



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Instructions for Certificate/ Amendment/Withdrawal of Designation

Profit Corporation

IMPORTANT: READ ALL INSTRUCTIONS CAREFULLY BEFORE COMPLETING FORM.

TYPE or PRINT the following information and submit the filing with Customer Order Instruction Form and payment:

In the title box please indicate the document being filed:

For a Certificate of Designation complete sections 1, 2, 3, 6 and 8.

For a Certificate of Amendment Before or After Issuance of stock complete sections 1, 2, 4, 5, 6 and 8.

For a Certificate of Withdrawal of Designation complete sections 1, 2, 7 and 8.

1. ENTITY INFORMATION: Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).

2. EFFECTIVE DATE AND TIME: This section is only for the Certificate of Designation or Amendment to Designation and is optional. If an effective date and time is indicated the date must not be more than 90 days after the date on which the certificate is filed.

3. CLASS OR SERIES OF STOCK: This section is for a Certificate of Designation. Indicate the class and/or series being designated. Additional page(s) may be attached if necessary.

4. INFORMATION FOR AMENDMENT OF CLASS OR SERIES OF STOCK: This section is to amend a Certificate of Designation currently on file. Indicate the class and/or series being amended. Additional page(s) may be attached if necessary.

5. AMENDMENT OF CLASS OR SERIES OF STOCK: Indicate what type of designation is being completed by selecting one box.

Certificate of Amendment to Designation- Before Issuance of Class or Series

As of the date of the certificate no class or series of stock have been issued.

Or

Certificate of Amendment to Designation- After Issuance of Class or Series

The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.

6. RESOLUTION: This section is for the Certificate of Designation or the Amendment to the Designation. Indicate the provisions being set forth or being amended. Additional page(s) may be attached if necessary.

7. WITHDRAWAL: This section is to withdraw a Certificate of Designation. Indicate the designation being withdrawn, original filing date and the resolution of the board of directors authorizing the withdrawal of the Certificate of Designation establishing the class or series of stock.

8. SIGNATURE(S): Must be signed by a Officer, if more than 2 signatures an additional page may be attached. Form will be returned if unsigned.



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Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: <input type="text"/> Entity or Nevada Business Identification Number (NVID): <input type="text"/>
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional): Date: <input type="text"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing: <input type="text"/>
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: <input type="text"/>
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued. <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* <input type="text"/>
7. Withdrawal:	Designation being <input type="text"/> Date of <input type="text"/> Withdrawn: <input type="text"/> Designation: <input type="text"/> No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * <input type="text"/>
8. Signature: (Required)	<input checked="" type="checkbox"/> _____ Date: <input type="text"/> Signature of Officer

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.



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1 or 2-Hour Expedite Customer Order Instructions

SUBMIT THIS COMPLETED FORM WITH YOUR FILING

USE BLACK INK ONLY - DO NOT HIGHLIGHT

Processing Service Requested: 2-Hour Expedite (additional **\$500.00** fee included) 1-Hour Expedite (additional **\$1000.00** fee included)

Name of Entity: Date:

Return to:

Contact Name: Phone:

Return Delivery:

Email to: Fax to:

Hold for Pick Up Mail to Address Above FedEx: Acct #

Other: (explain below)

Order Description: (include items being ordered and fee breakdown)*

***PLEASE NOTE:** this office keeps the original paperwork. The first file stamped copy ordered at the time of filing is at no charge. Each additional copy is **\$2.00** per page (plus **\$30.00** for each certification).

Total Amount:

Method of Payment:

Check/Money Order Credit Card (attach ePayment checklist) Trust Account:

Use balance remaining in job #



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24-hour, 2-hour and 1-hour Expedite Service Guidelines

IMPORTANT: *To ensure expedited service, please mark “Expedite” in a conspicuous place at the top of the service request. Please indicate method of delivery.*

24-HOUR EXPEDITE SERVICE

The Secretary of State offers a 24-hour expedite service on most filings processed by this office. If you choose to utilize this service, please enclose with your filing the additional expedite fee. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Check the 24-hour expedite box on your customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 24-hour expedited service, include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made. This office *does not* fax confirmation of a 24-hour expedite.

The fee for 24-hour handling ranges from \$25.00 to \$125.00. Please consult our fee schedules for the appropriate 24-hour expedite fee. If you require assistance, please contact this office.

Time Constraints: Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm. Expedite period begins when filing or service request is received in this office in fileable form.

2-HOUR EXPEDITE SERVICE

The Secretary of State offers a 2-hour expedite service on most filings processed by this office. If you choose to utilize the 2-hour expedite service, please enclose with your filing an additional \$500.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 2-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 2-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-HOUR EXPEDITE SERVICE

The Secretary of State offers a 1-hour expedite service on most filings processed by this office. If you choose to utilize the 1-hour expedite service, please enclose with your filing an additional \$1000.00 per filing and/or order. Please note that this expedite fee is in addition to the standard fee charged on each filing and/or order. Complete and submit the 1-hour customer order instruction form. If not using our order form, state clearly in your cover letter that you are requesting 1-hour expedited service and include your telephone number and return information. Attach the order form or cover sheet to the *top* of your filing and submit to this office. Each filing will be returned by U.S.P.S. regular mail unless other arrangements are made.

1-Hour and 2-Hour Time Constraints: Each filing submitted for either 1-hour or 2-hour expedite receives same day filing date and will be acknowledged by fax or e-mail within expedite service time. Failure to indicate method of acknowledgement (fax or e-mail) or to provide a correct fax number or e-mail address may prevent the Secretary of State from acknowledging the filing of such documents. Filings may be picked up within the expedite service period. Filings to be mailed will be mailed out no later than the next business day following receipt. Expedite period begins when filing or service request is received in this office in fileable form.

The Secretary of State reserves the right to extend the expedite period in times of extreme volume, staff shortages or equipment malfunction. These extensions are few and will rarely extend more than a few hours.



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Profit Corporation Fee Schedule
Effective 7-1-08
Page 1

PROFIT CORPORATIONS INITIAL FILING FEE : Pursuant to NRS 78, 80, 78A, and 89 Domestic and Foreign Corporations, Close Corporations and Professional Corporations.

Fees are based on the value of the total number of authorized shares stated in the Articles of Incorporation as prescribed by NRS 78.760:

\$75,000 or less	\$75.00
over \$75,000 and not over \$200,000	\$175.00
over \$200,000 and not over \$500,000	\$275.00
over \$500,000 and not over \$1,000,000	\$375.00
OVER \$1,000,000	
For the first \$1,000,000	\$375.00
For each additional \$500,000 - or fraction thereof	\$275.00
Maximum fee	\$35,000.00

For the purpose of computing the filing fee, the value (capital) represented by the total number of shares authorized in the Articles of Incorporation is determined by computing the:

- A. total authorized shares multiplied by their par value or;
- B. total authorized shares without par value multiplied by \$1.00 or;
- C. the sum of (a) and (b) above if both par and no par shares.

Filing fees are calculated on a minimum par value of one-tenth of a cent (.001), regardless if the stated par value is less.

The 24-hour expedite fee for Articles of Incorporation for any of the above entities is \$125.00 in addition to the filing fee based upon stock.

The 2-hour expedite fee is \$500.00 in addition to the filing fee based upon stock.

The 1-hour expedite fee is \$1000.00 in addition to the filing fee based upon stock.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

24-HOUR EXPEDITE TIME CONSTRAINTS:

Each filing submitted receives same day filing date and may be picked up within 24-hours. Filings to be mailed the next business day if received by 2:00 pm of receipt date and no later than the 2nd business day if received after 2:00 pm.

Expedite period begins when filing or service request is received in this office in fileable form.

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Profit Corporation Fee Schedule
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OTHER PROFIT CORPORATION FEES:

Articles of Association pursuant to NRS 89.210 (Professional Association)	\$75.00
Reinstatement Fee	\$300.00
Certificate of Amendment, minimum fee*	\$175.00
Certificate pursuant to NRS 78.209 (stock split), minimum fee*	\$175.00
Certificate pursuant to NRS 78.1955 (stock designation)	\$175.00
Amendment to Certificate pursuant NRS 78.1955 (stock designation)	\$175.00
Amendment of Modified Name	\$175.00
Restated Articles, minimum fee*	\$175.00
Certificate of Correction, minimum fee*	\$175.00
Certificate of Termination (includes filings pursuant to NRS 78.209, 78.380 and 78.390)	\$175.00
Termination Pursuant to NRS 92A	\$350.00
Articles of Merger* or Exchange	\$350.00
Dissolution of Corporation	\$100.00
Withdrawal of Foreign Corporation	\$100.00
Preclearance of any Document	\$125.00
Articles of Conversion; Articles of Domestication – contact office for fee information	
Revival of Corporation – contact office for fee information	
Ceremonial Charter	\$100.00
Certificate of Good Standing	\$50.00
Ceremonial Certificate of Good Standing	\$100.00
Initial List of Officers and Directors	\$150.00
Annual or Amended List of Officers and Directors	See List Fee Schedule
Annual List of Officers and Directors (Professional Association)	\$150.00
24-Hour Expedite fee for above filings	\$125.00
Apostille	\$20.00
24-Hour Expedite fee for above filing	\$75.00
Name Reservation	\$25.00
24-Hour Expedite fee for above filing	\$50.00
Change of Noncommercial Registered Agent	\$60.00
Change of Registered Agent by Represented Entity	\$60.00
Resignation of Director or Officer	\$75.00
Resignation of Registered Agent (plus \$1.00 for each additional entity listed)	\$100.00
24-Hour Expedite fee for above filings	\$25.00
Certification of Documents – per certification	\$30.00
Copies – per page	\$2.00
Late Fee for List of Officers	\$75.00
Business License Fee (Professional Corporation created pursuant to NRS Chapter 89 - \$200.00)	\$500.00

*Fee will be higher if stock is increased a significant amount, according to the initial filing fee schedule on page 1 of the profit corporation fee schedule. Maximum fee for an increase in stock is \$35,000.00.

2-Hour Expedite is available on all of the above filings at the fee of \$500.00 per item.

1-Hour Expedite is available on all of the above filings at the fee of \$1000.00 per item.

PLEASE NOTE: the expedite fee is in addition to the standard filing fee charged on each filing and/or order.

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