



Kiwaniis®

LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT

How to file Articles of Incorporation for the State of Louisiana

Please follow the steps below to submit your Club's Articles of Incorporation. For Kiwanis Clubs located within the State of Louisiana only. Club should maintain copies of all documents for Club records.

1. Complete and adopt the Resolution (*Form A; page 2 of packet*) at a club meeting. Club members must have been provided at least a two week notice of the meeting. The vote to adopt must be approved by at least two-thirds (2/3) of the active members in attendance.
 - With the adoption, sign and get notarized.
2. Complete the Articles of Incorporation (*pages 3-5 of packet*)
3. Send copies of the fully executed Resolution (*Form A; page 2 of packet*) and Articles of Incorporation (*pages 3-5 of packet*) to Rene Booker (rbooker@kiwanis.org) at Kiwanis International.
4. With Kiwanis International's approval, Kiwanis International will send the club a Consent (*Form B*) approving the club to file the Articles of Incorporation with the State of Louisiana.
5. Complete the State of Louisiana's Transmittal Information form (*pages 6-9 of packet*).
 - First Page (TRANSMITTAL INFORMATION): complete as required
 - Second Page (ARTICLES OF INCORPORATION):
 - Number 2: check the first option ("Engaging in any lawful...")
 - Number 3: enter "perpetual"
 - Number 6: identify a registered agent; this person will sign the document in front of a notary; notary is required to be a Louisiana notary
 - Number 7: enter "see attached" and print a list of Charter members to include with the Articles of Incorporation
 - Number 8: enter information for the Club President, Secretary, and Treasurer; you may say "see attached" if you would like to list your full board
 - Number 10: may leave blank
6. Mail the Consent (*Form B*), Resolution (*Form A; page 2 of packet*), the State of Louisiana's Transmittal Information form (*pages 3-5 of packet*), and the Club's Articles of Incorporation (*pages 6-9 of packet*) to the Louisiana Secretary of State with a \$75 check or the filing fee.
6. Within 30 days of filing the Articles of Incorporation with the Secretary of State's, a copy of the certified Articles and Certificate of Incorporation must also be filed with the office of the recorder of mortgages in the club's Parish.
7. With the State's approval, the State will mail the Club a certified copy of the Articles and Certificate of Incorporation.
8. Mail a copy of the certified Articles and Certificate with the completed Agreement (*Form C; page 10 of packet*) to Kiwanis International (Attn: Rene Booker, 3636 Woodview Trace, Indianapolis, IN 46268).

For questions, contact the District Office at (225) 769-9233 or districtoffice@lamisstenn.org.

RESOLUTION (FORM "A")

The following resolution is to be adopted by a two-thirds (2/3) vote of the active, privileged, and senior members of the club in attendance at a meeting at which a quorum is present.

WHEREAS, the Kiwanis Club of _____ is affiliated as a club with Kiwanis International and it is the expressed desire of two-thirds (2/3) of the members to incorporate the club,

NOW THEREFORE BE IT RESOLVED that two-thirds (2/3) of the majority membership who are members of this club in good standing, be and they hereby are authorized as incorporators to take such steps as may be necessary to organize a corporation without stock and not for profit, under the laws of the State of _____, which will continue in corporate form the Kiwanis Club of _____ with all its present rights and privileges, and

BE IT FURTHER RESOLVED that prior to undertaking such incorporation, this club and said incorporators will procure consent to such a corporation from Kiwanis International and, as a condition thereof, agrees that the proposed corporation will continue its affiliation with Kiwanis International; that the proposed corporation and its members will at all times abide by the Bylaws of Kiwanis International now in force or as hereafter amended, and will comply with all conditions and requirements which Kiwanis International may prescribe; and

BE IT FURTHER RESOLVED that whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation will be made without the consent of Kiwanis International, and

BE IT FURTHER RESOLVED that upon incorporation (approval/confirmation from the state), the officers of this club are hereby authorized and directed forthwith to cause the incorporated club to enter into an agreement with Kiwanis International as set forth in Form "C" attached hereto (Form C to be submitted with State confirmation).

CERTIFICATION

I hereby certify that the foregoing resolution was adopted by vote of at least two-thirds of the active, privileged, and senior members present at a meeting on _____ at which a quorum was present and that notice of this proposed action was given the membership at least two weeks in advance.

SECRETARY



Kiwanis[®]

GIGR-xx-xx

ARTICLES OF INCORPORATION
KIWANIS CLUB OF _____
_____, LOUISIANA

STATE OF LOUISIANA
PARISH OF _____

ARTICLE I: NAME

The name of this corporation shall be: THE KIWANIS CLUB OF _____.

ARTICLE II: NONPROFIT CORPORATION

The Kiwanis Club of _____ is a nonprofit corporation.

ARTICLE III: PURPOSES AND POWERS

This corporation is organized for the purposes of engaging in any lawful activity for which nonprofit corporations may be formed in the State of Louisiana, including, but not necessarily limited to the following objects and purposes:

1. To give primacy to the human and spiritual rather than to the material values of life.
2. To encourage the daily living of the Golden Rule in all human relationships.
3. To promote the adoption and the application of higher social, business, and professional standards.
4. To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
5. To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
6. To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

7. For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of _____, and its members.
8. To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE IV: DURATION

This corporation shall enjoy perpetual corporate existence.

ARTICLE V: INCORPORATORS

The names and addresses of the duly authorized incorporators of this corporation are as follows:

	First Name	Last Name	Address	City	State	Zip
President						
Secretary						
Treasurer						
<i>See attached for full incorporators</i>						

ARTICLE VIII: DISSOLUTION

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so

disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

STATE OF LOUISIANA
SECRETARY OF STATE

Nancy Landry
SECRETARY OF STATE



Commercial Division
(225) 925-4704

Fax Numbers
(225) 932-5314 Corporations
(225) 932-5317 Legal Services
(225) 932-5318 UCC

**TRANSMITTAL INFORMATION
For All Business Filings**

Please indicate below the level of service requested, payment and contact information

Routine

Expedite \$30
24 hour processing

Priority Expedite \$50
2-4 hour processing

Check or Money Order Enclosed

*Do not put credit card information on this form. You may save payment information in your geauxBIZ profile under master account.

Business Name (List **exactly** as it appears in documents)

Name of person filing document (evidence of filing will be mailed to this person, at address below)

Address

City

State

Zip Code

Daytime phone number

Fax number

Email address

NOTE: Louisiana Law requires all Louisiana notaries to print or type their name and notary or bar roll number on the document.

Mailing Address: P. O. Box 94125, Baton Rouge, LA * 70804-9125
Office Location: 8585 Archives Ave., Baton Rouge, LA * 70809
Web Site Address: www.sos.la.gov

Nancy Landry
Secretary of State



ARTICLES OF INCORPORATION

(R.S. 12:203)

**Domestic Non-Profit Corporation
Non-Stock Corporations Only**
Enclose \$75 filing fee
Make remittance payable to
Secretary of State
Do not send cash

Return to: Commercial Division
P.O. Box 94125
Baton Rouge, LA 70804-9125
(225) 925-4704
www.sos.la.gov

STATE OF LOUISIANA

PARISH OF _____

1. The name of this corporation is: _____
2. This corporation is formed for the purpose of : (check one)
 Engaging in any lawful activity for which corporations may be formed under Chapter 2, Title 12, of the La. Revised Statutes (Non-Profit Corporation Law)

(Use for limiting corporation activity)
3. The duration of this corporation is: (may be perpetual) _____
4. This corporation is a nonprofit corporation.
5. The location and municipal address (not a P.O. Box only) of this corporation's registered office is:

6. The full name and municipal address (not a P.O. Box only) of each of this corporation's registered agent(s) is/are:

7. The full name and address of each incorporator of this corporation is:

8. The corporation's initial board of directors, municipal addresses (not a P.O. Box only) and term of office are:
Name(s)/Address(es) Term of Office

9. This corporation is to be organized on a non-stock basis.
10. Other Provisions: _____

Incorporator(s) Signature(s):

On this _____ day of _____, 20____, before me, personally appeared _____, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed it as his free act and deed.

Notary

AGENT’S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above named corporation.

Registered agent(s) signature(s):

Sworn to and subscribed before me this _____ day of _____, 20_____.

NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

Notary Signature

INSTRUCTIONS

- NOTE: A corporation is a complex form of business structure. This form contains only the minimum provisions required by law to be set forth in Articles of Incorporation. Additional provisions may be advisable or necessary, depending on the specific needs of each corporation. Those corporations intending to apply for a tax exempt status with the Internal Revenue Service may be required to add information not included on this form. Please call the Internal Revenue Service at (800) 829-4933 for information to obtain a corporation's federal tax identification number. Consideration should be given to the advantages and disadvantages of incorporating, and the legal and tax consequences. You are strongly advised to seek legal advice from an attorney and tax and other business advice from an accountant.
1. File the Articles of Incorporation, along with an affidavit of registered agent, and the requisite \$75 filing fee with the secretary of state.
 2. The Articles of Incorporation may be delivered to the secretary of state in advance, for filing as of any specified date (and any given time on such date) within 30 days after the time of delivery. Requests should be made in writing and must be submitted along with the Articles of Incorporation.
 3. Upon filing with our office, you will receive a certified copy of the Articles and a Certificate of Incorporation. Within 30 days after filing the Articles of Incorporation with the Secretary of State's Office, a copy of the Articles of Incorporation certified by the secretary of state and a copy of the Certificate of Incorporation must be filed with the office of the recorder of mortgages in the parish where the corporation's registered office is located.
 4. If the Articles of Incorporation are filed within five working days (exclusive of legal holidays) after acknowledgment, the corporate existence shall begin as of the time of such acknowledgment.

AGREEMENT (FORM "C")

Not-for-profit corporation (U.S.)

THIS AGREEMENT made this ____ day of _____, 20____, on behalf of the members of the KIWANIS CLUB OF _____ a corporation under the laws of the State of _____, party of the first part hereinafter known as "the club," and KIWANIS INTERNATIONAL, a corporation under the laws of the State of Indiana, party of the second part hereinafter known as "the corporation."

THAT WHEREAS, the corporation has been incorporated to protect its name and organization and to promote its purposes;

AND WHEREAS, the club has been incorporated with the consent of the corporation, which consent was conditional upon the club's agreeing to observe and to be bound by the name, organization, and purposes thereof:

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements herein contained, it is hereby agreed as follows:

1. The club hereby specifically acknowledges and agrees that it is affiliated with the corporation and intends to continue such affiliation, and that it and its members will at all times recognize, abide by, and observe as effectively binding upon itself and its members the Bylaws of Kiwanis International now in force or as hereafter amended, and that it will from time to time, upon request of the corporation, amend its bylaws to conform to those of Kiwanis International.
2. The club further covenants and agrees that whenever required by the corporation, it will dissolve or change its form of organization, and that no amendments to the articles of incorporation or change in the purposes of the club will be made without the consent of the corporation.
3. The corporation covenants and agrees that it will not at any time seek to enforce against the club any obligations, duties, or liabilities inconsistent with the Bylaws of Kiwanis International.

IN WITNESS, WHEREOF the parties hereto have caused these presents to be signed by their duly signed by their duly authorized officers, and their respective corporate seals to be hereunto affixed.

KIWANIS CLUB OF

By _____
PRESIDENT

Attest _____
SECRETARY

KIWANIS INTERNATIONAL

By _____
PRESIDENT

Attest _____
RENÉ E. BOOKER, MEMBER SERVICES

Dated this _____ day of _____



Kiwanis®