



## Organization of California Close Corporations

Business corporations authorized to issue stock, excluding such special organizations as cooperatives, credit unions, etc., are organized pursuant to the General Corporation Law, California Corporations Code, Title 1, Division 1, Chapter 2.

California Corporations Code sections [200-202](#) outline the minimum content requirements of Articles of Incorporation for stock corporations. California Corporations Code section [158](#) specifically contains additional provisions for statutory close corporations. The attached sample has been drafted to meet minimum statutory requirements. The sample may be used as a guide in preparing documents to be filed with the Secretary of State. It is recommended that legal counsel be consulted for advice regarding the proposed corporation's specific business needs, which may require the inclusion of special article provisions, or require the formation of the corporation as a general stock corporation rather than formation as a close corporation. The Secretary of State does not provide a standardized form due to the many possible drafting variations.

### Where to File

Documents can be delivered:

- **by mail** to Secretary of State, Document Filing Support Unit, P.O. Box 944260, Sacramento, CA 94244-2600. To facilitate the processing of documents mailed to our Sacramento office, a self-addressed envelope and a letter referencing the corporate name, a return address and the name and telephone number of the person submitting the document also should be submitted.
- **in person** (drop off) between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday (excluding holidays). The office locations are as follows:

Sacramento Office  
1500 11th Street, 3rd Floor  
Sacramento, CA

Los Angeles Regional Office  
300 South Spring Street, Room 12513  
Los Angeles, CA

Note: The Los Angeles regional office is only able to process initial Articles of Incorporation delivered in person (drop off). Please refer to our website at [www.sos.ca.gov/business/regional.htm](http://www.sos.ca.gov/business/regional.htm) for detailed information regarding the submission of documents to the Los Angeles regional office.

Please refer to our website at [www.sos.ca.gov/business/be/processing-times.htm](http://www.sos.ca.gov/business/be/processing-times.htm) for current processing times at our Sacramento office.

### Fees

The fee for filing Articles of Incorporation for a close corporation is \$100.00. A \$15.00 special handling fee is applicable for processing documents delivered in person (drop off) to the Sacramento office or the Los Angeles regional office. The special handling fee is in addition to the filing fee, should be included in a separate check, and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee in lieu of the special handling fee. Please refer to our website at [www.sos.ca.gov/business/be/service-options.htm](http://www.sos.ca.gov/business/be/service-options.htm) for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filings services are not applicable to documents submitted by mail.

## Fees (continued)

Payments for documents submitted:

- by mail to the Sacramento office can be made by check or money order.
- in person (drop off) at the Sacramento office can be made by check, money order, cash, or credit card (Visa or MasterCard).
- in person (drop off) at the Los Angeles regional office can be made by check, money order, or credit card (Visa or MasterCard). The Los Angeles regional office is not able to accept cash.

Checks or money orders should be made payable to the Secretary of State.

## Copies

The Secretary of State will certify up to two copies of the filed document without charge, provided that the complete copies with any attachments are submitted to the Secretary of State with the document to be filed. Any additional copies submitted will be certified with payment of \$8.00 per copy.

## Franchise Tax Requirements

A close corporation is a taxable entity and subject each year to an **\$800** minimum franchise tax. Therefore, the corporation must file a return and pay the associated tax every year until the corporation is formally dissolved. For further information regarding franchise tax requirements, refer to the Franchise Tax Board's website at [www.ftb.ca.gov](http://www.ftb.ca.gov) or call the Franchise Tax Board at:

From within the United States (toll free) .....	(800) 852-5711
From outside the United States (not toll free) .....	(916) 845-6500
Automated Telephone Service - From within the United States (toll free) .....	(800) 338-0505
Automated Telephone Service - From outside the United States (not toll free).....	(916) 845-6600

## Additional Resources

All corporations are subject to state and federal tax laws and may be subject to additional requirements depending on the type of corporation and/or the type of business conducted. Please refer to our Business Resources webpage at [www.sos.ca.gov/business/be/resources.htm](http://www.sos.ca.gov/business/be/resources.htm) for a list of other agencies you may need to contact to ensure proper compliance. Note: The Secretary of State does not license corporations. For licensing requirements, please contact the city and/or county where the principal place of business is located and/or the state agency with jurisdiction over the activities of the corporation.

Name restrictions apply to most business entities. Please refer to our Name Availability webpage at [www.sos.ca.gov/business/be/name-availability.htm](http://www.sos.ca.gov/business/be/name-availability.htm) for business entity name regulations and the most common statutory requirements and restrictions relating to the adoption of a business entity name in California.

## Statement of Information

A Statement of Information (Form SI-200) is required to be filed with the Secretary of State **within 90 days after filing the Articles of Incorporation and annually thereafter** during the applicable filing period. The applicable filing period is the calendar month during which the initial Articles of Incorporation were filed and the immediately preceding five calendar months. (California Corporations Code section 1502.) The required statement can be filed online at <https://businessfilings.sos.ca.gov/>. Alternatively, Form SI-200 is available on the Secretary of State's website at [www.sos.ca.gov/business/be/statements.htm](http://www.sos.ca.gov/business/be/statements.htm) and can be viewed, filled in and printed from your computer for mail or drop off submission.

# Organization of California Close Corporations

## Close Corporations

The statutory concept of a “close” corporation is often confused with two other concepts having some elements in common. The three differing concepts are as follows:

- a) Statutory close corporation, as defined in California Corporations Code section [158](#).
- b) Issuance of shares under a notice filing procedure with the Commissioner of Corporations pursuant to California Corporations Code section [25102\(f\)](#) or [25102\(h\)](#).
- c) “S” corporation election pursuant to Internal Revenue Code section [1372](#).

Adding to the confusion, the terms “close” corporation, “closed” corporation or “closely held” corporation are often used in a nontechnical sense simply to describe a corporation having a relatively small number of shareholders.

Each of the three concepts: statutory close corporation, notice filing procedure, and “S” election, is independent of the other two. It is not a condition to the use of the notice filing procedure or to the making of an “S” corporation election that the Articles of Incorporation state that the corporation is a close corporation or limit the number of shareholders of record. Experienced corporate counsel advise that the appropriate use of the statutory close corporation, even among corporations having 35 or fewer shareholders, is infrequent.

There are three differences in the mandatory provisions of Articles of Incorporation forming a statutory close corporation and the Articles of Incorporation forming a general stock corporation; the name style requirement; the inclusion of wording denoting close corporation status; and the reference to the number of persons entitled to hold issued shares.

# Organization of California Close Corporations

## Instructions:

Articles of Incorporation must be drafted to include all the provisions required by the California Corporations Code. Articles of Incorporation may include other provisions as permitted under California law (e.g., the name and address of each initial director). The attached sample meets the minimum statutory requirements and should only be used as a guide in preparing Articles of Incorporation. The document should be typed with letters in dark contrast to the paper. Documents not suitable for reproduction will be returned unfiled. Note: The file date of Articles of Incorporation is generally the date the document complying with applicable law is received in the Secretary of State's office.

**Article I:** The articles must include a statement of the name of the corporation.

- The name must be exactly as you want it to appear on the records of the California Secretary of State.
- The name of a close corporation must include the word "corporation", "incorporated" or "limited" or an abbreviation of one of these three words.
- Name restrictions apply to most business entities. Please refer to our Name Availability webpage at [www.sos.ca.gov/business/be/name-availability.htm](http://www.sos.ca.gov/business/be/name-availability.htm) for business entity name regulations and the most common statutory requirements and restrictions relating to the adoption of a business entity name in California.

**Article II:** This exact statement is required by the California Corporations Code and should not be altered.

**Article III:** The articles must include the name of the initial agent for service of process.<sup>1</sup>

- If an individual is designated as agent, include the agent's business or residential **street** address in California (a P.O. Box address is not acceptable). Please do not use "in care of" (c/o) or abbreviate the name of the city.
- If another corporation is designated as agent, do not include the address of the designated corporation.

Note: Before another corporation may be designated as agent, that corporation must have previously filed with the Secretary of State a certificate pursuant to California Corporations Code section 1505. **A corporation cannot act as its own agent** and no domestic or foreign corporation may file pursuant to Section 1505 unless the corporation is currently authorized to engage in business in California and is in good standing on the records of the California Secretary of State.

**Article IV:** The articles must include a statement of the total number of shares the corporation will be authorized to issue.

Note: Before shares of stock are sold or issued the corporation must comply with the Corporate Securities Law administered by the Department of Corporations. Information regarding permits to issue shares can be obtained from the Department of Corporation's website at [www.corp.ca.gov](http://www.corp.ca.gov) or by calling the Department of Corporations at (213) 573-7500.

**Article V:** The articles must include a statement that the corporation is a close corporation and must include the number of persons entitled to hold issued shares. Note: The number of persons cannot exceed 35.

**Execution:** The articles must be signed by each incorporator, or by each initial director named in the articles. If initial directors are named, each director must both sign and acknowledge the articles. Note: If initial directors are not named in the articles, the individual(s) executing the document is the incorporator(s) of the corporation. The name of each incorporator or initial director should be typed beneath their signatures.

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<sup>1</sup> An "agent for service of process" is an individual (director, officer or any other person, whether or not affiliated with the corporation) who resides in California or another corporation designated to accept service of process if the corporation is sued. Note: The agent must agree to accept service of process on behalf of the corporation prior to designation.

# Articles of Incorporation

I

The name of this corporation is \_\_\_\_\_ *(Name of Corporation)* \_\_\_\_\_.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **General Corporation Law** of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State **CALIFORNIA** Zip \_\_\_\_\_

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is \_\_\_\_\_.

V

This corporation is a **Close Corporation**. All of the corporation's issued shares of stock, of all classes, shall be held of record by not more than \_\_\_\_\_ persons.

\_\_\_\_\_  
*(Signature of Incorporator)*

\_\_\_\_\_  
*(Typed Name of Incorporator), Incorporator*

*If an individual is designated as the initial agent for service of process, include the agent's business or residential street address in California (a P.O. Box address is not acceptable). If another corporation is designated as the initial agent for service of process, do not include the address of the designated corporation.*

*This sample should be used ONLY as a guideline in the preparation of the original document for filing with the California Secretary of State.*