

## Instructions to Form SCC819 - Articles of Incorporation of a Virginia Nonstock Corporation

Filing Requirements									
<b>Required Fees</b>	<b>Filing Fee: \$75.00</b>								
File Online Today	Paper Filing								
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of incorporation for a Virginia Nonstock Corporation in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations">https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations</a> complete, print, and mail or deliver to below address:								
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%;"><b>State Corporation Commission</b></td> <td style="width: 40%;"><b>Courier Delivery Address</b></td> </tr> <tr> <td>Clerk's Office</td> <td>1300 E. Main St, 1<sup>st</sup> floor</td> </tr> <tr> <td>P.O. Box 1197</td> <td>Richmond, VA 23219</td> </tr> <tr> <td>Richmond, VA 23218-1197</td> <td></td> </tr> </table>	<b>State Corporation Commission</b>	<b>Courier Delivery Address</b>	Clerk's Office	1300 E. Main St, 1 <sup>st</sup> floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
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P.O. Box 1197	Richmond, VA 23219								
Richmond, VA 23218-1197									
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>								

### Note

Consulting with an accountant or a tax professional before organizing a for-profit business as a Virginia nonstock corporation is recommended. If the corporation intends to obtain **tax-exempt status** under the Internal Revenue Code, refer to IRS Publication 557, "Tax-Exempt Status for Your Organization." The articles of incorporation must include certain provisions found within the publication. Clerk's Office Form SCC819NP may be a helpful template for preparing such articles.

### Specific Instructions

#### Article I Name

The name of the corporation may not contain any word or phrase that indicates or implies that it will conduct any business other than its authorized business, and the proposed corporate name must be distinguishable upon the records of the Commission. To check the availability of a name, visit <https://cis.scc.virginia.gov>, or contact the Clerk's Office.

#### Article II Members

If the corporation will not have members, include a statement to that effect in the articles. If the corporation will have one or more classes of members, state 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.

#### Article III Director Selection

The articles of incorporation must state how the corporation will elect or appoint its directors, as well as the designation of ex officio directors, if any. It is not sufficient for the articles to provide that the corporation will elect or appoint its directors as set forth in the bylaws.

A director's term is one year unless the articles provide for a different term, and the terms of groups of directors may be staggered by providing for this in the articles.

#### Article IV Registered Agent

The registered agent's sole duty is to receive legal documents and notices on behalf of the entity. The corporation may not

serve as its own registered agent. The registered agent must be an individual or entity that meets one of the qualifications. Check the applicable box.

#### Article V Registered Office

The registered office location must be identical to the registered agent's business office.

- **Only use a rural route and box number if the registered office's location has no street address.**
- **Only use a post office box if (i) there is no street address or rural route and box number, or (ii) the town/city has a population of 2,000 or less.**

Provide the name of the county or independent city where the registered office is physically located.

#### Article VI Initial Directors

A corporation can have directors immediately upon formation **only** if the articles name them. If the registered agent's qualification is that of an initial director, then include all the initial directors and their addresses.

#### Incorporator(s)

One or more incorporators must sign the articles. Include the signature and printed name of each person who signs. If signing on behalf of an incorporator that is a business entity, include the business entity's name, your printed name, and your role within the business entity. Providing an entity phone number or email address allows for quicker communication if there is an issue with the filing.

### Important Information

This form contains the minimum Virginia statutory requirements for articles of incorporation. If the articles of incorporation will need to include additional provisions, **separately** prepare and submit typewritten articles of incorporation. The articles must be in the English language, printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

**Do not include Personally Identifiable Information**, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these forms is available to the public. For more information, see Notice Regarding Personally Identifiable Information at [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



# Articles of Incorporation of a Virginia Nonstock Corporation

Pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned state(s) as follows:

**Article I** The corporation's name:

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**Article II (Mark appropriate box or insert applicable provisions.)**

- The corporation shall have no members. **OR**
- The corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws. **OR**
- The designation of the class(es) of members and the members' qualifications and rights are as follows:

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**Article III (Mark appropriate box or insert applicable provisions.)**

- The directors shall elect their successors. **OR**
- The directors shall be elected by the members. **OR**
- The directors shall be elected or appointed as follows:

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**Article IV** A. The name of the corporation's initial registered agent:

B. The initial registered agent is: **(Mark appropriate box.)**

- (1) an individual who is a resident of **OR** (2)  a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.
- an initial director of the corporation.
- a member of the Virginia State Bar.

**Article V** A. The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_  
(number/street) (city or town) (zip)

B. The registered office is located in the  county **OR**  city of \_\_\_\_\_

(Optional) The corporation's principal office address, including the street and number (if any), is

\_\_\_\_\_  
(number/street) (city or town) (state) (zip)

**Article VI** The initial directors are:

Name	Address

**Incorporator(s):**

Signature	Printed Name	Date	Tel. # (optional)	Email Address (optional)

Business Tel. # (optional)

Business Email Address (optional)

**Required Fees: \$75.00**