

**NEW YORK STATE DEPARTMENT OF LAW**

**Charities Bureau**

***PROCEDURES FOR FORMING AND CHANGING  
NOT-FOR-PROFIT CORPORATIONS  
IN NEW YORK STATE***



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**TABLE OF CONTENTS**

I. HOW TO INCORPORATE AS A NEW YORK STATE NOT-FOR-PROFIT CORPORATION . . . . . 1

    A. Drafting A Certificate of Incorporation . . . . . 1

    B. Required Approvals From Governmental Agencies . . . . . 3

    C. Filing the Certificate of Incorporation . . . . . 4

II. TAX EXEMPTIONS . . . . . 6

III. REGISTRATION REQUIREMENTS - REGISTRATION WITH THE ATTORNEY GENERAL . . . . . 6

    A. Holding and Administering Property for Charitable Purposes . . . . . 6

    B. Solicitation of Charitable Contributions in New York . . . . . 6

    C. Forms and Instructions . . . . . 6

IV. AMENDMENTS, RESTATED CERTIFICATES AND APPLICATIONS FOR AUTHORITY . . . . . 6

    A. Amendments and Restated Certificates . . . . . 6

    B. Application for Authority . . . . . 9

V. FILING FEES . . . . . 9

    A. Department of State Filing Fees . . . . . 9

    B. Attorney General Registration and Filing Fees . . . . . 10

VI. SAMPLE CERTIFICATES . . . . . 11

    A. Sample Certificate of Incorporation . . . . . 11

    B. Sample Certificate of Amendment . . . . . 14

    C. Sample Application for Authority . . . . . 15

## I. HOW TO INCORPORATE AS A NEW YORK STATE NOT-FOR-PROFIT CORPORATION

Article 4 of the Not-for-Profit Corporation Law (“N-PCL”) governs the incorporation of not-for-profit corporations in New York State. This pamphlet summarizes the steps to follow in order to incorporate and contains some suggestions based on the experience of the Charities Bureau. For a complete description of the incorporation process, you should consult the N-PCL. This pamphlet is not intended to be a substitute for legal advice. If you have questions about the process, you should consult your attorney.

### A. Drafting a Certificate of Incorporation

Section 402 of the N-PCL describes the required contents of a Certificate of Incorporation. A sample certificate is provided on page 11 of this pamphlet. Following is information to assist you in the drafting of a Certificate of Incorporation for a not-for-profit corporation.

#### 1. Name of the Corporation

Article 3 (§§ 301 - 303) of the N-PCL contains provisions concerning corporate names. In selecting a name for the corporation, remember that unless the corporation is formed for charitable or religious purposes or purposes requiring approval from the Department of Social Services or the Public Health Council or is a bar association, it must contain the word CORPORATION, INCORPORATED OR LIMITED, or an abbreviation of one of these words. In the case of a foreign corporation, it must add one of these words or its abbreviation at the end of its name (N-PCL § 301(a)(1)).

Except under the special circumstances described in N-PCL § 301(a)(5)(B), the name of a not-for-profit corporation shall not contain any of the following words or phrases, or any abbreviations or derivatives of them:

acceptance	doctor	insurance	state police
annuity	endowment	investment	state trooper
assurance	fidelity	lawyer	surety
bank	finance	loan	title
bond	guaranty	mortgage	trust
casualty	indemnity	savings	underwriter

**Note:** Consult N-PCL § 301 for additional restrictions concerning names of not-for-profit corporations. To be sure that the corporate name you choose is free for use, contact the New York State Department of State, Division of Corporations in writing and make a request for the availability of the name(s) you want to use. Enclose a check, money order or Credit Card Authorization Form (available on the Department of State website at [www.dos.state.ny.us](http://www.dos.state.ny.us)) for \$5.00 per name, payable to the Department of State, and send the request to:  
New York State Department of State

Division of Corporations  
41 State Street  
Albany, New York 12231  
or fax to: (518) 473-1654.

You may also reserve an available corporate name for 60 days by submitting an Application for Reservation of Name and a \$10 filing fee to the Department of State, Division of Corporations. A reservation can be extended for up to an additional two 60-day periods by filing an extension Request with an additional \$10 fee (N-PCL § 303).

If the corporate name contains a proper name, such as “Friends of ABC University” or “Mary Smith Foundation,” you should be aware that section 174-d of the Executive Law makes it a misdemeanor to use anyone’s name (including an organization’s name) to raise funds without receiving prior written permission.

## 2. Purposes

In drafting the purpose clause, state exactly what the organization plans to do. The purposes will dictate what type of not-for-profit corporation will be formed. Below is a description of the four types of corporations under New York law. (See N-PCL § 201).

Type A - formed for non-business purpose or purposes, including civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, animal husbandry, and for a professional, commercial, industrial, trade or service association.

Type B - formed for one or more of the following non-business purposes: charitable, educational, religious, scientific, literary, cultural or for the prevention of cruelty to children or animals.

Type C - formed for any lawful business purpose to achieve a lawful public or quasi-public objective, for example local development corporations under N-PCL § 1411.

Type D - formed under two New York laws for any business or non-business or pecuniary or non-pecuniary purpose when such formation is authorized by any other corporate law of New York, for example corporations formed under the N-PCL and the Private Housing Finance Law.

## 3. Distinctions among Type B, C and D Corporations

Type B Corporations are limited to one or more of the following non-business purposes: charitable, educational, scientific, literary, cultural or for the prevention of cruelty to children or animals (N-PCL § 201(b)). Such corporations provide a benefit to the public or some segment of it. Organizations exempt from federal income taxation under Internal Revenue Code (the “Code”) section 501(c)(3) are generally Type B corporations.

Type C Corporations may be organized for a purpose normally carried on by business corporations for profit. However, the purpose of a Type C corporation must be non-pecuniary; that is, it must be formed with an objective other than the making of money. Therefore, it is necessary to set forth, in a separate paragraph from the purposes, the lawful public or quasi-public objective which each business purpose will achieve (N-PCL § 201).

Type D Corporations are formed under the N-PCL and certain other laws. Such corporations are subject to all provisions of the N-PCL applicable to a Type B corporation and the other law under which they are created, such as the Private Housing Finance Law or Mental Health Law. Approval from the agency that administers the other law must be attached to the Certificate of Incorporation.

#### 4. Directors

The Certificate of Incorporation of a Type A, B or C corporation must list the names and addresses of at least three directors (N-PCL §§ 402(a)(4) and 702(a)).

#### 5. Required Tax Language

If you plan to apply for an exemption from federal income taxation as an organization described in section 501(c) of the Code, certain language must be included in your Certificate of Incorporation. (See sample Certificate of Incorporation, page 11 of this pamphlet, ¶¶ 5 - 9.)

Note: Questions about applying for federal and state income tax exemption and exemption from state sales tax should be directed to the proper taxing authority. (See page 6 of this pamphlet).

#### B. Required Approvals from Governmental Agencies

Certificates of Incorporation with certain purposes must be reviewed by government agencies. The agency approval must be attached to the Certificate of Incorporation (N-PCL § 04). Following is a partial list of the agencies that must approve certain Certificates of Incorporation. If you have a question concerning such approval, please contact the agency at the address or telephone number below.

Approval Required From:	Applicable Section of N-PCL:
Office of Children and Family Services 52 Washington Street, Room 133, North Building Rensselaer, New York 12144 (518) 474-9752 <a href="http://www.ocfs.state.ny.us">www.ocfs.state.ny.us</a>	404(b): Day care, adoption, foster care and domestic violence, neglected or dependent children, programs for the elderly, and solicitation of funds for such purposes.
NYS Department of Health Division of Legal Affairs Empire State Plaza, Room 2482 Albany, New York 12237-0026 (518) 473-3233 <a href="http://www.health.state.ny.us">www.health.state.ny.us</a>	404(p), (t): Establishment or maintenance of medical corporations or health facilities (under Articles 44 or 28 of the Public Health Law), or solicitation of funds for such purposes.

<p>NYS Office of Mental Health  Bureau of Inspection and Certification  44 Holland Avenue  Albany, New York 12229  (518) 474-5570  www.omh.state.ny.us</p>	<p>404(q): Establishment or operation of a facility requiring licensing by Division of Mental Health or solicitation of funds for such purpose.</p>
<p>NYS Ofc. of Mental Retardation and Developmental Disabilities  Office of Counsel  44 Holland Avenue, 3<sup>rd</sup> floor  Albany, New York 12229  (518) 474-7700  www.omr.state.ny.us</p>	<p>404(q): Establishment or operation of a facility requiring licensing by Office of Mental Retardation and Developmental Disabilities or soliciting funds for such a purpose.</p>
<p>NYS Department of Education  Office of Counsel  Education Building, Room 148  Albany, New York 12234  (518) 473-8296  www.nysed.gov</p>	<p>404(d): General educational purposes including purposes for which a corporation might be chartered by the Board of Regents. (\$10.00 fee paid by check or money order.)</p>
<p>Office of Alcoholism and Substance Abuse Services  1450 Western Avenue  Albany, New York 12203  (518) 457-4384  www.oasas.state.ny.us</p>	<p>404(u), (v): Establishment or operation of a facility requiring licensing by Office of Alcoholism and Substance Abuse Services or soliciting funds for such purposes.</p>

## C. Filing the Certificate of Incorporation

### 1. Type A Corporations

Certificates of Incorporation for most Type A corporations (civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, animal husbandry) can be filed directly with the New York State Department of State without review by the Attorney General.

However, certain Type A corporations (trade and business associations) and Type B corporations whose purposes include those of a trade association must be reviewed by the Attorney General (N-PCL 404(a)). You should send the original and one copy of the certificate (with a self-addressed envelope) to New York State Attorney General, Antitrust Bureau, 26th Floor, 120 Broadway, New York, New York 10271. After receiving the Attorney General's consent to filing, these certificates must be submitted to the New York State Department of State, Division of Corporations.

**Note:** If a corporation is formed for purposes that are both Type A and Type B, it will be considered to be a Type B corporation.

### 2. Type B, C and D Corporations

Certificates of Incorporation for Type B, C and D corporations can be filed, together with any required governmental agency approvals (see section I.B. above), directly with the New York State Department of State without review by the Attorney General.

### 3. How to File

If you are mailing the certificate, the completed signed certificate together with the necessary filing fee of \$75 (check, money order or Credit Card Authorization Form) made payable to the Department of State should be sent to:

NYS Dept. of State  
Division of Corporations  
41 State Street  
Albany, New York 12231

You may also fax the certificate to (518) 474-1418 together with a Credit Card Authorization Form. For expedited handling, “Expedited Handling” must be marked on the envelope or fax and an additional fee (paid by separate check, money order or Credit Card Authorization Form) must be enclosed:

<u>Turn-Around Time</u>	<u>Fee</u>
2-hour service:	\$150
same-day service:	\$75
24-hour service:	\$25

### 3. Completion of Incorporation Process

When a Certificate of Incorporation is accepted for filing by the Department of State, the organization’s corporate existence begins. The Department of State will issue an official filing receipt that contains the filing date, which is also the date of incorporation. The fee to obtain a plain copy of a filed Certificate of Incorporation is \$5 per copy. The fee to obtain a certified copy of a filed Certificate of Incorporation is \$10 per copy.

### 4. Questions

If you have any questions about filing a Certificate of Incorporation, contact the Department of State, Division of Corporations at (518) 473-2492 and ask to speak with a business document specialist supervisor.

### 5. Religious Corporations (Incorporated Under the Religious Corporations Law)

Certificates of Incorporation of religious corporations that maintain a place of worship must be filed in the county clerk’s office in the county where the organization will be located. Certificates of Incorporation of other religious corporations must be filed with the Secretary of State.

## II. TAX EXEMPTIONS

If you want to seek tax exempt status for a not-for-profit corporation, direct your questions to the proper taxing authority:

### Federal

Internal Revenue Service  
Employee Plans and Exempt Organizations Division  
P.O. Box 192  
Covington, Kentucky 41012-0192  
(877) 829-5500 (*toll free*)

### State

New York State Department of Taxation  
Exempt Organizations Unit  
Building #8 - Harriman Campus  
Albany, NY 12227  
(518) 457-2782

## III. REGISTRATION REQUIREMENTS - REGISTRATION WITH THE ATTORNEY GENERAL

### A. Holding and Administering Property for Charitable Purposes

Corporations that hold and administer property for charitable purposes in New York State are required to register and report to the New York State Attorney General's Charities Bureau pursuant to Estates, Powers and Trusts Law ("EPTL") § 8-1.4.

### B. Solicitation of Charitable Contributions in New York

If the corporation plans to solicit contributions of more than \$25,000 or uses the services of a professional fund raiser or fund raising counsel, it must register with the Charities Bureau prior to conducting solicitation in New York.

### C. Forms and Instructions

The forms and instructions necessary for registration and annual reporting are available on the Charities Bureau website at [www.oag.state.ny.us/charities/charities.html](http://www.oag.state.ny.us/charities/charities.html).

**Note:** Some organizations are exempt from registration. Consult the instructions available on the Charities Bureau website to find out if your organization is exempt from registration.

## IV. AMENDMENTS, RESTATED CERTIFICATES AND APPLICATIONS FOR AUTHORITY

### A. Amendments and Restated Certificates

See Article 8 of the N-PCL for statutory provisions relevant to the amendment process.

Section 803 lists the required contents of a Certificate of Amendment. For a sample Certificate of Amendment, see page 17 of this pamphlet.

#### 1. Trade Associations or Business Corporations (Type A)

Certificates of Amendment and Restated Certificates for Type A trade associations or business corporations must be approved by the New York State Attorney General's Antitrust Bureau and then submitted to the Department of State.

2. Type A Corporations (Other Than Trade Associations or Business Corporations)  
Certificates of Amendment and Restated Certificates for other Type A corporations must be submitted directly to the Department of State.

3. Type B, C and D Not-For-Profit Corporations that Are Amending or Changing Their Powers and/or Purposes (Either by Adding or Eliminating a Power or Purpose)  
Certificates of Amendment and Restated Certificates of Incorporation for Type B, C or D corporations that contain a change in an organization's purposes or powers must be reviewed by the New York State Attorney General's Charities Bureau. If adding a purpose or power, include an affidavit from an officer of the corporation stating that current assets will be used for current purposes and powers and future assets will be used for purposes and powers as stated in the Certificate of Amendment. Send the original and one copy of the Certificate of Amendment and the affidavit to the office of the Attorney General that covers the county in which the organization is located.

Following is a list of the offices of the Attorney General and the counties covered by each:

**ALBANY**

New York State Attorney General  
Charities Bureau  
The Capitol  
Albany, NY 12224-0341  
518-473-5049

Counties: Albany, Columbia, Fulton, Green, Hamilton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren and Washington [note: Sullivan and Ulster for trusts and estates matters only]

**BINGHAMTON**

New York State Attorney General  
Binghamton Regional Office  
44 Hawley Street, 17th Floor  
Binghamton, NY 13901-4433  
607-721-8771

Counties: Broome, Chemung, Chenango, Delaware, Otsego, Schuyler, Tioga and Tompkins

**BUFFALO**

New York State Attorney General  
Buffalo Regional Office  
Statler Towers  
107 Delaware Avenue  
Buffalo, NY 14202  
716-852-6271

Counties: Allegheny, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans and Wyoming

**NASSAU** [not for trusts & estates matters]

New York State Attorney General  
Nassau Regional Office  
200 Old Country Road, Suite 460  
Mineola, NY 11501-4241  
516-248-3302

Counties: Nassau [note: trusts and estates matters are handled by NYC]

**NEW YORK CITY**

New York State Attorney General  
Charities Bureau  
Trusts & Estates Section  
120 Broadway, 3rd Floor  
New York, NY 10271-0332  
212-416-8401

Counties: Bronx, Kings, New York, Queens and Richmond [note: NYC also handles Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester – trusts and estates matters only]

**PLATTSBURGH**

New York State Attorney General  
Plattsburgh Regional Office  
43 Durkee St  
Plattsburgh, NY 12901-2958  
518-562-3288

Counties: Clinton, Essex and Franklin

**POUGHKEEPSIE** [not for trusts & estates matters]

New York State Attorney General  
Poughkeepsie Regional Office  
235 Main Street, 3rd Floor  
Poughkeepsie, NY 12601-3194  
914-485-3900

Counties: Dutchess, Orange, Sullivan and Ulster [note: Dutchess and Orange County trusts and estates matters are handled by NYC; Sullivan and Ulster County trusts and estates matters are handled by Albany]

**ROCHESTER**

New York State Attorney General  
Rochester Regional Office  
144 Exchange Boulevard  
Rochester, NY 14614-2176  
585-546-7430

Counties: Livingston, Monroe, Ontario, Seneca, Steuben, Wayne and Yates

**SUFFOLK** [not for trusts & estates matters]

New York State Attorney General  
Suffolk Regional Office  
300 Motor Parkway  
Hauppauge, NY 11788-5127  
631-231-2424

Counties: Suffolk [note: trusts and estates matters are handled by NYC]

**SYRACUSE**

New York State Attorney General  
Syracuse Regional Office  
615 Erie Blvd. West, Suite 102  
Syracuse, NY 13204  
315-448-4800

Counties: Cayuga, Cortland, Madison, Onondaga and Oswego

**UTICA**

New York State Attorney General  
Utica Regional Office  
207 Genesee Street, Room 504  
Utica, NY 13501-2812  
315-793-2225

Counties: Herkimer and Oneida

**WATERTOWN**

New York State Attorney General  
Watertown Regional Office  
317 Washington Street  
Watertown, NY 13601-3744  
315-785-2444

Counties: Jefferson, Lewis and St. Lawrence

**WESTCHESTER** [not for trusts & estates matters]

New York State Attorney General  
Westchester Regional Office  
101 East Post Road  
White Plains, NY 10601-3310  
914-422-8755

Counties: Putnam, Rockland and Westchester [note: trusts and estates matters are handled by NYC]

After review by the Attorney General, the Certificate of Amendment must be submitted to a Justice of the Supreme Court in the county where the organization is located and then to the Department of State (See N-PCL § 804).

**Note:** Certificates of Amendment will not be approved unless the corporation has complied with New York's registration requirements (See page 6 of this pamphlet).

#### 4. All Other Amendments to Certificates of Incorporation of Type B, C and D Not-For-Profit Corporations

For all other certificate amendments of Type B, C or D corporations, Certificates of Amendment or Restated Certificates of Incorporation must be submitted directly to the Department of State.

#### B. Application for Authority

N-PCL § 1304 sets forth the required contents of an application for authority. Remember to attach a Certificate of Good Standing from the state in which the corporation was formed. For required governmental approvals see N-PCL § 404 and page 3 of this pamphlet. See Article 13 of the N-PCL for other applicable requirements. See page 15 for a sample Application for Authority to do Business in New York.

### V. FILING FEES

#### A. Department of State Filing Fees

##### 1. Filing Fees (See N-PCL § 104-A):

Certificates of Incorporation: \$ 75

Amendments: \$30

Restated Certificates: \$30

Applications for Authority: \$135

##### 2. Submit fee by check, money order or Credit Card Authorization Form to:

New York State Department of State

Division of Corporations

41 State Street

Albany, New York 12231

Fax: (518) 474-1418 (for certificate filings, etc.)

Fax: (518) 473-1654 (for name availability, reservations, etc.)

**Note:** The above fees are subject to change - check with the N-PCL or the Department of State at (518) 473-2492 before making any payment.

**B. Attorney General Registration and Filing Fees**

Consult the Charities Bureau's instructions for registration and annual financial filing concerning registration and filing fees, which are available on the Charities Bureau website at [www.oag.state.ny.us/charities/charities.html](http://www.oag.state.ny.us/charities/charities.html).

## VI. SAMPLE CERTIFICATES

THE CERTIFICATES CONTAINED IN THIS PAMPHLET ARE SAMPLES DESIGNED TO ASSIST YOU IN FORMING OR CHANGING A NOT-FOR-PROFIT CORPORATION IN NEW YORK STATE. YOU SHOULD, OF COURSE, CONSULT THE LAWS OF THIS STATE AND YOUR ATTORNEY FOR FURTHER INFORMATION.

### A. SAMPLE CERTIFICATE OF INCORPORATION

#### CERTIFICATE OF INCORPORATION OF

(Name of Corporation)

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen years or over acting as the incorporator of a corporation pursuant to the New York Not-for-Profit Corporation Law, hereby adopts the following certificate for this corporation:

FIRST: The name of the corporation is \_\_\_\_\_ (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The purposes for which the Corporation is formed are: (state all purposes clearly) [For a Type C corporation, set forth a separate paragraph describing the lawful public or quasi-public objective that each business purpose will achieve.]

FIFTH: Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Internal Revenue Code") and shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation or any other private person or entity, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

SEVENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. [Note that lobbying is not permitted by a private foundation.]

EIGHTH: In the event of dissolution, all of the remaining assets and property of the Corporation shall after payment of necessary expenses and satisfaction of all liabilities thereof be distributed upon approval of a Justice of the Supreme Court of the State of New York to another organization exempt under Section 501(c)(3) of the Internal Revenue Code or to the Federal government, or state or local government for a public purpose.

NINTH: In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

TENTH: The office of the Corporation is to be located in the County of \_\_\_\_\_, State of New York.

ELEVENTH: The Corporation shall be operated by a board of directors, the number of which is to be no less than three.

TWELFTH: The names and post office addresses of the initial directors of the Corporation are as follows:

NAMES	ADDRESSES
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THIRTEENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon the Secretary is: (addressee's name, address, zip code).

[FOURTEENTH: State the duration of the Corporation if other than perpetual.]

Name of Incorporator \_\_\_\_\_  
Signature of Incorporator \_\_\_\_\_  
Address of Incorporator \_\_\_\_\_  
Date \_\_\_\_\_

**Note:** Section 340 disclaimer - Sample language for certificates of incorporation of not-for-profit trade or business associations:

Nothing contained in this certificate shall authorize or empower the Corporation to perform or engage in any practice prohibited by the General Business Law, Section 340, or other antimonopoly or anti-trust statute of the State of New York.

B. SAMPLE CERTIFICATE OF AMENDMENT

CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF INCORPORATION  
OF  
(Name of Corporation)

Under Section 803 of the Not-For-Profit Corporation Law  
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The undersigned, being the \_\_\_\_\_ (title) of , does hereby state:

1. The name of the corporation is (the“Corporation”).
2. The Certificate of Incorporation of was filed with the Department of State on . The Corporation was formed under the (Not-For-Profit or Membership) Corporation Law of the State of New York.
3. The Corporation is a Corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law and is a Type corporation under Section 201 of the Not-for-Profit Corporation Law. [If corporate purposes are enlarged, limited or otherwise changed, the type of corporation the Corporation will be after the amendment must also be stated.]
4. The Certificate of Incorporation of is hereby amended to effect a change in the (corporate name/purposes/powers/duration/office location, etc.), pursuant to Section 801 of the Not-for-Profit Corporation Law. Paragraph(s) \_\_\_\_\_ of the Certificate of Incorporation is/are hereby amended, as follows:

(Recite new paragraph(s).)

5. This Amendment to the Certificate of Incorporation of was authorized by the (vote/written consent), dated , of (a majority of the members of the entire Board of Directors of the Corporation or a majority of the members eligible to vote, the affirmative vote of which constituted a quorum).

[If the Corporation has no members, then state, that the Corporation has no members.]

6. The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon the Secretary is: (addressee’s name, address, zip code).

Printed Name and Title/Capacity of Signer \_\_\_\_\_

Signature of Signer \_\_\_\_\_

Address of Signer \_\_\_\_\_

Date \_\_\_\_\_

C. SAMPLE APPLICATION FOR AUTHORITY  
APPLICATION FOR AUTHORITY  
OF

(NAME OF CORPORATION)

Under Section 1304 of the Not-For-Profit Corporation Law

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The undersigned, for the purpose of securing authority to conduct business or carry out its activities within New York State under Section 1304 of the New York Not-for-Profit Corporation Law, hereby sets forth:

1. The name of the corporation is (the "Corporation").
2. The name of the Corporation in New York is \_\_\_\_\_ (if fictitious name is required). [See N-PCL §§ 301, 1301, and 1304(a)(2)]
3. The Corporation was incorporated in the State of \_\_\_\_\_ on \_\_\_\_\_ .
4. The Corporation is a foreign corporation as defined in Section 102(a)(7) of the Not-for-Profit Corporation Law. The Corporation is a Type (A, B, C or D) corporation as set forth in Section 201 of the Not-for-Profit Corporation Law.
5. The purposes and activities which the Corporation proposes to conduct in New York are: (Insert a description of the purposes and activities to be conducted in New York)  
[If the Corporation is a Type C corporation, set forth in a separate paragraph the lawful public or quasi-public objective which each business purpose will achieve.]
6. The aforementioned purposes and activities are authorized by the (Authorizing Agency) of the State of to be conducted by the Corporation in the State of \_\_\_\_\_.
7. The county within this State in which the Corporation's office is to be located is County of \_\_\_\_\_, State of New York.
8. The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of the process against the Corporation served upon the Secretary is: (addressee's name, address, zip code).
9. **IF APPLICABLE** (name) of (address) will be the registered agent for the Corporation within New York State and (he/she) is to be its agent upon whom process against it may be served.]
10. The Corporation has not since its incorporation or since the date its authority to do

business in New York was last surrendered engaged in any activity in this State except as set forth in subparagraph (b) Section 1301 of the Not-for-Profit Corporation Law (Authority of Foreign Corporations).

OR

The Corporation has conducted business within New York State since its incorporation and the consent of the State Tax Commission to the filing of the application is attached hereto.

*Name and Capacity/Title of Signer* \_\_\_\_\_

*Signature* \_\_\_\_\_

*Address of Signer* \_\_\_\_\_

*Date* \_\_\_\_\_

**NOTE:** Remember to attach to the Application for Authority a Certificate of Existence or Certificate of Good Standing from the Secretary of State or other official who files and maintains corporate records in the jurisdiction of the Corporation. In addition, review Section 404 of the Not-for-Profit Corporation Law to determine if any governmental agency consents or approvals are required to be attached to the Application for Authority.

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