

## **ARTICLE IX - SEAL**

The Directors may, at their election, provide for a corporate seal which, if provided, shall be circular in form and shall have inscribed therein the name of the Corporation, the state of incorporation, the year of incorporation and the words, "Corporate Seal". It may be embossed, rubber stamped or computer generated. VCA § 13.1-826(A)(2).

## **ARTICLE X - AMENDMENT BY BOARD**

### **1. AMENDMENT OF ARTICLES OF INCORPORATION.**

The Corporation's Board of Directors may amend, restate, or repeal the Corporation's Articles of Incorporation. An amendment to the Articles of Incorporation shall be approved by at least two-thirds ( $\frac{2}{3}$ ) of the Directors in office at the time of the amendment. An amendment to the Articles of Incorporation must be evidenced by Articles of Amendment to the Articles of Incorporation pursuant to VCA § 13.1-888. VCA § 13.1-885.

### **2. ARTICLES OF AMENDMENT.**

After the Corporation approves amendments to its Articles of Incorporation, it shall deliver to the Commission for filing Articles of Amendment setting forth the following:

- (1) The name of the Corporation;
- (2) The text of each amendment adopted;
- (3) The date of each amendment's adoption;
- (4) If an amendment was duly adopted by the Incorporator, a statement to that effect, the reason that director approval was not required, and that member action was not required since there are no members; and
- (5) If an amendment was duly adopted by the Board of Directors, a statement to that effect, a statement of the fact that the amendment was approved by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Directors in office, and that member action was not required since there are no members.

VCA § 13.1-888.