



Secretary of State  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## 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 amendment 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.

### WHERE TO FILE

Certificates of Amendment can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person (drop off) to the Sacramento office between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday (excluding holidays). *Certificates of Amendment are filed only in the Sacramento office.* To facilitate the processing of documents mailed to the Secretary of State, a self-addressed envelope and a letter referencing the corporate name and number as well as the sender's name, return address and telephone number should be included with the submittal.

### FEES

The fee for filing a Certificate of Amendment is \$30.00. However, there is a \$15.00 special handling fee for processing a document delivered in person (drop off) to the Sacramento office. The special handling fee must be remitted by separate check for each submittal and will be retained whether the document is filed or rejected. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional fee (in lieu of the special handling fee). Please refer to the Secretary of State's website at [www.sos.ca.gov/business/be/preclearance-expedited-services.htm](http://www.sos.ca.gov/business/be/preclearance-expedited-services.htm) for detailed information regarding preclearance and expedited filing services. The special handling fee or preclearance and expedited filing services are not applicable to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

### COPIES

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

## **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 to the 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 Secretary of State's records to reflect the current name and/or address of the agent for service of process is to file a Statement of Information – Domestic Stock Corporation as required by Corporations Code section [1502](#). The form is available on the Secretary of State's website at [www.sos.ca.gov/business/be/forms.htm](http://www.sos.ca.gov/business/be/forms.htm).

- **Paragraph 1** - must 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 California 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 not issued any 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), should be mailed or hand delivered to the Secretary of State's office in Sacramento. Certificates of Amendment are not filed in the regional 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%.

**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

**NOTE**  
Use only one of  
the #4 statements  
  
DO **NOT** USE  
BOTH  
STATEMENTS