

As Reported by the House Civil and Commercial Law Committee

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Sub. H. B. No. 278

REPRESENTATIVES Manning, Willamowski, Seitz, Latta, Grendell

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 48
one hundred twenty-five dollars or greater than one hundred 49

thousand dollars. 50

(B) For filing and recording a certificate of amendment to or 51
amended articles of incorporation of a domestic corporation, or 52
for filing and recording a certificate of reorganization, a 53
certificate of dissolution, or an amendment to a foreign license 54
application: 55

(1) If the domestic corporation is not authorized to issue 56
any shares of capital stock, fifty dollars; 57

(2) If the domestic corporation is authorized to issue shares 58
of capital stock, fifty dollars, and in case of any increase in 59
the number of shares authorized to be issued, a further sum 60
computed in accordance with the schedule set forth in division 61
(A)(2) of this section less a credit computed in the same manner 62
for the number of shares previously authorized to be issued by the 63
corporation; provided no fee under division (B)(2) of this section 64
shall be greater than one hundred thousand dollars; 65

(3) If the foreign corporation is not authorized to issue any 66
shares of capital stock, fifty dollars; 67

(4) If the foreign corporation is authorized to issue shares 68
of capital stock, fifty dollars. 69

(C) For filing and recording articles of incorporation of a 70
savings and loan association, one hundred twenty-five dollars; and 71
for filing and recording a certificate of amendment to or amended 72
articles of incorporation of a savings and loan association, fifty 73
dollars; 74

(D) For filing and recording a certificate of merger or 75
consolidation, one hundred twenty-five dollars and, in the case of 76
any new corporation resulting from a consolidation or any 77
surviving corporation that has an increased number of shares 78
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
	110
(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

(2) For creating and affixing the seal of the office of the 128
secretary of state to the certificates described in division (E) 129
of section 1701.81, division (E) of section 1705.38, or division 130
(D) of section 1702.43 of the Revised Code, twenty-five dollars. 131
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, fifty dollars;	174 175
(3) An application to renew any item covered by division (S)(1) or (2) of this section that is permitted to be renewed, twenty-five dollars;	176 177 178
(4) An assignment of rights for use of a name covered by division (S)(1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.	179 180 181 182 183
(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, one hundred twenty-five dollars; and for filing and recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars;	184 185 186 187 188 189
(U)(1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;	190 191 192
(2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.	193 194 195 196 197
Fees specified in this section may be paid by cash, check, or money order, by credit card <u>card</u> in accordance with section 113.40 of the Revised Code, or by an alternative payment program in accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any credit card is not subject to disclosure under Chapter 149. of the	198 199 200 201 202 203

Revised Code. 204

Sec. 111.25. The secretary of state shall prescribe the forms 205
for persons to use in complying with the requirements of Title 206
XVII of the Revised Code to the extent that those requirements 207
relate to filings with the office of the secretary of state. 208

Sec. 1329.58. Registration of a trademark or service mark 209
under sections 1329.54 to 1329.67 of the Revised Code shall be 210
effective for a term of ten years from the date of registration. 211
Upon the filing of an application within six months prior to the 212
expiration of that term on a form furnished by the secretary of 213
state, the registrant may renew the registration at the end of 214
each ten-year period for a similar term. The renewal fee specified 215
in division (U)(2) of section 111.16 of the Revised Code, payable 216
to the secretary of state, shall accompany the renewal 217
application. The renewal application shall require the applicant 218
to state that the mark still is in use in this state. The renewal 219
application shall be accompanied by a specimen of the mark as 220
actually used and shall contain a brief description of the mark as 221
it appears on the specimen. 222

Sec. 1701.04. (A) Any person, singly or jointly with others, 223
and without regard to residence, domicile, or state of 224
incorporation, may form a corporation by signing and filing with 225
the secretary of state articles of incorporation ~~which~~ that shall 226
set forth all of the following: 227

(1) The name of the corporation, which shall be in compliance 228
with division (A) of section 1701.05 of the Revised Code; 229
230

(2) The place in this state where the principal office of the 231
corporation is to be located; 232

As Reported by the House Civil and Commercial Law Committee

(3) The authorized number and the par value per share of	233
shares with par value, and the authorized number of shares without	234
par value, except that the articles of a banking, safe deposit,	235
trust, or insurance corporation shall not authorize shares without	236
par value; the express terms, if any, of the shares; and, if the	237
shares are classified, the designation of each class, the	238
authorized number and par value per share, if any, of the shares	239
of each class, and the express terms of the shares of each class;	240
(4) If the corporation is to have an initial stated capital,	241
the amount of that stated capital.	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	244
directors;	245
(2) The purpose or purposes for which the corporation is	246
formed, but in the absence of a statement of the purpose or	247
purposes or except as expressly set forth in such statement, the	248
purpose for which any corporation is formed is to engage in any	249
lawful act or activity for which a corporation may be formed under	250
this chapter, and all lawful acts and activities of the	251
corporation are within the purposes of the corporation;	252
(3) Any lawful provision for the purpose of defining,	253
limiting, or regulating the exercise of the authority of the	254
corporation, the incorporators, the directors, the officers, the	255
shareholders, or the holders of any class of shares;	256
(4) Any provision that may be set forth in the regulations;	257
(5) A provision specifying the period of existence of the	258
corporation if it is to be otherwise than perpetual;	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

As Reported by the House Civil and Commercial Law Committee

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 292
acceptance signed by the agent or a photocopy, facsimile, or 293

similar reproduction of the original acceptance signed by the 294
agent. 295

(C) The written appointment of an agent shall set forth the 296
name and address in this state of the agent, including the street 297
and number or other particular description, and shall otherwise be 298
in such form as the secretary of state prescribes. The secretary 299
of state shall keep a record of the names of corporations, and the 300
names and addresses of their respective agents. 301

(D) If any agent dies, removes from the state, or resigns, 302
the corporation shall forthwith appoint another agent and file 303
with the secretary of state, on a form prescribed by the secretary 304
of state, a written appointment of the agent. 305

(E) ~~Unless the change is reported on the annual report filed~~ 306
~~with the department of taxation, if~~ If the agent changes the 307
agent's address from that appearing upon the record in the office 308
of the secretary of state, the corporation or the agent shall 309
forthwith file with the secretary of state, on a form prescribed 310
by the secretary of state, a written statement setting forth the 311
new address. 312

(F) An agent may resign by filing with the secretary of 313
state, on a form prescribed by the secretary of state, a written 314
notice to that effect that is signed by the agent and by sending a 315
copy of the notice to the corporation at the current or last known 316
address of its principal office on or prior to the date the notice 317
is filed with the secretary of state. The notice shall set forth 318
the name of the corporation, the name and current address of the 319
agent, the current or last known address, including the street and 320
number or other particular description, of the corporation's 321
principal office, the resignation of the agent, and a statement 322
that a copy of the notice has been sent to the corporation within 323
the time and in the manner prescribed by this division. Upon the 324
expiration of thirty days after the filing, the authority of the 325

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agent shall terminate. 326

(G) A corporation may revoke the appointment of an agent by 327
filing with the secretary of state, on a form prescribed by the 328
secretary of state, a written appointment of another agent and a 329
statement that the appointment of the former agent is revoked. 330

(H) Any process, notice, or demand required or permitted by 331
statute to be served upon a corporation may be served upon the 332
corporation by delivering a copy of it to its agent, if a natural 333
person, or by delivering a copy of it at the address of its agent 334
in this state, as the address appears upon the record in the 335
office of the secretary of state. If (1) the agent cannot be 336
found, or (2) the agent no longer has that address, or (3) the 337
corporation has failed to maintain an agent as required by this 338
section, and if in any such case the party desiring that the 339
process, notice, or demand be served, or the agent or 340
representative of the party, shall have filed with the secretary 341
of state an affidavit stating that one of the foregoing conditions 342
exists and stating the most recent address of the corporation that 343
the party after diligent search has been able to ascertain, then 344
service of process, notice, or demand upon the secretary of state, 345
as the agent of the corporation, may be initiated by delivering to 346
the secretary of state or at the secretary of state's office 347
quadruplicate copies of such process, notice, or demand and by 348
paying to the secretary of state a fee of five dollars. The 349
secretary of state shall forthwith give notice of the delivery to 350
the corporation at its principal office as shown upon the record 351
in the secretary of state's office and at any different address 352
shown on its last franchise tax report filed in this state, or to 353
the corporation at any different address set forth in the above 354
mentioned affidavit, and shall forward to the corporation at said 355
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 387
thirty days after the mailing by the secretary of state of the 388

notice or within any further period of time that the secretary of
state grants, upon the expiration of that period of time from the
date of the mailing, the articles of the corporation shall be
canceled without further notice or action by the secretary of
state. The secretary of state shall make a notation of the
cancellation on the secretary of state's records.

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

(O) This section does not apply to banks, trust companies,
insurance companies, or any corporation defined under the laws of
this state as a public utility for taxation purposes.

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

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

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

(c) Without a meeting, by the written consent of the holders 419
of shares entitling them to exercise two-thirds of the voting 420
power of the corporation on the proposal. 421

(2) The regulations may be amended, or new regulations may be 422
adopted, in either of the following ways: 423

(a) By the shareholders at a meeting held for that purpose, 424
by the affirmative vote of the holders of shares entitling them to 425
exercise a majority of the voting power of the corporation on the 426
proposal; 427

(b) Without a meeting, by the written consent of the holders 428
of shares entitling them to exercise two-thirds of the voting 429
power of the corporation on the proposal. 430

(3) If the articles or regulations that have been adopted so 431
provide or permit, regulations may be adopted or amended or new 432
regulations may be adopted by the affirmative vote or written 433
consent of the holders of shares entitling them to exercise a 434
greater or lesser proportion but not less than a majority of the 435
voting power of the corporation. 436

(B) Without limiting the generality of the authority 437
described in division (A) of this section, the regulations may 438
include provisions with respect to all of the following: 439

(1) The ~~time and place, if any, and time~~ for holding, the 440
manner of and authority for calling, giving notice of, and 441
conducting, and the requirements of a quorum for, meetings of 442
shareholders; 443

(2) The taking of a record of shareholders or the temporary 444
closing of books against transfers of shares; 445

(3) The number, classification, manner of fixing or changing 446
the number, qualifications, term of office, and compensation or 447
manner of fixing compensation, of directors; 448

(4) The ~~time and place, if any, and time~~ for holding, the 449
manner of and authority for calling, giving notice of, and 450
conducting, and the requirements of a quorum for, meetings of the 451
directors; 452

(5) The appointment of an executive and other committees of 453
the directors, and their authority; 454

(6) The titles, qualifications, duties, term of office, 455
compensation or manner of fixing compensation, and the removal, of 456
officers; 457

(7) The terms on which new certificates for shares may be 458
issued in the place of lost, stolen, or destroyed certificates; 459

(8) The manner in which and conditions upon which a 460
certificated security, and the conditions upon which an 461
uncertificated security, and the shares represented by a 462
certificated or uncertificated security, may be transferred, 463
restrictions on the right to transfer the shares, and reservations 464
of liens on the shares; 465

(9)(a) Restrictions on the transfer and the right to transfer 466
shares of either of the following: 467

(i) An issuing public corporation to any person in a control 468
share acquisition; 469

(ii) A corporation with fifty or more shareholders to any 470
person in an acquisition that would be a control share acquisition 471
if the corporation were an issuing public corporation. 472

(b) The restrictions on the transfer and the right to 473
transfer shares described in division (B)(9)(a)(i) and (ii) of 474
this section may include requirements and procedures for consent 475
to an acquisition of the shares by directors based on a 476
determination by the directors of the best interests of the 477
corporation and its shareholders, consent to an acquisition of the 478

shares by shareholders, and reasonable sanctions for a violation 479
of those requirements, including the right of the corporation to 480
refuse to transfer, to redeem, or to deny voting or other 481
shareholder rights appurtenant to shares acquired in an 482
acquisition of the shares. 483

(10) Defining, limiting, or regulating the exercise of the 484
authority of the corporation, the directors, the officers, or all 485
the shareholders. 486

(C) The shareholders of a corporation may adopt and may 487
authorize the directors to adopt, either before or during an 488
emergency, as that term is defined in division (U) of section 489
1701.01 of the Revised Code, emergency regulations that shall be 490
operative only during an emergency. The emergency regulations may 491
include any provisions that are authorized to be included in 492
regulations by divisions (A) and (B) of this section. In addition, 493
unless expressly prohibited by the articles or the regulations, 494
the emergency regulations may make any provision, notwithstanding 495
any different provisions in this chapter and notwithstanding any 496
different provisions in the articles or the regulations that are 497
not expressly stated to be operative during an emergency, that may 498
be practical or necessary with respect to the following: 499

(1) ~~The time and place, if any, and time~~ for holding, the 501
manner of and authority for calling, giving notice of, and 502
conducting, and the requirements of a quorum for, meetings of the 503
directors; 504

(2) The creation and appointment of an executive and other 505
committees of the directors and the delegation of authority to the 506
committees by the board; 507

(3) The creation, existence, and filling of vacancies, 508
including temporary vacancies, in the office of director; 509

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

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

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

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

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

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

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

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

(3) The director or directors present at any meeting of the 541
directors that has been duly called and notice of which has been 542
duly given shall constitute a quorum for the meeting, and, in the 543
absence of one or more of the directors, the director or directors 544
present may appoint one or more of the officers of the corporation 545
directors for the meeting. 546

(4) If none of the directors attends a meeting of the 547
directors that has been duly called and notice of which has been 548
duly given, the officers of the corporation who are present, not 549
exceeding three, in order of rank, shall be directors for the 550
meeting, shall constitute a quorum for the meeting, and may 551
appoint one or more of the other officers of the corporation 552
directors for the meeting. 553

(5) If the chief executive officer dies, is missing, or for 554
any other reason is temporarily or permanently incapable of 555
discharging the duties of the office, the next ranking officer who 556
is available shall assume the duties and authority of the office 557
of the deceased, missing, or incapacitated chief executive officer 558
until such time as the directors shall otherwise order. 559

(6) The offices of secretary and treasurer shall be deemed to 560
be of equal rank, and, within the same office and as between the 561
offices of secretary and treasurer, rank shall be determined by 562
priority in time of the first election to the office or, if two or 563
more persons have been first elected to the office at the same 564
time, by seniority in age. 565

Sec. 1701.25. (A) Each certificate for shares of a 566
corporation shall state: 567

(1) That the corporation is organized under the laws of this 568
state; 569

(2) The name of the person to whom the shares represented by 570

the certificate are issued;	571
(3) The number of shares represented by the certificate;	572
(4) If the shares of the corporation are classified, the designation of the class, and the series, if any, of the shares represented by the certificate;	573 574 575
(5) On the face or the back of the certificate:	576
(a) The express terms, if any, of the shares represented by the certificate and of the other class or classes and series of shares, if any, which the corporation is authorized to issue; or	577 578 579
(b) A summary of such express terms; or	580
(c) That the corporation will mail <u>send</u> to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor; or	581 582 583
(d) That a copy of such express terms is attached to and by reference made a part of such certificate and that the corporation will mail <u>send</u> to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor if the copy has become detached from the certificate.	584 585 586 587 588
(B) No restriction on the right to transfer shares and no reservation of lien on shares shall be effective against a transferee of such shares unless there has been compliance with section 1308.11 of the Revised Code, and unless, as to certificated securities, there is set forth on the face or the back of the certificate therefor:	589 590 591 592 593 594
(1) A statement of the terms of such restriction or reservation; or	595 596
(2) A summary of the terms of such restriction or reservation and a statement that the corporation will mail <u>send</u> to the shareholder a copy of such restriction or reservation without charge within five days after receipt of written request therefor;	597 598 599 600

or 601

(3) If such restriction or reservation is contained in the 602
articles or regulations of the corporation, or in an instrument in 603
writing to which the corporation is a party, a statement to that 604
effect and a statement that the corporation will ~~mail~~ send to the 605
shareholder a copy of such restriction or reservation without 606
charge within five days after receipt of written request therefor; 607
or 608

(4) If such restriction or reservation is contained in an 609
instrument in writing (other than the articles or regulations of 610
the corporation or an instrument in writing to which the 611
corporation is a party), a statement to that effect identifying 612
the instrument by title, date, and parties. 613

(C) A corporation shall ~~mail~~ send to a shareholder without 614
charge within five days after receipt of written request therefor 615
the copy or copies referred to in ~~paragraphs (5)(c) and (5)(d) of~~ 616
~~division~~ divisions (A)(5)(c) and (d) and paragraphs (B)(2) and (3) 617
~~of division (B) of this section~~ by mail, overnight delivery 618
service, or any other means of communication authorized by the 619
shareholder to whom the copy or copies are sent. 620

Sec. 1701.37. (A) Each corporation shall keep correct and 621
complete books and records of account, together with minutes of 622
the proceedings of its incorporators, shareholders, directors, and 623
committees of the directors, and records of its shareholders 624
showing their names and addresses and the number and class of 625
shares issued or transferred of record to or by them from time to 626
time. 627

(B) Upon request of any shareholder at any meeting of 628
shareholders, there shall be produced at such meeting an 629
alphabetically arranged list, or classified lists, of the 630
shareholders of record as of the applicable record date, who are 631

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entitled to vote, showing their respective addresses and the
number and class of shares held by each. Such list or lists when
certified by the officer or agent in charge of the transfers of
shares shall be prima-facie evidence of the facts shown therein.
If the meeting is to be held solely or in part by means of
communications equipment, then the corporation shall make the list
or lists open to the examination of any shareholder or proxyholder
during the whole time of the meeting on a reasonably accessible
electronic network. The directors may adopt guidelines and
procedures to permit the corporation to verify that any person
accessing the list or lists is a shareholder or proxyholder.

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

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

pursuant to division (B) or (C) of this section.

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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:

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(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.

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(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

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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.

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(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:

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(1) The fifth day after the receipt of the written request;

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(2) The earlier of the following:

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(a) The fifth day before the date of the meeting;

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

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

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Sec. 1701.40. (A) Meetings of shareholders may be called by 725
any of the following: 726

(1) The ~~chairman~~ chairperson of the board, the president, or, 727
in case of the president's absence, death, or disability, the 728
vice-president authorized to exercise the authority of the 729
president; 730

(2) The directors by action at a meeting, or a majority of 731
the directors acting without a meeting; 732

(3) Persons who hold twenty-five per cent of all shares 733
outstanding and entitled to vote ~~thereat~~ at the meeting, unless 734
the articles or the regulations specify for ~~such~~ that purpose a 735
smaller or larger proportion but not in excess of fifty per cent; 736

(4) Such other officers or persons as the articles or the 737
regulations authorize to call ~~such~~ the meetings. 738

(B) Meetings of shareholders may be held either within or 739
without this state if so provided in the articles or the 740
regulations. The articles or regulations may authorize the 741
directors to determine that the meeting shall not be held at any 742
physical place, but instead may be held solely by means of 743
communications equipment as authorized by division (C) of this 744
section. If the corporation is an issuing public corporation and 745
the articles or regulations do not require that a meeting be held 746
at a particular physical place and authorize the directors to fix 747
the place of the meeting, the directors may determine that the 748
meeting shall not be held at any physical place, but instead may 749
be held solely by means of communications equipment as authorized 750
by division (C) of this section. In the absence of any such 751
provision, all meetings shall be held at the principal office of 752
the corporation in this state. 753

(C) If authorized by the directors, the shareholders and 754

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proxyholders who are not physically present at a meeting of 755
shareholders may attend a meeting of shareholders by use of 756
communications equipment that enables the shareholder or 757
proxyholder an opportunity to participate in the meeting and to 758
vote on matters submitted to the shareholders, including an 759
opportunity to read or hear the proceedings of the meeting and to 760
speak or otherwise participate in the proceedings 761
contemporaneously with those physically present. Any shareholder 762
using communications equipment will be deemed present in person at 763
the meeting whether the meeting is to be held at a designated 764
place or solely by means of communications equipment. The 765
directors may adopt guidelines and procedures for the use of 766
communications equipment in connection with a meeting of 767
shareholders to permit the corporation to verify that a person is 768
a shareholder or proxyholder and to maintain a record of any vote 769
or other action. 770

Sec. 1701.41. (A) Written notice stating the time, place, if 771
any, and purposes of a meeting of the shareholders, and the means, 772
if any, by which shareholders can be present and vote at the 773
meeting through the use of communications equipment shall be given 774
either by personal delivery or by mail, overnight delivery 775
service, or any other means of communication authorized by the 776
shareholder to whom the notice is given, not less than seven nor 777
more than sixty days before the date of the meeting unless the 778
articles or the regulations specify a longer period: (1) to each 779
every shareholder of record entitled to notice of the meeting; (2) 780
by or at the direction of the president or the secretary or any 781
other person required or permitted by the regulations to give such 782
that notice. If mailed or sent by overnight delivery service, such 783
the notice shall be addressed sent to the shareholder at his the 784
shareholder's address as it appears on the records of the 785
corporation. If sent by another means of communication authorized 786

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by the shareholder, the notice shall be sent to the address 787
furnished by the shareholder for those transmissions. Notice of 788
adjournment of a meeting need not be given if the time and place, 789
if any, to which it is adjourned and the means, if any, by which 790
shareholders can be present and vote at the adjourned meeting 791
through the use of communications equipment are fixed and 792
announced at ~~such~~ the meeting. 793

(B) Upon request in writing delivered either in person or by 794
registered mail to the president or the secretary by any persons 795
entitled to call a meeting of shareholders, ~~such that~~ officer 796
shall forthwith cause to be given to the shareholders entitled 797
~~thereto~~ to notice of a meeting to be held on a date not less than 798
seven nor more than sixty days after the receipt of ~~such the~~ 799
request, as ~~such the~~ officer may fix, unless the articles or the 800
regulations specify a longer period for ~~such this~~ purpose. If ~~such~~ 801
~~the~~ notice is not given within fifteen days after the delivery or 802
mailing of ~~such the~~ request, or ~~such that~~ shorter or longer period 803
as the articles or the regulations specify for ~~such this~~ purpose, 804
the persons calling the meeting may fix the time of meeting and 805
give notice ~~thereon~~ of the time of meeting as provided in division 806
(A) of this section, or cause ~~such the~~ notice to be given by any 807
designated representative. 808

(C) Any authorization by a shareholder to send notices given 809
pursuant to this chapter by any means other than in person or by 810
mail or overnight delivery service is revocable by written notice 811
to the corporation either by personal delivery or by mail, 812
overnight delivery service, or any other means of communication 813
authorized by the corporation. If sent by another means of 814
communication authorized by the corporation, the notice shall be 815
sent to the address furnished by the corporation for those 816
transmissions. Any authorization by a shareholder to send notices 817
given pursuant to this chapter by any means other than in person 818

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or by mail or overnight delivery service will be deemed to have 819
been revoked by the shareholder if (1) the corporation has 820
attempted to make delivery of two consecutive notices in 821
accordance with that authorization, and (2) the secretary or an 822
assistant secretary of the corporation, or other person 823
responsible for giving of notice, has received notice that, or 824
otherwise believes that, delivery has not occurred. However, an 825
inadvertent failure to treat the inability to deliver notice as a 826
revocation will not invalidate any meeting of shareholders or 827
other action. 828

Sec. 1701.42. Notice of the time, place, if any, and purposes 829
of any meeting of shareholders or directors, as the case may be, 830
whether required by law, the articles, the regulations, or (in the 831
case of directors) the bylaws, may be waived in writing, either 832
before or after the holding of such meeting, by any shareholder, 833
or by any director, which writing shall be filed with or entered 834
upon the records of the meeting. The attendance of any shareholder 835
or any director at any such meeting without protesting, prior to 836
or at the commencement of the meeting, the lack of proper notice 837
shall be deemed to be a waiver by ~~him~~ the shareholder or director 838
of notice of such meeting. A telegram, cablegram, electronic mail, 839
or an electronic or other transmission capable of authentication 840
that appears to have been sent by a person described in this 841
section and that contains a waiver by that person is a writing for 842
the purposes of this section. 843

Sec. 1701.51. Unless the articles or the regulations 844
otherwise provide: 845

(A) The shareholders present in person ~~or,~~ by proxy, or by 846
the use of communications equipment at any meeting of shareholders 847
shall constitute a quorum for such meeting, but no action required 848
by law, the articles, or the regulations to be authorized or taken 849

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by the holders of a designated proportion of the shares of any 850
particular class or of each class, may be authorized or taken by a 851
lesser proportion~~+~~. 852

(B) The holders of a majority of the voting shares 853
represented at a meeting, whether or not a quorum is present, may 854
adjourn such meeting from time to time. 855

Sec. 1701.54. (A) Unless the articles or the regulations 856
prohibit the authorization or taking of any action of the 857
shareholders or of the directors without a meeting, any action 858
~~which~~ that may be authorized or taken at a meeting of the 859
shareholders or of the directors, as the case may be, may be 860
authorized or taken without a meeting with the affirmative vote or 861
approval of, and in a writing or writings signed by all the 862
shareholders who would be entitled to notice of a meeting of the 863
shareholders held for such purpose, or all the directors, 864
respectively, which writing or writings shall be filed with or 865
entered upon the records of the corporation. Any certificate with 866
respect to the authorization or taking of any such action ~~which~~ 867
that is required to be filed in the office of the secretary of 868
state shall recite that the authorization or taking of such action 869
was in a writing or writings approved and signed as specified in 870
this section. 871

(B) A telegram, cablegram, electronic mail, or an electronic 872
or other transmission capable of authentication that appears to 873
have been sent by a person described in division (A) of this 874
section and that contains an affirmative vote or approval of that 875
person is a signed writing for the purposes of this section. The 876
date on which that telegram, cablegram, electronic mail, or 877
electronic or other transmission is sent is the date on which the 878
writing is signed. 879

Sec. 1701.61. Unless otherwise provided in the articles, the 880

As Reported by the House Civil and Commercial Law Committee

regulations, or the bylaws, and subject to the exceptions, 881
 applicable during an emergency as that term is defined in section 882
 1701.01 of the Revised Code, for which provision is made in 883
 division (F) of section 1701.11 of the Revised Code: 884

(A) Meetings of the directors may be called by the ~~chairman~~ 885
chairperson of the board, the president, any vice-president, or 886
 any two directors~~†~~. 887

(B) Meetings of the directors may be held at any place within 888
 or without the state and, unless the articles or the regulations 889
 prohibit participation by directors at a meeting by means of 890
 communications equipment, meetings of the directors may be held 891
 through any communications equipment if all persons participating 892
 can hear each other and participation in a meeting pursuant to 893
 this division shall constitute presence at ~~such~~ the meeting~~†~~. 894
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(C) ~~Written notice~~ Notice of the ~~time and place, if any, and~~ 896
time of each meeting of the directors shall be given to each 897
 director either by personal delivery or by mail, telegram, ~~or~~ 898
cablegram, overnight delivery service, or any other means of 899
communication authorized by the director at least two days before 900
 the meeting, ~~which~~. The notice need not specify the purposes of 901
 the meeting~~†~~. 902

(D) Notice of adjournment of a meeting need not be given if 903
 the time and place to which it is adjourned are fixed and 904
 announced at ~~such~~ the meeting. 905

Sec. 1701.69. (A) The articles may be amended from time to 906
 time in any respect if the articles as amended set forth all such 907
 provisions as are required in, and, except for amendments to the 908
 articles as described in divisions (B)(10) and (11) of this 909
 section, only such provisions as may properly be in, original 910
 articles filed at the time of adopting the amendment, and, if a 911

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change in issued shares is to be made, or if as the result of any 912
amendment the stated capital of any class of shares is to be 913
created, increased, reduced, or eliminated, then such provisions, 914
not inconsistent with section 1701.30 of the Revised Code, as are 915
necessary to effect such change, or to effect such creation, 916
increase, reduction, or elimination of stated capital. 917

(B) Without limiting the generality of the authority to amend 918
the articles, the articles may be amended to do any of the 919
following: 920

(1) Change the name of the corporation; 921

(2) Change the place in this state where its principal office 922
is to be located; 923

(3) Change, enlarge, or diminish its purpose or purposes; 924

(4) Increase or decrease the authorized number of shares of 925
any class; 926

(5) Authorize shares of a new class or classes; 927

(6) Increase or decrease the par value of issued or unissued 928
shares with par value; 929

(7) Change issued or unissued shares of any class, whether 930
with or without par value, into the same or a different number of 931
shares of any class with or without par value, theretofore or then 932
authorized; 933

(8) Provide that, as a result of an amendment described in 934
division (B)(6), (7), or (11) of this section, the stated capital 935
of any class of shares shall be created, increased, reduced, or 936
eliminated, consistent with section 1701.30 of the Revised Code, 937
except that, in the case of any amendment to change the 938
corporation into a nonprofit corporation, the stated capital of 939
the corporation may be reduced or eliminated; 940

(9) Change any of the express terms of issued or unissued 941

shares of any class or series, which change may include the 942
discharge, adjustment, or elimination of rights to accrued 943
undeclared cumulative dividends or distributions on the shares of 944
such class or series; 945

(10) Eliminate the right of every shareholder to vote 946
cumulatively in the election of directors or to delete a provision 947
that eliminates that right, except that, if a corporation is 948
formed after the effective date of this amendment or if a 949
corporation that exists on the effective date of this amendment 950
does not have issued and outstanding shares that are listed on a 951
national securities exchange or are regularly quoted in an 952
over-the-counter market by one or more members of a national or 953
affiliated securities association, the articles may be amended to 954
eliminate the right of every shareholder to vote cumulatively in 955
the election of directors only upon compliance with both of the 956
following: 957

(a) Except as otherwise provided in this division in 958
connection with surviving corporations in mergers and new 959
corporations resulting from consolidations, the shareholder action 960
on the amendment to the articles shall not occur earlier than 961
ninety days after the effective date of this amendment or ninety 962
days after the date that the corporation was formed, whichever 963
date is later; 964

(b) A ~~written~~ notice shall have been ~~given~~ sent to the 965
shareholders by mail, overnight delivery service, or any other 966
means of communication authorized by the shareholder to whom the 967
notice is sent that states, in solid capital letters, that an 968
effect of the amendment to the articles will be to do both of the 969
following: 970

(i) To permit a majority of a quorum of the voting power in 971
the election or removal of directors to elect or remove every 972
director; 973

(ii) To preclude a minority of a quorum of the voting power 974
in the election or removal of directors from electing or 975
preventing the removal of any director. 976

In the case of a surviving corporation as a result of a 977
merger or of a new corporation resulting from a consolidation, if 978
immediately prior to the merger or consolidation at least one of 979
the constituent corporations had issued and outstanding shares 980
listed on a national securities exchange or regularly quoted in an 981
over-the-counter market by one or more members of a national or 982
affiliated securities association, then the ninety-day limitation 983
prescribed in division (B)(10)(a) of this section does not apply 984
and the agreement of merger or consolidation, as adopted pursuant 985
to section 1701.78 or 1701.80 of the Revised Code, may eliminate, 986
subject to division (B)(10)(b) of this section, the right of every 987
shareholder to vote cumulatively in the election of directors. An 988
agreement of merger or consolidation that is so adopted and that 989
eliminates the right of every shareholder to vote cumulatively in 990
the election of directors shall be considered an amendment 991
permitted by this division. 992

(11) Change a corporation into a nonprofit corporation; 993

(12) Change any provision of the articles or add any 994
provision that may properly be included in the articles. 995

Sec. 1701.70. (A) If initial directors are not named in the 996
articles, before subscriptions to shares have been received and 997
before the incorporators have elected directors, the incorporators 998
may adopt an amendment to the articles by a writing signed by 999
them. If initial directors are named in the articles, or if the 1000
incorporators have elected directors and have not received 1001
subscriptions, then before subscriptions to shares have been 1002
received, the directors may adopt an amendment to the articles. 1003

(B) The directors may adopt an amendment to the articles in 1004

the following cases:

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

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

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

(4) When articles have been amended and any change of issued or unissued shares provided for in the amendment or amended articles has become effective, the directors may adopt an amendment to eliminate from the articles all references to the change of shares and to make any other appropriate changes that

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are required by the elimination; however, an amendment to articles
that is so adopted by the directors shall contain a statement with
respect to the authorized number and the par value, if any, of the
shares of each class.

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

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

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

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

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

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

(8) When the directors have declared a dividend or
distribution on any class of outstanding shares of the corporation
to be paid in shares of the same class, the directors may adopt an
amendment to proportionately increase the authorized number of
shares of the class, provided that the corporation has only one
class of shares outstanding or the dividend or distribution is not
substantially prejudicial to the holders of any other class of the
corporation's shares, and further provided that such an amendment

be adopted concurrently with the amendment described in division 1068
(B)(10) of this section when the dividend or distribution is 1069
declared on outstanding shares with par value. 1070

(9) The directors may adopt an amendment to change each 1071
issued and unissued authorized share of an outstanding class into 1072
a greater number of shares of that class and to proportionately 1073
increase the authorized number of shares of that class, provided 1074
that the corporation has only one class of shares outstanding or 1075
the change is not substantially prejudicial to the holders of any 1076
other class of the corporation's shares, and further provided that 1077
such an amendment be adopted concurrently with the amendment 1078
described in division (B)(10) of this section when the change is 1079
made to outstanding shares with par value. 1080

(10) Concurrently with the adoption of an amendment under 1081
division (B)(8) or (9) of this section, the directors may adopt an 1082
amendment decreasing the par value of issued and unissued shares 1083
of a particular class to the extent necessary to prevent an 1084
increase in the aggregate par value of the outstanding shares of 1085
the class as a result of the dividend or distribution described in 1086
division (B)(8) of this section or the change described in 1087
division (B)(9) of this section. 1088

(C) If a vote on the adoption of an amendment is required by 1089
division (B)(4) of section 1701.71 of the Revised Code, any 1090
amendment to the articles adopted pursuant to division (B) of this 1091
section that creates a class or series of shares the express terms 1092
of which provide for the convertibility of the shares into shares 1093
of another class shall also require the approval of the holders, 1094
voting as a class, of any issued and outstanding shares into which 1095
the shares may be converted. 1096

(D) Divisions (B)(6) to (10) of this section shall not apply 1097
to a corporation with one hundred or fewer shareholders unless the 1098
corporation was created on or after the effective date of this 1099

As Reported by the House Civil and Commercial Law Committee

amendment, or the articles of the corporation have been amended in 1100
compliance with section 1701.71 or 1701.73 of the Revised Code 1101
specifically to make those divisions applicable. 1102

Sec. 1701.71. (A)(1) Except as otherwise provided in this 1103
division or division (A)(2) of this section, the shareholders, at 1104
a meeting held for that purpose, may adopt an amendment, including 1105
any amendment that could be adopted by the directors, by the 1106
affirmative vote of the holders of shares entitling them to 1107
exercise two-thirds of the voting power of the corporation on the 1108
proposal or, if the articles provide or permit, by the affirmative 1109
vote of a greater or lesser proportion, but not less than a 1110
majority, of such voting power, and by the affirmative vote of the 1111
holders of shares of any particular class that is required by the 1112
articles. If, at the time an amendment to eliminate cumulative 1113
voting rights permitted by division (B)(10) of section 1701.69 of 1114
the Revised Code is acted upon by the shareholders, a corporation 1115
does not have issued and outstanding shares that are listed on a 1116
national securities exchange or are regularly quoted in an 1117
over-the-counter market by one or more members of a national or 1118
affiliated securities association, that amendment shall not be 1119
adopted if the votes of a sufficient number of shares are cast 1120
against the amendment that, if cumulatively voted at an election 1121
of all the directors, or all the directors of a particular class, 1122
as the case may be, would at the time the amendment is acted upon 1123
by the shareholders be sufficient to elect at least one director. 1124

(2) Whenever under division (B) of this section the holders 1125
of shares of any particular class are entitled to vote as a class 1126
on the adoption of an amendment, the amendment, in order to be 1127
adopted, must receive the affirmative vote of the holders of at 1128
least two-thirds of the shares of that class or, if the articles 1129
provide or permit, a greater or lesser proportion, but not less 1130
than a majority, of the shares of that class. If the proposed 1131

As Reported by the House Civil and Commercial Law Committee

amendment would authorize any particular corporate action that, 1132
under any applicable provision of law or under the existing 1133
articles, could be authorized only by or pursuant to a specified 1134
vote of shareholders, the amendment, in order to be adopted, must 1135
receive the affirmative vote so specified. 1136

(B) Regardless of limitations or restrictions in the articles 1137
on the voting rights of the shares of any class, the holders of 1138
shares of a particular class, and in the cases specified in 1139
divisions (B)(6), (7), and (8) of this section the holders of 1140
shares of every class, shall be entitled to vote as a class on the 1141
adoption of an amendment that does any of the following: 1142

(1) Increases or decreases the par value of the issued shares 1144
of the particular class, except in the case of an amendment to the 1145
articles adopted by the directors pursuant to division (B)(10) of 1146
section 1701.70 of the Revised Code; 1147

(2) Changes issued shares of the particular class, whether 1148
with or without par value, into a lesser number of shares of the 1149
same class or into the same or a different number of shares of any 1150
other class, with or without par value, previously or then 1151
authorized; 1152

(3) Changes the express terms, or adds express terms, of the 1153
shares of the particular class in any manner substantially 1154
prejudicial to the holders of the shares; 1155

(4) Changes the express terms of issued shares of any class 1156
senior to the particular class in any manner substantially 1157
prejudicial to the holders of shares of the particular class; 1158

(5) Authorizes shares of another class that are convertible 1159
into, or authorizes the conversion of shares of another class 1160
into, shares of the particular class, or authorizes the directors 1161
to fix or alter conversion rights of shares of another class that 1162

are convertible into shares of the particular class; provided, 1163
however, both of the following apply: 1164

(a) The failure to obtain the shareholders' approval only 1165
prevents the conversion of the shares until the shareholders' 1166
approval is obtained and does not otherwise affect the 1167
authorization or any other express terms of the shares; 1168

(b) The articles may provide that no vote of the holders of 1169
common shares, as a class, is required in connection with the 1170
authorization of shares of any class that are convertible into 1171
common shares. 1172

(6) Provides, in the case of an amendment described in 1173
division (B)(1) or (2) of this section, that the stated capital of 1174
the corporation shall be reduced or eliminated as a result of the 1175
amendment, or provides, in the case of an amendment described in 1176
division (B)(5) of this section, that the stated capital of the 1177
corporation shall be reduced or eliminated upon the exercise of 1178
such conversion rights, provided that any reduction or elimination 1179
is consistent with section 1701.30 of the Revised Code; 1180

(7) Changes substantially the purposes of the corporation, or 1181
provides that a subsequent amendment to the articles may be 1182
adopted that changes substantially the purposes of the 1183
corporation; 1184

(8) Changes a corporation into a nonprofit corporation. 1185

(C) An amendment that changes a corporation into a nonprofit 1186
corporation shall contain a statement of purposes proper in the 1187
case of a nonprofit corporation and a statement that, after the 1188
effective date of the amendment, the corporation shall be subject 1189
to the provisions of the Revised Code relating to nonprofit 1190
corporations. In the case of a corporation formed on or after June 1191
9, 1927, the amendment also shall provide for the cancellation of 1192
all outstanding shares and the terms and considerations, if any, 1193

As Reported by the House Civil and Commercial Law Committee

for the cancellation. In the case of a corporation formed prior to 1194
June 9, 1927, the amendment may provide for the cancellation of 1195
outstanding shares, but if it does not so provide, the amendment 1196
shall contain a provision forbidding the payment of dividends or 1197
distributions on any shares after the effective date of the 1198
amendment. 1199

Sec. 1701.73. (A) Upon the adoption of any amendment or 1200
amended articles, a certificate containing a copy of the 1201
resolution adopting the amendment or amended articles, a statement 1202
of the manner of its adoption, and, in the case of adoption of the 1203
resolution by the incorporators or directors, a statement of the 1204
basis for such adoption, shall be filed with the secretary of 1205
state, and thereupon the articles shall be amended accordingly, 1206
any change of shares provided for in the amendment or amended 1207
articles shall become effective, and the amended articles shall 1208
supersede the existing articles. When an amendment or amended 1209
articles are adopted by the directors pursuant to section 1701.70 1210
of the Revised Code, the corporation shall send notice of the 1211
amendment or amended articles, and a copy or summary thereof, by 1212
mail, overnight delivery service, or any other means of 1213
communication authorized by the shareholder to whom the notice and 1214
copy or summary are sent, to each shareholder of the corporation 1215
of record as of the date on which the directors approved the 1216
amendment or amended articles. The notice shall be sent to the 1217
shareholders within twenty days after the filing of the 1218
certificate required by this division. 1219

(B) When an amendment or amended articles are adopted by the 1220
incorporators, the certificate shall be signed by each of them. 1221

(C) When an amendment or amended articles are adopted by the 1222
directors or by the shareholders, the certificate shall be signed 1223
by any authorized officer. 1224

As Reported by the House Civil and Commercial Law Committee

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

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

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

(C)(1) To effect the merger, the agreement shall be approved by the directors of each domestic constituent corporation, but it need not be adopted by the shareholders of any domestic

constituent corporation. If any constituent corporation is a 1256
foreign corporation, the agreement shall be approved or otherwise 1257
authorized by or on behalf of each foreign constituent corporation 1258
in accordance with the laws of the state under which it exists. 1259

(2) Within twenty days after the approval of the agreement of 1260
merger by the directors of each domestic constituent corporation, 1261
the surviving corporation shall deliver or send ~~written~~ notice of 1262
such approval and copy or summary of the agreement to each 1263
shareholder of each domestic constituent corporation, other than 1264
the surviving corporation, of record as of the date on which the 1265
directors of the surviving corporation approved the agreement by 1266
mail, overnight delivery service, or any other means of 1267
communication authorized by the shareholder to whom the notice and 1268
copy or summary are sent. 1269

(D) The approval of the agreement of merger by the directors 1270
of a domestic constituent corporation under this section 1271
constitutes adoption by that corporation. 1272

Sec. 1701.801. (A) Pursuant to an agreement of merger between 1273
the constituent corporations as provided in this section and 1274
provided that the provisions of Chapter 1704. of the Revised Code 1275
do not prevent the merger from being effected, one or more 1276
domestic or foreign corporations may be merged into a domestic 1277
corporation, provided that the domestic surviving corporation is a 1278
subsidiary of one of the constituent corporations and that the 1279
parent constituent corporation owns ninety per cent or more of 1280
each class of the outstanding shares of the surviving subsidiary 1281
corporation. 1282

(B) The agreement of merger shall set forth the designation 1283
and the number of the outstanding shares of each class of the 1284
surviving subsidiary corporation and the number of shares of each 1285
such class owned by the parent constituent corporation. It shall 1286

As Reported by the House Civil and Commercial Law Committee

also set forth any statements and matters that are required, and
may set forth any provision that is permitted, in a merger under
section 1701.78 of the Revised Code.

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

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

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

Sec. 1701.86. (A) A corporation may be dissolved voluntarily
in the manner provided in this section, provided the provisions of
Chapter 1704. of the Revised Code do not prevent the dissolution

from being effected.	1318
(B) A resolution of dissolution for a corporation shall set forth:	1319 1320
(1) That the corporation elects to be dissolved;	1321
(2) Any additional provision considered necessary with respect to the proposed dissolution and winding up.	1322 1323
(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.	1324 1325 1326 1327 1328 1329 1330
(D) The directors may adopt a resolution of dissolution in the following cases:	1331 1332
(1) When the corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;	1333 1334
(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;	1335 1336 1337
(3) When substantially all of the assets have been sold at judicial sale or otherwise;	1338 1339
(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;	1340 1341 1342 1343
(5) When the period of existence of the corporation specified in its articles has expired.	1344 1345
(E) The shareholders at a meeting held for such purpose may adopt a resolution of dissolution by the affirmative vote of the	1346 1347

holders of shares entitling them to exercise two-thirds of the 1348
voting power of the corporation on such proposal or, if the 1349
articles provide or permit, by the affirmative vote of a greater 1350
or lesser proportion, though less than a majority, of such voting 1351
power, and by such affirmative vote of the holders of shares of 1352
any particular class as is required by the articles. Notice of the 1353
meeting of the shareholders shall be given to all the shareholders 1354
whether or not entitled to vote at it. 1355

(F) Upon the adoption of a resolution of dissolution, a 1356
certificate shall be prepared, on a form prescribed by the 1357
secretary of state, setting forth the following: 1358

(1) The name of the corporation; 1359

(2) A statement that a resolution of dissolution has been 1360
adopted; 1361

(3) A statement of the manner of adoption of such resolution, 1362
and, in the case of its adoption by the incorporators or 1363
directors, a statement of the basis for such adoption; 1364

(4) The place in this state where its principal office is or 1365
is to be located; 1366

(5) The names and addresses of its directors and officers, 1367
unless the resolution of dissolution is adopted by the 1368
incorporators, in which event the names and addresses of the 1369
incorporators shall be set forth in the certificate; 1370

(6) The name and address of its statutory agent; 1371

(7) The date of dissolution, if other than the filing date. 1372

(G) Such certificate shall be signed as follows: 1373

(1) When the resolution of dissolution is adopted by the 1374
incorporators or a majority of them, the certificate shall be 1375
signed by not less than a majority of them; 1376

(2) When the resolution is adopted by the directors or by the 1377
shareholders, the certificate shall be signed by any authorized 1378
officer, unless the officer fails to execute and file such 1379
certificate within thirty days after the adoption of the 1380
resolution or upon any date specified in the resolution as the 1381
date upon which such certificate is to be filed or upon the 1382
expiration of any period specified in the resolution as the period 1383
within which such certificate is to be filed, whichever is latest, 1384
in which event the certificate of dissolution may be signed by any 1385
three shareholders and shall set forth a statement that the 1386
persons signing the certificate are shareholders and are filing 1387
the certificate because of the failure of the officers to do so. 1388

(H) A certificate of dissolution, filed with the secretary of 1389
state, shall be accompanied by: 1390

(1) An affidavit of one or more of the persons executing the 1391
certificate of dissolution or of an officer of the corporation 1392
containing a statement of the counties, if any, in this state in 1393
which the corporation has personal property or a statement that 1394
the corporation is of a type required to pay personal property 1395
taxes to state authorities only; 1396

(2) A receipt, certificate, or other evidence showing the 1397
payment of all franchise, sales, use, and highway use taxes 1398
accruing up to the date of such filing or, if applicable, to the 1399
later date specified in the certificate of dissolution in 1400
accordance with division (F) of this section, or that such payment 1401
has been adequately guaranteed; 1402

(3) A receipt, certificate, or other evidence showing the 1403
payment of all personal property taxes accruing up to the date of 1404
such filing or, if applicable, to the later date specified in the 1405
certificate of dissolution in accordance with division (F) of this 1406
section, or that such payment has been adequately guaranteed; 1407

As Reported by the House Civil and Commercial Law Committee

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

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

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

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

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

(1) Make, issue, deliver, ~~transmit by mail, or publish, or send by mail or by any other means of communication~~ any prospectus, report, circular, certificate, statement, balance sheet, exhibit, or document, respecting the shares, assets,

As Reported by the House Civil and Commercial Law Committee

liabilities, capital, business, dividends or distributions, 1439
earnings, or accounts of a corporation, ~~which~~ that is false in any 1440
material respect, knowing ~~such~~ the statement to be false; 1441

(2) Having charge of any books, minutes, records, or accounts 1442
of a corporation, make ~~therein~~ in them any entry ~~which~~ that is 1443
false in any material respect, knowing ~~such~~ the entry to be false, 1444
or remove, erase, alter, or cancel any entry ~~therein~~ in them, 1445
knowing that the entries resulting ~~therefrom~~ from them will be 1446
false. 1447

(B) Whoever violates this section shall be personally liable, 1448
jointly and severally, with all other persons participating with 1449
~~him~~ the offender in any ~~such~~ act of that type, to any person for 1450
any damage actually suffered and proximately resulting from ~~such~~ 1451
the act. 1452

(C) No action to enforce a liability under this section shall 1453
be brought after four years from the time of the act complained 1454
of. 1455

(D) Remedies under this section are not exclusive of other 1456
remedies at common law or under other statutes. 1457

Sec. 1701.94. (A) Every corporation ~~which~~ that fails to: 1458

(1) Keep the books of account, minutes of proceedings, or 1459
records of shareholders as required by section 1701.37 of the 1460
Revised Code; 1461

(2) Comply with division (C) of section 1701.11 of the 1462
Revised Code with respect to mailing a copy of an amendment to, or 1463
copy of new, regulations; 1464

(3) Perform the obligation imposed on it by division (C) of 1465
section 1701.25 of the Revised Code; 1466

(4) ~~Mail~~ Send to any shareholder making written request 1467
therefor, within the period provided for in division (C) of 1468

As Reported by the House Civil and Commercial Law Committee

section 1701.38 of the Revised Code, a copy of the financial statement referred to in that section;

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

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

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

(C) The court in which an action is brought to enforce any forfeiture under this section may reduce, remit, or suspend such

forfeiture on such terms as it deems reasonable when it appears 1501
that the failure was excusable or that the imposition of the full 1502
forfeiture would be unreasonable or unjust. 1503

Sec. 1702.04. (A) Any person, singly or jointly with others, 1504
and without regard to residence, domicile, or state of 1505
incorporation, may form a corporation by signing and filing with 1506
the secretary of state articles of incorporation, which shall set 1507
forth the following: 1508

(1) The name of the corporation; 1509

(2) The place in this state where the principal office of the 1510
corporation is to be located; 1511

(3) The purpose or purposes for which the corporation is 1512
formed. 1513

(B) The articles also may set forth the following: 1514

(1) The names of individuals who are to serve as the initial 1515
directors; 1516

(2) The names of any persons or the designation of any group 1517
of persons who are to be the initial members; 1518

(3) Any qualification of membership and the classification of 1519
members; 1520

(4) A provision to the effect that the corporation shall be 1521
subordinate to and subject to the authority of any head or 1522
national association, lodge, order, beneficial association, 1523
fraternal or beneficial society, foundation, federation, or any 1524
other nonprofit corporation, society, organization, or 1525
association; 1526

(5) Any lawful provision for the purpose of defining, 1527
limiting, or regulating the exercise of the authority of the 1528
corporation, the incorporators, the directors, the officers, the 1529

members, or any class of members, or creating or defining rights 1530
and privileges of the members among themselves or in the property 1531
of the corporation, or governing the distribution of assets on 1532
dissolution; 1533

(6) Any provision that may be set forth in the regulations; 1534

(7) A provision specifying the period of existence of the 1535
corporation if it is to be otherwise than perpetual; 1536

(8) Any additional provision permitted by this chapter. 1537

(C) A written appointment of a statutory agent for the 1538
purposes set forth in section 1702.06 of the Revised Code shall be 1539
filed with the articles, unless the corporation belongs to one of 1540
the classes mentioned in division (N) of that section. 1541

(D) The legal existence of the corporation ~~shall begin~~ begins 1542
upon the filing of the articles or on a later date specified in 1543
the articles that is not more than ninety days after the filing, 1544
and, unless the articles otherwise provide, its period of 1545
existence shall be perpetual. 1546

Sec. 1702.47. (A) A corporation may be dissolved voluntarily 1547
in the manner provided in this section. 1548

(B) A resolution of dissolution for a corporation shall set 1549
forth: 1550

(1) That the corporation elects to be dissolved; 1551

(2) Any additional provision deemed necessary with respect to 1552
the proposed dissolution and winding up. 1553

(C) The directors may adopt a resolution of dissolution in 1554
the following cases: 1555

(1) When the corporation has been adjudged bankrupt or has 1556
made a general assignment for the benefit of creditors; 1557

As Reported by the House Civil and Commercial Law Committee

(2) By leave of the court, when a receiver has been appointed	1558
in a general creditors' suit or in any suit in which the affairs	1559
of the corporation are to be wound up;	1560
(3) When substantially all of the assets have been sold at	1561
judicial sale or otherwise;	1562
(4) When the period of existence of the corporation specified	1563
in its articles has expired.	1564
(D) The voting members at a meeting held for such purpose may	1565
adopt a resolution of dissolution by the affirmative vote of a	1566
majority of the voting members present in person or, if permitted,	1567
by mail or by proxy, if a quorum is present or, if the articles or	1568
the regulations provide or permit, by the affirmative vote of a	1569
greater or lesser proportion or number of the voting members, and	1570
by such affirmative vote of the voting members of any particular	1571
class as is required by the articles or the regulations. Notice of	1572
the meeting of the members shall be given to all the members	1573
entitled to vote thereat.	1574
(E) Upon the adoption of a resolution of dissolution, a	1575
certificate shall be prepared, on a form prescribed by the	1576
secretary of state, setting forth the following:	1577
(1) The name of the corporation;	1578
(2) A statement that a resolution of dissolution has been	1579
adopted;	1580
(3) A statement of the manner of adoption of such resolution,	1581
and, in the case of its adoption by the directors, a statement of	1582
the basis for such adoption;	1583
(4) The place in this state where its principal office is or	1584
is to be located;	1585
(5) The names and addresses of its directors and officers;	1586
(6) The name and address of its statutory agent;	1587

(7) The date of dissolution, if other than the filing date. 1588

(F) Such certificate shall be signed by any authorized 1589
officer, unless the officer fails to execute and file such 1590
certificate within thirty days after the adoption of the 1591
resolution, or upon any date specified in the resolution as the 1592
date upon which such certificate is to be filed, or upon the 1593
expiration of any period specified in the resolution as the period 1594
within which such certificate is to be filed, whichever is latest, 1595
in which event the certificate of dissolution may be signed by any 1596
three voting members and shall set forth a statement that the 1597
persons signing the certificate are voting members and are filing 1598
the certificate because of the failure of the officers to do so. 1599

(G) A certificate of dissolution, filed with the secretary of 1600
state, shall be accompanied by: 1601

(1) An affidavit of one or more of the persons executing the 1602
certificate of dissolution or of an officer of the corporation 1603
containing a statement of the counties, if any, in this state in 1604
which the corporation has personal property subject to personal 1605
property taxes or a statement that the corporation is of a type 1606
required to pay personal property taxes to state authorities only; 1607

(2) A receipt, certificate, or other evidence showing the 1608
payment of all personal property taxes accruing up to the date of 1609
such filing or, if applicable, to the later date specified in the 1610
certificate of dissolution in accordance with division (E) of this 1611
section, unless the affidavit provided for in division (G)(1) of 1612
this section states that the corporation has in this state no 1613
personal property subject to personal property taxes; 1614

(3) A receipt, certificate, or other evidence from the 1615
director of job and family services showing that all contributions 1616
due from the corporation as an employer have been paid, or that 1617
such payment has been adequately guaranteed, or that the 1618

corporation is not subject to such contributions; 1619

(4) A receipt, certificate, or other evidence showing the 1620
payment of all sales, use, and highway use taxes accruing up to 1621
the date of such filing or, if applicable, to the later date 1622
specified in the certificate of dissolution in accordance with 1623
division (E) of this section, or that such payment has been 1624
adequately guaranteed; 1625

(5) In lieu of the receipt, certificate, or other evidence 1626
described in division (G)(2), (3), or (4) of this section, an 1627
affidavit of one or more of the persons executing the certificate 1628
of dissolution or of an officer of the corporation containing a 1629
statement of the date upon which the particular department, 1630
agency, or authority was advised in writing of the scheduled 1631
effective date of the filing of the certificate of dissolution and 1632
was advised in writing of the acknowledgement by the corporation 1633
of the applicability of section 1702.55 of the Revised Code. 1634

(H) Upon the filing of a certificate of dissolution and such 1635
accompanying documents or on a later date specified in the 1636
certificate that is not more than ninety days after the filing, 1637
the corporation shall be dissolved. 1638

Sec. 1703.06. Any person intending to organize a corporation 1639
under the laws of another state, or any foreign corporation 1640
intending to transact business in this state or intending to 1641
change its name, may file in the office of the secretary of state, 1642
in writing and on a form prescribed by the secretary of state, an 1643
application for the exclusive use of a name to be used by such 1644
that proposed or existing foreign corporation. If the secretary of 1645
state finds that such a name is proper under section 1703.04 of 1646
the Revised Code, the secretary of state shall indorse the 1647
secretary of state's approval upon such the application, and from 1648
the date of such that indorsement such the applicant shall have 1649

As Reported by the House Civil and Commercial Law Committee

the exclusive use of ~~such that~~ name for a period of ~~sixty one~~ hundred eighty days. The rights so secured may be transferred by the holder ~~thereof of the rights~~ by filing in the office of the secretary of state a written transfer setting forth the name and address of the transferee. Every ~~such~~ application under this section shall be accompanied by a fee of ~~five~~ fifty dollars, which shall be returned in the event that the application is not approved.

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

(1) The name of the company;

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

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

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

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

(C) If a limited liability company is formed under this

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chapter for the purpose of rendering a professional service, the kinds of professional services authorized under Chapters 4703. and 4733. of the Revised Code, or a combination of the professional services of optometrists authorized under Chapter 4725. of the Revised Code, chiropractors authorized under Chapter 4734. of the Revised Code, psychologists authorized under Chapter 4732. of the Revised Code, registered or licensed practical nurses authorized under Chapter 4723. of the Revised Code, pharmacists authorized under Chapter 4729. of the Revised Code, physical therapists authorized under sections 4755.40 to 4755.53 of the Revised Code, mechanotherapists authorized under section 4731.151 of the Revised Code, and doctors of medicine and surgery, osteopathic medicine and surgery, or podiatric medicine and surgery authorized under Chapter 4731. of the Revised Code, the following apply:

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

As Reported by the House Civil and Commercial Law Committee

podiatric medicine and surgery authorized under Chapter 4731. of 1712
the Revised Code. 1713

(2) Each member, employee, or other agent of the company who 1714
renders a professional service in another state and, if the 1715
management of the company is not reserved to its members, each 1716
manager of the company who renders a professional service in 1717
another state shall be licensed, certificated, or otherwise 1718
legally authorized to render that professional service in the 1719
other state. 1720

(D) Except for the provisions of this chapter pertaining to 1721
the personal liability of members, employees, or other agents of a 1722
limited liability company and, if the management of the company is 1723
not reserved to its members, the personal liability of managers of 1724
the company, this chapter does not restrict, limit, or otherwise 1725
affect the authority or responsibilities of any agency, board, 1726
commission, department, office, or other entity to license, 1727
certificate, register, and otherwise regulate the professional 1728
conduct of individuals or organizations of any kind rendering 1729
professional services in this state or to regulate the practice of 1730
any profession that is within the jurisdiction of the agency, 1731
board, commission, department, office, or other entity, 1732
notwithstanding that the individual is a member or manager of a 1733
limited liability company and is rendering the professional 1734
services or engaging in the practice of the profession through the 1735
limited liability company or that the organization is a limited 1736
liability company. 1737

(E) No limited liability company formed for the purpose of 1738
providing a combination of the professional services, as defined 1739
in section 1785.01 of the Revised Code, of optometrists authorized 1740
under Chapter 4725. of the Revised Code, chiropractors authorized 1741
under Chapter 4734. of the Revised Code, psychologists authorized 1742
under Chapter 4732. of the Revised Code, registered or licensed 1743

As Reported by the House Civil and Commercial Law Committee

practical nurses authorized under Chapter 4723. of the Revised 1744
Code, pharmacists authorized under Chapter 4729. of the Revised 1745
Code, physical therapists authorized under sections 4755.40 to 1746
4755.53 of the Revised Code, mechanotherapists authorized under 1747
section 4731.151 of the Revised Code, and doctors of medicine and 1748
surgery, osteopathic medicine and surgery, or podiatric medicine 1749
and surgery authorized under Chapter 4731. of the Revised Code 1750
shall control the professional clinical judgment exercised within 1751
accepted and prevailing standards of practice of a licensed, 1752
certificated, or otherwise legally authorized optometrist, 1753
chiropractor, psychologist, nurse, pharmacist, physical therapist, 1754
mechanotherapist, or doctor of medicine and surgery, osteopathic 1755
medicine and surgery, or podiatric medicine and surgery in 1756
rendering care, treatment, or professional advice to an individual 1757
patient. 1758

This division does not prevent a hospital, as defined in 1759
section 3727.01 of the Revised Code, insurer, as defined in 1760
section 3999.36 of the Revised Code, or intermediary organization, 1761
as defined in section 1751.01 of the Revised Code, from entering 1762
into a contract with a limited liability company described in this 1763
division that includes a provision requiring utilization review, 1764
quality assurance, peer review, or other performance or quality 1765
standards. Those activities shall not be construed as controlling 1766
the professional clinical judgment of an individual practitioner 1767
listed in this division. 1768

Sec. 1775.64. (A) Before transacting business in this state, 1769
a foreign limited liability partnership shall file a registration 1770
application with the secretary of state. The application shall be 1771
on a form prescribed by the secretary of state and shall set forth 1772
only the following information: 1773

(1) The name of the partnership; 1774

As Reported by the House Civil and Commercial Law Committee

- (2) The jurisdiction pursuant to the laws of which it was organized as a limited liability partnership; 1775
1776
- (3) The address of its principal office or, if the partnership's principal office is not located in this state, the address of a registered office; 1777
1778
1779
- (4) The name and address of its agent for service of process in this state; 1780
1781
- (5) A brief statement of the business in which the partnership engages. 1782
1783
- (B) A registration application shall be accompanied by the application fee specified in division (F) of section 111.16 of the Revised Code. 1784
1785
1786
- (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. 1787
1788
1789
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- (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. 1794
1795
1796
1797
- (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. 1798
1799
1800
1801
1802
1803
- Sec. 1785.06.** A professional association, within thirty days 1804

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after the thirtieth day of June in each even-numbered year, shall 1805
furnish a statement to the secretary of state showing the names 1806
and post-office addresses of all of the shareholders in the 1807
association and certifying that all of the shareholders are duly 1808
licensed, certificated, or otherwise legally authorized to render 1809
within this state the same professional service for which the 1810
association was organized or, in the case of a combination of 1811
professional services described in division (B) of section 1785.01 1812
of the Revised Code, to render within this state any of the 1813
applicable types of professional services for which the 1814
association was organized. This statement shall be made on a form 1815
that the secretary of state shall prescribe, shall be signed by an 1816
officer of the association, and shall be filed in the office of 1817
the secretary of state. 1818

If any professional association fails to file the ~~annual~~ 1819
biennial statement within the time required by this section, the 1820
secretary of state shall give notice of the failure by certified 1821
mail, return receipt requested, to the last known address of the 1822
association or its agent. If the ~~annual~~ biennial statement is not 1823
filed within thirty days after the mailing of the notice, the 1824
secretary of state, upon the expiration of that period, shall 1825
cancel the association's articles of incorporation, give notice of 1826
the cancellation to the association by mail sent to the last known 1827
address of the association or its agent, and make a notation of 1828
the cancellation on the records of the secretary of state. 1829

A professional association whose articles have been canceled 1830
pursuant to this section may be reinstated by filing an 1831
application for reinstatement and the required ~~annual~~ biennial 1832
statement or statements and by paying the reinstatement fee 1833
specified in division (Q) of section 111.16 of the Revised Code. 1834
The rights, privileges, and franchises of a professional 1835
association whose articles have been reinstated are subject to 1836

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section 1701.922 of the Revised Code. The secretary of state shall 1837
inform the tax commissioner of all cancellations and 1838
reinstatements under this section. 1839

Sec. 5733.03. The annual corporation report shall include 1840
statements of the following facts as of the date of the beginning 1841
of the corporation's annual accounting period that includes the 1842
first day of January of the tax year: 1843

(A) The name of the corporation; 1844

(B) The name of the state or country under the laws of which 1845
it is incorporated; 1846

(C) The location of its principal office and, in the case of 1847
a foreign corporation, the location of its principal place of 1848
business in this state and the name and address of the officer or 1849
agent of the corporation in charge of the business in this state; 1850

(D) The names of its president, secretary, treasurer, and 1851
statutory agent in this state, with the post office address of 1852
each; 1853

(E) The kind of business in which the corporation is engaged; 1854
1855

(F) The date of the beginning of the corporation's annual 1856
accounting period that includes the first day of January of the 1857
tax year; 1858

(G) All other information that the tax commissioner requires 1859
for the proper administration and enforcement of this chapter. 1860

The tax commissioner may prescribe requirements as to the 1861
keeping of records and other pertinent documents, the filing of 1862
copies of federal income tax returns and determinations, and 1863
computations reconciling federal income tax returns with the 1864
report required by section 5733.02 or 5733.021 of the Revised 1865
Code. The commissioner may require any corporation, by rule or 1866

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notice served on ~~such~~ that corporation, to keep ~~such~~ those records 1867
~~as~~ that the commissioner considers necessary to show whether, and 1868
the extent to which, a corporation is subject to this chapter. 1869
~~Such~~ Those records and other documents shall be open during 1870
business hours to the inspection of the commissioner, and shall be 1871
preserved for a period of four years, unless the commissioner, in 1872
writing, consents to their destruction within that period, or by 1873
order requires that they be kept longer. 1874

Any information gained as the result of returns, 1875
investigations, hearings, or verifications required or authorized 1876
by ~~Chapter 5733. of the Revised Code~~ this chapter is confidential, 1877
and no person shall disclose such information, except for official 1878
purposes, or as provided by division (B) of section 5703.21 or 1879
section 5715.50 of the Revised Code, or in accordance with a 1880
proper judicial order. The tax commissioner may furnish the 1881
internal revenue service with copies of returns filed. This 1882
section does not prohibit the publication of statistics in a form 1883
~~which~~ that does not disclose information with respect to 1884
individual taxpayers. 1885

~~By the thirty-first day of March each year, the tax~~ 1886
~~commissioner shall release to the secretary of state the name and~~ 1887
~~address of each corporation and the name and address of the~~ 1888
~~statutory agent of that corporation as indicated in the~~ 1889
~~corporation's annual report filed during the preceding calendar~~ 1890
~~year.~~ 1891

Section 2. That existing sections 111.16, 1329.58, 1701.04, 1892
1701.07, 1701.11, 1701.25, 1701.37, 1701.38, 1701.40, 1701.41, 1893
1701.42, 1701.51, 1701.54, 1701,61, 1701.69, 1701.70, 1701.71, 1894
1701.73, 1701.80, 1701.801, 1701.86, 1701.93, 1701.94, 1702.04, 1895
1702.47, 1703.06, 1705.04, 1775.64, 1785.06, and 5733.03 of the 1896
Revised Code are hereby repealed. 1897