

Part 1 General Provisions

16-10a-101 Short title.

This chapter is known as the Utah Revised Business Corporation Act.

Enacted by Chapter 277, 1992 General Session

16-10a-102 Definitions.

As used in this chapter:

- (1)
 - (a) "Address" means a location where mail can be delivered by the United States Postal Service.
 - (b) "Address" includes:
 - (i) a post office box number;
 - (ii) a rural free delivery route number; and
 - (iii) a street name and number.
- (2) "Affiliate" means a person that directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, the person specified.
- (3) "Assumed corporate name" means a name assumed for use in this state by a foreign corporation pursuant to Section 16-10a-1506 because its corporate name is not available for use in this state.
- (4) "Articles of incorporation" include:
 - (a) amended and restated articles of incorporation;
 - (b) articles of merger; and
 - (c) a document of a similar import to those described in Subsections (4)(a) and (b).
- (5) "Authorized shares" means the shares of all classes a domestic or foreign corporation is authorized to issue.
- (6) "Bylaws" includes amended bylaws and restated bylaws.
- (7) "Cash" and "money" are used interchangeably in this chapter and mean:
 - (a) legal tender;
 - (b) a negotiable instrument; and
 - (c) a cash equivalent readily convertible into legal tender.
- (8) "Conspicuous" means so written that a reasonable person against whom the writing is to operate should have noticed it, including printing or typing in:
 - (a) italics;
 - (b) boldface;
 - (c) contrasting color;
 - (d) capitals; or
 - (e) underlining.
- (9) "Control" or a "controlling interest" means the direct or indirect possession of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting shares, by contract, or otherwise.
- (10) "Corporate name" means:
 - (a) the name of a domestic corporation or a domestic nonprofit corporation as stated in its articles of incorporation; or
 - (b) the name of a foreign corporation or a foreign nonprofit corporation as stated in its articles of incorporation or document of similar import.

- (11) "Corporation" or "domestic corporation" means a corporation for profit that:
 - (a) is not a foreign corporation; and
 - (b) is incorporated under or subject to this chapter.
- (12) "Deliver" includes delivery by mail or another means of transmission authorized by Section 16-10a-103, except that delivery to the division means actual receipt by the division.
- (13)
 - (a) "Distribution" means the following by a corporation to or for the benefit of its shareholders in respect of any of the corporation's shares:
 - (i) a direct or indirect transfer of money or other property, other than a corporation's own shares; or
 - (ii) incurrence of indebtedness by the corporation.
 - (b) A distribution may be in the form of:
 - (i) a declaration or payment of a dividend;
 - (ii) a purchase, redemption, or other acquisition of shares;
 - (iii) distribution of indebtedness; or
 - (iv) another form.
- (14) "Division" means the Division of Corporations and Commercial Code.
- (15) "Effective date," when referring to a document filed by the division, means the time and date determined in accordance with Section 16-10a-123.
- (16) "Effective date of notice" means the date notice is effective as provided in Section 16-10a-103.
- (17) "Electronic transmission" or "electronically transmitted" means a process of communication not directly involving the physical transfer of paper that is suitable for the receipt, retention, retrieval, and reproduction of information by the recipient, whether by e-mail, facsimile, or otherwise.
- (18) "Employee" includes an officer but not a director, unless the director accepts a duty that makes that director also an employee.
- (19) "Entity" includes:
 - (a) a domestic and foreign corporation;
 - (b) a nonprofit corporation;
 - (c) a limited liability company;
 - (d) a profit or nonprofit unincorporated association;
 - (e) a business trust;
 - (f) an estate;
 - (g) a partnership;
 - (h) a trust;
 - (i) two or more persons having a joint or common economic interest;
 - (j) a state;
 - (k) the United States; and
 - (l) a foreign government.
- (20) "Foreign corporation" means a corporation for profit incorporated under a law other than the law of this state.
- (21) "Governmental subdivision" means:
 - (a) county;
 - (b) municipality; or
 - (c) another type of governmental subdivision authorized by the laws of this state.
- (22) "Individual" means:
 - (a) a natural person;
 - (b) the estate of an incompetent individual; or

- (c) the estate of a deceased individual.
- (23) "Mail," "mailed," or "mailing" means deposit, deposited, or depositing in the United States mail, properly addressed, first class postage prepaid, and includes registered or certified mail for which the proper fee is paid.
- (24) "Notice" is as provided in Section 16-10a-103.
- (25) "Principal office" means the office, in or out of this state, designated by a domestic or foreign corporation as its principal office in the most recent document on file with the division providing the information, including:
 - (a) an annual report;
 - (b) an application for a certificate of authority; or
 - (c) a notice of change of principal office.
- (26) "Proceeding" includes:
 - (a) a civil suit;
 - (b) arbitration or mediation; and
 - (c) a criminal, administrative, or investigatory action.
- (27) "Qualified shares" means, with respect to a director's conflicting interest transaction pursuant to Section 16-10a-853, one or more shares entitled to vote on the transaction, except a share:
 - (a) that, to the knowledge, before the vote, of the secretary, other officer, or agent of the corporation authorized to tabulate votes, is beneficially owned; or
 - (b) the voting of which is controlled, by:
 - (i) a director who has a conflicting interest respecting the transaction;
 - (ii) a related person of that director; or
 - (iii) a person referred to in Subsections (27)(b)(i) and (ii).
- (28) "Receive," when used in reference to receipt of a writing or other document by a domestic or foreign corporation, means the writing or other document is actually received by:
 - (a) the corporation at its:
 - (i) registered office in this state; or
 - (ii) principal office;
 - (b) the secretary of the corporation, wherever the secretary is found; or
 - (c) another person authorized by the bylaws or the board of directors to receive the writing or other document, wherever that person is found.
- (29)
 - (a) "Record date" means the date established under Part 6, Shares and Distributions, or Part 7, Shareholders, on which a corporation determines the identity of its shareholders.
 - (b) The determination under Subsection (29)(a) shall be made as of the close of business on the record date unless another time for doing so is specified when the record date is fixed.
- (30) "Registered office" means the office within this state designated by a domestic or foreign corporation as its registered office in the most recent document on file with the division providing that information, including:
 - (a) articles of incorporation;
 - (b) an application for a certificate of authority; or
 - (c) a notice of change of registered office.
- (31) "Related person" of a director means:
 - (a) the spouse of the director;
 - (b) a child, grandchild, sibling, or parent of the director;
 - (c) the spouse of a child, grandchild, sibling, or parent of the director;
 - (d) an individual having the same home as the director;

- (e) a trust or estate of which the director or any other individual specified in this Subsection (31) is a substantial beneficiary; or
 - (f) a trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.
- (32) "Secretary" means the corporate officer to whom the bylaws or the board of directors delegates responsibility under Subsection 16-10a-830(3) for:
- (a) the preparation and maintenance of:
 - (i) minutes of the meetings of the board of directors and of the shareholders; and
 - (ii) the other records and information required to be kept by the corporation by Section 16-10a-830; and
 - (b) authenticating records of the corporation.
- (33) "Share" means the unit into which the proprietary interests in a corporation are divided.
- (34)
- (a) "Shareholder" means:
 - (i) the person in whose name a share is registered in the records of a corporation; or
 - (ii) the beneficial owner of a share to the extent recognized pursuant to Section 16-10a-723.
 - (b) For purposes of this chapter:
 - (i) the following, identified as a shareholder in a corporation's current record of shareholders, constitute one shareholder:
 - (A)
 - (I) three or fewer coowners; or
 - (II) in the case of more than three coowners, each coowner in excess of the first three is counted as a separate shareholder;
 - (B) a corporation, limited liability company, partnership, trust, estate, or other entity; and
 - (C) the trustees, guardians, custodians, or other fiduciaries of a single trust, estate, or account;
 - (ii) shareholdings registered in substantially similar names constitute one shareholder if it is reasonable to believe that the names represent the same person; and
 - (iii) if the record of a shareholder is not maintained in accordance with accepted practice, an additional person who would be identified as an owner on that record if it had been maintained in accordance with accepted practice shall be included as a holder of record.
- (35) "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.
- (36) "Tribe" means a tribe, band, nation, pueblo, or other organized group or community of Indians, including an Alaska Native village, that is legally recognized as eligible for and is consistent with a special program, service, or entitlement provided by the United States to Indians because of their status as Indians.
- (37) "Tribal corporation" means a corporation:
- (a) incorporated under the law of a tribe; and
 - (b) that is at least 51% owned or controlled by the tribe.
- (38)
- (a) "Voting group" means all shares of one or more classes or series that under the articles of incorporation or this chapter are entitled to vote and be counted together collectively on a matter at a meeting of shareholders.
 - (b) All shares entitled by the articles of incorporation or this chapter to vote generally on the matter are for that purpose a single voting group.

Amended by Chapter 249, 2008 General Session

16-10a-103 Notice.

- (1)
 - (a) Notice given under this chapter shall be in writing unless oral notice is reasonable under the circumstances.
 - (b) Notice by electronic transmission is written notice.
- (2)
 - (a) Subject to compliance with any requirement that notice be in writing, notice may be communicated in person, by telephone, by any form of electronic transmission, or by mail or private carrier.
 - (b) If the forms of personal notice listed in Subsection (2)(a) are impracticable, notice may be communicated:
 - (i)
 - (A) by a newspaper of general circulation in the county, or similar subdivision, in which the corporation's principal office is located; and
 - (B) by publication in accordance with Section 45-1-101;
 - (ii) by radio, television, or other form of public broadcast communication in the county or subdivision; or
 - (iii) if the corporation has no office in this state, in the manner allowed by Subsection (2)(b)(i) or (ii) but in Salt Lake County.
- (3)
 - (a) Written notice by a domestic or foreign corporation to its shareholders or directors, if in a comprehensible form, is effective as to each shareholder or director:
 - (i) when mailed, if addressed to the shareholder's or director's address shown in the corporation's current record of the shareholder or director; or
 - (ii) when electronically transmitted to the shareholder or director, in a manner and to an address provided by the shareholder or director in an unrevoked consent.
 - (b) Consent under Subsection (3)(a)(ii) is considered revoked if:
 - (i) the corporation is unable to deliver by electronic transmission two consecutive notices transmitted by the corporation based on that consent; and
 - (ii) the corporation's inability to deliver notice by electronic transmission under Subsection (3)(b) (i) is known by the:
 - (A) corporation's secretary;
 - (B) an assistant secretary or transfer agent of the corporation; or
 - (C) any other person responsible for providing notice.
 - (c) Notwithstanding Subsection (3)(b), a corporation's failure to treat consent under Subsection (3)(a) as revoked does not invalidate any meeting or other act.
 - (d) Delivery of a notice to shareholders may be excused in accordance with Subsection 16-10a-705(5).
- (4) Written notice to a domestic or foreign corporation authorized to transact business in this state may be addressed to the corporation's:
 - (a) registered agent; or
 - (b) secretary at its principal office.
- (5) Except as provided in Subsection (3), written notice, if in a comprehensible form, is effective at the earliest of the following:
 - (a) when received;
 - (b) five days after it is mailed; or
 - (c) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

- (6) Oral notice is effective when communicated if communicated in a comprehensible manner.
- (7) Notice by publication is effective on the date of first publication.
- (8)
 - (a) If this chapter prescribes notice requirements for particular circumstances, those requirements govern.
 - (b) If articles of incorporation or bylaws prescribe notice requirements, not inconsistent with this section or other provisions of this chapter, those requirements govern.

Amended by Chapter 378, 2010 General Session

16-10a-104 Powers of the division.

The division has the power reasonably necessary to perform the duties required of the division under this chapter.

Enacted by Chapter 277, 1992 General Session

16-10a-120 Filing requirements.

- (1) A document shall satisfy the requirements of this section, and of any other section of this chapter that adds to or varies these requirements, to be entitled to filing by the division.
- (2) This chapter must require or permit filing the document with the division.
- (3)
 - (a) The document shall contain the information required by this chapter.
 - (b) A document may contain information in addition to that required in Subsection (3)(a).
- (4) The document shall be typewritten or machine printed.
- (5)
 - (a) The document shall be in the English language.
 - (b) A corporate name need not be in English if written in English letters, Arabic or Roman numerals.
 - (c) The certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.
- (6) The document shall be executed, or shall be a true copy made by photographic, xerographic, electronic, or other process that provides similar copy accuracy of a document that has been executed:
 - (a) by the chairman of the board of directors of a domestic or foreign corporation, by all of its directors, or by one of its officers;
 - (b) if directors have not been selected or the corporation has not been formed, by an incorporator;
 - (c) if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary;
 - (d) if the document is that of a registered agent, by the registered agent, if the person is an individual, or by a person authorized by the registered agent to execute the document, if the registered agent is an entity; or
 - (e) by an attorney in fact if the corporation retains the power of attorney with the corporation's records.
- (7) The document shall state beneath or opposite the signature of the person executing the document the signer's name and the capacity in which the document is signed.
- (8) The document may, but need not, contain:
 - (a) the corporate seal;

- (b) an attestation by the secretary or an assistant secretary; or
 - (c) an acknowledgment, verification, or proof.
- (9) The signature of each person signing the document, whether or not the document contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the affirmation or acknowledgment of the person, under penalties of perjury, that the document is the person's act and deed or the act and deed of the entity on behalf of which the document is executed, and that the facts stated in the document are true.
- (10) If the division has prescribed a mandatory form or cover sheet for the document under Section 16-10a-121, the document shall be in or on the prescribed form or shall have the required cover sheet.
- (11) The document shall be delivered to the division for filing and shall be accompanied by one exact or conformed copy, except as provided in Section 16-10a-1510, the correct filing fee, and any franchise tax, license fee, or penalty required by this chapter or other law.
- (12) Except with respect to a filing pursuant to Section 16-10a-1510, the document shall state, or be accompanied by a writing stating, the address to which the division may send a copy upon completion of the filing.

Amended by Chapter 378, 2010 General Session

16-10a-121 Forms.

- (1) The division may prescribe, and if so prescribed shall furnish on request, forms or cover sheets for documents required or permitted to be filed by this chapter as the division may determine to be appropriate.
- (2) However:
- (a) the use of any forms or cover sheets is not mandatory unless the division specifically requires their use; and
 - (b) no requirement that a form or cover sheet be used precludes in any way the inclusion in any document of any item which is not prohibited to be included by this chapter, nor does it require the inclusion with the filed document of any item which is not otherwise required by this chapter.

Enacted by Chapter 277, 1992 General Session

16-10a-122 Fees.

Unless otherwise provided by statute, the division shall charge and collect fees for services as provided in Section 63J-1-504.

Amended by Chapter 183, 2009 General Session

16-10a-123 Effective time and date of filed documents.

- (1) Except as provided in Subsections (2) and 16-10a-124(4), a document submitted to the division for filing under this chapter shall be considered effective at the time of filing on the date it is filed, as evidenced by the division's endorsement on the document as described in Subsection 16-10a-125(2).
- (2) Unless otherwise provided in this chapter, a document, other than an application for a reserved or registered name, may specify conspicuously on its face a delayed effective time or date, or both an effective time and date, and if it does so, the document becomes effective as specified.

- (a) If a delayed effective time but no date is specified, the document is effective on the date it is filed, as that date is specified in the division's time and date endorsement on the document, at the later of the time specified on the document as its effective time or the time specified in the time and date endorsement.
 - (b) If a delayed effective date but no time is specified, the document is effective at the close of business on that date.
 - (c) A delayed effective date for a document may not be later than the ninetieth day after the date it is filed. If a document specifies a delayed effective date that is later than the ninetieth day after the document is filed, the document is effective on the ninetieth day after it is filed.
- (3) If a document specifies a delayed effective date pursuant to Subsection (2), the document may be prevented from becoming effective by delivering to the division, prior to the specified effective date of the document, a certificate of withdrawal, executed on behalf of the same domestic or foreign corporation originally submitting the document for filing, in the same manner as the document being withdrawn, stating:
- (a) that the document has been revoked by appropriate corporate action or by court order or decree pursuant to Section 16-10a-1008 and is void; and
 - (b) in the case of a court order or decree pursuant to Section 16-10a-1008, that the court order or decree was entered by a court having jurisdiction of the proceeding for the reorganization of the corporation under a specified statute of the United States.

Enacted by Chapter 277, 1992 General Session

16-10a-124 Correcting filed documents.

- (1) A domestic or foreign corporation may correct a document filed with the division if the document:
- (a) contains an incorrect statement; or
 - (b) was defectively executed, attested, sealed, verified, or acknowledged.
- (2) A document is corrected by delivering to the division for filing articles of correction that:
- (a) describe the document, including its filing date, or have a copy of it attached to the articles of correction;
 - (b) specify the incorrect statement and the reason it is incorrect or the manner in which the execution, attestation, sealing, verification, or acknowledgement was defective; and
 - (c) correct the incorrect statement or defective execution, attestation, sealing, verification, or acknowledgement.
- (3) Articles of correction may be executed by any person designated in Section 16-10a-120(6), or by any person who executed the document that is corrected.
- (4) Articles of correction are effective on the effective date of the document they correct except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, articles of correction are effective when filed.

Enacted by Chapter 277, 1992 General Session

16-10a-125 Filing duty of division.

- (1) If a document delivered to the division for filing satisfies the requirements of Section 16-10a-120, the division shall file it.
- (2) The division files a document by stamping or otherwise endorsing "Filed" together with the name of the division and the date and time of acceptance for filing on both the document and the accompanying copy. After filing a document, except as provided in Sections 16-10a-1510

and 16-10a-1608, the division shall deliver the accompanying copy, with the receipt for any filing fees, to the domestic or foreign corporation for which the filing is made, or its representative, at the address indicated on the filing, or at the address the division determines to be appropriate.

- (3) If the division refuses to file a document, it shall return the document to the person requesting the filing within 10 days after the document was delivered to the division, together with a written notice providing a brief explanation of the reason for the refusal.
- (4) The division's duty to file documents under this section is ministerial. Except as otherwise specifically provided in this chapter, the division's filing or refusal to file a document does not:
 - (a) affect the validity or invalidity of the document in whole or part;
 - (b) relate to the correctness or incorrectness of information contained in the document; or
 - (c) create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.

Amended by Chapter 364, 2008 General Session

Superseded 7/1/2024

16-10a-126 Appeal from division's refusal to file document.

- (1) If the division refuses to file a document delivered to it for filing, the domestic or foreign corporation for which the filing was requested, or its representative, within 30 days after the effective date of the notice of refusal given by the division pursuant to Subsection 16-10a-125(3), may appeal the refusal to the district court of the county where the corporation's principal office is or will be located, or if there is none in this state, the county where its registered office is or will be located. The appeal is commenced by petitioning the court to compel the filing of the document and by attaching to the petition a copy of the document and the division's notice of refusal.
- (2) The court may summarily order the division to file the document or take other action the court considers appropriate.
- (3) The court's final decision may be appealed as in any other civil proceedings.

Enacted by Chapter 277, 1992 General Session

Effective 7/1/2024

16-10a-126 Petition for review of division's refusal to file document.

- (1)
 - (a) If the division refuses to file a document delivered to the division for filing, the domestic or foreign corporation for which the filing was requested, or the corporation's representative, may petition a court with jurisdiction under Title 78A, Judiciary and Judicial Administration, to compel the filing of the document.
 - (b) A domestic or foreign corporation, or the corporation's representative, shall file a petition under Subsection (1)(a) within 30 days after the day on which the division gives notice of the refusal under Subsection 16-10a-125(3).
 - (c) The petition under Subsection (1)(a) shall include a copy of the document and the division's notice of refusal.
- (2) If a petition is filed under Subsection (1), the court may summarily order the division to file the document or take other action the court considers appropriate.
- (3) The court's final decision is appealable as in any other civil proceedings.

Amended by Chapter 401, 2023 General Session

16-10a-127 Evidentiary effect of copy of filed document.

A certificate attached to a copy of a document filed by the division, or an endorsement, seal, or stamp placed on the copy, which certificate, endorsement, seal, or stamp bears the signature of the director of the division, or a facsimile of the director's signature, and the seal of the division, is conclusive evidence that the original document has been filed with the division.

Enacted by Chapter 277, 1992 General Session

16-10a-128 Certificates issued by the division.

- (1) Anyone may apply to the division for a certificate of existence for a domestic corporation, a certificate of authorization for a foreign corporation, or a certificate that sets forth any facts of record in the office of the division.
- (2) A certificate of existence or authorization sets forth:
 - (a) the domestic corporation's corporate name or the foreign corporation's corporate name registered in this state;
 - (b) that:
 - (i) the domestic corporation is duly incorporated under the law of this state and the date of its incorporation; or
 - (ii) the foreign corporation is authorized to transact business in this state;
 - (c) that all fees, taxes, and penalties owed to this state have been paid, if:
 - (i) payment is reflected in the records of the division; and
 - (ii) nonpayment affects the existence or authorization of the domestic or foreign corporation;
 - (d) that its most recent annual report required by Section 16-10a-1607 has been filed by the division;
 - (e) that articles of dissolution have not been filed; and
 - (f) other facts of record in the office of the division that may be requested by the applicant.
- (3) Subject to any qualification stated in the certificate, a certificate issued by the division may be relied upon as conclusive evidence of the facts set forth in the certificate.

Enacted by Chapter 277, 1992 General Session

16-10a-129 Penalty for signing false documents.

- (1) A person commits an offense if he signs a document knowing it to be false in any material respect, with intent that the document be delivered to the division for filing.
- (2) An offense under this section is a class A misdemeanor punishable by a fine not to exceed \$2,500.

Enacted by Chapter 277, 1992 General Session