

## ***INCORPORATION***

The following Chart has been designed to allow you in a summary format, determine the minimum requirements to incorporate in all 50 states and the District of Columbia.

The ***Second Column*** sets forth whether Cumulative Voting is automatically “granted”, “denied” or required by the individual state constitution or statutes. In most jurisdictions, the opposite can be provided for, if a provision is included in the Articles/Certificate of Incorporation, i.e., “Cumulative Voting is automatically granted in absence of a specific denial”.

The ***Third Column*** sets forth whether or not Preemptive Rights are automatically “granted”, “denied”, or “qualified granted.” In most jurisdictions, the opposite can be provided for, if a provision is included in the Articles/Certificate of Incorporation, i.e., “Preemptive Rights are automatically granted in absence of a specific denial”.

The ***Fourth Column*** sets forth the Maximum Number of Shares that can be authorized for the Minimum Incorporation Fee. If “None” is listed, the incorporation fee is not based on the authorized share structure.

The ***Fifth Column*** sets forth whether or not the “All Purpose Clause” is acceptable either alone or in combination with a specific purpose clause. If “No” is indicated, only a specific purpose clause can be used.

The ***Sixth Column*** sets forth the Minimum Number of Directors that are required by statutes. When the statement “3 unless fewer

shareholders” is used, the statutes indicate that the corporation must have a minimum of 3 directors, unless it has fewer than 3 shareholders, then it must have equal number of directors as shareholders.

The ***Seventh Column*** sets forth the Forms Required to incorporate a company in the selected state. The number of copies and the specific form are listed.

The ***Eighth Column*** sets the Minimum Fees required to incorporate. The fees include filing, recording and publication costs to incorporate a minimum company. If expedited service is available, the fee is set forth separately.

It should be noted that the Number of Incorporators, Blue Sky Provisions and Publication requirements have not been included in the Chart. The Incorporation Outlines should be consulted for complete details on the incorporation process in the individual states.

## ***INCORPORATION CHART***

<b>STATE</b>	<b>CUM. VOTE</b>	<b>PRE-EMPT RIGHT</b>	<b>MAXIMUM A/S FOR MINIMUM TAX</b>	<b>ALL PURPOSE CLAUSE PERMITTED</b>	<b>NUMBER OF DIRECTORS</b>	<b>FORM(S) REQUIRED</b>	<b>MINIMUM FEES</b>
<b>AL</b>	Denied	Granted	None	Yes	1	<p>One (1) executed original and two (2) conformed copies of the Articles of Incorporation along with a Certificate of Name Reservation as issued by the Secretary of State to the Probate Judge of the County wherein the initial registered office is located.</p> <p>Submit to the Department of Revenue within 30 days after the date of incorporation the Combined Initial Business Privilege Tax Return , Corporate Shares Tax Return and Annual Report.</p>	\$135
<b>AK</b>	Granted	Granted	\$100, 000 or 10,000 no par	Yes	1 unless number not set in articles or bylaws, then statute provides for 3	Duplicate executed copies of the Articles of Incorporation, Business License Application form, and Designation of Agent form, if necessary, to the Commissioner Commerce and Economic Development	\$250

STATE	CUM. VOTE	PRE-EMPT RIGHT	MAXIMUM A/S FOR MINIMUM TAX	ALL PURPOSE CLAUSE PERMITTED	NUMBER OF DIRECTORS	FORM(S) REQUIRED	MINIMUM FEES
AZ	Granted	Denied	None	Yes, but must state specific	1	<p>An original and one or more copies of articles of incorporation. The Commission shall return such copies with its file-mark endorsed thereon after filing the original.</p> <p>An original and one copy of the initial Certificate of Disclosure ,dated within thirty days of the delivery date.</p> <p>One (1) executed copy of the consent of Statutory Agent.</p>	\$210 plus \$35 for expedited
AR	Denied	Denied	None	Yes, but must state specific	1	<p>One (1) executed and (1) conformed copy of the Articles of Incorporation to the Secretary of State, who files the executed copy and returns the conformed copy with his file-stamp thereon, and issues a filing fee receipt.</p>	\$50

STATE	CUM. VOTE	PRE-EMPT RIGHT	MAXIMUM A/S FOR MINIMUM TAX	ALL PURPOSE CLAUSE PERMITTED	NUMBER OF DIRECTORS	FORM(S) REQUIRED	MINIMUM FEES
CA	Required	Granted - can't be denied	None	Yes	3 unless fewer shareholders	One (1) executed copy and two copies of the Articles of Incorporation for filing. The Secretary of State will compare and certify the two copies without charge.	\$135
CO	Granted	Denied	None	Yes	1	Two copies of the Articles of Incorporation for filing. The Secretary of State will compare and certify the two copies without charge.	\$50 (electronically) \$125 (paper)
CT	Denied	Denied	20,000 par or no par	Yes	1	Submit to the Secretary of State one (1) executed copy of the Certificate of Incorporation.  Submit to the Secretary of State one (1) executed copy of Organization & First Annual Form <i>within 30 days after the organization meeting or action in writing.</i>	\$200 plus \$25 for expedite service
DE	Denied	Denied	\$75,000 par or 1,500 no par (min. Annual Tax -3,000 par)	Yes	1	One (1) executed and two (2) copies of the Certificate of Incorporation	\$98
DC	Denied	Granted	\$100,000 par or 1,000 no par	No	1	Two (2) executed copies of the Articles of Incorporation.	\$120

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<b>FL</b>	Denied	Denied	None	Yes	1	One (1) executed original and copy of the Articles of Incorporation.	\$70.00
<b>GA</b>	Denied	Denied	None	Yes	1	Two (2) executed copies of the Articles of Incorporation along with the one (1) executed copy of the Transmittal Information form for Georgia Profit or Nonprofit Corporations.	\$100 plus \$100 expedite fee
<b>HI</b>	Required	Granted	None	Yes	1	One (1) executed copy and one (1) conformed copy of the Articles of Incorporation.	\$100 plus \$50 expedite fee
<b>ID</b>	Granted	Granted	None	Yes	1	Two (2) executed copies of the Articles of Incorporation. The Secretary of State files one (1) copy and issues a Certificate of Incorporation and affixes the other copy.	\$100
<b>IL</b>	Granted	Denied	None	Yes	1	Two (2) executed copies of the Articles of Incorporation (official form) - attachments are acceptable.	\$202.50

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<b>IN</b>	Granted	Denied	None	Yes	1	One (1) original and one (1) copy of the Articles of Incorporation	\$90
<b>IA</b>	Denied	Denied	None	Yes	1	One (1) executed copy of the Articles of Incorporation	\$50
<b>KS</b>	Denied	Denied	None	Yes	1	Two (2) executed copies of Articles of Incorporation	\$90
<b>KY</b>	Required	Denied	1,000 par or no par	Yes	1	One (1) executed original and two (2) conformed copies of the Articles of Incorporation	\$62
<b>LA</b>	Denied	Granted	None	Yes	1	Two (2) executed copies of the Articles of Incorporation and of the Initial Report.	\$93
<b>ME</b>	Denied	Qualified Granted	\$100,000 par or 3000 no par	Not Required	3 unless fewer shareholders	One (1) executed original or duplicate original of the Articles of Incorporation	\$145 plus \$50 for expedited service
<b>MD</b>	Denied	Granted	\$100,000 par or 5,000 no par	Yes	1	One (1) executed copy of the Articles of Incorporation accompanied by an executed Consent to Serve as Resident Agent	\$100 plus \$50 for expedited service

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<b>MA</b>	No Provision	Denied	\$275,000 par or no par	No	3 unless fewer shareholders	The printed executed original (official form - no photocopy) of the Articles of Organization	\$275
<b>MI</b>	Denied	Denied	60,000 par or no par	Yes	1	One (1) executed copy of Articles of Incorporation	\$60
<b>MN</b>	Granted	Granted	None	Yes	1	One (1) executed original of the Articles of Incorporation	\$135
<b>MS</b>	Granted prior to 7/1/02; Denied after 7/1/02	Denied	None	Yes	1	Two (2) executed copies of the Articles of Incorporation.	\$50 plus \$25 for expedite fee
<b>MO</b>	Granted	Qualified Grant	\$30,000 par or 30,000 No Par	Yes	1 unless number not set in articles, then statute provides for 3	Duplicate executed originals of the Articles of Incorporation	\$58
<b>MT</b>	Granted	Denied	50,000 par or no par	Yes	1	One (1) executed original and one (1) copy of the Articles of Incorporation	\$70
<b>NE</b>	Granted	Qualified Grant	\$10,000 par - no par not permitted	Yes	1	An original and a duplicate copy of the Articles of Incorporation	\$200

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<b>NV</b>	Denied	Denied	\$25,000 par or 25,000 no par	Yes	1	one (1) executed copy and one (1) copy of the Articles of Incorporation and one (1) executed and one (1) conformed copy of the Certificate of Acceptance, signed by the resident agent.	\$75
<b>NH</b>	Denied	Denied	None	Yes	1	One (1) executed original and one (1) copy of the Articles of Incorporation and one (1) executed original of Addendum (Blue Sky) to Articles of Incorporation.	\$85
<b>NJ</b>	Denied	Denied	None	Yes	1	One (1) executed copy of the Certificate of Incorporation	\$150 plus \$15 for Expedite fee
<b>NM</b>	Denied	Granted	100,000 par or no par	Yes	1	Two (2) executed copies of the Articles of Incorporation and two (2) executed copies of the Affidavit of Acceptance by Designated Initial Registered Agent	\$125



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<b>NY</b>	Denied	Granted	\$20,000 par or 200 no par	Yes	1	One (1) executed copy of the Certificate of Incorporation and fastened in backer which sets forth the title “ Certificate of Incorporation”, Name of the Corporation , Pursuant to Section 402 of the BCL and the name and address of individual filing the Certificate of Incorporation	\$135 plus \$25 for Expedite fee
<b>NC</b>	Denied	Denied	None	Yes	1	One (1) executed original and copy of the Articles of Incorporation	\$125
<b>ND</b>	Required	Qualified Grant	\$50,000 par or 500,000 no par	Yes	1	One (1) executed original of the Articles of Incorporation and of Statement of Consent to Serve as a Registered Agent (official form)	\$90
<b>OH</b>	Required	Denied	850 par or no par value	Yes	3 unless fewer shareholders	One (1) executed original of the Articles of Incorporation and of Statement of Consent to Serve as a Registered Agent (official form).	\$125 (add \$100 for expedited service)

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<b>OK</b>	Denied	Denied	\$50,000 par or 1,000 no par	Yes	1	Two (2) executed copies of the Certificate of Incorporation	\$50
<b>OR</b>	Denied	Denied	None	Yes	1	One (1) executed original and 1 true copy of the Articles of Incorporation	\$50
<b>PA</b>	Granted	Denied	None	Yes	1	Two (2) executed copies of the Articles of Incorporation and three (3) unsigned copies of the Docketing Statement (official form).	\$250
<b>RI</b>	Denied	Granted	75,000 par or no par	Yes	1	One (1) executed copy of the "Original Articles of Incorporation and 1 executed copy of the "Duplicate Original Articles of Incorporation".	\$230
<b>SC</b>	Granted	Limited Grant	None	Yes	1	one (1) executed original and one (1) conformed copy of the Articles of Incorporation along with one (1) executed original of Initial Annual Report of Corporations (official form) .	\$135

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<b>SD</b>	Granted	Granted	None	Yes	1	One (1) executed original and one (1) conformed copy of the Articles of Incorporation; and, one (1) executed original and one (1) conformed copy of consent of registered agent.	\$150
<b>TN</b>	Denied	Denied	None	Yes	1	Two (2) executed copies of the Charter and submit to the office of the Register of Deeds in the county wherein the corporation has its principal office, if such office is in Tennessee, a certified copy of the Charter for recording.	\$100 + recording fee of \$5 plus \$.50 in excess of 5 pages
<b>TX</b>	Denied	Denied	None	Yes	1	One (1) executed original and 1 copy of the Articles of Incorporation.	\$300 plus \$25 expedite fee
<b>UT</b>	Denied	Denied	None	Yes	3 unless fewer shareholders	One (1) executed original and 1 conformed copy of the Articles of Incorporation and 1 executed original and one (1) conformed copy of consent to appointment by registered agent.	\$52 plus \$55 expedite fee

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<b>VT</b>	Denied	Denied	None	Yes	3 unless fewer shareholders	One (1) executed original and 1 conformed copy of the Articles of Incorporation.	\$75
<b>VA</b>	Denied	Qualified Grant	5,000 par or no par	Yes	1	One (1) executed original of the Articles of Incorporation.	\$75
<b>WA</b>	Granted	Granted	None	Yes	1	One (1) executed original and one (1) conformed copy of the Articles of Incorporation.	\$180
<b>WV</b>	Granted	Granted	\$5,000 par	Yes	1	Duplicate executed originals of the Articles of Incorporation.	\$100
<b>WI</b>	Denied	Denied	9,000 par or no par	Yes	1	One (1) executed and one (1) conformed copy of the Articles of Incorporation.	\$100

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<b>WY</b>	Denied	Denied	None	Yes	1	<p>One (1) executed original and one (1) conformed copy of the Articles of Incorporation and one (1) executed original and one (1) conformed copy of Consent to Appointment by Registered Agent</p> <p>Submit to the Registered Agent a List of Officers and Directors (unofficial form) when submitting the Articles of Incorporation to the Secretary of State for filing.</p>	\$100