

Chapter 34—Corporations: Nature, Formation and Powers

B. Formalities of Incorporation

Selection of Name

State statutes require that the company name indicate that it is a corporation.

Incorporators

The role of the incorporators ends after the first organizational meeting.

Articles of Incorporation

Under the Revised Act, the articles must include: the corporation's name, the number of authorized shares, the name and street address of each incorporator, The articles may include optional information such as the initial board of directors, corporate purposes, etc. Some optional provisions can be

elected only in the charter, including cumulative voting, supermajority voting requirements, and preemptive rights.

Organizational Meeting

Required by the RMBCA to adopt the bylaws, elect directors and appoint officers and conduct other business.

Bylaws

Contain the rules and regulations governing the company's internal management. Bylaws need not be publicly filed and generally may be altered without shareholder approval. Close corporations may avoid adopting bylaws by including all necessary information in a shareholder agreement or in the articles of incorporation.