Secretary of State
Business Programs Division

1500 11th Street, 3rd Floor
Sacramento, CA 95814

Business Entities
(916) 657-5448

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 between the hours of 8:00 a.m. and 4:30 p.m., Monday through Friday (excluding holidays). *Restated Articles of Incorporation 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 as well as the sender's name, return address and telephone number should be included with the submittal.

FEES

The fee for filing Restated Articles of Incorporation 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 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 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 – Domestic Stock Corporation pursuant to Corporations Code section 1502, the Restated Articles must retain the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) exactly as stated in the original Articles of Incorporation. If the corporation has filed the required statement, the name and address of the initial agent for service of process (and of the initial directors, if included in the original Articles of Incorporation) must be omitted. 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 or the current name(s) and/or address(es) of the directors is to file the Statement of Information – Domestic Stock Corporation. The form is available on our website at 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 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.

The original and at least two copies of the Restated Articles of Incorporation, together with the applicable fee(s), should be mailed or hand delivered to the Secretary of State's office in Sacramento. Restated Articles 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.

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.

NOTE

Choose only one of the #4 statements

*DO **NOT** USE BOTH STATEMENTS*

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%.

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