

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2641 Integrating provisions of articles into single instrument; adoption of restated articles of incorporation; adoption before first meeting; amendments subject to other provisions of act.

Sec. 641. (1) A corporation may integrate into a single instrument the provisions of its articles of incorporation that are then in effect and operative, as amended, and at the same time may also further amend its articles of incorporation by adopting restated articles of incorporation.

(2) All of the incorporators may adopt restated articles of incorporation before the first meeting of the board by complying with sections 611(1)(a), 642, and 643(1).

(3) Other restated articles of incorporation shall be approved as follows:

(a) If the restated articles of incorporation merely restate and integrate, but do not further amend the articles of incorporation as previously amended, the board may adopt the restated articles of incorporation without a vote of the shareholders or members, or the shareholders or members may adopt them, in which case the procedure and vote required under section 611(3) are applicable.

(b) If the restated articles of incorporation restate, integrate, and also further amend the articles of incorporation, but those amendments include only amendments adopted under section 611(1)(b) or (2), the board may adopt the restated articles of incorporation without a vote of the shareholders or members.

(c) If the restated articles of incorporation restate and integrate and also further amend in any material respect the articles of incorporation, as previously amended, in a way that is not previously addressed under this section, a vote of the shareholders, members, or directors under section 611(3) is required to adopt restated articles of incorporation.

(4) An amendment that is adopted in connection with the restatement of the articles of incorporation is subject to any other provision of this act, not inconsistent with this section, that would apply if a certificate of amendment were filed to effect that amendment.

History: 1982, Act 162, Eff. Jan. 1, 1983;—Am. 2014, Act 557, Imd. Eff. Jan. 15, 2015.