



# Secretary of the State of Connecticut

Phone: [860-509-6003](tel:860-509-6003) • Website: [business.ct.gov](http://business.ct.gov) • Email: [bsd@ct.gov](mailto:bsd@ct.gov)

## CERTIFICATE OF INCORPORATION - [Accesible Version Available](#)

STOCK CORPORATION - USE INK. PRINT OR TYPE. ATTACH 8 1/2" X 11" SHEETS IF NECESSARY

|                                                                                                                                                          |                                                                                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>FILING PARTY</b> <i>(Confirmation will be sent to this address):</i><br>NAME:<br>ADDRESS:<br>CITY:<br>STATE: ZIP CODE:<br>EMAIL:<br>TELEPHONE NUMBER: | <p align="center"><b>FILING FEE: \$250</b></p> <p align="center"><i>Includes franchise tax up to 20,000 shares *</i></p> <p align="center"><i>Make checks payable to "Secretary of the State"</i></p> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**1. NAME OF CORPORATION (required)** *(Must include business designation, e.g., Inc., Co., Corp.):*

**2. TOTAL NUMBER OF AUTHORIZED SHARES:**

*If the corporation has more than one class of shares, it must designate each class and the number of shares authorized within each class below.*

| CLASS: | NUMBER OF SHARES PER CLASS: |
|--------|-----------------------------|
|        |                             |

**3. IF MORE THAN ONE CLASS OF SHARES, SET FORTH THE TERMS, LIMITATIONS, RELATIVE RIGHTS AND PREFERENCES OF EACH CLASS OF SHARES AND SERIES THEREOF PURSUANT TO CONN. GEN. STAT. SECTION 33-665:**

|                                                                          |                                                                                                                                                                                                                                                                                                                                |  |  |  |  |  |  |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|--|
| <b>4. E-MAIL ADDRESS (required)</b><br><br><input type="checkbox"/> None | <b>5. NAICS CODE (six digits)(required)</b><br><table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 16.6%;"> </td> <td style="width: 16.6%;"> </td> <td style="width: 16.6%;"> </td> <td style="width: 16.6%;"> </td> <td style="width: 16.6%;"> </td> <td style="width: 16.6%;"> </td> </tr> </table> |  |  |  |  |  |  |
|                                                                          |                                                                                                                                                                                                                                                                                                                                |  |  |  |  |  |  |

\* The minimum franchise tax must be paid by corporations which authorize 20,000 shares or less upon incorporation. Corporations which authorize more than 20,000 shares must pay a franchise tax calculated on a sliding scale set forth in Section 33-618 of the General Statutes.



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**NOTE: COMPLETE EITHER 6A OR 6B BELOW, NOT BOTH.**

## 6. APPOINTMENT OF REGISTERED AGENT *(required)*

**A. If Agent is an individual,** print or type full legal name: \_\_\_\_\_

Signature accepting appointment  \_\_\_\_\_

**BUSINESS ADDRESS *(required)*:** (P.O. Box unacceptable) Check box if none:   
STREET:  
CITY:  
STATE: ZIP CODE:


**CONNECTICUT RESIDENCE ADDRESS *(required)*:** (P.O. Box unacceptable)  
STREET:  
CITY:  
STATE: CT ZIP CODE:

## CONNECTICUT MAILING ADDRESS *(required)*:

STREET OR P.O. BOX:  
CITY:  
STATE: CT ZIP CODE:

**NOTE: DO NOT COMPLETE 6B IF AGENT APPOINTED IN 6A ABOVE.**

**B. If Agent is a business,** print or type name of business as it appears on our records: \_\_\_\_\_

Signature accepting appointment  on behalf of agent: \_\_\_\_\_

Print full name and title of person signing on behalf of agent: \_\_\_\_\_

**CONNECTICUT BUSINESS ADDRESS *(required)*:** (P.O. Box unacceptable)  
STREET:  
CITY:  
STATE: CT ZIP CODE:

**CONNECTICUT MAILING ADDRESS *(required)*:**  
STREET OR P.O. BOX:  
CITY:  
STATE: CT ZIP CODE:

## 7. ELECTION OF BENEFIT CORPORATION STATUS *(MUST check box if applicable)*:

The Corporation elects to be a Benefit Corporation. In addition to any other stated purposes for which the corporation is formed, the corporation shall also have the purpose to create a general public benefit as defined in the Connecticut Benefit Corporation Act. [NOTE: If the corporation also seeks to have one or more specific public benefit(s) in addition to the general public benefit, then the corporation must set forth the specific public benefit(s), if any, in Box 8, below, under "Other Provisions."]

## 8. OTHER PROVISIONS:



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## 9. EXECUTION: CERTIFICATE MUST BE SIGNED BY EACH INCORPORATOR

Date (mm/dd/yyyy): \_\_\_\_\_

| NAME OF INCORPORATOR(S)<br><i>(print or type)</i> | ADDRESS<br><i>(No PO Box)</i>                                      | SIGNATURE(S) |
|---------------------------------------------------|--------------------------------------------------------------------|--------------|
|                                                   | ADDRESS:<br><br>CITY:<br><br>STATE:                      ZIP CODE: | ▶            |
|                                                   | ADDRESS:<br><br>CITY:<br><br>STATE:                      ZIP CODE: | ▶            |
|                                                   | ADDRESS:<br><br>CITY:<br><br>STATE:                      ZIP CODE: | ▶            |

## INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE OF INCORPORATION – STOCK CORPORATION

### INSTRUCTIONS

1. **NAME OF CORPORATION:** Provide the name of the corporation. The name of the corporation must contain one of the following designations: “corporation,” “incorporated,” “company,” “Societa per Azioni,” or “limited,” or the abbreviation “corp.,” “inc.,” “co.,” “S.p.A.,” or “ltd.,” or words or abbreviations of like import in another language. The name must also be distinguishable from other business names on the records of the Secretary of the State.
2. **TOTAL NUMBER OF AUTHORIZED SHARES:** Provide the total number of shares the corporation is authorized to issue. Refer to Fee Schedule for amount due if over 20,000 shares.
3. **TERMS, LIMITATIONS, RELATIVE RIGHTS AND PREFERENCES OF EACH CLASS OF SHARES AND SERIES THEREOF PURSUANT TO CONN. GEN. STAT. SECTION 33-665:** Please set forth all information required by section 33-665 as amended for each class of stock authorized in item number 3.
4. **CORPORATION EMAIL ADDRESS** (If none, select “NONE”): The Secretary of the State must notify entities via email when their Annual Reports are due.
5. **NAICS CODE:** go to [www.census.gov/naics](http://www.census.gov/naics), or call [1-888-756-2427](tel:1-888-756-2427). (business/occupation/profession code)
6. **APPOINTMENT OF REGISTERED AGENT:** The corporation may appoint either a natural person who is a resident of Connecticut; a Connecticut corporation, limited liability company, limited liability partnership, or statutory trust; or a foreign corporation, limited liability company, limited liability partnership or statutory trust that is registered to transact business in Connecticut and has a Connecticut address. Please note the following: (A) if the agent being appointed is a natural person, that person’s business address must be provided under the heading Business Address; their residence address under the heading Residence Address and the Connecticut mailing address under the heading Connecticut Mailing Address. (B) If the agent appointed is a business, it must provide its principal office under the Business Address heading and the Connecticut mailing address under the heading Connecticut Mailing Address. The agent must sign accepting the appointment in the space provided. The signatory must print their full name and the capacity under which they sign if signing on behalf of a business; the **corporation may not appoint itself as its registered agent**, and; all addresses must include a street number, street name, city, state, postal code except the Connecticut mailing address.
7. **ELECTION OF BENEFIT CORPORATION STATUS:** This box must be checked if the corporation elects to be a Benefit Corporation under the Connecticut Benefit Corporation Act. If the Benefit Corporation has one or more specific public benefit(s), in addition to the required general public benefit, then specific public benefits must be set forth in Box 8 “OTHER PROVISIONS,” below Box 7 on the form.
8. **OTHER PROVISIONS:** Please present in the space provided or on an attachment any information which a stock corporation is permitted but not required to provide. If the corporation is a Benefit Corporation, any specific public benefits (beyond the required general public benefit) must be listed here.
9. **EXECUTION:** The document must be executed/signed by each incorporator, each of whom must provide an address containing a street and number, city, state and a postal code. The execution constitutes legal statement under the penalties of false statement that the information provided in the document is true.

## INCORPORATION OF A CONNECTICUT STOCK CORPORATION

We are pleased to enclose the form to incorporate a stock corporation in the State of Connecticut. Note that an Organization and First Report form must also be filed to record the addresses, officers and directors of the corporation. The fees for filing the Organization and First Report can be found on the fee schedule.\*

***The filing of the above referenced documents represent the bare essentials of incorporation in Connecticut. There are many other considerations to take into account when forming a corporation. For this reason, we recommend that an attorney and/or other competent advisor be consulted. Please contact the Department of Revenue Services or your tax advisor as to any potential tax liability relating to your business.***

***The organization and first report must be filed within 90 days from the filing of the Certificate of Incorporation.***

**Make checks payable to “The Secretary of the State.”**

### OFFICE OF THE SECRETARY OF THE STATE

**Mailing Address:**

Business Services Division  
Connecticut Secretary of the State  
P.O. Box 150470  
Hartford, CT 06115-0470

**Delivery Address:**

Business Services Division  
Connecticut Secretary of the State  
165 Capitol Avenue, Suite 1000  
Hartford, CT 06106

**PHONE:** [860-509-6003](tel:860-509-6003)

**WEBSITE:** [business.ct.gov](http://business.ct.gov)