

HOUSE AMENDMENTS TO HOUSE BILL 2998

By COMMITTEE ON BUSINESS AND LABOR

April 10

- 1 On page 1 of the printed bill, line 2, after the semicolon insert “creating new provisions;”.
- 2 In line 3, after “554.005” insert “; and prescribing an effective date”.
- 3 Delete lines 5 through 30 and delete pages 2 through 6 and insert:
- 4 “**SECTION 1.** ORS 58.400 is amended to read:
- 5 “58.400. *[(1) For the Secretary of State to file a document under this chapter, the document must*
- 6 *satisfy the requirements set forth in this section and any other requirements in this chapter that sup-*
- 7 *plement or modify the requirements set forth in this section.]*
- 8 “*[(2) This chapter must require or permit filing the document with the Office of Secretary of*
- 9 *State.]*
- 10 “*[(3) The document must contain the information required by this chapter and may contain other*
- 11 *information.]*
- 12 “*[(4) The document must be legible.]*
- 13 “*[(5) The document must be in the English language. The certificate of existence required of foreign*
- 14 *professional corporations need not be in English if accompanied by a reasonably authenticated English*
- 15 *translation.]*
- 16 “*[(6) The document must be executed:]*
- 17 “*[(a) By the chairperson of the board of directors of a domestic or foreign professional corporation,*
- 18 *the corporation’s president or another of the corporation’s officers;]*
- 19 “*[(b) If directors have not been selected or before the organizational meeting, by an incorporator;]*
- 20 “*[(c) If the professional corporation is in the hands of a receiver, trustee or other court-appointed*
- 21 *fiduciary, by the receiver, trustee or fiduciary; or]*
- 22 “*[(d) By an agent of a person identified in this subsection, if the person authorizes the agent to*
- 23 *execute the document.]*
- 24 “*[(7) The person that executes the document shall state beneath or opposite the signature the*
- 25 *person’s name and the capacity in which the person signs. The document may, but is not required to,*
- 26 *contain:]*
- 27 “*[(a) The corporate seal;]*
- 28 “*[(b) An attestation by the secretary or an assistant secretary; and]*
- 29 “*[(c) An acknowledgment, verification or proof.]*
- 30 “*[(8) If the Secretary of State has prescribed a mandatory form for the document under ORS*
- 31 *58.440, the document must be in or on the prescribed form.]*
- 32 “*[(9) The document must be delivered to the Office of Secretary of State accompanied by the re-*
- 33 *quired fees.]*
- 34 “*[(10) Delivery of a document to the Office of Secretary of State is accomplished only when the*
- 35 *Office of Secretary of State actually receives the document.]*

1 “(1)(a) For the Secretary of State to file a document under this chapter, the document
2 must:

3 “(A) Satisfy the requirements set forth in this section and any other requirements in this
4 chapter that supplement or modify the requirements set forth in this section.

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

7 “(C) Include the information this chapter requires.

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

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

12 “(b) The document may include:

13 “(A) Information other than the information required under paragraph (a) of this sub-
14 section;

15 “(B) Arabic or Roman numerals and incidental punctuation;

16 “(C) The seal of the domestic professional corporation or foreign professional corpo-
17 ration;

18 “(D) An attestation by the secretary or an assistant secretary of the domestic profes-
19 sional corporation or foreign professional corporation; or

20 “(E) An acknowledgement, verification or proof.

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

22 “(A) The chairperson of the board of directors, the president or another officer of a do-
23 mestic professional corporation or foreign professional corporation;

24 “(B) An incorporator, if directors of the domestic professional corporation or foreign
25 professional corporation have not been selected or if the document is presented for filing
26 before an organizational meeting has occurred;

27 “(C) A receiver, trustee or other court-appointed fiduciary, if the domestic professional
28 corporation or foreign professional corporation is subject to the control of the receiver,
29 trustee or fiduciary; or

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

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

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

37 “(b) The Secretary of State shall make versions of the form described in paragraph (a)
38 of this subsection, including electronic versions, available in at least the five languages that
39 are most commonly spoken and written in this state by persons with limited proficiency in
40 the English language. Each version of the form must include an English translation of the
41 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 “(4) A certificate of existence required for a foreign professional corporation may be
13 written in a language other than English if a reasonably authenticated English translation
14 accompanies the certificate.

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

16 “60.004. *[(1) For the Secretary of State to file a document under this chapter, the document must*
17 *satisfy the requirements set forth in this section and any other requirements in this chapter that sup-*
18 *plement or modify the requirements set forth in this section.]*

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

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

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

24 “*[(5) The document must be in the English language. The certificate of existence required of foreign*
25 *corporations need not be in English if accompanied by a reasonably authenticated English*
26 *translation.]*

27 “*[(6) The document must be signed by:]*

28 “*[(a) The chair of the board of directors of a domestic or foreign corporation, the corporation’s*
29 *president or another of the corporation’s officers;]*

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

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

33 “*[(d) An agent of a person identified in this subsection, if the person authorizes the agent to sign*
34 *the document.]*

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

36 “*[(a) Declare, above the person’s signature and under penalty of perjury, that the document does*
37 *not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity*
38 *of the person or any of the officers, directors, employees or agents of the corporation on behalf of which*
39 *the person signs; and]*

40 “*[(b) State beneath or opposite the signature the person’s name and the capacity in which the per-*
41 *son signs.]*

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

43 “*[(a) The corporate seal;]*

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

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

1 *“(9) If the Secretary of State has prescribed a mandatory form for the document under ORS*
2 *60.016, the document must be in or on the prescribed form.]*

3 *“(10) The document must be delivered to the office and must be accompanied by the required*
4 *fees.]*

5 *“(11) Delivery of a document to the office is accomplished only when the office actually receives*
6 *the document.]*

7 **“(1)(a) For the Secretary of State to file a document under this chapter, the document**
8 **must:**

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

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

13 **“(C) Include the information this chapter requires.**

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

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

18 **“(b) The document may include:**

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

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

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

23 **“(D) An attestation by the secretary or an assistant secretary of the domestic corpo-**
24 **ration or foreign 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, the president or another officer of a do-**
28 **mestic corporation or foreign corporation;**

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

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

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

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

37 **“(A) Declare, above the person’s signature and under penalty of perjury, that the docu-**
38 **ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise**
39 **misrepresent the identity of the person or any of the officers, directors, employees or agents**
40 **of the domestic corporation or foreign corporation on behalf of which the person signs; and**

41 **“(B) State beneath or opposite the person’s signature the person’s name and the capacity**
42 **in which the person signs.**

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

1 “(b) The Secretary of State shall make versions of the form described in paragraph (a)
2 of this subsection, including electronic versions, available in at least the five languages that
3 are most commonly spoken and written in this state by persons with limited proficiency in
4 the English language. Each version of the form must include an English translation of the
5 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 corporation may be written in a
22 language other than English if a reasonably authenticated English translation accompanies
23 the certificate.

24 “**SECTION 3.** ORS 62.025 is amended to read:

25 “62.025. [(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) This chapter must require or permit filing the document with the Office of Secretary of
29 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.]

34 “[(6) The document must be executed:]

35 “[(a) By the chairperson of the board of directors of a domestic cooperative, by the president or
36 by another of the domestic cooperative’s officers;]

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

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

40 “[(d) By an agent of a person identified in this subsection, if the person authorizes the agent to
41 execute the document.]

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

45 “[(a) The corporate seal;]

1 “(b) An attestation by the secretary or an assistant secretary; and]

2 “[(c) An acknowledgment, verification or proof.]

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

4 62.045, the document must be in or on the prescribed form.]

5 “[(9) The document must be delivered to the Office of Secretary of State and must be accompanied

6 by the required fees.]

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

8 Office of 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;

24 “(C) The seal of the cooperative or foreign cooperative;

25 “(D) An attestation by the secretary or an assistant secretary of the cooperative or for-

26 eign cooperative; or

27 “(E) An acknowledgement, verification or proof.

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

29 “(A) The chairperson of the board of directors, the president or another officer of a co-

30 operative or foreign cooperative;

31 “(B) An incorporator, if directors of the cooperative or foreign cooperative have not been

32 selected or if the document is presented for filing before an organizational meeting has oc-

33 curred;

34 “(C) A receiver, trustee or other court-appointed fiduciary, if the cooperative or foreign

35 cooperative is subject to the control of the receiver, trustee or fiduciary; or

36 “(D) An agent of a person identified in this paragraph, if the person authorizes the agent

37 to execute the document.

38 “(b) The person that executes the document shall state beneath or opposite the person’s

39 signature the person’s name and the capacity in which the person signs.

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

41 a document, including an electronic form, the document must be in or on the prescribed

42 form.

43 “(b) The Secretary of State shall make versions of the form described in paragraph (a)

44 of this subsection, including electronic versions, available in at least the five languages that

45 are most commonly spoken and written in this state by persons with limited proficiency in

1 the English language. Each version of the form must include an English translation of the
2 form's contents.

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

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

18 “**SECTION 4.** ORS 63.004 is amended to read:

19 “63.004. [(1) For the Secretary of State to file a document under this chapter, the document must
20 satisfy the requirements set forth in this section and any other requirements in this chapter that sup-
21 plement or modify the requirements set forth in this section.]

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

24 “[3) The document must contain the information required by this chapter and may contain other
25 information.]

26 “[4) The document must be legible.]

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

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

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

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

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

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

38 “[b) An agent of a person identified in paragraph (a) of this subsection may execute a document
39 identified in paragraph (a) of this subsection, if the person authorizes the agent to execute the docu-
40 ment.]

41 “[7) The person that executes the document shall:]

42 “[a) Declare, above the person's signature and under penalty of perjury, that the document does
43 not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity
44 of the person or any of the members, managers, employees or agents of the limited liability company
45 on behalf of which the person signs; and]

1 “(b) State beneath or opposite the signature the person’s name and the capacity in which the per-
2 son signs.]

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

5 “(9) If the Secretary of State has prescribed a mandatory form for the document under ORS
6 63.016, the document must be in or on the prescribed form.]

7 “(10) The document must be delivered to the office accompanied by the required fees.]

8 “(11) Delivery of a document to the office occurs only when the office actually receives the docu-
9 ment.]

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

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

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

16 “(C) Include the information this chapter requires.

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

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

21 “(b) The document may include:

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

24 “(B) Arabic or Roman numerals and incidental punctuation;

25 “(C) The seal of the limited liability company or foreign limited liability company;

26 “(D) An attestation by the secretary or an assistant secretary of the limited liability
27 company or foreign limited liability company; or

28 “(E) An acknowledgement, verification or proof.

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

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

33 “(B) At least one member or manager must sign articles of amendment and each annual
34 report.

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

38 “(D) An agent of a person identified in this paragraph may execute a document, if the
39 person authorizes the agent to execute the document.

40 “(b) The person that executes the document shall:

41 “(A) Declare, above the person’s signature and under penalty of perjury, that the docu-
42 ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise
43 misrepresent the identity of the person or any of the members, managers, employees or
44 agents of the limited liability company or foreign limited liability company on behalf of which
45 the person signs; and

1 “(B) State beneath or opposite the person’s signature the person’s name and the capacity
2 in which the person signs.

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

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

11 “(c) For the purpose described in paragraph (b) of this section, the Secretary of State
12 shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that
13 are most commonly spoken and written in this state by persons with limited proficiency in
14 the English language. The Secretary of State shall review the specification in this paragraph
15 after 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*
6 *execute 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,*
17 *65.014 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 docu-**
28 **ment 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**
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**
39 **corporation 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**

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

9 “(b) The Secretary of State shall make versions of the form described in paragraph (a)
10 of this subsection, including electronic versions, available in at least the five languages that
11 are most commonly spoken and written in this state by persons with limited proficiency in
12 the English language. Each version of the form must include an English translation of the
13 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
30 language other than English if a reasonably authenticated English translation accompanies
31 the certificate.

32 “**SECTION 6.** ORS 67.011 is amended to read:

33 “67.011. [(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 the Secretary of
37 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 in the English language.]

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

1 or fiduciary.]

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 acknowledgment, verification or proof.*]

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

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

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

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

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

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

17 **“(C) Include the information this chapter requires.**

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

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

22 **“(b) The document may include:**

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

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

26 **“(C) An acknowledgement, verification or proof.**

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

28 **“(A) A partner;**

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

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

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

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

37 **“(b) The Secretary of State shall make versions of the form described in paragraph (a)**
38 **of this subsection, including electronic versions, available in at least the five languages that**
39 **are most commonly spoken and written in this state by persons with limited proficiency in**
40 **the English language. Each version of the form must include an English translation of the**
41 **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 7.** ORS 554.005 is amended to read:

13 “554.005. [(1) For the Secretary of State to file a document under ORS 554.005 to 554.340, the
14 document must satisfy the requirements set forth in this section and any other requirements in ORS
15 554.005 to 554.340 that supplement or modify the requirements set forth in this section.]

16 “[2) ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to 554.590 must require or permit filing
17 the document with the Office of the Secretary of State.]

18 “[3) The document must contain the information required by ORS 554.005 to 554.340, 554.420,
19 554.440 or 554.510 to 554.590 and may contain other information.]

20 “[4) The document must be legible.]

21 “[5) The document must be in the English language.]

22 “[6) The document must be executed:]

23 “[a) By the chairperson of the board of directors of a corporation or one of the corporation’s of-
24 ficers;]

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

26 “[c) If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary, by
27 the receiver, trustee or fiduciary; or]

28 “[d) By an agent of a person identified in this subsection, if the person authorizes the agent to
29 execute the document.]

30 “[7) The person that executes the document shall state beneath or opposite the signature the
31 person’s name and the capacity in which the person signs. The document may, but is not required to,
32 contain:]

33 “[a) The corporate seal.]

34 “[b) An attestation by the secretary or an assistant secretary.]

35 “[c) An acknowledgment, verification or proof.]

36 “[8) If the Secretary of State has prescribed a mandatory form for the document, the document
37 must be in or on the prescribed form.]

38 “[9) The document must be delivered to the Office of the Secretary of State and must be accom-
39 panied by the required fees.]

40 “[10) Delivery of a document to the Office of the Secretary of State is accomplished only when the
41 Office of the Secretary of State actually receives the document.]

42 “(1)(a) For the Secretary of State to file a document under ORS 554.005 to 554.340, the
43 document must:

44 “(A) Satisfy the requirements set forth in this section and any other requirements in
45 ORS 554.005 to 554.340 that supplement or modify the requirements set forth in this section.

1 “(B) Be a type of document that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to
2 554.590 require or permit a person to file with the Secretary of State.

3 “(C) Include the information that ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to
4 554.590 require.

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

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

9 “(b) The document may include:

10 “(A) Information other than the information required under paragraph (a) of this sub-
11 section;

12 “(B) Arabic or Roman numerals and incidental punctuation;

13 “(C) The seal of the corporation;

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

15 “(E) An acknowledgement, verification or proof.

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

17 “(A) The chairperson of the board of directors of the corporation or one of the
18 corporation’s officers;

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

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

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

24 “(b) The person that executes the document shall state beneath or opposite the person’s
25 signature the person’s name and the capacity in which the person signs.

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

28 “(b) The Secretary of State shall make versions of the form described in paragraph (a)
29 of this subsection, including electronic versions, available in at least the five languages that
30 are most commonly spoken and written in this state by persons with limited proficiency in
31 the English language. Each version of the form must include an English translation of the
32 form’s contents.

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

44 “(d) If a person completes with, or attaches to, a form described in paragraph (a) or (b)
45 of this subsection information written in a language other than English, the person shall

1 submit a reasonably authenticated English translation of the information along with the
2 form.

3 “**SECTION 8.** There is appropriated to the Secretary of State, for the biennium beginning
4 July 1, 2019, out of the General Fund, the amount of \$_____ for the purpose of carrying out
5 the amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005 by sections 1
6 to 7 of this 2019 Act.

7 “**SECTION 9.** There is appropriated to the Secretary of State, for the biennium beginning
8 July 1, 2019, out of the General Fund, the amount of \$_____ for the purpose of hiring four
9 bilingual staff members to assist members of the public with services the Secretary of State
10 provides through the Business Registration Information Center and otherwise carry out the
11 Secretary of State’s business registry functions.

12 “**SECTION 10.** (1) The amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and
13 554.005 by sections 1 to 7 of this 2019 Act become operative on July 1, 2021.

14 “(2) The Secretary of State may adopt rules and take any other action before the opera-
15 tive date specified in subsection (1) of this section that is necessary to enable the Secretary
16 of State, on and after the operative date specified in subsection (1) of this section, to
17 undertake or exercise all of the duties, functions and powers conferred on the Secretary of
18 State by the amendments to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005 by
19 sections 1 to 7 of this 2019 Act.

20 “**SECTION 11.** This 2019 Act takes effect on the 91st day after the date on which the 2019
21 regular session of the Eightieth Legislative Assembly adjourns sine die.”.

22
