PROCEDURES FOR ORGANIZING AN OKLAHOMA NOT FOR PROFIT CORPORATION

This information is intended as an aid to organizing an Oklahoma not for profit corporation pursuant to the provisions of Title 18, Section 1001 of the Oklahoma Statutes. **PLEASE CONSULT THE STATUTES CAREFULLY.**

- ❖ It may be to your benefit to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements and the **OKLAHOMA TAX COMMISSION** concerning state tax requirements **prior** to filing with the Secretary of State.

FILING PROCEDURES:

1. **Prepare** and **file** with the Secretary of State one (1) signed copy of the certificate of incorporation.
2. **Pay** to the Secretary of State a **filing fee** of **Twenty-five Dollars ($25.00)**. (Title 18, Section 1142)
3. Make checks, cashier's checks, or money orders payable to the Oklahoma Secretary of State. Instruments may be mailed, delivered in person, or filed on-line at business.sos.ok.gov. The address of the Secretary of State is 421 NW 13th St., Suite # 210, Oklahoma City, Oklahoma 73103. If delivered in person, there will be an additional Fifty Dollar ($50.00) fee for each document filed same day. The Secretary of State accepts Visa, Discover, MasterCard, or American Express if filing in person, or on-line; however, there will be a four percent (4%) service charge added for the use of a credit card. (Title 18, Section 1142)

INSTRUCTIONS FOR PREPARING THE CERTIFICATE OF INCORPORATION:

- ❖ A "BENEFIT CORPORATION" is a business corporation incorporated under the Oklahoma General Corporation Act that shall have a purpose of creating general public benefit in addition to its purpose under the Oklahoma General Corporation Act. (Title 18, Section 1202)

1. **NAME** – The name of the corporation which **SHALL** contain one of the words **"association"**, **"company"**, **"corporation"**, **"club"**, **"foundation"**, **"fund"**, **"incorporated"**, **"institute"**, **"society"**, **"union"**, **"syndicate"**, **"limited"** or one of the abbreviations **"co."**, **"corp."**, **"inc."**, **"ltd."**, or words or abbreviations of like import in other languages provided that such abbreviations are written in Roman characters or letters.

- ❖ The name shall be such as to distinguish it upon the records in the office of the Secretary of State from the names of: **(1)** corporations, both domestic and foreign, then existing or which have existed at any time during the preceding three (3) years; or **(2)** then existing domestic and foreign limited partnerships; or **(3)** then existing domestic and foreign limited liability companies; or **(4)** trade names or fictitious names; or **(5)** corporate, limited partnership or limited liability company names reserved with the Secretary of State.(Title 18, Section 1006)

- ❖ The **AVAILABILITY** of a name can be checked in advance by telephoning the Secretary of State at **(405) 522-2520**, checking on-line at business.sos.ok.gov, or by coming in person. Prior to organizing a corporation, a name may be **reserved** for a period of **sixty (60) days** by filing a Name Reservation application and paying a **fee** of **Ten Dollars ($10.00)**. (Title 18, Section 1139)

2. **REGISTERED AGENT AND REGISTERED OFFICE** – The name and street address of the registered agent in the state of Oklahoma. The registered agent accepts service of process in the event of a lawsuit against the corporation. **Every** corporation **must** maintain a registered office and a registered agent in the state of Oklahoma. The agent may be the corporation itself, an individual resident of this state, **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. (Title 18, Sections 1021 & 1022) The registered office address must be a physical address and cannot be a post office address.

3. **LOCATION OF CHURCH** – In the event the corporation is a church, the street address of the location of the church must be included within the certificate of incorporation. The address of the church must be a street address and cannot be a post office box address. Rural routes and box numbers are acceptable. An address is not required if the corporation is not a church.

4. **DURATION** – The duration of the corporation is the life span of the corporation. All domestic corporations shall have a perpetual duration unless otherwise stated. Perpetual means continuous.

5. **NATURE OF THE BUSINESS OR PURPOSE** – The purpose of the corporation is the type of business the corporation intends to conduct or promote. It shall be sufficient to state, either alone or with other purposes, that 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 Oklahoma**, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any.

6. This language is required to be stated within the certificate of incorporation. This statement does not require an answer when completing the form.

7. This language is required to be stated within the certificate of incorporation. This statement does not require an answer when completing the form.

8. **NUMBER OF TRUSTEES/DIRECTORS** – The number of trustees or directors to be elected at the first meeting of the corporation.

9. **TRUSTEES/DIRECTORS** – A minimum of **ONE (1)** trustee or director is required. The name and mailing address of each trustee or director must be included within the certificate of incorporation.

10. **INCORPORATORS** – A minimum of **THREE (3)** incorporators is required to form a not for profit corporation. **The incorporators are the original signers of the certificate of incorporation**. Any person, partnership, association, or corporation, singly or jointly with others, and without regard to his or their residence, domicile or state of incorporation, may incorporate or organize a corporation pursuant to the provisions of the Oklahoma General Corporation Act. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such. (Title 18, Section 1005)

11. **E-MAIL ADDRESS** – The e-mail address of the primary contact for the registered business.

12. **EXECUTION** – The certificate of incorporation shall be executed by the incorporator or incorporators. (Title 18, Section 1007)

CERTIFICATE OF INCORPORATION

(Oklahoma Not for Profit Corporation)

Filing Fee $25.00

TO: OKLAHOMA SECRETARY OF STATE
421 NW 13th St, Suite #210
Oklahoma City, OK 73103
(405) 522-2520

I hereby execute the following articles for the purpose of forming an Oklahoma not for profit corporation pursuant to the provisions of Title 18, Section 1006:

❖ The corporation is a Benefit Corporation (Title 18, Section 1202): **(check one)** **Yes** ☐ **No** ☐

1. Name of the corporation: (**Note:** The name of the corporation **shall** contain one of the words **association**, **company**, **corporation**, **club**, **foundation**, **fund**, **incorporated**, **institute**, **society**, **union**, **syndicate**, **limited** or any abbreviations thereof, with or without punctuation, which shall be such as to distinguish it upon the records in the Office of the Secretary of State.)

_____

2. **NAME** and the street address of the registered agent for service of process in the State of Oklahoma:

   ❖ The registered agent **shall** be the corporation itself, an individual resident of Oklahoma, **or** a domestic or qualified foreign corporation, limited liability company, or limited partnership.

Name	Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code	County
			Oklahoma		

3. In the event the corporation is a **CHURCH**, the street address of its location in Oklahoma:

Street Address (P.O. BOXES ARE NOT ACCEPTABLE)	City	State	Zip Code
		Oklahoma	

4. Duration of the corporation is perpetual, unless otherwise stated: _____

5. Nature of the business or purposes for which the corporation is being formed:

   ❖ It shall be sufficient to state, either alone or with other businesses or purposes, that 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 Oklahoma.**

6. This corporation does not have authority to issue capital stock.

7. This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

8. Number of trustees or directors to be elected at the first meeting: _____

   ❖ There must be at least **one (1)** trustee or director elected.

9. Names and mailing addresses of each person who will serve as a trustee or director:

   ❖ There must be at least **one (1)** trustee or director.

Name	**Mailing Address**	**City**	**State**	**Zip Code**

10. Names and mailing addresses of the **undersigned incorporators**:

    ❖ There must be at least **three (3)** incorporators.

Name	**Mailing Address**	**City**	**State**	**Zip Code**

11. **E-MAIL** address of the primary contact for the registered business:

_____

The certificate of incorporation must be signed by all incorporators stated within article #10.

- Signature of Incorporator: _____ Dated: _____
- Signature of Incorporator: _____ Dated: _____
- Signature of Incorporator: _____ Dated: _____

Oklahoma Secretary of State
Request to receive
documents electronically

No need to wait on your filed documents to be mailed back to you. If you would like your filed documents returned electronically, please complete and attach this form to your documents. Complete ALL information below to receive an email which will contain a link to retrieve your filed documents. (Please print or type clearly.)

☐ **Return filed documents electronically**

Receipt will read as follows:

PERSONAL or BUSINESS NAME: _____

MAILING ADDRESS: _____

CITY, STATE & ZIP CODE: _____

PHONE OR CELL: _____

EMAIL ADDRESS: _____

(It is critical that the email address is correct, or you may not receive the notification of filing)