

## Before You Begin

Please consider applying online at [Ontario.ca/BusinessRegistry](https://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 was received, ability to use a 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 Reorganization under the *Business Corporations Act* (BCA) must be completed and filed by an Ontario business corporation after a reorganization has been made to amend its articles by a court order referred to in section 186 of the BCA.

If a corporation is subject to a reorganization, its articles may be amended by the order to effect any change that might lawfully be made by an amendment under section 168 (e.g. corporation name, minimum/maximum number of directors, share structure, etc.).

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. Note, you require the information for items 7 to 11 only if the court order requires changes to that information. If you are not changing the information for these items, leave the fields blank.

1. Corporation name, Ontario Corporation Number (OCN) and official email address.
2. Company Key. This is the 9-digit number provided by the ministry that establishes authority over the corporation. For more information refer to [company key](#).
3. Administrative information for the contact person (name, telephone number and email address). **This will not be shown on the public record.**
4. Certified copy of the court order. **Please attach with your application.**
5. Be ready to confirm that the terms and conditions to which the reorganization is made subject by the Order have been complied with.
6. Effective date: this is the date that the articles are amended pursuant to the court order.
7. Ontario Nuans name search report for a proposed new name, if the corporation name is to be changed, unless the proposed new name will be a number name. Keep the Nuans search report at the corporation's registered office. You will be asked for the following:
  - The Nuans report reference number
  - The proposed name searched
  - The date of the search report
8. Fixed number or minimum/maximum number of directors, if the number of directors is to be changed.
9. Description of changes to the share structure, any restrictions on share transfers, restrictions on the business of the corporation or powers the corporation may exercise, and other provisions, if applicable.
10. Legal opinion, if required for a proposed corporate name that is identical to another name. Keep the legal opinion at the corporation's registered office; do not send it to the ministry. You will be asked for the lawyer's contact information and confirmation that the legal opinion meets the requirements.
11. Consent for the use of corporate name, if required under the Act and regulations.
12. Fee of \$150.00. Make the cheque payable to the Minister of Finance. There is a service charge payable for any bounced cheques.

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## Section Numbers

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**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.

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## Completing the Form

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### Corporation Information

Please enter the current corporation name, OCN, company key and official email address of the Ontario business corporation filing the articles of reorganization.

We will need the company key to verify that you are authorized to file this application.

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

You must enter the corporation's official email address that is already on record with the ministry. 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 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.

If your official email address has changed, you must notify the ministry by filing a Notice of Change under the Corporations Information Act (CIA). For more information, see the applicable Notice. You may include the CIA filing together with this form when you mail your application.

### 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.

### Court Order

Please include a certified copy of the court order with your application.

Be ready to confirm that the terms and conditions of the reorganization, if any, have been complied with, as ordered by the court.

### Requested Date for Reorganization

The effective date is the date that the articles are amended pursuant to the court order. 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. The Nuans report, if applicable, 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.

### Proposed New Corporation Name

If the corporation name is being changed, you can either propose a new name for the corporation or request a number name. If you choose a name for your corporation, you will need an Ontario Nuans report. You do not need a Nuans report for a number name. You cannot choose a number name if the current corporation already has a number name, unless you are changing only the legal element.

### Search

Before you get an Ontario Nuans report, you can search the ministry's records at [Ontario.ca/BusinessRegistry](https://www.ontario.ca/BusinessRegistry) to see if your proposed new name is being used by another corporation.

## 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 new 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 reorganization 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 new 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 new 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 change your corporation name to 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 more information, please see the applicable Notice.

## Number of Directors

If you are changing the 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.

## Shares and Provisions

If you are changing the shares and provisions, you must provide the description of changes in the box provided. Clearly state whether the amendment is to add, remove, replace or change a provision in the existing articles and identify the sections, paragraphs or sub-paragraphs you are amending. Be sure to describe the changes, and not set out the amended version. For example: “the authorized capital of the corporation described in section 3 is amended by ....”

For more details, please see the applicable Notice. If you are not sure, seek legal advice.

### Description of Changes to Classes of Shares

Describe the changes, if any, to the classes and any maximum number of shares that the corporation is authorized to issue.

### Description of Changes to Rights, Privileges, Restrictions and Conditions

Describe the changes to 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.

### Description of Changes to Restrictions on Share Transfers

Describe the changes to the issue, transfer or ownership of shares and the restrictions (if any).

### Description of Changes to Restrictions on Business or Powers

Describe the changes, if any, on the business the corporation may carry on or the powers that the corporation may exercise.

### Other Provisions

Describe the changes to other provisions, if any.

## Authorization

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

## Signature

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.

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## Submitting the Form

Once you have completed the form, print it, obtain the appropriate signature, attach the required supporting document and mail it to the ministry at the address below with your exact payment.

Ministry of Public and Business Service Delivery  
Business and Personal Property Branch  
393 University Avenue, Suite 200  
Toronto, Ontario M5G 2M2

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## Returned Application

If your application is handwritten, missing the company key, the required payment or 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.

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## Successful Application

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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.

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## Questions

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After reading these detailed instructions and the applicable Notice, if you still have questions, visit [Ontario.ca/BusinessRegistry](https://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