



Filing Articles of Incorporation for a Nonprofit Corporation

Nonprofit organizations generally operate in one of two ways: as a corporation or as an unincorporated association. The following are general instructions for creating a nonprofit corporation with the appropriate state office.

To get started, you will need:

- The legal name of the organization
- The physical address of the organization
- The name of a registered agent
- Usually, three officers

Step 1. Find the appropriate document.

Most states have their own process which makes this step require some research. Different states use different phrases such as "Texas Certificate of Formation" or "New York Certificate of Incorporation." The easiest way to research is to do an internet search for "[state] Articles of Incorporation Nonprofit Corporation" (example: TX Articles of Incorporation Nonprofit Corporation).

Practice tip: It is important to ensure you are filing with the actual state department and not a third party.

Practice tip: Most of the time, the Articles of Incorporation will be filed with the Secretary of State.

Step 2. Develop a purpose statement.

The purpose statement should be concise. This is not a mission statement; it is letting the state know what the organization does. The blanket statement we use is "The purpose of the [name of organization] is to support the [who] by [how]." You may also make additional changes to reflect your specific organization.

Step 3. Select a registered/statutory agent.

The simplest definition of the registered agent is an individual or company that can accept mail on behalf of the organization. For example, if the organization is summoned to court, the registered agent receives the notice and it is their responsibility to deliver it to the board. This position may be served by an officer of the organization or an individual outside of the organization. The registered agent must have a physical address in the state.

● **Step 4. List the officers.**

Nonprofit corporations are not owned and are required to serve a public purpose. For this reason, nonprofit organizations are required to have a board of directors. Most states require the board to have at least three directors. It is important to read the state instructions for the required number of directors.

Practice tip: Most states require the board to have a president, treasurer, and secretary.

● **Step 5. Include the IRS required language.**

The IRS requires tax-exempt organizations to include certain language in the organizing document (Articles of Incorporation or Constitution). This language indicates how the organization will dissolve the assets and other basic info on political activity and propaganda. The language itself may vary based on the specific 501(c) designation of the organization.

[See the recommended language for 501\(c\)3 organizations.](#)

Practice tip: RENOSI works with many types of nonprofit organizations. If you are not a 501(c)3, contact RENOSI or RENOSI Law for assistance developing 501(c) language.

● **Step 6. List the incorporators and sign.**

The incorporators are those who sign the organization into existence. Incorporators are usually officers; however, they can be anyone. It is important to reference the instructions from the specific state to determine the number of individuals needed to sign.

● **Step 7. File with the state.**

In some states, the Articles of Incorporation may be filed online. Checking for this option will likely expedite the approval process without needing to file by mail. Always check for an option to file the document online. It is also possible the state does not have a paper filing option.

Disclaimer: This guide is for general information and is not intended to provide legal or accounting advice specific to your organization. If you or your organization need legal or accounting advice, please engage a licensed professional by written agreement and have them review your organization's situation in detail.



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