

House Bill 2254

Ordered printed by the Speaker pursuant to House Rule 12.00A (5). Pre-session filed (at the request of House Interim Committee on Health Care for Secretary of State Kate Brown)

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 **as introduced**.

Allows business entity to file application to convert into other business entity. Permits foreign business entity that does not intend to transact business in this state not to file application.

Requires foreign business entity to submit certificate of existence or similar document with application to transact business in this state unless official who has custody of business entity records permits free access via Internet to searchable database that has evidence of business entity's existence.

Allows business entity to update information required or permitted in annual report at any time by delivering to office of Secretary of State amendment to annual report or statement with updated information if change in information occurs before business entity files first annual report.

Permits business entity at any time to submit application to amend assumed business name.

Permits business entity to apply to reactivate assumed business name that Secretary of State administratively canceled within five years after date of cancellation. Specifies requirements for application. Permits applicant to appeal Secretary of State's denial of application.

Becomes operative January 1, 2012.

Declares emergency, effective on passage.

A BILL FOR AN ACT

1
2 Relating to the duties of the Secretary of State with respect to business entities; creating new pro-
3 visions; amending ORS 60.472, 60.707, 60.787, 62.455, 62.607, 63.470, 63.707, 63.787, 65.707, 65.787,
4 67.342, 67.645, 67.710, 70.355, 70.505, 70.610, 128.595, 648.005 and 648.025; and declaring an
5 emergency.

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

7 **SECTION 1.** ORS 60.472 is amended to read:

8 60.472. (1)(a) A business entity [*other than a corporation*] may be converted to a corporation
9 organized under this chapter[, *and*].

10 (b) A corporation organized under this chapter may be converted to another business entity
11 organized under the laws of this state[,] if **the statutes that govern the other business entity**
12 **permit the** conversion. [*is permitted by the statutes governing the other business entity,*]

13 (c) **A business entity may perform a conversion described in paragraph (a) or (b) of this**
14 **subsection** by approving a plan of conversion and filing articles of conversion.

15 (2) A corporation organized under this chapter may be converted to a business entity organized
16 under the laws of another jurisdiction if:

17 (a) The **laws of the other jurisdiction permit the** conversion [*is permitted by the laws of that*
18 *jurisdiction*];

19 (b) **The converting corporation approves** a plan of conversion [*is approved by the converting*
20 *corporation*];

21 (c) Articles of conversion are filed in this state;

22 (d)(A) The converted business entity submits an application **for filing to the Secretary of**
23 **State** to transact business as a foreign business entity of [*that type to the Secretary of State for filing*

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 *and*] **the type into which the business entity converted unless the converted business entity**
 2 **does not intend to continue to transact business in this state; and**

3 **(B) The converted business entity** meets all other requirements [*prescribed under*] the laws
 4 of this state **prescribe** for authorization to transact business as a foreign business entity of [*that*
 5 *type*] **the type into which the business entity converted;** and

6 (e) The corporation complies with all requirements [*imposed under*] **that** the laws of the other
 7 jurisdiction **impose** with respect to the conversion.

8 [(2)] **(3)** The plan of conversion [*shall*] **must** set forth:

9 (a) The name and type of the business entity prior to conversion;

10 (b) The name and type of the business entity after conversion;

11 (c) A summary of the material terms and conditions of the conversion;

12 (d) The manner and basis of converting the ownership interests of each owner into ownership
 13 interests or obligations of the converted business entity or any other business entity, or into cash
 14 or other property in whole or in part; and

15 (e) Any additional information [*required*] **that the statutes that govern converted business**
 16 **entities of the type into which the business entity converted require** in the organizational
 17 document of the converted business entity [*by the statutes governing that type of business entity*].

18 [(3)] **(4)** The plan of conversion may set forth other provisions relating to the conversion.

19 **SECTION 2.** ORS 60.707 is amended to read:

20 60.707. (1) A foreign corporation may apply for authority to transact business in this state by
 21 delivering an application to the office **of the Secretary of State** for filing. The application [*shall*]
 22 **must** set forth:

23 (a) The name of the foreign corporation or, if [*its*] **the name the foreign corporation uses** is
 24 unavailable for filing in this state, another corporate name that satisfies the requirements of ORS
 25 60.717;

26 (b) The name of the state or country under whose law [*it*] **the foreign corporation** is incorpo-
 27 rated;

28 **(c) The foreign corporation's registry number in the state or country under whose law**
 29 **the foreign corporation is incorporated;**

30 [(c)] **(d) [Its] The foreign corporation's** date of incorporation and period of duration if **the**
 31 **period is** not perpetual;

32 [(d)] **(e)** The address, including street and number and mailing address, if different, of [*its*] **the**
 33 **foreign corporation's** principal office;

34 [(e)] **(f)** The address, including street and number, of [*its*] **the foreign corporation's** registered
 35 office in this state and the name of [*its*] **the foreign corporation's** registered agent at [*that*] **the**
 36 **registered** office; and

37 [(f)] **(g)** The names and respective addresses of the president and secretary of the foreign cor-
 38 poration.

39 **(2)(a) Except as provided in paragraph (b) of this subsection,** the foreign corporation shall
 40 deliver with the completed application a certificate of existence, or a document of similar import,
 41 current within 60 days of delivery and authenticated by the official having custody of corporate re-
 42 cords in the state or country under whose law [*it*] **the foreign corporation** is incorporated.

43 **(b) A foreign corporation need not submit a certificate of existence or document in ac-**
 44 **cordance with paragraph (a) of this subsection if the official who has custody of corporate**
 45 **records in the state or country under whose law the foreign corporation is incorporated**

1 **provides free access via the Internet to a searchable database that contains evidence of**
 2 **corporate registrations.**

3 **SECTION 3.** ORS 60.787 is amended to read:

4 60.787. (1) *[Each]* **A** domestic corporation, and *[each]* **a** foreign corporation authorized to trans-
 5 act business in this state, shall by *[its]* **the corporation's** anniversary deliver to the office **of the**
 6 **Secretary of State** for filing an annual report that sets forth:

7 (a) The name of the corporation and the state or country under whose law *[it]* **the corporation**
 8 is incorporated;

9 (b) The street address of *[its]* **the corporation's** registered office and the name of *[its]* **the**
 10 **corporation's** registered agent at *[that]* **the registered** office in this state;

11 (c) The address, including street and number and mailing address, if different, of *[its]* **the**
 12 **corporation's** principal office;

13 (d) The names and addresses of the president and secretary of the corporation;

14 (e) *[The category of the classification code established by rule of the Secretary of State most closely*
 15 *designating]* **A description of** the primary business activity of the corporation; and

16 (f) Additional identifying information that the Secretary of State may require by rule.

17 (2) The information contained *[on]* **in** the annual report *[shall]* **must** be current as of 30 days
 18 before the anniversary of the corporation.

19 (3) The Secretary of State shall mail the annual report form to any address shown for the cor-
 20 poration in the current records of the office **of the Secretary of State**. The failure of the corpo-
 21 ration to receive the annual report form from the Secretary of State *[shall]* **does** not relieve the
 22 corporation of *[its duty]* **the corporation's duty under this section** to deliver an annual report to
 23 the office *[as required by this section]*.

24 (4) If an annual report does not contain the information *[required by]* this section **requires**, the
 25 Secretary of State shall notify the reporting domestic or foreign corporation in writing and return
 26 the report to *[it]* **the corporation** for correction. The domestic or foreign corporation must correct
 27 the error within 45 days after the Secretary of State gives *[such]* **the** notice.

28 (5)(a) A domestic or foreign corporation may *[deliver]* **update information that is required or**
 29 **permitted in an annual report filing at any time by delivering** to the office **of the Secretary**
 30 **of State** for filing:

31 **(A)** An amendment to the annual report if a change in the information set forth in the annual
 32 report occurs after the report is delivered to the office for filing and before the next
 33 anniversary*[.]; or*

34 **(B) A statement with the change if the update occurs before the domestic or foreign**
 35 **corporation files the first annual report.**

36 **(b)** This subsection applies only to a change that is not required to be made by an amendment
 37 to the articles of incorporation.

38 **(c)** The amendment to the annual report **filed under paragraph (a) of this subsection** must
 39 set forth:

40 *[(a)]* **(A)** The name of the corporation as shown on the records of the office; and

41 *[(b)]* **(B)** The information as changed.

42 **SECTION 4.** ORS 62.455 is amended to read:

43 62.455. (1) *[Each]* **A** cooperative shall by *[its]* **the cooperative's** anniversary deliver to the office
 44 **of the Secretary of State** for filing an annual report that sets forth:

45 (a) The name of the cooperative.

1 (b) The street address of *[its]* **the cooperative's** registered office and the name of *[its]* **the**
 2 **cooperative's** registered agent at *[that]* **the registered** office in this state.

3 (c) The address, including street and number and mailing address, if different, of *[its]* **the**
 4 **cooperative's** principal office.

5 (d) The names and addresses of the president and secretary of the cooperative.

6 (e) *[The category of the classification code established by rule of the Secretary of State most closely*
 7 *designating]* **A description of** the primary business activity of the cooperative.

8 (f) Additional identifying information that the Secretary of State may require by rule.

9 (2) The information contained *[on]* **in** the annual report *[shall]* **must** be current as of 30 days
 10 before the anniversary of the cooperative.

11 (3) The Secretary of State shall mail the annual report form to any address shown for the co-
 12 operative in the current records of the office of **the** Secretary of State. The failure of the cooper-
 13 ative to receive the annual report form from the Secretary of State *[shall]* **does** not relieve the
 14 cooperative of *[its duty]* **the cooperative's duty under this section** to deliver an annual report to
 15 the office *[of Secretary of State as required by this section]*.

16 (4) If an annual report does not contain the information *[required by]* this section **requires**, the
 17 Secretary of State shall notify the reporting cooperative in writing and return the report to *[it]* **the**
 18 **cooperative** for correction. The cooperative must correct the error within 45 days after the Secre-
 19 tary of State gives *[such]* **the** notice.

20 (5)(a) A cooperative may *[deliver]* **update information that is required or permitted in an**
 21 **annual report filing at any time by delivering** to the office of **the** Secretary of State for filing:

22 (A) An amendment to the annual report if a change in the information set forth in the annual
 23 report occurs after the report is delivered to the office *[of Secretary of State]* for filing and before
 24 the next anniversary[.]; **or**

25 (B) **A statement with the change if the update occurs before the cooperative files the**
 26 **first annual report.**

27 (b) This subsection applies only to a change that is not required to be made by an amendment
 28 to the articles of incorporation.

29 (c) The amendment to the annual report **filed under paragraph (a) of this subsection** must
 30 set forth:

31 *[(a)]* (A) The name of the cooperative as shown on the records of the office *[of Secretary of*
 32 *State]*; and

33 *[(b)]* (B) The information as changed.

34 **SECTION 5.** ORS 62.607 is amended to read:

35 62.607. (1)(a) A business entity *[other than a cooperative]* may be converted to a cooperative or-
 36 ganized under this chapter[, *and*].

37 (b) A cooperative organized under this chapter may be converted to another business entity
 38 organized under the laws of this state[,], if **the statutes that govern the other business entity**
 39 **permit the** conversion *[is permitted by the statutes governing the other business entity]*.

40 (c) **A business entity may perform a conversion described in paragraph (a) or (b) of this**
 41 **subsection** by approving a plan of conversion and filing articles of conversion.

42 (2) A cooperative organized under this chapter may be converted to a business entity organized
 43 under the laws of another jurisdiction if:

44 (a) **The laws of the other jurisdiction permit the** conversion *[is permitted by the laws of that*
 45 *jurisdiction]*;

1 (b) **The converting cooperative approves** a plan of conversion [*is approved by the converting*
2 *cooperative*];

3 (c) Articles of conversion are filed in this state;

4 (d)(A) The converted business entity submits an application **for filing to the Secretary of**
5 **State** to transact business as a foreign business entity of [*that type to the Secretary of State for filing*
6 *and*] **the type into which the business entity converted unless the converted business entity**
7 **does not intend to continue to transact business in this state; and**

8 (B) **The converted business entity** meets all other requirements [*prescribed under*] the laws
9 of this state **prescribe** for authorization to transact business as a foreign business entity of [*that*
10 *type*] **the type into which the business entity converted; and**

11 (e) The cooperative complies with all requirements [*imposed under*] **that** the laws of the other
12 jurisdiction **impose** with respect to the conversion.

13 [(2)] (3) The plan of conversion [*shall*] **must** set forth:

14 (a) The name and type of the business entity prior to conversion;

15 (b) The name and type of the business entity after conversion;

16 (c) A summary of the material terms and conditions of the conversion;

17 (d) The manner and basis of converting the ownership interests of each owner into ownership
18 interests or obligations of the surviving business entity or any other business entity, or into cash
19 or other property in whole or in part; and

20 (e) Any additional information [*required*] **that the statutes that govern converted business**
21 **entities of the type into which the business entity converted require** in the organizational
22 document of the converted business entity [*by the statutes governing that type of business entity*].

23 [(3)] (4) The plan of conversion may set forth other provisions relating to the conversion.

24 **SECTION 6.** ORS 63.470 is amended to read:

25 63.470. (1)(a) A business entity [*other than a limited liability company*] may be converted to a
26 limited liability company organized under this chapter[, *and*].

27 (b) A limited liability company organized under this chapter may be converted to another busi-
28 ness entity organized under the laws of this state[,] if **the statutes that govern the other business**
29 **entity permit the** conversion [*is permitted by the statutes governing the other business entity,*].

30 (c) **A business entity may perform a conversion described in paragraph (a) or (b) of this**
31 **subsection** by approving a plan of conversion and filing articles of conversion.

32 (2) A limited liability company organized under this chapter may be converted to a business
33 entity organized under the laws of another jurisdiction if:

34 (a) The **laws of the other jurisdiction permit the** conversion [*is permitted by the laws of that*
35 *jurisdiction*];

36 (b) **The converting limited liability company approves** a plan of conversion [*is approved by*
37 *the converting limited liability company*];

38 (c) Articles of conversion are filed in this state;

39 (d)(A) The converted business entity submits an application **for filing to the Secretary of**
40 **State** to transact business as a foreign business entity of [*that type to the Secretary of State for filing*
41 *and*] **the type into which the limited liability company converted unless the converted busi-**
42 **ness entity does not intend to continue to transact business in this state; and**

43 (B) **The converted business entity** meets all other requirements [*prescribed under*] the laws
44 of this state **prescribe** for authorization to transact business as a foreign business entity of [*that*
45 *type*] **the type into which the business entity converted; and**

1 (e) The limited liability company complies with any requirements *[imposed under]* **that** the laws
 2 of the other jurisdiction **impose** with respect to the conversion.

3 [(2)] **(3)** The plan of conversion *[shall]* **must** set forth:

4 (a) The name and type of the business entity prior to conversion;

5 (b) The name and type of the business entity after conversion;

6 (c) A summary of the material terms and conditions of the conversion;

7 (d) The manner and basis of converting the ownership interests of each owner into ownership
 8 interests or obligations of the converted business entity or any other business entity, or into cash
 9 or other property in whole or in part; and

10 (e) Any additional information *[required]* **that the statutes that govern converted business**
 11 **entities of the type into which the limited liability company converted require** in the organ-
 12 izational document of the converted business entity *[by the statutes governing that type of business*
 13 *entity]*.

14 [(3)] **(4)** The plan of conversion may set forth other provisions relating to the conversion.

15 **SECTION 7.** ORS 63.707 is amended to read:

16 63.707. (1) A foreign limited liability company may apply for authority to transact business in
 17 this state by delivering an application to the office **of the Secretary of State** for filing. The ap-
 18 plication *[shall]* **must** set forth:

19 (a) The name of the foreign limited liability company or, if *[its]* **the name the foreign limited**
 20 **liability company uses** is unavailable for filing in this state, another name that satisfies the re-
 21 quirements of ORS 63.717;

22 (b) The name of the state or country under whose law *[it]* **the foreign limited liability com-**
 23 **pany** is organized;

24 **(c) The foreign limited liability company's registry number in the state or country under**
 25 **whose law the foreign limited liability company is organized;**

26 *[(c)]* **(d) [Its] The foreign limited liability company's** date of organization and either the date
 27 on which the period of *[its]* **the foreign limited liability company's** duration expires or a statement
 28 that *[its]* **the** duration is perpetual;

29 *[(d)]* **(e)** The address, including street and number, and mailing address, if different, of *[its]* **the**
 30 **foreign limited liability company's** principal office;

31 *[(e)]* **(f)** The address, including street and number, of *[its]* **the foreign limited liability**
 32 **company's** registered office in this state and the name of *[its]* **the foreign limited liability**
 33 **company's** registered agent at *[that]* **the registered** office;

34 *[(f)]* **(g)** A statement that the foreign limited liability company satisfies the requirements of ORS
 35 63.714 (3); and

36 *[(g)]* **(h)** A statement **as to** whether the foreign limited liability company is member-managed or
 37 manager-managed, or whether the foreign limited liability company is managed by a manager or
 38 managers.

39 **(2)(a) Except as provided in paragraph (b) of this subsection,** the foreign limited liability
 40 company shall deliver with the completed application a certificate of existence, or a document of
 41 similar import, current within 60 days of delivery and authenticated by the official having custody
 42 of limited liability company records in the state or country under whose law *[it]* **the foreign limited**
 43 **liability company** is organized.

44 **(b) A foreign limited liability company need not submit a certificate of existence or doc-**
 45 **ument in accordance with paragraph (a) of this subsection if the official who has custody of**

1 **business entity records in the state or country under whose law the foreign limited liability**
 2 **company is organized provides free access via the Internet to a searchable database that**
 3 **contains evidence of limited liability company registrations.**

4 **SECTION 8.** ORS 63.787 is amended to read:

5 63.787. (1) *[Each]* **A** domestic limited liability company, and *[each]* **a** foreign limited liability
 6 company authorized to transact business in *[the]* **this** state, shall by *[its]* **the limited liability**
 7 **company's** anniversary deliver to the office of the Secretary of State for filing an annual report that
 8 sets forth:

9 (a) The name of the limited liability company and the state or country under whose law *[it]* **the**
 10 **limited liability company** is organized;

11 (b) The street address of *[its]* **the limited liability company's** registered office and name of
 12 *[its]* **the limited liability company's** registered agent at *[that]* **the registered** office in this state;

13 (c) The address, including street and number and mailing address, if different, of *[its]* **the limited**
 14 **liability company's** principal office;

15 (d) The names and addresses of the managers for a manager-managed limited liability company
 16 or the name and address of at least one member for a member-managed limited liability company;

17 (e) *[The category of the classification code established by rule of the Secretary of State most closely*
 18 *designating]* **A description of** the primary business activity of the limited liability company; and

19 (f) Additional identifying information that the Secretary of State may require by rule.

20 (2) The information contained *[on]* **in** the annual report *[shall]* **must** be current as of 30 days
 21 before the anniversary of the limited liability company.

22 (3) The Secretary of State shall mail the annual report form to any address shown for the limited
 23 liability company in the current records of the office **of the Secretary of State**. The failure of the
 24 limited liability company to receive the annual report form from the Secretary of State *[shall]* **does**
 25 not relieve the limited liability company of *[its duty]* **the limited liability company's duty under**
 26 **this section** to deliver an annual report to the office *[as required by this section]*.

27 (4) If an annual report does not contain the information *[required by]* this section **requires**, the
 28 Secretary of State shall notify the reporting domestic or foreign limited liability company in writing
 29 and return the report to *[it]* **the domestic or foreign limited liability company** for correction. The
 30 domestic or foreign limited liability company must correct the error within 45 days after the Sec-
 31 retary of State gives *[such]* **the** notice.

32 (5)(a) A domestic or foreign limited liability company may *[deliver]* **update information that**
 33 **is required or permitted in an annual report filing at any time by delivering** to the office **of**
 34 **the Secretary of State** for filing:

35 (A) An amendment to the annual report if a change in the information set forth in the annual
 36 report occurs after the report is delivered to the office for filing and before the next
 37 anniversary[.]; **or**

38 (B) **A statement with the change if the update occurs before the domestic or foreign**
 39 **limited liability company files the first annual report.**

40 (b) This subsection applies only to a change that is not required to be made by an amendment
 41 to the articles of organization.

42 (c) The amendment to the annual report **filed under paragraph (a) of this subsection** must
 43 set forth:

44 *[(a)]* (A) The name of the limited liability company as shown on the records of the office; and

45 *[(b)]* (B) The information as changed.

SECTION 9. ORS 65.707 is amended to read:

65.707. (1) A foreign corporation may apply for authority to transact business in this state by delivering an application to the office of the Secretary of State for filing. The application must set forth:

(a) The name of the foreign corporation or, if *[its]* **the name the foreign corporation uses** is unavailable for use in this state, a corporate name that satisfies the requirements of ORS 65.717;

(b) The name of the state or country under whose law *[it]* **the foreign corporation** is incorporated;

(c) The foreign corporation's registry number in the state or country under whose law the foreign corporation is incorporated;

[(c)] **(d) The foreign corporation's date of incorporation and period of duration if the period is not perpetual;**

[(d)] **(e) The address including street and number and mailing address, of [its] the foreign corporation's principal office;**

[(e)] **(f) The address, including street and number, of [its] the foreign corporation's registered office in this state and the name of [its] the foreign corporation's registered agent at [that] the registered office;**

[(f)] **(g) The names and respective addresses of the president and secretary of the foreign corporation;**

[(g)] **(h) Whether the foreign corporation has members; and**

[(h)] **(i) Whether the foreign corporation, if [it] the foreign corporation had been incorporated in this state, would be a public benefit, mutual benefit or religious corporation.**

(2)(a) Except as provided in paragraph (b) of this subsection, the foreign corporation shall deliver with the completed application a certificate of existence or a document of similar import, current within 60 days of delivery and authenticated by the official having custody of corporate records in the state or country under whose law *[it]* **the foreign corporation** is incorporated.

(b) A foreign corporation need not submit a certificate of existence or document in accordance with paragraph (a) of this subsection if the official who has custody of corporate records in the state or country under whose law the foreign corporation is incorporated provides free access via the Internet to a searchable database that contains evidence of corporate registrations.

(3) A foreign corporation *[shall]* **may** not be denied authority to transact business in this state by reason of the fact that the laws of the state or country under which the corporation is organized governing *[its]* **the corporation's** organization and internal affairs differ from the laws of this state.

SECTION 10. ORS 65.787 is amended to read:

65.787. (1) *[Each]* **A** domestic corporation, and *[each]* **a** foreign corporation authorized to transact business in this state, shall by *[its]* **the corporation's** anniversary deliver to the office of the Secretary of State for filing an annual report that sets forth:

(a) The name of the corporation and the state or country under whose law *[it]* **the corporation** is incorporated;

(b) The street address of the **corporation's** registered office and the name of the **corporation's** registered agent at *[that]* **the registered** office in this state;

(c) If the registered agent is changed, **a statement that indicates** that the new registered agent has consented to the appointment;

(d) The address including street and number and mailing address if different from *[its]* **the**

1 **corporation's** principal office;

2 (e) The names and addresses of the president and secretary of the corporation;

3 (f) A brief description of the nature of the activities of the corporation;

4 (g) Whether or not *[it]* **the corporation** has members;

5 (h) If *[it]* **the corporation** is a domestic corporation, whether *[it]* **the corporation** is a public
6 benefit, mutual benefit or religious corporation;

7 (i) If *[it]* **the corporation** is a foreign corporation, whether *[it]* **the corporation** would be public
8 benefit, mutual benefit or religious corporation had *[it]* **the corporation** been incorporated in this
9 state; and

10 (j) Additional identifying information that the Secretary of State may require by rule.

11 (2) The information contained *[on]* **in** the annual report *[shall]* **must** be current as of 30 days
12 before the anniversary of the corporation.

13 (3) The Secretary of State shall mail the annual report form to any address shown for the **do-**
14 **mestic or foreign** corporation in the current records of the office **of the Secretary of State**. The
15 failure of the **domestic or foreign** corporation to receive the annual report form from the Secretary
16 of State *[shall]* **does** not relieve the corporation of *[its duty]* **the corporation's duty under this**
17 **section** to deliver an annual report to the office *[as required by this section]*.

18 (4) If an annual report does not contain the information *[required by]* this section **requires**, the
19 Secretary of State shall promptly notify the reporting domestic or foreign corporation in writing and
20 return the report to *[it]* **the corporation** for correction. The domestic or foreign corporation must
21 correct the error within 45 days after the Secretary of State gives *[such]* **the** notice.

22 (5)(a) A domestic or foreign corporation may **update information that is required or per-**
23 **mitted in an annual report filing at any time by delivering** *[deliver]* to the office of the Secretary
24 of State for filing:

25 (A) An amendment to the annual report if a change in the information set forth in the annual
26 report occurs after the report is delivered to the office *[of the Secretary of State]* for filing and before
27 the next anniversary[.]; **or**

28 (B) **A statement with the change if the update occurs before the domestic or foreign**
29 **corporation files the first annual report.**

30 (b) This subsection applies only to a change that is not required to be made by an amendment
31 to the articles of incorporation.

32 (c) The amendment to the annual report **filed under paragraph (a) of this subsection** must
33 set forth:

34 *[(a)]* (A) The name of the corporation as shown on the records of the office *[of the Secretary of*
35 *State]*; and

36 *[(b)]* (B) The information as changed.

37 (6) The Secretary of State may not charge a nonprofit corporation a fee to file an annual report
38 under ORS 56.140 if the nonprofit corporation provides evidence to the Secretary of State that:

39 (a) The purpose of the nonprofit corporation as set forth in the articles of incorporation is to
40 maintain a historic cemetery; and

41 (b) The historic cemetery that the nonprofit corporation maintains is listed with the Oregon
42 Commission on Historic Cemeteries under ORS 97.782.

43 **SECTION 11.** ORS 67.342 is amended to read:

44 67.342. (1)(a) A business entity *[other than a partnership]* may be converted to a partnership
45 organized under this chapter[, *and*].

1 (b) A partnership organized under this chapter may be converted to another business entity
 2 organized under the laws of this state[,] if **the statutes that govern the other business entity**
 3 **permit the conversion.** [*is permitted by the statutes governing the other business entity,*]

4 (c) **A business entity may perform a conversion described in paragraph (a) or (b) of this**
 5 **subsection** by approving a plan of conversion and filing articles of conversion.

6 (2) A partnership organized under this chapter may be converted to a business entity organized
 7 under the laws of another jurisdiction if:

8 (a) The **laws of the other jurisdiction permit the conversion** [*is permitted by the laws of that*
 9 *jurisdiction*];

10 (b) **The converting partnership approves** a plan of conversion [*is approved by the converting*
 11 *partnership*];

12 (c) Articles of conversion are filed in this state;

13 (d)(A) The converted business entity submits an application **for filing to the Secretary of**
 14 **State** to transact business as a foreign business entity of [*that type to the Secretary of State for filing*
 15 *and*] **the type into which the business entity converted unless the converted business entity**
 16 **does not intend to continue to transact business in this state; and**

17 **(B) The converted business entity** meets all other requirements [*prescribed under*] the laws
 18 of this state **prescribe** for authorization to transact business as a foreign business entity of [*that*
 19 *type*] **the type into which the business entity converted; and**

20 (e) The partnership complies with any requirements [*imposed under*] **that** the laws of the other
 21 jurisdiction **impose** with respect to the conversion.

22 [(2)] (3) The plan of conversion [*shall*] **must** set forth:

23 (a) The name and type of the business entity prior to conversion;

24 (b) The name and type of the business entity after conversion;

25 (c) A summary of the material terms and conditions of the conversion;

26 (d) The manner and basis of converting the ownership interests of each owner into ownership
 27 interests or obligations of the converted business entity or any other business entity, or into cash
 28 or other property in whole or in part; and

29 (e) If the business entity after conversion is not a partnership, any additional information [*re-*
 30 *quired in*] **that the statutes that govern converted business entities of the type into which the**
 31 **business entity converted require in** the organizational document of the converted business entity
 32 [*by the statutes governing that type of business entity*].

33 [(3)] (4) The plan of conversion may set forth other provisions relating to the conversion.

34 **SECTION 12.** ORS 67.645 is amended to read:

35 67.645. (1) [*Each*] **A** limited liability partnership registered to transact business in this state, and
 36 [*each*] **a** foreign limited liability partnership authorized to transact business in this state, shall by
 37 [*its*] **the limited liability partnership's** anniversary deliver an annual report to the office of the
 38 Secretary of State for filing. The annual report [*shall*] **must** set forth:

39 (a) The name of the **limited liability** partnership and the state or country under whose law [*it*]
 40 **the limited liability partnership** is registered or qualified as a limited liability partnership;

41 (b) The address, including street and number, and mailing address, if different, of the principal
 42 office from which the **limited liability** partnership conducts [*its*] **the limited liability partnership's**
 43 business;

44 (c) The names and addresses of at least two partners of the **limited liability** partnership;

45 (d) A brief statement describing the primary business activity of the **limited liability** partner-

1 ship; and

2 (e) Additional identifying information that the Secretary of State may require by rule.

3 (2) The information contained *[on]* **in** the annual report *[shall]* **must** be current within 30 days
4 before the report is due.

5 (3) The Secretary of State shall mail the annual report form to any address shown for the limited
6 liability partnership or foreign limited liability partnership in the current records of the office of the
7 Secretary of State. The failure of the limited liability partnership or foreign limited liability part-
8 nership to receive the annual report form from the Secretary of State *[shall]* **does** not relieve the
9 limited liability partnership or foreign limited liability partnership of *[its duty]* **the limited liability**
10 **partnership's or foreign limited liability partnership's duty under this section** to deliver an
11 annual report to the office *[of the Secretary of State as required by this section]*.

12 (4) If an annual report does not contain the information *[required by]* this section **requires**, the
13 Secretary of State shall notify the reporting limited liability partnership or foreign limited liability
14 partnership in writing and return the report to *[it]* **the limited liability partnership or foreign**
15 **limited liability partnership** for correction. The limited liability partnership or foreign limited li-
16 ability partnership must correct the error within 45 days after the Secretary of State gives *[such]*
17 **the** notice.

18 (5)(a) A limited liability partnership or foreign limited liability partnership may *[deliver]* **update**
19 **information that is required or permitted in an annual report filing at any time by delivering**
20 to the office of the Secretary of State for filing:

21 (A) An amendment to the annual report if a change in the information set forth in the annual
22 report occurs after the report is delivered to the office *[of the Secretary of State]* for filing and before
23 the next anniversary[.]; **or**

24 (B) **A statement with the change if the update occurs before the limited liability part-**
25 **nership or foreign limited liability partnership files the first annual report.**

26 (b) The amendment to the annual report **filed under paragraph (a) of this subsection** must
27 set forth:

28 *[(a)]* (A) The name of the limited liability partnership or foreign limited liability partnership as
29 shown on the records of the office; and

30 *[(b)]* (B) The information as changed.

31 **SECTION 13.** ORS 67.710 is amended to read:

32 67.710. (1) A foreign limited liability partnership may apply for authority to transact business
33 in this state by delivering an application for authorization to the office of the Secretary of State for
34 filing. The application *[shall]* **must** set forth:

35 (a) The name of the foreign limited liability partnership or, if *[its]* **the name the foreign limited**
36 **liability partnership uses** is unavailable for filing in this state, another name that satisfies the
37 requirements of ORS 67.730;

38 (b) The name of the state or country under whose law *[it]* **the foreign limited liability part-**
39 **nership** is registered and the date of registration;

40 (c) **The foreign limited liability partnership's registry number in the state or country**
41 **under the laws of which the foreign limited liability partnership is registered;**

42 *[(c)]* (d) The address, including street and number, and mailing address, if different, of *[its]* **the**
43 **foreign limited liability partnership's** principal office;

44 *[(d)]* (e) A mailing address to which notices *[as]* required by this chapter may be mailed;

45 *[(e)]* (f) A brief statement describing the primary business activity of the foreign limited liability

1 partnership; and

2 [(f)] (g) The names and addresses of at least two partners of the foreign limited liability part-
3 nership.

4 (2)(a) **Except as provided in paragraph (b) of this subsection**, the foreign limited liability
5 partnership shall deliver with the completed application a certificate of existence, or a document
6 of similar import, current within 60 days of delivery and authenticated by the official having custody
7 of limited liability partnership records in the state or country under whose law [it] **the foreign**
8 **limited liability partnership** is registered.

9 (b) **A foreign limited liability partnership need not submit a certificate of existence or**
10 **document in accordance with paragraph (a) of this subsection if the official who has custody**
11 **of limited liability partnership records in the state or country under whose law the foreign**
12 **limited liability partnership is registered provides free access via the Internet to a searchable**
13 **database that contains evidence of limited liability partnership registrations.**

14 (3) The foreign limited liability partnership [shall be] is authorized by the Secretary of State to
15 transact business in this state upon the filing of the application for authorization, or if applicable,
16 upon the delayed effective time and date set forth in the application for authorization in accordance
17 with ORS 67.530, and the payment of the required fee. The authorization shall remain effective until
18 the authorization is voluntarily withdrawn pursuant to ORS 67.740 or the authorization is revoked
19 pursuant to ORS 67.755.

20 **SECTION 14.** ORS 70.355 is amended to read:

21 70.355. (1) Before transacting business in this state, a foreign limited partnership shall register
22 with the Secretary of State. In order to register, a foreign limited partnership shall submit for filing
23 to the office of Secretary of State an application for registration as a foreign limited partnership.
24 The application [shall] **must** be signed by a general partner and [shall] **must** set forth the following:

25 (a) The name of the foreign limited partnership.

26 (b) The jurisdiction and the date of formation of the foreign limited partnership.

27 (c) **The foreign limited partnership's registry number in the state or country under**
28 **whose law the foreign limited partnership is registered.**

29 [(c)] (d) The name and street address of the initial registered agent which the foreign limited
30 partnership and all general partners [thereof] **of the foreign limited partnership** are required to
31 maintain in this state under ORS 70.025.

32 [(d)] (e) A mailing address to which the Secretary of State may mail notices [as] required by this
33 chapter.

34 [(e)] (f) The address of the office where the records listed in ORS 70.050 are maintained together
35 with an undertaking by the foreign limited partnership to keep these records until the foreign lim-
36 ited partnership's registration in this state is canceled.

37 [(f)] (g) The name and business address of each general partner.

38 [(g)] (h) Any additional identifying information that the Secretary of State may require by rule.

39 (2) A person who signs the application for registration as a foreign limited partnership as an
40 agent or fiduciary need not exhibit evidence of such authority as a prerequisite to filing.

41 (3) [The execution by a general partner of] **A general partner's executing** the application for
42 registration as a foreign limited partnership constitutes an affirmation under the applicable penalties
43 of false swearing or perjury that the facts stated [therein] **in the application** are true.

44 (4)(a) **Except as provided in paragraph (b) of this subsection**, the foreign limited partnership
45 shall deliver with the completed application a certificate of existence or a similar document that is

1 current within 60 days of the date of delivery. The certificate or document *[shall]* **must** be
 2 authenticated by the official having custody of limited partnership records in the state or country
 3 under whose law the partnership is organized.

4 **(b) A foreign limited partnership need not submit a certificate of existence or document**
 5 **in accordance with paragraph (a) of this subsection if the official who has custody of limited**
 6 **partnership records in the state or country under whose law the limited partnership is reg-**
 7 **istered provides free access via the Internet to a searchable database that contains evidence**
 8 **of limited partnership registrations.**

9 **SECTION 15.** ORS 70.505 is amended to read:

10 70.505. (1)(a) A business entity *[other than a limited partnership]* may be converted to a limited
 11 partnership organized under this chapter~~], and~~.

12 **(b)** A limited partnership organized under this chapter may be converted to another business
 13 entity organized under the laws of this state~~,~~ **if the statutes that govern the other business**
 14 **entity permit the conversion.** *[is permitted by the statutes governing the other business entity,]*

15 **(c) A business entity may perform a conversion described in paragraph (a) or (b) of this**
 16 **subsection** by approving a plan of conversion and filing articles of conversion.

17 **(2)** A limited partnership organized under this chapter may be converted to a business entity
 18 organized under the laws of another jurisdiction if:

19 (a) The **laws of the other jurisdiction permit the conversion** *[is permitted by the laws of that*
 20 *jurisdiction];*

21 (b) **The converting limited partnership approves** a plan of conversion *[is approved by the*
 22 *converting limited partnership];*

23 (c) Articles of conversion are filed in this state;

24 (d)(A) The converted business entity submits an application **for filing to the Secretary of**
 25 **State** to transact business as a foreign business entity of *[that type to the Secretary of State for filing*
 26 *and]* **the type into which the business entity converted unless the converted business entity**
 27 **does not intend to continue to transact business in this state; and**

28 **(B) The converted business entity** meets all other requirements *[prescribed under]* the laws
 29 of this state **prescribe** for authorization to transact business as a foreign business entity of *[that*
 30 *type]* **the type into which the business entity converted; and**

31 (e) The limited partnership complies with any requirements *[imposed under]* **that** the laws of the
 32 other jurisdiction **impose** with respect to the conversion.

33 ~~[(2)]~~ **(3)** A plan of conversion *[shall]* **must** set forth:

34 (a) The name and type of business entity prior to conversion;

35 (b) The name and type of the business entity after conversion;

36 (c) A summary of the material terms and conditions of the conversion;

37 (d) The manner and basis of converting the ownership interests of each owner into ownership
 38 interests or obligations of the converted business entity or any other business entity, or into cash
 39 or other property in whole or in part; and

40 (e) Any additional information *[required]* **that the statutes that govern converted business**
 41 **entities of the type into which the business entity converted require** in the organizational
 42 document of the converted business entity *[by the statutes governing that type of business entity].*

43 ~~[(3)]~~ **(4)** The plan of conversion may set forth other provisions relating to the conversion.

44 **SECTION 16.** ORS 70.610 is amended to read:

45 70.610. (1) *[Each]* **A** domestic limited partnership and *[each]* **a** foreign limited partnership regis-

1 tered to transact business in this state shall submit for filing an annual report to the office of **the**
 2 Secretary of State that includes:

3 (a) The name of the domestic or foreign limited partnership and the state or country under *[the*
 4 *laws of which it]* **whose law the domestic or foreign limited partnership** is formed;

5 (b) The street address of *[its]* **the domestic or foreign limited partnership's** registered office
 6 in this state and the name of *[its]* **the domestic or foreign limited partnership's** registered agent
 7 at *[that]* **the registered** office;

8 (c) The name and respective address of each general partner of the domestic or foreign limited
 9 partnership;

10 (d) *[The category of the classification code as established by rule of the Secretary of State most*
 11 *closely designating]* **A description of** the primary business activity of the domestic or foreign limited
 12 partnership;

13 (e) The location of the office in which the records described in ORS 70.050 are kept;

14 (f) A mailing address to which the Secretary of State may mail notices *[as]* required by this
 15 chapter; and

16 (g) Additional identifying information that the Secretary of State may require by rule.

17 (2) The annual report *[shall]* **must** be on forms prescribed and furnished by the Secretary of
 18 State. The information contained in the annual report *[shall]* **must** be current as of 30 days before
 19 the anniversary of the domestic or foreign limited partnership.

20 (3) The annual report *[shall]* **must** be signed by at least one general partner, or if the domestic
 21 or foreign limited partnership is in the hands of a receiver or trustee, *[it shall]* **the annual report**
 22 **must** be signed on behalf of the partnership by *[such]* **the** receiver or trustee.

23 (4) The Secretary of State shall mail the annual report form to the address shown for the **do-**
 24 **mestic or foreign** limited partnership in the current records of the office of **the** Secretary of **the**
 25 State. The failure of the **domestic or foreign** limited partnership to receive the annual report form
 26 from the Secretary of State *[shall]* **does** not relieve the limited partnership of *[its duty]* **the limited**
 27 **partnership's duty under this section** to deliver an annual report to the office *[of Secretary of*
 28 *State as required by this section]*.

29 (5) If the Secretary of State finds that the report conforms to the requirements of this chapter
 30 and all fees have been paid, the Secretary of State shall file the report.

31 (6)(a) A **domestic or foreign** limited partnership may *[deliver]* **update information that is**
 32 **required or permitted in an annual report filing at any time by delivering** to the office of **the**
 33 Secretary of State for filing:

34 (A) An amendment to the annual report if a change in the information set forth in the annual
 35 report occurs after the report is delivered to the office *[of Secretary of State]* for filing and before
 36 the next anniversary[.]; **or**

37 (B) **A statement with the change if the update occurs before the domestic or foreign**
 38 **corporation limited partnership files the first annual report.**

39 (b) This subsection applies only to a change that is not required to be made by an amendment
 40 to the certificate of limited partnership.

41 (c) The amendment to the annual report *[shall]* **filed under paragraph (a) of this subsection**
 42 **must** set forth:

43 *[(a)]* (A) The name of the limited partnership as shown on the records of the office *[of Secretary*
 44 *of State]*; and

45 *[(b)]* (B) The information as changed.

SECTION 17. ORS 128.595 is amended to read:

128.595. (1) *[Each]* **A** business trust by the **trust's** anniversary date shall *[file a report with]* **deliver to the office of** the Secretary of State **for filing an annual report** accompanied by the annual fee.

(2) The **annual** report shall contain the following:

(a) The name of the business trust and the state or country under whose law *[it]* **the business trust** is formed;

(b) The names and addresses of *[its]* **the business trust's** trustees;

(c) The street address of the **business trust's** registered office in this state and the name of the trust's registered agent at *[that]* **the registered** office;

(d) A mailing address to which the Secretary of State may mail notices;

(e) *[The category of the classification code as established by rule of the Secretary of State most closely designating]* **A description of** the primary business activity of the business trust; and

(f) Any additional identifying information that the Secretary of State *[by rule]* may require **by rule.**

(3) The annual report shall be on forms prescribed and furnished by the Secretary of State. The information contained in the annual report shall be current as of 30 days before the anniversary of the business trust.

(4) The Secretary of State shall mail the report form to any address shown for the business trust in the current records of the office of the Secretary of State. The failure of the business trust to receive the report form from the Secretary of State *[shall]* **does** not relieve the business trust of *[its duty]* **the trust's duty under this section** to deliver a report **to the office.** *[as required by this section.]*

(5) If the Secretary of State finds the report conforms to the requirements of this section, the Secretary of State shall file the report.

(6) If the Secretary of State finds that the **annual** report does not conform to the requirements of this section, the Secretary of State shall return the report to the business trust. The business trust shall correct the annual report and return *[it]* **the corrected report** to the Secretary of State within 45 days after the Secretary of State returns the report.

(7) If no report is filed by the reporting date or if no corrected report is filed within the 45-day period, the Secretary of State shall send to the business trust a final notice advising that no report has been filed and it is, therefore, assumed that the business trust is no longer active unless a report is filed within 45 days after the mailing of such final notice.

(8) Not less than 45 days after the date of mailing of the final notice provided for by subsection (7) of this section, the Secretary of State may assume and note on the records of the Secretary of State that the business trust is inactive.

SECTION 18. ORS 648.005 is amended to read:

648.005. As used in this chapter:

(1)(a) "Assumed business name" means one or more words or numerals, or a combination of words and numerals, that a person uses to identify *[any]* **a** business that the person carries on, conducts or transacts, if at the time and place that the person carries on, conducts or transacts the business, the person does not conspicuously disclose the real and true name of each person that is carrying on, conducting or transacting the business.

(b) *[Any]* "**Assumed business name**" **includes** a name that a person uses to identify a business that *[includes]* **incorporates** a word or phrase that suggests the existence of additional owners, such

1 as “Company,” “& Company,” “& Daughters,” “& Associates,” or a similar word or phrase, *is an*
 2 *assumed business name*], unless the name is the real and true name of the person that carries on,
 3 conducts or transacts the business.

4 (2) “Business” *[includes]* **means** activity carried on, conducted or transacted by or on behalf of
 5 nonprofit, social, fraternal and charitable entities and unincorporated associations, *[as well as ac-*
 6 *tivity carried on, conducted or transacted]* **or** for commercial gain.

7 (3) “Carry on, conduct or transact business” means:

8 (a) To sell, **purchase or lease** *[or to lease to another,]* real estate, goods, intangible property or
 9 services **from or to another person**;

10 *[(b) To purchase or to lease from another, real estate, goods, intangible property or services;]*

11 *[(c)]* (b) To solicit an investment in or a donation to a business;

12 *[(d)]* (c) *[Knowingly]* To **knowingly** permit another person to solicit an investment in or a do-
 13 nation to a business in which *[one]* **a person** has an interest; or

14 *[(e)]* (d) To apply for an extension of credit.

15 (4) “Entity” *[includes]* **means** a foreign or domestic corporation, foreign or domestic nonprofit
 16 corporation, foreign or domestic profit or nonprofit unincorporated association, foreign or domestic
 17 business trust, foreign or domestic limited partnership, foreign or domestic general partnership,
 18 foreign or domestic limited liability company, two or more persons *[having]* **that have** a joint or
 19 common economic interest, *[any]* **a** state, the United States, a federally recognized Native American
 20 or American Indian tribal government or *[any]* **a** foreign government.

21 (5) “Person” *[includes individual and]* **means an individual or an** entity.

22 (6) “Real and true name” means:

23 (a) The surname of an individual coupled with a combination of the individual’s given names
 24 *[and]* **or** initials;

25 (b) The corporate name of a domestic corporation stated in the articles of incorporation or
 26 amendment filed with the office of the Secretary of State or the corporate name of a foreign corpo-
 27 ration as stated under ORS 60.707 (1);

28 (c) The name of a foreign or domestic limited partnership stated in the documents filed with the
 29 office of the Secretary of State under ORS chapter 70;

30 (d) The name of a foreign or domestic limited liability company stated in the documents filed
 31 with the office of the Secretary of State under ORS chapter 63;

32 (e) The name of a foreign or domestic nonprofit corporation stated in the documents filed with
 33 the office of the Secretary of State under ORS chapter 65;

34 (f) The name of a foreign or domestic general partnership stated in *[any]* **the** documents filed
 35 with the office of the Secretary of State under this chapter; or

36 (g) The name of a foreign or domestic business trust or estate stated in *[any]* **the** documents
 37 filed with the office of the Secretary of State.

38 (7) **“Registrant” means a person for which the Secretary of State has registered an ap-**
 39 **plication filed under ORS 648.012.**

40 *[(7)]* (8) “Service mark” has the meaning given in ORS 647.005.

41 **SECTION 19.** ORS 648.025 is amended to read:

42 648.025. (1)(a) **A registrant or an authorized representative of the registrant may at any**
 43 **time deliver to the Secretary of State for filing an application to amend an assumed business**
 44 **name that is registered under this chapter. The application must conform to the require-**
 45 **ments set forth in ORS 648.010.**

1 [(1) (b) [An application to amend a registration of an assumed business name shall be delivered
2 to] **A registrant or an authorized representative of the registrant shall deliver an application**
3 **to amend an assumed business name to** the office of the Secretary of State for filing within 60
4 days after any of the following occurs:

5 [(a) (A) [There is a change in the identity, names or addresses of the persons carrying on, con-
6 ducting or transacting] **The identity, name or address of a person that carries on, conducts or**
7 **transacts** the business for which the assumed business name is registered **changes;**

8 [(b) (B) [There is a change in] The identity, name or address of the person authorized to rep-
9 resent the registrant or registrants **changes;**

10 [(c) (C) The registrant commences to carry on, [to] conduct or [to] transact business under the
11 assumed business name in a county or counties [different from those that the registrant stated in the
12 application where] **other than the county or counties where the registrant's application stated**
13 **that** the registrant intended to carry on, [to] conduct or [to] transact business under the assumed
14 business name; or

15 [(d) (D) The address of the principal place of business [is changed] **changes.**

16 (2) Except as provided in this subsection, the application required by subsection (1) of this sec-
17 tion [shall] **must** be signed by the registrant, if the registrant is an individual, by the officer of a
18 foreign or domestic corporation who is authorized to sign, if the registrant is a foreign or domestic
19 corporation, by a general partner of a foreign or domestic limited partnership, if the registrant is
20 a foreign or domestic limited partnership, by a manager of a foreign or domestic limited liability
21 company, or by a member of a foreign or domestic member-managed limited liability company, if the
22 registrant is a foreign or domestic limited liability company, or by a trustee of a foreign or domestic
23 business trust, if the registrant is a foreign or domestic business trust. The [application required by
24 subsection (1) of this section may be signed by the] authorized representative, instead of the registrant
25 or registrants, **may sign an application required under subsection (1) of this section if:** [in any
26 of the following cases:]

27 (a) The address of a person under subsection [(1)(a) or (b)] **(1)(b)(A) or (B)** of this section [is
28 changed] **changes.**

29 (b) [Any] **A** county is added or deleted under subsection [(1)(c)] **(1)(b)(C)** of this section.

30 (c) The address of the principal place of business under subsection [(1)(d)] **(1)(b)(D)** of this sec-
31 tion [is changed] **changes.**

32 (3) [Whenever any person having] **If a person who has** an interest in a business with a regis-
33 tered assumed business name withdraws from the business, **becomes incapacitated** or dies, the
34 person who [is withdrawing] **withdraws**, or in case of the person's [death or] incapacity **or death**,
35 the legal representative of [such] **the** person, or the authorized representative, shall submit to the
36 office of the Secretary of State a statement of [such] **the** withdrawal, incapacity or death.

37 (4) [The amendment of] **Amending** the registration of an assumed business name supersedes the
38 original registration of the assumed business name on all matters amended but does not renew the
39 registration as required under ORS 648.017.

40 (5) The Secretary of State may designate **a new authorized representative** by rule [who shall
41 be the authorized representative] if the authorized representative withdraws and [no] **a** new author-
42 ized representative is **not** appointed within the time period prescribed in this section.

43 **SECTION 20. Section 21 of this 2011 Act is added to and made a part of ORS chapter 648.**

44 **SECTION 21. (1) A registrant, within five years after the date on which the Secretary**
45 **of State administratively canceled an assumed business name under ORS 648.017, may apply**

1 to the Secretary of State to reactivate the assumed business name. The application must
 2 comply with the requirements set forth in ORS 648.010.

3 (2) The application must:

4 (a) State the assumed business name and the date on which the Secretary of State ad-
 5 ministratively canceled the registration for the assumed business name; and

6 (b) State that the grounds for the cancellation do not exist or have been eliminated.

7 (3) The registrant or an authorized representative of the registrant shall sign and deliver
 8 the application described in subsection (1) of this section to the office of the Secretary of
 9 State for filing.

10 (4) If the Secretary of State determines that the application described in subsection (1)
 11 of this section contains the information required under subsection (2) of this section, that
 12 the information is correct, that the application otherwise complies with the requirements
 13 of ORS 648.010 and that the registrant has paid all fees and charges due since the date of
 14 cancellation, the Secretary of State shall reactivate the assumed business name. The reac-
 15 tivation is effective when the Secretary of State files the application.

16 (5) If the Secretary of State denies a registrant's application for reactivation under this
 17 section, the Secretary of State shall notify the registrant in writing and explain the reason
 18 for the denial.

19 (6) A registrant may appeal the Secretary of State's decision to deny an application the
 20 registrant submitted under this section. The registrant's appeal is subject to the provisions
 21 of ORS chapter 183.

22 **SECTION 22.** (1) Section 21 of this 2011 Act and the amendments to ORS 60.472, 60.707,
 23 60.787, 62.455, 62.607, 63.470, 63.707, 63.787, 65.707, 65.787, 67.342, 67.645, 67.710, 70.355, 70.505,
 24 70.610, 128.595, 648.005 and 648.025 by sections 1 to 19 of this 2011 Act become operative Jan-
 25 uary 1, 2012.

26 (2) The Secretary of State may adopt rules or take any action before the operative date
 27 specified in subsection (1) of this section that is necessary to enable the Secretary of State
 28 to exercise, on and after the operative date specified in subsection (1) of this section, all of
 29 the duties, functions and powers conferred on the Secretary of State by section 21 of this
 30 2011 Act and the amendments to ORS 60.472, 60.707, 60.787, 62.455, 62.607, 63.470, 63.707,
 31 63.787, 65.707, 65.787, 67.342, 67.645, 67.710, 70.355, 70.505, 70.610, 128.595, 648.005 and 648.025
 32 by sections 1 to 19 of this 2011 Act.

33 **SECTION 23.** This 2011 Act being necessary for the immediate preservation of the public
 34 peace, health and safety, an emergency is declared to exist, and this 2011 Act takes effect
 35 on its passage.

36