

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

FIRST: The Undersigned _____

whose address is _____
being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

SECOND: The name of the corporation is _____

_____.

THIRD: The purpose(s) for which the corporation is formed is/are as follows: _____

_____.

FOURTH: The street address of the principal office of the corporation in Maryland is

_____.

FIFTH: The name and address of the resident agent of the corporation in Maryland is

_____.

SIXTH: The corporation has authority to issue _____ shares at \$ _____ par value per share.

SEVENTH: The corporation elects to have no board of directors. Until this election takes effect

_____ will be the director.

EIGHTH:

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

Signature(s) of Incorporator(s):

NINTH:

I hereby consent to my designation in this document as resident agent for this corporation.

Signature of Resident Agent listed in FIFTH:

Filing party's return address:

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "CLOSE" CORPORATION

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit. The guide is to be used with the Articles of Incorporation for a CLOSE Corporation. Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department. You may fill in the blanks on the sample and submit it as your Articles of Incorporation. ALL ITEMS SHOULD BE TYPED! YOU MUST USE BLACK INK!

FIRST: Insert the name and address of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be any where, even a foreign country.

SECOND: Insert the corporate name. The corporate name must contain "Corporation", "Incorporated", "Limited", "Inc", "Corp.", or "Ltd." The name must be distinguishable from all other entities on record in Maryland. You may call (410) 767-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

FOURTH: Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a P.O. box.

FIFTH: This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a P.O. box. A corporation cannot act as its own resident agent. That person must also sign below.

SIXTH: Insert that number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% control. Additionally, the stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor. Articles stating "zero", "0", "N/A" or silent as to the number of shares or not stating a par value will be rejected.

SEVENTH: Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director for the corporation until he or she issues stock at the organizational meeting of the board. Thereafter, the stockholder runs the corporation.

EIGHTH: Signature(s) of Incorporator(s): Have all the individuals named in FIRST sign here. No one else may sign here. No witness or notary is required.

NINTH: The person listed as a resident agent in FIFTH must sign here.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES: The fee to file Articles of Incorporation is **\$100.00 plus a \$20.00** organization and capitalization fee for a total of **\$120.00**, unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 410-767-1340 for the fee.

How long will it take to process my documents? Regular processing time for submitted documents is about 7-8 weeks; Expedited processing request will be responded to within 7 business days. Documents hand-delivered in limited quantities receive same day service between 8:30 am and 4:30 pm. **Hand-delivered transactions are to be paid by check only.** There is an expedited fee for same day service for document processing.

The expedited service fee is an additional \$50.00 for this document; other fees may also apply. Check the Fee Schedule web page for a list of all service fees, <http://www.dat.state.md.us/sdatweb/fees.html>

Mail completed forms to: State Department of Assessments and Taxation, Charter Division, 301 W. Preston Street; 8th Floor, Baltimore, MD 21201-2395. Fax completed forms with Mastercard or Visa credit card payment information to 410-333-7097. Fax request will be charged the additional expedited service fee.

NOTE: Due to the fact that the laws governing the formation and operation of business entities and the effectiveness of a UCC Financing Statement involves more than filing documents with our office, we suggest you consult an attorney, accountant or other professional. State Department of Assessments & Taxation staff can not offer business counseling or legal advice.

Notice regarding annual documents to be filed with the Department of Assessments & Taxation: All domestic and foreign legal entities must submit a Personal Property Return to the Department. Failure to file a Personal Property Return will result in forfeiture of your right to conduct business in Maryland. Copies of the return are available on the SDAT website. **The returns are due April 15th of each year.**