

B-Engrossed
House Bill 2998

Ordered by the House June 19
Including House Amendments dated April 10 and June 19

Sponsored by Representative ALONSO LEON

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.

Specifies requirements for Secretary of State to file document in accordance with laws governing business organizations. Provides that if Secretary of State prescribes mandatory form for filing, Secretary of State must make versions of form available in at least five most commonly spoken and written languages in this state used by persons with limited proficiency in English language. Requires Secretary of State to specify Spanish, Chinese, Vietnamese, Russian and Korean as such languages and to update specification following completion of each decennial United States Census, beginning with 2030 decennial census.

Becomes operative on *[July 1, 2021]* **January 1, 2020.**

Takes effect on 91st day following adjournment sine die.

A BILL FOR AN ACT

1
2 Relating to the language of documents submitted to the Secretary of State for filing; creating new
3 provisions; amending ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005; and pre-
4 scribing an effective date.

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) For the Secretary of State to file a document under this chapter, the document must*
8 *satisfy the requirements set forth in this section and any other requirements in this chapter that sup-*
9 *plement or modify the requirements set forth in this section.]*

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

11 *[(3) The document must contain the information required by this chapter and may contain other*
12 *information.]*

13 *[(4) The document must be legible.]*

14 *[(5) The document must be in the English language. The certificate of existence required of foreign*
15 *professional corporations need not be in English if accompanied by a reasonably authenticated English*
16 *translation.]*

17 *[(6) The document must be executed:]*

18 *[(a) By the chairperson of the board of directors of a domestic or foreign professional corporation,*
19 *the corporation's president or another of the corporation's officers;]*

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

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

23 *[(d) By an agent of a person identified in this subsection, if the person authorizes the agent to ex-*
24 *ecute the document.]*

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

4 *[(a) The corporate seal;]*

5 *[(b) An attestation by the secretary or an assistant secretary; and]*

6 *[(c) An acknowledgment, verification or proof.]*

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

9 *[(9) The document must be delivered to the Office of Secretary of State accompanied by the required*
10 *fees.]*

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

13 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
14 **must:**

15 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
16 **chapter that supplement or modify the requirements set forth in this section.**

17 **(B) Be a type of document that this chapter or another law requires or permits a person**
18 **to file with the Secretary of State.**

19 **(C) Include the information this chapter requires.**

20 **(D) Be legibly written in the English language and in the alphabet used to write the**
21 **English language, except as provided in subsections (3) and (4) of this section.**

22 **(E) Be delivered to the Secretary of State along with required fees. Delivery occurs only**
23 **when the Secretary of State actually receives the document.**

24 **(b) The document may include:**

25 **(A) Information other than the information required under paragraph (a) of this sub-**
26 **section;**

27 **(B) Arabic or Roman numerals and incidental punctuation;**

28 **(C) The seal of the domestic professional corporation or foreign professional corporation;**

29 **(D) An attestation by the secretary or an assistant secretary of the domestic professional**
30 **corporation or foreign professional corporation; or**

31 **(E) An acknowledgment, verification or proof.**

32 **(2)(a) A person that executes a document for filing under this section must be:**

33 **(A) The chairperson of the board of directors, the president or another officer of a do-**
34 **mestic professional corporation or foreign professional corporation;**

35 **(B) An incorporator, if directors of the domestic professional corporation or foreign**
36 **professional corporation have not been selected or if the document is presented for filing**
37 **before an organizational meeting has occurred;**

38 **(C) A receiver, trustee or other court-appointed fiduciary, if the domestic professional**
39 **corporation or foreign professional corporation is subject to the control of the receiver,**
40 **trustee or fiduciary; or**

41 **(D) An agent of a person identified in this paragraph, if the person authorizes the agent**
42 **to execute the document.**

43 **(b) The person that executes the document shall state beneath or opposite the person's**
44 **signature the person's name and the capacity in which the person signs.**

45 **(3)(a) If under ORS 58.440 the Secretary of State has prescribed a mandatory form for a**

1 document, including an electronic form, the document must be in or on the prescribed form.

2 (b) The Secretary of State shall make versions of the form described in paragraph (a) of
3 this subsection available in at least the five languages that are most commonly spoken and
4 written in this state by persons with limited proficiency in the English language. Each ver-
5 sion of the form must include an English translation of the form's contents.

6 (c) For the purpose described in paragraph (b) of this subsection, the Secretary of State
7 shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that
8 are most commonly spoken and written in this state by persons with limited proficiency in
9 the English language. The Secretary of State shall review the specification in this paragraph
10 after the completion of the 2030 United States Census and each subsequent decennial census
11 and shall recommend in a report to the Joint Committee on Ways and Means any changes
12 in the specification that the Secretary of State deems necessary. The Secretary of State may
13 change the specification only after receiving the approval of the Legislative Assembly and
14 an appropriation in an amount that is sufficient to pay the costs of updating each version
15 of the mandatory form and any system the Secretary of State uses to process the mandatory
16 form.

17 (d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
18 of this subsection information written in a language other than English, the person shall
19 submit a reasonably authenticated English translation of the information along with the
20 form.

21 (4) A certificate of existence required for a foreign professional corporation may be
22 written in a language other than English if a reasonably authenticated English translation
23 accompanies the certificate.

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

25 60.004. [(1) For the Secretary of State to file a document under this chapter, the document must
26 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-
27 plement or modify the requirements set forth in this section.]

28 [(2) The document must be a type of document that this chapter or another law requires or permits
29 a person to file with the Office of the Secretary of State.]

30 [(3) The document must contain the information required by this chapter and may contain other
31 information.]

32 [(4) The document must be legible.]

33 [(5) The document must be in the English language. The certificate of existence required of foreign
34 corporations need not be in English if accompanied by a reasonably authenticated English
35 translation.]

36 [(6) The document must be signed by:]

37 [(a) The chair of the board of directors of a domestic or foreign corporation, the corporation's
38 president or another of the corporation's officers;]

39 [(b) An incorporator, if directors have not been selected or before the organizational meeting;]

40 [(c) A receiver, trustee or court-appointed fiduciary, if the corporation is in the hands of a receiver,
41 trustee or other court-appointed fiduciary; or]

42 [(d) An agent of a person identified in this subsection, if the person authorizes the agent to sign
43 the document.]

44 [(7) The person that signs the document shall:]

45 [(a) Declare, above the person's signature and under penalty of perjury, that the document does not

1 *fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of*
2 *the person or any of the officers, directors, employees or agents of the corporation on behalf of which*
3 *the person signs; and]*

4 [(b) *State beneath or opposite the signature the person's name and the capacity in which the person*
5 *signs.*]

6 [(8) *The document may, but is not required to, contain:*]

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 [(9) *If the Secretary of State has prescribed a mandatory form for the document under ORS 60.016,*
11 *the document must be in or on the prescribed form.*]

12 [(10) *The document must be delivered to the office and must be accompanied by the required fees.*]

13 [(11) *Delivery of a document to the office is accomplished only when the office actually receives the*
14 *document.*]

15 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
16 **must:**

17 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
18 **chapter that supplement or modify the requirements set forth in this section.**

19 **(B) Be a type of document that this chapter or another law requires or permits a person**
20 **to file with the Secretary of State.**

21 **(C) Include the information this chapter requires.**

22 **(D) Be legibly written in the English language and in the alphabet used to write the**
23 **English language, except as provided in subsections (3) and (4) of this section.**

24 **(E) Be delivered to the Secretary of State along with required fees. Delivery occurs only**
25 **when the Secretary of State actually receives the document.**

26 **(b) The document may include:**

27 **(A) Information other than the information required under paragraph (a) of this sub-**
28 **section;**

29 **(B) Arabic or Roman numerals and incidental punctuation;**

30 **(C) The seal of the domestic corporation or foreign corporation;**

31 **(D) An attestation by the secretary or an assistant secretary of the domestic corporation**
32 **or foreign corporation; or**

33 **(E) An acknowledgement, verification or proof.**

34 **(2)(a) A person that executes a document for filing under this section must be:**

35 **(A) The chairperson of the board of directors, the president or another officer of a do-**
36 **mestic corporation or foreign corporation;**

37 **(B) An incorporator, if directors of the domestic corporation or foreign corporation have**
38 **not been selected or if the document is presented for filing before an organizational meeting**
39 **has occurred;**

40 **(C) A receiver, trustee or other court-appointed fiduciary, if the domestic corporation**
41 **or foreign corporation is subject to the control of the receiver, trustee or fiduciary; or**

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

44 **(b) The person that executes the document shall:**

45 **(A) Declare, above the person's signature and under penalty of perjury, that the docu-**

1 ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise
2 misrepresent the identity of the person or any of the officers, directors, employees or agents
3 of the domestic corporation or foreign corporation on behalf of which the person signs; and

4 (B) State beneath or opposite the person's signature the person's name and the capacity
5 in which the person signs.

6 (3)(a) If under ORS 60.016 the Secretary of State has prescribed a mandatory form for a
7 document, including an electronic form, the document must be in or on the prescribed form.

8 (b) The Secretary of State shall make versions of the form described in paragraph (a) of
9 this subsection available in at least the five languages that are most commonly spoken and
10 written in this state by persons with limited proficiency in the English language. Each ver-
11 sion of the form must include an English translation of the form's contents.

12 (c) For the purpose described in paragraph (b) of this subsection, the Secretary of State
13 shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that
14 are most commonly spoken and written in this state by persons with limited proficiency in
15 the English language. The Secretary of State shall review the specification in this paragraph
16 after the completion of the 2030 United States Census and each subsequent decennial census
17 and shall recommend in a report to the Joint Committee on Ways and Means any changes
18 in the specification that the Secretary of State deems necessary. The Secretary of State may
19 change the specification only after receiving the approval of the Legislative Assembly and
20 an appropriation in an amount that is sufficient to pay the costs of updating each version
21 of the mandatory form and any system the Secretary of State uses to process the mandatory
22 form.

23 (d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
24 of this subsection information written in a language other than English, the person shall
25 submit a reasonably authenticated English translation of the information along with the
26 form.

27 (4) A certificate of existence required for a foreign corporation may be written in a lan-
28 guage other than English if a reasonably authenticated English translation accompanies the
29 certificate.

30 **SECTION 3.** ORS 62.025 is amended to read:

31 62.025. [(1) For the Secretary of State to file a document under this chapter, the document must
32 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-
33 plement or modify the requirements set forth in this section.]

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

35 [(3) The document must contain the information required by this chapter and may contain other
36 information.]

37 [(4) The document must be legible.]

38 [(5) The document must be in the English language.]

39 [(6) The document must be executed:]

40 [(a) By the chairperson of the board of directors of a domestic cooperative, by the president or by
41 another of the domestic cooperative's officers;]

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

43 [(c) If the cooperative is in the hands of a receiver, trustee or other court-appointed fiduciary, by
44 the receiver, trustee or fiduciary; or]

45 [(d) By an agent of a person identified in this subsection, if the person authorizes the agent to ex-

1 *ecute the document.]*

2 *[(7) The person that executes the document shall state beneath or opposite the signature the*
3 *person's name and the capacity in which the person signs. The document may, but is not required to,*
4 *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 62.045,*
9 *the document must be in or on the prescribed form.]*

10 *[(9) The document must be delivered to the Office of Secretary of State and must be accompanied*
11 *by the required fees.]*

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

14 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
15 **must:**

16 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
17 **chapter that supplement or modify the requirements set forth in this section.**

18 **(B) Be a type of document that this chapter or another law requires or permits a person**
19 **to file with the Secretary of State.**

20 **(C) Include the information this chapter requires.**

21 **(D) Be legibly written in the English language and in the alphabet used to write the**
22 **English language, except as provided in subsection (3) of this section.**

23 **(E) Be delivered to the Secretary of State along with required fees. Delivery occurs only**
24 **when the Secretary of State actually receives the document.**

25 **(b) The document may include:**

26 **(A) Information other than the information required under paragraph (a) of this sub-**
27 **section;**

28 **(B) Arabic or Roman numerals and incidental punctuation;**

29 **(C) The seal of the cooperative or foreign cooperative;**

30 **(D) An attestation by the secretary or an assistant secretary of the cooperative or for-**
31 **ign cooperative; or**

32 **(E) An acknowledgement, verification or proof.**

33 **(2)(a) A person that executes a document for filing under this section must be:**

34 **(A) The chairperson of the board of directors, the president or another officer of a co-**
35 **operative or foreign cooperative;**

36 **(B) An incorporator, if directors of the cooperative or foreign cooperative have not been**
37 **selected or if the document is presented for filing before an organizational meeting has oc-**
38 **curred;**

39 **(C) A receiver, trustee or other court-appointed fiduciary, if the cooperative or foreign**
40 **cooperative is subject to the control of the receiver, trustee or fiduciary; or**

41 **(D) An agent of a person identified in this paragraph, if the person authorizes the agent**
42 **to execute the document.**

43 **(b) The person that executes the document shall state beneath or opposite the person's**
44 **signature the person's name and the capacity in which the person signs.**

45 **(3)(a) If under ORS 62.045 the Secretary of State has prescribed a mandatory form for a**

1 document, including an electronic form, the document must be in or on the prescribed form.

2 (b) The Secretary of State shall make versions of the form described in paragraph (a) of
3 this subsection available in at least the five languages that are most commonly spoken and
4 written in this state by persons with limited proficiency in the English language. Each ver-
5 sion of the form must include an English translation of the form's contents.

6 (c) For the purpose described in paragraph (b) of this subsection, the Secretary of State
7 shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that
8 are most commonly spoken and written in this state by persons with limited proficiency in
9 the English language. The Secretary of State shall review the specification in this paragraph
10 after the completion of the 2030 United States Census and each subsequent decennial census
11 and shall recommend in a report to the Joint Committee on Ways and Means any changes
12 in the specification that the Secretary of State deems necessary. The Secretary of State may
13 change the specification only after receiving the approval of the Legislative Assembly and
14 an appropriation in an amount that is sufficient to pay the costs of updating each version
15 of the mandatory form and any system the Secretary of State uses to process the mandatory
16 form.

17 (d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
18 of this subsection information written in a language other than English, the person shall
19 submit a reasonably authenticated English translation of the information along with the
20 form.

21 **SECTION 4.** ORS 63.004 is amended to read:

22 63.004. [(1) For the Secretary of State to file a document under this chapter, the document must
23 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-
24 plement or modify the requirements set forth in this section.]

25 [(2) The document must be a type of document that this chapter or another law requires or permits
26 a person to file with the Office of the Secretary of State.]

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

29 [(4) The document must be legible.]

30 [(5) The document must be in the English language. The certificate of existence required of foreign
31 limited liability companies under ORS 63.707 need not be in English if accompanied by a reasonably
32 authenticated English translation.]

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

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

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

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

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

41 [(b) An agent of a person identified in paragraph (a) of this subsection may execute a document
42 identified in paragraph (a) of this subsection, if the person authorizes the agent to execute the docu-
43 ment.]

44 [(7) The person that executes the document shall:]

45 [(a) Declare, above the person's signature and under penalty of perjury, that the document does not

1 *fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of*
2 *the person or any of the members, managers, employees or agents of the limited liability company on*
3 *behalf of which the person signs; and]*

4 *[(b) State beneath or opposite the signature the person's name and the capacity in which the person*
5 *signs.]*

6 *[(8) The document may, but is not required to, contain an acknowledgment, verification or proof.]*

7 *[(9) If the Secretary of State has prescribed a mandatory form for the document under ORS 63.016,*
8 *the document must be in or on the prescribed form.]*

9 *[(10) The document must be delivered to the office accompanied by the required fees.]*

10 *[(11) Delivery of a document to the office occurs only when the office actually receives the*
11 *document.]*

12 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
13 **must:**

14 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
15 **chapter that supplement or modify the requirements set forth in this section.**

16 **(B) Be a type of document that this chapter or another law requires or permits a person**
17 **to file with the Secretary of State.**

18 **(C) Include the information this chapter requires.**

19 **(D) Be legibly written in the English language and in the alphabet used to write the**
20 **English language, except as provided in subsections (3) and (4) of this section.**

21 **(E) Be delivered to the Secretary of State along with required fees. Delivery occurs only**
22 **when the Secretary of State actually receives the document.**

23 **(b) The document may include:**

24 **(A) Information other than the information required under paragraph (a) of this sub-**
25 **section;**

26 **(B) Arabic or Roman numerals and incidental punctuation;**

27 **(C) The seal of the limited liability company or foreign limited liability company;**

28 **(D) An attestation by the secretary or an assistant secretary of the limited liability**
29 **company or foreign limited liability company; or**

30 **(E) An acknowledgement, verification or proof.**

31 **(2)(a) Unless otherwise specified in this chapter, a document that under this chapter**
32 **must be filed with the Secretary of State must be executed in the following manner:**

33 **(A) Articles of organization must be signed by or on behalf of one or more persons that**
34 **intend to form the limited liability company.**

35 **(B) At least one member or manager must sign articles of amendment and each annual**
36 **report.**

37 **(C) A receiver, trustee or other court-appointed fiduciary, must sign a document if the**
38 **limited liability company or foreign limited liability company is subject to the control of the**
39 **receiver, trustee or fiduciary.**

40 **(D) An agent of a person identified in this paragraph may execute a document, if the**
41 **person authorizes the agent to execute the document.**

42 **(b) The person that executes the document shall:**

43 **(A) Declare, above the person's signature and under penalty of perjury, that the docu-**
44 **ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise**
45 **misrepresent the identity of the person or any of the members, managers, employees or**

1 agents of the limited liability company or foreign limited liability company on behalf of which
2 the person signs; and

3 (B) State beneath or opposite the person's signature the person's name and the capacity
4 in which the person signs.

5 (3)(a) If under ORS 63.016 the Secretary of State has prescribed a mandatory form for a
6 document, including an electronic form, the document must be in or on the prescribed form.

7 (b) The Secretary of State shall make versions of the form described in paragraph (a) of
8 this subsection available in at least the five languages that are most commonly spoken and
9 written in this state by persons with limited proficiency in the English language. Each ver-
10 sion of the form must include an English translation of the form's contents.

11 (c) For the purpose described in paragraph (b) of this section, the Secretary of State shall
12 specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that are
13 most commonly spoken and written in this state by persons with limited proficiency in the
14 English language. The Secretary of State shall review the specification in this paragraph af-
15 ter the completion of the 2030 United States Census and each subsequent decennial census
16 and shall recommend in a report to the Joint Committee on Ways and Means any changes
17 in the specification that the Secretary of State deems necessary. The Secretary of State may
18 change the specification only after receiving the approval of the Legislative Assembly and
19 an appropriation in an amount that is sufficient to pay the costs of updating each version
20 of the mandatory form and any system the Secretary of State uses to process the mandatory
21 form.

22 (d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
23 of this subsection information written in a language other than English, the person shall
24 submit a reasonably authenticated English translation of the information along with the
25 form.

26 (4) A certificate of existence required for a foreign limited liability company may be
27 written in a language other than English if a reasonably authenticated English translation
28 accompanies the certificate.

29 **SECTION 5.** ORS 65.004 is amended to read:

30 65.004. [(1) For the Secretary of State to file a document under this chapter, the document must
31 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-
32 plement or modify the requirements set forth in this section.]

33 [(2) The document must be one required or permitted to be filed in the Office of the Secretary of
34 State.]

35 [(3) The document must contain the information required by this chapter and may contain other
36 information.]

37 [(4) The document must be legible.]

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

42 [(6) The document must be executed:]

43 [(a) By a fiduciary, receiver or trustee, if the corporation is in the hands of a receiver, trustee or
44 other court-appointed fiduciary;]

45 [(b) By an incorporator, if directors have not been selected or the execution of the document occurs

1 *before the organizational meeting;]*

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

3 *[(d) By the chairperson of the board of directors of a domestic or foreign corporation, by the*
4 *president or otherwise by another of the officers of the corporation; or]*

5 *[(e) By an agent of a person identified in this subsection, if the person authorizes the agent to ex-*
6 *ecute the document.]*

7 *[(7) The document must state beneath or opposite the signature the person's name and the capacity*
8 *in which the person signs. The document may, but is not required to, contain:]*

9 *[(a) The corporate seal;]*

10 *[(b) An attestation by the secretary or an assistant secretary; or]*

11 *[(c) An acknowledgment, verification or proof.]*

12 *[(8) If the Secretary of State has prescribed a mandatory form for a document under ORS 65.016,*
13 *the document must be in or on the prescribed form.]*

14 *[(9) The document must be delivered to the Office of the Secretary of State for filing and must be*
15 *accompanied by the correct filing fee.]*

16 *[(10) A document is deemed filed or effective only as provided in ORS 56.080, 65.001, 65.011, 65.014*
17 *and 65.017.]*

18 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
19 **must:**

20 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
21 **chapter that supplement or modify the requirements set forth in this section.**

22 **(B) Be a type of document that this chapter or another law requires or permits a person**
23 **to file with the Secretary of State.**

24 **(C) Include the information this chapter requires.**

25 **(D) Be legibly written in the English language and in the alphabet used to write the**
26 **English language, except as provided in subsections (3) and (4) of this section.**

27 **(E) Be delivered to the Secretary of State along with the correct filing fee. The document**
28 **is filed or effective only as provided in ORS 56.080, 65.001, 65.011, 65.014 and 65.017.**

29 **(b) The document may include:**

30 **(A) Information other than the information required under paragraph (a) of this sub-**
31 **section;**

32 **(B) Arabic or Roman numerals and incidental punctuation;**

33 **(C) The seal of the corporation or foreign corporation;**

34 **(D) An attestation by the secretary or an assistant secretary of the corporation or for-**
35 **foreign corporation; or**

36 **(E) An acknowledgement, verification or proof.**

37 **(2)(a) A person that executes a document for filing under this section must be:**

38 **(A) The chairperson of the board of directors, the president or another officer of a cor-**
39 **poration or foreign corporation;**

40 **(B) An incorporator, if directors of the corporation or foreign corporation have not been**
41 **selected or if the execution of the document occurs before an organizational meeting has**
42 **occurred;**

43 **(C) A receiver, trustee or other court-appointed fiduciary, if the corporation or foreign**
44 **corporation is subject to the control of the receiver, trustee or fiduciary;**

45 **(D) The person specified in any section of this chapter that required the document to be**

1 **filed; or**

2 **(E) An agent of a person identified in this paragraph, if the person authorizes the agent**
3 **to execute the document.**

4 **(b) The person that executes the document shall state beneath or opposite the person's**
5 **signature the person's name and the capacity in which the person signs.**

6 **(3)(a) If under ORS 65.016 the Secretary of State has prescribed a mandatory form for a**
7 **document, including an electronic form, the document must be in or on the prescribed form.**

8 **(b) The Secretary of State shall make versions of the form described in paragraph (a) of**
9 **this subsection available in at least the five languages that are most commonly spoken and**
10 **written in this state by persons with limited proficiency in the English language. Each ver-**
11 **sion of the form must include an English translation of the form's contents.**

12 **(c) For the purpose described in paragraph (b) of this subsection, the Secretary of State**
13 **shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that**
14 **are most commonly spoken and written in this state by persons with limited proficiency in**
15 **the English language. The Secretary of State shall review the specification in this paragraph**
16 **after the completion of the 2030 United States Census and each subsequent decennial census**
17 **and shall recommend in a report to the Joint Committee on Ways and Means any changes**
18 **in the specification that the Secretary of State deems necessary. The Secretary of State may**
19 **change the specification only after receiving the approval of the Legislative Assembly and**
20 **an appropriation in an amount that is sufficient to pay the costs of updating each version**
21 **of the mandatory form and any system the Secretary of State uses to process the mandatory**
22 **form.**

23 **(d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)**
24 **of this subsection information written in a language other than English, the person shall**
25 **submit a reasonably authenticated English translation of the information along with the**
26 **form.**

27 **(4) A certificate of existence required for a foreign corporation may be written in a lan-**
28 **guage other than English if a reasonably authenticated English translation accompanies the**
29 **certificate.**

30 **SECTION 6.** ORS 67.011 is amended to read:

31 *67.011. [(1) For the Secretary of State to file a document under this chapter, the document must*
32 *satisfy the requirements set forth in this section and any other requirements in this chapter that sup-*
33 *plement or modify the requirements set forth in this section.]*

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

36 *[(3) The document must contain the information required by this chapter and may contain other*
37 *information.]*

38 *[(4) The document must be legible.]*

39 *[(5) The document must be in the English language.]*

40 *[(6) A document or report required by this chapter to be filed with the office of the Secretary of*
41 *State must be executed by one or more partners or by an agent of a partner, if the partner authorizes*
42 *the agent to execute the document. If the limited liability partnership is in the hands of a receiver,*
43 *trustee or other court-appointed fiduciary, a document or report must be signed by the receiver, trustee*
44 *or fiduciary.]*

45 *[(7) The person that executes the document shall state beneath or opposite the signature the*

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

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

5 *[(9) The document must be delivered to the office of the Secretary of State accompanied by the re-*
6 *quired fees.]*

7 *[(10) Delivery of a document to the office of the Secretary of State is accomplished only when the*
8 *office of the Secretary of State actually receives the document.]*

9 **(1)(a) For the Secretary of State to file a document under this chapter, the document**
10 **must:**

11 **(A) Satisfy the requirements set forth in this section and any other requirements in this**
12 **chapter that supplement or modify the requirements set forth in this section.**

13 **(B) Be a type of document that this chapter or another law requires or permits a person**
14 **to file with the Secretary of State.**

15 **(C) Include the information this chapter requires.**

16 **(D) Be legibly written in the English language and in the alphabet used to write the**
17 **English language, except as provided in subsection (3) of this section.**

18 **(E) Be delivered to the Secretary of State along with required fees. Delivery occurs only**
19 **when the Secretary of State actually receives the document.**

20 **(b) The document may include:**

21 **(A) Information other than the information required under paragraph (a) of this sub-**
22 **section;**

23 **(B) Arabic or Roman numerals and incidental punctuation; or**

24 **(C) An acknowledgement, verification or proof.**

25 **(2)(a) A person that executes a document for filing under this section must be:**

26 **(A) A partner;**

27 **(B) A receiver, trustee or other court-appointed fiduciary, if the partnership or limited**
28 **liability partnership is subject to the control of the receiver, trustee or fiduciary; or**

29 **(C) An agent of a person identified in this paragraph, if the person authorizes the agent**
30 **to execute the document.**

31 **(b) The person that executes the document shall state beneath or opposite the person's**
32 **signature the person's name and the capacity in which the person signs.**

33 **(3)(a) If the Secretary of State has prescribed a mandatory form for a document, in-**
34 **cluding an electronic form, the document must be in or on the prescribed form.**

35 **(b) The Secretary of State shall make versions of the form described in paragraph (a) of**
36 **this subsection available in at least the five languages that are most commonly spoken and**
37 **written in this state by persons with limited proficiency in the English language. Each ver-**
38 **sion of the form must include an English translation of the form's contents.**

39 **(c) For the purpose described in paragraph (b) of this subsection, the Secretary of State**
40 **shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that**
41 **are most commonly spoken and written in this state by persons with limited proficiency in**
42 **the English language. The Secretary of State shall review the specification in this paragraph**
43 **after the completion of the 2030 United States Census and each subsequent decennial census**
44 **and shall recommend in a report to the Joint Committee on Ways and Means any changes**
45 **in the specification that the Secretary of State deems necessary. The Secretary of State may**

1 **change the specification only after receiving the approval of the Legislative Assembly and**
2 **an appropriation in an amount that is sufficient to pay the costs of updating each version**
3 **of the mandatory form and any system the Secretary of State uses to process the mandatory**
4 **form.**

5 **(d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)**
6 **of this subsection information written in a language other than English, the person shall**
7 **submit a reasonably authenticated English translation of the information along with the**
8 **form.**

9 **SECTION 7.** ORS 554.005 is amended to read:

10 554.005. *[(1) For the Secretary of State to file a document under ORS 554.005 to 554.340, the doc-*
11 *ument must satisfy the requirements set forth in this section and any other requirements in ORS*
12 *554.005 to 554.340 that supplement or modify the requirements set forth in this section.]*

13 *[(2) ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to 554.590 must require or permit filing*
14 *the document with the Office of the Secretary of State.]*

15 *[(3) The document must contain the information required by ORS 554.005 to 554.340, 554.420,*
16 *554.440 or 554.510 to 554.590 and may contain other information.]*

17 *[(4) The document must be legible.]*

18 *[(5) The document must be in the English language.]*

19 *[(6) The document must be executed:]*

20 *[(a) By the chairperson of the board of directors of a corporation or one of the corporation's offi-*
21 *cers;]*

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

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

25 *[(d) By an agent of a person identified in this subsection, if the person authorizes the agent to ex-*
26 *ecute the document.]*

27 *[(7) The person that executes the document shall state beneath or opposite the signature the*
28 *person's name and the capacity in which the person signs. The document may, but is not required to,*
29 *contain:]*

30 *[(a) The corporate seal.]*

31 *[(b) An attestation by the secretary or an assistant secretary.]*

32 *[(c) An acknowledgment, verification or proof.]*

33 *[(8) If the Secretary of State has prescribed a mandatory form for the document, the document must*
34 *be in or on the prescribed form.]*

35 *[(9) The document must be delivered to the Office of the Secretary of State and must be accompa-*
36 *nied by the required fees.]*

37 *[(10) Delivery of a document to the Office of the Secretary of State is accomplished only when the*
38 *Office of the Secretary of State actually receives the document.]*

39 **(1)(a) For the Secretary of State to file a document under ORS 554.005 to 554.340, the**
40 **document must:**

41 **(A) Satisfy the requirements set forth in this section and any other requirements in ORS**
42 **554.005 to 554.340 that supplement or modify the requirements set forth in this section.**

43 **(B) Be a type of document that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to**
44 **554.590 require or permit a person to file with the Secretary of State.**

45 **(C) Include the information that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to**

1 554.590 require.

2 (D) Be legibly written in the English language and in the alphabet used to write the
3 English language, except as provided in subsection (3) of this section.

4 (E) Be delivered to the Secretary of State along with required fees. Delivery occurs only
5 when the Secretary of State actually receives the document.

6 (b) The document may include:

7 (A) Information other than the information required under paragraph (a) of this sub-
8 section;

9 (B) Arabic or Roman numerals and incidental punctuation;

10 (C) The seal of the corporation;

11 (D) An attestation by the secretary or an assistant secretary of the corporation; or

12 (E) An acknowledgement, verification or proof.

13 (2)(a) A person that executes a document for filing under this section must be:

14 (A) The chairperson of the board of directors of the corporation or one of the
15 corporation's officers;

16 (B) An incorporator, if directors of the corporation have not been selected;

17 (C) A receiver, trustee or other court-appointed fiduciary, if the corporation is subject
18 to the control of the receiver, trustee or fiduciary; or

19 (D) An agent of a person identified in this paragraph, if the person authorizes the agent
20 to execute the document.

21 (b) The person that executes the document shall state beneath or opposite the person's
22 signature the person's name and the capacity in which the person signs.

23 (3)(a) If the Secretary of State has prescribed a mandatory form for a document, in-
24 cluding an electronic form, the document must be in or on the prescribed form.

25 (b) The Secretary of State shall make versions of the form described in paragraph (a) of
26 this subsection available in at least the five languages that are most commonly spoken and
27 written in this state by persons with limited proficiency in the English language. Each ver-
28 sion of the form must include an English translation of the form's contents.

29 (c) For the purpose described in paragraph (b) of this subsection, the Secretary of State
30 shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that
31 are most commonly spoken and written in this state by persons with limited proficiency in
32 the English language. The Secretary of State shall review the specification in this paragraph
33 after the completion of the 2030 United States Census and each subsequent decennial census
34 and shall recommend in a report to the Joint Committee on Ways and Means any changes
35 in the specification that the Secretary of State deems necessary. The Secretary of State may
36 change the specification only after receiving the approval of the Legislative Assembly and
37 an appropriation in an amount that is sufficient to pay the costs of updating each version
38 of the mandatory form and any system the Secretary of State uses to process the mandatory
39 form.

40 (d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
41 of this subsection information written in a language other than English, the person shall
42 submit a reasonably authenticated English translation of the information along with the
43 form.

44 **SECTION 8.** Notwithstanding any other law limiting expenditures, the limitation on
45 expenditures established by section 2 (5), chapter ____, Oregon Laws 2019 (Enrolled House

1 **Bill 5034), for the biennium beginning July 1, 2019, as the maximum limit for payment of ex-**
2 **penses from fees, moneys or other revenues, including Miscellaneous Receipts, but excluding**
3 **lottery funds and federal funds, collected or received by the Secretary of State, for the Cor-**
4 **porations Division, is increased by \$50,000, for the purposes of carrying out the amendments**
5 **to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005 by sections 1 to 7 of this 2019**
6 **Act.**

7 **SECTION 9. (1) The amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and**
8 **554.005 by sections 1 to 7 of this 2019 Act become operative on January 1, 2020.**

9 **(2) The Secretary of State may adopt rules and take any other action before the operative**
10 **date specified in subsection (1) of this section that is necessary to enable the Secretary of**
11 **State, on and after the operative date specified in subsection (1) of this section, to undertake**
12 **or exercise all of the duties, functions and powers conferred on the Secretary of State by the**
13 **amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005 by sections 1 to 7**
14 **of this 2019 Act.**

15 **SECTION 10. This 2019 Act takes effect on the 91st day after the date on which the 2019**
16 **regular session of the Eightieth Legislative Assembly adjourns sine die.**

17 _____