

SENATE AMENDMENTS TO RESOLVE CONFLICTS TO B-ENGROSSED HOUSE BILL 2998

By JOINT COMMITTEE ON WAYS AND MEANS

June 29

1 On page 9 of the printed B-engrossed bill, delete lines 29 through 45 and delete page 10.

2 On page 11, delete lines 1 through 29 and insert:

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

5 “65.004. [(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) *The document must be a type of document that this chapter or another law requires or permits*
9 *a person to file with the Secretary of 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 written in the alphabet used to write the English language, but may*
14 *include Arabic or Roman numerals and incidental punctuation. The certificate of existence required of*
15 *foreign 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 a fiduciary, receiver or trustee, if the corporation is in the hands of a receiver, trustee or*
19 *other court-appointed fiduciary;*]

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

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

23 “[d) *By the chairperson of the board of directors of a corporation, by the president or otherwise*
24 *by another of the officers of the corporation; or]*

25 “[e) *By an agent of a person identified in this subsection, if the person authorizes the agent to*
26 *execute the document.*]

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

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

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

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

35 “[a) *The corporate seal;*]

1 “(b) An attestation by the secretary or an assistant secretary; or]
2 “[(c) An acknowledgment, verification or proof.]
3 “(9) If the Secretary of State has prescribed a mandatory form for a document under ORS 65.016,
4 the document must be in or on the prescribed form.]
5 “[(10) The document must be delivered to the Secretary of State for filing and must be accompanied
6 by the correct filing fee.]
7 “[(11) A filing is effective only as provided in ORS 56.080, 65.001, 65.011, 65.014 and 65.017.]
8 “(1)(a) For the Secretary of State to file a document under this chapter, the document
9 must:
10 “(A) Satisfy the requirements set forth in this section and any other requirements in this
11 chapter that supplement or modify the requirements set forth in this section.
12 “(B) Be a type of document that this chapter or another law requires or permits a person
13 to file with the Secretary of State.
14 “(C) Include the information this chapter requires.
15 “(D) Be legibly written in the English language and in the alphabet used to write the
16 English language, except as provided in subsections (3) and (4) of this section.
17 “(E) Be delivered to the Secretary of State along with the correct filing fee. A filing is
18 effective only as provided in ORS 56.080, 65.001, 65.011, 65.014 and 65.017.
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 or foreign corporation;
24 “(D) An attestation by the secretary or an assistant secretary of the corporation or
25 foreign corporation; or
26 “(E) An acknowledgement, verification or proof.
27 “(2)(a) A person that signs a document for filing under this section must be:
28 “(A) The chairperson of the board of directors, the president or another officer of a
29 corporation or foreign corporation;
30 “(B) An incorporator, if directors of the corporation or foreign corporation have not been
31 selected or if the execution of the document occurs before an organizational meeting has
32 occurred;
33 “(C) A receiver, trustee or other court-appointed fiduciary, if the corporation or foreign
34 corporation is subject to the control of the receiver, trustee or fiduciary;
35 “(D) The person specified in any section of this chapter that required the document to
36 be filed; or
37 “(E) An agent of a person identified in this paragraph, if the person authorizes the agent
38 to execute the document.
39 “(b) The person that signs the document shall:
40 “(A) State beneath or opposite the person’s signature the person’s name and the capacity
41 in which the person signs; and
42 “(B) Declare, above the person’s signature and under penalty of perjury, that the docu-
43 ment does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise
44 misrepresent the identity of the person or any of the directors, officers, employees or agents
45 of the corporation on behalf of which the person signs.

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

4 “(b) The Secretary of State shall make versions of the form described in paragraph (a)
5 of this subsection available in at least the five languages that are most commonly spoken
6 and written in this state by persons with limited proficiency in the English language. Each
7 version 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 corporation may be written in a
24 language other than English if a reasonably authenticated English translation accompanies
25 the certificate.”.

26 _____