

Instructions for Completing the BCA Articles of Revival

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 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 Revival under the *Business Corporations Act* (BCA) must be completed and filed to revive a corporation where the Director appointed under the BCA, has by order, cancelled the certificate of incorporation under section 241 of the BCA, and it is not more than 20 years after the date of dissolution.

For detailed information on who can file Articles of Revival, when Articles of Revival can be filed, and any consent(s) that may be required, please read the applicable Notice first.

Information You Need

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

- 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 access 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 made available to the public**.
- 4. Ontario Nuans name search report, if the corporation was cancelled more than 10 years ago. A Nuans name search report is **not** required if the corporation was cancelled less than 10 years ago or if the corporation has a number name. **Keep the 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 report
- 5. Registered office address
- 6. Be ready to confirm the Required Statements.
- 7. Requested date for revival. You may choose a future date, up to 30 calendar days in the future.
- 8. Name of applicant, their interest in the corporation (for example officer, director, shareholder, or estate trustee of shareholder), and address for service.
- 9. 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, OCN, company key, and official email of the Ontario business corporation to be revived.

We will need the company key to verify that you are authorized to file a revival for this corporation. If the applicant for revival is not a director or officer of the corporation, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

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 indicate the official email address that is already on record with the ministry. If there is no official email address on record with the ministry, please provide an official email address for the corporation. The corporation's official email will be used to communicate with the corporation. The documents related to this application will be sent to this official email address as well as to the email address of the contact person indicated in Section 2 of this form.

If your official email address has changed, you must notify the ministry by filing an <u>Initial Return/Notice of Change/Annual Return by an Ontario Corporation - Form Number 5284</u> under the *Corporations Information Act* (CIA). 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. The ministry will contact this person for any questions related to this application. Documents related to this application will be sent to the contact person's email address and to the corporation's official email address.

Corporation Name

You will be presented with 2 options. Please indicate whether you would like to revive the corporation under the name as it was at dissolution or revive under a number name.

Please note that you need to make sure that you provide all the information needed such as an Ontario Nuans report, if required.

Revive under the name at dissolution

If you are reviving under the name you had at dissolution and the corporation has a number name, you don't need a Nuans report. Do not check the checkbox for Nuans Report.

If you want to change the name of the corporation upon revival, you must file Articles of Amendment after the Certificate of Revival is issued. An Ontario Nuans name search report may be required.

If you are reviving under the name you had at dissolution, and it is not a number name, and the corporation was cancelled less than 10 years ago, you don't need a Nuans report. Do not check the checkbox for Nuans Report.

If you are reviving under the name you had at dissolution, and it is not a number name, and the corporation was cancelled more than 10 years ago, you will need an Ontario Nuans name search report.

Revive under a number name

If the corporation is not permitted under the Act and regulations to revive under the name it had at dissolution, the corporation must revive under a number name. The number name will consist of your Ontario Corporation Number followed by "ONTARIO" and a legal element selected by you.

Ontario Nuans Report

You must obtain it from a private name search company. The Ministry does not provide this search. Select the checkbox for Nuans Report and enter the proposed corporation name, Nuans reference number and date.

The Nuans report cannot be dated more than 90 days prior to the filing of the articles. For example, articles received by the ministry on November 28th could be supported by a Nuans name search report dated as early as August 30th, but not dated earlier. You may wish to allow for additional time because if the Nuans report has expired before the articles are endorsed, you will be required to obtain a valid Nuans report to complete the filing.

Registered Office Address

The address of the registered office of the corporation must be set out in full, including the street name, street or

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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 must be in Ontario.

Required Statements

You must confirm that the following have been complied with:

- Any outstanding notices and returns required to be filed by the corporation under the Corporations Information Act will be filed immediately upon revival.
- All documents required to be filed by the corporation under Ontario tax statutes have been filed and all defaults of the corporation under the tax statutes have been remedied.
- The consent of any required Minister and the Public Guardian and Trustee (if applicable) to the requested revival has been obtained.
- All other defaults of the corporation to the date of dissolution have been remedied and it is not more than 20 years after the date of dissolution.

Requested Date for Revival

The requested date for revival is the effective date that your business is revived under the BCA and the 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, if required, 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.

Authorization

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

Signature

The form must bear the signature of an "interested person" who is the applicant. An interested person authorized to apply for a revival could be an officer, director, shareholder, or estate trustee of shareholder.

Please 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 and mail it to the ministry at the address below with your exact payment.

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

Minister of Finance Consent

Ministry of Finance consent is required to dissolve your corporation. A request for consent will automatically be forwarded to the Ministry of Finance which will verify compliance (e.g. payments, returns, etc.) with all tax statutes. You will be contacted by the Ministry of Finance if compliance issues exist.

Contact Information:

Ministry of Finance Account Management and Collections Branch 33 King Street West PO Box 622 Oshawa, Ontario L1H 8H5

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Email: taxroll.management@ontario.ca

Phone: 1-866-668-8297 (1-866-ONT-TAXS)

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 refer to 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.

Questions

After reading these detailed instructions and the applicable Notice, if you still have questions, visit Ontario.ca/BusinessRegistry or contact us by <a href="emailto:emailt

Telephone: 416-314-8880 or Toll-free: 1-800-361-3223

• TTY: 416-325-3408 or Toll-free TTY: 1-800-268-7095

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