

**Delaware Division of Corporations  
401 Federal Street – Suite 4  
Dover, DE 19901  
Phone: 302-739-3073**

**Certificate of Incorporation  
for Close Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Incorporation for a Close Corporation to be filed in accordance with Sections 102 and 342 of the General Corporation Law of the State of Delaware. The fee to file the Certificate is a minimum of \$109; the authorized stock listed in the Certificate will affect the filing fee and it could exceed the minimum fee. If the document is more than 1 page, please include \$9 for each additional page. You will receive a stamped “Filed” copy of the submitted document. A certified copy may be requested for an additional \$50. Expedited services are available. Please contact our office concerning these fees or you may consult our fee chart at [corp.delaware.gov](http://corp.delaware.gov). Checks should be made payable to “Delaware Secretary of State”.

An Annual Report must be filed by the corporation by March 1 of each year following the calendar year in which their Certificate of Incorporation becomes effective. Franchise Taxes based on the stock listed in the Certificate of Incorporation are due at the time of filing of the report. The fee to file the Annual Report is \$50. Please contact the Franchise Tax Section with any questions regarding the filing of the Annual Report or payment of the Franchise Taxes.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type the name of the person signing under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State  
Division of Corporations

Special Instructions – Certificate of Incorporation for a Close Corporation

*This form is to be used as a Template only. The following instructions will help you in correctly completing your Incorporation Certificate. The instructions are numbered to correspond with the article being referenced.*

- 1. The name of the corporation exactly as you wish it to appear in our records. Please visit our website to verify the availability of the name. The name must include one of the following words: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate, limited or one of the abbreviations thereof. Section 343 of Title 8 requires the name of the corporation be listed in the **heading** as well.*
- 2. List the name and street address of the registered agent located in Delaware you are appointing to accept service of process for the corporation.*
- 3. This is the general purpose clause as stated in Delaware statute; no action required.*
- 4. List the total number of authorized shares for the corporation and the par value assigned to such stock.*
- 5. List the name and mailing address of the Incorporator for the corporation. Please note that the corporation itself cannot be the Incorporator.*
- 6. 7. and 8. Statements required by Section 342 of Title 8; no action needed.*

**Execution Block** - *The document must be signed by the Incorporator listed in Article 5 of the document pursuant to Section 103 of Title 8. The name of the person must be typed or written legibly underneath the signature.*

*This form contains the basic information required by statute; if you need to add additional information permitted by statute you may draft a new document. Please feel free to call our office at 302-739-3073 for assistance in completing this form or visit our website at [corp.delaware.gov](http://corp.delaware.gov).*

*Sincerely,*

*Delaware Division of Corporations*

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A CLOSE CORPORATION  
of

\_\_\_\_\_  
(name of corporation)

The undersigned Incorporator hereby certifies as follows:

1. The name of the Corporation is \_\_\_\_\_.
2. The Registered Office of the corporation in the State of Delaware is located at \_\_\_\_\_ (street),  
in the City of \_\_\_\_\_, County of \_\_\_\_\_  
Zip Code \_\_\_\_\_. The name of the Registered Agent at such address upon  
whom process against this corporation may be served is \_\_\_\_\_.
3. The purpose of the corporation is to engage in any lawful act or activity for which  
corporations may be organized under the General Corporation Law of Delaware.
4. The total amount of stock this corporation is authorized to issue is  
\_\_\_\_\_ shares (number of authorized shares) with a par value of  
\$ \_\_\_\_\_ per share.
5. The name and mailing address of the incorporator are as follows:  
Name \_\_\_\_\_  
Mailing Address \_\_\_\_\_ Zip Code \_\_\_\_\_
6. All of the Corporation's issued stock of all classes, exclusive of treasury shares,  
shall be represented by certificates and shall be held of record by not more than a  
specified number of persons, not exceeding 30.
7. All of the issued stock of all classes shall be subject to 1 or more of the  
restrictions on transfer permitted by Section 202 of the General Corporation Law of State  
of Delaware.
8. The Corporation shall make no offering of any of its stock of any class which  
would constitute a "public offering" within the meaning of the United States Securities  
Act of 1933 as it may be amended from time to time.

By: \_\_\_\_\_  
Incorporator

Name: \_\_\_\_\_  
Print or Type