

Requesting the Limited Restoration of Your B.C. Unlimited Liability Company by the Court

Thank you for your request on how to restore your B.C. unlimited liability company under section 361 of the *Business Corporations Act* (the Act). See **Appendix A**, attached.

WHO CAN APPLY?

This information package outlines the steps for a court ordered limited restoration of a B.C. unlimited liability company by any person.

Limited restorations are usually done in order to undertake or finalize a particular legal transaction with the company. When the limited period expires, the company is dissolved again.

However, the Act also provides for legal proceedings to be taken against a dissolved company within two years of its dissolution without having to restore the company at all.

Note: A legal proceeding may be continued or brought against a company within two years after its dissolution as if the company had not been dissolved. See section 346(1)(b) of the Act in **Appendix A**.

The Act provides for two ways in which a dissolved company can be restored for a limited period:

1. restoration approved by the registrar; and
2. restoration by the Supreme Court.

There are some instances where the Act requires the authority of the court to restore a company. In these instances it will be necessary to apply to the Supreme Court for an order to restore the company. For example, if the dissolution of the company occurred before the Act came into force on March 29, 2004 and the application to restore is made more than ten years after the date of the dissolution, then the application for restoration must be made to the court.

Further, if the company owned land at the time of its dissolution, that land escheats to the Crown under the *Escheat Act*. If the company has been dissolved for more than two years, section 4(5) of the *Escheat Act* requires a court order for the vesting of the land back to the dissolved company. Therefore, it may be simpler to apply to the court for a court ordered limited restoration and include the vesting of the land in that same application to the court.

For more information on Escheat claims see **Appendix B** and contact the Escheat office at 250-356-8819.

For an information package on how to apply for a registrar approved limited restoration, please go to the Corporate Registry website www.bcreg.ca or contact us directly at 1 877 526-1526.



All steps need to be completed in the order shown.

STEP ONE

The first step in restoration is to ensure the name of the company is available. As the company's name is no longer protected once it is dissolved, the original name may not be available for restoration. The Name Request form (FORM NR, attached) allows you to make a maximum of three choices of names, in descending order of preference. The filing fee for this form is \$30.

If the company is to be restored with its incorporation number at the time of dissolution followed by "B.C. Unlimited Liability Company" (e.g. 123456 B.C. Unlimited Liability Company), then **Step One** can be omitted. This information must be indicated on the Limited Restoration Application (FORM 28 ULC, attached) in Item C.

Note: In the "Additional Information" section of the Name Request form, print or type the word "Restoration".

You can apply for the company's name in the following ways:

ONLINE OPTIONS:

- Submit your Name Approval Request electronically through Name Requests Online at www.bcregistrynames.gov.bc.ca. Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30.00 and a BC OnLine service fee of \$1.50.
- If you have a BC OnLine account you can submit your request electronically at www.bconline.gov.bc.ca.

IN-PERSON OPTIONS:

- Visit your local Service BC Centre. Once you've paid the fee, they will submit your request to the Corporate Registry. For a location near you, go to www.servicebc.gov.bc.ca.

- Visit your local OneStop service delivery location. Once you've paid the fee, they will submit your request to the Corporate Registry. User fees may apply. For a location near you, go to www.bcbusinessregistry.ca.

OneStop service delivery locations are able to assist with some business start-up information. Once your business has been established, the OneStop locations are a great source for business resource materials.

MAILING OPTIONS

- Mail your Name Request form along with a cheque or money order for \$30.00 payable to the Minister of Finance, to:

Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3.

Restoration documentation cannot be processed until your corporate name has been approved and reserved.

Note: Once your name is approved, it is reserved for you for a period of 1 year plus 56 calendar days.

For further information regarding completion of your Name Request form, contact the Corporate Registry at 1 877 526-1526. Corporate Registry staff cannot provide legal or business advice.

STEP TWO

The next step in the process is to make an application to the Supreme Court of British Columbia (the court) for an order to restore the company. This is a two-part procedure. The first part is outlined here in **Step Two** and the second part is outlined in **Step Five**.

For complete instructions and information on the court restoration process, along with the fees required, contact the British Columbia Superior Courts. Visit www.courts.gov.bc.ca for a listing of court addresses, phone and fax numbers.

To obtain the Supreme Court "Company Restoration Package" for information and Supreme Court forms, go to www.courts.gov.bc.ca/supreme_court/self-represented_litigants/info_packages.aspx.

If you require assistance, contact the British Columbia Superior Court in your area or seek legal advice. BC Registry Services staff cannot assist you with the completion of these court documents.

The initial application to the court consists of a requisition and the first affidavit. For the majority of applications, the following facts must be established:

- the date the entity was dissolved;
- the identity of the party applying for restoration; and
- the reasons and interest in applying for restoration.

Should the company apply for a limited restoration under a new name, both names must be set out in the initial application (requisition and affidavit) to the court (e.g. Old Name *being restored as* New Name).

Note: The limited period of the restoration must also be set out in the initial application (requisition and affidavit) to the court. The limited period may be up to two years. When the limited period of the restoration expires, the company is dissolved again.

Once the initial application is completed, the affidavit must be witnessed by a notary public or commissioner for taking oaths. Return the application (requisition and affidavit), in duplicate, along with the required court fees, to the court. The court clerk will file one copy, open your action number, and stamp and return the duplicate copy of the application to you.

STEP THREE

After filing documents with the court, the applicant submits by fax or mail the stamped duplicate copy of the application that was filed in the courts (consisting of requisition and affidavit) to the Corporate Registry. Our fax number is 250 356-8923 or mail to the Corporate Registry, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3. Ensure your application contains the full name and mailing address of the applicant.

Next, this office will prepare the registrar's consent to the restoration. The consent letter will be mailed to the applicant for restoration at the mailing address indicated in the application. The consent is valid for six months.

STEP FOUR Step 4(A)

Next you must advertise your intent to restore the company in the British Columbia Gazette for one week prior to the date of the court granting the order in **Step Five**.

For information on the gazetting process, including the publication deadline date and the fees required, contact Crown Publications, www.crownpub.bc.ca.

Sample wording for the gazette notice for a Limited Restoration Application:

RESTORATION APPLICATION

Take notice that a restoration application will be made to the registrar of companies to restore: *[insert company name]*, *[insert incorporation number]*.

Dated at *[insert city]*, B.C., this *[insert day]* day of *[insert month]*, *[insert year]*. – *[insert name of person applying for gazette notice]*, *[insert relationship to company]*

A copy of the British Columbia Gazette publication containing your notice will be mailed to you by Queen's Printer.

Enter the publication date confirmed by Queen's Printer in Item G of the Limited Restoration Application (FORM 28 ULC, attached; see **Step Three**).

Step 4(B)

Included with the registrar's consent to the restoration will be a copy of a search conducted on the company. When received, send by registered mail a notice of your intent to restore the company for a limited period all individuals who were directors at the time of dissolution and to the mailing address of the registered office of the company, or if the mailing address is not shown, to the last address shown in the Corporate Register as the registered office address.

STEP FIVE

The applicant must file a second affidavit and a draft order with the Supreme Court of British Columbia (the court). This affidavit must establish by personal knowledge that:

- Notice of the initial application in **Step Two** was sent to the Registrar of Companies and that the registrar has consented to the limited restoration (the registrar's consent should be attached as an exhibit).
- Notice of the initial application was published in the British Columbia Gazette (the entire page of the British Columbia Gazette showing the date of publication must be attached as an exhibit).
- Notice of the intent to restore was mailed to all individuals who were directors at the time of dissolution and to the last address shown as the registered office of the company (see **Step Four**) (a copy of the corporate search received with the registrar's consent, along with the registered mail receipts and copies of the notices of the intent must be attached as an exhibit).

You must also prepare a draft copy of the court order. Once the draft copy of the court order is completed and the second affidavit has been witnessed by a notary public or commissioner for taking oaths, submit the draft order and affidavit to the court. The court will review the draft order and affidavit and grant or deny the court order. If the order is denied, then you must comply with what the court requests.

Note: You should ensure the draft court order includes the limited period (length of time) of the restoration (up to two years).

STEP SIX

The Limited Restoration Application (FORM 28 ULC, attached), is to be completed and submitted to the Corporate Registry along with any other records required by the registrar as outlined in the registrar's letter of consent to restore. For example, the registrar may have requested you also provide a copy of the court order.

Item I in the Limited Restoration Application (FORM 28 ULC, attached) requires that you indicate you have obtained the court order and specified the length of time of the limited restoration.

All filings must include the fees as follows:

Limited Restoration Application	\$350
Priority Service (optional)	\$100

All filings are processed on a first-come, first-served basis unless you pay an additional priority fee. If you wish the filings to be processed on a priority basis, an additional \$100 will be required. If the filings are being submitted on a priority basis, clearly indicate on both the envelope and the documentation that the submission is a priority.

A priority service is considered completed when the document is filed or the service request is completed. Turnaround is usually within 24 hours.

Note: If a document to be filed has errors and requires correction, then those corrections must be made and returned to this office within the 24 hour period to maintain priority status.

Send your documentation, with cheque or money order payable to the Minister of Finance, by mail to:

Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

or by courier to:

Corporate Registry
200 - 940 Blanshard Street
Victoria BC V8W 3E6

Once the documentation has been filed, the registrar will forward a Certificate of Restoration of the entity to the submitting party and will publish, in the British Columbia Gazette, a notification of the restoration.

STEP SEVEN

Once the Limited Restoration Application meets all requirements and has been filed, the company will be restored. The registrar will:

- Publish a notice of the limited restoration and the date it expires on the Queen's Printer website, www.bclaws.ca;
- Provide a certificate and, if requested to do so, certified copy of the Limited Restoration Application to the company;
- Provide a copy of the certificate to the applicant; and
- Provide to the company, if requested to do so, a certified copy of the Notice of Articles (for a company who has transitioned).

CONVERSION TO A FULL RESTORATION

Prior to a limited restoration expiring, an application for a full restoration of the company may be made to the court.

Refer to the guide, "Requesting the Full Restoration of Your BC Company by the Court" for details.

ADDITIONAL INFORMATION

For information regarding completion of your documentation, contact the Corporate Registry at 1 877 526-1526. Corporate Registry staff cannot provide legal or business advice.

CHECKLIST

Limited Restoration by the Court

Make sure you have everything in order before you take the final step and submit your restoration documents for filing:

- An approved and reserved corporate name;
- Requisition and affidavit has been filed with the court and mailed or faxed to the registrar;
- Consent letter from the Registrar has been received;
- Notice of Application for Restoration "Notice" has been published in the BC Gazette;
- A notice of intent to restore has been mailed to the company's registered office address and all directors as listed with the Corporate Registry and provided with the registrar's consent letter; and
- Second affidavit and draft court order has been approved by the court.

Send the following to BC Registries and Online Services:

- Limited Restoration Application (FORM 28 ULC), completed and signed, a copy of the entered court order, and any other records required in the registrar's letter; and
- Cheque or money order payable to the Minister of Finance for \$350.00 (\$450.00 if priority service), or authorization to debit your BC OnLine account.

Business Corporations Act (SBC 2002) Chapter 57

Part 2 – Incorporation

Division 2 – Corporate Names

Section 22 – Reservation of names

Part 10 – Liquidation, Dissolution, and Restoration

Division 8 – Effect of Dissolution

Section 346 – Dissolved companies to continue for litigation purposes

Section 349 – Dissolved company's assets available to judgement creditors

Division 11 – Restoration and Reinstatement

Section 355 – Pre-requisites to application

Section 356 – Applications to the registrar for restoration

Section 357 – Contents of application to the registrar for restoration

Section 358 – Registrar must restore

Section 359 – Limited restoration by registrar

Section 360 – Applications to the court for restoration

Section 361 – Limited restoration by court

Section 368 – Corporate assets to be returned to restored company

Reservation of name

- 22** (1) A person wishing to reserve a name for the purposes of this Act must apply to the registrar.
- (2) After receiving an application to reserve a name under subsection (1), the registrar may reserve the name for a period of 56 days from the date of reservation or any longer period that the registrar considers appropriate.
- (3) After receiving a request for the extension of a reservation of a name, the registrar may, if that request is received before the expiry of that reservation, extend that reservation for the period that the registrar considers appropriate.
- (4) The registrar must not reserve a name for the purposes of this section unless that name complies with the prescribed requirements and with the other requirements set out in this Division.
- (5) A name that the registrar for good and valid reasons disapproves contravenes the requirements set out in this Division.

Dissolved companies deemed to continue for litigation purposes

- 346** (1) Despite the dissolution of a company under this Act,
- (a) a legal proceeding commenced by or against the company before its dissolution may be continued as if the company had not been dissolved, and
- (b) a legal proceeding may be brought against the company within 2 years after its dissolution as if the company had not been dissolved.
- (2) Unless the court orders otherwise, records related to a legal proceeding referred to in subsection (1) may be
- (a) delivered to the company at its address for delivery in the legal proceeding, or
- (b) if the company does not have an address for delivery in the legal proceeding, served on the company
- (i) by personal service of those records on any individual who was a director or senior officer of the company immediately before the company was dissolved, or
- (ii) in the manner ordered by the court.

Dissolved company's assets available to judgment creditors

- 349** (1) In this section, "dissolved company's assets" means, in respect of a company that has been dissolved, the assets, other than land in British Columbia, that were owned by it before its dissolution, that vested in the government and that were received by the government, and includes
- (a) money, and

This is an unofficial excerpt from the *Business Corporations Act* and is enclosed for ease of reference only. For complete information, refer to the *Business Corporations Act*. Acts and regulations are available for purchase through Crown Publications at www.crownpub.bc.ca.

- (b) any money realized by the government from the disposition of those assets.
- (2) If a judgment is obtained in a legal proceeding against a dissolved company before or after its dissolution, the person who obtained the judgment may, within 2 years after the date on which the company is dissolved, apply to the minister for recovery against the dissolved company's assets.
- (3) If the minister is satisfied that the applicant under subsection (2) is entitled to recover some or all of the dissolved company's assets in satisfaction of a judgment referred to in that subsection, the minister may,
 - (a) if the dissolved company's assets have not yet been disposed of, provide those assets to the sheriff who may realize on those assets in accordance with the *Court Order Enforcement Act*, or
 - (b) in any other case, pay out of the consolidated revenue fund, without an appropriation other than this section, the lesser of
 - (i) the amount of money that the applicant is entitled to recover out of the dissolved company's assets, and
 - (ii) the amount of money realized by the government from the disposition of those assets less the government's costs of obtaining, maintaining and disposing of those assets.
- (4) If assets are provided to the sheriff under subsection (3) (a), the sheriff must apply the money realized from the disposition of those assets firstly in payment of the government's costs of obtaining, maintaining and disposing of those assets, and secondly in accordance with the scheme for payment under the *Court Order Enforcement Act*.

Pre-requisites to application

- 355
- (1) If, for any reason, a company has been dissolved, an application for restoration under this Division may be made,
 - (a) in the case of an application for the restoration of an unlimited liability company, to the court, or
 - (b) in any other case, to the registrar or to the court.
 - (2) Before submitting an application to the registrar for filing under section 356 or before making an application to the court under section 360, the applicant must
 - (a) publish in the Gazette notice of the application,
 - (b) mail notice of the application to the last addresses shown in the corporate register as
 - (i) the address or mailing address, as the case may be, of the registered office of the company, and
 - (ii) the address or prescribed address for each of the individuals who were the directors of the company at the time of the dissolution, and
 - (c) reserve a name under section 22 for the company unless the company is to be restored with the name created by adding "B.C. Ltd." or, if the company is a community contribution company, "B.C. Community Contribution Company Ltd.", or, in the case of an unlimited liability company, "B.C. Unlimited Liability Company" after the incorporation number of the company.

Applications to the registrar for restoration

- 356
- (1) A person may apply to the registrar to restore a company.
 - (2) An application may be made under subsection (1)
 - (a) for a full restoration, by a related person, or
 - (b) for a limited restoration, by any person.
 - (2.1) In respect of applications to the registrar under subsection (1) for limited restorations, the registrar may establish the maximum period of restoration that may be specified in a statement referred to in section 357 (f).
 - (3) In order to apply for restoration under this section, an applicant must provide to the registrar the records and information the registrar may require and must submit to the registrar for filing
 - (a) a restoration application in the form established by the registrar, and
 - (b) any other records the registrar may require.
 - (4) An application to the registrar under subsection (1)
 - (a) must, if the dissolution of the company occurred before the coming into force of this Act, be made within 10 years after the dissolution, or
 - (b) may, in any other case, be made at any time.

Contents of application to the registrar for restoration

- 357
- A restoration application under section 356 must contain the following:
- (a) the date on which the notice required under section 355 (2) (a) was published in the Gazette;
 - (b) the latest date on which a notice required under section 355 (2) (b) was mailed in accordance with that provision;
 - (c) the name reserved for the company and the reservation number given for it, or a statement that the name by which the company is to be restored is the name created by adding "B.C. Ltd." or, if the company is a community contribution company, "B.C. Community Contribution Company Ltd.", after the incorporation number of the company;

- (d) any translation of the company's name, set out in the prescribed manner, that the company intends to use outside Canada;
- (e) if the application is for a full restoration of the company,
 - (i) a statement that the applicant is related to the company and the nature of the person's relationship with the company,
 - (ii) the mailing address and the delivery address of the office proposed as the registered office of the restored company, and
 - (iii) for the records office of the restored company, the mailing address and the delivery address of the office at which the dissolved company's records, within the meaning of section 351, are being kept or, if those records are not available, a statement to that effect and the mailing address and the delivery address of the office proposed as the records office of the restored company;
- (f) if the application is for a limited restoration of the company, a statement specifying the proposed limited period of the restoration.

Registrar must restore

- 358 (1) Subject to section 363, unless the court orders otherwise in an entered order of which a copy has been filed with the registrar, after a restoration application under section 356 is filed with the registrar, the registrar must, on any terms and conditions the registrar considers appropriate, restore the company.
- (2) Subject to section 368, unless the court orders otherwise, a restoration under subsection (1) of this section is without prejudice to the rights acquired by persons before the restoration.

Limited restoration by registrar

- 359 (1) Subject to section 361 (2) and subsection (2) of this section, if a restoration under section 358 is for a limited period, the restored company is dissolved on the expiration of the limited period of restoration.
- (2) If a restoration under section 358 is a limited restoration, the registrar may, on an application filed with the registrar within the limited period of restoration,
 - (a) if the application is made by a related person, convert the limited restoration into a full restoration, or
 - (b) on an application made by any person, extend the period to any later date that the registrar considers appropriate, in which case the restored company is dissolved on the expiration of the extended period.
- (3) An applicant under subsection (2) (a) of this section must comply with sections 355 (2) (a) and (b), 356 (3) and 357 (a), (b) and (e).
- (4) After a company is dissolved under this section, the registrar must publish in the prescribed manner notice that the company has been dissolved.

Applications to the court for restoration

- 360 (1) A person may apply to the court to restore a company.
- (2) An application may be made under subsection (1)
 - (a) for a full restoration, by a related person, or
 - (b) for a limited restoration, by any person.
- (3) An applicant must
 - (a) provide to the registrar notice of the application and a copy of any record filed in the court registry in support of it, and
 - (b) obtain the registrar's consent to the restoration.
- (4) On an application under subsection (1), the applicant must provide to the court
 - (a) the information required under section 357 or, in the case of an unlimited liability company,
 - (i) the information required under section 357 (a), (b), (d), (e) and (f), and
 - (ii) the name reserved for the company and the reservation number given for it, or a statement that the name by which the company is to be restored is the name created by adding "B.C. Unlimited Liability Company" after the incorporation number of the company,
 - (b) the registrar's consent to the restoration, including any terms and conditions that the registrar considers appropriate, and
 - (c) any other information and records required by the court.
- (5) Subject to subsection (8), on an application under subsection (1), the court may, if it is satisfied that it is appropriate to restore the company, make an order, on the terms and conditions, if any, the court considers appropriate, that the company be restored.
- (6) Without limiting subsection (5), in an order made under that subsection, the court may give directions and make provisions it considers appropriate for placing the company and every other person in the same position, as nearly as may be, as if the company had not been dissolved.

- (7) Subject to section 368, unless the court orders otherwise, an order under subsection (5) of this section is without prejudice to the rights acquired by persons before the restoration.
- (8) An order under subsection (5) must reflect any terms and conditions referred to in subsection (4) (b).

Limited restoration by court

- 361
- (1) Subject to subsection (2), if a restoration ordered by the court under section 360 (5) is for a limited period, the restored company is dissolved on the expiration of the limited period of restoration.
 - (2) If a restoration under section 358 or 360 (5) is a limited restoration, the court may, on an application made in accordance with this section within the limited period of restoration,
 - (a) if the application is made by a related person, convert the limited restoration into a full restoration, or
 - (b) on an application made by any person, extend the period to any later date that the court considers appropriate, in which case the restored company is dissolved on the expiration of the extended period.
 - (3) An applicant under subsection (2) (a) of this section must
 - (a) comply with section 355 (2) (a) and (b),
 - (b) provide to the registrar notice of the application and a copy of any record filed in the court registry in support,
 - (c) obtain the registrar's consent to the conversion, and
 - (d) provide to the court
 - (i) the information required under section 357 (a), (b) and (e),
 - (ii) the registrar's consent to the conversion, including any terms and conditions that the registrar considers appropriate, and
 - (iii) any other information and records required by the court.
 - (4) After a company is dissolved under this section, the registrar must publish in the prescribed manner notice that the company has been dissolved.

Corporate assets to be returned to restored company

- 368
- (1) If money or other assets of a company vested in the government as a result of the dissolution of the company, on the restoration of the company,
 - (a) any of the assets that vested in the government and that have not been disposed of by the government vest in the company without any deed, bill of sale or other record from the government or any action by the government, and
 - (b) the government must, subject to subsections (3) to (5),
 - (i) in the case of assets that remain in the government's custody, return each of those assets to the company,
 - (ii) in the case of assets that have been disposed of by the government, pay to the company, out of the consolidated revenue fund, the amount of money realized by the government from the disposition of those assets, and
 - (iii) in the case of money vested in the government that has been received by the government, pay to the company, out of the consolidated revenue fund, the amount of that money.
 - (2) A payment under subsection (1) (b) may be made without any appropriation other than this Act.
 - (3) The government need not comply with subsection (1) (b) in relation to money or other assets paid or provided by the minister under section 349.
 - (4) The government need not comply with subsection (1) (b) unless and until it has been reimbursed, out of the money or other assets or otherwise, for its costs of
 - (a) obtaining, retaining, maintaining and disposing of the money and other assets, and
 - (b) paying the money, and returning the other assets, in accordance with that subsection.
 - (5) Subject to subsection (6), title to, or any interest in, land that has escheated to the government under section 4 of the *Escheat Act* is not, except as provided in section 4 of that Act, affected by a restoration of a company.
 - (6) Title to, or any interest in, water system property that
 - (a) has escheated to the government under section 4 of the *Escheat Act*, or
 - (b) has vested in the government under this Act

ESCHEAT CLAIMS Background Information

WHEN ISSUES INVOLVING ESCHEATS ARISE

Issues involving escheats arise in a variety of situations. Probably the most frequent situation is when a corporation is dissolved for failure to file annual reports and, at the time of dissolution, held land, an interest in land or personal property. Occasionally, situations occur where someone dies without a will and no one exists who would be entitled to the estate.

The Crown is the owner of otherwise ownerless property, by Crown prerogative. The *Escheat Act*, R.S.B.C. 1996, c.120, codifies parts of the common law.

OPTIONS FOR THE APPLICANT IN ESCHEAT MATTERS

Section 4(1) of the *Escheat Act* provides that land in British Columbia held by a corporation (includes an extraprovincial company) when it dissolves, escheats to the Crown, but section 4(3) provides that the government must not dispose of it for two years following the dissolution. Section 4(4) provides that if the corporation is revived within two years of its dissolution, the revival has the effect as if the land had not escheated and subject to the terms of any court order, the land vests in the corporation.

Applicants who are dealing with a dissolved corporation may have the option of applying to the court for an order to revive the corporations. Where the dissolved corporation was the owner of land upon dissolution, it is important to ensure that the court order addresses the vesting of the land back to the dissolved corporation upon restoration.

A second option to deal with land that was held by a corporation which has dissolved is to proceed with an application for a Ministerial Order through the Escheats Office. Such an application requires approval of the Attorney General or Deputy Attorney General. This process generally takes a number of weeks.

SEEK LEGAL ADVICE

The Escheats Office strongly recommends that applicants seek independent legal advice on how to proceed with any escheat matter.

FOR FURTHER INFORMATION, contact:

Ministry of Attorney General
Legal Services Branch, Escheat Officer
PO Box 9280 Stn Prov Govt
Victoria, BC V8W 9J7
Phone: 250 356-8819
Fax: 250 387-0700

NAME APPROVAL REQUEST INSTRUCTIONS

IMPORTANT – READ CAREFULLY

RESEARCH YOUR CHOICES!

The Names Examiner searches the Corporate Register only. This register includes the names of corporations incorporated or registered extraprovincially in British Columbia. It does not include names of British Columbia firms, trademarks or corporations registered outside British Columbia. If you want to ensure your name is not used outside of British Columbia, you could also access the Trademarks database at www.strategis.ic.gc.ca, or you may wish to search other jurisdictions in Canada. Most public business and trademark registers in Canada are reflected in the NUANS database, which may be searched for a fee through private search firms.

The approval of any name is at the discretion of the Registrar. You are paying for three choices. **Do not commit to any name before it is approved.** Provide three choices for each company you wish to name, in descending order of preference. Check them out for potential conflicts through telephone listings, business directories and other publications.

Occasionally this office will reject all three of your choices. If that happens, it will be necessary for you to complete another Name Request form with three more choices and submit it to this office with another reservation fee.

GENERAL

This form is used for the approval of all corporate and business names in British Columbia.

The first step in incorporation (company, society, cooperative association, financial institution) or registration of firms (partnership, proprietorship) or extraprovincial companies, is the approval of the name through the Names Reservation Unit of the Corporate Registry.

Once your name is approved, it is reserved for you for a period of 56 calendar days. Any renewals of the reservation period will require payment of another reservation fee.

If you need assistance call our help telephone number **1 877 526-1526**.

Once your name is reserved, the next step is to submit the necessary information to incorporate a company or society, register a proprietorship, partnership or limited partnership or register a foreign entity as an extraprovincial company.

Please go to the Corporate Registry's website for information on how to incorporate or register, as well as information on other services provided by the Corporate Registry.

The website address is: www.bcreg.ca

Approval of a name by the Registrar for either a corporation or a firm does not provide a proprietary right or interest in the name under any circumstances. It is intended solely to protect the public interest by:

- preventing names of corporations which are so similar as to confuse or mislead; and
- providing a record which allows the public to determine which individuals are associated with a corporation or firm name.

A corporation or a firm name may be registered under the same name as another firm. As a result there are many duplications of firms names, however, a firm or a corporation name will **not** be accepted if it can be confused with another corporate name.

FIRM NAMES (partnership, proprietorship, limited partnerships, limited liability partnership)

Registration of a firm does not provide any protection for that name and does not mean that the name will be available if you decide to incorporate a company using this name.

Fees

The payment of fees in advance is a mandatory requirement of doing all business with the Corporate Registry office. The fee to submit a Name Request to the Corporate Registry by mail is \$30.00

Applicants are urged to consult the current Fee Schedule. Payment of the wrong amount is a common cause for the rejection of name requests. Cheques and money orders are to be made payable to the Minister of Finance.

PRIORITY SERVICE

Names are processed in the order of time of receipt. Upon request and on payment of an additional fee, an application will be processed in priority to others, normally within 24 hours of receipt.

PROCESS

This form allows you to make a maximum of three choices, **in order of preference**, for each name approval. If you wish to have more than one name approved, you must complete an additional form and pay another fee. Your first choice for a name may be approved, if available, and held for a period of **56 calendar days**. Any renewals of the reservation period will require payment of another reservation fee. **Your 2nd and 3rd choices are not examined unless the initial choice of name is not available.** Regardless of whether your three choices are all examined or not, the full fee is charged.

A name approval request may be made on this form, or in writing with the same information as is required on this form.

You can apply for your name in the following ways:

OVER THE INTERNET: Go to Name Requests Online at www.bcregistrynames.gov.bc.ca to submit your Name Request electronically, for examination by the Names Reservation Unit at the Corporate Registry. Payment is by credit card. There is online information you can access to help you through the process. The fee to submit online is \$30 and a BC OnLine service fee of \$1.50.

BY SERVICE BC CENTRE: Visit any Service BC Centre who will transmit the request to the Registrar. For locations go to www.servicebc.gov.bc.ca.

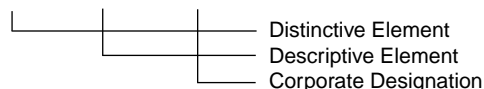
BY ONESTOP SERVICE DELIVERY LOCATION: Visit your local OneStop service delivery location. They will transmit the request to the Registries. User fees may apply. For locations go to www.bcbusinessregistry.ca.

BY MAIL: Names Reservation Unit, Corporate Registry
PO Box 9431 Stn Prov Govt
Victoria BC V8W 9V3

NAME COMPONENTS

In assessing names, the Registrar's staff analyze them according to their constituent components. The form of name acceptable in principle consists of a distinctive element, followed by a descriptive element and ending with a corporate designation (if applicable).

e.g. ABC Manufacturing Ltd.



DISTINCTIVE ELEMENT

The distinctive element serves to differentiate names having identical or similar descriptive elements, and for that reason, is the **most important** element to be examined in the name.

Names such as "Tire Shop Ltd." and "Shoe Store Ltd." lack an appropriate distinctive element and would be rejected for that reason.

They would be acceptable, if prefixed with an additional distinctive element (e.g. coined word, geographical location or personal name) that would distinguish them from all the other tire shops and shoe stores.

e.g. **Vancouver Tire Shop Ltd.** **Sandell's Shoe Store Ltd.**

Coined and made-up words are acceptable distinctive elements, provided they do not conflict with others already registered.

e.g. **Intertex Enterprises Ltd.** **Fabuform Diet Centre Ltd.**

A uniquely coined word, used in addition to a geographical location (e.g. Altrex Canada Ltd.), is normally considered sufficiently distinctive by itself that a descriptive element is not usually required.

DESCRIPTIVE ELEMENT

The descriptive element is useful in describing the nature of the business as well as expanding the options available. It allows for use of identical or similar distinctive elements, which might be desirable in developing a particular presence in the marketplace.

e.g. Victoria **Brake Shop** Ltd. Victoria **Stationery** Ltd.

CORPORATE DESIGNATION

A company **must have as part of and at the end of its name**, the corporate designation, "Limited", "Limitee", "Incorporated", "Incorporee" or "Corporation".

For all purposes, using the abbreviations of these words (e.g. "Ltd.", "Ltee.", "Inc." or "Corp.") is acceptable.

Extrajurisdictional companies that are Limited Liability Companies may have "Limited Liability Company" or "LLC" at the end of their name.

The corporate designation is **not** applicable to a firm name, society or cooperative name.

Firm names for partnerships and proprietorships **cannot** use "Ltd.", "Inc." or "Corp." in their names, but they may use "Company" or "Co."

Firm names for limited partnerships **must** use "Limited Partnership" at the end of the name.

Firm names for limited liability partnerships **must** use "Limited Liability Partnership" or "LLP." at the end of the name.

Societies should have the designation "Society" or "Association" as the last word in their name. Companies are precluded from the use of these words in their names.

Cooperatives should use the word "Cooperative" in their name and may also use "Association", "Society", "Union" and "Exchange".

SINGLE WORD NAMES

Single word names (such as International Limited) are normally not sufficiently distinct from other names containing the same word and generally will not be approved.

An exception may be allowed if the proposed, single-word name contains a coined word that has been trademarked and evidence of the trademark is presented with the name request. Each case will be determined on its merits.

Obvious contractions of common words (e.g. Petrochem, being a contraction of petroleum and chemical) are not considered to be coined words for the purposes of single-word names.

NUMBER NAMES

Numerals may be used in company names as the distinctive element. A year may be used in a name provided that it is the year of incorporation, amalgamation, change of name, or registration.

e.g. 123456 Enterprises Ltd. Pacific Enterprises (1997) Ltd.

The incorporation number may be used as the name of a British Columbia company. The accepted format is "345678 B.C. Ltd."

A name reservation or fee is not required for B.C. companies using just their incorporation number. The name will be given according to the next available number at the time of incorporation.

Numbered companies from other jurisdictions, continuing into British Columbia and wishing to retain their numbered names, will be required to conform with the name requirements of this province.

PERSONAL NAMES

In most cases, a natural person's full name will be considered to be sufficiently distinctive and therefore acceptable.

e.g. Bill Brown Ltd. John Smith Inc.

Two surnames, or initials with a surname, are normally accepted.

e.g. Brown, Green Inc. J.R. Black Corp.

WELL KNOWN NAMES

Names, which include well known trade names and trademarks, will not be allowed without the advance written consent of the holder.

e.g. Exxon, Xerox, Coke

EXTRAJURISDICTIONAL NAMES

Special consideration will be given to established extrajurisdictional companies applying for registration in the province, provided there is not a direct conflict in names.

SPECIAL CHARACTERS

The use of special characters (such as % or *) should be avoided in corporate and business names.

Some special characters may not be recognized by computer, will not print accurately and may not be allowed.

The "¢" symbol will not be approved in a name under any circumstances.

NO SUGGESTION OF GOVERNMENT CONNECTION

The word "government" (in either its English or French form) will not be allowed. Other words which might imply connection with, or endorsement by, any government require written consent of that government. Examples of other words which imply government connection are "ministry", "bureau", "secretariat", "commission" and "certified".

The use of "British Columbia" or "BC" as the distinctive element in any name is considered to imply connection with the Government of the Province of British Columbia. Use will be accepted only on the written consent of that government, usually obtained from the Protocol Office, Intergovernmental Relations Secretariat, after the name has been approved by the Registrar.

Use of the words "British Columbia" and "BC" will be accepted without consent, if they are placed at the end of a name and before the corporate designation.

e.g. Pacific Warehouse Storage BC Ltd.

NO SUGGESTION OF CONNECTION WITH CROWN OR ROYAL FAMILY

A name which suggests or implies a connection with the Crown, any living member of the Royal family, or endorsement by the Crown or Royal family will not be accepted without the written consent from the appropriate authority after the name has been approved by the Registrar.

e.g. Prince Charles Tea Room Ltd.

This does not apply to references in a name to geographical locations such as Prince George, Prince Rupert and references to New Westminster as the Royal City.

The use of the words "Crown" or "Royal" in combination with another word(s) that does not imply connection with the Crown or Royal family may be allowed.

e.g. Triple Crown Painting Ltd. Royal Star Holdings Ltd.

OBJECTIONABLE NAMES

Names that are considered to be objectionable on public grounds will not be accepted.

A name will not be approved if it includes a vulgar expression, obscene word or connotation, racial, physical or sexual slur.

The use of names of public figures will not be accepted without the advance written consent of the person named.

GUIDELINES

This abbreviated information is provided for convenience only. Corporate and business law is complicated, and there can be no substitute for sound professional advice. The Corporate Registry cannot accept responsibility for any errors or omissions in this information.

HELP IS AVAILABLE

For assistance or further information, please call 1 877 526-1526.



NAME APPROVAL NUMBER

NR

Important: Use this number on all documents and in the electronic submission of documents.

Telephone: 1 877 526-1526 www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street Victoria BC V8W 3E6

INSTRUCTIONS:

- Please retain a copy for your records. If the request is mailed, the Name Reservation section will notify you by letter or email once your request is completed. Please type or print clearly. SHADED AREAS ARE FOR OFFICE USE ONLY.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act, Cooperative Association Act, Partnership Act or Society Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registry Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

PRIORITY REQUEST - Additional fee required. YES - This is a priority request and I have enclosed an additional fee for this service. Includes fields for routing slip no., debit BCOL account no., folio no., deposit account transaction no., govt. agent transaction date, date received, govt. agent transaction no., and govt. agent amount collected.

APPLICANT SURNAME FIRST NAME AND INITIALS

ADDRESS

CITY PROVINCE POSTAL CODE

APPLICANT PHONE NO. COMPLETE THIS SECTION FOR RESULTS BY EMAIL CONTACT PERSON NAME EMAIL ADDRESS

Indicate what the name request is for: (In order for this request to be completed, one box must be (✓) ticked) CORPORATION (INCLUDES A FOREIGN ENTITY) PROPRIETORSHIP/PARTNERSHIP SOCIETY FINANCIAL INSTITUTION COOPERATIVE ASSOCIATION

Is this request for a foreign entity organized or incorporated in another province or country? YES NO IF YES, ENTER THE JURISDICTION NATURE OF BUSINESS

ADDITIONAL INFORMATION (Example: Limited Liability Company)

Name Request (first choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (second choice) PLEASE TYPE OR PRINT CLEARLY

Name Request (third choice) PLEASE TYPE OR PRINT CLEARLY



LIMITED RESTORATION BY COURT ORDER

BUSINESS CORPORATIONS ACT, section 361

Telephone: 1 877 526-1526 www.bcreg.ca

Mailing Address: PO Box 9431 Stn Prov Govt Victoria BC V8W 9V3

Courier Address: 200 - 940 Blanshard Street Victoria BC V8W 3E6

INSTRUCTIONS:

Please type or print clearly in block letters and ensure that the form is signed and dated in ink.

Item A Enter the incorporation number and name of the company & B at the time the company was dissolved. The incorporation number and name would be shown on the company's Certificate of Incorporation, Amalgamation, Continuation or Change of Name.

Item C Enter the name reserved for the company. This may be the same as the company name at the time it was dissolved, or, if that name is not available, a new reserved name.

Item D If the applicant is a corporation or firm, enter the full name of the corporation or firm.

Item G Complete Item G and attach entered court order.

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Business Corporations Act for the purposes of assessment. Questions regarding the collection, use and disclosure of personal information can be directed to the Manager of Registries Operations at 1 877 526-1526, PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.

Item H If the applicant is a corporation or firm, this form must be signed by an authorized signing authority for the corporation or firm.

Filing Fee: \$350.00

Submit this form with a cheque or money order made payable to the Minister of Finance, or provide the registry with authorization to debit the fee from your BC OnLine Deposit Account. Please pay in Canadian dollars or in the equivalent amount of U.S. funds.

A INCORPORATION NUMBER OF COMPANY TO BE RESTORED

B NAME OF COMPANY AT THE TIME OF DISSOLUTION

C NAME RESERVED FOR THE COMPANY TO BE RESTORED - Choose one of the following:

The name _____ is the name reserved for the company to be restored. The name reservation number is _____, OR

The name of the company at the time of dissolution was "_____ B.C. Unlimited Liability Company" and the company is to be restored with the same numbered name.

Note: Unless the name of the company at the time of dissolution had "B.C. Unlimited Liability Company" after the incorporation number of the company, the company must restore as the company name at the time it was dissolved, or, if that name is not available, a new reserved name. Once the company has been restored, the company may then change its name by adding "B.C. Unlimited Liability Company" after the incorporation number of the company and filing an Alteration Notice (FORM 11 ULC).

D FULL NAME OF APPLICANT

FIRST NAME MIDDLE NAME LAST NAME CORPORATION / BUSINESS NAME

E MAILING ADDRESS OF APPLICANT

MAILING ADDRESS CITY PROV/STATE COUNTRY POSTAL CODE/ZIP CODE

F TRANSLATION OF NAME

Set out every translation of the company name that the company intends to use outside of Canada.

G DATE OF RESTORATION - *Complete this Item if restoration is approved by court order.*

I have obtained a copy of an entered court order approving the restoration and it is attached.

Length of time of the limited restoration as specified in the court order is

(number of months)

H CERTIFIED CORRECT - *I have read this form and found it to be correct.*

Note: It is an offence to make a false or misleading statement in respect of a material fact in a record submitted to the Corporate Registry for filing.
See section 427 of the Business Corporations Act.

NAME OF APPLICANT

SIGNATURE OF APPLICANT

DATE SIGNED (YYYY / MM / DD)

X