



COMMUNITY COUNSEL NONPROFIT INCORPORATION CHECKLIST

- _____ 1. ASSESS THE NEED FOR THIS SERVICE – DEVELOP YOUR BUSINESS PLAN.
- ✓ ARTICLES OF INCORPORATION must include a general description of your “corporate purposes”.
 - ✓ I.R.S. APPLICATION FOR TAX-EXEMPT STATUS requires a VERY detailed description of your planned activities (what, when, how, who pays for it?)
- _____ 2. DEVELOP YOUR BOARD OF DIRECTORS
- ✓ Florida Law requires a minimum of **three directors** at all times.
 - ✓ I.R.S. will look critically at a list of directors and officers made up of family members they ask who is related to whom - called a "disqualified person."
- _____ 3. Do you want MEMBERS in your corporation (or just a BOARD OF DIRECTORS)?
- _____ 4. WHAT DO YOU WANT TO NAME THE CORPORATION?
- ✓ Search for similar or identical names at www.sunbiz.org.
Division of Corporations/ Corporate Name Inquiry
Division of Corporations/ Fictitious Trade Name
 - ✓ Your name is VERY important - it should describe what you do.
- _____ 5. PREPARE ARTICLES OF INCORPORATION
- ✓ Select a registered agent. Street address required.
 - ✓ Street and mailing address of principal place of business
 - ✓ Names and addresses of incorporators
 - ✓ Statement regarding members (Yes, No, or "will be set forth in bylaws.")
 - ✓ Names and addresses of initial directors (not required, but helpful)
 - ✓ Signatures of incorporators (notary not required)
 - ✓ Acceptance by registered agent
 - ✓ REQUIRED LANGUAGE TO MEET ORGANIZATIONAL TEST OF IRS 501(c)(3)
(NO PRIVATE INUREMENT, DISTRIBUTION OF ASSETS TO EXEMPT ORGANIZATIONS ON DISSOLUTION, ADDITIONAL LIMITATIONS IF ENTITY BECOMES A PRIVATE FOUNDATION).

WARNING! DO not use the form on the State of Florida, Division of Corporation's website, since it does not satisfy 501(c)(3) organizational requirements.

- _____ 6. PREPARE DRAFT OF PROPOSED BYLAWS to discuss with all directors at their first “official” corporate meeting.
- _____ 7. Schedule (with at least 7-days notice) and conduct the corporation’s required ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS.
- ✓ Incorporators call the meeting unless the initial of Directors are already named in Articles of Incorporation.
 - ✓ Review and adopt bylaws (required by law).
 - ✓ Elect your first officers (required by law).
 - ✓ Choose bank or credit union as the corporation’s depository.
 - ✓ Authorize reimbursement of expenses.
 - ✓ Set up a regular meeting schedule.
 - ✓ Discuss risk management and inquire about insurance coverages.
 - ✓ Form committees (if board is large enough).
 - ✓ Authorize the filing of various government forms and assign responsibilities.
- _____ 8. PREPARE IRS FORM SS-4/ EMPLOYER ID NUMBER (EIN) [a/k/a F.E.I.]
- ✓ It's your corporation's "social security number".
 - ✓ Get form and instructions from 1-800-TAX-FORM or www.irs.gov.
 - ✓ Even if you don't have employees yet. You'll need this for opening the corporate bank account.
 - ✓ Can be filed online.
- _____ 9. REGISTER WITH FLORIDA DIVISION OF CONSUMER SERVICES in order to conduct charitable solicitations of individuals and corporations.
- ✓ Not required if you are only soliciting government grants.
 - ✓ Get form packet and instructions from www.800helpfla.com or 1-800-HELP-FLA.
 - ✓ Must file every year.
- _____ 10. APPLY FOR AN EXEMPTION FROM FLORIDA SALES TAX
- ✓ Form DR-5, available by calling (850) 487-4130 or search www.myflorida.com.
 - ✓ Must have your 501(c)(3) ruling first for charitable organization exemption.
 - ✓ No sales tax on purchases or leases when items used in furtherance of exempt purposes

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