

A-Engrossed
House Bill 2108

Ordered by the House February 21
Including House Amendments dated February 21

Introduced and printed pursuant to House Rule 12.00. Pre-session filed (at the request of Secretary of State Shemia Fagan)

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.

Removes requirement for Secretary of State to issue written notification and wait 20 days before withdrawing certificate of filing or document submitted for filing. Requires secretary instead to include, in record of filing, statement of reasons for withdrawal and nature of any other action secretary took.

Provides that document that Secretary of State filed in accordance with business entity laws of this state between January 1, 2020, and effective date of Act is not invalid solely because Secretary of State accepted document for filing without required declaration.

Takes effect on 91st day following adjournment sine die.

A BILL FOR AN ACT

1
2 Relating to documents filed with the office of the Secretary of State; creating new provisions;
3 amending ORS 56.080; and prescribing an effective date.

4 **Be It Enacted by the People of the State of Oregon:**

5 **SECTION 1.** ORS 56.080 is amended to read:

6 56.080. (1) Except as provided in subsections (2), (3), (4) and (5) of this section, within one year
7 after a filing [*and not less than 20 days after giving written notice to the company or individual who*
8 *submitted the document*], the Secretary of State may withdraw any certificate the secretary issued
9 or document the secretary filed, except filings under ORS chapter 647, on any ground existing at the
10 time of the filing for which the secretary could have originally refused to issue the certificate or file
11 the document. [*The written notice must state the reason for the proposed withdrawal.*] **The secretary**
12 **shall include in the record for the filing a statement that specifies the reason for the with-**
13 **drawal and the nature of any other action the secretary took.**

14 (2) The secretary, within one year after a filing, may withdraw from filing any document the
15 secretary filed if the person that submitted the document advises the office that the document was
16 submitted prematurely or by inadvertence or mistake. The person that requests the withdrawal
17 shall accompany the request with a written statement that reflects the basis of the person's au-
18 thority to request the withdrawal.

19 (3) The secretary, within one year after a filing, may withdraw from filing any document the
20 secretary filed if an authorized representative of the business on behalf of which the document was
21 filed advises the office that the document was submitted in error. The person that requests the
22 withdrawal shall accompany the request with a notarized affidavit that states the basis of the
23 person's authority to request the withdrawal.

24 (4) The secretary may withdraw without notice or hearing a certificate that the secretary issued

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 or a document the secretary filed if the fee was paid with a check that was returned to the office
2 for lack of sufficient funds. The withdrawal is retroactive to the date of filing.

3 (5) The secretary shall withdraw a certificate the secretary issued or a document the secretary
4 filed if the secretary receives a final written order from the Director of the Department of Consumer
5 and Business Services that establishes that the person named in the certificate or document has
6 violated ORS 705.638, 707.005 or 707.010.

7 (6) Any decision under this section may be reviewed in accordance with the provisions of ORS
8 chapter 183.

9 (7) A withdrawal of a document from filing under this section is retroactive to the date of the
10 filing but does not relieve a person of any liability the person may have incurred while the document
11 was filed with the office. The Secretary of State is not required to refund any fees paid in conjunc-
12 tion with a document that the secretary withdraws.

13 (8) At any time before a delayed effective date specified in a document, the secretary shall
14 withdraw the document at the written request of the person or persons who originally filed the
15 document with the secretary. The document after withdrawal has no further effect and must be
16 treated as if the document had not been filed. The person that requests the withdrawal shall ac-
17 company the request with a written statement that reflects the basis of the person's authority to
18 request the withdrawal.

19 **SECTION 2. A document the Secretary of State filed in accordance with ORS 60.004,**
20 **63.004 or 65.004 between January 1, 2020, and the effective date of this 2023 Act is not invalid**
21 **solely because the Secretary of State accepted the document for filing without a declaration**
22 **required under ORS 60.004 (2)(b), 63.004 (2)(b) or 65.004 (2)(b).**

23 **SECTION 3. This 2023 Act takes effect on the 91st day after the date on which the 2023**
24 **regular session of the Eighty-second Legislative Assembly adjourns sine die.**