

Instructions C014i

Articles of Amendment – 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 may amend its Articles of Incorporation at any time to add or change a required or permitted provision, or to delete a provision that is not required. See A.R.S. § 10-1001, et seq. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. NOTE – if you are changing only the corporation's address or its statutory agent name or address, then you should submit a Statement of Change (form C016) instead of Articles of Amendment.

What has to be filed? In order to amend the Articles of Incorporation, the corporation must deliver to the Arizona Corporation Commission Articles of Amendment that contain the text of the amendment and the other information required by statute. See A.R.S. § 10-1006. The Arizona Corporation Commission does have a form for certain information that must be included in the Articles of Amendment, but the text of the corporation's amendment (the wording of the actual change being made) must come from the corporation and must be attached to the A.C.C.'s form. Use of the A.C.C.'s form is not required. Forms are available on the A.C.C. website, www.azcc.gov/Divisions/Corporations.

What are "issued" shares? / How do I know if the corporation issued shares? If the corporation has sold shares of stock to one or more persons, it has issued shares. The corporation's Annual Report filed with the Arizona Corporation Commission should reflect if the corporation has ever reported issued shares or shareholders. The corporation's most recent Annual Report can be viewed on the corporation's public record at www.azcc.gov/Divisions/Corporations. If you are in doubt about whether the corporation has issued shares, you should seek the advice of an appropriate, knowledgeable person such as an attorney or an accountant – A.C.C. staff cannot answer this question for the corporation, other than to report

what is reflected in the corporation's public record.

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.

What are the requirements for changing the corporation name? The examiner will determine if the corporation name to be used complies with the statutory requirements, but you can review the name criteria, check for name availability and, if desired, submit a name reservation application by using our website at <http://www.azcc.gov/divisions/corporations/filings/namingpolicy.asp>. Reserving the name is not required. Web access is available to the public at our Phoenix and Tucson offices.

The minimum requirements under Arizona law for the name of a for-profit corporation are that it:

shall contain the word "association", "bank", "company", "corporation", "limited", or "incorporated", or an abbreviation of one of those words. If the existing corporate name or the fictitious name adopted for use in Arizona does not contain one of those words or an abbreviation of one of those words, then one of those words or an abbreviation of one of those words must be added to it;

AND

shall not contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC" or "LC", in uppercase or lowercase letters.

If the corporation name contains any of the following words, prior written approval must be obtained from the Arizona Department of Financial Institutions before registration is

allowed: Bank; Banker; Banking; Banc; Banco; Banque; Credit Union; Deposit; Savings Association; Building Association; Savings and Loan Association; Building and Loan Association; Savings Bank; Thrift; Trust; or Trust Company. See A.R.S. §§ 10-401, 10-1506.

The name of a *professional corporation* shall not conflict with any of the above, and *shall contain* the words "professional corporation", "professional association", "service corporation", "limited" or "chartered" or one of the following abbreviations: "P.C.", "P.A.", "S.C.", "Ltd.", "Chtd.", "PC", "PA", "SC", "Ltd", or "Chtd". See A.R.S. § 10-2215.

The *for-profit* corporate name must satisfy the requirements of A.R.S. §§ 10-401. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Trade name – if you are the owner of a trade name registered with the Secretary of State's office that is identical to the corporation name you wish to use, you must complete and attach to the Application To Reserve Corporation Name a Trade Name Declaration form M003. Forms are available on our website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

Is publication of the Articles of Amendment required? Yes. See A.R.S. § 10-1006. 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 amendment to the Articles of Incorporation was adopted by the shareholders, or, if shareholder action was not required, by the board of directors.

Number 4. This question asks if the amendment affects issued shares. If the corporation has not issued shares, check the “no” box and continue with number 5. If the corporation has issued shares, check either the “yes” or “no” box and follow instructions. Refer to the section on issued shares above in General Information for questions about issued shares.

Number 4.1. If you answered “yes” to number 4, then you must answer number 4.1 by checking only one box. Follow the instructions beside the box you checked.

Number 4.2. If you answered “no” to number 4.1, you must provide a separate statement of how the exchange, reclassification, or cancellation of issued shares will be put into effect (how it will be implemented).

Number 5. Read the choices under number 5 carefully. Check only one box. Continue reading below for a description of the choices. For information on voting groups, see the section above under General Information concerning voting groups. To determine whether shareholder action was required to approve the amendment, you should review the corporation's Articles of Incorporation

and its bylaws. A.C.C. staff cannot tell you if shareholder action was required for approval of the amendment.

Box 1. *If the corporation does not have shareholders and never issued shares,* check the first box and continue with number 6.

Box 2. *If the corporation has shareholders and did issue stock, and 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 second box and follow instructions beside the box.

Box 3. *If the corporation has shareholders and did issue stock, and has common stock not designated into series and also has another class of stock* (for example, preferred), check the third box and follow instructions beside the box.

Box 4. *If the corporation has shareholders and did issue stock, and if all of the corporation's stock is designated into series or other groupings within a class that have different voting rights,* check the fourth box and follow instructions beside the box.

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 actual written amendment that contains the change being made by the corporation must be attached to the Articles of Amendment. The amendment can be typewritten or handwritten, but must be legible. A.C.C. staff cannot write the amendment for you, and cannot tell you how to phrase the amendment. If the Articles of Amendment form is submitted without the amendment attached, the document will be rejected.

Signature and Verification

The Articles of Amendment 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. Articles of Amendment

3. Shares Issued Attachment, if applicable
4. Voting Attachment, if applicable
5. Copy of the corporation's amendment
6. Payment.

Questions

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

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.