

PROCEDURES FOR COMPLETING THE CERTIFICATE OF INCORPORATION

This information is intended as an aid in completing the certificate of incorporation forms provided by the Secretary of State's office. Title 18 of the Oklahoma Statutes, commonly known as the Oklahoma General Corporation Act, applies to all corporations except those expressly excluded and those for which special statutes are in existence with which the provisions of Title 18 may conflict. **PLEASE CONSULT THE STATUTES CAREFULLY.**

It may be to your benefit to contact the **INTERNAL REVENUE SERVICE** concerning federal tax requirements, and the **OKLAHOMA TAX COMMISSION** concerning state tax requirements prior to filing with the Secretary of State.

The availability of the proposed corporate name may be checked by telephoning in advance the **BUSINESS FILING DIVISION** of the Secretary of State's office directly at **(405)-521-3912**. **PRIOR** to incorporating, a name may be reserved for a period of sixty (60) days by filing a name reservation application and paying a fee of \$10.00.

PROCEDURES

1. Prepare and file with the Secretary of State **ONE** signed certificate of incorporation.
2. **Pay** to the Secretary of State a filing fee of \$1.00 per \$1,000.00 on the total authorized capital (number of shares multiplied by the par value); No Par Value Stock is valued at \$50.00 per share for determining filing fees only. The **MINIMUM FEE** is **\$50.00**. (Title 18, Section 1142)
3. Make the check or money order **payable** to the Oklahoma Secretary of State. The certificate of incorporation may be mailed or delivered in person to: **Secretary of State, 2300 N Lincoln Blvd., Room 101, Oklahoma City, Oklahoma 73105-4897**. Documents to be **PROCESSED in person** must be delivered to the Secretary of State's office between the hours of **8:00 a.m. and 4:00 p.m. (Monday-Friday)**.

INSTRUCTIONS

1. **NAME** - The name of the corporation **MUST** contain one of the following words: **association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate** or **limited** or one of the abbreviations **co., corp., inc.** or **ltd.**, or words or abbreviations of like import in other languages provided that such abbreviations are written in Roman characters or letters. (Title 18, Section 1006)
2. **REGISTERED AGENT AND REGISTERED OFFICE** - **Every** corporation **must** maintain a registered office and a registered agent. The agent may be either the corporation itself, an individual resident of this state, a domestic or qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office **identical** with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. The registered office address must be a physical address and cannot be a post office address. (Title 18, Section 1021 and Section 1022)
3. **DURATION** - The duration of the corporation is the life span of the corporation. Perpetual means continuous. All domestic corporations shall have a perpetual duration unless otherwise stated.

4. **PURPOSE** - The purpose of the corporation is the type of business the corporation intends to conduct. It shall be sufficient to state, either alone or with other business purposes, that the purpose of the corporation is **to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma.**
5. **AUTHORIZED CAPITAL** - Every business corporation must have authorized capital consisting of shares of stock and par value. The par value is the value assigned to each share. A definition of **Common Stock** and **Preferred Stock** may be found in a dictionary.
6. **DIRECTORS** - If the incorporators are not to continue as the directors once the certificate of incorporation is filed, the name(s) and addresses of the first board of directors must be set out. A minimum of one director is required. (Title 18, Section 1011)
7. **INCORPORATORS** - Any person, partnership, association or corporation, **singly** or **jointly** with others, and without regard to his or their residence, domicile or state of incorporation, may incorporate or organize a corporation pursuant to the provisions of the Oklahoma General Corporation Act. The incorporators are the original signers of the certificate of incorporation. The incorporators are not necessarily officers, directors or shareholders, although it does not exclude them from being such. A minimum of one incorporator is required for a profit corporation. (Title 18, Section 1005)

MINIMUM FEE: \$50.00

Fee is \$1.00 per \$1,000.00
on Total Authorized Capital

PRINT CLEARLY

CERTIFICATE OF INCORPORATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405) 521-3912

The undersigned, for the purpose of forming an Oklahoma profit corporation pursuant to the provisions of Title 18, Section 1001, do hereby execute the following certificate of incorporation:

1. The name of the corporation is:

(NOTE: Please refer to procedure sheet for statutory words required to be included in the corporate name.)

2. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

Name	Street Address	City	County	Zip Code
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(P.O. BOXES ARE NOT ACCEPTABLE)

3. The duration of the corporation is: _____
(Perpetual unless otherwise stated)

4. The purpose or purposes for which the corporation is formed are:

5. The aggregate number of shares which the corporation shall have the authority to issue, the designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
COMMON _____		_____
PREFERRED _____		_____

6. If the powers of the incorporator(s) are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as director(s):

NAME MAILING ADDRESS CITY STATE ZIP CODE

7. The name and mailing address of the undersigned incorporator(s):

NAME MAILING ADDRESS CITY STATE ZIP CODE

Signed and dated this _____ day of _____, _____.

SIGNATURE OF ALL INCORPORATORS

SIGNATURE

SIGNATURE