

# Certificate Concerning Restated Articles of Incorporation Nonprofit Corporation Instructions C013i

## ARIZONA CORPORATION COMMISSION

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



## General Information

A corporation restating its Articles of Incorporation must submit to the Arizona Corporation Commission both the Restated Articles and a Certificate setting forth certain required information about how the Restated Articles were approved by the corporation. See A.R.S. § 10-11007. Statutes are available on the Arizona Legislature's website, [www.azleg.gov](http://www.azleg.gov), by following the link for Arizona Revised Statutes. The Arizona Corporation Commission has a form for the Certificate, but does not have a form for the Restated Articles. Use of the A.C.C.'s form is not required.

### Under what circumstances would a corporation restate its Articles?

The circumstances are varied and depend upon the corporation's unique situation. Arizona Corporation Commission staff cannot tell you whether your corporation should restate its Articles because that might involve legal or tax advice, and staff cannot give legal or tax advice to the public. It is advisable to consult with an appropriate, knowledgeable professional such as an attorney or accountant to determine if the corporation should restate its Articles of Incorporation.

**What does "third person" action mean?** Sometimes the Articles of Incorporation or bylaws of a nonprofit corporation require certain actions to be approved by a person who is not a director or a member. Such a person is referred to as a "third person."

**Is publication of the Restated Articles required?** Yes. See A.R.S. § 10-11007. DO NOT PUBLISH UNTIL THE COMMISSION APPROVES THE DOCUMENT FOR FILING.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, add \$35.00. For Two-Hour Service, add \$400.00. For Same Day Service, add \$200.00. For Next Day Service, add \$100.00.

For questions, contact our Call Center at 602-542-3026. All fees are nonrefundable. See A.R.S. §§ 10-122 and 10-3122.

**Processing time.** Processing times are posted on our website each Monday at [www.ecorp.azcc.gov](http://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 and 10-3122. The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. Same Day/Next Day Service fees, See Decision No. 77503, December 17, 2019, as amended on January 15, 2020. Docket No. ACC-00000A-19-0213.

## 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.** List the date on which the Restated Articles of Incorporation were adopted by the board of directors, the members, and/or a third person, or by all three.

**Number 3.** Check only one box – either 3.1 or 3.2 – to indicate the manner in which the Restated Articles of Incorporation were approved. Check 3.1 if the approval was by the board of directors and not by members or third persons, and then go to number 5. Check 3.2 if members or third persons approved the Restated Articles, and then continue with number 4.

**Number 4.** Check all boxes that apply.

**Number 5.** The Arizona Corporation Commission does not have a form for Restated Articles of Incorporation. You must prepare and submit your own Restated Articles along with the Certificate. If the Certificate is submitted without the Restated Articles, the Certificate will be rejected, and vice versa.

**TIP 1:** Your restated articles document

must be titled either "Articles of Restatement" or "Restated Articles of Incorporation."

**TIP 2:** The Restated Articles cannot change who the incorporators were, and cannot add incorporators. When you prepare the Restated Articles, the original section in which the incorporators were named should be labeled "Initial Incorporators."

## Signature and Verification

Both the Restated Articles of Incorporation and the Certificate Concerning Restated Articles of Incorporation 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, (3) a duly-authorized bankruptcy trustee, receiver, or other court-appointed fiduciary or (4) an incorporator, If directors have not been selected or the corporation has not been formed. See A.R.S. §§ 10-3120(F).

The document is submitted under penalty of law, 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. 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: [www.ecorp.azcc.gov](http://www.ecorp.azcc.gov)

### What to submit:

1. Cover Sheet;
2. Certificate Concerning Restated Articles of Incorporation;
3. Restated Articles of Incorporation;
4. Director Attachment, if applicable;
5. Officer Attachment, if applicable;

6. Statutory Agent Acceptance, if applicable;
7. Payment.

**By Mail.** Mail the completed paper document, cover sheet, and payment (see below for payment information) to:  
Arizona Corporation Commission  
Corporations Division - Examination Section  
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 - Examination Section  
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 or MasterCard.

**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.

**Cash.** If submitting the document in person, cash payments are acceptable at the Phoenix office ONLY (Tucson does not accept cash). Do not mail cash.  
NOTE: No bills larger than \$20.00 will be accepted.

## *Questions*

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