Reset Form

Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
○ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
○ No	PO Box 1329 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit	**PLEASE READ INSTRUCTIONS**	**(2)** Domestic Nonprofit	
☐ Amended (122-AMAP)	☐ Amendment (125-AMDS)	☐ Amended (126-AMAN)	☑ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation: WXYZ Services, A Non-Profit Corporation

Charter Number: 1234567

Name of Officer: Jane Doe

Title: President

☐ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

☐ A meeting of the ☐ shareholders ☑ directors (***nonprofit only)***

☐ members was duly called and held on 1/1/2011 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

☐ In a writing signed by all of the ☐ shareholders ☑ directors ***(nonprofit amended articles only)***
☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

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All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: WXYZ Services, A Non-Profit Corporation

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

Columbus (city, village or township) Franklin (county)

THIRD: The purposes of the corporation are as follows:

Homeless Shelter.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
(Does not apply to box (2))

REQUIRED
Must be authenticated **(signed)** by an authorized representative
(See Instructions)

Authorized Representative — Date

Jane Doe
(Print Name)

Authorized Representative — Date

(Print Name)

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Instructions for Amendment by Shareholders or Members

Follow these instructions in this section if an item in box (1) is checked.

Without limiting the generality of the authority to amend the articles, the articles may be amended to do any of the following:

Change the name of the corporation;

Change the place in this state where its principal office is to be located;

Change, enlarge, or diminish its purpose or purposes;

Increase or decrease the authorized number of shares of any class;

Authorized shares of a new class or classes;

Increase or decrease the par value of issued or unissued shares with par value;

Change issued or unissued shares of any class, whether with or without par value, into the same or a different number of shares of any class with or without par value, theretofore or then authorized.

Upon the adoption of any amendment or amended articles, a certificate containing a copy of the resolution adopting the amendment or amended articles, a statement of the manner of its adoption, shall be filed with the secretary of state, and thereupon the articles shall be amended accordingly, any change of shares provided for in the amendment or amended articles shall become effective, and amended articles shall supercede the existing articles.

An amendment that changes a corporation into a nonprofit corporation shall contain a statement of purposes proper in the case of a nonprofit corporation and a statement that, after the effective date of the amendment, the corporation shall be subject to the provisions of the ORC relating to nonprofit corporations. In the case of a corporation formed on or after June 9, 1927, the amendment also shall provide for the cancellation of all outstanding shares and the terms and considerations, if any, for the cancellation. In the case of a corporation formed prior to June 9, 1927, the amendment may provide for the cancellation of outstanding shares, but if it does not so provide, the amendment shall contain a provision forbidding the payment of dividends or distributions on any shares after the effective date of the amendment. An additional fee may be charged if the number of shares are being increased.

Follow these instructions in this section if an item in box (2) is checked.

The articles may be amended from time to time in any respect if the articles as amended set forth all such provisions as are required in, and only such provisions as may properly be in, original articles filed at the time of adopting the amendment, other than with respect to the initial directors, except that a public benefit corporation shall not amend its articles in such manner that it will cease to be a public benefit corporation.

The director may adopt amended articles to consolidate the original articles and all previously adopted amendments to the articles that are in force at the time, or the voting members at a meeting held for such purpose may adopt such amended articles by the same vote as that required to adopt an amendment.

Without limiting the generality of such authority, the aritcles may be amended to:

Change the name of the corporation;

Change the place in this state where its principal office is to be located;

Change, enlarge, or diminish its purpose or purposes;

Change any provision of the articles or add any provision that may properly be included therein.

Follow these instructions in this section for Authorized Representative

If the entity is a:

Corporation - Must be signed by a corporate officer.

Non-Profit Corporation - Must be signed by officer.

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