



Restated Articles of Incorporation of California Nonprofit Corporations

A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to California Corporations Code sections [5811](#) and [5815](#) (public benefit and religious corporations), sections [7811](#) and [7815](#) (mutual benefit corporations) and [12501](#) and [12506](#) (general cooperative corporations), a certificate signed and verified by a majority of the incorporators.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with California Corporations Code section [5819](#) (public benefit and religious corporations), section [7819](#) (mutual benefit corporations) and [12510](#) (general cooperative corporations).

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 corporation. Please refer to the above referenced California Corporations Code sections prior to modification.

Where to File

Restated Articles of Incorporation 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.

Go to www.sos.ca.gov/business-programs/business-entities/processing-times to get the current processing times and determine which method of submission meets your needs.

Fees

The fee for filing Restated Articles of Incorporation 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-programs/business-entities/service-options. Payment for special handling or preclearance and expedited filing services should be made in a separate check. These 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 at the time of submission. 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 Restated Articles of Incorporation. The certificate should be typed following the instructions set forth below.

Restated Articles of Incorporation 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 [5810-5820](#) (public benefit and religious corporations), sections [7810-7820](#) (mutual benefit corporations) or sections [12500-12510](#) (general cooperative corporations) prior to modification.

NOTE: If the corporation has not yet filed a Statement of Information (Form SI-100) pursuant to California Corporations Code section [6210](#), [8210](#), [9660](#) or [12570](#), the Restated Articles must retain the name and address of the initial agent for service of process, and if listed in the original Articles of Incorporation, the initial address and mailing address of the corporation and the names and addresses of the initial directors **exactly** as listed in the original Articles of Incorporation. If the corporation has filed Form SI-100, the Restated Articles cannot include the name and address of the agent for service of process, the street and mailing address for the corporation, or the names and addresses of officers and directors. Note: To update our records to show the current name and/or address of the agent for service of process, the street or mailing address of the corporation, and/or the names and addresses of the officers, you must file the Statement of Information (Form SI-100). To get Form SI-100, go to www.sos.ca.gov/business-programs/business-entities/statements.

- **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 set forth the entire text of the Articles of Incorporation, as amended.
- **Paragraph 3** - must state the amendment and restatement has been approved by the board of directors.
- **Paragraph 4** - must state the amendment and restatement has been approved by the required vote of the members. If the corporation has no members separate from the board of directors, member approval is not required. However, the certificate must state **the corporation has no members**.

DO NOT include both #4 paragraphs when preparing the document. 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.



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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Sample

Restated Articles of Incorporation

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of (NAME OF CORPORATION) , a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

(HERE TYPE THE ARTICLES AS AMENDED AND RESTATED)

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

OR

4. The corporation has no members

NOTE

Choose only one of the #4 statements

DO **NOT** USE BOTH STATEMENTS

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