

271B.10-060 Articles of amendment.

A corporation amending its articles of incorporation shall deliver to the Secretary of State for filing articles of amendment setting forth:

- (1) The name of the corporation;
- (2) The text of each amendment adopted;
- (3) If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself;
- (4) The date of each amendment's adoption;
- (5) If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required; and
- (6) If an amendment was approved by the shareholders:
 - (a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and number of votes of each voting group indisputably represented at the meeting; and
 - (b) Either the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each voting group and a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.
- (7) If the amendment includes language converting the corporation into a nonprofit, nonstock corporation under KRS 273.161 to 273.387, the conversion shall be effective upon the filing of the amendment with the Secretary of State, and, upon filing, the Secretary of State shall immediately forward a copy of the amendment to the commissioner of revenue.

Effective: June 20, 2005

History: Amended 2005 Ky. Acts ch. 182, sec. 9, effective June 20, 2005. -- Created 1988 Ky. Acts ch. 23, sec. 108, effective January 1, 1989.

Legislative Research Commission Note (6/20/2005). 2005 Ky. Acts chs. 11, 85, 95, 97, 98, 99, 123, and 181 instruct the Reviser of Statutes to correct statutory references to agencies and officers whose names have been changed in 2005 legislation confirming the reorganization of the executive branch. Such a correction has been made in this section.