

## Part 15 Foreign Nonprofit Corporations

### 16-6a-1501 Authority to conduct affairs required.

- (1)
  - (a) A foreign nonprofit corporation may not conduct affairs in this state until its application for authority to conduct affairs is filed by the division.
  - (b) This part shall be applicable to foreign nonprofit corporations that conduct affairs governed by other statutes of this state only to the extent this part is not inconsistent with such other statutes.
- (2) A foreign nonprofit corporation may not be considered to be conducting affairs in this state within the meaning of Subsection (1) by reason of carrying on in this state any one or more of the following activities:
  - (a) maintaining, defending, or settling in its own behalf any proceeding or dispute;
  - (b) holding meetings of its board of directors or members or carrying on other activities concerning internal corporate affairs;
  - (c) maintaining bank accounts;
  - (d) maintaining offices or agencies for the transfer, exchange, and registration of memberships or securities;
  - (e) maintaining trustees or depositaries with respect to the memberships or securities described in Subsection (2)(d);
  - (f) selling through independent contractors;
  - (g) soliciting or obtaining orders, if the orders require acceptance outside this state before they become contracts, whether by mail or through employees or agents or otherwise;
  - (h) creating, as borrower or lender, or acquiring indebtedness, mortgages, or other security interests in real or personal property;
  - (i) securing or collecting debts in its own behalf or enforcing mortgages or security interests in property securing the debts;
  - (j) owning, without more, real or personal property;
  - (k) conducting an isolated transaction that is:
    - (i) completed within 30 days; and
    - (ii) not one in the course of repeated transactions of a like nature;
  - (l) conducting affairs in interstate commerce;
  - (m) granting funds;
  - (n) distributing information to its members; or
  - (o) any other activity not considered to constitute conducting affairs in this state in the discretion of the division.
- (3) The list of activities in Subsection (2) is not exhaustive.
- (4) Nothing in this section shall limit or affect the right to subject a foreign nonprofit corporation that does not, or is not required to, have authority to conduct affairs in this state:
  - (a) to the jurisdiction of the courts of this state; or
  - (b) to serve upon any foreign nonprofit corporation any process, notice, or demand required or permitted by law to be served upon a nonprofit corporation pursuant to:
    - (i) any applicable provision of law; or
    - (ii) any applicable rules of civil procedure.

Enacted by Chapter 300, 2000 General Session

**16-6a-1502 Consequences of conducting affairs without authority.**

- (1) A foreign nonprofit corporation, its successor, or anyone acting on its behalf, conducting affairs in this state without authority may not be permitted to maintain a proceeding in any court in this state until an application for authority to conduct affairs is filed.
- (2)
  - (a) A foreign nonprofit corporation or successor that conducts affairs in this state without authority shall be liable to this state in an amount equal to the sum of:
    - (i) all fees imposed by this chapter or prior law that would have been paid for all years or portions of years during which it conducted affairs in this state without authority; and
    - (ii) all penalties imposed by the division for failure to pay the fees described in Subsection (2)(a)(i).
  - (b) An application for authority to conduct affairs may not be filed until payment of the amounts due under this Subsection (2) is made.
- (3)
  - (a) A court may stay a proceeding commenced by a foreign nonprofit corporation, its successor, or assignee until it determines whether the foreign nonprofit corporation, its successor, or assignee is required to file an application for authority to conduct affairs.
  - (b) If the court determines that a foreign nonprofit corporation, its successor, or assignee is required to file an application for authority to conduct affairs, the court may further stay the proceeding until the required application for authority to conduct affairs has been filed with the division.
- (4)
  - (a) A foreign nonprofit corporation that conducts affairs in this state without authority is subject to a civil penalty, payable to this state, of \$100 for each day in which it transacts business in this state without authority.
  - (b) Notwithstanding Subsection (4)(a), the civil penalty imposed under Subsection (4)(a) may not exceed a total of \$5,000 for each year.
  - (c) The following are subject to a civil penalty payable to the state not exceeding \$1,000:
    - (i) each officer of a foreign nonprofit corporation who authorizes, directs, or participates in the conducting of affairs in this state without authority; and
    - (ii) each agent of a foreign nonprofit corporation who transacts business in this state on behalf of a foreign nonprofit corporation that is not authorized.
  - (d) The division may make rules to carry out the provisions of this Subsection (4), including procedures to request the division to abate for reasonable cause a penalty imposed under this Subsection (4).
  - (e) If the division imposes a civil penalty under this Subsection (4) on a foreign nonprofit corporation, in accordance with Title 63G, Chapter 4, Administrative Procedures Act, the following may appeal the civil penalty to the executive director:
    - (i) the foreign nonprofit corporation; or
    - (ii) the representative of the foreign nonprofit corporation.
- (5)
  - (a) The civil penalties set forth in Subsection (4) may be recovered in an action brought:
    - (i) in an appropriate court in Salt Lake County; or
    - (ii) in any other county in this state in which the foreign nonprofit corporation:
      - (A) has a registered, principal, or business office; or
      - (B) has conducted affairs.

- (b) Upon a finding by the court that a foreign nonprofit corporation or any of its officers or agents have conducted affairs in this state in violation of this part, in addition to or instead of a civil penalty, the court shall issue an injunction restraining:
  - (i) the further conducting of affairs of the foreign nonprofit corporation; and
  - (ii) the further exercise of any corporate rights and privileges in this state.
- (c) Upon issuance of the injunction described in Subsection (5)(b), the foreign nonprofit corporation shall be enjoined from conducting affairs in this state until:
  - (i) all civil penalties have been paid, plus any interest and court costs assessed by the court; and
  - (ii) the foreign nonprofit corporation has otherwise complied with the provisions of this part.
- (6) Notwithstanding Subsections (1) and (2), the failure of a foreign nonprofit corporation to have authority to conduct affairs in this state does not:
  - (a) impair the validity of its corporate acts; or
  - (b) prevent the foreign nonprofit corporation from defending any proceeding in this state.

Amended by Chapter 382, 2008 General Session

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

- (1) A foreign nonprofit corporation may apply for authority to conduct affairs in this state by delivering to the division for filing an application for authority to conduct affairs setting forth:
  - (a) its corporate name and its assumed corporate name, if any;
  - (b) the name of the state or country under whose law it is incorporated;
  - (c) its date of incorporation;
  - (d) its period of duration;
  - (e) the street address of its principal office;
  - (f) the information required by Subsection 16-17-203(1);
  - (g) the names and usual business addresses of its current directors and officers;
  - (h) the date it commenced or expects to commence conducting affairs in this state; and
  - (i) the additional information the division determines is necessary or appropriate to determine whether the application for authority to conduct affairs should be filed.
- (2) With the completed application required by Subsection (1) the foreign nonprofit corporation shall deliver to the division for a certificate of existence, or a document of similar import that is:
  - (a) authenticated by the division or other official having custody of corporate records in the state or country under whose law it is incorporated; and
  - (b) dated within 90 days before the day on which the application for authority to conduct affairs is filed.
- (3) The foreign nonprofit corporation shall include in the application for authority to conduct affairs, or in an accompanying document, written consent to appointment by its designated registered agent.
- (4)
  - (a) The division may permit a tribal nonprofit corporation to apply for authority to conduct affairs in this state in the same manner as a nonprofit corporation incorporated in another state.
  - (b) If a tribal nonprofit corporation elects to apply for authority to conduct affairs in this state, for purposes of this chapter, the tribal nonprofit corporation shall be treated in the same manner as a foreign nonprofit corporation incorporated under the laws of another state.

Amended by Chapter 249, 2008 General Session

Amended by Chapter 364, 2008 General Session

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

- (1) A foreign nonprofit corporation authorized to conduct affairs in this state shall deliver an amended application for authority to conduct affairs to the division for filing if the foreign nonprofit corporation changes:
  - (a) its corporate name;
  - (b) its assumed corporate name;
  - (c) the period of its duration;
  - (d) the state or country of its incorporation; or
  - (e) any of the information required by Subsection 16-17-203(1).
- (2) The requirements of Section 16-6a-1503 for filing an original application for authority to conduct affairs apply to filing an amended application for authority to conduct affairs under this section.

Amended by Chapter 364, 2008 General Session

**16-6a-1505 Effect of filing an application for authority to conduct affairs.**

- (1) Filing an application for authority to conduct affairs authorizes the foreign nonprofit corporation to conduct affairs in this state, subject to the right of the state to revoke the authority as provided in this part.
- (2) A foreign nonprofit corporation that has authority to conduct affairs in this state:
  - (a) has the same rights and privileges as, but no greater rights or privileges than, a domestic nonprofit corporation of like character; and
  - (b) except as otherwise provided by this chapter, is subject to the same duties, restrictions, penalties, and liabilities imposed on or later to be imposed on, a domestic nonprofit corporation of like character.
- (3) This chapter does not authorize this state to regulate the organization or internal affairs of a foreign nonprofit corporation authorized to conduct affairs in this state.

Enacted by Chapter 300, 2000 General Session

**16-6a-1506 Corporate name and assumed corporate name of foreign nonprofit corporation.**

- (1)
  - (a) Except as provided in Subsection (2), if the corporate name of a foreign nonprofit corporation does not satisfy the requirements of Section 16-6a-401, to obtain authority to conduct affairs in this state, the foreign nonprofit corporation shall assume for use in this state a name that satisfies the requirements of Section 16-6a-401.
  - (b) Section 16-6a-401 applies to a domestic nonprofit corporation.
- (2) A foreign nonprofit corporation may obtain authority to conduct affairs in this state with a name that does not meet the requirements of Subsection (1) because it is not distinguishable as required under Subsection 16-6a-401(2), if the foreign nonprofit corporation delivers to the division for filing either:
  - (a)
    - (i) a written consent to the foreign nonprofit corporation's use of the name, given and signed by the other person entitled to the use of the name; and
    - (ii) a written undertaking by the other person, in a form satisfactory to the division, to change its name to a name that is distinguishable from the name of the applicant; or
  - (b) a certified copy of a final judgment of a court of competent jurisdiction establishing the prior right of the foreign nonprofit corporation to use the requested name in this state.

- (3) A foreign nonprofit corporation may use in this state the name, including the fictitious name, of another domestic or foreign nonprofit corporation that is used or registered in this state if:
  - (a) the other corporation is incorporated or authorized to conduct affairs in this state; and
  - (b) the foreign nonprofit corporation:
    - (i) has merged with the other corporation; or
    - (ii) has been formed by reorganization of the other corporation.
- (4) If a foreign nonprofit corporation authorized to conduct affairs in this state, whether under its corporate name or an assumed corporate name, changes its corporate name to one that does not satisfy the requirements of Subsections (1) through (3), or the requirements of Section 16-6a-401, the foreign nonprofit corporation:
  - (a) may not conduct affairs in this state under the changed name;
  - (b) shall use an assumed corporate name that does meet the requirements of this section; and
  - (c) shall deliver to the division for filing an amended application for authority to conduct affairs pursuant to Section 16-6a-1504.

Amended by Chapter 197, 2002 General Session

**16-6a-1507 Registered name of foreign nonprofit corporation.**

- (1)
  - (a) A foreign nonprofit corporation may register its corporate name as provided in this section if the name would be available for use as a corporate name for a domestic nonprofit corporation under Section 16-6a-401.
  - (b) If the foreign nonprofit corporation's corporate name would not be available for use as a corporate name for a domestic nonprofit corporation, the foreign nonprofit corporation may register its corporate name modified by the addition of any of the following words or abbreviations, if the modified name would be available for use under Section 16-6a-401:
    - (i) "corporation";
    - (ii) "incorporated";
    - (iii) "company";
    - (iv) "corp.";
    - (v) "inc."; or
    - (vi) "co."
- (2) A foreign nonprofit corporation registers its corporate name, or its corporate name with any addition permitted by Subsection (1), by delivering to the division for filing an application for registration:
  - (a) setting forth:
    - (i) its corporate name;
    - (ii) the name to be registered that shall meet the requirements of Section 16-6a-401 that apply to domestic nonprofit corporations;
    - (iii) the state or country and date of incorporation; and
    - (iv) a brief description of the nature of the business in which it is engaged; and
  - (b) accompanied by a certificate of existence, or a document of similar import from the state or country of incorporation as evidence that the foreign nonprofit corporation is in existence or has authority to conduct affairs under the laws of the state or country in which it is organized.
- (3)
  - (a) A name is registered for the applicant upon the effective date of the application.
  - (b) An initial registration is effective for one year.
- (4)

- (a) A foreign nonprofit corporation that has in effect a registration of its corporate name as permitted by Subsection (1) may renew the registration by delivering to the division for filing a renewal application for registration, that complies with the requirements of Subsection (2).
  - (b) When filed, the renewal application for registration renews the registration for the year following filing.
- (5)
- (a) A foreign nonprofit corporation that has in effect registration of its corporate name may:
    - (i) apply for authority to conduct affairs in this state under the registered name in accordance with the procedure set forth in this part; or
    - (ii) assign the registration to another foreign nonprofit corporation by delivering to the division for filing an assignment of the registration that states:
      - (A) the registered name;
      - (B) the name of the assigning foreign nonprofit corporation;
      - (C) the name of the assignee; and
      - (D) the assignee's application for registration of the name.
  - (b) The assignee's application for registration of the name required by Subsection (5)(a) shall meet the requirements of this part.
- (6)
- (a) A foreign nonprofit corporation that has in effect registration of its corporate name may terminate the registration at any time by delivering to the division for filing a statement of termination:
    - (i) setting forth the corporate name; and
    - (ii) stating that the registration is terminated.
  - (b) A registration automatically terminates upon the filing of an application for authority to conduct affairs in this state under the registered name.
- (7) The registration of a corporate name under Subsection (1) constitutes authority by the division to file an application meeting the requirements of this part for authority to conduct affairs in this state under the registered name, but the authorization is subject to the limitations applicable to corporate names as set forth in Section 16-6a-403.

Amended by Chapter 197, 2002 General Session

**16-6a-1510 Resignation of registered agent of foreign nonprofit corporation.**

- (1)
- (a) The registered agent of a foreign nonprofit corporation authorized to conduct affairs in this state may resign the agency appointment by delivering to the division for filing a statement of resignation, that shall:
    - (i) be signed by the resigning registered agent; and
    - (ii) be accompanied by two exact or conformed copies of the statement of resignation; and
    - (iii) include a declaration that notice of the resignation has been given to the foreign nonprofit corporation.
  - (b) The statement of resignation may include a statement that the registered office is also discontinued.
- (2) After filing the statement of resignation, the division shall deliver:
- (a) one copy of the statement of resignation to the registered office of the foreign nonprofit corporation; and
  - (b) one copy of the statement of resignation to its principal office, if known.

- (3) The agency appointment terminates, and the registered office discontinues if so provided, 31 days after the filing date of the statement of resignation.

Enacted by Chapter 300, 2000 General Session

**16-6a-1511 Service on foreign nonprofit corporation.**

- (1) The registered agent of a foreign nonprofit corporation authorized to conduct affairs in this state is the foreign corporation's agent for service of process, notice, or demand required or permitted by law to be served on the foreign nonprofit corporation.
- (2)
  - (a) If a foreign nonprofit corporation authorized to conduct affairs in this state has no registered agent or if the registered agent cannot with reasonable diligence be served, the foreign nonprofit corporation may be served by registered or certified mail, return receipt requested, addressed to the foreign nonprofit corporation at its principal office.
  - (b) Service is perfected under this Subsection (2) at the earliest of:
    - (i) the date the foreign nonprofit corporation receives the process, notice, or demand;
    - (ii) the date shown on the return receipt, if signed on behalf of the foreign nonprofit corporation;  
or
    - (iii) five days after mailing.
- (3) This section does not prescribe the only means, or necessarily the required means, of serving a foreign nonprofit corporation authorized to conduct affairs in this state.

Enacted by Chapter 300, 2000 General Session

**16-6a-1512 Merger of foreign nonprofit corporations authorized to conduct affairs in this state.**

- (1) If two or more foreign nonprofit corporations authorized to conduct affairs in this state are a party to a statutory merger permitted by the laws of the state or country under the laws of which they are incorporated within 30 days after the merger becomes effective, the surviving nonprofit corporation shall file with the division a certificate of fact of merger certified by the proper officer of the state or country under the laws of which the statutory merger was effected.
- (2) It is not necessary for a foreign nonprofit corporation authorized to conduct affairs in this state that is a party to a statutory merger described in Subsection (1) to procure a new or amended certificate of authority to conduct affairs in this state unless the name of the surviving nonprofit corporation is changed by the statutory merger.

Enacted by Chapter 300, 2000 General Session

**16-6a-1513 Withdrawal of foreign nonprofit corporation.**

- (1) A foreign nonprofit corporation authorized to conduct affairs in this state may not withdraw from this state until its application for withdrawal has been filed by the division.
- (2) A foreign nonprofit corporation authorized to conduct affairs in this state may apply for withdrawal by delivering to the division for filing an application for withdrawal setting forth:
  - (a) its corporate name and its assumed name, if any;
  - (b) the name of the state or country under whose law it is incorporated;
  - (c)
    - (i) (A) the address of its principal office; or

- (B) if a principal office is not to be maintained, a statement that the foreign nonprofit corporation will not maintain a principal office; and
  - (ii) if different from the address of the principal office or if no principal office is to be maintained, the address to which service of process may be mailed pursuant to Section 16-6a-1514;
  - (d) that the foreign nonprofit corporation is not conducting affairs in this state;
  - (e) that it surrenders its authority to conduct affairs in this state;
  - (f) whether its registered agent will continue to be authorized to accept service on its behalf in any proceeding based on a cause of action arising during the time it was authorized to conduct affairs in this state; and
  - (g) any additional information that the division determines is necessary or appropriate to:
    - (i) determine whether the foreign nonprofit corporation is entitled to withdraw; and
    - (ii) determine and assess any unpaid taxes, fees, and penalties payable by the foreign nonprofit corporation as prescribed by this chapter.
- (3) A foreign nonprofit corporation's application for withdrawal may not be filed by the division until:
- (a) all outstanding fees and state tax obligations have been paid; and
  - (b) the division has received a certificate from the State Tax Commission reciting that all taxes owed by the foreign nonprofit corporation have been paid.

Enacted by Chapter 300, 2000 General Session

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

- (1) A foreign nonprofit corporation that has withdrawn from this state pursuant to Section 16-6a-1513 shall:
- (a) maintain a registered agent in this state to accept service on its behalf in any proceeding based on a cause of action arising during the time it was authorized to conduct affairs in this state, in which case the continued authority of the registered agent shall be specified in the application for withdrawal; or
  - (b) be considered to have authorized service of process on it in connection with any cause of action by registered or certified mail, return receipt requested, to:
    - (i) the address of its principal office, if any:
      - (A) set forth in its application for withdrawal; or
      - (B) as last changed by notice delivered to the division for filing; or
    - (ii) the address for service of process:
      - (A) that is stated in its application for withdrawal; or
      - (B) as last changed by notice delivered to the division for filing.
- (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:
- (a) the date the withdrawn foreign nonprofit corporation receives the process, notice, or demand;
  - (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign nonprofit corporation; or
  - (c) five days after mailing.
- (3) Subsection (1) does not prescribe the only means, or necessarily the required means, of serving a withdrawn foreign nonprofit corporation.

Amended by Chapter 364, 2008 General Session

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

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

- (1) the foreign nonprofit corporation does not deliver its annual report to the division when it is due;
- (2) the foreign nonprofit corporation does not pay when they are due any taxes, fees, or penalties imposed by this chapter or other applicable laws of this state;
- (3) the foreign nonprofit corporation is without a registered agent in this state;
- (4) the foreign nonprofit corporation does not inform the division by an appropriate filing, within 30 days of the change or resignation, that:
  - (a) its registered agent has changed; or
  - (b) its registered agent has resigned;
- (5) an incorporator, director, officer, or agent of the foreign nonprofit corporation signs a document knowing it is false in any material respect with intent that the document be delivered to the division for filing; or
- (6) the division receives a duly authenticated certificate from the division or other official having custody of corporate records in the state or country under whose law the foreign nonprofit corporation is incorporated stating that the foreign nonprofit corporation has dissolved or disappeared as the result of a merger.

Amended by Chapter 364, 2008 General Session

**16-6a-1516 Procedure for and effect of revocation.**

- (1) If the division determines that one or more grounds exist under Section 16-6a-1515 for revoking the authority of a foreign nonprofit corporation to conduct affairs in this state, the division shall mail to the foreign nonprofit corporation with written notice of the division's determination stating the grounds.
- (2)
  - (a) If the foreign nonprofit corporation does not correct each ground for revocation or demonstrate to the reasonable satisfaction of the division that each ground determined by the division does not exist, within 60 days after mailing of the notice under Subsection (1), the division shall revoke the foreign nonprofit corporation's authority to conduct affairs in this state.
  - (b) If a foreign nonprofit corporation's authority to conduct affairs in this state is revoked under Subsection (2)(a), the division shall:
    - (i) mail a written notice of the revocation to the foreign nonprofit corporation stating the effective date of the revocation; and
    - (ii) mail a copy of the notice to:
      - (A) the last registered agent of the foreign nonprofit corporation; or
      - (B) if there is no registered agent of record, at least one officer of the corporation.
- (3) The authority of a foreign nonprofit corporation to conduct affairs in this state ceases on the date shown on the division's certificate revoking the foreign nonprofit corporation's certificate of authority.
- (4) Revocation of a foreign nonprofit corporation's authority to conduct affairs in this state does not terminate the authority of the registered agent of the foreign nonprofit corporation.
- (5) A notice mailed under this section shall be:
  - (a) mailed first class, postage prepaid; and
  - (b) addressed to the most current mailing address appearing on the records of the division for:
    - (i) the registered agent of the nonprofit corporation, if the notice is required to be mailed to the registered agent; or
    - (ii) the officer of the nonprofit corporation that is mailed the notice if the notice is required to be mailed to an officer of the nonprofit corporation.

Amended by Chapter 386, 2009 General Session

**16-6a-1517 Appeal from revocation.**

If the division revokes the authority of a foreign nonprofit corporation to conduct affairs in this state, in accordance with Title 63G, Chapter 4, Administrative Procedures Act, the following may appeal the refusal to the executive director:

- (1) the foreign nonprofit corporation; or
- (2) the representative of the foreign nonprofit corporation.

Amended by Chapter 382, 2008 General Session

**16-6a-1518 Domestication of foreign nonprofit corporations.**

- (1)
  - (a) Any foreign nonprofit corporation may become a domestic nonprofit corporation:
    - (i) by delivering to the division for filing articles of domestication meeting the requirements of Subsection (2);
    - (ii) if the board of directors of the foreign nonprofit corporation adopts the articles of domestication; and
    - (iii) its members, if any, approve the domestication.
  - (b) The adoption and approval of the domestication shall be in accordance with the consent requirements of Section 16-6a-1003 for amending articles of incorporation.
- (2)
  - (a) The articles of domestication shall meet the requirements applicable to articles of incorporation set forth in Sections 16-6a-105 and 16-6a-202, except that:
    - (i) the articles of domestication need not name, or be signed by, the incorporators of the foreign nonprofit corporation; and
    - (ii) any reference to the foreign nonprofit corporation's registered office, registered agent, or directors shall be to:
      - (A) the registered office and agent in Utah; and
      - (B) the directors in office at the time of filing the articles of domestication.
  - (b) The articles of domestication shall set forth:
    - (i) the date on which and jurisdiction where the foreign nonprofit corporation was first formed, incorporated, or otherwise came into being;
    - (ii) the name of the foreign nonprofit corporation immediately prior to the filing of the articles of domestication;
    - (iii) any jurisdiction that constituted the seat, location of incorporation, principal place of business, or central administration of the foreign nonprofit corporation immediately prior to the filing of the articles of domestication; and
    - (iv) a statement that the articles of domestication were:
      - (A) adopted by the foreign nonprofit corporation's board of directors; and
      - (B) approved by its members, if any.
- (3)
  - (a) Upon the filing of articles of domestication with the division, the foreign nonprofit corporation shall:
    - (i) be domesticated in this state;
    - (ii) be subject to all of the provisions of this chapter after the date of filing the articles of domestication; and

- (iii) continue as if it had been incorporated under this chapter.
- (b) Notwithstanding any other provisions of this chapter, the existence of the foreign nonprofit corporation shall be considered to have commenced on the date the foreign nonprofit corporation commenced its existence in the jurisdiction in which the foreign nonprofit corporation was first formed, incorporated, or otherwise came into being.
- (4) The articles of domestication, upon filing with the division, shall:
  - (a) become the articles of incorporation of the foreign nonprofit corporation; and
  - (b) be subject to amendments or restatement the same as any other articles of incorporation under this chapter.
- (5) The domestication of any foreign nonprofit corporation in this state may not be considered to affect any obligation or liability of the foreign nonprofit corporation incurred prior to its domestication.
- (6) The filing of the articles of domestication may not affect the choice of law applicable to the foreign nonprofit corporation, except that from the date the articles of domestication are filed, the law of Utah, including the provisions of this chapter, shall apply to the foreign nonprofit corporation to the same extent as if the foreign nonprofit corporation had been incorporated as a domestic nonprofit corporation of this state on that date.

Enacted by Chapter 300, 2000 General Session