

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Incorporation
of a Close Corporation**

Dear Sir or Madam:

Attached please find a form for a Certificate of Incorporation of a Close Corporation to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a minimum of \$89.00. If your document is more than 1 page, please include \$9.00 for each additional page. You will receive a stamped filed copy of your submitted document. A certified copy may be requested for an additional \$50. The authorized stock listed in the document can affect the filing fee and may cause the filing fee to exceed the minimum; please call our office for verification. Expedited services are available. Please contact our office concerning these fees. Please make your check payable to the "Delaware Secretary of State".

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 your name 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

encl.
rev. 11/09

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A CLOSE CORPORATION
Of

(name of corporation)

• **First:** The name of this Corporation is

• **Second:** Its Registered Office in the State of Delaware is to be located at

Street, in the City of

County of

Zip Code

The Registered Agent in charge thereof is

Third: The nature of business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is _____ shares (number of authorized shares) with a par value of _____ per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:

Name

Mailing Address

Zip Code

• **Sixth:** 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.

• **Seventh:** 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.

• **Eighth:** 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.

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this

day of

, A.D.

BY:

(Incorporator)

NAME:

(type or print)