



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 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 may amend a corporation's articles pursuant to California Corporations Code [sections 5811 and 5815](#) (public benefit and religious corporations) and [sections 7811 and 7815](#) (mutual benefit 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) and [section 7819](#) (mutual benefit 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 Corporation Code Sections prior to modification.

The fee for filing Restated Articles of Incorporation is \$30.00. Check(s) should be made payable to the Secretary of State.

The original and at least two copies should be included with your submittal. 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. Nonprofit **Public Benefit** corporations must also include a copy of the Restated Articles of Incorporation for transmittal to the Attorney General in compliance with Corporations Code [section 5817](#).

Restated Articles of Incorporation are not filed in the regional offices. Documents must be mailed or hand delivered for over-the-counter processing to the Secretary of State's office in Sacramento at:

Business Programs Division (916) 657-5448
1500 11th Street, 3rd Floor
Sacramento, CA 95814
Attention: Document Filing Support Unit

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the regional offices.

PLEASE REFER TO THE CORPORATE NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION



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EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.sos.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

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