

HB 2998-1
(LC 2365)
3/26/19 (TSB/ps)

Requested by Representative ALONSO LEON (at the request of Office of the Secretary of State)

**PROPOSED AMENDMENTS TO
HOUSE BILL 2998**

1 On page 1 of the printed bill, line 2, after the semicolon insert “creating
2 new provisions;”.

3 In line 3, after “554.005” insert “; and prescribing an effective date”.

4 Delete lines 5 through 30 and delete pages 2 through 6 and insert:

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 chap-*
7 *ter, the document must satisfy the requirements set forth in this section and*
8 *any other requirements in this chapter that supplement or modify the require-*
9 *ments set forth in this section.]*

10 “[*(2) This chapter must require or permit filing the document with the Of-*
11 *fice of Secretary of State.]*

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

14 “[*(4) The document must be legible.]*

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

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

19 “[*(a) By the chairperson of the board of directors of a domestic or foreign*
20 *professional corporation, the corporation’s president or another of the*
21 *corporation’s officers;]*

1 “(b) If directors have not been selected or before the organizational meet-
2 ing, by an incorporator;]

3 “(c) If the professional corporation is in the hands of a receiver, trustee
4 or other court-appointed fiduciary, by the receiver, trustee or fiduciary; or]

5 “(d) By an agent of a person identified in this subsection, if the person
6 authorizes the agent to execute the document.]

7 “[(7) The person that executes the document shall state beneath or opposite
8 the signature the person’s name and the capacity in which the person signs.
9 The document may, but is not required to, contain:]

10 “[(a) The corporate seal;]

11 “[(b) An attestation by the secretary or an assistant secretary; and]

12 “[(c) An acknowledgment, verification or proof.]

13 “[(8) If the Secretary of State has prescribed a mandatory form for the
14 document under ORS 58.440, the document must be in or on the prescribed
15 form.]

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

18 “[(10) Delivery of a document to the Office of Secretary of State is accom-
19 plished only when the Office of Secretary of State actually receives the docu-
20 ment.]

21 **“(1)(a) For the Secretary of State to file a document under this
22 chapter, the document must:**

23 **“(A) Satisfy the requirements set forth in this section and any other
24 requirements in this chapter that supplement or modify the require-
25 ments set forth in this section.**

26 **“(B) Be a type of document that this chapter or another law re-
27 quires or permits a person to file with the Secretary of State.**

28 **“(C) Include the information this chapter requires.**

29 **“(D) Be legibly written in the English language and in the alphabet
30 used to write the English language, except as provided in subsections**

1 **(3) and (4) of this section.**

2 **“(E) Be delivered to the Secretary of State along with required fees.**
3 **Delivery occurs only when the Secretary of State actually receives the**
4 **document.**

5 **“(b) The document may include:**

6 **“(A) Information other than the information required under para-**
7 **graph (a) of this subsection;**

8 **“(B) Arabic or Roman numerals and incidental punctuation;**

9 **“(C) The seal of the domestic professional corporation or foreign**
10 **professional corporation;**

11 **“(D) An attestation by the secretary or an assistant secretary of the**
12 **domestic professional corporation or foreign professional corporation;**
13 **or**

14 **“(E) An acknowledgement, verification or proof.**

15 **“(2)(a) A person that executes a document for filing under this**
16 **section must be:**

17 **“(A) The chairperson of the board of directors, the president or**
18 **another officer of a domestic professional corporation or foreign pro-**
19 **fessional corporation;**

20 **“(B) An incorporator, if directors of the domestic professional cor-**
21 **poration or foreign professional corporation have not been selected or**
22 **if the document is presented for filing before an organizational meet-**
23 **ing has occurred;**

24 **“(C) A receiver, trustee or other court-appointed fiduciary, if the**
25 **domestic professional corporation or foreign professional corporation**
26 **is subject to the control of the receiver, trustee or fiduciary; or**

27 **“(D) An agent of a person identified in this paragraph, if the person**
28 **authorizes the agent to execute the document.**

29 **“(b) The person that executes the document shall state beneath or**
30 **opposite the person’s signature the person’s name and the capacity in**

1 which the person signs.

2 “(3)(a) If under ORS 58.440 the Secretary of State has prescribed a
3 mandatory form for a document, including an electronic form, the
4 document must be in or on the prescribed form.

5 “(b) The Secretary of State shall make versions of the form de-
6 scribed in paragraph (a) of this subsection, including electronic ver-
7 sions, available in at least the five languages that are most commonly
8 spoken and written in this state by persons with limited proficiency
9 in the English language. Each version of the form must include an
10 English translation of the form’s contents.

11 “(c) For the purpose described in paragraph (b) of this subsection,
12 the Secretary of State shall specify Spanish, Chinese, Vietnamese,
13 Russian and Korean as the five languages that are most commonly
14 spoken and written in this state by persons with limited proficiency
15 in the English language. The Secretary of State shall review the
16 specification in this paragraph after the completion of the 2030 United
17 States Census and each subsequent decennial census and shall recom-
18 mend in a report to the Joint Committee on Ways and Means any
19 changes in the specification that the Secretary of State deems neces-
20 sary. The Secretary of State may change the specification only after
21 receiving the approval of the Legislative Assembly and an appropri-
22 ation in an amount that is sufficient to pay the costs of updating each
23 version of the mandatory form and any system the Secretary of State
24 uses to process the mandatory form.

25 “(d) If a person completes with, or attaches to, a form described in
26 paragraph (a) or (b) of this subsection information written in a lan-
27 guage other than English, the person shall submit a reasonably
28 authenticated English translation of the information along with the
29 form.

30 “(4) A certificate of existence required for a foreign professional

1 **corporation may be written in a language other than English if a**
2 **reasonably authenticated English translation accompanies the certifi-**
3 **cate.**

4 **“SECTION 2.** ORS 60.004 is amended to read:

5 *“60.004. [(1) For the Secretary of State to file a document under this chap-*
6 *ter, the document must satisfy the requirements set forth in this section and*
7 *any other requirements in this chapter that supplement or modify the require-*
8 *ments set forth in this section.]*

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

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

14 *“[(4) The document must be legible.]*

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

18 *“[(6) The document must be signed by:]*

19 *“[(a) The chair of the board of directors of a domestic or foreign corpo-*
20 *ration, the corporation’s president or another of the corporation’s officers;]*

21 *“[(b) An incorporator, if directors have not been selected or before the or-*
22 *ganizational meeting;]*

23 *“[(c) A receiver, trustee or court-appointed fiduciary, if the corporation is*
24 *in the hands of a receiver, trustee or other court-appointed fiduciary; or]*

25 *“[(d) An agent of a person identified in this subsection, if the person au-*
26 *thorizes the agent to sign the document.]*

27 *“[(7) The person that signs the document shall:]*

28 *“[(a) Declare, above the person’s signature and under penalty of perjury,*
29 *that the document does not fraudulently conceal, fraudulently obscure,*
30 *fraudulently alter or otherwise misrepresent the identity of the person or any*

1 of the officers, directors, employees or agents of the corporation on behalf of
2 which the person signs; and]

3 “[b) State beneath or opposite the signature the person’s name and the ca-
4 pacity in which the person signs.]

5 “[8) The document may, but is not required to, contain:]

6 “[a) The corporate seal;]

7 “[b) An attestation by the secretary or an assistant secretary; or]

8 “[c) An acknowledgment, verification or proof.]

9 “[9) If the Secretary of State has prescribed a mandatory form for the
10 document under ORS 60.016, the document must be in or on the prescribed
11 form.]

12 “[10) The document must be delivered to the office and must be accompa-
13 nied by the required fees.]

14 “[11) Delivery of a document to the office is accomplished only when the
15 office actually receives the document.]

16 **“(1)(a) For the Secretary of State to file a document under this
17 chapter, the document must:**

18 **“(A) Satisfy the requirements set forth in this section and any other
19 requirements in this chapter that supplement or modify the require-
20 ments set forth in this section.**

21 **“(B) Be a type of document that this chapter or another law re-
22 quires or permits a person to file with the Secretary of State.**

23 **“(C) Include the information this chapter requires.**

24 **“(D) Be legibly written in the English language and in the alphabet
25 used to write the English language, except as provided in subsections
26 (3) and (4) of this section.**

27 **“(E) Be delivered to the Secretary of State along with required fees.
28 Delivery occurs only when the Secretary of State actually receives the
29 document.**

30 **“(b) The document may include:**

1 **“(A) Information other than the information required under para-**
2 **graph (a) of this subsection;**

3 **“(B) Arabic or Roman numerals and incidental punctuation;**

4 **“(C) The seal of the domestic corporation or foreign corporation;**

5 **“(D) An attestation by the secretary or an assistant secretary of the**
6 **domestic corporation or foreign corporation; or**

7 **“(E) An acknowledgement, verification or proof.**

8 **“(2)(a) A person that executes a document for filing under this**
9 **section must be:**

10 **“(A) The chairperson of the board of directors, the president or**
11 **another officer of a domestic corporation or foreign corporation;**

12 **“(B) An incorporator, if directors of the domestic corporation or**
13 **foreign corporation have not been selected or if the document is pre-**
14 **sented for filing before an organizational meeting has occurred;**

15 **“(C) A receiver, trustee or other court-appointed fiduciary, if the**
16 **domestic corporation or foreign corporation is subject to the control**
17 **of the receiver, trustee or fiduciary; or**

18 **“(D) An agent of a person identified in this paragraph, if the person**
19 **authorizes the agent to execute the document.**

20 **“(b) The person that executes the document shall:**

21 **“(A) Declare, above the person’s signature and under penalty of**
22 **perjury, that the document does not fraudulently conceal, fraudulently**
23 **obscure, fraudulently alter or otherwise misrepresent the identity of**
24 **the person or any of the officers, directors, employees or agents of the**
25 **domestic corporation or foreign corporation on behalf of which the**
26 **person signs; and**

27 **“(B) State beneath or opposite the person’s signature the person’s**
28 **name and the capacity in which the person signs.**

29 **“(3)(a) If under ORS 60.016 the Secretary of State has prescribed a**
30 **mandatory form for a document, including an electronic form, the**

1 document must be in or on the prescribed form.

2 “(b) The Secretary of State shall make versions of the form de-
3 scribed in paragraph (a) of this subsection, including electronic ver-
4 sions, available in at least the five languages that are most commonly
5 spoken and written in this state by persons with limited proficiency
6 in the English language. Each version of the form must include an
7 English translation of the form’s contents.

8 “(c) For the purpose described in paragraph (b) of this subsection,
9 the Secretary of State shall specify Spanish, Chinese, Vietnamese,
10 Russian and Korean as the five languages that are most commonly
11 spoken and written in this state by persons with limited proficiency
12 in the English language. The Secretary of State shall review the
13 specification in this paragraph after the completion of the 2030 United
14 States Census and each subsequent decennial census and shall recom-
15 mend in a report to the Joint Committee on Ways and Means any
16 changes in the specification that the Secretary of State deems neces-
17 sary. The Secretary of State may change the specification only after
18 receiving the approval of the Legislative Assembly and an appropri-
19 ation in an amount that is sufficient to pay the costs of updating each
20 version of the mandatory form and any system the Secretary of State
21 uses to process the mandatory form.

22 “(d) If a person completes with, or attaches to, a form described in
23 paragraph (a) or (b) of this subsection information written in a lan-
24 guage other than English, the person shall submit a reasonably
25 authenticated English translation of the information along with the
26 form.

27 “(4) A certificate of existence required for a foreign corporation
28 may be written in a language other than English if a reasonably
29 authenticated English translation accompanies the certificate.

30 “SECTION 3. ORS 62.025 is amended to read:

1 “62.025. [(1) For the Secretary of State to file a document under this chap-
2 ter, the document must satisfy the requirements set forth in this section and
3 any other requirements in this chapter that supplement or modify the require-
4 ments set forth in this section.]

5 “[(2) This chapter must require or permit filing the document with the Of-
6 fice of Secretary of State.]

7 “[(3) The document must contain the information required by this chapter
8 and may contain other information.]

9 “[(4) The document must be legible.]

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

11 “[(6) The document must be executed:]

12 “[(a) By the chairperson of the board of directors of a domestic cooperative,
13 by the president or by another of the domestic cooperative’s officers;]

14 “[(b) If directors have not been selected or before the organizational meet-
15 ing, by an incorporator;]

16 “[(c) If the cooperative is in the hands of a receiver, trustee or other court-
17 appointed fiduciary, by the receiver, trustee or fiduciary; or]

18 “[(d) By an agent of a person identified in this subsection, if the person
19 authorizes the agent to execute the document.]

20 “[(7) The person that executes the document shall state beneath or opposite
21 the signature the person’s name and the capacity in which the person signs.
22 The document may, but is not required to, contain:]

23 “[(a) The corporate seal;]

24 “[(b) An attestation by the secretary or an assistant secretary; and]

25 “[(c) An acknowledgment, verification or proof.]

26 “[(8) If the Secretary of State has prescribed a mandatory form for the
27 document under ORS 62.045, the document must be in or on the prescribed
28 form.]

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

1 *“[(10) Delivery of a document to the Office of Secretary of State is accom-*
2 *plished only when the Office of Secretary of State actually receives the docu-*
3 *ment.]*

4 **“(1)(a) For the Secretary of State to file a document under this**
5 **chapter, the document must:**

6 **“(A) Satisfy the requirements set forth in this section and any other**
7 **requirements in this chapter that supplement or modify the require-**
8 **ments set forth in this section.**

9 **“(B) Be a type of document that this chapter or another law re-**
10 **quires or permits a person to file with the Secretary of State.**

11 **“(C) Include the information this chapter requires.**

12 **“(D) Be legibly written in the English language and in the alphabet**
13 **used to write the English language, except as provided in subsection**
14 **(3) of this section.**

15 **“(E) Be delivered to the Secretary of State along with required fees.**
16 **Delivery occurs only when the Secretary of State actually receives the**
17 **document.**

18 **“(b) The document may include:**

19 **“(A) Information other than the information required under para-**
20 **graph (a) of this subsection;**

21 **“(B) Arabic or Roman numerals and incidental punctuation;**

22 **“(C) The seal of the cooperative or foreign cooperative;**

23 **“(D) An attestation by the secretary or an assistant secretary of the**
24 **cooperative or foreign cooperative; or**

25 **“(E) An acknowledgement, verification or proof.**

26 **“(2)(a) A person that executes a document for filing under this**
27 **section must be:**

28 **“(A) The chairperson of the board of directors, the president or**
29 **another officer of a cooperative or foreign cooperative;**

30 **“(B) An incorporator, if directors of the cooperative or foreign co-**

1 **operative have not been selected or if the document is presented for**
2 **filing before an organizational meeting has occurred;**

3 **“(C) A receiver, trustee or other court-appointed fiduciary, if the**
4 **cooperative or foreign cooperative is subject to the control of the re-**
5 **ceiver, trustee or fiduciary; or**

6 **“(D) An agent of a person identified in this paragraph, if the person**
7 **authorizes the agent to execute the document.**

8 **“(b) The person that executes the document shall state beneath or**
9 **opposite the person’s signature the person’s name and the capacity in**
10 **which the person signs.**

11 **“(3)(a) If under ORS 62.045 the Secretary of State has prescribed a**
12 **mandatory form for a document, including an electronic form, the**
13 **document must be in or on the prescribed form.**

14 **“(b) The Secretary of State shall make versions of the form de-**
15 **scribed in paragraph (a) of this subsection, including electronic ver-**
16 **sions, available in at least the five languages that are most commonly**
17 **spoken and written in this state by persons with limited proficiency**
18 **in the English language. Each version of the form must include an**
19 **English translation of the form’s contents.**

20 **“(c) For the purpose described in paragraph (b) of this subsection,**
21 **the Secretary of State shall specify Spanish, Chinese, Vietnamese,**
22 **Russian and Korean as the five languages that are most commonly**
23 **spoken and written in this state by persons with limited proficiency**
24 **in the English language. The Secretary of State shall review the**
25 **specification in this paragraph after the completion of the 2030 United**
26 **States Census and each subsequent decennial census and shall recom-**
27 **mend in a report to the Joint Committee on Ways and Means any**
28 **changes in the specification that the Secretary of State deems neces-**
29 **sary. The Secretary of State may change the specification only after**
30 **receiving the approval of the Legislative Assembly and an appropri-**

1 **ation in an amount that is sufficient to pay the costs of updating each**
2 **version of the mandatory form and any system the Secretary of State**
3 **uses to process the mandatory form.**

4 **“(d) If a person completes with, or attaches to, a form described in**
5 **paragraph (a) or (b) of this subsection information written in a lan-**
6 **guage other than English, the person shall submit a reasonably**
7 **authenticated English translation of the information along with the**
8 **form.**

9 **“SECTION 4.** ORS 63.004 is amended to read:

10 *“63.004. [(1) For the Secretary of State to file a document under this chap-*
11 *ter, the document must satisfy the requirements set forth in this section and*
12 *any other requirements in this chapter that supplement or modify the require-*
13 *ments set forth in this section.]*

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

17 *“[(3) The document must contain the information required by this chapter*
18 *and may contain other information.]*

19 *“[(4) The document must be legible.]*

20 *“[(5) The document must be in the English language. The certificate of ex-*
21 *istence required of foreign limited liability companies under ORS 63.707 need*
22 *not be in English if accompanied by a reasonably authenticated English*
23 *translation.]*

24 *“[(6)(a) Unless otherwise specified in this chapter, each document or report*
25 *required by this chapter to be filed with the office must be executed in the*
26 *following manner:]*

27 *“[(A) Articles of organization must be signed by or on behalf of one or more*
28 *persons wishing to form the limited liability company.]*

29 *“[(B) Articles of amendment must be signed by at least one member or*
30 *manager.]*

1 “(C) *Each annual report must be signed by one member or manager.*]

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

5 “(b) *An agent of a person identified in paragraph (a) of this subsection*
6 *may execute a document identified in paragraph (a) of this subsection, if the*
7 *person authorizes the agent to execute the document.*]

8 “(7) *The person that executes the document shall:*]

9 “(a) *Declare, above the person’s signature and under penalty of perjury,*
10 *that the document does not fraudulently conceal, fraudulently obscure,*
11 *fraudulently alter or otherwise misrepresent the identity of the person or any*
12 *of the members, managers, employees or agents of the limited liability company*
13 *on behalf of which the person signs; and]*

14 “(b) *State beneath or opposite the signature the person’s name and the ca-*
15 *capacity in which the person signs.*]

16 “(8) *The document may, but is not required to, contain an acknowledgment,*
17 *verification or proof.*]

18 “(9) *If the Secretary of State has prescribed a mandatory form for the*
19 *document under ORS 63.016, the document must be in or on the prescribed*
20 *form.*]

21 “(10) *The document must be delivered to the office accompanied by the re-*
22 *quired fees.*]

23 “(11) *Delivery of a document to the office occurs only when the office ac-*
24 *tually receives the document.*]

25 **“(1)(a) For the Secretary of State to file a document under this**
26 **chapter, the document must:**

27 **“(A) Satisfy the requirements set forth in this section and any other**
28 **requirements in this chapter that supplement or modify the require-**
29 **ments set forth in this section.**

30 **“(B) Be a type of document that this chapter or another law re-**

1 **quires or permits a person to file with the Secretary of State.**

2 **“(C) Include the information this chapter requires.**

3 **“(D) Be legibly written in the English language and in the alphabet**
4 **used to write the English language, except as provided in subsections**
5 **(3) and (4) of this section.**

6 **“(E) Be delivered to the Secretary of State along with required fees.**
7 **Delivery occurs only when the Secretary of State actually receives the**
8 **document.**

9 **“(b) The document may include:**

10 **“(A) Information other than the information required under para-**
11 **graph (a) of this subsection;**

12 **“(B) Arabic or Roman numerals and incidental punctuation;**

13 **“(C) The seal of the limited liability company or foreign limited li-**
14 **ability company;**

15 **“(D) An attestation by the secretary or an assistant secretary of the**
16 **limited liability company or foreign limited liability company; or**

17 **“(E) An acknowledgement, verification or proof.**

18 **“(2)(a) Unless otherwise specified in this chapter, a document that**
19 **under this chapter must be filed with the Secretary of State must be**
20 **executed in the following manner:**

21 **“(A) Articles of organization must be signed by or on behalf of one**
22 **or more persons that intend to form the limited liability company.**

23 **“(B) At least one member or manager must sign articles of**
24 **amendment and each annual report.**

25 **“(C) A receiver, trustee or other court-appointed fiduciary, must**
26 **sign a document if the limited liability company or foreign limited li-**
27 **ability company is subject to the control of the receiver, trustee or**
28 **fiduciary.**

29 **“(D) An agent of a person identified in this paragraph may execute**
30 **a document, if the person authorizes the agent to execute the docu-**

1 **ment.**

2 **“(b) The person that executes the document shall:**

3 **“(A) Declare, above the person’s signature and under penalty of**
4 **perjury, that the document does not fraudulently conceal, fraudulently**
5 **obscure, fraudulently alter or otherwise misrepresent the identity of**
6 **the person or any of the members, managers, employees or agents of**
7 **the limited liability company or foreign limited liability company on**
8 **behalf of which the person signs; and**

9 **“(B) State beneath or opposite the person’s signature the person’s**
10 **name and the capacity in which the person signs.**

11 **“(3)(a) If under ORS 63.016 the Secretary of State has prescribed a**
12 **mandatory form for a document, including an electronic form, the**
13 **document must be in or on the prescribed form.**

14 **“(b) The Secretary of State shall make versions of the form de-**
15 **scribed in paragraph (a) of this subsection, including electronic ver-**
16 **sions, available in at least the five languages that are most commonly**
17 **spoken and written in this state by persons with limited proficiency**
18 **in the English language. Each version of the form must include an**
19 **English translation of the form’s contents.**

20 **“(c) For the purpose described in paragraph (b) of this section, the**
21 **Secretary of State shall specify Spanish, Chinese, Vietnamese, Russian**
22 **and Korean as the five languages that are most commonly spoken and**
23 **written in this state by persons with limited proficiency in the English**
24 **language. The Secretary of State shall review the specification in this**
25 **paragraph after the completion of the 2030 United States Census and**
26 **each subsequent decennial census and shall recommend in a report to**
27 **the Joint Committee on Ways and Means any changes in the specifi-**
28 **cation that the Secretary of State deems necessary. The Secretary of**
29 **State may change the specification only after receiving the approval**
30 **of the Legislative Assembly and an appropriation in an amount that**

1 is sufficient to pay the costs of updating each version of the manda-
2 tory form and any system the Secretary of State uses to process the
3 mandatory form.

4 “(d) If a person completes with, or attaches to, a form described in
5 paragraph (a) or (b) of this subsection information written in a lan-
6 guage other than English, the person shall submit a reasonably
7 authenticated English translation of the information along with the
8 form.

9 “(4) A certificate of existence required for a foreign limited liability
10 company may be written in a language other than English if a rea-
11 sonably authenticated English translation accompanies the certificate.

12 “**SECTION 5.** ORS 65.004 is amended to read:

13 “65.004. [(1) For the Secretary of State to file a document under this chap-
14 ter, the document must satisfy the requirements set forth in this section and
15 any other requirements in this chapter that supplement or modify the require-
16 ments set forth in this section.]

17 “[2) The document must be one required or permitted to be filed in the
18 Office of the Secretary of State.]

19 “[3) The document must contain the information required by this chapter
20 and may contain other information.]

21 “[4) The document must be legible.]

22 “[5) The document must be written in the alphabet used to write the Eng-
23 lish language, but may include Arabic or Roman numerals and incidental
24 punctuation. The certificate of existence required of foreign corporations need
25 not be in English if accompanied by a reasonably authenticated English
26 translation.]

27 “[6) The document must be executed:]

28 “[a) By a fiduciary, receiver or trustee, if the corporation is in the hands
29 of a receiver, trustee or other court-appointed fiduciary;]

30 “[b) By an incorporator, if directors have not been selected or the execution

1 *of the document occurs before the organizational meeting;]*

2 *“(c) By the person specified in any section of this chapter that required the*
3 *document be filed;]*

4 *“(d) By the chairperson of the board of directors of a domestic or foreign*
5 *corporation, by the president or otherwise by another of the officers of the*
6 *corporation; or]*

7 *“(e) By an agent of a person identified in this subsection, if the person*
8 *authorizes the agent to execute the document.]*

9 *“(7) The document must state beneath or opposite the signature the person’s*
10 *name and the capacity in which the person signs. The document may, but is*
11 *not required to, contain:]*

12 *“(a) The corporate seal;]*

13 *“(b) An attestation by the secretary or an assistant secretary; or]*

14 *“(c) An acknowledgment, verification or proof.]*

15 *“(8) If the Secretary of State has prescribed a mandatory form for a doc-*
16 *ument under ORS 65.016, the document must be in or on the prescribed*
17 *form.]*

18 *“(9) The document must be delivered to the Office of the Secretary of State*
19 *for filing and must be accompanied by the correct filing fee.]*

20 *“(10) A document is deemed filed or effective only as provided in ORS*
21 *56.080, 65.001, 65.011, 65.014 and 65.017.]*

22 **“(1)(a) For the Secretary of State to file a document under this**
23 **chapter, the document must:**

24 **“(A) Satisfy the requirements set forth in this section and any other**
25 **requirements in this chapter that supplement or modify the require-**
26 **ments set forth in this section.**

27 **“(B) Be a type of document that this chapter or another law re-**
28 **quires or permits a person to file with the Secretary of State.**

29 **“(C) Include the information this chapter requires.**

30 **“(D) Be legibly written in the English language and in the alphabet**

1 used to write the English language, except as provided in subsections
2 (3) and (4) of this section.

3 “(E) Be delivered to the Secretary of State along with the correct
4 filing fee. The document is filed or effective only as provided in ORS
5 56.080, 65.001, 65.011, 65.014 and 65.017.

6 “(b) The document may include:

7 “(A) Information other than the information required under para-
8 graph (a) of this subsection;

9 “(B) Arabic or Roman numerals and incidental punctuation;

10 “(C) The seal of the corporation or foreign corporation;

11 “(D) An attestation by the secretary or an assistant secretary of the
12 corporation or foreign corporation; or

13 “(E) An acknowledgement, verification or proof.

14 “(2)(a) A person that executes a document for filing under this
15 section must be:

16 “(A) The chairperson of the board of directors, the president or
17 another officer of a corporation or foreign corporation;

18 “(B) An incorporator, if directors of the corporation or foreign
19 corporation have not been selected or if the execution of the document
20 occurs before an organizational meeting has occurred;

21 “(C) A receiver, trustee or other court-appointed fiduciary, if the
22 corporation or foreign corporation is subject to the control of the re-
23 ceiver, trustee or fiduciary;

24 “(D) The person specified in any section of this chapter that re-
25 quired the document to be filed; or

26 “(E) An agent of a person identified in this paragraph, if the person
27 authorizes the agent to execute the document.

28 “(b) The person that executes the document shall state beneath or
29 opposite the person’s signature the person’s name and the capacity in
30 which the person signs.

1 **“(3)(a) If under ORS 65.016 the Secretary of State has prescribed a**
2 **mandatory form for a document, including an electronic form, the**
3 **document must be in or on the prescribed form.**

4 **“(b) The Secretary of State shall make versions of the form de-**
5 **scribed in paragraph (a) of this subsection, including electronic ver-**
6 **sions, available in at least the five languages that are most commonly**
7 **spoken and written in this state by persons with limited proficiency**
8 **in the English language. Each version of the form must include an**
9 **English translation of the form’s contents.**

10 **“(c) For the purpose described in paragraph (b) of this subsection,**
11 **the Secretary of State shall specify Spanish, Chinese, Vietnamese,**
12 **Russian and Korean as the five languages that are most commonly**
13 **spoken and written in this state by persons with limited proficiency**
14 **in the English language. The Secretary of State shall review the**
15 **specification in this paragraph after the completion of the 2030 United**
16 **States Census and each subsequent decennial census and shall recom-**
17 **mend in a report to the Joint Committee on Ways and Means any**
18 **changes in the specification that the Secretary of State deems neces-**
19 **sary. The Secretary of State may change the specification only after**
20 **receiving the approval of the Legislative Assembly and an appropri-**
21 **ation in an amount that is sufficient to pay the costs of updating each**
22 **version of the mandatory form and any system the Secretary of State**
23 **uses to process the mandatory form.**

24 **“(d) If a person completes with, or attaches to, a form described in**
25 **paragraph (a) or (b) of this subsection information written in a lan-**
26 **guage other than English, the person shall submit a reasonably**
27 **authenticated English translation of the information along with the**
28 **form.**

29 **“(4) A certificate of existence required for a foreign corporation**
30 **may be written in a language other than English if a reasonably**

1 **authenticated English translation accompanies the certificate.**

2 **“SECTION 6.** ORS 67.011 is amended to read:

3 *“67.011. [(1) For the Secretary of State to file a document under this chap-*
4 *ter, the document must satisfy the requirements set forth in this section and*
5 *any other requirements in this chapter that supplement or modify the require-*
6 *ments set forth in this section.]*

7 *“[(2) This chapter must require or permit filing the document with the office*
8 *of the Secretary of State.]*

9 *“[(3) The document must contain the information required by this chapter*
10 *and may contain other information.]*

11 *“[(4) The document must be legible.]*

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

13 *“[(6) A document or report required by this chapter to be filed with the*
14 *office of the Secretary of State must be executed by one or more partners or*
15 *by an agent of a partner, if the partner authorizes the agent to execute the*
16 *document. If the limited liability partnership is in the hands of a receiver,*
17 *trustee or other court-appointed fiduciary, a document or report must be signed*
18 *by the receiver, trustee or fiduciary.]*

19 *“[(7) The person that executes the document shall state beneath or opposite*
20 *the signature the person’s name and the capacity in which the person signs.*
21 *The document may, but is not required to, contain acknowledgment, verifica-*
22 *tion or proof.]*

23 *“[(8) If the Secretary of State has prescribed a mandatory form for the*
24 *document, the document must be in or on the prescribed form.]*

25 *“[(9) The document must be delivered to the office of the Secretary of State*
26 *accompanied by the required fees.]*

27 *“[(10) Delivery of a document to the office of the Secretary of State is ac-*
28 *complished only when the office of the Secretary of State actually receives the*
29 *document.]*

30 **“(1)(a) For the Secretary of State to file a document under this**

1 **chapter, the document must:**

2 **“(A) Satisfy the requirements set forth in this section and any other**
3 **requirements in this chapter that supplement or modify the require-**
4 **ments set forth in this section.**

5 **“(B) Be a type of document that this chapter or another law re-**
6 **quires or permits a person to file with the Secretary of State.**

7 **“(C) Include the information this chapter requires.**

8 **“(D) Be legibly written in the English language and in the alphabet**
9 **used to write the English language, except as provided in subsection**
10 **(3) of this section.**

11 **“(E) Be delivered to the Secretary of State along with required fees.**
12 **Delivery occurs only when the Secretary of State actually receives the**
13 **document.**

14 **“(b) The document may include:**

15 **“(A) Information other than the information required under para-**
16 **graph (a) of this subsection;**

17 **“(B) Arabic or Roman numerals and incidental punctuation; or**

18 **“(C) An acknowledgement, verification or proof.**

19 **“(2)(a) A person that executes a document for filing under this**
20 **section must be:**

21 **“(A) A partner;**

22 **“(B) A receiver, trustee or other court-appointed fiduciary, if the**
23 **partnership or limited liability partnership is subject to the control of**
24 **the receiver, trustee or fiduciary; or**

25 **“(C) An agent of a person identified in this paragraph, if the person**
26 **authorizes the agent to execute the document.**

27 **“(b) The person that executes the document shall state beneath or**
28 **opposite the person’s signature the person’s name and the capacity in**
29 **which the person signs.**

30 **“(3)(a) If the Secretary of State has prescribed a mandatory form**

1 for a document, including an electronic form, the document must be
2 in or on the prescribed form.

3 “(b) The Secretary of State shall make versions of the form de-
4 scribed in paragraph (a) of this subsection, including electronic ver-
5 sions, available in at least the five languages that are most commonly
6 spoken and written in this state by persons with limited proficiency
7 in the English language. Each version of the form must include an
8 English translation of the form’s contents.

9 “(c) For the purpose described in paragraph (b) of this subsection,
10 the Secretary of State shall specify Spanish, Chinese, Vietnamese,
11 Russian and Korean as the five languages that are most commonly
12 spoken and written in this state by persons with limited proficiency
13 in the English language. The Secretary of State shall review the
14 specification in this paragraph after the completion of the 2030 United
15 States Census and each subsequent decennial census and shall recom-
16 mend in a report to the Joint Committee on Ways and Means any
17 changes in the specification that the Secretary of State deems neces-
18 sary. The Secretary of State may change the specification only after
19 receiving the approval of the Legislative Assembly and an appropri-
20 ation in an amount that is sufficient to pay the costs of updating each
21 version of the mandatory form and any system the Secretary of State
22 uses to process the mandatory form.

23 “(d) If a person completes with, or attaches to, a form described in
24 paragraph (a) or (b) of this subsection information written in a lan-
25 guage other than English, the person shall submit a reasonably
26 authenticated English translation of the information along with the
27 form.

28 “**SECTION 7.** ORS 554.005 is amended to read:

29 “554.005. *[(1) For the Secretary of State to file a document under ORS*
30 *554.005 to 554.340, the document must satisfy the requirements set forth in this*

1 *section and any other requirements in ORS 554.005 to 554.340 that supplement*
2 *or modify the requirements set forth in this section.]*

3 *“(2) ORS 554.005 to 554.340, 554.420, 554.440 or 554.510 to 554.590 must*
4 *require or permit filing the document with the Office of the Secretary of*
5 *State.]*

6 *“(3) The document must contain the information required by ORS 554.005*
7 *to 554.340, 554.420, 554.440 or 554.510 to 554.590 and may contain other infor-*
8 *mation.]*

9 *“(4) The document must be legible.]*

10 *“(5) The document must be in the English language.]*

11 *“(6) The document must be executed:]*

12 *“(a) By the chairperson of the board of directors of a corporation or one*
13 *of the corporation’s officers;]*

14 *“(b) If directors have not been selected or before the organizational meet-*
15 *ing, by an incorporator;]*

16 *“(c) If the corporation is in the hands of a receiver, trustee or other*
17 *court-appointed fiduciary, by the receiver, trustee or fiduciary; or]*

18 *“(d) By an agent of a person identified in this subsection, if the person*
19 *authorizes the agent to execute the document.]*

20 *“(7) The person that executes the document shall state beneath or opposite*
21 *the signature the person’s name and the capacity in which the person signs.*
22 *The document may, but is not required to, contain:]*

23 *“(a) The corporate seal.]*

24 *“(b) An attestation by the secretary or an assistant secretary.]*

25 *“(c) An acknowledgment, verification or proof.]*

26 *“(8) If the Secretary of State has prescribed a mandatory form for the*
27 *document, the document must be in or on the prescribed form.]*

28 *“(9) The document must be delivered to the Office of the Secretary of State*
29 *and must be accompanied by the required fees.]*

30 *“(10) Delivery of a document to the Office of the Secretary of State is ac-*

1 *completed only when the Office of the Secretary of State actually receives the*
2 *document.]*

3 **“(1)(a) For the Secretary of State to file a document under ORS**
4 **554.005 to 554.340, the document must:**

5 **“(A) Satisfy the requirements set forth in this section and any other**
6 **requirements in ORS 554.005 to 554.340 that supplement or modify the**
7 **requirements set forth in this section.**

8 **“(B) Be a type of document that ORS 554.005 to 554.340, 554.420,**
9 **554.440 or 554.510 to 554.590 require or permit a person to file with the**
10 **Secretary of State.**

11 **“(C) Include the information that ORS 554.005 to 554.340, 554.420,**
12 **554.440 or 554.510 to 554.590 require.**

13 **“(D) Be legibly written in the English language and in the alphabet**
14 **used to write the English language, except as provided in subsection**
15 **(3) of this section.**

16 **“(E) Be delivered to the Secretary of State along with required fees.**
17 **Delivery occurs only when the Secretary of State actually receives the**
18 **document.**

19 **“(b) The document may include:**

20 **“(A) Information other than the information required under para-**
21 **graph (a) of this subsection;**

22 **“(B) Arabic or Roman numerals and incidental punctuation;**

23 **“(C) The seal of the corporation;**

24 **“(D) An attestation by the secretary or an assistant secretary of the**
25 **corporation; or**

26 **“(E) An acknowledgement, verification or proof.**

27 **“(2)(a) A person that executes a document for filing under this**
28 **section must be:**

29 **“(A) The chairperson of the board of directors of the corporation**
30 **or one of the corporation’s officers;**

1 **“(B) An incorporator, if directors of the corporation have not been**
2 **selected;**

3 **“(C) A receiver, trustee or other court-appointed fiduciary, if the**
4 **corporation is subject to the control of the receiver, trustee or**
5 **fiduciary; or**

6 **“(D) An agent of a person identified in this paragraph, if the person**
7 **authorizes the agent to execute the document.**

8 **“(b) The person that executes the document shall state beneath or**
9 **opposite the person’s signature the person’s name and the capacity in**
10 **which the person signs.**

11 **“(3)(a) If the Secretary of State has prescribed a mandatory form**
12 **for a document, including an electronic form, the document must be**
13 **in or on the prescribed form.**

14 **“(b) The Secretary of State shall make versions of the form de-**
15 **scribed in paragraph (a) of this subsection, including electronic ver-**
16 **sions, available in at least the five languages that are most commonly**
17 **spoken and written in this state by persons with limited proficiency**
18 **in the English language. Each version of the form must include an**
19 **English translation of the form’s contents.**

20 **“(c) For the purpose described in paragraph (b) of this subsection,**
21 **the Secretary of State shall specify Spanish, Chinese, Vietnamese,**
22 **Russian and Korean as the five languages that are most commonly**
23 **spoken and written in this state by persons with limited proficiency**
24 **in the English language. The Secretary of State shall review the**
25 **specification in this paragraph after the completion of the 2030 United**
26 **States Census and each subsequent decennial census and shall recom-**
27 **mend in a report to the Joint Committee on Ways and Means any**
28 **changes in the specification that the Secretary of State deems neces-**
29 **sary. The Secretary of State may change the specification only after**
30 **receiving the approval of the Legislative Assembly and an appropri-**

1 ation in an amount that is sufficient to pay the costs of updating each
2 version of the mandatory form and any system the Secretary of State
3 uses to process the mandatory form.

4 “(d) If a person completes with, or attaches to, a form described in
5 paragraph (a) or (b) of this subsection information written in a lan-
6 guage other than English, the person shall submit a reasonably
7 authenticated English translation of the information along with the
8 form.

9 **“SECTION 8.** There is appropriated to the Secretary of State, for
10 the biennium beginning July 1, 2019, out of the General Fund, the
11 amount of \$_____ for the purpose of carrying out the amendments
12 to ORS 58.400, 60.004, 62.025, 63.004, 65.004, 67.011 and 554.005 by sections
13 1 to 7 of this 2019 Act.

14 **“SECTION 9.** There is appropriated to the Secretary of State, for
15 the biennium beginning July 1, 2019, out of the General Fund, the
16 amount of \$_____ for the purpose of hiring four bilingual staff
17 members to assist members of the public with services the Secretary
18 of State provides through the Business Registration Information Cen-
19 ter and otherwise carry out the Secretary of State’s business registry
20 functions.

21 **“SECTION 10.** (1) The amendments to ORS 58.400, 60.004, 62.025,
22 63.004, 65.004, 67.011 and 554.005 by sections 1 to 7 of this 2019 Act be-
23 come operative on July 1, 2021.

24 **“(2)** The Secretary of State may adopt rules and take any other
25 action before the operative date specified in subsection (1) of this sec-
26 tion that is necessary to enable the Secretary of State, on and after
27 the operative date specified in subsection (1) of this section, to
28 undertake or exercise all of the duties, functions and powers conferred
29 on the Secretary of State by the amendments to ORS 58.400, 60.004,
30 62.025, 63.004, 65.004, 67.011 and 554.005 by sections 1 to 7 of this 2019

1 **Act.**

2 **“SECTION 11. This 2019 Act takes effect on the 91st day after the**
3 **date on which the 2019 regular session of the Eightieth Legislative**
4 **Assembly adjourns sine die.”**

5 _____