ARTICLES OF INCORPORATION

NON-PROFIT COMPANY

These Articles of Incorporation (the “Agreement”) takes effect on [DATE],

**BY: [YOUR COMPANY NAME]** (the "First Incorporator"), a company organised and existing under the laws of [PROVINCE/STATE] of [COUNTRY], with its head office located at:

 [YOUR COMPLETE ADDRESS]

**AND: [SECOND INCORPORATOR NAME]** (the "Second Incorporator"), a company organised and existing under the laws of the [PROVINCE/STATE] of [COUNTRY], with its head office located at:

 [COMPLETE ADDRESS]

1. **ARTICLES OF INCORPORATION OF [NON-PROFIT COMPANY NAME]**

The undersigned, acting as incorporators of a company under the applicable laws, adopt the following articles of incorporation for such company:

1. **NAME OF THE COMPANY**

The name of the company hereinafter referred to as the "Company" is [NAME].

1. **PERIOD OF DURATION**

The period of duration of the Company is perpetual.

1. **PURPOSES OF THE COMPANY**

The Company is organised exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organisations that qualify as exempt organisations under the applicable tax code or corresponding section of any future tax code. The Company may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning under the applicable laws and to that end, the Company is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgement  of the directors, will best promote the purposes of the Company, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Company, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the applicable laws.

1. **EARNINGS**

No part of the net earnings of the Company shall inure to the benefit of any member, trustee, officer of the Company, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes, and no member, trustee, officer of the Company, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Company shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

1. **DISSOLUTION**

Upon the dissolution of the Company or the winding up of its affairs, the assets of the Company shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organisations which would then qualify under the provisions of the relevant act and its Regulations as they now exist or as they may be hereafter amended, or to the government, or to a Province/state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Province/District/Municipality in which the principal office of the Company is then located, exclusively for such purposes or to such organisation or organisations as said Court shall determine, which are organised and operated exclusively for such purposes.

1. **QUALIFICATIONS FOR MEMBERS**

The qualifications for members and the manner of their admissions shall be regulated by the By-laws.

1. **ADDRESS OF THE COMPANY**

The initial street address in the Province/State of [PROVINCE/STATE] of the initial registered office of the Company is [LOCATION], and the name of the initial registered agent at such address is [NAME].

1. **TERRITORY**

The territory in which the operations of the Company are principally to be conducted is [PROVINCE/STATE] and its territories and possessions, but the operations of the Company shall not be limited to such territory.

1. **BOARD OF DIRECTORS**

The initial board of directors shall consist of at least three (3) members, who need not be residents of the Province/State of [PROVINCE/STATE].

1. **ELECTION OF DIRECTORS**

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

[DESCRIBE]

1. **INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

[NAMES]

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at [LOCATION] on [DATE].

FIRST INCORPORATOR SECOND INCORPORATOR

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title