Instructions for Completing the
Articles of Incorporation of a Nonprofit Mutual Benefit Corporation (Form ARTS-MU)

A corporation organized for other than religious, charitable, civic league or social welfare purposes and planning to obtain state tax exempt status under provisions other than California Revenue and Taxation Code section 23701d and 23701f, and/or federal tax exempt status under Internal Revenue Code section 501(c)(4) or is not planning to be tax exempt at all, is a nonprofit Mutual Benefit corporation. To form a Nonprofit Mutual Benefit Corporation in California, you must file Articles of Incorporation with the California Secretary of State.

- Form ARTS-MU has been created for ease in filing, however, you can compose your own document, 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 Additional Steps to Obtain Tax Exemption and Avoid Paying the Minimum $800 Annual Tax:

- California nonprofit corporations are not automatically exempt from paying California franchise tax or income tax each year. Most corporations must pay a minimum tax of $800 to the California Franchise Tax Board (FTB) each year. (California Revenue and Taxation Code section 23153.)
- A separate Exemption Application (Form FTB 3500) is required in order to obtain tax exempt status in California. For more information, go to https://www.ftb.ca.gov/forms/misc/927.html#927.
- For information regarding FTB forms and publications visit their website at ftb.ca.gov or contact the FTB at (800) 852-5711 (from within the U.S.) or (916) 845-6500 (from outside the U.S.).

Fees:

- **Filing Fee:** The fee for filing Articles of Incorporation of a Nonprofit Mutual Benefit Corporation is $**30.00**.
- **Faster Service Fee:**
  - Counter and guaranteed expedite services are available only for documents *submitted in person (drop off) to our Sacramento office*.
  - **Counter Drop Off:** A separate, non-refundable **$15.00** counter drop off fee is required if you submit in person (drop off) 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 instead 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.

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 copies or 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.

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.

If you are not completing this form online, please **type or legibly print** in black or blue ink. **Complete the Articles of Incorporation of a Nonprofit Mutual Benefit Corporation (Form ARTS-MU) 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.	• 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-MU, go to www.sos.ca.gov/business/be/name-availability. • A name reservation is not required to submit Form ARTS-MU. • 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 only a preliminary search and is not intended to serve as a formal name availability search. For information on checking or reserving a name, go to www.sos.ca.gov/business/be/name-availability.
2a.	Enter the complete street address, city, state and zip code of the corporation's initial address.	• The **complete street address** is required, including the street name and number, city, state and zip code. • Address must be a physical address. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city.
2b.	If different from the address in Item 2a, enter the corporation's initial mailing address.	• This address will be used for mailing purposes and may be a P.O. Box address or "in care of" an individual or entity. • Do not abbreviate the name of the city.
3.	**The corporation must have an Agent for Service of Process.** There are two types of Agents that can be named: • an individual (e.g. 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.	• An Agent for Service of Process is responsible for accepting legal documents (e.g. service of process, lawsuits, other types of legal notices, etc.) on behalf of the corporation. • You must provide information for either an individual OR a registered corporate agent, **not both**. • If using a registered corporate agent, the corporation must have a current agent registration certificate on file with the California Secretary of State as required by Section 1505.
3a & b.	If **Individual** Agent: • 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 ONLY. **Do not complete Item 3c**.	• The **complete street address** is required, including the street name and number, city and zip code. • Do not enter a P.O. Box address, an "in care of" address, or abbreviate the name of the city. • Many times, a small corporation will designate an officer or director as the agent for service of process. • 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, open to all (as are all the addresses of the corporation provided in filings made with the California Secretary of State.)

3c.	If **Registered Corporate Agent**: • Enter the name of the initial registered corporate agent *exactly* as registered in California. • If a registered corporate agent is designated as the initial agent, complete Item 3c ONLY. **Do not complete Items 3a and 3b**.	• 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 as required by 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 on behalf of the corporation. • 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.	The purpose statement is required. Do not alter.	
5.	These additional statements must not be altered.	• You **may** enter the specific purpose of the corporation in Item 5a. • Items 5b: This statement is required if you intend to apply for tax exempt status from the Internal Revenue Service or the California Franchise Tax Board under Internal Revenue Code section 501(c)(4) and California Revenue and Taxation Code section 23701f. • If the corporation is seeking other types of tax exemptions, you must compose your own Articles of Incorporation.
6.	Form ARTS-MU must be signed by each incorporator.	• If you need more space for signatures: – 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-MU and attach the extra page(s) to the completed Form ARTS-MU. – All attachments are part of this document. • Multiple Form ARTS-MUs with **different signatures** will be returned without being filed – use only one form. • Do not include the title of the person signing.

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 94244-2600 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 Sections 7120-7122.3 et seq. and 7130-7135 et seq. All statutory references are to the California Corporations Code, unless otherwise stated.

Statement of Information: A Statement of Information must be filed with the California Secretary of State within 90 days **after** filing the Articles of Incorporation and **every two years** thereafter during the applicable filing period (Section 8210). A Statement of Information can be filed online at **biz**file.sos.ca.gov or by submitting Form SI-100.

Additional Resources: For a list of other agencies you may need to contact to ensure proper compliance, go to www.sos.ca.gov/business/be/resources. 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.

Secretary of State
Business Programs Division
Business Entities, P.O. Box 944260, Sacramento, CA 94244-2600

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: _____

_____

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_____

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	
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AMT REC'D:	$

Clear Form Print Form

ARTS-MU

Secretary of State
Articles of Incorporation of a Nonprofit Mutual Benefit Corporation

IMPORTANT — Read Instructions before completing this form.

Filing Fee – $30.00

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

Note: A separate California Franchise Tax Board application is required to obtain tax exempt status. For more information, go to ftb.ca.gov.

This 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. Item 2a cannot be a P.O.Box or "in care of" an individual or entity.)

a. Initial Street Address of Corporation - **Do not enter 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

3. Service of Process (Must provide either Individual **OR** Corporation.)

INDIVIDUAL – Complete Items 3a and 3b only. Must include agent's full name and California street address.

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 enter a P.O. Box**	City (no abbreviations)	State **CA**	Zip Code

CORPORATION – Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 3a or 3b

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

This corporation is a nonprofit **Mutual Benefit Corporation** organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

5. Additional Statements (The following statements are for tax-exempt status in California. **See Instructions and Filing Tips**.)

a. The specific purpose of this corporation is to _____ .

b. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

6. Read and Sign Below (This form must be signed by each incorporator. **See Instructions.** Do not include a title.)

_____ Signature

_____ Type or Print Name

2019 California Secretary of State
bizfile.sos.ca.gov

Clear Form Print Form