



# Kiwaniis®

LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT

## How to file Articles of Incorporation for the State of Mississippi

Please follow the steps below to submit your Club's Articles of Incorporation. For Kiwanis Clubs located within the State of Mississippi 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 two weeks' 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 3-4 of packet*)
3. Send copies of the fully executed Resolution (*Form A; page 2 of packet*) and Articles of Incorporation (*pages 3-4 of packet*) to Rene Booker ([rbooker@kiwanis.org](mailto: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 Mississippi. Complete the KI Consent (*Form B*).
5. Visit the Business Services & Regulation tab on the MS Secretary of State website ([www.sos.ms.gov](http://www.sos.ms.gov)).
  - Click on File Business Documents (towards bottom of page)
  - Create a free login to file required documents
  - Click Form a Mississippi Corporation, Non-Profit
  - Select Non-Profit Corporation from the dropdown menu and complete the online form
  - Using the Upload Documents screen, attach the Consent (*Form B*) and the Club's Articles of Incorporation
  - Pay the \$50 registration fee
6. Once the Secretary of State has approved the Articles of Incorporation, mail a copy of the certified Articles and Certificate with the completed Agreement (*Form C; page 5 of packet*) to Kiwanis International (Attn: Rene Booker, 3636 Woodview Trace, Indianapolis, IN 46268).
7. **NOT PART OF THE ARTICLES OF INCORPORATION PROCESS, BUT NECESSARY:**
  - If the Club plans to solicit donations from the public (almost all Kiwanis Clubs do), make sure to also complete the Charity Online Registration located under the Charities tab on the MS Secretary of State website ([www.sos.ms.gov](http://www.sos.ms.gov)).
  - Complete and submit a Letter of Authorization for Group Exemption Reporting (*page 6 of packet*) to Joanne Fregeau ([jfregeau@kiwanis.org](mailto:jfregeau@kiwanis.org)) at Kiwanis International.



# 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**<sup>®</sup>

GIGR-xx-xx

**Articles of Incorporation  
Of  
Kiwanis Club of \_\_\_\_\_**

Article I

The name of the corporation is to be:

Kiwanis Club of \_\_\_\_\_

Article II

The type of corporation shall be a non-profit, non-share corporation formed under the laws of the State of Mississippi. The corporation shall be group exempt from payment of federal income taxes under Section 501(c)4 of the Internal Revenue Code.

Article III

The period of existence of this corporation shall be perpetual.

Article IV

The purposes of the corporation are:

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 Louisville, and its members.
8. To do all such things as are incidental or conducive to the attainment of the above objects.

Article V

The names and addresses of the incorporators, each of whom is an adult, resident citizen of the United States and Mississippi, are:

Name

Adress

City, State

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Article VI

The corporation shall have the power to borrow or raise money for all purposes needed or required by the corporation, and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warranties, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the same or any thereof together with interest thereon and any other expenses incurred in connection therewith by mortgage, deed of trust, pledge, conveyance, or assignment, in trust of the whole or any part of the property of the corporation.

Article VII

The corporation shall not be required to make publication of its charter; shall issue no shares of stock; shall divide no dividends or profits among its members; shall make expulsion the only remedy for non-payment of dues; shall vest in each member the right to one vote in the election of all officers; shall make the loss of membership, by death or otherwise, the termination of all interests of such members in the corporate assets; and there shall be no individual liabilities against the members of the corporation for the corporate debts, but the entire corporate property shall be liable for the claims of creditors.

Article VIII

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation shall 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 shall be made without the consent of Kiwanis International.

Article IX

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 State Internal Revenue law), as the governing board shall determine. Any of such assets not 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.

Signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_:

\_\_\_\_\_  
Name  
Charter Secretary

# 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®



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## Letter of authorization for group exemption reporting

In accordance with the Internal Revenue Service (IRS) Revenue Procedure 80-27, entitled "Issuance of Group Exemption Letter", Kiwanis International must submit a report listing all Kiwanis clubs and Kiwanis districts authorized to operate under our group exemption number 0026.

The undersigned hereby authorizes Kiwanis International, as the central organization of Kiwanis clubs, to include the undersigned in its annual renewal application for a Group Exemption Letter under section 501(c)(4) of the 1954 Internal Revenue Code.

IN WITNESS WHEREOF, the Undersigned has caused this Letter of Authorization to be executed by its duly elected officer.

Key No. \_\_\_\_\_ Kiwanis Club of \_\_\_\_\_

Located at \_\_\_\_\_

\_\_\_\_\_ City

\_\_\_\_\_ State

By \_\_\_\_\_

Club president or secretary

Date

Our EMPLOYER IDENTIFICATION NUMBER is: \_\_\_\_\_  
(also referred to as Federal or Taxpayer I.D. number)