

ARTICLES OF INCORPORATION¹
OF
[NAME OF FOUNDATION]

ARTICLE I

The name of this corporation is *[NAME OF FOUNDATION]*.²

ARTICLE II

A. This corporation is a nonprofit public benefit corporation³ and is not organized for the private gain of any person. It is organized under the *[Applicable Statute]* for charitable purposes.⁴

B. The purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"),⁵ to improve the health of all residents of *[Insert name of state, region, or service area of the nonprofit here]*⁶.

[More specific purposes can be included so long as they accurately reflect and are consistent with the purposes of the converting entity and so long as they do not restrict the use of the foundation resources to pre-identified, specific populations or groups.]

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process is *[Name of Agent, Address of Agent]*.

ARTICLE IV

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3)⁷ of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.⁸

ARTICLE V

A. The property of this corporation is irrevocably dedicated to the charitable purposes stated in Article II.B., and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or to any other private person.

B. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code. Any such funds distributed would continue to support the purposes as stated Article II.B.

ARTICLE VI

Any amendment to these Articles of Incorporation, any merger or other corporate reorganization involving this corporation, and the plan of distribution of the assets of this corporation upon dissolution of this corporation shall require the prior written consent of the Attorney General of the State of [Name of State].

ARTICLE VII

In addition to any other rules or restrictions applicable under law and regardless of whether or not it is classified as a private foundation under Section 509 of the Internal Revenue Code, this corporation:

- a. shall make distributions for each taxable year at such time and in such manner as required under Section 4942 of the Code;
- b. shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;
- c. shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;
- d. shall not make any jeopardizing investments to tax under Section 4944 of the Code; and
- e. shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

DATED:

[Name of Incorporator], Incorporator

NOTES

¹ This document presents a basic form for Articles of Incorporation (Certificate of Incorporation in some states). Each state has its own unique set of issues that must be addressed in the Articles, and therefore, it is essential to consult with legal counsel with expertise in the jurisdiction in which the Foundation will be incorporated. For example, many states require the initial Board of Directors to be named in the Articles.

² Ideally, the name of the Foundation reflects the name of the community to be served and does not contain self-serving language designed to promote the organization that is converting.

³ This terminology should reflect the corporate law of the state of incorporation. Not all state corporate statutes use the terms “public benefit” to classify certain nonprofits.

⁴ Fill in the legal name of the law governing corporations formed to benefit the public in the applicable state. For example, in California, the applicable law is the “California Nonprofit Public Benefit Corporation Law.”

⁵ Throughout the Articles of Incorporation, any reference to 501(c)(3) should also include the phrase “as amended, or the corresponding provisions of any future United States internal revenue law.”

⁶ Please note that for some converting organizations, a State’s charitable trust rules may place specific restrictions on the scope of the Foundation’s permitted charitable purposes. It is necessary to consult state law, as well as the purposes clause in the Articles of Incorporation of the converting entity. Please note also that the purposes clause assumes that the Foundation will be a Section 501(c)(3) private foundation. If the organization will seek to qualify as a supporting organization under Section 509(a)(3) of the Internal Revenue Code, then this purposes clause must contain specific language to qualify under that Section – language which is not being provided here.

⁷ 501(c)(3) organizations that are classified as private foundations are subject to Federal tax laws that include important public protections. For a foundation that incorporates as a 501(c)(4) social welfare organization, a public charity, or a supporting organization, none of which is subject to the stringent private foundation rules, these important public protections should be incorporated into the articles and by-laws. See Article VII.

⁸ This language would prohibit a foundation that does qualify as a public charity, for example

under Section 509(a)(3), from making the election to lobby under Section 501(h).