

Instructions C003i

Certificate of Disclosure

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



General Information

All corporations must submit a Certificate of Disclosure ("COD") to the Arizona Corporation Commission. Arizona corporations must submit the COD with the Articles of Incorporation. See A.R.S. §§ 10-202 (for-profits), 10-3202 (nonprofits). Foreign (non-Arizona) corporations must submit the COD when the Application for Authority is submitted. See A.R.S. § 10-1503. Statutes are available on the Arizona Legislature's website, www.azleg.gov, by following the link for Arizona Revised Statutes.

Credit Unions and loan companies must file a COD on an annual basis, and do not file any other documents with the Arizona Corporation Commission. See A.R.S. §§ 10-1622(E) (for-profits), 10-11622(E) (nonprofits).

Can I use my own form? No. Use of the A.C.C.'s form is required. See A.R.S. §§ 10-121 (for-profits), 10-3121 (nonprofits). Forms are available on the A.C.C.'s website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>

Can the COD be amended? No, but it can be supplemented or corrected under certain circumstances. If the COD contains a non-substantive error, such as a typographical error, then Articles of Correction may be submitted. See below for when the COD should be supplemented.

When must the COD be supplemented? If within 60 days of delivering the COD to the A.C.C. any person becomes an officer, director, trustee, or person controlling or holding over ten per cent of the issued and outstanding shares or other interests in the corporation and that person was not part of the original COD, then the incorporators or the corporation must submit a supplemental COD covering that person. See A.R.S. §§ 10-202 (for-profits), 10-3202 (nonprofits). Additionally, if a person was inadvertently left out of the disclosures on the original COD, then a

supplemental COD may be submitted disclosing information on that person.

What does the A.C.C. do with the information? The Arizona Corporation Commission is obligated by statute to provide to the Attorney General a list of all persons disclosed pursuant to a "yes" answer to the felony/judgment questions. See A.R.S. §§ 10-202 (for-profits), 10-3202 (nonprofits). In addition, the COD is treated like any other document filed with the Arizona Corporation Commission, and is available to the public as an electronic document posted on the A.C.C.'s website under the entity's record.

Is publication of the COD required? No.

Filing fee. There is no separate filing fee for the COD. If the COD is submitted independently of articles of incorporation or an application for authority, the processing of the COD may be expedited. For expedited processing (read the next paragraph), add \$35.00 to the filing fee. All fees are nonrefundable. See A.R.S. §§ 10-122 (for-profits), 10-3122 (nonprofits).

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. See A.R.S. §§ 10-122 (for-profits), 10-3122 (nonprofits). The expedite fee is \$35.00. See Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Number 1. List the exact name of the corporation as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and the correct corporate identifier (Inc. or Incorporated, etc.).

Number 2. A.C.C. file number – list the corporation's file number given to it

by the Arizona Corporation Commission. Find the file number on our website at www.azcc.gov/Divisions/Corporations.

Number 3. Check one box to indicate the type of COD being filed. If a supplemental COD is being submitted, list the date on which the original COD was filed. The information can be found on our website at www.azcc.gov/Divisions/Corporations.

Number 4. The questions are self-explanatory. Check one box for each of 4.1, 4.2, and 4.3. If the answer to any of the questions in number 4 is "yes" for any person that is the subject of the COD, then complete and attach the COD Felony/Judgment Attachment form C004. Forms are available on the A.C.C.'s website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>. The COD will be rejected if "yes" is checked but the attachment is not submitted.

Number 5. Note that this question DOES NOT ask about personal bankruptcies. The question asks about bankruptcies of other corporations. The question is self-explanatory. Check one box only. If the answer is "yes," then complete and attach the COD Bankruptcy Attachment form C005. Forms are available on the A.C.C.'s website at <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>. The COD will be rejected if "yes" is checked but the attachment is not submitted.

Signature and Verification

Read the signature requirements carefully. If the proper person does not sign the COD and does not indicate the capacity in which he or she signs, then the COD will be rejected.

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

Sign on the line underneath the "I accept" box. Print the name of the individual signing underneath the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate

box underneath the signature line to indicate the capacity of the signer.

Submit the document

Cover Sheet. All documents must be submitted with a Cover Sheet. Forms are available on our website at this link: <http://www.azcc.gov/Divisions/Corporations/forms/formsindex.asp>.

What to submit:

IMPORTANT – the initial COD should be submitted simultaneously with either articles of incorporation or an application for authority. If an initial COD is submitted separately from articles or an application for authority, it may not get linked in a timely manner to those documents and this could result in a rejection.

If submitting a supplemental or annual COD:

1. Cover Sheet
2. Certificate of Disclosure
3. COD Felony/Judgment Attachment, if applicable
4. COD Bankruptcy Attachment, if applicable.

By Mail. Mail the completed paper document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, cover sheet, and payment (see below for payment information) to:

Arizona Corporation Commission
Corporations Division
1300 W. Washington St.
Phoenix, Arizona 85007

Questions

For questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.