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**GOVERNMENT CODE - GOV**

**TITLE 2. GOVERNMENT OF THE STATE OF CALIFORNIA [8000 - 22980]** ( Title 2 enacted by Stats. 1943, Ch. 134. )

**DIVISION 3. EXECUTIVE DEPARTMENT [11000 - 15990.3]** ( Division 3 added by Stats. 1945, Ch. 111. )

**PART 2. CONSTITUTIONAL OFFICERS [12001 - 12790]** ( Part 2 added by Stats. 1945, Ch. 111. )

**CHAPTER 3. Secretary of State [12152 - 12279]** ( Chapter 3 added by Stats. 1945, Ch. 111. )

**ARTICLE 6. Reinstatement of Business Entities [12260 - 12263]** ( Article 6 added by Stats. 2006, Ch. 324, Sec. 1. )

**12260.** For the purposes of this article, "termination document" means the certificate or other document required by the Corporations Code that is the last certificate or document filed with the Secretary of State to effect the final dissolution, surrender, or cancellation of the business entity.

(Added by Stats. 2006, Ch. 324, Sec. 1. Effective January 1, 2007.)

**12261.** (a) The Secretary of State shall reinstate to active status on its records, a business entity for which a court finds any of the following:

(1) The factual representations by a shareholder, member, partner, or other person that are contained in the termination document are materially false.

(2) The submission of the termination document to the Secretary of State for filing is fraudulent.

(b) If a court of competent jurisdiction orders reinstatement of a business entity to active status on any of the grounds stated in paragraph (1) or (2) of subdivision (a), the order for reinstatement shall state all of the following:

(1) The specific grounds for reinstatement.

(2) That if there is a conflict with the entity name under subdivision (b) of Section 201, subdivision (b) of Section 5122, subdivision (c) of Section 7122, subdivision (b) of Section 9122, subdivision (b) of Section 12302, subdivision (d) of Section 15901.08, subdivision (b) of Section 17701.08 of the Corporations Code, or related statutes, the reinstatement shall be conditioned upon the business entity concurrently submitting for filing an amendment to change its name to eliminate the conflict along with the certified copy of the order required by Section 12263.

(3) That the business entity shall be reinstated effective from the date of the filing of the court order with the Secretary of State.

(c) The court order for reinstatement may be obtained by submitting a petition to the superior court containing the legal and factual basis for reinstatement or as part of a civil action for damages or equitable relief. The Secretary of State shall not be made a party to the proceeding.

(Amended by Stats. 2014, Ch. 834, Sec. 50. (SB 1041) Effective January 1, 2015.)

**12262.** If the Secretary of State determines that the name of a business entity that has been ordered by a court to be reinstated creates a conflict under subdivision (b) of Section 201, subdivision (b) of Section 5122, subdivision (c) of Section 7122, subdivision (b) of Section 9122, subdivision (b) of Section 12302, or subdivision (b) of Section 17701.08 of the Corporations Code or any related statute, the reinstatement shall be subject to the business entity filing an amendment to change its name to eliminate the conflict.

(Amended by Stats. 2012, Ch. 419, Sec. 24. (SB 323) Effective January 1, 2013. Operative January 1, 2014, by Sec. 32 of Ch. 419.)

**12263.** Nothing in this article authorizes a court to order that any records of the Secretary of State be expunged. The Secretary of State shall file a certified copy of the order of the court reinstating the business entity with the records of the business entity, and the

reinstatement shall be effective on the date the Secretary of State files the order. The Secretary of State shall notify the Franchise Tax Board of the reinstatement of the business entity.

*(Added by Stats. 2006, Ch. 324, Sec. 1. Effective January 1, 2007.)*