



Business Services Division  
**Tre Hargett, Secretary of State**  
**State of Tennessee**

**INSTRUCTIONS**

**CHARTER  
FOR-PROFIT BENEFIT CORPORATION**

Filing Fee: \$100

A For-Profit Benefit Corporation Charter may be filed using one of the following methods:

- **E-file:** Go to <http://tnbear.tn.gov/NewBiz> and use the online tool to complete the charter and pay the filing fee by credit card or debit card. When paying by credit card or debit card, there is a service fee that covers the credit card fees and transaction costs incurred by the Business Services Division when accepting online payments. Applicants who do not wish to pay the service fee to file online may choose the “Print and Mail” option at no additional cost.
- **Print and Mail:** Go to <http://tnbear.tn.gov/NewBiz> and use the online tool to complete the charter. Print and mail the charter along with the required filing fee to the Secretary of State’s office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Paper submission:** A blank charter may be obtained by going to <http://www.tn.gov/sos/forms/ss-9413.pdf>, by emailing the Secretary of State at [TNSOS.CORPINFO@tn.gov](mailto:TNSOS.CORPINFO@tn.gov), or by calling (615) 741-2286. The charter is hand printed in ink or computer generated and mailed along with the required filing fee to the Secretary of State’s office at 6th FL – Snodgrass Tower ATTN: Corporate Filing, 312 Rosa L. Parks AVE, Nashville, TN 37243.
- **Walk-in:** A blank charter form may be obtained in person at the Secretary of State Business Services Division located at 6th FL – Snodgrass Tower, 312 Rosa L. Parks AVE, Nashville, TN 37243.

**A For-Profit Benefit Corporation Charter must be accurately completed in its entirety. Forms that are inaccurate, incomplete or illegible will be rejected.**

A For-Profit Benefit Corporation Charter sets forth the items required under T.C.A. §§ 48-12-102 and 48-28-104(e).

**CHARTER**

**The heading of the charter must contain the words “For-Profit Benefit Corporation”.**

1. ***The name of the corporation is*** - Enter the proposed name of the corporation. The name of a new corporation must meet the requirements of T.C.A. § 48-14-101.

If a corporation's name contains the word "bank", "banks", "banking", "credit union" or "trust", written approval must first be obtained from the Tennessee Department of Financial Institutions before documents can be accepted for filing with the Division of Business Services. You may contact the Tennessee Department of Financial Institutions at (615) 741-2236.

If a corporation's name contains the phrase "insurance company", written approval must first be obtained from the Tennessee Department of Commerce & Insurance before documents can be accepted for filing with the Division of Business Services. You may reach the Tennessee Department of Commerce & Insurance at (615) 741-2241.

2. **Name Consent: (Written Consent for Use of Indistinguishable Name)** – An applicant corporation can request to use a name that is not distinguishable from the name used by an existing business under certain circumstances detailed in T.C.A. § 48-14-101(c). Indicate name consent by checking. If checked, the charter must be accompanied by an application to use an indistinguishable name, accompanied by payment of an additional \$20 filing fee. The application must set forth the appropriate criteria for name duplication as described in the Act.
3. **This company has the additional designation of** – For-Profit Benefit Corporation.
4. **The name and complete address of its initial registered agent and office located in the state of Tennessee is** – Enter the name of the corporation's initial registered agent, the street address, city, state and zip code of the corporation's initial registered office located in Tennessee and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box is not acceptable for the registered agent/office address.
5. **Fiscal Year Close Month** – Enter the month of the year that concludes the corporation's fiscal year. If a fiscal year close month is not indicated, the Division of Business Services will list the fiscal year close month as December by default. Please note that T.C.A. § 48-26-203 requires corporations to file an annual report with the Secretary of State on or before the first day of the fourth month following the end of the close of the corporation's fiscal year.  
  
**Period of Duration** – Indicate if the duration of the corporation is perpetual or has a specific end date by checking the appropriate box. If "other" is checked, indicate the specific date on which the duration of the corporation's existence will end.
6. **If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is** – If the existence of the corporation is to begin upon a future date, enter the future date. In no event can the future date or the actual occurrence of the specific event be more than ninety calendar days from the filing of the charter.
7. **The corporation is for profit** – By signing the charter the filer acknowledges this statement to be true.
8. **The number of shares of stock the corporation is authorized to issue is** – Enter the number of shares of stock the corporation is authorized to issue, pursuant to T.C.A. Title 48, Chapter 16. At least one share of stock must be indicated. Failure to indicate a number of shares greater than zero will result in rejection of the document by the Division of Business Services.
9. **The complete address of its principal office is** – Enter the street address, city, state and zip code of the principal office of the corporation and the county in which the office is located. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services unless a deliverable mailing address is also provided. A post office box is not acceptable for the principal office address.

10. **The complete mailing address of the entity (if different from the principal office) is** – If notifications from the Division of Business Services should be sent to an address other than the principal office address, enter that address. The address will be verified and formatted to United States Postal Service address deliverability guidelines. If the address cannot be recognized as deliverable by the United States Postal Service, the form will be rejected by the Division of Business Services. A post office box address is acceptable for a mailing address.
11. **List the name and complete address of each incorporator** – Addresses should include address, city, state and zip code. The signer of the charter must be an incorporator listed in this section.
12. **Public Benefit Purpose** – Enter the public benefit or benefits to be pursued by the corporation. A public benefit is defined in T.C.A. § 48-25-103 as “a positive effect or reduction of negative effects on one (1) or more categories of person, entities, communities, or interests, other than shareholders in their capacities as shareholders, including, but not limited to, an artistic, charitable, cultural, economic, educational, environmental, literary, medical, religious, scientific, or technological effect”.
13. **Other Provisions** – Including any further information in this space is strictly optional. Use this section to set forth other details of the corporation that are not required to be included in the charter. Such items could include the initial board of directors, the business purpose of the corporation, the names of corporate management, and provisions regulating the powers and rights of the corporation, its board of directors and its shareholders.

#### **SIGNATURE**

- The person executing the document must sign it and indicate the date of signature in the appropriate spaces. The signer must be an incorporator listed in Section 11 of the charter. **Failure to sign and date the application will result in the application being rejected.**
- Type or Print Name. **Failure to type or print the signature name and title of the signer will result in the application being rejected.**

#### **FILING FEE**

- The filing fee for charter is **\$100**.
- Make check, cashier’s check or money order payable to the Tennessee Secretary of State. Cash is only accepted for walk-in filings. **Charters submitted without the proper filing fee will be rejected. Checks, cashier’s checks or money orders made out to any payee other than the Tennessee Secretary of State will not be accepted and will result in the rejection of document.**



**CHARTER**

**FOR-PROFIT BENEFIT CORPORATION** (ss-9413)



Business Services Division  
**Tre Hargett, Secretary of State**  
State of Tennessee  
312 Rosa L. Parks AVE, 6th Fl.  
Nashville, TN 37243-1102  
(615) 741-2286  
Filing Fee: \$100.00

*For Office Use Only*

The undersigned, acting as incorporator(s) of a for-profit benefit corporation under the provisions of the For-Profit Benefit Corporation Act, adopt the following Charter.

1. The name of the corporation is: \_\_\_\_\_  
**(NOTE: Pursuant to the provisions of T.C.A. § 48-14-101(a)(1), each corporation name must contain the words "corporation", "incorporated", or "company" or the abbreviation "corp.", "inc.", or "co.")**

2. Name Consent: (Written Consent for Use of Indistinguishable Name)  
 This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: For-Profit Benefit Corporation

4. The name and complete address of the initial registered agent and office located in the state of Tennessee is:  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: TN Zip Code: \_\_\_\_\_ County: \_\_\_\_\_

5. Fiscal Year Close Month: \_\_\_\_\_ Period of Duration:  Perpetual  Other \_\_\_\_\_  
Month Day Year

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is:  
(Not to exceed 90 days) Effective Date: \_\_\_\_\_ Time: \_\_\_\_\_  
Month Day Year

7. The corporation is for profit.

8. The number of shares of stock the corporation is authorized to issue is: \_\_\_\_\_

9. The complete address of its principal office is:  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_ County: \_\_\_\_\_



# CHARTER

## FOR-PROFIT BENEFIT CORPORATION (ss-9413)



Business Services Division  
**Tre Hargett, Secretary of State**  
**State of Tennessee**  
 312 Rosa L. Parks AVE, 6th Fl.  
 Nashville, TN 37243-1102  
 (615) 741-2286  
 Filing Fee: \$100.00

*For Office Use Only*

The name of the corporation is: \_\_\_\_\_

**10. The complete mailing address of the entity (if different from the principal office) is:**

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

**11. List the name and complete address of each incorporator:**

Name	Business Address	City, State, Zip

**12. Public Benefit Purpose:** \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_

**13. Other Provisions:** \_\_\_\_\_

\_\_\_\_\_  
 \_\_\_\_\_

**\*Note: Pursuant to T.C.A. § 10-7-503 all information on this form is public record.**

\_\_\_\_\_  
 Signature Date

\_\_\_\_\_  
 Incorporator's Signature

\_\_\_\_\_  
 Incorporator's Name (printed or typed)

Submitter Information: Name: \_\_\_\_\_ Phone #: (\_\_\_\_\_) \_\_\_\_\_