

504.1006 Restated articles of incorporation.

1. A corporation's board of directors may restate the corporation's articles of incorporation at any time with or without approval by members or any other person.
2. The restatement may include one or more amendments to the articles. If the restatement includes an amendment requiring approval by the members or any other person, it must be adopted as provided in section 504.1003.
3. If the restatement includes an amendment requiring approval by members, the board must submit the restatement to the members for their approval.
4. If the board seeks to have the restatement approved by the members at a membership meeting, the corporation shall notify each of its members of the proposed membership meeting in writing in accordance with section 504.705. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed restatement and must contain or be accompanied by a copy or summary of the restatement that identifies any amendments or other changes the restatement would make in the articles.
5. If the board seeks to have the restatement approved by the members by written ballot or written consent, the material soliciting the approval shall contain or be accompanied by a copy or summary of the restatement that identifies any amendments or other changes the restatement would make in the articles.
6. A restatement requiring approval by the members must be approved by the same vote as an amendment to articles under section 504.1003.
7. If the restatement includes an amendment requiring approval pursuant to section 504.1031, the board must submit the restatement for such approval.
8. A corporation restating its articles shall deliver to the secretary of state articles of restatement setting forth the name of the corporation and the text of the restated articles of incorporation together with a certificate setting forth all of the following:
 - a.* Whether the restatement contains an amendment to the articles requiring approval by the members or any other person other than the board of directors and, if it does not, that the board of directors adopted the restatement.
 - b.* If the restatement contains an amendment to the articles requiring approval by the members, the information required by section 504.1005.
 - c.* If the restatement contains an amendment to the articles requiring approval by a person whose approval is required pursuant to section 504.1031, a statement that such approval was obtained.
9. Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to the original articles.
10. The secretary of state may certify restated articles of incorporation as the articles of incorporation currently in effect without including the certificate information required by subsection 8.