

**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. (1) 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:
    - (a) The amount of a financial benefit received by a director to which the director is not entitled.
    - (b) An intentional infliction of harm on the corporation or the shareholders.
    - (c) A violation of section 490.833.
    - (d) An intentional violation of criminal law.
 (2) 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 3, 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; 2012 Acts, ch 1023, §87

Referred to in §490.831, 490.851, 490.853, 490.1113, 491.5, 524.1309

[T] Section not amended; internal reference change applied