



Ohio Revised Code

Section 1701.25 Statements on certificate for shares.

Effective: May 16, 2002

Legislation: House Bill 278 - 124th General Assembly

(A) Each certificate for shares of a corporation shall state:

(1) That the corporation is organized under the laws of this state;

(2) The name of the person to whom the shares represented by the certificate are issued;

(3) The number of shares represented by the certificate;

(4) If the shares of the corporation are classified, the designation of the class, and the series, if any, of the shares represented by the certificate;

(5) On the face or the back of the certificate:

(a) The express terms, if any, of the shares represented by the certificate and of the other class or classes and series of shares, if any, which the corporation is authorized to issue; or

(b) A summary of such express terms; or

(c) That the corporation will send to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor; or

(d) That a copy of such express terms is attached to and by reference made a part of such certificate and that the corporation will send to the shareholder a copy of such express terms without charge within five days after receipt of written request therefor if the copy has become detached from the certificate.

(B) No restriction on the right to transfer shares and no reservation of lien on shares shall be effective against a transferee of such shares unless there has been compliance with section 1308.11



of the Revised Code, and unless, as to certificated securities, there is set forth on the face or the back of the certificate therefor:

- (1) A statement of the terms of such restriction or reservation; or
 - (2) A summary of the terms of such restriction or reservation and a statement that the corporation will send to the shareholder a copy of such restriction or reservation without charge within five days after receipt of written request therefor; or
 - (3) If such restriction or reservation is contained in the articles or regulations of the corporation, or in an instrument in writing to which the corporation is a party, a statement to that effect and a statement that the corporation will send to the shareholder a copy of such restriction or reservation without charge within five days after receipt of written request therefor; or
 - (4) If such restriction or reservation is contained in an instrument in writing (other than the articles or regulations of the corporation or an instrument in writing to which the corporation is a party), a statement to that effect identifying the instrument by title, date, and parties.
- (C) A corporation shall send to a shareholder without charge within five days after receipt of written request therefor the copy or copies referred to in divisions (A)(5)(c) and (d) and (B)(2) and (3) of this section by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the copy or copies are sent.