

273.273 Restated articles of incorporation.

- (1) A domestic corporation may at any time restate its articles of incorporation as theretofore amended, in the following manner:
 - (a) If there are members entitled to vote thereon, the board of directors shall adopt a resolution setting forth the proposed restated articles of incorporation and directing that they be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting.
 - (b) Written notice setting forth the proposed restated articles or a summary of the provisions thereof shall be given to each member entitled to vote thereon, within the time and in the manner provided in KRS 273.161 to 273.390 for the giving of notice of meetings of members. If the meeting be an annual meeting, the proposed restated articles or a summary of the provisions thereof may be included in the notice of such annual meeting.
 - (c) At such meeting a vote of the members entitled to vote thereon shall be taken on the proposed restated articles, which shall be adopted upon receiving the affirmative vote of a majority of the members entitled to vote thereon present at such meeting or represented by proxy.
 - (d) If there are no members, or no members entitled to vote thereon, the proposed restated articles shall be adopted at a meeting of the board of directors upon receiving the affirmative vote of a majority of the directors in office.
- (2) Upon such approval, restated articles of incorporation shall be delivered to the Secretary of State for filing and shall set forth:
 - (a) The name of the corporation.
 - (b) The purpose or purposes which the corporation is authorized to pursue.
 - (c) Any other provisions, not inconsistent with law, which are then set forth in the articles of incorporation as theretofore amended, except that it shall not be necessary to set forth in the restated articles of incorporation the registered office of the corporation, its registered agent, its directors or its incorporators.
- (3) The restated articles of incorporation shall state that they correctly set forth the provisions of the articles of incorporation as theretofore amended, that they have been duly adopted as required by law and that they supersede the original articles of incorporation and all amendments thereto.

Effective: January 1, 1989

History: Amended 1988 Ky. Acts ch. 23, sec. 203, effective January 1, 1989. -- Amended 1978 Ky. Acts ch. 384, sec. 451, effective June 17, 1978. -- Amended 1976 Ky. Acts ch. 27, sec. 10. -- Created 1968 Ky. Acts ch. 165, sec. 36.