

490.151 Filings.

1. If the defective corporate action ratified under [this part](#) would have required under any other section of [this chapter](#) a filing in accordance with [this chapter](#), then, regardless of whether a filing was previously made in respect of such defective corporate action and in lieu of a filing otherwise required by [this chapter](#), the corporation shall file articles of validation in accordance with [this section](#), and such articles of validation shall serve to amend or substitute for any other filing with respect to such defective corporate action required by [this chapter](#).

2. The articles of validation must set forth all of the following:

a. The defective corporate action that is the subject of the articles of validation, including in the case of any defective corporate action involving the issuance of putative shares, the number and type of putative shares issued and the date or dates upon which such putative shares were purported to have been issued.

b. The date of the defective corporate action.

c. The nature of the failure of authorization in respect of the defective corporate action.

d. A statement that the defective corporate action was ratified in accordance with [section 490.147](#), including the date on which the board of directors ratified such defective corporate action and the date, if any, on which the shareholders approved the ratification of such defective corporate action.

e. The information required by [subsection 3](#).

3. The articles of validation must also contain the following information:

a. If a filing was previously made in respect of the defective corporate action and no changes to such filing are required to give effect to the ratification of such defective corporate action in accordance with [section 490.147](#), the articles of validation must set forth all of the following:

(1) The name, title, and filing date of the filing previously made and any articles of correction to that filing.

(2) A statement that a copy of the filing previously made, together with any articles of correction to that filing, is attached as an exhibit to the articles of validation.

b. If a filing was previously made in respect of the defective corporate action and such filing requires any change to give effect to the ratification of such defective corporate action in accordance with [section 490.147](#), the articles of validation must set forth all of the following:

(1) The name, title, and filing date of the filing previously made and any articles of correction to that filing.

(2) A statement that a filing containing all of the information required to be included under the applicable section or sections of [this chapter](#) to give effect to such defective corporate action is attached as an exhibit to the articles of validation.

(3) The date and time that such filing is deemed to have become effective.

c. If a filing was not previously made in respect of the defective corporate action and the defective corporate action ratified under [section 490.147](#) would have required a filing under any other section of [this chapter](#), the articles of validation must set forth all of the following:

(1) A statement that a filing containing all of the information required to be included under the applicable section or sections of [this chapter](#) to give effect to such defective corporate action is attached as an exhibit to the articles of validation.

(2) The date and time that such filing is deemed to have become effective.

[2021 Acts, ch 165, §24, 230](#)

Referred to in [§490.145](#)