

16-6a-105 Filing requirements.

- (1) To be entitled to filing by the division, a document shall satisfy the requirements of:
 - (a) this section; and
 - (b) any other section of this chapter that adds to or varies the requirements of this section.
- (2) This chapter shall require or permit filing the document with the division.
- (3)
 - (a) A document shall contain the information required by this chapter.
 - (b) In addition to the document information required by this chapter, a document may contain other information.
- (4) A document shall be:
 - (a) typewritten; or
 - (b) machine printed.
- (5)
 - (a) A document shall be in the English language.
 - (b) A corporate name need not be in English if written in:
 - (i) English letters; or
 - (ii) Arabic or Roman numerals.
 - (c) Notwithstanding Subsection (5)(a), a certificate of existence required of a foreign nonprofit corporation need not be in English if accompanied by a reasonably authenticated English translation.
- (6)
 - (a) A document shall be:
 - (i) executed by a person in Subsection (6)(b); or
 - (ii) a true copy made by photographic, xerographic, electronic, or other process that provides similar copy accuracy of a document that has been executed by a person listed in Subsection (6)(b).
 - (b) A document shall be executed by:
 - (i) the chair of the board of directors of a domestic or foreign nonprofit corporation;
 - (ii) all of the directors of a domestic or foreign nonprofit corporation;
 - (iii) an officer of the domestic or foreign nonprofit corporation;
 - (iv) if directors have not been selected or the domestic or foreign nonprofit corporation has not been formed, an incorporator;
 - (v) if the domestic or foreign nonprofit corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, that receiver, trustee, or court-appointed fiduciary;
 - (vi) if the document is that of a registered agent:
 - (A) the registered agent, if the person is an individual; or
 - (B) a person authorized by the registered agent to execute the document, if the registered agent is an entity; or
 - (vii) an attorney in fact if a nonprofit corporation retains the power of attorney with the nonprofit corporation's records.
- (7) A document shall state beneath or opposite the signature of the person executing the document:
 - (a) the signer's name; and
 - (b) the capacity in which the document is signed.
- (8) A document may 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 a 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:
- (a) the document is:
 - (i) the person's act and deed; or
 - (ii) the act and deed of the entity on behalf of which the document is executed; and
 - (b) 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 16-6a-106, a document shall be:
- (a) in or on the prescribed form; or
 - (b) have the required cover sheet.
- (11) A document shall be:
- (a) delivered to the division for filing; and
 - (b) accompanied by:
 - (i) one exact or conformed copy, except as provided in Section 16-6a-1510;
 - (ii) the correct filing fee; and
 - (iii) any franchise tax, license fee, or penalty required by this chapter or other law.
- (12) Except with respect to a filing pursuant to Section 16-6a-1510, a 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 364, 2008 General Session