

Form 404—General Information
(Articles of Amendment—Business and Professional Corporations)

The attached form may be used for filing articles of amendment for a business corporation or professional corporation. The form is drafted to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist. No warranty is made regarding the suitability of this form for any particular purpose as no sample form can meet the particular requirements of a specific transaction.

Commentary

Articles 4.01-4.06 of the Texas Business Corporation Act govern amendments to the articles of incorporation of Texas business corporations and professional corporations. A corporation may amend its articles of incorporation at any time and in as many respects as may be desired, *so long as the articles as amended contain only such provisions as are lawful under the Act*. Amendments may be adopted to change the language of an existing article, to add an article or to delete an article. If extensive amendments are proposed, the corporation may wish to consider filing restated articles of incorporation pursuant to article 4.07 of the Texas Business Corporation Act. This office does not however provide forms for restated articles.

Procedural Information

In general, amendments are adopted in the following manner:

- **IF SHARES HAVE BEEN ISSUED:** The board of directors adopts a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the shareholders. Written or printed notice setting forth the proposed amendment is given to each shareholder of record entitled to vote not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by electronic transmission, or by mail. (Please refer to the Texas Business Corporation Act for further information and for requirements regarding the means and manner of providing notice electronically.)

The proposed amendment is adopted upon receiving the affirmative vote of two-thirds of the outstanding shares entitled to vote. If any class or series of shares is entitled to vote as a class, the amendment must receive the affirmative vote of two-thirds of the shares within each class or series that is entitled to vote as a class. Any number of amendments may be submitted to the shareholders and voted on at one meeting. In the alternative, amendments may be adopted by unanimous written consent of the shareholders.

- **IF NO SHARES ISSUED:** When no shares have been issued the amendment is adopted by a resolution of the board of directors and the provisions for adoption by shareholders do not apply.

Instructions for Form

- **Article 1—Corporate Name and Filing Number:** The articles of amendment must contain the legal name of the corporation. *If the amendment changes the name of the corporation, the name of the corporation as it currently appears on the records of the secretary of state should be stated.* Provide the filing number issued by the secretary of state to facilitate processing of the document.
- **Article 2—Amended Name:** This form is designed to provide a standardized amendment form to effect a change of name for the corporation. If the legal name of the corporation is to be changed, state the new name of the corporation in Article 2. Please note that the legal name of the corporation

must include an appropriate organizational designation. If the entity is a business corporation, the name must include the word “Corporation,” “Incorporated,” “Company,” or “Limited” or an accepted abbreviation of such term. If the corporation is a professional corporation, then the name must include the words “Professional Corporation” or the abbreviation “P.C.” or any of the organizational designations used for a business corporation.

The new corporate name will be checked for availability on submission of the articles of amendment. If the new name of the entity is the same as, deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, name reservation or name registration on file with the secretary of state, then the document cannot be filed. If you wish the secretary of state to provide a preliminary determination on name availability, you may call (512) 463-5555, dial 7-1-1 for relay services, or e-mail your name inquiry to corpinfo@sos.state.tx.us. A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents based on a preliminary clearance.

If the corporation does not seek to make any other changes to its articles of incorporation, proceed to Article 5 of the form.

- **Article 3—Changes to Registered Agent and/or Registered Office:** It is not necessary to file articles of amendment if the corporation seeks only to change its registered agent or its registered office. A corporation may file a statement of change of registered agent/registered office pursuant to article 2.10 of the Texas Business Corporation Act for a fee of \$15. Form 401 may be used for this purpose.

However, if the corporation is changing its name or making other changes to its articles of incorporation, complete Article 3 to effect a change to the registered agent or registered office address of the corporation. The registered agent can be either: (A) a Texas corporation or other entity, such as a limited liability company, limited partnership, or partnership organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state or (B) an individual resident of the state. **The corporation cannot act as its own registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.

If the corporation does not seek to make any other changes to its articles of incorporation, proceed to Article 5 of this form.

- **Article 4—Other Provisions to be Altered, Added, or Deleted:** Use the space provided in Article 4 to make alterations or changes to other provisions in the articles of incorporation.
 - If the amendment alters or changes an existing article or provision in the articles of incorporation, then you must include an identification of the article number or description of the altered provision and a statement of the text of the article or provision as it is amended to read.
 - If the amendment deletes an existing article or provision in its entirety, then include a statement to that effect and a reference to the article number or provision being deleted.
 - If the amendment is an addition to the articles of incorporation, then include a statement of that fact and the full text of each provision added.

If the space provided is insufficient, you may include the provisions as an attachment to this form.

- **Articles 5—Statement of Approval:** The form includes a pre-printed statement regarding the approval of the amendment in compliance with Article 4.04.

- **Effectiveness of Filing:** Articles of amendment become effective as of the date of filing by the secretary of state. However, pursuant to Article 10.03 of the Texas Business Corporation Act, which is applicable to professional corporations, the effectiveness of the articles of amendment may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, in the case of a name change amendment, the name status of the entity's former name will be shown as "prior" and the name status of the entity's new name will be shown as "in use" on the records of the secretary of state at the time that the document is filed by the secretary of state.

- **Execution:** An authorized officer of the corporation must sign the articles of amendment (they do not need to be notarized). Prior to signing, the officer should read the statements contained in the document carefully. A person commits an offense under the Texas Business Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor unless the person's intent is to defraud or harm another, in which case the offense is a state jail felony.

- **Payment and Delivery Instructions:** The filing fee is **\$150**. Fees may be paid by personal checks, money orders, LegalEase debit cards, or MasterCard, Visa, and Discover credit cards. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7 percent of the total fees.

Submit the completed form in duplicate along with the filing fee. The form may be mailed to P.O. Box 13697, Austin, Texas 78711-3697; faxed to (512) 463-5709; or delivered to the James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. If a document is transmitted by fax, credit card information must accompany the transmission (**Form 807**). On filing the document, the secretary of state will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed.

Revised 09/05

Form 404
(revised 9/05)



This space reserved for office use.

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$150

Articles of Amendment
Pursuant to Article 4.04,
Texas Business
Corporation Act

Article 1 –Name

The name of the corporation is as set forth below:

State the name of the entity as it is currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name in Article 1.

The filing number issued to the corporation by the secretary of state is: _____

Article 2—Amended Name

(If the purpose of the articles of amendment is to change the name of the corporation, then use the following statement)

The amendment changes the articles of incorporation to change the article that names the corporation. The article in the Articles of Incorporation is amended to read as follows:

The name of the corporation is (state the new name of the corporation below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term. The name must not be the same as, deceptively similar to, or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

Article 3 –Amendment to Registered Agent/Registered Office

The amendment changes the articles of incorporation to change the article stating the registered agent and the registered office address of the corporation. The article is amended to read as follows:

Registered Agent of the Corporation

(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (**cannot be corporation named above**) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is set forth below.

First Name	MI	Last Name	Suffix

Registered Office of the Corporation (Cannot be a P.O. Box.)

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
		TX	

Article 4 – Other Altered, Added, or Deleted Provisions

Other changes or additions to the articles of incorporation may be made in the space provided below. If the space provided is insufficient to meet your needs, you may incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Article 5—Statement of Approval

The amendments to the articles of incorporation have been approved in the manner required by the Texas Business Corporation Act and by the constituent documents of the corporation.

Effectiveness of Filing

A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Date

Signature of Authorized Officer