

HB 2108 A STAFF MEASURE SUMMARY**Carrier:** Sen. Steiner**Senate Committee On Rules**

Action Date: 03/21/23
Action: Do pass the A-Eng bill.
Vote: 4-0-1-0
Yeas: 4 - Hansell, Knopp, Lieber, Manning Jr
Exc: 1 - Steiner
Fiscal: No fiscal impact
Revenue: No revenue impact
Prepared By: Leslie Porter, LPRO Analyst
Meeting Dates: 3/16, 3/21

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. Clarifies that document filed between January 1, 2020, and effective date of measure is not invalid because Secretary of State accepted document for filing without declaration required under ORS 60.004 (2)(b), 63.004 (2)(b) or 65.004 (2)(b). Takes effect on 91st day following adjournment sine die.

ISSUES DISCUSSED:

- Technical changes for the efficacy of business filings
- Certain business filings with missing information
- Good governance
- The number of business filings filed before issue was rectified

EFFECT OF AMENDMENT:

No amendment.

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 online 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. 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 A 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 a statement specifying reasons for the withdrawal and the nature of any other actions taken. The measure also clarifies that a document filed between January 1, 2020, and the effective date of measure is not invalid because the SOS accepted the document for filing without the declaration required under ORS 60.004 (2)(b), 63.004 (2)(b) or 65.004 (2)(b).