



ARTICLES of INCORPORATION

1. What are the Articles of Incorporation?

The *Articles of Incorporation* is the legal document or instrument that creates a corporation and sets forth its purpose and structure according to the laws of the state in which it is established. Under Michigan law, a public school academy is required to be organized under the *Nonprofit Corporation Act*, MCL 450.2101 to 450.3192, except that public school academy corporations are not required to comply with sections 170 to 177 of the Michigan General Corporation Act pertaining to “educational corporations,” MCL 450.170 to 450.177. A *nonprofit corporation* is defined to mean “... a corporation incorporated to carry out any lawful purpose or purposes not involving pecuniary profit or gain for its directors, officers, shareholders, or members.” MCL 450.2108(3).

A nonprofit corporation is incorporated by submitting Articles of Incorporation with the required filing fee to the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services Corporation Division. All corporations (include public school academy corporations) also must submit an annual report and filing fee to the State of Michigan by October 1st of each year to remain in good standing.

NOTE: If a public school academy also wishes to obtain recognition as a tax exempt organization under section 501(c)(3) of the Internal Revenue Code, appropriate application forms must be filed with the Internal Revenue Service.

2. How do Articles of Incorporation differ from Bylaws?

Bylaws are the rules governing the internal affairs of an organization, its officers, and directors. Unlike Articles of Incorporation, Bylaws typically are not required to be filed with any governmental entity. However, under Michigan charter schools law, a copy of a public school academy’s proposed Bylaws must be included in the charter application and in any contract that is issued to organize and administer the public school academy.

3. How can I access a form to prepare Articles of Incorporation for Use by a Domestic Nonprofit Corporations?

- Go to <http://www.michigan.gov/corporations>
- On the left side of the screen click on Forms, Publications, & Statutes

This document provides information of a general nature. None of this information is intended as legal advice or opinion relative to specific facts, matters, situations or issues. Additional facts or future legal developments may affect the subjects addressed. Please consult your organization’s legal counsel to ensure the information included in this document is applicable for your situation. This document may not be reproduced or redistributed, in whole or in part, without the express written permission of the Michigan Association of Public School Academies.

- Click on Corporation Forms
- Click on Form 502, Articles of Incorporation for Nonprofit Corporations

3. May an Academy complete its initial Articles of Incorporation for Use by Domestic Nonprofit Corporations online?

No. The state does not have a mechanism that allows incorporators to complete and submit the Articles of Incorporation online. But, incorporators are able to complete and print the Articles of Incorporation online.

4. Where should the incorporators send the completed Articles of Incorporation for Use by Domestic Nonprofit Corporation?

The completed Articles of Incorporation and required filing fee may be submitted by mail to the following address:

**Michigan Department of Labor and Economic Growth
Bureau of Commercial Services Corporation Division
P.O. Box 30054
Lansing, Michigan 48909**

Or in person at:

Michigan Department of Labor and Economic Growth
Bureau of Commercial Services Corporation Division
2501 Woodlake Circle Drive
Okemos, Michigan _____

5. Where else can I access the Articles of Incorporation for Use by Domestic Nonprofit Corporation?

Appendix B has an application that can be completed and mailed to the state.

6. How much does it cost to file the Articles of Incorporation for Use by Domestic Nonprofit Corporations?

A \$20 filing and franchise fee must be remitted with the initial Articles of Incorporation. The required annual report fee is \$10. Make your check or money order payable the State of Michigan. Include the name of your corporation on the check or money order.

7. What happens after the State of Michigan receives the completed Articles of Incorporation and filing fee?

The Department of Labor and Economic Growth (“DLEG”) reviews the Articles of Incorporation to ensure that the filing contains at least the minimum information required by law. The Articles of Incorporation generally become effective on the date filed but may become effective on a later date stamped by the DLEG. Upon filing, the Articles of Incorporation are added to the records of the Bureau of Commercial Services, a corporation

This document provides information of a general nature. None of this information is intended as legal advice or opinion relative to specific facts, matters, situations or issues. Additional facts or future legal developments may affect the subjects addressed. Please consult your organization’s legal counsel to ensure the information included in this document is applicable for your situation. This document may not be reproduced or redistributed, in whole or in part, without the express written permission of the Michigan Association of Public School Academies.

number is assigned, and the original Articles of Incorporation with corporation number are returned to the registered office identified in the Articles of Incorporation, unless the incorporators requested that the Articles be returned to another address.

8. What other things should I be aware of when completing the Articles of Incorporation for Use by Domestic Nonprofit Corporations?

- The State of Michigan requires a corporate street address. Do not use a post office box number.
- The purpose for which the corporation is organized must be included. It is not sufficient to state that the corporation may engage in any activity within the purposes for which corporations may be organized under the Nonprofit Corporation Act. (Article II)
- Organize the corporation upon a *nonstock* basis. (Article III)
- Organize the corporation on a *Directorship* basis. (Article IV)
- The Nonprofit Corporation Act requires one or more incorporators. Public school academies are not “educational corporations” subject to section 170 of the Michigan General Corporations Act requiring at least three (3) incorporators, MCL 450.170. Part 6A of the Revised School Code authorizes “1 or more persons or an entity” to apply to an authorizing body for a charter contract.
- All signatures should be in black ink.

9. If a member of the Board of Directors leaves the Board, does the corporation have to immediately notify the State of Michigan of his/her departure?

No. A change in the membership of the Board of Directors must be reported no more frequently than once per year when the Academy submits its annual report to the Department of Labor and Economic Growth.

10. Who do I call if I have any questions related to the filing of Articles of Incorporation for Use by Nonprofit Corporations?

Call the Michigan Department of Labor & Economic Growth, Bureau of Commercial Services Corporate Division at 517-241-4640.

This document provides information of a general nature. None of this information is intended as legal advice or opinion relative to specific facts, matters, situations or issues. Additional facts or future legal developments may affect the subjects addressed. Please consult your organization’s legal counsel to ensure the information included in this document is applicable for your situation. This document may not be reproduced or redistributed, in whole or in part, without the express written permission of the Michigan Association of Public School Academies.