



Ohio Revised Code

Section 1701.92 Certified copies as evidence of incorporation, articles and proceedings.

Effective: October 12, 2006

Legislation: House Bill 301 - 126th General Assembly

(A) A copy of the articles or amended articles filed in the office of the secretary of state, certified by the secretary of state, shall be conclusive evidence, except as against the state, that the corporation has been incorporated under the laws of this state. A copy duly certified by the secretary of state of any certificate of amendment or other certificate filed in the secretary of state's office shall be prima-facie evidence of the amendment or of the facts stated in any such certificate and of the observance and performance of all antecedent conditions necessary to the action which such certificate purports to evidence.

(B) A copy of amended articles filed in the office of the secretary of state, certified by the secretary of state, shall be accepted in this state and other jurisdictions in lieu of the original articles, amendments thereto, and prior amended articles.

(C) The original or a copy of the record of minutes of the proceedings of the incorporators of a corporation, or of the proceedings or meetings of the shareholders or any class of shareholders, or of the directors, or of any committee thereof, including any written consent, waiver, release, or agreement entered in the record of minutes, or the original or a copy of a statement that no specified proceeding was had or that no specified consent, waiver, release, or agreement exists, shall, when certified to be true by the secretary or an assistant secretary of a corporation, be received in the courts as prima-facie evidence of the facts stated therein. Every meeting referred to in the certified original or copy shall be deemed duly called and held, all motions and resolutions adopted and proceedings had at such meeting shall be deemed duly adopted and had, and all elections of directors and all elections or appointments of officers chosen at such meeting shall be deemed valid, until the contrary is proved. Whenever a person who is not a shareholder of a corporation has acted in good faith in reliance upon any certified original or copy, it is conclusive in the person's favor.

(D) A certificate issued by the secretary of state confirming that a corporation is in good standing, as defined in division (E) of this section, is, for seven days after the date on the certificate, conclusive



evidence of both of the following:

(1) The authority of a domestic corporation has not been limited as described in section 1701.88 or 1701.91 of the Revised Code, provided that both of the following apply:

(a) The person relying on the certificate had no knowledge that the corporation's articles had been canceled.

(b) The certificate is not presented as evidence against the state.

(2) The license authorizing a foreign corporation to transact business in this state has not expired, been cancelled, or been surrendered.

(E) For purposes of division (D) of this section, "good standing" means that the authority of the corporation to carry on business is not limited by section 1701.88 of the Revised Code.