



SCC711
(04/17)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
GUIDE FOR ARTICLES OF RESTATEMENT
OF A VIRGINIA STOCK CORPORATION

ARTICLES OF RESTATEMENT OF
(current name of corporation)

The undersigned, on behalf of the corporation set forth below, pursuant to Title 13.1, Chapter 9, Article 11 of the Code of Virginia, states as follows:

1. The name of the corporation immediately prior to restatement is (current name of corporation).
2. The restatement contains (or, does not contain) an amendment to the articles of incorporation.
3. The text of the (amended and) restated articles of incorporation is attached hereto.
4. *(If the restatement contains an amendment that provides for an exchange, reclassification or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself.)*
5. The restatement was adopted by the corporation on (date).
6. *(Set forth the manner by which the restatement was adopted. See Options A and B, below:)*

Option A *(If shareholder approval was required, set forth either (1) or (2), below, whichever is applicable.)*

- (1) The restatement was adopted by unanimous consent of the shareholders. **OR**
- (2) The restatement was proposed by the board of directors and submitted to the shareholders in accordance with the provisions of Title 13.1, Chapter 9 of the Code of Virginia, and:

- (a) The designation, number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the restatement were:

Designation	Number of outstanding shares	Number of votes
_____	_____	_____
_____	_____	_____

- (b) And **either** (i) the total number of votes cast for and against the restatement by each voting group entitled to vote separately on the restatement was:

Voting group	Total votes FOR	Total votes AGAINST
_____	_____	_____
_____	_____	_____

- Or** (ii) the total number of undisputed votes cast for the restatement separately by each voting group was:

Voting group	Total undisputed votes FOR
_____	_____
_____	_____

- (c) And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Option B *(If the board of directors adopted the restatement without shareholder approval, set this forth with the reason why shareholder approval was not required. See § 13.1-711 of the Code of Virginia.)*

The adoption of the restatement was duly approved by the board of directors. Shareholder approval of the restatement was not required because: *(Set forth either (1), (2) or (3), below.)*

- (1) The corporation has not issued shares.
- (2) The restatement effects a change described in § 13.1-706 of the Code of Virginia. **OR**
- (3) The restatement does not include an amendment to the articles of incorporation.

Executed in the name of the corporation by:

_____	_____
<i>(signature)</i>	<i>(date)</i>
_____	_____
<i>(printed name)</i>	<i>(corporate title)</i>
_____	_____
<i>(corporation's SCC ID no.)</i>	<i>(telephone number (optional))</i>

Personal Information, such as a social security number, should NOT be included in a business entity document submitted to the Office of the Clerk for filing with the Commission. For more information, see Notice Regarding Personal Identifiable Information at www.scc.virginia.gov/clk.

**THIS FORM IS TO BE USED AS A GUIDE ONLY.
REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.**

INSTRUCTIONS TO FORM SCC711

Guideform SCC711 has been produced by the Commission as a guide to help you prepare the corporation's articles of restatement. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

You can download this guideform from our website at www.scc.virginia.gov/clk/dom_corp.aspx.

The articles of restatement must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on each margin. Use only one side of a page.

If the restatement does not include an amendment, the restatement may be adopted by the corporation's board of directors without shareholder action. See § 13.1-711 of the Code of Virginia.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any officer authorized to act on behalf of the corporation. However, the (amended and) restated articles of incorporation, which are a referenced attachment to the articles of restatement, do not need to be separately executed on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-612 of the Code of Virginia.

These articles will not be filed until all fees and penalties to be collected by the Commission under the Virginia Stock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to the filing of these articles if the articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-615 of the Code of Virginia.

Submit the signed articles to State Corporation Commission, Office of the Clerk, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00, plus** any additional charter fee amount required by an increase in the number of authorized shares of the corporation, payable to the State Corporation Commission. **DO NOT SEND CASH.** If you have any questions, contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTES

The corporation's board of directors may adopt an amendment without shareholder action to delete the names and addresses of the initial directors and/or to delete the name and address of the initial registered agent or registered office if a statement of change is on file with the Commission. See § 13.1-706 of the Code of Virginia, which includes additional amendments that may be adopted by the board of directors without shareholder action.

The registered office and/or registered agent cannot be changed by filing articles of restatement. Such change may only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834, which can be completed and filed online at <https://sccefile.scc.virginia.gov>. This form also can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or by visiting www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.