

**INSTRUCTIONS TO FORM SCC710 – GUIDE FOR ARTICLES OF AMENDMENT -  
VIRGINIA STOCK CORPORATION**

Guideform SCC710 has been produced by the Commission as a guide to help you prepare the corporation's articles of amendment. Please note, however, that this guideform with the blanks filled in will not be accepted. You must separately type your articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (like the italicized portions).

Filing Requirements		
Required Fees		
Filing Fee: \$25.00	AND	Any <b>additional charter fee</b> amount required by an increase in the number of authorized shares of the corporation
File Online Today	Paper Filing	
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file the articles of amendment in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Stock-Corporations">https://scc.virginia.gov/pages/Virginia-Stock-Corporations</a> complete, print, and mail or deliver to below address:	
<b>Questions?</b> Visit the CIS help page at <a href="https://scc.virginia.gov/pages/CIS-Help">https://scc.virginia.gov/pages/CIS-Help</a> for how-to guides, answers to frequently asked questions, and helpful videos.	<b>State Corporation Commission</b> Clerk's Office P.O. Box 1197 Richmond, VA 23218-1197	<b>Courier Delivery Address</b> 1300 E. Main St, 1 <sup>st</sup> floor Richmond, VA 23219

The articles 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 the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

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. If the corporation has not appointed any directors, the articles must be executed by an incorporator.

***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 may not be filed with the Commission by a corporation 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 if these articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-615 of the Code of Virginia.

**NOTE**

**The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834. A Statement of Change form can be filed online in real time by visiting our website at <https://cis.scc.virginia.gov>. A paper Statement of Change form can also be requested on the Commission's website at <http://www.scc.virginia.gov/clk/ElectronicFormRequest.aspx>, or by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above.**

<b>Do not include personally identifiable information</b> , such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at <a href="http://www.scc.virginia.gov/clk">www.scc.virginia.gov/clk</a> .
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# Guide for Articles of Amendment – Virginia Stock Corporation

## ARTICLES OF AMENDMENT 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 is \_\_\_\_\_ *(current name of corporation)* \_\_\_\_\_.
2. *(Set forth the text of each amendment adopted or the information required by subdivision L5 of § 13.1-604 of the Code of Virginia.)*
3. *(If an amendment 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.)*
4. The foregoing amendment(s) was (were) adopted on \_\_\_\_\_ *(date)* \_\_\_\_\_.
5. *(State the method by which the amendment(s) was (were) adopted on behalf of the corporation. See Options A, B and C, below.)*

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

- (1) The amendment(s) was (were) adopted by unanimous consent of the shareholders. **OR**
- (2) The amendment(s) was (were) 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 amendment(s) were:

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

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

Voting group	Total votes <b>FOR</b>	Total votes <b>AGAINST</b>
_____	_____	_____
_____	_____	_____

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

Voting group	Total undisputed votes <b>FOR</b>
_____	_____
_____	_____

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

Option B *(If the board of directors adopted the amendment(s) without shareholder approval, set this forth with the reason why shareholder approval was not required. See § 13.1-710 of the Code of Virginia.)*

The adoption of the amendment(s) was duly approved by the board of directors. Shareholder approval of the amendment(s) was not required as the corporation has not issued shares (or other appropriate reason).

Option C *(If adopted by the incorporator(s) pursuant to § 13.1-709 of the Code of Virginia.)*

The adoption of the amendment(s) was duly approved by the incorporator(s). Shareholder and director approval of the amendment(s) was not required as the corporation has not issued shares and has no directors.

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 #)</i>	_____ <i>(telephone number (optional))</i>