

DRAFT FOR REVIEW BY YOUR LEGAL COUNSEL

(Or Quota International staff can help draft articles like these specific to your club)

**ARTICLES OF INCORPORATION
OF
QUOTA INTERNATIONAL OF _____, INC.**

I, the undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation, adopt the following articles in Compliance with _____ .
(Need to list here the part of the Act that governs incorporation of Non-Profits in your state. You can get information on your state's legal code at <http://www.ilsdc.net/sourcebook/state-leg.htm>)

Article I: The name of the corporation is: Quota International of _____, Inc.

Article II: The principal place of business of the Corporation shall be:
(Typically this address must be in your state and may not be a P.O. Box. You may use the address of one of your officers or a long standing member.)

The mailing address of the Corporation shall be:
(If your club uses a P.O. Box you may list it here.)

Article III: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

(The above language is required by the IRS for 501(c)(3) Organizations)

1. To serve country and community;
2. To promote high ethical standards;
3. To emphasize the dignity of all useful occupations;
4. To develop good fellowship and friendship;
5. To unite business executives and professionals for service; and
6. To advance ideals or righteousness, justice, international understanding and good will.

(The IRS requires that the purpose be for educational, religious, or charitable reasons, and it should be close to this one – but can vary slightly as long as it is for an exempt purpose.)

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

Article IV: The manner in which directors are elected or appointed is as provided for in the bylaws.

Article V: The names and addresses of the directors are:
(You should list the current executive board of directors (your club's officers). There should be at least four directors.)

Article VI: The name and street address of the registered agent is:
(The registered agent should be a resident of your state and his or her address should be a street address and not a P.O. Box. It is best to designate an officer or other reliable member who will be a member of your club for a long time. Typically the registered agent will be responsible for an annual filing with the state.)

Article VII: The Corporation shall have members.

Article VIII: The number of Directors shall be fixed by the bylaws, but shall not be less than four (4). The affairs of the corporation shall be carried on through its Board of Directors. The election or appointment of new directors shall be as set forth in the Corporation bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and activities and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

Article IX: No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, 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 and objects set forth in Article III 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 by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(The above language is required by the IRS for 501(c)(3) organizations.)

Article X: The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of **(List the act governing non-profits in your state.)**.

Article XI: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

(The above language is required by the IRS for 501(c)(3) organizations.)

Article XII: The corporation reserves the right to amend, change or repeal any provision contained in the Articles of Incorporation or to merge or consolidate this corporation with any other non-profit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

Article XIII: The name and street address of the Incorporator is:

(This may be any of your current officers. This person will submit your paperwork to your state. There are no ongoing responsibilities of this position. This person may also serve as registered agent.)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature: _____
Registered Agent

Date: _____

Signature: _____
Incorporator

Date: _____