

Instructions C031i

Articles of Correction

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007

www.azcc.gov

(602) 542-3026



General Information

Any corporation may correct a document that has been filed by the Arizona Corporation Commission if the document either (1) contains an incorrect statement and the correction does not materially alter a substantive provision or (2) was defectively executed, attested, verified or acknowledged. *See* A.R.S. §§ 10-124, 10-31243. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. The form provided by the Arizona Corporation Commission meets the minimum statutory requirements. Use of the A.C.C.'s form is not required.

When is a correction a material alteration of a substantive provision? Most of the information required to be contained within documents filed with the Arizona Corporation Commission is considered to be substantive, and most corrections are considered to be material alterations. An example of a non-material alteration is correction of a typographical error. The determination of whether a proposed correction is a material alteration of a substantive provision is made on a case-by-case basis once the document is received.

Can I correct or change the corporation name? The corporation name cannot be changed through articles of correction, but if it contains a typographical error, articles of correction might be appropriate. This determination will be made on a case-by-case basis. Arizona corporations can always use Articles of Amendment to change the corporation name.

What if I named the wrong officer or director or statutory agent? If the proposed "correction" is to name an entirely different person, that is a material alteration of a substantive provision and will not be approved. To change the identity of a statutory agent, submit a Statement of Change appointing a new agent. To change the identity of an officer, submit an

Officer/Director/Shareholder Change. If there is merely a typographical error in one of the named officers/directors or the statutory agent, that can be corrected by submitted articles of correction.

What if I put the wrong officer title? If the proposed correction is changing only the officer title of one of the named officers, that is not considered to be a material alteration of a substantive provision. The name or identity of the officer cannot be changed, only the title.

Is publication of the Articles of Correction required? No.

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, 10-3122.

Processing time. Processing times are posted on the A.C.C. 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, 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 the A.C.C. website at www.azcc.gov/Divisions/Corporations.

Number 3. Either complete numbers 3.1 and 3.2, or check the box in number

3 and attach a copy of the document that is being corrected.

Number 4. List the date on which the Arizona Corporation Commission filed (approved) the document being corrected. Number 4 must be completed even if the defective document is attached to the Articles of Correction.

Number 5. For incorrect statements, print the exact incorrect statement, for example: Article 6, Directors, John Smith. For incorrect executions, etc., describe the incorrect execution, for example: Jane Doe signed as a duly-authorized officer.

Number 6. For incorrect statements, briefly state what the error is, for example: misspelled John Smith's name. For incorrect executions, briefly describe how or why the execution was defective, for example: Jane Doe is the Chairman of the Board of Directors and is not an officer.

Number 7. For incorrect statements, print the exact correct statement, for example: Article 6, Directors, John Smythe. For incorrect executions, etc., briefly describe what the correct execution should have been, for example: Jane Doe should have been indicated as the Chairman of the Board of Directors instead of as an officer. NOTE that a copy of the document with the correct language or execution must be attached to the Articles of Correction.

Signature and Verification

The Articles of Correction 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 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 Correction
3. Copy of defective document, if applicable
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 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.