

Certificate of Incorporation

1. Name.

The name of the Corporation ("Corporation") is _____.

2. Principal Office and Registered Agent.

The Corporation's registered office in the State of _____ is in the City of _____, County of _____. Its registered agent's name and address is: _____.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of _____.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is _____, all of which are to be common stock.

5. Existence.

The Corporation is to have perpetual existence.

6. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

7. Management.

Subject to the provisions of the laws of the State of _____, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept at such place or the Board of Directors may from time to time designate.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including but limited to the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator before named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of _____, do make this Incorporation, declaring and certifying that this is my free act and deed and the facts stated are true, and accordingly I have set my hand this _ day of _____ (month), _____ (year).

Incorporator

BE IT REMEMBERED that on the above date, the Incorporator personally came before me and is personally executing the above document and acknowledged that they signed this document as the individual's free statements therein contained are true to the best of the person's knowledge and belief.

Notary Public for the State of _____.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Notary Public
My commission expires: _____

Certificate of Incorporation Review List

This review list is provided to inform you about the document in question and assist you in its preparation.

1. Before filing this form with the state, call to confirm the address and procedure for filing, including fees. Also confirm that the name selected for the corporation is available and, where appropriate, reserve the name.
2. After filing with the state, it may be necessary to file this document in another office, such as the county recorder of deeds. The state corporation office where the document is originally filed can advise about additional filing requirements.
3. The Certificate of Incorporation is used to form a for-profit corporation. This form cannot be used to form any type of entity except a corporation.
4. Incorporation laws vary from state to state and change over time. Before using this document, have a lawyer review it.
5. The original of this document should be kept in your corporate minute book or wherever important corporate documents are kept. A duplicate set should be kept in your home or business office.