

AMENDMENT OF CALIFORNIA STOCK CORPORATIONS

To amend (change, add or delete) provisions contained in the Articles of Incorporation, it is necessary to prepare and file with the Secretary of State a Certificate of Amendment of Articles of Incorporation in compliance with California Corporations Code [Sections 900-910](#).

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the amending corporation. Please refer to the above referenced California Corporations Code sections prior to modification.

The fee for filing a Certificate of Amendment is \$30.00. Check(s) should be made payable to the Secretary of State.

The original and at least two copies of the certificate should be included with your submittal. The Secretary of State will certify two copies of the filed certificate without charge, **provided that the copies are submitted to the Secretary of State with the original to be filed**. Any additional copies submitted with the original will be certified upon request and payment of the \$8.00 per copy certification fee.

Certificates of Amendment are not filed in the branch offices. Documents must be **mailed** or hand delivered for over-the-counter processing to the Sacramento Headquarters Office at:

Business Programs Division (916) 653-2318
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento Headquarters Office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the branch offices.

PLEASE REFER TO THE CORPORATE NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION

INSTRUCTIONS

The attached sample can be used as a guide when drafting a Certificate of Amendment. The certificate should be typed following the instructions set forth below.

Certificates of Amendment are most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the President and Secretary, or if the sample does not adequately cover the needs of the corporation, documents must be prepared with modifications to meet the specific requirements of the corporation. Please refer to California Corporations Code [Sections 900-910](#) prior to modification.

NOTE: The California Corporations Code prohibits any amendment of Articles of Incorporation altering the statement of the name and address of the initial agent for service of process. The proper method of changing the records of this office to reflect the current name and/or address of the agent for service of process is to file a Statement by Domestic Stock Corporation as required by Corporations Code [Section 1502](#). The form can be downloaded from the [Secretary of State's Website](#) or can be obtained by calling the Statement of Officers Unit at (916) 657-3537.

- **Paragraph 1** - must be set forth the current name of the corporation **exactly** as the name is of record with the Secretary of State (including punctuation and abbreviations).
- **Paragraph 2** - must identify the specific provision being amended by the numerical or other designation assigned to the provision in the original articles, (i.e., "1", "FIRST" or "ONE"). If the article provision was not assigned a designation, the present language of the existing provision must be quoted.

The paragraph must also include the language that will replace the language presently of record. Note, if the purpose of the amendment is to change the name of the corporation, the words "The name of the corporation is" must precede the proposed new name.

- **Paragraph 3** - must state the amendment has been approved by the board of directors.
- **Paragraph 4** – if the corporation has issued shares, the certificate must include a statement that the amendment has been approved by the required vote of the shareholders in accordance with Corporations Code [Section 902](#). The statement of shareholder approval must indicate the total number of outstanding (issued) shares entitled to vote with respect to the amendment, set forth the percentage vote required and state that the number of shares voting in favor of the amendment equaled or exceeded the vote required.

However, if the corporation has issued no shares, the certificate must include the statement **the corporation has issued no shares** in lieu of a statement of shareholder approval.

DO NOT include both #4 paragraphs when preparing the certificate. Use ONLY the applicable statement.

- The certificate must be dated, signed and verified by the president and secretary. Each person's name and title should be typed directly below their respective signature.

The original and at least two copies of the Certificate of Amendment, together with the applicable fee(s), must be mailed or hand delivered to the Secretary of State's Office in Sacramento. Certificates of Amendment are not filed in the branch offices.

To facilitate the processing of documents mailed to our office, a self-addressed envelope and a letter referencing the corporate name and number as well as your own name, return address and telephone number should also be submitted.

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION) , a California corporation.
2. Article (INSERT CORRECT DESIGNATION) of the Articles of Incorporation of this corporation is amended to read as follows:

 (HERE TYPE THE ARTICLE PROVISION AS AMENDED)
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is _____. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

NOTE

*Use only one of
the #4 statements*

**DO NOT USE
BOTH
STATEMENTS**

OR

4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

(Signature of President)
(Typed Name of President), President

(Signature of Secretary)
(Typed Name of Secretary), Secretary