

**273.247 Articles of incorporation. (Effective January 1, 2011)**

- (1) The articles of incorporation shall set forth:
  - (a) The name of the corporation that satisfies the requirements of KRS 14A.3-010;
  - (b) The purpose or purposes for which the corporation is organized;
  - (c) Any provisions, not inconsistent with law, which the incorporators elect to set forth in the articles of incorporation for the regulation of the internal affairs of the corporation, including any provision for distribution of assets or dissolution or final liquidation;
  - (d) The corporation's initial registered office and initial registered agent that satisfy the requirements of KRS 14A.4-010;
  - (e) The mailing address of the corporation's principal office;
  - (f) The number of directors constituting the initial board of directors, and the names and mailing addresses of the persons who are to serve as the initial directors; and
  - (g) The name and mailing address of each incorporator.
- (2) It shall not be necessary to set forth in the articles of incorporation any of the corporate powers enumerated in KRS 273.163 to 273.387.
- (3) Unless its articles of incorporation provide otherwise, every corporation shall be presumed to have perpetual duration and succession in its corporate name.
- (4) Unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, when a provision of the articles of incorporation is inconsistent with a bylaw, the provision of the articles of incorporation shall be controlling.
- (5) Unless the registered agent signs the articles, the corporation shall deliver with the articles of incorporation the registered agent's written consent to the appointment.

**Effective:** January 1, 2011

**History:** Amended 2010 Ky. Acts ch. 151, sec. 63, effective January 1, 2011. -- Amended 1998 Ky. Acts ch. 341, sec. 13, effective July 15, 1998. -- Amended 1988 Ky. Acts ch. 23, sec. 199, effective January 1, 1989. -- Amended 1986 Ky. Acts ch. 202, sec. 8, effective March 28, 1986. -- Created 1968 Ky. Acts ch. 165, sec. 28.

**Legislative Research Commission Note.** An amendment to this section was included in 1976 HB 26 (ch. 27) as originally introduced. The amended language, however, was deleted by floor amendment, but the section was not deleted from the act.