



## Ohio Revised Code

### Section 5733.22 Reinstatement of corporation.

Effective: August 1, 2003

Legislation: House Bill 95 - 125th General Assembly

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(A)(1) Any corporation whose articles of incorporation or license certificate to do or transact business in this state has been canceled by the secretary of state pursuant to section 5733.20 of the Revised Code for failure to make any report or return or to pay any tax or fee, shall be reinstated and again entitled to exercise its rights, privileges, and franchises in this state, and the secretary of state shall cancel the entry of cancellation to exercise its rights, privileges, and franchises upon compliance with all of the following:

(a) Payment to the secretary of state of any additional fees and penalties required to be paid to the secretary of state;

(b) Filing with the secretary of state a certificate from the tax commissioner that it has complied with all the requirements of law as to franchise or excise tax reports and paid all franchise or excise taxes, fees, or penalties due thereon for every year of its delinquency;

(c) Payment to the secretary of state of an additional fee of ten dollars.

(2) The applicant for reinstatement shall be required by the secretary of state, as a condition prerequisite to such reinstatement, to amend its articles by changing its name if all of the following apply:

(a) The reinstatement is not made within one year from the date of the cancellation of its articles of incorporation or date of the cancellation of its license to do business;

(b) It appears that the applicant's articles of incorporation or license certificate has been issued to another entity and is not distinguishable upon the record from the name of the applicant;

(c) It appears that the articles of organization of a limited liability company, registration of a foreign limited liability company, certificate of limited partnership, registration of a foreign limited



partnership, registration of a domestic or foreign limited liability partnership, or registration of a trade name has been issued to another entity and is not distinguishable upon the record from the name of the applicant. A certificate of reinstatement may be filed in the recorder's office of any county in the state, for which the recorder shall charge and collect a base fee of three dollars for services and a housing trust fund fee of three dollars pursuant to section 317.36 of the Revised Code.

Any officer, shareholder, creditor, or receiver of any such corporation may at any time take all steps required by this section to effect such reinstatement.

(B) The rights, privileges, and franchises of a corporation whose articles of incorporation have been reinstated in accordance with this section, are subject to section 1701.922 of the Revised Code.

(C) Notwithstanding a violation of section 5733.21 of the Revised Code, upon reinstatement of a corporation's articles of incorporation in accordance with this section, neither section 5733.20 nor section 5733.21 of the Revised Code shall be applied to invalidate the exercise or attempt to exercise any right, privilege, or franchise on behalf of the corporation by an officer, agent, or employee of the corporation after cancellation and prior to the reinstatement of the articles, if the conditions set forth in divisions (B)(1)(a) and (b) of section 1701.922 of the Revised Code are met.