

1 **UNIFORM MODEL REGISTERED AGENT ACT**

2 2008 GENERAL SESSION

3 STATE OF UTAH

4 **Chief Sponsor: Lyle W. Hillyard**

5 House Sponsor: Jack R. Draxler

7 **LONG TITLE**

8 **General Description:**

9 This bill enacts Title 16, Chapter 16, Uniform Model Registered Agents Act, and makes
10 conforming amendments.

11 **Highlighted Provisions:**

12 This bill:

- 13 ▶ defines terms;
- 14 ▶ provides for the manner of a business's appointment, change, and termination of a
15 registered agent;
- 16 ▶ addresses service of process on a business entity with a registered agent;
- 17 ▶ provides a venue for certain actions concerning a company with or without a
18 registered agent;
- 19 ▶ provides duties for a registered agent;
- 20 ▶ addresses the effect of other laws;
- 21 ▶ specifically provides that Title 16, Chapter 16, Uniform Model Registered Agents
22 Act, does not have retrospective effect;
- 23 ▶ makes conforming amendments to other business entity provisions, including
24 concerning:
 - 25 • registered agents, registered offices, designated offices, and principal offices; and
 - 26 • time limits for which a business entity may be without a registered agent; and
- 27 ▶ makes technical changes.

28 **Monies Appropriated in this Bill:**

29 None

30 **Other Special Clauses:**

31 None

32 **Utah Code Sections Affected:**

33 **AMENDS:**

- 34 **3-1-44**, as last amended by Laws of Utah 2000, Chapter 300
- 35 **16-6a-102**, as last amended by Laws of Utah 2007, Chapter 315
- 36 **16-6a-105**, as last amended by Laws of Utah 2006, Chapter 127
- 37 **16-6a-110**, as enacted by Laws of Utah 2000, Chapter 300
- 38 **16-6a-202**, as last amended by Laws of Utah 2002, Chapter 197
- 39 **16-6a-703**, as enacted by Laws of Utah 2000, Chapter 300
- 40 **16-6a-710**, as enacted by Laws of Utah 2000, Chapter 300
- 41 **16-6a-1002**, as last amended by Laws of Utah 2003, Chapter 131
- 42 **16-6a-1105**, as last amended by Laws of Utah 2002, Chapter 197
- 43 **16-6a-1407**, as enacted by Laws of Utah 2000, Chapter 300
- 44 **16-6a-1410**, as enacted by Laws of Utah 2000, Chapter 300
- 45 **16-6a-1415**, as enacted by Laws of Utah 2000, Chapter 300
- 46 **16-6a-1503**, as enacted by Laws of Utah 2000, Chapter 300
- 47 **16-6a-1504**, as enacted by Laws of Utah 2000, Chapter 300
- 48 **16-6a-1514**, as enacted by Laws of Utah 2000, Chapter 300
- 49 **16-6a-1515**, as enacted by Laws of Utah 2000, Chapter 300
- 50 **16-6a-1604**, as enacted by Laws of Utah 2000, Chapter 300
- 51 **16-6a-1607**, as last amended by Laws of Utah 2001, Chapter 127
- 52 **16-7-15**, as enacted by Laws of Utah 2004, Chapter 16
- 53 **16-10a-103**, as last amended by Laws of Utah 2005, Chapter 141
- 54 **16-10a-120**, as last amended by Laws of Utah 2006, Chapter 127
- 55 **16-10a-125**, as enacted by Laws of Utah 1992, Chapter 277
- 56 **16-10a-202**, as enacted by Laws of Utah 1992, Chapter 277
- 57 **16-10a-703**, as enacted by Laws of Utah 1992, Chapter 277

- 58 **16-10a-720**, as enacted by Laws of Utah 1992, Chapter 277
- 59 **16-10a-809**, as enacted by Laws of Utah 1992, Chapter 277
- 60 **16-10a-1002**, as last amended by Laws of Utah 1993, Chapter 184
- 61 **16-10a-1107**, as enacted by Laws of Utah 1992, Chapter 277
- 62 **16-10a-1330**, as enacted by Laws of Utah 1992, Chapter 277
- 63 **16-10a-1407**, as last amended by Laws of Utah 2006, Chapter 127
- 64 **16-10a-1420**, as enacted by Laws of Utah 1992, Chapter 277
- 65 **16-10a-1431**, as enacted by Laws of Utah 1992, Chapter 277
- 66 **16-10a-1503**, as last amended by Laws of Utah 2005, Chapter 71
- 67 **16-10a-1504**, as enacted by Laws of Utah 1992, Chapter 277
- 68 **16-10a-1521**, as enacted by Laws of Utah 1992, Chapter 277
- 69 **16-10a-1530**, as last amended by Laws of Utah 2005, Chapter 71
- 70 **16-10a-1604**, as last amended by Laws of Utah 1996, Chapter 198
- 71 **16-10a-1607**, as enacted by Laws of Utah 1992, Chapter 277
- 72 **16-15-104**, as enacted by Laws of Utah 1995, Chapter 310
- 73 **16-15-109**, as enacted by Laws of Utah 1995, Chapter 310
- 74 **31A-5-203**, as last amended by Laws of Utah 2000, Chapter 300
- 75 **31A-5-401**, as last amended by Laws of Utah 1992, Chapter 277
- 76 **31A-8-202**, as last amended by Laws of Utah 1992, Chapter 277
- 77 **31A-8-204**, as last amended by Laws of Utah 2000, Chapter 300
- 78 **31A-14-204**, as last amended by Laws of Utah 1992, Chapter 277
- 79 **48-1-42**, as last amended by Laws of Utah 2005, Chapter 71
- 80 **48-2a-201**, as last amended by Laws of Utah 2005, Chapter 141
- 81 **48-2a-202.5**, as enacted by Laws of Utah 2002, Chapter 193
- 82 **48-2a-210**, as last amended by Laws of Utah 2000, Chapter 131
- 83 **48-2a-902**, as last amended by Laws of Utah 1991, Chapters 5 and 189
- 84 **48-2c-102**, as last amended by Laws of Utah 2006, Chapter 21
- 85 **48-2c-113**, as enacted by Laws of Utah 2001, Chapter 260

- 86 **48-2c-115**, as enacted by Laws of Utah 2001, Chapter 260
- 87 **48-2c-203**, as last amended by Laws of Utah 2005, Chapter 141
- 88 **48-2c-204**, as enacted by Laws of Utah 2001, Chapter 260
- 89 **48-2c-211**, as enacted by Laws of Utah 2001, Chapter 260
- 90 **48-2c-309**, as enacted by Laws of Utah 2001, Chapter 260
- 91 **48-2c-403**, as last amended by Laws of Utah 2005, Chapter 141
- 92 **48-2c-406**, as enacted by Laws of Utah 2001, Chapter 260
- 93 **48-2c-411**, as enacted by Laws of Utah 2001, Chapter 260
- 94 **48-2c-704**, as enacted by Laws of Utah 2001, Chapter 260
- 95 **48-2c-809**, as enacted by Laws of Utah 2001, Chapter 260
- 96 **48-2c-1204**, as last amended by Laws of Utah 2005, Chapter 141
- 97 **48-2c-1206**, as enacted by Laws of Utah 2001, Chapter 260
- 98 **48-2c-1207**, as last amended by Laws of Utah 2005, Chapter 141
- 99 **48-2c-1208**, as enacted by Laws of Utah 2001, Chapter 260
- 100 **48-2c-1211**, as last amended by Laws of Utah 2005, Chapter 141
- 101 **48-2c-1306**, as enacted by Laws of Utah 2001, Chapter 260
- 102 **48-2c-1511**, as enacted by Laws of Utah 2001, Chapter 260
- 103 **48-2c-1603**, as enacted by Laws of Utah 2001, Chapter 260
- 104 **48-2c-1604**, as last amended by Laws of Utah 2005, Chapter 71
- 105 **48-2c-1611**, as enacted by Laws of Utah 2001, Chapter 260
- 106 **48-2c-1612**, as last amended by Laws of Utah 2005, Chapter 71
- 107 **48-2c-1614**, as enacted by Laws of Utah 2001, Chapter 260

108 **ENACTS:**

- 109 **16-16-101**, Utah Code Annotated 1953
- 110 **16-16-102**, Utah Code Annotated 1953
- 111 **16-16-201**, Utah Code Annotated 1953
- 112 **16-16-202**, Utah Code Annotated 1953
- 113 **16-16-203**, Utah Code Annotated 1953

- 114 **16-16-204**, Utah Code Annotated 1953
- 115 **16-16-205**, Utah Code Annotated 1953
- 116 **16-16-206**, Utah Code Annotated 1953
- 117 **16-16-207**, Utah Code Annotated 1953
- 118 **16-16-208**, Utah Code Annotated 1953
- 119 **16-16-209**, Utah Code Annotated 1953
- 120 **16-16-210**, Utah Code Annotated 1953
- 121 **16-16-301**, Utah Code Annotated 1953
- 122 **16-16-302**, Utah Code Annotated 1953
- 123 **16-16-401**, Utah Code Annotated 1953
- 124 **16-16-402**, Utah Code Annotated 1953
- 125 **16-16-403**, Utah Code Annotated 1953
- 126 **16-16-404**, Utah Code Annotated 1953
- 127 REPEALS:
- 128 **16-6a-501**, as last amended by Laws of Utah 2002, Chapter 197
- 129 **16-6a-502**, as enacted by Laws of Utah 2000, Chapter 300
- 130 **16-6a-503**, as last amended by Laws of Utah 2002, Chapter 197
- 131 **16-6a-504**, as enacted by Laws of Utah 2000, Chapter 300
- 132 **16-6a-1508**, as enacted by Laws of Utah 2000, Chapter 300
- 133 **16-6a-1509**, as enacted by Laws of Utah 2000, Chapter 300
- 134 **16-10a-501**, as enacted by Laws of Utah 1992, Chapter 277
- 135 **16-10a-502**, as enacted by Laws of Utah 1992, Chapter 277
- 136 **16-10a-503**, as enacted by Laws of Utah 1992, Chapter 277
- 137 **16-10a-504**, as last amended by Laws of Utah 1999, Chapter 220
- 138 **16-10a-1508**, as enacted by Laws of Utah 1992, Chapter 277
- 139 **16-10a-1509**, as enacted by Laws of Utah 1992, Chapter 277
- 140 **42-2-11**, as last amended by Laws of Utah 1992, Chapter 277
- 141 **48-2a-104**, as last amended by Laws of Utah 2005, Chapter 141

- 142 **48-2a-104.5**, as enacted by Laws of Utah 1996, Chapter 41
- 143 **48-2c-111**, as enacted by Laws of Utah 2001, Chapter 260
- 144 **48-2c-112**, as enacted by Laws of Utah 2001, Chapter 260
- 145 **48-2c-301**, as enacted by Laws of Utah 2001, Chapter 260
- 146 **48-2c-302**, as enacted by Laws of Utah 2001, Chapter 260
- 147 **48-2c-303**, as enacted by Laws of Utah 2001, Chapter 260
- 148 **48-2c-304**, as enacted by Laws of Utah 2001, Chapter 260
- 149 **48-2c-306**, as enacted by Laws of Utah 2001, Chapter 260
- 150 **48-2c-307**, as enacted by Laws of Utah 2001, Chapter 260
- 151 **48-2c-308**, as enacted by Laws of Utah 2001, Chapter 260
- 152 **48-2c-310**, as last amended by Laws of Utah 2006, Chapter 127

154 *Be it enacted by the Legislature of the state of Utah:*

155 Section 1. Section **3-1-44** is amended to read:

156 **3-1-44. Registered office and agent.**

157 (1) An association shall continuously maintain a registered office in this state. The
 158 registered office may be the principal place of business of the association.

159 (2) (a) An association shall designate a registered agent.

160 (b) The registered agent may be a person residing in this state, a domestic corporation,
 161 or a foreign corporation authorized to transact business in this state.

162 (c) The registered agent's address shall be the same as that of the registered office.

163 (3) (a) An association shall file a statement with the Division of Corporations and
 164 Commercial Code designating or changing its registered office, its registered agent, or both.

165 (b) The statement in Subsection (3)(a) shall set forth:

166 (i) the name of the association;

167 (ii) the address of the association's registered office;

168 (iii) the name of the association's registered agent and the registered agent's address;

169 and

170 (iv) a statement that the designation or change was authorized by a resolution of the
171 board of directors.

172 (4) (a) A registered agent of an association may resign by filing with the division a
173 signed written notice of resignation, including a statement that a signed copy of the notice has
174 been given to the association at its principal place of business.

175 (b) The appointment of the agent terminates 30 days after notice is filed with the
176 division.

177 (5) Service of process, notice, or any demand upon an association shall be made as
178 provided in [~~Section 16-6a-504~~] Title 16, Chapter 16, Model Registered Agents Act.

179 Section 2. Section **16-6a-102** is amended to read:

180 **16-6a-102. Definitions.**

181 As used in this chapter:

182 (1) (a) "Address" means a location where mail can be delivered by the United States
183 Postal Service.

184 (b) "Address" includes:

- 185 (i) a post office box number;
- 186 (ii) a rural free delivery route number; and
- 187 (iii) a street name and number.

188 (2) "Affiliate" means a person that directly or indirectly through one or more
189 intermediaries controls, or is controlled by, or is under common control with, the person
190 specified.

191 (3) "Articles of incorporation" include:

- 192 (a) amended articles of incorporation;
- 193 (b) restated articles of incorporation;
- 194 (c) articles of merger; and
- 195 (d) a document of a similar import to the documents described in Subsections (3)(a)
196 through (c).

197 (4) "Assumed corporate name" means the name assumed for use in this state:

198 (a) by a:
199 (i) foreign corporation pursuant to Section 16-10a-1506; or
200 (ii) a foreign nonprofit corporation pursuant to Section 16-6a-1506; and
201 (b) because the corporate name of the foreign corporation described in Subsection
202 (4)(a) is not available for use in this state.
203 (5) (a) Except as provided in Subsection (5)(b), "board of directors" means the body
204 authorized to manage the affairs of the domestic or foreign nonprofit corporation.
205 (b) Notwithstanding Subsection (5)(a), a person may not be considered a member of the
206 board of directors because of powers delegated to that person pursuant to Subsection
207 16-6a-801(2).
208 (6) (a) "Bylaws" means the one or more codes of rules, other than the articles of
209 incorporation, adopted pursuant to this chapter for the regulation or management of the affairs
210 of the domestic or foreign nonprofit corporation irrespective of the name or names by which the
211 codes of rules are designated.
212 (b) "Bylaws" includes:
213 (i) amended bylaws; and
214 (ii) restated bylaws.
215 (7) (a) "Cash" or "money" means:
216 (i) legal tender;
217 (ii) a negotiable instrument; or
218 (iii) other cash equivalent readily convertible into legal tender.
219 (b) "Cash" and "money" are used interchangeably in this chapter.
220 (8) (a) "Class" refers to a group of memberships that have the same rights with respect
221 to voting, dissolution, redemption, transfer, or other characteristics.
222 (b) For purposes of Subsection (8)(a), rights are considered the same if they are
223 determined by a formula applied uniformly to a group of memberships.
224 (9) (a) "Conspicuous" means so written that a reasonable person against whom the
225 writing is to operate should have noticed the writing.

- 226 (b) "Conspicuous" includes printing or typing in:
227 (i) italics;
228 (ii) boldface;
229 (iii) contrasting color;
230 (iv) capitals; or
231 (v) underlining.
- 232 (10) "Control" or a "controlling interest" means the direct or indirect possession of the
233 power to direct or cause the direction of the management and policies of an entity by:
234 (a) the ownership of voting shares;
235 (b) contract; or
236 (c) means other than those specified in Subsection (10)(a) or (b).
- 237 (11) Subject to Section 16-6a-207, "cooperative nonprofit corporation" or
238 "cooperative" means a nonprofit corporation organized or existing under this chapter.
- 239 (12) "Corporate name" means:
240 (a) the name of a domestic corporation as stated in the domestic corporation's articles
241 of incorporation;
242 (b) the name of a domestic nonprofit corporation as stated in the domestic nonprofit
243 corporation's articles of incorporation;
244 (c) the name of a foreign corporation as stated in the foreign corporation's:
245 (i) articles of incorporation; or
246 (ii) document of similar import to articles of incorporation; or
247 (d) the name of a foreign nonprofit corporation as stated in the foreign nonprofit
248 corporation's:
249 (i) articles of incorporation; or
250 (ii) document of similar import to articles of incorporation.
- 251 (13) "Corporation" or "domestic corporation" means a corporation for profit, which is
252 not a foreign corporation, incorporated under or subject to Chapter 10a, Utah Revised Business
253 Corporation Act.

254 (14) "Delegate" means any person elected or appointed to vote in a representative
255 assembly:

256 (a) for the election of a director; or

257 (b) on matters other than the election of a director.

258 (15) "Deliver" includes delivery by mail and any other means of transmission authorized
259 by Section 16-6a-103, except that delivery to the division means actual receipt by the division.

260 (16) "Director" means a member of the board of directors.

261 (17) (a) "Distribution" means the payment of a dividend or any part of the income or
262 profit of a nonprofit corporation to the nonprofit corporation's:

263 (i) members;

264 (ii) directors; or

265 (iii) officers.

266 (b) "Distribution" does not include fair-value payments for:

267 (i) goods sold; or

268 (ii) services received.

269 (18) "Division" means the Division of Corporations and Commercial Code.

270 (19) "Effective date," when referring to a document filed by the division, means the
271 time and date determined in accordance with Section 16-6a-108.

272 (20) "Effective date of notice" means the date notice is effective as provided in Section
273 16-6a-103.

274 (21) (a) "Employee" includes an officer of a nonprofit corporation.

275 (b) (i) Except as provided in Subsection (21)(b)(ii), "employee" does not include a
276 director of a nonprofit corporation.

277 (ii) Notwithstanding Subsection (21)(b)(i), a director may accept duties that make that
278 director an employee of a nonprofit corporation.

279 (22) "Executive director" means the executive director of the Department of
280 Commerce.

281 (23) "Entity" includes:

- 282 (a) a domestic or foreign corporation;
- 283 (b) a domestic or foreign nonprofit corporation;
- 284 (c) a limited liability company;
- 285 (d) a profit or nonprofit unincorporated association;
- 286 (e) a business trust;
- 287 (f) an estate;
- 288 (g) a partnership;
- 289 (h) a trust;
- 290 (i) two or more persons having a joint or common economic interest;
- 291 (j) a state;
- 292 (k) the United States; or
- 293 (l) a foreign government.
- 294 (24) "Foreign corporation" means a corporation for profit incorporated under a law
295 other than the laws of this state.
- 296 (25) "Foreign nonprofit corporation" means an entity:
 - 297 (a) incorporated under a law other than the laws of this state; and
 - 298 (b) that would be a nonprofit corporation if formed under the laws of this state.
- 299 (26) "Governmental subdivision" means:
 - 300 (a) a county;
 - 301 (b) a city;
 - 302 (c) a town; or
 - 303 (d) any other type of governmental subdivision authorized by the laws of this state.
- 304 (27) "Individual" means:
 - 305 (a) a natural person;
 - 306 (b) the estate of an incompetent individual; or
 - 307 (c) the estate of a deceased individual.
- 308 (28) "Internal Revenue Code" means the federal "Internal Revenue Code of 1986," as
309 amended from time to time, or to corresponding provisions of subsequent internal revenue laws

310 of the United States of America.

311 (29) (a) "Mail," "mailed," or "mailing" means deposit, deposited, or depositing in the
312 United States mail, properly addressed, first-class postage prepaid.

313 (b) "Mail," "mailed," or "mailing" includes registered or certified mail for which the
314 proper fee has been paid.

315 (30) (a) "Member" means one or more persons identified or otherwise appointed as a
316 member of a domestic or foreign nonprofit corporation as provided:

317 (i) in the articles of incorporation;

318 (ii) in the bylaws;

319 (iii) by a resolution of the board of directors; or

320 (iv) by a resolution of the members of the nonprofit corporation.

321 (b) "Member" includes "voting member."

322 (31) "Membership" refers to the rights and obligations of a member or members.

323 (32) "Mutual benefit corporation" means a nonprofit corporation:

324 (a) that issues shares of stock to its members evidencing a right to receive distribution
325 of water or otherwise representing property rights; or

326 (b) all of whose assets are contributed or acquired by or for the members of the
327 nonprofit corporation or their predecessors in interest to serve the mutual purposes of the
328 members.

329 (33) "Nonprofit corporation" or "domestic nonprofit corporation" means an entity,
330 which is not a foreign nonprofit corporation, incorporated under or subject to the provisions of
331 this chapter.

332 (34) "Notice" is as provided in Section 16-6a-103.

333 (35) "Party related to a director" means:

334 (a) the spouse of the director;

335 (b) a child of the director;

336 (c) a grandchild of the director;

337 (d) a sibling of the director;

- 338 (e) a parent of the director;
- 339 (f) the spouse of an individual described in Subsections (35)(b) through (e);
- 340 (g) an individual having the same home as the director;
- 341 (h) a trust or estate of which the director or any other individual specified in this
- 342 Subsection (35) is a substantial beneficiary; or
- 343 (i) any of the following of which the director is a fiduciary:
- 344 (i) a trust;
- 345 (ii) an estate;
- 346 (iii) an incompetent;
- 347 (iv) a conservatee; or
- 348 (v) a minor.
- 349 (36) "Person" means an:
- 350 (a) individual; or
- 351 (b) entity.
- 352 (37) "Principal office" means:
- 353 (a) the office, in or out of this state, designated by a domestic or foreign nonprofit
- 354 corporation as its principal office in the most recent document on file with the division
- 355 providing that information, including:
- 356 (i) an annual report;
- 357 (ii) an application for a certificate of authority; or
- 358 (iii) a notice of change of principal office; or
- 359 (b) if no principal office can be determined, a domestic or foreign nonprofit
- 360 corporation's registered office.
- 361 (38) "Proceeding" includes:
- 362 (a) a civil suit;
- 363 (b) arbitration;
- 364 (c) mediation;
- 365 (d) a criminal action;

366 (e) an administrative action; or

367 (f) an investigatory action.

368 (39) "Receive," when used in reference to receipt of a writing or other document by a
369 domestic or foreign nonprofit corporation, means the writing or other document is actually
370 received:

371 (a) by the domestic or foreign nonprofit corporation at:

372 (i) its registered office in this state; or

373 (ii) its principal office;

374 (b) by the secretary of the domestic or foreign nonprofit corporation, wherever the
375 secretary is found; or

376 (c) by any other person authorized by the bylaws or the board of directors to receive the
377 writing or other document, wherever that person is found.

378 (40) (a) "Record date" means the date established under Part 6, Members or 7, Member
379 Meetings and Voting on which a nonprofit corporation determines the identity of the nonprofit
380 corporation's members.

381 (b) The determination described in Subsection (40)(a) shall be made as of the close of
382 business on the record date unless another time for doing so is specified when the record date is
383 fixed.

384 (41) "Registered agent" means the registered agent of:

385 (a) a domestic nonprofit corporation [~~required to be maintained pursuant to Subsection~~
386 ~~16-6a-501(1)(b)~~]; or

387 (b) a foreign nonprofit corporation [~~required to be maintained pursuant to Subsection~~
388 ~~16-6a-1508(1)(b)~~].

389 (42) "Registered office" means the office within this state designated by a domestic or
390 foreign nonprofit corporation as its registered office in the most recent document on file with
391 the division providing that information, including:

392 (a) articles of incorporation;

393 (b) an application for a certificate of authority; or

- 394 (c) a notice of change of registered office.
- 395 (43) "Secretary" means the corporate officer to whom the bylaws or the board of
- 396 directors has delegated responsibility under Subsection 16-6a-818(3) for:
- 397 (a) the preparation and maintenance of:
- 398 (i) minutes of the meetings of:
- 399 (A) the board of directors; or
- 400 (B) the members; and
- 401 (ii) the other records and information required to be kept by the nonprofit corporation
- 402 pursuant to Section 16-6a-1601; and
- 403 (b) authenticating records of the nonprofit corporation.
- 404 (44) "Shareholder" means the person in whose name a share is registered in the records
- 405 of a nonprofit corporation.
- 406 (45) "Share" means a unit of interest in a nonprofit corporation.
- 407 (46) "State," when referring to a part of the United States, includes:
- 408 (a) a state;
- 409 (b) a commonwealth;
- 410 (c) the District of Columbia;
- 411 (d) an agency or governmental and political subdivision of a state, commonwealth, or
- 412 District of Columbia;
- 413 (e) territory or insular possession of the United States; or
- 414 (f) an agency or governmental and political subdivision of a territory or insular
- 415 possession of the United States.
- 416 (47) "Street address" means:
- 417 (a) (i) street name and number;
- 418 (ii) city or town; and
- 419 (iii) United States post office zip code designation; or
- 420 (b) if, by reason of rural location or otherwise, a street name, number, city, or town
- 421 does not exist, an appropriate description other than that described in Subsection (47)(a) fixing

422 as nearly as possible the actual physical location but only if the information includes:

- 423 (i) the rural free delivery route;
- 424 (ii) the county; and
- 425 (iii) the United States post office zip code designation.

426 (48) "United States" includes any district, authority, office, bureau, commission,
427 department, and any other agency of the United States of America.

428 (49) "Vote" includes authorization by:

- 429 (a) written ballot; and
- 430 (b) written consent.

431 (50) (a) "Voting group" means all the members of one or more classes of members or
432 directors that, under this chapter, the articles of incorporation, or the bylaws, are entitled to
433 vote and be counted together collectively on a matter.

434 (b) All members or directors entitled by this chapter, the articles of incorporation, or the
435 bylaws to vote generally on a matter are for that purpose a single voting group.

436 (51) (a) "Voting member" means a person entitled to vote for all matters required or
437 permitted under this chapter to be submitted to a vote of the members, except as otherwise
438 provided in the articles of incorporation or bylaws.

439 (b) A person is not a voting member solely because of:

- 440 (i) a right the person has as a delegate;
- 441 (ii) a right the person has to designate a director; or
- 442 (iii) a right the person has as a director.

443 (c) Except as the bylaws may otherwise provide, "voting member" includes a
444 "shareholder" if the nonprofit corporation has shareholders.

445 Section 3. Section **16-6a-105** is amended to read:

446 **16-6a-105. Filing requirements.**

447 (1) To be entitled to filing by the division, a document shall satisfy the requirements of:

- 448 (a) this section; and
- 449 (b) any other section of this chapter that adds to or varies the requirements of this

450 section.

451 (2) This chapter shall require or permit filing the document with the division.

452 (3) (a) A document shall contain the information required by this chapter.

453 (b) In addition to the document information required by this chapter, a document may
454 contain other information.

455 (4) A document shall be:

456 (a) typewritten; or

457 (b) machine printed.

458 (5) (a) A document shall be in the English language.

459 (b) A corporate name need not be in English if written in:

460 (i) English letters; or

461 (ii) Arabic or Roman numerals.

462 (c) Notwithstanding Subsection (5)(a), a certificate of existence required of a foreign
463 nonprofit corporation need not be in English if accompanied by a reasonably authenticated
464 English translation.

465 (6) (a) A document shall be:

466 (i) executed by a person in Subsection (6)(b); or

467 (ii) a true copy made by photographic, xerographic, electronic, or other process that
468 provides similar copy accuracy of a document that has been executed by a person listed in
469 Subsection (6)(b).

470 (b) A document shall be executed by:

471 (i) the chair of the board of directors of a domestic or foreign nonprofit corporation;

472 (ii) all of the directors of a domestic or foreign nonprofit corporation;

473 (iii) an officer of the domestic or foreign nonprofit corporation;

474 (iv) if directors have not been selected or the domestic or foreign nonprofit corporation
475 has not been formed, an incorporator;

476 (v) if the domestic or foreign nonprofit corporation is in the hands of a receiver, trustee,
477 or other court-appointed fiduciary, that receiver, trustee, or court-appointed fiduciary;

- 478 (vi) if the document is that of a registered agent:
479 (A) the registered agent, if the person is an individual; or
480 (B) a person authorized by the registered agent to execute the document, if the
481 registered agent is an entity; or
482 (vii) an attorney in fact if a nonprofit corporation retains the power of attorney with the
483 nonprofit corporation's records.
- 484 (7) A document shall state beneath or opposite the signature of the person executing
485 the document:
- 486 (a) the signer's name; and
487 (b) the capacity in which the document is signed.
- 488 (8) A document may contain:
- 489 (a) the corporate seal;
490 (b) an attestation by the secretary or an assistant secretary; or
491 (c) an acknowledgment, verification, or proof.
- 492 (9) The signature of each person signing a document, whether or not the document
493 contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the
494 affirmation or acknowledgment of the person, under penalties of perjury, that:
- 495 (a) the document is:
- 496 (i) the person's act and deed; or
497 (ii) the act and deed of the entity on behalf of which the document is executed; and
498 (b) the facts stated in the document are true.
- 499 (10) If the division has prescribed a mandatory form or cover sheet for the document
500 under Section 16-6a-106, a document shall be:
- 501 (a) in or on the prescribed form; or
502 (b) have the required cover sheet.
- 503 (11) A document shall be:
- 504 (a) delivered to the division for filing; and
505 (b) accompanied by:

506 (i) one exact or conformed copy, except as provided in [~~Sections 16-6a-503 and~~
507 Section 16-6a-1510;

508 (ii) the correct filing fee; and

509 (iii) any franchise tax, license fee, or penalty required by this chapter or other law.

510 (12) Except with respect to [~~filings~~] a filing pursuant to Section [~~16-6a-503 or~~
511 16-6a-1510, a document shall state, or be accompanied by a writing stating, the address to
512 which the division may send a copy upon completion of the filing.

513 Section 4. Section **16-6a-110** is amended to read:

514 **16-6a-110. Filing duty of division.**

515 (1) If a document delivered to the division for filing satisfies the requirements of
516 Section 16-6a-105, the division shall file the document.

517 (2) (a) The division files a document by stamping or otherwise endorsing "Filed"
518 together with the name of the division and the date and time of acceptance for filing on both the
519 document and the accompanying copy.

520 (b) After filing a document, except as provided in Sections [~~16-6a-503;~~] 16-6a-1510[;]
521 and 16-6a-1608, the division shall deliver the accompanying copy, with the receipt for any filing
522 fees:

523 (i) (A) to the domestic or foreign nonprofit corporation for which the filing is made; or

524 (B) to the representative of the domestic or foreign nonprofit corporation for which the
525 filing is made; and

526 (ii) at the address:

527 (A) indicated on the filing; or

528 (B) that the division determines to be appropriate.

529 (3) If the division refuses to file a document, the division within ten days after the day
530 the document is delivered to the division shall return to the person requesting the filing:

531 (a) the document; and

532 (b) a written notice providing a brief explanation of the reason for the refusal to file.

533 (4) (a) The division's duty to file a document under this section is ministerial.

534 (b) Except as otherwise specifically provided in this chapter, the division's filing or
535 refusal to file a document does not:

536 (i) affect the validity or invalidity of the document in whole or in part;

537 (ii) relate to the correctness or incorrectness of information contained in the document;

538 or

539 (iii) create a presumption that:

540 (A) the document is valid or invalid; or

541 (B) information contained in the document is correct or incorrect.

542 Section 5. Section **16-6a-202** is amended to read:

543 **16-6a-202. Articles of incorporation.**

544 (1) The articles of incorporation shall set forth:

545 (a) one or more purposes for which the nonprofit corporation is organized;

546 (b) a corporate name for the nonprofit corporation that satisfies the requirements of
547 Section 16-6a-401;

548 (c) the ~~[street address of the nonprofit corporation's initial registered office]~~ information
549 required by Subsection 16-16-203(1);

550 ~~[(d) the name and signature of its initial registered agent at the office listed in~~
551 ~~Subsection (1)(c), which registered agent shall meet the requirements of Section 16-6a-501;]~~

552 ~~[(e)]~~ (d) the name and address of each incorporator;

553 ~~[(f)]~~ (e) whether or not the nonprofit corporation will have voting members;

554 ~~[(g)]~~ (f) if the nonprofit corporation is to issue shares of stock evidencing membership
555 in the nonprofit corporation or interests in water or other property rights:

556 (i) the aggregate number of shares that the nonprofit corporation has authority to issue;
557 and

558 (ii) if the shares are to be divided into classes:

559 (A) the number of shares of each class;

560 (B) the designation of each class; and

561 (C) a statement of the preferences, limitations, and relative rights of the shares of each

562 class; and

563 ~~(h)~~ (g) provisions not inconsistent with law regarding the distribution of assets on
564 dissolution.

565 (2) The articles of incorporation may but need not set forth:

566 (a) the names and addresses of the individuals who are to serve as the initial directors;

567 (b) provisions not inconsistent with law regarding:

568 (i) managing the business and regulating the affairs of the nonprofit corporation;

569 (ii) defining, limiting, and regulating the powers of:

570 (A) the nonprofit corporation;

571 (B) the board of directors of the nonprofit corporation; and

572 (C) the members of the nonprofit corporation or any class of members;

573 (iii) whether cumulative voting will be permitted; and

574 (iv) the characteristics, qualifications, rights, limitations, and obligations attaching to
575 each or any class of members; and

576 (c) any provision that under this chapter is permitted to be in the articles of
577 incorporation or required or permitted to be set forth in the bylaws, including elective
578 provisions that in accordance with this chapter shall be included in the articles of incorporation
579 to be effective.

580 (3) (a) It is sufficient under Subsection (1)(a) to state, either alone or with other
581 purposes, that the purpose of the nonprofit corporation is to engage in any lawful act for which
582 a nonprofit corporation may be organized under this chapter.

583 (b) If the articles of incorporation include the statement described in Subsection (3)(a),
584 all lawful acts and activities shall be within the purposes of the nonprofit corporation, except for
585 express limitations, if any.

586 (4) The articles of incorporation need not set forth any corporate power enumerated in
587 this chapter.

588 (5) The articles of incorporation shall:

589 (a) be signed by each incorporator; and

- 590 (b) meet the filing requirements of Section 16-6a-105.
- 591 (6) The appointment of the registered agent shall be signed by the registered agent on:
- 592 (a) the articles of incorporation; or
- 593 (b) an acknowledgment attached to the articles of incorporation.
- 594 (7) (a) If this chapter conditions any matter upon the presence of a provision in the
- 595 bylaws, the condition is satisfied if the provision is present either in:
- 596 (i) the articles of incorporation; or
- 597 (ii) the bylaws.
- 598 (b) If this chapter conditions any matter upon the absence of a provision in the bylaws,
- 599 the condition is satisfied only if the provision is absent from both:
- 600 (i) the articles of incorporation; and
- 601 (ii) the bylaws.
- 602 Section 6. Section **16-6a-703** is amended to read:
- 603 **16-6a-703. Court-ordered meeting.**
- 604 (1) (a) Upon an application described in Subsection (1)(b) the holding of a meeting of
- 605 the members may be summarily ordered by:
- 606 (i) the district court of the county in this state where the nonprofit corporation's
- 607 principal office is located; or
- 608 (ii) if the nonprofit corporation has no principal office in this state~~[(A) by the district~~
- 609 ~~court of the county in which its registered office is located; or (B) if the nonprofit corporation~~
- 610 ~~has no registered office, by]~~, the district court in and for Salt Lake County.
- 611 (b) Subsection (1)(a) applies to an application by:
- 612 (i) any voting member entitled to participate in an annual meeting if an annual meeting
- 613 was required to be held and was not held within 15 months after:
- 614 (A) the corporation's last annual meeting; or
- 615 (B) if there has been no annual meeting, the date of incorporation; or
- 616 (ii) any person who participated in a call of or demand for a special meeting effective
- 617 under Subsection 16-6a-702(1), if:

- 618 (A) notice of the special meeting was not given within 30 days after:
- 619 (I) the date of the call; or
- 620 (II) the date the last of the demands necessary to require the calling of the meeting was
- 621 received by the nonprofit corporation pursuant to Subsection 16-6a-702(1)(b); or
- 622 (B) the special meeting was not held in accordance with the notice.
- 623 (2) A court that orders a meeting under Subsection (1) may:
- 624 (a) fix the time and place of the meeting;
- 625 (b) determine the members entitled to participate in the meeting;
- 626 (c) specify a record date for determining members entitled to notice of and to vote at
- 627 the meeting;
- 628 (d) prescribe the form and content of the notice of the meeting;
- 629 (e) (i) fix the quorum required for specific matters to be considered at the meeting; or
- 630 (ii) direct that the votes represented at the meeting constitute a quorum for action on
- 631 the specific matters to be considered at the meeting; and
- 632 (f) enter other orders necessary or appropriate to accomplish the holding of the
- 633 meeting.

634 Section 7. Section **16-6a-710** is amended to read:

635 **16-6a-710. Members' list for meeting and action by written ballot.**

- 636 (1) (a) Unless otherwise provided by the bylaws, after fixing a record date for a notice
- 637 of a meeting or for determining the members entitled to take action by written ballot, a
- 638 nonprofit corporation shall prepare a list of the names of all its members who are:
- 639 (i) (A) entitled to notice of the meeting; and
- 640 (B) to vote at the meeting; or
- 641 (ii) to take the action by written ballot.
- 642 (b) The list required by Subsection (1) shall:
- 643 (i) be arranged by voting group;
- 644 (ii) be alphabetical within each voting group;
- 645 (iii) show the address of each member entitled to notice of, and to vote at, the meeting

646 or to take such action by written ballot; and

647 (iv) show the number of votes each member is entitled to vote at the meeting or by
648 written ballot.

649 (2) (a) If prepared in connection with a meeting of the members, the members' list
650 required by Subsection (1) shall be available for inspection by any member entitled to vote at the
651 meeting:

652 (i) (A) beginning the earlier of:

653 (I) ten days before the meeting for which the list was prepared; or

654 (II) two business days after notice of the meeting is given; and

655 (B) continuing through the meeting, and any adjournment of the meeting; and

656 (ii) (A) at the nonprofit corporation's principal office; or

657 (B) at a place identified in the notice of the meeting in the city where the meeting will
658 be held.

659 (b) (i) The nonprofit corporation shall make the members' list required by Subsection
660 (1) available at the meeting.

661 (ii) Any member entitled to vote at the meeting or an agent or attorney of a member
662 entitled to vote at the meeting is entitled to inspect the members' list at any time during the
663 meeting or any adjournment.

664 (c) A member entitled to vote at the meeting, or an agent or attorney of a member
665 entitled to vote at the meeting, is entitled on written demand to inspect and, subject to
666 Subsection 16-6a-1602(3) and Subsections 16-6a-1603(2) and (3), to copy a members' list
667 required by Subsection (1):

668 (i) during:

669 (A) regular business hours; and

670 (B) the period it is available for inspection; and

671 (ii) at the member's expense.

672 (3) (a) On application of a member of a nonprofit corporation, the applicable district
673 court may take an action described in Subsection (3)(b) if the nonprofit corporation refuses to

674 allow a member entitled to vote at the meeting or by the written ballot, or an agent or attorney
675 of a member entitled to vote at the meeting or by the written ballot, to inspect or copy the
676 members' list during the period it is required to be available for inspection under Subsection (2).

677 (b) Under Subsection (3)(a), the applicable court may:

678 (i) summarily order the inspection or copying of the members' list at the nonprofit
679 corporation's expense; and

680 (ii) until the inspection or copying is complete:

681 (A) postpone or adjourn the meeting for which the members' list was prepared; or

682 (B) postpone the time when the nonprofit corporation must receive written ballots in
683 connection with which the members' list was prepared.

684 (c) For purposes of this Subsection (3), the applicable court is:

685 (i) the district court of the county in this state where the nonprofit corporation's
686 principal office is located; or

687 (ii) if the nonprofit corporation has no principal office in this state[~~:(A) the district~~
688 ~~court of the county where its registered office is located; or (B) if the nonprofit corporation has~~
689 ~~no registered office in this state]~~, the district court in and for Salt Lake County.

690 (4) If a court orders inspection or copying of a members' list pursuant to Subsection
691 (3), unless the nonprofit corporation proves that it refused inspection or copying of the list in
692 good faith because it had a reasonable basis for doubt about the right of the member or the
693 agent or attorney of the member to inspect or copy the members' list:

694 (a) the court shall order the nonprofit corporation to pay the member's costs, including
695 reasonable counsel fees, incurred in obtaining the order;

696 (b) the court may order the nonprofit corporation to pay the member for any damages
697 the member incurred; and

698 (c) the court may grant the member any other remedy afforded the member by law.

699 (5) If a court orders inspection or copying of a members' list pursuant to Subsection
700 (3), the court may impose reasonable restrictions on the use or distribution of the list by the
701 member.

702 (6) Failure to prepare or make available the members' list does not affect the validity of
703 action taken at the meeting or by means of the written ballot.

704 Section 8. Section **16-6a-1002** is amended to read:

705 **16-6a-1002. Amendment of articles of incorporation by board of directors or**
706 **incorporators.**

707 (1) Unless otherwise provided in the articles of incorporation, the board of directors
708 may adopt, without member approval, one or more amendments to the articles of incorporation
709 to:

710 (a) delete the names and addresses of the initial directors;

711 (b) [~~delete the name and address of the initial registered agent or registered office, if a~~
712 ~~statement of change is on file with the division]~~ change the information required by Subsection
713 16-16-203(1), but an amendment is not required to change the information;

714 (c) change the corporate name by:

715 (i) substituting the word "corporation," "incorporated," "company," "limited," or an
716 abbreviation of any such word for a similar word or abbreviation in the name; or

717 (ii) adding, deleting, or changing a geographical attribution; or

718 (d) make any other change expressly permitted by this chapter to be made without
719 member action.

720 (2) The board of directors may adopt, without member action, one or more
721 amendments to the articles of incorporation to change the corporate name, if necessary, in
722 connection with the reinstatement of a nonprofit corporation pursuant to Section 16-6a-1412.

723 (3) (a) Subject to any approval required pursuant to Section 16-6a-1013, if a nonprofit
724 corporation has no members, no members entitled to vote on amendments, or no members yet
725 admitted to membership, one or more amendments to the nonprofit corporation's articles of
726 incorporation may be adopted by:

727 (i) its incorporators until directors have been chosen; or

728 (ii) its directors after the directors have been chosen.

729 (b) A nonprofit corporation described in Subsection (3)(a) shall provide notice of any

730 meeting at which an amendment is to be voted upon.

731 (c) The notice required by Subsection (3)(b) shall:

732 (i) be in accordance with Section 16-6a-814;

733 (ii) state that the purpose, or one of the purposes, of the meeting is to consider a
734 proposed amendment to the articles of incorporation; and

735 (iii) (A) contain or be accompanied by a copy or summary of the amendment; or

736 (B) state the general nature of the amendment.

737 (d) An amendment described in Subsection (3)(a) shall be approved:

738 (i) by a majority of the incorporators, until directors have been chosen; or

739 (ii) after directors are chosen by a majority of the directors in office at the time the
740 amendment is adopted.

741 Section 9. Section **16-6a-1105** is amended to read:

742 **16-6a-1105. Merger with foreign nonprofit corporation.**

743 (1) One or more domestic nonprofit corporations may merge with one or more foreign
744 nonprofit corporations if:

745 (a) the merger is permitted by the law of the state or country under whose law each
746 foreign nonprofit corporation is incorporated;

747 (b) each foreign nonprofit corporation complies with the provisions of the law described
748 in Subsection (1)(a) in effecting the merger;

749 (c) if the foreign nonprofit corporation is the surviving nonprofit corporation of the
750 merger, the foreign nonprofit corporation:

751 (i) complies with Section 16-6a-1103; and

752 (ii) in addition to the information required by Section 16-6a-1103, provides the address
753 of its principal office; and

754 (d) each domestic nonprofit corporation complies with:

755 (i) the applicable provisions of Sections 16-6a-1101 and 16-6a-1102; and

756 (ii) if it is the surviving nonprofit corporation of the merger, with Section 16-6a-1103.

757 (2) Upon the merger taking effect, a surviving foreign nonprofit corporation of a

758 merger ~~[shall:]~~ may be served with process in any proceeding brought against it as provided in
 759 Section 16-16-301.

760 ~~[(a) (i) maintain a registered agent to accept service in any proceeding based on a cause~~
 761 ~~of action arising with respect to any domestic nonprofit corporation that is merged into the~~
 762 ~~foreign nonprofit corporation; or]~~

763 ~~[(ii) be considered to have authorized service of process on it in connection with any~~
 764 ~~proceeding described in Subsection (2)(a)(i) by registered or certified mail, return receipt~~
 765 ~~requested, to the address of its principal office as:]~~

766 ~~[(A) set forth in the articles of merger; or]~~

767 ~~[(B) as last changed in a notice delivered to the division; and]~~

768 ~~[(b) shall comply with this chapter if it is to conduct affairs in this state.]~~

769 (3) Service effected pursuant to Subsection (2)~~[(a)(ii)]~~ is perfected at the earliest of:

770 (a) the date the foreign nonprofit corporation receives the process, notice, or demand;

771 (b) the date shown on the return receipt, if signed on behalf of the foreign nonprofit

772 corporation; or

773 (c) five days after mailing.

774 (4) Subsection (2) does not prescribe the only means, or necessarily the required means,
 775 of serving a surviving foreign nonprofit corporation of a merger.

776 Section 10. Section **16-6a-1407** is amended to read:

777 **16-6a-1407. Disposition of claims by publication.**

778 (1) A dissolved nonprofit corporation may publish notice of its dissolution and request
 779 that persons with claims against the nonprofit corporation present them in accordance with the
 780 notice.

781 (2) The notice described in Subsection (1) shall:

782 (a) be published one time in a newspaper of general circulation in;

783 (i) the county where:

784 ~~[(i)]~~ (A) the dissolved nonprofit corporation's principal office is located; ~~[or]~~

785 ~~[(ii)]~~ (B) if the dissolved nonprofit corporation has no principal office in this state, its

786 registered office is or was last located; or

787 (ii) if neither Subsection (2)(a)(i)(A) or (B) apply, Salt Lake County;

788 (b) describe the information that shall be included in a claim;

789 (c) provide an address at which any claim shall be given to the nonprofit corporation;

790 and

791 (d) state that unless sooner barred by any other statute limiting actions, a claim will be
792 barred if an action to enforce the claim is not commenced within three years after publication of
793 the notice.

794 (3) If the dissolved nonprofit corporation publishes a newspaper notice in accordance
795 with Subsection (2), then unless sooner barred under Section 16-6a-1406 or under any other
796 statute limiting actions, the claim of any claimant against the dissolved nonprofit corporation is
797 barred unless the claimant commences an action to enforce the claim against the dissolved
798 nonprofit corporation within three years after the publication date of the notice.

799 (4) For purposes of this section:

800 (a) "claim" means any claim, including claims of this state, whether:

801 (i) known;

802 (ii) due or to become due;

803 (iii) absolute or contingent;

804 (iv) liquidated or unliquidated;

805 (v) founded on contract, tort, or other legal basis; or

806 (vi) otherwise; and

807 (b) an action to enforce a claim includes:

808 (i) any civil action; and

809 (ii) any arbitration under any agreement for binding arbitration between the dissolved
810 nonprofit corporation and the claimant.

811 Section 11. Section **16-6a-1410** is amended to read:

812 **16-6a-1410. Grounds for administrative dissolution.**

813 The division may commence a proceeding under Section 16-6a-1411 for administrative

814 dissolution of a nonprofit corporation if:

815 (1) the nonprofit corporation does not pay when they are due any taxes, fees, or
816 penalties imposed by this chapter or other applicable laws of this state;

817 (2) the nonprofit corporation does not deliver its annual report to the division when it is
818 due;

819 (3) the nonprofit corporation is without~~[(a)]~~ a registered agent~~[, or (b) a registered~~
820 ~~office]; or~~

821 (4) the nonprofit corporation does not give notice to the division that:

822 (a) its registered agent ~~[or registered office]~~ has been changed;

823 (b) its registered agent has resigned; or

824 ~~[(c) its registered office has been discontinued; or]~~

825 ~~[(d)]~~ (c) the nonprofit corporation's period of duration stated in its articles of
826 incorporation expires.

827 Section 12. Section **16-6a-1415** is amended to read:

828 **16-6a-1415. Procedure for judicial dissolution.**

829 (1) (a) A proceeding by the attorney general or director of the division to dissolve a
830 nonprofit corporation shall be brought in:

831 (i) the district court of the county in this state where the nonprofit corporation's
832 principal office ~~[or registered office]~~ is located; or

833 (ii) if the nonprofit corporation has no principal ~~[or registered]~~ office in this state, in the
834 district court in and for Salt Lake County.

835 (b) A proceeding brought by a party that is not listed in Subsection (1)(a) but is named
836 in Section 16-6a-1414 shall be brought in:

837 (i) the district court of the county in this state where the nonprofit corporation's
838 principal office is located; or

839 (ii) if it has no principal office in this state, in the district court of ~~[the county where its~~
840 ~~registered office is or was last located]~~ Salt Lake County.

841 (2) It is not necessary to make directors or members parties to a proceeding to dissolve

842 a nonprofit corporation unless relief is sought against the directors or members individually.

843 (3) A court in a proceeding brought to dissolve a nonprofit corporation may:

844 (a) issue injunctions;

845 (b) appoint a receiver or custodian pendente lite with all powers and duties the court
846 directs; or

847 (c) take other action required to preserve the corporate assets wherever located, and
848 carry on the activities of the nonprofit corporation until a full hearing can be held.

849 Section 13. Section **16-6a-1503** is amended to read:

850 **16-6a-1503. Application for authority to conduct affairs.**

851 (1) A foreign nonprofit corporation may apply for authority to conduct affairs in this
852 state by delivering to the division for filing an application for authority to conduct affairs setting
853 forth:

854 (a) its corporate name and its assumed corporate name, if any;

855 (b) the name of the state or country under whose law it is incorporated;

856 (c) its date of incorporation;

857 (d) its period of duration;

858 (e) the street address of its principal office;

859 (f) the [~~address of its registered office~~] information required by Subsection

860 16-16-203(1);

861 [~~(g) the name of its registered agent at the office listed in Subsection (1)(f);~~]

862 [~~(h)~~] (g) the names and usual business addresses of its current directors and officers;

863 [(~~t~~)] (h) the date it commenced or expects to commence conducting affairs in this state;

864 and

865 [(~~t~~)] (i) such additional information as the division determines is necessary or
866 appropriate to determine whether the application for authority to conduct affairs should be filed.

867 (2) With the completed application required by Subsection (1) the foreign nonprofit
868 corporation shall deliver to the division for a certificate of existence, or a document of similar
869 import that is:

870 (a) authenticated by the division or other official having custody of corporate records in
871 the state or country under whose law it is incorporated; and

872 (b) dated within 90 days before the filing of the application for authority to conduct
873 affairs.

874 (3) The foreign nonprofit corporation shall include in the application for authority to
875 conduct affairs, or in an accompanying document, written consent to appointment by its
876 designated registered agent.

877 Section 14. Section **16-6a-1504** is amended to read:

878 **16-6a-1504. Amended application for authority to conduct affairs.**

879 (1) A foreign nonprofit corporation authorized to conduct affairs in this state shall
880 deliver an amended application for authority to conduct affairs to the division for filing if the
881 foreign nonprofit corporation changes:

882 (a) its corporate name;

883 (b) its assumed corporate name;

884 (c) the period of its duration; [~~or~~]

885 (d) the state or country of its incorporation[~~;~~]; or

886 (e) any of the information required by Subsection 16-16-203(1).

887 (2) The requirements of Section 16-6a-1503 for filing an original application for
888 authority to conduct affairs apply to filing an amended application for authority to conduct
889 affairs under this section.

890 Section 15. Section **16-6a-1514** is amended to read:

891 **16-6a-1514. Service on withdrawn foreign nonprofit corporation.**

892 (1) A foreign nonprofit corporation that has withdrawn from this state pursuant to
893 Section 16-6a-1513 shall:

894 (a) maintain a registered agent in this state to accept service on its behalf in any
895 proceeding based on a cause of action arising during the time it was authorized to conduct
896 affairs in this state, in which case[~~;~~(~~+~~)] the continued authority of the registered agent shall be
897 specified in the application for withdrawal; [~~and~~] or

898 ~~[(ii) any change shall be governed by the procedure set forth in Section 16-6a-1509~~
899 ~~which applies to foreign nonprofit corporations authorized to conduct affairs in this state; or]~~

900 (b) be considered to have authorized service of process on it in connection with any
901 cause of action by registered or certified mail, return receipt requested, to:

902 (i) the address of its principal office, if any:

903 (A) set forth in its application for withdrawal; or

904 (B) as last changed by notice delivered to the division for filing; or

905 (ii) the address for service of process:

906 (A) that is stated in its application for withdrawal; or

907 (B) as last changed by notice delivered to the division for filing.

908 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

909 (a) the date the withdrawn foreign nonprofit corporation receives the process, notice, or
910 demand;

911 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
912 nonprofit corporation; or

913 (c) five days after mailing.

914 (3) Subsection (1) does not prescribe the only means, or necessarily the required means,
915 of serving a withdrawn foreign nonprofit corporation.

916 Section 16. Section **16-6a-1515** is amended to read:

917 **16-6a-1515. Grounds for revocation.**

918 The division may commence a proceeding under Section 16-6a-1516 to revoke the
919 authority of a foreign nonprofit corporation to conduct affairs in this state if:

920 (1) the foreign nonprofit corporation does not deliver its annual report to the division
921 when it is due;

922 (2) the foreign nonprofit corporation does not pay when they are due any taxes, fees, or
923 penalties imposed by this chapter or other applicable laws of this state;

924 (3) the foreign nonprofit corporation is without a registered agent ~~[or registered office]~~
925 in this state;

926 (4) the foreign nonprofit corporation does not inform the division [~~under Section~~
927 ~~16-6a-1509 or 16-6a-1510~~] by an appropriate filing, within 30 days of the change or
928 resignation, that:

929 (a) its registered agent [~~or registered office~~] has changed; or

930 (b) its registered agent has resigned; [~~or~~]

931 [~~(c) its registered office has been discontinued;~~]

932 (5) an incorporator, director, officer, or agent of the foreign nonprofit corporation signs
933 a document knowing it is false in any material respect with intent that the document be delivered
934 to the division for filing; or

935 (6) the division receives a duly authenticated certificate from the division or other
936 official having custody of corporate records in the state or country under whose law the foreign
937 nonprofit corporation is incorporated stating that the foreign nonprofit corporation has
938 dissolved or disappeared as the result of a merger.

939 Section 17. Section **16-6a-1604** is amended to read:

940 **16-6a-1604. Court-ordered inspection of corporate records.**

941 (1) (a) A director or member may petition the applicable court if:

942 (i) a nonprofit corporation refuses to allow a director or member, or the director's or
943 member's agent or attorney, to inspect or copy any records that the director or member is
944 entitled to inspect or copy under Subsection 16-6a-1602(1); and

945 (ii) the director or member complies with Subsection 16-6a-1602(1).

946 (b) If petitioned under Subsection (1)(a), the court may summarily order the inspection
947 or copying of the records demanded at the nonprofit corporation's expense on an expedited
948 basis.

949 (2) (a) A director or member may petition the applicable court if:

950 (i) a nonprofit corporation refuses to allow a director or member, or the director's or
951 member's agent or attorney, to inspect or copy any records that the director or member is
952 entitled to inspect or copy pursuant to Subsections 16-6a-1602(2) and (3) within a reasonable
953 time following the director's or member's demand; and

954 (ii) the director or member complies with Subsections 16-6a-1602(2) and (3).

955 (b) If the court is petitioned under Subsection (2)(a), the court may summarily order the
956 inspection or copying of the records demanded.

957 (3) If a court orders inspection or copying of the records demanded under Subsection
958 (1) or (2), unless the nonprofit corporation proves that it refused inspection or copying in good
959 faith because it had a reasonable basis for doubt about the right of the director or member, or
960 the director's or member's agent or attorney, to inspect or copy the records demanded:

961 (a) the court shall also order the nonprofit corporation to pay the director's or member's
962 costs, including reasonable counsel fees, incurred to obtain the order;

963 (b) the court may order the nonprofit corporation to pay the director or member for any
964 damages the member incurred;

965 (c) if inspection or copying is ordered pursuant to Subsection (2), the court may order
966 the nonprofit corporation to pay the director's or member's inspection and copying expenses;
967 and

968 (d) the court may grant the director or member any other remedy provided by law.

969 (4) If a court orders inspection or copying of records demanded, it may impose
970 reasonable restrictions on the use or distribution of the records by the demanding director or
971 member.

972 (5) For purposes of this section, the applicable court is:

973 (a) the district court of the county in this state where the nonprofit corporation's
974 principal office is located; or

975 (b) if the nonprofit corporation has no principal office in this state[~~-(i) the district court~~
976 ~~of the county in which its registered office is located; or (ii) if the nonprofit corporation has no~~
977 ~~registered office], the district court in and for Salt Lake County.~~

978 Section 18. Section **16-6a-1607** is amended to read:

979 **16-6a-1607. Annual report for division.**

980 (1) Each domestic nonprofit corporation, and each foreign nonprofit corporation
981 authorized to conduct affairs in this state, shall deliver to the division for filing an annual report

982 on a form provided by the division that sets forth:

983 (a) (i) the corporate name of the domestic or foreign nonprofit corporation; and

984 (ii) any assumed corporate name of the foreign nonprofit corporation;

985 (b) the ~~[state or country]~~ jurisdiction under whose law it is incorporated;

986 (c) the ~~[street address of its registered office in this state]~~ information required by

987 Subsection 16-16-203(1);

988 ~~[(d) the name of its registered agent at the office listed in Subsection (1)(c);]~~

989 ~~[(e)]~~ (d) the street address of its principal office, wherever located; and

990 ~~[(f)]~~ (e) the names and addresses of its directors and principal officers.

991 (2) The division shall deliver a copy of the prescribed form of annual report to each
992 domestic nonprofit corporation and each foreign nonprofit corporation authorized to conduct
993 affairs in this state.

994 (3) Information in the annual report shall be current as of the date the annual report is
995 executed on behalf of the nonprofit corporation.

996 (4) (a) The annual report of a domestic or foreign nonprofit corporation shall be
997 delivered annually to the division no later than 60 days past the date the report was mailed by
998 the division.

999 (b) Proof to the satisfaction of the division that the nonprofit corporation has mailed an
1000 annual report form is considered in compliance with this Subsection (4).

1001 (5) (a) If an annual report contains the information required by this section, the division
1002 shall file it.

1003 (b) If an annual report does not contain the information required by this section, the
1004 division shall promptly notify the reporting domestic or foreign nonprofit corporation in writing
1005 and return the annual report to it for correction.

1006 (c) If an annual report that is rejected under Subsection (5)(b) was otherwise timely
1007 filed and is corrected to contain the information required by this section and delivered to the
1008 division within 30 days after the effective date of the notice of rejection, the annual report is
1009 considered to be timely filed.

1010 (6) The fact that an individual's name is signed on an annual report form is prima facie
1011 evidence for division purposes that the individual is authorized to certify the report on behalf of
1012 the nonprofit corporation.

1013 (7) The annual report form provided by the division may be designed to provide a
1014 simplified certification by the nonprofit corporation if no changes have been made in the
1015 required information from the last preceding report filed.

1016 (8) A domestic or foreign nonprofit corporation may, but may not be required to,
1017 deliver to the division for filing an amendment to its annual report reflecting any change in the
1018 information contained in its annual report as last amended.

1019 Section 19. Section **16-7-15** is amended to read:

1020 **16-7-15. Official representative -- Registered office -- Registered agent.**

1021 (1) (a) A corporation sole altering, amending, or restating its articles of incorporation
1022 on or after May 3, 2004 shall continuously maintain with the Division of Corporations and
1023 Commercial Code the name, title, and Utah street address of an official representative for the
1024 corporation sole.

1025 (b) The official representative described in Subsection (1)(a) shall, on behalf of the
1026 corporation sole, receive communication, notices, or demands from:

1027 (i) the Division of Corporations and Commercial Code; or

1028 (ii) any other state or federal authority, agency, or official.

1029 (c) If a corporation sole appoints a registered agent pursuant to Subsection (2), that
1030 registered agent is the official representative of the corporation sole for purposes of this
1031 Subsection (1).

1032 (2) (a) A corporation sole formed under this chapter may maintain a registered office
1033 and registered agent in Utah by[:] complying with Title 16, Chapter 16, Model Registered
1034 Agents Act.

1035 [~~(i) filing a statement with the Division of Corporations and Commercial Code; and]~~

1036 [~~(ii) meeting the requirements imposed on a nonprofit corporation under Subsection~~
1037 ~~16-6a-501(2).]~~

1038 (b) A corporation sole maintaining [~~a registered office or~~] registered agent may change
1039 the [~~registered office or~~] registered agent by complying with the requirements [~~imposed on a~~
1040 ~~nonprofit corporation under Section 16-6a-502~~] of Title 16, Chapter 16, Model Registered
1041 Agents Act.

1042 (c) A registered agent of a corporation sole may resign by complying with the
1043 requirements imposed on a registered agent [~~of a nonprofit corporation~~] under [~~Section~~
1044 ~~16-6a-503~~] Title 16, Chapter 16, Model Registered Agents Act.

1045 (d) A registered agent described in this Subsection (2) is the agent of the corporation
1046 sole for service of:

1047 (i) process;

1048 (ii) notice;

1049 (iii) demand; or

1050 (iv) any type required or permitted by law to be served on the corporation sole.

1051 Section 20. Section **16-10a-103** is amended to read:

1052 **16-10a-103. Notice.**

1053 (1) (a) Notice given under this chapter must be in writing unless oral notice is
1054 reasonable under the circumstances.

1055 (b) Notice by electronic transmission is written notice.

1056 (2) (a) Subject to compliance with any requirement that notice be in writing, notice may
1057 be communicated in person, by telephone, by any form of electronic transmission, or by mail or
1058 private carrier.

1059 (b) If the forms of personal notice listed in Subsection (2)(a) are impracticable, notice
1060 may be communicated [~~by~~]:

1061 (i) by a newspaper of general circulation in the county, or similar subdivision, in which
1062 the corporation's principal [~~or registered~~] office is located; [~~or~~]

1063 (ii) by radio, television, or other form of public broadcast communication in the county
1064 or subdivision[~~;~~]; or

1065 (iii) if the corporation has no office in this state, in the manner allowed by Subsection

1066 (2)(b)(i) or (ii) but in Salt Lake County.

1067 (3) (a) Written notice by a domestic or foreign corporation to its shareholders or
1068 directors, if in a comprehensible form, is effective as to each shareholder or director:

1069 (i) when mailed, if addressed to the shareholder's or director's address shown in the
1070 corporation's current record of the shareholder or director; or

1071 (ii) when electronically transmitted to the shareholder or director, in a manner and to an
1072 address provided by the shareholder or director in an unrevoked consent.

1073 (b) Consent under Subsection (3)(a)(ii) is considered revoked if:

1074 (i) the corporation is unable to deliver by electronic transmission two consecutive
1075 notices transmitted by the corporation based on that consent; and

1076 (ii) the corporation's inability to deliver notice by electronic transmission under
1077 Subsection (3)(b)(i) is known by the:

1078 (A) corporation's secretary;

1079 (B) an assistant secretary or transfer agent of the corporation; or

1080 (C) any other person responsible for providing notice.

1081 (c) Notwithstanding Subsection (3)(b), a corporation's failure to treat consent under
1082 Subsection (3)(a) as revoked does not invalidate any meeting or other act.

1083 (d) Delivery of a notice to shareholders may be excused in accordance with Subsection
1084 16-10a-705(5).

1085 (4) Written notice to a domestic or foreign corporation authorized to transact business
1086 in this state may be addressed to the corporation's:

1087 (a) registered agent [~~at its registered office~~]; or

1088 (b) secretary at its principal office.

1089 (5) Except as provided in Subsection (3), written notice, if in a comprehensible form, is
1090 effective at the earliest of the following:

1091 (a) when received;

1092 (b) five days after it is mailed; or

1093 (c) on the date shown on the return receipt if sent by registered or certified mail, return

1094 receipt requested, and the receipt is signed by or on behalf of the addressee.

1095 (6) Oral notice is effective when communicated if communicated in a comprehensible
1096 manner.

1097 (7) Notice by publication is effective on the date of first publication.

1098 (8) (a) If this chapter prescribes notice requirements for particular circumstances, those
1099 requirements govern.

1100 (b) If articles of incorporation or bylaws prescribe notice requirements, not inconsistent
1101 with this section or other provisions of this chapter, those requirements govern.

1102 Section 21. Section **16-10a-120** is amended to read:

1103 **16-10a-120. Filing requirements.**

1104 (1) A document must satisfy the requirements of this section, and of any other section
1105 of this chapter that adds to or varies these requirements, to be entitled to filing by the division.

1106 (2) This chapter must require or permit filing the document with the division.

1107 (3) (a) The document must contain the information required by this chapter.

1108 (b) A document may contain information in addition to that required in Subsection
1109 (3)(a).

1110 (4) The document must be typewritten or machine printed.

1111 (5) (a) The document must be in the English language.

1112 (b) A corporate name need not be in English if written in English letters, Arabic or
1113 Roman numerals.

1114 (c) The certificate of existence required of foreign corporations need not be in English if
1115 accompanied by a reasonably authenticated English translation.

1116 (6) The document must be executed, or must be a true copy made by photographic,
1117 xerographic, electronic, or other process that provides similar copy accuracy of a document that
1118 has been executed:

1119 (a) by the chairman of the board of directors of a domestic or foreign corporation, by all
1120 of its directors, or by one of its officers;

1121 (b) if directors have not been selected or the corporation has not been formed, by an

1122 incorporator;

1123 (c) if the corporation is in the hands of a receiver, trustee, or other court-appointed
1124 fiduciary, by that fiduciary;

1125 (d) if the document is that of a registered agent, by the registered agent, if the person is
1126 an individual, or by a person authorized by the registered agent to execute the document, if the
1127 registered agent is an entity; or

1128 (e) by an attorney in fact if the corporation retains the power of attorney with the
1129 corporation's records.

1130 (7) The document shall state beneath or opposite the signature of the person executing
1131 the document the signer's name and the capacity in which the document is signed.

1132 (8) The document may, but need not, contain:

1133 (a) the corporate seal;

1134 (b) an attestation by the secretary or an assistant secretary; or

1135 (c) an acknowledgment, verification, or proof.

1136 (9) The signature of each person signing the document, whether or not the document
1137 contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the
1138 affirmation or acknowledgment of the person, under penalties of perjury, that the document is
1139 the person's act and deed or the act and deed of the entity on behalf of which the document is
1140 executed, and that the facts stated in the document are true.

1141 (10) If the division has prescribed a mandatory form or cover sheet for the document
1142 under Section 16-10a-121, the document must be in or on the prescribed form or must have the
1143 required cover sheet.

1144 (11) The document must be delivered to the division for filing and must be accompanied
1145 by one exact or conformed copy, except as provided in [~~Sections 16-10a-503 and~~] Section
1146 16-10a-1510, the correct filing fee, and any franchise tax, license fee, or penalty required by this
1147 chapter or other law.

1148 (12) Except with respect to [~~filings~~] a filing pursuant to Section [~~16-10a-503 or~~]
1149 16-10a-1510, the document must state, or be accompanied by a writing stating, the address to

1150 which the division may send a copy upon completion of the filing.

1151 Section 22. Section **16-10a-125** is amended to read:

1152 **16-10a-125. Filing duty of division.**

1153 (1) If a document delivered to the division for filing satisfies the requirements of
1154 Section 16-10a-120, the division shall file it.

1155 (2) The division files a document by stamping or otherwise endorsing "Filed" together
1156 with the name of the division and the date and time of acceptance for filing on both the
1157 document and the accompanying copy. After filing a document, except as provided in Sections
1158 [~~16-10a-503;~~] 16-10a-1510[;] and 16-10a-1608, the division shall deliver the accompanying
1159 copy, with the receipt for any filing fees, to the domestic or foreign corporation for which the
1160 filing is made, or its representative, at the address indicated on the filing, or at the address the
1161 division determines to be appropriate.

1162 (3) If the division refuses to file a document, it shall return the document to the person
1163 requesting the filing within ten days after the document was delivered to the division, together
1164 with a written notice providing a brief explanation of the reason for the refusal.

1165 (4) The division's duty to file documents under this section is ministerial. Except as
1166 otherwise specifically provided in this chapter, the division's filing or refusal to file a document
1167 does not:

- 1168 (a) affect the validity or invalidity of the document in whole or part;
- 1169 (b) relate to the correctness or incorrectness of information contained in the document;

1170 or

- 1171 (c) create a presumption that the document is valid or invalid or that information
1172 contained in the document is correct or incorrect.

1173 Section 23. Section **16-10a-202** is amended to read:

1174 **16-10a-202. Articles of incorporation.**

1175 (1) The articles of incorporation shall set forth:

- 1176 (a) the purpose or purposes for which the corporation is organized;
- 1177 (b) a corporate name for the corporation that satisfies the requirements of Section

1178 16-10a-401;

1179 (c) the number of shares the corporation is authorized to issue;

1180 (d) the information required by Section 16-10a-601 with respect to each class of shares

1181 the corporation is authorized to issue;

1182 (e) the ~~[street address of the corporation's initial registered office and the name and~~

1183 ~~signature of its initial registered agent at that office, which registered agent shall meet the~~

1184 ~~requirements of Section 16-10a-501]~~ information required by Subsection 16-16-203(1); and

1185 (f) the name and address of each incorporator.

1186 (2) The articles of incorporation may set forth:

1187 (a) the names and addresses of the individuals who are to serve as the initial directors;

1188 (b) provisions not inconsistent with law regarding:

1189 (i) managing the business and regulating the affairs of the corporation;

1190 (ii) defining, limiting, and regulating the powers of the corporation, its board of

1191 directors, and its shareholders;

1192 (iii) a par value for authorized shares or classes of shares; and

1193 (iv) the imposition of personal liability on shareholders for the debts of the corporation

1194 to a specified extent and upon specified conditions; and

1195 (c) any provision that under this chapter is permitted to be in the articles of

1196 incorporation or required or permitted to be set forth in the bylaws including elective provisions

1197 which, to be effective, must be included in the articles of incorporation, as provided in this

1198 chapter.

1199 (3) It shall be sufficient under Subsection (1)(a) to state, either alone or with other

1200 purposes, that the purpose of the corporation is to engage in any lawful act or activity for which

1201 corporations may be organized under the Utah Revised Business Corporation Act, and by such

1202 statement all lawful acts and activities shall be within the purposes of the corporation, except for

1203 express limitations, if any.

1204 (4) The articles of incorporation need not set forth any of the corporate powers

1205 enumerated in this chapter.

1206 (5) The articles of incorporation shall be signed by each incorporator and meet the filing
1207 requirements of Section 16-10a-120.

1208 (6) The appointment of the registered agent shall be signed by the registered agent on
1209 the articles of incorporation or on an attached acknowledgement.

1210 (7) If this chapter conditions any matter upon the presence of a provision in the bylaws,
1211 the condition is satisfied if the provision is present either in the articles of incorporation or the
1212 bylaws. If this chapter conditions any matter upon the absence of a provision in the bylaws, the
1213 condition is satisfied only if the provision is absent from both the articles of incorporation and
1214 the bylaws.

1215 Section 24. Section **16-10a-703** is amended to read:

1216 **16-10a-703. Court-ordered meeting.**

1217 (1) The district court of the county in this state where a corporation's principal office is
1218 located or, if it has no principal office in this state, [~~its registered office is located~~] the district
1219 court for Salt Lake County may summarily order a meeting of shareholders to be held:

1220 (a) on application of any shareholder of the corporation entitled to participate in an
1221 annual meeting or any director of the corporation if an annual meeting was not held within 15
1222 months after its last annual meeting, or if there has been no annual meeting, the date of
1223 incorporation; or

1224 (b) on application of any person who participated in a call of or demand for a special
1225 meeting effective under Subsection 16-10a-702(1) if:

1226 (i) notice of the special meeting was not given within 60 days after the date of the call
1227 or the date the last of the demands necessary to require the calling of the meeting was delivered
1228 to the corporation pursuant to Subsection 16-10a-702(1)(b), as the case may be; or

1229 (ii) the special meeting was not held in accordance with the notice.

1230 (2) The court may fix the time and place of the meeting, state whether or not it is an
1231 annual or special meeting, determine the shares entitled to participate in the meeting, specify a
1232 record date for determining shareholders entitled to notice of and to vote at the meeting,
1233 prescribe the form and content of the meeting notice, fix the quorum required for specific

1234 matters to be considered at the meeting, or direct that the votes represented at the meeting
1235 constitute a quorum for action on those matters, and enter other orders necessary or appropriate
1236 to accomplish the purpose or purposes of holding the meeting.

1237 Section 25. Section **16-10a-720** is amended to read:

1238 **16-10a-720. Shareholders' list for meeting.**

1239 (1) After fixing a record date for a shareholders' meeting, a corporation shall prepare a
1240 list of the names of all its shareholders who are entitled to be given notice of the meeting. The
1241 list must be arranged by voting group, and within each voting group by class or series of shares.
1242 The list must be alphabetical within each class or series and must show the address of, and the
1243 number of shares held by, each shareholder.

1244 (2) The shareholders' list must be available for inspection by any shareholder, beginning
1245 on the earlier of ten days before the meeting for which the list was prepared or two business
1246 days after notice of the meeting is given and continuing through the meeting and any meeting
1247 adjournments, at the corporation's principal office or at a place identified in the meeting notice
1248 in the city where the meeting will be held. A shareholder or a shareholder's agent or attorney is
1249 entitled on written demand to the corporation and, subject to the requirements of Subsections
1250 16-10a-1602(3) and (7), and the provisions of Subsections 16-10a-1603(2) and (3), to inspect
1251 and copy the list, during regular business hours and during the period it is available for
1252 inspection.

1253 (3) The corporation shall make the shareholders' list available at the meeting, and any
1254 shareholder, or any shareholder's agent or attorney is entitled to inspect the list at any time
1255 during the meeting or any adjournment, for any purposes germane to the meeting.

1256 (4) If the corporation refuses to allow a shareholder, or the shareholder's agent or
1257 attorney, to inspect the shareholders' list before or at the meeting, or to copy the list as
1258 permitted by Subsection (2), the district court of the county where a corporation's principal
1259 office is located, or, if it has none in this state, the district court for [~~the county where its~~
1260 ~~registered office is located~~] Salt Lake County, on application of the shareholder, may summarily
1261 order the inspection or copying at the corporation's expense and may postpone the meeting for

1262 which the list was prepared until the inspection or copying is complete.

1263 (5) If a court orders inspection or copying of the shareholders' list pursuant to
1264 Subsection (4), unless the corporation proves that it refused inspection or copying of the list in
1265 good faith because it had a reasonable basis for doubt about the right of the shareholder or the
1266 shareholder's agent or attorney to inspect or copy the shareholders' list:

1267 (a) the court shall also order the corporation to pay the shareholder's costs, including
1268 reasonable counsel fees, incurred to obtain the order;

1269 (b) the court may order the corporation to pay the shareholder for any damages
1270 incurred; and

1271 (c) the court may grant the shareholder any other remedy afforded by law.

1272 (6) If a court orders inspection or copying of the shareholders' list pursuant to
1273 Subsection (4), the court may impose reasonable restrictions on the use or distribution of the list
1274 by the shareholder.

1275 (7) Refusal or failure to prepare or make available the shareholders' list does not affect
1276 the validity of action taken at the meeting.

1277 Section 26. Section **16-10a-809** is amended to read:

1278 **16-10a-809. Removal of directors by judicial proceeding.**

1279 (1) The district court of the county in this state where a corporation's principal office is
1280 located or, if it has no principal office in this state, [~~its registered office is located~~] the district
1281 court for Salt Lake County may remove a director in a proceeding commenced either by the
1282 corporation or by its shareholders holding at least 10% of the outstanding shares of any class if
1283 the court finds that:

1284 (a) the director engaged in fraudulent or dishonest conduct or gross abuse of authority
1285 or discretion with respect to the corporation; and

1286 (b) removal is in the best interest of the corporation.

1287 (2) The court that removes a director may bar the director from reelection for a period
1288 prescribed by the court.

1289 (3) If shareholders commence a proceeding under Subsection (1), they shall make the

1290 corporation a party defendant.

1291 (4) A director who is removed pursuant to this section may deliver to the division for
1292 filing a statement to that effect pursuant to Section 16-10a-1608.

1293 Section 27. Section **16-10a-1002** is amended to read:

1294 **16-10a-1002. Amendment by board of directors.**

1295 (1) Unless otherwise provided in the articles of incorporation, a corporation's board of
1296 directors may adopt, without shareholder action, one or more amendments to the corporation's
1297 articles of incorporation to:

1298 (a) delete the names and addresses of incorporators or initial directors or both from the
1299 articles of incorporation;

1300 (b) ~~[delete the name and address of the initial registered agent or registered office]~~
1301 change the information required by Subsection 16-16-203(1), but an amendment is not required
1302 to change the information;

1303 (c) change each issued and unissued authorized share of a class into a greater number of
1304 whole shares if the corporation has only shares of that class outstanding;

1305 (d) change the corporate name by adding the word "corporation," "incorporated," or
1306 "company," or an abbreviation of these words, or by substituting any such word or abbreviation
1307 for a similar word or abbreviation in the name; or

1308 (e) make any other change expressly permitted by this chapter to be made without
1309 shareholder action.

1310 (2) The board of directors may adopt, without shareholder action, one or more
1311 amendments to the articles of incorporation to change the corporate name, if necessary, in
1312 connection with the reinstatement of a corporation pursuant to Section 16-10a-1422.

1313 Section 28. Section **16-10a-1107** is amended to read:

1314 **16-10a-1107. Merger or share exchange with foreign corporations.**

1315 (1) One or more domestic corporations may merge or enter into a share exchange with
1316 one or more foreign corporations if:

1317 (a) in a merger, the merger is permitted by the law of the state or country under whose

1318 law each foreign corporation is incorporated and each foreign corporation complies with that
1319 law in effecting the merger;

1320 (b) in a share exchange, the corporation whose shares will be acquired is a domestic
1321 corporation, whether or not a share exchange is permitted by the law of the state or country
1322 under whose law the acquiring corporation is incorporated;

1323 (c) the foreign corporation complies with Section 16-10a-1105 if it is the surviving
1324 corporation of the merger or the acquiring corporation of the share exchange, and provides, in
1325 addition to the information required by Section 16-10a-1105, the address of its principal office;
1326 and

1327 (d) each domestic corporation complies with the applicable provisions of Sections
1328 16-10a-1101 through 16-10a-1104 and, if it is the surviving corporation of the merger with
1329 Section 16-10a-1105.

1330 (2) Upon the merger or share exchange taking effect, the surviving foreign corporation
1331 of a merger and the acquiring foreign corporation of a share exchange shall either:

1332 ~~[(a) (i) maintain a registered agent in this state to accept service in any proceeding to~~
1333 ~~enforce any obligation or rights of dissenting shareholders of each domestic corporation party to~~
1334 ~~the merger or share exchange, or in any proceeding based on a cause of action arising with~~
1335 ~~respect to any domestic corporation that is merged into the foreign corporation; or]~~

1336 ~~[(ii) be considered to have authorized service of process on it, in connection with any~~
1337 ~~such proceeding, by registered or certified mail return receipt requested, to the address of its~~
1338 ~~principal office as set forth in the articles of merger or share exchange or as last changed by~~
1339 ~~notice delivered to the division for filing;]~~

1340 (a) agree that service of process in a proceeding to enforce the rights of shareholders of
1341 each domestic corporation that is a party to the merger who exercise appraisal rights may be
1342 made in the manner provided in Section 16-16-301;

1343 (b) promptly pay to the dissenting shareholders of each domestic corporation party to
1344 the merger or share exchange the amount, if any, to which they are entitled under Part 13,
1345 Dissenters' Rights; and

1346 (c) comply with Part 15, Authority of Foreign Corporation to Transact Business, if it is
1347 to transact business in this state.

1348 (3) Service effected pursuant to Subsection (2)[(a)(ii)] is perfected at the earliest of:

1349 (a) the date the foreign corporation receives the process, notice, or demand;

1350 (b) the date shown on the return receipt, if signed on behalf of the foreign corporation;

1351 or

1352 (c) five days after mailing.

1353 (4) Subsection (2) does not prescribe the only means, or necessarily the required means,
1354 of serving a surviving foreign corporation of a merger or an acquiring foreign corporation in a
1355 share exchange.

1356 (5) This section does not limit the power of a foreign corporation to acquire all or part
1357 of the shares of one or more classes or series of a domestic corporation through a voluntary
1358 exchange of shares or otherwise.

1359 Section 29. Section **16-10a-1330** is amended to read:

1360 **16-10a-1330. Judicial appraisal of shares -- Court action.**

1361 (1) If a demand for payment under Section 16-10a-1328 remains unresolved, the
1362 corporation shall commence a proceeding within 60 days after receiving the payment demand
1363 contemplated by Section 16-10a-1328, and petition the court to determine the fair value of the
1364 shares and the amount of interest. If the corporation does not commence the proceeding within
1365 the 60-day period, it shall pay each dissenter whose demand remains unresolved the amount
1366 demanded.

1367 (2) The corporation shall commence the proceeding described in Subsection (1) in the
1368 district court of the county in this state where the corporation's principal office, or if it has no
1369 principal office in this state, [~~the county where its registered office is located~~] Salt Lake County.
1370 If the corporation is a foreign corporation [~~without a registered office in this state~~], it shall
1371 commence the proceeding in the county in this state where the [~~registered office~~] principal
1372 office of the domestic corporation merged with, or whose shares were acquired by, the foreign
1373 corporation was located, or, if the domestic corporation did not have its principal office in this

1374 state at the time of the transaction, in Salt Lake County.

1375 (3) The corporation shall make all dissenters who have satisfied the requirements of
1376 Sections 16-10a-1321, 16-10a-1323, and 16-10a-1328, whether or not they are residents of this
1377 state whose demands remain unresolved, parties to the proceeding commenced under
1378 Subsection (2) as an action against their shares. All such dissenters who are named as parties
1379 must be served with a copy of the petition. Service on each dissenter may be by registered or
1380 certified mail to the address stated in his payment demand made pursuant to Section
1381 16-10a-1328. If no address is stated in the payment demand, service may be made at the
1382 address stated in the payment demand given pursuant to Section 16-10a-1323. If no address is
1383 stated in the payment demand, service may be made at the address shown on the corporation's
1384 current record of shareholders for the record shareholder holding the dissenter's shares. Service
1385 may also be made otherwise as provided by law.

1386 (4) The jurisdiction of the court in which the proceeding is commenced under
1387 Subsection (2) is plenary and exclusive. The court may appoint one or more persons as
1388 appraisers to receive evidence and recommend decision on the question of fair value. The
1389 appraisers have the powers described in the order appointing them, or in any amendment to it.
1390 The dissenters are entitled to the same discovery rights as parties in other civil proceedings.

1391 (5) Each dissenter made a party to the proceeding commenced under Subsection (2) is
1392 entitled to judgment:

1393 (a) for the amount, if any, by which the court finds that the fair value of his shares, plus
1394 interest, exceeds the amount paid by the corporation pursuant to Section 16-10a-1325; or

1395 (b) for the fair value, plus interest, of the dissenter's after-acquired shares for which the
1396 corporation elected to withhold payment under Section 16-10a-1327.

1397 Section 30. Section **16-10a-1407** is amended to read:

1398 **16-10a-1407. Disposition of claims by publication -- Disposition in absence of**
1399 **publication.**

1400 (1) A dissolved corporation may publish notice of its dissolution and request that
1401 persons with claims against the corporation present them in accordance with the notice.

1402 (2) The notice contemplated in Subsection (1) must:
1403 (a) be published one time in a newspaper of general circulation in the county where the
1404 dissolved corporation's principal office is or was located or, if it has no principal office in this
1405 state, [~~its registered office is or was last located~~] in Salt Lake County;
1406 (b) describe the information that must be included in a claim and provide an address at
1407 which any claim must be given to the corporation; and
1408 (c) state that unless sooner barred by any other statute limiting actions, the claim will be
1409 barred if an action to enforce the claim is not commenced within five years after the publication
1410 of the notice.
1411 (3) If the dissolved corporation publishes a newspaper notice in accordance with
1412 Subsection (2), then unless sooner barred under Section 16-10a-1406 or under any other statute
1413 limiting actions, the claim of any claimant against the dissolved corporation is barred unless the
1414 claimant commences an action to enforce the claim against the dissolved corporation within five
1415 years after the publication date of the notice.
1416 (4) (a) For purposes of this section, "claim" means any claim, including claims of this
1417 state, whether known, due or to become due, absolute or contingent, liquidated or unliquidated,
1418 founded on contract, tort, or other legal basis, or otherwise.
1419 (b) For purposes of this section, an action to enforce a claim includes any civil action,
1420 and any arbitration under any agreement for binding arbitration between the dissolved
1421 corporation and the claimant.
1422 (5) If a dissolved corporation does not publish a newspaper notice in accordance with
1423 Subsection (2), then unless sooner barred under Section 16-10a-1406 or under any other statute
1424 limiting actions, the claim of any claimant against the dissolved corporation is barred unless the
1425 claimant commences an action to enforce the claim against the dissolved corporation within
1426 seven years after the date the corporation was dissolved.
1427 Section 31. Section **16-10a-1420** is amended to read:
1428 **16-10a-1420. Grounds for administrative dissolution.**
1429 The division may commence a proceeding under Section 16-10a-1421 for administrative

1430 dissolution of a corporation if:

1431 (1) the corporation does not pay when they are due any taxes, fees, or penalties
1432 imposed by this chapter or other applicable laws of this state;

1433 (2) the corporation does not deliver a corporate or annual report to the division when it
1434 is due;

1435 (3) the corporation is without a registered agent [~~or registered office~~] in this state for
1436 30 days or more;

1437 (4) the corporation does not give notice to the division within 30 days that its registered
1438 agent [~~or registered office~~] has been changed[;] or that its registered agent has resigned[~~;~~~~or that~~
1439 ~~its registered office has been discontinued~~]; or

1440 (5) the corporation's period of duration stated in its articles of incorporation expires.

1441 Section 32. Section **16-10a-1431** is amended to read:

1442 **16-10a-1431. Procedure for judicial dissolution.**

1443 (1) A proceeding by the attorney general or director of the division to dissolve a
1444 corporation shall be brought in either the district court of the county in this state in which the
1445 principal office [~~or registered office~~] of the corporation is situated or the district court of Salt
1446 Lake County. A proceeding brought by any other party named in Section 16-10a-1430 shall be
1447 brought in the district court of the county in this state where the corporation's principal office is
1448 located or, if it has no principal office in this state, [~~its registered office is or was last located~~] in
1449 the district court of Salt Lake County.

1450 (2) It is not necessary to make shareholders parties to a proceeding to dissolve a
1451 corporation unless relief is sought against them individually.

1452 (3) A court in a proceeding brought to dissolve a corporation may issue injunctions,
1453 appoint a receiver or custodian pendente lite with all powers and duties the court directs, take
1454 other action required to preserve the corporate assets wherever located, and carry on the
1455 business of the corporation until a full hearing can be held.

1456 Section 33. Section **16-10a-1503** is amended to read:

1457 **16-10a-1503. Application for authority to transact business.**

1458 (1) A foreign corporation may apply for authority to transact business in this state by
1459 delivering to the division for filing an application for authority to transact business setting forth:

- 1460 (a) its corporate name and its assumed name, if any;
- 1461 (b) the name of the state or country under whose law it is incorporated;
- 1462 (c) its date of incorporation and period of its corporate duration;
- 1463 (d) the street address of its principal office;
- 1464 (e) the ~~[address of its registered office in this state and the name of its registered agent~~

1465 ~~at that office]~~ information required by Subsection 16-16-203(1);

- 1466 (f) the names and usual business addresses of its current directors and officers;
- 1467 (g) the date it commenced or expects to commence transacting business in this state;

1468 and

1469 (h) any additional information the division may determine is necessary or appropriate to
1470 determine whether the application for authority to transact business should be filed.

1471 (2) The foreign corporation shall deliver with the completed application for authority to
1472 transact business a certificate of existence, or a document of similar import, duly authorized by
1473 the lieutenant governor or other official having custody of corporate records in the state or
1474 country under whose law it is incorporated. The certificate of existence shall be dated within 90
1475 days prior to the filing of the application for authority to transact business by the division.

1476 (3) The foreign corporation shall include in the application for authority to transact
1477 business, or in an accompanying document, the written consent to appointment by the
1478 designated registered agent.

1479 Section 34. Section **16-10a-1504** is amended to read:

1480 **16-10a-1504. Amended application for authority to transact business.**

1481 (1) A foreign corporation authorized to transact business in this state shall deliver an
1482 amended application for authority to transact business to the division for filing if the foreign
1483 corporation changes:

- 1484 (a) its corporate name or its assumed corporate name;
- 1485 (b) the period of its duration; ~~[or]~~

1486 (c) the state or country of its incorporation; or

1487 (d) any of the information required by Subsection 16-16-203(1).

1488 (2) The requirements of Section 16-10a-1503 for obtaining an original application for
1489 authority to transact business apply to filing an amended application for authority to transact
1490 business under this section.

1491 Section 35. Section **16-10a-1521** is amended to read:

1492 **16-10a-1521. Service on withdrawn foreign corporation.**

1493 (1) A foreign corporation that has withdrawn from this state pursuant to Section
1494 16-10a-1520 shall either:

1495 (a) maintain a registered agent in this state to accept service on its behalf in any
1496 proceeding based on a cause of action arising during the time it was authorized to transact
1497 business in this state, in which case the continued authority of the registered agent shall be
1498 specified in the application for withdrawal [~~and any change shall be governed by the procedure~~
1499 ~~set forth in Section 16-10a-1509 which applies to foreign corporations authorized to transact~~
1500 ~~business in this state~~]; or

1501 (b) be considered to have authorized service of process on it in connection with any
1502 cause of action by registered or certified mail, return receipt requested, to:

1503 (i) the address of its principal office, if any, set forth in its application for withdrawal or
1504 as last changed by notice delivered to the division for filing; or

1505 (ii) the address for service of process that is stated in its application for withdrawal or
1506 as last changed by notice delivered to the division for filing.

1507 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

1508 (a) the date the withdrawn foreign corporation receives the process, notice, or demand;

1509 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
1510 corporation; or

1511 (c) five days after mailing.

1512 (3) Subsection (1) does not prescribe the only means, or necessarily the required means,
1513 of serving a withdrawn foreign corporation.

1514 Section 36. Section **16-10a-1530** is amended to read:

1515 **16-10a-1530. Grounds for revocation.**

1516 The division may commence a proceeding under Section 16-10a-1531 to revoke the
1517 authority of a foreign corporation to transact business in this state if:

1518 (1) the foreign corporation does not deliver its annual report to the division when it is
1519 due;

1520 (2) the foreign corporation does not pay when they are due any taxes, fees, or penalties
1521 imposed by this chapter or other applicable laws of this state;

1522 (3) the foreign corporation is without a registered agent [~~or registered office~~] in this
1523 state for 30 days or more;

1524 (4) the foreign corporation does not inform the division [~~under Section 16-10a-1509 or~~
1525 ~~16-10a-1510~~] by an appropriate filing within 30 days of the change or resignation that its
1526 registered agent [~~or registered office~~] has changed[;] or that its registered agent has resigned[;
1527 ~~or that its registered office has been discontinued~~];

1528 (5) an incorporator, director, officer, or agent of the foreign corporation signs a
1529 document knowing it is false in any material respect with intent that the document be delivered
1530 to the division for filing; or

1531 (6) the division receives a duly authenticated certificate from the lieutenant governor or
1532 other official having custody of corporate records in the state or country under whose law the
1533 foreign corporation is incorporated stating that the corporation has dissolved or disappeared as
1534 the result of a merger.

1535 Section 37. Section **16-10a-1604** is amended to read:

1536 **16-10a-1604. Court-ordered inspection.**

1537 (1) If a corporation does not allow a shareholder or director, or the shareholder's or
1538 director's agent or attorney, who complies with Subsection 16-10a-1602(1) to inspect or copy
1539 any records required by that subsection to be available for inspection, the district court of the
1540 county in this state in which the corporation's principal office is located, or in [~~which its~~
1541 ~~registered office is located~~] Salt Lake County if it has no principal office in this state, may

1542 summarily order inspection and copying of the records demanded at the corporation's expense,
1543 on application of the shareholder or director denied access to the records.

1544 (2) If a corporation does not within a reasonable time allow a shareholder or director,
1545 or the shareholder's or director's agent or attorney, who complies with Subsections
1546 16-10a-1602(2) and (3), to inspect and copy any records which he is entitled to inspect or copy
1547 by this part, then upon application of the shareholder or director denied access to the records,
1548 the district court of the county in this state where the corporation's principal office is located or
1549 ~~[its registered office is located]~~, if it has no principal office in this state, the district court for
1550 Salt Lake County, may summarily order the inspection or copying of the records demanded.

1551 The court shall dispose of an application under this subsection on an expedited basis.

1552 (3) If a court orders inspection or copying of records demanded, it shall also order the
1553 corporation to pay the shareholder's or director's costs incurred to obtain the order, including
1554 reasonable counsel fees, unless the corporation proves that it refused inspection in good faith
1555 because it had a reasonable basis for doubt about the right of the shareholder or director, or the
1556 shareholder's or director's agent or attorney, to inspect the records demanded.

1557 (4) If a court orders inspection or copying of records demanded, it may:

1558 (a) impose reasonable restrictions on the use or distribution of the records by the
1559 demanding shareholder or director;

1560 (b) order the corporation to pay the shareholder or director for any damages incurred as
1561 a result of the corporation's denial if the court determines that the corporation did not act in
1562 good faith in refusing to allow the inspection or copying;

1563 (c) if inspection or copying is ordered pursuant to Subsection (2), order the corporation
1564 to pay the expenses of inspection and copying if the court determines that the corporation did
1565 not act in good faith in refusing to allow the inspection or copying; and

1566 (d) grant the shareholder or director any other available legal remedy.

1567 Section 38. Section **16-10a-1607** is amended to read:

1568 **16-10a-1607. Annual report for division.**

1569 (1) Each domestic corporation, and each foreign corporation authorized to transact

1570 business in this state, shall deliver to the division for filing an annual report on a form provided
1571 by the division that sets forth:

1572 (a) the corporate name of the domestic or foreign corporation and any assumed
1573 corporate name of the foreign corporation;

1574 (b) the ~~[state or country]~~ jurisdiction under whose law it is incorporated;

1575 (c) the ~~[street address of its registered office and the name of its registered agent at that~~
1576 ~~office in this state]~~ information required by Subsection 16-16-203(1);

1577 (d) the street address of its principal office, wherever located; and

1578 (e) the names ~~[and addresses]~~ of its ~~[directors and]~~ principal officers~~[; and]~~.

1579 ~~[(f) a brief description of the nature of its business.]~~

1580 (2) The division shall deliver a copy of the prescribed form of annual report to each
1581 domestic corporation and each foreign corporation authorized to transact business in this state.

1582 (3) Information in the annual report must be current as of the date the annual report is
1583 executed on behalf of the corporation.

1584 (4) The annual report of a domestic or foreign corporation shall be delivered annually to
1585 the division no later than the end of the second calendar month following the calendar month in
1586 which the report form is mailed by the division. Proof to the satisfaction of the division that the
1587 corporation has mailed an annual report form is considered in compliance with this subsection.

1588 (5) If an annual report contains the information required by this section, the division
1589 shall file it. If a report does not contain the information required by this section, the division
1590 shall promptly notify the reporting domestic or foreign corporation in writing and return the
1591 report to it for correction. If the report was otherwise timely filed and is corrected to contain
1592 the information required by this section and delivered to the division within 30 days after the
1593 effective date of the notice of rejection, the annual report is considered to be timely filed.

1594 (6) The fact that an individual's name is signed on an annual report form is prima facie
1595 evidence for division purposes that the individual is authorized to certify the report on behalf of
1596 the corporation.

1597 (7) The annual report form provided by the division may be designed to provide a

1598 simplified certification by the corporation if no changes have been made in the required
1599 information from the last preceding report filed.

1600 (8) A domestic or foreign corporation may, but may not be required to, deliver to the
1601 division for filing an amendment to its annual report reflecting any change in the information
1602 contained in its annual report as last amended.

1603 Section 39. Section **16-15-104** is amended to read:

1604 **16-15-104. Registration required -- Certificate of registration.**

1605 (1) A business trust shall register with the division [~~prior to~~] before doing business in
1606 the state.

1607 (2) The certificate of registration of a business trust shall set forth:

1608 (a) the name of the business trust;

1609 (b) the period of its duration;

1610 (c) the business purpose for which the business trust is organized;

1611 (d) the [~~street address of its registered office in the state~~] information required by

1612 Subsection 16-16-203(1); and

1613 [~~(e) the name, street address, and signature of its initial registered agent in the state;~~

1614 ~~and]~~

1615 [(~~f~~)] (e) the name, signature, and street address of all trustees of the business trust.

1616 Section 40. Section **16-15-109** is amended to read:

1617 **16-15-109. Registered agent.**

1618 (1) A business trust shall continuously maintain an agent in this state for service of
1619 process on the business trust.

1620 (2) The agent of the business trust shall be a person residing or authorized to do
1621 business in this state.

1622 (3) If a business trust fails to maintain a registered agent in this state, the division may
1623 cancel the business trust's registration.

1624 (4) (a) The registered agent of a business trust may resign by filing an original and one
1625 copy of a signed written notice of resignation with the division. The division shall mail a copy

1626 of the notice of resignation to the registered office of the business trust at the street address in
1627 the business trust's certificate of registration.

1628 (b) The appointment of the registered agent ends 30 days after the division receives
1629 notice of the resignation.

1630 (5) Service may be effected on a business trust in the same manner prescribed for a
1631 corporation in Sections [~~16-10a-504,~~] 16-10a-1511[;] and 16-10a-1521.

1632 Section 41. Section **16-16-101** is enacted to read:

1633 **CHAPTER 16. MODEL REGISTERED AGENTS ACT**

1634 **Part 16. General Provisions**

1635 **16-16-101. Title.**

1636 This chapter is known as the "Model Registered Agents Act."

1637 Section 42. Section **16-16-102** is enacted to read:

1638 **16-16-102. Definitions.**

1639 In this chapter:

1640 (1) "Appointment of agent" means a statement appointing an agent for service of
1641 process filed by:

1642 (a) a domestic or foreign unincorporated nonprofit association under Section
1643 16-16-204; or

1644 (b) a domestic entity that is not a filing entity or a nonqualified foreign entity under
1645 Section 16-16-210.

1646 (2) "Commercial registered agent" means an individual or a domestic or foreign entity
1647 listed under Section 16-16-204.

1648 (3) "Division" means the Division of Corporations and Commercial Code.

1649 (4) "Domestic entity" means an entity whose internal affairs are governed by the law of
1650 this state.

1651 (5) "Entity" means a person that has a separate legal existence or has the power to
1652 acquire an interest in real property in its own name other than:

1653 (a) an individual;

1654 (b) a testamentary, inter vivos, or charitable trust, with the exception of a business trust,
1655 statutory trust, or similar trust;

1656 (c) an association or relationship that is not a partnership by reason of Section 202(c) of
1657 the Uniform Partnership Act (1997) or a similar provision of the law of any other jurisdiction;

1658 (d) a decedent's estate; or

1659 (e) a public corporation, government or governmental subdivision, agency, or
1660 instrumentality, or quasi-governmental instrumentality.

1661 (6) "Filing entity" means an entity that is created by the filing of a public organic
1662 document.

1663 (7) "Foreign entity" means an entity other than a domestic entity.

1664 (8) "Foreign qualification document" means an application for a certificate of authority
1665 or other foreign qualification filing with the division by a foreign entity.

1666 (9) "Governance interest" means the right under the organic law or organic rules of an
1667 entity, other than as a governor, agent, assignee, or proxy, to:

1668 (a) receive or demand access to information concerning, or the books and records of,
1669 the entity;

1670 (b) vote for the election of the governors of the entity; or

1671 (c) receive notice of or vote on any or all issues involving the internal affairs of the
1672 entity.

1673 (10) "Governor" means a person by or under whose authority the powers of an entity
1674 are exercised and under whose direction the business and affairs of the entity are managed
1675 pursuant to the organic law and organic rules of the entity.

1676 (11) "Interest" means:

1677 (a) a governance interest in an unincorporated entity;

1678 (b) a transferable interest in an unincorporated entity; or

1679 (c) a share or membership in a corporation.

1680 (12) "Interest holder" means a direct holder of an interest.

1681 (13) "Jurisdiction of organization," with respect to an entity, means the jurisdiction

1682 whose law includes the organic law of the entity.

1683 (14) "Noncommercial registered agent" means a person that is not listed as a
1684 commercial registered agent under Section 16-16-204 and that is:

1685 (a) an individual or a domestic or foreign entity that serves in this state as the agent for
1686 service of process of an entity; or

1687 (b) the individual who holds the office or other position in an entity that is designated as
1688 the agent for service of process pursuant to Subsection 16-16-203(1)(b)(ii).

1689 (15) "Nonqualified foreign entity" means a foreign entity that is not authorized to
1690 transact business in this state pursuant to a filing with the division.

1691 (16) "Nonresident LLP statement" means:

1692 (a) a statement of qualification of a domestic limited liability partnership that does not
1693 have an office in this state; or

1694 (b) a statement of foreign qualification of a foreign limited liability partnership that does
1695 not have an office in this state.

1696 (17) "Organic law" means the statutes, if any, other than this chapter, governing the
1697 internal affairs of an entity.

1698 (18) "Organic rules" means the public organic document and private organic rules of an
1699 entity.

1700 (19) "Person" means an individual, corporation, estate, trust, partnership, limited
1701 liability company, business or similar trust, association, joint venture, public corporation,
1702 government or governmental subdivision, agency, or instrumentality, or any other legal or
1703 commercial entity.

1704 (20) "Private organic rules" mean the rules, whether or not in a record, that govern the
1705 internal affairs of an entity, are binding on all of its interest holders, and are not part of its public
1706 organic document, if any.

1707 (21) "Public organic document" means the public record the filing of which creates an
1708 entity, and any amendment to or restatement of that record.

1709 (22) "Qualified foreign entity" means a foreign entity that is authorized to transact

1710 business in this state pursuant to a filing with the division.

1711 (23) "Record" means information that is inscribed on a tangible medium or that is
1712 stored in an electronic or other medium and is retrievable in perceivable form.

1713 (24) "Registered agent" means a commercial registered agent or a noncommercial
1714 registered agent.

1715 (25) "Registered agent filing" means:

1716 (a) the public organic document of a domestic filing entity;

1717 (b) a nonresident LLP statement;

1718 (c) a foreign qualification document; or

1719 (d) an appointment of agent.

1720 (26) "Represented entity" means:

1721 (a) a domestic filing entity;

1722 (b) a domestic or qualified foreign limited liability partnership that does not have an
1723 office in this state;

1724 (c) a qualified foreign entity;

1725 (d) a domestic or foreign unincorporated nonprofit association for which an
1726 appointment of agent has been filed;

1727 (e) a domestic entity that is not a filing entity for which an appointment of agent has
1728 been filed; or

1729 (f) a nonqualified foreign entity for which an appointment of agent has been filed.

1730 (27) "Sign" means, with present intent to authenticate or adopt a record:

1731 (a) to execute or adopt a tangible symbol; or

1732 (b) to attach to or logically associate with the record an electronic sound, symbol, or
1733 process.

1734 (28) "Transferable interest" means the right under an entity's organic law to receive
1735 distributions from the entity.

1736 (29) "Type," with respect to an entity, means a generic form of entity:

1737 (a) recognized at common law; or

1738 (b) organized under an organic law, whether or not some entities organized under that
1739 organic law are subject to provisions of that law that create different categories of the form of
1740 entity.

1741 Section 43. Section **16-16-201** is enacted to read:

1742 **Part 2. Registered Agents**

1743 **16-16-201. Fees.**

1744 Unless otherwise provided by statute, the division shall charge and collect fees for
1745 services as provided in Section 63-38-3.2.

1746 Section 44. Section **16-16-202** is enacted to read:

1747 **16-16-202. Addresses in filings.**

1748 Whenever a provision of this chapter other than Subsection 16-16-209(1)(d) requires
1749 that a filing state an address, the filing must state:

- 1750 (1) an actual street address or rural route box number in this state; and
- 1751 (2) a mailing address in this state, if different from the address under Subsection (1).

1752 Section 45. Section **16-16-203** is enacted to read:

1753 **16-16-203. Appointment of registered agent.**

- 1754 (1) A registered agent filing must state:
 - 1755 (a) the name of the represented entity's commercial registered agent; or
 - 1756 (b) if the entity does not have a commercial registered agent:
 - 1757 (i) the name and address of the entity's noncommercial registered agent; or
 - 1758 (ii) the title of an office or other position with the entity if service of process is to be
1759 sent to the person holding that office or position, and the address of the business office of that
1760 person.

1761 (2) The appointment of a registered agent pursuant to Subsection (1)(a) or (b)(i) is an
1762 affirmation by the represented entity that the agent has consented to serve as such.

1763 (3) The division shall make available in a record as soon as practicable a daily list of
1764 filings that contain the name of a registered agent. The list must:

- 1765 (a) be available for at least 14 calendar days;

1766 (b) list in alphabetical order the names of the registered agents; and

1767 (c) state the type of filing and name of the represented entity making the filing.

1768 Section 46. Section **16-16-204** is enacted to read:

1769 **16-16-204. Listing of commercial registered agent.**

1770 (1) An individual or a domestic or foreign entity may become listed as a commercial
1771 registered agent by filing with the division a commercial registered agent listing statement
1772 signed by or on behalf of the person which states:

1773 (a) the name of the individual or the name, type, and jurisdiction of organization of the
1774 entity;

1775 (b) that the person is in the business of serving as a commercial registered agent in this
1776 state; and

1777 (c) the address of a place of business of the person in this state to which service of
1778 process and other notice and documents being served on or sent to entities represented by it
1779 may be delivered.

1780 (2) A commercial registered agent listing statement may include the information
1781 regarding acceptance of service of process in a record by the commercial registered agent
1782 provided for in Subsection 16-16-301(4).

1783 (3) If the name of a person filing a commercial registered agent listing statement is not
1784 distinguishable on the records of the division from the name of another commercial registered
1785 agent listed under this section, the person must adopt a fictitious name that is distinguishable
1786 and use that name in its statement and when it does business in this state as a commercial
1787 registered agent.

1788 (4) A commercial registered agent listing statement takes effect on filing.

1789 (5) The division shall note the filing of the commercial registered agent listing statement
1790 in the index of filings maintained by the division for each entity represented by the registered
1791 agent at the time of the filing. The statement has the effect of deleting the address of the
1792 registered agent from the registered agent filing of each of those entities.

1793 Section 47. Section **16-16-205** is enacted to read:

1794 **16-16-205. Termination of listing of commercial registered agent.**

1795 (1) A commercial registered agent may terminate its listing as a commercial registered
1796 agent by filing with the division a commercial registered agent termination statement signed by
1797 or on behalf of the agent which states:

1798 (a) the name of the agent as currently listed under Section 16-16-204; and

1799 (b) that the agent is no longer in the business of serving as a commercial registered
1800 agent in this state.

1801 (2) A commercial registered agent termination statement takes effect on the 31st day
1802 after the day on which it is filed.

1803 (3) The commercial registered agent shall promptly furnish each entity represented by it
1804 with notice in a record of the filing of the commercial registered agent termination statement.

1805 (4) When a commercial registered agent termination statement takes effect, the
1806 registered agent ceases to be an agent for service of process on each entity formerly represented
1807 by it. Until an entity formerly represented by a terminated commercial registered agent appoints
1808 a new registered agent, service of process may be made on the entity as provided in Section
1809 16-16-301. Termination of the listing of a commercial registered agent under this section does
1810 not affect any contractual rights a represented entity may have against the agent or that the
1811 agent may have against the entity.

1812 Section 48. Section **16-16-206** is enacted to read:

1813 **16-16-206. Change of registered agent by entity.**

1814 (1) A represented entity may change the information currently on file under Subsection
1815 16-16-203(1) by filing with the division a statement of change signed on behalf of the entity
1816 which states:

1817 (a) the name of the entity; and

1818 (b) the information that is to be in effect as a result of the filing of the statement of
1819 change.

1820 (2) The interest holders or governors of a domestic entity need not approve the filing
1821 of:

- 1822 (a) a statement of change under this section; or
1823 (b) a similar filing changing the registered agent or registered office of the entity in any
1824 other jurisdiction.
- 1825 (3) The appointment of a registered agent pursuant to Subsection (1) is an affirmation
1826 by the represented entity that the agent has consented to serve as such.
- 1827 (4) A statement of change filed under this section takes effect on filing.
- 1828 (5) As an alternative to using the procedures in this section, a represented entity may
1829 change the information currently on file under Subsection 16-16-203(1) by amending its most
1830 recent registered agent filing in the manner provided by the laws of this state other than this
1831 chapter for amending that filing.

1832 Section 49. Section **16-16-207** is enacted to read:

1833 **16-16-207. Change of name or address by noncommercial registered agent.**

- 1834 (1) If a noncommercial registered agent changes its name or its address as currently in
1835 effect with respect to a represented entity pursuant to Subsection 16-16-203(1), the agent shall
1836 file with the division, with respect to each entity represented by the agent, a statement of change
1837 signed by or on behalf of the agent which states:
- 1838 (a) the name of the entity;
1839 (b) the name and address of the agent as currently in effect with respect to the entity;
1840 (c) if the name of the agent has changed, its new name; and
1841 (d) if the address of the agent has changed, the new address.

1842 (2) A statement of change filed under this section takes effect on filing.

1843 (3) A noncommercial registered agent shall promptly furnish the represented entity with
1844 notice in a record of the filing of a statement of change and the changes made by the filing.

1845 Section 50. Section **16-16-208** is enacted to read:

1846 **16-16-208. Change of name, address, or type of organization by commercial**
1847 **registered agent.**

1848 (1) If a commercial registered agent changes its name, its address as currently listed
1849 under Subsection 16-16-204(1), or its type or jurisdiction of organization, the agent shall file

1850 with the division a statement of change signed by or on behalf of the agent which states:

1851 (a) the name of the agent as currently listed under Subsection 16-16-204(1);

1852 (b) if the name of the agent has changed, its new name;

1853 (c) if the address of the agent has changed, the new address; and

1854 (d) if the type or jurisdiction of organization of the agent has changed, the new type or
1855 jurisdiction of organization.

1856 (2) The filing of a statement of change under Subsection (1) is effective to change the
1857 information regarding the commercial registered agent with respect to each entity represented
1858 by the agent.

1859 (3) A statement of change filed under this section takes effect on filing.

1860 (4) A commercial registered agent shall promptly furnish each entity represented by it
1861 with notice in a record of the filing of a statement of change relating to the name or address of
1862 the agent and the changes made by the filing.

1863 (5) If a commercial registered agent changes its address without filing a statement of
1864 change as required by this section, the division may cancel the listing of the agent under Section
1865 16-16-204. A cancellation under this Subsection (5) has the same effect as a termination under
1866 Section 16-16-205. Promptly after canceling the listing of an agent, the division shall serve
1867 notice in a record in the manner provided in Subsection 16-16-301(2) or (3) on:

1868 (a) each entity represented by the agent, stating that the agent has ceased to be an agent
1869 for service of process on the entity and that, until the entity appoints a new registered agent,
1870 service of process may be made on the entity as provided in Section 16-16-301; and

1871 (b) the agent, stating that the listing of the agent has been canceled under this section.

1872 Section 51. Section **16-16-209** is enacted to read:

1873 **16-16-209. Resignation of registered agent.**

1874 (1) A registered agent may resign at any time with respect to a represented entity by
1875 filing with the division a statement of resignation signed by or on behalf of the agent which
1876 states:

1877 (a) the name of the entity;

1878 (b) the name of the agent;
1879 (c) that the agent resigns from serving as agent for service of process for the entity; and
1880 (d) the name and address of the person to which the agent will send the notice required
1881 by Subsection (3).

1882 (2) A statement of resignation takes effect on the earlier of the 31st day after the day on
1883 which it is filed or the appointment of a new registered agent for the represented entity.

1884 (3) The registered agent shall promptly furnish the represented entity notice in a record
1885 of the date on which a statement of resignation was filed.

1886 (4) When a statement of resignation takes effect, the registered agent ceases to have
1887 responsibility for any matter tendered to it as agent for the represented entity. A resignation
1888 under this section does not affect any contractual rights the entity has against the agent or that
1889 the agent has against the entity.

1890 (5) A registered agent may resign with respect to a represented entity whether or not
1891 the entity is in good standing.

1892 Section 52. Section **16-16-210** is enacted to read:

1893 **16-16-210. Appointment of agent by nonfiling or nonqualified foreign entity.**

1894 (1) A domestic entity that is not a filing entity or a nonqualified foreign entity may file
1895 with the division a statement appointing an agent for service of process signed on behalf of the
1896 entity which states:

1897 (a) the name, type, and jurisdiction of organization of the entity; and

1898 (b) the information required by Subsection 16-16-203(1).

1899 (2) A statement appointing an agent for service of process takes effect on filing.

1900 (3) The appointment of a registered agent under this section does not qualify a
1901 nonqualified foreign entity to do business in this state and is not sufficient alone to create
1902 personal jurisdiction over the nonqualified foreign entity in this state.

1903 (4) A statement appointing an agent for service of process may not be rejected for filing
1904 because the name of the entity filing the statement is not distinguishable on the records of the
1905 division from the name of another entity appearing in those records. The filing of a statement

1906 appointing an agent for service of process does not make the name of the entity filing the
1907 statement unavailable for use by another entity.

1908 (5) An entity that has filed a statement appointing an agent for service of process may
1909 cancel the statement by filing a statement of cancellation, which shall take effect upon filing, and
1910 must state the name of the entity and that the entity is canceling its appointment of an agent for
1911 service of process in this state. A statement appointing an agent for service of process which
1912 has not been canceled earlier is effective for a period of five years after the date of filing.

1913 (6) A statement appointing an agent for service of process for a nonqualified foreign
1914 entity terminates automatically on the date the entity becomes a qualified foreign entity.

1915 Section 53. Section **16-16-301** is enacted to read:

1916 **Part 3. Service of Process and Duties**

1917 **16-16-301. Service of process on entities.**

1918 (1) A registered agent is an agent of the represented entity authorized to receive service
1919 of any process, notice, or demand required or permitted by law to be served on the entity.

1920 (2) If an entity that previously filed a registered agent filing with the division no longer
1921 has a registered agent, or if its registered agent cannot with reasonable diligence be served, the
1922 entity may be served by registered or certified mail, return receipt requested, addressed to the
1923 governors of the entity by name at its principal office in accordance with any applicable judicial
1924 rules and procedures. The names of the governors and the address of the principal office may
1925 be as shown in the most recent annual report filed with the division. Service is perfected under
1926 this Subsection (2) at the earliest of:

1927 (a) the date the entity receives the mail;

1928 (b) the date shown on the return receipt, if signed on behalf of the entity; or

1929 (c) five days after its deposit with the United States Postal Service, if correctly
1930 addressed and with sufficient postage.

1931 (3) If process, notice, or demand cannot be served on an entity pursuant to Subsection
1932 (1) or (2), service of process may be made by handing a copy to the manager, clerk, or other
1933 person in charge of any regular place of business or activity of the entity if the person served is

1934 not a plaintiff in the action.

1935 (4) Service of process, notice, or demand on a registered agent must be in the form of a
1936 written document, except that service may be made on a commercial registered agent in such
1937 other forms of a record, and subject to such requirements as the agent has stated from time to
1938 time in its listing under Section 16-16-204 that it will accept.

1939 (5) Service of process, notice, or demand may be perfected by any other means
1940 prescribed by law other than this chapter.

1941 Section 54. Section **16-16-302** is enacted to read:

1942 **16-16-302. Duties of registered agent.**

1943 The only duties under this chapter of a registered agent that has complied with this
1944 chapter are:

1945 (1) to forward to the represented entity at the address most recently supplied to the
1946 agent by the entity any process, notice, or demand that is served on the agent;

1947 (2) to provide the notices required by this chapter to the entity at the address most
1948 recently supplied to the agent by the entity;

1949 (3) if the agent is a noncommercial registered agent, to keep current the information
1950 required by Subsection 16-16-203(1) in the most recent registered agent filing for the entity;
1951 and

1952 (4) if the agent is a commercial registered agent, to keep current the information listed
1953 for it under Subsection 16-16-204(1).

1954 Section 55. Section **16-16-401** is enacted to read:

1955 **Part 4. Miscellaneous Provisions**

1956 **16-16-401. Jurisdiction and venue.**

1957 The appointment or maintenance in this state of a registered agent does not by itself
1958 create the basis for personal jurisdiction over the represented entity in this state. The address of
1959 the agent does not determine venue in an action or proceeding involving the entity.

1960 Section 56. Section **16-16-402** is enacted to read:

1961 **16-16-402. Consistency of application.**

1962 In applying and construing this chapter, consideration must be given to the need to
1963 promote consistency of the law with respect to its subject matter among states that enact it.

1964 Section 57. Section **16-16-403** is enacted to read:

1965 **16-16-403. Relation to Electronic Signatures in Global and National Commerce**
1966 **Act.**

1967 This chapter modifies, limits, and supersedes the federal Electronic Signatures in Global
1968 and National Commerce Act, 15 U.S.C. Section 7001, et seq., but does not modify, limit, or
1969 supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or authorize delivery of any of
1970 the notices described in Section 103(b) of that act, 15 U.S.C. Section 7003(b).

1971 Section 58. Section **16-16-404** is enacted to read:

1972 **16-16-404. Savings clause.**

1973 This chapter does not affect an action or proceeding commenced or right accrued before
1974 the effective date of this chapter.

1975 Section 59. Section **31A-5-203** is amended to read:

1976 **31A-5-203. Articles and bylaws.**

1977 (1) The articles of incorporation requirements in Section 16-10a-202 apply to the
1978 articles of a stock corporation, except that:

1979 (a) the name of the corporation shall comply with Sections 16-10a-401 and 31A-1-109
1980 and the name of any new or renamed corporation shall include the word "insurance" or a term
1981 of equivalent meaning;

1982 (b) authorized shares shall conform to Subsection 31A-5-305(1) and the capital
1983 provided for shall conform to Section 31A-5-211; and

1984 (c) beginning on July 1, 1988, the purposes of the corporation are limited to those
1985 permitted by Section 31A-4-107.

1986 (2) The articles of incorporation requirements in Section 16-6a-202, except Subsections
1987 16-6a-202(1)[~~(g)~~] (f) and [~~(h)~~] (g), apply to the articles of a mutual except that:

1988 (a) The name of the corporation shall comply with Sections 16-6a-401 and 31A-1-109
1989 and the name of any new or renamed corporation shall include the words "mutual" and

1990 "insurance" or terms of equivalent meaning.

1991 (b) If any mutual bonds are authorized, they shall comply with Subsection
1992 31A-5-305(2)(a).

1993 (c) The purposes of the corporation may not include doing a title insurance business,
1994 and shall be limited to those purposes permitted by Section 31A-4-107.

1995 (d) If assessable policies are permitted, the articles shall contain provisions giving
1996 assessment liabilities and procedures, including a provision specifying the classes of business on
1997 which assessment may be separately levied.

1998 (e) The articles may specify those classes of persons who may be policyholders, or
1999 prescribe the procedure for establishing or removing restrictions on the classes of persons who
2000 may be policyholders. The articles shall also state that each policyholder is a member of the
2001 corporation.

2002 (3) Sections 16-10a-830 and 16-10a-831 apply to stock corporations and Section
2003 16-6a-818 applies to mutuals. The articles or bylaws shall designate three or more principal
2004 offices the principal officers of the corporation shall hold. The principal offices shall be held by
2005 at least three separate natural persons.

2006 (4) The bylaws of a domestic corporation shall comply with this chapter. A copy of the
2007 bylaws, and any amendments to them, shall be filed with the commissioner within 60 days after
2008 their adoption. Subject to this Subsection (4), Subsections 31A-5-204(2)(c) and (5),
2009 Subsection 31A-5-213(4), and Section 16-10a-206 apply to stock corporations and Section
2010 16-6a-206 applies to mutuals.

2011 Section 60. Section **31A-5-401** is amended to read:

2012 **31A-5-401. Principal office and registered agent.**

2013 Each domestic insurance corporation shall have its principal office and place of business
2014 in this state. By order, the commissioner may exempt a corporation from this requirement, in
2015 which case it is subject to the requirement of Section 31A-14-204. The location of a domestic
2016 insurance corporation's principal office and the existence of a registered agent are governed by
2017 [~~Sections 16-10a-501, 16-10a-502, and 16-10a-503~~] Title 16, Chapter 16, Model Registered

2018 Agents Act.

2019 Section 61. Section **31A-8-202** is amended to read:

2020 **31A-8-202. Corporate name -- Office -- Registered agent.**

2021 (1) Sections 16-10a-402, 16-10a-403, and 42-2-5 apply to the reservation and
2022 registration of the corporate name in domestic health maintenance organizations. Reservation
2023 and registration fees under Section 31A-3-103 apply.

2024 (2) The location of an organization's principal office and the existence of a registered
2025 agent are governed by [~~Sections 16-10a-501 through 16-10a-503~~] Title 16, Chapter 16, Model
2026 Registered Agents Act.

2027 Section 62. Section **31A-8-204** is amended to read:

2028 **31A-8-204. Articles and bylaws.**

2029 (1) The articles of a nonprofit organization shall conform to Subsections
2030 16-6a-202(1)(a) through [~~(f)~~] (e). The articles of other organizations shall conform to Section
2031 16-10a-202. In addition:

2032 (a) the powers of the corporation shall be limited to those permitted under Section
2033 31A-8-105;

2034 (b) the articles shall state whether the organization is a health maintenance organization
2035 or a limited health plan;

2036 (c) the articles shall state the services to be provided or for which indemnity is to be
2037 paid, which services provided and indemnity guaranteed shall be consistent with the
2038 organization's designation under Subsection (1)(b);

2039 (d) the articles shall state that as to health care services for which individual providers
2040 are required to be licensed, the services provided by the organization shall be provided by
2041 persons properly licensed to perform the services;

2042 (e) the articles shall state whether providers of services are subject to assessment or
2043 withholding to pay operating costs or financial deficits;

2044 (f) the articles shall state, for organizations having members, how persons become
2045 members and that only members vote; and

2046 (g) the articles of an organization not having members shall state how the directors of
2047 the organization shall be selected and removed.

2048 (2) The articles or bylaws shall designate three or more officers as the principal officers
2049 of the corporation. The principal offices shall be held by at least three separate natural persons.

2050 (3) Section 31A-5-219 applies to amendments to articles of organizations.

2051 (4) Organizations shall adopt and maintain bylaws. Section 16-6a-206 applies to
2052 organizations, except for the statement that bylaws need not be adopted.

2053 Section 63. Section **31A-14-204** is amended to read:

2054 **31A-14-204. Registered agent and registered office.**

2055 (1) [~~Sections 16-10a-1508 through 16-10a-1510 apply~~] Title 16, Chapter 16, Model
2056 Registered Agents Act, applies to the [~~registered office,~~] registered agent[;] and service of
2057 process on all foreign insurers authorized to do business in this state. Whenever the words
2058 "Division of Corporations and Commercial Code" or "division" are used, they mean "insurance
2059 commissioner."

2060 (2) The [~~registered~~] principal office shall have sufficient personnel to provide
2061 information and assistance to Utah insureds, unless the insurer informs policyholders on the
2062 policy or on other written communications of a toll-free telephone connection accessible at
2063 normal business hours in this state.

2064 Section 64. Section **48-1-42** is amended to read:

2065 **48-1-42. Registration of limited liability partnerships.**

2066 (1) (a) A partnership shall register with the Division of Corporations and Commercial
2067 Code by filing an application or a renewal statement:

2068 (i) to become and to continue as a limited liability partnership; or

2069 (ii) to do business in this state as a foreign limited liability partnership.

2070 (b) The application or renewal statement shall include:

2071 (i) the name of the limited liability partnership;

2072 [~~(ii) the address of its principal office;~~]

2073 [~~(iii) if the principal office of the limited liability partnership is not located in this state,~~

2074 ~~the address of a registered office and the name and address of a registered agent for service of~~
2075 ~~process in this state;]~~

2076 (ii) the information required by Subsection 16-16-203(1);

2077 [~~(iv)~~] (iii) the number of partners;

2078 [~~(v)~~] (iv) a brief statement of the business in which the limited liability partnership
2079 engages;

2080 [~~(vi)~~] (v) a brief statement that the partnership is applying for, or seeking to renew its
2081 status as a limited liability partnership; and

2082 [~~(vii)~~] (vi) if a foreign limited liability partnership, an original certificate of fact or good
2083 standing from the office of the lieutenant governor or other responsible authority of the state in
2084 which the limited liability partnership is formed.

2085 (2) The application or renewal statement required by Subsection (1) shall be executed
2086 by a majority in voting interest of the partners or by one or more partners authorized by the
2087 partnership to execute an application or renewal statement.

2088 (3) The application or renewal statement shall be accompanied by a filing fee
2089 established under Section 63-38-3.2.

2090 (4) The division shall register as a limited liability partnership any partnership that
2091 submits a completed application with the required fee.

2092 (5) (a) The registration expires one year after the date an application is filed unless the
2093 registration is voluntarily withdrawn by filing with the division a written withdrawal notice
2094 executed by a majority in voting interest of the partners or by one or more partners authorized
2095 to execute a withdrawal notice.

2096 (b) Registration of a partnership as a limited liability partnership shall be renewed if no
2097 earlier than 60 days before the date the registration expires and no later than the date of
2098 expiration, the limited liability partnership files with the division a renewal statement.

2099 (c) The division shall renew the registration as a limited liability partnership of any
2100 limited liability partnership that timely submits a completed renewal statement with the required
2101 fee.

2102 (d) If a renewal statement is timely filed, the registration is effective for one year after
2103 the date the registration would have expired but for the filing of the renewal statement.

2104 (6) The status of a partnership as a limited liability partnership is not affected by
2105 changes in the information stated in the application or renewal statement which take place after
2106 the filing of an application or a renewal statement.

2107 (7) In accordance with Title 63, Chapter 46a, Utah Administrative Rulemaking Act, the
2108 division may issue rules providing for the form content and submittal of applications for
2109 registration or of renewal statements.

2110 Section 65. Section **48-2a-201** is amended to read:

2111 **48-2a-201. Certificate of limited partnerships.**

2112 (1) In order to form a limited partnership a certificate of limited partnership must be
2113 executed and filed with the division, setting forth:

2114 (a) the name of the limited partnership;

2115 ~~[(b) the name, street address, and signature of the agent for service of process required~~
2116 ~~to be maintained by Section 48-2a-104;]~~

2117 ~~[(c) a statement that the director of the division is appointed the agent of the limited~~
2118 ~~partnership for service of process if:]~~

2119 ~~[(i) the agent has resigned;]~~

2120 ~~[(ii) the agent's authority has been revoked; or]~~

2121 ~~[(iii) the agent cannot be found or served with the exercise of reasonable diligence;]~~

2122 ~~[(d) the street address of the limited partnership's principal place of business where the~~
2123 ~~records required to be maintained by Section 48-2a-105 are to be kept;]~~

2124 (b) the information required by Subsection 16-16-203(1);

2125 ~~[(e)]~~ (c) the name and business address of each general partner;

2126 ~~[(f)]~~ (d) (i) the latest date upon which the limited partnership is to dissolve, if the
2127 duration of the limited partnership is to be limited; or

2128 (ii) a statement to the effect that the limited partnership is to have perpetual duration;

2129 and

2130 [~~(g)~~] (e) any other matters the general partners determine to include.

2131 (2) A limited partnership is formed:

2132 (a) at the time of the filing of the certificate of limited partnership with the division as
 2133 evidenced by the stamped copy returned by the division pursuant to Subsection 48-2a-206(1);

2134 or

2135 (b) at any later time specified in the certificate of limited partnership.

2136 Section 66. Section **48-2a-202.5** is amended to read:

2137 **48-2a-202.5. Actions not requiring amendment.**

2138 Notwithstanding Section 48-2a-202, a limited partnership is not required to amend the
 2139 limited partnership's certificate of limited partnership to report a change in[~~:~~] the information
 2140 required by Subsection 16-16-203(1).

2141 [~~(1) the name of the limited partnership's registered agent;~~]

2142 [~~(2) the street address of the limited partnership's registered agent; or]~~

2143 [~~(3) the limited partnership's principal place of business where the records required to~~
 2144 ~~be maintained by Section 48-2a-105 are kept.]~~

2145 Section 67. Section **48-2a-210** is amended to read:

2146 **48-2a-210. Annual report.**

2147 (1) (a) Each domestic limited partnership, and each foreign limited partnership
 2148 authorized to transact business in this state, shall file an annual report with the division:

2149 (i) during the month of its anniversary date of formation, in the case of domestic limited
 2150 partnerships; or

2151 (ii) during the month of the anniversary date of being granted authority to transact
 2152 business in this state, in the case of foreign limited partnerships authorized to transact business
 2153 in this state.

2154 (b) The annual report required by Subsection (1)(a) shall set forth:

2155 (i) the name of the limited partnership;

2156 (ii) the state or country under the laws of which it is formed;

2157 [~~(iii) the name and street address of the agent for service of process required to be~~

2158 ~~maintained by Section 48-2a-104;]~~

2159 (iii) the information required by Subsection 16-16-203(1);

2160 (iv) any change of address of a general partner; and

2161 (v) a change in the persons constituting the general partners.

2162 (2) (a) The annual report required by Subsection (1) shall:

2163 (i) be made on forms prescribed and furnished by the division; and

2164 (ii) contain information that is given as of the date of execution of the annual report.

2165 (b) The annual report forms shall include a statement of notice to the limited partnership

2166 that failure to file the annual report will result in the dissolution of:

2167 (i) the limited partnership, in the case of a domestic limited partnership; or

2168 (ii) its registration, in the case of a foreign limited partnership authorized to transact

2169 business in this state.

2170 (c) The annual report shall be signed by:

2171 (i) any general partner under penalty of perjury; and

2172 (ii) if the registered agent has changed since the last annual report or other appointment

2173 of a registered agent, the new registered agent.

2174 (3) (a) If the division finds that the annual report required by Subsection (1) conforms

2175 to the requirements of this chapter, it shall file the annual report.

2176 (b) If the division finds that the annual report required by Subsection (1) does not

2177 conform to the requirements of this chapter, the division shall mail the report first-class postage

2178 prepaid to the limited partnership at the addresses set forth in the certificate for any necessary

2179 corrections.

2180 (c) If the division returns an annual report in accordance with Subsection (3)(b), the

2181 penalties for failure to file the annual report within the time prescribed in Section 48-2a-203.5

2182 do not apply, as long as the report is corrected and returned to the division within 30 days from

2183 the date the nonconforming report was mailed to the limited partnership.

2184 Section 68. Section **48-2a-902** is amended to read:

2185 **48-2a-902. Registration.**

2186 (1) Before transacting business in this state, a foreign limited partnership shall register
 2187 with the division. In order to register, a foreign limited partnership shall submit to the division
 2188 on forms provided by the division a certificate of good standing or similar evidence of its
 2189 organization and existence under the laws of the state in which it was formed, together with one
 2190 original and one copy of an application for registration as a foreign limited partnership, signed
 2191 under penalty of perjury by a general partner and setting forth:

2192 (a) the name of the foreign limited partnership and, if that name is not available in this
 2193 state, the name under which it proposes to register and transact business in this state;

2194 (b) the state and date of its formation;

2195 ~~[(c) the name and street address of an agent for service of process on the foreign limited~~
 2196 ~~partnership whom the foreign limited partnership elects to appoint; the agent must be an~~
 2197 ~~individual resident of this state, a domestic corporation, or a foreign corporation having a place~~
 2198 ~~of business in and authorized to do business in this state;]~~

2199 ~~[(d) a statement that the director of the division is appointed the agent of the foreign~~
 2200 ~~limited partnership for service of process if the agent has resigned, the agent's authority has been~~
 2201 ~~revoked, or the agent cannot be found or served with the exercise of reasonable diligence;]~~

2202 ~~[(e) the street address of the office required to be maintained in the state of its~~
 2203 ~~organization by the laws of that state or, if not so required, of the principal office of the foreign~~
 2204 ~~limited partnership;]~~

2205 (c) the information required by Subsection 16-16-203(1);

2206 ~~[(f)]~~ (d) the name and business address of each general partner; and

2207 ~~[(g)]~~ (e) the street address of the office at which is kept a list of the names and
 2208 addresses of the limited partners and their capital contributions, together with an undertaking by
 2209 the foreign limited partnership to keep those records until the foreign limited partnership's
 2210 registration in this state is canceled or withdrawn.

2211 (2) Without excluding other activities which may not constitute transacting business in
 2212 this state, a foreign limited partnership shall not be considered to be transacting business in this
 2213 state, for the purposes of this chapter, by reason of carrying on in this state any one or more of

2214 the following activities:

2215 (a) maintaining or defending any action or suit or any administrative or arbitration
2216 proceeding or effecting the settlement thereof or the settlement of claims or disputes;

2217 (b) holding meetings of its general partners or limited partners or carrying on other
2218 activities concerning its internal affairs;

2219 (c) maintaining bank accounts;

2220 (d) maintaining offices or agencies for the transfer, exchange, and registration of its
2221 securities, or appointing and maintaining trustees or depositaries with relation to its securities;

2222 (e) effecting sales through independent contractors;

2223 (f) soliciting or procuring orders, whether by mail or through employees or agents or
2224 otherwise, where such orders require acceptance without this state before becoming binding
2225 contracts;

2226 (g) creating evidences of debt, mortgages, or liens on real or personal property;

2227 (h) securing or collecting debts or enforcing any rights in property securing the same;

2228 (i) transacting any business in interstate commerce;

2229 (j) conducting an isolated transaction completed within a period of 30 days and not in
2230 the course of a number of repeated transactions of like nature; or

2231 (k) acquiring, in transactions outside this state or in interstate commerce, of conditional
2232 sale contracts or of debts secured by mortgages or liens on real or personal property in this
2233 state, collecting or adjusting of principal and interest payments thereon, enforcing or adjusting
2234 any rights in property provided for in the conditional sale contracts or securing the debts, taking
2235 any actions necessary to preserve and protect the interest of the conditional vendor in the
2236 property covered by the conditional sales contracts or the interest of the mortgagee or holder of
2237 the lien in the security, or any combination of such transactions.

2238 Section 69. Section **48-2c-102** is amended to read:

2239 **48-2c-102. Definitions.**

2240 As used in this chapter:

2241 (1) "Bankruptcy" includes bankruptcy under federal bankruptcy law or under Utah

2242 insolvency law.

2243 (2) "Business" includes any lawful trade, occupation, profession, business, investment,
2244 or other purpose or activity, whether or not that trade, occupation, profession, business,
2245 investment, purpose, or activity is carried on for profit.

2246 (3) "Capital account," unless otherwise provided in the operating agreement, means the
2247 account, as adjusted from time to time, maintained by the company for each member to reflect:

2248 (a) the value of all contributions by that member;

2249 (b) the amount of all distributions to that member or the member's assignee;

2250 (c) the member's share of profits, gains, and losses of the company; and

2251 (d) the member's share of the net assets of the company upon dissolution and winding
2252 up that are distributable to the member or the member's assignee.

2253 (4) "Company," "limited liability company," or "domestic company" means a limited
2254 liability company organized under or subject to this chapter.

2255 [~~(5) "Designated office" means the street address in this state where the records~~
2256 ~~required to be maintained by Section 48-2c-112 are kept.]~~

2257 [~~(6)~~ (5) (a) "Distribution" means a direct or indirect transfer by a company of money or
2258 other property, except:

2259 (i) an interest in the company; or

2260 (ii) incurrence of indebtedness by a company, to or for the benefit of members in the
2261 company in respect of any interest in the company.

2262 (b) "Distribution" does not include amounts constituting reasonable compensation for
2263 present or past services or reasonable payments made in the ordinary course of business
2264 pursuant to a bona fide retirement plan or other benefits program.

2265 [~~(7)~~ (6) "Division" means the Division of Corporations and Commercial Code of the
2266 Utah Department of Commerce.

2267 [~~(8)~~ (7) "Entity" includes:

2268 (a) a domestic or foreign corporation;

2269 (b) a domestic or foreign nonprofit corporation;

- 2270 (c) a company or foreign company;
- 2271 (d) a profit or nonprofit unincorporated association;
- 2272 (e) a business trust;
- 2273 (f) an estate;
- 2274 (g) a general partnership or a domestic or foreign limited partnership;
- 2275 (h) a trust;
- 2276 (i) a state;
- 2277 (j) the United States; or
- 2278 (k) a foreign government.
- 2279 [~~(9)~~] (8) (a) "Filed with the division" means that a statement, document, or report:
- 2280 (i) complies with the requirements of Section 48-2c-207; and
- 2281 (ii) has been accepted for filing by the division.
- 2282 (b) "Filed with the division" includes filing by electronic means approved by the
- 2283 division.
- 2284 [~~(10)~~] (9) "Foreign company" means a limited liability company organized under a law
- 2285 other than the laws of this state.
- 2286 [~~(11)~~] (10) "Interest in the company" means a member's economic rights in the
- 2287 company including:
- 2288 (a) the right to receive distributions from the company; and
- 2289 (b) the right to receive a portion of the net assets of the company upon dissolution and
- 2290 winding up of the company.
- 2291 [~~(12)~~] (11) "Manager" means a person elected or otherwise designated by the members
- 2292 to manage a manager-managed company pursuant to Part 8, Management.
- 2293 [~~(13)~~] (12) "Manager-managed company" means a company whose management is
- 2294 vested in managers pursuant to Part 8, Management.
- 2295 [~~(14)~~] (13) "Member" means a person with an ownership interest in a company and with
- 2296 the rights and obligations specified under this chapter.
- 2297 [~~(15)~~] (14) "Member-managed company" means a company whose management is

2298 vested in its members pursuant to Part 8, Management.

2299 ~~[(16)]~~ (15) (a) "Operating agreement" means any written agreement of the members:

2300 (i) concerning the business or purpose of the company and the conduct of its affairs;

2301 and

2302 (ii) which complies with Part 5, Operating Agreements.

2303 (b) "Operating agreement" includes any written amendments agreed to by all members

2304 or other writing adopted in any other manner as may be provided in the operating agreement.

2305 ~~[(17)]~~ (16) "Person" means an individual or entity.

2306 ~~[(18)]~~ (17) "Proceeding" means any administrative, judicial or other trial, hearing, or

2307 other action, whether civil, criminal, or investigative, the result of which may be that a court,

2308 arbitrator, or governmental agency may enter a judgment, order, decree, or other determination

2309 which, if not appealed or reversed, would be binding upon any person subject to the jurisdiction

2310 of that court, arbitrator, or governmental agency.

2311 ~~[(19)]~~ (18) "Professional services" is as defined in Part 15, Professions.

2312 ~~[(20)]~~ (19) "Profits interest" means that portion of the company's profits to be allocated

2313 to an individual member upon any allocation of profits.

2314 ~~[(21)]~~ (20) "Profits interests" or "interests in profits" with respect to a company means

2315 the total interests of all of the company's members in the company's profits.

2316 ~~[(22)]~~ (21) "Signed," "signs," or "signature" means:

2317 (a) a manual signature or authorized facsimile of the signature; or

2318 (b) any electronic signature approved by the division.

2319 ~~[(23)]~~ (22) "State" means:

2320 (a) a state, territory, or possession of the United States;

2321 (b) the District of Columbia; or

2322 (c) the Commonwealth of Puerto Rico.

2323 Section 70. Section **48-2c-113** is amended to read:

2324 **48-2c-113. Inspection of records by members and managers.**

2325 (1) A current or former member or manager of a company is entitled to inspect and

2326 copy, during regular business hours at the company's [~~designated~~] principal office, any of the
2327 records described in [~~Section 48-2c-112~~] Subsection (2) after first giving the company written
2328 notice of the demand at least five business days before the inspection is to occur.

2329 (2) Records required to be kept at the principal office under Subsection (1) include:

2330 (a) a current list in alphabetical order of the full name and last-known business,
2331 residence, or mailing address of each member and each manager;

2332 (b) a copy of the stamped articles of organization and all certificates of amendment
2333 thereto, together with a copy of all signed powers of attorney pursuant to which the articles of
2334 organization or any amendment has been signed;

2335 (c) a copy of the writing required of an organizer under Subsection 48-2c-401(2);

2336 (d) a copy of the company's federal, state, and local income tax returns and reports, if
2337 any, for the three most recent years;

2338 (e) a copy of any financial statements of the company, if any, for the three most recent
2339 years;

2340 (f) a copy of the company's operating agreement, if any, and all amendments thereto;

2341 (g) a copy of the minutes, if any, of each meeting of members and of any written
2342 consents obtained from members; and

2343 (h) unless otherwise set forth in the articles of organization or the operating agreement,
2344 a written statement setting forth:

2345 (i) the amount of cash and a description and statement of the agreed value of the other
2346 property or services contributed and agreed to be contributed by each member;

2347 (ii) the times at which, or events on the happening of which, any additional
2348 contributions agreed to be made by each member are to be made;

2349 (iii) any right of a member to receive distributions;

2350 (iv) any date or event upon the happening of which a member is entitled to payment in
2351 redemption of the member's interest in the company; and

2352 (v) any date or event upon the happening of which the company is to be dissolved and
2353 its affairs wound up.

2354 [~~(2)~~] (3) This section does not affect:

2355 (a) the right of a member or manager to inspect records if the member or manager is in
2356 litigation with the company, to the same extent as any other litigant; or

2357 (b) the power of a court, independent of this chapter, to compel the production of
2358 records for examination.

2359 [~~(3)~~] (4) A current or former member or manager may not use any information obtained
2360 through the inspection or copying of records permitted by Subsection (1) for any improper
2361 purpose.

2362 [~~(4)~~] (5) The division may subpoena any of the records described in [~~Section~~
2363 ~~48-2c-112~~] Subsection (2) if a company denies any current or former member or manager
2364 access to the records.

2365 Section 71. Section **48-2c-115** is amended to read:

2366 **48-2c-115. Court-ordered inspection.**

2367 (1) If a company does not allow a current or former member or manager or their agent
2368 or attorney who complies with Subsection 48-2c-113(1) to inspect or copy any records required
2369 by that subsection to be available for inspection, the district court of the county in this state in
2370 which the company's [~~designated~~] principal office is located, or if the company has no principal
2371 office in this state, the district court of Salt Lake County, may summarily order inspection and
2372 copying of the records demanded at the company's expense, on application of the person denied
2373 access to the records. The court shall dispose of an application under this Subsection (1) on an
2374 expedited basis.

2375 (2) If a court orders inspection or copying of records demanded, it shall also order the
2376 company to pay the costs incurred by the person requesting the order, including reasonable
2377 attorney's fees unless the company proves that it refused inspection in good faith because it had
2378 a reasonable basis for doubt about the right of the person to inspect the records demanded.

2379 (3) If a court orders inspection or copying of records demanded, it may:

2380 (a) impose reasonable restrictions on the use or distribution of the records by the person
2381 demanding inspection;

2382 (b) order the company to pay the member or manager for reasonable attorney's fees and
2383 costs incurred and for any damages incurred as a result of the company's denial if the court
2384 determines that the company did not act in good faith in refusing to allow the inspection or
2385 copying; and

2386 (c) grant the person demanding inspection or copying any other available legal remedy.

2387 Section 72. Section **48-2c-203** is amended to read:

2388 **48-2c-203. Annual report.**

2389 (1) (a) Each company and each foreign company authorized to transact business in this
2390 state shall file an annual report with the division:

2391 (i) during the month of its anniversary date of formation, in the case of domestic
2392 companies; or

2393 (ii) during the month of the anniversary date of being granted authority to transact
2394 business in this state, in the case of foreign companies authorized to transact business in this
2395 state.

2396 (b) The annual report required by Subsection (1)(a) shall set forth:

2397 (i) the name of the company;

2398 (ii) the state or country under the laws of which it is formed; and

2399 (iii) any change in:

2400 [~~(A) for a domestic company only, the street address of its designated office;~~]

2401 [~~(B) for a foreign company only, the street address of its principal office;~~]

2402 [~~(C) the street address of its registered office in this state;~~]

2403 [~~(D) the name of the agent for service of process at the address listed in Subsection~~

2404 ~~(1)(b)(iii)(C);~~]

2405 (A) the information required by Subsection 16-16-203(1);

2406 [~~(E)~~] (B) if the street address or legal name of any manager in a manager-managed
2407 company, any member in a member-managed company, or any person with management
2408 authority of a foreign company has changed, the new street address or legal name of the
2409 manager, member, or other person; and

2410 [~~F~~] (C) the identity of the persons constituting the managers in a manager-managed
2411 company or members in a member-managed company or other person with management
2412 authority of a foreign company.

2413 (2) (a) The annual report required by Subsection (1) shall:

2414 (i) be made on forms prescribed and furnished by the division; and

2415 (ii) contain information that is given as of the date of signing the annual report.

2416 (b) The annual report forms shall include a statement notifying the company that failure
2417 to file the annual report will result in:

2418 (i) the dissolution of the company, in the case of a domestic company; or

2419 (ii) the revocation of authority to transact business in this state in the case of a foreign
2420 company.

2421 (3) The annual report shall be signed by:

2422 (a) (i) any manager in a manager-managed company;

2423 (ii) any member in a member-managed company; or

2424 (iii) any other person with management authority; and

2425 (b) if the registered agent has changed since the filing of the articles of organization or
2426 last annual report, by the new registered agent.

2427 (4) (a) If the annual report conforms to the requirements of this chapter, the division
2428 shall file the report.

2429 (b) If the annual report does not conform to the requirements of this chapter, the
2430 division shall mail the report, first class postage prepaid, to the registered agent of the company
2431 for any necessary corrections at the street address for the registered agent most recently
2432 furnished to the division by notice, annual report, or other document.

2433 (c) If the division returns an annual report in accordance with Subsection (4)(b), the
2434 penalties for failure to file the report within the time prescribed in this section do not apply, as
2435 long as the annual report is corrected and returned to the division within 30 days from the date
2436 the nonconforming report was mailed to the registered agent of the company.

2437 Section 73. Section **48-2c-204** is amended to read:

2438 **48-2c-204. Signing of documents filed with division.**

2439 (1) Unless otherwise specified in this chapter, each document or report required by this
2440 chapter to be filed with the division shall be signed in the following manner:

2441 (a) articles of organization for a domestic company shall be signed by at least one
2442 organizer or one manager or, if the company is member-managed, by at least one member; and

2443 (b) each other document or report shall be signed by at least one manager for a
2444 manager-managed company or one member for a member-managed company or a person with
2445 management authority for a foreign company, subject in the case of a domestic company, to any
2446 restriction or requirement in the articles of organization or operating agreement.

2447 (2) Any person may sign any document or report by an attorney-in-fact, but a power of
2448 attorney to sign a certificate of amendment relating to the admission of a member shall specify
2449 the member to be admitted. Powers of attorney need not be filed with the division but shall be
2450 retained with the records of the company required under Section ~~[48-2c-112]~~ 48-2c-113.

2451 (3) Each document or report required to be filed with the division shall state beneath or
2452 opposite the signature of the person signing the document or report, in printed or hand-printed
2453 letters, the signer's name and the capacity in which the document or report was signed.

2454 (4) The signature of each person signing any document or report required to be filed
2455 with the division constitutes an oath or affirmation by the person signing, under penalties of
2456 perjury, that the facts stated therein are true and that any power of attorney used in connection
2457 with such signing is proper in form and substance.

2458 Section 74. Section **48-2c-211** is amended to read:

2459 **48-2c-211. Appeal from division's refusal to file document.**

2460 (1) If the division refuses to accept a document delivered to it for filing, the domestic or
2461 foreign company for which the filing was requested, or its representative, within 30 days after
2462 the effective date of the notice of refusal given by the division pursuant to Subsection
2463 48-2c-210(3), may appeal the refusal to the district court of the county where the company's
2464 ~~[designated]~~ principal office is or will be located, or if there is none in this state, ~~[the county~~
2465 ~~where its registered office is or will be located]~~ Salt Lake County. The appeal is commenced by

2466 petitioning the court to compel the filing of the document and by attaching to the petition a
2467 copy of the document and the division's notice of refusal.

2468 (2) The court may summarily order the division to file the document or take other
2469 action the court considers appropriate.

2470 (3) The court's final decision may be appealed as in any other civil proceedings.

2471 Section 75. Section **48-2c-309** is amended to read:

2472 **48-2c-309. Service on withdrawn foreign company.**

2473 (1) A foreign company that has withdrawn from this state pursuant to Section
2474 48-2c-1611 shall either:

2475 (a) maintain a registered agent in this state to accept service of process on its behalf in
2476 any proceeding based on a cause of action arising during the time it was transacting business in
2477 this state, in which case the continued authority of the registered agent shall be specified in the
2478 application for withdrawal and any change shall be governed by [~~the procedure set forth in~~
2479 ~~Section 48-2c-303~~] Title 16, Chapter 16, Model Registered Agents Act, which applies to
2480 foreign companies authorized to transact business in this state; or

2481 (b) be considered to have authorized service of process on it, in connection with any
2482 cause of action arising during the time it was transacting business in this state, by registered or
2483 certified mail, return receipt requested, to:

2484 (i) the address of its principal office, if any, set forth in its application for withdrawal or
2485 as listed in the notice, annual report, or document most recently filed with the division; or

2486 (ii) the address for service of process that is stated in its application for withdrawal or
2487 as listed in the notice, annual report, or document most recently filed with the division.

2488 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

2489 (a) the date the withdrawn foreign company receives the process, notice, or demand;

2490 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
2491 company; or

2492 (c) five days after mailing.

2493 (3) This section does not limit or affect the right to serve, in any other manner

2494 permitted by law, any process, notice, or demand required or permitted by law to be served
2495 upon a withdrawn foreign company.

2496 Section 76. Section **48-2c-403** is amended to read:

2497 **48-2c-403. Articles of organization.**

2498 (1) The articles of organization of a company shall set forth:

2499 (a) the name of the company;

2500 (b) the business purpose for which the company is organized;

2501 [~~(c) the name and street address of its initial registered agent as required by Section~~
2502 ~~48-2c-302;~~]

2503 [~~(d) the signature of the company's initial registered agent;~~]

2504 [~~(e) a statement that the director of the division is appointed the agent of the company~~
2505 ~~for service of process if;~~]

2506 [~~(i) the agent has resigned;~~]

2507 [~~(ii) the agent's authority has been revoked; or]~~

2508 [~~(iii) the agent cannot be found or served with the exercise of reasonable diligence;]~~

2509 [~~(f) the street address of the company's designated office or a statement that the~~
2510 ~~company's registered office shall be its designated office;~~]

2511 (c) the information required by Subsection 16-16-203(1);

2512 [~~(g)~~] (d) the name and street address of each organizer who is not a member or
2513 manager;

2514 [~~(h)~~] (e) if the company is to be manager-managed:

2515 (i) a statement that the company is to be managed by a manager or managers; and

2516 (ii) the names and street addresses of the initial managers; and

2517 [~~(i)~~] (f) if the company is to be member-managed:

2518 (i) a statement that the company is to be managed by its members; and

2519 (ii) the names and street addresses of the initial members.

2520 (2) If the company is to be manager-managed, the articles of organization do not need
2521 to state the name or address of any member, except as required by Part 15, Professions.

2522 (3) It is not necessary to include in the articles of organization any of the powers
2523 enumerated in this chapter.

2524 (4) The articles of organization may contain any other provision not inconsistent with
2525 law, including:

2526 (a) a provision limiting or restricting:

2527 (i) the business in which the company may engage;

2528 (ii) the powers that the company may exercise; or

2529 (iii) both Subsections (4)(a)(i) and (ii);

2530 (b) a statement of whether there are limitations on the authority of managers or
2531 members to bind the company and, if so, what the limitations are, set out in detail and not with
2532 reference to any other document; or

2533 (c) a statement of the period of duration of the company, which may be as long as 99
2534 years from the date the articles of organization, or the latest of any amendments to the articles
2535 of organization effecting a change in the period of duration, were filed with the division.

2536 (5) If the articles of organization of a company do not specify a period of duration, the
2537 period of duration for that company is 99 years from the date the articles of organization were
2538 filed with the division, unless the period of duration is extended by an amendment to the articles
2539 of organization as permitted by this chapter.

2540 Section 77. Section **48-2c-406** is amended to read:

2541 **48-2c-406. Actions not requiring amendment.**

2542 A company is not required to amend its articles of organization to report a change in:

2543 (1) the street or mailing address of a manager in a manager-managed company or
2544 member in a member-managed company;

2545 (2) the legal name of a manager in a manager-managed company or a member in a
2546 member-managed company; or

2547 [~~(3) the addresses of its registered office or designated office; or]~~

2548 [~~(4) the name of its registered agent.]~~

2549 (3) the information required by Subsection 16-16-203(1).

2550 Section 78. Section **48-2c-411** is amended to read:

2551 **48-2c-411. Domestication of foreign company.**

2552 (1) Where the laws of another state, country, or jurisdiction allow a foreign company
2553 subject to those laws to transfer or domesticate to this state, the foreign company may become a
2554 domestic company by delivering to the division for filing articles of domestication meeting the
2555 requirements of Subsection (2) if its members approve the domestication.

2556 (2) (a) The articles of domestication shall meet the requirements applicable to articles of
2557 organization set forth in Section 48-2c-403, except that:

2558 (i) the articles of domestication need not name, or be signed by, the organizers of the
2559 foreign company;

2560 (ii) any reference to the company's [~~registered~~] principal office, registered agent, or
2561 managers shall be to the [~~registered~~] principal office and agent in this state, and the managers
2562 then in office at the time of filing the articles of domestication; and

2563 (iii) any reference to the company's members shall be to the members at the time of
2564 filing the articles of domestication.

2565 (b) The articles of domestication shall set forth:

2566 (i) the date on which and jurisdiction where the foreign company was first formed,
2567 organized, or otherwise came into being;

2568 (ii) the name of the foreign company immediately prior to the filing of the articles of
2569 domestication;

2570 (iii) any jurisdiction that constituted the seat, location of formation, principal place of
2571 business, or central administration of the foreign company immediately prior to the filing of the
2572 articles of domestication; and

2573 (iv) a statement that the articles of domestication were approved by its members.

2574 (3) Upon the filing of articles of domestication with the division:

2575 (a) the foreign company shall be domesticated in this state, shall thereafter be subject to
2576 all of the provisions of this chapter as a domestic company, and shall continue as if it had been
2577 organized under this chapter; and

2578 (b) notwithstanding any other provisions of this chapter, the existence of the
2579 domesticated company shall be considered to have commenced on the date the foreign company
2580 commenced its existence in the jurisdiction in which the foreign company was first formed,
2581 organized, or otherwise came into being.

2582 (4) The articles of domestication, upon filing with the division, shall become the articles
2583 of organization of the company, and shall be subject to amendments or restatement the same as
2584 any other articles of organization under this chapter.

2585 (5) The domestication of any foreign company in this state shall not be considered to
2586 affect any obligation or liability of the foreign company incurred prior to its domestication.

2587 Section 79. Section **48-2c-704** is amended to read:

2588 **48-2c-704. Meetings of members.**

2589 Unless otherwise provided in the articles of organization or operating agreement, no
2590 meetings need be held for actions taken by members. If meetings of members are allowed or
2591 required under the articles of organization or operating agreement, then, unless otherwise
2592 provided in the articles of organization or operating agreement:

2593 (1) a meeting of members may be called by any manager in a manager-managed
2594 company or by members in any company holding at least 25% interest in profits of the company;

2595 (2) any business may be transacted at any meeting of members which is properly called;

2596 (3) notice of a meeting of members must be given to each member at least five days
2597 prior to the meeting and shall give the date, place, and time of the meeting;

2598 (4) notice of a meeting of members may be given orally or in writing or by electronic
2599 means;

2600 (5) the person calling the meeting may designate any place within or without the state
2601 as the place for the meeting. If no place is designated, the place of the meeting shall be the
2602 ~~[designated]~~ principal office of the company or, if there is no ~~[designated]~~ principal office in this
2603 state, ~~[at the registered office of the company in this state]~~ in Salt Lake County;

2604 (6) only persons who are members of record at the time notice of a meeting is given
2605 shall be entitled to notice or to vote at the meeting, except that a fiduciary, such as a trustee,

2606 personal representative, or guardian, shall be entitled to act in such capacity on behalf of a
2607 member of record if evidence of such status is presented to the company and except that a
2608 surviving joint tenant shall be entitled to receive notice and act where evidence of the other joint
2609 tenant's death is presented to the company;

2610 (7) a quorum must be present in person or by proxy at a meeting of members for any
2611 business to be transacted and a quorum shall consist of members holding at least 51% interest in
2612 profits of the company;

2613 (8) the members present at any meeting at which a quorum is present may continue to
2614 transact business notwithstanding the withdrawal of members from the meeting in such numbers
2615 that less than a quorum remains;

2616 (9) a member may participate in and be considered present at a meeting by, or the
2617 meeting may be conducted through the use of, any means of communication by which all
2618 persons participating in the meeting may hear each other, or otherwise communicate with each
2619 other during the meeting;

2620 (10) voting at a meeting shall be determined by percentage interests in the profits of the
2621 company; and

2622 (11) a proxy, to be effective, must be in writing and signed by the member and must be
2623 filed with the secretary of the meeting before or at the time of the meeting and shall be valid for
2624 no more than 11 months after it was signed unless otherwise provided in the proxy.

2625 Section 80. Section **48-2c-809** is amended to read:

2626 **48-2c-809. Removal by judicial proceeding.**

2627 (1) The district court of the county in this state where a company's [~~designated~~
2628 principal office is located, or if it has no [~~designated~~] principal office in this state, [~~its registered~~
2629 ~~office is located~~] Salt Lake County, may remove a manager of a manager-managed company in
2630 a proceeding commenced either by the company or by its members holding at least 25% of the
2631 interests in profits of the company if the court finds that:

2632 (a) the manager engaged in fraudulent or dishonest conduct or gross abuse of authority
2633 or discretion with respect to the company; and

2634 (b) removal is in the best interests of the company.
2635 (2) The court that removes a manager may bar the manager from reelection for a period
2636 prescribed by the court.

2637 (3) If members commence a proceeding under Subsection (1) above, they shall make
2638 the company a party defendant.

2639 (4) Subsections (1), (2), and (3) shall also apply to enable the removal of a member in a
2640 member-managed company from having any management authority or powers on behalf of the
2641 company.

2642 (5) If the court orders removal of a manager or member under this section, the clerk of
2643 the court shall deliver a certified copy of the order to the division for filing.

2644 Section 81. Section **48-2c-1204** is amended to read:

2645 **48-2c-1204. Articles of dissolution.**

2646 (1) After any event of dissolution, other than the events described in Subsection
2647 48-2c-1201(5) or (6), the company, or a person acting for the company, shall deliver to the
2648 division for filing articles of dissolution setting forth:

2649 (a) the name of the company;

2650 [~~(b) (i) the address of the company's designated office; or~~]

2651 [~~(ii) if a designated office is not to be maintained, a statement that the company will not~~
2652 ~~maintain a designated office; and~~]

2653 [~~(iii) (b) [if different from the address of the designated office or if no designated office~~
2654 ~~is to be maintained,]~~ the address to which service of process may be mailed pursuant to [~~Section~~
2655 ~~48-2c-308~~] Title 16, Chapter 16, Model Registered Agents Act;

2656 (c) the effective date of the dissolution;

2657 (d) the event causing the dissolution;

2658 (e) if dissolution occurred by written agreement of the members, a statement to that
2659 effect; and

2660 (f) any additional information the division determines is necessary or appropriate.

2661 (2) A company is dissolved upon the effective date of dissolution set forth in its articles

2662 of dissolution.

2663 Section 82. Section **48-2c-1206** is amended to read:

2664 **48-2c-1206. Grounds for administrative dissolution.**

2665 The division may dissolve a company under Section 48-2c-1207 if:

2666 (1) the company does not pay when due, any taxes, fees, or penalties imposed by this
2667 chapter or other applicable laws of this state;

2668 (2) the company does not file its annual report with the division when it is due;

2669 (3) the company is without a registered agent or registered office in this state; or

2670 (4) the company fails to give notice to the division that:

2671 (a) its registered agent [~~or registered office~~] has been changed;

2672 (b) its registered agent has resigned; or

2673 [~~(c) its registered office has been discontinued; or~~]

2674 [~~(d)~~] (c) the company's period of duration has expired.

2675 Section 83. Section **48-2c-1207** is amended to read:

2676 **48-2c-1207. Procedure for and effect of administrative dissolution.**

2677 (1) If the division determines that one or more grounds exist under Section 48-2c-1206
2678 for dissolving a company, it shall mail to the company written notice of:

2679 (a) the division's determination that one or more grounds exist for dissolving the
2680 company; and

2681 (b) the grounds for dissolving the company.

2682 (2) (a) If the company does not correct each ground for dissolution, or demonstrate to
2683 the reasonable satisfaction of the division that each ground does not exist, within 60 days after
2684 mailing the notice provided in Subsection (1), the division shall administratively dissolve the
2685 company.

2686 (b) If a company is dissolved under Subsection (2)(a), the division shall mail written
2687 notice of the administrative dissolution to the dissolved company at its [~~designated~~] principal
2688 office, stating the date of dissolution specified in Subsection (2)(d).

2689 (c) The division shall mail a copy of the notice of administrative dissolution including a

2690 statement of the grounds for the administrative dissolution, to:

2691 (i) the registered agent of the dissolved company; or

2692 (ii) if there is no registered agent of record, or if the mailing to the registered agent is
2693 returned as undeliverable, at least one member if the company is member-managed or one
2694 manager of the company if the company is manager-managed, at their addresses as reflected on
2695 the notice, annual report, or document most recently filed with the division.

2696 (d) A company's effective date of administrative dissolution is five days after the date
2697 the division mails the written notice of dissolution under Subsection (2)(b).

2698 (e) On the effective date of dissolution, any assumed names filed on behalf of the
2699 dissolved company under Title 42, Chapter 2, Conducting Business Under Assumed Name, are
2700 canceled.

2701 (f) Notwithstanding Subsection (2)(e), the name of the company that is dissolved and
2702 any assumed names filed on its behalf are not available for two years from the effective date of
2703 dissolution for use by any other person:

2704 (i) transacting business in this state; or

2705 (ii) doing business under an assumed name under Title 42, Chapter 2, Conducting
2706 Business Under Assumed Name.

2707 (g) Notwithstanding Subsection (2)(e), if the company that is dissolved is reinstated in
2708 accordance with Section 48-2c-1208, the registration of the name of the company and any
2709 assumed names filed on its behalf are reinstated back to the effective date of dissolution.

2710 (3) (a) Except as provided in Subsection (3)(b), a company administratively dissolved
2711 under this section continues its existence but may not carry on any business except:

2712 (i) the business necessary to wind up and liquidate its business and affairs under Part 13,
2713 Winding Up; and

2714 (ii) to give notice to claimants in the manner provided in Sections 48-2c-1305 and
2715 48-2c-1306.

2716 (b) If the company is reinstated in accordance with Section 48-2c-1208, business
2717 conducted by the company during a period of administrative dissolution is unaffected by the

2718 dissolution.

2719 (4) The administrative dissolution of a company does not terminate the authority of its
2720 registered agent.

2721 (5) (a) Upon the administrative dissolution of a company, the director of the division
2722 shall be an additional agent of the dissolved company for purposes of service of process.

2723 (b) Service of process on the director of the division under this Subsection (5) is service
2724 on the dissolved company.

2725 (c) Upon receipt of process under this Subsection (5), the director of the division shall
2726 send a copy of the process to the dissolved company at its designated office and a copy of the
2727 process to the registered agent of the dissolved company.

2728 (6) A notice mailed under this section shall be:

2729 (a) mailed first-class, postage prepaid; and

2730 (b) addressed to the most current mailing address appearing on the records of the
2731 division for:

2732 (i) the [~~designated~~] principal office of the company, if the notice is required to be mailed
2733 to the company;

2734 (ii) the registered agent of the company, if the notice is required to be mailed to the
2735 registered agent; or

2736 (iii) any member if the company is member-managed, or to any manager of the company
2737 if the company is manager-managed, if the notice is required to be mailed to a member or
2738 manager of the company.

2739 Section 84. Section **48-2c-1208** is amended to read:

2740 **48-2c-1208. Reinstatement following administrative dissolution.**

2741 (1) A company dissolved under Section 48-2c-1207 may apply to the division for
2742 reinstatement within two years after the effective date of dissolution by delivering to the division
2743 for filing an application for reinstatement that states:

2744 (a) the effective date of the company's dissolution;

2745 (b) the company name as of the effective date of dissolution;

2746 (c) that the ground for dissolution either did not exist or has been eliminated;

2747 (d) the name under which the company is being reinstated, if different than the name

2748 stated in Subsection (1)(b);

2749 (e) that the name stated in Subsection (1)(d) satisfies the requirements of Section

2750 48-2c-106;

2751 (f) that all fees or penalties imposed pursuant to this chapter or otherwise owed by the

2752 company to the state have been paid;

2753 (g) the address of the ~~designated~~ principal office of the company; and

2754 ~~[(h) the address of its registered office in this state; and]~~

2755 ~~[(i) the name of its registered agent at the office stated in Subsection (1)(h) and any~~

2756 ~~additional information the division determines to be necessary or appropriate.]~~

2757 (h) the information required by Subsection 16-16-203(1).

2758 (2) The company shall include in or with the application for reinstatement the written

2759 consent to appointment by the designated registered agent.

2760 (3) If the division determines that the application for reinstatement contains the

2761 information required by Subsections (1) and (2) and that the information is correct, the division

2762 shall revoke the administrative dissolution. The division shall mail to the company in the

2763 manner provided in Subsection 48-2c-1207(6) written notice of:

2764 (a) the revocation; and

2765 (b) the effective date of the revocation.

2766 (4) When the reinstatement is effective, it relates back to the effective date of the

2767 administrative dissolution. Upon reinstatement:

2768 (a) an act of the company during the period of dissolution is effective and enforceable

2769 as if the administrative dissolution had never occurred; and

2770 (b) the company may carry on its business, under the name stated pursuant to

2771 Subsection (1)(b) or (1)(d), as if the administrative dissolution had never occurred.

2772 Section 85. Section **48-2c-1211** is amended to read:

2773 **48-2c-1211. Procedure for judicial dissolution.**

2774 (1) (a) A proceeding by the attorney general or director of the division to dissolve a
2775 company shall be brought in:

2776 (i) the district court of the county in this state in which the ~~[designated]~~ principal office
2777 ~~[or, if it has no designated office in this state, its registered office is or was last]~~ is located; or

2778 (ii) if it has no principal office in this state, the district court of Salt Lake County.

2779 (b) A proceeding brought by any other party named in Section 48-2c-1210 shall be
2780 brought in the district court of the county in this state where the company's ~~[designated]~~
2781 principal office or, if it has no ~~[designated]~~ principal office in this state, ~~[its registered office is~~
2782 ~~or was last located]~~ Salt Lake County.

2783 (2) It is not necessary to make any member or manager a party to a proceeding to
2784 dissolve a company unless relief is sought against them personally.

2785 (3) A court in a proceeding brought to dissolve a company may:

2786 (a) issue an injunction;

2787 (b) appoint a receiver or custodian pendente lite with all powers and duties the court
2788 directs;

2789 (c) take other action required to preserve the company's assets wherever located; and

2790 (d) carry on the business of the company until a full hearing can be held.

2791 Section 86. Section **48-2c-1306** is amended to read:

2792 **48-2c-1306. Disposition of claims by publication.**

2793 (1) A dissolved company in winding up may publish notice of its dissolution and request
2794 that persons with claims against the company present them in accordance with the notice.

2795 (2) The notice contemplated in Subsection (1) must:

2796 (a) be published once a week for three successive weeks in a newspaper of general
2797 circulation in the county where the dissolved company's ~~[designated]~~ principal office or, if it has
2798 no ~~[designated]~~ principal office in this state, ~~[its registered office, is or was last located]~~ Salt
2799 Lake County;

2800 (b) describe the information that must be included in a claim and provide an address to
2801 which written notice of any claim must be given to the company;

2802 (c) state the deadline, which may not be fewer than 120 days after the first date of
2803 publication of the notice, by which the dissolved company must receive the claim; and

2804 (d) state that, unless sooner barred by another statute limiting actions, the claim will be
2805 barred if not received by the deadline.

2806 (3) If the dissolved company publishes a newspaper notice in accordance with
2807 Subsection (2), then unless sooner barred under Section 48-2c-1305 or under another statute
2808 limiting actions, the claim of any claimant against the dissolved company is barred if:

2809 (a) the claim is not received by the dissolved company by the deadline; or

2810 (b) the dissolved company delivers to the claimant written notice of rejection of the
2811 claim within 90 days after receipt of the claim and the claimant whose claim was rejected by the
2812 dissolved company does not commence a proceeding to enforce the claim within 90 days after
2813 the effective date of the rejection notice.

2814 (4) Claims which are not rejected by the dissolved company in writing within 90 days
2815 after receipt of the claim by the dissolved company shall be considered approved.

2816 (5) (a) For purposes of this section, "claim" means any claim, including claims of this
2817 state whether known or unknown, due or to become due, absolute or contingent, liquidated or
2818 unliquidated, founded on contract, tort, or other legal basis, or otherwise.

2819 (b) For purposes of this section and Section 48-2c-1305, a proceeding to enforce a
2820 claim means a civil action or an arbitration under an agreement for binding arbitration between
2821 the dissolved company and the claimant.

2822 Section 87. Section **48-2c-1511** is amended to read:

2823 **48-2c-1511. Purchase of interest upon death, incapacity, or disqualification of**
2824 **members.**

2825 The articles of organization may provide for the purchase of any member's interest in a
2826 professional services company subject to this part upon the death, incapacity, or disqualification
2827 of that member, or the same may be provided in the operating agreement or by other private
2828 agreement. In the absence of such a provision in the articles of organization, the operating
2829 agreement, or other private agreement, the professional services company shall purchase the

2830 interest of a deceased member or an incapacitated member or a member no longer qualified to
2831 own an interest in that professional services company within 90 days after the company is
2832 notified of the death, incapacity, or disqualification, as the case may be. The price for the
2833 interest shall be its reasonable fair market value as of the date of death, incapacity, or
2834 disqualification. If the professional services company fails to purchase said interest by the end
2835 of said 90 days, then the personal representative of a deceased member or the guardian or
2836 conservator of an incapacitated member or the disqualified member may bring an action in the
2837 district court of the county in which the ~~designated~~ principal office or place of practice of the
2838 professional services company is located for the enforcement of this provision. The court shall
2839 have power to award the plaintiff the reasonable fair market value of the interest, or within its
2840 jurisdiction, may order the liquidation of the professional services company. Further, if the
2841 plaintiff is successful in the action, the plaintiff shall be entitled to recover [a] reasonable
2842 ~~attorney's fee~~ attorney fees and costs.

2843 Section 88. Section **48-2c-1603** is amended to read:

2844 **48-2c-1603. Consequences of transacting business without authority.**

2845 (1) A foreign company transacting business in this state without authority, or anyone in
2846 its behalf, may not maintain a proceeding in any court in this state until an application for
2847 authority to transact business is filed with the division.

2848 (2) The successor to a foreign company that transacted business in this state without
2849 authority and the assignee of a cause of action arising out of that business may not maintain a
2850 proceeding based on that cause of action in any court in this state until an application for
2851 authority to transact business is filed on behalf of the foreign company or its successor.

2852 (3) A court may stay a proceeding commenced by a foreign company, its successor, or
2853 assignee until it determines whether the foreign company, its successor, or assignee is required
2854 to file an application for authority to transact business. If it so determines, the court may
2855 further stay the proceeding until the required application for authority to transact business has
2856 been filed with the division.

2857 (4) A foreign company that transacts business in this state without authority is subject

2858 to a civil penalty, payable to this state, of \$100 for each day in which it transacts business in this
2859 state without authority. However, the penalty may not exceed a total of \$5,000 for each year.
2860 Each manager or member of a foreign company who authorizes, directs, or participates in the
2861 transaction of business in this state without authority and each agent of a foreign company who
2862 transacts business in this state on behalf of a foreign company that is not authorized is subject to
2863 a civil penalty, payable to this state, not exceeding \$1,000 for each year.

2864 (5) The civil penalties set forth in Subsection (4) may be recovered in an action brought
2865 in the district court for Salt Lake County or in any other county in this state in which the foreign
2866 company has [~~a registered~~] an office or in which it has transacted business. Upon a finding by
2867 the court that a foreign company or any of its managers, members, or agents has transacted
2868 business in this state in violation of this part, the court shall issue, in addition to or instead of a
2869 civil penalty, an injunction restraining the further transaction of the business of the foreign
2870 company and the further exercise of any rights and privileges in this state. Upon issuance of the
2871 injunction, the foreign company shall be enjoined from transacting business in this state until all
2872 civil penalties have been paid, plus any interest and court costs assessed by the court, and until
2873 the foreign company has otherwise complied with the provisions of this part.

2874 (6) Notwithstanding Subsections (1) and (2), the failure of a foreign company to have
2875 authority to transact business in this state does not impair the validity of its acts, nor does the
2876 failure prevent the foreign company from defending any proceeding in this state.

2877 Section 89. Section **48-2c-1604** is amended to read:

2878 **48-2c-1604. Application for authority to transact business.**

2879 (1) A foreign company may apply for authority to transact business in this state by
2880 delivering to the division for filing an application for authority to transact business setting forth:

- 2881 (a) its name and its assumed name, if any;
2882 (b) the name of the state or country under whose law it is formed or organized;
2883 (c) the nature of the business or purposes to be conducted or promoted in this state;
2884 (d) its date of formation or organization and period of its duration;
2885 (e) the street address of its principal office;

2886 (f) ~~[the address of its registered office in this state and the name of its registered agent~~
2887 ~~at that office]~~ the information required by Subsection 16-16-203(1);

2888 (g) the names and street addresses of its current managers, if it is a manager-managed
2889 company, or of its members, if it is a member-managed company;

2890 (h) the date it commenced or expects to commence transacting business in this state;
2891 and

2892 (i) any additional information the division may determine is necessary or appropriate to
2893 determine whether the application for authority to transact business should be filed.

2894 (2) The foreign company shall deliver with the completed application for authority to
2895 transact business a certificate of existence, or a document of similar import, duly authorized by
2896 the lieutenant governor or other official having custody of records in the state or country under
2897 whose law it is formed or organized. The certificate of existence shall be dated within 90 days
2898 prior to the filing of the application for authority to transact business by the division.

2899 (3) The foreign company shall include in the application for authority to transact
2900 business, or in an accompanying document, the written consent to appointment by the
2901 designated registered agent in this state.

2902 Section 90. Section **48-2c-1611** is amended to read:

2903 **48-2c-1611. Withdrawal of foreign company.**

2904 (1) A foreign company authorized to transact business in this state may not withdraw
2905 from this state until its application for withdrawal has been filed with the division.

2906 (2) A foreign company authorized to transact business in this state may apply for
2907 withdrawal by delivering to the division for filing an application for withdrawal setting forth:

2908 (a) its company name and its assumed name, if any;

2909 (b) the name of the state or country under whose law it is formed or organized;

2910 (c) the address of its principal office, or if none is to be maintained, a statement that the
2911 foreign company will not maintain a principal office, and if different from the address of the
2912 principal office or if no principal office is to be maintained, the address to which service of
2913 process may be mailed pursuant to Section ~~[48-2c-309]~~ 16-16-301;

2914 (d) that the foreign company is not transacting business in this state and that it
 2915 surrenders its authority to transact business in this state;

2916 (e) whether its registered agent will continue to be authorized to accept service on its
 2917 behalf in any proceeding based on a cause of action arising during the time it was authorized to
 2918 transact business in this state; and

2919 (f) any additional information that the division determines is necessary or appropriate to
 2920 determine whether the foreign company is entitled to withdraw, and to determine and assess any
 2921 unpaid taxes, fees, and penalties payable by it as prescribed by this chapter.

2922 (3) A foreign company's application for withdrawal may not be filed by the division until
 2923 all outstanding fees and state tax obligations of the foreign company have been paid and the
 2924 division has received a tax clearance certificate from the State Tax Commission.

2925 Section 91. Section **48-2c-1612** is amended to read:

2926 **48-2c-1612. Grounds for revocation.**

2927 The division may commence a proceeding under Section 48-2c-1613 to revoke the
 2928 authority of a foreign company to transact business in this state if:

2929 (1) the foreign company does not deliver its annual report to the division when it is due;

2930 (2) the foreign company does not pay when they are due any taxes, fees, or penalties
 2931 imposed by this chapter or other applicable laws of this state;

2932 (3) the foreign company is without a registered agent [~~or registered office~~] in this state;

2933 (4) the foreign company does not inform the division under [~~Section 48-2c-303~~] Title
 2934 16, Chapter 16, Model Registered Agents Act, that its registered agent [~~or registered office~~] has
 2935 changed[;] or that its registered agent has resigned[; ~~or that its registered office has been~~
 2936 ~~discontinued~~];

2937 (5) an organizer, member, manager, or agent of the foreign company signs a document
 2938 knowing it is false in any material respect with intent that the document be delivered to the
 2939 division for filing; or

2940 (6) the division receives a duly authenticated certificate from the lieutenant governor or
 2941 other official having custody of limited liability company records in the state or country under

2942 whose law the foreign company is formed or organized stating that the foreign company has
2943 dissolved or disappeared as the result of a merger.

2944 Section 92. Section **48-2c-1614** is amended to read:

2945 **48-2c-1614. Appeal from revocation.**

2946 (1) A foreign company may appeal the division's revocation of its authority to transact
2947 business in this state to the district court of the county in this state where the last [registered]
2948 principal office of the company was located, if any, or in Salt Lake County, within 30 days after
2949 the notice of revocation is mailed under Section 48-2c-1613. The foreign company appeals by
2950 petitioning the court to set aside the revocation and attaching to the petition a copy of the
2951 company's application for authority to transact business, and any amended applications, each as
2952 filed with the division, and the division's notice of revocation.

2953 (2) The court may summarily order the division to reinstate the authority of the foreign
2954 company to transact business in this state or it may take any other action it considers
2955 appropriate.

2956 (3) The court's final decision may be appealed as in other civil proceedings.

2957 Section 93. **Repealer.**

2958 This bill repeals:

2959 Section **16-6a-501, Registered office and registered agent.**

2960 Section **16-6a-502, Change of registered office or registered agent.**

2961 Section **16-6a-503, Resignation of registered agent.**

2962 Section **16-6a-504, Service on corporation.**

2963 Section **16-6a-1508, Registered office and registered agent of foreign nonprofit**
2964 **corporation.**

2965 Section **16-6a-1509, Change of registered office or registered agent of foreign**
2966 **nonprofit corporation.**

2967 Section **16-10a-501, Registered office and registered agent.**

2968 Section **16-10a-502, Change of registered office or registered agent.**

2969 Section **16-10a-503, Resignation of registered agent.**

- 2970 Section **16-10a-504, Service on corporation.**
- 2971 Section **16-10a-1508, Registered office and registered agent of foreign corporation.**
- 2972 Section **16-10a-1509, Change of registered office or registered agent of foreign**
- 2973 **corporation.**
- 2974 Section **42-2-11, Persons doing business under assumed name to have registered**
- 2975 **office and registered agent -- Penalties -- Presumption of registered agent.**
- 2976 Section **48-2a-104, Registered agent.**
- 2977 Section **48-2a-104.5, Service of process.**
- 2978 Section **48-2c-111, Designated office.**
- 2979 Section **48-2c-112, Records.**
- 2980 Section **48-2c-301, Registered office.**
- 2981 Section **48-2c-302, Registered agent.**
- 2982 Section **48-2c-303, Change of registered office or registered agent.**
- 2983 Section **48-2c-304, Change of designated office.**
- 2984 Section **48-2c-306, Service on domestic company.**
- 2985 Section **48-2c-307, Service on foreign company.**
- 2986 Section **48-2c-308, Service on dissolved company.**
- 2987 Section **48-2c-310, Service on foreign companies not authorized to do business.**