



New York – Certificate of Incorporation (Not-for-Profit) Workbook

1. **NAME OF CORPORATION** – *Print the name of the corporation. The name of the corporation **must** contain one of the words "incorporated," "corporation," or "limited," or an abbreviation, unless the corporation is formed for charitable or religious purposes, or for purposes which require the approval of the Commissioner of the Office of Children and Family Services or the Public Health Council.*

Note: We The People® can do a preliminary search of business name availability based on your workbook entry. The business entity search is done directly through the Division of Corporations. It can be used to determine if an entity with the same name is currently registered with the State. However, We The People® cannot guarantee name availability. Let your We The People® store representative know if you are interested in this service.

2. **PURPOSE OF THE CORPORATION** – *Indicate the purpose or purposes for which the corporation is being formed. The purpose or purposes must clearly and fully describe the activities of the corporation. Note: Certain purposes, such as the establishment or operation of any aged care accommodation or adult care facility, the establishment or operation of a substance or alcohol abuse program, an educational purpose in any way or the promotion of science, literature, art or history requires that the consent or approval of a state agency be attached to the Certificate of Incorporation when it is submitted to the Department of State for filing.*

3. **OFFICE COUNTY** – *In which county within the state of New York will the office of the*
County (circle one): **New York** **Kings** **Queens** **Bronx** **Richmond**

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I have reviewed this page for clarity and legibility with the customer.

The above answers were provided by me and I did not receive any legal advice from WTP personnel in completing my forms.

4. **INITIAL DIRECTORS** – List the names and mailing addresses of the initial directors of the corporation (a minimum of **3 are required**).

Name

Mailing Address

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

5. **MAILING INFORMATION** – Indicate the full address to which the Secretary of State will mail a copy of any legal papers concerning the corporation.

Mailing Address: _____

City/State/Zip: _____

6. **INCORPORATOR** - Pring the name and mailing address of each incorporator.

Name

Mailing address

_____	_____
	Street

	City, State, Zip

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7. TAX EXEMPT STATUS (OPTIONAL) – *A corporation formed pursuant to the Not-for-Profit Corporation Law is not automatically exempt from federal and state taxes. To qualify for tax exemption status under the Internal Revenue Code, your organization must be organized for one or more of the purposes specifically designated in the Code. In addition, the Internal Revenue Service (IRS) will require that certain provisions be included in your Certificate of*

Incorporation prior to granting tax exemption. Sample provisions may be obtained from the IRS at the following address: Internal Revenue Service, Eastern Area Distribution Center, P.O. Box 85074, Richmond, VA 23261-5074. Telephone inquiries to the IRS may be made by calling 1-877-829-5500. The website address is www.irs.gov. Complete this question only if you intend to apply for an exemption from federal taxation as an organization described in Section 501(c) of the Internal Revenue Code.

Check here if you do not want to include any such tax exempt status provisions.

Check all the sample provisions you want included and/or print any additional provisions to include. You are responsible to make sure all appropriate tax exempt provisions are included.

- The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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- 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 the 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 a Court of Competent Jurisdiction 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.

- In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), (b) retain any excess business holdings as defined in IRC Section 4943(c), (c) make any investments in such manner as to subject the corporation to tax under IRC Section 4944, or (d) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent federal tax laws.

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