



Department of Commerce and Consumer Affairs
Business Registration Division
335 Merchant Street, Room 201
Mailing Address: P.O. Box 40, Honolulu, HI 96810
Phone: (808) 586-2727
Email: breg@dcca.hawaii.gov
Fax: (808) 586-2733
Website: BusinessRegistrations.com

INSTRUCTIONS FOR PREPARING AND FILING ARTICLES OF INCORPORATION FOR A HAWAII SUSTAINABLE BUSINESS CORPORATION

Section [414-32](#), Hawaii Revised Statutes (HRS)

Articles must be typed or printed in **black ink** and must be **legible**. Attachments may be used, if necessary, and must be typed or printed in **black ink** on 8.5" x 11" white bond paper, single-sided. The articles must be signed by at least one individual (incorporator). All signatures must be in **black ink**. Submit articles together with the appropriate fee(s). The date of incorporation will be the date that the Articles of Incorporation are filed in compliance with the Hawaii Business Corporation Act (Chapter [414](#), HRS).

Chapter [420D](#), HRS, authorizes a designation and code of conduct for a business corporation to offer entrepreneurs and investors the option to build and invest in businesses that operate in a socially and environmentally sustainable manner. A domestic corporation incorporated under Chapter [414](#), HRS, may elect to become a sustainable business corporation under Chapter [420D](#), HRS, by including in its articles or amending its articles to include a statement that the corporation is a sustainable business corporation. Every sustainable business corporation shall have among its purposes the creation of a general public benefit. Refer to Section [420D-5](#), HRS, for more information.

- Article 1. State the exact corporate name. A corporate name must contain the word "*corporation*", "*incorporated*", or "*limited*", or the abbreviation "*corp.*", "*inc.*", or "*ltd.*" Refer to Section [414-51](#), HRS, for more information.
- Article 2. State the number of shares the corporation is authorized to issue. Form SBC-1 provides for common stock only. If more than one class of shares is authorized, you must prepare your own Articles of Incorporation. Refer to Section [414-71](#), HRS, for more information.
- Article 3. State the complete mailing address of the corporation's initial principal office. If the address of the corporation's principal address differs from its mailing address, please also state the principal address.
- Article 4. 4a. Indicate whether the corporation's registered agent is an entity OR an individual. If the registered agent is an entity, state the entity name and state, province, or country of formation, incorporation, or organization of the corporation's registered agent. If the registered agent is an individual, state the individual's first name and last name.
4b. State the complete street address of the place of business of the registered agent in the State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to.
The corporation cannot be its own agent. Refer to Sections [414-61](#) and [425R-4](#), HRS, for more information.
- Article 5. State the name and complete address of each individual incorporator of the corporation. One or more individuals may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the department director for filing. Refer to Section [414-31](#), HRS, for more information.
- Article 6. 6a. and 6b.: Stating the information for the officers and directors of the corporation is **optional** in the Articles of Incorporation but **required** in the corporation's annual report. Refer to Section [414-472](#), HRS, for more information. 6b.: the board of directors of a sustainable business corporation shall include one director who shall be designated the "benefit director." Refer to Section [420D-7](#), HRS, for more information.

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Article 7. State the sustainable business corporation's purpose or purposes and include the general public benefit. "General public benefit" means a material positive impact on society and the environment, taken as a whole and as measured by a third-party standard under section [420D-12](#), from the business and operations of a sustainable business corporation.

Filing Fees: The fee for filing Articles of Incorporation is **\$50.00** and is not refundable. Optional: the fee for one certified copy is \$10.00. Payments made by cash, check, or credit card are accepted. Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee is \$25.00.

For any questions, call (808) 586-2727 or email breg@dcca.hawaii.gov.

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE BUSINESS REGISTRATION DIVISION SECRETARY AT (808) 586-2744 TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION [92F-11](#), HRS)