

Chapter 7

Corporations Sole

16-7-1 Formation -- Purposes.

Corporations sole may be formed for acquiring, holding or disposing of church or religious society property for the benefit of religion, for works of charity and for public worship, in the manner hereinafter provided.

No Change Since 1953

16-7-2 Articles of incorporation -- Execution -- Filing.

Any person who is the archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or clergyman of any church or religious society who has been duly chosen, elected, or appointed in conformity with the constitution, canons, rites, regulations, or discipline of such church or religious society, and in whom is vested the legal title to its property, may make and subscribe articles of incorporation, acknowledge the same before some officer authorized to take acknowledgments, and file the original articles with the Division of Corporations and Commercial Code; the person who makes and subscribes the articles of incorporation shall retain a copy of these articles in the person's possession.

Amended by Chapter 302, 2025 General Session

16-7-3 Contents of articles of incorporation.

The articles of incorporation shall specify:

- (1) The name of the corporation by which it shall be known.
- (2) The object of the corporation.
- (3) The estimated value of the property at the time of the making of articles of incorporation.
- (4) The title of the person making such articles.

No Change Since 1953

16-7-4 Certified copies of articles as evidence.

The articles of incorporation or a certified copy of those filed and recorded with the Division of Corporations and Commercial Code shall be evidence of the existence of such corporation.

Amended by Chapter 66, 1984 General Session

16-7-5 Amendments of articles of incorporation.

- (1) A corporation sole formed under this chapter may alter or amend its articles of incorporation.
- (2) An amendment described in Subsection (1) shall:
 - (a) be made by the corporation sole;
 - (b) be executed by:
 - (i) the person who executed the original articles of incorporation; or
 - (ii) the successor in office to the person described in Subsection (2)(b)(i);
 - (c) specify the name, title, and street address of the person described in Subsection (2)(b); and
 - (d) be filed in the same manner as is provided for the filing of the original articles.

- (3) A corporation sole altering or amending its articles of incorporation after May 3, 2004, shall comply with Subsection 16-7-15(1).

Amended by Chapter 16, 2004 General Session

16-7-6 Powers of corporations sole.

Upon making and filing articles of incorporation as herein provided the person subscribing the same and the person's successor in office, by the name or title specified in the articles, shall thereafter be deemed and is hereby created a body politic and a corporation sole, with perpetual succession, and shall have power:

- (1) To acquire and possess, by donation, gift, bequest, devise or purchase, and to hold and maintain, property, real, personal and mixed; and to grant, sell, convey, rent or otherwise dispose of the same as may be necessary to carry on or promote the objects of the corporation.
- (2) To borrow money and to give written obligations therefor, and to secure the payment thereof by mortgage or other lien upon real or personal property, when necessary to promote such objects.
- (3) To contract and be contracted with.
- (4) To sue and be sued.
- (5) To plead and be impleaded in all courts of justice.
- (6) To have and use a common seal by which all deeds and acts of such corporation may be authenticated.

Amended by Chapter 365, 2024 General Session

16-7-7 Right to act without authorization from members -- Sale of property.

Any corporation sole created under this chapter, and any such archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder or clergyman of the state of Utah, who holds the title to trust property for the use and benefit of any church or religious society and who is not so incorporated, unless the articles of incorporation or deed under which such corporation or individual trustee holds such property provides otherwise, shall have power without any authority or authorization from the members of such church or religious society to mortgage, exchange, sell and convey the same; and any such corporation sole, or individual trustee residing within this state may hold title to property, real or personal, which is situated in any other state or jurisdiction; which holding shall be subject to the same conditions, limitations, powers and rights and with the same trusts, duties and obligations in regard to the property that like property is held for such purposes in this state.

No Change Since 1953

16-7-8 Execution of corporate instruments -- Authority of agents -- Revocation of authority.

- (1) All deeds and other instruments of writing shall be:
- (a) made in the name of the corporation;
 - (b) signed by:
 - (i) the person representing the corporation in the official capacity designated in the articles of incorporation; or
 - (ii) a duly authorized agent or agents designated and named in a certificate filed by the corporation with the Division of Corporations and Commercial Code.

- (2) The authority of an agent or agents designated pursuant to Subsection (1)(b)(ii) shall continue until revoked, notwithstanding the subsequent death, resignation, removal, incapacity, or incompetency of:
 - (a) the person who executed the original articles of incorporation; or
 - (b) the successor in office to the person described in Subsection (2)(a).
- (3) A corporation sole designating an agent or agents to sign deeds and instruments of writing by certificate may revoke such authority by filing a notice of revocation of authority with the Division of Corporations and Commercial Code.

Amended by Chapter 16, 2004 General Session

16-7-9 Succession in event of death, resignation, or removal of incumbent.

- (1) In the event of the death or resignation of any such archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder or clergyman, being at the time a corporation sole, or of his removal from office by the person or body having authority to remove him, his successor in office, as such corporation sole, shall be vested with the title to any and all property held by his predecessor as such corporation sole, with like power and authority over the same and subject to all the legal liabilities and obligations with reference thereto.
- (2) A successor described in Subsection (1) shall file with the Division of Corporations and Commercial Code a certified copy or other adequate written proof of the successor's commission, certificate, or letter of election or appointment.

Amended by Chapter 16, 2004 General Session

16-7-10 Death of bishop, trustee, not incorporated -- Succession to property.

In case of the death, resignation or removal of any such archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder or clergyman who at the time of his death, resignation or removal was holding the title to trust property for the use or benefit of any church or religious society, and was not incorporated as a corporation sole, the title to any and all such property held by him, of every nature and kind, does not revert to the grantor nor vest in the heirs of such deceased person, but shall be deemed to be in abeyance after such death, resignation or removal until his successor is duly appointed to fill such vacancy, and upon the appointment of such successor the title to all the property held by his predecessor shall at once, without any other act or deed, vest in the person appointed to fill such vacancy.

Amended by Chapter 378, 2010 General Session

16-7-11 Fees for filing documents and issuing certificates.

The division shall charge and collect a fee determined by it pursuant to Section 63J-1-504 for:

- (1) filing articles of incorporation of a corporation sole and issuing a certificate of incorporation;
- (2) filing articles of amendment and issuing a certificate of amendment;
- (3) issuing each additional certificate of incorporation or amendment;
- (4) filing a certificate of authorized agent and issuing the agent's certificate;
- (5) filing a revocation of authority;
- (6) furnishing a certified copy of any document, instrument, or paper relating to a corporation sole and affixing its seal;
- (7) issuing a certificate of dissolution; and

(8) issuing a certificate of merger or consolidation.

Amended by Chapter 183, 2009 General Session

16-7-12 Dissolution of corporation sole.

- (1) A corporation sole may be dissolved and its affairs wound up voluntarily by filing with the Division of Corporations and Commercial Code articles of dissolution, fully executed and signed under penalty of perjury, by the chief officer of the corporation. If any corporation sole ceases to have assets, has failed to function, or desires to terminate its existence, the articles of dissolution may be filed by any officer of the corporation authorized to administer the affairs and property of the corporation.
- (2) An original and a copy of the articles of dissolution shall be submitted to the Division of Corporations and Commercial Code. If it conforms to law, the division shall file it and issue a certificate of dissolution. After the issuance of this certificate, the corporation shall cease to carry on business, except for the purpose of adjusting and winding up its affairs.
- (3) The articles of dissolution shall set forth:
 - (a) the name of the corporation;
 - (b) the reason for its dissolution or winding up;
 - (c) that dissolution of the corporation has been duly authorized by the organization governed by the corporation sole;
 - (d) the names and addresses of the persons who are to supervise the winding up of the affairs of the corporation;
 - (e) that all debts, obligations, and liabilities of the corporation sole have been paid and discharged or that adequate provision has been made therefor;
 - (f) that all the remaining property and assets of the corporation sole have been transferred, conveyed, or distributed in accordance with the purposes of Section 16-7-1; and
 - (g) that there are no suits pending against the corporation sole in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
- (4) The Division of Corporations and Commercial Code may administratively dissolve a corporation sole that does not comply with Subsection 16-7-15(1) in accordance with the relevant procedures for administrative dissolution of a nonprofit corporation under Sections 16-6a-1411, 16-6a-1412, and 16-6a-1413.

Amended by Chapter 16, 2004 General Session

16-7-13 Merger and consolidation.

- (1) As long as the surviving corporation qualifies for tax exempt status under Internal Revenue Code Section 501(c)(3), any corporation organized under this chapter may merge with one or more domestic or foreign corporations organized or authorized to do business in this state under this title, or with one or more nonprofit domestic or foreign corporations organized or authorized to do business in this state under this title.
- (2)
 - (a) Articles of merger or consolidation shall be adopted by the appropriate incorporator or the successor to an incorporator as described in Section 16-7-2. If there is no such incorporator or successor, the articles shall be signed by the officer or official authorized to administer the affairs and property of the corporation according to the practices and procedures of the church, denomination, or religious society.

- (b) The articles of merger or consolidation shall be adopted by any merging or consolidating corporation organized under Title 16, Chapter 6a, Utah Revised Nonprofit Corporation Act, as provided in Sections 16-6a-1101 and 16-6a-1102.
- (3) The effect of a merger or consolidation under this section is the same as provided in Section 16-6a-1104.

Amended by Chapter 300, 2000 General Session

16-7-14 Restatement of articles of incorporation.

- (1) A corporation sole organized under this chapter may restate its articles of incorporation in the same manner allowed nonprofit corporations under Section 16-6a-1006.
- (2)
 - (a) The restated articles shall be adopted on behalf of the corporation by the appropriate incorporator or the successor to an incorporator as described in Section 16-7-2.
 - (b) If there is no such incorporator or successor, the articles shall be signed by the officer or official authorized to administer the affairs and property of the corporation according to the practices and procedures of the church, denomination, or religious society.
 - (c) The restated articles described in this section shall specify the name, title, and street address of the person executing the restated articles.
- (3) This chapter does not require the restated articles described in this section to specify a value of the property of the corporation sole.
- (4) A corporation sole restating its articles of incorporation after May 3, 2004, shall comply with Subsection 16-7-15(1).

Amended by Chapter 16, 2004 General Session

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

- (1)
 - (a) A corporation sole altering, amending, or restating its articles of incorporation on or after May 3, 2004 shall continuously maintain with the Division of Corporations and Commercial Code the name, title, and Utah street address of an official representative for the corporation sole.
 - (b) The official representative described in Subsection (1)(a) shall, on behalf of the corporation sole, receive communication, notices, or demands from:
 - (i) the Division of Corporations and Commercial Code; or
 - (ii) any other state or federal authority, agency, or official.
 - (c) If a corporation sole appoints a registered agent pursuant to Subsection (2), that registered agent is the official representative of the corporation sole for purposes of this Subsection (1).
- (2)
 - (a) A corporation sole formed under this chapter may maintain a registered office and registered agent in Utah by complying with Title 16, Chapter 17, Model Registered Agents Act.
 - (b) A corporation sole maintaining registered agent may change the registered agent by complying with the requirements of Title 16, Chapter 17, Model Registered Agents Act.
 - (c) A registered agent of a corporation sole may resign by complying with the requirements imposed on a registered agent under Title 16, Chapter 17, Model Registered Agents Act.
 - (d) A registered agent described in this Subsection (2) is the agent of the corporation sole for service of:
 - (i) process;
 - (ii) notice;

- (iii) demand; or
- (iv) any type required or permitted by law to be served on the corporation sole.

Amended by Chapter 364, 2008 General Session

16-7-16 Prohibition on formation of corporation sole after May 3, 2004.

Notwithstanding any other provision of this chapter, a corporation sole may not be formed or incorporated under this chapter after May 3, 2004.

Enacted by Chapter 16, 2004 General Session