

# CERTIFICATE OF INCORPORATION

## Stock Corporation

Drafted for the State of Delaware - adaptable to any U.S. state

*How to use: Replace every blank line with your information, delete any optional article you do not need, then print, sign, and file with the Secretary of State (in Delaware, the Division of Corporations). Filing fees and exact wording vary by state; this template is a starting point, not a substitute for the state's official form.*

The undersigned, being a natural person of at least eighteen (18) years of age and acting as incorporator for the purpose of forming a corporation under and pursuant to the General Corporation Law of the State of Delaware (or the corresponding business corporation statute of the state of formation), does hereby certify as follows:

### ARTICLE I - NAME

The name of the corporation is:

\_\_\_\_\_

(The name must contain one of the following words or an abbreviation thereof: Association, Company, Corporation, Club, Foundation, Fund, Incorporated, Institute, Society, Union, Syndicate, or Limited - e.g., "Inc.", "Corp.", "Co.", or "Ltd.")

### ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office in the State of Delaware is:

Street: \_\_\_\_\_

City: \_\_\_\_\_ County: \_\_\_\_\_ ZIP: \_\_\_\_\_

The name of the registered agent at that address is:

\_\_\_\_\_

### ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

### ARTICLE IV - AUTHORIZED CAPITAL STOCK

The total number of shares of stock the corporation is authorized to issue is \_\_\_\_\_ shares, having a par value of \$\_\_\_\_\_ per share (or, if no par value, mark here: [ ] the shares shall have no par value).

*Optional - delete if the corporation will issue a single class of stock. If more than one class or series is authorized, state the number of shares of each class and the powers, preferences, and rights, and the qualifications, limitations, or restrictions of each, in an attached schedule incorporated by reference here.*

### ARTICLE V - INCORPORATOR

The name and mailing address of the incorporator are:

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

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

City / State / ZIP: \_\_\_\_\_

### ARTICLE VI - INITIAL DIRECTORS (optional)

The powers of the incorporator shall terminate upon the filing of this Certificate of Incorporation. The name(s)

and mailing address(es) of the person(s) who are to serve as initial director(s) until the first annual meeting of stockholders or until their successors are elected and qualified are:

- 1. \_\_\_\_\_
- 2. \_\_\_\_\_

**ARTICLE VII - LIMITATION OF DIRECTOR LIABILITY (optional)**

To the fullest extent permitted by the General Corporation Law of the State of Delaware as it now exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

**ARTICLE VIII - BYLAWS AND AMENDMENT (optional)**

In furtherance of and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter, or repeal the bylaws of the corporation. The corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Incorporation and affirms that the statements made herein are true and correct, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

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

Printed name: \_\_\_\_\_