

Instructions for completing the Articles of Incorporation of a Cannabis Cooperative Association (Form ARTS-CCA)

To form a Cannabis Cooperative Association (corporation) in California, you must file Articles of Incorporation with the California Secretary of State.

- Form ARTS-CCA has been created for ease in filing, however, any format may be used, provided it meets statutory requirements.
- Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs and whether additional article provisions for the corporation are needed.
- **Important:** Shareholders of a cannabis cooperative association are limited to cultivators who only hold a single [Type 1 or Type 2 license](#). Collectively, such shareholders shall not grow more than **four acres** of total canopy size of cultivation throughout the state during the period that the respective licenses are valid. For additional limitations, please review Business and Professions Code sections [26220 et seq.](#) For more information regarding Type 1 or Type 2 cultivation licenses, go to cannabis.cdfa.ca.gov.

Fees:

- **Filing Fee:** The fee for filing Articles of Incorporation is \$100.00.
- **Faster Service Fee:**
 - **Counter Drop Off:** A separate, non-refundable **\$15.00** counter drop off fee is required if you deliver in person your completed document at our Sacramento office. The \$15.00 counter drop off fee provides priority service over documents submitted by mail. The special handling fee is not refundable whether the document is filed or rejected.
 - **Guaranteed Expedite Drop Off:** For more urgent submissions, documents can be processed within a guaranteed timeframe for a non-refundable fee in lieu of the counter drop off fee. For detailed information about this faster processing service through our Preclearance and Expedited Filing Services, go to www.sos.ca.gov/business/be/service-options.
 - Counter and guaranteed expedite services are available only for documents *delivered in person (drop off) to our Sacramento office*.

Copies: Upon filing, we will return one (1) plain copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee. To obtain additional certified copies of the filed document, include payment for copy fees and certification fees at the time the document is submitted. Additional copy fees are \$1.00 for the first page and \$0.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per document. Plain copies may be viewed and downloaded for **free** using our California Business Search at BusinessSearch.sos.ca.gov.

Payment Type: Check(s) or money orders should be made payable to the Secretary of State. **Do not send cash by mail.** If submitting the document in person in our Sacramento office, payment also may be made by credit card (Visa or MasterCard).

Processing Times: For current processing times, go to www.sos.ca.gov/business/be/processing-times.

Type or legibly print in black or blue ink. **Complete the Articles of Incorporation of a Cannabis Cooperative Association (Form ARTS-CCA) as follows:**

Item	Instruction	Tips
1.	Enter the name of the proposed corporation exactly as it is to appear on the records of the California Secretary of State.	<ul style="list-style-type: none"> • There are legal limitations on what name can be used for the corporation. For general corporation name requirements and restrictions or for information on reserving a corporation name prior to submitting Form ARTS-CCA, go to www.sos.ca.gov/business/be/name-availability. • A name reservation is not required to submit Form ARTS-CCA.

		<ul style="list-style-type: none"> • A preliminary search of corporation names already of record can be made online through our Business Search at BusinessSearch.sos.ca.gov. Please note: The Business Search is not intended to serve as a formal name availability search. For information on checking or reserving a name, refer to the name availability link above.
2a.	Enter the complete street address, city, state and zip code of the corporation's initial address.	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city, state and zip code. • Do not enter a P.O. Box address or abbreviate the name of the city.
2b.	If different from the address in Item 2a, enter the corporation's initial mailing address.	<ul style="list-style-type: none"> • This address will be used for mailing purposes and may be a P.O. Box address. • Do not abbreviate the name of the city.
2c.	If different than the city listed in item 2a, enter the city where the principal office for the transaction of business of the corporation is to be located.	<ul style="list-style-type: none"> • Do not abbreviate the name of the city.
3a & b.	<p>If Individual Agent:</p> <ul style="list-style-type: none"> • Enter the name of the initial agent for service of process and the agent's complete California street address, city and zip code. • If an individual is designated as the initial agent, complete Items 3a and 3b and proceed to Item 4. Do not complete Item 3c. 	<ul style="list-style-type: none"> • The complete street address is required, including the street name and number, city, state and zip code. • Do not enter a P.O. Box address or abbreviate the name of the city. • An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, subpoenas, other types of legal notices, etc.) on behalf of the corporation. • There are two types of Agents that can be named: <ul style="list-style-type: none"> - an individual (owner, officer, director or any other individual) who resides in California with a physical California street address; or - a registered corporate agent qualified with the California Secretary of State • The individual agent should be aware that the name and the physical street address of the agent for service of process is a public record, and viewable online (as are all the addresses of the corporation and its officers and directors named in the filings.)

3c.	<p>If Registered Corporate Agent:</p> <ul style="list-style-type: none"> Enter the name of the initial registered corporate agent <i>exactly</i> as registered in California. If a registered corporate agent is designated as the initial agent, complete Item 3c and proceed to Item 4. Do not complete Items 3a and 3b. 	<ul style="list-style-type: none"> Before a corporation is designated as agent for another corporation, that corporation must have a current agent registration certificate on file with the California Secretary of State, pursuant to Section 1505 stating the address(es) of the registered corporate agent and the authorized employees that will accept service of process of legal documents and notices. Advanced approval must be obtained from a registered corporate agent prior to designating that corporation as your agent for service of process. No California or foreign corporation may register as a California corporate agent unless the corporation currently is authorized to engage in business in California and is in good standing on the records of the California Secretary of State. Provide your Registered Corporate Agent's exact name as registered with the California Secretary of State. To confirm that you are providing the exact name of the Registered Corporate Agent, go to https://businessfilings.sos.ca.gov/frmlist1505s.asp. A corporation cannot name itself as agent.
4.	<p>Enter the number of shares the corporation is authorized to issue.</p> <p>Do not leave blank or enter zero (0).</p>	<ul style="list-style-type: none"> The corporation must authorize at least 1 share but can authorize any number of shares. This form only may be used for a single class of shares. If the corporation needs a multiple share structure, you must compose your own Articles of Incorporation. Before shares of stock are sold or issued, the corporation must comply with the Corporate Securities Law of 1968 administered by the California Department of Business Oversight. For more information, go to dbo.ca.gov or call the California Department of Business Oversight at (866) 275-2677. If organized without shares of stock, you must compose your own Articles of Incorporation.
5.	<p>The purpose statement is required by statute and must not be altered.</p>	
6a.	<p>Enter the number of directors.</p> <p>Must have at least three (3) initial directors.</p> <p>Do not leave blank or enter zero (0).)</p>	<ul style="list-style-type: none"> The number of directors must be inserted. If a fixed number is set forth, the number of directors must be at least three (3). If a range of directors is set forth, the minimum shall not be less than three (3) and the maximum shall not be greater than two times the stated minimum minus one (1). For example, if the minimum number of directors is 4: $4 \times 2 = 8 - 1 = 7$ so the range is 4-7.
6b.	<p>Enter the name and address of the initial directors.</p>	<ul style="list-style-type: none"> If you have more than 3 initial directors: <ul style="list-style-type: none"> Place the name and address on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form ARTS-CCA and attach the extra page(s) to the completed Form ARTS-CCA. All attachments are part of this document.

		<ul style="list-style-type: none"> • Multiple Form ARTS-CCA with different directors will be returned without being filed.
7.	Form ARTS-CCA must be signed and acknowledged by each initial director.	<ul style="list-style-type: none"> • If you need more space for signatures: <ul style="list-style-type: none"> ○ Place the additional signatures on only one side of a standard letter-sized piece of paper (8 1/2" x 11") clearly marked as an attachment to Form ARTS-CCA and attach the extra page(s) to the completed Form ARTS-CCA. ○ All attachments are part of this document. • Multiple Form ARTS-CCA with different signatures will be returned without being filed.

Mail Submission Cover Sheet (Optional): To make it easier to receive communication related to **this document**, including receipt of the copy of the filed document, complete the Mail Submission Cover Sheet. For the Return Address: enter the name of a designated person and/or company and the corresponding mailing address. Please note the Mail Submission Cover Sheet will be treated as correspondence and will not be made part of the filed document.

Where to File: Completed forms along with the applicable fees, if any can be mailed to Secretary of State, Business Entities Filings Unit, P.O. Box 944260, Sacramento, CA 94244-2260 or delivered in person (drop off) to the Sacramento office, 1500 11th Street, 3rd Floor, Sacramento, CA 95814. This form is filed only in the Sacramento office.

Legal Authority: General statutory filing provisions are found in Business and Professions Code Sections [26220 through 26231.2](#) and [Title 1, Division 1 of the California Corporations Code](#). All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information (Form SI-550) must be filed with the California Secretary of State within 90 days **after** filing the Articles of Incorporation **and each year** thereafter during the applicable filing period. The applicable filing period is the calendar month in which the Articles of Incorporation were filed and the immediately preceding five calendar months. (Section [1502](#).) For faster service, the Statement of Information online at bizfile.sos.ca.gov.

Minimum Tax Requirement: Most corporations must pay a minimum tax of \$800 to the California Franchise Tax Board each year. (California Revenue and Taxation Code section [23153](#).) For more information, please refer to the California Franchise Tax Board's Guide for Corporations Starting Business in California (FTB Publication 1060) at <https://www.ftb.ca.gov/forms/misc/1060.pdf>.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, see Additional Resources at bizfile.sos.ca.gov. Note: The California Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation. For additional licensing information, visit cannabis.ca.gov.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company: _____

Address: _____

City/State/Zip: [_____]

Secretary of State Use Only	
T/TR:	_____
AMT REC'D:	\$ _____



Secretary of State
Articles of Incorporation of a Cannabis Cooperative Association
 (For Profit Cannabis Corporation)

ARTS-CCA

IMPORTANT — Read Instructions before completing this form.
ENTITY LIMITATIONS – Shareholders of a cannabis cooperative association are limited to cultivators who hold a single *Type 1 or Type 2 license*. Collectively, such shareholders cannot grow more than **four (4) acres** of total canopy size throughout the state during the active license period. For additional limitations, please review Business and Professions Code sections *26220 et seq.*

Filing Fee – \$100.00
Copy Fees – First page \$1.00; each attachment page \$0.50;
 Certification Fee - \$5.00

Note: Corporations may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

Above Space for Office Use Only

1. Corporate Name (Go to www.sos.ca.gov/business/be/name-availability for general corporate name requirements and restrictions.)

The name of the corporation is _____

2. Business Addresses (Enter the **complete** business addresses.)

a. Initial Street Address of Corporation - Do not list a P.O. Box	City (no abbreviations)	State	Zip Code
b. Initial Mailing Address of Corporation, if different than item 2a	City (no abbreviations)	State	Zip Code
c. City of the Corporation's Principal Office, if different than the city listed in item 2a (No abbreviations)			

3. Agent for Service of Process

Item 3a and 3b: If naming an **individual**, the agent must reside in California and Items 3a and 3b must be completed with the agent's name and **complete** California street address.

Item 3c: If naming a California Registered **Corporate Agent**, a current agent registration certificate must be on file with the California Secretary of State and Item 3c must be completed (leave Item 3a-3b blank).

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code
c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b			

4. Shares (Enter the **number of shares** the corporation is authorized to issue. **Do not** leave blank or enter zero (0).)

This corporation is authorized to issue only one class of shares of stock, with no par value.
 The total number of shares of common stock which this corporation is authorized to issue is _____ .

5. Purpose Statement (Do not alter the Purpose Statement.)

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code. This corporation is a Cannabis Cooperative Association formed pursuant to Division 10, Chapter 22 (commencing with *Section 26220*) of the Business and Professions Code. **Each shareholder of the corporation must hold a single Type 1 or Type 2 license and collectively cannot grow more than four (4) acres of total canopy size throughout the state during the active license period.**

Continue on Next Page



Secretary of State
Articles of Incorporation of a
Cannabis Cooperative Association
 (For Profit Cannabis Corporation)

6. Directors

Enter the number of directors. Must have at least three (3) initial directors. **Do not** leave blank or enter zero (0).

a. The number of directors of the corporation shall be _____.

Enter the names and addresses of the initial directors. **Do not** leave blank.

If more than 3 directors, attach additional pages ([See Instructions](#).) Attachments are made part of this document.

b. The names and address of the persons who are to serve as the initial directors.

1) Initial Director 1's First Name	Middle Name	Last Name	Suffix
Initial Director 1's Address	City (no abbreviations)	State	Zip Code
2) Initial Director 2's First Name	Middle Name	Last Name	Suffix
Initial Director 2's Address	City (no abbreviations)	State	Zip Code
3) Initial Director 3's First Name	Middle Name	Last Name	Suffix
Initial Director 3's Address	City (no abbreviations)	State	Zip Code

Read the Acknowledgement and Sign Below ([See Instructions](#). Office or title not required.)

By signing this document, I declare that I am engaged in the lawful cultivation of cannabis products. I further declare that I am the person who executed this document as an initial director, which execution is my act and deed and the information is true and correct. By signing this document, I further propose to incorporate this Cannabis Cooperative Association pursuant to Division 10, Chapter 22 (commencing with [Section 26200](#)) of the Business and Professions Code.

 Signature of Initial Director

 Type or Print Name of Initial Director

 Signature of Initial Director

 Type or Print Name of Initial Director

 Signature of Initial Director

 Type or Print Name of Initial Director