

Instructions C015i

Articles of Amendment – Nonprofit 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. § 10-11001, 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. § 10-11006. 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 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 nonprofit corporate name must satisfy the requirements of A.R.S. §§ 10-3401, 10-3301, and/or 10-11506 and must not conflict with the requirements for professional corporations (A.R.S. § 10-2215) or

other corporations (A.R.S. §§ 10-1506 and 10-401) or other limited liability companies (A.R.S. § 29-602). Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. Note that other requirements may apply if you are forming a nonprofit corporation under Chapter 19 of Title 10, Arizona Revised Statutes (cooperatives).

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.

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. § 10-11006. 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. § 10-3122.

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. § 10-3122. 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 any 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 corporation.

Number 4. This question asks how the amendment was approved by the corporation. Check all boxes that apply.

Number 5. 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. §§ 10-3120(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. Copy of the corporation's amendment
4. 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 online or 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.