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124th General Assembly

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**REPRESENTATIVES Manning, Willamowski, Seitz, Latta, Grendell, Lendrum,
Damschroder, Reinhard, Core, Flowers, Wolpert, Buehrer, Hollister,
Carmichael, Gilb, Schuring, Hagan, Hughes, Clancy, Cates, Olman, Carey,
Schmidt, Coates, Niehaus, Schneider, D. Miller, Salerno, Jones
SENATORS Jacobson, Amstutz, Oelslager**

A B I L L

To amend sections 111.16, 1329.58, 1701.04, 1701.07, 1
1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 2
1701.41, 1701.42, 1701.51, 1701.54, 1701.61, 3
1701.69, 1701.70, 1701.71, 1701.73, 1701.80, 4
1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 5
1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 6
5733.03 and to enact section 111.25 of the Revised 7
Code to permit the directors of Ohio corporations 8
to make specific, limited changes to the articles 9
of incorporation, to require a corporation to send 10
notice to its shareholders following any amendment 11
of the articles of incorporation by the directors, 12
to make changes in the General Corporation Law 13
relative to notices sent by any means of 14
communication and meetings held by means of 15
communications equipment, to make other changes 16
relative to the date of dissolution of a 17
corporation and the beginning of the legal 18
existence of a corporation or a limited liability 19
company, and relative to biennial reports to and 20
filings with the Secretary of State. 21

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:

Section 1. That sections 111.16, 1329.58, 1701.04, 1701.07, 22
1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1701.42, 23
1701.51, 1701.54, 1701.61, 1701.69, 1701.70, 1701.71, 1701.73, 24
1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1702.47, 25
1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 be amended and 26
section 111.25 of the Revised Code be enacted to read as follows: 27

Sec. 111.16. The secretary of state shall charge and collect, 28
for the benefit of the state, the following fees: 29

(A) For filing and recording articles of incorporation of a 30
domestic corporation, including designation of agent: 31

(1) Wherein the corporation shall not be authorized to issue 32
any shares of capital stock, one hundred twenty-five dollars; 33

(2) Wherein the corporation shall be authorized to issue 34
shares of capital stock, with or without par value: 35

(a) Ten cents for each share authorized up to and including 36
one thousand shares; 37

(b) Five cents for each share authorized in excess of one 38
thousand shares up to and including ten thousand shares; 39

(c) Two cents for each share authorized in excess of ten 40
thousand shares up to and including fifty thousand shares; 41

(d) One cent for each share authorized in excess of fifty 42
thousand shares up to and including one hundred thousand shares; 43

(e) One-half cent for each share authorized in excess of one 44
hundred thousand shares up to and including five hundred thousand 45
shares; 46

(f) One-quarter cent for each share authorized in excess of 47

five hundred thousand shares; provided no fee shall be less than
one hundred twenty-five dollars or greater than one hundred
thousand dollars.

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(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:

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

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(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;

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

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

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(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;

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(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

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authorized to be issued resulting from a merger, an additional sum 79
computed in accordance with the schedule set forth in division 80
(A)(2) of this section less a credit computed in the same manner 81
for the number of shares previously authorized to be issued or 82
represented in this state by each of the corporations for which a 83
consolidation or merger is effected by the certificate; 84

(E) For filing and recording articles of incorporation of a 85
credit union or the American credit union guaranty association, 86
one hundred twenty-five dollars, and for filing and recording a 87
certificate of increase in capital stock or any other amendment of 88
the articles of incorporation of a credit union or the 89
association, fifty dollars; 90

(F) For filing and recording articles of organization of a 91
limited liability company, for filing and recording an application 92
to become a registered foreign limited liability company, for 93
filing and recording a registration application to become a 94
domestic limited liability partnership, or for filing and 95
recording an application to become a registered foreign limited 96
liability partnership, one hundred twenty-five dollars; 97

(G) For filing and recording a certificate of limited 98
partnership or an application for registration as a foreign 99
limited partnership, one hundred twenty-five dollars. 100

(H) For filing a copy of papers evidencing the incorporation 101
of a municipal corporation or of annexation of territory by a 102
municipal corporation, five dollars, to be paid by the municipal 103
corporation, the petitioners therefor, or their agent; 104

(I) For filing and recording any of the following: 105

(1) A license to transact business in this state by a foreign 106
corporation for profit pursuant to section 1703.04 of the Revised 107
Code or a foreign nonprofit corporation pursuant to section 108
1703.27 of the Revised Code, one hundred twenty-five dollars; 109

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(2) An annual <u>A biennial</u> report or annual <u>biennial</u> statement	111
pursuant to section 1775.63 or 1785.06 of the Revised Code,	112
twenty-five dollars;	113
(3) Except as otherwise provided in this section or any other	114
section of the Revised Code, any other certificate or paper that	115
is required to be filed and recorded or is permitted to be filed	116
and recorded by any provision of the Revised Code with the	117
secretary of state, twenty-five dollars.	118
(J) For filing any certificate or paper not required to be	119
recorded, five dollars;	120
(K)(1) For making copies of any certificate or other paper	121
filed in the office of the secretary of state, a fee not to exceed	122
one dollar per page, except as otherwise provided in the Revised	123
Code, and for creating and affixing the seal of the office of the	124
secretary of state to any good standing or other certificate, five	125
dollars. For copies of certificates or papers required by state	126
officers for official purpose, no charge shall be made.	127
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(2) For creating and affixing the seal of the office of the	129
secretary of state to the certificates described in division (E)	130
of section 1701.81, division (E) of section 1705.38, or division	131
(D) of section 1702.43 of the Revised Code, twenty-five dollars.	132
(L) For a minister's license to solemnize marriages, ten	133
dollars;	134
(M) For examining documents to be filed at a later date for	135
the purpose of advising as to the acceptability of the proposed	136
filing, fifty dollars;	137
(N) Fifty dollars for filing and recording any of the	138
following:	139

(1) A certificate of dissolution and accompanying documents,	140
or a certificate of cancellation, under section 1701.86, 1702.47,	141
1705.43, or 1782.10 of the Revised Code;	142
(2) A notice of dissolution of a foreign licensed corporation	143
or a certificate of surrender of license by a foreign licensed	144
corporation under section 1703.17 of the Revised Code;	145
(3) The withdrawal of registration of a foreign or domestic	146
limited liability partnership under section 1775.61 or 1775.64 of	147
the Revised Code, or the certificate of cancellation of	148
registration of a foreign limited liability company under section	149
1705.57 of the Revised Code;	150
(4) The filing of a cancellation of disclaimer of general	151
partner status under Chapter 1782. of the Revised Code.	152
(O) For filing a statement of continued existence by a	153
nonprofit corporation, twenty-five dollars;	154
(P) For filing a restatement under section 1705.08 or 1782.09	155
of the Revised Code, an amendment to a certificate of cancellation	156
under section 1782.10 of the Revised Code, an amendment under	157
section 1705.08 or 1782.09 of the Revised Code, or a correction	158
under section 1705.55, 1775.61, 1775.64, or 1782.52 of the Revised	159
Code, fifty dollars;	160
(Q) For filing for reinstatement of an entity cancelled by	161
operation of law, by the secretary of state, by order of the	162
department of taxation, or by order of a court, twenty-five	163
dollars;	164
(R) For filing a change of agent, resignation of agent, or	165
change of agent's address under section 1701.07, 1702.06,	166
1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, or 1782.04	167
of the Revised Code, twenty-five dollars;	168
(S) For filing and recording any of the following:	169

(1) An application for the exclusive right to use a name or 170
an application to reserve a name for future use under section 171
1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised 172
Code, fifty dollars; 173

(2) A trade name or fictitious name registration or report, 174
fifty dollars; 175

(3) An application to renew any item covered by division 176
(S)(1) or (2) of this section that is permitted to be renewed, 177
twenty-five dollars; 178

(4) An assignment of rights for use of a name covered by 179
division (S)(1), (2), or (3) of this section, the cancellation of 180
a name registration or name reservation that is so covered, or 181
notice of a change of address of the registrant of a name that is 182
so covered, twenty-five dollars. 183

(T) For filing and recording a report to operate a business 184
trust or a real estate investment trust, either foreign or 185
domestic, one hundred twenty-five dollars; and for filing and 186
recording an amendment to a report or associated trust instrument, 187
or a surrender of authority, to operate a business trust or real 188
estate investment trust, fifty dollars; 189

(U)(1) For filing and recording the registration of a 190
trademark, service mark, or mark of ownership, one hundred 191
twenty-five dollars; 192

(2) For filing and recording the change of address of a 193
registrant, the assignment of rights to a registration, a renewal 194
of a registration, or the cancellation of a registration 195
associated with a trademark, service mark, or mark of ownership, 196
twenty-five dollars. 197

Fees specified in this section may be paid by cash, check, or 198
money order, by credit ~~card~~ card in accordance with section 199
113.40 of the Revised Code, or by an alternative payment program 200

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;	231 232
(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;	233 234 235 236 237 238 239 240
(4) If the corporation is to have an initial stated capital, the amount of that stated capital.	241 242
(B) The articles also may set forth any of the following:	243
(1) The names of the individuals who are to serve as initial directors;	244 245
(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;	246 247 248 249 250 251 252
(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;	253 254 255 256
(4) Any provision that may be set forth in the regulations;	257
(5) A provision specifying the period of existence of the corporation if it is to be otherwise than perpetual;	258 259
(6) Subject to division (C) of this section, any additional	260

provision permitted by this chapter. 261

(C) Original articles of a corporation may not set forth any 262
provision that eliminates the rights of shareholders under this 263
chapter to cumulate the voting power that they possess in the 264
election of directors. 265

(D) A written appointment of a statutory agent for the 266
purposes set forth in section 1701.07 of the Revised Code shall be 267
filed with the articles, unless the corporation belongs to one of 268
the classes mentioned in division (O) of that section. 269

(E) The legal existence of the corporation ~~shall begin~~ begins 270
upon the filing of the articles or on a later date specified in 271
the articles that is not more than ninety days after filing, and, 272
unless the articles otherwise provide, its period of existence 273
shall be perpetual. 274

Sec. 1701.07. (A) Every corporation shall have and maintain 275
an agent, sometimes referred to as the "statutory agent," upon 276
whom any process, notice, or demand required or permitted by 277
statute to be served upon a corporation may be served. The agent 278
may be a natural person who is a resident of this state or may be 279
a domestic corporation or a foreign corporation holding a license 280
as such under the laws of this state, that is authorized by its 281
articles of incorporation to act as such agent and that has a 282
business address in this state. 283

(B) The secretary of state shall not accept original articles 284
for filing unless there is filed with the articles a written 285
appointment of an agent that is signed by the incorporators of the 286
corporation or a majority of them and a written acceptance of the 287
appointment that is signed by the agent. In all other cases, the 288
corporation shall appoint the agent and shall file in the office 289
of the secretary of state a written appointment of the agent that 290
is signed by any authorized officer of the corporation and a 291

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.

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(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.

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(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

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addresses, by certified mail, with request for return receipt, a 356
copy of the process, notice, or demand; and thereupon service upon 357
the corporation shall be deemed to have been made. 358

(I) The secretary of state shall keep a record of each 359
process, notice, and demand delivered to the secretary of state or 360
at the secretary of state's office under this section or any other 361
law of this state that authorizes service upon the secretary of 362
state, and shall record the time of the delivery and the action 363
thereafter with respect thereto. 364

(J) This section does not limit or affect the right to serve 365
any process, notice, or demand upon a corporation in any other 366
manner permitted by law. 367

(K) Every corporation shall state in each annual report filed 368
by it with the department of taxation the name and address of its 369
statutory agent. 370

(L) Except when an original appointment of an agent is filed 371
with the original articles, a written appointment of an agent or a 372
written statement filed by a corporation with the secretary of 373
state shall be signed by any authorized officer of the corporation 374
or by the incorporators of the corporation or a majority of them 375
if no directors have been elected. 376

(M) For filing a written appointment of an agent other than 377
one filed with original articles, and for filing a statement of 378
change of address of an agent, the secretary of state shall charge 379
and collect the fee specified in division (R) of section 111.16 of 380
the Revised Code. 381

(N) Upon the failure of a corporation to appoint another 382
agent or to file a statement of change of address of an agent, the 383
secretary of state shall give notice thereof by certified mail to 384
the corporation at the address set forth in the notice of 385
resignation or on the last franchise tax return filed in this 386

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.

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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.

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(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.

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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:

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

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(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

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(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.

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(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:

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(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;

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(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.

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(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.

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(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

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shares voted on the proposal determined as specified in division 449
(C)(9) of section 1704.01 of the Revised Code. 450

(B) Without limiting the generality of the authority 451
described in division (A) of this section, the regulations may 452
include provisions with respect to all of the following: 453

(1) The ~~time and place, if any, and time~~ for holding, the 454
manner of and authority for calling, giving notice of, and 455
conducting, and the requirements of a quorum for, meetings of 456
shareholders; 457

(2) The taking of a record of shareholders or the temporary 458
closing of books against transfers of shares; 459

(3) The number, classification, manner of fixing or changing 460
the number, qualifications, term of office, and compensation or 461
manner of fixing compensation, of directors; 462

(4) The ~~time and place, if any, and time~~ for holding, the 463
manner of and authority for calling, giving notice of, and 464
conducting, and the requirements of a quorum for, meetings of the 465
directors; 466

(5) The appointment of an executive and other committees of 467
the directors, and their authority; 468

(6) The titles, qualifications, duties, term of office, 469
compensation or manner of fixing compensation, and the removal, of 470
officers; 471

(7) The terms on which new certificates for shares may be 472
issued in the place of lost, stolen, or destroyed certificates; 473

(8) The manner in which and conditions upon which a 474
certificated security, and the conditions upon which an 475
uncertificated security, and the shares represented by a 476
certificated or uncertificated security, may be transferred, 477
restrictions on the right to transfer the shares, and reservations 478

of liens on the shares; 479

(9)(a) Restrictions on the transfer and the right to transfer 480
shares of either of the following: 481

(i) An issuing public corporation to any person in a control 482
share acquisition; 483

(ii) A corporation with fifty or more shareholders to any 484
person in an acquisition that would be a control share acquisition 485
if the corporation were an issuing public corporation. 486

(b) The restrictions on the transfer and the right to 487
transfer shares described in division (B)(9)(a)(i) and (ii) of 488
this section may include requirements and procedures for consent 489
to an acquisition of the shares by directors based on a 490
determination by the directors of the best interests of the 491
corporation and its shareholders, consent to an acquisition of the 492
shares by shareholders, and reasonable sanctions for a violation 493
of those requirements, including the right of the corporation to 494
refuse to transfer, to redeem, or to deny voting or other 495
shareholder rights appurtenant to shares acquired in an 496
acquisition of the shares. 497

(10) Defining, limiting, or regulating the exercise of the 498
authority of the corporation, the directors, the officers, or all 499
the shareholders. 500

(C) The shareholders of a corporation may adopt and may 501
authorize the directors to adopt, either before or during an 502
emergency, as that term is defined in division (U) of section 503
1701.01 of the Revised Code, emergency regulations that shall be 504
operative only during an emergency. The emergency regulations may 505
include any provisions that are authorized to be included in 506
regulations by divisions (A) and (B) of this section. In addition, 507
unless expressly prohibited by the articles or the regulations, 508
the emergency regulations may make any provision, notwithstanding 509

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 541
with constructive notice of the regulations. 542

(F) Unless expressly prohibited by the articles or the 543
regulations or unless otherwise provided by the emergency 544
regulations, the following special rules shall be applicable 545
during an emergency notwithstanding any different provision 546
elsewhere in this chapter: 547

(1) Meetings of the directors may be called by any officer or 548
director. 549

(2) Notice of the time and place of each meeting of the 550
directors shall be given to such of the directors as it may be 551
feasible to reach at the time and by the means of communication, 552
written or oral, personal or mass, as may be practicable at the 553
time. 554

(3) The director or directors present at any meeting of the 555
directors that has been duly called and notice of which has been 556
duly given shall constitute a quorum for the meeting, and, in the 557
absence of one or more of the directors, the director or directors 558
present may appoint one or more of the officers of the corporation 559
directors for the meeting. 560

(4) If none of the directors attends a meeting of the 561
directors that has been duly called and notice of which has been 562
duly given, the officers of the corporation who are present, not 563
exceeding three, in order of rank, shall be directors for the 564
meeting, shall constitute a quorum for the meeting, and may 565
appoint one or more of the other officers of the corporation 566
directors for the meeting. 567

(5) If the chief executive officer dies, is missing, or for 568
any other reason is temporarily or permanently incapable of 569
discharging the duties of the office, the next ranking officer who 570
is available shall assume the duties and authority of the office 571

of the deceased, missing, or incapacitated chief executive officer 572
until such time as the directors shall otherwise order. 573

(6) The offices of secretary and treasurer shall be deemed to 574
be of equal rank, and, within the same office and as between the 575
offices of secretary and treasurer, rank shall be determined by 576
priority in time of the first election to the office or, if two or 577
more persons have been first elected to the office at the same 578
time, by seniority in age. 579

Sec. 1701.25. (A) Each certificate for shares of a 580
corporation shall state: 581

(1) That the corporation is organized under the laws of this 582
state; 583

(2) The name of the person to whom the shares represented by 584
the certificate are issued; 585

(3) The number of shares represented by the certificate; 586

(4) If the shares of the corporation are classified, the 587
designation of the class, and the series, if any, of the shares 588
represented by the certificate; 589

(5) On the face or the back of the certificate: 590

(a) The express terms, if any, of the shares represented by 591
the certificate and of the other class or classes and series of 592
shares, if any, which the corporation is authorized to issue; or 593

(b) A summary of such express terms; or 594

(c) That the corporation will ~~mail~~ send to the shareholder a 595
copy of such express terms without charge within five days after 596
receipt of written request therefor; or 597

(d) That a copy of such express terms is attached to and by 598
reference made a part of such certificate and that the corporation 599
will ~~mail~~ send to the shareholder a copy of such express terms 600

without charge within five days after receipt of written request 601
therefor if the copy has become detached from the certificate. 602

(B) No restriction on the right to transfer shares and no 603
reservation of lien on shares shall be effective against a 604
transferee of such shares unless there has been compliance with 605
section 1308.11 of the Revised Code, and unless, as to 606
certificated securities, there is set forth on the face or the 607
back of the certificate therefor: 608

(1) A statement of the terms of such restriction or 609
reservation; or 610

(2) A summary of the terms of such restriction or reservation 611
and a statement that the corporation will ~~mail~~ send to the 612
shareholder a copy of such restriction or reservation without 613
charge within five days after receipt of written request therefor; 614
or 615

(3) If such restriction or reservation is contained in the 616
articles or regulations of the corporation, or in an instrument in 617
writing to which the corporation is a party, a statement to that 618
effect and a statement that the corporation will ~~mail~~ send to the 619
shareholder a copy of such restriction or reservation without 620
charge within five days after receipt of written request therefor; 621
or 622

(4) If such restriction or reservation is contained in an 623
instrument in writing (other than the articles or regulations of 624
the corporation or an instrument in writing to which the 625
corporation is a party), a statement to that effect identifying 626
the instrument by title, date, and parties. 627

(C) A corporation shall ~~mail~~ send to a shareholder without 628
charge within five days after receipt of written request therefor 629
the copy or copies referred to in ~~paragraphs (5)(c) and (5)(d) of~~ 630
~~division~~ divisions (A)(5)(c) and (d) and ~~paragraphs (B)(2) and (3)~~ 631

~~of division (B) of this section by mail, overnight delivery~~ 632
~~service, or any other means of communication authorized by the~~ 633
~~shareholder to whom the copy or copies are sent.~~ 634

Sec. 1701.37. (A) Each corporation shall keep correct and 635
complete books and records of account, together with minutes of 636
the proceedings of its incorporators, shareholders, directors, and 637
committees of the directors, and records of its shareholders 638
showing their names and addresses and the number and class of 639
shares issued or transferred of record to or by them from time to 640
time. 641

(B) Upon request of any shareholder at any meeting of 642
shareholders, there shall be produced at such meeting an 643
alphabetically arranged list, or classified lists, of the 644
shareholders of record as of the applicable record date, who are 645
entitled to vote, showing their respective addresses and the 646
number and class of shares held by each. Such list or lists when 647
certified by the officer or agent in charge of the transfers of 648
shares shall be prima-facie evidence of the facts shown therein. 649
If the meeting is to be held solely or in part by means of 650
communications equipment, then the corporation shall make the list 651
or lists open to the examination of any shareholder or proxyholder 652
during the whole time of the meeting on a reasonably accessible 653
electronic network. The directors may adopt guidelines and 654
procedures to permit the corporation to verify that any person 655
accessing the list or lists is a shareholder or proxyholder. 656

(C) Any shareholder of the corporation, upon written demand 657
stating the specific purpose thereof, shall have the right to 658
examine in person or by agent or attorney at any reasonable time 659
and for any reasonable and proper purpose, the articles of the 660
corporation, its regulations, its books and records of account, 661
minutes, and records of shareholders aforesaid, and voting trust 662
agreements, if any, on file with the corporation, and to make 663

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;

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(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; 726

(b) The fifth day after the expiration of four months from 727
the date of the balance sheet described in division (A)(1) of this 728
section. 729

(D) If the meeting described in division (A) of this section 730
is to be held solely by means of communications equipment, the 731
corporation shall make the financial statements described in that 732
division open to the examination of any shareholder or proxyholder 733
during the whole time of the meeting on a reasonably accessible 734
electronic network. The directors may adopt guidelines and 735
procedures to permit the corporation to verify that any person 736
accessing the financial statements is a shareholder or 737
proxyholder. 738

Sec. 1701.40. (A) Meetings of shareholders may be called by 739
any of the following: 740

(1) The ~~chairman~~ chairperson of the board, the president, or, 741
in case of the president's absence, death, or disability, the 742
vice-president authorized to exercise the authority of the 743
president; 744

(2) The directors by action at a meeting, or a majority of 745
the directors acting without a meeting; 746

(3) Persons who hold twenty-five per cent of all shares 747
outstanding and entitled to vote ~~thereat~~ at the meeting, unless 748
the articles or the regulations specify for ~~such~~ that purpose a 749
smaller or larger proportion but not in excess of fifty per cent; 750

(4) Such other officers or persons as the articles or the 751
regulations authorize to call ~~such~~ the meetings. 752

(B) Meetings of shareholders may be held either within or 753
without this state if so provided in the articles or the 754
regulations. The articles or regulations may authorize the 755

directors to determine that the meeting shall not be held at any 756
physical place, but instead may be held solely by means of 757
communications equipment as authorized by division (C) of this 758
section. If the corporation is an issuing public corporation and 759
the articles or regulations do not require that a meeting be held 760
at a particular physical place and authorize the directors to fix 761
the place of the meeting, the directors may determine that the 762
meeting shall not be held at any physical place, but instead may 763
be held solely by means of communications equipment as authorized 764
by division (C) of this section. In the absence of any such 765
provision, all meetings shall be held at the principal office of 766
the corporation in this state. 767

(C) If authorized by the directors, the shareholders and 768
proxyholders who are not physically present at a meeting of 769
shareholders may attend a meeting of shareholders by use of 770
communications equipment that enables the shareholder or 771
proxyholder an opportunity to participate in the meeting and to 772
vote on matters submitted to the shareholders, including an 773
opportunity to read or hear the proceedings of the meeting and to 774
speak or otherwise participate in the proceedings 775
contemporaneously with those physically present. Any shareholder 776
using communications equipment will be deemed present in person at 777
the meeting whether the meeting is to be held at a designated 778
place or solely by means of communications equipment. The 779
directors may adopt guidelines and procedures for the use of 780
communications equipment in connection with a meeting of 781
shareholders to permit the corporation to verify that a person is 782
a shareholder or proxyholder and to maintain a record of any vote 783
or other action. 784

Sec. 1701.41. (A) Written notice stating the time, place, if 785
any, and purposes of a meeting of the shareholders, and the means, 786
if any, by which shareholders can be present and vote at the 787

meeting through the use of communications equipment shall be given 788
either by personal delivery or by mail, overnight delivery 789
service, or any other means of communication authorized by the 790
shareholder to whom the notice is given, not less than seven nor 791
more than sixty days before the date of the meeting unless the 792
articles or the regulations specify a longer period: (1) to ~~each~~ 793
every shareholder of record entitled to notice of the meeting; (2) 794
by or at the direction of the president or the secretary or any 795
other person required or permitted by the regulations to give ~~such~~ 796
that notice. If mailed or sent by overnight delivery service, ~~such~~ 797
the notice shall be ~~addressed~~ sent to the shareholder at ~~his~~ the 798
shareholder's address as it appears on the records of the 799
corporation. If sent by another means of communication authorized 800
by the shareholder, the notice shall be sent to the address 801
furnished by the shareholder for those transmissions. Notice of 802
adjournment of a meeting need not be given if the time and place, 803
if any, to which it is adjourned and the means, if any, by which 804
shareholders can be present and vote at the adjourned meeting 805
through the use of communications equipment are fixed and 806
announced at ~~such~~ the meeting. 807

(B) Upon request in writing delivered either in person or by 808
registered mail to the president or the secretary by any persons 809
entitled to call a meeting of shareholders, ~~such~~ that officer 810
shall forthwith cause to be given to the shareholders entitled 811
~~thereto~~ to notice of a meeting to be held on a date not less than 812
seven nor more than sixty days after the receipt of ~~such~~ the 813
request, as ~~such~~ the officer may fix, unless the articles or the 814
regulations specify a longer period for ~~such~~ this purpose. If ~~such~~ 815
the notice is not given within fifteen days after the delivery or 816
mailing of ~~such~~ the request, or ~~such~~ that shorter or longer period 817
as the articles or the regulations specify for ~~such~~ this purpose, 818
the persons calling the meeting may fix the time of meeting and 819
give notice ~~thereon~~ of the time of meeting as provided in division 820

(A) of this section, or cause ~~such~~ the notice to be given by any 821
designated representative. 822

(C) Any authorization by a shareholder to send notices given 823
pursuant to this chapter by any means other than in person or by 824
mail or overnight delivery service is revocable by written notice 825
to the corporation either by personal delivery or by mail, 826
overnight delivery service, or any other means of communication 827
authorized by the corporation. If sent by another means of 828
communication authorized by the corporation, the notice shall be 829
sent to the address furnished by the corporation for those 830
transmissions. Any authorization by a shareholder to send notices 831
given pursuant to this chapter by any means other than in person 832
or by mail or overnight delivery service will be deemed to have 833
been revoked by the shareholder if (1) the corporation has 834
attempted to make delivery of two consecutive notices in 835
accordance with that authorization, and (2) the secretary or an 836
assistant secretary of the corporation, or other person 837
responsible for giving of notice, has received notice that, or 838
otherwise believes that, delivery has not occurred. However, an 839
inadvertent failure to treat the inability to deliver notice as a 840
revocation will not invalidate any meeting of shareholders or 841
other action. 842

Sec. 1701.42. Notice of the time, place, if any, and purposes 843
of any meeting of shareholders or directors, as the case may be, 844
whether required by law, the articles, the regulations, or (in the 845
case of directors) the bylaws, may be waived in writing, either 846
before or after the holding of such meeting, by any shareholder, 847
or by any director, which writing shall be filed with or entered 848
upon the records of the meeting. The attendance of any shareholder 849
or any director at any such meeting without protesting, prior to 850
or at the commencement of the meeting, the lack of proper notice 851
shall be deemed to be a waiver by ~~him~~ the shareholder or director 852

of notice of such meeting. A telegram, cablegram, electronic mail, 853
or an electronic or other transmission capable of authentication 854
that appears to have been sent by a person described in this 855
section and that contains a waiver by that person is a writing for 856
the purposes of this section. 857

Sec. 1701.51. Unless the articles or the regulations 858
otherwise provide: 859

(A) The shareholders present in person ~~or~~, by proxy, or by 860
the use of communications equipment at any meeting of shareholders 861
shall constitute a quorum for such meeting, but no action required 862
by law, the articles, or the regulations to be authorized or taken 863
by the holders of a designated proportion of the shares of any 864
particular class or of each class, may be authorized or taken by a 865
lesser proportion~~+~~. 866

(B) The holders of a majority of the voting shares 867
represented at a meeting, whether or not a quorum is present, may 868
adjourn such meeting from time to time. 869

Sec. 1701.54. (A) Unless the articles or the regulations 870
prohibit the authorization or taking of any action of the 871
shareholders or of the directors without a meeting, any action 872
~~which~~ that may be authorized or taken at a meeting of the 873
shareholders or of the directors, as the case may be, may be 874
authorized or taken without a meeting with the affirmative vote or 875
approval of, and in a writing or writings signed by all the 876
shareholders who would be entitled to notice of a meeting of the 877
shareholders held for such purpose, or all the directors, 878
respectively, which writing or writings shall be filed with or 879
entered upon the records of the corporation. Any certificate with 880
respect to the authorization or taking of any such action ~~which~~ 881
that is required to be filed in the office of the secretary of 882
state shall recite that the authorization or taking of such action 883

was in a writing or writings approved and signed as specified in 884
this section. 885

(B) A telegram, cablegram, electronic mail, or an electronic 886
or other transmission capable of authentication that appears to 887
have been sent by a person described in division (A) of this 888
section and that contains an affirmative vote or approval of that 889
person is a signed writing for the purposes of this section. The 890
date on which that telegram, cablegram, electronic mail, or 891
electronic or other transmission is sent is the date on which the 892
writing is signed. 893

Sec. 1701.61. Unless otherwise provided in the articles, the 894
regulations, or the bylaws, and subject to the exceptions, 895
applicable during an emergency as that term is defined in section 896
1701.01 of the Revised Code, for which provision is made in 897
division (F) of section 1701.11 of the Revised Code: 898

(A) Meetings of the directors may be called by the ~~chairman~~ 899
chairperson of the board, the president, any vice-president, or 900
any two directors~~†~~. 901

(B) Meetings of the directors may be held at any place within 902
or without the state and, unless the articles or the regulations 903
prohibit participation by directors at a meeting by means of 904
communications equipment, meetings of the directors may be held 905
through any communications equipment if all persons participating 906
can hear each other and participation in a meeting pursuant to 907
this division shall constitute presence at ~~such~~ the meeting~~†~~. 908

(C) ~~Written notice~~ Notice of the ~~time and place, if any, and~~ 910
time of each meeting of the directors shall be given to each 911
director either by personal delivery or by mail, telegram, ~~or~~ 912
cablegram, overnight delivery service, or any other means of 913
communication authorized by the director at least two days before 914

the meeting, ~~which.~~ The notice need not specify the purposes of 915
the meeting~~+~~. 916

(D) Notice of adjournment of a meeting need not be given if 917
the time and place to which it is adjourned are fixed and 918
announced at ~~such~~ the meeting. 919

Sec. 1701.69. (A) The articles may be amended from time to 920
time in any respect if the articles as amended set forth all such 921
provisions as are required in, and, except for amendments to the 922
articles as described in divisions (B)(10) and (11) of this 923
section, only such provisions as may properly be in, original 924
articles filed at the time of adopting the amendment, and, if a 925
change in issued shares is to be made, or if as the result of any 926
amendment the stated capital of any class of shares is to be 927
created, increased, reduced, or eliminated, then such provisions, 928
not inconsistent with section 1701.30 of the Revised Code, as are 929
necessary to effect such change, or to effect such creation, 930
increase, reduction, or elimination of stated capital. 931

(B) Without limiting the generality of the authority to amend 932
the articles, the articles may be amended to do any of the 933
following: 934

(1) Change the name of the corporation; 935

(2) Change the place in this state where its principal office 936
is to be located; 937

(3) Change, enlarge, or diminish its purpose or purposes; 938

(4) Increase or decrease the authorized number of shares of 939
any class; 940

(5) Authorize shares of a new class or classes; 941

(6) Increase or decrease the par value of issued or unissued 942
shares with par value; 943

(7) Change issued or unissued shares of any class, whether 944
with or without par value, into the same or a different number of 945
shares of any class with or without par value, theretofore or then 946
authorized; 947

(8) Provide that, as a result of an amendment described in 948
division (B)(6), (7), or (11) of this section, the stated capital 949
of any class of shares shall be created, increased, reduced, or 950
eliminated, consistent with section 1701.30 of the Revised Code, 951
except that, in the case of any amendment to change the 952
corporation into a nonprofit corporation, the stated capital of 953
the corporation may be reduced or eliminated; 954

(9) Change any of the express terms of issued or unissued 955
shares of any class or series, which change may include the 956
discharge, adjustment, or elimination of rights to accrued 957
undeclared cumulative dividends or distributions on the shares of 958
such class or series; 959

(10) Eliminate the right of every shareholder to vote 960
cumulatively in the election of directors or to delete a provision 961
that eliminates that right, except that, if a corporation is 962
formed after the effective date of this amendment or if a 963
corporation that exists on the effective date of this amendment 964
does not have issued and outstanding shares that are listed on a 965
national securities exchange or are regularly quoted in an 966
over-the-counter market by one or more members of a national or 967
affiliated securities association, the articles may be amended to 968
eliminate the right of every shareholder to vote cumulatively in 969
the election of directors only upon compliance with both of the 970
following: 971

(a) Except as otherwise provided in this division in 972
connection with surviving corporations in mergers and new 973
corporations resulting from consolidations, the shareholder action 974
on the amendment to the articles shall not occur earlier than 975

ninety days after the effective date of this amendment or ninety 976
days after the date that the corporation was formed, whichever 977
date is later; 978

(b) A ~~written~~ notice shall have been ~~given~~ sent to the 979
shareholders by mail, overnight delivery service, or any other 980
means of communication authorized by the shareholder to whom the 981
notice is sent that states, in solid capital letters, that an 982
effect of the amendment to the articles will be to do both of the 983
following: 984

(i) To permit a majority of a quorum of the voting power in 985
the election or removal of directors to elect or remove every 986
director; 987

(ii) To preclude a minority of a quorum of the voting power 988
in the election or removal of directors from electing or 989
preventing the removal of any director. 990

In the case of a surviving corporation as a result of a 991
merger or of a new corporation resulting from a consolidation, if 992
immediately prior to the merger or consolidation at least one of 993
the constituent corporations had issued and outstanding shares 994
listed on a national securities exchange or regularly quoted in an 995
over-the-counter market by one or more members of a national or 996
affiliated securities association, then the ninety-day limitation 997
prescribed in division (B)(10)(a) of this section does not apply 998
and the agreement of merger or consolidation, as adopted pursuant 999
to section 1701.78 or 1701.80 of the Revised Code, may eliminate, 1000
subject to division (B)(10)(b) of this section, the right of every 1001
shareholder to vote cumulatively in the election of directors. An 1002
agreement of merger or consolidation that is so adopted and that 1003
eliminates the right of every shareholder to vote cumulatively in 1004
the election of directors shall be considered an amendment 1005
permitted by this division. 1006

(11) Change a corporation into a nonprofit corporation;	1007
(12) Change any provision of the articles or add any provision that may properly be included in the articles.	1008 1009
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.	1010 1011 1012 1013 1014 1015 1016 1017
(B) The directors may adopt an amendment to the articles in the following cases:	1018 1019
(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.	1020 1021 1022 1023 1024 1025
(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.	1026 1027 1028 1029 1030 1031 1032 1033 1034 1035
(3) Whenever shares of any class have been redeemed, or have	1036

been surrendered to or acquired by the corporation upon 1037
conversion, exchange, purchase, or otherwise, the directors may 1038
adopt an amendment to reduce the authorized number of shares of 1039
the class by the number so redeemed, surrendered, or acquired; and 1040
when all of the authorized shares of a class have been redeemed or 1041
surrendered to or acquired by the corporation, the directors may 1042
adopt an amendment to eliminate from the articles all references 1043
to the shares of the class and to make other appropriate changes 1044
that are required by the elimination. 1045

(4) When articles have been amended and any change of issued 1046
or unissued shares provided for in the amendment or amended 1047
articles has become effective, the directors may adopt an 1048
amendment to eliminate from the articles all references to the 1049
change of shares and to make any other appropriate changes that 1050
are required by the elimination; however, an amendment to articles 1051
that is so adopted by the directors shall contain a statement with 1052
respect to the authorized number and the par value, if any, of the 1053
shares of each class. 1054

(5) After a merger or consolidation, in which the surviving 1055
or new corporation is a domestic corporation, becomes effective, 1056
the directors may adopt an amendment: 1057

(a) To eliminate from the articles any statement or provision 1058
pertaining exclusively to the merger or consolidation, or that was 1059
required to be set forth in the agreement of merger or 1060
consolidation and that would not be required in original articles 1061
or amendments to articles filed at the time the statement or 1062
provision was adopted; 1063

(b) To make any other appropriate changes required by that 1064
elimination. 1065

An amendment to articles adopted by the directors under 1066
division (B)(5) of this section need not contain or continue any 1067

statement with respect to the amount of stated capital. 1068

(6) Unless otherwise provided in the articles, the directors 1069
may adopt an amendment changing the name of the corporation. 1070

(7) The directors may adopt an amendment changing the place 1071
in this state where the principal office of the corporation is to 1072
be located. 1073

(8) When the directors have declared a dividend or 1074
distribution on any class of outstanding shares of the corporation 1075
to be paid in shares of the same class, the directors may adopt an 1076
amendment to proportionately increase the authorized number of 1077
shares of the class, provided that the corporation has only one 1078
class of shares outstanding or the dividend or distribution is not 1079
substantially prejudicial to the holders of any other class of the 1080
corporation's shares, and further provided that such an amendment 1081
be adopted concurrently with the amendment described in division 1082
(B)(10) of this section when the dividend or distribution is 1083
declared on outstanding shares with par value. 1084

(9) The directors may adopt an amendment to change each 1085
issued and unissued authorized share of an outstanding class into 1086
a greater number of shares of that class and to proportionately 1087
increase the authorized number of shares of that class, provided 1088
that the corporation has only one class of shares outstanding or 1089
the change is not substantially prejudicial to the holders of any 1090
other class of the corporation's shares, and further provided that 1091
such an amendment be adopted concurrently with the amendment 1092
described in division (B)(10) of this section when the change is 1093
made to outstanding shares with par value. 1094

(10) Concurrently with the adoption of an amendment under 1095
division (B)(8) or (9) of this section, the directors may adopt an 1096
amendment decreasing the par value of issued and unissued shares 1097
of a particular class to the extent necessary to prevent an 1098

increase in the aggregate par value of the outstanding shares of 1099
the class as a result of the dividend or distribution described in 1100
division (B)(8) of this section or the change described in 1101
division (B)(9) of this section. 1102

(C) If a vote on the adoption of an amendment is required by 1103
division (B)(4) of section 1701.71 of the Revised Code, any 1104
amendment to the articles adopted pursuant to division (B) of this 1105
section that creates a class or series of shares the express terms 1106
of which provide for the convertibility of the shares into shares 1107
of another class shall also require the approval of the holders, 1108
voting as a class, of any issued and outstanding shares into which 1109
the shares may be converted. 1110

(D) Divisions (B)(6) to (10) of this section shall not apply 1111
to a corporation with one hundred or fewer shareholders unless the 1112
corporation was created on or after the effective date of this 1113
amendment, or the articles of the corporation have been amended in 1114
compliance with section 1701.71 or 1701.73 of the Revised Code 1115
specifically to make those divisions applicable. 1116

Sec. 1701.71. (A)(1) Except as otherwise provided in this 1117
division or division (A)(2) of this section, the shareholders, at 1118
a meeting held for that purpose, may adopt an amendment, including 1119
any amendment that could be adopted by the directors, by the 1120
affirmative vote of the holders of shares entitling them to 1121
exercise two-thirds of the voting power of the corporation on the 1122
proposal or, if the articles provide or permit, by the affirmative 1123
vote of a greater or lesser proportion, but not less than a 1124
majority, of such voting power, and by the affirmative vote of the 1125
holders of shares of any particular class that is required by the 1126
articles. Any amendment that would change or eliminate the 1127
classification of directors of an issuing public corporation whose 1128
directors are classified pursuant to section 1701.57 of the 1129

Revised Code shall be adopted by the shareholders only at a 1130
meeting expressly held for that purpose, by the affirmative votes 1131
required under this division, and also by the affirmative vote of 1132
the holders of at least a majority of disinterested shares voted 1133
on the proposal determined as specified in division (C)(9) of 1134
section 1704.01 of the Revised Code. If, at the time an amendment 1135
to eliminate cumulative voting rights permitted by division 1136
(B)(10) of section 1701.69 of the Revised Code is acted upon by 1137
the shareholders, a corporation does not have issued and 1138
outstanding shares that are listed on a national securities 1139
exchange or are regularly quoted in an over-the-counter market by 1140
one or more members of a national or affiliated securities 1141
association, that amendment shall not be adopted if the votes of a 1142
sufficient number of shares are cast against the amendment that, 1143
if cumulatively voted at an election of all the directors, or all 1144
the directors of a particular class, as the case may be, would at 1145
the time the amendment is acted upon by the shareholders be 1146
sufficient to elect at least one director. 1147

(2) Whenever under division (B) of this section the holders 1148
of shares of any particular class are entitled to vote as a class 1149
on the adoption of an amendment, the amendment, in order to be 1150
adopted, must receive the affirmative vote of the holders of at 1151
least two-thirds of the shares of that class or, if the articles 1152
provide or permit, a greater or lesser proportion, but not less 1153
than a majority, of the shares of that class. If the proposed 1154
amendment would authorize any particular corporate action that, 1155
under any applicable provision of law or under the existing 1156
articles, could be authorized only by or pursuant to a specified 1157
vote of shareholders, the amendment, in order to be adopted, must 1158
receive the affirmative vote so specified. 1159

(B) Regardless of limitations or restrictions in the articles 1160
on the voting rights of the shares of any class, the holders of 1161

shares of a particular class, and in the cases specified in 1162
divisions (B)(6), (7), and (8) of this section the holders of 1163
shares of every class, shall be entitled to vote as a class on the 1164
adoption of an amendment that does any of the following: 1165

(1) Increases or decreases the par value of the issued shares 1167
of the particular class, except in the case of an amendment to the 1168
articles adopted by the directors pursuant to division (B)(10) of 1169
section 1701.70 of the Revised Code; 1170

(2) Changes issued shares of the particular class, whether 1171
with or without par value, into a lesser number of shares of the 1172
same class or into the same or a different number of shares of any 1173
other class, with or without par value, previously or then 1174
authorized; 1175

(3) Changes the express terms, or adds express terms, of the 1176
shares of the particular class in any manner substantially 1177
prejudicial to the holders of the shares; 1178

(4) Changes the express terms of issued shares of any class 1179
senior to the particular class in any manner substantially 1180
prejudicial to the holders of shares of the particular class; 1181

(5) Authorizes shares of another class that are convertible 1182
into, or authorizes the conversion of shares of another class 1183
into, shares of the particular class, or authorizes the directors 1184
to fix or alter conversion rights of shares of another class that 1185
are convertible into shares of the particular class; provided, 1186
however, both of the following apply: 1187

(a) The failure to obtain the shareholders' approval only 1188
prevents the conversion of the shares until the shareholders' 1189
approval is obtained and does not otherwise affect the 1190
authorization or any other express terms of the shares; 1191

(b) The articles may provide that no vote of the holders of 1192

common shares, as a class, is required in connection with the 1193
authorization of shares of any class that are convertible into 1194
common shares. 1195

(6) Provides, in the case of an amendment described in 1196
division (B)(1) or (2) of this section, that the stated capital of 1197
the corporation shall be reduced or eliminated as a result of the 1198
amendment, or provides, in the case of an amendment described in 1199
division (B)(5) of this section, that the stated capital of the 1200
corporation shall be reduced or eliminated upon the exercise of 1201
such conversion rights, provided that any reduction or elimination 1202
is consistent with section 1701.30 of the Revised Code; 1203

(7) Changes substantially the purposes of the corporation, or 1204
provides that a subsequent amendment to the articles may be 1205
adopted that changes substantially the purposes of the 1206
corporation; 1207

(8) Changes a corporation into a nonprofit corporation. 1208

(C) An amendment that changes a corporation into a nonprofit 1209
corporation shall contain a statement of purposes proper in the 1210
case of a nonprofit corporation and a statement that, after the 1211
effective date of the amendment, the corporation shall be subject 1212
to the provisions of the Revised Code relating to nonprofit 1213
corporations. In the case of a corporation formed on or after June 1214
9, 1927, the amendment also shall provide for the cancellation of 1215
all outstanding shares and the terms and considerations, if any, 1216
for the cancellation. In the case of a corporation formed prior to 1217
June 9, 1927, the amendment may provide for the cancellation of 1218
outstanding shares, but if it does not so provide, the amendment 1219
shall contain a provision forbidding the payment of dividends or 1220
distributions on any shares after the effective date of the 1221
amendment. 1222

Sec. 1701.73. (A) Upon the adoption of any amendment or 1223

amended articles, a certificate containing a copy of the 1224
resolution adopting the amendment or amended articles, a statement 1225
of the manner of its adoption, and, in the case of adoption of the 1226
resolution by the incorporators or directors, a statement of the 1227
basis for such adoption, shall be filed with the secretary of 1228
state, and thereupon the articles shall be amended accordingly, 1229
any change of shares provided for in the amendment or amended 1230
articles shall become effective, and the amended articles shall 1231
supersede the existing articles. When an amendment or amended 1232
articles are adopted by the directors pursuant to section 1701.70 1233
of the Revised Code, the corporation shall send notice of the 1234
amendment or amended articles, and a copy or summary thereof, by 1235
mail, overnight delivery service, or any other means of 1236
communication authorized by the shareholder to whom the notice and 1237
copy or summary are sent, to each shareholder of the corporation 1238
of record as of the date on which the directors approved the 1239
amendment or amended articles. The notice shall be sent to the 1240
shareholders within twenty days after the filing of the 1241
certificate required by this division. 1242

(B) When an amendment or amended articles are adopted by the 1243
incorporators, the certificate shall be signed by each of them. 1244

(C) When an amendment or amended articles are adopted by the 1245
directors or by the shareholders, the certificate shall be signed 1246
by any authorized officer. 1247

(D) A copy of an amendment or amended articles changing the 1248
name of a corporation or its principal office in this state, 1249
certified by the secretary of state, may be filed for record in 1250
the office of the county recorder of any county in this state, and 1251
for such recording the county recorder shall charge and collect 1252
the same fee as provided for in division (A) of section 317.32 of 1253
the Revised Code. Such copy shall be recorded in the records of 1254
deeds. 1255

Sec. 1701.80. (A) Pursuant to an agreement of merger between 1256
the constituent corporations as provided in this section and 1257
provided that the provisions of Chapter 1704. of the Revised Code 1258
do not prevent the merger from being effected, one or more 1259
domestic or foreign subsidiaries may be merged into a domestic or 1260
foreign parent corporation, provided that the parent owns ninety 1261
per cent or more of each class of the outstanding shares of each 1262
subsidiary, that at least one constituent corporation is a 1263
domestic corporation, and that, in the case of a domestic parent, 1264
the conditions set forth in divisions (D)(1), (2), (3), and (4) of 1265
section 1701.78 of the Revised Code do not exist. 1266

(B) The agreement of merger shall set forth the designation 1267
and the number of the outstanding shares of each class of each 1268
subsidiary constituent corporation and the number of shares of 1269
each such class owned by the surviving corporation. It shall also 1270
set forth any statements and matters that are required, and may 1271
set forth any provision that is permitted, in a merger under 1272
section 1701.78 of the Revised Code if the surviving corporation 1273
is a domestic corporation or under section 1701.79 of the Revised 1274
Code if the surviving corporation is a foreign corporation. 1275

(C)(1) To effect the merger, the agreement shall be approved 1276
by the directors of each domestic constituent corporation, but it 1277
need not be adopted by the shareholders of any domestic 1278
constituent corporation. If any constituent corporation is a 1279
foreign corporation, the agreement shall be approved or otherwise 1280
authorized by or on behalf of each foreign constituent corporation 1281
in accordance with the laws of the state under which it exists. 1282

(2) Within twenty days after the approval of the agreement of 1283
merger by the directors of each domestic constituent corporation, 1284
the surviving corporation shall deliver or send ~~written~~ notice of 1285
such approval and copy or summary of the agreement to each 1286

shareholder of each domestic constituent corporation, other than 1287
the surviving corporation, of record as of the date on which the 1288
directors of the surviving corporation approved the agreement by 1289
mail, overnight delivery service, or any other means of 1290
communication authorized by the shareholder to whom the notice and 1291
copy or summary are sent. 1292

(D) The approval of the agreement of merger by the directors 1293
of a domestic constituent corporation under this section 1294
constitutes adoption by that corporation. 1295

Sec. 1701.801. (A) Pursuant to an agreement of merger between 1296
the constituent corporations as provided in this section and 1297
provided that the provisions of Chapter 1704. of the Revised Code 1298
do not prevent the merger from being effected, one or more 1299
domestic or foreign corporations may be merged into a domestic 1300
corporation, provided that the domestic surviving corporation is a 1301
subsidiary of one of the constituent corporations and that the 1302
parent constituent corporation owns ninety per cent or more of 1303
each class of the outstanding shares of the surviving subsidiary 1304
corporation. 1305

(B) The agreement of merger shall set forth the designation 1306
and the number of the outstanding shares of each class of the 1307
surviving subsidiary corporation and the number of shares of each 1308
such class owned by the parent constituent corporation. It shall 1309
also set forth any statements and matters that are required, and 1310
may set forth any provision that is permitted, in a merger under 1311
section 1701.78 of the Revised Code. 1312

(C)(1) To effect the merger, the agreement shall be approved 1313
by the directors of each domestic constituent corporation and 1314
shall be adopted by the shareholders of each domestic constituent 1315
corporation in the same manner and with the same notice to and 1316
vote of shareholders or holders of a particular class of shares as 1317

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	1379
certificate shall be prepared, on a form prescribed by the	1380
secretary of state, setting forth the following:	1381
(1) The name of the corporation;	1382
(2) A statement that a resolution of dissolution has been	1383
adopted;	1384
(3) A statement of the manner of adoption of such resolution,	1385
and, in the case of its adoption by the incorporators or	1386
directors, a statement of the basis for such adoption;	1387
(4) The place in this state where its principal office is or	1388
is to be located;	1389
(5) The names and addresses of its directors and officers,	1390
unless the resolution of dissolution is adopted by the	1391
incorporators, in which event the names and addresses of the	1392
incorporators shall be set forth in the certificate;	1393
(6) The name and address of its statutory agent;	1394
<u>(7) The date of dissolution, if other than the filing date.</u>	1395
(G) Such certificate shall be signed as follows:	1396
(1) When the resolution of dissolution is adopted by the	1397
incorporators or a majority of them, the certificate shall be	1398
signed by not less than a majority of them;	1399
(2) When the resolution is adopted by the directors or by the	1400
shareholders, the certificate shall be signed by any authorized	1401
officer, unless the officer fails to execute and file such	1402
certificate within thirty days after the adoption of the	1403
resolution or upon any date specified in the resolution as the	1404
date upon which such certificate is to be filed or upon the	1405
expiration of any period specified in the resolution as the period	1406
within which such certificate is to be filed, whichever is latest,	1407
in which event the certificate of dissolution may be signed by any	1408

three shareholders and shall set forth a statement that the 1409
persons signing the certificate are shareholders and are filing 1410
the certificate because of the failure of the officers to do so. 1411

(H) A certificate of dissolution, filed with the secretary of 1412
state, shall be accompanied by: 1413

(1) An affidavit of one or more of the persons executing the 1414
certificate of dissolution or of an officer of the corporation 1415
containing a statement of the counties, if any, in this state in 1416
which the corporation has personal property or a statement that 1417
the corporation is of a type required to pay personal property 1418
taxes to state authorities only; 1419

(2) A receipt, certificate, or other evidence showing the 1420
payment of all franchise, sales, use, and highway use taxes 1421
accruing up to the date of such filing or, if applicable, to the 1422
later date specified in the certificate of dissolution in 1423
accordance with division (F) of this section, or that such payment 1424
has been adequately guaranteed; 1425

(3) A receipt, certificate, or other evidence showing the 1426
payment of all personal property taxes accruing up to the date of 1427
such filing or, if applicable, to the later date specified in the 1428
certificate of dissolution in accordance with division (F) of this 1429
section, or that such payment has been adequately guaranteed; 1430

(4) A receipt, certificate, or other evidence from the 1431
director of job and family services showing that all contributions 1432
due from the corporation as an employer have been paid, or that 1433
such payment has been adequately guaranteed, or that the 1434
corporation is not subject to such contributions; 1435

(5) A receipt, certificate, or other evidence from the bureau 1436
of workers' compensation showing that all premiums due from the 1437
corporation as an employer have been paid, or that such payment 1438
has been adequately guaranteed, or that the corporation is not 1439

subject to such premium payments; 1440

(6) In lieu of the receipt, certificate, or other evidence 1441
described in division (H)(2), (3), (4), or (5) of this section, an 1442
affidavit of one or more persons executing the certificate of 1443
dissolution or of an officer of the corporation containing a 1444
statement of the date upon which the particular department, 1445
agency, or authority was advised in writing of the scheduled 1446
effective date of filing of the ~~certificate~~ of dissolution and was 1447
advised in writing of the acknowledgment by the corporation of the 1448
applicability of the provisions of section 1701.95 of the Revised 1449
Code. 1450

(I) Upon the filing of a certificate of dissolution and such 1451
accompanying documents or on a later date specified in the 1452
certificate that is not more than ninety days after the filing, 1453
the corporation shall be dissolved. 1454

Sec. 1701.93. (A) No officer, director, employee, or agent of 1455
a corporation shall, either alone or with another or others, with 1456
intent to deceive: 1457

(1) Make, issue, deliver, ~~transmit by mail, or publish, or~~ 1458
send by mail or by any other means of communication any 1459
prospectus, report, circular, certificate, statement, balance 1460
sheet, exhibit, or document, respecting the shares, assets, 1461
liabilities, capital, business, dividends or distributions, 1462
earnings, or accounts of a corporation, ~~which that~~ is false in any 1463
material respect, knowing ~~such the~~ statement to be false; 1464

(2) Having charge of any books, minutes, records, or accounts 1465
of a corporation, make ~~therein in them~~ any entry ~~which that~~ is 1466
false in any material respect, knowing ~~such the~~ entry to be false, 1467
or remove, erase, alter, or cancel any entry ~~therein in them,~~ 1468
knowing that the entries resulting ~~therefrom~~ from them will be 1469
false. 1470

(B) Whoever violates this section shall be personally liable, 1471
jointly and severally, with all other persons participating with 1472
~~him~~ the offender in any ~~such~~ act of that type, to any person for 1473
any damage actually suffered and proximately resulting from ~~such~~ 1474
the act. 1475

(C) No action to enforce a liability under this section shall 1476
be brought after four years from the time of the act complained 1477
of. 1478

(D) Remedies under this section are not exclusive of other 1479
remedies at common law or under other statutes. 1480

Sec. 1701.94. (A) Every corporation ~~which~~ that fails to: 1481

(1) Keep the books of account, minutes of proceedings, or 1482
records of shareholders as required by section 1701.37 of the 1483
Revised Code; 1484

(2) Comply with division (C) of section 1701.11 of the 1485
Revised Code with respect to mailing a copy of an amendment to, or 1486
copy of new, regulations; 1487

(3) Perform the obligation imposed on it by division (C) of 1488
section 1701.25 of the Revised Code; 1489

(4) ~~Mail~~ Send to any shareholder making written request 1490
therefor, within the period provided for in division (C) of 1491
section 1701.38 of the Revised Code, a copy of the financial 1492
statement referred to in that section; 1493

(5) Lay before the shareholders or make available in the 1494
manner provided for in division (D) of section 1701.38 of the 1495
Revised Code at a proper meeting of shareholders, upon request of 1496
any shareholder at such meeting, such financial statement; 1497

(6) Produce at a meeting of shareholders, upon request of any 1498
shareholder at such meeting, the list or lists of shareholders 1499

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.

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(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.

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(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.

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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

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forth the following:	1531
(1) The name of the corporation;	1532
(2) The place in this state where the principal office of the corporation is to be located;	1533 1534
(3) The purpose or purposes for which the corporation is formed.	1535 1536
(B) The articles also may set forth the following:	1537
(1) The names of individuals who are to serve as the initial directors;	1538 1539
(2) The names of any persons or the designation of any group of persons who are to be the initial members;	1540 1541
(3) Any qualification of membership and the classification of members;	1542 1543
(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;	1544 1545 1546 1547 1548 1549
(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;	1550 1551 1552 1553 1554 1555 1556
(6) Any provision that may be set forth in the regulations;	1557
(7) A provision specifying the period of existence of the corporation if it is to be otherwise than perpetual;	1558 1559

(8) Any additional provision permitted by this chapter.	1560
(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.	1561 1562 1563 1564
(D) The legal existence of the corporation shall begin <u>begins</u> upon the filing of the articles <u>or on a later date specified in the articles that is not more than ninety days after the filing,</u> and, unless the articles otherwise provide, its period of existence shall be perpetual.	1565 1566 1567 1568 1569
Sec. 1702.47. (A) A corporation may be dissolved voluntarily in the manner provided in this section.	1570 1571
(B) A resolution of dissolution for a corporation shall set forth:	1572 1573
(1) That the corporation elects to be dissolved;	1574
(2) Any additional provision deemed necessary with respect to the proposed dissolution and winding up.	1575 1576
(C) The directors may adopt a resolution of dissolution in the following cases:	1577 1578
(1) When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;	1579 1580
(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;	1581 1582 1583
(3) When substantially all of the assets have been sold at judicial sale or otherwise;	1584 1585
(4) When the period of existence of the corporation specified in its articles has expired.	1586 1587

(D) The voting members at a meeting held for such purpose may 1588
adopt a resolution of dissolution by the affirmative vote of a 1589
majority of the voting members present in person or, if permitted, 1590
by mail or by proxy, if a quorum is present or, if the articles or 1591
the regulations provide or permit, by the affirmative vote of a 1592
greater or lesser proportion or number of the voting members, and 1593
by such affirmative vote of the voting members of any particular 1594
class as is required by the articles or the regulations. Notice of 1595
the meeting of the members shall be given to all the members 1596
entitled to vote thereat. 1597

(E) Upon the adoption of a resolution of dissolution, a 1598
certificate shall be prepared, on a form prescribed by the 1599
secretary of state, setting forth the following: 1600

(1) The name of the corporation; 1601

(2) A statement that a resolution of dissolution has been 1602
adopted; 1603

(3) A statement of the manner of adoption of such resolution, 1604
and, in the case of its adoption by the directors, a statement of 1605
the basis for such adoption; 1606

(4) The place in this state where its principal office is or 1607
is to be located; 1608

(5) The names and addresses of its directors and officers; 1609

(6) The name and address of its statutory agent; 1610

(7) The date of dissolution, if other than the filing date. 1611

(F) Such certificate shall be signed by any authorized 1612
officer, unless the officer fails to execute and file such 1613
certificate within thirty days after the adoption of the 1614
resolution, or upon any date specified in the resolution as the 1615
date upon which such certificate is to be filed, or upon the 1616
expiration of any period specified in the resolution as the period 1617

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.

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

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(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;

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(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;

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(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;

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(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;

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(5) In lieu of the receipt, certificate, or other evidence 1649
described in division (G)(2), (3), or (4) of this section, an 1650
affidavit of one or more of the persons executing the certificate 1651
of dissolution or of an officer of the corporation containing a 1652
statement of the date upon which the particular department, 1653
agency, or authority was advised in writing of the scheduled 1654
effective date of the ~~filing of the certificate of~~ dissolution and 1655
was advised in writing of the acknowledgement by the corporation 1656
of the applicability of section 1702.55 of the Revised Code. 1657

(H) Upon the filing of a certificate of dissolution and such 1658
accompanying documents or on a later date specified in the 1659
certificate that is not more than ninety days after the filing, 1660
the corporation shall be dissolved. 1661

Sec. 1703.06. Any person intending to organize a corporation 1662
under the laws of another state, or any foreign corporation 1663
intending to transact business in this state or intending to 1664
change its name, may file in the office of the secretary of state, 1665
in writing and on a form prescribed by the secretary of state, an 1666
application for the exclusive use of a name to be used by ~~such~~ 1667
that proposed or existing foreign corporation. If the secretary of 1668
state finds that such a name is proper under section 1703.04 of 1669
the Revised Code, the secretary of state shall indorse the 1670
secretary of state's approval upon ~~such~~ the application, and from 1671
the date of ~~such~~ that indorsement ~~such~~ the applicant shall have 1672
the exclusive use of ~~such~~ that name for a period of ~~sixty one~~ 1673
hundred eighty days. The rights so secured may be transferred by 1674
the holder ~~thereof~~ of the rights by filing in the office of the 1675
secretary of state a written transfer setting forth the name and 1676
address of the transferee. Every ~~such~~ application under this 1677
section shall be accompanied by a fee of ~~five~~ fifty dollars, which 1678
shall be returned in the event that the application is not 1679
approved. 1680

Sec. 1705.04. (A) One or more persons, without regard to 1681
residence, domicile, or state of organization, may form a limited 1682
liability company. ~~The company is formed when one or more persons~~ 1683
~~or their authorized representative signs and files~~ articles of 1684
organization shall be signed and filed with the secretary of state 1685
~~articles of organization that~~ and shall set forth all of the 1686
following: 1687

(1) The name of the company; 1688

(2) Except as provided in division (B) of this section, the 1689
period of its duration, which may be perpetual; 1690

(3) Any other provisions that are from the operating 1691
agreement or that are not inconsistent with applicable law and 1692
that the members elect to set out in the articles for the 1693
regulation of the affairs of the company. 1694

The legal existence of the company begins upon the filing of 1695
the articles of organization or on a later date specified in the 1696
articles of organization that is not more than ninety days after 1697
the filing. 1698

(B) If the articles of organization or operating agreement do 1699
not set forth the period of the duration of the limited liability 1700
company, its duration shall be perpetual. 1701

(C) If a limited liability company is formed under this 1702
chapter for the purpose of rendering a professional service, the 1703
kinds of professional services authorized under Chapters 4703. and 1704
4733. of the Revised Code, or a combination of the professional 1705
services of optometrists authorized under Chapter 4725. of the 1706
Revised Code, chiropractors authorized under Chapter 4734. of the 1707
Revised Code, psychologists authorized under Chapter 4732. of the 1708
Revised Code, registered or licensed practical nurses authorized 1709
under Chapter 4723. of the Revised Code, pharmacists authorized 1710

under Chapter 4729. of the Revised Code, physical therapists 1711
authorized under sections 4755.40 to 4755.53 of the Revised Code, 1712
mechanotherapists authorized under section 4731.151 of the Revised 1713
Code, and doctors of medicine and surgery, osteopathic medicine 1714
and surgery, or podiatric medicine and surgery authorized under 1715
Chapter 4731. of the Revised Code, the following apply: 1716

(1) Each member, employee, or other agent of the company who 1717
renders a professional service in this state and, if the 1718
management of the company is not reserved to its members, each 1719
manager of the company who renders a professional service in this 1720
state shall be licensed, certificated, or otherwise legally 1721
authorized to render in this state the same kind of professional 1722
service; if applicable, the kinds of professional services 1723
authorized under Chapters 4703. and 4733. of the Revised Code; or, 1724
if applicable, any of the kinds of professional services of 1725
optometrists authorized under Chapter 4725. of the Revised Code, 1726
chiropractors authorized under Chapter 4734. of the Revised Code, 1727
psychologists authorized under Chapter 4732. of the Revised Code, 1728
registered or licensed practical nurses authorized under Chapter 1729
4723. of the Revised Code, pharmacists authorized under Chapter 1730
4729. of the Revised Code, physical therapists authorized under 1731
sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists 1732
authorized under section 4731.151 of the Revised Code, or doctors 1733
of medicine and surgery, osteopathic medicine and surgery, or 1734
podiatric medicine and surgery authorized under Chapter 4731. of 1735
the Revised Code. 1736

(2) Each member, employee, or other agent of the company who 1737
renders a professional service in another state and, if the 1738
management of the company is not reserved to its members, each 1739
manager of the company who renders a professional service in 1740
another state shall be licensed, certificated, or otherwise 1741
legally authorized to render that professional service in the 1742

other state. 1743

(D) Except for the provisions of this chapter pertaining to 1744
the personal liability of members, employees, or other agents of a 1745
limited liability company and, if the management of the company is 1746
not reserved to its members, the personal liability of managers of 1747
the company, this chapter does not restrict, limit, or otherwise 1748
affect the authority or responsibilities of any agency, board, 1749
commission, department, office, or other entity to license, 1750
certificate, register, and otherwise regulate the professional 1751
conduct of individuals or organizations of any kind rendering 1752
professional services in this state or to regulate the practice of 1753
any profession that is within the jurisdiction of the agency, 1754
board, commission, department, office, or other entity, 1755
notwithstanding that the individual is a member or manager of a 1756
limited liability company and is rendering the professional 1757
services or engaging in the practice of the profession through the 1758
limited liability company or that the organization is a limited 1759
liability company. 1760

(E) No limited liability company formed for the purpose of 1761
providing a combination of the professional services, as defined 1762
in section 1785.01 of the Revised Code, of optometrists authorized 1763
under Chapter 4725. of the Revised Code, chiropractors authorized 1764
under Chapter 4734. of the Revised Code, psychologists authorized 1765
under Chapter 4732. of the Revised Code, registered or licensed 1766
practical nurses authorized under Chapter 4723. of the Revised 1767
Code, pharmacists authorized under Chapter 4729. of the Revised 1768
Code, physical therapists authorized under sections 4755.40 to 1769
4755.53 of the Revised Code, mechanotherapists authorized under 1770
section 4731.151 of the Revised Code, and doctors of medicine and 1771
surgery, osteopathic medicine and surgery, or podiatric medicine 1772
and surgery authorized under Chapter 4731. of the Revised Code 1773
shall control the professional clinical judgment exercised within 1774

accepted and prevailing standards of practice of a licensed, 1775
certificated, or otherwise legally authorized optometrist, 1776
chiropractor, psychologist, nurse, pharmacist, physical therapist, 1777
mechanotherapist, or doctor of medicine and surgery, osteopathic 1778
medicine and surgery, or podiatric medicine and surgery in 1779
rendering care, treatment, or professional advice to an individual 1780
patient. 1781

This division does not prevent a hospital, as defined in 1782
section 3727.01 of the Revised Code, insurer, as defined in 1783
section 3999.36 of the Revised Code, or intermediary organization, 1784
as defined in section 1751.01 of the Revised Code, from entering 1785
into a contract with a limited liability company described in this 1786
division that includes a provision requiring utilization review, 1787
quality assurance, peer review, or other performance or quality 1788
standards. Those activities shall not be construed as controlling 1789
the professional clinical judgment of an individual practitioner 1790
listed in this division. 1791

Sec. 1775.64. (A) Before transacting business in this state, 1792
a foreign limited liability partnership shall file a registration 1793
application with the secretary of state. The application shall be 1794
on a form prescribed by the secretary of state and shall set forth 1795
only the following information: 1796

(1) The name of the partnership; 1797

(2) The jurisdiction pursuant to the laws of which it was 1798
organized as a limited liability partnership; 1799

(3) The address of its principal office or, if the 1800
partnership's principal office is not located in this state, the 1801
address of a registered office; 1802

(4) The name and address of its agent for service of process 1803
in this state; 1804

(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 1836
applicable types of professional services for which the 1837
association was organized. This statement shall be made on a form 1838
that the secretary of state shall prescribe, shall be signed by an 1839
officer of the association, and shall be filed in the office of 1840
the secretary of state. 1841

If any professional association fails to file the ~~annual~~ 1842
biennial statement within the time required by this section, the 1843
secretary of state shall give notice of the failure by certified 1844
mail, return receipt requested, to the last known address of the 1845
association or its agent. If the ~~annual~~ biennial statement is not 1846
filed within thirty days after the mailing of the notice, the 1847
secretary of state, upon the expiration of that period, shall 1848
cancel the association's articles of incorporation, give notice of 1849
the cancellation to the association by mail sent to the last known 1850
address of the association or its agent, and make a notation of 1851
the cancellation on the records of the secretary of state. 1852

A professional association whose articles have been canceled 1853
pursuant to this section may be reinstated by filing an 1854
application for reinstatement and the required ~~annual~~ biennial 1855
statement or statements and by paying the reinstatement fee 1856
specified in division (Q) of section 111.16 of the Revised Code. 1857
The rights, privileges, and franchises of a professional 1858
association whose articles have been reinstated are subject to 1859
section 1701.922 of the Revised Code. The secretary of state shall 1860
inform the tax commissioner of all cancellations and 1861
reinstatements under this section. 1862

Sec. 5733.03. The annual corporation report shall include 1863
statements of the following facts as of the date of the beginning 1864
of the corporation's annual accounting period that includes the 1865
first day of January of the tax year: 1866

(A) The name of the corporation;	1867
(B) The name of the state or country under the laws of which it is incorporated;	1868 1869
(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;	1870 1871 1872 1873
(D) The names of its president, secretary, treasurer, and statutory agent in this state, with the post office address of each;	1874 1875 1876
(E) The kind of business in which the corporation is engaged;	1877 1878
(F) The date of the beginning of the corporation's annual accounting period that includes the first day of January of the tax year;	1879 1880 1881
(G) All other information that the tax commissioner requires for the proper administration and enforcement of this chapter.	1882 1883
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 <u>that</u> corporation, to keep such <u>those</u> records as <u>that</u> the commissioner considers necessary to show whether, and the extent to which, a corporation is subject to this chapter. Such <u>Those</u> 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.	1884 1885 1886 1887 1888 1889 1890 1891 1892 1893 1894 1895 1896 1897

Any information gained as the result of returns, 1898
investigations, hearings, or verifications required or authorized 1899
by ~~Chapter 5733. of the Revised Code~~ this chapter is confidential, 1900
and no person shall disclose such information, except for official 1901
purposes, or as provided by division (B) of section 5703.21 or 1902
section 5715.50 of the Revised Code, or in accordance with a 1903
proper judicial order. The tax commissioner may furnish the 1904
internal revenue service with copies of returns filed. This 1905
section does not prohibit the publication of statistics in a form 1906
~~which that~~ does not disclose information with respect to 1907
individual taxpayers. 1908

~~By the thirty first day of March each year, the tax 1909
commissioner shall release to the secretary of state the name and 1910
address of each corporation and the name and address of the 1911
statutory agent of that corporation as indicated in the 1912
corporation's annual report filed during the preceding calendar 1913
year.~~ 1914

Section 2. That existing sections 111.16, 1329.58, 1701.04, 1915
1701.07, 1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1916
1701.42, 1701.51, 1701.54, 1701,61, 1701.69, 1701.70, 1701.71, 1917
1701.73, 1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1918
1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 of the 1919
Revised Code are hereby repealed. 1920