

**490.202 Articles of incorporation.**

1. The articles of incorporation must set forth all of the following:
    - a. A corporate name for the corporation that satisfies the requirements of [section 490.401](#).
    - b. The number of shares the corporation is authorized to issue.
    - c. The street address of the corporation's initial registered office and the name of its initial registered agent at that office.
      - d. The name and address of each incorporator.
    2. The articles of incorporation may set forth any or all of the following:
      - a. The names and addresses of the individuals who are to serve as the initial directors.
      - b. Provisions not inconsistent with law regarding:
        - (1) The purpose or purposes for which the corporation is organized.
        - (2) Managing the business and regulating the affairs of the corporation.
        - (3) Defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders.
        - (4) A par value for authorized shares or classes of shares.
        - (5) The imposition of personal liability on shareholders for the debts of the corporation to a specified extent and upon specified conditions.
      - c. Any provision that under [this chapter](#) is required or permitted to be set forth in the bylaws.
      - d. A provision eliminating or limiting the liability of a director to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following:
        - (1) The amount of a financial benefit received by a director to which the director is not entitled.
        - (2) An intentional infliction of harm on the corporation or the shareholders.
        - (3) A violation of [section 490.833](#).
        - (4) An intentional violation of criminal law.
- A provision shall not eliminate or limit the liability of a director for an act or omission occurring prior to the date when the provision in the articles of incorporation becomes effective.
- e. A provision permitting or making obligatory indemnification of a director for liability, as defined in [section 490.850](#), [subsection 5](#), to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following:
    - (1) Receipt of a financial benefit to which the person is not entitled.
    - (2) An intentional infliction of harm on the corporation or its shareholders.
    - (3) A violation of [section 490.833](#).
    - (4) An intentional violation of criminal law.
3. The articles of incorporation need not set forth any of the corporate powers enumerated in [this chapter](#).
  4. Provisions of the articles of incorporation may be made dependent upon facts objectively ascertainable outside the articles of incorporation in accordance with [section 490.120](#).

89 Acts, ch 288, §19; 2002 Acts, ch 1154, §10, 125; 2003 Acts, ch 44, §80; 2007 Acts, ch 140, §3

Referred to in [§490.831](#), [490.851](#), [490.853](#), [490.1113](#), [491.5](#), [524.1309](#), [534.501](#)