CHAPTER 8

AMENDMENT OF ARTICLES OF INCORPORATION

§801. Right to amend articles of incorporation

A corporation may amend its articles of incorporation from time to time in any and as many respects as may be desired, so long as its articles of incorporation, as amended, contain only such provisions as might lawfully be contained in original articles of incorporation on the effective date of such amendment. [PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW).

§801-A. Amendment before organizational meeting

The articles of incorporation may be amended before the organizational meeting by the following procedures. [PL 1995, c. 458, §8 (NEW).]

1. Timing. The articles of incorporation may be amended:

A. If the initial directors were not named in the articles of incorporation, before the election of the initial directors; or [PL 1995, c. 458, §8 (NEW).]

B. If the initial directors were named in the articles of incorporation, before the organizational meeting of the board of directors required by section 406. [PL 1995, c. 458, §8 (NEW).]
[PL 1995, c. 458, §8 (NEW).]

2. Authority to amend. The articles of incorporation may be amended by:

A. The incorporator; or [PL 1995, c. 458, §8 (NEW).]

B. If there is more than one incorporator, by 2/3 of the incorporators. [PL 1995, c. 458, §8 (NEW).]
[PL 1995, c. 458, §8 (NEW).]

3. Accepted signature. If the incorporators do not sign the document, the Secretary of State shall accept the signature of either the clerk or secretary of the corporation.
[PL 1995, c. 458, §8 (NEW).]

SECTION HISTORY

PL 1995, c. 458, §8 (NEW).

§802. Procedure to amend articles of incorporation

1. Amendments. Amendments to the articles of incorporation shall be made in the following manner.

A. If there are members entitled to vote thereon, the board of directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the time and in the manner provided in this Act for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. [PL 1977, c. 525, §13 (NEW).]

B. If there are no members, or no members entitled to vote thereon, an amendment shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office. [PL 1977, c. 525, §13 (NEW).]

C. Upon adoption, articles of amendment shall be executed and delivered for filing as provided in sections 104 and 106. [PL 1977, c. 525, §13 (NEW).]

[PL 1977, c. 525, §13 (NEW).]

2. Number of amendments. Any number of amendments may be submitted and voted upon at any one meeting.

[PL 1977, c. 525, §13 (NEW).]

3. Provision prescribing amendment of articles. The articles of incorporation may contain a provision prescribing for amendment of the articles a vote greater than, but in no event less than, that prescribed by subsection 1.

[PL 1977, c. 525, §13 (NEW).]

4. Articles of incorporation amended. The articles of incorporation may be amended by written consent of all members entitled to vote on such amendment, as provided by section 606. If such unanimous written consent is given, no resolution of the board of directors proposing the amendment is necessary.

[PL 1977, c. 525, §13 (NEW).]

5. Amendment of articles of incorporation of public benefit corporation. If an amendment of the articles of incorporation of a public benefit corporation results in a material change in the nature of the activities conducted by the corporation, the corporation shall give notice to the Attorney General of the amendment simultaneously with the filing of the amended articles with the Secretary of State.

[PL 2001, c. 550, Pt. C, §19 (NEW); PL 2001, c. 550, Pt. C, §29 (AFF).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). PL 2001, c. 550, §C19 (AMD). PL 2001, c. 550, §C29 (AFF).

§803. Articles of amendment

1. Executed by corporation. The articles of amendment shall be executed by the corporation and shall set forth:

A. The name of the corporation; [PL 1977, c. 525, §13 (NEW).]

B. The amendment so adopted; [PL 1977, c. 525, §13 (NEW).]

C. The date of adoption of the amendment; [PL 1977, c. 525, §13 (NEW).]

D. If there are members entitled to vote thereon, (1) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least a majority of the votes which members present at such meeting or represented by proxy were entitled to cast, or (2) where the articles require a vote of more than a majority of the votes which members present at such meeting or represented by proxy were entitled to cast, a statement that such amendment received at least the percentage of such votes required by the articles, or (3) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and [PL 1977, c. 525, §13 (NEW).]

E. If there are no members, or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of fact that such amendment received the vote of a majority of the directors in office. [PL 1977, c. 525, §13 (NEW).]

[PL 1977, c. 525, §13 (NEW).]

2. Determination by Secretary of State. When the articles of amendment are delivered for filing by the Secretary of State, the Secretary of State shall, before filing them, make the same determination as provided in section 404 in the case of original articles, to the extent applicable to a given amendment or amendments.
[RR 2025, c. 2, Pt. B, §22 (COR).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). RR 2025, c. 2, Pt. B, §22 (COR).

§804. Effect of amendment

1. Effective date. An amendment takes effect on the date of filing the articles of amendment by the Secretary of State as provided by section 106.
[RR 1991, c. 2, §46 (COR).]

2. Prejudice of claims of creditors; corporation liability. No amendment shall prejudice any claims of creditors or relieve the corporation of any liability already created or assumed, or effect any existing cause of action in favor of or against the corporation, or any pending suit to which the corporation shall be a party, or the existing rights of persons other than members, but for all such purposes the corporation, although operating under the amended articles of incorporation, shall be regarded as the same corporation. In the event the corporate name shall be changed by amendment, no suit brought by or against such corporation under its former name shall abate because of the change of name.
[PL 1977, c. 525, §13 (NEW).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). RR 1991, c. 2, §46 (COR).

§805. Restated articles of incorporation

1. Restatement of articles adopted. A corporation may at any time adopt a restatement of its articles of incorporation which shall integrate into a single document the text of its original articles of incorporation, merger or consolidation, together with all amendments theretofore adopted and, if authorized, further amendments.
[PL 1977, c. 525, §13 (NEW).]

2. Method of restatement of articles of incorporation. A corporation may restate its articles of incorporation by submitting to the members for their approval the proposed restatement thereof, with or without any new amendments which under section 802 or under the articles of incorporation require the vote of the members. The procedure specified in, and the vote or votes required by, this chapter for amendment of the articles of incorporation shall be applicable. If the restatement includes new amendments not theretofore voted upon by the members, the notice of the meeting at which it is to be voted upon shall specifically refer to such new amendments and summarize the changes to be effected thereby, whether or not the full text of the restatement accompanies such notice. If the directors in good faith believe that the restatement includes no such new amendments, the notice of the meeting shall so state and shall be accompanied by a copy of the proposed restatement of articles of incorporation.
[PL 1977, c. 525, §13 (NEW).]

3. Form. Upon adoption of the restatement, a form entitled "Restated Articles of Incorporation" shall be executed in accordance with section 104, which shall set forth the same information as is required by section 803 in the case of articles of amendment substituting, wherever applicable, the word "restatement" for the word "amendment" and shall have the restatement attached thereto as an exhibit. Upon filing the restated articles with the restatement by the Secretary of State, in accordance with section 106, the original articles of incorporation as amended and supplemented shall be superseded,

and the restatement, including any further amendments and changes made thereby, shall be the articles of incorporation of the corporation.
[PL 1977, c. 525, §13 (NEW).]

4. Changes effected subject to this chapter. Any amendment or change effected in connection with the restatement of the articles of incorporation shall be subject to any other provision of this chapter, not inconsistent with this section, which would apply, if separate articles of amendment were filed to effect such amendment or change.
[PL 1977, c. 525, §13 (NEW).]

5. Omitted statements. The restatement may omit statements as to the incorporator or incorporators and the initial directors. In all other respects, the restatement shall contain the same information and provisions as are required by this Act for original articles.
[PL 1977, c. 525, §13 (NEW).]

6. Determination by Secretary of State; restated articles. When the restated articles with the restatement are delivered for filing by the Secretary of State, the Secretary of State shall, before filing them, make the same determinations as provided in section 404 in the case of original articles.
[RR 2025, c. 2, Pt. B, §23 (COR).]

SECTION HISTORY

PL 1977, c. 525, §13 (NEW). RR 2025, c. 2, Pt. B, §23 (COR).

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