

## Articles of Incorporation of a Close Corporation

To form a **close corporation** in California, you can fill out this form or prepare your own document, and submit for filing along with:

- A **\$100** filing fee.
- A separate, non-refundable **\$15** service fee also must be included, if you **drop off** the completed form or document.

**Important!** Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

Note: *Before submitting the completed form*, you should consult with a private attorney for advice about your specific business needs.

This Space For Office Use Only

**For questions about this form, go to [www.sos.ca.gov/business/be/filing-tips.htm](http://www.sos.ca.gov/business/be/filing-tips.htm).**

**Corporate Name** (List the proposed corporation name. The name **must** include the word Corporation, Incorporated or Limited or an abbreviation of one of those words. Go to [www.sos.ca.gov/business/be/name-availability.htm](http://www.sos.ca.gov/business/be/name-availability.htm) for general corporate name requirements and restrictions.)

① The name of the corporation is \_\_\_\_\_

### Corporate Purpose

② The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**Service of Process** (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may **not** list your own corporation as the agent. **Do not** list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

③ a. \_\_\_\_\_  
*Agent's Name*

b. \_\_\_\_\_ **CA**  
*Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box      City (no abbreviations)      State      Zip*

### Corporate Addresses

④ a. \_\_\_\_\_  
*Initial Street Address of Corporation - Do not list a P.O. Box      City (no abbreviations)      State      Zip*

b. \_\_\_\_\_  
*Initial Mailing Address of Corporation, if different from 4a      City (no abbreviations)      State      Zip*

**Shares** (List the number of shares the corporation is authorized to issue. Note: Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to [www.dbo.ca.gov](http://www.dbo.ca.gov) or call the California Department of Business Oversight at (866) 275-2677.)

⑤ This corporation is authorized to issue only one class of shares of stock.  
The total number of shares which this corporation is authorized to issue is \_\_\_\_\_.

**Number of Shareholders** (List the number of shareholders the corporation is authorized to have. The number *must not exceed 35*.)

⑥ This corporation is a **Close Corporation**. All of the corporation's issued shares of stock, of all classes, will be held of record by not more than \_\_\_\_\_ persons.  
(Must not exceed 35)

This form must be signed by each incorporator. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of incorporation.



\_\_\_\_\_  
*Incorporator - Sign here*

\_\_\_\_\_  
*Print your name here*

Make check/money order payable to: **Secretary of State**

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

**By Mail**

Secretary of State  
Business Entities, P.O. Box 944260  
Sacramento, CA 94244-2600

**Drop-Off**

Secretary of State  
1500 11th Street., 3rd Floor  
Sacramento, CA 95814



# Mail Submission Cover Sheet

### Instructions:

- Submit this document with your filing. **This information will be used to resolve questions with the filings attached.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).

### Optional Copies and Certificates:

- A customer who submits documents with a filing fee of \$25.00 or more will receive one (1) uncertified copy of the documents for free and, at the time of filing, the free copy may be certified for a \$5.00 certification fee.
- Customers requesting additional copies must include a \$1.00 for the first page and \$.50 for each additional page. Each certified copy requires an additional \$5.00 certification fee.
- At the time of filing, a Certificate of Status/Good Standing may be requested with a payment of a \$5 fee.

### Contact Person to resolve questions with this filing: (Please type or print legibly)

First Name: \_\_\_\_\_ Last Name: \_\_\_\_\_

Phone: \_\_\_\_\_

### Entity Information: (Please type or print legibly)

Name: \_\_\_\_\_

Entity Number (if applicable): \_\_\_\_\_

Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

### Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [ \_\_\_\_\_ ]

Company: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: [ \_\_\_\_\_ ]

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