**Sample Articles of Incorporation**

*This resource is provided by Beta Theta Pi’s Housing Department. This template document is intended as a guide for Beta Theta Pi volunteers establishing a house corporation. Each state and commonwealth has unique requirements for nonprofit incorporations; before drafting articles of incorporation, please visit your secretary of state web site and research state-specific requirements. We also strongly recommend that an attorney with nonprofit corporate expertise in your state review your articles of incorporation and bylaws. Standards for incorporating in Canada are similar to those in the United States; see online resources provided by the Canadian government. If you have questions, updates, or suggestions, please contact John Reineke, Chief Housing Officer (**john.reineke@beta.org**; 800-800-BETA).*

We, the undersigned, being all of full age and citizens, have this day voluntarily associated ourselves together in order to form a non-stock, non-profit corporation for the purposes hereinafter stated. Under the laws of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, do here adopt the following Articles of Incorporation for such corporation.

**Article I: Name**

The name of the corporation is \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

*Before selecting a name, brainstorm two or three options and search on your secretary of state website to see if the name is already taken. We recommend that you use a name that clearly indicates who you are and what chapter you are serving. Examples might be: “Alpha Alpha Chapter House Corporation of Beta Theta Pi”; “Beta Theta Pi Housing Corporation of Alpha Alpha Chapter”; “Beta Theta Pi Alpha Alpha House Corporation.” We discourage obscure names such as “Brown Trust” or “Illinois Brotherhood Association.”*

**Article II: Purposes**

*This section tells the state the purpose of your corporation and details the scope of authority of its directors.*

The purpose or purposes for which the corporation is organized are to promote and foster the fraternal principles and ideals of the Beta Theta Pi Fraternity, and to purchase, take, receive, lease, take by gift, grant assignment, transfer, devise or bequests, or otherwise acquire and hold real and personal property for a chapter house or lodge and the furnishings for the \_\_\_\_\_\_\_\_\_\_\_\_ chapter of Beta Theta Pi Fraternity, located at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ college or university.

In furtherance of any one or more of the purposes specified above, but only to the extent permissible under Section Code 501 (C) (7) of the Internal Revenue Code, the corporation shall have the following powers:

1. To have a corporate seal and to use the same by causing it or a facsimile thereof to be impressed or fixed or in any other manner reproduced.

2. To sell and convey, mortgage, pledge, lease as leaser and otherwise dispose of all or any part of its properties and assets.

3. To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes; to issue its notes, bonds, and other obligations by mortgage, pledge, or deed of trust of all or any of its purposes and income, and to invest its funds from time to time and to lend money for its corporate purposes and to take and to hold real and personal property for the payment of funds still invested or loaned.

4. To elect or appoint officers and agents of the corporation and to define their duties.

5. To make, rescind and alter bylaws not inconsistent with these articles or the laws of the state, or the constitution, bylaws and regulations of Beta Theta Pi Fraternity for the proper administration and regulation of the affairs of the corporation.

6. To cease its corporate activities and surrender its corporate charter subject to the approval of the officers of the corporation.

7. The doing of all things necessary or convenient in connection with or for carrying on said business, and the buying and selling of such real estate and personal property as may seem proper to the board of directors.

**Article III: Duration**

The period of duration of the corporation is perpetual.

*The duration is the period of time you intend to be incorporated; some states default to perpetual unless the articles of incorporation state otherwise. Our intent is that the house corporation for a chapter will live in perpetuity.*

**Article IV: Names and Addresses of Incorporators**

The name and address of each incorporator is:

*Include the names and contact information of the volunteers who are starting the house corporation. Some states require a minimum number of people to be listed in this section. Although volunteers will rotate out of these positions in the future, this section does not need to be revised – it is intended to list the names of the original incorporators of the business.*

**Article V: Registered Office**

The initial registered office of the corporation shall be \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_and its registered agent of said address shall be\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

*The purpose of having a registered agent is to provide a public record of the name of a person associated with the corporation. The state will use this address to send official correspondence related to the corporation. The registered agent must be a person. We recommend against using the chapter house address for the registered agent because important paperwork might get lost or misplaced over breaks. Check your state requirements, as some do not allow PO Boxes to be used as the official address.*

**Article VI: Membership**

The membership of the corporation shall consist of all [initiated members / alumni members] in good standing of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Chapter. Beta Theta Pi alumni from other chapters may serve on the house corporation by invitation of the board of directors.

*One important decision in establishing a house corporation is determining who is a member of the corporation. Most house corporations include all alumni members of the chapter as members of the house corporation but allow non-members and initiated members from other Beta Theta Pi chapters to serve as officers of the corporation. This broadens the pool of volunteers from whom you can recruit for service on the house corporation.*

**Article VII: Directors**

The corporation shall be governed and operated by a board of directors that shall perform the duties and have all rights and authority of a board of directors under the law, as well as such other rights as are herein granted and as set forth in the bylaws of the corporation. There shall be a minimum of five (5) directors on the corporation board, and the incorporators shall constitute the initial board of directors. The election and term of the directors shall be set forth in the bylaws.

*Some states require the corporation to have a minimum number of directors (three is a typical number). Other states require the number of directors to be spelled out in the articles of incorporation. If your state allows, we recommend that the exact number of directors be specified in the bylaws only, not in the articles of incorporation. This gives the house corporation maximum flexibility in the future without having to amend the articles of incorporation (which must be re-filed with the state, sometimes for a fee). If required to specify the number of directors in the articles of incorporation, we recommend a minimum, such as the one above, or a range. Again, this gives the corporation flexibility to grow or shrink the directors as the work of the corporation dictates.*

**Article VIII: Limitations**

The corporation does not contemplate pecuniary gain or profit incidental or otherwise to its members, and accordingly no profits will inure to the benefit of any individual. No part of any funds of the corporation shall inure to the benefit of or be distributed to its members, trustees, or officers, or to 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 and furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

*The language above is specific to nonprofit corporations; check your state requirements to see if they have similar recommended or required wording.*

**Article IX: Dissolution**

In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation, after the payment and satisfaction of all liabilities and obligations of said corporation then existing, shall be transferred, conveyed, and be distributed to Beta Theta Pi Fraternity, an Ohio nonprofit corporation, with its principal place of business in Oxford, Ohio.

*Most states require a dissolution clause, which specifies what happens to the assets of the corporation should it cease to exist. The bylaws will include a similar paragraph. In theory, if a chapter closes and we (General Fraternity and local leaders) jointly determine that Beta will not return to that campus any time soon, the corporation would be dissolved and the assets would be transferred to the General Fraternity to be held in escrow for a future re-colonization. If we thought that the chapter could return within a reasonable time frame, then the house corporation should remain active.*

**Article X: Governance**

This corporation shall be subject at all times to the Constitution, Bylaws, Rules and Regulations of Beta Theta Pi Fraternity, of which \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ is a chapter.

*This section recognizes that the house corporation, while separately incorporated, is part of the broader domain of Beta Theta Pi Fraternity and that there are other policies and rules that govern that organization by which the house corporation is expected to abide.*

In WITNESS WHEREOF, these Articles of Incorporation have been executed on this \_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_.

*Typically articles of incorporation are sealed with the corporate seal, if there is one, or notarized. Your state may have specific requirements.*