

ARTICLES OF INCORPORATION OF ABC, INC.

ARTICLE I NAME

The name of the corporation is ABC, Inc..

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 1055 Lang Avenue, Grantsville, UT 84029.

ARTICLE III AGENT

The name and street address of the agent for service of process is James S Burton at 705 Rebecca Street, Zion, IL 60099.

ARTICLE IV PURPOSE

The purpose for which the corporation is organized 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.

ARTICLE V AUTHORIZED STOCK

The corporation is authorized to issue a total number of 100 shares of common stock, without par value.

ARTICLE VI INCORPORATOR

The name and address of the incorporator(s) is:

- Linda C Blouin at 658 Marshall Street, Tulsa, OK 74120

ARTICLE VII DURATION

The period of duration of the corporation is perpetual.

Dated this 22 day of January, 2018.

I declare I am the person who executed this instrument which execution is my act and deed.

Signature of Incorporator

Linda C Blouin

Name of Incorporator

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GENERAL INSTRUCTIONS

WHAT IS AN ARTICLES OF INCORPORATION?

An Articles of Incorporation, also commonly known as a Certificate of Incorporation, is a set of formal documents that contain basic information about a company being created. Because each state has its own requirements, the Articles of Incorporation are usually filed with the Secretary of State. Once the Articles of Incorporation are filed, the company becomes a registered business entity for legal and tax purposes in the state.

WHAT SHOULD BE INCLUDED

A basic Articles of Incorporation will include the following details:

- **Full Name of Corporation:** check whether the company name is still available at your Secretary of State (i.e. California allows you to check online) and be sure to include one of a corporate suffix at the end of the name:
 - o Corporation or Corp.
 - o Company or Co.
 - o Incorporated or Inc.
 - o Limited or Ltd.
- **Principal Place of Business:** address of the corporation
- **Registered Agent:** person or business who receives legal notices and paperwork
- **Business Purpose:** the reason your corporation is being created (i.e. any lawful activity)
- **Stock:** total number of authorized shares, type of stock, and par value of stock
- **Incorporator:** a person at least 18 years old who is setting up the company
- **Director:** person(s) who will oversee the overall affairs of the company
- **Officer:** person(s) who will manage daily business affairs (i.e. President, VP, Secretary)
- **Duration:** length of time the company will exist, often the default is "perpetual"

MOST COMMON SITUATIONS

A Certificate of Incorporation is often used when a company wants to be legally recognized as a business entity to minimize taxes and gain liability protection.

WHY IS IT NEEDED

If you want to take advantage of a state's tax and legal benefits, you should file a Certificate of Incorporation with that Secretary of State when creating your business. For example, about half of public corporations choose to incorporate in Delaware and Nevada to save taxes. Many states require companies to file "foreign registration" documents if they are an out-of-state entity incorporated elsewhere but doing business in their state.

Independent of where you incorporate, companies may also need to create corporate bylaws to formalize the incorporation process. Corporate bylaws establish the everyday rules and guidelines of running a business and not mixing your personal debts and assets with those of your business.

CONSEQUENCES OF NOT INCORPORATING

If you do not use an Articles of Incorporation, the default assumption is that you are a sole proprietor. As an unincorporated business, the law treats you and your business as one entity. For tax purposes, the IRS allows you to file one form for yourself and your company. In the worst case, a creditor can go after both your personal and company assets for a business debt.

Here are some of the possible consequences that could be prevented by properly incorporating your business and filing Articles of Incorporation:

1. **Lost Money** (i.e. Unexpected legal bills, potential tax savings associated with incorporating)
2. **Lost Time** (i.e. Time spent defending your personal assets from creditors or the public, Cleaning up mistakes instead of preventing them in the first place)
3. **Opportunity Cost** (i.e. Loss of liability protection available to incorporated businesses, Peace of mind that your personal home and bank accounts are protected)

In contrast, if you follow proper procedures, a formally incorporated business legally separates you from your company. You the owner cannot be held personally liable for company debts, obligations, or risks. The increased liability protection is particularly useful if your business has employees or if your products or services put you at risk of being sued by the general public. Retail businesses, in danger of lawsuits for a slip and fall or other small mishaps, should consider purchasing general business liability insurance to cover any accidents.