

# **Articles of Incorporation of**

\_\_\_\_\_, Inc.  
**(name of particular church)**

[Note: The Secretary of State's Office generally has a list of names that have already been used or reserved. Check that list. It may be necessary and advisable to include the city's name in the name of the church corporation.]

## **ARTICLE I NAME**

The name of the corporation is \_\_\_\_\_, Inc.  
(name of particular church)

## **ARTICLE II TYPE**

The Corporation is a nonprofit religious corporation.

## **ARTICLE III DURATION**

The period of duration of the Corporation is perpetual.

## **ARTICLE IV PURPOSES**

The purposes for which the Corporation is formed are more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) including:

The Great Ends of the church:

- the proclamation of the gospel for the salvation of humankind;
- the shelter, nurture, and spiritual fellowship of the children of God;
- the maintenance of divine worship;
- the preservation of the truth;
- the promotion of social righteousness; and
- the exhibition of the kingdom of heaven to the world.

In furtherance of the Constitution of the Presbyterian Church (U.S.A.) and the purposes stated above, the Corporation shall exercise powers as set out herein.

**ARTICLE V**  
**SUPPORT AND CONFORM TO THE CONSTITUTION OF THE PRESBYTERIAN CHURCH (U.S.A.)**

The Corporation shall support, at all times and in all respects, the Constitution of the Presbyterian Church (U.S.A.). The Corporation and all of its property, both real and personal, shall be subject to the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The business of the Corporation shall be conducted in conformity with the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

**ARTICLE VI**  
**ALL PROPERTY HELD IN TRUST FOR THE PRESBYTERIAN CHURCH (U.S.A.)**

All property, both real or personal, held by or for the particular church, whether title is lodged in the Corporation, the board of trustees or a trustee, or an unincorporated association, and whether the property is used in programs of the particular church or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.).

**ARTICLE VII**  
**POWERS AND DUTIES**

The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.):

- To receive, hold, encumber, manage, and transfer property, real or personal, for the church;
- To accept and execute deeds of title to such property;
- To hold and defend title to such property;
- To manage any permanent special funds for the furtherance of the purposes of the church.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the corporation shall have all of the general powers of a nonprofit religious corporation organized under \_\_\_\_\_(state religious nonprofit incorporation statute)

The powers and duties of the trustees shall not infringe upon the powers and duties of the session and the board of deacons of the church and such powers and duties shall be exercised in conformity with the Constitution of the Presbyterian Church (U.S.A.) In addition, the Corporation shall not engage in ultra vires acts.

## **ARTICLE VIII**

### **MEMBERS**

Only members on the active role of the \_\_\_\_\_ (name of particular church) shall be members of the Corporation and eligible for election as trustees.

## **ARTICLE IX**

### **TRUSTEES**

The directors of the Corporation are designated trustees. The trustees shall be those persons who are elected, installed, and serving as active elders of the session of \_\_\_\_\_ (name of particular church). They must also be eligible under civil law.

[Note: The preferred and most efficient model is this one: The session and the board of trustees is identical. Some states may prohibit this dual capacity; your local attorney should check state law in this regard. Also, some churches may simply choose to have a separate board of trustees. If the church designates a trustee board other than the elders of session, then different language should be used for this article. See the Book of Order for particular requirements when another board is designated.]

## **ARTICLE X**

### **OFFICERS**

The bylaws identify and provide for the method of election or appointment of the officers of the Corporation.

## **ARTICLE XI**

### **BYLAWS**

The bylaws of the Corporation shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The bylaws will be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation but must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

**ARTICLE XII**  
**INITIAL BOARD OF TRUSTEES**

The number of trustees constituting the initial board of trustees shall be \_\_\_\_\_ [not less than three] and the names and addresses of the persons who are to serve as the initial trustees and until their successors are elected and installed are:

(name) (address)

(name) (address)

(name) (address)

(name) (address)

(name) (address)

**ARTICLE XIII**  
**INCORPORATORS**

The names and addresses of the incorporators are:

(name)

(name)

(name)

(name)

(name)

(address)

(address)

(address)

(address)

(address)

**ARTICLE XIV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the Corporation's initial Registered Office and the name of its initial Registered Agent at this address is:

(Clerk of Session)

(Street Address of Particular Church)

(City, State, Zip Code)

**ARTICLE XV**  
**AMENDMENTS**

The articles of incorporation of the Corporation may be amended or added to, or new articles of incorporation may be adopted, by the affirmative vote of two-thirds of the members of the Corporation; provided that the articles of incorporation must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

[Note: Your attorney should determine if state law requires a different articles of incorporation amendment process but the required conformity with the Constitution of the Presbyterian Church (U.S.A.) must always be present.]

**ARTICLE XVI**  
**RESTRICTIONS ON CORPORATIONS EXEMPT FROM FEDERAL TAXATION**

No part of the assets 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on

- (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XVII**  
**DISSOLUTION**

If the church is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have

shall be vested in and be the property of the Presbytery of

\_\_\_\_\_ (name of Presbytery of membership) of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used and applied for such uses, purposes and trust as the Presbytery may direct, limit and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).