

HB 3588-1  
(LC 3960)  
4/3/25 (TSB/ps)

Requested by Representative NOSSE

**PROPOSED AMENDMENTS TO  
HOUSE BILL 3588**

1 In line 2 of the printed bill, after “registrations” insert “; amending ORS  
2 56.035, 60.001, 63.001, 65.001 and 70.020; and declaring an emergency”.

3 Delete lines 4 through 9 and insert:

4 **“SECTION 1.** ORS 56.035 is amended to read:

5 “56.035. (1) If a document is required by law to be verified before being  
6 submitted for filing with the Secretary of State, the document must include  
7 or be accompanied by a written declaration that the person who executes the  
8 document prepares under penalties of perjury to the effect that the person  
9 has examined the document and to the best of the person’s knowledge and  
10 belief the document is true, correct and complete. An acknowledgment before  
11 a notary public or other officer is not required.

12 “[*(2) The Secretary of State, before filing a document that a person submits*  
13 *for filing, may verify that the principal office address, the registered office*  
14 *address, the records office address described in ORS 70.020 or the principal*  
15 *address described in ORS 648.010 for an entity that has an assumed business*  
16 *name as listed in the document is a physical street address and not a com-*  
17 *mercial mail receiving agency, a mail forwarding business or a virtual*  
18 *office.*]

19 **“(2) Before filing a document that a person submits for filing, the**  
20 **Secretary of State may verify that, as listed in the document, a busi-**  
21 **ness entity’s principal office, records office address, as described in**

1 **ORS 70.020, or principal address, as described in ORS 648.010, is a**  
2 **physical street address and is not a mail forwarding service, virtual**  
3 **office or commercial mail receiving agency, except that the Secretary**  
4 **of State may accept a commercial mail receiving agency as a business**  
5 **entity’s principal office, records office address or principal address if**  
6 **the physical street address of the business entity’s principal executive**  
7 **offices is the same as the physical street address of the commercial**  
8 **mail receiving agency. The Secretary of State shall verify that the**  
9 **address of a registered agent listed in a document submitted for filing**  
10 **is a physical street address and is not a mail forwarding service, vir-**  
11 **tual office or commercial mail receiving agency.**

12 **“(3) The Secretary of State shall protect from public disclosure a**  
13 **business entity’s physical street address as provided in any document**  
14 **a person submits for filing under this section if:**

15 **“(a) The physical street address of the business entity’s principal**  
16 **office, records office address or principal address is the same as the**  
17 **physical street address of a commercial mail receiving agency; and**

18 **“(b) The person requests the Secretary of State to protect the**  
19 **business entity’s physical street address from public disclosure.**

20 **“SECTION 2. ORS 60.001 is amended to read:**

21 **“60.001. As used in this chapter:**

22 **“(1) ‘Anniversary’ means the day each year that is exactly one or more**  
23 **years after:**

24 **“(a) The date on which the Secretary of State files the articles of incor-**  
25 **poration for a domestic corporation.**

26 **“(b) The date on which the Secretary of State files an application for**  
27 **authority to transact business for a foreign corporation.**

28 **“(2) ‘Articles of incorporation’ means the articles described in ORS 60.047,**  
29 **amended and restated articles of incorporation, articles of conversion or ar-**  
30 **ticles of merger.**

1 “(3) ‘Authorized shares’ means the shares of all classes that a domestic  
2 or foreign corporation is authorized to issue.

3 “(4) ‘Conspicuous’ means written, printed, typed, displayed or otherwise  
4 presented so that a reasonable person against whom a writing is to operate  
5 should have noticed the writing as a consequence of a use of a method to  
6 draw attention to the writing, such as italics, boldface, contrasting color,  
7 capitalization or underlining.

8 “(5) ‘Corporation’ or ‘domestic corporation’ means a corporation for profit  
9 that is incorporated under or subject to the provisions of this chapter and  
10 that is not a foreign corporation.

11 “(6) ‘Delivery’ means any method of delivery used in conventional com-  
12 mercial practice, including by hand, mail, commercial delivery and, in ac-  
13 cordance with ORS 60.034, electronic transmission.

14 “(7) ‘Distribution’ means a direct or indirect transfer of money or other  
15 property, except of a corporation’s own shares, or a corporation’s incurrence  
16 of indebtedness to or for the benefit of the corporation’s shareholders in re-  
17 spect of any of the corporation’s shares, in the form of a declaration or  
18 payment of a dividend, a purchase, redemption or other acquisition of shares,  
19 a distribution of indebtedness, or otherwise.

20 “(8) ‘Document’ means:

21 “(a) A medium that embodies information in tangible form, including any  
22 writing or written instrument; or

23 “(b) An electronic medium that embodies information that a person may  
24 retain, retrieve and reproduce, in tangible form or otherwise, by means of  
25 an automated process that is used in conventional commercial practice, ex-  
26 cept as otherwise provided in ORS 60.034 (4)(c).

27 “(9) ‘Domestic limited liability company’ means an entity that is an un-  
28 incorporated association that has one or more members and that is organized  
29 under ORS chapter 63.

30 “(10) ‘Domestic nonprofit corporation’ means a corporation not for profit

1 that is incorporated under ORS chapter 65.

2 “(11) ‘Domestic professional corporation’ means a corporation that is or-  
3 ganized under ORS chapter 58 for the purpose of rendering professional ser-  
4 vices and for the purposes provided under ORS chapter 58.

5 “(12) ‘Electronic notice revocation’ means a notice in which a person  
6 states that the person will not accept delivery of certain communications by  
7 means of electronic transmission.

8 “(13) ‘Electronic signature’ has the meaning given that term in ORS  
9 84.004.

10 “(14) ‘Electronic transmission’ means a form or process of communication  
11 that does not directly involve physically transferring paper or another tan-  
12 gible medium and that enables a recipient to retain, retrieve and reproduce  
13 information by means of an automated process that is used in conventional  
14 commercial practice, except as provided in ORS 60.034 (4)(c).

15 “(15) ‘Employee’ includes an officer but not a director, unless the director  
16 accepts duties that make the director also an employee.

17 “(16) ‘Entity’ means a corporation, foreign corporation, nonprofit corpo-  
18 ration, profit or nonprofit unincorporated association, business trust, part-  
19 nership, two or more persons that have a joint or common economic interest,  
20 any state, the United States, a federally recognized Native American or  
21 American Indian tribal government and any foreign government.

22 “(17) ‘Foreign corporation’ means a corporation for profit that is incor-  
23 porated under laws other than the laws of the state.

24 “(18) ‘Foreign limited liability company’ means an entity that is an un-  
25 incorporated association organized under laws other than the laws of the  
26 state and that is organized under a statute under which an association may  
27 be formed that affords to each of the entity’s members limited liability with  
28 respect to liabilities of the entity.

29 “(19) ‘Foreign nonprofit corporation’ means a corporation not for profit  
30 that is organized under laws other than the laws of the state.

1       “(20) ‘Foreign professional corporation’ means a professional corporation  
2 that is organized under laws other than the laws of the state.

3       “(21) ‘Governmental subdivision’ includes an authority, county, district  
4 and municipality.

5       “(22) ‘Individual’ means a natural person or the estate of an incompetent  
6 individual or a deceased individual.

7       “(23) ‘Office,’ when used to refer to the administrative unit directed by  
8 the Secretary of State, means the office of the Secretary of State.

9       “(24) ‘Person’ means an individual or entity.

10       “(25)(a) ‘Principal office’ means the physical street address of an office,  
11 in or out of this state, where the principal executive offices of a domestic  
12 or foreign corporation are located and designated in the annual report or in  
13 the application for authority to transact business in this state.

14       “(b) ‘Principal office’ does not include [*a commercial mail receiving*  
15 *agency, a mail forwarding business or a virtual office*] **a mail forwarding**  
16 **business, a virtual office or a commercial mail receiving agency, ex-**  
17 **cept that a commercial mail receiving agency is a principal office if**  
18 **the physical street address of the principal executive offices of the**  
19 **domestic or foreign corporation is the same as the physical street ad-**  
20 **dress of the commercial mail receiving agency.**

21       “(26) ‘Proceeding’ means a civil, criminal, administrative or investigatory  
22 action.

23       “(27) ‘Record date’ means the date established under this chapter on  
24 which a corporation determines the identity of the corporation’s shareholders  
25 and their shareholdings for purposes of this chapter.

26       “(28) ‘Remote communication’ means any method by which a person that  
27 is not physically present at the location at which a meeting occurs may  
28 nevertheless hear or otherwise communicate at substantially the same time  
29 with other persons at the meeting and have access to materials necessary to  
30 participate or vote in the meeting to the extent of the person’s authorization

1 to participate or vote.

2 “(29) ‘Share’ means a unit into which the proprietary interest in a cor-  
3 poration is divided.

4 “(30) ‘Shareholder’ means a person in whose name a share is registered  
5 in the records of a corporation or the beneficial owner of a share to the ex-  
6 tent of the rights granted by a nominee certificate on file with a corporation.

7 “(31) ‘Shell entity’ means an entity that has the characteristics described  
8 in ORS 60.661 (1)(a)(C)(i).

9 “(32) ‘Sign’ means to indicate a present intent to authenticate or adopt  
10 a document by:

11 “(a) Affixing a symbol to the document;

12 “(b) Inscribing or affixing a manual, facsimile or conformed signature on  
13 the document; or

14 “(c) Attaching to, or logically associating with, an electronic transmission  
15 any electronic sound, symbol or process, including an electronic signature.

16 “(33) ‘Signature’ means any embodiment of a person’s intent to sign a  
17 document.

18 “(34) ‘Single voting group’ means a voting group, the shares of which are  
19 entitled by the articles of incorporation or this chapter to vote generally on  
20 a matter.

21 “(35) ‘State,’ when referring to a part of the United States, means a state,  
22 commonwealth, territory or insular possession of the United States and the  
23 agencies and governmental subdivisions of the state, commonwealth, terri-  
24 tory or insular possession.

25 “(36) ‘Subscriber’ means a person who subscribes for shares in a corpo-  
26 ration, whether before or after incorporation.

27 “(37) ‘United States’ means the federal government or a district, author-  
28 ity, bureau, commission, department or any other agency of the United  
29 States.

30 “(38) ‘Voting group’ means all shares of one or more classes or series that

1 under the articles of incorporation or this chapter are entitled to vote and  
2 be counted together collectively on a matter at a meeting of shareholders.

3 “(39) ‘Written’ means embodied as a document.

4 **“SECTION 3.** ORS 63.001 is amended to read:

5 “63.001. As used in this chapter:

6 “(1) ‘Anniversary’ means the day each year that is exactly one or more  
7 years after:

8 “(a) The date on which the Secretary of State files the articles of organ-  
9 ization for a domestic limited liability company.

10 “(b) The date on which the Secretary of State files a foreign limited li-  
11 ability company’s application for authority to transact business in this state.

12 “(2) ‘Articles of organization’ means the document described in ORS  
13 63.047 that forms a limited liability company, including articles of organiza-  
14 tion as the articles of organization may be amended or restated, articles of  
15 conversion and articles of merger.

16 “(3) ‘Bankruptcy’ means:

17 “(a) A member’s assignment for the benefit of creditors;

18 “(b) A member’s commencement of a voluntary bankruptcy case;

19 “(c) Adjudication of a member as bankrupt or insolvent;

20 “(d) A member’s filing of a petition or answer to seek for the member any  
21 reorganization, arrangement, composition, readjustment, liquidation, dissol-  
22 ution or similar relief under any statute, law or rule;

23 “(e) A member’s filing of an answer or other pleading that admits or fails  
24 to contest the material allegations of a petition filed against the member in  
25 a bankruptcy procedure;

26 “(f) Seeking, consenting to or acquiescing in the appointment of a trustee,  
27 receiver or liquidator of the member or of all or any substantial part of the  
28 member’s properties;

29 “(g) A commencement of an involuntary bankruptcy case against a mem-  
30 ber that has not been dismissed on or before the 120th day after the com-

1 mencement of the case;

2 “(h) An appointment, without the member’s consent, of a trustee, receiver  
3 or liquidator either of the member or of all or any substantial part of the  
4 member’s properties that is not vacated or stayed on or before the 90th day  
5 after the appointment; or

6 “(i) An appointment described in paragraph (h) of this subsection that is  
7 not vacated on or before the 90th day after the stay described in paragraph  
8 (h) of this subsection expires.

9 “(4) ‘Contribution’ means anything of value that a person contributes to  
10 the limited liability company as a prerequisite for or in connection with  
11 membership including cash, property or services rendered or a promissory  
12 note or other binding obligation to contribute cash or property or to perform  
13 services.

14 “(5) ‘Corporation’ or ‘domestic corporation’ means a corporation for profit  
15 that is incorporated under ORS chapter 60.

16 “(6) ‘Distribution’ means a direct or indirect transfer of money or other  
17 property, except of a limited liability company’s own interests, or a limited  
18 liability company’s incurrence of indebtedness to or for the benefit of the  
19 limited liability company’s members in respect of a member’s interests,  
20 whether in the form of a declaration or payment of profits, a purchase, re-  
21 tirement or other acquisition of interests, a distribution of indebtedness, or  
22 otherwise.

23 “(7) ‘Domestic nonprofit corporation’ means a corporation not for profit  
24 that is incorporated under ORS chapter 65.

25 “(8) ‘Domestic professional corporation’ means a corporation that is or-  
26 ganized under ORS chapter 58 for the purpose of rendering professional ser-  
27 vices and for the purposes provided under ORS chapter 58.

28 “(9) ‘Entity’ means a domestic or foreign limited liability company, cor-  
29 poration, professional corporation, foreign corporation, domestic or foreign  
30 nonprofit corporation, domestic or foreign cooperative corporation, profit or



1 nonprofit unincorporated association, business trust, domestic or foreign  
2 general or limited partnership, two or more persons that have a joint or  
3 common economic interest, any state, the United States, a federally recog-  
4 nized Native American or American Indian tribal government or any foreign  
5 government.

6 “(10) ‘Foreign corporation’ means a corporation for profit that is incor-  
7 porated under laws other than the laws of the state.

8 “(11) ‘Foreign limited liability company’ means an entity that is an un-  
9 incorporated association organized under laws other than the laws of the  
10 state and that is organized under a statute under which an association may  
11 be formed that affords to each of the entity’s members limited liability with  
12 respect to the liabilities of the entity.

13 “(12) ‘Foreign limited partnership’ means a limited partnership formed  
14 under laws other than the laws of the state and that has as partners one or  
15 more general partners and one or more limited partners.

16 “(13) ‘Foreign nonprofit corporation’ means a corporation not for profit  
17 that is organized under laws other than the laws of the state.

18 “(14) ‘Foreign professional corporation’ means a professional corporation  
19 that is organized under laws other than the laws of the state.

20 “(15) ‘Incompetency’ means the entry of a judgment by a court of compe-  
21 tent jurisdiction adjudicating the member incompetent to manage the  
22 member’s person or estate.

23 “(16) ‘Individual’ means a natural person.

24 “(17) ‘Limited liability company’ or ‘domestic limited liability company’  
25 means an entity that is an unincorporated association that has one or more  
26 members and is organized under this chapter.

27 “(18) ‘Limited partnership’ or ‘domestic limited partnership’ means a  
28 partnership formed by two or more persons under ORS chapter 70 that has  
29 one or more general partners and one or more limited partners.

30 “(19) ‘Manager’ means a person, not necessarily a member, that the

1 members of a manager-managed limited liability company designate to man-  
2 age the limited liability company's business and affairs.

3 “(20) ‘Manager-managed limited liability company’ means a limited li-  
4 ability company that is designated as a manager-managed limited liability  
5 company in the limited liability company's articles of organization or the  
6 articles of organization of which otherwise expressly provide that a manager  
7 will manage the limited liability company.

8 “(21)(a) ‘Member’ means a person with both an ownership interest in a  
9 limited liability company and all the rights and obligations of a member  
10 specified under this chapter.

11 “(b) ‘Member’ does not include an assignee of an ownership interest that  
12 has not also acquired the voting and other rights appurtenant to member-  
13 ship.

14 “(22) ‘Member-managed limited liability company’ means a limited liabil-  
15 ity company other than a manager-managed limited liability company.

16 “(23) ‘Membership interest’ means a member's collective rights in a lim-  
17 ited liability company, including the member's share of profits and losses of  
18 the limited liability company, the right to receive distributions of the limited  
19 liability company's assets and any right to vote or participate in manage-  
20 ment.

21 “(24) ‘Office,’ when used to refer to the administrative unit directed by  
22 the Secretary of State, means the office of the Secretary of State.

23 “(25) ‘Operating agreement’ means any valid agreement, written or oral,  
24 of the member or members as to the affairs of a limited liability company  
25 and the conduct of the limited liability company's business.

26 “(26) ‘Organizer’ means one of the signers of the initial articles of or-  
27 ganization.

28 “(27) ‘Party’ includes an individual who was, is or is threatened to be  
29 made a named defendant or respondent in a proceeding.

30 “(28) ‘Person’ means an individual or entity.

1 “(29)(a) ‘Principal office’ means the physical street address of an office,  
2 in or out of this state, where the principal executive offices of a domestic  
3 or foreign limited liability company are located and designated in the annual  
4 report or in the application for authority to transact business in this state.

5 “(b) ‘Principal office’ does not include [*a commercial mail receiving*  
6 *agency, a mail forwarding business or a virtual office*] **a mail forwarding**  
7 **business, a virtual office or a commercial mail receiving agency, ex-**  
8 **cept that a commercial mail receiving agency is a principal office if**  
9 **the physical street address of the principal executive offices of the**  
10 **domestic or foreign corporation is the same as the physical street ad-**  
11 **dress of the commercial mail receiving agency.**

12 “(30) ‘Proceeding’ means any threatened, pending or completed action,  
13 suit or proceeding whether civil, criminal, administrative or investigatory  
14 and whether formal or informal.

15 “(31) ‘Shell entity’ means an entity that has the characteristics described  
16 in ORS 63.661 (1)(a)(C)(i).

17 “(32) ‘State,’ when referring to a part of the United States, means a state,  
18 commonwealth, territory or insular possession of the United States and the  
19 agencies and governmental subdivisions of the state, commonwealth, terri-  
20 tory or insular possession.

21 “(33) ‘United States’ means the federal government and a district, au-  
22 thority, bureau, commission, department or any other agency of the United  
23 States.

24 **“SECTION 4.** ORS 65.001 is amended to read:

25 “65.001. As used in this chapter:

26 “(1)(a) ‘Anniversary’ means, except as provided in paragraph (b) of this  
27 subsection, the day each year that is exactly one or more years after the date  
28 on which the Secretary of State files:

29 “(A) The articles of incorporation for a domestic corporation; or

30 “(B) An application for authority to transact business for a foreign cor-

1 poration.

2 “(b) ‘Anniversary’ means February 28 if an event occurs that would oth-  
3 erwise cause an anniversary to fall on February 29.

4 “(2) ‘Appointed director’ means a director who is appointed by a person  
5 other than the board of directors.

6 “(3) ‘Approved by the members’ or ‘approval by the members’ means ap-  
7 proved or ratified by members entitled to vote on an issue through either:

8 “(a) The affirmative vote of a majority of the votes of the members re-  
9 presented and voting at a duly held meeting at which a quorum is present  
10 or the affirmative vote of a greater proportion including the votes of any  
11 required proportion of the members of any class as the articles of incorpo-  
12 ration, bylaws or this chapter may provide for specified types of member  
13 action; or

14 “(b) A written ballot or written consent in conformity with this chapter.

15 “(4) ‘Articles of incorporation’ means the articles of incorporation de-  
16 scribed in ORS 65.047 and corrected, amended and restated articles of incor-  
17 poration.

18 “(5) ‘Articles of merger’ means the articles of merger described in ORS  
19 65.491 and corrected, amended and restated articles of merger.

20 “(6) ‘Board of directors’ means the individual or individuals who are  
21 vested with overall management of the affairs of a domestic corporation or  
22 foreign corporation, irrespective of the name that designates the individual  
23 or individuals.

24 “(7) ‘Bylaws’ means a set of provisions for managing and regulating a  
25 corporation’s affairs that the corporation must adopt under ORS 65.061.

26 “(8) ‘Class’ means a group of memberships that have the same rights, in-  
27 cluding rights that are determined by a formula that is applied uniformly,  
28 with respect to voting, dissolution, redemption and transfer.

29 “(9) ‘Contact information’ means a street address, a mailing address or  
30 an electronic address at which a member or director elects to receive notices

1 and other messages from the corporation.

2 “(10) ‘Corporation’ means a domestic corporation or a foreign corporation.

3 “(11) ‘Delegate’ means a person who is elected or appointed to vote in a  
4 representative assembly for electing a director or directors or on other mat-  
5 ters.

6 “(12) ‘Deliver’ means to transfer by any method of delivery used in con-  
7 ventional commercial practice, including delivery by hand, mail, commercial  
8 delivery and electronic transmission.

9 “(13) ‘Designated director’ means a director that the articles of incorpo-  
10 ration or the bylaws designate as a director in a manner that identifies a  
11 specific individual or a group of individuals.

12 “(14) ‘Director’ means an individual who acts as a member of the board  
13 of directors, who has a right to vote on questions concerning the manage-  
14 ment and regulation of a corporation’s affairs and who is:

15 “(a) An appointed director;

16 “(b) A designated director; or

17 “(c) A director elected by the incorporators, directors or members.

18 “(15) ‘Distribution’ means a payment to a person from the income or as-  
19 sets of a corporation, other than a payment of reasonable value to a person  
20 for property received or services performed or a payment that furthers the  
21 corporation’s purposes.

22 “(16) ‘Document’ means:

23 “(a) A medium that embodies information in tangible form, including any  
24 writing or written instrument; or

25 “(b) An electronic medium that embodies information that a person may  
26 retain, retrieve and reproduce, in tangible form or otherwise.

27 “(17) ‘Domestic business corporation’ means a for profit corporation that  
28 is incorporated under ORS chapter 60.

29 “(18) ‘Domestic corporation’ means a nonprofit corporation that is not a  
30 foreign corporation and that is incorporated under or subject to the pro-

1 visions of this chapter.

2 “(19) ‘Domestic limited liability company’ means an unincorporated asso-  
3 ciation that has one or more members and that is organized under ORS  
4 chapter 63.

5 “(20) ‘Domestic professional corporation’ means a corporation that is or-  
6 ganized under ORS chapter 58 for the purpose of rendering professional ser-  
7 vices and for the purposes provided under ORS chapter 58.

8 “(21) ‘Employee’ means an individual that a corporation employs, includ-  
9 ing an officer or director whom the corporation employs with compensation  
10 for services beyond the services of board membership.

11 “(22) ‘Entity’ means a domestic corporation, foreign corporation, business  
12 corporation and foreign business corporation, profit and nonprofit unincor-  
13 porated association, corporation sole, business trust, partnership, two or  
14 more persons that have a joint or common economic interest, any state, the  
15 United States, a federally recognized Native American or American Indian  
16 tribal government and any foreign government.

17 “(23) ‘Foreign business corporation’ means a for profit corporation that  
18 is incorporated under laws other than the laws of the state.

19 “(24) ‘Foreign corporation’ means a corporation that is organized under  
20 laws other than the laws of the state and that would be a nonprofit corpo-  
21 ration if organized under the laws of the state.

22 “(25) ‘Foreign limited liability company’ means an unincorporated associ-  
23 ation that is organized under laws other than the laws of the state and under  
24 a statute that permits an entity to organize and that affords to each of the  
25 entity’s members limited liability with respect to liabilities of the entity.

26 “(26) ‘Foreign professional corporation’ means a professional corporation  
27 that is organized under laws other than the laws of the state.

28 “(27) ‘Gift instrument’ means a record, including a record of a solicita-  
29 tion, under which a corporation holds property or under which property is  
30 granted or transferred to the corporation.

1       “(28) ‘Governmental subdivision’ means a unit of government, including  
2 an authority, county, district and municipality.

3       “(29) ‘Individual’ means a natural person, including the guardian of an  
4 incompetent individual.

5       “(30)(a) ‘Member’ means a person that is entitled, under a domestic  
6 corporation’s or foreign corporation’s articles of incorporation or bylaws, to  
7 exercise any of the rights described in ORS 65.144 without regard to whether  
8 the articles of incorporation or bylaws identify the person as a member or  
9 which other title or identity the domestic corporation or foreign corporation  
10 gives to the person.

11       “(b) ‘Member’ does not include:

12       “(A) A person that does not have the rights described in ORS 65.144 or  
13 that has only one or more of the following rights:

14       “(i) Rights granted to a delegate;

15       “(ii) A right to designate or appoint a director or directors;

16       “(iii) Rights that a director has;

17       “(iv) A right to vote on only one occasion to elect a director or directors;

18 or

19       “(v) Rights that a person has as a consequence of holding evidence of  
20 indebtedness the corporation has issued or will issue.

21       “(B) A person for which membership rights have been eliminated as pro-  
22 vided in ORS 65.164 or 65.167.

23       “(31) ‘Membership’ means the rights and obligations a member has under  
24 this chapter.

25       “(32) ‘Mutual benefit corporation’ means a domestic corporation that is  
26 organized to serve and operates primarily to serve the mutual interests of a  
27 group of persons, but is not a public benefit corporation or religious corpo-  
28 ration.

29       “(33) ‘Nonprofit corporation’ means a mutual benefit corporation, a public  
30 benefit corporation or a religious corporation.

1 “(34) ‘Notice’ means a notice described in ORS 65.034.

2 “(35) ‘Person’ means an individual or an entity.

3 “(36)(a) ‘Principal office’ means the physical street address of the place,  
4 in or out of this state, where the principal executive offices of a domestic  
5 corporation or foreign corporation are located and that is designated as the  
6 principal office in the most recent annual report filed in accordance with  
7 ORS 65.787 or, if no annual report is on file, in the articles of incorporation  
8 or the application for authority to transact business in this state.

9 “(b) ‘Principal office’ does not include [*a commercial mail receiving*  
10 *agency, a mail forwarding business or a virtual office*] **a mail forwarding**  
11 **business, a virtual office or a commercial mail receiving agency, ex-**  
12 **cept that a commercial mail receiving agency is a principal office if**  
13 **the physical street address of the principal executive offices of the**  
14 **domestic or foreign corporation is the same as the physical street ad-**  
15 **dress of the commercial mail receiving agency.**

16 “(37) ‘Proceeding’ means a civil, criminal, administrative or investigatory  
17 action.

18 “(38) ‘Public benefit corporation’ means a domestic corporation that:

19 “(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067,  
20 is designated as a public benefit corporation by a statute, is recognized as  
21 tax exempt under section 501(c)(3) of the Internal Revenue Code or is other-  
22 wise organized for a public or charitable purpose;

23 “(b) Is restricted so that on dissolution the corporation must distribute  
24 the corporation’s assets to an organization that is organized for a public or  
25 charitable purpose, a religious corporation, the United States, a state or a  
26 person that is recognized as exempt under section 501(c)(3) of the Internal  
27 Revenue Code of 1986; and

28 “(c) Is not a religious corporation.

29 “(39) ‘Record date’ means the date established under ORS 65.131 to 65.177  
30 or 65.201 to 65.254 on which a corporation determines the identity of the



1 corporation's members and the members' membership rights for the purposes  
2 of this chapter.

3 “(40) ‘Religious corporation’ means a domestic corporation that is formed  
4 as a religious corporation under ORS 65.044 to 65.067, is designated a reli-  
5 gious corporation by a statute or is organized primarily or exclusively for  
6 religious purposes.

7 “(41) ‘Remote communication’ means any method by which a person that  
8 is not physically present at the location at which a meeting occurs may  
9 nevertheless hear or otherwise communicate at substantially the same time  
10 with other persons at the meeting and have access to materials necessary to  
11 participate or vote in the meeting to the extent of the person's authorization  
12 to participate or vote.

13 “(42) ‘Secretary,’ when used in the context of a corporate official, means  
14 the corporate officer to whom the board of directors has delegated responsi-  
15 bility under ORS 65.371 for preparing the minutes of the board of directors’  
16 meetings and membership meetings and for authenticating the records of the  
17 corporation.

18 “(43) ‘Shell entity’ means an entity that has the characteristics described  
19 in ORS 65.661.

20 “(44) ‘Sign’ means to indicate a present intent to authenticate or adopt  
21 a document by:

22 “(a) Affixing a symbol to the document;

23 “(b) Inscribing or affixing a manual, facsimile or conformed signature on  
24 the document; or

25 “(c) Attaching to, or logically associating with, an electronic transmission  
26 any electronic sound, symbol or process, including an electronic signature.

27 “(45) ‘State,’ when referring to a part of the United States, means a state,  
28 commonwealth, territory or insular possession of the United States and the  
29 agencies and governmental subdivisions of the state, commonwealth, terri-  
30 tory or insular possession.

1 “(46) ‘Uncompensated officer’ means an individual who serves in an office  
2 without compensation other than payment solely for actual expenses the in-  
3 dividual incurs in performing duties of the individual’s office or payment for  
4 the average expenses the individual incurs over the course of a year.

5 “(47) ‘United States’ means the federal government or a district, author-  
6 ity, bureau, commission, department or any other agency of the United  
7 States.

8 “(48) ‘Vote’ means an authorization by written ballot or written consent,  
9 where permitted, or by another method that a corporation specifies as an  
10 authorization.

11 “(49) ‘Voting power’ means the total number of votes entitled to be cast  
12 on an issue at the time the determination of voting power is made, excluding  
13 a vote that is contingent upon a condition or event occurring that has not  
14 occurred at the time.

15 “(50) ‘Written’ means embodied as a document.

16 **“SECTION 5.** ORS 70.020 is amended to read:

17 “70.020. Each limited partnership shall continuously maintain in this  
18 state an office at which the records referred to in ORS 70.050 shall be kept.  
19 The **records** office may be but need not be a place of business of the limited  
20 partnership in this state and may not be [*a commercial mail receiving agency,*  
21 *a mail forwarding business or a virtual office*] **a mail forwarding business,**  
22 **a virtual office or a commercial mail receiving agency, except that a**  
23 **commercial mail receiving agency may be a records office if the**  
24 **physical street address of the records office is the same as the physical**  
25 **street address of the commercial mail receiving agency.**

26 **“SECTION 6. This 2025 Act being necessary for the immediate**  
27 **preservation of the public peace, health and safety, an emergency is**  
28 **declared to exist, and this 2025 Act takes effect on its passage.”.**

29