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Notice – Business Corporations Act – Filing Articles of Revival

Effective Date: This Notice is to be effective on the day that subsection 40 (1) of Schedule 6 to the Cutting Unnecessary Red Tape Act, 2017 comes into force.

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Articles of Revival under the Business Corporations Act (BCA) must be completed and filed to revive a dissolved corporation where the Director has, by order, cancelled the corporation's Certificate of Incorporation under section 241 of the BCA. Articles cannot be filed more than 20 years after the date of dissolution. Filings must be made in the required form and format, and meet all requirements and technical specifications established by the Director.

1. How to File Articles of Revival Online

You can file Articles of Revival online if you received a company key giving you authority over the corporation (see Notice – Company Key). You can file directly with the Ministry of Government and Consumer Services (Ministry) through ServiceOntario at our website www.ontario.ca/businessregistry.

You must use a valid and up-to-date ServiceOntario [online account](#) to complete and file this application electronically with ServiceOntario. You may save drafts prepared online for up to 90 days before filing; however, it is your responsibility to ensure that time sensitive documents such as Nuans reports are filed before they expire, and that requested effective dates are valid. ServiceOntario has no access to your drafts until the application is filed.

2. Required Documents and Information

To prepare for filing Articles of Revival online, have the following documents and information ready (uploads cannot exceed 5MB per file):

1. **Corporate name and Ontario Corporation Number (OCN)**
2. **Administrative information** (not shown on public record):
 - Contact information: name, email address

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- An official email address for the corporation
3. **An Ontario-biased or weighted Nuans name search report if the corporation has been dissolved 10 or more** (see below – Nuans Name Search). A Nuans name search report is not required if the corporation has been dissolved less than 10 years or if the corporation has a number name. Keep the report at the corporation’s registered office, and you will be asked for the following:
 - The report reference number
 - The proposed name searched
 - The date of the reportTo change the name of the corporation upon revival, the corporation must file Articles of Amendment after the Articles of Revival are issued. A Nuans name search report will be required.
 4. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
 5. **Be ready to confirm the required statements** (see below – Required Statements)
 6. **Date of Articles of Revival** Articles will be dated the date received by the Ministry in accordance with the applicable requirements unless you request a future date (up to 30 days in advance) when prompted (see below – Effective Date)
 7. **Consent of the Minister of Finance, if required** (see below – Supporting Documents) Your application for revival will automatically be forwarded electronically to the Ministry of Finance
 8. **Consent of the Ontario Securities Commission, if required** (see below – Supporting Documents)
 9. **Name of applicant, together with their interest in the corporation and address for service** (see below – Interested Person)
 10. **A valid credit or debit card ready to pay the filing fee**

Note: If the corporation’s registered office address at the time of dissolution has changed, the corporation must file a Notice of Change to report this upon revival. See [Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations](#).

Important – Additional Required Documents and Information

1. You may also need to obtain:
 - Consent(s) to the corporate name if required under the BCA and regulations (see below – Supporting Documents)
 - Additional consent(s) to revival (see below – Supporting Documents)
2. During the transaction, you will be prompted to print or save a PDF copy of the articles to have it signed by the interested person (i.e. the applicant) prior to filing (see below – Signature Requirements). Manual signatures or electronic signatures are permitted (see [Notice – Filing Methods and Requirements](#)).

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Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents and the Nuans name search report (if required).

3. Documents Issued by the Ministry

When the Articles of Revival are completed, you will receive the following documents by email:

1. The Certificate of Revival – this is the endorsement of the articles; the certificate sets out the corporate name, Ontario Corporation Number (OCN), and effective date
2. Articles of Revival – this is a copy of the official articles recorded by the Ministry, endorsed with the above-mentioned certificate
3. Payment receipt
4. [Terms and conditions](#) for online filing

These documents will be emailed to the official corporation email address provided and to the contact person specified.

Terms and conditions must be agreed to by the person(s) signing or otherwise authorizing the filing, and any person(s) acting on their behalf (the “authorizer(s)”) and by the corporation and is a mandatory requirement for filing.

To by mail, see below – File Articles of Revival by Mail.

4. Supporting Documents – Additional Information

Nuans Name Search

When filing Articles of Revival, an Ontario-biased or weighted Nuans name search report is required if the corporation has been dissolved 10 years or more. A Nuans name search report is not required if the corporation has been dissolved less than 10 years or if the corporation has a number name. If the corporation wishes to change its name upon revival to a name that is not a number name, Articles of Amendment must be filed after the Articles of Revival are issued. A Nuans name search report will be required.

The Nuans report is a list of existing corporate and business names, as well as trademarks, that are the same or similar to the name being proposed. It is the applicant's

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responsibility to check the search report for similar or identical names and to obtain any consent that may be required. Otherwise, this may result in a lawsuit or the corporation may be the subject of a hearing under the BCA (see [Notice – BCA – Incorporating a Business Corporation](#)).

The Nuans report must be obtained from a private name search company. The Ministry does not provide this search. Suppliers of Nuans reports may be found online at www.yellowpages.ca under the heading “Searchers of Records” or you may visit Innovation, Science and Economic Development Canada’s Nuans site at www.nuans.com for a list of registered search houses that can assist you with obtaining a Nuans search report and filing your documents. A Canada (federal) biased Nuans name search is not acceptable.

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 expires before the articles are endorsed, a valid Nuans report must be obtained to complete the filing. The proposed name searched, the Nuans reference number and the date of the Nuans report must be filed, and the Ministry will retrieve the report directly.

Consents

Minister of Finance Consent

Consent of the Minister of Finance to the revival is required if the corporation was dissolved by an order of the Director upon the corporation’s default in compliance with notice given under subsection 241 (1) of the BCA or a predecessor of that subsection. Your application for revival will automatically be forwarded electronically to the Ministry of Finance.

Ministry of Finance consent may also be required in the event of cancellation under subsection 241 (3) of the BCA. See below – Additional Consents to Revival.

If you wish more information about Ministry of Finance consent prior to filing, you may contact:

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

Phone: 1-866-668-8297 (1-866-ONT-TAXS)
Email: taxroll.management@ontario.ca

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Ontario Securities Commission Consent

Consent of the Ontario Securities Commission to the revival is required if the corporation was dissolved by an order of the Director upon the corporation's default in compliance with notice given under subsection 241 (2) of the BCA or a predecessor of that subsection. Written consent of the Ontario Securities Commission must accompany the Articles of Revival. If you have questions, please contact the Ontario Securities Commission at 416-593-8314 or toll-free at 1-877-785-1555.

Additional Consents to Revival

Consents to the revival may be required from the Public Guardian and Trustee (PGT) and the following Ministers under section 25 of the Names and Filings Regulation made under the BCA if any one of them has notified the Ministry of Government and Consumer Services that their consents are necessary: the Minister responsible for the Forfeited Corporate Property Act, 2015; the Minister responsible for the Environmental Protection Act; the Minister responsible for the Mining Act, except Part IV of that Act. If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

If the corporation was dissolved by an order of the Director upon the corporation's default in compliance with notice given under subsection 241 (3) of the BCA or a predecessor of that subsection, consent of the Minister of Finance to the revival may be required if the Minister of Finance has notified the Ministry of Government and Consumer Services that Minister of Finance consent is required.

Consents to a Name

Consents to a name may be required under the BCA and regulations. The corporation is responsible for obtaining all necessary consents, retaining them at the registered office and providing them in accordance with any notice from the Director.

5. General Information

Interested Person

Pursuant to subsection 241 (9) of the BCA, an "interested person" (e.g. a director, officer or shareholder of the corporation) may apply to revive a corporation that has been dissolved under subsection 241 (4) or a predecessor to it. If you have questions, contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

Signature Requirements

The Articles of Revival must be signed by the interested person (i.e. the applicant). Set out the name of the signatory and their interest in the corporation (see Notice – Filing Methods and Requirements).

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Single Name

If your legal name is a single name (where your culture has a tradition of single names) and you need to enter that single name on a form, please call ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223 for more information.

Time Limit for Revival

The BCA does not permit an application to revive a corporation that is made more than 20 years after the date of the corporation's dissolution under the BCA, or a predecessor of it, for default in compliance with a notice given due to:

- Failure to comply with the Acts listed in subsection 241 (1) of the BCA
- Failure to comply with section 77 and 78 of the Securities Act, or
- Failure to comply with a filing requirement under the Corporations Information Act or failure to pay a fee under the BCA.

Dissolutions where Revival is not Permitted

If the corporation voluntarily dissolved by filing Articles of Dissolution or was cancelled for cause by the Ministry of Government and Consumer Services, or if it is more than 20 years after the date of dissolution, the corporation may be revived only by a special act of the Legislature (private bill).

For more information, please contact:

Committee Clerk
Standing Committee on Regulations and Private Bills
Legislative Assembly of Ontario
99 Wellesley Street West
Room 1405, Whitney Block
Queen's Park
Toronto, ON
Email: Comm-regsprbills@ola.org
Tel: 416-325-3526
Fax: 416-325-3505

Required Statements

During the transaction you will be required to confirm the following required statements:

- 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.

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- 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.

Corporate Names not Permitted - Identical Names

Under the Names and Filings Regulation, the Ministry may require the name of a corporation to be changed to a number name if the name is not permitted. For example, if the corporation has been dissolved 10 years or more, and the name of the dissolved corporation is identical to the name or former name of another corporation, the dissolved corporation will not be permitted to revive with that name, and a number name will be assigned. To change the name after a Certificate of Revival is issued, the corporation may file Articles of Amendment.

Requirements After Revival

- The corporation must ensure it complies with the requirements of the Corporations Information Act by filing a Notice of Change to report changes to officer or director information, registered office address and administrative information (e.g. official email address for the corporation and North American Industry Classification System (NAICS) business activity code). For more information, see Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations.
- If the corporation held property at the time of dissolution, please refer to subsections 241 (10) and (11) of the BCA, the Forfeited Corporate Property Act, 2015 and the Escheats Act, 2015 for information.

Legal Advice

Please be advised that the Ministry **cannot** give legal advice. For further assistance or legal information, please consult private legal counsel.

If you need a lawyer, you may wish to contact the Law Society Referral Service (LSRS). The LSRS is a program of the Law Society of Ontario which offers up to one half-hour of free legal consultation. Information about how to be referred to a lawyer through the LSRS is available at www.lsrso.info. If you would like to be referred to a lawyer, you may submit a request to the LSRS by completing the online request form at www.lawsocietyreferralservice.ca. Please refer to the BCA for details governing business corporations in Ontario. The BCA is available at www.ontario.ca/laws.

6. Effective Date

When Articles of Revival are filed with the Ministry, they are endorsed with a certificate and are effective on the date set out in the certificate in accordance with section 273 of the BCA.

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The date of any certificate issued will be the date the Articles, other required documents (if any) and the required fee are received by the Ministry in accordance with signature and filing requirements under the BCA, the regulations and the Director's requirements. The applicant may request a date up to 30 days later than this date.

7. File Articles of Revival by Mail

To file Articles of Revival by mail, go online and download the [BCA Articles of Revival – Form Number 5269](#). You will be required to provide the email addresses noted below. You must complete this form on a computer, print it, and obtain the appropriate signatures, and mail it to the Ministry at the address below with your payment. You will need:

1. **Articles of Revival** One set of completed articles in approved form (see above link), signed by the interested person (see above – Signature Requirements). Manual signatures or electronic signatures are permitted (see Notice – Filing Methods and Requirements)
2. **Company key** giving you authority over the 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
3. **Corporate name and Ontario Corporation Number (OCN)**
4. **Administrative Information** (not shown on the public record)
 - Contact information: name, email address, telephone number
 - An official email address for the corporation
5. **An Ontario-biased or weighted Nuans name search report if the corporation been dissolved 10 years or more** (see above – Nuans Name Search). A Nuans name search report is not required if the corporation was dissolved less than 10 years ago or if the corporation has a number name. Keep the report at the corporation's registered office, and you will be asked for the following:
 - The report reference number
 - The proposed name searched
 - The date of the report

To change the name of the corporation upon revival, the corporation must file Articles of Amendment after the Articles of Revival are issued. A Nuans name search report will be required
6. **Registered office address** This must be a physical location in Ontario. A P.O. Box is not acceptable
7. **Be ready to confirm the required statements** (see above – Required Statements)
8. **Date of Articles of Revival** You must select a preferred date; however, the earliest effective date would be the date the application is received, in order, by the Ministry. You may choose a future date up to 30 days in advance (see above – Effective Date)

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9. **Consent of the Minister of Finance, if required** (see above – Supporting Documents) Your application for revival will automatically be forwarded electronically to the Ministry of Finance
10. **Consent of the Ontario Securities Commission, if required** (see above – Supporting Documents)
11. **Name of applicant, together with their interest in the corporation and address for service** (see above – Interested Person)
12. **Fee** Make cheque payable to the Minister of Finance. There will be a service charge payable for any cheques returned as non-negotiable by a bank or financial institution

Note: If the corporation's registered office address at the time of dissolution has changed, the corporation must file a Notice of Change to report this upon revival. See Notice – CIA – Filing an Initial Return and Notice of Change – Ontario Corporations.

Important – Additional Required Documents and Information

You may also need to obtain:

- Consent(s) to the corporate name if required under the BCA and regulations (see above – Supporting Documents)
- Additional consent(s) to revival (see above – Supporting Documents)

Note: The corporation must keep a properly executed version of the articles, including records related to an electronic signature if signed by electronic signature, at the corporation's registered office address in paper or electronic format and, if required by notice from the Director, provide a copy of the executed version, including any records related to an electronic signature, to the Director within the time period set out in the notice. The corporation must also provide, in accordance with the notice, any supporting documents, including any required consents and the Nuans name search report (if required).

Mailing Address

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

When Articles of Revival are completed, you will receive your documents by email (see above – Documents Issued by the Ministry).

Returned Applications

If your application is handwritten, missing the company key, required payment or email address, or if the wrong form is used, it will not be processed and will be returned to you by regular mail. Forms must be on 8.5" x 11" letter size paper.

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If the form is missing any other required information or has not been properly completed, the Ministry will cease processing application and will return the application for correction electronically to the email address provided on the form. A link will be provided to the electronic business registration system, where you must complete the transaction electronically. It is your responsibility to review the entire application, and to ensure that all data is accurate and meets the requirements of the BCA and regulations. You are also responsible for obtaining the required signatures, whether manual signatures or electronic signatures, when prompted during the electronic transaction. This will be considered a new application filed in an electronic format.

The effective date of returned applications that are resubmitted to the Ministry will be the date they are received by the Ministry in accordance with the requirements for filing under the BCA, the regulations and the Director's requirements. You may request a date up to 30 days later than this date.

If you have questions, please contact ServiceOntario at 416-314-8880 or toll-free at 1-800-361-3223.

8. Related Legislation

Business Corporations Act

Note: This Notice is to be subject to change or revocation by further Notice. This Notice is to be made pursuant to the BCA and regulations made under it. Requirements of the Director are to be established pursuant to sections 271.2 and 272.2 of the BCA.