



Ohio Revised Code

Section 1706.46 Cancellation and reinstatement.

Effective: April 12, 2021

Legislation: Senate Bill 276 - 133rd General Assembly

(A) Except as otherwise provided in this division, upon reinstatement of a limited liability company's articles or a foreign limited liability company's registration in accordance with section 1706.09 of the Revised Code, the rights and privileges, including all real or personal property rights and credits and all contract and other rights, of the company existing at the time its articles or registration were canceled shall be fully vested in the company as if its articles or registration had not been canceled, and the company shall again be entitled to exercise the rights and privileges authorized by its articles. The name of a company whose articles have been canceled shall be reserved for a period of one year after the date of cancellation. If the reinstatement is not made within one year after the date of the cancellation of its articles and it appears that a corporate name, limited liability company name, limited liability partnership name, limited partnership name, trade name, or assumed name has been filed, the name of which is not distinguishable upon the record as provided in section 1706.07 of the Revised Code, the secretary of state shall require the applicant for reinstatement, as a condition prerequisite to such reinstatement, to amend its articles or registration by changing its name.

(B) Upon reinstatement in accordance with section 1706.09 of the Revised Code, both of the following apply to the exercise of or an attempt to exercise any rights or privileges, including entering into or performing any contracts, on behalf of the company by an officer, agent, or employee of the company, after cancellation and prior to reinstatement of the articles or registration:

(1) The exercise of or an attempt to exercise any rights or privileges on behalf of the company by the officer, agent, or employee of the company has the same force and effect that the exercise of or an attempt to exercise the right or privilege would have had if the company's articles or registration had not been canceled, if both of the following apply:

(a) The exercise of or an attempt to exercise the right or privilege was within the scope of the company's articles that existed prior to cancellation;

(b) The officer, agent, or employee had no knowledge that the company's articles or registration had



been canceled.

(2) The company is liable exclusively for the exercise of or an attempt to exercise any rights or privileges on behalf of the company by an officer, agent, or employee of the company, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(C) Upon reinstatement of a company's articles or registration in accordance with section 1706.09 of the Revised Code, the exercise of or an attempt to exercise any rights or privileges on behalf of the company by an officer, agent, or employee of the company, after cancellation and prior to reinstatement of the articles or registration, does not constitute a violation of section 1706.09 of the Revised Code, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(D) This section is remedial in nature and is to be construed liberally to accomplish the purpose of providing full reinstatement of a limited liability company's articles of organization or a foreign limited liability company's registration, in accordance with this section, to the time of the cancellation of the articles or registration.