

Instructions C012i

Certificate Concerning Restated Articles of Incorporation – For-Profit Corporation

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007

www.azcc.gov
(602) 542-3026



General Information

A corporation restating its Articles of Incorporation must submit to the Arizona Corporation Commission both the Restated Articles and a Certificate setting forth certain required information about how the Restated Articles were approved by the corporation. *See* A.R.S. § 10-1007. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. The Arizona Corporation Commission has a form for the Certificate, but does not have a form for the Restated Articles. Use of the A.C.C.'s form is not required.

Under what circumstances would a corporation restate its Articles?

The circumstances are varied and depend upon the corporation's unique situation. Arizona Corporation Commission staff cannot tell you whether your corporation should restate its Articles because that might involve legal or tax advice, and staff cannot give legal or tax advice to the public. It is advisable to consult with an appropriate, knowledgeable professional such as an attorney or accountant to determine if the corporation should restate its Articles of Incorporation.

What are voting groups? "Voting group" means all shares of one or more classes or series of stock that are entitled to vote and be counted together collectively at a shareholder meeting. For example, if the corporation has different series of common stock, each series is a voting group. *See* A.R.S. § 10-140(50) for the full definition. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Is publication of the Restated Articles required? Yes. *See* A.R.S. § 10-1007. DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE DOCUMENT FOR FILING. The approval letter you will receive from the Arizona Corporation Commission will contain information on how to publish.

Filing fee. The filing fee is \$25.00. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. *See* A.R.S. § 10-122.

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. *See* A.R.S. § 10-122. The expedite fee is \$35.00. *See* Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. List the exact name of the corporation as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and the correct corporate identifier (Inc. or Incorporated, etc.).

Number 2. A.C.C. file number – list the corporation's file number given to it by the Arizona Corporation Commission. Find the file number on our website at www.azcc.gov/Divisions/Corporations.

Number 3. List the date on which the Restated Articles of Incorporation were adopted by the shareholders, or, if shareholder action was not required, by the board of directors.

Number 4. Check only one box – either 4.1 or 4.2 – to indicate the manner in which the Restated Articles of Incorporation were approved. Check 4.1 if the approval was by the board of directors and not by shareholders, and then go to number 6. Check 4.2 if shareholders approved the Restated Articles, and then continue with number 5.

Number 5. If the Restated Articles were approved by shareholders, you should have checked the box in 4.2, and you must provide the vote

information in number 5. Check only one of the boxes under number 5:
Box 1. *If the corporation has only one class of stock that is not designated into series or other groupings with different voting rights*, (for example, common stock), check the first box under number 5 and follow the instructions on completing 5.1 and 5.2.
Box 2. *If the corporation has common stock not designated into series and also has another class of stock* (for example, preferred), check the second box under number 5 and follow the instructions on completing numbers 5.1, 5.2, and 5.3.
Box 3. *If all of the corporation's stock is designated into series or other groupings within a class that have different voting rights*, check the third box under number 5 and follow the instructions on completing numbers 5.1 and 5.3.

Number 5.1. In the first column, list the class of stock, for example, common. If the class is broken out into series, list each series in the second column. Each series must also have the class listed or the document will be rejected. In the third column, for each class and/or series, list the total number of shares in that class and/or series. If more space is needed for listing shares, check the box and complete and attach the Shares Attachment form C087. If you check the box but do not attach the Attachment form, the document will be rejected.

Number 5.2. In the first column, list the total number of votes that were entitled to be cast. In the second column, list the total number of votes that were cast in favor of approval. In the third column, list the total number of votes that were cast against approval of the amendment.

Number 5.3. In the first column, list the class and series, if any, of each voting group (for example, Preferred/Series A). In the second column, for each voting group, list the total number of votes in the voting group. In the third column, for each voting group, list the number of undisputed votes at the

meeting. In column four, for each voting group, list the total number of votes that were cast in favor of approval. In the fifth column, for each voting group, list the total number of votes that were cast against approval of the amendment. If more space is needed for listing voting groups, check the box and complete and attach the Voting Attachment form C089. If you check the box but do not attach the Attachment form, the document will be rejected.

Number 6. The Arizona Corporation Commission does not have a form for Restated Articles of Incorporation. You must prepare and submit your own Restated Articles along with the Certificate. If the Certificate is submitted without the Restated Articles, the Certificate will be rejected, and vice versa.

TIP 1: Your restated articles document must be titled either "Articles of Restatement" or "Restated Articles of Incorporation."

TIP 2: The Restated Articles cannot change who the incorporators were, and cannot add incorporators. When you prepare the Restated Articles, the original section in which the incorporators were named should be labeled "Initial Incorporators."

Signature and Verification

Both the Restated Articles of Incorporation and the Certificate Concerning Restated Articles of Incorporation may be signed only by one of the following: (1) the Chairman of the Board of Directors, (2) a duly-authorized Officer of the corporation, or (3) a duly-authorized bankruptcy trustee, receiver, or other court-appointed fiduciary. See A.R.S. §§ 10-120(F).

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual signing next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate the capacity of the signer.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

What to submit:

1. Cover Sheet;
2. Certificate Concerning Restated Articles of Incorporation;
3. Restated Articles of Incorporation;
4. Director Attachment, if applicable;
5. Officer Attachment, if applicable
6. Statutory Agent Acceptance, if applicable;
7. Payment.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. Checks that do not have an imprinted or preprinted name and address of the account holder and an imprinted or preprinted check number will not be accepted. Handwritten or stamped names, addresses, or check numbers will not be accepted. For example, we will not accept temporary checks, such as those from a new account. We will accept checks drawn on non-U.S. banks

as long as the check states that the funds are payable in U.S. dollars.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.