



Ohio Revised Code

Section 1701.69 Amendments to articles.

Effective: September 30, 2008

Legislation: House Bill 374 - 127th General Assembly

(A) The articles may be amended from time to time in any respect if the articles as amended set forth all such provisions as are required in, and, except for an amendment to the articles described in division (B)(11) of this section, only such provisions as may properly be in, original articles filed at the time of adopting the amendment, and, if a change in issued shares is to be made, or if as the result of any amendment the stated capital of any class of shares is to be created, increased, reduced, or eliminated, then such provisions, not inconsistent with section 1701.30 of the Revised Code, as are necessary to effect such change, or to effect such creation, increase, reduction, or elimination of stated capital.

(B) Without limiting the generality of the authority to amend the articles, the articles may be amended to do any of the following:

- (1) Change the name of the corporation;
- (2) Change the place in this state where its principal office is to be located;
- (3) Change, enlarge, or diminish its purpose or purposes;
- (4) Increase or decrease the authorized number of shares of any class;
- (5) Authorize shares of a new class or classes;
- (6) Increase or decrease the par value of issued or unissued shares with par value;
- (7) Change issued or unissued shares of any class, whether with or without par value, into the same or a different number of shares of any class with or without par value, theretofore or then authorized;
- (8) Provide that, as a result of an amendment described in division (B)(6), (7), or (11) of this section, the stated capital of any class of shares shall be created, increased, reduced, or eliminated, consistent with section 1701.30 of the Revised Code, except that, in the case of any amendment to change the corporation into a nonprofit corporation, the stated capital of the corporation may be reduced or eliminated;
- (9) Change any of the express terms of issued or unissued shares of any class or series, which change may include the discharge, adjustment, or elimination of rights to accrued undeclared cumulative dividends or distributions on the shares of such class or series;



- (10) Eliminate the right of every shareholder to vote cumulatively in the election of directors or to delete a provision that eliminates that right;
 - (11) Change a corporation into a nonprofit corporation;
 - (12) Change any provision of the articles or add any provision that may properly be included in the articles.
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