



California Articles of Incorporation

Document 1075CA

www.leaplaw.com

Access to this document and the LeapLaw web site is provided with the understanding that neither LeapLaw Inc. nor any of the providers of information that appear on the web site is engaged in rendering legal, accounting or other professional services. If you require legal advice or other expert assistance, you agree that you will obtain the services of a competent, professional person and will not rely on information provided on the web site as a substitute for such advice or assistance. Neither the presentation of this document to you nor your receipt of this document creates an attorney-client relationship.

ARTICLES OF INCORPORATION
OF
[CORPORATE NAME]

These Articles of Incorporation, dated as of the ___ day of _____, 20__, are being duly executed and filed by the undersigned in order to form a corporation pursuant to the California Corporations Code:

FIRST: The name of this corporation (the “**Corporation**”) shall be:

[CORPORATE NAME]

SECOND: 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 professional permitted to be incorporation by the California Corporations Code. ¹

THIRD: The name and address in the State of California of this Corporation’s initial agent for service of process is: [NAME OF REGISTERED AGENT], [ADDRESS OF REGISTERED AGENT].

FOURTH: The total number of shares of all classes of stock that the Corporation is authorized to issue is [NUMBER] shares of common stock, \$[] par value per share. ²

[OR, to create more than one class of stock]

[FOURTH: The Corporation shall have [NUMBER] classes of stock. The total number of shares of stock which this Corporation shall have authority to issue is [], of which [] shares shall be common stock, \$[] par value per share; and [] shares of preferred stock, \$[] par value per share. Subject to the limitations prescribed by law and the provisions of this Articles of Incorporation, the board of directors of the Corporation is authorized to issue the preferred stock from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be determined by the board of directors in a resolution or resolutions providing for the issue of such preferred stock. Subject to the powers, preference, and rights of any preferred stock, including any series thereof, having any preference or priority over, or rights superior to, the common stock and except as otherwise provided by law, the holders of common stock shall have and possess all powers and voting and other rights pertaining to the stock of the Corporation and each share of common stock shall be entitled to one vote.]

[OPTIONAL: common optional provisions]

¹ The purpose of business should be exactly what is required by the California Corporations Code and should not be altered.

² (NOTE: The minimum franchise tax for CA corporations is \$800.00 per year. So there is no maximum stock for the minimum fee.)

[FIFTH: No director shall be personally liable to the Corporation or its Shareholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article FIFTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.]³

[SIXTH: The Corporation shall, to the maximum extent permitted from time to time under the law of the State of California, indemnify and upon request advance expenses to any person who is or was party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with any such action, suit, proceeding or claim, including the investigation, preparation to defend, or defense of such action, suit, pending proceeding or claim, provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any bylaw, agreement, vote of directors or Shareholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article SIXTH shall not adversely affect any right or protection of a director or officer of this Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.]⁴

IN WITNESS WHEREOF, this Articles of Incorporation has been executed by the sole incorporator as of the date first written above.

[Incorporator], Incorporator
[c/o Name and Address of Incorporator's
Employer]

³ See [Section 5230-5239](#) of the California Corporations Code.

⁴ See [Section 5238](#) of the California Corporations Code.