

Appendix F: Maine's Requirements for Incorporating a Nonprofit Corporation

Disclaimer: This information is provided for educational purposes only and is not to be relied upon as legal advice. Readers are strongly encouraged to retain the services of a qualified attorney to help them with their specific situation.

State Requirements and Forms

Articles of Incorporation – Your nonprofit corporation must establish Articles of Incorporation and file them with the Secretary of State. The Articles of Incorporation application (Form MNPCA-6) is available at www.maine.gov/sos/cec/corp/formsnew/mnpca6.pdf. Among other items, the Articles of Incorporation must include the following information:

- **Name of Organization** – You must choose a name that is not identical or deceptively similar to an already existing nonprofit or for-profit corporation in Maine. The names of already existing nonprofit corporations can be found online at www.informe.org/icrs/ICRS.
- **Purposes of the Organization** – The purposes may be identical to the mission statement, or may be as broad as the law allows. A road association will always be a mutual benefit corporation and not a charitable corporation. It cannot be tax exempt.
- **Registered Agent (aka Clerk)** – All nonprofit corporations must appoint a registered agent. Any change of the registered agent must be filed with the Secretary of State within 30 days of the change.
- **Whether the Organization Will Have Members** – An organization may or may not have members. That is a decision the incorporators need to make from the outset.
- **Board of Directors** – If the organization has a board, it must be comprised of at least three individuals.

Bylaws – A nonprofit corporation must establish a set of Bylaws.

Organizational Meeting – After the incorporators have filed the Articles of Corporation, it is time to hold the Organizational Meeting. At this meeting, the following key measures should be taken:

- Adopt bylaws.
- Decide if the organization will be run by members or a Board of Directors.
- Elect Officers.
- Authorize a corporate bank account.
- Authorize the payment of organizing expenses and filing fees.
- Authorize the establishment of a ledger and appropriate corporate records.
- Adopt a fiscal year for the corporation.
- Designate Chairpersons and members of committees.

Annual Report – All nonprofit corporations must file an Annual Report by June 1 of each year (although the Secretary of State requests filings by April 1). There is a \$35 filing fee, as well as a late fee for filings received after June 1. You may download a form or file online at www.maine.gov/sos/cec/corp/formsnew/formspec.htm#mnpca13.

Workers Compensation – A corporation with one or more employees generally must obtain workers compensation insurance.

Federal Requirements and Forms

Obtain an EIN – Every nonprofit corporation must obtain a federal Employer Identification Number (EIN). This is simply a means of identifying the organization for tax and other purposes. You can request an EIN by phone, mail, or online. For details, visit www.irs.gov/businesses/small/article/0,,id=97860,00.html.

IRS Form 990 – Annual information return for exempt organizations. If your organization has more than \$25,000 in income during your tax year, it must file Form 990. You might also qualify to file Form 990-EZ, which is a simplified version generally used by organizations with gross receipts normally less than \$100,000 and assets under \$250,000. If your organization is a private foundation, you should file Form 990-PF. All of these forms can be downloaded from www.irs.gov.

IRS Form 1099-MISC – An organization must file an IRS 1099-MISC whenever it pays a person \$600 or more in a fiscal year for: (1) rents; (2) royalties; (3) commissions, fees and other compensation (nonemployees only); (4) prizes and awards (nonemployees); and (5) other income.

Federal Payroll Tax Documents – A corporation with one or more employees must pay certain federal payroll taxes and make federal and state withholdings on employees' wages. Among the necessary forms are the W-2/W-3 and the quarterly IRS Form 941.