**ARTICLES OF INCORPORATION**

**OF**

**(NAME OF CHAPTER)**

*Note: State requirements for nonprofit articles of incorporation vary and many Secretary of State offices provide specific forms to fill out. By becoming a Chapter you are agreeing that you can use the NACPM name for as long as your chapter is authorized and in good standing by NACPM. Please find below a list of sections commonly required by States and the IRS. You will likely find a sample format on your website of the Secretary of State in your State and may even find a form you can fill-in online. (The roman numerals vary so consider this an example only).*

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the nonprofit corporation laws of the State of \_\_\_\_\_\_\_\_\_\_\_\_:

*Note: The leaders who start a nonprofit often wear several hats at once. Incorporators are those leaders who sign the Articles of Incorporation to bring the corporation into existence. Directors are the people in charge of the organization. It usually happens that the people who act as Incorporators of a nonprofit also serve as the initial Board of Directors (though that is not required) and often one of the Incorporators or Directors also serves as the registered agent at their home or business address.*

**Article I (Name of Organization)**

The name of the corporation is: (FILL IN STATE NAME) Chapter of the National Association of Certified Professional Midwives, Inc.

**Article II (Purpose)**

The purpose of the corporation is to engage in activities for the purpose of promoting and representing the common business interests of, and improving business conditions among, certified professional midwives (CPM), which shall include but not be limited to:

1. Building a more cohesive, influential, diverse and effective CPM workforce
2. Empowering, connecting and supporting CPMs
3. Influencing effective national and state public policy with the value inherent in CPM care
4. Sharing success stories, best practices, resources and learnings; and
5. Providing educational opportunities for midwives and advocates

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article III: Duration**

The period of duration of this corporation is perpetual.

*Note: Some states also ask how long your nonprofit corporation will be in existence. You should answer "perpetual" unless you want it to have a specific termination date, which we don’t think you do.*

**Article IV: Name and Address of Registered Agent**

The address, including street and number of the initial registered office of the corporation in this State is \_\_\_\_\_\_\_\_\_ and the name of the initial registered agent at such address is: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

*Note: Most states require the name and address (not a P.O. Box) of the nonprofit corporation's registered agent in the state of incorporation. The purpose of the registered agent is to provide a legal address in the event of a lawsuit. The registered agent is also where the state government sends official documents such as tax notices and annual reports. An officer of the State Chapter can serve as the registered agent. If the Chapter has established a principal office, this address should be listed as the agent's address. Otherwise, the agent's home address is acceptable.*

**Article V: Name and Addresses of Initial Directors:**

The number of initial Directors of this Corporation is three, who shall serve until the first annual meeting or until their successors are duly elected and qualified. Their names and addresses are as follows: (ADD LIST)

The number of Directors, their manner of election or appointment, and their terms and qualifications for office shall be as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than three.

**Article VI: Nonprofit Corporate Purposes and Restrictions:**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to the Chapters 501(c)(6) exempt purpose and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article VII: Members:** The corporation shall have members, whose classes, qualifications, and rights shall be as set forth in the by-laws of the corporation.

*Note: Technically the bylaws cannot be adopted until the corporation comes into existence, so they are adopted after the Secretary of State approves the filing of the Articles of Incorporation.*

IN WITNESS WHEREOF, the undersigned, being the Incorporators of [name of nonprofit] and the initial directors named in these Articles of Incorporation on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

INCORPORATORS

[signature]  
  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
[typed name], Incorporator Address

[signature]  
  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_   
[typed name], Incorporator Address

[signature]  
  
\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
[typed name], Incorporator Address

*Note: The minimum actual number of Incorporators and the number of Directors depends on your state's nonprofit incorporation requirements that can be obtained from your Secretary of State. Also note that if the initial directors are named in the Articles of Incorporation, it is not necessary to have incorporators. However, having both incorporators and initial directors may be advisable if the nonprofit wishes to demonstrate broad community support.*

***Additional Resources for State Leaders:***

* *Digital Media Law Project:*

[*http://www.dmlp.org/legal-guide/articles-incorporation-nonprofits*](http://www.dmlp.org/legal-guide/articles-incorporation-nonprofits)

* *Free Management Library:* [*http://managementhelp.org/boards/documents/articles-and-constitutions.htm*](http://managementhelp.org/boards/documents/articles-and-constitutions.htm)