

A-Engrossed
House Bill 2313

Ordered by the House April 27
Including House Amendments dated April 27

Ordered printed by the Speaker pursuant to House Rule 12.00A (5). Pre-session filed (at the request of House Interim Committee on Judiciary for Oregon State Bar Real Estate Land Use Section)

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.

Deletes references to trusts, estates, trustees[, *personal representatives*] and executors from certain statutory definitions of "person" and "entity."

A BILL FOR AN ACT

1
2 Relating to definitions of legal entities; amending ORS 24.260, 36.250, 36.600, 60.001, 62.015, 63.001,
3 65.001, 67.005, 70.005, 84.004, 86.205, 87.700, 95.200, 98.302, 105.624, 130.010, 205.010, 520.005 and
4 648.005.

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

6 **SECTION 1.** ORS 24.260 is amended to read:

7 24.260. For the purposes of ORS 24.260 to 24.335:

8 (1) "Action" means a judicial proceeding or arbitration in which a payment in money may be
9 awarded or enforced with respect to a foreign-money claim.

10 (2) "Bank-offered spot rate" means the spot rate of exchange at which a bank will sell foreign
11 money at a spot rate.

12 (3) "Conversion date" means the banking day next preceding the date on which money, in ac-
13 cordance with ORS 24.260 to 24.335, is:

14 (a) Paid to a claimant in an action or distribution proceeding;

15 (b) Paid to the official designated by law to enforce a judgment or award on behalf of a claimant;
16 or

17 (c) Used to recoup, setoff or counterclaim in different moneys in an action or distribution pro-
18 ceeding.

19 (4) "Distribution proceeding" means a judicial or nonjudicial proceeding for the distribution of
20 a fund in which one or more foreign-money claims is asserted and includes an accounting, an as-
21 signment for the benefit of creditors, a foreclosure, the liquidation or rehabilitation of a corporation
22 or other entity, and the distribution of an estate, trust or other fund.

23 (5) "Foreign money" means money other than money of the United States of America.

24 (6) "Foreign-money claim" means a claim upon an obligation to pay, or a claim for recovery of
25 a loss, expressed in or measured by a foreign money.

26 (7) "Money" means a medium of exchange for the payment of obligations or a store of value
27 authorized or adopted by a government or by intergovernmental agreement.

28 (8) "Money of the claim" means the money determined as proper pursuant to ORS 24.275.

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 (9) "Person" means an individual, a corporation, government or governmental subdivision or
2 agency, business trust, [estate, trust,] joint venture, partnership, association, two or more persons
3 having a joint or common interest or any other legal or commercial entity.

4 (10) "Rate of exchange" means the rate at which money of one country may be converted into
5 money of another country in a free financial market convenient to or reasonably usable by a person
6 obligated to pay or to state a rate of conversion. If separate rates of exchange apply to different
7 kinds of transactions, the term means the rate applicable to the particular transaction giving rise
8 to the foreign-money claim.

9 (11) "Spot rate" means the rate of exchange at which foreign money is sold by a bank or other
10 dealer in foreign exchange for immediate or next day availability or for settlement by immediate
11 payment in cash or equivalent, by charge to an account, or by an agreed delayed settlement not
12 exceeding two days.

13 (12) "State" means a state of the United States, the District of Columbia, the Commonwealth
14 of Puerto Rico or a territory or insular possession subject to the jurisdiction of the United States.

15 **SECTION 2.** ORS 36.250 is amended to read:

16 36.250. As used in ORS 36.250 to 36.270:

17 (1) "Agricultural producer" means a person who owns or is purchasing agricultural property for
18 use in agriculture whose gross sales in agriculture averaged \$20,000 or more for the preceding three
19 years.

20 (2) "Agricultural property" means real property that is principally used for agriculture.

21 (3) "Agriculture" means the production of livestock, poultry, field crops, fruit, dairy, fur-bearing
22 animals, Christmas trees, vermiculture products, food fish or other animal and vegetable matter.

23 (4) "Coordinator" means the Director of Agriculture or a designee of the Director of Agricul-
24 ture.

25 (5) "Creditor" means the holder of a mortgage or trust deed on agricultural property, a vendor
26 of a real estate contract for agricultural property, a person with a perfected security interest in
27 agricultural property or a judgment creditor with a judgment against an agricultural producer.

28 (6) "Financial analyst" means a person knowledgeable in agriculture and financial matters that
29 can provide financial analysis to aid the agricultural producer in preparing the financial information
30 required under ORS 36.256. Financial analyst may include county extension agents or other persons
31 approved by the coordinator.

32 (7) "Mediation" means the process by which a mediator assists and facilitates an agricultural
33 producer and a creditor in a controversy relating to the mortgage, trust deed, real estate contract,
34 security interest or judgment that the creditor has in the agricultural property of the agricultural
35 producer in reaching a mutually acceptable resolution of the controversy and includes all contacts
36 between the mediator and the agricultural producer or the creditor, until such time as a resolution
37 is agreed to by the agricultural producer and the creditor or until the agricultural producer or the
38 creditor discharges the mediator.

39 (8) "Mediation service" means a person selected by the coordinator to provide mediation under
40 ORS 36.250 to 36.270.

41 (9) "Mediator" means an impartial third party who performs mediations.

42 (10) "Person" means the state or a public or private corporation, local government unit, public
43 agency, individual, partnership, association, firm[, trust, estate] or any other legal entity.

44 **SECTION 3.** ORS 36.600 is amended to read:

45 36.600. As used in ORS 36.600 to 36.740:

1 (1) "Arbitration organization" means an association, agency, board, commission or other entity
2 that is neutral and initiates, sponsors or administers an arbitration proceeding or is involved in the
3 appointment of an arbitrator.

4 (2) "Arbitrator" means an individual appointed to render an award, alone or with others, in a
5 controversy that is subject to an agreement to arbitrate.

6 (3) "Court" means a circuit court.

7 (4) "Knowledge" means actual knowledge.

8 (5) "Person" means an individual, corporation, business trust, [*estate, trust,*] partnership, limited
9 liability company, association, joint venture, government, governmental subdivision, agency or
10 instrumentality, public corporation or any other legal or commercial entity.

11 (6) "Record" means information that is inscribed on a tangible medium or that is stored in an
12 electronic or other medium and is retrievable in perceivable form.

13 **SECTION 4.** ORS 60.001 is amended to read:

14 60.001. As used in this chapter:

15 (1) "Anniversary" means that day each year exactly one or more years after:

16 (a) The date of filing by the Secretary of State of the articles of incorporation in the case of a
17 domestic corporation.

18 (b) The date of filing by the Secretary of State of an application for authority to transact busi-
19 ness in the case of a foreign corporation.

20 (2) "Articles of incorporation" include amended and restated articles of incorporation, articles
21 of conversion and articles of merger.

22 (3) "Authorized shares" means the shares of all classes a domestic or foreign corporation is
23 authorized to issue.

24 (4) "Conspicuous" means so written that a reasonable person against whom the writing is to
25 operate should have noticed it. For example, printing in italics, boldface or contrasting color, typing
26 in capitals or underlined is conspicuous.

27 (5) "Corporation" or "domestic corporation" means a corporation for profit, which is not a for-
28 eign corporation, incorporated under or subject to the provisions of this chapter.

29 (6) "Delivery" means any method of delivery used in conventional commercial practice, including
30 delivery by hand, mail, commercial delivery and electronic transmission.

31 (7) "Distribution" means a direct or indirect transfer of money or other property, except of a
32 corporation's own shares, or incurrence of indebtedness by a corporation to or for the benefit of its
33 shareholders in respect of any of its shares. A distribution may be in the form of a declaration or
34 payment of a dividend, a purchase, redemption or other acquisition of shares, a distribution of
35 indebtedness, or otherwise.

36 (8) "Domestic limited liability company" means an entity that is an unincorporated association
37 having one or more members and that is organized under ORS chapter 63.

38 (9) "Domestic nonprofit corporation" means a corporation not for profit incorporated under ORS
39 chapter 65.

40 (10) "Domestic professional corporation" means a corporation organized under ORS chapter 58
41 for the purpose of rendering professional services and for the purposes provided under ORS chapter
42 58.

43 (11) "Electronic signature" has the meaning given that term in ORS 84.004.

44 (12) "Electronic transmission" means any process of communication that does not directly in-
45 volve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction

1 of information by the recipient.

2 (13) "Employee" includes an officer but not a director. A director may accept duties that make
3 the director also an employee.

4 (14) "Entity" includes a corporation, foreign corporation, nonprofit corporation, profit and
5 nonprofit unincorporated association, business trust, [*estate*,] partnership, [*trust*,] two or more per-
6 sons having a joint or common economic interest, any state, the United States and any foreign
7 government.

8 (15) "Foreign corporation" means a corporation for profit incorporated under a law other than
9 the law of this state.

10 (16) "Foreign limited liability company" means an entity that is an unincorporated association
11 organized under the laws of a state other than this state, under the laws of a federally recognized
12 Indian tribe or under the laws of a foreign country and that is organized under a statute under
13 which an association may be formed that affords to each of its members limited liability with respect
14 to liabilities of the entity.

15 (17) "Foreign nonprofit corporation" means a corporation not for profit organized under the laws
16 of a state other than this state.

17 (18) "Foreign professional corporation" means a professional corporation organized under the
18 laws of a state other than this state.

19 (19) "Governmental subdivision" includes an authority, county, district and municipality.

20 (20) "Includes" denotes a partial definition.

21 (21) "Individual" means a natural person. "Individual" includes the estate of an incompetent
22 individual or a deceased individual.

23 (22) "Means" denotes an exhaustive definition.

24 (23) "Office," when used to refer to the administrative unit directed by the Secretary of State,
25 means the office of the Secretary of State.

26 (24) "Person" includes individual and entity.

27 (25) "Principal office" means the office, in or out of this state, where the principal executive
28 offices of a domestic or foreign corporation are located and designated in the annual report or ap-
29 plication for authority to transact business in this state.

30 (26) "Proceeding" includes civil, criminal, administrative and investigatory action.

31 (27) "Record date" means the date established under this chapter on which a corporation de-
32 termines the identity of its shareholders and their shareholdings for purposes of this chapter. The
33 determinations shall be made as of the close of business on the record date unless another time for
34 doing so is specified when the record date is fixed.

35 (28) "Shares" means the units into which the proprietary interest in a corporation are divided.

36 (29) "Shareholder" means the person in whose name shares are registered in the records of a
37 corporation or the beneficial owner of shares to the extent of the rights granted by a nominee cer-
38 tificate on file with a corporation.

39 (30) "Signature" includes any manual, facsimile, conformed or electronic signature.

40 (31) "State," when referring to a part of the United States, includes a state, commonwealth,
41 territory and insular possession of the United States and its agencies and governmental subdivisions.

42 (32) "Subscriber" means a person who subscribes for shares in a corporation, whether before
43 or after incorporation.

44 (33) "United States" includes a district, authority, bureau, commission, department and any
45 other agency of the United States.

1 (34) "Voting group" means all shares of one or more classes or series that under the articles
2 of incorporation or this chapter are entitled to vote and be counted together collectively on a matter
3 at a meeting of shareholders. All shares entitled by the articles of incorporation or this chapter to
4 vote generally on the matter are for that purpose a single voting group.

5 **SECTION 5.** ORS 62.015 is amended to read:

6 62.015. As used in this chapter, unless the context requires otherwise:

7 (1) "Anniversary" means that day each year exactly one or more years after:

8 (a) The date of filing by the Secretary of State of the articles of incorporation in the case of a
9 domestic cooperative.

10 (b) The date of filing by the Secretary of State of an application for authority to transact busi-
11 ness in the case of a foreign cooperative.

12 (2) "Articles" means articles of incorporation, articles of conversion and articles of merger.

13 (3) "Board" means board of directors.

14 (4) "Cooperative" means a cooperative corporation which is subject to the provisions of this
15 chapter.

16 (5) "Corporation" means a corporation which is not a cooperative.

17 (6) "Domestic limited liability company" means an entity that is an unincorporated association
18 having one or more members and that is organized under ORS chapter 63.

19 (7) "Domestic nonprofit corporation" means a corporation not for profit incorporated under ORS
20 chapter 65.

21 (8) "Domestic professional corporation" means a corporation organized under ORS chapter 58
22 for the purpose of rendering professional services and for the purposes provided under ORS chapter
23 58.

24 (9) "Foreign cooperative" means a cooperative corporation organized under laws other than the
25 laws of this state.

26 (10) "Foreign corporation" means a corporation for profit incorporated under the laws of a state
27 other than this state.

28 (11) "Foreign limited liability company" means an entity that is an unincorporated association
29 organized under the laws of a state other than this state, under the laws of a federally recognized
30 Indian tribe or under the laws of a foreign country and that is organized under a statute under
31 which an association may be formed that affords to each of its members limited liability with respect
32 to liabilities of the entity.

33 (12) "Foreign nonprofit corporation" means a corporation not for profit organized under the laws
34 of a state other than this state.

35 (13) "Foreign professional corporation" means a professional corporation organized under the
36 laws of a state other than this state.

37 (14) "Member" means a person who has been qualified and accepted for membership in a coop-
38 erative.

39 (15) "Membership stock" means any class of stock, continuous ownership of which is required
40 for membership in a cooperative.

41 (16) "Negotiate" means to confer with another in order to come to terms.

42 (17) "Person" includes individuals, corporations, associations, firms, partnerships, joint stock
43 companies[, trusts, estates] and foreign and domestic cooperative corporations.

44 (18) "Shareholder" means a holder of shares of capital stock of a cooperative other than mem-
45 bership stock.

1 **SECTION 6.** ORS 63.001 is amended to read:

2 63.001. As used in this chapter:

3 (1) “Anniversary” means that day each year exactly one or more years after:

4 (a) The date of filing by the Secretary of State of the articles of organization in the case of a
5 domestic limited liability company.

6 (b) The date of filing by the Secretary of State of an application for authority to transact busi-
7 ness in the case of a foreign limited liability company.

8 (2) “Articles of organization” means the document described in ORS 63.047 for the purpose of
9 forming a limited liability company, including articles of organization as they may be amended or
10 restated, articles of conversion and articles of merger.

11 (3) “Bankruptcy” means:

12 (a) Assignment by a member for the benefit of creditors;

13 (b) Commencement of a voluntary bankruptcy case by a member;

14 (c) Adjudication of a member as bankrupt or insolvent;

15 (d) Filing by a member of a petition or answer seeking for the member any reorganization, ar-
16 rangement, composition, readjustment, liquidation, dissolution or similar relief under any statute,
17 law or rule;

18 (e) Filing by a member of an answer or other pleading admitting or failing to contest the mate-
19 rial allegations of a petition filed against the member in any proceeding of this nature;

20 (f) Seeking, consenting to or acquiescing in the appointment of a trustee, receiver or liquidator
21 of the member or of all or any substantial part of the member’s properties;

22 (g) Commencement of an involuntary bankruptcy case against a member that has not been dis-
23 missed on or before the 120th day after the commencement of the case;

24 (h) Appointment, without the member’s consent, of a trustee, receiver or liquidator either of the
25 member or of all or any substantial part of the member’s properties that is not vacated or stayed
26 on or before the 90th day after appointment; or

27 (i) Appointment described in paragraph (h) of this subsection that is not vacated on or before
28 the 90th day after expiration of the stay under paragraph (h) of this subsection.

29 (4) “Contribution” means anything of value which a person contributes to the limited liability
30 company as a prerequisite for or in connection with membership including cash, property or services
31 rendered or a promissory note or other binding obligation to contribute cash or property or to per-
32 form services.

33 (5) “Corporation” or “domestic corporation” means a corporation for profit incorporated under
34 ORS chapter 60.

35 (6) “Distribution” means a direct or indirect transfer of money or other property, except of a
36 limited liability company’s own interests, or incurrence of indebtedness by a limited liability com-
37 pany to or for the benefit of its members in respect of any of its member’s interests. A distribution
38 may be in the form of a declaration or payment of profits, a purchase, retirement or other acquisi-
39 tion of interests, a distribution of indebtedness, or otherwise.

40 (7) “Domestic nonprofit corporation” means a corporation not for profit incorporated under ORS
41 chapter 65.

42 (8) “Domestic professional corporation” means a corporation organized under ORS chapter 58
43 for the purpose of rendering professional services and for the purposes provided under ORS chapter
44 58.

45 (9) “Entity” includes a domestic or foreign limited liability company, corporation, professional

1 corporation, foreign corporation, domestic or foreign nonprofit corporation, domestic or foreign co-
2 operative corporation, profit or nonprofit unincorporated association, business trust, [*estate*,] do-
3 mestic or foreign general or limited partnership, [*trust*,] two or more persons having a joint or
4 common economic interest, any state, the United States or any foreign government.

5 (10) "Foreign corporation" means a corporation for profit incorporated under a law other than
6 the law of this state.

7 (11) "Foreign limited liability company" means an entity that is an unincorporated association
8 organized under the laws of a state other than this state, under the laws of a federally recognized
9 Indian tribe or under the laws of a foreign country and that is organized under a statute under
10 which an association may be formed that affords to each of its members limited liability with respect
11 to the liabilities of the entity.

12 (12) "Foreign limited partnership" means a limited partnership formed under the laws of any
13 jurisdiction other than this state and having as partners one or more general partners and one or
14 more limited partners.

15 (13) "Foreign nonprofit corporation" means a corporation not for profit organized under the laws
16 of a state other than this state.

17 (14) "Foreign professional corporation" means a professional corporation organized under the
18 laws of a state other than this state.

19 (15) "Incompetency" means the entry of a judgment by a court of competent jurisdiction adju-
20 dicating the member incompetent to manage the member's person or estate.

21 (16) "Individual" means a natural person.

22 (17) "Limited liability company" or "domestic limited liability company" means an entity that
23 is an unincorporated association having one or more members that is organized under this chapter.

24 (18) "Limited partnership" or "domestic limited partnership" means a partnership formed by two
25 or more persons under ORS chapter 70 and having one or more general partners and one or more
26 limited partners.

27 (19) "Manager" or "managers" means a person or persons, who need not be members, designated
28 by the members of a manager-managed limited liability company to manage the limited liability
29 company's business and affairs.

30 (20) "Manager-managed limited liability company" means a limited liability company that is
31 designated as a manager-managed limited liability company in its articles of organization or whose
32 articles of organization otherwise expressly provide that the limited liability company will be man-
33 aged by a manager or managers.

34 (21) "Member" or "members" means a person or persons with both an ownership interest in a
35 limited liability company and all the rights and obligations of a member specified under this chapter.
36 "Member" does not include an assignee of an ownership interest who has not also acquired the
37 voting and other rights appurtenant to membership.

38 (22) "Member-managed limited liability company" means a limited liability company other than
39 a manager-managed limited liability company.

40 (23) "Membership interest" or "interest" means a member's collective rights in a limited liability
41 company, including the member's share of profits and losses of the limited liability company, the
42 right to receive distributions of the limited liability company's assets and any right to vote or par-
43 ticipate in management.

44 (24) "Office," when used to refer to the administrative unit directed by the Secretary of State,
45 means the office of the Secretary of State.

1 (25) "Operating agreement" means any valid agreement, written or oral, of the member or
2 members as to the affairs of a limited liability company and the conduct of its business.

3 (26) "Organizer" means one of the signers of the initial articles of organization.

4 (27) "Party" includes an individual who was, is or is threatened to be made a named defendant
5 or respondent in a proceeding.

6 (28) "Person" means an individual or entity.

7 (29) "Proceeding" means any threatened, pending or completed action, suit or proceeding
8 whether civil, criminal, administrative or investigatory and whether formal or informal.

9 (30) "State," when referring to a part of the United States, includes a state, commonwealth,
10 territory or insular possession of the United States and its agencies and governmental subdivisions.

11 (31) "United States" includes a district, authority, bureau, commission, department or any other
12 agency of the United States.

13 **SECTION 7.** ORS 65.001 is amended to read:

14 65.001. As used in this chapter, unless otherwise specifically provided:

15 (1) "Anniversary" means that day each year exactly one or more years after the date of filing
16 by the Office of the Secretary of State of the articles of incorporation in the case of a domestic
17 corporation or the date of filing by the Office of the Secretary of State of an application for au-
18 thority to transact business in the case of a foreign corporation. An event which would otherwise
19 cause an anniversary to fall on February 29 shall be deemed to have occurred on February 28.

20 (2) "Approved by the members" or "approval by the members" means approved or ratified by the
21 members entitled to vote on the issue through either:

22 (a) The affirmative vote of a majority of the votes of such members represented and voting at
23 a duly held meeting at which a quorum is present or the affirmative vote of such greater proportion
24 including the votes of any required proportion of the members of any class as the articles, bylaws
25 or this chapter may provide for specified types of member action; or

26 (b) A written ballot or written consent in conformity with this chapter.

27 (3) "Articles of incorporation" or "articles" include amended and restated articles of incorpo-
28 ration and articles of merger, and corrections thereto.

29 (4) "Board" or "board of directors" means the individual or individuals vested with overall
30 management of the affairs of the domestic or foreign corporation, irrespective of the name by which
31 the individual or individuals are designated, except that no individual or group of individuals are
32 the board of directors because of powers delegated to that individual or group pursuant to ORS
33 65.301.

34 (5) "Bylaws" means the code or codes of rules, other than the articles adopted pursuant to this
35 chapter or the laws governing a foreign corporation for the regulation or management of the affairs
36 of the domestic or foreign corporation, irrespective of the name or names by which such rules are
37 designated.

38 (6) "Class" means a group of memberships which have the same rights with respect to voting,
39 dissolution, redemption and transfer. For the purpose of this section, rights shall be considered the
40 same if they are determined by a formula applied uniformly.

41 (7) "Contact address" means a mailing address at which a person affiliated with the organization
42 will receive and transmit to the organization notices intended for the foreign or domestic corpo-
43 ration when it is either not practical to send such notices to the registered agent, or a duplicate
44 notice is desirable. The contact address may be the principal place of business, if any, or the busi-
45 ness or residence address of any person associated with the corporation or foreign corporation who

1 has consented to serve, but shall not be the address of the registered agent.

2 (8) "Corporation" or "domestic corporation" means a nonprofit corporation that is not a foreign
3 corporation, and that is incorporated under or subject to the provisions of this chapter.

4 (9) "Delegates" means those persons elected or appointed to vote in a representative assembly
5 for the election of a director or directors or on other matters.

6 (10) "Deliver" includes mail.

7 (11) "Directors" means individuals designated in the articles or bylaws or elected by the
8 incorporators to act as members of the board, and their successors.

9 (12) "Distribution" means the payment of a dividend or any part of the income or profit of a
10 corporation to its members, directors or officers, and does not include payment of value for property
11 received or services performed or payment of benefits in furtherance of the corporation's purposes.

12 (13) "Domestic business corporation" means a for profit corporation incorporated under ORS
13 chapter 60.

14 (14) "Domestic limited liability company" means an entity that is an unincorporated association
15 having one or more members and that is organized under ORS chapter 63.

16 (15) "Domestic professional corporation" means a corporation organized under ORS chapter 58
17 for the purpose of rendering professional services and for the purposes provided under ORS chapter
18 58.

19 (16) "Effective date of notice" has the meaning given that term in ORS 65.034.

20 (17) "Employee" does not include an officer or director who is not employed by the corporation
21 with compensation for services beyond those encompassed by board membership.

22 (18) "Entity" includes a corporation, foreign corporation, business corporation and foreign
23 business corporation, profit and nonprofit unincorporated association, corporation sole, business
24 trust, [*estate*,] partnership, [*trust*,] two or more persons having a joint or common economic interest,
25 any state, the United States and any foreign government.

26 (19) "File," "filed" or "filing" means reviewed, accepted and entered in the Office of the Secre-
27 tary of State.

28 (20) "Foreign business corporation" means a for profit corporation incorporated under the laws
29 of a state other than this state.

30 (21) "Foreign corporation" means a corporation organized under a law other than the law of this
31 state which would be a nonprofit corporation if formed under the laws of this state.

32 (22) "Foreign limited liability company" means an entity that is an unincorporated association
33 organized under the laws of a state other than this state, under the laws of a federally recognized
34 Indian tribe or under the laws of a foreign country and that is organized under a statute under
35 which an association may be formed that affords to each of its members limited liability with respect
36 to liabilities of the entity.

37 (23) "Foreign professional corporation" means a professional corporation organized under the
38 laws of a state other than this state.

39 (24) "Governmental subdivision" includes an authority, county, district and municipality.

40 (25) "Includes" denotes a partial definition.

41 (26) "Individual" means a natural person and includes the guardian of an incompetent individual.

42 (27) "Means" denotes an exhaustive definition.

43 (28)(a) "Member" means any person or persons entitled, pursuant to a domestic or foreign cor-
44 poration's articles or bylaws, without regard to what a person is called in the articles or bylaws,
45 to vote on more than one occasion for the election of a director or directors.

1 (b) A person is not a member by virtue of any of the following rights the person has:

2 (A) As a delegate;

3 (B) To designate or appoint a director or directors;

4 (C) As a director; or

5 (D) As a holder of an evidence of indebtedness issued or to be issued by the corporation.

6 (c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member
7 if the person's membership rights have been eliminated as provided in ORS 65.164 or 65.167.

8 (29) "Membership" refers to the rights and obligations a member or members, as defined in this
9 chapter, have pursuant to this chapter.

10 (30) "Mutual benefit corporation" means a domestic corporation which either is formed as a
11 mutual benefit corporation pursuant to ORS 65.044 to 65.067, is designated a mutual benefit corpo-
12 ration by a statute or does not come within the definition of public benefit or religious corporation.

13 (31) "Nonprofit corporation" means mutual benefit corporations, public benefit corporations and
14 religious corporations.

15 (32) "Notice" has the meaning given that term in ORS 65.034.

16 (33) "Office" when used to refer to the administrative unit directed by the Secretary of State,
17 means the Office of the Secretary of State.

18 (34) "Person" includes any individual or entity.

19 (35) "Principal office" means the place, in or out of this state, so designated in the most recent
20 annual report filed pursuant to ORS 65.787 or if no annual report is on file, as designated in the
21 articles of incorporation, or the application for authority to transact business in this state, which
22 shall be the place where the principal executive offices of a domestic or foreign corporation are
23 located, or if none, the contact address.

24 (36) "Proceeding" includes civil, criminal, administrative and investigatory action.

25 (37) "Public benefit corporation" means a domestic corporation which:

26 (a) Is formed as a public benefit corporation pursuant to ORS 65.044 to 65.067, is designated as
27 a public benefit corporation by a statute, is recognized as tax exempt under section 501 (c) (3) of the
28 Internal Revenue Code of 1986 or is otherwise organized for a public or charitable purpose;

29 (b) Is restricted so that on dissolution it must distribute its assets to an organization organized
30 for a public or charitable purpose, a religious corporation, the United States, a state or a person
31 which is recognized as exempt under section 501 (c) (3) of the Internal Revenue Code of 1986; and

32 (c) Does not come within the definition of "religious corporation."

33 (38) "Record date" means the date established under ORS 65.131 to 65.177 or 65.201 to 65.254
34 on which a corporation determines the identity of its members and their membership rights for the
35 purposes of this chapter. The determinations shall be made as of the time of close of transactions
36 on the record date unless another time for doing so is specified at the time the record date is fixed.

37 (39) "Religious corporation" means a domestic corporation which is formed as a religious cor-
38 poration pursuant to ORS 65.044 to 65.067, is designated a religious corporation by a statute or is
39 organized primarily or exclusively for religious purposes.

40 (40) "Secretary," when used in the context of a corporate official, means the corporate officer
41 to whom the board of directors has delegated responsibility under ORS 65.371 for preparing the
42 minutes of the directors' and members' meetings and for authenticating the records of the corpo-
43 ration.

44 (41) "State" when referring to a part of the United States, includes a state, commonwealth,
45 territory and insular possession of the United States and its agencies and governmental subdivisions.

1 (42) "Uncompensated officer" means an individual who serves in an office without compensation
2 for personal service. Payment solely for actual expenses in performing duties of the officer or a
3 stipend which is paid only to compensate the average expenses incurred over the course of a year
4 shall not be deemed to be compensation.

5 (43) "United States" includes district, authority, bureau, commission, department and any other
6 agency of the United States.

7 (44) "Vote" includes authorization by written ballot and written consent, where permitted.

8 (45) "Voting power" means the total number of votes entitled to be cast on the issue at the time
9 the determination of voting power is made, excluding a vote which is contingent upon the happening
10 of a condition or event which has not occurred at the time. Where a class is entitled to vote as a
11 class for directors, the determination of voting power of the class shall be based on the percentage
12 of the number of directors the class is entitled to elect out of the total number of authorized direc-
13 tors.

14 **SECTION 8.** ORS 67.005 is amended to read:

15 67.005. As used in this chapter:

16 (1) "Business" includes every trade, occupation, profession and commercial activity.

17 (2) "Debtor in bankruptcy" means a person who is the subject of:

18 (a) An order for relief under Title 11 of the United States Code or a comparable order under a
19 successor statute of general application; or

20 (b) A comparable order under federal, state or foreign law governing insolvency.

21 (3) "Dissociated partner" means a partner with respect to whom an event specified in ORS
22 67.220 has occurred.

23 (4) "Distribution" means a transfer of money or other property from a partnership to a partner
24 in the partner's capacity as a partner or to the partner's transferee.

25 (5) "Foreign limited liability partnership" means a partnership that:

26 (a) Is formed under laws other than the law of this state; and

27 (b) Has the status of a limited liability partnership under those laws.

28 (6) "Limited liability partnership" means a partnership that has registered under ORS 67.590,
29 and has not registered or qualified in any other jurisdiction other than as a foreign limited liability
30 partnership.

31 (7) "Partnership" means an association of two or more persons to carry on as co-owners a
32 business for profit created under ORS 67.055, predecessor law, or comparable law of another juris-
33 diction. A partnership includes a limited liability partnership.

34 (8) "Partnership agreement" means the agreement, whether written, oral or implied, among the
35 partners concerning the partnership, including amendments to the partnership agreement.

36 (9) "Partnership at will" means a partnership in which the partners have not agreed to remain
37 partners until the expiration of a definite term or the completion of a particular undertaking.

38 (10) "Partnership interest" or "partner's interest in the partnership" means all of a partner's
39 interests in the partnership, including the partner's transferable interest and all management and
40 other rights.

41 (11) "Person" means an individual, corporation, business trust, [*estate, trust,*] partnership, limited
42 liability company, association, joint venture, government, governmental subdivision, agency,
43 instrumentality or any other legal or commercial entity.

44 (12) "Professional" means:

45 (a) Accountants licensed under ORS 673.010 to 673.457 or the laws of another state;

- 1 (b) Architects licensed under ORS 671.010 to 671.220 or the laws of another state;
- 2 (c) Attorneys licensed under ORS 9.005 to 9.755 or the laws of another state;
- 3 (d) Chiropractors licensed under ORS chapter 684 or the laws of another state;
- 4 (e) Dentists licensed under ORS chapter 679 or the laws of another state;
- 5 (f) Landscape architects licensed under ORS 671.310 to 671.459 or the laws of another state;
- 6 (g) Naturopaths licensed under ORS chapter 685 or the laws of another state;
- 7 (h) Nurse practitioners licensed under ORS 678.010 to 678.410 or the laws of another state;
- 8 (i) Psychologists licensed under ORS 675.010 to 675.150 or the laws of another state;
- 9 (j) Physicians licensed under ORS chapter 677 or the laws of another state;
- 10 (k) Podiatrists licensed under ORS chapter 677 or the laws of another state;
- 11 (L) Radiologic technologists licensed under ORS 688.405 to 688.605 or the laws of another state;
- 12 (m) Real estate appraisers licensed under ORS chapter 674 or the laws of another state; and
- 13 (n) Other persons providing to the public types of personal service or services substantially
- 14 similar to those listed in paragraphs (a) to (m) of this subsection that may be lawfully rendered only
- 15 pursuant to a license.

16 (13) "Professional service" means the service rendered by a professional.

17 (14) "Property" means all property, real, personal or mixed, tangible or intangible, or any in-

18 terest therein.

19 (15) "State" means a state of the United States, the District of Columbia, the Commonwealth

20 of Puerto Rico or any territory or insular possession subject to the jurisdiction of the United States.

21 (16) "Transfer" includes an assignment, conveyance, lease, mortgage, deed, encumbrance, cre-

22 ation of a security interest and any other disposition.

23 (17) "Transferable interest of a partner in the partnership" means the partner's share of the

24 profits and losses of the partnership and the partner's right to receive distributions.

25 **SECTION 9.** ORS 70.005 is amended to read:

26 70.005. As used in this chapter:

27 (1) "Certificate of limited partnership" means the certificate referred to in ORS 70.075, and the

28 certificate as amended, articles of conversion and articles of merger.

29 (2) "Contribution" means any cash, property, services rendered, or a promissory note or other

30 binding obligation to contribute cash or property or to perform services, that a partner contributes

31 to a limited partnership in the capacity as a partner.

32 (3) "Corporation" or "domestic corporation" means a corporation for profit incorporated under

33 ORS chapter 60.

34 (4) "Domestic limited liability company" means an entity that is an unincorporated association

35 having one or more members and that is organized under ORS chapter 63.

36 (5) "Domestic nonprofit corporation" means a corporation not for profit incorporated under ORS

37 chapter 65.

38 (6) "Domestic professional corporation" means a corporation organized under ORS chapter 58

39 for the purpose of rendering professional services and for the purposes provided under ORS chapter

40 58.

41 (7) "Event of withdrawal of a general partner" means an event that causes a person to cease

42 to be a general partner as provided in ORS 70.180.

43 (8) "Foreign corporation" means a corporation for profit incorporated under the laws of a state

44 other than this state.

45 (9) "Foreign limited liability company" means an entity that is an unincorporated association

1 organized under the laws of a state other than this state, under the laws of a federally recognized
2 Indian tribe or under the laws of a foreign country and that is organized under a statute under
3 which an association may be formed that affords to each of its members limited liability with respect
4 to liabilities of the entity.

5 (10) "Foreign limited partnership" means a partnership formed under the laws of any jurisdiction
6 other than this state and having as partners one or more general partners and one or more limited
7 partners.

8 (11) "Foreign nonprofit corporation" means a corporation not for profit organized under the laws
9 of a state other than this state.

10 (12) "Foreign professional corporation" means a professional corporation organized under the
11 laws of a state other than this state.

12 (13) "General partner" means a person who has been admitted to a limited partnership as a
13 general partner in accordance with the partnership agreement and named in the certificate of lim-
14 ited partnership as a general partner.

15 (14) "Limited partner" means a person who has been admitted to a limited partnership as a
16 limited partner in accordance with the partnership agreement.

17 (15) "Limited partnership" and "domestic limited partnership" mean a partnership formed by two
18 or more persons under the laws of this state and having one or more general partners and one or
19 more limited partners.

20 (16) "Partner" means a limited or general partner.

21 (17) "Partnership agreement" means any valid agreement, written or oral, of the partners as to
22 the affairs of a limited partnership and the conduct of its business.

23 (18) "Partnership interest" means a partner's share of the profits and losses of a limited part-
24 nership and the right to receive distributions of partnership assets.

25 (19) "Person" means an individual, partnership, limited partnership (domestic or foreign), [*trust,*
26 *estate,*] association or corporation.

27 **SECTION 10.** ORS 84.004 is amended to read:

28 84.004. As used in ORS 84.001 to 84.061:

29 (1) "Agreement" means the bargain of the parties in fact, as found in their language or inferred
30 from other circumstances and from rules, regulations and procedures given the effect of agreements
31 under laws otherwise applicable to a particular transaction.

32 (2) "Automated transaction" means a transaction conducted or performed, in whole or in part,
33 by electronic means or electronic records, in which the acts or records of one or both parties are
34 not reviewed by an individual in the ordinary course in forming a contract, performing under an
35 existing contract or fulfilling an obligation required by the transaction.

36 (3) "Computer program" means a set of statements or instructions to be used directly or indi-
37 rectly in an information processing system in order to bring about a certain result.

38 (4) "Contract" means the total legal obligation resulting from the parties' agreement under ORS
39 84.001 to 84.061 and other applicable law.

40 (5) "Electronic" means relating to technology having electrical, digital, magnetic, wireless, op-
41 tical, electromagnetic or similar capabilities.

42 (6) "Electronic agent" means a computer program or an electronic or other automated means
43 used independently to initiate an action or respond to electronic records or performances in whole
44 or in part, without review or action by an individual.

45 (7) "Electronic record" means a record created, generated, sent, communicated, received or

1 stored by electronic means.

2 (8) "Electronic signature" means an electronic sound, symbol or process attached to or logically
3 associated with a record and executed or adopted by a person with the intent to sign the record.

4 (9) "Governmental agency" means an executive, legislative or judicial agency, department,
5 board, commission, authority, institution or instrumentality of the federal government or of a state
6 or of a county, municipality or other political subdivision of a state.

7 (10) "Information" means data, text, images, sounds, codes, computer programs, software, data-
8 bases or the like.

9 (11) "Information processing system" means an electronic system for creating, generating,
10 sending, receiving, storing, displaying or processing information.

11 (12) "Person" means an individual, corporation, business trust, [*estate, trust,*] partnership, limited
12 liability company, association, joint venture, governmental agency, public corporation or any other
13 legal or commercial entity.

14 (13) "Record" means information that is inscribed on a tangible medium or that is stored in an
15 electronic or other medium and is retrievable in perceivable form.

16 (14) "Security procedure" means a procedure employed for the purpose of verifying that an
17 electronic signature, record or performance is that of a specific person or for detecting changes or
18 errors in the information in an electronic record. "Security procedure" includes a procedure that
19 requires the use of algorithms or other codes, identifying words or numbers, encryption, or callback
20 or other acknowledgment procedures.

21 (15) "State" means a state of the United States, the District of Columbia, Puerto Rico, the
22 United States Virgin Islands or any territory or insular possession subject to the jurisdiction of the
23 United States. "State" includes an Indian tribe or band or an Alaskan native village, which is re-
24 cognized by federal law or formally acknowledged by a state.

25 (16) "Transaction" means an action or set of actions occurring between two or more persons
26 relating to the conduct of business, commercial or governmental affairs.

27 **SECTION 11.** ORS 86.205 is amended to read:

28 86.205. As used in ORS 86.205 to 86.275:

29 (1) "Borrower" means any person who becomes obligated on a real estate loan agreement, either
30 directly or indirectly, and includes, but is not limited to, mortgagors, grantors under trust deeds,
31 vendees under conditional land sales contracts, and persons who purchase real property securing a
32 real estate loan agreement, whether the persons assume the loan or purchase the property subject
33 to the loan.

34 (2) "Direct reduction provision" or "capitalization provision" means any provision which is part
35 of a real estate loan agreement, whether incorporated into the agreement or as part of a separately
36 executed document, whereby the borrower makes periodic prepayment of property taxes, insurance
37 premiums and similar charges to the lender or the designee of the lender, who applies such pre-
38 payments first to accrued interest and then to the principal amount of the loan, and upon payment
39 of such charges, adds the amount of such payment to the principal amount of the loan.

40 (3) "Escrow account" means any account which is a part of a real estate loan agreement,
41 whether incorporated into the agreement or as part of a separately executed document, whereby the
42 borrower makes periodic prepayment to the lender or the designee of the lender of taxes, insurance
43 premiums, and similar charges, and the lender or the designee of the lender pays the charges out
44 of the account at the due dates.

45 (4) "Lender" means any person who makes, extends, or holds a real estate loan agreement and

1 includes, but is not limited to, mortgagees, beneficiaries under trust deeds, and vendors under con-
2 ditional land sales contracts.

3 (5) "Lender's security protection provision" means any provision which is a part of a real estate
4 loan agreement, whether incorporated into the agreement or as part of a separately executed docu-
5 ment, whereby the borrower prepays, pledges or otherwise commits cash or other assets owned by
6 the borrower in advance of due dates for payments of property taxes, insurance premiums and sim-
7 ilar charges relating to the property securing the loan in order to assure timely payment of the
8 charges and protect the lender's security interest in the property, and includes, but is not limited
9 to, escrow accounts, direct reduction provisions, capitalization provisions, and pledges of savings
10 accounts.

11 (6) "Person" means individuals, corporations, associations[,] **and** partnerships [*and trusts*], and
12 includes, but is not limited to, financial institutions as defined in ORS 706.008, investment compa-
13 nies, insurance companies, pension funds, and mortgage companies.

14 (7) "Real estate loan agreement" or "real estate loan" means any agreement providing for a loan
15 on residential property, including multifamily, occupied by the borrower in the amount of \$100,000
16 or less, secured in whole or in part by real property, or any interest therein, located in this state,
17 and includes, but is not limited to, mortgages, trust deeds and conditional land sales contracts.

18 **SECTION 12.** ORS 87.700 is amended to read:

19 87.700. As used in ORS 87.228 and 87.700 to 87.736, unless the context otherwise requires:

20 (1) "Agricultural produce" means horticultural products, viticultural products, fruit, berries,
21 vegetables, hops, mint oil, hazelnuts or other nuts, dairy products, bee products, vermiculture pro-
22 ducts, hay or straw baled and prepared for market, meat animals and Christmas trees as defined in
23 ORS 571.505.

24 (2) "Agricultural producer" means a person that engages in or has engaged in the business of
25 growing or producing agricultural produce for market or for delivery or transfer to others owning
26 or holding title to the produce. "Agricultural producer" includes a landowner, producer, landlord,
27 tenant, sharecropper or other person who participates in the growing of agricultural produce and
28 receives a share of the produce.

29 (3) "Meat animal" has the meaning for that term provided in ORS 603.010.

30 (4) "Person" means individual, corporation, partnership, association, joint stock company,
31 [*trust,*] limited liability company, limited liability partnership, cooperative, government entity,
32 unincorporated organization or other business entity.

33 (5) "Purchaser" does not include a cooperative organized and operating under ORS chapter 62,
34 including a foreign cooperative authorized to do business in this state under ORS chapter 60, if the
35 agricultural producer is a member of the cooperative.

36 (6) "Security interest" has the meaning given that term in ORS 71.2010 (37).

37 **SECTION 13.** ORS 95.200 is amended to read:

38 95.200. As used in ORS 95.200 to 95.310:

39 (1) "Affiliate" means any of the following:

40 (a) A person who directly or indirectly owns, controls or holds with power to vote 20 or more
41 percent of the outstanding voting securities of the debtor, other than a person who holds the secu-
42 rities:

43 (A) As a fiduciary or agent without sole discretionary power to vote the securities; or

44 (B) Solely to secure a debt, if the person has not in fact exercised the power to vote.

45 (b) A corporation, 20 or more percent of whose outstanding voting securities are directly or in-

1 directly owned, controlled or held with power to vote by the debtor or by a person who directly or
2 indirectly owns, controls or holds with power to vote 20 or more percent of the outstanding voting
3 securities of the debtor, other than a person who holds the securities:

4 (A) As a fiduciary or agent without sole discretionary power to vote the securities; or

5 (B) Solely to secure a debt, if the person has not in fact exercised the power to vote.

6 (c) A person whose business is operated by the debtor under a lease or other agreement, or a
7 person substantially all of whose assets are controlled by the debtor.

8 (d) A person who operates the debtor's business under a lease or other agreement or controls
9 substantially all of the debtor's assets.

10 (2) "Asset" means property of a debtor but does not include:

11 (a) Property to the extent that it is encumbered by a valid lien;

12 (b) Property to the extent that it is generally exempt under nonbankruptcy law; or

13 (c) An interest in property held in tenancy by the entirety to the extent that it is not subject
14 to process by a creditor holding a claim against only one tenant.

15 (3) "Claim" means a right to payment, whether or not the right is reduced to judgment, liqui-
16 dated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable,
17 secured or unsecured.

18 (4) "Creditor" means a person who has a claim against a debtor.

19 (5) "Debt" means liability on a claim.

20 (6) "Debtor" means a person against whom a creditor has a claim.

21 (7) An "insider" includes:

22 (a) If the debtor is an individual:

23 (A) A relative of the debtor or of a general partner of the debtor;

24 (B) A partnership in which the debtor is a general partner;

25 (C) A general partner in a partnership described in subparagraph (B) of this paragraph; or

26 (D) A corporation of which the debtor is a director, officer or person in control.

27 (b) If the debtor is a corporation:

28 (A) A director of the debtor;

29 (B) An officer of the debtor;

30 (C) A person in control of the debtor;

31 (D) A partnership in which the debtor is a general partner;

32 (E) A general partner in a partnership described in subparagraph (D) of this paragraph; or

33 (F) A relative of a general partner, director, officer or person in control of the debtor.

34 (c) If the debtor is a partnership:

35 (A) A general partner in the debtor;

36 (B) A relative of a general partner in a debtor, of a general partner of a debtor, or of a person
37 in control of the debtor;

38 (C) Another partnership in which the debtor is a general partner;

39 (D) A general partner in a partnership described in subparagraph (C) of this paragraph; or

40 (E) A person in control of the debtor.

41 (d) An affiliate or an insider of an affiliate as if the affiliate were the debtor; and

42 (e) A managing agent of the debtor.

43 (8) "Lien" means a charge against or an interest in property to secure payment of a debt or
44 performance of an obligation, including a security interest created by agreement, a judicial lien ob-
45 tained by legal or equitable process or proceedings, a common-law lien or a statutory lien.

1 (9) "Person" means an individual, partnership, corporation, association, organization, govern-
2 ment or governmental subdivision or agency, business trust[, *estate, trust*] or any other legal or
3 commercial entity.

4 (10) "Property" means anything that may be the subject of ownership.

5 (11) "Relative" means an individual related within the third degree as determined by the com-
6 mon law, a spouse, or an individual related to a spouse within the third degree as so determined,
7 and includes an individual in an adoptive relationship within the third degree.

8 (12) "Transfer" means every mode, direct or indirect, absolute or conditional, voluntary or in-
9 voluntary, of disposing of or parting with an asset or an interest in an asset, and includes a payment
10 of money, a release, a lease and the creation of a lien or encumbrance.

11 (13) "Valid lien" means a lien that is effective against the holder of a judicial lien subsequently
12 obtained by legal or equitable process or proceedings.

13 **SECTION 14.** ORS 98.302 is amended to read:

14 98.302. As used in ORS 98.302 to 98.436 and 98.992, unless the context otherwise requires:

15 (1) "Administrator" means the Director of the Department of State Lands.

16 (2) "Apparent owner" means the person whose name appears on the records of the holder as the
17 person entitled to property held, issued or owing by the holder.

18 (3) "Business association" means a nonpublic corporation, joint stock company, business trust,
19 partnership, investment company or an association for business purposes of two or more individuals,
20 whether or not for profit, including a financial institution, insurance company or utility.

21 (4) "Domicile" means the state of incorporation of a corporation and the state of the principal
22 place of business of an unincorporated person.

23 (5) "Financial institution" means a financial institution or a trust company, as those terms are
24 defined in ORS 706.008, a safe deposit company, a private banker, a savings and loan association,
25 a building and loan association or an investment company.

26 (6) "Holder" means a person, wherever organized or domiciled, who is in possession of property
27 belonging to another, a trustee or indebted to another on an obligation.

28 (7) "Insurance company" means an association, corporation, fraternal or mutual benefit organ-
29 ization, whether or not for profit, which is engaged in providing insurance coverage, including ac-
30 cident, burial, casualty, workers' compensation, credit life, contract performance, dental, fidelity,
31 fire, health, hospitalization, illness, life (including endowments and annuities), malpractice, marine,
32 mortgage, surety and wage protection insurance.

33 (8) "Intangible property" includes:

34 (a) Credit balances, customer overpayments, security deposits, refunds, credit memos, unpaid
35 wages, unused airline tickets and unidentified remittances;

36 (b) Stocks and other intangible ownership interests in business associations;

37 (c) Moneys deposited to redeem stocks, bonds, coupons, and other securities, or to make dis-
38 tributions;

39 (d) Amounts due and payable under the terms of insurance policies;

40 (e) Amounts distributed from a trust or custodial fund established under a plan to provide
41 health, welfare, pension, vacation, severance, retirement, death, stock purchase, profit sharing, em-
42 ployee savings, supplemental unemployment insurance or similar benefits; and

43 (f) Moneys, checks, drafts, deposits, interest, dividends and income.

44 (9) "Last-known address" means a description of the location of the apparent owner sufficient
45 for the purpose of delivery of mail.

1 (10) "Lawful deduction" means a deduction related to the purpose of an account or deposit, for
2 example, to satisfy unpaid utility bills.

3 (11) "Owner" means a depositor in case of a deposit, a beneficiary in case of a trust other than
4 a deposit in trust, a creditor, claimant, or payee in case of other intangible property, or a person,
5 or the person's legal representative, having a legal or equitable interest in property.

6 (12) "Person" means an individual, business association, state or other government or political
7 subdivision or agency, public corporation, public authority, [*estate, trust,*] two or more persons hav-
8 ing a joint or common interest, or any other legal or commercial entity.

9 (13) "Service charge" means fees or charges that are limited to a specific situation and that
10 meet basic contractual and notice requirements.

11 (14) "State" means any state, district, commonwealth, territory, insular possession or any other
12 area subject to the legislative authority of the United States.

13 (15) "Utility" means a person who owns or operates for public use, any plant, equipment, prop-
14 erty, franchise or license for the transmission of communications or the production, storage, trans-
15 mission, sale, delivery or furnishing of electricity, water, steam or gas.

16 **SECTION 15.** ORS 105.624 is amended to read:

17 105.624. As used in ORS 105.623 to 105.649:

18 (1) "Disclaimant" means the person to whom a disclaimed interest or power would have passed
19 had the disclaimer not been made.

20 (2) "Disclaimed interest" means the interest that would have passed to the disclaimant had the
21 disclaimer not been made.

22 (3) "Disclaimer" means the refusal to accept an interest in property or a power over property.

23 (4) "Fiduciary" means a personal representative, trustee, agent acting under a power of attorney
24 or other person authorized to act as a fiduciary with respect to the property of another person.

25 (5) "Jointly held property" means property held in the name of two or more persons under an
26 arrangement pursuant to which:

27 (a) All holders have concurrent interests; and

28 (b) The last surviving holder is entitled to the whole of the property.

29 (6) "Person" means an individual, corporation, business trust, [*estate, trust,*] partnership, limited
30 liability company, association, joint venture, government, governmental subdivision, agency, public
31 corporation or any other legal or commercial entity.

32 (7) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United
33 States Virgin Islands or any territory or insular possession subject to the jurisdiction of the United
34 States. The term includes an Indian tribe or band, or Alaskan native village, recognized by federal
35 law or formally acknowledged by another state.

36 (8) "Trust" means:

37 (a) A charitable or noncharitable express trust, including any additions made to the trust,
38 whenever and however created; and

39 (b) A trust created pursuant to a statute or judgment that requires the trust to be administered
40 in the same manner as an express trust.

41 **SECTION 16.** ORS 130.010 is amended to read:

42 130.010. For the purposes of this chapter:

43 (1) "Ascertainable standard" means an ascertainable standard relating to an individual's health,
44 education, support or maintenance within the meaning of section 2041(b)(1)(A) or 2514(c)(1) of the
45 Internal Revenue Code, as in effect on January 1, 2006.

- 1 (2) “Beneficiary” means a person that:
2 (a) Has a present or future beneficial interest in a trust, whether vested or contingent; or
3 (b) Holds a power of appointment over trust property in a capacity other than that of trustee.
- 4 (3) “Charitable trust” means a trust, or portion of a trust, created for a charitable purpose de-
5 scribed in ORS 130.170 (1).
- 6 (4) “Conservator” means a person appointed by a court to administer the estate of a minor or
7 adult individual.
- 8 (5) “Environmental law” means a federal, state or local law, rule, regulation or ordinance re-
9 lating to protection of the environment.
- 10 (6) “Financial institution” has the meaning given that term in ORS 706.008.
- 11 (7) “Financially incapable” has the meaning given that term in ORS 125.005. “Financially capa-
12 ble” means not financially incapable.
- 13 (8) “Guardian” means a person appointed by a court to make decisions regarding the support,
14 care, education, health and welfare of a minor or adult individual. “Guardian” does not include a
15 guardian ad litem.
- 16 (9) “Interests of the beneficiaries” means the beneficial interests provided in the terms of a
17 trust.
- 18 (10) “Permissible distributee” means a beneficiary who is currently eligible to receive distrib-
19 utions of trust income or principal, whether the distribution is mandatory or discretionary.
- 20 (11) “Person” means an individual, corporation, business trust, [*estate, trust,*] partnership, limited
21 liability company, association, joint venture, public body as defined in ORS 174.109 or any other le-
22 gal or commercial entity.
- 23 (12) “Power of withdrawal” means a presently exercisable general power of appointment, other
24 than a power exercisable by a trustee that is limited by an ascertainable standard or that is
25 exercisable by another person only upon consent of the trustee or a person holding an adverse in-
26 terest.
- 27 (13) “Property” means anything that may be the subject of ownership, whether real or personal,
28 legal or equitable, or any interest therein.
- 29 (14) “Qualified beneficiary” means a beneficiary who:
30 (a) Is a permissible distributee on the date the beneficiary’s qualification is determined;
31 (b) Would be a permissible distributee if the interests of all permissible distributees described
32 in paragraph (a) of this subsection terminated on the date the beneficiary’s qualification is deter-
33 mined; or
34 (c) Would be a permissible distributee if the trust terminated on the date the beneficiary’s
35 qualification is determined.
- 36 (15) “Revocable trust” means a trust that can be revoked by the settlor without the consent of
37 the trustee or a person holding an adverse interest.
- 38 (16) “Settlor” means a person, including a testator, who creates a trust or contributes property
39 to a trust. If more than one person creates or contributes property to a trust, each person is a
40 settlor of the portion of the trust property attributable to that person’s contribution and of the
41 portion as to which that person has the power to revoke or withdraw.
- 42 (17) “Spendthrift provision” means a term of a trust that restrains both voluntary and involun-
43 tary transfer of a beneficiary’s interest.
- 44 (18) “State” means a state of the United States, the District of Columbia, Puerto Rico, the
45 United States Virgin Islands or any territory or insular possession subject to the jurisdiction of the

1 United States. "State" includes an Indian tribe or band recognized by federal law or formally ac-
2 knowledged by a state.

3 (19) "Terms of a trust" means the manifestation of the settlor's intent regarding a trust's pro-
4 visions as expressed in the trust instrument or as may be established by other evidence that would
5 be admissible in a judicial proceeding.

6 (20) "Trust instrument" means an instrument executed by a settlor that contains terms of the
7 trust, including any amendments to the instrument.

8 (21) "Trustee" means an original trustee, an additional trustee, a successor trustee or a
9 cotrustee.

10 **SECTION 17.** ORS 205.010 is amended to read:

11 205.010. (1) As used in the statutes of this state in reference to a chattel mortgage and action
12 by the appropriate recording officer, "record," "recorded" and "recording" mean "record or file,"
13 "recorded or filed" or "recording or filing," as the context requires.

14 (2) As used in this chapter:

15 (a) "Person" means an individual, organization, corporation, government, governmental subdivi-
16 sion or agency, business trust, [*estate, trust,*] partnership or association, two or more persons having
17 a joint or common interest or any other legal or commercial entity.

18 (b) "Text" includes the words contained in the body of an instrument to be recorded and the
19 names of the transactions contained in the instrument. The term does not include instructions for
20 completing the instrument, form numbers or statutory references.

21 (c) "Transaction" means an action, including but not limited to a transfer, encumbrance or re-
22 lease affecting title to or an interest in real property, that is required or permitted by state law or
23 rule or federal law or regulation to be recorded.

24 **SECTION 18.** ORS 520.005 is amended to read:

25 520.005. As used in this chapter, unless the context requires otherwise:

26 (1) "Condensate" means liquid hydrocarbons that were originally in the gaseous phase in the
27 reservoir.

28 (2) "Field" means the general area underlaid by one or more pools.

29 (3) "Gas" means all natural gas and all other fluid hydrocarbons not defined as oil in subsection
30 (5) of this section, including condensate originally in the gaseous phase in the reservoir.

31 (4) "Information hole" means a hole drilled for information purposes only, including but not
32 limited to core holes, stratigraphic holes or other test holes.

33 (5) "Oil" means crude petroleum oil and all other hydrocarbons, regardless of gravity, that are
34 produced in liquid form by ordinary production methods, but does not include liquid hydrocarbons
35 that were originally in a gaseous phase in the reservoir.

36 (6) "Person" means any natural person, partnership, corporation, association, receiver, [*trustee,*]
37 guardian, fiduciary, [*executor,*] administrator, representative of any kind, or the State of Oregon and
38 any public body as defined in ORS 174.109.

39 (7) "Pool" means an underground reservoir containing a common accumulation of oil and natural
40 gas. A zone of a structure that is completely separated from any other zone in the same structure
41 is a pool.

42 (8) "Owner" means a person who has the right to drill into and to produce from any pool and
43 to appropriate the oil or gas produced therefrom either for others, for the person or for the person
44 and others.

45 (9) "Protect correlative rights" means that the action or regulation by the board affords a rea-

1 sonable opportunity to each person entitled thereto to recover or receive the oil or gas in the tract
2 or tracts of the person or the equivalent thereof, without being required to drill unnecessary wells
3 or to incur other unnecessary expense to recover or receive such oil or gas or its equivalent.

4 (10) "Seismic program" means the collection of seismic exploration data through a continuous
5 field operation.

6 (11) "Sidetrack" means to reenter a well from the well's surface location with drilling equipment
7 for the purpose of deviating from the existing well bore to achieve production from an alternate zone
8 or bottom hole location, or to remedy an engineering problem encountered in the existing well bore.

9 (12) "Unit area" means one or more pools or parts thereof under unit operation pursuant to ORS
10 520.260 to 520.330 and 520.230 (2).

11 (13) "Underground reservoir" means any subsurface sand, strata, formation, aquifer, cavern or
12 void whether natural or artificially created, suitable for the injection and storage of natural gas
13 therein and the withdrawal of natural gas therefrom, but excluding a pool.

14 (14) "Underground storage" means the process of injecting and storing natural gas within and
15 withdrawing natural gas from an underground reservoir.

16 (15) "Waste of oil or gas" means:

17 (a) The inefficient, excessive or improper use or dissipation of reservoir energy of any pool, or
18 the locating, spacing, drilling, equipping, operating or producing of any oil well or gas well in a
19 manner that results or may result in reducing the quantity of oil or gas ultimately recoverable from
20 any pool; or

21 (b) The inefficient storing of oil and the locating, spacing, drilling, equipping, operating or
22 producing of oil wells or gas wells in a manner that causes or may cause unnecessary or excessive
23 surface loss or destruction of oil or gas.

24 (16)(a) "Well" means a well drilled for the purpose of producing or storing oil or gas or other
25 gaseous substances, reservoir pressure maintenance, disposal of produced fluids, and injection of
26 water as part of a water flood.

27 (b) "Well" includes a well drilled in search of a new or undiscovered pool, or with the intent
28 of extending the limits of a developed pool.

29 (c) "Well" does not include an information hole or a hole drilled as part of a seismic program.

30 **SECTION 19.** ORS 648.005 is amended to read:

31 648.005. As used in this chapter:

32 (1) "Assumed business name" means one or more words or numerals, or a combination of words
33 and numerals, that a person uses to identify any business that the person carries on, conducts or
34 transacts, if at the time and place that the person carries on, conducts or transacts the business,
35 the person does not conspicuously disclose the real and true name of each person who is carrying
36 on, conducting or transacting the business. Any name that a person uses to identify a business that
37 includes a word or phrase that suggests the existence of additional owners, such as "Company,"
38 "& Company," "& Daughters," "& Associates," or a similar word or phrase, is an assumed business
39 name, unless it is the real and true name of the person that carries on, conducts or transacts the
40 business.

41 (2) "Business" includes activity carried on, conducted or transacted by or on behalf of nonprofit,
42 social, fraternal and charitable entities and unincorporated associations, as well as activity carried
43 on, conducted or transacted for commercial gain.

44 (3) "Carry on, conduct or transact business" means:

45 (a) To sell or to lease to another, real estate, goods, intangible property or services;

- 1 (b) To purchase or to lease from another, real estate, goods, intangible property or services;
2 (c) To solicit an investment in or a donation to a business;
3 (d) Knowingly to permit another person to solicit an investment in or a donation to a business
4 in which one has an interest; or
5 (e) To apply for an extension of credit.
- 6 (4) "Entity" includes a foreign or domestic corporation, foreign or domestic nonprofit corpo-
7 ration, foreign or domestic profit or nonprofit unincorporated association, foreign or domestic busi-
8 ness trust, [*foreign or domestic estate,*] foreign or domestic limited partnership, foreign or domestic
9 general partnership, foreign or domestic limited liability company, [*foreign or domestic business*
10 *trust,*] two or more persons having a joint or common economic interest, any state, the United States
11 or any foreign government.
- 12 (5) "Person" includes individual and entity.
- 13 (6) "Real and true name" means:
- 14 (a) The surname of an individual coupled with a combination of the individual's given names and
15 initials;
- 16 (b) The corporate name of a domestic corporation stated in the articles of incorporation or
17 amendment filed with the Office of the Secretary of State or the corporate name of a foreign cor-
18 poration as stated under ORS 60.707 (1);
- 19 (c) The name of a foreign or domestic limited partnership stated in the documents filed with the
20 Office of the Secretary of State under ORS chapter 70;
- 21 (d) The name of a foreign or domestic limited liability company stated in the documents filed
22 with the Office of the Secretary of State under ORS chapter 63;
- 23 (e) The name of a foreign or domestic nonprofit corporation stated in the documents filed with
24 the Office of the Secretary of State under ORS chapter 65;
- 25 (f) The name of a foreign or domestic general partnership stated in any documents filed with the
26 Office of the Secretary of State under this chapter; or
- 27 (g) The name of a foreign or domestic business trust or estate stated in any documents filed with
28 the Office of the Secretary of State.
- 29 (7) "Service mark" has the meaning given in ORS 647.005.

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