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Restating the Certificate of Incorporation of a New York Nonprofit Corporation

As nonprofit corporations grow and change, they may need to amend their certificate of incorporation to reflect the current governance structure, purposes, activities, tax exempt status, and more. In order to understand what the certificate of incorporation allows or requires, it will then be necessary to read through each certificate of amendment in addition to the original certificate of incorporation. As a result, when the corporation is asked to provide its certificate of incorporation, it must include each certificate of amendment along with the original certificate of incorporation.

For a New York nonprofit, one way to restore simplicity is to file a “restated certificate of incorporation.”¹ The restated certificate consolidates and supersedes the existing certificate of incorporation and all certificates of amendment. When a nonprofit files a restated certificate, it can also fold in new changes at the same time, although it may need additional approvals in order to do so. This Legal Alert explains the process of preparing and filing a restated certificate with the New York Department of State (DOS).

1. *Decide: “Restate only” vs. “Restate + amend.”*

For ease of discussion, we divide restated certificates into two categories:

- A “restate only” (no new substantive changes) is usually a clean-up project: it consolidates the current certificate plus prior amendments into one readable document.
- A “restate + amend” consolidates and makes new changes—often triggering additional review steps which may include regulatory or other governmental consents.

If the organization’s goal is simply to consolidate scattered amendments into a single document, a restatement-only approach may work. If the goal is to change the corporation’s name, purposes, membership structure, or other provisions, this is “restate + amend” territory and you may need additional approvals.

2. *Gather source documents and confirm what is currently in effect.*

Collect the original Certificate of Incorporation, as well as any Certificate of Amendment or Restated Certificate of Incorporation that has been filed. To make sure you have all documents that have been filed with DOS: a) look up the corporation in the DOS Corporation and Business Entity Database (found at <https://apps.dos.ny.gov/publicInquiry/>), and b) click on the “Filing History” tab. If you cannot locate any of the documents listed there, you can request a copy on the DOS website [here](#).

If you are planning to “restate and amend,” you should also gather any government agency consent letters or other approvals that the corporation obtained in the process of filing the original Certificate of Incorporation or any amendments.

¹ New York Not-for-Profit Corporation Law (N-PCL) § 805 sets out the requirements for filing a restated certificate.

3. *Draft the restated certificate*

The organization should draft a full certificate that reads like a new certificate of incorporation, while also containing the statutory “restatement” language required by N-PCL § 805(b). DOS does not provide a template for restated certificates. Lawyers Alliance strongly urges nonprofits to work with an attorney when attempting to restate a certificate.

4. *Obtain required approvals/consents.*

New York law requires board authorization for a nonprofit corporation to restate its certificate of incorporation. Approval by the voting members (if there are any) is required only if the restatement includes amendments needing a class vote.² However, a corporation’s governing documents may impose additional approval requirements. For this reason, you should review the organization’s certificate of incorporation (and any amendments), as well as the bylaws, for any approvals required in addition to the statutory minimum.

If the restatement incorporates amendments that alter purposes, powers, or provisions requiring prior consents (per N-PCL § 804), those same consents or approvals—such as from the Attorney General, Supreme Court, or other governmental bodies—are needed unless previously secured.³ If this is a simple restatement that does not make any changes, it is not necessary to obtain such consents, even if the corporation had to obtain such consents before filing the original certificate or amendments.⁴

5. *File the executed restated certificate with DOS.*

The restated certificate must be signed by a person with appropriate corporate authority and accompanied by any required government approvals. Include the \$30 filing fee, an additional \$10 for a certified copy if desired, and a backer with the full name of the document and the filer’s name and address.⁵

6. *Update records and stakeholders.*

Once DOS has filed the restated certificate of incorporation, the original certificate of incorporation will be superseded and the restated certificate of incorporation, including any amendments and changes it makes, will be the corporation’s certificate of incorporation going forward.⁶ After filing, the corporation should update the corporate books and records and send the restated certificate to funders, government regulators, and anyone else who keeps the original certificate on file.

Lawyers Alliance is grateful to our legal extern, Isaiah Kramer, for his work on this Legal Alert.

² See N-PCL 802, 805(a).

³ Sections 404 and 804 of the N-PCL set out the types of amendments that require consent from the Charities Bureau or another government agency. For a fuller discussion about changing the purposes clause of a New York nonprofit corporation, see Lawyers Alliance, [Legal Alert: Changing the Purposes Clause of a New York Not-for-Profit Corporation](#).

⁴ N-PCL § 805(e).

⁵ The DOS fee schedule can be found here: <https://dos.ny.gov/fee-schedules>. There may be additional fees if expedited processing is needed. Information about where and how to file certificates for nonprofit corporations can be found at the end of DOS’ Not-for-Profit Incorporation Instructions, <https://dos.ny.gov/system/files/documents/2026/04/1511-inst.pdf>.

⁶ N-PCL § 805(f).

This alert is meant to provide general information only, not legal advice. If you have any questions about this alert please contact Bonnie Kalos Bye at bkalosbye@lawyersalliance.org or visit our website at www.lawyersalliance.org for further information. Lawyers Alliance strongly urges organizations to work with an attorney in order to draft and file a restated certificate of incorporation. To become a client, visit www.lawyersalliance.org/becoming-a-client.

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