

## SAMPLE: 501(C)3 Articles of Incorporation

The following is one of the main parts of your organizational documents. By incorporating your entity, you are giving the minimal information needed to the state to form the entity, but the IRS doesn't care about your state. **This is extremely important.** You need to draft a complete Articles of Incorporation with specific legal languages, and that's what the IRS accepts. Your state version is only for the state.

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### ARTICLES OF INCORPORATION

#### ARTICLE I: Name

##### 1.1 Name

The name of this corporation shall be [Name of the Corporation]. The business of the corporation may be conducted as [Name of the Corporation or other names] or [Name of the Corporation].

#### ARTICLE II: Duration

##### 2.1 Duration

The period of duration of the corporation is perpetual.

#### ARTICLE III: Purpose

##### 3.1 Purpose

[Name of the Corporation] is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

1. The specific purpose of this corporation is to:
  - a. Provide an effective forum for interaction, problem solving and discussion of clinical research issues among research professionals.
  - b. Provide education, including offering Continuing Education Credits (CEUs) to members who attend and participate in meetings whereby all CEU requirements have been met.
  - c. Provide a readily accessible mechanism for regional educational program development.
  - d. Provide improved access to ACRP resources, including but not limited to educational videos, courses and certification.
  - e. Improve the standards and quality of clinical research through education.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and program in order to have a greater impact for change.

### **3.2 Public Benefit**

[Name of the Corporation] is designated as a public benefit corporation.

## **ARTICLE IV: Non-Profit Nature**

### **4.1 Non-profit Nature**

[Name of the Corporation] is organized exclusively for charitable and educational 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, or corresponding section of any future federal tax code. NO part of the net earnings of [Name 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 the purpose clause hereof.

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

[Name of the Corporation] is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocable dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.2 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of [Name of the Corporation] of any nature whatsoever, nor shall any other property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **4.3 Dissolution**

Upon termination or dissolution of the [Name of the Corporation], any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the [Name of the Corporation] hereunder shall be selected by the discretion of a majority of the managing body of the [Name of the Corporation] and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the [Name of the Corporation] by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to the organizations located within the State of [STATE].

In the event that the court shall find that this section is applicable but there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of [STATE] to be added to the general fund.

#### **4.4 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.5 Restricted Activities**

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

#### **4.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contribution 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: Board of Directors**

#### **Governance**

[Name of the Corporation] shall be governed by its board of directors.

#### **Initial Directors**

The initial directors of the corporation shall be [Name of directors here]:

### **ARTICLE VI: Membership**

#### **Membership**

[Name of the Corporation] shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

### **ARTICLE VII: Amendments**

#### **Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

### **ARTICLE VIII: Address of the Corporation**

#### **Corporate Address**

The mailing address of the corporation is:  
[Mailing Address Here]

#### **ARTICLE IX: Appointment of Registered Agent**

##### **Registered Agent**

The registered agent of the corporation shall be:

[Name of the registered agent with address]

#### **ARTICLE X: Incorporator**

The incorporators of the corporation are as follow:

[Name of Incorporator(s) with address]

#### **Certificate Of Adoption Of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of [Name of the Corporation] were approved by the board of directors on [Date and Day] and constitute a complete copy of Articles of Incorporation of the [Name of the Corporation].

Names, addresses and signatures of all directors and incorporators.

Acknowledgement of consent to appointment as registered agent.

I, [Name], agree to be the registered agent for [Name of the Corporation] as appointed herein.

Registered Agent: \_\_\_\_\_

Date: \_\_\_\_\_