

Preparing Articles of Incorporation

a Step-by-step summary



Introduction

Incorporating a business is an important legal process with many hidden benefits and risks. You are always encouraged to consult an attorney to ensure appropriate consideration of all the legal implications of incorporating.

Many corporations are very simple. We refer to them as "generic format" corporations. That is, they meet the minimum statutory requirements and involve a very small number of people. This booklet is intended to assist those seeking to form a "generic format" corporation.

Again we stress that this booklet is not intended to substitute nor replace the advice of legal counsel. The information contained herein is not legal advice. It is merely a re-articulation of the provisions of Utah statutes and their application to administrative processes of this office. **We strongly encourage you to consult with an attorney.**

An Overview to Incorporating

A corporation is formed when the Division of Corporations approves your articles of incorporation for filing. At that time your articles are stamped with an agency seal and with a corporate file number. There are no application forms for filing articles of incorporation.

1. *The Articles of Incorporation **must** include the following information (U.C.A. Section 16-10a-202:)*

- A. The corporate name (must contain the word or abbreviation of the word "Corporation," "Company," or "Incorporated").
- B. The purpose or purposes for which the corporation is formed.
- C. The number of shares the corporation is authorized to issue. If more than one class of shares is authorized, each class must be designated along with a description of the preferences, limitations and relative rights of each class. For additional information, see 16-10a-601 of the Utah Code.
- D. The name and address of each of the incorporators (one or more persons may act as incorporators).
- E. For Non-Commercial Registered Agents: The Utah street address of the business entity's initial registered office and the name of its initial registered agent at such address. For Commercial Registered Agents: The name of the commercial registered agent and the registration number.
- F. The signature of each of the incorporators.

2. *When filing Articles of Incorporation, you **must** include the following:*

- A. One (1) type written or computer generated copy, originally signed, of Articles of Incorporation and one (1) copy of the original containing all of the information listed above.
- B. The non-refundable processing fee of \$70.00.

3. Where to file:

Mail In:	PO Box 146705 Salt Lake City, UT 84114-6705
Walk In:	160 East 300 South, Main Floor
Information Center:	(801) 530-4849
Toll Free:	(877) 526-3994 (within Utah)
Fax:	(801) 530-6438

Sample Articles of Incorporation

This sample is not intended to substitute nor replace the advice of legal counsel. You may utilize the following sample of incorporating articles to aid in drafting articles of your own. (U.C.A. Section 16-10a-202)

The **bold** print is the wording that would actually appear in articles of incorporation. All other print is merely explanatory or instructional assistance.

**ARTICLES OF INCORPORATION
OF
PET GROOMING, INC.**

The articles will then proceed with a statement such as:

We, the undersigned, persons acting as incorporators under the Utah Revised Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

One or more persons (either natural persons or legal entities) may act as incorporators. An incorporator who is a natural person must be at least 18 years old.

The articles are then generally numbered and delineated as follows:

Article I

The name of the corporation is stated.

The name of the corporation is Pet Grooming, Inc.

The corporation name must contain the word or abbreviation of the word "Corporation," "Company," or "Incorporated."

Article II

The specific purposes but not limited to, for which the corporation has been formed are enumerated.

The purpose or purposes for which the corporation is organized is to engage in all aspects of pet grooming. The corporation shall further have unlimited power to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the Utah Business Corporation Act and any amendments thereto.

A general statement that the purpose of the corporation is to engage in any lawful act is acceptable.

Article III

The capital is expressed in terms of the number of shares authorized. This is usually stated as follows:

The corporation shall have authority to issue One Hundred Thousand (100,000) shares of stock which stock shall be of one class only which shall be common voting stock. The common stock shall have unlimited voting rights provided in the Utah Revised Business Corporation Act.

If only one class of shares is authorized, only the number of shares authorized needs to be disclosed. If more than one class of shares is authorized, each class must be given a distinguishing designation with a description of the respective rights of each class. Please consult legal counsel on how to approach this matter.

Article IV

The address of the corporation's initial registered office, the name of the registered agent and his/her signature acknowledging acceptance as such must be included. The address must be a Utah street address. A Post Office Box is not permitted.

The address of the corporation's initial registered office shall be:

**321 South North Temple
Salt Lake City, Utah 84222**

The corporation's initial registered agent at such address shall be:

John Doe

The registered agent must be either an individual residing in Utah, or a corporation or limited liability company authorized to transact business in Utah. A corporation may not serve as its own registered agent.

Article V

The identity as well as the address(es) of each incorporator is listed:

The names and addresses of the incorporators are:

**John Doe
123 South North Temple
Salt Lake City, Utah 84222**

**Doe Construction Company, Inc.
321 North South Temple
Salt Lake City, Utah 84222**

This section of your articles is MANDATORY and should closely follow the format shown here:

In Witness Whereof, We, John Doe, Doe Construction Company, Inc., have executed these Articles of Incorporation in duplicate this ____ day of _____, 20 ____, and say: That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

John Doe

Doe Construction Company, Inc.

OPTIONAL PROVISIONS

The following provisions are optional and may be drafted according to the advice of your legal counsel. They would be added and numbered after Article V on page 7.

- Provisions eliminating or limiting, with certain exceptions, the liability of the directors to the corporation or its shareholders for monetary damages;
- Preferences, limitations and relative rights;
- Restrictions on transfer of shares;
- Pre-emptive rights;
- Election of directors by cumulative voting may be authorized;
- Special voting groups of shareholders may be authorized.

Consult with your legal counsel for additional optional provisions to be included within the Articles.

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.