

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Ph: 302-739-3073
Fax: 302-739-3812**

**Certificate of Incorporation
for Exempt Corporation**

Dear Sir or Madam:

Enclosed please find a form for a Certificate of Incorporation for an Exempt Corporation to be filed in accordance with Sections 102 and 391 (j) of the General Corporation Law of the State of Delaware. The fee to file the Certificate is \$89.00. If your document is more than 1 page, please include \$9.00 for each additional page. You will receive a stamped “Filed” copy of your submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees or you may consult our fee chart at www.corp.delaware.gov. Please make your check payable to “Delaware Secretary of State”.

In order to file as an exempt corporation you must meet the requirements of 391 (j) as follows: “...the term “exempt corporation” shall be defined as any corporation organized under this chapter that is not authorized to issue capital and that:

- 1) is exempt from taxation under § 501(c) of the United States Internal Revenue Code or any similar provisions of the Internal Revenue Code, or any successor provisions;
- 2) qualifies as a civic organization under § 8110(c)(1) of Title 9 or § 6840(4) of Title 16;
- 3) qualifies as a charitable/fraternal organization under § 2593(1) of Title 6;
- 4) is listed in § 8106(a) of Title 9;
- 5) is organized primarily or exclusively for religious or charitable purposes; or
- 6) (i) is organized not for profit and (ii) no part of its net earnings inures to the benefit of any member or individual.”

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 08/09

Special Instructions – Certificate of Incorporation for Exempt Corporation

This form is to be used as a Template only. The following instructions will help you in correctly completing your Incorporation Certificate. The instructions will be numbered to correspond with the article it is referencing.

- 1. The name of the corporation exactly as you wish it to appear in our records. Please visit our website to verify the availability of the name.*
- 2. List the name and address of the registered agent located in Delaware you are appointing to accept service of process for the corporation.*
- 3. If the company is an exempt non-profit corporation please put that verbiage in this article. Please note that the IRS requires specific verbiage be in the Certificate of Incorporation when applying for tax-exempt status with the Federal Government. Please contact them at 1-800-829-3676 or www.irs.gov/charities to obtain their requirements.*
- 4. No action required.*
- 5. List the conditions of membership for the corporation. If the conditions of the membership shall be stated in the by-laws please state that fact in this article.*
- 6. List the name and mailing address of the Incorporator for the corporation. Please note that the corporation itself cannot be the Incorporator.*

Execution Block - *The document must be signed by the Incorporator listed in Article 6 of the document pursuant to Section 103 of Title 8. The name of the person must be typed or written legibly underneath the signature.*

This form contains information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at www.corp.delaware.gov.

*Sincerely,
Delaware Division of Corporations*

TAX-EXEMPT CORPORATIONS

*The Delaware Division of Corporations only requires a statement indicating that you are a non-profit corporation however the Internal Revenue Service has additional requirements. If you are filing a non-profit corporation, **please** contact the Internal Revenue Service for their requirements. In most cases, this federal agency requires certain language (501 c 3) be included in the Certificate of Incorporation. If this wording is not present when you apply to the IRS for the tax-exempt status, they will possibly reject it and you may have to file another document to correct this and pay additional fees. The sample form our Division provides does not allow space to include this language so you will have to use our form as a guideline and draw up your own Certificate of Incorporation and insert the IRS language. The Delaware Division of Corporations encourages you to contact the IRS at 1-800-829-3676 or on the Web at www.irs.gov/charities and file your documents accordingly.*

STATE *of* DELAWARE
CERTIFICATE *of* INCORPORATION
A NON-STOCK CORPORATION

• **First:** The name of the Corporation is _____

_____.

• **Second:** Its Registered Office in the State of Delaware is to be located at

_____ (street), in the City of _____
County of _____ Zip Code _____. The name of the registered agent
is _____

• **Third:** The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. (If the corporation is to be a nonprofit corporation, please add: "This Corporation shall be a nonprofit corporation.")

• **Fourth:** The corporation shall not have any capital stock.

• **Fifth:** The conditions of membership are

• **Sixth:** The name and mailing address of the incorporator are as follows:

Name _____

Mailing Address _____

_____ Zip Code _____

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this _____ day of _____, A.D. 20_____.

BY: _____

(Incorporator)

NAME: _____

(type or print)