

How to Incorporate in Delaware

1. Obtain a Registered Agent

A registered agent must have a physical (street) address in Delaware. For a list of some of the businesses or individuals, go to www.state.de.us/corp and click: Registered Agents.

2. Select Type of Business Entity

Choose between a Corporation, Limited Partnership, Limited Liability Company, Limited Liability Partnership or Business Trust.

3. Reserve Name

Since the name of your entity must be different from the name of any other entity incorporated/formed in Delaware, you may want to reserve its name prior to filing your Certificate of Incorporation/Formation. A Corporate name may be reserved by telephone for 30 days by calling 900.410.8042. **A fee of \$10 will appear on your telephone bill.** You may reserve up to three (3) names per call.

For more information on how to file a name reservation application, please call the Division of Corporations at 302.739.3073. **(NOTE: The person who submits the entity's Certificate of Incorporation/Formation mentioned below, should also reserve the name in order to avoid a delay in processing the document. Documents that contain a name reserved by one person, but submitted by someone else, will not be processed until the person who reserved the name cancels the reservation in writing.)**

4. Fill Out Certificate of Incorporation/Information

To obtain a sample form and for the Corporations Fee Schedule, call the Division of Corporations at 302.739.3073, or contact your registered agent. This information can also be found online at www.state.de.us/corp/forms/htm.

5. Submit Completed Certificate to Division of Corporations

Mail or fax your completed Certificate to the Division of Corporations at the address or fax number shown at www.state.de.us/corp/phone.htm. Filing fees, which must be paid at the time of filing, are listed at www.state.de.us/corp/corpfee3.htm. Please enclose a cover letter instructing where a receipt and any requested certified copies and/or good-standing certificates should be forwarded.

**For additional information on
INCORPORATING IN DELAWARE
visit the Web site at www.state.de.us/corp**

State of Delaware
Certificate of Incorporation
A Non-Stock Corporation

- **First:** The name of this Corporation is _____

- **Second:** Its Registered Office in the Sate of Delaware is to be located at _____
_____ Street, in the City of _____
County of _____ Zip Code _____. The registered agent in charge
thereof 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, and the conditions of membership
shall be *(In lieu of setting out the conditions of membership in the Certificate of Incorpora-
tion, a statement may be inserted that the conditions of membership shall be stated in the
bylaws.)* as follows:

- **Fifth:** The name and mailing address of the incorporator are as follows:

Name _____
Address _____
City/State/Zip _____

- **I, The Undersigned,** for 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)

To Whom It May Concern

Re: 501(C)(3) Corporations

If you wish to file a non-profit corporation and qualify as a 501(c)(3) with the IRS, please include the following language in your Certificate of Corporation:

- A. The purposes for which the (name of organization) is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

State of Delaware
Division of Corporations
General Information 301.739.3073