

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.1642 Designation and contents of restated articles; omission.

Sec. 642. (1) Restated articles of incorporation must meet all of the following, as applicable:

(a) Include the designation "restated articles of incorporation" in the heading.

(b) In the heading or in an introductory paragraph, state the corporation's present name, and, if it has been changed, all of its former names and the date of filing of its original articles.

(c) If adopted by the incorporators, state that they were duly adopted by unanimous consent of the incorporators before the first meeting of the board under section 611(1)(a). If adopted by the board without a vote of the shareholders, state both of the following:

(i) That they only restate and integrate and do not further amend the articles as amended; or that the restated articles only restate and integrate the articles and include only amendments adopted under section 611(1)(b) or (2).

(ii) There is no material discrepancy between the provisions of the articles of incorporation as amended and the provisions of the restated articles.

(d) If adopted by the shareholders, state that they were duly adopted by the shareholders under section 611(3).

(2) Restated articles of incorporation may omit any provisions of the original articles that named the incorporators, the initial board, or original subscribers for shares, and the omission shall not be considered a further amendment to the articles of incorporation.

History: 1972, Act 284, Eff. Jan. 1, 1973;—Am. 1982, Act 407, Eff. Jan. 1, 1983;—Am. 2012, Act 569, Imd. Eff. Jan. 2, 2013.