



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

## INSTRUCTIONS FOR NOT FOR PROFIT ARTICLES OF INCORPORATION

The following are instructions, a cover letter and sample articles of incorporation pursuant to Chapter 617, Florida Statutes (F.S.)

**NOTE: THIS IS A BASIC FORM MEETING MINIMAL REQUIREMENTS FOR FILING ARTICLES OF INCORPORATION.**

The Division of Corporations strongly recommends that corporate documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice.

If you intend to apply for IRS federal tax exemption as a charitable organization, your articles of incorporation must contain a required purposed clause and a dissolution of assets provision. Valuable information on 501 (c) (3) qualification is on the IRS website, [www.irs.gov](http://www.irs.gov). It includes sample articles of incorporation. Click the "charities and Nonprofits" link and then the [Life Cycle of a Public Charity](#) link.

Chapter 496, F.S., requires charitable organizations or sponsors intending to solicit contributions from the public in the state of Florida to register annually with the Division of Consumer Services. They may be reached at (850) 488-2221 or 1-800-435-7352 for more information.

A preliminary search for name availability can be made on the Internet through the Division's records at [www.sunbiz.org](http://www.sunbiz.org). Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your corporate name selection.

Pursuant to Chapter 617.0202, F.S., the articles of incorporation **must** set forth the following:

Article I: The name of the corporation **must** include a corporate suffix such as Corporation, Corp., Incorporated, or Inc.; **"Company" or "Co." may not be used** as a corporate suffix by a nonprofit corporation.

Article II: The principal place of business and mailing address of the corporation. The principal address must be a **street** address. The mailing address, if different, can be a P.O. Box address.

- Article III: The specific purpose or purposes for which the corporation is organized. **A general statement of “any and all lawful business” will not be sufficient.**
- Article IV: The manner in which the Directors are elected or appointed.
- Article V: The names, address and titles of the Directors/Officers (**optional**) When naming Directors, 3 must be listed. The names of officers/directors may be required to apply for a license, open a bank account, etc.
- Article VI: The name and **Florida street address** (P.O. Box **NOT** acceptable) of the initial Registered Agent. The Registered Agent **must** sign in the space provided and type or print his/her name below signature accepting the designation as Registered Agent.
- Article VII: The name and address of the Incorporator. The Incorporator **must** sign in the space provided and type or print his/her name below signature.

The “incorporator” is the person who prepares and signs the Articles of Incorporation and then submits them for filing to the Division of Corporations. The function of the incorporator usually ends after the corporation is filed.

**An Effective Date:** Add a **separate** article if applicable or necessary: An effective date **may** be added to the Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than five (5) days prior to the date of receipt or ninety (90) days after the date of filing).

**Important Information About the Requirement to File an Annual Report**

All Florida Not- For-Profit Corporations must file an Annual Report yearly to maintain “active” status. The first report is due in the year **following** formation. The report must be filed electronically online between January 1<sup>st</sup> and May 1<sup>st</sup>. The fee for the annual report is \$61.25. “Annual Report Reminder Notices” are sent to the e-mail address you provide us when you submit this document for filing. To file any time after January 1<sup>st</sup>, go to our website at [www.sunbiz.org](http://www.sunbiz.org).

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**The fee for filing a not for profit corporation is:**

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy (optional)	\$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50).
Certificate of Status (optional)	\$8.75

(Make checks payable to Department of State)

**Mailing Address:**  
 Department of State  
 Division of Corporations  
 P.O. Box 6327  
 Tallahassee, FL 32314  
 (850) 245-6052

**Street Address:**  
 Department of State  
 Division of Corporations  
 The Centre of Tallahassee  
 2415 N. Monroe Street, Suite 810  
 Tallahassee, FL 32303  
 (850) 245-6052

# COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** \_\_\_\_\_  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: \_\_\_\_\_

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

Mailing address, if different is:


**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: \_\_\_\_\_

\_\_\_\_\_

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

**(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature of Registered Agent

\_\_\_\_\_  
Date

***I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.***

\_\_\_\_\_  
Required Signature of Incorporator

\_\_\_\_\_  
Date