

1795.

CORPORATION—CHANGE OF NAME—DOES NOT AFFECT EXISTING CONTRACTS.

SYLLABUS:

The mere change of name of a corporation to which a contract has been awarded by the state does not in any way affect any of its rights and obligations existing by reason of such contract.

COLUMBUS, OHIO, March 2, 1928.

HON. HERBERT B. BRIGGS, *State Architect and Engineer, Columbus, Ohio.*

DEAR SIR:—This will acknowledge receipt of your communication, as follows:

“The Chappellear-Gardner Co., of Portsmouth, is the general contractor for the construction of an auditorium at Ohio University under a contract approved by you May 21, 1927.

January 9, 1928, The Chappellear-Gardner Co. filed with Hon. Clarence J. Brown, Secretary of State, a ‘Certificate of Amendment of Articles of Incorporation of The Chappellear-Gardner Company,’ setting forth the following:

‘Resolved that the articles of incorporation of The Chappellear-Gardner Company be and the same are hereby amended so that the corporate name be changed from The Chappellear-Gardner Company to The D. E. Gardner Co.’

Enclosed I hand you copies of the above document and a statement from the Secretary of State certifying that the amendment was filed in his office January 9, 1928.

I kindly ask an opinion on the following:

1. Will The D. E. Gardner Co. succeed The Chappellear-Gardner Company in the execution of the above contract?
2. If so, what legal steps, if any, should be taken to officially show that the above change has been made?
3. If question 2 is answered affirmatively, what should the procedure be?
4. If 1 and 2 are answered affirmatively, shall the name The D. E. Gardner Co. be used on all official documents in the completion of the above contract?”

It is well established that the mere change of the name of a corporation does not in any way affect the corporate entity. Consequently The D. E. Gardner Co. is not in any sense a successor to The Chappellear-Gardner Co. and no question of succession to rights is involved.

You have enclosed with your communication a copy of the certified certificate of amendment of the articles of incorporation of The Chappellear-Gardner Company, showing the change of name. I assume, therefore, that you have in your possession the original of the certified copy of such certificate. In my opinion, this certificate is all that is necessary for your office to have in its files and would authorize you hereafter to use the name “The D. E. Gardner Co.” in any official documents incident to the completion of the contract in question.

Respectfully,
EDWARD C. TURNER,
Attorney General.