

§805. Restated articles of incorporation

1. Restatement of articles adopted. A corporation may at any time adopt a restatement of its articles of incorporation which shall integrate into a single document the text of its original articles of incorporation, merger or consolidation, together with all amendments theretofore adopted and, if authorized, further amendments.

[PL 1977, c. 525, §13 (NEW).]

2. Method of restatement of articles of incorporation. A corporation may restate its articles of incorporation by submitting to the members for their approval the proposed restatement thereof, with or without any new amendments which under section 802 or under the articles of incorporation require the vote of the members. The procedure specified in, and the vote or votes required by, this chapter for amendment of the articles of incorporation shall be applicable. If the restatement includes new amendments not theretofore voted upon by the members, the notice of the meeting at which it is to be voted upon shall specifically refer to such new amendments and summarize the changes to be effected thereby, whether or not the full text of the restatement accompanies such notice. If the directors in good faith believe that the restatement includes no such new amendments, the notice of the meeting shall so state and shall be accompanied by a copy of the proposed restatement of articles of incorporation.

[PL 1977, c. 525, §13 (NEW).]

3. Form. Upon adoption of the restatement, a form entitled "Restated Articles of Incorporation" shall be executed in accordance with section 104, which shall set forth the same information as is required by section 803 in the case of articles of amendment substituting, wherever applicable, the word "restatement" for the word "amendment" and shall have the restatement attached thereto as an exhibit. Upon filing the restated articles with the restatement by the Secretary of State, in accordance with section 106, the original articles of incorporation as amended and supplemented shall be superseded, and the restatement, including any further amendments and changes made thereby, shall be the articles of incorporation of the corporation.

[PL 1977, c. 525, §13 (NEW).]

4. Changes effected subject to this chapter. Any amendment or change effected in connection with the restatement of the articles of incorporation shall be subject to any other provision of this chapter, not inconsistent with this section, which would apply, if separate articles of amendment were filed to effect such amendment or change.

[PL 1977, c. 525, §13 (NEW).]

5. Omitted statements. The restatement may omit statements as to the incorporator or incorporators and the initial directors. In all other respects, the restatement shall contain the same information and provisions as are required by this Act for original articles.

[PL 1977, c. 525, §13 (NEW).]

6. Determination by Secretary of State; restated articles. When the restated articles with the restatement are delivered for filing by the Secretary of State, he shall, before filing them, make the same determinations as provided in section 404 in the case of original articles.

[PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

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