

271B.10-070 Restated articles of incorporation.

- (1) A corporation's board of directors may restate its articles of incorporation at any time with or without shareholder action.
- (2) The restatement may include one (1) or more amendments to the articles. If the restatement includes an amendment requiring shareholder approval, it shall be adopted as provided in KRS 271B.10-030.
- (3) If the board of directors submits a restatement for shareholder action, the corporation shall notify each shareholder, whether or not entitled to vote, of the proposed shareholders' meeting in accordance with KRS 271B.7-050. The notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed restatement and contain or be accompanied by a copy of the restatement that identifies any amendment or other change it would make in the articles.
- (4) A corporation restating its articles of incorporation shall deliver to the secretary of state for filing articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth:
 - (a) Whether the restatement contains an amendment to the articles requiring shareholder approval and, if it does not, that the board of directors adopted the restatement; or
 - (b) If the restatement contains an amendment to the articles requiring shareholder approval, the information required by KRS 271B.10-060.
- (5) Restated articles of incorporation supersede the original articles of incorporation and all amendments to them when the restated articles of incorporation become effective pursuant to KRS 14A.2-070.
- (6) The secretary of state may certify restated articles of incorporation as the articles of incorporation currently in effect, without including the certificate information required by subsection (4) of this section.

Effective: January 1, 2011

History: Amended 2010 Ky. Acts ch. 151, sec. 132, effective January 1, 2011. --
Created 1988 Ky. Acts ch. 23, sec. 109, effective January 1, 1989.