

Articles of Amendment to Application for Authority

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



Instructions C115i

When you should file Articles of Amendment to Application for Authority:

File Articles of Amendment to an Application for Authority if the foreign corporation amends its articles of incorporation (by merger or any other way) and the amendment changes any of the following:

- The corporation name;
- The name used in Arizona;
- The foreign corporation domicile; or
- The duration (life period).

See A.R.S. § 10-1504(B).

If the foreign corporation amends its articles but the amendment does not change one of the above-numbered items, then do not file Articles of Amendment – you will submit only a certified copy of that amendment.

In addition, if a statement on the original application for authority was inaccurate when made, the foreign corporation must file articles of amendment to the application for authority. NOTE – typically, this would be an extremely rare situation. The A.C.C. examines the original application for accuracy against documents provided from the original jurisdiction.

When NOT to file Articles of Amendment:

Do NOT file Articles of Amendment to an Application for Authority if:

- The foreign corporation converts to become a non-Arizona LLC
 - File a certified copy of the conversion and an Application for Registration, if applicable.

The foreign corporation merges with or into a non-Arizona LLC

- File a certified copy of the merger and an Application for Registration, if applicable.

The foreign corporation merges with a different foreign corporation that is already registered with the A.C.C., but that different foreign corporation is not changing its name, domicile or duration.

- File a certified copy of the merger and an Application for Authority, if applicable.

Do NOT file Articles of Amendment to change addresses or statutory agent information – use a Statement of Change form instead.

Do NOT file Articles of Amendment to change officers or directors – use an Officer/Director/Shareholder Change Form instead.

General Information

What are the corporation name requirements? 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 or name registration application by using our website at: www.ecorp.azcc.gov

Reserving or registering the name is not required. Web access is available to the public at Phoenix and Tucson offices.

The minimum requirements under Arizona law for the name or fictitious name of a for-profit foreign 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, 10-3401, and 10-11506.

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 and 10-1506. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

The nonprofit corporate name must satisfy the requirements of A.R.S. §§ 10-3401, 10-3301, and 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). 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).

Fictitious name. If a foreign corporation's name is not available, it may use a fictitious name if it attaches a corporate resolution adopting a fictitious name. Such a resolution must be approved by the board of directors and certified by its secretary (for-profits) or certified by a duly authorized officer (nonprofits). See A.R.S. §§ 10-1506, 10-11506.

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 in Arizona, the trade name holder (owner) must be the same as the person who signs the Articles of Amendment, which means that person must be an officer or Chairman of the Board of Directors of the foreign corporation.

What does "duration" mean?

"Duration" means the life span of the corporation. The original Articles of Incorporation and any amendments thereto should indicate if the corporation is intended to exist for only a certain number of years or if its existence is intended to be forever or perpetual.

What other documents must be submitted? You must attach to or submit with the Articles of Amendment to Application for Authority the following documents:

- (1) Certified copy of the corporation's amendment or other document that shows the amendment to the articles of incorporation, certified not more than 60 days before its delivery to the Arizona Corporation Commission;
- (2) If applicable, approval letter from either the Arizona Department of Insurance or the Arizona Department of Financial Institutions (see the section on name requirements under General Information); and
- (3) If applicable, and only if filing pursuant to A.R.S. § 10-1504(B)(4), attach completed Articles of Correction that address the inaccurate information on the original application for authority.

Filing fee. The filing fee is \$25.00. For expedited processing (read the paragraph below on processing time), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. §§ 10-122, 10-3122.

Processing time. Processing times are posted on our website each Monday at www.ecorp.azcc.gov. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. §§ 10-122, 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. Give the exact name of the foreign corporation as it is currently shown in A.C.C. records (before any changes). The name must match exactly or the document will be rejected.

Number 2. If the name of the foreign corporation in its state of incorporation has changed, check the box in number 2 and list the exact NEW name of the foreign corporation. The document may be rejected if the box is not checked.

If the new name is available for use in Arizona, do not complete section 3.

Name availability can be checked on our website, <http://ecorp.azcc.gov>

Number 3. If the foreign corporation is changing the name it uses in Arizona, or if the new name shown in number 2 is not available for use in Arizona, check the box in number 3. Then check either 3.1 or 3.2, whichever is applicable. Then list the exact NEW name to be used in Arizona in 3.3.

If the name used in Arizona is being changed, either 3.1 or 3.2 must be checked. If no boxes are checked, the document will be rejected, even if a name is listed in 3.3.

If the foreign corporation's true name is available in Arizona and if that name complies with statutory requirements, then the corporation must use that name. If the for-profit foreign corporation's true name does not contain a corporate identifier, then it must add one to the true name. A

fictitious name can be used only if the corporation's true name is not available in Arizona. Refer to "What are the corporation name requirements" under the General Information section above for more information.

Number 3.1. For-profit corporations are required to have a corporate identifier in the corporation name. (Please refer to "What are the corporation name requirements" under the General Information section above.) If the foreign corporation's true name from its state or country of incorporation is available for use in Arizona but doesn't have a corporate identifier, then the corporation must add a corporate identifier to the true name. The corporation should check the box in numbers 3 and 3.1, then list the name in 3.3 with the added corporate identifier. The corporation is free to select a corporate identifier from those listed in statute. See A.R.S. §§ 10-401, 10-1506.

Number 3.2. If the foreign corporation's true name from its state or country of incorporation is not available for use in Arizona, then the corporation may adopt a fictitious name. The corporation should check the box in number 3 and 3.2, and then list the fictitious name in 3.3. If the box in 3.2 is checked, the corporation must provide a corporate resolution adopting a fictitious name. Such a resolution must be approved by the board of directors and must be certified by its secretary (for-profits) or certified by a duly authorized officer (nonprofits). See A.R.S. §§ 10-1506, 10-11506. The document will be rejected if the resolution is not submitted with the Articles of Amendment to Application for Authority.

Number 3.3. If you checked 3, and either 3.1 or 3.2, then list in number 3.3 the NEW corporation name to be used in Arizona. If you list a name in section 3.3 but did not check either 3.1 or 3.2, the document will be rejected.

Number 4. If the foreign corporation changed its domicile state or country, check the box in number 4 and list the NEW domicile state or country. In addition, since the corporation is obligated to maintain current information in the records of the ACC, the form allows you to provide the new

address for the principal place of business in the new domicile state or country. If the corporation is not required to maintain an office in its new domicile state, then provide the street address of the corporation's statutory or registered agent in the new domicile state or country. If the corporation leaves the address blank, the form may still be approved for filing, but the corporation will then need to file a Statement of Change to update addresses.

Number 5. If the foreign corporation changed its duration or life period, check the box beside number 5, and then check the appropriate box to indicate the change. If choosing anything other than "perpetual," additional information is required and the document will be rejected if the blank is not completed.

Number 6. Check the box beside number 6 ONLY IF something was inaccurate on the original Application for Authority. For example, if you filed Articles of Correction in your home state that corrects something on the original Articles, that information might also need to be corrected on the Application for Authority. If so, you will need to complete the Articles of Amendment to Application for Authority, and you will attach to it Articles of Correction. The Articles of Amendment to Application for Authority plus Articles of Correction will be filed as one document, and only one filing fee is owed.

DO NOT CHECK NUMBER 6 FOR ANYTHING OTHER THAN A CORRECTION TO THE ORIGINAL APPLICATION FOR AUTHORITY.

Signature and Verification

The Articles of Amendment to Application for Authority 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), 10-140(23), 10-3120(F), 10-3140(27).

The document is submitted under penalty of law.

Sign in ink on the signature line. Print the name of the individual signing beside the signature. Fill in the date. If the printed name is not provided, the document will be rejected.

Check one of the boxes below the signature line to indicate the capacity of the individual who signed. One of the boxes must be checked, and the document will be rejected if no box is checked.

Submit the document

What to submit:

1. Cover Sheet;
2. Articles of Amendment to Application for Authority;
3. Certified copy of the corporation's amendment or other document that shows the amendment to the articles of incorporation, certified not more than 60 days before its delivery to the Arizona Corporation Commission;
4. If applicable, approval letter from either the Arizona Department of Insurance or the Arizona Department of Financial Institutions (see the section on name requirements under General Information); and
5. If applicable, and only if filing pursuant to A.R.S. § 10-1504(B)(4), attach completed Articles of Correction that address the inaccurate information on the original application for authority.
6. 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. We will not accept checks drawn on non-U.S. banks.

Money order. If submitting the document by mail or in person, payment by money order is acceptable. The money order must be a U.S. money order and be payable in U.S. dollars.

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

Questions

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