

House Bill 2998

Sponsored by Representative ALONSO LEON

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**.

Removes requirement that documents related to business organizations that are submitted for filing to Secretary of State must be in English language. Requires Secretary of State to make form that Secretary of State has prescribed as mandatory available in 10 languages that are most commonly spoken and written in this state.

A BILL FOR AN ACT

1
2 Relating to the language of documents submitted to the Secretary of State for filing; amending ORS
3 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005.

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

5 **SECTION 1.** ORS 58.400 is amended to read:

6 58.400. (1) For the Secretary of State to file a document under this chapter, the document must
7 satisfy the requirements set forth in this section and any other requirements in this chapter that
8 supplement or modify the requirements set forth in this section.

9 (2) *[This chapter must require or permit filing the document with the Office of Secretary of State]*

10 **The document must be a type of document that this chapter or another law requires or**
11 **permits a person to file with the Secretary of State.**

12 (3) The document must contain the information required by this chapter and may contain other
13 information.

14 (4) The document must be legible.

15 *[(5) The document must be in the English language. The certificate of existence required of foreign*
16 *professional corporations need not be in English if accompanied by a reasonably authenticated English*
17 *translation.]*

18 *[(6)]* **(5)** The document must be executed:

19 (a) By the chairperson of the board of directors of a domestic or foreign professional corpo-
20 ration, the corporation's president or another of the corporation's officers;

21 (b) If directors have not been selected or before the organizational meeting, by an incorporator;

22 (c) If the professional corporation is in the hands of a receiver, trustee or other court-appointed
23 fiduciary, by the receiver, trustee or fiduciary; or

24 (d) By an agent of a person identified in this subsection, if the person authorizes the agent to
25 execute the document.

26 *[(7)]* **(6)** The person that executes the document shall state beneath or opposite the signature the
27 person's name and the capacity in which the person signs. The document may, but is not required
28 to, contain:

29 (a) The corporate seal;

30 (b) An attestation by the secretary or an assistant secretary; and

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.

(c) An acknowledgment, verification or proof.

[(8)] (7) If the Secretary of State has prescribed a mandatory form for the document under ORS 58.440, the document must be in or on the prescribed form. **The Secretary of State shall make the mandatory form available in the 10 languages that are most commonly spoken and written in this state.**

[(9)] (8) The document must be delivered to the [Office of] Secretary of State accompanied by the required fees.

[(10)] (9) Delivery of a document to the [Office of] Secretary of State is accomplished only when the [Office of] Secretary of State actually receives the document.

SECTION 2. ORS 60.004 is amended to read:

60.004. (1) For the Secretary of State to file a document under this chapter, the document must satisfy the requirements set forth in this section and any other requirements in this chapter that supplement or modify the requirements set forth in this section.

(2) The document must be a type of document that this chapter or another law requires or permits a person to file with [the Office of] the Secretary of State.

(3) The document must contain the information required by this chapter and may contain other information.

(4) The document must be legible.

[(5)] *The document must be in the English language. The certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.*

[(6)] (5) The document must be signed by:

(a) The chair of the board of directors of a domestic or foreign corporation, the corporation's president or another of the corporation's officers;

(b) An incorporator, if directors have not been selected or before the organizational meeting;

(c) A receiver, trustee or court-appointed fiduciary, if the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary; or

(d) An agent of a person identified in this subsection, if the person authorizes the agent to sign the document.

[(7)] (6) The person that signs the document shall:

(a) Declare, above the person's signature and under penalty of perjury, that the document does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person or any of the officers, directors, employees or agents of the corporation on behalf of which the person signs; and

(b) State beneath or opposite the signature the person's name and the capacity in which the person signs.

[(8)] (7) The document may, but is not required to, contain:

(a) The corporate seal;

(b) An attestation by the secretary or an assistant secretary; or

(c) An acknowledgment, verification or proof.

[(9)] (8) If the Secretary of State has prescribed a mandatory form for the document under ORS 60.016, the document must be in or on the prescribed form. **The Secretary of State shall make the mandatory form available in the 10 languages that are most commonly spoken and written in this state.**

[(10)] (9) The document must be delivered to the [office] **Secretary of State** and must be ac-

1 accompanied by the required fees.

2 [(11)] (10) Delivery of a document to the [office] **Secretary of State** is accomplished only when
3 the [office] **Secretary of State** actually receives the document.

4 **SECTION 3.** ORS 62.025 is amended to read:

5 62.025. (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
7 supplement or modify the requirements set forth in this section.

8 (2) [This chapter must require or permit filing the document with the Office of Secretary of State]
9 **The document must be a type of document that this chapter or another law requires or**
10 **permits a person to file with the Secretary of State.**

11 (3) The document must contain the information required by this chapter and may contain other
12 information.

13 (4) The document must be legible.

14 [(5) The document must be in the English language.]

15 [(6)] (5) The document must be executed:

16 (a) By the chairperson of the board of directors of a domestic cooperative, by the president or
17 by another of the domestic cooperative's officers;

18 (b) If directors have not been selected or before the organizational meeting, by an incorporator;

19 (c) If the cooperative is in the hands of a receiver, trustee or other court-appointed fiduciary,
20 by the receiver, trustee or fiduciary; or

21 (d) By an agent of a person identified in this subsection, if the person authorizes the agent to
22 execute the document.

23 [(7)] (6) The person that executes the document shall state beneath or opposite the signature the
24 person's name and the capacity in which the person signs. The document may, but is not required
25 to, contain:

26 (a) The corporate seal;

27 (b) An attestation by the secretary or an assistant secretary; and

28 (c) An acknowledgment, verification or proof.

29 [(8)] (7) If the Secretary of State has prescribed a mandatory form for the document under ORS
30 62.045, the document must be in or on the prescribed form. **The Secretary of State shall make the**
31 **mandatory form available in the 10 languages that are most commonly spoken and written**
32 **in this state.**

33 [(9)] (8) The document must be delivered to the [Office of] Secretary of State and must be ac-
34 companied by the required fees.

35 [(10)] (9) Delivery of a document to the [Office of] Secretary of State is accomplished only when
36 the [Office of] Secretary of State actually receives the document.

37 **SECTION 4.** ORS 63.004 is amended to read:

38 63.004. (1) For the Secretary of State to file a document under this chapter, the document must
39 satisfy the requirements set forth in this section and any other requirements in this chapter that
40 supplement or modify the requirements set forth in this section.

41 (2) The document must be a type of document that this chapter or another law requires or per-
42 mits a person to file with [the Office of] the Secretary of State.

43 (3) The document must contain the information required by this chapter and may contain other
44 information.

45 (4) The document must be legible.

1 *[(5) The document must be in the English language. The certificate of existence required of foreign*
 2 *limited liability companies under ORS 63.707 need not be in English if accompanied by a reasonably*
 3 *authenticated English translation.]*

4 *[(6)(a)]* **(5)(a)** Unless otherwise specified in this chapter, each document *[or report]* required by
 5 this chapter to be filed with the *[office]* **Secretary of State** must be executed in the following
 6 manner:

7 (A) Articles of organization must be signed by or on behalf of one or more persons wishing to
 8 form the limited liability company.

9 (B) Articles of amendment must be signed by at least one member or manager.

10 (C) *[Each]* **An** annual report must be signed by one member or manager.

11 (D) If the limited liability company is in the hands of a receiver, trustee or other court-appointed
 12 fiduciary, a document *[or report]* must be signed by that receiver, trustee or fiduciary.

13 (b) An agent of a person identified in paragraph (a) of this subsection may execute a document
 14 identified in paragraph (a) of this subsection, if the person authorizes the agent to execute the doc-
 15 ument.

16 *[(7)]* **(6)** The person that executes the document shall:

17 (a) Declare, above the person's signature and under penalty of perjury, that the document does
 18 not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the
 19 identity of the person or any of the members, managers, employees or agents of the limited liability
 20 company on behalf of which the person signs; and

21 (b) State beneath or opposite the signature the person's name and the capacity in which the
 22 person signs.

23 *[(8)]* **(7)** The document may, but is not required to, contain an acknowledgment, verification or
 24 proof.

25 *[(9)]* **(8)** If the Secretary of State has prescribed a mandatory form for the document under ORS
 26 63.016, the document must be in or on the prescribed form. **The Secretary of State shall make the**
 27 **mandatory form available in the 10 languages that are most commonly spoken and written**
 28 **in this state.**

29 *[(10)]* **(9)** The document must be delivered to the *[office]* **Secretary of State** accompanied by the
 30 required fees.

31 *[(11)]* **(10)** Delivery of a document to the *[office]* **Secretary of State** occurs only when the
 32 *[office]* **Secretary of State** actually receives the document.

33 **SECTION 5.** ORS 65.004 is amended to read:

34 65.004. (1) For the Secretary of State to file a document under this chapter, the document must
 35 satisfy the requirements set forth in this section and any other requirements in this chapter that
 36 supplement or modify the requirements set forth in this section.

37 (2) The document must be *[one required or permitted to be filed in the Office of]* **a type of doc-**
 38 **ument that this chapter or another law requires or permits a person to file with** the Secretary
 39 of State.

40 (3) The document must contain the information required by this chapter and may contain other
 41 information.

42 (4) The document must be legible.

43 *[(5) The document must be written in the alphabet used to write the English language, but may*
 44 *include Arabic or Roman numerals and incidental punctuation. The certificate of existence required of*
 45 *foreign corporations need not be in English if accompanied by a reasonably authenticated English*

1 *translation.*]

2 [(6)] (5) The document must be executed **by**:

3 (a) [By] A fiduciary, receiver or trustee, if the corporation is in the hands of a receiver, trustee
4 or other court-appointed fiduciary;

5 (b) [By] An incorporator, if directors have not been selected or the execution of the document
6 occurs before the organizational meeting;

7 (c) [By] The person specified in any section of this chapter that required the document be filed;

8 (d) [By] The chairperson of the board of directors of a domestic or foreign corporation, [by] the
9 president or [otherwise by] another of the officers of the corporation; or

10 (e) [By] An agent of a person identified in this subsection, if the person authorizes the agent to
11 execute the document.

12 [(7)] (6) The document must state beneath or opposite the signature the person's name and the
13 capacity in which the person signs. The document may, but is not required to, contain:

14 (a) The corporate seal;

15 (b) An attestation by the secretary or an assistant secretary; or

16 (c) An acknowledgment, verification or proof.

17 [(8)] (7) If the Secretary of State has prescribed a mandatory form for a document under ORS
18 65.016, the document must be in or on the prescribed form. **The Secretary of State shall make the
19 mandatory form available in the 10 languages that are most commonly spoken and written
20 in this state.**

21 [(9)] (8) The document must be delivered to [*the Office of*] the Secretary of State for filing and
22 must be accompanied by the correct filing fee.

23 [(10)] (9) A document is deemed filed or effective only as provided in ORS 56.080, 65.001, 65.011,
24 65.014 and 65.017.

25 **SECTION 6.** ORS 67.011 is amended to read:

26 67.011. (1) For the Secretary of State to file a document under this chapter, the document must
27 satisfy the requirements set forth in this section and any other requirements in this chapter that
28 supplement or modify the requirements set forth in this section.

29 (2) [*This chapter must require or permit filing the document with the office of the Secretary of*
30 *State*] **The document must be a type of document that this chapter or another law requires**
31 **or permits a person to file with the Secretary of State.**

32 (3) The document must contain the information required by this chapter and may contain other
33 information.

34 (4) The document must be legible.

35 [(5) *The document must be in the English language.*]

36 [(6)] (5) A document [*or report*] required by this chapter to be filed with [*the office of*] the Sec-
37 retary of State must be executed by one or more partners or by an agent of a partner, if the partner
38 authorizes the agent to execute the document. If [*the*] a limited liability partnership is in the hands
39 of a receiver, trustee or other court-appointed fiduciary, a document [*or report*] must be signed by
40 the receiver, trustee or fiduciary.

41 [(7)] (6) The person that executes the document shall state beneath or opposite the signature the
42 person's name and the capacity in which the person signs. The document may, but is not required
43 to, contain acknowledgment, verification or proof.

44 [(8)] (7) If the Secretary of State has prescribed a mandatory form for the document, the docu-
45 ment must be in or on the prescribed form. **The Secretary of State shall make the mandatory**

1 **form available in the 10 languages that are most commonly spoken and written in this state.**

2 [(9)] (8) The document must be delivered to [*the office of*] the Secretary of State accompanied
 3 by the required fees.

4 [(10)] (9) Delivery of a document to [*the office of*] the Secretary of State is accomplished only
 5 when [*the office of*] the Secretary of State actually receives the document.

6 **SECTION 7.** ORS 554.005 is amended to read:

7 554.005. (1) For the Secretary of State to file a document under ORS 554.005 to 554.340, the
 8 document must satisfy the requirements set forth in this section and any other requirements in ORS
 9 554.005 to 554.340 that supplement or modify the requirements set forth in this section.

10 (2) ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to 554.590 must require or permit filing
 11 the document with [*the Office of*] the Secretary of State.

12 (3) The document must contain the information required by ORS 554.005 to 554.340, 554.420,
 13 554.440 or 554.510 to 554.590 and may contain other information.

14 (4) The document must be legible.

15 [(5) *The document must be in the English language.*]

16 [(6)] (5) The document must be executed:

17 (a) By the chairperson of the board of directors of a corporation or one of the corporation's of-
 18 ficers;

19 (b) If directors have not been selected or before the organizational meeting, by an incorporator;

20 (c) If the corporation is in the hands of a receiver, trustee or other court-appointed fiduciary,
 21 by the receiver, trustee or fiduciary; or

22 (d) By an agent of a person identified in this subsection, if the person authorizes the agent to
 23 execute the document.

24 [(7)] (6) The person that executes the document shall state beneath or opposite the signature the
 25 person's name and the capacity in which the person signs. The document may, but is not required
 26 to, contain:

27 (a) The corporate seal.

28 (b) An attestation by the secretary or an assistant secretary.

29 (c) An acknowledgment, verification or proof.

30 [(8)] (7) If the Secretary of State has prescribed a mandatory form for the document, the docu-
 31 ment must be in or on the prescribed form. **The Secretary of State shall make the mandatory**
 32 **form available in the 10 languages that are most commonly spoken and written in this state.**

33 [(9)] (8) The document must be delivered to [*the Office of*] the Secretary of State and must be
 34 accompanied by the required fees.

35 [(10)] (9) Delivery of a document to [*the Office of*] the Secretary of State is accomplished only
 36 when [*the Office of*] the Secretary of State actually receives the document.