

Enrolled House Bill 2325

Sponsored by Representative MCKEOWN, Senators ROBLAN, HANSELL, Representatives SANCHEZ, SPRENGER (Presession filed.)

CHAPTER

AN ACT

Relating to the Secretary of State’s duties as a filing officer; creating new provisions; amending ORS 56.016 and 56.140; and prescribing an effective date.

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

SECTION 1. ORS 56.016 is amended to read:

56.016. (1) Notwithstanding any provisions of ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 or ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 or 661.210 to 661.280 relating to the Secretary of State as the filing officer:

(a) A document may be delivered to the office of the Secretary of State for filing by electronic facsimile transmission if the original document is otherwise acceptable for filing.

(b) Any other reproduction of a document may be delivered to the office of the Secretary of State for filing if the original document is otherwise acceptable for filing.

(c) A document delivered under paragraph (a) or (b) of this subsection need not be accompanied by a true copy of the document. After filing a document delivered under paragraph (a) or (b) of this subsection, the Secretary of State shall return an acknowledgment of filing to the domestic or foreign business entity or *[its]* **the representative of the domestic or foreign business entity.**

(2) Subsection (1) of this section applies only to documents *[delivered to the office of the Secretary of State for filing under ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280]* **for which the Secretary of State is the filing officer under ORS 56.014.**

(3)(a) **The Secretary of State by rule may specify a method, including but not limited to an electronic method, by which the Secretary of State will send a notice, instead of or in addition to a written notice by mail, that is related to a document for which the Secretary of State is the filing officer under ORS 56.014. The Secretary of State shall permit a person that files a document to elect to receive notice by the method that the Secretary of State specifies under this paragraph. If the person does not elect to receive notice by the specified method, the Secretary of State shall send the notice by mail.**

(b) **The Secretary of State by rule may specify the form and format of and the manner in which a person may make the election described in paragraph (a) of this subsection and submit contact information that is suitable for receiving notice by the method the Secretary of State specifies under paragraph (a) of this subsection.**

(c) **Notwithstanding paragraph (a) of this subsection, the Secretary of State may not send a notice required before an administrative dissolution or a suspension or revocation of au-**

thority to transact business in this state using any method other than in writing and by mail.

[3] (4) The Secretary of State by rule may establish fees for receiving and sending [acknowledgment of filing of] **notices related to** documents delivered for filing [under this section].

SECTION 2. ORS 56.140 is amended to read:

56.140. (1) The Secretary of State shall collect a nonrefundable fee of \$100 for each of the following documents delivered to the Secretary of State for filing:

- (a) Articles of incorporation delivered for filing under ORS 58.085.
- (b) Articles of incorporation delivered for filing under ORS 60.051.
- (c) Articles of incorporation delivered for filing under ORS 62.511.
- (d) Articles of organization delivered for filing under ORS 63.051.
- (e) Applications for registration delivered for filing under ORS 67.603.
- (f) Certificates of limited partnership delivered for filing under ORS 70.075.
- (g) Trust documents delivered for filing under ORS 128.575.
- (h) Articles of incorporation delivered for filing under ORS 554.020.

(2) The Secretary of State shall collect a nonrefundable fee of \$100 for annual reports delivered for filing by an entity subject to a fee under subsection (1) of this section, and for any other related document that the entity [is allowed or required to] **may or must** file with the Secretary of State.

(3)(a) **Except as provided in paragraph (b) of this subsection,** the Secretary of State shall collect a nonrefundable fee of \$275 for each of the following documents delivered to the Secretary of State for filing:

[a] (A) Applications for authority to transact business in this state delivered under ORS 58.134, 60.707, 63.707 or 67.710.

[b] (B) Applications for registration under ORS 70.355.

[c] (C) Annual reports delivered for filing by an entity subject to a fee under [paragraph (a) or (b) of this subsection] **subparagraph (A) or (B) of this paragraph,** and for any other related document that the entity [is allowed or required to] **may or must** file with the Secretary of State.

(b) If an eligible Indian tribe, as defined in ORS 307.181 (4)(a), owns, charters or registers an entity or otherwise authorizes an entity to conduct business and the entity files a document that is subject to a fee under paragraph (a) of this subsection, the Secretary of State shall collect a nonrefundable fee of \$100 for filing the document if the entity accompanies the filing with a certificate showing that the eligible Indian tribe owned, chartered or registered the entity or otherwise authorized the entity to conduct business. The Secretary of State by rule may specify the type or form and format of the certificate that the Secretary of State will accept under this paragraph.

(4) For documents other than those specified in subsections (1), (2) and (3) of this section, except as provided in ORS 65.787 (6), the Secretary of State shall collect a nonrefundable fee of \$50 for each document delivered for filing to the Secretary of State as part of the secretary's business registry functions described in ORS 56.022.

(5) The Secretary of State by rule may establish fees, in addition to those provided for in subsections (1) to (4) of this section, for:

(a) Copying any public record maintained by the secretary and relating to the secretary's business registry functions, and for certifying the copy; and

(b) Certifying to other facts of record, including certificates of existence, relating to the secretary's business registry functions.

(6) The Secretary of State shall collect a nonrefundable fee of \$20 each time process that is related to the Secretary of State's business registry functions is served on the Secretary of State.

(7) The Secretary of State may waive collection of any fee, charge or interest or portion of a fee, charge or interest that [is collectible by] the Secretary of State **may collect** as part of the secretary's business registry functions.

(8) The Secretary of State by rule shall establish and collect reasonable fees for the following services relating to the secretary's business registry functions:

- (a) Computer generated lists on electronic data processing media.
- (b) Terminal access to the files of the office.
- (c) Microfilm records of the files of the office.
- (d) Microfilm processing and development services.
- (e) Copies of the programs and files on paper or electronic data processing media.

SECTION 3. The amendments to ORS 56.016 and 56.140 by sections 1 and 2 of this 2019 Act apply to documents that the Secretary of State accepts for filing on or after the operative date specified in section 4 of this 2019 Act.

SECTION 4. (1) The amendments to ORS 56.016 and 56.140 by sections 1 and 2 of this 2019 Act become operative on July 1, 2020.

(2) The Secretary of State may adopt rules and take any other action before the operative date specified in subsection (1) of this section that is necessary to enable the Secretary of State, on and after the operative date specified in subsection (1) of this section, to exercise all of the duties, functions and powers conferred on the Secretary of State by the amendments to ORS 56.016 and 56.140 by sections 1 and 2 of this 2019 Act.

SECTION 5. This 2019 Act takes effect on the 91st day after the date on which the 2019 regular session of the Eightieth Legislative Assembly adjourns sine die.

Passed by House March 18, 2019

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 Timothy G. Sekerak, Chief Clerk of House

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 Tina Kotek, Speaker of House

Passed by Senate April 25, 2019

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 Peter Courtney, President of Senate

Received by Governor:

.....M.,....., 2019

Approved:

.....M.,....., 2019

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 Kate Brown, Governor

Filed in Office of Secretary of State:

.....M.,....., 2019

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 Bev Clarno, Secretary of State