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REVIVAL (BUSINESS CORPORATIONS)

COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH REQUIREMENTS

To revive a business corporation where the Director has by order cancelled the certificate of incorporation under section 241 of the *Business Corporations Act* (see below – *When Articles of Revival Can be Filed*), the following documentation must be submitted to the Companies and Personal Property Security Branch not more than 20 years after the date of dissolution:

1. **Articles of Revival** (Form 15 approved by the Minister under the Regulations to the *Business Corporations Act*) completed in duplicate, bearing original signatures on both copies.
2. **All outstanding notices and returns required to be filed by the corporation under the *Corporations Information Act* except for *Corporations Information Act* Annual Returns**, with no fees outstanding.
3. **All Outstanding Special Notice/*Corporations Information Act* Annual Return filings for the period of 1992 to 1995** must be attached together with the outstanding fees (\$50.00 for each year not paid).
4. **Fee of \$330.00.**
5. **Ontario-biased NUANS name search report** (required if the corporation is reviving under a name other than the name at dissolution or if more than ten years but fewer than 20 years have elapsed since the corporation was dissolved). A NUANS search is not required if reviving a number company.
6. **Consent** from the Minister of Revenue, the Office of the Public Guardian and Trustee or the Ontario Securities Commission, if applicable. (see below - Consents).
7. **Covering letter** giving a contact name, return address and telephone number.

FORMS

Articles of Revival, Form 15, is available at: www.Ontario.ca. The forms may also be purchased from most legal stationers or name search houses. Legal stationers and name search houses are listed in the Yellow Pages under “Legal Forms” and “Searchers of Records” respectively.

OUTSTANDING FILINGS UNDER THE *CORPORATIONS INFORMATION ACT*

To find out if the corporation has outstanding Special Notice/*Corporations Information Act* Annual Return filings and/or fees, contact the Companies Helpline for a revival package. The package includes a special notice/Annual Return form (setting out any outstanding fees) and the Articles of Revival, Form 15. The package is available without charge from:

Ministry of Government Services
Companies and Personal Property Security Branch
393 University Avenue, Suite 200
Toronto ON M5G 2M2
Telephone: (416) 314-8880 or toll free in Ontario 1-800-361-3223
TTY: 416-325-3408
TTY Toll Free: 1-800-268-7095

PLEASE NOTE: With all requests, please include the following:

- Ontario corporation number and corporate name
- Date of incorporation/amalgamation
- Contact person's name, address and telephone number

NAME SEARCH

NUANS is a federal government computerized search system that compares a proposed corporate name or trademark with databases of existing corporate bodies and trademarks. This comparison determines the similarity that exists between the proposed name or mark and existing names in the database, and produces a listing of names that are found to be most similar.

An original Ontario-biased NUANS name search report must be obtained from a private name search company and cannot be dated more than 90 days prior to the submission of the articles. For example, articles submitted on November 28th could be accompanied by a NUANS name search report dated as early as August 30th, but not dated earlier.

Suppliers are listed in the Yellow Pages under the heading "Searchers of Records". For a list of registered search houses that can assist you with obtaining a NUANS search report and filing your corporate documents with the Ministry of Government Services, visit Industry Canada's NUANS website at: www.nuans.com. The Companies and Personal Property Security Branch does not provide this search.

CONSENTS

MINISTER OF REVENUE

If the corporation was dissolved for failure to comply with the provisions of the *Corporations Tax Act, Employer Health Tax Act, Fuel Tax Act, Gasoline Tax Act, Land Transfer Tax Act, Retail Sales Tax Act or the Tobacco Tax Act*, consent to the revival from the Minister of Revenue, **MUST** accompany the Articles of Revival.

To request a consent letter contact:

Ministry of Revenue
Client Accounts and Services Branch
P.O. Box 622
33 King Street West
Oshawa ON L1H 8H6
Fax: 905-433-5418

Telephone Enquires can be made to the Canada Revenue Agency at:

Service in English: 1-800-959-5525
Service in French: 1-800-959-7775
TTY: 1-800-665-0354

OFFICE OF THE PUBLIC GUARDIAN AND TRUSTEE

Consent to the revival from the Office of the Public Guardian and Trustee (OPGT) is generally not required unless the OPGT is currently dealing with assets formerly owned by the dissolved corporation. For further information, please contact the OPGT at (416) 327-6683 or toll free in Ontario at 1-800-366-0335.

ONTARIO SECURITIES COMMISSION

If the corporation was dissolved for failure to comply with the provisions of the *Securities Act* consent from the Ontario Securities Commission must accompany the Articles of Revival.

Contact:

Ontario Securities Commission
Telephone: at 416-593-8314 or
Toll-Free number (throughout Canada) at 1-877-785-1555

METHODS OF FILING ARTICLES OF REVIVAL

1. Over the counter, in person at the Companies and Personal Property Security Branch Public Office in Toronto.
2. By mail to the Companies and Personal Property Security Branch, 393 University Ave., Suite 200, Toronto ON M5G 2M2.

GENERAL INFORMATION

Please be advised that the **COMPANIES AND PERSONAL PROPERTY SECURITY BRANCH CANNOT GIVE LEGAL ADVICE**. This information is intended as a general guide only. For further assistance or legal advice, please consult your lawyer.

If you need a lawyer, you may wish to contact the Lawyer Referral Service of the Law Society of Upper Canada. You will be referred to a lawyer for up to a half-hour free legal consultation, either in person or over the phone. Please note that this is a toll service and phoning the Lawyer Referral Service line will automatically generate a \$6.00 charge on your phone bill, in the month following your call. You must be 18 years of age to access this service. The number is 1-900-565-4577 (1-900-565-4LRS).

Please refer to **section 241** of the ***Business Corporations Act*** for details on reviving an Ontario business corporation.

Who Can File Articles Of Revival

Any “interested person” (for example, an officer, director, shareholder, creditor, or estate trustee of a shareholder) may at any time apply to revive a corporation that has been cancelled under section 241(4) of the *Business Corporations Act*.

When Articles of Revival Can be Filed

The *Business Corporations Act* allows for the revival of a corporation, not more than 20 years from the date of dissolution under subsection 241(4) for default in compliance with a notice given pursuant to:

- the *Corporations Tax Act, Employer Health Tax Act, Fuel Tax Act, Gasoline Tax Act, Land Transfer Tax Act, Retail Sales Tax Act* OR the *Tobacco Tax Act*;
- sections 77 and 78 of the *Ontario Securities Act*;
- a filing requirement under the *Corporations Information Act* or failure to pay a fee under the *Business Corporations Act*.

When Articles Of Revival Cannot be Filed

If the corporation voluntarily dissolved by filing Articles of Dissolution or was cancelled by the Companies and Personal Property Security Branch for cause (e.g. not having the required number of directors), or if it is more than 20 years after the date of dissolution, the corporation may only be revived by a ***special act*** of the Legislature (Private Act).

For information contact:

Clerk of the Standing Committee on Regulations and Private Bills
Legislative Assembly of Ontario
Telephone: 416-325-3515
Website at: www.ontla.on.ca

After Revival

Upon revival, the corporation subject to the rights, if any, acquired by any person during the period of dissolution, shall be deemed for all purposes to never have been dissolved (s. 241 (5)).

The corporation must ensure it complies with the requirements of the *Corporations Information Act*, by filing *Corporations Information Act* Annual Returns and notices of change to the corporation’s registered office address, mailing address, the directors or the five most senior officers.

Related Information Sheets

Filing of *Corporations Information Act* Annual Returns
Initial Return/Notice of Change Making Changes to Corporate Information

January 1, 2009
(aussi disponible en français)
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