Incorporation in the State of Nevada

One of the first steps to becoming a non-profit organization 501(c)(3) is to incorporate within the State of Nevada. Incorporation holds a number of benefits in the State, including exemption from corporate income tax, minimal reporting and disclosure requirements, and officers and directors are protected from personal liability for lawful acts of the corporation. It is required that an organization incorporate before applying to become a 501(c)(3) organization because the IRS will require the organization’s Articles of Incorporation to be included in the application.

Step 1: Obtaining Necessary Forms

To begin the incorporation process, download the forms and instructions from the Secretary of State website, or call the Secretary of State’s office at 775-684-5708 to request a packet. The packet includes forms to fill out for Articles of Incorporation, instructions for this form, a Resident Agent Acceptance form, and a filing schedule of fees.

Step 2: Secure a Name

An organization wishing to incorporate must secure a unique name for itself. The name must not be that of a natural person except with the addition of an ending such as Incorporated (Inc.), Limited (Ltd.), Company (Co.), or Corporation (Corp.). Business names that are already used can be searched online. Names can be reserved by filling out a name reservation form and paying a $25 fee.

Step 3: Articles of Incorporation

The next step is to draft the documents required by the State of Nevada for incorporation. The most important of these documents is the Articles of Incorporation. The Articles of Incorporation should be written in general terms, but they must include certain IRS organizational test language. This language must limit the purpose of the organization to those described in section 501(c)(3) of the Internal Revenue Code, to expressly not permit activities that do not further its exempt purpose, and it must permanently dedicate its assets to exempt purposes. The purposes of a nonprofit organization must be limited to: charitable, educational, religious, scientific, literary, fostering national or international sports competition, preventing cruelty to children or animals, and testing for public safety. Furthermore, per the recent changes to the IRS requirements for applying for exemption, the Articles of Incorporation MUST include specific language that explains what will happen if the group is ever forced to shut down. Organizations must show specifically how assets they control will continue to be used for a charitable purpose, even after an organization dissolves. Finally, the Articles of Incorporation should be general enough to not need amending. To amend the Articles, an organization would have to pay fees and deal with more paperwork from both the State and the IRS. An organization can be more specific about its operations in its bylaws, which are easier to amend.

Step 4: Assigning a Resident Agent

Finally, a Resident Agent must be assigned as part of the Articles of Incorporation form. A Resident Agent must be at least 18 years of age, have a physical address in the State of Nevada, and agree to handle some correspondence of the nonprofit corporation. A Resident Agent does NOT need to be a member of the group; however, they will receive all correspondence from the Secretary of State. Also, a Resident Agent can be changed for a fee. The form for a Resident Agent is found in the packet of information that can be downloaded from the Secretary of State’s website.

Step 5: Other Documents and Tasks to Complete

** This document is intended as a guide only. It does not guarantee success for incorporating in the State of Nevada. All relevant organizations should be contacted to receive up-to-date guidelines and to answer all questions.
An organization should also draft the following documents and do the following tasks in order to incorporate:

- **Bylaws**: The rules that govern the directors’ and members’ meetings, designates officers, voting on issues, and other specific operational details. Bylaws are typically adopted at the first board of directors meeting. Sample bylaws can be found in self-help resource guides or through a lawyer.

- **Board of Directors**: These names must be included on the application for incorporation and nonprofit exemption.

- **Minutes of the first meeting of the Board of Directors**: This meeting is to adopt the bylaws and elect the officers of the organization, as well as any other business details that need to be completed to start the operations of the organization.

**Resources**

There are many publications that provide sample Articles of Incorporation. Some good examples:

- *Nonprofit Kit For Dummies* (2013)
  Stan Hutton and Frances Phillips
  ISBN: 076455347X

- *How to Form a Nonprofit Corporation* (2015)
  Anthony Mancuso
  ISBN: 1413300391

Also, some organizations may also want to hire a lawyer to aid in the process of incorporating in Nevada and filing for nonprofit exemption status. Some lawyers may provide this service at no cost as part of their professional public service commitment. Lawyers may be found by contacting the State of Nevada or Clark County Bar Associations.

**Useful Contact Information**

- **Secretary of State**
  775-684-5708
  nvsos.gov

- **State Bar of Nevada**
  600 E. Charleston Boulevard
  Las Vegas, NV 89104
  702-382-2200
  statebarofnevada.net
  Search and referral service to find lawyers of any discipline in Nevada

- **Clark County Bar Association**
  725 South Eighth Street
  Las Vegas, NV 89101
  702-387-6011
  www.clarkcountybar.org
  Information on Las Vegas area lawyers

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