



# Kiwanis®

LOUISIANA-MISSISSIPPI-WEST TENNESSEE DISTRICT

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

Please follow the steps below to submit your Club's Articles of Incorporation. For Kiwanis Clubs located within the State of Tennessee 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. Review and complete the Charter Nonprofit Corporation instructions and template (*pages 3-7 of packet*)
3. Send copies of the fully executed Resolution (*Form A; page 2 of packet*) and Charter Nonprofit Corporation (*pages 3-7 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 Tennessee. Complete the KI Consent (*Form B*).
5. Follow the Charter Nonprofit Corporation instructions (*page 3-6 of packet*) to submit to the Tennessee Secretary of State
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 8 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:**
  - Complete and submit a Letter of Authorization for Group Exemption Reporting (*page 9 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



Business Services Division  
**Tre Hargett, Secretary of State**  
**State of Tennessee**

**INSTRUCTIONS**

**CHARTER**  
**NONPROFIT CORPORATION**

Filing Fee: \$100

A Nonprofit Corporation Charter may be filed using one of the following methods:

- **E-file:** Go to <http://tnbear.tn.gov/NewBiz> and use the online tool to complete the charter and pay the filing fee by credit card or debit card. When paying by credit card or debit card, there is a convenience fee that covers the credit card fees and transaction costs incurred by the Business Services Division when accepting online payments. Applicants who do not wish to pay the convenience fee to file online may choose the "Print and Mail" option at no additional cost.
- **Print and Mail:** Go to <http://tnbear.tn.gov/NewBiz> and use the online tool to complete the charter. Print and mail the charter along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Paper submission:** A blank charter may be obtained by going to <http://www.tn.gov/sos/forms/ss-4418.pdf>, by emailing the Secretary of State at [Business.Services@tn.gov](mailto:Business.Services@tn.gov), or by calling (615) 741-2286. The charter is hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State's office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank charter form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

**A Nonprofit Corporation Charter must be accurately completed in its entirety. Forms that are inaccurate, incomplete or illegible will be rejected.**

A Nonprofit Corporation Charter sets forth the items required under T.C.A. § 48-52-102.

**CHARTER**

1. ***The name of the corporation is*** - Enter the proposed name of the corporation. The name of a new corporation must meet the requirements of T.C.A. § 48-54-101.

If a corporation's name contains the word "bank", "banks", "banking", "credit union" or "trust", written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

If a corporation's name contains the phrase "insurance company", written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

2. **Name Consent: (Written Consent for Use of Indistinguishable Name)** – An applicant corporation can request to use a name that is not distinguishable from the name used by an existing business under certain circumstances detailed in T.C.A. § 48-54-101(c). Indicate name consent by checking. If checked, the charter must be accompanied by an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must set forth the appropriate criteria for name duplication as described in the Act.
3. **This company has the additional designation of** – If applicable to the specific nature of the corporation, enter any additional designation, including:
  - Bank
  - Captive Insurance Company
  - Credit Union
  - Insurance Company
  - Litigation Financier
  - Massachusetts Trust
  - School Support Organization
  - Trust Company
4. **The name and complete address of its initial registered agent and office located in the state of Tennessee is** – Enter the name of the corporation's initial registered agent, the street address, city, state and zip code of the corporation's initial registered office located in Tennessee and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent/office address.
5. **Fiscal Year Close Month** – Enter the month of the year that concludes the corporation's fiscal year. If a fiscal year close month is not indicated, the Division of Business Services will list the fiscal year close month as December by default. Please note that T.C.A. §48-66-203 requires corporations to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the corporation's fiscal year.

**Period of Duration if not perpetual** – Indicate if the duration of the corporation is perpetual or has a specific end date by checking the appropriate box. If "other" is checked, indicate the specific date on which the duration of the corporation's existence will end.
6. **If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is** – If the existence of the corporation is to begin upon a future date, enter the future date. In no event can the future date or the actual occurrence of the specific event be more than ninety calendar days from the filing of the charter.
7. **The corporation is not for profit** – By signing the charter the filer acknowledges this statement to be true.
8. **Please complete all of the following sentences by checking one of the two boxes in each sentence** – By checking the appropriate boxes, indicate whether the corporation
  - Is a public benefit corporation or a mutual benefit corporation.
  - Is a religious corporation or is not a religious corporation.
  - Has members or does not have members.
9. **The complete address of its principal executive office is** – Enter the street address, city, state and zip code of the principal executive office of the corporation and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services unless a deliverable mailing address is also provided. A post office box is not acceptable for the principal office address.

10. **The complete mailing address of the entity (if different from the principal office) is** – If notifications from the Division of Business Services should be sent to an address other than the principal office address, enter that address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box address is acceptable for a mailing address.
11. **List the name and complete address of each incorporator** – Addresses should include street address, city, state and zip code. The signer of the charter must be an incorporator listed in this section.
12. **School Organization** – If “School Organization – Exempt” is indicated in section 3, check the box stating that “I certify that pursuant to T.C.A. § 49-2-611, this nonprofit corporation is exempt from the \$100 filing fee required by § 48-51-303(a)(1)”. In addition, check the one of the remaining two boxes that pertains to this nonprofit corporation.
  - **This nonprofit corporation is a “school support organization “ as defined in T.C.A. § 49-2-603(4)(A)** – Check this box if the nonprofit corporation is a booster club, foundation, parent teacher association, parent teacher organization, parent teacher support association, or any other nongovernmental organization or group of persons whose primary purpose is to support a school district, school, school club, or academic, arts, athletic or social activities related to a school, that collects or receives money, materials, property or securities from students, parents, or members of the general public.
  - **This nonprofit corporation is an educational institution as defined in T.C.A. § 48-101-502(b)** – Check this box if this nonprofit corporation is an organization organized and operated exclusively for educational purposes and which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on, and which is accredited by a recognized accrediting agency. Included in this definition are organizations composed of parents of students and other persons connected with the institution, which are organized and operated for the purpose of conducting activities in support of the operations or extracurricular activities of such institutions. “Educational institution” also includes private foundations soliciting contributions exclusively for such organizations.
13. **Insert here the provisions regarding the distribution of assets upon dissolution** - Enter the corporation’s provisions regarding the distribution of its assets upon its dissolution.
14. **Other Provisions** – Including any further information in this space is strictly optional. Use this section to set forth other details of the corporation that are not required to be included in the charter. Such items could include the initial board of directors, the business purpose of the corporation, the names of corporate management, and provisions regulating the powers and rights of the corporation, its board of directors and its shareholders.

#### SIGNATURE

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. The signer must be an incorporator listed in Section 11 of the charter. **Failure to sign and date the application will result in the application being rejected.**
- Type or Print Name. **Failure to type or print the signature name and title of the signer will result in the application being rejected.**

#### FILING FEE

- The filing fee for a charter is **\$100**.
- Make check, cashier’s check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Charters submitted without the proper filing fee will be rejected. Checks, cashier’s checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**

# CHARTER NONPROFIT CORPORATION (ss-4418)



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286  
Filing Fee: \$100.00

*For Office Use Only*

The undersigned, acting as incorporator(s) of a nonprofit corporation under the provisions of the Tennessee Nonprofit Corporation Act, adopt the following Articles of Incorporation.

1. The name of the corporation is: \_\_\_\_\_

**2. Name Consent: (Written Consent for Use of Indistinguishable Name)**

This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: \_\_\_\_\_

**4. The name and complete address of the initial registered agent and office located in the state of Tennessee is:**

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: TN Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5. Fiscal Year Close Month: \_\_\_\_\_ Period of Duration:  Perpetual  Other \_\_\_\_\_  
Month Day Year

**6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:**

(Not to exceed 90 days) Effective Date: \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The corporation is not for profit.

**8. Please complete all of the following sentences by checking one of the two boxes in each sentence:**

This corporation is a  public benefit corporation /  mutual benefit corporation.

This corporation is a  religious corporation /  not a religious corporation.

This corporation will  have members /  not have members.

**9. The complete address of its principal executive office is:**

Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

**\*Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.**

Submitter Information: Name: \_\_\_\_\_ Phone #: (\_\_\_\_) \_\_\_\_\_

# CHARTER NONPROFIT CORPORATION (SS-4418)



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**Tre Hargett, Secretary of State**  
**State of Tennessee**  
312 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286  
Filing Fee: \$100.00

*For Office Use Only*

The name of the corporation is: \_\_\_\_\_

**10. The complete mailing address of the entity (if different from the principal office) is:**

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

**11. List the name and complete address of each incorporator:**

Name	Business Address	City, State, Zip

**12. School Organization:** (required if the additional designation of "School Organization - Exempt" is entered in section 3.)

- I certify that pursuant to T.C.A. §49-2-611, this nonprofit corporation is exempt from the \$100 filing fee required by §48-51-303(a)(1).
- This nonprofit corporation is a "school support organization" as defined in T.C.A §49-2-603(4)(A).
- This nonprofit corporation is an educational institution as defined in T.C.A. §48-101-502(b).

**13. Insert here the provisions regarding the distribution of assets upon dissolution:**

**14. Other Provisions:**

**\*Note: Pursuant to T.C.A. §10-7-503 all information on this form is public record.**

\_\_\_\_\_  
Signature Date

\_\_\_\_\_  
Incorporator's Signature

\_\_\_\_\_  
Incorporator's Name (printed or typed)

# 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 \_\_\_\_\_



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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)