:** If the corporation is to have no members, a statement to that effect must be included in the articles. If the corporation is to have one or more classes of members, set forth the designation of each class and the qualifications and rights of the members of each class, including voting rights, or provide that such membership provisions will be set forth in the corporation's bylaws. See §§ 13.1-819 and 13.1-837 of the Code of Virginia.

**Director selection:** The articles must include a statement of the manner by which directors shall be elected or appointed, and a designation of ex officio directors, if any. See §§ 13.1-819 and 13.1-855 of the Code of Virginia.

**Registered agent:** Provide the name of the registered agent. The corporation may not serve as its own registered agent. See § 13.1-833 of the Code of Virginia. Check one of the boxes to indicate the qualification of the registered agent. The registered agent must be one of the options listed. No other person or entity may serve as the initial registered agent. The sole duty of the registered agent is to forward to the corporation at its last known address any process, notice or demand that is served on the registered agent. See § 13.1-833 of the Code of Virginia.

**Registered office:** The location of the registered office must be identical to the business office of the registered agent. See § 13.1-833 of the Code of Virginia. The address of the registered office must include a street address. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location. Provide the name of the county or independent city where the registered office is physically located. Counties and independent cities in Virginia are separate local jurisdictions. See §§ 13.1-819 and 13.1-833 of the Code of Virginia.

**Initial Directors:** There is no requirement to set forth initial directors in the articles of incorporation. However, if the registered agent's qualification in paragraph 4.B. is that of an initial director, then the names and addresses of all initial directors must be set forth in paragraph 6. A corporation will have directors immediately upon formation **only** if they are named in the articles of incorporation.

**Incorporator(s):** One or more persons must sign the articles of incorporation in this capacity. See § 13.1-804 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.***

Submit the original, signed articles, to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1<sup>st</sup> floor, Richmond, Virginia 23219), along with a check for the charter and filing fees for the total amount of **\$75.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.