

House Bill 2090

Ordered printed by the Speaker pursuant to House Rule 12.00A (5). Presession filed (at the request of Secretary of State Bill Bradbury)

SUMMARY

The following summary is not prepared by the sponsors of the measure and is not a part of the body thereof subject to consideration by the Legislative Assembly. It is an editor's brief statement of the essential features of the measure **as introduced**.

Prohibits Secretary of State from disclosing Social Security numbers, federal employer identification numbers and taxpayer identification numbers provided in certain documents filed with Secretary of State.

Deletes requirement that certain documents filed with Secretary of State contain Social Security numbers, federal employer identification numbers and taxpayer identification numbers.

Directs Secretary of State to devise system for establishing unique identifiers for persons filing statements under central filing system for farm products. Directs Secretary of State to seek approval of system from Secretary of United States Department of Agriculture.

Declares emergency, effective on passage.

A BILL FOR AN ACT

1
2 Relating to information in documents filed with the Secretary of State; creating new provisions;
3 amending ORS 60.787, 62.455, 62.482, 62.513, 63.787, 65.787, 67.590, 67.645, 67.710, 70.610, 80.100,
4 80.106, 80.115, 80.118, 128.595 and 648.010; repealing ORS 56.105; and declaring an emergency.

5 **Be It Enacted by the People of the State of Oregon:**

6 **SECTION 1. Section 2 of this 2007 Act is added to and made a part of ORS chapter 56.**

7 **SECTION 2. (1) The Secretary of State may not disclose Social Security numbers, Inter-**
8 **nal Revenue Service taxpayer identification numbers or federal employer identification**
9 **numbers contained in documents filed with or created by the Secretary of State under ORS**
10 **chapters 58, 60, 62, 63, 65, 67, 70, 79, 87, 194, 305, 465, 466, 475, 554, 596, 634, 647, 648, 657 or**
11 **713 or under ORS 30.630, 80.115, 80.118 or 128.595.**

12 **(2) Any officer or employee in the office of the Secretary of State whose official functions**
13 **include disclosing documents in accordance with ORS chapter 192 shall be immune from civil**
14 **or criminal liability when the officer or employee, in good faith compliance with ORS chapter**
15 **192, discloses a document that contains a Social Security number, an Internal Revenue Ser-**
16 **vice taxpayer identification number or a federal employer identification number.**

17 **SECTION 3. ORS 60.787 is amended to read:**

18 60.787. (1) Each domestic corporation, and each foreign corporation authorized to transact
19 business in this state, shall by its anniversary deliver to the office for filing an annual report that
20 sets forth:

21 (a) The name of the corporation and the state or country under whose law it is incorporated;

22 (b) The street address of its registered office and the name of its registered agent at that office
23 in this state;

24 (c) The address, including street and number and mailing address, if different, of its principal
25 office;

26 (d) The names and addresses of the president and secretary of the corporation;

27 (e) The category of the classification code established by rule of the Secretary of State most

NOTE: Matter in **boldfaced** type in an amended section is new; matter [*italic and bracketed*] is existing law to be omitted. New sections are in **boldfaced** type.

1 closely designating the primary business activity of the corporation; **and**

2 *[(f) The federal employer identification number of the corporation; and]*

3 *[(g)]* (f) Additional identifying information that the Secretary of State may require by rule.

4 (2) The information contained on the annual report shall be current as of 30 days before the
5 anniversary of the corporation.

6 (3) The Secretary of State shall mail the annual report form to any address shown for the cor-
7 poration in the current records of the office. The failure of the corporation to receive the annual
8 report form from the Secretary of State shall not relieve the corporation of its duty to deliver an
9 annual report to the office as required by this section.

10 (4) If an annual report does not contain the information required by this section, the Secretary
11 of State shall notify the reporting domestic or foreign corporation in writing and return the report
12 to it for correction. The domestic or foreign corporation must correct the error within 45 days after
13 the Secretary of State gives such notice.

14 (5) A domestic or foreign corporation may deliver to the office for filing an amendment to the
15 annual report if a change in the information set forth in the annual report occurs after the report
16 is delivered to the office for filing and before the next anniversary. This subsection applies only to
17 a change that is not required to be made by an amendment to the articles of incorporation. The
18 amendment to the annual report must set forth:

19 (a) The name of the corporation as shown on the records of the office; and

20 (b) The information as changed.

21 **SECTION 4.** ORS 62.455 is amended to read:

22 62.455. (1) Each cooperative shall by its anniversary deliver to the Office of Secretary of State
23 for filing an annual report that sets forth:

24 (a) The name of the cooperative.

25 (b) The street address of its registered office and the name of its registered agent at that office
26 in this state.

27 (c) The address, including street and number and mailing address, if different, of its principal
28 office.

29 (d) The names and addresses of the president and secretary of the cooperative.

30 (e) The category of the classification code established by rule of the Secretary of State most
31 closely designating the primary business activity of the cooperative.

32 *[(f) The federal employer identification number of the cooperative.]*

33 *[(g)]* (f) Additional identifying information that the Secretary of State may require by rule.

34 (2) The information contained on the annual report shall be current as of 30 days before the
35 anniversary of the cooperative.

36 (3) The Secretary of State shall mail the annual report form to any address shown for the co-
37 operative in the current records of the Office of Secretary of State. The failure of the cooperative
38 to receive the annual report form from the Secretary of State shall not relieve the cooperative of
39 its duty to deliver an annual report to the Office of Secretary of State as required by this section.

40 (4) If an annual report does not contain the information required by this section, the Secretary
41 of State shall notify the reporting cooperative in writing and return the report to it for correction.
42 The cooperative must correct the error within 45 days after the Secretary of State gives such notice.

43 (5) A cooperative may deliver to the Office of Secretary of State for filing an amendment to the
44 annual report if a change in the information set forth in the annual report occurs after the report
45 is delivered to the Office of Secretary of State for filing and before the next anniversary. This sub-

1 section applies only to a change that is not required to be made by an amendment to the articles
2 of incorporation. The amendment to the annual report must set forth:

3 (a) The name of the cooperative as shown on the records of the Office of Secretary of State; and

4 (b) The information as changed.

5 **SECTION 5.** ORS 62.482 is amended to read:

6 62.482. (1) The indemnification and provisions for advancement of expenses provided by ORS
7 62.462 to 62.482 shall not be deemed exclusive of any other rights to which directors, officers, em-
8 ployees or agents may be entitled under the cooperative's articles of incorporation or bylaws, any
9 agreement, general or specific action of its board of directors, vote of members or otherwise, and
10 shall continue as to a person who has ceased to be a director, officer, employee or agent and shall
11 inure to the benefit of the heirs, executors and administrators of such a person. Specifically and not
12 by way of limitation, a cooperative shall have the power to make or agree to make any further
13 indemnification, including advancement of expenses, of:

14 (a) Any director as authorized by the articles of incorporation, any bylaws approved, adopted
15 or ratified by the members or any resolution or agreement approved, adopted or ratified, before or
16 after such indemnification or agreement is made, by the members, provided that no such
17 indemnification shall indemnify any director from or on account of acts or omissions for which li-
18 ability could not be eliminated under ORS 62.513 [(4)(f)] (4)(e); and

19 (b) Any officer, employee or agent who is not a director as authorized by its articles of incor-
20 poration or bylaws, general or specific action of its board of directors or agreement. Unless the ar-
21 ticles of incorporation, or any such bylaws, agreement or resolution provide otherwise, any
22 determination as to any further indemnity under this paragraph shall be made in accordance with
23 ORS 62.474.

24 (2) If articles of incorporation limit indemnification or advance of expenses, any indemnification
25 or advance of expenses is valid only to the extent consistent with the articles of incorporation.

26 (3) ORS 62.462 to 62.482 do not limit a cooperative's power to pay or reimburse expenses in-
27 curred by a director in connection with the director's appearance as a witness in a proceeding at
28 a time when the director has not been made a named defendant or respondent to a proceeding.

29 **SECTION 6.** ORS 62.513 is amended to read:

30 62.513. (1) The articles of incorporation shall set forth:

31 (a) The name of the cooperative, which satisfies the requirements of ORS 62.131.

32 (b) The purposes for which the cooperative is organized. It shall be sufficient to state, either
33 alone or with other purposes, that the purpose of the cooperative is to engage in any lawful activity
34 for which cooperatives may be organized under this chapter, and by such statement, all lawful ac-
35 tivities shall be within the purposes of the cooperative, except for express limitations, if any.

36 (c) Whether the cooperative is organized with or without membership stock, and if organized
37 without membership stock the amount of the membership fee and whether the membership fee may
38 be changed in accordance with a procedure established in the bylaws without the necessity of filing
39 amended or restated articles, and the limitations, if any, on transfer of a membership.

40 (d) The number and par value, if any, of shares of each authorized class of stock, and if more
41 than one class is authorized, the designation, preferences, limitations and relative rights of each
42 class.

43 (e) Which classes of stock, if any, are membership stock, and the limitations upon transfer, if
44 any, applicable to such stock.

45 (f) Any limitation of the right to acquire or recall any stock.

1 (g) The basis of distribution of assets in the event of dissolution or liquidation.

2 (h) The street address of the cooperative's initial registered office and the name of its initial
3 registered agent who shall be amenable to service of process at the address.

4 (i) A mailing address to which the Secretary of State may mail notices as required by this
5 chapter.

6 (j) The number of directors constituting the initial board of directors.

7 (k) The name and address of each incorporator.

8 (2) Duration shall be perpetual unless the articles of incorporation expressly limit the period of
9 duration.

10 (3) It is not necessary to set forth in the articles any of the corporate powers enumerated in this
11 chapter. The articles may include additional provisions, not inconsistent with law, for the regulation
12 of the internal affairs of the cooperative, including any provision that restricts the transfer of shares
13 or that under this chapter is required or permitted to be set forth in the bylaws. Any provision re-
14 quired or permitted in the bylaws has equal force and effect if stated in the articles. Whenever a
15 provision of the articles is inconsistent with a bylaw, the articles control.

16 (4) Without limiting the provisions of subsection (3) of this section, the articles of incorporation
17 may set forth:

18 (a) The names of the initial directors;

19 (b) The addresses of the initial directors;

20 (c) The names and addresses of the president and secretary;

21 [(d) *The federal employer identification number of the cooperative;*]

22 [(e)] (d) Provisions regarding:

23 (A) Managing the business and regulating the affairs of the cooperative; and

24 (B) Defining, limiting and regulating the powers of the cooperative, its board of directors and
25 members;

26 [(f)] (e) A provision eliminating or limiting the personal liability of a director to the cooperative,
27 its members or its shareholders for monetary damages for conduct as a director, provided that the
28 provision shall not eliminate or limit the liability of a director for any act or omission occurring
29 prior to the date when the provision becomes effective and the provision shall not eliminate or limit
30 the liability of a director for:

31 (A) Any breach of the director's duty of loyalty to the cooperative, its members or its share-
32 holders;

33 (B) Acts or omissions that are not in good faith or that involve intentional misconduct or a
34 knowing violation of law; or

35 (C) Any transaction from which the director derived an improper personal benefit; and

36 [(g)] (f) Any provision that under this chapter is required or permitted to be set forth in the
37 bylaws.

38 (5) The Secretary of State by rule may require additional identifying information.

39 **SECTION 7.** ORS 63.787 is amended to read:

40 63.787. (1) Each domestic limited liability company, and each foreign limited liability company
41 authorized to transact business in the state, shall by its anniversary deliver to the office of the
42 Secretary of State for filing an annual report that sets forth:

43 (a) The name of the limited liability company and the state or country under whose law it is
44 organized;

45 (b) The street address of its registered office and name of its registered agent at that office in

1 this state;

2 (c) The address, including street and number and mailing address, if different, of its principal
3 office;

4 (d) The names and addresses of the managers for a manager-managed limited liability company
5 or the name and address of at least one member for a member-managed limited liability company;

6 (e) The category of the classification code established by rule of the Secretary of State most
7 closely designating the primary business activity of the limited liability company; **and**

8 *[(f) The federal employer identification number of the limited liability company; and]*

9 *[(g)]* (f) Additional identifying information that the Secretary of State may require by rule.

10 (2) The information contained on the annual report shall be current as of 30 days before the
11 anniversary of the limited liability company.

12 (3) The Secretary of State shall mail the annual report form to any address shown for the limited
13 liability company in the current records of the office. The failure of the limited liability company
14 to receive the annual report form from the Secretary of State shall not relieve the limited liability
15 company of its duty to deliver an annual report to the office as required by this section.

16 (4) If an annual report does not contain the information required by this section, the Secretary
17 of State shall notify the reporting domestic or foreign limited liability company in writing and return
18 the report to it for correction. The domestic or foreign limited liability company must correct the
19 error within 45 days after the Secretary of State gives such notice.

20 (5) A domestic or foreign limited liability company may deliver to the office for filing an
21 amendment to the annual report if a change in the information set forth in the annual report occurs
22 after the report is delivered to the office for filing and before the next anniversary. This subsection
23 applies only to a change that is not required to be made by an amendment to the articles of or-
24 ganization. The amendment to the annual report must set forth:

25 (a) The name of the limited liability company as shown on the records of the office; and

26 (b) The information as changed.

27 **SECTION 8.** ORS 65.787 is amended to read:

28 65.787. (1) Each domestic corporation, and each foreign corporation authorized to transact
29 business in this state, shall by its anniversary deliver to the Office of the Secretary of State for
30 filing an annual report that sets forth:

31 (a) The name of the corporation and the state or country under whose law it is incorporated;

32 (b) The street address of the registered office and the name of the registered agent at that office
33 in this state;

34 (c) If the registered agent is changed, that the new registered agent has consented to the ap-
35 pointment;

36 (d) The address including street and number and mailing address if different from its principal
37 office;

38 (e) The names and addresses of the president and secretary of the corporation;

39 (f) A brief description of the nature of the activities of the corporation;

40 (g) Whether or not it has members;

41 (h) If it is a domestic corporation, whether it is a public benefit, mutual benefit or religious
42 corporation;

43 (i) If it is a foreign corporation, whether it would be public benefit, mutual benefit or religious
44 corporation had it been incorporated in this state; **and**

45 *[(j) The federal employer identification number of the corporation; and]*

1 ~~[(k)]~~ (j) Additional identifying information that the Secretary of State may require by rule.

2 (2) The information contained on the annual report shall be current as of 30 days before the
3 anniversary of the corporation.

4 (3) The Secretary of State shall mail the annual report form to any address shown for the cor-
5 poration in the current records of the office. The failure of the corporation to receive the annual
6 report form from the Secretary of State shall not relieve the corporation of its duty to deliver an
7 annual report to the office as required by this section.

8 (4) If an annual report does not contain the information required by this section, the Secretary
9 of State shall promptly notify the reporting domestic or foreign corporation in writing and return
10 the report to it for correction. The domestic or foreign corporation must correct the error within
11 45 days after the Secretary of State gives such notice.

12 (5) A domestic or foreign corporation may deliver to the Office of the Secretary of State for
13 filing an amendment to the annual report if a change in the information set forth in the annual re-
14 port occurs after the report is delivered to the Office of the Secretary of State for filing and before
15 the next anniversary. This subsection applies only to a change that is not required to be made by
16 an amendment to the articles of incorporation. The amendment to the annual report must set forth:

17 (a) The name of the corporation as shown on the records of the Office of the Secretary of State;
18 and

19 (b) The information as changed.

20 **SECTION 9.** ORS 67.590 is amended to read:

21 67.590. (1) After the approval required by ORS 67.500 (3), a partnership may become a limited
22 liability partnership by delivering an application for registration to the office of the Secretary of
23 State for filing.

24 (2) The application for registration shall set forth the following information:

25 (a) The name of the partnership;

26 (b) The address, including street and number, and mailing address, if different, of the principal
27 office from which the partnership conducts its business;

28 (c) A mailing address to which notices as required by this chapter may be mailed until an ad-
29 dress has been designated by the limited liability partnership in its annual report;

30 (d) A brief statement describing the primary business activity of the partnership and, for a
31 partnership rendering a professional service or services, the professional service or services to be
32 rendered through the partnership;

33 ~~[(e) The federal employer identification number of the partnership;]~~

34 ~~[(f)]~~ (e) A representation by the partner or partners executing the application for registration
35 that the application for registration has been approved by a vote of the partners as required by ORS
36 67.500 (3); and

37 ~~[(g)]~~ (f) The names and addresses of at least two partners of the partnership.

38 (3) The application for registration may set forth any other provisions, not inconsistent with law,
39 that the partnership may decide to include in the application.

40 (4) The filing of an application for registration establishes that the partnership has satisfied all
41 conditions precedent to the qualification of the partnership as a limited liability partnership.

42 (5) The status of the partnership as a limited liability partnership is effective upon filing of the
43 application for registration or, if applicable, upon the delayed effective time and date set forth in
44 the application for registration in accordance with ORS 67.530, and the payment of the required fee.
45 The status remains effective, regardless of changes in the partnership, until the registration is vol-

1 untarily canceled pursuant to ORS 67.595 or the registration is revoked pursuant to ORS 67.660. The
 2 cancellation or revocation of the registration shall not affect the personal liability of any partner
 3 with respect to any obligations of the limited liability partnership that are incurred by the limited
 4 liability partnership prior to the effective date of the cancellation or revocation of the registration.

5 (6) A partnership that is a limited liability partnership on January 1, 1998, shall not be required
 6 to file a new registration by reason of this chapter to continue its status as a limited liability
 7 partnership.

8 **SECTION 10.** ORS 67.645 is amended to read:

9 67.645. (1) Each limited liability partnership registered to transact business in this state, and
 10 each foreign limited liability partnership authorized to transact business in this state, shall by its
 11 anniversary deliver an annual report to the office of the Secretary of State for filing. The annual
 12 report shall set forth:

13 (a) The name of the partnership and the state or country under whose law it is registered or
 14 qualified as a limited liability partnership;

15 (b) The address, including street and number, and mailing address, if different, of the principal
 16 office from which the partnership conducts its business;

17 (c) The names and addresses of at least two partners of the partnership;

18 (d) A brief statement describing the primary business activity of the partnership; **and**

19 *[(e) The federal employer identification number of the partnership; and]*

20 *[(f)]* (e) Additional identifying information that the Secretary of State may require by rule.

21 (2) The information contained on the annual report shall be current within 30 days before the
 22 report is due.

23 (3) The Secretary of State shall mail the annual report form to any address shown for the limited
 24 liability partnership or foreign limited liability partnership in the current records of the office of the
 25 Secretary of State. The failure of the limited liability partnership or foreign limited liability part-
 26 nership to receive the annual report form from the Secretary of State shall not relieve the limited
 27 liability partnership or foreign limited liability partnership of its duty to deliver an annual report
 28 to the office of the Secretary of State as required by this section.

29 (4) If an annual report does not contain the information required by this section, the Secretary
 30 of State shall notify the reporting limited liability partnership or foreign limited liability partnership
 31 in writing and return the report to it for correction. The limited liability partnership or foreign
 32 limited liability partnership must correct the error within 45 days after the Secretary of State gives
 33 such notice.

34 (5) A limited liability partnership or foreign limited liability partnership may deliver to the office
 35 of the Secretary of State for filing an amendment to the annual report if a change in the information
 36 set forth in the annual report occurs after the report is delivered to the office of the Secretary of
 37 State for filing and before the next anniversary. The amendment to the annual report must set forth:

38 (a) The name of the limited liability partnership or foreign limited liability partnership as shown
 39 on the records of the office; and

40 (b) The information as changed.

41 **SECTION 11.** ORS 67.710 is amended to read:

42 67.710. (1) A foreign limited liability partnership may apply for authority to transact business
 43 in this state by delivering an application for authorization to the office of the Secretary of State for
 44 filing. The application shall set forth:

45 (a) The name of the foreign limited liability partnership or, if its name is unavailable for filing

1 in this state, another name that satisfies the requirements of ORS 67.730;

2 (b) The name of the state or country under whose law it is registered and the date of registra-
3 tion;

4 (c) The address, including street and number, and mailing address, if different, of its principal
5 office;

6 (d) A mailing address to which notices as required by this chapter may be mailed;

7 (e) A brief statement describing the primary business activity of the foreign limited liability
8 partnership; **and**

9 *[(f) The federal employer identification number of the foreign limited liability partnership; and]*

10 *[(g)]* (f) The names and addresses of at least two partners of the foreign limited liability part-
11 nership.

12 (2) The foreign limited liability partnership shall deliver with the completed application a cer-
13 tificate of existence, or a document of similar import, current within 60 days of delivery and
14 authenticated by the official having custody of limited liability partnership records in the state or
15 country under whose law it is registered.

16 (3) The foreign limited liability partnership shall be authorized by the Secretary of State to
17 transact business in this state upon the filing of the application for authorization, or if applicable,
18 upon the delayed effective time and date set forth in the application for authorization in accordance
19 with ORS 67.530, and the payment of the required fee. The authorization shall remain effective until
20 the authorization is voluntarily withdrawn pursuant to ORS 67.740 or the authorization is revoked
21 pursuant to ORS 67.755.

22 **SECTION 12.** ORS 70.610 is amended to read:

23 70.610. (1) Each domestic limited partnership and each foreign limited partnership registered to
24 transact business in this state shall submit for filing an annual report to the Office of Secretary of
25 State that includes:

26 (a) The name of the domestic or foreign limited partnership and the state or country under the
27 laws of which it is formed;

28 (b) The street address of its registered office in this state and the name of its registered agent
29 at that office;

30 (c) The name and respective address of each general partner of the domestic or foreign limited
31 partnership;

32 (d) The category of the classification code as established by rule of the Secretary of State most
33 closely designating the primary business activity of the domestic or foreign limited partnership;

34 (e) The location of the office in which the records described in ORS 70.050 are kept;

35 (f) A mailing address to which the Secretary of State may mail notices as required by this
36 chapter; **and**

37 *[(g) The federal employer identification number of the domestic or foreign limited partnership;*
38 *and]*

39 *[(h)]* (g) Additional identifying information that the Secretary of State may require by rule.

40 (2) The annual report shall be on forms prescribed and furnished by the Secretary of State. The
41 information contained in the annual report shall be current as of 30 days before the anniversary of
42 the domestic or foreign limited partnership.

43 (3) The annual report shall be signed by at least one general partner, or if the domestic or for-
44 eign limited partnership is in the hands of a receiver or trustee, it shall be signed on behalf of the
45 partnership by such receiver or trustee.

1 (4) The Secretary of State shall mail the annual report form to the address shown for the limited
 2 partnership in the current records of the Office of Secretary of State. The failure of the limited
 3 partnership to receive the annual report form from the Secretary of State shall not relieve the lim-
 4 ited partnership of its duty to deliver an annual report to the Office of Secretary of State as re-
 5 quired by this section.

6 (5) If the Secretary of State finds that the report conforms to the requirements of this chapter
 7 and all fees have been paid, the Secretary of State shall file the report.

8 (6) A limited partnership may deliver to the Office of Secretary of State for filing an amendment
 9 to the annual report if a change in the information set forth in the annual report occurs after the
 10 report is delivered to the Office of Secretary of State for filing and before the next anniversary. This
 11 subsection applies only to a change that is not required to be made by an amendment to the certif-
 12 icate of limited partnership. The amendment to the annual report shall set forth:

13 (a) The name of the limited partnership as shown on the records of the Office of Secretary of
 14 State; and

15 (b) The information as changed.

16 **SECTION 13.** ORS 80.100 is amended to read:

17 80.100. As used in ORS 80.100 to 80.130:

18 (1) **“Approved unique identifier” means a number, combination of numbers and letters,**
 19 **or another identifier that the Secretary of State prescribes by rule.**

20 [(1)] (2) “Buyer” means a person who, in the ordinary course of business, buys farm products
 21 from a person engaged in farming operations who is in the business of selling farm products.

22 [(2)] (3) “Central filing system” means a system for filing effective financing statements on a
 23 statewide basis that is operated by the Secretary of State and has been certified by the Secretary
 24 of the United States Department of Agriculture.

25 [(3)] (4) “Commission merchant” means any person engaged in the business of receiving any farm
 26 product for sale, on commission, or for or on behalf of another person.

27 [(4)] (5) “Effective financing statement” means a document filed with the Secretary of State to
 28 register and describe farm products subject to a security interest created by a debtor or seller of
 29 farm products that is an effective financing statement under the provisions of section 1324 of the
 30 Food Security Act of 1985, 7 U.S.C. 1631 [*now existing or hereafter amended*]. An effective financing
 31 statement does not create or perfect a security interest.

32 [(5)] (6) “Farm product” means an agricultural commodity including but not limited to wheat,
 33 corn, soybeans, or a species of fish or livestock such as cattle, hogs, sheep, horses or poultry used
 34 or produced in farming operations, or a product of such crop, fish or livestock in its unmanufactured
 35 state, including but not limited to wool clip, milk and eggs, that is in the possession of a person
 36 engaged in farming operations.

37 [(6)] (7) “Knows” or “knowledge” means actual knowledge.

38 [(7)] (8) “Security interest” means an interest in farm products that secures payment or per-
 39 formance of an obligation.

40 [(8)] (9) “Selling agent” means any person, other than a commission merchant, who is engaged
 41 in the business of negotiating the sale and purchase of any farm product on behalf of a person en-
 42 gaged in farming operations.

43 **SECTION 14.** ORS 80.106 is amended to read:

44 80.106. (1) The Secretary of State shall establish, implement and operate the central filing system
 45 for farm products.

1 (2) The Secretary of State shall ensure that the central filing system for farm products described
 2 in ORS 80.100 to 80.130 complies with the requirements for a central filing system as defined by 7
 3 U.S.C. 1631 as that statute read on December 24, 1986.

4 (3) The Secretary of State shall prescribe: *[the]*

5 (a) Rules, fees and forms to implement and operate the central filing system; **and**

6 (b) **Rules for providing and using approved unique identifiers for persons filing documents**
 7 **under ORS 80.100 to 80.130.**

8 (4) The fees prescribed by the Secretary of State under this section shall be nonrefundable and
 9 shall not exceed the cost of administering the central filing system.

10 **SECTION 15.** ORS 80.115 is amended to read:

11 80.115. (1) An effective financing statement for farm products as defined in ORS 80.100 is suffi-
 12 cient to register a security interest in a farm product if the statement:

13 (a) Contains the name and address of the secured party;

14 (b) Contains the name and address of the person indebted to the secured party;

15 (c) Contains the *[Social Security number]* **approved unique identifier** of the debtor *[or, in the*
 16 *case of a debtor doing business other than as an individual, the Internal Revenue Service taxpayer*
 17 *identification number of the debtor];*

18 (d) Describes the farm products subject to the security interest created by the debtor, including
 19 the amount of the farm products when applicable, and identifies the county in this state in which
 20 the farm products are produced or located;

21 (e) Is signed, authorized or otherwise authenticated by the secured party;

22 (f) Is an original or reproduced copy of the original; and

23 (g) Is accompanied by the required filing fee.

24 (2) An effective financing statement must be amended in writing within three months, similarly
 25 signed, authorized or otherwise authenticated, and filed, to reflect material changes.

26 (3) An effective financing statement for farm products remains effective for a period of five years
 27 from the date of filing, subject to extensions for additional periods of five years each by refiling or
 28 filing a continuation statement within six months before the expiration of the five-year period.

29 (4) An effective financing statement for farm products lapses on either the expiration of the ef-
 30 fective period of the statement or the filing of a notice signed, authorized or otherwise authenticated
 31 by the secured party that the statement has lapsed, whichever occurs first. Unless otherwise pro-
 32 vided in writing between the secured party and the debtor, a statement that the effective financing
 33 statement has lapsed shall be filed within 15 days after there is no outstanding secured obligation
 34 and no commitment to make advances, incur obligations or otherwise give value under the security
 35 interest.

36 (5) The Secretary of State shall, by rule, prescribe the filing fee for each effective financing
 37 statement for farm products or change to and continuation of the effective financing statement, and
 38 the filing fee for the notice that the effective financing statement has lapsed. Each effective financ-
 39 ing statement may reflect more than one type of farm product. The filing fee shall be per debtor
 40 name.

41 (6) An effective financing statement is sufficient if it complies with this section even though it
 42 contains minor errors that are not seriously misleading.

43 **SECTION 16.** ORS 80.118 is amended to read:

44 80.118. (1) Under the central filing system for farm products, the Secretary of State shall record
 45 the date and time of filing of effective financing statements or changes thereto, and compile this

1 information into a master list organized according to farm products. The Secretary of State shall
 2 by rule determine the categories of farm products.

3 (2) Within each category of farm products, the Secretary of State shall arrange the master list:

4 (a) In alphabetical order by last name of the debtor or in the case of a debtor doing business
 5 other than as an individual, by the first word in the name of such debtor;

6 (b) In **ascending alphabetical or** numerical order, **as appropriate**, according to [*Social Security*
 7 *number*] **the approved unique identifier** of the individual debtor [*or Internal Revenue Service tax-*
 8 *payer identification number of debtors doing business other than as individuals*];

9 (c) Geographically by county; and

10 (d) By crop year.

11 (3) The master list shall contain all the information on all the effective financing statements
 12 filed in the system that have not lapsed. The master list shall be arranged to provide delivery to
 13 any registrant of any information relating to any product, produced in any county for any crop year
 14 covered by the system and shall be in a form that is readable by humans without special equipment.

15 (4) The Secretary of State shall maintain a list of all buyers of farm products, commission mer-
 16 chants and selling agents who register with the Secretary of State on a form indicating:

17 (a) The name and address of each buyer, commission merchant and selling agent;

18 (b) The interest of each buyer, commission merchant or selling agent in receiving the master list
 19 on farm products; and

20 (c) The farm products in which each buyer, commission merchant and selling agent has an in-
 21 terest.

22 (5) The Secretary of State shall distribute monthly to each buyer, commission merchant and
 23 selling agent registered under this section a [*printed or micrographic*] copy of those portions of the
 24 master list that the buyer, commission merchant or selling agent has registered an interest in re-
 25 ceiving. The Secretary of State shall by rule prescribe the yearly subscription fee for [*each type*]
 26 **such copies** of the monthly master list.

27 **SECTION 17.** ORS 128.595 is amended to read:

28 128.595. (1) Each business trust by the anniversary date shall file a report with the Secretary
 29 of State accompanied by the annual fee.

30 (2) The report shall contain the following:

31 (a) The name of the business trust and the state or country under whose law it is formed;

32 (b) The names and addresses of its trustees;

33 (c) The street address of the registered office in this state and the name of the trust's registered
 34 agent at that office;

35 (d) A mailing address to which the Secretary of State may mail notices;

36 (e) The category of the classification code as established by rule of the Secretary of State most
 37 closely designating the primary business activity of the business trust; **and**

38 [*f*] *The federal employer identification number of the trust; and*

39 [*g*] **(f)** Any additional identifying information that the Secretary of State by rule may require.

40 (3) The annual report shall be on forms prescribed and furnished by the Secretary of State. The
 41 information contained in the annual report shall be current as of 30 days before the anniversary of
 42 the business trust.

43 (4) The Secretary of State shall mail the report form to any address shown for the business trust
 44 in the current records of the Office of the Secretary of State. The failure of the business trust to
 45 receive the report form from the Secretary of State shall not relieve the business trust of its duty

1 to deliver a report as required by this section.

2 (5) If the Secretary of State finds the report conforms to the requirements of this section, the
3 Secretary of State shall file the report.

4 (6) If the Secretary of State finds that the report does not conform to the requirements of this
5 section, the Secretary of State shall return the report to the business trust. The business trust shall
6 correct the annual report and return it to the Secretary of State within 45 days after the Secretary
7 of State returns the report.

8 (7) If no report is filed by the reporting date or if no corrected report is filed within the 45-day
9 period, the Secretary of State shall send to the business trust a final notice advising that no report
10 has been filed and it is, therefore, assumed that the business trust is no longer active unless a report
11 is filed within 45 days after the mailing of such final notice.

12 (8) Not less than 45 days after the date of mailing of the final notice provided for by subsection
13 (7) of this section, the Secretary of State may assume and note on the records of the Secretary of
14 State that the business trust is inactive.

15 **SECTION 18.** ORS 648.010 is amended to read:

16 648.010. (1) Each person who will carry on, conduct or transact business under an assumed
17 business name shall sign an application to register the assumed business name and shall submit the
18 application to the Office of the Secretary of State, with the fee prescribed by this chapter. All of the
19 persons who will carry on, conduct or transact a single business under an assumed business name
20 shall file a consolidated application to register the assumed business name.

21 (2) The application shall state:

22 (a) The assumed business name to be registered. The applicant shall write the assumed business
23 name in the alphabet used to write the English language. The assumed business name may include
24 numerals and incidental punctuation.

25 (b) The real and true name and street address of each person who intends to carry on, conduct
26 or transact business under the assumed business name.

27 (c) The principal address at which the applicant intends to carry on, conduct or transact busi-
28 ness and a listing of each county in which the applicant intends to carry on, conduct or transact
29 business to the extent that ORS 648.007 would require the applicant to register the assumed business
30 name for that county.

31 (d) The name and the mailing address of the person whom the applicant authorizes to represent
32 the applicant in transactions with the Office of the Secretary of State with respect to the registra-
33 tion. All of the registrants of an assumed business name for a single business shall designate the
34 same person under this subsection.

35 (e) The applicant's primary business activity.

36 (f) Any other information that the Secretary of State by rule may require.

37 *[(3) Any application for registration submitted under this section or any report submitted under*
38 *ORS 648.017 shall set forth the Social Security number or federal employer identification number of*
39 *each applicant or registrant named in the application or report.]*

40 *[(4)]* (3) The person named in the application to be authorized to represent the applicant is au-
41 thorized to receive notices under this chapter and to perform any duty that this chapter requires
42 of the registrant of the assumed business name, but is not by the application or registration made
43 the registrant's agent for the service of process.

44 **SECTION 19. Section 20 of this 2007 Act is added to and made a part of ORS 80.100 to**
45 **80.130.**

1 **SECTION 20.** (1) The Secretary of State shall devise a method or system to provide ap-
2 proved unique identifiers for persons filing documents under ORS 80.100 to 80.130.

3 (2) If necessary under federal law, the Secretary of State shall seek approval of the
4 method or system devised under subsection (1) of this section from the Secretary of the
5 United States Department of Agriculture.

6 **SECTION 21.** ORS 56.105 is repealed.

7 **SECTION 22.** This 2007 Act being necessary for the immediate preservation of the public
8 peace, health and safety, an emergency is declared to exist, and this 2007 Act takes effect
9 on its passage.

10