

Instructions C010i

Articles of Incorporation – For-Profit or Professional Corporation

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



General Information

Who can form a corporation? One or more persons can form an Arizona corporation by filing Articles of Incorporation with the Arizona Corporation Commission. These persons are called “incorporators.” A.R.S. § 10-201. “Person” includes individuals and entities. A.R.S. § 10-140(36). “Entity” means domestic or foreign corporations, limited liability companies, and other associations – see A.R.S. § 10-140(22) for a full definition. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes.

What are the name requirements?

The examiner will determine if the corporation name to be used complies with the statutory requirements, but you can review the name criteria, check for name availability and, if desired, submit a name reservation application by using our website at <http://www.azcc.gov/divisions/corporations/filings/namingpolicy.asp>. Reserving the name is not required. Web access is available to the public at our Phoenix and Tucson offices.

The minimum requirements under Arizona law for the name of a for-profit corporation are that it:

shall contain the word “association”, “bank”, “company”, “corporation”, “limited”, or “incorporated”, or an abbreviation of one of those words
AND

shall not contain the words “limited liability company” or “limited company” or the abbreviations “L.L.C.”, “L.C.”, “LLC” or “LC”, in uppercase or lowercase letters.

If the corporation name contains any of the following words, prior written approval must be obtained from the Arizona Department of Financial Institutions before registration is allowed: Bank; Banker; Banking; Banc; Banco; Banque; Credit Union; Deposit; Savings Association; Building Association; Savings and Loan Association; Building and Loan Association; Savings Bank; Thrift; Trust;

or Trust Company. See A.R.S. §§ 10-401, 10-1506.

The name of a *professional corporation* shall not conflict with any of the above, and *shall contain* the words “professional corporation”, “professional association”, “service corporation”, “limited” or “chartered” or one of the following abbreviations: “P.C.”, “P.A.”, “S.C.”, “Ltd.”, “Chtd.”, “PC”, “PA”, “SC”, “Ltd”, or “Chtd”. See A.R.S. § 10-2215.

The *for-profit* corporate name must satisfy the requirements of A.R.S. §§ 10-401. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Trade name – if you are the owner of a trade name registered with the Secretary of State’s office that is identical to the corporation name you wish to use, you must complete and attach to the Articles of Incorporation a Trade Name Declaration form M003. Forms are available on our website at <http://www.azcc.gov/divisions/corporations/forms/formsindex.asp>.

Should I form a professional corporation? You should check with the agency or board that licenses your profession to see if it requires you to form a professional corporation or if it prohibits you from forming a professional corporation. See A.R.S. § 10-2213(C). The Arizona Corporation Commission cannot tell you whether you can or should form a professional corporation, because this issue may involve legal or tax advice, and Commission staff cannot give legal or tax advice to the public.

A.R.S. §§ 10-2201 through 10-2249 apply to professional corporations. Statutes are available on the Arizona Legislature’s website, www.azleg.gov, by following the link for Arizona Revised Statutes.

How do I form a “subchapter S” or a “C” corporation? “Subchapter S” and “C Corp” refer to Internal Revenue Service code provisions or regulations. “Subchapter S” and “C Corp” refer to how the corporation is taxed, and do

not refer to the type of corporation that is formed. You do not form a “subchapter S corporation” or a “C corp” – you simply form a for-profit corporation. It is advisable to seek the advice of your tax or legal professional and/or the IRS (www.irs.gov) before you form your corporation. The Commission staff cannot give you legal or tax advice, and cannot tell you whether your corporation should be taxed as a “subchapter S” or a “C corporation.”

What is a Statutory Agent?

A Statutory Agent is an individual or a business entity that the corporation appoints for the purpose of accepting service of process (lawsuit papers or legal documents) for the corporation. The agent is called a “statutory” agent because a statute requires that the corporation appoint someone for this purpose. See A.R.S. § 10-501. If, for example, a lawsuit is filed against the corporation, the Statutory Agent will be the one who is served (receives the papers on behalf of the corporation), and then the Statutory Agent should give the papers to the corporation. Note that the law requires that the corporation maintain a statutory agent with a valid address on the records of the Arizona Corporation Commission at all times, and the failure to do so will subject the corporation to being administratively dissolved. See A.R.S. §§ 10-501, 10-502, 10-1420. Official notices from the Arizona Corporation Commission will be sent to the statutory agent’s address.

Who can be the Statutory Agent?

A Statutory Agent can be an individual, or an Arizona corporation or LLC, or a foreign corporation or LLC that is authorized to transact business in Arizona. A corporation cannot be its own Statutory Agent – it must appoint someone apart from itself. For example, the corporation can appoint one of its directors or officers in his or her capacity as an individual as the statutory agent, but cannot appoint the corporation itself as the statutory agent.

If an individual is appointed as the statutory agent, that individual must be

a permanent, full-time resident of the State of Arizona and must have a permanent, full-time physical or street address in the State of Arizona. The mailing address, if any, of that individual statutory agent must also be in Arizona.

The statutory agent must accept the appointment in writing. The statutory agent can accept the appointment by completing and submitting the Statutory Agent Acceptance form M002 found on our website at:

<http://www.azcc.gov/divisions/corporations/forms/formsindex.asp>. If the statutory agent is an entity, an authorized agent of that entity can sign the acceptance. An authorized agent is anyone given authority to sign for that entity.

What are bylaws, and do I file them? The corporation is required to adopt bylaws. Bylaws are written rules that govern how the corporation operates internally, such as how the Board of Directors will be elected and what votes are required for a particular action. Bylaws can have any provision in them that is not prohibited by law. *See* A.R.S. § 10-206. The Arizona Corporation Commission does not have a form for bylaws, and Commission staff cannot advise you concerning the content of bylaws. **DO NOT FILE** bylaws with the Arizona Corporation Commission.

How do I complete the shares information? A corporation must have at least one class of authorized shares. *See* A.R.S. § 10-601. One share of stock is a unit of ownership of a corporation. Corporations are owned by their shareholders. All the shares together are called “stock.” A corporation typically has a class or type of stock called common, and can have other classes or types of stock, for example, preferred. Different rights and privileges can be assigned by the corporation to the different classes of stock.

The Articles of Incorporation must state each class of stock and how many shares of each class the corporation is *authorized* to issue. The number of authorized shares must be greater than zero. The corporation does not have to actually issue any of the shares it is authorized to issue. Commission staff cannot give legal advice and cannot tell you how many shares to authorize. You

should seek advice from an appropriate, knowledgeable person such as an attorney to determine the best course of action for your corporation.

Is publication of the Articles required? Yes. *See* A.R.S. § 10-203. **DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE DOCUMENT FOR FILING.** The approval letter you will receive from the Arizona Corporation Commission will contain information on how to publish.

When is the corporation formed? *If no date is specified* – if no delayed date is specified in the Articles of Incorporation, and if the Articles of Incorporation meet all statutory filing requirements and all fees are paid, the corporation is formed on the date the Articles were delivered to the Arizona Corporation Commission.

If a delayed effective date or time or both is specified – if the Articles of Incorporation meet all statutory filing requirements and all fees are paid, the Articles would be effective on the specified time and date. If a delayed date is specified, but no time is given, then the time used will be 12:01 a.m. Mountain Standard Time. A delayed effective date may not be later than the ninetieth (90th) day after the date the Articles are delivered to the Commission for filing.

If all filing requirements were not met, the Arizona Corporation Commission will send notice that additional information and/or fees are required. You will have 30 days from the date of that notice in which to submit the requested information and/or fees. If the requested information and/or fees are provided within that 30 days and all statutory filing requirements are met, then the corporation will be considered formed as of the date the original Articles were first delivered to the Commission. If the requested information and/or fees are not provided within that 30 days or do not comply with statutes, then the corporation terminates as of the 31st day after the date of the notice requesting additional information and/or fees.

What other documents are required? Corporations are required to submit a Certificate of Disclosure along with the Articles of Incorporation. Find the Certificate of Disclosure on our

website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

Filing fee. The filing fee is \$60.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. *See* A.R.S. § 10-122.

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. *See* A.R.S. § 10-122. The expedite fee is \$35.00. *See* Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. Check one box to indicate whether the corporation will be a regular (non-professional) for-profit corporation or a professional for-profit corporation.

Number 2. Give the exact name of the corporation, including exact spelling, punctuation, and an appropriate corporate identifier such as Inc. or Incorporated, etc. Please refer to “What are the name requirements” under the General Information section above.

Number 3. If the corporation will be a professional corporation (if “professional corporation” was checked in number 1), then briefly describe the type of professional services that will be rendered by the corporation.

Number 4. All corporations must answer number 4 by giving a short description of the character of business that the corporation will conduct. The corporation's character of business can change, but an initial description must be provided in the Articles.

Number 5. Please refer to “How do I complete the shares information” under the General Information section above. List a class of shares, for example, common. At least one class of shares must be listed. If the corporation's stock is divided into different series, list the series designation for each class. List the total number of shares of each

class. The total for each class must be greater than zero. Par value is a dollar value per share that the corporation assigns to the class of stock. Par value is not required and it can be left blank. If more space is needed for listing shares, check the box and complete and attach the Shares Attachment form C087. If you check the box but do not attach the Attachment form, the document will be rejected.

Number 6. The Arizona known place of business (KPB) address must be a street address in Arizona, and it can be the same as the statutory agent's street address. *See* A.R.S. §§ (for-profits) 10-202, 10-501. *The address will be viewable by the public on the internet.* If the KPB address is the same as the statutory agent's street address, check the "yes" box and continue with number 7, and do not list any address under number 6.2. If the KPB is not the same as the statutory agent's street address, check the "no" box and provide a street address in number 6.2 by completing all address blanks that are not marked as optional. Note that the corporation is required to maintain a valid KPB in the records of the Arizona Corporation Commission at all times, and failure to do so will subject the corporation to being administratively dissolved. *See* A.R.S. §§ 10-501, 10-502, 10-1420.

Number 7. List each and every initial director of the corporation, giving the name and business address of each director. Fill in all address blanks that are not marked as optional. *Note that the addresses will be viewable by the public on the internet. Do not provide social security numbers or dates of birth.* If more space is needed for listing directors, check the box and complete and attach the Director Attachment form C082. If you check the box but do not attach the Attachment form, the document will be rejected.

Number 8.1. Please refer to the section on "What is a statutory agent" and "Who can be the statutory agent" under the General Information section above. List the name of the statutory agent – either an individual or entity, not both. If the statutory agent is an entity, you can put the name of a person to whom correspondence will be directed on the "Attention" line directly underneath the statutory agent name line, and the name will become part of

the address. A name in the "Attention" line will NOT change the identity of the statutory agent. Provide a street address for the statutory agent directly underneath the "Attention" line, completing all blanks that are not marked optional. Note that corporations are required to maintain a statutory agent at a valid address in the records of the Arizona Corporation Commission at all times, and failure to do so will subject the corporation to being administratively dissolved. *See* A.R.S. §§ 10-501, 10-502, 10-1420. Note that official notices from the Arizona Corporation Commission will be mailed to the statutory agent at its street address, unless a statutory agent mailing address is provided, in which case notices will be mailed to the statutory agent mailing address.

Number 8.2. The statutory agent named in number 8.1 can have a separate mailing address, which can be a P.O. Box or a personal mail box. If the statutory agent is an individual, the mailing address must be in Arizona. Complete all address blanks that are not optional. Note that official notices from the Arizona Corporation Commission will be mailed to the statutory agent at its street address, unless a statutory agent mailing address is provided, in which case notices will be mailed to the statutory agent mailing address. Note that corporations are required to maintain a statutory agent at a valid address in the records of the Arizona Corporation Commission at all times, and failure to do so will subject the corporation to being administratively dissolved. *See* A.R.S. §§ 10-501, 10-502, 10-1420.

Number 8.3. The individual or entity named as statutory agent must accept the appointment as statutory agent by signing a statement of acceptance. The statutory agent can independently complete and submit form M002, the Statutory Agent Acceptance form, available on our website at this link: <http://www.azcc.gov/divisions/corporations/forms/formsindex.asp>, however, it is recommended that the acceptance form be delivered simultaneously with the Articles. If no statutory agent acceptance is in the Arizona Corporation Commission system at the time the Articles are examined, the Articles will be rejected.

Number 9. You must complete and submit along with the Articles a Certificate of Disclosure. You must use the A.C.C. form for the Certificate of Disclosure. Forms are available on our website at: www.azcc.gov/Divisions/Corporations.

Number 10. Please refer to "Who can form a corporation" under the General Information section above. List the name and address of each and every incorporator. Complete all address blanks that are not marked optional. Each incorporator must sign under penalty of perjury. See the Signature and Verification section below. If more space is needed for listing incorporators, check the box and complete and attach the Incorporator Attachment form C084. If you check the box but do not attach the Attachment form, the document will be rejected.

Signature and Verification

Each and every incorporator must sign the Articles of Incorporation.

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual signing underneath the signature line. If completing the form online, type in the name in both fields. Fill in the date. If the incorporator is an entity, check the appropriate box underneath the printed name line to indicate whether the incorporator is a corporation or a limited liability company, and then give the name of the corporation or LLC, as applicable.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/divisions/corporations/forms/formsindex.asp>.

What to submit:

1. Cover Sheet
2. Articles of Incorporation
3. Director Attachment, if applicable
4. Incorporator Attachment, if applicable
5. Statutory Agent Acceptance

6. Certificate of Disclosure with any applicable attachments
7. Payment.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers will not be accepted. For example, we will not accept temporary checks, such as those from a new account. We will accept checks drawn on non-U.S. banks as long as the check states that the funds are payable in U.S. dollars.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.