

Articles of Incorporation of [Name]

Cumberland Presbyterian Church

The undersigned incorporators adopt the following Articles of Incorporation:¹

1. **Name.** The name of the corporation is [Name] Cumberland Presbyterian Church.²
2. **Nature of Corporation.** The corporation is a nonprofit religious corporation.
3. **Registered Office and Address.** The corporation's initial registered office³ shall be in [County], [state]. The street address of the initial registered office is:
[street address of registered office]
[city, state, zip code]
4. **Registered Agent.** The initial registered agent⁴ of the corporation at the registered office shall be [name of registered agent].

¹ This form is based on the Revised Model Nonprofit Corporation Act adopted Summer, 1987, by the Subcommittee on the Model Nonprofit Corporation Law of the Business Law Section of the American Bar Association. Many states have adopted the Model Nonprofit Corporation Act in some form or another. However, the requirements for Articles of Incorporation ("Articles") differ from state to state. This form should be used in conjunction with the advice of legal counsel. The footnotes in this form are for information only and are not intended to be included in the final version of the Articles.

² The model act does not require nonprofit corporations to include in their name the word "Incorporated," "Company" or a similar term or abbreviation. Some state laws do have such a requirement. Even if not required, the church may choose to include the term "Incorporated" or "Inc."

³ The registered office is the place where official notices can be mailed to the corporation and where the registered agent can be served with legal process on behalf of the corporation. It would be appropriate to use the church's address or another address where the registered agent can be found.

⁴ The registered agent is the person who will receive official notices and legal papers served on the corporation. This can be the church clerk or any other individual. Although the identity of the registered agent can be changed from time to time, there is some cost and inconvenience involved.

5. **Incorporator(s).** The names and addresses of the incorporators⁵ of the corporation are:

<u>[name of incorporator]</u>	<u>[name of incorporator]</u>
<u>[street address of incorporator]</u>	<u>[street address of incorporator]</u>
<u>[city, state, zip code of incorporator]</u>	<u>[city, state, zip code of incorporator]</u>

[Include names and addresses of all incorporators]

6. **Directors.** The directors of the corporation, who shall be called "Elders," shall be selected in the manner provided in bylaws adopted by the corporation.⁶
7. **Members.** The corporation shall have members.⁷
8. **Religious and Charitable Purposes.** The corporation is formed exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of its religious or charitable purposes. The assets of the corporation shall be dedicated to the religious and charitable purposes of the corporation. Upon dissolution of the corporation, the assets shall be distributed to [name of presbytery] of the Cumberland Presbyterian Church if that organization is then a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code; or otherwise to one or more such tax-exempt organizations as may be designated by [name of presbytery] of the Cumberland Presbyterian Church.⁸
9. **No Personal Liability for Directors.** No director of the corporation shall be personally liable to the corporation for monetary damages for breach of any fiduciary duty as a

⁵ At least one person must be named to sign the Articles as "incorporator." The model act requires that the Articles include the name, address, and zip code of each incorporator. The role of the incorporator is largely ceremonial and may include members of the Session, members of the incorporation committee, or any other person or persons.

⁶ As an option, the Articles may provide the names and addresses of the corporation's initial directors (that is, the members of the current Session). If this information is included, each director's term of office should be included as well and each director must sign the Articles of Incorporation.

⁷ Bylaws provisions will govern who the members are and how new members are received.

⁸ This provision is required in order for the corporation to be recognized by the Internal Revenue Service as a tax-exempt organization described in § 501(c)(3) of the Internal Revenue Code. The provisions for disposition of assets upon dissolution of the corporation are in accordance with the *Confession of Faith (Constitution, §§3.33-3.34)*.

director, except for any liability which cannot be limited by these Articles under state law.⁹

10. [Other].¹⁰

Dated this [day] day of [month], [year].

INCORPORATORS:

[Signature line for each incorporator and (if named in the Articles) the initial directors]

This instrument prepared by:

 [Name and address of Preparer]

⁹ This provision is based on an "alternative" section of the Model Nonprofit Corporation Act. The section permits the corporation, at its option, to include this provision which limits the personal liability of those who serve as directors of the corporation. The corporation cannot excuse a director's liability for certain types of acts, such as intentional misconduct, knowing violations of law, disloyalty to the corporation, or bad faith.

¹⁰ The church can include other information in the Articles. Because the Articles constitute an historical document and is intended to be a permanent public record, some churches include a short paragraph about the church's history. Such a provision both preserves church history and documents for future church historians that the church pre-dates the time of incorporation.

It is not necessary to include a provision describing the corporation's purposes and powers, but such provisions may be added if desired.

If the church desires to limit its obligations under state law to indemnify officers and directors (that is, to pay legal liabilities assessed against them and expenses incurred by them while acting in their official capacity), that limitation must be placed in the Articles.