

INSTRUCTIONS TO FORM SCC889 – ARTICLES OF RESTATEMENT OF A VIRGINIA NONSTOCK CORPORATION

Guideform SCC889 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.

Filing Requirements	
Pay all fees and penalties before submitting these articles to the Commission. If these articles are filed with an effective date on or before the annual registration fee due date, payment of the registration fee for the current year is not required prior to filing the articles.	
Required Fees	Filing Fee: \$25.00
File Online Today	Paper Filing
Visit https://cis.scc.virginia.gov to file articles of restatement of a Virginia Nonstock Corporation in real time.	Download from https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations complete, print, and mail or deliver to below address:
Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos.	State Corporation Commission Courier Delivery Address Clerk's Office 1300 E. Main St, 1 st floor P.O. Box 1197 Richmond, VA 23219 Richmond, VA 23218-1197
Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Include a check payable to State Corporation Commission. DO NOT SEND CASH.

If the restatement does not include an amendment, the restatement may be adopted by the corporation's board of directors without member action. See § 13.1-889 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 other of its officers 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 § 13.1-811 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, 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.

NOTE

If the restatement contains an amendment which requires member approval, 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.

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. This form can be requested at <https://scc.virginia.gov/pages/Online-Form-Request>

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

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.



GUIDE FOR ARTICLES OF RESTATEMENT OF A VIRGINIA NONSTOCK CORPORATION

ARTICLES OF RESTATEMENT 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 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. The restatement was adopted by the corporation on _____ *(date)* _____.
5. *(Set forth the manner by which the restatement was adopted. See Options A and B, below:)*

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

- (1) The restatement was adopted by unanimous consent of the members. **OR**
- (2) The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 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 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
_____	_____
_____	_____

- (b) 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 member approval pursuant to § 13.1-889 of the Code of Virginia, set this forth with the reason why member approval was not required.)*

The restatement was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the restatement was not required because: *(Set forth either (1), (2), (3) or (4), below.)*

- (1) The corporation has no members.
- (2) The corporation has no members with voting rights.
- (3) The restatement does not include an amendment to the articles of incorporation. **OR**
- (4) The restatement effects a change described in subsection B of § 13.1-885 of the Code of Virginia.

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>