**SAMPLE**

**Recommended text for Articles of Incorporation of a Kiwanis club foundation.**

**(Please make sure to check your Secretary of State’s website to see if they have a specific Articles of Incorporation template that needs to be used. These vary by state and this one is a very general template.)**

*Please only modify this text as may be necessary to conform to local requirements.*

*If all articles are not required by the state/province, those may be omitted.*

**ARTICLES OF INCORPORATION**

**KIWANIS CLUB OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ FOUNDATION**

The undersigned incorporators, who are individuals 18 years of age or older, a majority of whom are citizens of the United States and pursuant to the nonprofit corporation laws of this state, hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation shall be the Kiwanis Club of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Foundation.
*Instruction: The foundation’s name must include the name of the Kiwanis club. This must be the official name of the club as approved by Kiwanis International.*

**ARTICLE II. REGISTERED OFFICE**

The principal office for this corporation shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
*Instruction: State address.*

**ARTICLE III. REGISTERED AGENT**

The name and address of the registered agent is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.
*Instruction: The registered agent is the foundation’s representative: the public face of the foundation. They are responsible for receiving legal and corporate documents on behalf of the foundation. Anyone can be the registered agent. Many organizations designate a board member, the executive director, or their attorney (if they have one).*

**ARTICLE IV. DURATION**

This corporation shall exist in perpetuity.
*Instruction: This means that the foundation will continue to exist even if the directors, officers, and/or members change over the years.*

**ARTICLE V. PURPOSE**

This 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.
*Instruction: For club foundations in the United States, this statement is a requirement for federal tax-exempt status. It is suggested a specific purpose(s) not be listed, since that could possibly change over time, and any changes presumably would fall within the parameters of the general purpose stated above.*

**ARTICLE VI. INITIAL DIRECTORS**

The number of directors and the method of selecting them shall be fixed by the bylaws of this corporation. The initial directors are:
*Instructions: List the foundation’s full board of directors (including officers, if any) who are acting until the foundation holds its first elections. You will not need to amend this article later. Most states require the foundation to have a minimum number of initial directors on its board. That number will vary by state. Check your*[*secretary of state’s webpage*](https://nonprofitally.com/start-a-nonprofit/state-nonprofit-links)*for more information.*

* *List name and address*
* *List name and address*
* *List name and address*
* *Add more lines if needed*

**ARTICLE VII. INCORPORATORS**

The name and address of the incorporators of this corporation are:

* *List name and address*
* *List name and address*
* *List name and address*
* *Add more lines if needed.*

*Instructions: Your state may or may not require separate articles on the incorporator(s) vs. the initial directors. The incorporator(s) is/are basically the people who are founding the corporation. The minimum number of incorporators may vary by state. The incorporator(s) is/are typically required to sign the articles of incorporation, though some states require the initial directors to sign.*

**ARTICLE VIII. MEMBERS**

All members, officers, directors, and trustees of the foundation shall be active members of with which the foundation is associated.

The classes, rights, privileges, qualifications, and obligations of members of this corporation shall be fixed by the bylaws of this corporation.
*Instructions: If the foundation will not have members, simply state, “This corporation shall not have members.”*

**ARTICLE IX. COMPLIANCE WITH IRS**

Notwithstanding any other provision of these articles, 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.
*Instruction: This language is required by the IRS to obtain tax exempt status. The IRS also advises: “If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: “Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”*

**ARTICLE X. PRIVATE BENEFIT PROHIBITION**

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 these Articles.

**ARTICLE XI. POLITICAL ACTIVITIES**

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.

**ARTICLE XII. LIABILITY**

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE XIII. DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed by the last board of directors 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. Assets can continue the club foundation’s mission if transferred to the Kiwanis International Foundation/Kiwanis Children’s Fund or to a Kiwanis district foundation. Any 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.
*Instruction: This language is required by the IRS to obtain tax exempt status.*

**ARTICLE XIV. AMENDMENTS**

These Articles may be amended at any meeting of the membership of the corporation at which a quorum is present by affirmative vote of two-thirds (2/3) of the members present and voting, provided at least 14 days previous notice of the meeting and each proposed amendment has been given to all members of the corporation. There shall be no voting by proxy or absentee ballot. No amendments to these Articles shall be effective without the consent of Kiwanis International.

**ADOPTION**

IN WITNESS WHEREOF, we the undersigned, being the Incorporators of the Kiwanis Club of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Foundation, have executed these Articles of Incorporation on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

*Instruction: Type the names of all incorporators below and have each person sign beside their name. Add or delete lines as appropriate.*

*Printed Name Signature*

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_