

Before You Begin

Please consider applying online at Ontario.ca/BusinessRegistry because it is better, easier and faster for you. Benefits of applying online include: a faster response, getting immediate notice that your application is received, ability to pay by debit or credit card and being able to check the progress of your application online.

If you prefer to complete this form, you must complete it on a computer. The form is dynamic – it changes depending on how you answer questions. You can save the form but can't print it until you complete all mandatory fields – they are marked with an asterisk (*).

Articles of Continuance must be completed and filed to continue a corporation under the *Business Corporations Act* (BCA) from outside Ontario (another jurisdiction). These articles are also needed to continue a social company (as defined in the *Corporations Act*) under the BCA. Filings must be made in the required form and format and meet all requirements. Upon continuance, the corporation becomes subject to the BCA and its regulations.

For detailed information about this application, please see the [applicable Notice](#) first.

Information You Need

Before completing this form, please make sure that you have the following information ready.

1. Administrative information for the contact person (name, telephone number and email address). **This will not be shown on the public record.**
2. Current corporation name.
3. Ontario Corporation Number (OCN), if the corporation has been previously assigned an OCN.
4. Governing jurisdiction. This is the name of the jurisdiction that the corporation is leaving.
5. Original date of incorporation/amalgamation.
6. Ontario Nuans name search, if your proposed name is not a number name. Keep the Nuans search report at the corporation's registered office, and you will be asked for the following:
 - The Nuans report reference number
 - The proposed name searched
 - The date of the report
7. The following supporting documents:

If you are a corporation from a jurisdiction outside Ontario:

- Copy of the incorporating document, together with all amendments made, certified by the appropriate official of the incorporating jurisdiction.
- Letter of satisfaction, certificate of discontinuance or other document issued by the appropriate officer of the incorporating jurisdiction indicating the corporation is authorized under the laws of that jurisdiction to apply for Articles of Continuance in Ontario.
- Only if the corporation is applying from a jurisdiction outside Canada, a legal opinion indicating that jurisdiction's laws authorize the corporation to apply for continuance.

If you are a social company under the *Corporations Act* (CA):

- Certified copy of special resolution or court order. You must provide a copy of the special resolution authorizing the directors of the social company to apply for a certificate of continuance, or a certified or notarized copy of the court order waiving the requirement for a special resolution.

8. Requested date for continuance. You may choose a future date, up to 30 calendar days in the future.
9. Administrative information

- Official email address for the corporation
- North American Industry Classification System (NAICS) primary activity code. For more information on NAICS code visit [NAICS](#) link.

10. Number of directors, their names and addresses for service.

11. Number of directors, their names and address for service.

12. Any restrictions on the business of the corporation or powers the corporation may exercise.

13. Share structure and any restrictions on share transfers.

14. Other provisions, if any.

15. Authorization date. This is the date that the continuation was properly authorized under the laws of the jurisdiction currently governing the corporation.

16. Legal opinion, if required for a proposed name that is identical to another name.

17. Consent for the use of corporate name, if required under the Act and regulations.

18. Fee of \$330.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

Section Numbers

Note: The numbering of the sections in the form are for ease of reference only. It does not correspond to the numbering of the articles you will receive if your application is accepted.

Completing the Form

Corporation Information

Please enter the current corporation name as it appeared on the original articles of incorporation document or, if there has been a name change, the same as the name that appears on the most recent articles changing the name.

You will be asked if the corporation has previously been assigned an Ontario Corporation Number. Select 'Yes' or 'No'. If the corporation previously operated in Ontario, an OCN would have been issued to the corporation.

If you select 'Yes', enter the OCN previously assigned to the corporation. We will need the company key to verify that you are authorized to file this continuance.

If you select 'No', select the checkbox to confirm that the corporation has never been assigned an OCN.

Contact Information

Please enter the full name, telephone number and email address of the contact person. This will not be shown on the public record. The ministry will contact this person for any questions related to this application, and documents related to this application will be sent to the contact person's email address.

Current Details/Jurisdiction

Please provide the current corporation name, governing jurisdiction and the original date of incorporation or amalgamation of the corporation.

The name entered must be exactly the same as it appeared on the original incorporation document or if there has been a name change, the most recent document changing the name.

If the corporation has changed its name, set out the current corporate name. If the corporation is currently operating in Ontario, before filing the Articles of Continuance, please ensure that you update any corporate name change by filing an amended licence under the *Extra-Provincial Corporations Act* or a Notice of Change under the *Corporations Information Act*.

The following 3 supporting documents are required, if your governing jurisdiction is outside Canada. If your governing jurisdiction is within Canada and you are not a social company, only the first 2 documents listed below are required. Please make sure to attach these documents with your application.

1. Incorporating documents
2. Letter of Satisfaction/Authorization to Continue
3. Legal Opinion indicating that the jurisdiction's laws authorize the corporation to apply for continuance.

If you are a social company under the CA, you are not required to submit the above. Instead, attach the following with your application:

1. Certified copy of special resolution or court order

For more details regarding the above documents, please see the applicable Notice.

Corporation Name

You can either propose a name for the corporation or request a number name. If you choose a name for your corporation instead of being assigned a number name, you will need an Ontario Nuans report. Before you get an Ontario Nuans report, you can do a free search in the ministry's records at Ontario.ca/BusinessRegistry to see if your proposed name is being used by another corporation. You do not need a Nuans report for a number name.

Number Name

A number name is an automatically generated name made up of numbers assigned to you followed by "ONTARIO" and a legal element that you select. Example: 111111 ONTARIO INC. To request a number name, select Yes to the question "Will this corporation have a number name?" Then choose the legal element of your choice from the drop-down list.

Proposed Name

To request a proposed name, select "No" to the question "Will this corporation have a number name?". Then select whether the name of the corporation is in an English form only, a French form only, an English and a French form, or an English form and a French form which are equivalent but used separately. A Nuans name search is required for each form of the name (English, French, and English and French combined). For an English and French form of the name, a Nuans name search is required for each form of the name unless the English and French forms of the name are identical. When the certificate of continuance is issued, a forward slash [/] separating the English and French form will be inserted in the corporation name.

For example,

A name that is English only would be Green Institute Inc.

A name that is French only would be Institut Green Inc.

A name that is a combination of English and French would be Institut Green Institute Inc.

A name in English and a name in French that are equivalent but used separately would be Green Institute Inc./ Institut Green Inc.

Your proposed corporation name must contain a legal element and must be identical to the proposed name searched in Nuans. Indicate in this form the Nuans proposed name searched, the Nuans report reference number and the date the report was produced. You must keep the Nuans report at the corporation's registered office. Please do not send it with the form.

Legal Elements

The corporate name must include one of the following legal elements: "Limited", "Limitée", "Incorporated", "Incorporée" or "Corporation" or the corresponding abbreviations "Ltd.", "Ltée", "Inc." or "Corp."

Similar/Identical Names – Consents and Legal Opinion

It is the applicant's responsibility to check the Nuans search report for similar/identical names and to obtain any consent or legal opinion that may be required. You cannot continue with a name that is identical to the current or former name of another corporation whether in existence or not, unless (i) the other corporation dissolved or changed its name more than 10 years ago; or (ii) the other corporation was incorporated outside Ontario and has not carried on business in Ontario. There is an exception if the other corporation changed its name or dissolved, and the requirements of the Regulations are met. In this case, you will need a legal opinion.

Check the box if you are using an identical name and you have a legal opinion. Confirm that you have met all the requirements to use the identical name and provide the following information; name, telephone number, email and address of the lawyer providing the legal opinion and name of the law firm, if any. You must keep the legal opinion at the corporation's registered office address in case it is requested by the ministry. for details. For more information, please see the applicable Notice.

Requested Date for Continuance

The requested date for continuance is the requested effective date that your corporation is to be continued under the laws of the BCA and its regulations. You must select a preferred date; however, the earliest effective date will be the date the application acceptable for filing is received by the ministry. You may choose a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid. You cannot choose a past date. The Nuans report cannot be dated more than 90 days prior to the submission of the articles. For example, articles submitted on November 28 could be supported by a Nuans name search report dated as early as August 30, but not dated earlier. Allow enough time for the application to be received through the mail.

Primary Activity

Your primary activity is the main activity of your corporation. Please refer to the list of primary activities from the NAICS that best describes your primary activity and then indicate your primary activity code from the link in this form. This information will not appear in the public record and is collected for administrative purposes only.

Official Email Address

The corporation's official email will be used to communicate with the corporation and must be kept current. All official documents or notices and correspondence to the corporation that is the subject of this filing will be sent to this email address. The documents related to this application will be sent to the official email address of the corporation as well as to the email address of the contact person indicated in Section 2 of this form. This information will not appear in the public record and is collected for administrative purposes only.

Registered Office Address

The address of the registered office of the corporation must be set out in full, including the street name, street or rural route number, municipality, province, country and the postal code. A post office box alone is not an acceptable address. If there is no street and number, indicate the lot and concession or lot and plan numbers. The registered office address must be in Ontario.

Number of Directors

Please indicate if you are setting out a fixed number of directors or a minimum and maximum number of directors. You cannot select both options. The corporation is required to have at least one director under the BCA.

Director Information

Directors must be individuals at least 18 years old. If you indicated 2 as the fixed number, you must provide the director information for 2 directors. If you indicated 3 as a minimum and 5 as a maximum, you must provide the information for 3, 4, or 5 directors.

To complete the director information, please indicate the full name (first name, middle name and last name), and address for service of each of the directors. You may also provide an optional email address. If a director has an international address and the "Region" field is not applicable, please enter 'Parish,' 'County' or any other equivalent information in the "Region" field. This also applies to any international address in the form.

Resident Canadian

You must also indicate if the director is a resident Canadian.

Shares and Provisions

You have the option to use pre-defined text or to set out your own for the following headings, described in more details below: classes of shares, rights, privileges, restrictions and conditions, restriction on share transfers, restriction

on business or powers, and other provisions. If you wish to use the pre-defined text, check the appropriate box. For more details, please see the applicable Notice. If you are not sure, seek legal advice.

Classes of Shares

Set out the classes and any maximum number of shares that the corporation is authorized to issue. This item must be completed.

Rights Attached to Classes of Shares

Set out the rights, privileges, restrictions and conditions (if any) attached to each class of shares and directors' authority with respect to any class of shares that may be issued in series. If there is only one class of shares, state "Not Applicable".

Restrictions on Issue, Transfer or Ownership of Shares

Set these out, if any. If none, state "none".

Restrictions on Business

Set out restrictions, if any, on the business the corporation may carry on or the powers that the corporation may exercise. If none, state "none".

Other Provisions

Set out other provisions (if any). If none, state "none".

Required Statements

The corporation must confirm that it is to be continued as if it had been incorporated under the BCA. It must also confirm that it has complied with 180(3) of the BCA and that necessary amendments have been made for the articles to conform to the laws of Ontario.

Authorization Date

Provide the date that the continuation was properly authorized under the laws of the jurisdiction currently governing the corporation. **This cannot be a future date.**

Authorization

The contact person must confirm that the form has been signed by the required person.

Signatures

The form must bear the signature of a director or officer of the corporation. Please indicate the full name and position of the individual (e.g., director, president, secretary) and ensure that the form is signed by the required person beside their name before mailing the form.

Submitting the Form

Once you have completed the form, print it, obtain the appropriate signature, attach all required supporting documents, include the exact payment and mail it to the ministry at the address below:

Ministry of Government and Consumer Services
Central Production and Verification Services Branch
393 University Avenue, Suite 200
Toronto, Ontario M5G 2M2

Returned Application

If your application is handwritten, missing the required payment, company key, if applicable, email addresses, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. You may resubmit by regular mail in this case.

However, if the form is missing any other required information or has not been properly completed, it will be returned electronically for correction to the email address provided on the form. To resubmit the application, you will be provided with a link to the electronic business registration system, where you must complete the transaction electronically. When you resubmit the application, it is your responsibility to review the entire application, and to ensure that all data is accurate and meets all requirements. You are also responsible for obtaining the required signatures when prompted during the electronic transaction. **No additional fee will be charged.**

The effective date of a returned application that is resubmitted to the ministry will be the date an application acceptable for filing is received by the ministry. You must select a preferred date; however, the earliest effective date will be the date the application acceptable for filing is received by the ministry. You may choose a future date up to 30 calendar days later than the current date, as long as the Nuans Report date is valid, if applicable. For details, please see the applicable Notice.

Successful Application

Whether you applied electronically or by mail, after the ministry receives your application and it is successfully processed, you will receive official documents by email, including a payment receipt if applicable and a company key if one has not already been assigned to the entity. For more information on the documents, please see the applicable Notice.

These documents will be sent to the official corporation or entity email provided and to the contact person specified, except for the company key, if applicable, which is sent only to the official email.

*If the corporation has not previously been assigned an OCN, the ministry will assign an OCN, which is unique to the corporation. If it has been previously assigned an OCN, this number will appear in the certificate.

** Any company key previously received by the corporation will no longer be valid.

Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit Ontario.ca/BusinessRegistry or contact us by [email](#). Alternatively, you may call ServiceOntario at:

- Telephone: 416-314-8880 or Toll-free: 1-800-361-3223
- TTY: 416-325-3408 or Toll-free TTY: 1-800-268-7095