

***Superseded 5/12/2015***

**16-6a-1006 Restated articles of incorporation.**

- (1)
  - (a) The board of directors may restate the articles of incorporation at any time with or without member action.
  - (b) The incorporators of a nonprofit corporation may restate the articles of incorporation at any time if the nonprofit corporation:
    - (i) has no members; and
    - (ii) no directors have been chosen.
- (2)
  - (a) The restatement may include one or more amendments to the articles of incorporation.
  - (b) Notwithstanding Subsection (1), if the restatement includes an amendment requiring member approval, it shall be adopted as provided in Section 16-6a-1003.
- (3)
  - (a) If the board of directors submits a restatement for member action, the nonprofit corporation shall give notice, in accordance with Section 16-6a-704, to each member entitled to vote on the restatement of the members' meeting at which the restatement will be voted upon.
  - (b) The notice required by Subsection (3)(a) shall:
    - (i) state that the purpose, or one of the purposes, of the meeting is to consider the restatement; and
    - (ii) contain or be accompanied by a copy of the restatement that identifies any amendment or other change it would make in the articles of incorporation.
- (4) A nonprofit corporation restating its articles of incorporation shall deliver to the division for filing articles of restatement setting forth:
  - (a) the name of the nonprofit corporation;
  - (b) the text of the restated articles of incorporation;
  - (c) if the restatement contains an amendment to the articles of incorporation that was adopted by the members, the information required by Subsection 16-6a-1005(5); and
  - (d) if the restatement was adopted by the board of directors or incorporators without member action, a statement to that effect and that member action was not required.
- (5) Upon filing by the division or at any later effective date determined pursuant to Section 16-6a-108, restated articles of incorporation supersede the original articles of incorporation and all prior amendments to the original articles of incorporation.