

# ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

**FIRST:** The Undersigned \_\_\_\_\_ whose address is \_\_\_\_\_ being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

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

**THIRD:** The purpose(s) for which the corporation is formed is/are as follows: \_\_\_\_\_

**FOURTH:** The street address of the principal office of the corporation in Maryland is \_\_\_\_\_

**FIFTH:** The name and address of the resident agent of the corporation in Maryland is \_\_\_\_\_

**SIXTH:** The corporation has authority to issue \_\_\_\_\_ shares at \$ \_\_\_\_\_ par value per share.

**SEVENTH:** The corporation elects to have no board of directors. Until this election takes effect \_\_\_\_\_ will be the director.

**EIGHTH:**  
IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.  
**Signature(s) of Incorporator(s):**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**NINTH:**  
I hereby consent to my designation in this document as resident agent for this corporation.  
**Signature of Resident Agent listed in FIFTH:**

\_\_\_\_\_

**Filing party's return address:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "CLOSE" CORPORATION

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit. The guide is to be used with the Articles of Incorporation for a CLOSE Corporation. Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department. You may fill in the blanks on the sample and submit it as your Articles of Incorporation.

**FIRST:** Insert the name and address of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign country.

**SECOND:** Insert the corporate name. The corporate name must contain "Corporation", "Incorporated", "Limited", "Inc", "Corp", or "Ltd." The name must be distinguishable from all other entities on record in Maryland. You may call (410) 767-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trademark infringement. For more information on this consult attorney.

**THIRD:** Give a one or two sentence description of the business of the corporation.

**FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a P.O. Box.

**FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a P.O. Box. A corporation cannot act as its own resident agent. That person must also sign below.

**SIXTH:** Insert that number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value are authorized, the filing fee will increase. If stock without par value is used, insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.

**SEVENTH:** Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director for the corporation until he or she issues stock at the organizational meeting of the board. Thereafter, the stockholder runs the corporation.

**EIGHTH:** Signature(s) of Incorporator(s): Have all the individuals named in FIRST sign here. No one else may sign here. No witness or notary is required.

**NINTH:** The person listed as a resident agent in FIFTH must sign here.

**RETURN ADDRESS:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

**FEES:** The fee to file Articles of Incorporation is **\$100.00 plus a \$20.00** organization and capitalization fee for a total of **\$120.00**, unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 410-767-1340 for the fee.

## Maryland State Department of Assessments & Taxation

**NOTES:** Due to the fact that the laws governing the formation and operation of business entities and the effectiveness of a UCC Financing Statement involves more than filing documents with our office, we suggest you consult an attorney, accountant or other professional. State Department of Assessments & Taxation staff cannot offer business counseling or legal advice.

Regarding annual documents to be filed with the Department of Assessments & Taxation: All domestic and foreign legal entities must submit a Personal Property Return to the Department. Failure to file a Personal Property Return will result in forfeiture of your right to conduct business in Maryland.

### FILING INSTRUCTIONS

#### To file online:

1. Create an account with Maryland Business Express using the following link:  
<https://egov.maryland.gov/businessexpress>
2. Follow the instructions for filing on the Maryland Business Express portal.

#### To file by mail:

1. Mail your filing, check or money order to:  
State Department of Assessments and Taxation  
Charter Division  
700 East Pratt Street, Suite 2700  
Baltimore, Maryland 21202
2. Checks or money orders should be made payable to the State Department of Assessments and Taxation or SDAT. No cash is accepted.

#### To file by hand-delivery in drop boxes:

1. Regular Filing. A filing may be hand-delivered to the drop boxes that SDAT maintains in the building lobby at 123 Market Place, Baltimore, MD 21202.
2. Same-day Filing. A same-day expedited filing may be hand-delivered to the appropriate drop box in the building lobby at 123 Market Place, Baltimore, MD 21202. Please check the SDAT website using the following link for additional instructions about same-day service:  
<https://dat.maryland.gov/businesses/Pages/default.aspx>

#### How long will it take to process my documents?

1. Base Filing Fee. Standard non-expedited review is 6 to 8 weeks.
2. Expedited review. An additional \$50.00 is required for expedited review within 7 to 10 business days.
3. Same-day review. Same day expedited service requires an additional \$325 fee when filed online or \$425 fee for documents delivered to our office.