

**Nova Southeastern University**

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**From the Selected Works of Vicenç Feliú**

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## Corporation Sole - Appendix A

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## Appendix A

### I. States with Specific Statutes allowing for Corporations Sole

#### **Diocese of Baltimore, Maryland**

Laws of Maryland 1832, Ch. 308, Section 1

Be it enacted by the General Assembly of Maryland, That it shall and may be lawful to, and for the trustees of any Roman Catholic Church, in whom the title to any lot or lots of ground, whereon any Roman Catholic Church is now erected, or which is used as a grave-yard attached to any such church, to convey the same by deed to be executed, acknowledged and recorded in the usual manner, to the Most Reverend James Whitfield, the present Arch Bishop of Baltimore, and his successors in the Archiepiscopal see of Baltimore, according to the discipline and government of the Roman Catholic Church, forever; and it shall and may be lawful to, and for any person or persons or body corporate, to convey unto the Roman Catholic Arch Bishop of Baltimore, for the time being, and his successors as aforesaid, forever, by deed as aforesaid, any lost, piece or parcel of ground as aforesaid, for the purpose of having a church erected thereon, for worship according to the discipline and government of the Roman Catholic Church, or for a grave-yard as aforesaid, which said lots of ground and premises, when so conveyed, are to be held by the said Roman Catholic Arch Bishop of Baltimore, and his successors as aforesaid, for the uses of the members of the Roman Catholic Church, worshipping at the respective places where such Churches may be, according to the government and discipline of the Roman Catholic Church; Provided always, that the property and estate, so to be conveyed and held, shall not, for any one congregation, exceed two acres; and provided, that such property be improved, enjoyed and used, only for a Church lot, parsonage and burial ground, or such conveyance, for such lot, shall be void; and provided, that nothing herein contained shall be so construed as to authorise the said Arch Bishop of Baltimore or his successors, to exact from the members of any congregation, who may make conveyances under this act, any contributions as a consideration for the use of said church property so conveyed, without their consent.

Laws of Maryland 1868, Ch. 268, Section 1

Be it enacted by the General Assembly of Maryland, That so much of the Act of December Session, eighteen hundred and thirty-two, Chapter three hundred and eight, as provides "that the property and estate to be conveyed and held under the provisions thereof, shall not for any one congregations exceed two acres, and that such property be improved, enjoyed and used only for a church lot, parsonage and burial ground, or such conveyance for such lot shall be void," be, and the same is hereby repealed.

Laws of Maryland 1868, Ch. 268, Section 2.

And be it enacted, That the Roman Catholic Archbishop of Baltimore for the time being, and his successors forever, shall be capable to take, receive and hold by sale , gift, lease or devise, any lots or parcels of land not exceeding in the whole five acres, for the uses of

any one congregation, according to the discipline and government of the Roman Catholic Church, to be improved, enjoyed or used for a church, parsonage, burial ground, school house, or any or all of said purposes.

Maryland's statute refers specifically to the Catholic Church and it calls for the creation of corporations aggregate. (See Maryland)

**Diocese of Boston, Massachusetts**

St. 1897, c. 506

The present Roman Catholic archbishop of the archdiocese of Boston and his successors in office shall and are made a body politic and corporation sole, under the name of the Roman Catholic Archbishop of Boston.

Massachusetts's statute is specific to the Catholic Church and calls for an organization as a corporation aggregate. (See Massachusetts)

**Diocese of Charleston, South Carolina**

17 Stat. 321

An Act in Reference to the Holding and Disposition of Property in this State for the Use of the Roman Catholic Church

*Be it enacted* by the Senate and House of Representatives of the State of South Carolina, now met and sitting in the General Assembly, and by the authority of the same, That the Right Reverend P.N. Lynch, Doctor of Divinity, Bishop of Charleston and his successors in the Episcopal See of Charleston, according to the discipline and government of the Roman Catholic Church, be and he and they are hereby declared to be a body corporate and politic under the name of the Bishop of Charleston, and in that name to be able and capable in law to purchase, hold, possess, and enjoy in fee simple or in any lesser estate, any property, either real or personal, to be held, enjoyed, possessed, or used, for the purpose of a church, hospital, parsonage, burial ground, school-house, or any or all of said purposes, or for the erection, repair, maintenance, support or keeping up of them, or any or all of them, and to sell, alien, or otherwise dispose of the same, and by said corporate name to sue and be sued, plead and be impleaded, answer and be answered unto, in any Court in this State.

South Carolina's statute allows for a choice of either type of corporation. This special law is a holdover from a time when the Church was not allowed to incorporate as a corporation sole in the state. (See South Carolina)

**Diocese of Chicago, Illinois**

Year 1861, Section 1

Be it enacted by the People of the State of Illinois, represented in the General Assembly, That the present Catholic Bishop of Chicago, and his successors in office, be and are

hereby created a body politic, and a corporation sole, under the name and style of "The Catholic Bishop of Chicago;" and by that name said bishop, and his successors in office, shall be known, and shall, hereafter, have succession; and shall sue and be sued, plead and be impleaded, defend and be defended, in all courts and places whatsoever.

Illinois' statute is general to congregations, churches, or societies and calls for an organization as a corporation aggregate. (See Illinois)

### **Diocese of Fall River, Massachusetts**

Acts and Resolves of 1904, Ch. 390

An Act to Incorporate the Roman Catholic Bishop of Fall River and His Successors a Corporation Sole, to Hold and Manage Certain Property for Religious and Charitable Purposes.

Acts and Resolves of 1904, Ch. 390, Section 1.

Be it enacted, etc., as follows:

The present Roman Catholic bishop of the diocese of Fall River and his successors in office are hereby made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Fall River, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights and privileges conferred, and subject to all the liabilities and limitations imposed, by the Revised Laws. (See Massachusetts)

### **Diocese of Louisville, Kentucky**

Private Laws of 1887, Ch. 1123, § 1

Be it enacted by the General Assembly of the Commonwealth of Kentucky:

That the corporate name of the "Roman Catholic Bishop of Louisville, and his successors in office," as a corporation sole, shall hereafter be "The Right Rev. Wm. Geo. McClosky, Roman Catholic Bishop of Louisville," and by the name the Right Rev. Wm. George McClosky is hereby created a corporation sole, and by that name may contract and be contracted with, sue and be sued, in all courts, purchase, acquire by gift, devise, deed or otherwise, real, personal and mixed estate; and sell, convey, encumber, exchange or otherwise dispose of the same, or any part thereof.

Private Laws of 1887, Ch. 1123, § 3.

At the death of the Right Rev. Wm. George McClosky, or when he may cease to hold office as Bishop of the said Diocese, the estate real, personal and mixed, which may then be held and owned by said corporation sole, shall descend to, and the title thereto shall vest in, his lawful successors, in the order of their succession, each of whom shall be a corporation sole by the name of the "Roman Catholic Bishop of Louisville," and be possessed of all powers and rights herein conferred upon said corporation.

Kentucky's statute is general to congregations, churches, or societies and calls for an organization as a corporation aggregate. (See Kentucky)

**Diocese of Manchester, New Hampshire**

Private Acts of 1901, Ch. 232, Section 1

An Act to Create the Roman Catholic Bishop of Manchester and His Successors a Corporation Sole

Be it enacted by the Senate and House of Representatives in General Court convened:

The present Roman Catholic bishop of the diocese of Manchester and his successors in office shall be and hereby are made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Manchester, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights, and privileges prescribed, and subject to all the liabilities and limitations imposed by the Public Statutes.

New Hampshire's statute is general to religious societies and calls for an organization as a corporation aggregate. (See New Hampshire)

**Diocese of Portland, Maine**

Private and Special Laws of 1887, Ch. 151, §1

An Act to create the Roman Catholic Bishop of Portland and his successors, a Corporation Sole

Be it enacted by the Senate and House of Representatives in Legislature assembled, as follows:

The Present Roman Catholic Bishop of the Diocese of Portland, and his successors in office, be and is hereby created a body politic and a corporation sole, under the name and style of the Roman Catholic Bishop of Portland, and by that name the said bishop and his successors in office, shall be known and shall hereafter have succession, with all the powers, rights and privileges prescribed, and subject to all the liabilities imposed by the general statutes of the state.

Maine's statute is general to congregations, churches, or societies and calls for an organization as a corporation aggregate. (See Maine)

**Diocese of Providence, Rhode Island**

1900 P.L. 133 §1

The present Roman Catholic Bishop of Providence and his successors in office be and is hereby created a body politic and corporation sole.

Rhode Island's statute is specific to the Catholic Church and calls for an organization as a corporation aggregate. (See Rhode Island)

### **Diocese of Springfield, Massachusetts**

Acts and Resolves of 1898, Ch. 368

An Act to Incorporate the Roman Catholic Bishop of Springfield and His Successors a Corporation Sole, to Hold and Manage Certain Property for Religious and Charitable Purposes.

Acts and Resolves of 1898, Ch. 368, Section 1.

Be it enacted, etc., as follows:

The present Roman Catholic bishop of the diocese of Springfield and his successors in office shall be and are hereby made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Springfield, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights, and privileges prescribed, and subject to all the liabilities and limitations imposed by the Public Statutes.

Massachusetts's statute is specific to the Catholic Church and calls for an organization as a corporation aggregate. (See Massachusetts)

## **II. States with General Statutes allowing for Corporations Sole**

### **Alabama**

With referent to the Catholic hierarchy – *i.e.* bishop, diocese

Code of Ala. § 10A-20-1.01 (2012) As amended and renumbered by Act 2009-513, § 324  
Authority to Incorporate

Any bishop of a diocese consisting wholly or in part of territory in Alabama may become a corporation sole with the power and authority defined in this article by proceeding according to the provisions of this article.

§ 10A-20-1.05 (2012) Certificate of succession by successor of bishop  
As amended and renumbered by Act 2009-513, § 324 When a bishop has become a corporation sole pursuant to this article, each of the successors in the bishopric shall succeed the bishop in the corporation upon making and filing with the Secretary of State an application for a certificate of succession setting forth:

- (1) The succession; and

- (2) A copy in English of the commission, instrument, or document evidencing the right to the succession, and the date and place of the consecration and induction into office, which certificate shall be subscribed, sworn to, and certified as provided for in the original application for incorporation.

Upon the issue of a certificate of succession as provided for in this section, the successor shall be clothed with all the authority and power of the original incorporator.

## **Alaska**

Alaska Stat. § 10.40.020 (2012)  
Execution of Articles of Incorporation

An archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or clergyman, of a church or religious society, who has been chosen, elected or appointed, in conformity with the constitution, canons, rites, regulations, or discipline of the church or religious society, and in whom is vested the legal title to the property of the church or religious society, may execute written articles of incorporation in triplicate, acknowledged before an officer authorized to take acknowledgments.

§ 10.40.110

Succession to property upon death, resignation, or removal of person incorporated as corporation sole

In the event of the death or resignation of the archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or member of the clergy, who has formed a corporation under this chapter, or such a person's removal from office by the person or body having removal authority, the successor in office as the corporation sole is vested with the title of all property held by the successor's predecessor with the same power and authority over the property, subject to all the legal liabilities and obligations with reference to the property. The successor shall record in the office of each recording district in which the corporation owns real property a certificate of the successor's commission or certified copy of a letter of election or appointment.

## **Arizona**

A.R.S. § 10-11901 (2012)  
Purposes for which corporation sole may be formed  
As transferred from § 10-1851 by Laws 2001, Ch. 103, § 10

Corporations may be formed to acquire, hold and dispose of church or religious society property for the benefit of religion, for works of charity and for public worship, and of property of scientific research institutions maintained solely for pure research and without expectation of pecuniary gain or profit, in the manner provided in this article.

## **California**

With referent to the Catholic hierarchy – *i.e.* bishop, diocese

Cal Corp Code § 10002 (2012)

Who may form; purposes

A corporation sole may be formed under this part by the bishop, chief priest, presiding elder, or other presiding officer of any religious denomination, society, or church, for the purpose of administering and managing the affairs, property, and temporalities thereof.

Cal Corp Code § 10003 (2012)

Articles; required provisions

The articles of incorporation shall state:

(a) The name of the corporation.

(b) That the officer forming the corporation is duly authorized by the rules, regulations, or discipline of the religious denomination, society, or church to take such action.

(c) The county in this State where the principal office for the transaction of the business of the corporation is located.

(d) The manner in which any vacancy occurring in the office of the bishop, chief priest, presiding elder, or other presiding officer is required to be filled by the rules, regulations, or constitution of the denomination, society, or church.

## **Colorado**

With referent to the Catholic hierarchy – *i.e.* bishop, diocese

C.R.S. 7-52-101 (2012). Execution of articles of incorporation

Amended by Laws 2004, Ch. 343, § 24, effective July 1, 2004.

The archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or clergyman of any church or religious society who has been duly chosen, elected, or appointed in conformity with the constitutions, canons, rites, regulations, or discipline of said church or religious society and in whom shall be vested the legal title to the property of such church or religious society may deliver articles of incorporation to the secretary of state for filing pursuant to part 3 of article 90 of this title. The articles shall contain the name of the corporation, the purpose of the corporation, and the name and title of the person in whom is vested the legal title to the property.

C.R.S. 7-52-102. Filing articles - corporate existence

Amended by Laws 2004, Ch. 343, § 25, effective July 1, 2004.

Upon the filing of the articles of incorporation with the secretary of state, the person subscribing the articles and the person's successor in office by the name or title stated in the articles is a corporation sole, with perpetual succession.

## **Hawaii**

HRS § 419-1 (2012)

Formation of corporation sole for ecclesiastical purposes

A nonprofit corporation sole may be formed hereunder by the bishop, chief priest, presiding elder, or other presiding officer of any church, for the purposes of administering and managing the affairs, property, and temporalities of the church, in the district within which the bishop, chief priest, presiding elder, or other presiding officer has ecclesiastical jurisdiction.

## **Idaho**

Idaho Code § 30-1101 (2012)

§§ 30-1101-- 30-1110. Formation, articles, bylaws, etc. of religious, social and benevolent associations. [Repealed by SL 1979, ch. 159, §1.]

SL 1979, ch. 159, §1, sub § 3

Nonprofit Corporations

30-303

Application of Business Corporation Act.

- (a) Each nonprofit corporation shall be governed by the provisions of the Idaho business corporation act except insofar as they may be inconsistent with the provisions of this act.

30-304

Effect on Corporations Created Under Prior Laws.

This act shall govern the conduct of corporations created under the prior laws but it shall not be held to invalidate such corporations nor to derogate from their rights under the prior laws.

Corporations sole created under the prior law shall hereafter be deemed to be single director, nonmembership corporations as authorized by this act.

## **Montana**

Mont. Code Anno., § 35-3-201 (2011)

When corporation sole may be created.

Whenever the rules or discipline of any religious denomination, society, or church permit or require the estate, property, temporalities, and business thereof to be held in the

name of or managed by a bishop, chief priest, or presiding elder, it shall be lawful for such bishop, chief priest, or presiding elder of such religious denomination, society, or church to become a corporation sole in the manner herein prescribed.

## **Oregon**

ORS § 65.067 (2011)

Corporation sole.

(1) Any individual may, in conformity with the constitution, canons, rules, regulations and disciplines of any church or religious denomination, form a corporation hereunder to be a corporation sole. Such corporation shall be a form of religious corporation and will differ from other such corporations organized hereunder only in that it shall have no board of directors, need not have officers and shall be managed by a single director who shall be the individual constituting the corporation and its incorporator or the successor of the incorporator.

(2) The name of such corporation shall be the same as the office within the church or religious denomination held by the incorporator, and shall be followed by the words “and successors, a corporation sole.”

(3) All of the provisions of ORS 65.044 to 65.067 shall apply to such corporation. If the corporation has no officers, the director may perform any act required by or permitted by an officer in the same manner and with the same effect as though such act were performed by one or more officers of the corporation.

## **Utah**

Utah Code Ann. § 16-7-1 (2012)

Formation -- Purposes

Corporations sole may be formed for acquiring, holding or disposing of church or religious society property for the benefit of religion, for works of charity and for public worship, in the manner hereinafter provided.

Utah Code Ann. § 16-7-2

Articles of incorporation -- Execution -- Filing

Any person who is the archbishop, bishop ... of any church or religious society who has been duly chosen, elected, or appointed ... may make and subscribe articles of incorporation, acknowledge the same before some officer authorized to take acknowledgments, and file the original articles with the Division of Corporations and Commercial Code; he shall retain a copy of these articles in his possession.

## **Washington**

Rev. Code Wash. (ARCW) § 24.12.010 (2012)  
Corporations sole -- Church and religious societies

Any person, being the bishop, overseer, or presiding elder of any church or religious denomination in this state, may, in conformity with the constitution, canons, rules, regulations, or discipline of such church or denomination, become a corporation sole, in the manner prescribed in this chapter, as nearly as may be; and, thereupon, said bishop, overseer, or presiding elder, as the case may be, together with his or her successors in office or position, by his or her official designation, shall be held and deemed to be a body corporate, with all the rights and powers prescribed in the case of corporations aggregate; and with all the privileges provided by law for religious corporations.

## **Wyoming**

Wyo. Stat. § 17-8-110 (2012)

Wyo. Stat. § 17-8-110. Corporations; execution, acknowledgment and filing of articles of incorporation

Any person being the archbishop, bishop, ... of any church or religious society, who shall have been duly chosen, elected or appointed, ... may make and subscribe written articles of incorporation in duplicate, acknowledge the same before some officer authorized to take acknowledgment, and file one (1) of such articles in the office of the secretary of state, and retain possession of the other.

Wyo. Stat. § 17-8-116.

Corporations; vesting of title to property in successor; filing of certified copy of commission by successor.

In the event of the death or resignation of any such archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or clergyman, or of his removal therefrom by the person or body having authority to remove him, when such person is at the time a corporation sole, his successor in office, as such corporation sole, shall be vested with the title to any and all property held by his predecessor, as such corporation sole, with like power and authority over the same, and subject to all the legal liabilities and obligations with reference thereto. Such successor shall file in the office of the county clerk of each county wherein any of said real property is situated, a certified copy of his commission, certificate or letter of election or appointment.

### **III. States with Specific Statutes allowing for Corporations Aggregate**

#### **Connecticut**

Conn. Gen. Stat. § 33-279 (2012)  
Organization as corporation.

A corporation may be organized in connection with any Roman Catholic Church or congregation in this state, by filing in the office of the Secretary of the State a certificate signed by the archbishop or bishop and the vicar-general of the archdiocese or of the diocese in which such congregation is located and the pastor and two laymen belonging to such congregation, stating that they have so organized for the purposes hereinafter mentioned.

There is more to this statute pertaining to the events that will transpire should the archbishop or bishop pass away.

#### **Delaware**

27 Del. C. § 115 (2012)  
Formation of Roman Catholic Church corporations

In every congregation of the Roman Catholic Church, the ordinary of the diocese, the pastor of the congregation for the time being, according to the practice and discipline of the Church, 1 other person annually designated by the ordinary, and 2 other persons annually elected by the members of the congregation from among their number (the annual election and appointment to be made when designated by the ordinary in each and every year, with the incumbents to hold office until their respective successors shall be so elected or appointed, as the case may be), shall be constituted a body politic and corporate, under such title as may be assumed by the corporation, and recorded in a certificate under the hands and seals of the incorporators first chosen or otherwise entitled to office under the terms of this chapter. The certificate shall be acknowledged before any person entitled to take acknowledgments of instruments to be used in this State and recorded among the corporation records of the county wherein the congregation has or possesses a place of worship.

#### **Maryland**

Except for the Archbishop of Baltimore which is a corporation sole.

Title 5, subtitle 3, part II, addresses the incorporation of Roman Catholic Churches

Md. CORPORATIONS AND ASSOCIATIONS Code Ann. § 5-315 (2012)  
Corporators subject to part

The incorporators of a religious corporation subject to this part shall be the following

individuals, appointed or elected according to the discipline and government of the Roman Catholic Church:

- (1) The ordinary of the archdiocese;
- (2) The vicar-general of the archdiocese;
- (3) The pastor of the congregation; and
- (4) Any other individual appointed by the ordinary.

### **Baltimore**

Laws of Maryland 1832, Ch. 308, Section 1

Be it enacted by the General Assembly of Maryland, That it shall and may be lawful to, and for the trustees of any Roman Catholic Church, in whom the title to any lot or lots of ground, whereon any Roman Catholic Church is now erected, or which is used as a grave-yard attached to any such church, to convey the same by deed to be executed, acknowledged and recorded in the usual manner, to the Most Reverend James Whitfield, the present Arch Bishop of Baltimore, and his successors in the Archiepiscopal see of Baltimore, according to the discipline and government of the Roman Catholic Church, forever; and it shall and may be lawful to, and for any person or persons or body corporate, to convey unto the Roman Catholic Arch Bishop of Baltimore, for the time being, and his successors as aforesaid, forever, by deed as aforesaid, any lost, piece or parcel of ground as aforesaid, for the purpose of having a church erected thereon, for worship according to the discipline and government of the Roman Catholic Church, or for a grave-yard as aforesaid, which said lots of ground and premises, when so conveyed, are to be held by the said Roman Catholic Arch Bishop of Baltimore, and his successors as aforesaid, for the uses of the members of the Roman Catholic Church, worshipping at the respective places where such Churches may be, according to the government and discipline of the Roman Catholic Church; Provided always, that the property and estate, so to be conveyed and held, shall not, for any one congregation, exceed two acres; and provided, that such property be improved, enjoyed and used, only for a Church lot, parsonage and burial ground, or such conveyance, for such lot, shall be void; and provided, that nothing herein contained shall be so construed as to authorise the said Arch Bishop of Baltimore or his successors, to exact from the members of any congregation, who may make conveyances under this act, any contributions as a consideration for the use of said church property so conveyed, without their consent.

Laws of Maryland 1868, Ch. 268, Section 1

Be it enacted by the General Assembly of Maryland, That so much of the Act of December Session, eighteen hundred and thirty-two, Chapter three hundred and eight, as provides “that the property and estate to be conveyed and held under the provisions thereof, shall not for any one congregations exceed two acres, and that such property be

improved, enjoyed and used only for a church lot, parsonage and burial ground, or such conveyance for such lot shall be void," be, and the same is hereby repealed.

Laws of Maryland 1868, Ch. 268, Section 2.

And be it enacted, That the Roman Catholic Archbishop of Baltimore for the time being, and his successors forever, shall be capable to take, receive and hold by sale , gift, lease or devise, any lots or parcels of land not exceeding in the whole five acres, for the uses of any one congregation, according to the discipline and government of the Roman Catholic Church, to be improved, enjoyed or used for a church, parsonage, burial ground, school house, or any or all of said purposes.

### **Massachusetts**

Except the Archbishop of Boston, the Bishop of Fall River, and the Bishop of Springfield which are corporations sole.

Chapter 67 addresses the incorporation of Protestant Episcopal, Methodist Episcopal, and Roman Catholic Churches.

ALM GL ch. 67, § 44 (2012)

Roman Catholic Churches; Incorporation.

The Roman Catholic archbishop or bishop of the diocese in which a Roman Catholic church is erected or intended to be erected, the vicar-general of such diocese and the pastor of such church, for the time being, or a majority of them, may associate with themselves two laymen, communicants of said church, and may, with such laymen, sign a certificate in duplicate, showing the name or title by which they and their successors shall be known as a body corporate, which certificate shall be acknowledged in the same manner as conveyances of land. One copy of such certificate shall be filed in the office of the state secretary, and the other recorded in the registry of deeds in the county where such church is erected or intended to be erected; and thereupon such church shall be a body corporate by the name expressed in such certificate, and the persons so signing the same shall be the trustees thereof.

### **Boston**

St. 1897, c. 506

The present Roman Catholic archbishop of the archdiocese of Boston and his successors in office shall and are made a body politic and corporation sole, under the name of the Roman Catholic Archbishop of Boston.

### **Fall River** Acts and Resolves of 1904, Ch. 390

An Act to Incorporate the Roman Catholic Bishop of Fall River and His Successors a Corporation Sole, to Hold and Manage Certain Property for Religious and Charitable Purposes.

Section 1.

Be it enacted, etc., as follows:

The present Roman Catholic bishop of the diocese of Fall River and his successors in office are hereby made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Fall River, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights and privileges conferred, and subject to all the liabilities and limitations imposed, by the Revised Laws.

**Springfield**

Acts and Resolves of 1898, Ch. 368

An Act to Incorporate the Roman Catholic Bishop of Springfield and His Successors a Corporation Sole, to Hold and Manage Certain Property for Religious and Charitable Purposes.

Section 1.

Be it enacted, etc., as follows:

The present Roman Catholic bishop of the diocese of Springfield and his successors in office shall be and are hereby made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Springfield, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights, and privileges prescribed, and subject to all the liabilities and limitations imposed by the Public Statutes.

**New Jersey**

New Jersey has a section (§16) for religious corporations and associations with 20 different chapters. Chapter 15 addresses the Roman Catholic Church. This section is similar in wording to that of Massachusetts.

N.J. Stat. § 16:15-1 (2012)

Incorporation

Any Roman Catholic church or congregation in this state may incorporate in the following manner:

The Roman Catholic bishop of the diocese in which the church or congregation is located, the vicar-general of the diocese, or, during a vacancy in such offices, the administrator of the diocese for the time being, and the pastor of the church or congregation for the time being, or a majority of them, may elect two lay members of the church or congregation, and may with such laymen, sign a certificate setting forth the name by which they and their successors shall be known and distinguished as a corporation. They shall transmit the certificate to the clerk of the county in which the church or congregation is located, who shall forthwith file and record the same, for which service he shall be entitled to

receive the fee provided in Repealed, see now N.J.S.A. § 22A: 2-29 of the title Fees and Costs. Thereupon the church or congregation shall be a corporation by such name or title.

## **New York**

New York has a section for Religious Corporations Law with 21 different articles. These articles address the law as it pertains to individual denominations. The Roman Catholic Church is addressed in Article 5. Articles 5a, b, and c address the Christian Orthodox Catholic, Ruthenian Greek Catholic, and Orthodox Church in America.

### NY CLS Relig Corp § 90 (2012) Incorporation of Roman Catholic churches

An unincorporated Roman Catholic church in this state may become incorporated as a church by executing, acknowledging and filing a certificate of incorporation, stating the corporate name by which such church shall be known and the county, town, city or village where its principal place of worship is, or is intended to be, located.

A certificate of incorporation of an unincorporated Roman Catholic church shall be executed and acknowledged by the Roman Catholic archbishop or bishop, and the vicar-general of the diocese in which its place of worship is, and by the rector of the church, and by two laymen, members of such church who shall be selected by such officials, or by a majority of such officials.

On filing such certificate such church shall be a corporation by the name stated in the certificate.

### NY CLS Relig Corp § 91 (2012) Government of incorporated Roman Catholic churches

The archbishop or bishop and the vicar-general of the diocese to which any incorporated Roman Catholic church belongs, the rector of such church, and their successors in office shall, by virtue of their offices, be trustees of such church. Two laymen, members of such incorporated church, selected by such officers or by a majority of them, shall also be trustees of such incorporated church, and such officers and such laymen trustees shall together constitute the board of trustees thereof. The two laymen signing the certificate of incorporation of an incorporated Roman Catholic church shall be the two laymen trustees thereof during the first year of its corporate existence. The term of office of the two laymen trustees of an incorporated Roman Catholic church shall be one year. Whenever the office of any such layman trustee shall become vacant by expiration of term of office or otherwise, his successor shall be appointed from members of the church, by such officers or a majority of them. No act or proceeding of the trustees of any such incorporated church shall be valid without the sanction of the archbishop or bishop of the diocese to which such church belongs, or in case of their absence or inability to act, without the sanction of the vicar-general or of the administrator of such diocese.

## **Rhode Island**

Except the Bishop of Providence which is a corporation sole.

R.I. Gen. Laws § 7-6-3 (2012)

Corporations to which this chapter applies

(c) The provisions of this chapter notwithstanding, incorporation authorized by an act entitled "An Act to Incorporate the Bishop and Vicar General of the Diocese of Hartford, together with the Pastor and two Laymen of any Roman Catholic Church or Congregation in Rhode Island" passed at the January session, 1869, and any acts in amendment of it or in addition to it may be continued to be made under it and nothing in this chapter or in the general corporation law contained is to be construed as repealing the acts.

There are other provisions found within this statute.

## **Providence**

1900 P.L. 133 §1

The present Roman Catholic Bishop of Providence and his successors in office be and is hereby created a body politic and corporation sole.

## **Wisconsin**

Wis. Stat. § 187.19 (2011)

Roman Catholic Church.

(1) Bishop may incorporate. The provisions of this chapter, except this section and subch. II, shall not apply to or in any manner affect the Roman Catholic church or denomination, or any society or religious corporation now existing or which may be organized in connection therewith. The bishop of each diocese, being the only trustee of each Roman Catholic church in his diocese, may cause any or all congregations therein to be incorporated by adding four more members as trustees as hereinafter provided. The bishop and vicar-general of each diocese, the pastor of the congregation to be incorporated, together with two laypersons, practical communicants of such congregation (the latter to be chosen from and by the congregation), shall be such trustees.

## **IV. States with General Statutes allowing for Corporations Aggregate**

### **Arkansas**

Found under Non-Profit Corporations, no reference to religious organizations.

A.C.A. § 4-28-211 (2012) Director; Number, Term

(a) The directors constituting the first board of directors shall be named in the articles of incorporation and shall hold office until their successors have been elected and qualified. Thereafter, the board of directors shall be elected by vote of the entire membership of the corporation.

(b) The number of directors shall be fixed by the articles of incorporation except that they shall not be fewer than three (3).

### **Illinois**

Except for the Bishop of Chicago which is a corporation Sole

805 ILCS 110/46a (2012)

Incorporation while under the direction of an ecclesiastical body, diocesan or ecclesiastical officer

Sec. 46a. It shall be lawful for any congregation, church or society, now or hereafter existing in the State of Illinois, and which is under the patronage, control, direction or supervision of any ecclesiastical body, diocesan, or like ecclesiastical officer, agreeably to the laws thereof, to become incorporated according to sections 46a to 46h [this section through 805 ILCS 110/46h], inclusive, of this act. Such ecclesiastical body, diocesan, or like ecclesiastical officer may nominate and appoint, according to the usages, customs, rules, regulations, articles of association, constitution, by-laws or canons of any ecclesiastical body, diocesan or like ecclesiastical officer, or sect, or denomination, two or more of the members of such sect, or denomination, residing within any ecclesiastical district, or diocese, to act with the presiding officer, or authorized representative of any ecclesiastical body, or with the diocesan, or like ecclesiastical officer, having jurisdiction, agreeably to the laws of any sect, or denomination, over such ecclesiastical district, or diocese, in managing the temporal affairs of such congregation, church or society. The presiding officer, or authorized representative of any ecclesiastical body, or the diocesan, or like ecclesiastical officer having jurisdiction as aforesaid, shall, by virtue of his office, be a trustee of any congregation, church, or society which shall hereafter be incorporated under sections 46a to 46h [this section through 805 ILCS 110/46h], inclusive, of this act, and which shall be under the patronage, control, direction, or supervision of any ecclesiastical body, diocesan, or like ecclesiastical officer aforesaid.

### **Chicago**

Year 1861, Section 1

Be it enacted by the People of the State of Illinois, represented in the General Assembly, That the present Catholic Bishop of Chicago, and his successors in office, be and are hereby created a body politic, and a corporation sole, under the name and style of "The Catholic Bishop of Chicago;" and by that name said bishop, and his successors in office,

shall be known, and shall, hereafter, have succession; and shall sue and be sued, plead and be impleaded, defend and be defended, in all courts and places whatsoever.

### **Indiana**

Found under non-profit corporations, no reference to religious organizations.

Burns Ind. Code Ann. § 23-11-1-1 (2012)

§§ 23-11-1-1-- 23-11-10-10. [Repealed by Acts 1971, P.L. 364, § 4.]

Acts 1971, P.L. 364, § 10

Director-Executive Committee

The affairs of every corporation shall be managed by a board of directors who shall be members of the corporation... The exact number of directors, in lieu thereof the minimum and maximum number of directors shall be prescribed in the articles of incorporation, but under no circumstances shall the number of directors be less than (3).

P.L.1-1993, § 191, effective May 4, 1993

The following are repealed: Indiana Corporation Law (IC) 23-8; 23-9; 23-11; 23-12

### **Kansas**

K.S.A. § 17-1701 (2011)

Incorporation; powers and duties.

Any religious society, military or fire company, ... or any other secret benevolent association or organization, may by the consent of a majority of its members become bodies corporate under this act, by filing the charter required by this act, electing directors or trustees, and performing the things as are directed in the case of other corporations; and when so organized shall have all the powers and privileges and be subject to all the restrictions in this act contained, for the objects named in the charter, and shall have the same power to make bylaws for the regulation of their affairs as other corporations, and shall have the power to adopt a bylaw to reduce the number of its directors or trustees to not less than three, and to incorporate with that number, and to prescribe their term of office, and to do and perform all other acts in accordance with the objects of the said lodges respectively. Such directors or trustees shall not usurp or exercise the functions of the officers in charge of the spiritual affairs of any society.

### **Kentucky**

Found under non-profit corporations, no reference to religious organizations.

Religious organizations are referenced in the code along with charitable, educational, nonstock, and nonprofit corporations.

KRS § 273.020 (2011)

Who may organize; articles of incorporation. [Repealed by Acts 1968, ch. 165, § 70.]

Acts 1968, ch. 165, § 17

Number and Election of Directors.

The number of directors of a corporation shall not be less than three.

### **Louisville**

Private Laws of 1887, Ch. 1123, § 1

Be it enacted by the General Assembly of the Commonwealth of Kentucky:

That the corporate name of the “Roman Catholic Bishop of Louisville, and his successors in office,” as a corporation sole, shall hereafter be “The Right Rev. Wm. Geo. McClosky, Roman Catholic Bishop of Louisville,” and by the name the Right Rev. Wm. George McClosky is hereby created a corporation sole, and by that name may contract and be contracted with, sue and be sued, in all courts, purchase, acquire by gift, devise, deed or otherwise, real, personal and mixed estate; and sell, convey, encumber, exchange or otherwise dispose of the same, or any part thereof.

Private Laws of 1887, Ch. 1123, § 3.

At the death of the Right Rev. Wm. George McClosky, or when he may cease to hold office as Bishop of the said Diocese, the estate real, personal and mixed, which may then be held and owned by said corporation sole, shall descend to, and the title thereto shall vest in, his lawful successors, in the order of their succession, each of whom shall be a corporation sole by the name of the “Roman Catholic Bishop of Louisville,” and be possessed of all powers and rights herein conferred upon said corporation.

### **Maine**

13 M.R.S. § 2861 (2011)

Meeting to form parish

Any person of age 18 or older, desirous of becoming an incorporated parish or religious society, may apply to a notary public, who shall issue his warrant to one of them, directing him to notify the other applicants to meet at some proper place expressed in the warrant.

§ 2862. Organization; name

Persons assembled under section 2861 may choose a clerk and other needful parish officers, and shall thereupon be a corporation, bear the name which they assume and have all the powers of parishes and religious societies.

## **Portland**

Private and Special Laws of 1887, Ch. 151, §1

An Act to create the Roman Catholic Bishop of Portland and his successors, a Corporation Sole

Be it enacted by the Senate and House of Representatives in Legislature assembled, as follows:

The Present Roman Catholic Bishop of the Diocese of Portland, and his successors in office, be and is hereby created a body politic and a corporation sole, under the name and style of the Roman Catholic Bishop of Portland, and by that name the said bishop and his successors in office, shall be known and shall hereafter have succession, with all the powers, rights and privileges prescribed, and subject to all the liabilities imposed by the general statutes of the state.

## **Michigan**

MCLS § 450.178 (2012)

Ecclesiastical corporations; organization; purpose "church" defined.

Sec. 178. Any number of persons, not less than three [3], may incorporate for the purpose of establishing any church organization for the purpose of teaching and spreading their religious beliefs and principles. Every such corporation shall be a non-profit corporation and subject to the provisions of this act relating to non-profit corporations generally except as specifically otherwise provided. The term "church" and/or "church organization" used in this act shall be construed to include any church, denominational unit, or church society as the term is commonly used and understood but shall not apply to such organizations as Sunday schools, Epworth Leagues, Young People's Unions, Bible classes and similar societies organized by and affiliated with the parent churches. Whenever any number of churches or other corporations organized for religious purposes desire to unite in a central organization for the accomplishment of any common purpose they may incorporate such organization by severally adopting, at meetings specially called for the purpose, resolutions expressing their desire to become members of such corporation; and by filing duly attested copies of such resolutions together with a copy of the articles of such corporation, as provided for the filing of articles in section five [5] of this act. (M.C.L.A. § 450.5 repealed, see now §§ 450.1131, 450.1221) The corporations formed under this section are hereinafter called ecclesiastical corporations.

## **Minnesota**

Minn. Stat. § 315.15 (2012)

Parish corporations, organization

Subdivision 1. Incorporation (only in proposed legislation; it has not been adopted)

yet) The bishop of a religious denomination may join with the vicar general of the diocese and the pastor of the parish where the corporation is to be located, within the bishop's diocese for the purpose of incorporating. The bishop, vicar general, and pastor, or a majority of them, shall designate and join with two lay members of the denomination. These five shall adopt, sign, and acknowledge a certificate of incorporation reciting the fact of association, and the selection of lay members, and containing the name, general purpose, and place of location of the corporation. When they have recorded the certificate with the county recorder of the county where the corporation is located, they and their successors become a corporation, subject to the requirements, and with the rights, powers, and privileges, of a religious corporation.

There was a note of proposed legislation- 2011 MN H.F. 1706 (NS)

This legislation only proposes to change the beginning of the statute (see above). It also proposes to add two subdivisions, but this proposed legislation has not been adopted:

#### Subdivision 2

Catholic governance; right of members to vote

Notwithstanding any law to the contrary, a catholic parish shall be governed by the congregation. Every member of the parish shall be entitled to vote at meetings.

Section 2 of Subdivision 2 pertains to the Merger or Termination of Catholic Parish;  
Transfer or Sale of Assets

### **Mississippi**

Miss. Code Ann. § 79-11-31 (2011)

Religious societies and associations

(1) Any religious society, consisting of the members of any particular denomination or congregation, desiring to act as an organized body may do so by associating together and electing or appointing from its membership any number of officers, trustees, or managers, by whatever name known, for the purpose of managing the affairs of the society. Such society or association shall keep a record of its proceedings, which shall show the name of the society, its organization, and the election of the officers, trustees, or managers; but the society so organized at each particular locality shall be a distinct and independent society. Any society so organized may sue and be sued by its society name or appellation, and process may be served on its presiding or chief officer, or secretary, or on the trustees or manager.

Upon the completion of the organization of any such society, the title to the real property theretofore owned by it shall thereupon vest in the society as hereunder organized, and shall not be divested out of the same, or encumbered, except by a deed, deed of trust, or mortgage duly executed under the authority of a resolution adopted by a majority vote of the members present at a meeting duly called for that purpose, at which meeting at least twenty per cent (20%) of the members in good standing of such organized society must

be present. The minutes of such meeting shall be entered in the official record book of such society, and the aforesaid resolution shall designate which officers, trustees or managers of such society are to execute such deed, deed of trust, or mortgage.

The provisions of this subsection shall also apply to all real property acquired by any such society after its organization hereunder.

(2) Whenever any number of religious societies or organized bodies or congregations formed under subsection (1) of this section shall decide to act together as an organized body, they may do so in the manner provided in subsection (1) by and through representatives elected or appointed for that purpose, and when so organized shall likewise be a distinct and independent society or group, by whatever name called, and subject to sue and be sued and be served with process in the same manner.

Any such body shall likewise have right to own all, but only, those properties permitted under Section 79-11-33 of the Mississippi Code of 1972.

### **Missouri**

Previously, the Missouri Constitution forbade the establishment of any religious corporations within the state.

#### **§ 352.010 R.S.Mo. (2012)**

##### **Incorporation of benevolent associations**

Any number of persons not less than three, who shall have associated themselves by articles of agreement in writing, as a society, company, association or organization formed for benevolent, religious, scientific, fraternal-beneficial, or educational purposes, may be consolidated and united into a corporation. Such articles of agreement may be organic regulations, or a constitution, or other form of association, and any corporate name, not already assumed by another corporation, may be chosen as the title of the corporation; provided, always, that the purpose and scope of the association be clearly and fully set forth.

#### **§ 352.020 R.S.Mo. (2012)**

##### **Character of associations which may incorporate**

Any association formed for benevolent purposes, including any purely charitable society, hospital, asylum, house of refuge, reformatory and eleemosynary institution, fraternal-beneficial associations, or any association whose object is to promote temperance or other virtue conducive to the well-being of the community, and, generally, any association formed to provide for some good in the order of benevolence, that is useful to the public, may become a body corporate and politic under this chapter; any association, congregation, society or church organization formed for religious purposes, and any association formed to provide or maintain a cemetery; any school, college, institute, academy or other association formed for educational or scientific purposes, including therein any association formed specially to promote literature, history, science,

information or skill among the learned professions, intellectual culture in any branch or department, or the establishing of a museum, library, art gallery, or the erection of a public monument, and in general, any association, society, company or organization which tends to the public advantage in relation to any or several of the objects above enumerated, and whatever is incident to such objects, may be created a body corporate and politic by complying with sections 352.010 and 352.060.

### **Nebraska**

Found under non-profit corporations, no reference to religious organizations.

R.R.S. Neb. § 21-801 (2011)

Corporations and other companies: Religious Societies

§§ 21-801 to 21-854. Repealed by Laws 1967, c. 102, § 1

Religious Societies, Burial Associations (Totally repealed and replaced with Nonprofit Corporations)

Laws 1967, c. 105, § 1 [Repeals §21-1906]

Relating to Nonprofit Corporations

Laws 1967, c. 105, § 4 [Repeals §21-1927]

Two or more persons may incorporate a corporation by signing and delivering articles of incorporation in duplicate to the Secretary of State.

### **New Hampshire**

Except the Bishop of Manchester which is a corporation sole.

Found under religious societies generally

N.H. Rev. Stat. § 306:4 (2012)

Corporate Powers.

The trustees, deacons, church wardens or other similar officers of churches or religious societies, if citizens of the United States, shall be deemed bodies corporate for the purpose of taking and holding in succession grants and donations, whether of real or personal estate, made either to them and their successors, or to their respective churches, or to the poor of their churches.

**Note:** There is a piece of proposed legislation to take out the language, “if citizens of the United States”. The proposed legislation is 2011 NH S.B. 356 (NS)

### **Manchester**

Private Acts of 1901, Ch. 232, Section 1

An Act to Create the Roman Catholic Bishop of Manchester and His Successors a Corporation Sole

Be it enacted by the Senate and House of Representatives in General Court convened:

The present Roman Catholic bishop of the diocese of Manchester and his successors in office shall be and hereby are made a body politic and corporation sole, under the name of the Roman Catholic Bishop of Manchester, and by that name the said bishop and his successors in office shall be known, and shall hereafter have succession, with all the powers, rights, and privileges prescribed, and subject to all the liabilities and limitations imposed by the Public Statutes.

### **New Mexico**

Found under non-profit corporations, no reference to religious organizations.

N.M. Stat. Ann. § 53-8-18 (2012)

Number and election of directors

A. The number of directors of a corporation shall be not less than three. Subject to that limitation, the number of directors shall be fixed by, or determined in the manner provided in, the articles of incorporation or the bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease in number shall have the effect of shortening the term of any incumbent director. If the number of directors is not fixed by, or determined in a manner provided in, the articles of incorporation or the bylaws, the number shall be the same as that stated in the articles of incorporation.

This is still under Article 8 of Nonprofit Corporations, but this provision does specifically mention “religious corporations.”

### § 53-8-4 Purposes

Corporations may be organized under the Nonprofit Corporation Act for any lawful purpose or purposes, including, without being limited to, any one or more of the following purposes: charitable; benevolent; eleemosynary; educational; civic; patriotic; political; religious; social; fraternal; literary; cultural; athletic; scientific; agricultural; horticultural; animal husbandry; and professional, commercial, industrial or trade association.

### **North Carolina**

N.C. Gen. Stat. § 61-5 (2011)

Authority of bishops, ministers, etc., to acquire, hold and transfer property; prior transfers validated

Whenever the laws, rules, or ecclesiastic polity of any church or religious sect, society or denomination, commits to its duly elected or appointed bishop, minister or other

ecclesiastical officer, authority to administer its affairs, such duly elected or appointed bishop, minister or other ecclesiastical officer shall have power to acquire by gift, purchase or otherwise, and to hold, improve, mortgage, sell and convey the property, real or personal, of any such church or religious sect, society or denomination, for the purposes, in the manner and otherwise as authorized and permitted by its laws, rules or ecclesiastic polity; and in the event of the transfer, removal, resignation or death of any such bishop, minister or other ecclesiastical officer, the title and all rights with respect to any such property shall pass to and become vested in his duly elected or appointed successor immediately upon appointment or election, and pending appointment or election of such successor, such title and rights shall be vested in such person or persons as shall be designated by the laws, rules or ecclesiastic polity of such church or religious sect, society or denomination.

### **South Dakota**

Found under non-profit corporations, no reference to religious organizations.

S.D. Codified Laws § 47-22-5 (2012)

Amended by 2012 South Dakota Laws Ch. 222 (SB 66)

Incorporators -- Articles of incorporation

Three or more natural persons of the age of majority may act as incorporators of a corporation by delivering to the secretary of state the articles of incorporation for such corporation. Delivery may be made by electronic transmission if and to the extent permitted by the Office of the Secretary of State. If the document is filed in typewritten or printed form and not transmitted electronically, the Office of the Secretary of State may require one exact or conformed copy to be delivered with the document.

### **Tennessee**

Tenn. Code Ann. § 66-2-201 (2012)

Ownership of land

Any religious denomination, religious society, or church, whether incorporated or not, may take, by deed or otherwise, and hold any amount of acreage at one (1) place for purposes of public worship, or for a parsonage, or for a burial ground.

§ 66-2-202. Title in trustees

All lands bought or otherwise acquired by any religious denomination or society shall be vested in a board of trustees or other persons designated by the members of such denomination or society, for the use and benefit of the denomination or society.

### **Texas**

Tex. Business Organizations Code § 22.101 (2011)

## Incorporation of Certain Organizations

A religious society, a charitable, benevolent, literary, or social association, or a church may incorporate as a corporation governed by this chapter with the consent of a majority of its members. Those members shall authorize the organizers to execute the certificate of formation.

### § 22.204. Number of Directors

(a) If the corporation has a board of directors, a corporation may not have fewer than three directors. The number of directors shall be set by, or in the manner provided by, the certificate of formation or bylaws of the corporation, except that the number of directors on the initial board of directors must be set by the certificate of formation.

## **Vermont**

Vermont has five separate sections of the statute referring to the Baptist, Congregational, Methodist, Protestant Episcopal, and Universalist churches respectively, but nothing referring to the Roman Catholic Church specifically.

27 V.S.A. § 701 (2012)

Corporate powers

The worshipful master, senior warden and junior warden of a lodge of ancient, free and accepted masons, and the trustees of fraternal, religious or charitable organizations, elected according to the constitution and bylaws of such lodge or organization, shall have corporate powers, with perpetuity, for the purpose of taking and holding real and personal estate for the use and benefit of such lodge or organization and for other charitable purposes.

## **V. States with General Statutes allowing for either type of Corporations**

### **District of Columbia**

Acquisition of land restricted [Formerly § 29-901] (2012)

Renamed 29A-701 and then Repealed by 2010 District of Columbia Laws 18-378 (Act 18-724)

[Formerly § 29-902]

Renamed 29A-702 and then Repealed by 2010 District of Columbia Laws 18-378 (Act 18-724)

New code has reference to Nonprofit Corporations, and under that section, there is a reference to religious corporations, but there is not a statute specifically referencing religious corporations.

§ 29-406.03. Number of directors.

(a) A board of directors shall consist of 3 or more directors, with the number specified in or fixed in accordance with the articles of incorporation or bylaws.

(b) The number of directors may be increased or decreased, but to no fewer than 3, by amendment to, or in the manner provided in, the articles of incorporation or bylaws.

### **Florida**

Found under Corporations not for profit, no reference to religious corporations.

Fla. Stat. § 617.02011 (2012)

Incorporators

One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Department of State for filing.

§ 617.01401. Definitions

Amended by Laws 2009, c. 2009-205, § 10, effective Oct. 1, 2009

(4) “Corporation” or “domestic corporation” means a corporation not for profit, subject to the provisions of this chapter, except a foreign corporation.

(5) “Corporation not for profit” means a corporation no part of the income or profit of which is distributable to its members, directors, or officers, except as otherwise provided under this chapter.

### **Georgia**

Found under non-profit corporations, no reference to religious organizations.

O.C.G.A. § 14-3-201 (2011)

Incorporators

One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Secretary of State for filing.

§ 14-3-803. Number of directors

(a) A board of directors must consist of one or more natural persons, with the number specified in or fixed in accordance with the articles or bylaws.

(b) The articles or bylaws may authorize the members of the board of directors to fix or change the number of directors or may establish a variable range for the size of the board of directors by fixing a minimum and maximum number of directors. If the variable range is established, the number of directors may be fixed or changed from time to time,

within the minimum and maximum, by the members, or if the articles or bylaws so provide, by the board of directors.

### **Iowa**

Found under non-profit corporations, no reference to religious organizations.

Repealed by Acts 2004 (80 G.A.), ch. 1049, § 191, effective July 1, 2005

These statutes are found under the Revised Iowa Nonprofit Corporation Act

I.C.A. § 504.141 (2012)

Chapter Definitions

6. “Corporation” means a public benefit, mutual benefit, or religious corporation.

I.C.A. § 504.201

Incorporators

One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the secretary of state for filing.

I.C.A. § 504.803

Number of Directors

1. The board of directors of a corporation must consist of one or more individuals, with the number specified in or fixed in accordance with the articles or bylaws.
2. The number of directors may be increased or decreased from time to time by amendment to or in the manner prescribed in the articles or bylaws.

### **Louisiana**

Found under non-profit corporations, no reference to religious organizations.

La. R.S. 12:202 (2011)

Incorporation

One or more natural or artificial persons capable of contracting may form a nonprofit corporation under this Chapter.

### **Nevada**

Found under non-profit corporations. Legislation indicates the use of corporation sole for churches or religious societies.

NRS § 82.085 (2012)

Incorporation of grand and subordinate chapters; additional powers

Repealed by Acts 1991, ch. 442, § 360, p. 1318.

Acts 1991, ch. 442, §204, p. 1267

Every corporation must be managed by a board of directors or trustees, all of whom must be at least 18 years of age. A corporation for public benefit must have at least five directors or trustees. All other corporations must have at least one director or trustee.

N.R.S. § 84.010, Effective July 1, 2011

Purpose

The purpose of a corporation sole is to acquire, hold or dispose of church or religious society property, for the benefit of religion, for works of charity, and for public worship, in the manner provided in this chapter.

N.R.S. § 84.020, Effective July 1, 2011

Article of Incorporation, Authority to amend

An archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, district superintendent, other presiding officer or member of the clergy of a church or religious society or denomination, who has been chosen, elected or appointed in conformity with the constitution, canons, rites, regulations or discipline of the church or religious society or denomination, and in whom is vested the legal title to property held for the purposes, use or benefit of the church or religious society or denomination, may amend articles of incorporation, in writing, and file one copy of the amended articles in the Office of the Secretary of State and retain possession of the other.

### **North Dakota**

Found under non-profit corporations, no reference to religious organizations.

N.D. Cent. Code, § 10-33-05 (2011)

Incorporators

One or more individuals age eighteen or more may act as incorporators of a corporation by filing with the secretary of state articles of incorporation for the corporation.

### **Ohio**

ORC Ann. 1702.04 (2011) Forming a corporation; articles of incorporation; appointment of statutory agent; when legal existence begins

(A) Any person, singly or jointly with others, and without regard to residence, domicile, or state of incorporation, may form a corporation by signing and filing with the secretary of state articles of incorporation...

§1702.09 Evidence of incorporation as religious society

The fact that a religious society, ecclesiastical society, or church has been continuously

in existence since January 1, 1925, claiming to have been legally incorporated as such, and exercising authority and performing duties as such during such time, shall be prima-facie evidence of the due incorporation as claimed by such organization.

## **Oklahoma**

18 Okl. St. § 542 (2012)

Religious, charitable and educational corporations: General Provisions

§§ 541, 542. Repealed by Laws 1986, c. 292, § 160, eff. Nov. 1, 1986

Laws 1986, c. 292, §2, A

Scope of Act

The provisions of the Oklahoma General Corporation Act shall be applicable to every corporation, whether profit or not for profit... existing as of the effective date of this act or thereafter formed or qualified to transact business in this state.

Laws 1986, c. 292 §5, A

Incorporators; How Corporation Formed; Purposes

Any person... singly or jointly with others... may incorporate or organize a corporation pursuant to the provisions of the Oklahoma General Corporation Act... provided, however, at least three (3) persons... shall be required to incorporate as a not for profit corporation pursuant to the provisions of the Oklahoma General Corporation Act.

## **Pennsylvania**

10 P.S. § 21 (2012) Repealed by 1972, Nov. 15, P.L. 1063, No. 271

Religious societies empowered to hold real estate

It shall and may be lawful for any religious denomination or society within this commonwealth to purchase, take, receive, and hold by deed, gift, grant, or otherwise, lands or tenements, for the purposes of burying grounds, churches, parsonages, school houses and alms-houses, for any estate whatsoever, and to have and to hold the same according to the respective rules and disciplinary regulations of said religious societies: Provided, That nothing in this act contained shall be construed to permit any religious denomination or society, or any person in trust for them, unless specially authorized by its charter to purchase, take or hold real estate, except for the purposes aforesaid; and so much of the act of the sixth of February, 1730 and 1731, entitled "An act for the enabling religious societies of Protestants, within this province, to purchase lands for burying grounds, churches, houses of worship, schools and so forth," as is inconsistent herewith, be and the same is hereby repealed.

§ 81 Church property to be subject to control of officers or authorities thereof; validation of certain charters

Whensoever any property, real or personal, has heretofore been or shall hereafter be bequeathed, devised, or conveyed to any ecclesiastical corporation, bishop, ecclesiastic, or other person, for the use of any church, congregation, or religious society, for or in trust for religious worship or sepulture, or for use by said church, congregation, or religious society, for a school, educational institution, convent, rectory, parsonage, hall, auditorium, or the maintenance of any of these, the same shall be taken and held subject to the control and disposition of such officers or authorities of such church, congregation, or religious society, having a controlling power according to the rules, regulations, usages, or corporate requirements of such church, congregation, or religious society, which control and disposition shall be exercised in accordance with and subject to the rules and regulations, usages, canons, discipline and requirements of the religious body, denomination or organization to which such church, congregation, or religious society shall belong, but nothing herein contained shall authorize the diversion of any property from the purposes, uses, and trusts to which it may have been heretofore lawfully dedicated, or to which it may hereafter, consistently herewith, be lawfully dedicated: And provided, All charters heretofore granted for any church, congregation, or religious society, without incorporating therein the requirement that the property, real and personal, of such corporation, shall be taken, held, and enure subject to the control and disposition as herein provided, but which are in other respects good and valid, and shall be in all respects as good and valid, for all purposes, as if the said requirement had been inserted therein when the said charters were originally granted; and the title to all property, real and personal, heretofore bequeathed, devised, or conveyed to such church, congregation, or religious society, or which may have heretofore been granted or conveyed by such corporation, shall be firm and stable forever, with like effect as though the said requirements had been contained in the charter of such corporation when the same was originally granted: Provided, That all property, real and personal, held by such existing corporation, shall enure, and be taken and held, subject to the control and disposition as herein provided, with like effect as though such provision had been inserted in the charter of such corporation when originally granted, any other or different provision therein notwithstanding.

1972, Nov. 15, P.L. 1063, No. 271 §7312  
Number and qualifications of incorporators

One or more corporations... or natural persons of full age may incorporate a non profit corporation under the provisions of this article.

### **South Carolina**

Including the Bishop of Charleston which is a corporation sole.

1994 S.C. Acts 384  
Article 2, § 33-31-201. Incorporators.

One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the Secretary of State for filing.

Article 1, § 33-31-140. Definitions

(7) “Corporation” means public benefit, mutual benefit, and religious corporation.

(32) “Religious corporation” means a domestic corporation which is formed as a religious corporation pursuant to Sections 33-31-201 through 33-31-207 or is required to be a religious corporation pursuant to Section 33-31-1707.

This act repealed the previous Religious Corporations law, S.C. Code Ann. § 33-33-10.

**Charleston**

17 Stat. 321 (1880)

An Act in Reference to the Holding and Disposition of Property in this State for the Use of the Roman Catholic Church

*Be it enacted* by the Senate and House of Representatives of the State of South Carolina, now met and sitting in the General Assembly, and by the authority of the same, That the Right Reverend P.N. Lynch, Doctor of Divinity, Bishop of Charleston and his successors in the Episcopal See of Charleston, according to the discipline and government of the Roman Catholic Church, be and he and they are hereby declared to be a body corporate and politic under the name of the Bishop of Charleston, and in that name to be able and capable in law to purchase, hold, possess, and enjoy in fee simple or in any lesser estate, any property, either real or personal, to be held, enjoyed, possessed, or used, for the purpose of a church, hospital, parsonage, burial ground, school-house, or any or all of said purposes, or for the erection, repair, maintenance, support or keeping up of them, or any or all of them, and to sell, alien, or otherwise dispose of the same, and by said corporate name to sue and be sued, plead and be impleaded, answer and be answered unto, in any Court in this State.

**Virginia**

Va. Code Ann. § 57-8 (2011)

Amended by 2005 Virginia Laws Ch. 772 (S.B. 1267)

Appointment of trustees to effect the purposes of conveyances, etc.; validation of certain appointments

The circuit court of the county or the circuit court of the city, or the judge thereof in vacation, wherein there is any parcel of such land or the greater part thereof may, on the application of the proper authorities of an unincorporated church or religious body or branch or division thereof, from time to time appoint trustees, either where there were, or are, none or in place of former trustees, and on such application and without notice to the trustee or trustees change those so appointed whenever it may seem to the court or judge proper to effect and promote the purpose and object of the conveyance, devise, or dedication, and the legal title to such land shall for that purpose and object be vested in the trustees for the time being and their successors.

§ 57-16. Property held, etc., by ecclesiastical officers  
Amended by Acts 2005, c. 772 (S.B. 1267)

A How property acquired, held, transferred, etc. --Whenever the laws, rules or ecclesiastic polity of any church or religious sect, society or denomination commits to its duly elected or appointed bishop, minister or other ecclesiastical officer, authority to administer its affairs, such duly elected or appointed bishop, minister or other ecclesiastical officer shall have power to acquire by deed, devise, gift, purchase or otherwise, any real or personal property, for any purpose authorized and permitted by its laws, rules or ecclesiastic polity, and not prohibited by the laws of Virginia, and the power to hold, improve, mortgage, sell and convey the same in accordance with such laws, rules and ecclesiastic polity, and in accordance with the laws of Virginia.

HB 2603, ch. 813, p. 1127

§57-12 of the Code of Virginia is repealed

Note: This section limited the amount of land a religious organization could own in VA.

## **West Virginia**

W. Va. Code § 35-1-5 (2012)

Trustees for real and personal property -- How appointed and removed

The conference, synod, presbytery, convention, association, consultors, official board, or other ecclesiastical body or individual representing any church, religious sect, society, or denomination within this State, as also any individual church, parish, congregation or branch, when holding any property separately from the church, denomination, society or sect as a whole, within this State, may from time to time, and whenever occasion may arise, appoint, in such manner as such ecclesiastical body or such individual church, parish, congregation or branch may deem proper, a trustee or trustees for its real and personal property. The body appointing may remove such trustee or trustees, or any of them, and fill all vacancies caused by death, removal or otherwise.

§ 35-1-8. Quantity of real estate trustee may take and hold

The trustee or trustees of any individual church, parish, congregation or branch of any religious sect, society or denomination within this state may take and hold at any one time for each church, parish or congregation not to exceed ten acres of land in any incorporated city, town or village, and not to exceed sixty acres out of such city, town or village.

This is a change from the prior law that forbade the incorporation of any church or religious denomination. West Virginia, has a limitation on the acreage that a church may hold although a purchase or conveyance of acreage exceeding the limit is not automatically void, but voidable at the State's option. *State v. American Baptist Home Mission Soc'y*, 96 W. Va. 447 (1924)