



SCC888N
(07/07)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF AMENDMENT

**CHANGING THE NAME OF A VIRGINIA NONSTOCK CORPORATION
By Unanimous Consent of the Members or by the Directors Without Member Action**

The undersigned, on behalf of the corporation set forth below, pursuant to § 13.1-888 of the Code of Virginia, executes these articles and states as follows:

1. The current name of the corporation is _____
_____.

2. The name of the corporation is changed to _____
_____.

3. The foregoing amendment was adopted on _____ (mark appropriate box):
(date)

By the unanimous consent of the members with voting rights.

OR

By a vote of at least two-thirds of the directors in office. Member action on the amendment was not required because (mark appropriate box):

There are no members;

or

There are no members with voting rights.

Executed in the name of the corporation by:

(signature)

(date)

(printed name)

(corporate title)

(corporation's SCC ID no.)

(telephone number (optional))

(The execution must be by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation.)

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS TO FORM SCC888N

The articles must be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The proposed name must be distinguishable upon the records of the Commission. See § 13.1-829 of the Code of Virginia. To check the availability of a corporate name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

If the corporation has members with voting rights and they unanimously approved the amendment to change the corporation's name, mark the first box in number 3. **Important:** If the corporation has members with voting rights and their approval of the name change amendment was less than unanimous, you may not use this form. Instead, follow guideform SCC888. See Note below.

If the corporation has no members or no members with voting rights, and at least two-thirds of all of the **directors in office** approved the amendment to change the corporation's name, mark the second box in number 3 and mark the appropriate box to indicate that there are no members or no members with voting rights.

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 other of its officers authorized to act on behalf of the corporation. The printed name and corporate title of the authorized representative who signs the articles on behalf of the corporation must be set forth. Set forth the date the articles of amendment were signed.

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 § 13.1-811 of the Code of Virginia.

These articles may not be filed with the Commission by a corporation until all fees and penalties to be collected by the Commission under the Virginia Nonstock 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 if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, 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**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

Other methods of adopting an amendment to the articles of incorporation of a nonstock corporation are (i) by approval of each voting group of members by more than two-thirds of all votes cast on the amendment by that voting group at a meeting at which a quorum exists, unless the board of directors, as a condition of its submission of the amendment to the members, requires a greater vote or the articles of incorporation provide for a greater or lesser vote, and (ii) by action of a majority of the incorporators, when director and member approval is not required. See § 13.1-888 of the Code of Virginia. See (and follow) guideform SCC888 for adoption provisions that accommodate these situations. It may be downloaded from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.