

# STATUTES RELATING TO FILING ARTICLES OF INCORPORATION

## (Non Profit Corporations)

John A. Gale, Secretary of State  
Room 1305 State Capitol, P.O. Box 94608  
Lincoln, NE 68509  
<http://www.nol.org/home/SOS/>

### **21-1903: Filing requirements.**

(a) A document must satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the Secretary of State. (b) The Nebraska Nonprofit Corporation Act must require or permit filing the document in the office of the Secretary of State. (c) The document must contain the information required by the act. It may contain other information as well. (d) The document must be typewritten or printed. (e) The document must be in the English language. However, a corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation. (f) The document must be executed:

(1) By the presiding officer of its board of directors of a domestic or foreign corporation, by its president, or by another of its officers;

(2) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary. (g) The person executing a document shall sign it and state beneath or opposite the signature his or her name and the capacity in which he or she signs. The document may, but need not, contain:

(1) The corporate seal;

(2) An attestation by the secretary or an assistant secretary; or

(3) An acknowledgment, verification, or proof. (h) If the Secretary of State has prescribed a mandatory form for a document under section 21-1904, the document must be in or on the prescribed form. (i) The document must be delivered to the office of the Secretary of State for filing and must be accompanied by one exact or conformed copy (except as provided in sections 21-1936 and 21-19,154), the correct filing fee, and any tax, license fee, or penalty required by the Nebraska Nonprofit Corporation Act or other law.

### **21-1905: Fees.**

(a) The Secretary of State shall collect the following fees when the documents described in this subsection are delivered for filing:

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|---|----------|
| (1)(i) Articles of incorporation or documents relating to domestication | \$10.00  |
| (2) Application for use of indistinguishable name                       | \$ 25.00 |
| (3) Application for reserved name                                       | \$ 25.00 |

(4) Notice of transfer of reserved name	\$ 25.00
(5) Application for registered name	\$ 25.00
(6) Application for renewal of registered name	\$ 25.00
(7) Corporation's statement of change of registered agent or registered office or both	\$ 5.00
(8) Agent's statement of change of registered office for each affected corporation	\$ 25.00 (not to exceed a total of \$1,000.00)
(9) Agent's statement of resignation	no fee
(10) Amendment of articles of incorporation	\$ 5.00
(11) Restatement of articles of incorporation with amendments	\$ 5.00
(12) Articles of merger	\$ 5.00
(13) Articles of dissolution	\$ 5.00
(14) Articles of revocation of dissolution	\$ 5.00
(15) Certificate of administrative dissolution	no fee
(16) Application for reinstatement following administrative dissolution	\$ 5.00
(17) Certificate of reinstatement	no fee
(18) Certificate of judicial dissolution	no fee
(19) Certificate of authority	\$ 10.00
(20) Application for amended certificate of	\$ 5.00
(21) Application for certificate of	\$ 5.00
(22) Certificate of revocation of authority to transact business	no fee
(23) Biennial report	\$ 20.00
(24) Articles of correction	\$ 5.00
(25) Application for certificate of good standing	\$ 10.00
(26) Any other document required or permitted to be filed by the Nebraska Nonprofit /Corporation Act	\$ 5.00
(i) Amendments	\$ 5.00
(ii) Mergers	\$ 5.00

(b) The Secretary of State shall collect a recording fee of five dollars per page in addition to the fees set forth in subsection (a) of this section. (c) The Secretary of State shall collect the following fees for copying and certifying the copy of any filed document relating to a domestic or foreign corporation:

- (1) \$1.00 per page; and
- (2) \$10.00 for the certificate.

(d) All fees set forth in this section shall be collected by the Secretary of State and remitted to the State Treasurer and credited two-thirds to the General Fund and one-third to the Corporation Cash Fund.

### **21-1920: Incorporators.**

One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Secretary of State for filing.

### **21-1921: Articles of incorporation.**

(a) The articles of incorporation shall set forth:

- (1) A corporate name for the corporation that satisfies the requirements of section 21-1931;
  - (2) One of the following statements: (i) This corporation is a public benefit corporation; (ii) This corporation is a mutual benefit corporation; or (iii) This corporation is a religious corporation;
  - (3) The street address of the corporation's initial registered office and the name of its initial registered agent at that office;
  - (4) The name and street address of each incorporator;
  - (5) Whether or not the corporation will have members; and
  - (6) Provisions not inconsistent with law regarding the distribution of assets on dissolution.
- (b) The articles of incorporation may set forth:
- (1) The purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity;
  - (2) The names and street addresses of the individuals who are to serve as the initial directors;
  - (3) Provisions not inconsistent with law regarding: (i) Managing and regulating the affairs of the corporation; (ii) Defining, limiting, and regulating the powers of the corporation, its board of directors, and members (or any class of members); and (iii) The characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members.
  - (4) Any provision that under the Nebraska Nonprofit Corporation Act is required or permitted to be set forth in the bylaws.
- (c) Each incorporator and director named in the articles must sign the articles. (d) The articles of incorporation need not set forth any of the corporate powers enumerated in the act.

**21-1922: Incorporation.**

- (a) Unless a delayed effective date is specified, the corporate existence begins when the articles of incorporation are filed. (b) The Secretary of State's filing of the articles of incorporation is conclusive proof that the incorporators satisfied all conditions precedent to incorporation except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.

**21-1923: Liability for preincorporation transactions.**

All persons purporting to act as or on behalf of a corporation, knowing there was no incorporation under the Nebraska Nonprofit Corporation Act, are jointly and severally liable for all liabilities created while so acting.

**21-1924: Organization of corporation.**

- (a) After incorporation:
- (1) If initial directors are named in the articles of incorporation, the initial directors shall hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting; or

(2) If initial directors are not named in the articles, the incorporator or incorporators shall hold an organizational meeting at the call of a majority of the incorporators: (i) To elect directors and complete the organization of the corporation; or (ii) To elect a board of directors who shall complete the organization of the corporation. (b) Action required or permitted by the Nebraska Nonprofit Corporation Act to be taken by incorporators at an organizational meeting may be taken without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each incorporator. (c) An organizational meeting may be held in or out of this state in accordance with section 21-1981.

**21-1925: Bylaws.**

(a) The incorporators or board of directors of a corporation shall adopt bylaws for the corporation. (b) The bylaws may contain any provision for regulating and managing the affairs of the corporation that is not inconsistent with law or the articles of incorporation.

**21-1926: Emergency bylaws and powers.**

(a) Unless the articles provide otherwise the directors of a corporation may adopt, amend, or repeal bylaws to be effective only in an emergency defined in subsection (d) of this section. The emergency bylaws, which are subject to amendment or repeal by the members, may provide special procedures necessary for managing the corporation during the emergency, including:

(1) How to call a meeting of the board;  
(2) Quorum requirements for the meeting; and  
(3) Designation of additional or substitute directors. (b) All provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. (c) Corporate action taken in good faith in accordance with the emergency bylaws:

(1) Binds the corporation; and  
(2) May not be used to impose liability on a corporate director, officer, employee, or agent. (d) An emergency exists for purposes of this section if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

**21-1927: Purposes.**

(a) (1) Every corporation incorporated under the Nebraska Nonprofit Corporation Act has the purpose of engaging in any lawful activity unless a more limited purpose is set forth in the articles of incorporation.

(2) A corporation engaging in an activity that is subject to regulation under another statute of this state may incorporate under the act only if incorporation under the act is not prohibited by the other statute. The corporation shall be subject to all limitations of the other statute.

(b) Corporations may be incorporated under the Nebraska Nonprofit Corporation Act for any one or more of, but not limited to, the following lawful purposes: Charitable; benevolent; eleemosynary; educational; civic; patriotic; political; religious; social; fraternal; literary;

cultural; athletic; scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial, or trade association. Corporations may also be incorporated under the act for the purpose of providing for, erecting, owning, leasing, furnishing, and managing any building, hall, dormitory or apartments, lands or grounds for the use or benefit in whole or in part of any governmental, religious, social, educational, scientific, fraternal, or charitable society or societies, body or bodies, institution or institutions, incorporated or unincorporated, or for the purpose of holding property of any nature in trust for such society, body, or institution or for the purpose of assisting any governmental body in obtaining grants from the federal government, the performance of any requirements necessary to obtain a federal grant or carrying out the purpose for which a federal grant is obtained. Such corporations, as to the ownership and taxation of their property, shall have all the rights, privileges, and exemptions of the body, society, or institution for whose use or benefit or for whom in trust such property is held.

### **21-1928: General powers.**

Unless its articles of incorporation provide otherwise, every corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its affairs including, without limitation, the power:

- (1) To sue and be sued, complain, and defend in its corporate name ;
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing or in any other manner reproducing it;
- (3) To make and amend bylaws not inconsistent with its articles of incorporation or with the laws of this state, for regulating and managing the affairs of the corporation;
- (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of, any entity;
- (7) To make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises, or income;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment, except as limited by section 21-1988;
- (9) To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust, or other entity;
- (10) To conduct its activities, locate offices, and exercise the powers granted by the Nebraska Nonprofit Corporation Act within or without this state;
- (11) To elect or appoint directors, officers, employees, and agents of the corporation, define their duties, and fix their compensation;
- (12) To pay pensions and establish pension plans, pension trusts, and other benefit and incentive plans for any or all of its current or former directors, officers, employees, and

agents;

(13) To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the corporate interest;

(14) To impose dues, assessments, admission, and transfer fees upon its members;

(15) To establish conditions for admission of members, admit members, and issue memberships;

(16) To carry on a business; and

(17) To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the corporation.

**21-19,173: Notice of incorporation, amendment, merger, or dissolution; publication.**

(a) Notice of incorporation, amendment, or merger of a domestic corporation subject to the Nebraska Nonprofit Corporation Act shall be published for three successive weeks in some legal newspaper of general circulation in the county where the corporation's principal office or, if none in this state, its registered office is located. A notice of incorporation shall show

(1) the corporate name of the corporation,

(2) whether the corporation is a public benefit, mutual benefit, or religious corporation,

(3) the street address of the corporation's initial registered office and the name of its initial registered agent at that office,

(4) the name and street address of each incorporator, and

(5) whether or not the corporation will have members. A brief resume of any amendment or merger of the corporation shall be published in the same manner for the same period of time as a notice of incorporation is required to be published.

(b) Notice of dissolution of a domestic corporation shall be published for three successive weeks in some legal newspaper of general circulation in the county where the corporation's principal office or, if none in this state, its registered office is located. A notice of dissolution shall show

(1) the terms and conditions of such dissolution,

(2) the names of the persons who are to wind up and liquidate its affairs and their official titles, and

(3) a statement of assets and liabilities of the corporation. (c) Proof of publication of any of the notices required to be published under this section shall be filed in the office of the Secretary of State. In the event any notice required to be given pursuant to this section is not given, but is subsequently published for the required time, and proof of the subsequent publication thereof is filed in the office of the Secretary of State, the acts of such corporation prior to, as well as after, such publication shall be valid.