



# SECRETARY OF THE STATE OF CONNECTICUT

**MAILING ADDRESS:** COMMERCIAL RECORDING DIVISION, CONNECTICUT SECRETARY OF THE STATE, P.O. BOX 150470, HARTFORD, CT 06115-0470

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**PHONE:** 860-509-6003

**WEBSITE:** [www.concord-sots.ct.gov](http://www.concord-sots.ct.gov)

## CERTIFICATE OF INCORPORATION NONSTOCK CORPORATION

USE INK. COMPLETE ALL SECTIONS. PRINT OR TYPE. ATTACH 8 1/2 X 11 SHEETS IF NECESSARY.

<p><b>FILING PARTY</b> (CONFIRMATION WILL BE SENT TO THIS ADDRESS):</p> <p>NAME:</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p>	<p><b>FILING FEE: \$50</b></p> <p>MAKE CHECKS PAYABLE TO "SECRETARY OF THE STATE"</p>		
<p><b>1. NAME OF CORPORATION:</b></p>			
<p><i>THE CORPORATION IS NONPROFIT AND SHALL NOT HAVE OR ISSUE SHARES OF STOCK OR MAKE DISTRIBUTIONS.</i></p>			
<p><b>2. PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:</b></p> <p><input type="checkbox"/> <b>A. THE CORPORATION SHALL NOT HAVE MEMBERS.</b></p> <p><input type="checkbox"/> <b>B. THE CORPORATION SHALL ONLY HAVE MEMBERS, WHICH ARE NOT ENTITLED TO VOTE.</b></p> <p><input type="checkbox"/> <b>C. THE CORPORATION SHALL HAVE ONE CLASS OF MEMBERS.</b></p> <p><input type="checkbox"/> <b>D. THE CORPORATION SHALL HAVE MULTIPLE CLASSES OF MEMBERS WHICH CLASSES ARE DESIGNATED AS FOLLOWS:</b></p> <p><small>PLEASE NOTE: THE MANNER OF ELECTION AND APPOINTMENT OF MEMBERS ALONG WITH THEIR QUALIFICATIONS AND RIGHTS MAY BE SET FORTH IN THIS CERTIFICATE OR IN THE CORPORATION'S BYLAWS. PLEASE SEE C.G.S. § 33-1055 &amp; -1056.</small></p>			
<p><b>3. APPOINTMENT OF REGISTERED AGENT:</b> (PLEASE SELECT ONLY ONE A. OR B.)</p>			
<p><b>A. INDIVIDUAL'S AGENT NAME:</b></p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <tr> <td style="width: 50%; padding: 5px;"> <p><b>BUSINESS ADDRESS:</b> (P.O.BOX UNACCEPTABLE)</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p> </td> <td style="width: 50%; padding: 5px;"> <p><b>RESIDENCE ADDRESS:</b> (P.O.BOX UNACCEPTABLE)</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p> </td> </tr> </table>		<p><b>BUSINESS ADDRESS:</b> (P.O.BOX UNACCEPTABLE)</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p>	<p><b>RESIDENCE ADDRESS:</b> (P.O.BOX UNACCEPTABLE)</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p>
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<p><b>B. BUSINESS ENTITY AGENT NAME:</b></p> <p><b>ADDRESS:</b> (P.O.BOX UNACCEPTABLE)</p> <p>ADDRESS:</p> <p>CITY:</p> <p>STATE: ZIP:</p>			

**ACCEPTANCE OF APPOINTMENT**

\_\_\_\_\_  
**SIGNATURE OF AGENT**

**4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:**

**5. OTHER INFORMATION:**

**6. CORPORATION EMAIL ADDRESS - REQUIRED:** (IF NONE, MUST STATE "NONE.")

**7. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR**

**DATED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20 \_\_\_\_\_**

NAME OF INCORPORATOR	ADDRESS	SIGNATURE(S)
	ADDRESS:  CITY STATE: ZIP:	
	ADDRESS:  CITY STATE: ZIP:	
	ADDRESS:  CITY STATE: ZIP:	
	ADDRESS:  CITY STATE: ZIP:	

## **INSTRUCTIONS**

1. **NAME OF CORPORATION:** Please provide the name of the corporation. The name of the corporation must contain one of the following designations: "corporation", "incorporated", or "company", or the abbreviation "corp.", "inc." or "co.", or words or abbreviations of like import in another language. The name must also be distinguishable from other business names on the records of the Secretary of the State.
2. **PLACE A CHECK NEXT TO THE APPROPRIATE STATEMENT:** Please provide required membership information by making the appropriate selection. Note: if (D) is selected, the corporation must designate each class of members in the space provide or in an attachment.
3. **APPOINTMENT OF REGISTERED AGENT:** The corporation may not appoint itself as its registered agent. The corporation may appoint either a natural person who is a resident of Connecticut; a Connecticut corporation, limited liability company, limited liability partnership, or statutory trust; or a foreign corporation, limited liability company, limited liability partnership or statutory trust which has procured a certificate of authority to transact business in Connecticut. Please note the following: if the agent being appointed is a natural person, that person's business address must be provided under the heading Business office address and their residence address under the heading Residence address; if the agent appointed is an entity, it must provide its principal office address under the Business office address heading; the agent must sign accepting the appointment in the space provided; the signatory must Print their name and the capacity under which they sign if signing on behalf of an entity; and all addresses must include a street number, street name, city, state, postal code. P.O. box addresses are acceptable **ONLY** as additional information.
4. **THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:** Please provide the purpose for which the corporation is formed. Nonstock corporations are permitted to state that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act in lieu of or in addition to a specific purpose.
5. **OTHER INFORMATION:** Please present in the space provided or on an attachment any information which a nonstock corporation is permitted but not required to provide.
6. **CORPORATION EMAIL ADDRESS: REQUIRED.** (If none, must state "NONE".) The Secretary must notify entities via email when their Annual Reports are due.
7. **EXECUTION:** The document must be executed by one or more incorporators, each of whom must provide an address containing a street and number, city, state and a postal code. The execution constitutes legal statement under the penalties of false statement that the information provided in the document is true.

### **INCORPORATION OF A CONNECTICUT NONSTOCK CORPORATION**

*ANY QUESTIONS CONCERNING THE COMPLETION OF THIS FORM, OR THE INCORPORATION PROCESS SHOULD BE DIRECTED TO YOUR LEGAL COUNSEL.*

**Note:** Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.

Please note that the filing of the above referenced documents represent the bare essentials of incorporating a non-stock, nonprofit company in Connecticut. There are many other considerations to consider. For example, if you wish the corporation to be exempt from federal taxes, you should contact the Internal Revenue Service prior to filing to determine whether the corporation's Certificate of Incorporation should contain any specific provisions. Further, any person or organization planning to grant college credit or call itself a college or university must first comply with Section 10a-34 of the Connecticut General Statutes before it will be accepted as a corporation.

**Please make check(s) or money order(s) payable to: SECRETARY OF THE STATE**