
Articles of Incorporation Template — Nonprofit Corporation

⚠ This template includes IRS-required language for 501(c)(3) eligibility. Customize the bracketed fields [like this] for your organization. Do not modify the bolded IRS-required clauses unless advised by an attorney.

ARTICLES OF INCORPORATION OF [ORGANIZATION NAME]

The undersigned incorporator(s), desiring to form a nonprofit corporation under the laws of the State of [STATE], hereby adopt the following Articles of Incorporation:

ARTICLE I — NAME

The name of this corporation shall be:

[FULL LEGAL NAME OF ORGANIZATION, INC.]

ARTICLE II — DURATION

The period of duration of this corporation shall be **perpetual**.

ARTICLE III — PURPOSE

(IRS-Required Clause — Do Not Modify)

This corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

Specifically, the corporation is organized for the following purposes:

[DESCRIBE YOUR SPECIFIC MISSION AND ACTIVITIES. Examples:

- "To provide educational after-school programs and mentorship for underserved youth in [City, State]."
 - "To support families experiencing food insecurity through community food pantries and nutrition education in [Region]."
 - "To advance scientific research in renewable energy solutions and disseminate findings to the public."
 - "To provide emergency shelter, transitional housing, and supportive services to individuals experiencing homelessness."]
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ARTICLE IV — LIMITATIONS ON ACTIVITIES

(IRS-Required Clause — Do Not Modify)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V — DISSOLUTION

(IRS-Required Clause — Do Not Modify)

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

[OPTIONAL — Name a specific organization to receive assets upon dissolution:]

The corporation's assets shall be distributed to [NAME OF 501(c)(3) ORGANIZATION] upon dissolution, provided that said organization is then in existence and qualifies as a tax-exempt organization under Section 501(c)(3). If said organization is not then in existence or does not qualify, the assets shall be distributed as provided above.

ARTICLE VI — MEMBERSHIP

[Choose one:]

Option A (No Members — Most Common):

This corporation shall have no members. The affairs of the corporation shall be managed by its Board of Directors.

Option B (With Members):

This corporation shall have [NUMBER] class(es) of members. The qualifications, rights, and obligations of each class of members shall be set forth in the Bylaws of the corporation.

ARTICLE VII — BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the initial Board of Directors shall be [NUMBER — minimum 3 recommended].

The names and addresses of the persons who shall serve as the initial directors are:

Name	Address
[Director 1 Full Name]	[Street Address, City, State, ZIP]
[Director 2 Full Name]	[Street Address, City, State, ZIP]
[Director 3 Full Name]	[Street Address, City, State, ZIP]
[Director 4 Full Name (optional)]	[Street Address, City, State, ZIP]
[Director 5 Full Name (optional)]	[Street Address, City, State, ZIP]

ARTICLE VIII — REGISTERED AGENT

The name and address of the corporation's initial registered agent are:

Name: [REGISTERED AGENT NAME]

Address: [STREET ADDRESS — must be a physical address in the state of incorporation, not a PO Box]

City, State, ZIP: [CITY, STATE, ZIP]

ARTICLE IX — PRINCIPAL OFFICE

The address of the corporation's principal office is:

Address: [STREET ADDRESS]

City, State, ZIP: [CITY, STATE, ZIP]

ARTICLE X — INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) are:

Name	Address	Signature
[Incorporator Name]	[Address]	_____

ARTICLE XI — INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the laws of the State of [STATE], including the advance of expenses under such procedures and to the fullest extent permitted by law.

ARTICLE XII — LIMITATION OF LIABILITY

To the fullest extent permitted by the laws of the State of [STATE], no director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) For any breach of the director's duty of loyalty to the corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) For any transaction from which the director derived an improper personal benefit.

EXECUTION

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation on this ____ day of _____, 20____.

Incorporator Signature: _____

Printed Name: _____

Filing Checklist

Before filing, confirm:

- Article III includes "exclusively" and references Section 501(c)(3)
- Article IV includes private inurement prohibition
- Article IV includes political activity prohibition
- Article V includes full dissolution clause referencing 501(c)(3)
- All initial directors are named with addresses
- Registered agent is named with physical address in state
- Filing fee is included with submission
- Checked state-specific additional requirements

After Filing

- Received certified/stamped copy from state
- Applied for EIN at IRS.gov
- Held organizational board meeting
- Adopted bylaws
- Adopted conflict of interest policy

- Opened nonprofit bank account
- Filed Form 1023 or 1023-EZ for 501(c)(3) status

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