

NONPROFIT CORPORATION ACT (EXCERPT)
Act 162 of 1982

450.2642 Restated articles of incorporation; heading or introductory paragraph; designation; required statements; omitted provisions.

Sec. 642. (1) The heading of restated articles of incorporation shall specifically designate them as such. They shall state, either in the heading or in an introductory paragraph, the corporation's present name, and, if it has been changed, all of its former names and the date of filing of its original articles of incorporation. Restated articles of incorporation shall state that they were duly adopted by the incorporators, directors, shareholders, or members under section 641.

(2) If adopted by the incorporators under section 641(2), restated articles of incorporation shall state that they were duly adopted by unanimous consent of the incorporators before the first meeting of the board under section 611(1)(a). If adopted by the board without a vote of the shareholders or members according to the procedure and vote required under section 641(3), the restated articles of incorporation shall state all of the following:

(a) That they only restate and integrate and do not further amend the existing articles as previously amended, or that the restated articles of incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2).

(b) That there is no material discrepancy between those provisions and the provisions of the restated articles of incorporation.

(3) Restated articles of incorporation may omit any provisions of the original, amended, or previously restated articles of incorporation that named the incorporators, the initial board, or original subscribers for shares or original members or describe or value corporate property, and the omission is not considered a further amendment.

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