



# Articles of Incorporation

Form 1  
*Business Corporations Act*  
Section 6

1. Name of Corporation

2. The classes of shares, and any maximum number of shares that the corporation is authorized to issue:

3. Restrictions on share transfers (*if any*):

4. Number, or minimum and maximum number, of directors that the corporation may have:

5. If the corporation is restricted FROM carrying on a certain business, or restricted TO carrying on a certain business, specify the restriction(s):

6. Other rules or provisions (*if any*):

7. Date signed by Incorporators: \_\_\_\_\_.

**Incorporators**

Signature: _____	Address: (including postal code)
Print Name:	
Signature: _____	Address: (including postal code)
Print Name:	
Signature: _____	Address: (including postal code)
Print Name:	
Signature: _____	Address: (including postal code)
Print Name:	

*This information is being collected for the purposes of corporate registry records in accordance with the Business Corporations Act. Questions about the collection of this information can be directed to Alberta Registries, Research and Program Development, 9th Floor, John E. Brownlee Building, 10365 - 97 Street, Edmonton, Alberta T5J 3W7, (403) 422-7838*

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Business Corporations Act  
**Articles of Incorporation**

Form 1

**Instructions**

Documents required to be sent to the Registrar pursuant to the Business Corporations Act must conform to Section 1 of the Business Corporations Regulations made under the Act.

**Item 1**

- Give the proposed corporate name that complies with Sections 10 and 12 of the Business Corporations Act.
- The name must be identical to the name on the Alberta Name Search Report (NUANS report) and must be uniform throughout the incorporating documents.

**Item 2**

- Give details of the:
  - rights
  - privileges
  - restrictions
  - conditions

**Each** class of shares, along with the other details required by paragraph 6(1) (b) of the act, must:

- be without nominal or par value
- comply with Part 5 of the Act
- Only no par value shares can be issued under the Business Corporations Act. However, the incorporator may authorize different classes of shares. If different classes of shares are authorized, the privileges, rights, restrictions, and conditions attached to each class of shares must be stated. Further, the right to vote, the right to receive dividends, and the right to share the remaining property of the company on winding up, must be attached to one or more classes or shares, although they need not be attached to the same class. If only one class of shares is authorized and no rights are stated, then it is assumed these shares carry all the above rights.

**Item 3**

Any restrictions on the transfer of shares must be stated. If you want to restrict the right to transfer shares, give the restriction. If transfer will **NOT** be restricted, please write “NONE” on the form.

**Item 4**

Give the following:

- the number of directors
- the minimum **AND** maximum number of directors that the corporation is allowed to have

A corporation may choose to have a specific number of directors (e.g. two directors) **OR** it may choose to have a range of directors (e.g. not less than one and not more than seven). If a range of directors is designated, ensure that both the minimum and the maximum number of directors are stated. A corporation which distributes shares to the public, and has more than 15 shareholders must have at least three directors.

**Item 5**

If you want to restrict the business that the corporation may carry on:

- name the restrictions
- make clear whether the corporation is to be restricted **TO** carry on the business you have named or restricted **FROM** carrying it on

**Item 6**

Give any rules or provisions that are:

- permitted by the Act or Regulations
- to be set out in the corporation's bylaws
- to form part of the Articles

If there are no other provisions, please write "NONE" on the form.

The Business Corporations Act does not define "Private Company" as do the Securities Act and Companies Act. As a result, some small corporations under the Business Corporations Act must also file under the Securities Act. You can avoid potential problems by including in the "Other Provisions" section of this form the "Private Company" provisions that are defined under the Securities Act. If the following three provisions apply to the corporation, write them in:

- the right to transfer the corporation's shares is restricted. When including this provision, make it clear in Item 3 of the form, how the transfer will be restricted
- The number of shareholders is to be no more than 50. This maximum number does not include persons employed by the corporation or persons
  - who were once employed by the corporation
  - who held shares in it when they were employed by it
  - who still hold shares in the corporation even though they are no longer employed by it
  - two or more persons who are joint registered owners of any number of shares are counted as one shareholder
- the public cannot be invited to subscribe to the corporation's securities

**Item 7**

Incorporators are to:

- sign the form
- give his or her home address including the postal code
- give the date on which they signed the form

If the incorporator is a corporation, give the corporation's name and the address of its registered office, and have a person authorized by the corporation sign the form.

**Other Documents**

To incorporate an Alberta corporation please include the following with the Form 1:

- Notice of Address or Notice of Change of Address - (Form 3)
- Notice of Directors or Notice of Change of Directors - (Form 6)
- An Alberta Name Search Report - (NUANS Report), dated not more than 90 days from the date the documents are received by Corporate Registry.
- Transaction Fees