

## Before You Begin

Congratulations on deciding to incorporate your business in Ontario!

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 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 (\*).

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. Ontario Nuans name search report, if your proposed name is not a number name. Keep the 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 search report
2. Administrative Information. This will not be shown on the public record.
  - Contact information (name, telephone number and email address)
  - Official email address for the corporation
  - North American Industry Classification System (NAICS) primary activity code. For more information on NAICS code visit [NAICS](#) link.
3. Date of incorporation. You may choose a future date, up to 30 calendar days in the future.
4. Registered office address. This must be in Ontario. A post office box alone is not acceptable.
5. Number of directors, their names and address for service.
6. Share structure and any restrictions on share transfers.
7. Any restrictions on the business of the corporation or powers the corporation may exercise.
8. Other provisions, if any.
9. Consent to Act as First Director, if the director is not an incorporator and therefore not signing the articles of incorporation. This must be retained by the corporation.
10. Legal opinion, if required for a proposed 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. Incorporator(s) name and address for service.
12. Fee of \$300.00. 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

### 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.

### 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](https://Ontario.ca/BusinessRegistry) to see if your proposed new 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). When incorporating with both 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 are identical and the legal element in the French form is the French version of the legal element in the English form. When the certificate of incorporation 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 incorporate 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 more information, see the applicable Notice for details.

## General Details

In this section, indicate the requested date of incorporation, the corporation's primary activity code and official email address.

### Requested Date for Incorporation

The date of incorporation is the effective date that your corporation is incorporated. 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 of the contact person indicated in Section 1 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 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 *Business Corporations Act*.

## 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 either 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.

## **Director Who is Not an Incorporator**

A person listed as a director who is not an incorporator and therefore is not signing the articles of incorporation form is required to download the [Consent to Act as a First Director - Form Number 5260](#) and complete and sign the form. Keep the Consent to Act as a First Director form at the corporation's registered office address and be prepared to provide it in accordance with any notice from the ministry.

## **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".

### **Incorporator(s)**

Set out the name and address for service of each of the incorporators. Incorporators can be individuals or corporations. If the incorporator is an individual, indicate the full name and address. If the incorporator is a corporation, indicate the name of the corporation, the Ontario Corporation Number (OCN), and the full name and position (e.g., Director, President, Secretary) of the person signing for the corporation. Please ensure that the corporation name and OCN is exactly what appears in the public record. You can do a free search to check the exact corporation name and OCN at [Ontario.ca/BusinessRegistry](https://Ontario.ca/BusinessRegistry).

### **Authorization**

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

### **Signatures**

The form must bear the signatures of all incorporator(s). The name(s) of the incorporators that have been entered in the form will automatically appear in the signature section. If the incorporator is an individual, the full name will appear. If the incorporator is a corporation, the name of the corporation, and the name and position of the person

signing for the corporation will appear. Please ensure that the form is signed by all required persons in the space provided before mailing the form.

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## Submitting the Form

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Once you have completed the form, print it, obtain the appropriate signatures, 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

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## Returned Application

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If your application is handwritten, missing 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.

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 request 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://www.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