

Senate Bill 142

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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**.

Permits authorized agent of incorporator, director, officer or receiver, trustee or fiduciary of business entity to execute filings for office of Secretary of State.

Restricts application of prohibition on use of "cooperative" in name or title of business.

Permits limited liability company to use "partnership" in business name.

Provides exceptions to Secretary of State's duty to return acknowledgement for document filed with Secretary of State.

Permits business entity to undertake activities appropriate to winding up and liquidating business and affairs.

Declares emergency, effective on passage.

A BILL FOR AN ACT

1
2 Relating to improving the Secretary of State's business registry procedures; creating new provisions;
3 amending ORS 58.400, 60.004, 60.651, 62.025, 62.850, 63.004, 63.017, 63.094, 63.651, 65.004, 65.651,
4 67.520, 70.610, 554.005 and 554.305; and declaring an emergency.

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

6 **SECTION 1.** ORS 58.400 is amended to read:

7 58.400. (1) *[A document must satisfy the requirements of this section or any other section that*
8 *modifies these requirements, to be entitled to filing by the Secretary of State.]* **For the Secretary of**
9 **State to file a document under this chapter, the document must satisfy the requirements set**
10 **forth in this section and any other requirements in this chapter that supplement or modify**
11 **the requirements set forth in this section.**

12 (2) This chapter must require or permit filing the document with the Office of Secretary of State.

13 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
14 contain other information [*as well*].

15 (4) The document must be legible.

16 (5) The document must be in the English language. The certificate of existence required of for-
17 eign professional corporations need not be in English if accompanied by a reasonably authenticated
18 English translation.

19 (6) The document must be executed:

20 (a) By the chairperson of the board of directors of a domestic or foreign professional corpo-
21 ration, [*its*] **the corporation's** president or another of [*its*] **the corporation's** officers;

22 (b) If directors have not been selected or before the organizational meeting, by an incorporator;
23 [*or*]

24 (c) If the professional corporation is in the hands of a receiver, trustee or other court-appointed
25 fiduciary, by [*that*] **the** receiver, trustee or fiduciary[.]; **or**

26 **(d) By an agent of a person identified in this subsection, if the person authorizes the**

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 **agent to execute the document.**

2 (7) The person [*executing*] **that executes** the document shall state beneath or opposite the sig-
3 nature the **person's** name [*of the person*] and the capacity in which the person signs. The document
4 may, but is not required to, contain:

5 (a) The corporate seal;

6 (b) An attestation by the secretary or an assistant secretary; and

7 (c) An acknowledgment, verification or proof.

8 (8) If the Secretary of State has prescribed a mandatory form for the document under ORS
9 58.440, the document must be in or on the prescribed form.

10 (9) The document must be delivered to the Office of Secretary of State accompanied by the re-
11 quired fees.

12 (10) Delivery of a document to the Office of Secretary of State is accomplished only when the
13 [*document is actually received by the*] Office of Secretary of State **actually receives the**
14 **document.**

15 **SECTION 2.** ORS 60.004 is amended to read:

16 60.004. (1) [*A document must satisfy the requirements of this section except as any other section*
17 *modifies these requirements, to be entitled to filing by the Secretary of State.*] **For the Secretary of**
18 **State to file a document under this chapter, the document must satisfy the requirements set**
19 **forth in this section and any other requirements in this chapter that supplement or modify**
20 **the requirements set forth in this section.**

21 (2) This chapter must require or permit filing the document with the Office **of the Secretary**
22 **of State.**

23 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
24 contain other information [*as well*].

25 (4) The document must be legible.

26 (5) The document must be in the English language. The certificate of existence required of for-
27 eign corporations need not be in English if accompanied by a reasonably authenticated English
28 translation.

29 (6) The document must be executed:

30 (a) By the chair of the board of directors of a domestic or foreign corporation, [*its*] **the**
31 **corporation's** president or another of [*its*] **the corporation's** officers;

32 (b) If directors have not been selected or before the organizational meeting, by an incorporator;
33 [*or*]

34 (c) If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary,
35 by [*that*] **the** fiduciary, receiver or trustee[.]; **or**

36 **(d) By an agent of a person identified in this subsection, if the person authorizes the**
37 **agent to execute the document.**

38 (7) The person [*executing*] **that executes** the document shall state beneath or opposite the sig-
39 nature the **person's** name [*of the person*] and the capacity in which the person signs. The document
40 may, but is not required to, contain:

41 (a) The corporate seal;

42 (b) An attestation by the secretary or an assistant secretary; or

43 (c) An acknowledgment, verification or proof.

44 (8) If the Secretary of State has prescribed a mandatory form for the document under ORS
45 60.016, the document must be in or on the prescribed form.

1 (9) The document must be delivered to the Office of the Secretary of State and must be accom-
2 panied by the required fees.

3 (10) Delivery of a document to the office is accomplished only when the **office actually receives**
4 **the** document [*is actually received by the office*].

5 **SECTION 3.** ORS 60.651 is amended to read:

6 60.651. (1) If the Secretary of State determines that one or more grounds exist under ORS
7 60.647[,] for dissolving a corporation, the Secretary of State shall give the corporation written notice
8 of the determination.

9 (2) If the corporation does not correct each ground for dissolution or demonstrate to the rea-
10 sonable satisfaction of the Secretary of State, within 45 days after notice is given, that each [*ground*
11 *determined by*] **of the grounds that** the Secretary of State **has determined to be a ground for the**
12 **dissolution** does not exist, the Secretary of State shall dissolve the corporation.

13 (3) A corporation administratively dissolved continues [*its*] **the corporation's** corporate exist-
14 ence but may not carry on any [*business*] **activities** except **activities** that **are** necessary or **ap-**
15 **propriate** to wind up and liquidate [*its*] **the corporation's** business and affairs under ORS 60.637,
16 and notify claimants under ORS 60.641 and 60.644.

17 (4) The administrative dissolution of a corporation does not terminate the authority of [*its*] **the**
18 **corporation's** registered agent.

19 **SECTION 4.** ORS 62.025 is amended to read:

20 62.025. (1) [*A document must satisfy the requirements of this section or any other section that*
21 *modifies these requirements, to be entitled to filing by the Secretary of State.*] **For the Secretary of**
22 **State to file a document under this chapter, the document must satisfy the requirements set**
23 **forth in this section and any other requirements in this chapter that supplement or modify**
24 **the requirements set forth in this section.**

25 (2) This chapter must require or permit filing the document with the Office of Secretary of State.

26 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
27 contain other information [*as well*].

28 (4) The document must be legible.

29 (5) The document must be in the English language.

30 (6) The document must be executed:

31 (a) By the chairperson of the board of directors of a domestic cooperative, [*its*] **by the president**
32 **or by** another of [*its*] **the domestic cooperative's** officers;

33 (b) If directors have not been selected or before the organizational meeting, by an incorporator;
34 [*or*]

35 (c) If the cooperative is in the hands of a receiver, trustee or other court-appointed fiduciary,
36 by [*that*] **the** receiver, trustee or fiduciary[.]; **or**

37 **(d) By an agent of a person identified in this subsection, if the person authorizes the**
38 **agent to execute the document.**

39 (7) The person [*executing*] **that executes** the document shall state beneath or opposite the sig-
40 nature the **person's** name [*of the person*] and the capacity in which the person signs. The document
41 may, but is not required to, contain:

42 (a) The corporate seal;

43 (b) An attestation by the secretary or an assistant secretary; and

44 (c) An acknowledgment, verification or proof.

45 (8) If the Secretary of State has prescribed a mandatory form for the document under ORS

1 62.045, the document must be in or on the prescribed form.

2 (9) The document must be delivered to the Office of Secretary of State and must be accompanied
3 by the required fees.

4 (10) Delivery of a document to the Office of Secretary of State is accomplished only when the
5 [*document is actually received by the*] Office of Secretary of State **actually receives the**
6 **document.**

7 **SECTION 5.** ORS 62.850 is amended to read:

8 62.850. (1)(a) [*No*] **Except as provided in paragraph (b) of this subsection, a** person other
9 than a cooperative incorporated under this chapter or **under** a previous Act of this state **or or-**
10 **ganized under the laws of another jurisdiction may not** [*shall*] use the term “cooperative,” or
11 any variation [*thereof*] **of the term**, as part of [*its*] **the person’s** corporate or other business name
12 or title.

13 **(b) The provisions of paragraph (a) of this subsection do not apply to a consumer oper-**
14 **ated and oriented plan, as described in the Patient Protection and Affordable Care Act (P.L.**
15 **111-148, section 1322).**

16 (2) [*Any*] **A cooperative may bring an action to enjoin a** violation of this section [*may be*
17 *enjoined upon suit by any cooperative,*] without a showing of [*any*] damage to [*itself*] **the**
18 **cooperative.**

19 **SECTION 6.** ORS 63.004 is amended to read:

20 63.004. (1) [*A document must satisfy the requirements of this section, as modified by any other*
21 *provision of this chapter, to be entitled to filing by the Secretary of State.*] **For the Secretary of State**
22 **to file a document under this chapter, the document must satisfy the requirements set forth**
23 **in this section and any other requirements in this chapter that supplement or modify the**
24 **requirements set forth in this section.**

25 (2) This chapter must require or permit filing the document with the Office **of the Secretary**
26 **of State.**

27 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
28 contain other information [*as well*].

29 (4) The document must be legible.

30 (5) The document must be in the English language. The certificate of existence required of for-
31 eign limited liability companies under ORS 63.707 need not be in English if accompanied by a rea-
32 sonably authenticated English translation.

33 (6)(a) Unless otherwise specified in this chapter, each document or report required by this
34 chapter to be filed with the office [*shall*] **must** be executed in the following manner:

35 [(a)] **(A)** Articles of organization [*shall*] **must** be signed by or on behalf of one or more persons
36 wishing to form the limited liability company.

37 [(b)] **(B)** Articles of amendment [*shall*] **must** be signed by at least one member or manager.

38 [(c)] **(C)** Each annual report [*shall*] **must** be signed by one member or manager.

39 [(d)] **(D)** If the limited liability company is in the hands of a receiver, trustee or other court-
40 appointed fiduciary, a document or report [*shall*] **must** be signed by that receiver, trustee or
41 fiduciary.

42 **(b) An agent of a person identified in paragraph (a) of this subsection may execute a**
43 **document identified in paragraph (a) of this subsection, if the person authorizes the agent**
44 **to execute the document.**

45 (7) The person [*executing*] **that executes** the document shall state beneath or opposite the sig-

1 nature the **person's** name [*of the person*] and the capacity in which the person signs. The document
2 may, but is not required to, contain an acknowledgment, verification or proof.

3 (8) If the Secretary of State has prescribed a mandatory form for the document under ORS
4 63.016, the document must be in or on the prescribed form.

5 (9) The document must be delivered to the office accompanied by the required fees.

6 (10) Delivery of a document to the office is accomplished only when the **office actually receives**
7 **the** document [*is actually received by the office*].

8 **SECTION 7.** ORS 63.017 is amended to read:

9 63.017. (1) If a document delivered to the Office of the Secretary of State for filing satisfies the
10 requirements of ORS 63.004, the Secretary of State shall file [*it*] **the document**.

11 (2) The Secretary of State files a document by indicating [*thereon that it has been filed by*] **on**
12 **the document that** the Secretary of State **filed the document, along with** [*and*] the date of filing.
13 **Except as provided in ORS 63.114, 63.117, 63.671, 63.674, 63.724, 63.727 and 63.787,** after filing a
14 document[,] the Secretary of State shall return an acknowledgment of filing to the domestic or for-
15 eign limited liability company or [*its*] **the representative of the domestic or foreign limited li-**
16 **ability company.**

17 (3) If the Secretary of State refuses to file a document, the Secretary of State shall return [*it*]
18 **the document** to the domestic or foreign limited liability company or [*its*] **the representative of the**
19 **domestic or foreign limited liability company** within 10 business days after the document was
20 delivered, together with a brief written explanation of the reason for the refusal.

21 (4) The Secretary of State's duty to file documents under this section is ministerial. The Secre-
22 tary of State is not required to verify or inquire into the legality or truth of any matter included
23 in any document delivered to the office for filing. The Secretary of State's filing or refusing to file
24 a document does not:

25 (a) Affect the validity or invalidity of the document in whole or part; or

26 (b) Relate to the correctness or incorrectness of information contained in the document.

27 (5) The Secretary of State's refusal to file a document does not create a presumption that the
28 document is invalid or that information contained in the document is incorrect.

29 **SECTION 8.** ORS 63.094 is amended to read:

30 63.094. (1) The name of [*the*] **a** limited liability company [*shall*] **must** contain the words "limited
31 liability company" or the abbreviation "L.L.C." or "LLC."

32 (2) A limited liability company name [*shall*] **may** not contain the word or abbreviation "cooper-
33 ative," "corporation," "corp.," "incorporated," "Inc.," "limited partnership," "L.P.," "LP," "Ltd.,"
34 "limited liability partnership," [*L.L.P.*,"] **"L.L.P." or "LLP"** [*or "partnership"*] or any derivation of
35 any of the [*foregoing*] **words or abbreviations specified in this subsection.**

36 (3) A limited liability company name [*shall*] **must** be written in the alphabet used to write the
37 English language and may include Arabic and Roman numerals and incidental punctuation.

38 (4) A limited liability company name [*shall*] **must** be distinguishable upon the records of the
39 Office **of the Secretary of State** from any other limited liability company name, corporate name,
40 professional corporate name, nonprofit corporate name, cooperative name, limited partnership name,
41 business trust name, reserved name, registered corporate name or assumed business name of active
42 record with the office.

43 (5) The limited liability company name need not satisfy the requirement of subsection (4) of this
44 section if the applicant delivers to the office a certified copy of a final judgment of a court of com-
45 petent jurisdiction that finds that the applicant has a prior or concurrent right to use the limited

1 liability company name in this state.

2 (6) The provisions of this section do not prohibit a limited liability company from transacting
3 business under an assumed business name.

4 (7) The provisions of this section do not:

5 (a) Abrogate or limit the law governing unfair competition or unfair trade practices; or

6 (b) Derogate from the common law, the principles of equity or the statutes of this state or of the
7 United States with respect to the right to acquire and protect trade names.

8 **SECTION 9.** ORS 63.651 is amended to read:

9 63.651. (1) If the Secretary of State determines that one or more grounds exist under ORS 63.647
10 for dissolving a limited liability company, the Secretary of State shall give the limited liability
11 company written notice of the determination.

12 (2) If the limited liability company does not correct each ground for dissolution or demonstrate
13 to the reasonable satisfaction of the Secretary of State, within 45 days after notice is given, that
14 each **of the grounds that** [*ground determined by*] the Secretary of State **has determined to be a**
15 **ground for the dissolution** does not exist, the Secretary of State shall dissolve the limited liability
16 company.

17 (3) A limited liability company administratively dissolved continues [*its*] **the limited liability**
18 **company's** existence but may not carry on any [*business*] **activities** except **activities** that **are**
19 necessary **or appropriate** to wind up and liquidate [*its*] **the limited liability company's** business
20 and affairs under ORS 63.637 and notify claimants under ORS 63.641 and 63.644.

21 (4) The administrative dissolution of a limited liability company does not terminate the authority
22 of [*its*] **the limited liability company's** registered agent.

23 **SECTION 10.** ORS 65.004 is amended to read:

24 65.004. (1) [*A document must satisfy the requirements of this section, except as any other provision*
25 *of this chapter modifies these requirements, to be entitled to filing by the Secretary of State under au-*
26 *thority of this chapter.*] **For the Secretary of State to file a document under this chapter, the**
27 **document must satisfy the requirements set forth in this section and any other requirements**
28 **in this chapter that supplement or modify the requirements set forth in this section.**

29 (2) The document must be one required or permitted to be filed in the Office of the Secretary
30 of State.

31 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
32 contain other information [*as well*].

33 (4) The document must be legible.

34 (5) The document must be written in the alphabet used to write the English language, but may
35 include Arabic or Roman numerals and incidental punctuation. The certificate of existence required
36 of foreign corporations need not be in English if accompanied by a reasonably authenticated English
37 translation.

38 (6) The document must be executed:

39 (a) By a fiduciary, receiver or trustee, if the corporation is in the hands of a receiver, trustee
40 or other court-appointed fiduciary;

41 (b) By an incorporator, if directors have not been selected or [*its*] **the** execution [*is*] **of the**
42 **document occurs** before the organizational meeting;

43 (c) By the person specified in any section of this chapter that required the document be filed;
44 [*or*]

45 (d) By the chairperson of the board of directors of a domestic or foreign corporation, [*its*] **by**

1 **the president or otherwise by another of [its] the officers[.] of the corporation; or**

2 **(e) By an agent of a person identified in this subsection, if the person authorizes the**
3 **agent to execute the document.**

4 (7) The document [*shall*] **must** state beneath or opposite the signature the **person's** name [*of the*
5 *person*] and the capacity in which the person signs. The document may, but is not required to, con-
6 tain:

7 (a) The corporate seal;

8 (b) An attestation by the secretary or an assistant secretary; or

9 (c) An acknowledgment, verification or proof.

10 (8) If the Secretary of State has prescribed a mandatory form for a document under ORS 65.016,
11 the document must be in or on the prescribed form.

12 (9) The document must be delivered to the Office of the Secretary of State for filing and must
13 be accompanied by the correct filing fee.

14 (10) A document is deemed filed or effective only as provided in ORS 56.080, 65.001, 65.011,
15 65.014 and 65.017.

16 **SECTION 11.** ORS 65.651 is amended to read:

17 65.651. (1) If the Secretary of State determines that one or more grounds exist under ORS 65.647
18 for dissolving a corporation, the Secretary of State shall give the corporation written notice of that
19 determination.

20 (2) If the corporation does not correct each ground for dissolution or demonstrate to the rea-
21 sonable satisfaction of the Secretary of State, within 45 days after notice is given, that each [*ground*
22 *determined by*] **of the grounds that** the Secretary of State **has determined to be a ground for the**
23 **dissolution** does not exist, the Secretary of State shall administratively dissolve the corporation,
24 and in the case of a public benefit corporation shall notify the Attorney General in writing.

25 (3) A corporation administratively dissolved continues [*its*] **the corporation's** corporate exist-
26 ence but may not carry on any activities except those necessary **or appropriate** to wind up and
27 liquidate [*its*] **the corporation's** affairs under ORS 65.637 and notify [*its*] **the corporation's** claim-
28 ants under ORS 65.641 and 65.644.

29 (4) The administrative dissolution of a corporation does not terminate the authority of [*its*] **the**
30 **corporation's** registered agent.

31 **SECTION 12.** ORS 67.520 is amended to read:

32 67.520. (1) [*A document must satisfy the requirements of this section, as modified by any other*
33 *provision of this chapter, to be entitled to filing by the Secretary of State*] **For the Secretary of State**
34 **to file a document under this chapter, the document must satisfy the requirements set forth**
35 **in this section and any other requirements in this chapter that supplement or modify the**
36 **requirements set forth in this section.**

37 (2) This chapter must require or permit filing [*of*] the document with the office of the Secretary
38 of State.

39 (3) The document [*shall*] **must** contain the information required by this chapter[. *It*] **and** may
40 contain other information [*as well*].

41 (4) The document must be legible.

42 (5) The document must be in the English language.

43 (6) [*Each*] **A** document or report required by this chapter to be filed with the office of the Sec-
44 retary of State [*shall*] **must** be executed by one or more partners **or by an agent of a partner, if**
45 **the partner authorizes the agent to execute the document.** If the limited liability partnership

1 is in the hands of a receiver, trustee or other court-appointed fiduciary, a document or report
2 [shall] **must** be signed by [that] **the** receiver, trustee or fiduciary.

3 (7) The person [executing] **that executes** the document shall state beneath or opposite the sig-
4 nature the **person's** name [of the person] and the capacity in which the person signs. The document
5 may, but is not required to, contain acknowledgment, verification or proof.

6 (8) If the Secretary of State has prescribed a mandatory form for the document, the document
7 must be in or on the prescribed form.

8 (9) The document must be delivered to the office of the Secretary of State accompanied by the
9 required fees.

10 (10) Delivery of a document to the office of the Secretary of State is accomplished only when
11 [the document is actually received by] the office of the Secretary of State **actually receives the**
12 **document.**

13 **SECTION 13.** ORS 70.610 is amended to read:

14 70.610. (1) A domestic limited partnership and a foreign limited partnership registered to trans-
15 act business in this state shall submit for filing an annual report to the office of the Secretary of
16 State that includes:

17 (a) The name of the domestic or foreign limited partnership and the state or country under
18 [whose] **the law of which** the domestic or foreign limited partnership is formed;

19 (b) The street address of the domestic or foreign limited partnership's registered office in this
20 state and the name of the domestic or foreign limited partnership's registered agent at the registered
21 office;

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

24 (d) A description of the primary business activity of the domestic or foreign limited partnership;

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

26 (f) A mailing address to which the Secretary of State may mail notices required by this chapter;
27 and

28 (g) Additional identifying information that the Secretary of State may require by rule.

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

32 (3) The annual report must be signed by at least one general partner, **or by an agent of a**
33 **general partner, if the general partner authorizes the agent to sign the document,** or if the
34 domestic or foreign limited partnership is in the hands of a receiver or trustee, the **receiver or**
35 **trustee must sign the** annual report [must be signed] on behalf of the partnership [by the receiver
36 or trustee].

37 (4) The Secretary of State shall mail the annual report form to the address shown for the do-
38 mestic or foreign limited partnership in the current records of the office of the Secretary of State.
39 The [failure of the] domestic or foreign limited [partnership] **partnership's failure** to receive the
40 annual report form from the Secretary of State does not relieve the limited [partnership] of the
41 limited partnership's duty under this section to deliver an annual report to the office.

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

44 (6)(a) A domestic or foreign limited partnership may update information that is required or
45 permitted in an annual report filing at any time by delivering to the office of the Secretary of State

1 for filing:

2 (A) An amendment to the annual report if a change in the information set forth in the annual
 3 report occurs after the report is delivered to the office for filing and before the next anniversary;
 4 or

5 (B) A statement with the change if the update occurs before the domestic or foreign corporation
 6 limited partnership files the first annual report.

7 (b) This subsection applies only to a change that is not required to be made by an amendment
 8 to the certificate of limited partnership.

9 (c) The amendment to the annual report filed under paragraph (a) of this subsection must set
 10 forth:

11 (A) The name of the limited partnership as shown on the records of the office; and

12 (B) The information as changed.

13 **SECTION 14.** ORS 554.005 is amended to read:

14 554.005. (1) [A document must satisfy the requirements of this section or any other section in ORS
 15 554.005 to 554.340 that modifies these requirements, to be entitled to filing by the Secretary of State
 16 under ORS 554.005 to 554.340]. **For the Secretary of State to file a document under ORS 554.005
 17 to 554.340, the document must satisfy the requirements set forth in this section and any
 18 other requirements in ORS 554.005 to 554.340 that supplement or modify the requirements
 19 set forth in this section.**

20 (2) ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to 554.590 must require or permit filing
 21 the document with the Office of the Secretary of State.

22 (3) The document [shall] **must** contain the information required by ORS 554.005 to 554.340,
 23 554.420, 554.440 or 554.510 to 554.590[. It] **and** may contain other information [as well].

24 (4) The document must be legible.

25 (5) The document must be in the English language.

26 (6) The document must be executed:

27 (a) By the chairperson of the board of directors of a corporation or one of [its] **the**
 28 **corporation's** officers;

29 (b) If directors have not been selected or before the organizational meeting, by an incorporator;
 30 [or]

31 (c) If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary,
 32 by [that] **the** receiver, trustee or fiduciary[.]; **or**

33 **(d) By an agent of a person identified in this subsection, if the person authorizes the**
 34 **agent to execute the document.**

35 (7) The person [executing] **that executes** the document shall state beneath or opposite the sig-
 36 nature the **person's** name [of the person] and the capacity in which the person signs. The document
 37 may, but is not required to, contain:

38 (a) The corporate seal.

39 (b) An attestation by the secretary or an assistant secretary.

40 (c) An acknowledgment, verification or proof.

41 (8) If the Secretary of State has prescribed a mandatory form for the document, the document
 42 must be in or on the prescribed form.

43 (9) The document must be delivered to the Office of the Secretary of State and must be accom-
 44 panied by the required fees.

45 (10) Delivery of a document to the Office of the Secretary of State is accomplished only when

1 the *[document is actually received by the]* Office of the Secretary of State **actually receives the**
 2 **document.**

3 **SECTION 15.** ORS 554.305 is amended to read:

4 554.305. (1) If the Secretary of State determines that one or more grounds exist under ORS
 5 554.302 for dissolving a corporation organized under ORS 554.005 to 554.340, the Secretary of State
 6 shall give the corporation written notice of the determination.

7 (2) If the corporation does not correct each ground for dissolution or demonstrate to the rea-
 8 sonable satisfaction of the Secretary of State, within 45 days after notice is given, that each *[ground*
 9 *determined by]* **of the grounds that** the Secretary of State **has determined to be a ground for the**
 10 **dissolution** does not exist, the Secretary of State shall dissolve the corporation.

11 (3) A corporation administratively dissolved continues *[its]* **the corporation's** corporate exist-
 12 ence but may not carry on any *[business]* **activities** except **activities** that **are** necessary or **ap-**
 13 **propriate** to wind up and liquidate *[its]* **the corporation's** business and affairs and notify claimants.

14 (4) The administrative dissolution of a corporation does not terminate the authority of *[its]* **the**
 15 **corporation's** registered agent.

16 (5) *[Every]* **A** corporation involuntarily dissolved under this section *[shall continue]* **continues**
 17 to exist as a body corporate for the purpose of *[the performance or enforcement of]* **performing or**
 18 **enforcing** any debt or obligation under contract or agreement with the federal or state government,
 19 including the power to levy and collect assessments for *[such purpose]* **performing or enforcing the**
 20 **debt or obligation.**

21 **SECTION 16.** (1) **The amendments to ORS 58.400, 60.004, 60.651, 62.025, 62.850, 63.004,**
 22 **63.017, 63.094, 63.651, 65.004, 65.651, 67.520, 70.610, 554.005 and 554.305 by sections 1 to 15 of this**
 23 **2013 Act become operative 91 days after the effective date of this 2013 Act.**

24 (2) **The Secretary of State may take any action before the operative date specified in**
 25 **subsection (1) of this section that is necessary to enable the Secretary of State to exercise,**
 26 **on and after the operative date specified in subsection (1) of this section, all of the duties,**
 27 **functions and powers conferred on the Secretary of State by the amendments to ORS 58.400,**
 28 **60.004, 60.651, 62.025, 62.850, 63.004, 63.017, 63.094, 63.651, 65.004, 65.651, 67.520, 70.610, 554.005**
 29 **and 554.305 by sections 1 to 15 of this 2013 Act.**

30 **SECTION 17.** **This 2013 Act being necessary for the immediate preservation of the public**
 31 **peace, health and safety, an emergency is declared to exist, and this 2013 Act takes effect**
 32 **on its passage.**

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