

WILLIAM A. MUNDELL
CHAIRMAN

JIM IRVIN
COMMISSIONER

MARC SPITZER
COMMISSIONER



ARIZONA CORPORATION COMMISSION

BRIAN C. MCNEIL
EXECUTIVE SECRETARY

JOANNE C. MACDONNELL
DIRECTOR CORPORATIONS DIVISION

DOMESTIC BUSINESS OR NONPROFIT CORPORATION FILING CHECKLIST

Cover Sheet

- Attach a completed cover sheet to the filing.

Corporation Name

- Check name for availability. Using our web site at www.cc.state.az.us/corp/filings/namesrch.htm or call (602)542-3230(Phoenix) or (520)628-6560 (Tucson).
- Attach copy of Tradename Certificate, Declaration of Tradename Assignee, or Declaration of Tradename Holder.

Certificate of Disclosure

- Check Box A or B. If B, attach required information.
- Check part C, Yes or No. If yes, attach required information.
- Affix signature(s) of all incorporators. Must be dated within 30 days of delivery to the Commission.

Articles of Incorporation

- Indicate the proposed name of the corporation.
- Use appropriate name ending such as: ("corporation," "association," "company," "limited," "incorporated", "inc"). Incorrect name ending, will delay approval of your application.
- Indicate initial business / affairs.
- Indicate number of shares of stock corporation will be authorized to issue, series, class and preference, if any (*business only*).
- Indicate the street address of the known place of business in Arizona. May be in care of the address of the statutory agent.
- Indicate the name and address of the statutory agent. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.
- Indicate the applicable tax exemption code. (*Nonprofit only, optional*).
- Indicate the name(s) and address(es) of the initial board of directors. Minimum of one.
- Indicate whether the corporation will or will not have members (*Nonprofit only*.)
- Indicate the name(s) and address(es) of the incorporators (*minimum of one*).
- Affix signatures of all incorporators.
- Affix signature of statutory agent (*acknowledge acceptance*).

DOMESTIC BUSINESS OR NONPROFIT CORPORATION FILING CHECKLIST

Fees

- Attach check for filing fee. \$60.00 (*business*) \$40.00 (*nonprofit*). Additional \$35.00 for expedited services. Made Payable to the Arizona Corporation Commission.
- Execute check.

Publication

- You must publish a copy of your Articles of Incorporation in a newspaper of general circulation in the county of the known place of business in Arizona, for three (3) consecutive publications. **Do not publish until documents have been approved.**
- File Affidavit of Publication with the ACC.

NOTES FOR THE FUTURE:

Annual Report

The corporation must submit an annual report each year. Annual report forms will arrive approximately two months prior to the corporation's annual report due date as assigned by the commission. Should a form fail to arrive, contact the commission's web site: **www.cc.state.az.us/corp.** Failure to file the annual report may subject the corporation to administrative dissolution or revocation.

Address Changes

Must be submitted to the commission within 60 days of any corporate or statutory agent address change. Corporate address changes must be executed (signed) by a corporate officer. A statutory agent of record may resign by executing a statement of resignation and submitting a fee of \$10.00. A new statutory agent must sign acceptance to replace an existing agent.

Web Site

A Corporation may view its records on the commission's web site: **www.cc.state.az.us/corp.**

Corporation Statutes

The corporation should refer to Arizona Revised Statutes, Title 10 for statute relating to corporations. The complete text of Title 10 is available on our web site at **www.cc.state.az.us/corps/records/Books.htm**

DO NOT PUBLISH THIS SECTION

ARTICLE 1

The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form.

ARTICLE 2

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

ARTICLE 3

The total number of authorized shares cannot be "Zero" or "Not Applicable."

ARTICLE 4

May be in care of the statutory agent.

ARTICLE 5

The agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of the appointment.

ARTICLES OF INCORPORATION

OF

(An Arizona Business Corporation)

1. Name. The name of the Corporation is _____

2. Initial Business.

The Corporation initially intends to conduct the business of _____

3. Authorized Capital.

The Corporation shall have authority to issue _____ shares of Common Stock.

4. Known Place of Business. (In Arizona)

The street address of the known place of business of the Corporation is:

5. Statutory Agent. (In Arizona)

The name and address of the statutory agent of the Corporation is:

DO NOT PUBLISH THIS SECTION

A minimum of 1 director is required.

6. Board of Directors

The initial board of directors shall consist of _____ director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporators.

The name(s) and address(es) of the incorporator(s) is (are):

Name:

Address:

City, State, Zip:

ARTICLE 7

A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability.

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

**DO NOT PUBLISH
THIS SECTION**

EXECUTED this _____ day of _____, _____ by all of the
incorporators.

Phone and fax
numbers are optional

Signed: _____

[Print Name Here] [Print Name Here]

PHONE _____ FAX _____

The agent must
consent to the
appointment by
executing the consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the
above-named corporation effective this _____ day of _____, _____.

Signed _____

[Print Name Here]

The Articles must be
accompanied by a
Certificate of
Disclosure, executed
within 30 days of
delivery to the
Commission, by all
incorporators.