

AN ACT

To amend sections 111.16, 1329.58, 1701.04, 1701.07, 1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1701.42, 1701.51, 1701.54, 1701.61, 1701.69, 1701.70, 1701.71, 1701.73, 1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 and to enact section 111.25 of the Revised Code to permit the directors of Ohio corporations to make specific, limited changes to the articles of incorporation, to require a corporation to send notice to its shareholders following any amendment of the articles of incorporation by the directors, to make changes in the General Corporation Law relative to notices sent by any means of communication and meetings held by means of communications equipment, to make other changes relative to the date of dissolution of a corporation and the beginning of the legal existence of a corporation or a limited liability company, and relative to biennial reports to and filings with the Secretary of State.

Be it enacted by the General Assembly of the State of Ohio:

SECTION 1. That sections 111.16, 1329.58, 1701.04, 1701.07, 1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1701.42, 1701.51, 1701.54, 1701.61, 1701.69, 1701.70, 1701.71, 1701.73, 1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 be amended and section 111.25 of the Revised Code be enacted to read as follows:

Sec. 111.16. The secretary of state shall charge and collect, for the benefit of the state, the following fees:

(A) For filing and recording articles of incorporation of a domestic corporation, including designation of agent:

(1) Wherein the corporation shall not be authorized to issue any shares of capital stock, one hundred twenty-five dollars;

(2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:

(a) Ten cents for each share authorized up to and including one thousand shares;

(b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;

(c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;

(d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;

(e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;

(f) One-quarter cent for each share authorized in excess of five hundred thousand shares; provided no fee shall be less than one hundred twenty-five dollars or greater than one hundred thousand dollars.

(B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation, or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application:

(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;

(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and in case of any increase in the number of shares authorized to be issued, a further sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued by the corporation; provided no fee under division (B)(2) of this section shall be greater than one hundred thousand dollars;

(3) If the foreign corporation is not authorized to issue any shares of capital stock, fifty dollars;

(4) If the foreign corporation is authorized to issue shares of capital stock, fifty dollars.

(C) For filing and recording articles of incorporation of a savings and loan association, one hundred twenty-five dollars; and for filing and recording a certificate of amendment to or amended articles of incorporation of a savings and loan association, fifty dollars;

(D) For filing and recording a certificate of merger or consolidation, one hundred twenty-five dollars and, in the case of any new corporation resulting from a consolidation or any surviving corporation that has an increased number of shares authorized to be issued resulting from a merger, an additional sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued or represented in this state by each of the corporations for which a consolidation or merger is effected by the certificate;

(E) For filing and recording articles of incorporation of a credit union or the American credit union guaranty association, one hundred twenty-five dollars, and for filing and recording a certificate of increase in capital stock or any other amendment of the articles of incorporation of a credit union or the association, fifty dollars;

(F) For filing and recording articles of organization of a limited liability company, for filing and recording an application to become a registered foreign limited liability company, for filing and recording a registration application to become a domestic limited liability partnership, or for filing and recording an application to become a registered foreign limited liability partnership, one hundred twenty-five dollars;

(G) For filing and recording a certificate of limited partnership or an application for registration as a foreign limited partnership, one hundred twenty-five dollars.

(H) For filing a copy of papers evidencing the incorporation of a municipal corporation or of annexation of territory by a municipal corporation, five dollars, to be paid by the municipal corporation, the petitioners therefor, or their agent;

(I) For filing and recording any of the following:

(1) A license to transact business in this state by a foreign corporation for profit pursuant to section 1703.04 of the Revised Code or a foreign nonprofit corporation pursuant to section 1703.27 of the Revised Code, one hundred twenty-five dollars;

(2) ~~An annual~~ A biennial report or ~~annual~~ biennial statement pursuant to section 1775.63 or 1785.06 of the Revised Code, twenty-five dollars;

(3) Except as otherwise provided in this section or any other section of the Revised Code, any other certificate or paper that is required to be filed and recorded or is permitted to be filed and recorded by any provision of the Revised Code with the secretary of state, twenty-five dollars.

(J) For filing any certificate or paper not required to be recorded, five dollars;

(K)(1) For making copies of any certificate or other paper filed in the office of the secretary of state, a fee not to exceed one dollar per page, except as otherwise provided in the Revised Code, and for creating and affixing the seal of the office of the secretary of state to any good standing or other certificate, five dollars. For copies of certificates or papers required by state officers for official purpose, no charge shall be made.

(2) For creating and affixing the seal of the office of the secretary of state to the certificates described in division (E) of section 1701.81, division (E) of section 1705.38, or division (D) of section 1702.43 of the Revised Code, twenty-five dollars.

(L) For a minister's license to solemnize marriages, ten dollars;

(M) For examining documents to be filed at a later date for the purpose of advising as to the acceptability of the proposed filing, fifty dollars;

(N) Fifty dollars for filing and recording any of the following:

(1) A certificate of dissolution and accompanying documents, or a certificate of cancellation, under section 1701.86, 1702.47, 1705.43, or 1782.10 of the Revised Code;

(2) A notice of dissolution of a foreign licensed corporation or a certificate of surrender of license by a foreign licensed corporation under section 1703.17 of the Revised Code;

(3) The withdrawal of registration of a foreign or domestic limited liability partnership under section 1775.61 or 1775.64 of the Revised Code, or the certificate of cancellation of registration of a foreign limited liability company under section 1705.57 of the Revised Code;

(4) The filing of a cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code.

(O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;

(P) For filing a restatement under section 1705.08 or 1782.09 of the Revised Code, an amendment to a certificate of cancellation under section 1782.10 of the Revised Code, an amendment under section 1705.08 or 1782.09 of the Revised Code, or a correction under section 1705.55, 1775.61, 1775.64, or 1782.52 of the Revised Code, fifty dollars;

(Q) For filing for reinstatement of an entity cancelled by operation of law, by the secretary of state, by order of the department of taxation, or by order of a court, twenty-five dollars;

(R) For filing a change of agent, resignation of agent, or change of agent's address under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, or 1782.04 of the Revised Code, twenty-five dollars;

(S) For filing and recording any of the following:

(1) An application for the exclusive right to use a name or an application to reserve a name for future use under section 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised Code, fifty dollars;

(2) A trade name or fictitious name registration or report, fifty dollars;

(3) An application to renew any item covered by division (S)(1) or (2) of this section that is permitted to be renewed, twenty-five dollars;

(4) An assignment of rights for use of a name covered by division (S)(1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.

(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, one hundred twenty-five dollars; and for filing and recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars;

(U)(1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;

(2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.

Fees specified in this section may be paid by cash, check, or money order, by credit ~~card~~ card in accordance with section 113.40 of the Revised Code, or by an alternative payment program in accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any credit card is not subject to disclosure under Chapter 149. of the Revised Code.

Sec. 111.25. The secretary of state shall prescribe the forms for persons to use in complying with the requirements of Title XVII of the Revised Code to the extent that those requirements relate to filings with the office of the secretary of state.

Sec. 1329.58. Registration of a trademark or service mark under sections 1329.54 to 1329.67 of the Revised Code shall be effective for a term of ten years from the date of registration. Upon the filing of an application within six months prior to the expiration of that term on a form furnished by the secretary of state, the registrant may renew the registration at the end of each ten-year period for a similar term. The renewal fee specified in division (U)(2) of section 111.16 of the Revised Code, payable to the secretary of state, shall accompany the renewal application. The

renewal application shall require the applicant to state that the mark still is in use in this state. The renewal application shall be accompanied by a specimen of the mark as actually used and shall contain a brief description of the mark as it appears on the specimen.

Sec. 1701.04. (A) Any person, singly or jointly with others, and without regard to residence, domicile, or state of incorporation, may form a corporation by signing and filing with the secretary of state articles of incorporation ~~which~~ that shall set forth all of the following:

(1) The name of the corporation, which shall be in compliance with division (A) of section 1701.05 of the Revised Code;

(2) The place in this state where the principal office of the corporation is to be located;

(3) The authorized number and the par value per share of shares with par value, and the authorized number of shares without par value, except that the articles of a banking, safe deposit, trust, or insurance corporation shall not authorize shares without par value; the express terms, if any, of the shares; and, if the shares are classified, the designation of each class, the authorized number and par value per share, if any, of the shares of each class, and the express terms of the shares of each class;

(4) If the corporation is to have an initial stated capital, the amount of that stated capital.

(B) The articles also may set forth any of the following:

(1) The names of the individuals who are to serve as initial directors;

(2) The purpose or purposes for which the corporation is formed, but in the absence of a statement of the purpose or purposes or except as expressly set forth in such statement, the purpose for which any corporation is formed is to engage in any lawful act or activity for which a corporation may be formed under this chapter, and all lawful acts and activities of the corporation are within the purposes of the corporation;

(3) Any lawful provision for the purpose of defining, limiting, or regulating the exercise of the authority of the corporation, the incorporators, the directors, the officers, the shareholders, or the holders of any class of shares;

(4) Any provision that may be set forth in the regulations;

(5) A provision specifying the period of existence of the corporation if it is to be otherwise than perpetual;

(6) Subject to division (C) of this section, any additional provision permitted by this chapter.

(C) Original articles of a corporation may not set forth any provision that eliminates the rights of shareholders under this chapter to cumulate the

voting power that they possess in the election of directors.

(D) A written appointment of a statutory agent for the purposes set forth in section 1701.07 of the Revised Code shall be filed with the articles, unless the corporation belongs to one of the classes mentioned in division (O) of that section.

(E) The legal existence of the corporation ~~shall begin~~ begins upon the filing of the articles or on a later date specified in the articles that is not more than ninety days after filing, and, unless the articles otherwise provide, its period of existence shall be perpetual.

Sec. 1701.07. (A) Every corporation shall have and maintain an agent, sometimes referred to as the "statutory agent," upon whom any process, notice, or demand required or permitted by statute to be served upon a corporation may be served. The agent may be a natural person who is a resident of this state or may be a domestic corporation or a foreign corporation holding a license as such under the laws of this state, that is authorized by its articles of incorporation to act as such agent and that has a business address in this state.

(B) The secretary of state shall not accept original articles for filing unless there is filed with the articles a written appointment of an agent that is signed by the incorporators of the corporation or a majority of them and a written acceptance of the appointment that is signed by the agent. In all other cases, the corporation shall appoint the agent and shall file in the office of the secretary of state a written appointment of the agent that is signed by any authorized officer of the corporation and a written acceptance of the appointment that is either the original acceptance signed by the agent or a photocopy, facsimile, or similar reproduction of the original acceptance signed by the agent.

(C) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in such form as the secretary of state prescribes. The secretary of state shall keep a record of the names of corporations, and the names and addresses of their respective agents.

(D) If any agent dies, removes from the state, or resigns, the corporation shall forthwith appoint another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of the agent.

(E) ~~Unless the change is reported on the annual report filed with the department of taxation, if~~ If the agent changes the agent's address from that appearing upon the record in the office of the secretary of state, the corporation or the agent shall forthwith file with the secretary of state, on a

form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice to that effect that is signed by the agent and by sending a copy of the notice to the corporation at the current or last known address of its principal office on or prior to the date the notice is filed with the secretary of state. The notice shall set forth the name of the corporation, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the corporation's principal office, the resignation of the agent, and a statement that a copy of the notice has been sent to the corporation within the time and in the manner prescribed by this division. Upon the expiration of thirty days after the filing, the authority of the agent shall terminate.

(G) A corporation may revoke the appointment of an agent by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and a statement that the appointment of the former agent is revoked.

(H) Any process, notice, or demand required or permitted by statute to be served upon a corporation may be served upon the corporation by delivering a copy of it to its agent, if a natural person, or by delivering a copy of it at the address of its agent in this state, as the address appears upon the record in the office of the secretary of state. If (1) the agent cannot be found, or (2) the agent no longer has that address, or (3) the corporation has failed to maintain an agent as required by this section, and if in any such case the party desiring that the process, notice, or demand be served, or the agent or representative of the party, shall have filed with the secretary of state an affidavit stating that one of the foregoing conditions exists and stating the most recent address of the corporation that the party after diligent search has been able to ascertain, then service of process, notice, or demand upon the secretary of state, as the agent of the corporation, may be initiated by delivering to the secretary of state or at the secretary of state's office quadruplicate copies of such process, notice, or demand and by paying to the secretary of state a fee of five dollars. The secretary of state shall forthwith give notice of the delivery to the corporation at its principal office as shown upon the record in the secretary of state's office and at any different address shown on its last franchise tax report filed in this state, or to the corporation at any different address set forth in the above mentioned affidavit, and shall forward to the corporation at said addresses, by certified mail, with request for return receipt, a copy of the process, notice, or

demand; and thereupon service upon the corporation shall be deemed to have been made.

(I) The secretary of state shall keep a record of each process, notice, and demand delivered to the secretary of state or at the secretary of state's office under this section or any other law of this state that authorizes service upon the secretary of state, and shall record the time of the delivery and the action thereafter with respect thereto.

(J) This section does not limit or affect the right to serve any process, notice, or demand upon a corporation in any other manner permitted by law.

(K) Every corporation shall state in each annual report filed by it with the department of taxation the name and address of its statutory agent.

(L) Except when an original appointment of an agent is filed with the original articles, a written appointment of an agent or a written statement filed by a corporation with the secretary of state shall be signed by any authorized officer of the corporation or by the incorporators of the corporation or a majority of them if no directors have been elected.

(M) For filing a written appointment of an agent other than one filed with original articles, and for filing a statement of change of address of an agent, the secretary of state shall charge and collect the fee specified in division (R) of section 111.16 of the Revised Code.

(N) Upon the failure of a corporation to appoint another agent or to file a statement of change of address of an agent, the secretary of state shall give notice thereof by certified mail to the corporation at the address set forth in the notice of resignation or on the last franchise tax return filed in this state by the corporation. Unless the default is cured within thirty days after the mailing by the secretary of state of the notice or within any further period of time that the secretary of state grants, upon the expiration of that period of time from the date of the mailing, the articles of the corporation shall be canceled without further notice or action by the secretary of state. The secretary of state shall make a notation of the cancellation on the secretary of state's records.

A corporation whose articles have been canceled may be reinstated by filing, on a form prescribed by the secretary of state, an application for reinstatement and the required appointment of agent or required statement, and by paying the filing fee specified in division (Q) of section 111.16 of the Revised Code. The rights, privileges, and franchises of a corporation whose articles have been reinstated are subject to section 1701.922 of the Revised Code. The secretary of state shall furnish the tax commissioner a monthly list of all corporations canceled and reinstated under this division.

(O) This section does not apply to banks, trust companies, insurance

companies, or any corporation defined under the laws of this state as a public utility for taxation purposes.

Sec. 1701.11. (A)(1) Regulations for the government of a corporation, the conduct of its affairs, and the management of its property, consistent with law and the articles, may be adopted in any of the following ways:

(a) Within ninety days after the corporation is formed, by the directors in accordance with section 1701.10 of the Revised Code;

(b) By the shareholders at a meeting held for that purpose, by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation on the proposal;

(c) Without a meeting, by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on the proposal.

(2) Except as otherwise provided in division (A)(4) of this section, the regulations may be amended, or new regulations may be adopted, in either of the following ways:

(a) By the shareholders at a meeting held for that purpose, by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation on the proposal;

(b) Without a meeting, by the written consent of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on the proposal.

(3) Except as otherwise provided in division (A)(4) of this section, if the articles or regulations that have been adopted so provide or permit, regulations may be adopted or amended or new regulations may be adopted by the affirmative vote or written consent of the holders of shares entitling them to exercise a greater or lesser proportion but not less than a majority of the voting power of the corporation.

(4) Any amendment of regulations and any amended or new regulations adopted by shareholders of an issuing public corporation whose directors are classified pursuant to section 1701.57 of the Revised Code that would change or eliminate the classification of directors shall be adopted by the shareholders only at a meeting held for that purpose, by the affirmative vote of holders of shares entitling them to exercise the voting power of the corporation that is required for shareholders at a meeting under division (A)(2)(a) or (3) of this section, and also by the affirmative vote of the holders of a majority of disinterested shares voted on the proposal determined as specified in division (C)(9) of section 1704.01 of the Revised Code.

(B) Without limiting the generality of the authority described in division

(A) of this section, the regulations may include provisions with respect to all of the following:

(1) The ~~time and place, if any, and time~~ for holding, the manner of and authority for calling, giving notice of, and conducting, and the requirements of a quorum for, meetings of shareholders;

(2) The taking of a record of shareholders or the temporary closing of books against transfers of shares;

(3) The number, classification, manner of fixing or changing the number, qualifications, term of office, and compensation or manner of fixing compensation, of directors;

(4) The ~~time and place, if any, and time~~ for holding, the manner of and authority for calling, giving notice of, and conducting, and the requirements of a quorum for, meetings of the directors;

(5) The appointment of an executive and other committees of the directors, and their authority;

(6) The titles, qualifications, duties, term of office, compensation or manner of fixing compensation, and the removal, of officers;

(7) The terms on which new certificates for shares may be issued in the place of lost, stolen, or destroyed certificates;

(8) The manner in which and conditions upon which a certificated security, and the conditions upon which an uncertificated security, and the shares represented by a certificated or uncertificated security, may be transferred, restrictions on the right to transfer the shares, and reservations of liens on the shares;

(9)(a) Restrictions on the transfer and the right to transfer shares of either of the following:

(i) An issuing public corporation to any person in a control share acquisition;

(ii) A corporation with fifty or more shareholders to any person in an acquisition that would be a control share acquisition if the corporation were an issuing public corporation.

(b) The restrictions on the transfer and the right to transfer shares described in division (B)(9)(a)(i) and (ii) of this section may include requirements and procedures for consent to an acquisition of the shares by directors based on a determination by the directors of the best interests of the corporation and its shareholders, consent to an acquisition of the shares by shareholders, and reasonable sanctions for a violation of those requirements, including the right of the corporation to refuse to transfer, to redeem, or to deny voting or other shareholder rights appurtenant to shares acquired in an acquisition of the shares.

(10) Defining, limiting, or regulating the exercise of the authority of the corporation, the directors, the officers, or all the shareholders.

(C) The shareholders of a corporation may adopt and may authorize the directors to adopt, either before or during an emergency, as that term is defined in division (U) of section 1701.01 of the Revised Code, emergency regulations that shall be operative only during an emergency. The emergency regulations may include any provisions that are authorized to be included in regulations by divisions (A) and (B) of this section. In addition, unless expressly prohibited by the articles or the regulations, the emergency regulations may make any provision, notwithstanding any different provisions in this chapter and notwithstanding any different provisions in the articles or the regulations that are not expressly stated to be operative during an emergency, that may be practical or necessary with respect to the following:

(1) The ~~time and place, if any, and time~~ for holding, the manner of and authority for calling, giving notice of, and conducting, and the requirements of a quorum for, meetings of the directors;

(2) The creation and appointment of an executive and other committees of the directors and the delegation of authority to the committees by the board;

(3) The creation, existence, and filling of vacancies, including temporary vacancies, in the office of director;

(4) The selection, by appointment, election, or otherwise, of officers and other persons to serve as directors for a meeting of the board in the absence from the meeting of one or more of the directors;

(5) The creation, existence, and filling of vacancies, including temporary vacancies, in any office;

(6) The order of rank and the succession to the duties and authority of officers.

(D) If the regulations are amended or new regulations are adopted, without a meeting of the shareholders, the secretary of the corporation shall ~~mail~~ send a copy of the amendment or the new regulations by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom a copy of the amendment or new regulations are sent, to each shareholder who would have been entitled to vote on the adoption of the amendment or the new regulations and did not participate in the adoption of the amendment or the new regulations.

(E) No person dealing with the corporation shall be charged with constructive notice of the regulations.

(F) Unless expressly prohibited by the articles or the regulations or

unless otherwise provided by the emergency regulations, the following special rules shall be applicable during an emergency notwithstanding any different provision elsewhere in this chapter:

(1) Meetings of the directors may be called by any officer or director.

(2) Notice of the time and place of each meeting of the directors shall be given to such of the directors as it may be feasible to reach at the time and by the means of communication, written or oral, personal or mass, as may be practicable at the time.

(3) The director or directors present at any meeting of the directors that has been duly called and notice of which has been duly given shall constitute a quorum for the meeting, and, in the absence of one or more of the directors, the director or directors present may appoint one or more of the officers of the corporation directors for the meeting.

(4) If none of the directors attends a meeting of the directors that has been duly called and notice of which has been duly given, the officers of the corporation who are present, not exceeding three, in order of rank, shall be directors for the meeting, shall constitute a quorum for the meeting, and may appoint one or more of the other officers of the corporation directors for the meeting.

(5) If the chief executive officer dies, is missing, or for any other reason is temporarily or permanently incapable of discharging the duties of the office, the next ranking officer who is available shall assume the duties and authority of the office of the deceased, missing, or incapacitated chief executive officer until such time as the directors shall otherwise order.

(6) The offices of secretary and treasurer shall be deemed to be of equal rank, and, within the same office and as between the offices of secretary and treasurer, rank shall be determined by priority in time of the first election to the office or, if two or more persons have been first elected to the office at the same time, by seniority in age.

Sec. 1701.25. (A) Each certificate for shares of a corporation shall state:

(1) That the corporation is organized under the laws of this state;

(2) The name of the person to whom the shares represented by the certificate are issued;

(3) The number of shares represented by the certificate;

(4) If the shares of the corporation are classified, the designation of the class, and the series, if any, of the shares represented by the certificate;

(5) On the face or the back of the certificate:

(a) The express terms, if any, of the shares represented by the certificate and of the other class or classes and series of shares, if any, which the corporation is authorized to issue; or

(b) A summary of such express terms; or

(c) That the corporation will ~~mail~~ send to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor; or

(d) That a copy of such express terms is attached to and by reference made a part of such certificate and that the corporation will ~~mail~~ send to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor if the copy has become detached from the certificate.

(B) No restriction on the right to transfer shares and no reservation of lien on shares shall be effective against a transferee of such shares unless there has been compliance with section 1308.11 of the Revised Code, and unless, as to certificated securities, there is set forth on the face or the back of the certificate therefor:

(1) A statement of the terms of such restriction or reservation; or

(2) A summary of the terms of such restriction or reservation and a statement that the corporation will ~~mail~~ send to the shareholder a copy of such restriction or reservation without charge within five days after receipt of written request therefor; or

(3) If such restriction or reservation is contained in the articles or regulations of the corporation, or in an instrument in writing to which the corporation is a party, a statement to that effect and a statement that the corporation will ~~mail~~ send to the shareholder a copy of such restriction or reservation without charge within five days after receipt of written request therefor; or

(4) If such restriction or reservation is contained in an instrument in writing (other than the articles or regulations of the corporation or an instrument in writing to which the corporation is a party), a statement to that effect identifying the instrument by title, date, and parties.

(C) A corporation shall ~~mail~~ send to a shareholder without charge within five days after receipt of written request therefor the copy or copies referred to in ~~paragraphs (5)(c) and (5)(d) of division~~ divisions (A)(5)(c) and (d) and paragraphs (B)(2) and (3) of division (B) of this section by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the copy or copies are sent.

Sec. 1701.37. (A) Each corporation shall keep correct and complete books and records of account, together with minutes of the proceedings of its incorporators, shareholders, directors, and committees of the directors, and records of its shareholders showing their names and addresses and the number and class of shares issued or transferred of record to or by them

from time to time.

(B) Upon request of any shareholder at any meeting of shareholders, there shall be produced at such meeting an alphabetically arranged list, or classified lists, of the shareholders of record as of the applicable record date, who are entitled to vote, showing their respective addresses and the number and class of shares held by each. Such list or lists when certified by the officer or agent in charge of the transfers of shares shall be prima-facie evidence of the facts shown therein. If the meeting is to be held solely or in part by means of communications equipment, then the corporation shall make the list or lists open to the examination of any shareholder or proxyholder during the whole time of the meeting on a reasonably accessible electronic network. The directors may adopt guidelines and procedures to permit the corporation to verify that any person accessing the list or lists is a shareholder or proxyholder.

(C) Any shareholder of the corporation, upon written demand stating the specific purpose thereof, shall have the right to examine in person or by agent or attorney at any reasonable time and for any reasonable and proper purpose, the articles of the corporation, its regulations, its books and records of account, minutes, and records of shareholders aforesaid, and voting trust agreements, if any, on file with the corporation, and to make copies or extracts thereof. Any written demand by an acquiring person to examine the records of shareholders for the purpose of communicating with shareholders of the issuing public corporation in connection with a meeting of shareholders called pursuant to section 1701.831 of the Revised Code shall be deemed to have been made by a shareholder of the issuing public corporation for a reasonable and proper purpose.

(D) Unless otherwise prohibited by law, if a shareholder has authorized the corporation to deliver notices of shareholder meetings required by section 1701.41 of the Revised Code to the shareholder by any means other than mail and has not rescinded that authorization, the corporation shall include the electronic mail address or other electronic contact information necessary to deliver the notice on any list or lists of shareholders prepared pursuant to division (B) or (C) of this section.

Sec. 1701.38. (A) At the annual meeting of shareholders, or the meeting held in lieu of it, every corporation, except a banking corporation, shall lay before the shareholders financial statements, which may be consolidated, consisting of:

(1) A balance sheet containing a summary of the assets, liabilities, stated capital, if any, and surplus (showing separately any capital surplus arising from unrealized appreciation of assets, other capital surplus, and earned

surplus) as of the end of the corporation's most recent fiscal year, except that, if consolidated financial statements are laid before the shareholders, the consolidated balance sheet shall show separately or disclose by a note the amount of consolidated surplus that does not constitute under the Revised Code earned surplus of the corporation or any of its subsidiaries and that is not classified as stated capital or capital surplus on the consolidated balance sheet;

(2) A statement of profit and loss and surplus, including a summary of profits, dividends or distributions paid, and other changes in the surplus accounts, for the period commencing with the date marking the end of the period for which the last preceding statement of profit and loss required under this section was made and ending with the date of the balance sheet or, in the case of the first statement of profit and loss, for the period commencing with the date of incorporation of the corporation and ending with the date of the balance sheet.

(B) The financial statements shall have appended to them an opinion signed by the president or a vice-president or the treasurer or an assistant treasurer of the corporation or by a public accountant or firm of public accountants to the effect that the financial statement presents fairly the financial position of the corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period, or to the effect that the financial statements have been prepared on the basis of accounting practices and principles that are reasonable in the circumstances.

(C) Upon ~~the written~~ request of any shareholder made in writing or by any other means of communication authorized by the corporation prior to the date of the meeting described in division (A) of this section, the corporation shall ~~mail~~ send a copy of the financial statements laid or to be laid before the shareholders at the meeting to the shareholder by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the copy is sent on or before the later of the following:

- (1) The fifth day after the receipt of the written request;
- (2) The earlier of the following:
 - (a) The fifth day before the date of the meeting;
 - (b) The fifth day after the expiration of four months from the date of the balance sheet described in division (A)(1) of this section.

(D) If the meeting described in division (A) of this section is to be held solely by means of communications equipment, the corporation shall make the financial statements described in that division open to the examination of

any shareholder or proxyholder during the whole time of the meeting on a reasonably accessible electronic network. The directors may adopt guidelines and procedures to permit the corporation to verify that any person accessing the financial statements is a shareholder or proxyholder.

Sec. 1701.40. (A) Meetings of shareholders may be called by any of the following:

(1) The ~~chairman~~ chairperson of the board, the president, or, in case of the president's absence, death, or disability, the vice-president authorized to exercise the authority of the president;

(2) The directors by action at a meeting, or a majority of the directors acting without a meeting;

(3) Persons who hold twenty-five per cent of all shares outstanding and entitled to vote ~~thereat~~ at the meeting, unless the articles or the regulations specify for ~~such~~ that purpose a smaller or larger proportion but not in excess of fifty per cent;

(4) Such other officers or persons as the articles or the regulations authorize to call ~~such~~ the meetings.

(B) Meetings of shareholders may be held either within or without this state if so provided in the articles or the regulations. The articles or regulations may authorize the directors to determine that the meeting shall not be held at any physical place, but instead may be held solely by means of communications equipment as authorized by division (C) of this section. If the corporation is an issuing public corporation and the articles or regulations do not require that a meeting be held at a particular physical place and authorize the directors to fix the place of the meeting, the directors may determine that the meeting shall not be held at any physical place, but instead may be held solely by means of communications equipment as authorized by division (C) of this section. In the absence of any such provision, all meetings shall be held at the principal office of the corporation in this state.

(C) If authorized by the directors, the shareholders and proxyholders who are not physically present at a meeting of shareholders may attend a meeting of shareholders by use of communications equipment that enables the shareholder or proxyholder an opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting and to speak or otherwise participate in the proceedings contemporaneously with those physically present. Any shareholder using communications equipment will be deemed present in person at the meeting whether the meeting is to be held at a designated place or solely by means of communications equipment.

The directors may adopt guidelines and procedures for the use of communications equipment in connection with a meeting of shareholders to permit the corporation to verify that a person is a shareholder or proxyholder and to maintain a record of any vote or other action.

Sec. 1701.41. (A) Written notice stating the time, place, if any, and purposes of a meeting of the shareholders, and the means, if any, by which shareholders can be present and vote at the meeting through the use of communications equipment shall be given either by personal delivery or by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice is given, not less than seven nor more than sixty days before the date of the meeting unless the articles or the regulations specify a longer period: (1) to ~~each~~ every shareholder of record entitled to notice of the meeting; (2) by or at the direction of the president or the secretary or any other person required or permitted by the regulations to give ~~such~~ that notice. If mailed or sent by overnight delivery service, ~~such~~ the notice shall be ~~addressed~~ sent to the shareholder at ~~his~~ the shareholder's address as it appears on the records of the corporation. If sent by another means of communication authorized by the shareholder, the notice shall be sent to the address furnished by the shareholder for those transmissions. Notice of adjournment of a meeting need not be given if the time and place, if any, to which it is adjourned and the means, if any, by which shareholders can be present and vote at the adjourned meeting through the use of communications equipment are fixed and announced at ~~such~~ the meeting.

(B) Upon request in writing delivered either in person or by registered mail to the president or the secretary by any persons entitled to call a meeting of shareholders, ~~such~~ that officer shall forthwith cause to be given to the shareholders entitled ~~thereto~~ to notice of a meeting to be held on a date not less than seven nor more than sixty days after the receipt of ~~such~~ the request, as ~~such~~ the officer may fix, unless the articles or the regulations specify a longer period for ~~such~~ this purpose. If ~~such~~ the notice is not given within fifteen days after the delivery or mailing of ~~such~~ the request, or ~~such~~ that shorter or longer period as the articles or the regulations specify for ~~such~~ this purpose, the persons calling the meeting may fix the time of meeting and give notice ~~thereon~~ of the time of meeting as provided in division (A) of this section, or cause ~~such~~ the notice to be given by any designated representative.

(C) Any authorization by a shareholder to send notices given pursuant to this chapter by any means other than in person or by mail or overnight delivery service is revocable by written notice to the corporation either by

personal delivery or by mail, overnight delivery service, or any other means of communication authorized by the corporation. If sent by another means of communication authorized by the corporation, the notice shall be sent to the address furnished by the corporation for those transmissions. Any authorization by a shareholder to send notices given pursuant to this chapter by any means other than in person or by mail or overnight delivery service will be deemed to have been revoked by the shareholder if (1) the corporation has attempted to make delivery of two consecutive notices in accordance with that authorization, and (2) the secretary or an assistant secretary of the corporation, or other person responsible for giving of notice, has received notice that, or otherwise believes that, delivery has not occurred. However, an inadvertent failure to treat the inability to deliver notice as a revocation will not invalidate any meeting of shareholders or other action.

Sec. 1701.42. Notice of the time, place, if any, and purposes of any meeting of shareholders or directors, as the case may be, whether required by law, the articles, the regulations, or (in the case of directors) the bylaws, may be waived in writing, either before or after the holding of such meeting, by any shareholder, or by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any shareholder or any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by ~~him~~ the shareholder or director of notice of such meeting. A telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a person described in this section and that contains a waiver by that person is a writing for the purposes of this section.

Sec. 1701.51. Unless the articles or the regulations otherwise provide:

(A) The shareholders present in person ~~or~~, by proxy, or by the use of communications equipment at any meeting of shareholders shall constitute a quorum for such meeting, but no action required by law, the articles, or the regulations to be authorized or taken by the holders of a designated proportion of the shares of any particular class or of each class, may be authorized or taken by a lesser proportion~~;~~.

(B) The holders of a majority of the voting shares represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Sec. 1701.54. (A) Unless the articles or the regulations prohibit the authorization or taking of any action of the shareholders or of the directors without a meeting, any action ~~which~~ that may be authorized or taken at a

meeting of the shareholders or of the directors, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all the shareholders who would be entitled to notice of a meeting of the shareholders held for such purpose, or all the directors, respectively, which writing or writings shall be filed with or entered upon the records of the corporation. Any certificate with respect to the authorization or taking of any such action ~~which that~~ is required to be filed in the office of the secretary of state shall recite that the authorization or taking of such action was in a writing or writings approved and signed as specified in this section.

(B) A telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a person described in division (A) of this section and that contains an affirmative vote or approval of that person is a signed writing for the purposes of this section. The date on which that telegram, cablegram, electronic mail, or electronic or other transmission is sent is the date on which the writing is signed.

Sec. 1701.61. Unless otherwise provided in the articles, the regulations, or the bylaws, and subject to the exceptions, applicable during an emergency as that term is defined in section 1701.01 of the Revised Code, for which provision is made in division (F) of section 1701.11 of the Revised Code:

(A) Meetings of the directors may be called by the ~~chairman~~ chairperson of the board, the president, any vice-president, or any two directors;.

(B) Meetings of the directors may be held at any place within or without the state and, unless the articles or the regulations prohibit participation by directors at a meeting by means of communications equipment, meetings of the directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this division shall constitute presence at ~~such the~~ meeting;

(C) ~~Written notice~~ Notice of the ~~time and place, if any, and time~~ of each meeting of the directors shall be given to each director either by personal delivery or by mail, telegram, ~~or cablegram,~~ overnight delivery service, or any other means of communication authorized by the director at least two days before the meeting, ~~which.~~ The notice need not specify the purposes of the meeting;.

(D) Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at ~~such the~~ meeting.

Sec. 1701.69. (A) 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, except for amendments to the articles as described in divisions (B)(10) and (11) of this section, only such provisions as may properly be in, original articles filed at the time of adopting the amendment, and, if a change in issued shares is to be made, or if as the result of any amendment the stated capital of any class of shares is to be created, increased, reduced, or eliminated, then such provisions, not inconsistent with section 1701.30 of the Revised Code, as are necessary to effect such change, or to effect such creation, increase, reduction, or elimination of stated capital.

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

- (1) Change the name of the corporation;
- (2) Change the place in this state where its principal office is to be located;
- (3) Change, enlarge, or diminish its purpose or purposes;
- (4) Increase or decrease the authorized number of shares of any class;
- (5) Authorize shares of a new class or classes;
- (6) Increase or decrease the par value of issued or unissued shares with par value;
- (7) 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;
- (8) Provide that, as a result of an amendment described in division (B)(6), (7), or (11) of this section, the stated capital of any class of shares shall be created, increased, reduced, or eliminated, consistent with section 1701.30 of the Revised Code, except that, in the case of any amendment to change the corporation into a nonprofit corporation, the stated capital of the corporation may be reduced or eliminated;
- (9) Change any of the express terms of issued or unissued shares of any class or series, which change may include the discharge, adjustment, or elimination of rights to accrued undeclared cumulative dividends or distributions on the shares of such class or series;
- (10) Eliminate the right of every shareholder to vote cumulatively in the election of directors or to delete a provision that eliminates that right, except that, if a corporation is formed after the effective date of this amendment or if a corporation that exists on the effective date of this amendment does not have issued and outstanding shares that are listed on a national securities exchange or are regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association, the articles may be amended to eliminate the right of every shareholder to vote cumulatively in the election of directors only upon compliance with both of

the following:

(a) Except as otherwise provided in this division in connection with surviving corporations in mergers and new corporations resulting from consolidations, the shareholder action on the amendment to the articles shall not occur earlier than ninety days after the effective date of this amendment or ninety days after the date that the corporation was formed, whichever date is later;

(b) A ~~written~~ notice shall have been ~~given~~ sent to the shareholders by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice is sent that states, in solid capital letters, that an effect of the amendment to the articles will be to do both of the following:

(i) To permit a majority of a quorum of the voting power in the election or removal of directors to elect or remove every director;

(ii) To preclude a minority of a quorum of the voting power in the election or removal of directors from electing or preventing the removal of any director.

In the case of a surviving corporation as a result of a merger or of a new corporation resulting from a consolidation, if immediately prior to the merger or consolidation at least one of the constituent corporations had issued and outstanding shares listed on a national securities exchange or regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association, then the ninety-day limitation prescribed in division (B)(10)(a) of this section does not apply and the agreement of merger or consolidation, as adopted pursuant to section 1701.78 or 1701.80 of the Revised Code, may eliminate, subject to division (B)(10)(b) of this section, the right of every shareholder to vote cumulatively in the election of directors. An agreement of merger or consolidation that is so adopted and that eliminates the right of every shareholder to vote cumulatively in the election of directors shall be considered an amendment permitted by this division.

(11) Change a corporation into a nonprofit corporation;

(12) Change any provision of the articles or add any provision that may properly be included in the articles.

Sec. 1701.70. (A) If initial directors are not named in the articles, before subscriptions to shares have been received and before the incorporators have elected directors, the incorporators may adopt an amendment to the articles by a writing signed by them. If initial directors are named in the articles, or if the incorporators have elected directors and have not received subscriptions, then before subscriptions to shares have been received, the

directors may adopt an amendment to the articles.

(B) The directors may adopt an amendment to the articles in the following cases:

(1) When and to the extent authorized by the articles, the directors may adopt an amendment determining, in whole or in part, the express terms, within the limits set forth in this chapter, of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of shares of that series.

(2) When the corporation has issued shares or obligations convertible into shares of the corporation or has granted options to purchase any shares, and the conversion or option rights are set forth in the articles or have been approved by the same vote of shareholders as, at the time of the approval, would have been required to amend the articles to authorize the shares required for that purpose, and the corporation does not have sufficient authorized but unissued shares to satisfy those conversion or option rights, the directors may adopt an amendment to authorize the shares.

(3) Whenever shares of any class have been redeemed, or have been surrendered to or acquired by the corporation upon conversion, exchange, purchase, or otherwise, the directors may adopt an amendment to reduce the authorized number of shares of the class by the number so redeemed, surrendered, or acquired; and when all of the authorized shares of a class have been redeemed or surrendered to or acquired by the corporation, the directors may adopt an amendment to eliminate from the articles all references to the shares of the class and to make other appropriate changes that are required by the elimination.

(4) When articles have been amended and any change of issued or unissued shares provided for in the amendment or amended articles has become effective, the directors may adopt an amendment to eliminate from the articles all references to the change of shares and to make any other appropriate changes that are required by the elimination; however, an amendment to articles that is so adopted by the directors shall contain a statement with respect to the authorized number and the par value, if any, of the shares of each class.

(5) After a merger or consolidation, in which the surviving or new corporation is a domestic corporation, becomes effective, the directors may adopt an amendment:

(a) To eliminate from the articles any statement or provision pertaining exclusively to the merger or consolidation, or that was required to be set forth in the agreement of merger or consolidation and that would not be required in original articles or amendments to articles filed at the time the

statement or provision was adopted;

(b) To make any other appropriate changes required by that elimination.

An amendment to articles adopted by the directors under division (B)(5) of this section need not contain or continue any statement with respect to the amount of stated capital.

(6) Unless otherwise provided in the articles, the directors may adopt an amendment changing the name of the corporation.

(7) The directors may adopt an amendment changing the place in this state where the principal office of the corporation is to be located.

(8) When the directors have declared a dividend or distribution on any class of outstanding shares of the corporation to be paid in shares of the same class, the directors may adopt an amendment to proportionately increase the authorized number of shares of the class, provided that the corporation has only one class of shares outstanding or the dividend or distribution is not substantially prejudicial to the holders of any other class of the corporation's shares, and further provided that such an amendment be adopted concurrently with the amendment described in division (B)(10) of this section when the dividend or distribution is declared on outstanding shares with par value.

(9) The directors may adopt an amendment to change each issued and unissued authorized share of an outstanding class into a greater number of shares of that class and to proportionately increase the authorized number of shares of that class, provided that the corporation has only one class of shares outstanding or the change is not substantially prejudicial to the holders of any other class of the corporation's shares, and further provided that such an amendment be adopted concurrently with the amendment described in division (B)(10) of this section when the change is made to outstanding shares with par value.

(10) Concurrently with the adoption of an amendment under division (B)(8) or (9) of this section, the directors may adopt an amendment decreasing the par value of issued and unissued shares of a particular class to the extent necessary to prevent an increase in the aggregate par value of the outstanding shares of the class as a result of the dividend or distribution described in division (B)(8) of this section or the change described in division (B)(9) of this section.

(C) If a vote on the adoption of an amendment is required by division (B)(4) of section 1701.71 of the Revised Code, any amendment to the articles adopted pursuant to division (B) of this section that creates a class or series of shares the express terms of which provide for the convertibility of the shares into shares of another class shall also require the approval of the

holders, voting as a class, of any issued and outstanding shares into which the shares may be converted.

(D) Divisions (B)(6) to (10) of this section shall not apply to a corporation with one hundred or fewer shareholders unless the corporation was created on or after the effective date of this amendment, or the articles of the corporation have been amended in compliance with section 1701.71 or 1701.73 of the Revised Code specifically to make those divisions applicable.

Sec. 1701.71. (A)(1) Except as otherwise provided in this division or division (A)(2) of this section, the shareholders, at a meeting held for that purpose, may adopt an amendment, including any amendment that could be adopted by the directors, by the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on the proposal or, if the articles provide or permit, by the affirmative vote of a greater or lesser proportion, but not less than a majority, of such voting power, and by the affirmative vote of the holders of shares of any particular class that is required by the articles. Any amendment that would change or eliminate the classification of directors of an issuing public corporation whose directors are classified pursuant to section 1701.57 of the Revised Code shall be adopted by the shareholders only at a meeting expressly held for that purpose, by the affirmative votes required under this division, and also by the affirmative vote of the holders of at least a majority of disinterested shares voted on the proposal determined as specified in division (C)(9) of section 1704.01 of the Revised Code. If, at the time an amendment to eliminate cumulative voting rights permitted by division (B)(10) of section 1701.69 of the Revised Code is acted upon by the shareholders, a corporation does not have issued and outstanding shares that are listed on a national securities exchange or are regularly quoted in an over-the-counter market by one or more members of a national or affiliated securities association, that amendment shall not be adopted if the votes of a sufficient number of shares are cast against the amendment that, if cumulatively voted at an election of all the directors, or all the directors of a particular class, as the case may be, would at the time the amendment is acted upon by the shareholders be sufficient to elect at least one director.

(2) Whenever under division (B) of this section the holders of shares of any particular class are entitled to vote as a class on the adoption of an amendment, the amendment, in order to be adopted, must receive the affirmative vote of the holders of at least two-thirds of the shares of that class or, if the articles provide or permit, a greater or lesser proportion, but not less than a majority, of the shares of that class. If the proposed

amendment would authorize any particular corporate action that, under any applicable provision of law or under the existing articles, could be authorized only by or pursuant to a specified vote of shareholders, the amendment, in order to be adopted, must receive the affirmative vote so specified.

(B) Regardless of limitations or restrictions in the articles on the voting rights of the shares of any class, the holders of shares of a particular class, and in the cases specified in divisions (B)(6), (7), and (8) of this section the holders of shares of every class, shall be entitled to vote as a class on the adoption of an amendment that does any of the following:

(1) Increases or decreases the par value of the issued shares of the particular class, except in the case of an amendment to the articles adopted by the directors pursuant to division (B)(10) of section 1701.70 of the Revised Code;

(2) Changes issued shares of the particular class, whether with or without par value, into a lesser number of shares of the same class or into the same or a different number of shares of any other class, with or without par value, previously or then authorized;

(3) Changes the express terms, or adds express terms, of the shares of the particular class in any manner substantially prejudicial to the holders of the shares;

(4) Changes the express terms of issued shares of any class senior to the particular class in any manner substantially prejudicial to the holders of shares of the particular class;

(5) Authorizes shares of another class that are convertible into, or authorizes the conversion of shares of another class into, shares of the particular class, or authorizes the directors to fix or alter conversion rights of shares of another class that are convertible into shares of the particular class; provided, however, both of the following apply:

(a) The failure to obtain the shareholders' approval only prevents the conversion of the shares until the shareholders' approval is obtained and does not otherwise affect the authorization or any other express terms of the shares;

(b) The articles may provide that no vote of the holders of common shares, as a class, is required in connection with the authorization of shares of any class that are convertible into common shares.

(6) Provides, in the case of an amendment described in division (B)(1) or (2) of this section, that the stated capital of the corporation shall be reduced or eliminated as a result of the amendment, or provides, in the case of an amendment described in division (B)(5) of this section, that the stated

capital of the corporation shall be reduced or eliminated upon the exercise of such conversion rights, provided that any reduction or elimination is consistent with section 1701.30 of the Revised Code;

(7) Changes substantially the purposes of the corporation, or provides that a subsequent amendment to the articles may be adopted that changes substantially the purposes of the corporation;

(8) Changes a corporation into a nonprofit corporation.

(C) 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 Revised Code 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.

Sec. 1701.73. (A) 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, and, in the case of adoption of the resolution by the incorporators or directors, a statement of the basis for such 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 the amended articles shall supersede the existing articles. When an amendment or amended articles are adopted by the directors pursuant to section 1701.70 of the Revised Code, the corporation shall send notice of the amendment or amended articles, and a copy or summary thereof, by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice and copy or summary are sent, to each shareholder of the corporation of record as of the date on which the directors approved the amendment or amended articles. The notice shall be sent to the shareholders within twenty days after the filing of the certificate required by this division.

(B) When an amendment or amended articles are adopted by the incorporators, the certificate shall be signed by each of them.

(C) When an amendment or amended articles are adopted by the directors or by the shareholders, the certificate shall be signed by any

authorized officer.

(D) A copy of an amendment or amended articles changing the name of a corporation or its principal office in this state, certified by the secretary of state, may be filed for record in the office of the county recorder of any county in this state, and for such recording the county recorder shall charge and collect the same fee as provided for in division (A) of section 317.32 of the Revised Code. Such copy shall be recorded in the records of deeds.

Sec. 1701.80. (A) Pursuant to an agreement of merger between the constituent corporations as provided in this section and provided that the provisions of Chapter 1704. of the Revised Code do not prevent the merger from being effected, one or more domestic or foreign subsidiaries may be merged into a domestic or foreign parent corporation, provided that the parent owns ninety per cent or more of each class of the outstanding shares of each subsidiary, that at least one constituent corporation is a domestic corporation, and that, in the case of a domestic parent, the conditions set forth in divisions (D)(1), (2), (3), and (4) of section 1701.78 of the Revised Code do not exist.

(B) The agreement of merger shall set forth the designation and the number of the outstanding shares of each class of each subsidiary constituent corporation and the number of shares of each such class owned by the surviving corporation. It shall also set forth any statements and matters that are required, and may set forth any provision that is permitted, in a merger under section 1701.78 of the Revised Code if the surviving corporation is a domestic corporation or under section 1701.79 of the Revised Code if the surviving corporation is a foreign corporation.

(C)(1) To effect the merger, the agreement shall be approved by the directors of each domestic constituent corporation, but it need not be adopted by the shareholders of any domestic constituent corporation. If any constituent corporation is a foreign corporation, the agreement shall be approved or otherwise authorized by or on behalf of each foreign constituent corporation in accordance with the laws of the state under which it exists.

(2) Within twenty days after the approval of the agreement of merger by the directors of each domestic constituent corporation, the surviving corporation shall deliver or send ~~written~~ notice of such approval and copy or summary of the agreement to each shareholder of each domestic constituent corporation, other than the surviving corporation, of record as of the date on which the directors of the surviving corporation approved the agreement by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice and copy or summary are sent.

(D) The approval of the agreement of merger by the directors of a domestic constituent corporation under this section constitutes adoption by that corporation.

Sec. 1701.801. (A) Pursuant to an agreement of merger between the constituent corporations as provided in this section and provided that the provisions of Chapter 1704. of the Revised Code do not prevent the merger from being effected, one or more domestic or foreign corporations may be merged into a domestic corporation, provided that the domestic surviving corporation is a subsidiary of one of the constituent corporations and that the parent constituent corporation owns ninety per cent or more of each class of the outstanding shares of the surviving subsidiary corporation.

(B) The agreement of merger shall set forth the designation and the number of the outstanding shares of each class of the surviving subsidiary corporation and the number of shares of each such class owned by the parent constituent corporation. It shall also set forth any statements and matters that are required, and may set forth any provision that is permitted, in a merger under section 1701.78 of the Revised Code.

(C)(1) To effect the merger, the agreement shall be approved by the directors of each domestic constituent corporation and shall be adopted by the shareholders of each domestic constituent corporation in the same manner and with the same notice to and vote of shareholders or holders of a particular class of shares as is required by section 1701.78 of the Revised Code, except that the agreement need not be adopted by the shareholders of the surviving subsidiary corporation. If any constituent corporation is a foreign corporation, the agreement shall be approved or otherwise authorized by or on behalf of each foreign constituent corporation in accordance with the laws of the state under which it exists.

(2) Within twenty days after the approval of the agreement of merger by the directors of the surviving subsidiary corporation, the surviving corporation shall deliver or send ~~written~~ notice of such approval and a copy or summary of the agreement to each shareholder of the surviving corporation, other than the parent of the surviving corporation, of record as of the date on which the directors of the surviving corporation approved the agreement by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the notice and copy or summary are sent.

(D) The approval of the agreement of merger by the directors of the surviving subsidiary corporation under this section constitutes adoption by the corporation.

Sec. 1701.86. (A) A corporation may be dissolved voluntarily in the

manner provided in this section, provided the provisions of Chapter 1704. of the Revised Code do not prevent the dissolution from being effected.

(B) A resolution of dissolution for a corporation shall set forth:

(1) That the corporation elects to be dissolved;

(2) Any additional provision considered necessary with respect to the proposed dissolution and winding up.

(C) If an initial stated capital is not set forth in the articles then before the corporation begins business, or if an initial stated capital is set forth in the articles then before subscriptions to shares shall have been received in the amount of that initial stated capital, the incorporators or a majority of them may adopt, by a writing signed by them, a resolution of dissolution.

(D) The directors may adopt a resolution of dissolution in the following cases:

(1) When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;

(2) By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the corporation are to be wound up;

(3) When substantially all of the assets have been sold at judicial sale or otherwise;

(4) When the articles have been canceled for failure to file annual franchise or excise tax returns or for failure to pay franchise or excise taxes and the corporation has not been reinstated or does not desire to be reinstated;

(5) When the period of existence of the corporation specified in its articles has expired.

(E) The shareholders at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of the holders of shares entitling them to exercise two-thirds of the voting power of the corporation on such proposal or, if the articles provide or permit, by the affirmative vote of a greater or lesser proportion, though less than a majority, of such voting power, and by such affirmative vote of the holders of shares of any particular class as is required by the articles. Notice of the meeting of the shareholders shall be given to all the shareholders whether or not entitled to vote at it.

(F) Upon the adoption of a resolution of dissolution, a certificate shall be prepared, on a form prescribed by the secretary of state, setting forth the following:

(1) The name of the corporation;

(2) A statement that a resolution of dissolution has been adopted;

(3) A statement of the manner of adoption of such resolution, and, in the case of its adoption by the incorporators or directors, a statement of the basis for such adoption;

(4) The place in this state where its principal office is or is to be located;

(5) The names and addresses of its directors and officers, unless the resolution of dissolution is adopted by the incorporators, in which event the names and addresses of the incorporators shall be set forth in the certificate;

(6) The name and address of its statutory agent;

(7) The date of dissolution, if other than the filing date.

(G) Such certificate shall be signed as follows:

(1) When the resolution of dissolution is adopted by the incorporators or a majority of them, the certificate shall be signed by not less than a majority of them;

(2) When the resolution is adopted by the directors or by the shareholders, the certificate shall be signed by any authorized officer, unless the officer fails to execute and file such certificate within thirty days after the adoption of the resolution or upon any date specified in the resolution as the date upon which such certificate is to be filed or upon the expiration of any period specified in the resolution as the period within which such certificate is to be filed, whichever is latest, in which event the certificate of dissolution may be signed by any three shareholders and shall set forth a statement that the persons signing the certificate are shareholders and are filing the certificate because of the failure of the officers to do so.

(H) A certificate of dissolution, filed with the secretary of state, shall be accompanied by:

(1) An affidavit of one or more of the persons executing the certificate of dissolution or of an officer of the corporation containing a statement of the counties, if any, in this state in which the corporation has personal property or a statement that the corporation is of a type required to pay personal property taxes to state authorities only;

(2) A receipt, certificate, or other evidence showing the payment of all franchise, sales, use, and highway use taxes accruing up to the date of such filing or, if applicable, to the later date specified in the certificate of dissolution in accordance with division (F) of this section, or that such payment has been adequately guaranteed;

(3) A receipt, certificate, or other evidence showing the payment of all personal property taxes accruing up to the date of such filing or, if applicable, to the later date specified in the certificate of dissolution in accordance with division (F) of this section, or that such payment has been adequately guaranteed;

(4) A receipt, certificate, or other evidence from the director of job and family services showing that all contributions due from the corporation as an employer have been paid, or that such payment has been adequately guaranteed, or that the corporation is not subject to such contributions;

(5) A receipt, certificate, or other evidence from the bureau of workers' compensation showing that all premiums due from the corporation as an employer have been paid, or that such payment has been adequately guaranteed, or that the corporation is not subject to such premium payments;

(6) In lieu of the receipt, certificate, or other evidence described in division (H)(2), (3), (4), or (5) of this section, an affidavit of one or more persons executing the certificate of dissolution or of an officer of the corporation containing a statement of the date upon which the particular department, agency, or authority was advised in writing of the scheduled effective date of filing of the ~~certificate~~ of dissolution and was advised in writing of the acknowledgment by the corporation of the applicability of the provisions of section 1701.95 of the Revised Code.

(I) Upon the filing of a certificate of dissolution and such accompanying documents or on a later date specified in the certificate that is not more than ninety days after the filing, the corporation shall be dissolved.

Sec. 1701.93. (A) No officer, director, employee, or agent of a corporation shall, either alone or with another or others, with intent to deceive:

(1) Make, issue, deliver, ~~transmit by mail, or publish, or send by mail or by any other means of communication~~ any prospectus, report, circular, certificate, statement, balance sheet, exhibit, or document, respecting the shares, assets, liabilities, capital, business, dividends or distributions, earnings, or accounts of a corporation, ~~which that~~ is false in any material respect, knowing ~~such the~~ statement to be false;

(2) Having charge of any books, minutes, records, or accounts of a corporation, make ~~therein in them~~ any entry ~~which that~~ is false in any material respect, knowing ~~such the~~ entry to be false, or remove, erase, alter, or cancel any entry ~~therein in them~~, knowing that the entries resulting ~~therefrom from them~~ will be false.

(B) Whoever violates this section shall be personally liable, jointly and severally, with all other persons participating with ~~him~~ the offender in any ~~such~~ act of that type, to any person for any damage actually suffered and proximately resulting from ~~such the~~ act.

(C) No action to enforce a liability under this section shall be brought after four years from the time of the act complained of.

(D) Remedies under this section are not exclusive of other remedies at

common law or under other statutes.

Sec. 1701.94. (A) Every corporation ~~which~~ that fails to:

(1) Keep the books of account, minutes of proceedings, or records of shareholders as required by section 1701.37 of the Revised Code;

(2) Comply with division (C) of section 1701.11 of the Revised Code with respect to mailing a copy of an amendment to, or copy of new, regulations;

(3) Perform the obligation imposed on it by division (C) of section 1701.25 of the Revised Code;

(4) ~~Mail~~ Send to any shareholder making written request therefor, within the period provided for in division (C) of section 1701.38 of the Revised Code, a copy of the financial statement referred to in that section;

(5) Lay before the shareholders or make available in the manner provided for in division (D) of section 1701.38 of the Revised Code at a proper meeting of shareholders, upon request of any shareholder at such meeting, such financial statement;

(6) Produce at a meeting of shareholders, upon request of any shareholder at such meeting, the list or lists of shareholders required by section 1701.37 of the Revised Code; shall be subject to a forfeiture of one hundred dollars and in cases under paragraphs (1), (2), (3), and (4) to a further forfeiture of ten dollars for every day that such failure continues, beginning, in cases under paragraphs (1) or (2), with the fifth day after written request by a shareholder that the corporation comply with said respective paragraphs, and in cases under paragraphs (3) and (4) beginning with the day following the day on which the corporation becomes delinquent in complying with said paragraph, which amount shall be paid to every shareholder making such request. The right of a shareholder to enforce any such forfeiture is in addition to all other remedies.

(B) If any officer charged with one of the duties specified in division (A) of this section fails to perform such duty after written request by any shareholder, ~~he~~ the officer shall be subject to a forfeiture of one hundred dollars, and to the further forfeiture of ten dollars for every day that such default continues, beginning in cases under paragraphs (1), (2), (3), and (4) of division (A) on the same respective days as are provided for in division (A), which amount shall be paid to each shareholder making such request. The right of each shareholder to enforce any such forfeiture is in addition to all other remedies.

(C) The court in which an action is brought to enforce any forfeiture under this section may reduce, remit, or suspend such forfeiture on such terms as it deems reasonable when it appears that the failure was excusable

or that the imposition of the full forfeiture would be unreasonable or unjust.

Sec. 1702.04. (A) Any person, singly or jointly with others, and without regard to residence, domicile, or state of incorporation, may form a corporation by signing and filing with the secretary of state articles of incorporation, which shall set forth the following:

(1) The name of the corporation;

(2) The place in this state where the principal office of the corporation is to be located;

(3) The purpose or purposes for which the corporation is formed.

(B) The articles also may set forth the following:

(1) The names of individuals who are to serve as the initial directors;

(2) The names of any persons or the designation of any group of persons who are to be the initial members;

(3) Any qualification of membership and the classification of members;

(4) A provision to the effect that the corporation shall be subordinate to and subject to the authority of any head or national association, lodge, order, beneficial association, fraternal or beneficial society, foundation, federation, or any other nonprofit corporation, society, organization, or association;

(5) Any lawful provision for the purpose of defining, limiting, or regulating the exercise of the authority of the corporation, the incorporators, the directors, the officers, the members, or any class of members, or creating or defining rights and privileges of the members among themselves or in the property of the corporation, or governing the distribution of assets on dissolution;

(6) Any provision that may be set forth in the regulations;

(7) A provision specifying the period of existence of the corporation if it is to be otherwise than perpetual;

(8) Any additional provision permitted by this chapter.

(C) A written appointment of a statutory agent for the purposes set forth in section 1702.06 of the Revised Code shall be filed with the articles, unless the corporation belongs to one of the classes mentioned in division (N) of that section.

(D) The legal existence of the corporation ~~shall begin~~ begins upon the filing of the articles or on a later date specified in the articles that is not more than ninety days after the filing, and, unless the articles otherwise provide, its period of existence shall be perpetual.

Sec. 1702.47. (A) A corporation may be dissolved voluntarily in the manner provided in this section.

(B) A resolution of dissolution for a corporation shall set forth:

(1) That the corporation elects to be dissolved;

(2) Any additional provision deemed necessary with respect to the proposed dissolution and winding up.

(C) The directors may adopt a resolution of dissolution in the following cases:

(1) When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;

(2) By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the corporation are to be wound up;

(3) When substantially all of the assets have been sold at judicial sale or otherwise;

(4) When the period of existence of the corporation specified in its articles has expired.

(D) The voting members at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of a majority of the voting members present in person or, if permitted, by mail or by proxy, if a quorum is present or, if the articles or the regulations provide or permit, by the affirmative vote of a greater or lesser proportion or number of the voting members, and by such affirmative vote of the voting members of any particular class as is required by the articles or the regulations. Notice of the meeting of the members shall be given to all the members entitled to vote thereat.

(E) Upon the adoption of a resolution of dissolution, a certificate shall be prepared, on a form prescribed by the secretary of state, setting forth the following:

(1) The name of the corporation;

(2) A statement that a resolution of dissolution has been adopted;

(3) A statement of the manner of adoption of such resolution, and, in the case of its adoption by the directors, a statement of the basis for such adoption;

(4) The place in this state where its principal office is or is to be located;

(5) The names and addresses of its directors and officers;

(6) The name and address of its statutory agent;

(7) The date of dissolution, if other than the filing date.

(F) Such certificate shall be signed by any authorized officer, unless the officer fails to execute and file such certificate within thirty days after the adoption of the resolution, or upon any date specified in the resolution as the date upon which such certificate is to be filed, or upon the expiration of any period specified in the resolution as the period within which such certificate is to be filed, whichever is latest, in which event the certificate of dissolution

may be signed by any three voting members and shall set forth a statement that the persons signing the certificate are voting members and are filing the certificate because of the failure of the officers to do so.

(G) A certificate of dissolution, filed with the secretary of state, shall be accompanied by:

(1) An affidavit of one or more of the persons executing the certificate of dissolution or of an officer of the corporation containing a statement of the counties, if any, in this state in which the corporation has personal property subject to personal property taxes or a statement that the corporation is of a type required to pay personal property taxes to state authorities only;

(2) A receipt, certificate, or other evidence showing the payment of all personal property taxes accruing up to the date of such filing or, if applicable, to the later date specified in the certificate of dissolution in accordance with division (E) of this section, unless the affidavit provided for in division (G)(1) of this section states that the corporation has in this state no personal property subject to personal property taxes;

(3) A receipt, certificate, or other evidence from the director of job and family services showing that all contributions due from the corporation as an employer have been paid, or that such payment has been adequately guaranteed, or that the corporation is not subject to such contributions;

(4) A receipt, certificate, or other evidence showing the payment of all sales, use, and highway use taxes accruing up to the date of such filing or, if applicable, to the later date specified in the certificate of dissolution in accordance with division (E) of this section, or that such payment has been adequately guaranteed;

(5) In lieu of the receipt, certificate, or other evidence described in division (G)(2), (3), or (4) of this section, an affidavit of one or more of the persons executing the certificate of dissolution or of an officer of the corporation containing a statement of the date upon which the particular department, agency, or authority was advised in writing of the scheduled effective date of the ~~filing of the certificate~~ of dissolution and was advised in writing of the acknowledgement by the corporation of the applicability of section 1702.55 of the Revised Code.

(H) Upon the filing of a certificate of dissolution and such accompanying documents or on a later date specified in the certificate that is not more than ninety days after the filing, the corporation shall be dissolved.

Sec. 1703.06. Any person intending to organize a corporation under the laws of another state, or any foreign corporation intending to transact business in this state or intending to change its name, may file in the office

of the secretary of state, in writing and on a form prescribed by the secretary of state, an application for the exclusive use of a name to be used by ~~such~~ that proposed or existing foreign corporation. If the secretary of state finds that such a name is proper under section 1703.04 of the Revised Code, the secretary of state shall indorse the secretary of state's approval upon ~~such~~ the application, and from the date of ~~such~~ that indorsement ~~such~~ the applicant shall have the exclusive use of ~~such~~ that name for a period of ~~sixty one~~ hundred eighty days. The rights so secured may be transferred by the holder ~~thereof~~ of the rights by filing in the office of the secretary of state a written transfer setting forth the name and address of the transferee. Every ~~such~~ application under this section shall be accompanied by a fee of ~~five~~ fifty dollars, which shall be returned in the event that the application is not approved.

Sec. 1705.04. (A) One or more persons, without regard to residence, domicile, or state of organization, may form a limited liability company. ~~The company is formed when one or more persons or their authorized representative signs and files~~ articles of organization shall be signed and filed with the secretary of state ~~articles of organization that~~ and shall set forth all of the following:

- (1) The name of the company;
- (2) Except as provided in division (B) of this section, the period of its duration, which may be perpetual;
- (3) Any other provisions that are from the operating agreement or that are not inconsistent with applicable law and that the members elect to set out in the articles for the regulation of the affairs of the company.

The legal existence of the company begins upon the filing of the articles of organization or on a later date specified in the articles of organization that is not more than ninety days after the filing.

(B) If the articles of organization or operating agreement do not set forth the period of the duration of the limited liability company, its duration shall be perpetual.

(C) If a limited liability company is formed under this chapter for the purpose of rendering a professional service, the kinds of professional services authorized under Chapters 4703. and 4733. of the Revised Code, or a combination of the professional services of optometrists authorized under Chapter 4725. of the Revised Code, chiropractors authorized under Chapter 4734. of the Revised Code, psychologists authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723. of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections

4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 of the Revised Code, and doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code, the following apply:

(1) Each member, employee, or other agent of the company who renders a professional service in this state and, if the management of the company is not reserved to its members, each manager of the company who renders a professional service in this state shall be licensed, certificated, or otherwise legally authorized to render in this state the same kind of professional service; if applicable, the kinds of professional services authorized under Chapters 4703. and 4733. of the Revised Code; or, if applicable, any of the kinds of professional services of optometrists authorized under Chapter 4725. of the Revised Code, chiropractors authorized under Chapter 4734. of the Revised Code, psychologists authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723. of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 of the Revised Code, or doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code.

(2) Each member, employee, or other agent of the company who renders a professional service in another state and, if the management of the company is not reserved to its members, each manager of the company who renders a professional service in another state shall be licensed, certificated, or otherwise legally authorized to render that professional service in the other state.

(D) Except for the provisions of this chapter pertaining to the personal liability of members, employees, or other agents of a limited liability company and, if the management of the company is not reserved to its members, the personal liability of managers of the company, this chapter does not restrict, limit, or otherwise affect the authority or responsibilities of any agency, board, commission, department, office, or other entity to license, certificate, register, and otherwise regulate the professional conduct of individuals or organizations of any kind rendering professional services in this state or to regulate the practice of any profession that is within the jurisdiction of the agency, board, commission, department, office, or other entity, notwithstanding that the individual is a member or manager of a limited liability company and is rendering the professional services or

engaging in the practice of the profession through the limited liability company or that the organization is a limited liability company.

(E) No limited liability company formed for the purpose of providing a combination of the professional services, as defined in section 1785.01 of the Revised Code, of optometrists authorized under Chapter 4725. of the Revised Code, chiropractors authorized under Chapter 4734. of the Revised Code, psychologists authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723. of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 of the Revised Code, and doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code shall control the professional clinical judgment exercised within accepted and prevailing standards of practice of a licensed, certificated, or otherwise legally authorized optometrist, chiropractor, psychologist, nurse, pharmacist, physical therapist, mechanotherapist, or doctor of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery in rendering care, treatment, or professional advice to an individual patient.

This division does not prevent a hospital, as defined in section 3727.01 of the Revised Code, insurer, as defined in section 3999.36 of the Revised Code, or intermediary organization, as defined in section 1751.01 of the Revised Code, from entering into a contract with a limited liability company described in this division that includes a provision requiring utilization review, quality assurance, peer review, or other performance or quality standards. Those activities shall not be construed as controlling the professional clinical judgment of an individual practitioner listed in this division.

Sec. 1775.64. (A) Before transacting business in this state, a foreign limited liability partnership shall file a registration application with the secretary of state. The application shall be on a form prescribed by the secretary of state and shall set forth only the following information:

- (1) The name of the partnership;
- (2) The jurisdiction pursuant to the laws of which it was organized as a limited liability partnership;
- (3) The address of its principal office or, if the partnership's principal office is not located in this state, the address of a registered office;
- (4) The name and address of its agent for service of process in this state;
- (5) A brief statement of the business in which the partnership engages.

(B) A registration application shall be accompanied by the application fee specified in division (F) of section 111.16 of the Revised Code.

(C) A foreign limited liability partnership transacting business in this state shall comply with the name, correction, and ~~annual~~ reporting requirements set forth in division (G) of section 1775.61, divisions (B) and (C) of section 1775.62, and section 1775.63 of the Revised Code and shall comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership engages.

(D) The secretary of state shall register as a foreign limited liability partnership, any foreign limited liability partnership that submits a completed registration application with the required fee.

(E) Registration as a foreign limited liability partnership ceases if the registration is voluntarily withdrawn by filing with the secretary of state, on a form prescribed by the secretary of state, a written withdrawal notice signed by one or more partners authorized by the partnership to execute a withdrawal notice.

Sec. 1785.06. A professional association, within thirty days after the thirtieth day of June in each even-numbered year, shall furnish a statement to the secretary of state showing the names and post-office addresses of all of the shareholders in the association and certifying that all of the shareholders are duly licensed, certificated, or otherwise legally authorized to render within this state the same professional service for which the association was organized or, in the case of a combination of professional services described in division (B) of section 1785.01 of the Revised Code, to render within this state any of the applicable types of professional services for which the association was organized. This statement shall be made on a form that the secretary of state shall prescribe, shall be signed by an officer of the association, and shall be filed in the office of the secretary of state.

If any professional association fails to file the ~~annual~~ biennial statement within the time required by this section, the secretary of state shall give notice of the failure by certified mail, return receipt requested, to the last known address of the association or its agent. If the ~~annual~~ biennial statement is not filed within thirty days after the mailing of the notice, the secretary of state, upon the expiration of that period, shall cancel the association's articles of incorporation, give notice of the cancellation to the association by mail sent to the last known address of the association or its agent, and make a notation of the cancellation on the records of the secretary of state.

A professional association whose articles have been canceled pursuant

to this section may be reinstated by filing an application for reinstatement and the required ~~annual~~ biennial statement or statements and by paying the reinstatement fee specified in division (Q) of section 111.16 of the Revised Code. The rights, privileges, and franchises of a professional association whose articles have been reinstated are subject to section 1701.922 of the Revised Code. The secretary of state shall inform the tax commissioner of all cancellations and reinstatements under this section.

Sec. 5733.03. The annual corporation report shall include statements of the following facts as of the date of the beginning of the corporation's annual accounting period that includes the first day of January of the tax year:

(A) The name of the corporation;

(B) The name of the state or country under the laws of which it is incorporated;

(C) The location of its principal office and, in the case of a foreign corporation, the location of its principal place of business in this state and the name and address of the officer or agent of the corporation in charge of the business in this state;

(D) The names of its president, secretary, treasurer, and statutory agent in this state, with the post office address of each;

(E) The kind of business in which the corporation is engaged;

(F) The date of the beginning of the corporation's annual accounting period that includes the first day of January of the tax year;

(G) All other information that the tax commissioner requires for the proper administration and enforcement of this chapter.

The tax commissioner may prescribe requirements as to the keeping of records and other pertinent documents, the filing of copies of federal income tax returns and determinations, and computations reconciling federal income tax returns with the report required by section 5733.02 or 5733.021 of the Revised Code. The commissioner may require any corporation, by rule or notice served on ~~such that~~ corporation, to keep ~~such those~~ records as ~~that~~ the commissioner considers necessary to show whether, and the extent to which, a corporation is subject to this chapter. ~~Such~~ Those records and other documents shall be open during business hours to the inspection of the commissioner, and shall be preserved for a period of four years, unless the commissioner, in writing, consents to their destruction within that period, or by order requires that they be kept longer.

Any information gained as the result of returns, investigations, hearings, or verifications required or authorized by ~~Chapter 5733. of the Revised Code~~ this chapter is confidential, and no person shall disclose such

information, except for official purposes, or as provided by division (B) of section 5703.21 or section 5715.50 of the Revised Code, or in accordance with a proper judicial order. The tax commissioner may furnish the internal revenue service with copies of returns filed. This section does not prohibit the publication of statistics in a form ~~which~~ that does not disclose information with respect to individual taxpayers.

~~By the thirty first day of March each year, the tax commissioner shall release to the secretary of state the name and address of each corporation and the name and address of the statutory agent of that corporation as indicated in the corporation's annual report filed during the preceding calendar year.~~

SECTION 2. That existing sections 111.16, 1329.58, 1701.04, 1701.07, 1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1701.42, 1701.51, 1701.54, 1701.61, 1701.69, 1701.70, 1701.71, 1701.73, 1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 of the Revised Code are hereby repealed.

Speaker _____ *of the House of Representatives.*

President _____ *of the Senate.*

Passed _____, 20____

Approved _____, 20____

Governor.

The section numbering of law of a general and permanent nature is complete and in conformity with the Revised Code.

Director, Legislative Service Commission.

Filed in the office of the Secretary of State at Columbus, Ohio, on the
____ day of _____, A. D. 20____.

Secretary of State.

File No. _____ Effective Date _____