

HB 2108 -1 STAFF MEASURE SUMMARY

House Committee On Rules

Prepared By: Melissa Leoni, LPRO Analyst

Meeting Dates: 1/26, 2/7

WHAT THE MEASURE DOES:

Removes requirement for Secretary of State (SOS) to issue written notification and wait 20 days before withdrawing certificate of filing or document submitted for filing. Requires SOS to instead include statement specifying reasons for withdrawal and nature of any other actions taken in record of filing. Takes effect 91st day following adjournment sine die.

ISSUES DISCUSSED:

- Streamline processes
- History of 20 day waiting period

EFFECT OF AMENDMENT:

-1 Add clarification that document filed between January 1, 2020, and effective date of measure is not invalid because Secretary of State accepted the document for filing without declaration required under ORS 60.004 (2)(b), 63.004 (2)(b) or 65.004 (2)(b).

BACKGROUND:

The Secretary of State (SOS) Corporation Division assists the public in registering business entities, filing public notice of records of debt, and providing certification of records and notarized documents. The Division also provides access to public record information in the form of copies, certificates, lien searches, computer reports, and on-line database access to allow the public and businesses to know with whom they are doing business.

ORS 60.004 (2)(b), 63.004 (2)(b) or 65.004 (2)(b) specify the filing requirements for private corporations, limited liability companies, and nonprofit corporations, respectively, and each statute states that the person signing the document must declare that the "document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any of the directors, officers, employees or agents of the corporation on behalf of which the person signs."

House Bill 2108 removes the requirement for the SOS to issue written notification and wait 20 days before withdrawing any certificate of filing or document submitted for filing and instead requires the SOS to include in the record for the filing a statement specifying reasons for withdrawal and nature of any other actions taken.