

Instructions L015i

Articles of Amendment

ARIZONA CORPORATION COMMISSION

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



General Information

Are amendments required? LLCs are required by law to amend their articles of organization if there is a statement in the articles that was false or erroneous when it was made or within 30 days of any of the following events:

(1) arrangements or facts have changed making the articles of organization inaccurate in any respect, unless the change is only to the statutory agent name or address or the LLC's known place of business address;

(2) in a member-managed LLC, there is a change in the persons who are members; or

(3) in a manager-managed LLC, there is a change in the persons who are managers, or in members who own 20% or more of the profits or capital of the LLC. See A.R.S. § 29-633(B). Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. Failure to make a required amendment will subject the LLC to being administratively dissolved. See A.R.S. § 29-786.

When must a required amendment be made? If the amendment is a required amendment, the LLC must submit the amendment within 30 days of the occurrence of the event requiring the amendment. See A.R.S. § 29-633(B). Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes. Failure to make a required amendment will subject the LLC to being administratively dissolved. See A.R.S. § 29-786.

What has to be filed with the Arizona Corporation Commission?

In order to amend the articles of organization, the LLC 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. § 29-633. The Arizona Corporation Commission's Articles of Amendment form covers the most

common types of amendments. 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 LLC name? The examiner will determine if the LLC 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

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 LLC name must satisfy the requirements of A.R.S. § 29-602. The professional LLC name must satisfy the requirements of A.R.S. § 29-845. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

The minimum requirements under Arizona law for the name of a limited liability company are that it:

shall contain the words "limited liability company" or "limited company" or the abbreviations "L.L.C.", "L.C.", "LLC", or "LC"

AND

shall not contain the words "association", "corporation", "incorporated", or an abbreviation of those words.

If the 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. §§ 29-602, 29-804.

A professional limited liability company name shall not conflict with any of the above, and shall contain the words "professional limited liability company"

or one of the following abbreviations: "P.L.L.C.", "P.L.C.", "PLLC", or "PLC", in upper or lower case letters.

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

Is publication required? Publication is *not* required if the amendment changes *only* (1) the name or address of members or managers; or (2) the known place of business address of the LLC; or (3) the name or address of the statutory agent. If the amendment changes anything else, such as the management structure or the persons who are members or managers, then publication is required. A.R.S. § 29-633(F). DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE AMENDMENT 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. § 29-851.

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. § 29-851. 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 LLC as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation,

and the LLC identifier such as Limited Liability Company or LLC, etc. If you are changing the name of the LLC, you will put that name in number 3. For name changes, please refer to “What are the name requirements” under the General Information section above.

Number 2. A.C.C. file number – list the LLC’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. If the LLC is changing its name, check the box and put the NEW name in the blank. Be sure and include the appropriate LLC identifier such as LLC or Limited Liability Company. Please refer to “What are the name requirements” under the General Information section above. If the LLC is not changing its name, do not check the box or fill in that blank.

Number 4. Check this box if you are changing information about an existing member or if you are adding or removing a member. For existing members, list their name as shown in the records of the Arizona Corporation Commission on the first line, then make any changes underneath for that member, and then check the appropriate box to indicate the change being made for that member. For new members, list their name on the *second* line, provide their address, and check the appropriate “add” box.

Number 5. Check this box if you are changing information about an existing manager or if you are adding or removing a manager. For existing managers, list their name as shown in the records of the Arizona Corporation Commission on the first line, then make any changes underneath for that manager, and then check the appropriate box to indicate the change being made for that manager. For new managers, list their name on the *second* line, provide their address, and check the appropriate “add” box.

Number 6. Check this box if you are changing the management structure of the LLC, for example, a member-managed LLC is becoming a manager-managed LLC, or vice versa. Then check the appropriate box to indicate the specific change. Any change in management structure will require an attachment – either the Manager

Structure Attachment or the Member Structure Attachment. If the appropriate attachment is not submitted with the Articles of Amendment, the amendment will be rejected.

Number 7. If you are appointing a new statutory agent, check the box by number 7 and complete 7.1. Number 7.2 is optional. A Statutory Agent Acceptance form M002 will be required (number 7.3) and should be submitted at the same time as the Articles of Amendment form.

Number 8. If you are not appointing a new statutory agent but you are changing the existing agent’s address, check the box beside number 8 and complete 8.1 and/or 8.2.

Number 9. If you are changing the Arizona known place of business address, check the box beside number 9 and complete number 9.1 and, if applicable, 9.2.

Number 10. If you are changing the life period or duration of the LLC, check the box beside number 10 and then check the appropriate box to indicate the new life period. If you check the “date” or “event” boxes, you must provide the corresponding date or event or the document will be rejected.

Number 11. If you are changing from a regular LLC to a professional LLC or from a professional LLC to a regular LLC, check the box beside number 11, then check the appropriate box to indicate the change being made. **A name change will also be required**, because the entity name must have the appropriate LLC identifier. See “What are the requirements for changing the LLC name” under the General Information section above.

Number 12. If you are changing to a professional LLC as indicated in your response to number 11, you must also check the box beside number 12 and describe the professional services that will be rendered, for example, “medical services” or “accounting”.

Number 13. If the change you are making is not covered by any of the check boxes on the A.C.C.’s Articles of Amendment form, you must check the box beside number 13 and attach to the Articles of Amendment form a copy of the LLC’s written amendment.

Signature and Verification

If the LLC is manager-managed, a manager must sign the Articles of Amendment. Please note – there is no such thing as a “managing member” in the LLC statutes – the person is either a manager or not.

If the LLC is member-managed, any member can sign the Articles of Amendment. Please note – there is no such thing as a “managing member” in the LLC statutes – the person is simply a member of a member-managed LLC.

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 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 whether the person signing is a manager of a manager-managed LLC or a member of a member-managed LLC. If the member or manager signing the document is an entity, fill in the entity name underneath the appropriate check box.

Submit the document

Cover Sheet. All documents should 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. Attachment for change in management structure, if applicable
4. Attachment for the LLC’s own amendment form, if applicable
5. Statutory Agent Acceptance
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:

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 or by fax. 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.