

Requested by JOINT COMMITTEE ON WAYS AND MEANS

**PROPOSED AMENDMENTS TO RESOLVE CONFLICTS TO
B-ENGROSSED HOUSE BILL 2998**

1 On page 9 of the printed B-engrossed bill, delete lines 29 through 45 and
2 delete page 10.

3 On page 11, delete lines 1 through 29 and insert:

4 **“SECTION 5.** ORS 65.004, as amended by section 8, chapter 174, Oregon
5 Laws 2019 (Enrolled Senate Bill 360), is amended to read:

6 “65.004. [(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) *The document must be a type of document that this chapter or another*
11 *law requires or permits a person to file with the 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 written in the alphabet used to write the Eng-*
16 *lish language, but may include Arabic or Roman numerals and incidental*
17 *punctuation. The certificate of existence required of foreign corporations need*
18 *not be in English if accompanied by a reasonably authenticated English*
19 *translation.*]

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

21 “[a) *By a fiduciary, receiver or trustee, if the corporation is in the hands*

1 *of a receiver, trustee or other court-appointed fiduciary;]*

2 *“(b) By an incorporator, if directors have not been selected or the execution*
3 *of the document occurs before the organizational meeting;]*

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

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

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

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

11 *“(a) Declare, above the person’s signature and under penalty of perjury,*
12 *that the document does not fraudulently conceal, fraudulently obscure,*
13 *fraudulently alter or otherwise misrepresent the identity of the person or any*
14 *of the directors, officers, employees or agents of the corporation on behalf of*
15 *which the person signs; and]*

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

18 *“(8) The document may, but is not required to, contain:]*

19 *“(a) The corporate seal;]*

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

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

22 *“(9) If the Secretary of State has prescribed a mandatory form for a doc-*
23 *ument under ORS 65.016, the document must be in or on the prescribed*
24 *form.]*

25 *“(10) The document must be delivered to the Secretary of State for filing*
26 *and must be accompanied by the correct filing fee.]*

27 *“(11) A filing is effective only as provided in ORS 56.080, 65.001, 65.011,*
28 *65.014 and 65.017.]*

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

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

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

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

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

10 **“(E) Be delivered to the Secretary of State along with the correct**
11 **filing fee. A filing is effective only as provided in ORS 56.080, 65.001,**
12 **65.011, 65.014 and 65.017.**

13 **“(b) The document may include:**

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

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

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

18 **“(D) An attestation by the secretary or an assistant secretary of the**
19 **corporation or foreign corporation; or**

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

21 **“(2)(a) A person that signs a document for filing under this section**
22 **must be:**

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

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

28 **“(C) A receiver, trustee or other court-appointed fiduciary, if the**
29 **corporation or foreign corporation is subject to the control of the re-**
30 **ceiver, trustee or fiduciary;**

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

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

5 **“(b) The person that signs the document shall:**

6 **“(A) State beneath or opposite the person’s signature the person’s**
7 **name and the capacity in which the person signs; and**

8 **“(B) Declare, above the person’s signature and under penalty of**
9 **perjury, that the document does not fraudulently conceal, fraudulently**
10 **obscure, fraudulently alter or otherwise misrepresent the identity of**
11 **the person or any of the directors, officers, employees or agents of the**
12 **corporation on behalf of which the person signs.**

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

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

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

1 sary. The Secretary of State may change the specification only after
2 receiving the approval of the Legislative Assembly and an appropri-
3 ation in an amount that is sufficient to pay the costs of updating each
4 version of the mandatory form and any system the Secretary of State
5 uses to process the mandatory form.

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

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

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