



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 California 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.

Where to File

The Certificate 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. Certificates of Amendment are filed only in the Secretary of State's Sacramento office.

To facilitate the processing of documents mailed to the Secretary of State, 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.

For current processing times, go to www.sos.ca.gov/business/be/processing-times.htm.

Fees

The fee for filing a Certificate of Amendment is \$30.00. In addition to the filing fee, there is a non-refundable \$15.00 special handling fee for processing documents delivered in person (drop off) at the Sacramento office. The preclearance and/or expedited filing of a document *within a guaranteed time frame* can be requested for an additional non-refundable fee in lieu of the special handling fee. For detailed information about preclearance and expedited filing services, go to www.sos.ca.gov/business/be/service-options.htm. 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

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5.00 certification fee. To get additional copies, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1.00 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5.00 certification fee, per copy.

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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, and if listed in the original Articles of Incorporation, the corporation's initial street and/or mailing address and the names and addresses of the corporation's initial directors. To update our records to show the current information, you must file a Statement of Information (Form SI-550) as required by Corporations Code section [1502](#). To get Form SI-550, go to www.sos.ca.gov/business-programs/business-entities/statements.

- **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., "I", "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.

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.

Except for the purpose of filing an application with the [California Franchise Tax Board](#) for exempt status or amending the articles of incorporation as necessary either to perfect that application or to set forth a new name, a Certificate of Amendment can only be filed if the corporation has an active status on the records of the California Secretary of State. (California Corporations Code section [2205](#).) Please check the corporation's records and status before submitting documents for filing with our office. The status of the entity can be checked online on the California Secretary of State's Business Search at BusinessSearch.sos.ca.gov.



Mail Submission Cover Sheet

Instructions:

- Complete and include this form with your submission. **This information only will be used to communicate with you in writing about the submission.** This form will be treated as correspondence and will not be made part of the filed document.
- Make all **checks or money orders** payable to the Secretary of State.
- Do not include a \$15 counter fee when submitting documents by mail.
- Standard processing time for **submissions** to this office is approximately 5 business days from receipt. All **submissions** are reviewed in the date order of receipt. For updated processing time information, visit www.sos.ca.gov/business/be/processing-times.

Optional Copy and Certification Fees:

- If applicable, include optional copy and certification fees with your submission.
- For applicable copy and certification fee information, refer to the instructions of the specific form you are submitting.

Contact Person: (Please type or print legibly)

First Name: _____ Last Name: _____

Phone (optional): _____

Entity Information: (Please type or print legibly)

Name: _____

Entity Number (if applicable): _____

Comments: _____

Return Address: For written communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address.

Name: [_____]

Company:

Address:

City/State/Zip: [_____]

Secretary of State Use Only	
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**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**