

**INSTRUCTIONS TO FORM SCC888 – GUIDE FOR ARTICLES OF AMENDMENT  
VIRGINIA NONSTOCK CORPORATION**

Guideform SCC888 has been produced by the Commission as a guide for the preparation of articles of amendment. Please note, however, that a marked-up version of this guideform will not be accepted. The articles must be separately prepared, 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.

<b>Filing Requirements</b>	
Pay all fees and penalties before submitting this application to the Commission. If the Commission files the articles of amendment on or before the annual registration fee due date, payment of the registration fee for the current year is not required.	
<b>Required Fees</b>	<b>Filing Fee: \$25.00</b>
<b>File Online Today</b>	<b>Paper Filing</b>
Visit <a href="https://cis.scc.virginia.gov">https://cis.scc.virginia.gov</a> to file articles of amendment for a Virginia Nonstock in real time.	Download from <a href="https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations">https://scc.virginia.gov/pages/Virginia-Nonstock-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
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	<b>Courier Delivery Address</b> 1300 E. Main St, 1 <sup>st</sup> floor Richmond, VA 23219
	Include a check payable to State Corporation Commission. <b>DO NOT SEND CASH.</b>

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 § 13.1-811 of the Code of Virginia.***

**NOTE**

A corporation's board of directors may adopt an amendment to the corporation's articles of incorporation without member action to (i) delete the names and addresses of the initial directors, (ii) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Commission, or (iii) add, delete, or change a geographic attribution for the name. See subsection B of § 13.1-885 of the Code of Virginia.

The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. Such change can only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834, which can be filed online at <https://cis.scc.virginia.gov> or requested at <https://scc.virginia.gov/Pages/Online-Forms-Request>

If member approval is required, the amendment must be approved by each voting group entitled to vote on the amendment by MORE THAN two-thirds of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-886 of the Code of Virginia.

Members shall not have voting or other rights except as provided in the articles of incorporation or, if the articles of incorporation so provide, in the bylaws. However, the members of any corporation existing on January 1, 1957, shall continue to have the same voting and other rights as before January 1, 1957, until such rights are changed by an amendment to the articles of incorporation. See § 13.1-837 of the Code of Virginia.

**Important Information**

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- size 8 1/2" x 11"
- no visible watermarks or background logos
- minimum 1.25" top margin and 0.75" all other sides

**Do not include Personally Identifiable Information**, 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 [www.scc.virginia.gov/clk](http://www.scc.virginia.gov/clk).



# GUIDE FOR ARTICLES OF AMENDMENT – VIRGINIA NONSTOCK CORPORATION

## ARTICLES OF AMENDMENT OF

\_\_\_\_\_ *(current name of corporation)* \_\_\_\_\_

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 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 § 13.1-804 of the Code of Virginia.)*
3. The foregoing amendment(s) was (were) adopted by the corporation on \_\_\_\_\_ *(date)* \_\_\_\_\_.
4. *(Set forth the manner by which the amendment(s) was (were) adopted. See Options A, B and C, below:)*

**Option A** *(If the corporation has members with voting rights, set forth either (1) or (2), below, whichever is applicable.)*

- (1) The amendment(s) was (were) adopted by unanimous consent of the members. **OR**
- (2) The amendment(s) was (were) proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (a) **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>
_____	_____
_____	_____

- (b) 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 member approval, set this forth with the reason why member approval was not required. See § 13.1-888 of the Code of Virginia.)*

The adoption of the amendment(s) was duly approved by the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the amendment(s) was not required because: *(Set forth either (1), (2) or (3), below.)*

- (1) The corporation has no members;
- (2) The corporation has no members with voting rights; **OR**
- (3) The amendment(s) effect(s) a change described in subsection B of § 13.1-885 of the Code of Virginia.

**Option C** *(If adopted by the incorporator(s) pursuant to § 13.1-887.1 of the Code of Virginia, set forth the following:)*

The adoption of the amendment(s) was duly approved by (a majority of) the incorporator(s). Member and director approval of the amendment(s) was not required because the corporation has not yet completed its organization and there are no members or 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 no.)</i> _____	_____ <i>(telephone number (optional))</i> _____