

**Sunsets 1/1/2016**

**48-2c-409 Restated articles of organization.**

- (1) A company may integrate into a single document all of the provisions of its articles of organization and amendments thereto, and it may at the same time also further amend its articles of organization, by adopting restated or amended and restated articles of organization.
- (2) If the restated articles of organization merely restate and integrate but do not further amend the initial articles of organization, as previously amended or supplemented by any certificate or document that was signed and filed pursuant to this chapter, they shall be specifically designated in their heading as "Restated Articles of Organization", together with other words that the company considers appropriate, and shall be filed with the division.
- (3) If the restated articles restate and integrate and also further amend in any respect the articles of organization, as previously amended or supplemented, they shall be specifically designated in their heading as "Amended and Restated Articles of Organization", together with other words that the company considers appropriate, and shall be filed with the division.
- (4)
  - (a) Restated articles of organization shall state, either in their heading or in an introductory paragraph, the company's present name, and, if it has been changed, the name under which it was originally filed and the date of filing of its original articles of organization with the division. Restated articles shall also state that they were duly signed and filed in accordance with this section.
  - (b) If the restated articles only restate and integrate and do not further amend the provisions of the articles of organization as previously amended or supplemented and there is no discrepancy between those provisions and the provisions of the restated articles, they shall so state.
- (5) Upon the filing of restated articles of organization with the division, the initial articles, as previously amended or supplemented, shall be superseded. Thereafter, the restated articles of organization, including any further amendment or changes made by the restated articles, shall be the articles of organization, but the original effective date of formation shall remain unchanged.
- (6) Any amendment or change made in connection with the restatement and integration of the articles of organization shall be subject to any other provision of this chapter not inconsistent with this section, that would apply if a separate certificate of amendment were filed to make the amendment or change.