



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. The club should maintain copies of all documents for club records.

1. Complete and adopt the Resolution (*Form A; page 2*) 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*)
3. Send copies of the fully executed Resolution (*Form A; page 2*) and Articles of Incorporation (*pages 3-5*) to Rene Booker (rbooker@kiwanis.org) at Kiwanis International.
4. With Kiwanis International's approval, Kiwanis International will send the club a Consent page (*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*).
6. Mail the Consent (*Form B*), Resolution (*Form A; page 2*), the State of Louisiana's Transmittal Information form (*page 6*), and the Club's Articles of Incorporation (*pages 3-5*) to the Louisiana Secretary of State with a \$75 check for the filing fee payable to Secretary of State.
6. With the State's approval, the State will mail a copy of the certified Articles and Certificate of Incorporation.
7. Mail a copy of the certified Articles and Certificate with the completed Agreement (*Form C; page 7*) to Kiwanis International (Attn: Rene Booker, 3636 Woodview Trace, Indianapolis, IN 46268).
8. Within 30 days of filing the Articles of Incorporation with the Louisiana Secretary of State, a copy of the certified Articles of Incorporation must also be filed with the Parish office of the Clerk of Court.
9. The club should retain the certified copy of their Articles of Incorporation for their club records.
10. **NOT PART OF THE ARTICLES OF INCORPORATION PROCESS, BUT NECESSARY:** Complete and submit a Letter of Authorization for Group Exemption Reporting (*page 8*) to Joanne Fregeau (jfregeau@kiwanis.org) at Kiwanis International.

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
(R.S. 12:203)**

STATE OF LOUISIANA

PARISH OF _____

ARTICLE I: NAME

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

ARTICLE II: PURPOSE

This corporation is formed for the purposes of engaging in any lawful activity for which nonprofit corporations may be formed under Chapter 2, Title 12, of the Louisiana Revised Statutes (Non-Profit Corporation Law) including, but not 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 goodwill.
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 III: DURATION

The duration of this corporation is perpetual.

ARTICLE IV: NONPROFIT CORPORATION

This corporation is a nonprofit corporation.

ARTICLE V: LOCATION ADDRESS

The location and municipal address (not a P.O. Box only) of this corporation's office is:

ARTICLE VI: REGISTERED AGENTS

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

First Name	Last Name	Address	City	State	Zip
------------	-----------	---------	------	-------	-----

See attached for full registered agents, if applicable

ARTICLE VII: INCORPORATORS

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

First Name	Last Name	Address	City	State	Zip
------------	-----------	---------	------	-------	-----

See attached for full incorporators, if applicable

ARTICLE VIII: BOARD OF DIRECTORS

The corporation's initial board of directors, municipal addresses (not P.O. Box only) and the terms of office are:

First Name	Last Name	Address	City	State	Zip	Term of Office
------------	-----------	---------	------	-------	-----	----------------

See attached for full Board of Directors, if applicable

ARTICLE IV: NON-STOCK BASIS

This corporation is to be organized on a non-stock basis.

ARTICLE V: DISSOLUTION

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and 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 such assets not so disposed of shall be disposed of by the District Court in the Parish in which the principal office of the corporation is located, exclusively for such purposes.

INCORPORATOR(S) SIGNATURE(S): _____

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

NOTARY PUBLIC

AGENT’S AFFDAVIT 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 PUBLIC
(NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #)

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

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®



Kiwanis®

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)
