

(To Resolve Conflicts)

## C-Engrossed House Bill 2998

Ordered by the Senate June 29  
Including House Amendments dated April 10 and June 19 and Senate  
Amendments dated June 29 to resolve conflicts

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 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*]

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

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

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

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

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

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

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

13        *[(10) Delivery of a document to the Office of Secretary of State is accomplished only when the Office*  
14 *of Secretary of State actually receives the 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 professional corporation or foreign professional corporation;**

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

33            **(E) An acknowledgment, 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 professional corporation or foreign professional corporation;**

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

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

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

45            **(b) The person that executes the document shall state beneath or opposite the person's**

1 signature the person's name and the capacity in which the person signs.

2 (3)(a) If under ORS 58.440 the Secretary of State has prescribed a mandatory form for a  
3 document, including an electronic form, the document must be in or on the prescribed form.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2        [(a) *Declare, above the person's signature and under penalty of perjury, that the document does not*  
3 *fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of*  
4 *the person or any of the officers, directors, employees or agents of the corporation on behalf of which*  
5 *the person signs; and*]

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

8        [(8) *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       [(9) *If the Secretary of State has prescribed a mandatory form for the document under ORS 60.016,*  
13 *the document must be in or on the prescribed form.*]

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2       **(A) Declare, above the person's signature and under penalty of perjury, that the docu-**  
3 **ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise**  
4 **misrepresent the identity of the person or any of the officers, directors, employees or agents**  
5 **of the domestic corporation or foreign corporation on behalf of which the person signs; and**

6       **(B) State beneath or opposite the person's signature the person's name and the capacity**  
7 **in which the person signs.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

45       *[(c) If the cooperative is in the hands of a receiver, trustee or other court-appointed fiduciary, by*

1 *the receiver, trustee or fiduciary; or]*

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

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

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

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

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

10 *[(8) If the Secretary of State has prescribed a mandatory form for the document under ORS 62.045,*  
11 *the document must be in or on the prescribed form.]*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

45 **(b) The person that executes the document shall state beneath or opposite the person's**

1 signature the person's name and the capacity in which the person signs.

2 (3)(a) If under ORS 62.045 the Secretary of State has prescribed a mandatory form for a  
3 document, including an electronic form, the document must be in or on the prescribed form.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2        *[(a) Declare, above the person's signature and under penalty of perjury, that the document does not*  
3 *fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of*  
4 *the person or any of the members, managers, employees or agents of the limited liability company on*  
5 *behalf of which the person signs; and]*

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

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

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

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

12        *[(11) Delivery of a document to the office occurs only when the office actually receives the*  
13 *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 subsections (3) and (4) 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 limited liability company or foreign limited liability company;**

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

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

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

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

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

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

42        **(D) An agent of a person identified in this paragraph may execute a document, if the**  
43 **person authorizes the agent 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 members, managers, employees or  
3 agents of the limited liability company or foreign limited liability company on behalf of which  
4 the person signs; and

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

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

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

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

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

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

31 **SECTION 5.** ORS 65.004, as amended by section 8, chapter 174, Oregon Laws 2019 (Enrolled  
32 Senate Bill 360), is amended to read:

33 65.004. [(1) For the Secretary of State to file a document under this chapter, the document must  
34 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-  
35 plement or modify the requirements set forth in this section.]

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

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

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

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

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

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

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

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

6        *[(d) By the chairperson of the board of directors of a corporation, by the president or otherwise*  
7 *by another of the officers of the corporation; or]*

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

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

11        *[(a) Declare, above the person's signature and under penalty of perjury, that the document does not*  
12 *fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of*  
13 *the person or any of the directors, officers, employees or agents of the corporation on behalf of which*  
14 *the person signs; and]*

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

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

18        *[(a) The corporate seal;]*

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

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

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

23        *[(10) The document must be delivered to the Secretary of State for filing and must be accompanied*  
24 *by the correct filing fee.]*

25        *[(11) A filing is effective only as provided in ORS 56.080, 65.001, 65.011, 65.014 and 65.017.]*

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

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

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

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

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

35        **(E) Be delivered to the Secretary of State along with the correct filing fee. A filing is**  
36 **effective only as provided in ORS 56.080, 65.001, 65.011, 65.014 and 65.017.**

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

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

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

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

42        **(D) An attestation by the secretary or an assistant secretary of the corporation or for-**  
43 **ign corporation; or**

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

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

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

3 (B) An incorporator, if directors of the corporation or foreign corporation have not been  
4 selected or if the execution of the document occurs before an organizational meeting has  
5 occurred;

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

8 (D) The person specified in any section of this chapter that required the document to be  
9 filed; or

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

12 (b) The person that signs the document shall:

13 (A) State beneath or opposite the person's signature the person's name and the capacity  
14 in which the person signs; and

15 (B) Declare, above the person's signature and under penalty of perjury, that the docu-  
16 ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise  
17 misrepresent the identity of the person or any of the directors, officers, employees or agents  
18 of the corporation on behalf of which the person signs.

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

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

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

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

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

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

44 67.011. [(1) For the Secretary of State to file a document under this chapter, the document must  
45 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-

1 *plement or modify the requirements set forth in this section.]*

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

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

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

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

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

13 *[(7) The person that executes the document shall state beneath or opposite the signature the*  
14 *person's name and the capacity in which the person signs. The document may, but is not required to,*  
15 *contain acknowledgment, verification or proof.]*

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

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

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

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

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

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

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

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

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

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

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

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

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

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

39 **(A) A partner;**

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

42 **(C) 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 state beneath or opposite the person's**  
45 **signature the person's name and the capacity in which the person signs.**

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

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

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

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

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

23       554.005. *[(1) For the Secretary of State to file a document under ORS 554.005 to 554.340, the doc-*  
24 *ument must satisfy the requirements set forth in this section and any other requirements in ORS*  
25 *554.005 to 554.340 that supplement or modify the requirements set forth in this section.]*

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

28       *[(3) The document must contain the information required by ORS 554.005 to 554.340, 554.420,*  
29 *554.440 or 554.510 to 554.590 and may contain other information.]*

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

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

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

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

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

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

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

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

43       *[(a) The corporate seal.]*

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

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

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

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

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

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

9        **(A) Satisfy the requirements set forth in this section and any other requirements in ORS**  
10 **554.005 to 554.340 that supplement or modify the requirements set forth in this section.**

11        **(B) Be a type of document that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to**  
12 **554.590 require or permit a person to file with the Secretary of State.**

13        **(C) Include the information that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to**  
14 **554.590 require.**

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

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

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

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

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

23        **(C) The seal of the corporation;**

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

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

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

27        **(A) The chairperson of the board of directors of the corporation or one of the**  
28 **corporation's officers;**

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

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

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

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

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

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

42        **(c) For the purpose described in paragraph (b) of this subsection, the Secretary of State**  
43 **shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that**  
44 **are most commonly spoken and written in this state by persons with limited proficiency in**  
45 **the English language. The Secretary of State shall review the specification in this paragraph**

1 after the completion of the 2030 United States Census and each subsequent decennial census  
2 and shall recommend in a report to the Joint Committee on Ways and Means any changes  
3 in the specification that the Secretary of State deems necessary. The Secretary of State may  
4 change the specification only after receiving the approval of the Legislative Assembly and  
5 an appropriation in an amount that is sufficient to pay the costs of updating each version  
6 of the mandatory form and any system the Secretary of State uses to process the mandatory  
7 form.

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

12 **SECTION 8.** Notwithstanding any other law limiting expenditures, the limitation on  
13 expenditures established by section 2 (5), chapter \_\_\_\_, Oregon Laws 2019 (Enrolled House  
14 Bill 5034), for the biennium beginning July 1, 2019, as the maximum limit for payment of ex-  
15 penses from fees, moneys or other revenues, including Miscellaneous Receipts, but excluding  
16 lottery funds and federal funds, collected or received by the Secretary of State, for the Cor-  
17 poration Division, is increased by \$50,000, for the purposes of carrying out the amendments  
18 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  
19 Act.

20 **SECTION 9.** (1) The amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and  
21 554.005 by sections 1 to 7 of this 2019 Act become operative on January 1, 2020.

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

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

30