



## Restated Articles of Incorporation of California Stock 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 [901](#) and [906](#), a certificate signed and verified by a majority of the incorporators or the board, as applicable.

To restate the articles, it is necessary to prepare and file Restated Articles of Incorporation in compliance with California Corporations Code section [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 corporation. Please refer to Corporations Code sections [900-910](#) 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.

For current processing times, go to [www.sos.ca.gov/business/be/processing-times.htm](http://www.sos.ca.gov/business/be/processing-times.htm).

### 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/be/service-options.htm](http://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.

# Restated Articles of Incorporation of California Stock Corporations

## 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 [900-910](#) prior to modification.

**NOTE:** If the corporation has not yet filed a Statement of Information (Form SI-550) pursuant to California Corporations Code section [1502](#), 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 they were listed in the original Articles of Incorporation. If the corporation has filed Form SI-550, that information must not be included in the Restated Articles. 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 directors, you must file the Statement of Information (Form SI-550). To get Form SI-550, go to [www.sos.ca.gov/business/be/statements](http://www.sos.ca.gov/business/be/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** –if the corporation has issued shares, the certificate must include a statement that the amendment and restatement 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 and restatement, set forth the percentage vote required and state that the number of shares voting in favor of the amendment and restatement 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.



# 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](http://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 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**

Choose 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