

BUSINESS CORPORATION ACT (EXCERPT)
Act 284 of 1972

450.1641 Adoption of restated articles of incorporation; amendment.

Sec. 641.

(1) A corporation may integrate into a single instrument the provisions of its articles of incorporation that are then in effect and operative, as amended, and at the same time may also further amend its articles of incorporation, by adopting restated articles of incorporation.

(2) Any of the following may adopt restated articles of incorporation for a corporation, as applicable:

(a) Before the first meeting of the board, all of the incorporators, by complying with the provisions of sections 611(1)(a), 642, and 643(1).

(b) If the restated articles of incorporation merely restate and integrate, but do not further amend the articles as amended, the restated articles of incorporation may be adopted by the board without a vote of the shareholders.

(c) If the restated articles of incorporation restate, integrate, and also further amend the articles of incorporation, but the amendments include only amendments adopted under section 611(1)(b) or (2), the board may adopt the restated articles of incorporation without a vote of the shareholders.

(d) If the restated articles of incorporation restate, integrate, and amend the articles of incorporation and subdivisions (a), (b), and (c) do not apply, the shareholders must adopt the restated articles of incorporation under section 611.

(3) An amendment made to the articles of incorporation in connection with the restatement and integration of the articles of incorporation is subject to any other provision of this act, not inconsistent with this section, that would apply if a certificate of amendment were filed to effect that amendment.

History: 1972, Act 284, Eff. Jan. 1, 1973 ;-- Am. 1982, Act 407, Eff. Jan. 1, 1983 ;-- Am. 1997, Act 118, Imd. Eff. Oct. 24, 1997 ;-- Am. 2012, Act 569, Imd. Eff. Jan. 2, 2013