

UNIFORM MODEL REGISTERED AGENT ACT

2008 GENERAL SESSION

STATE OF UTAH

Chief Sponsor: Lyle W. Hillyard

House Sponsor: Jack R. Draxler

LONG TITLE

General Description:

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

Highlighted Provisions:

This bill:

- ▶ defines terms;
 - ▶ provides for the manner of a business's appointment, change, and termination of a registered agent;
 - ▶ addresses service of process on a business entity with a registered agent;
 - ▶ provides a venue for certain actions concerning a company with or without a registered agent;
 - ▶ provides duties for a registered agent;
 - ▶ addresses the effect of other laws;
 - ▶ specifically provides that Title 16, Chapter 16, Uniform Model Registered Agents Act, does not have retrospective effect;
 - ▶ makes conforming amendments to other business entity provisions, including concerning:
 - registered agents, registered offices, designated offices, and principal offices;
- and
- time limits for which a business entity may be without a registered agent; and



28 ▶ makes technical changes.

29 **Monies Appropriated in this Bill:**

30 None

31 **Other Special Clauses:**

32 None

33 **Utah Code Sections Affected:**

34 **AMENDS:**

35 **3-1-44**, as last amended by Laws of Utah 2000, Chapter 300

36 **16-6a-102**, as last amended by Laws of Utah 2007, Chapter 315

37 **16-6a-105**, as last amended by Laws of Utah 2006, Chapter 127

38 **16-6a-110**, as enacted by Laws of Utah 2000, Chapter 300

39 **16-6a-202**, as last amended by Laws of Utah 2002, Chapter 197

40 **16-6a-703**, as enacted by Laws of Utah 2000, Chapter 300

41 **16-6a-710**, as enacted by Laws of Utah 2000, Chapter 300

42 **16-6a-1002**, as last amended by Laws of Utah 2003, Chapter 131

43 **16-6a-1105**, as last amended by Laws of Utah 2002, Chapter 197

44 **16-6a-1407**, as enacted by Laws of Utah 2000, Chapter 300

45 **16-6a-1410**, as enacted by Laws of Utah 2000, Chapter 300

46 **16-6a-1415**, as enacted by Laws of Utah 2000, Chapter 300

47 **16-6a-1503**, as enacted by Laws of Utah 2000, Chapter 300

48 **16-6a-1504**, as enacted by Laws of Utah 2000, Chapter 300

49 **16-6a-1514**, as enacted by Laws of Utah 2000, Chapter 300

50 **16-6a-1515**, as enacted by Laws of Utah 2000, Chapter 300

51 **16-6a-1604**, as enacted by Laws of Utah 2000, Chapter 300

52 **16-6a-1607**, as last amended by Laws of Utah 2001, Chapter 127

53 **16-7-15**, as enacted by Laws of Utah 2004, Chapter 16

54 **16-10a-103**, as last amended by Laws of Utah 2005, Chapter 141

55 **16-10a-120**, as last amended by Laws of Utah 2006, Chapter 127

56 **16-10a-125**, as enacted by Laws of Utah 1992, Chapter 277

57 **16-10a-202**, as enacted by Laws of Utah 1992, Chapter 277

58 **16-10a-703**, as enacted by Laws of Utah 1992, Chapter 277

59 **16-10a-720**, as enacted by Laws of Utah 1992, Chapter 277
60 **16-10a-809**, as enacted by Laws of Utah 1992, Chapter 277
61 **16-10a-1002**, as last amended by Laws of Utah 1993, Chapter 184
62 **16-10a-1107**, as enacted by Laws of Utah 1992, Chapter 277
63 **16-10a-1330**, as enacted by Laws of Utah 1992, Chapter 277
64 **16-10a-1407**, as last amended by Laws of Utah 2006, Chapter 127
65 **16-10a-1420**, as enacted by Laws of Utah 1992, Chapter 277
66 **16-10a-1431**, as enacted by Laws of Utah 1992, Chapter 277
67 **16-10a-1503**, as last amended by Laws of Utah 2005, Chapter 71
68 **16-10a-1504**, as enacted by Laws of Utah 1992, Chapter 277
69 **16-10a-1521**, as enacted by Laws of Utah 1992, Chapter 277
70 **16-10a-1530**, as last amended by Laws of Utah 2005, Chapter 71
71 **16-10a-1604**, as last amended by Laws of Utah 1996, Chapter 198
72 **16-10a-1607**, as enacted by Laws of Utah 1992, Chapter 277
73 **16-15-104**, as enacted by Laws of Utah 1995, Chapter 310
74 **16-15-109**, as enacted by Laws of Utah 1995, Chapter 310
75 **31A-5-203**, as last amended by Laws of Utah 2000, Chapter 300
76 **31A-5-401**, as last amended by Laws of Utah 1992, Chapter 277
77 **31A-8-202**, as last amended by Laws of Utah 1992, Chapter 277
78 **31A-8-204**, as last amended by Laws of Utah 2000, Chapter 300
79 **31A-14-204**, as last amended by Laws of Utah 1992, Chapter 277
80 **48-1-42**, as last amended by Laws of Utah 2005, Chapter 71
81 **48-2a-201**, as last amended by Laws of Utah 2005, Chapter 141
82 **48-2a-202.5**, as enacted by Laws of Utah 2002, Chapter 193
83 **48-2a-210**, as last amended by Laws of Utah 2000, Chapter 131
84 **48-2a-902**, as last amended by Laws of Utah 1991, Chapters 5 and 189
85 **48-2c-102**, as last amended by Laws of Utah 2006, Chapter 21
86 **48-2c-113**, as enacted by Laws of Utah 2001, Chapter 260
87 **48-2c-115**, as enacted by Laws of Utah 2001, Chapter 260
88 **48-2c-203**, as last amended by Laws of Utah 2005, Chapter 141
89 **48-2c-204**, as enacted by Laws of Utah 2001, Chapter 260

- 90 **48-2c-211**, as enacted by Laws of Utah 2001, Chapter 260
- 91 **48-2c-309**, as enacted by Laws of Utah 2001, Chapter 260
- 92 **48-2c-403**, as last amended by Laws of Utah 2005, Chapter 141
- 93 **48-2c-406**, as enacted by Laws of Utah 2001, Chapter 260
- 94 **48-2c-411**, as enacted by Laws of Utah 2001, Chapter 260
- 95 **48-2c-704**, as enacted by Laws of Utah 2001, Chapter 260
- 96 **48-2c-809**, as enacted by Laws of Utah 2001, Chapter 260
- 97 **48-2c-1204**, as last amended by Laws of Utah 2005, Chapter 141
- 98 **48-2c-1206**, as enacted by Laws of Utah 2001, Chapter 260
- 99 **48-2c-1207**, as last amended by Laws of Utah 2005, Chapter 141
- 100 **48-2c-1208**, as enacted by Laws of Utah 2001, Chapter 260
- 101 **48-2c-1211**, as last amended by Laws of Utah 2005, Chapter 141
- 102 **48-2c-1306**, as enacted by Laws of Utah 2001, Chapter 260
- 103 **48-2c-1511**, as enacted by Laws of Utah 2001, Chapter 260
- 104 **48-2c-1603**, as enacted by Laws of Utah 2001, Chapter 260
- 105 **48-2c-1604**, as last amended by Laws of Utah 2005, Chapter 71
- 106 **48-2c-1611**, as enacted by Laws of Utah 2001, Chapter 260
- 107 **48-2c-1612**, as last amended by Laws of Utah 2005, Chapter 71
- 108 **48-2c-1614**, as enacted by Laws of Utah 2001, Chapter 260

109 ENACTS:

- 110 **16-16-101**, Utah Code Annotated 1953
- 111 **16-16-102**, Utah Code Annotated 1953
- 112 **16-16-201**, Utah Code Annotated 1953
- 113 **16-16-202**, Utah Code Annotated 1953
- 114 **16-16-203**, Utah Code Annotated 1953
- 115 **16-16-204**, Utah Code Annotated 1953
- 116 **16-16-205**, Utah Code Annotated 1953
- 117 **16-16-206**, Utah Code Annotated 1953
- 118 **16-16-207**, Utah Code Annotated 1953
- 119 **16-16-208**, Utah Code Annotated 1953
- 120 **16-16-209**, Utah Code Annotated 1953

- 121 **16-16-210**, Utah Code Annotated 1953
- 122 **16-16-301**, Utah Code Annotated 1953
- 123 **16-16-302**, Utah Code Annotated 1953
- 124 **16-16-401**, Utah Code Annotated 1953
- 125 **16-16-402**, Utah Code Annotated 1953
- 126 **16-16-403**, Utah Code Annotated 1953
- 127 **16-16-404**, Utah Code Annotated 1953
- 128 REPEALS:
- 129 **16-6a-501**, as last amended by Laws of Utah 2002, Chapter 197
- 130 **16-6a-502**, as enacted by Laws of Utah 2000, Chapter 300
- 131 **16-6a-503**, as last amended by Laws of Utah 2002, Chapter 197
- 132 **16-6a-504**, as enacted by Laws of Utah 2000, Chapter 300
- 133 **16-6a-1508**, as enacted by Laws of Utah 2000, Chapter 300
- 134 **16-6a-1509**, as enacted by Laws of Utah 2000, Chapter 300
- 135 **16-10a-501**, as enacted by Laws of Utah 1992, Chapter 277
- 136 **16-10a-502**, as enacted by Laws of Utah 1992, Chapter 277
- 137 **16-10a-503**, as enacted by Laws of Utah 1992, Chapter 277
- 138 **16-10a-504**, as last amended by Laws of Utah 1999, Chapter 220
- 139 **16-10a-1508**, as enacted by Laws of Utah 1992, Chapter 277
- 140 **16-10a-1509**, as enacted by Laws of Utah 1992, Chapter 277
- 141 **42-2-11**, as last amended by Laws of Utah 1992, Chapter 277
- 142 **48-2a-104**, as last amended by Laws of Utah 2005, Chapter 141
- 143 **48-2a-104.5**, as enacted by Laws of Utah 1996, Chapter 41
- 144 **48-2c-111**, as enacted by Laws of Utah 2001, Chapter 260
- 145 **48-2c-112**, as enacted by Laws of Utah 2001, Chapter 260
- 146 **48-2c-301**, as enacted by Laws of Utah 2001, Chapter 260
- 147 **48-2c-302**, as enacted by Laws of Utah 2001, Chapter 260
- 148 **48-2c-303**, as enacted by Laws of Utah 2001, Chapter 260
- 149 **48-2c-304**, as enacted by Laws of Utah 2001, Chapter 260
- 150 **48-2c-306**, as enacted by Laws of Utah 2001, Chapter 260
- 151 **48-2c-307**, as enacted by Laws of Utah 2001, Chapter 260

152 48-2c-308, as enacted by Laws of Utah 2001, Chapter 260

153 48-2c-310, as last amended by Laws of Utah 2006, Chapter 127



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

156 Section 1. Section 3-1-44 is amended to read:

157 **3-1-44. Registered office and agent.**

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

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

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

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

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

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

167 (i) the name of the association;

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

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

170 and

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

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

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

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

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

181 **16-6a-102. Definitions.**

182 As used in this chapter:

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

185 (b) "Address" includes:

186 (i) a post office box number;

187 (ii) a rural free delivery route number; and

188 (iii) a street name and number.

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

192 (3) "Articles of incorporation" include:

193 (a) amended articles of incorporation;

194 (b) restated articles of incorporation;

195 (c) articles of merger; and

196 (d) a document of a similar import to the documents described in Subsections (3)(a)
197 through (c).

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

199 (a) by a:

200 (i) foreign corporation pursuant to Section 16-10a-1506; or

201 (ii) a foreign nonprofit corporation pursuant to Section 16-6a-1506; and

202 (b) because the corporate name of the foreign corporation described in Subsection
203 (4)(a) is not available for use in this state.

204 (5) (a) Except as provided in Subsection (5)(b), "board of directors" means the body
205 authorized to manage the affairs of the domestic or foreign nonprofit corporation.

206 (b) Notwithstanding Subsection (5)(a), a person may not be considered a member of
207 the board of directors because of powers delegated to that person pursuant to Subsection
208 16-6a-801(2).

209 (6) (a) "Bylaws" means the one or more codes of rules, other than the articles of
210 incorporation, adopted pursuant to this chapter for the regulation or management of the affairs
211 of the domestic or foreign nonprofit corporation irrespective of the name or names by which
212 the codes of rules are designated.

213 (b) "Bylaws" includes:

- 214 (i) amended bylaws; and
- 215 (ii) restated bylaws.
- 216 (7) (a) "Cash" or "money" means:
- 217 (i) legal tender;
- 218 (ii) a negotiable instrument; or
- 219 (iii) other cash equivalent readily convertible into legal tender.
- 220 (b) "Cash" and "money" are used interchangeably in this chapter.
- 221 (8) (a) "Class" refers to a group of memberships that have the same rights with respect
- 222 to voting, dissolution, redemption, transfer, or other characteristics.
- 223 (b) For purposes of Subsection (8)(a), rights are considered the same if they are
- 224 determined by a formula applied uniformly to a group of memberships.
- 225 (9) (a) "Conspicuous" means so written that a reasonable person against whom the
- 226 writing is to operate should have noticed the writing.
- 227 (b) "Conspicuous" includes printing or typing in:
- 228 (i) italics;
- 229 (ii) boldface;
- 230 (iii) contrasting color;
- 231 (iv) capitals; or
- 232 (v) underlining.
- 233 (10) "Control" or a "controlling interest" means the direct or indirect possession of the
- 234 power to direct or cause the direction of the management and policies of an entity by:
- 235 (a) the ownership of voting shares;
- 236 (b) contract; or
- 237 (c) means other than those specified in Subsection (10)(a) or (b).
- 238 (11) Subject to Section 16-6a-207, "cooperative nonprofit corporation" or "cooperative"
- 239 means a nonprofit corporation organized or existing under this chapter.
- 240 (12) "Corporate name" means:
- 241 (a) the name of a domestic corporation as stated in the domestic corporation's articles
- 242 of incorporation;
- 243 (b) the name of a domestic nonprofit corporation as stated in the domestic nonprofit
- 244 corporation's articles of incorporation;

- 245 (c) the name of a foreign corporation as stated in the foreign corporation's:
- 246 (i) articles of incorporation; or
- 247 (ii) document of similar import to articles of incorporation; or
- 248 (d) the name of a foreign nonprofit corporation as stated in the foreign nonprofit
- 249 corporation's:
- 250 (i) articles of incorporation; or
- 251 (ii) document of similar import to articles of incorporation.
- 252 (13) "Corporation" or "domestic corporation" means a corporation for profit, which is
- 253 not a foreign corporation, incorporated under or subject to Chapter 10a, Utah Revised Business
- 254 Corporation Act.
- 255 (14) "Delegate" means any person elected or appointed to vote in a representative
- 256 assembly:
- 257 (a) for the election of a director; or
- 258 (b) on matters other than the election of a director.
- 259 (15) "Deliver" includes delivery by mail and any other means of transmission
- 260 authorized by Section 16-6a-103, except that delivery to the division means actual receipt by
- 261 the division.
- 262 (16) "Director" means a member of the board of directors.
- 263 (17) (a) "Distribution" means the payment of a dividend or any part of the income or
- 264 profit of a nonprofit corporation to the nonprofit corporation's:
- 265 (i) members;
- 266 (ii) directors; or
- 267 (iii) officers.
- 268 (b) "Distribution" does not include fair-value payments for:
- 269 (i) goods sold; or
- 270 (ii) services received.
- 271 (18) "Division" means the Division of Corporations and Commercial Code.
- 272 (19) "Effective date," when referring to a document filed by the division, means the
- 273 time and date determined in accordance with Section 16-6a-108.
- 274 (20) "Effective date of notice" means the date notice is effective as provided in Section
- 275 16-6a-103.

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

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

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

281 (22) "Executive director" means the executive director of the Department of
282 Commerce.

283 (23) "Entity" includes:

284 (a) a domestic or foreign corporation;

285 (b) a domestic or foreign nonprofit corporation;

286 (c) a limited liability company;

287 (d) a profit or nonprofit unincorporated association;

288 (e) a business trust;

289 (f) an estate;

290 (g) a partnership;

291 (h) a trust;

292 (i) two or more persons having a joint or common economic interest;

293 (j) a state;

294 (k) the United States; or

295 (l) a foreign government.

296 (24) "Foreign corporation" means a corporation for profit incorporated under a law
297 other than the laws of this state.

298 (25) "Foreign nonprofit corporation" means an entity:

299 (a) incorporated under a law other than the laws of this state; and

300 (b) that would be a nonprofit corporation if formed under the laws of this state.

301 (26) "Governmental subdivision" means:

302 (a) a county;

303 (b) a city;

304 (c) a town; or

305 (d) any other type of governmental subdivision authorized by the laws of this state.

306 (27) "Individual" means:

307 (a) a natural person;

308 (b) the estate of an incompetent individual; or

309 (c) the estate of a deceased individual.

310 (28) "Internal Revenue Code" means the federal "Internal Revenue Code of 1986," as
311 amended from time to time, or to corresponding provisions of subsequent internal revenue laws
312 of the United States of America.

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

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

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

319 (i) in the articles of incorporation;

320 (ii) in the bylaws;

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

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

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

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

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

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

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

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

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

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

336 (a) the spouse of the director;

337 (b) a child of the director;

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

369 (f) an investigatory action.

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

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

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

375 (ii) its principal office;

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

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

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

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

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

387 (a) a domestic nonprofit corporation [~~required to be maintained pursuant to Subsection~~
388 ~~16-6a-501(1)(b)~~]; or

389 (b) a foreign nonprofit corporation [~~required to be maintained pursuant to Subsection~~
390 ~~16-6a-1508(1)(b)~~].

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

394 (a) articles of incorporation;

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

396 (c) a notice of change of registered office.

397 (43) "Secretary" means the corporate officer to whom the bylaws or the board of
398 directors has delegated responsibility under Subsection 16-6a-818(3) for:

399 (a) the preparation and maintenance of:

- 400 (i) minutes of the meetings of:
- 401 (A) the board of directors; or
- 402 (B) the members; and
- 403 (ii) the other records and information required to be kept by the nonprofit corporation
- 404 pursuant to Section 16-6a-1601; and
- 405 (b) authenticating records of the nonprofit corporation.
- 406 (44) "Shareholder" means the person in whose name a share is registered in the records
- 407 of a nonprofit corporation.
- 408 (45) "Share" means a unit of interest in a nonprofit corporation.
- 409 (46) "State," when referring to a part of the United States, includes:
- 410 (a) a state;
- 411 (b) a commonwealth;
- 412 (c) the District of Columbia;
- 413 (d) an agency or governmental and political subdivision of a state, commonwealth, or
- 414 District of Columbia;
- 415 (e) territory or insular possession of the United States; or
- 416 (f) an agency or governmental and political subdivision of a territory or insular
- 417 possession of the United States.
- 418 (47) "Street address" means:
- 419 (a) (i) street name and number;
- 420 (ii) city or town; and
- 421 (iii) United States post office zip code designation; or
- 422 (b) if, by reason of rural location or otherwise, a street name, number, city, or town
- 423 does not exist, an appropriate description other than that described in Subsection (47)(a) fixing
- 424 as nearly as possible the actual physical location but only if the information includes:
- 425 (i) the rural free delivery route;
- 426 (ii) the county; and
- 427 (iii) the United States post office zip code designation.
- 428 (48) "United States" includes any district, authority, office, bureau, commission,
- 429 department, and any other agency of the United States of America.
- 430 (49) "Vote" includes authorization by:

431 (a) written ballot; and

432 (b) written consent.

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

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

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

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

442 (i) a right the person has as a delegate;

443 (ii) a right the person has to designate a director; or

444 (iii) a right the person has as a director.

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

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

448 **16-6a-105. Filing requirements.**

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

450 (a) this section; and

451 (b) any other section of this chapter that adds to or varies the requirements of this
452 section.

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

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

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

457 (4) A document shall be:

458 (a) typewritten; or

459 (b) machine printed.

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

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

462 (i) English letters; or
463 (ii) Arabic or Roman numerals.
464 (c) Notwithstanding Subsection (5)(a), a certificate of existence required of a foreign
465 nonprofit corporation need not be in English if accompanied by a reasonably authenticated
466 English translation.

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

472 (b) A document shall be executed by:
473 (i) the chair of the board of directors of a domestic or foreign nonprofit corporation;
474 (ii) all of the directors of a domestic or foreign nonprofit corporation;
475 (iii) an officer of the domestic or foreign nonprofit corporation;
476 (iv) if directors have not been selected or the domestic or foreign nonprofit corporation
477 has not been formed, an incorporator;

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

480 (vi) if the document is that of a registered agent:

481 (A) the registered agent, if the person is an individual; or

482 (B) a person authorized by the registered agent to execute the document, if the
483 registered agent is an entity; or

484 (vii) an attorney in fact if a nonprofit corporation retains the power of attorney with the
485 nonprofit corporation's records.

486 (7) A document shall state beneath or opposite the signature of the person executing
487 the document:

488 (a) the signer's name; and

489 (b) the capacity in which the document is signed.

490 (8) A document may contain:

491 (a) the corporate seal;

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

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

494 (9) The signature of each person signing a document, whether or not the document
495 contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the
496 affirmation or acknowledgment of the person, under penalties of perjury, that:

497 (a) the document is:

498 (i) the person's act and deed; or

499 (ii) the act and deed of the entity on behalf of which the document is executed; and

500 (b) the facts stated in the document are true.

501 (10) If the division has prescribed a mandatory form or cover sheet for the document
502 under Section 16-6a-106, a document shall be:

503 (a) in or on the prescribed form; or

504 (b) have the required cover sheet.

505 (11) A document shall be:

506 (a) delivered to the division for filing; and

507 (b) accompanied by:

508 (i) one exact or conformed copy, except as provided in [~~Sections 16-6a-503 and~~]

509 Section 16-6a-1510;

510 (ii) the correct filing fee; and

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

512 (12) Except with respect to [~~filings~~] a filing pursuant to Section [~~16-6a-503 or~~]

513 16-6a-1510, a document shall state, or be accompanied by a writing stating, the address to
514 which the division may send a copy upon completion of the filing.

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

516 **16-6a-110. Filing duty of division.**

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

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

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

524 filing fees:

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

526 (B) to the representative of the domestic or foreign nonprofit corporation for which the

527 filing is made; and

528 (ii) at the address:

529 (A) indicated on the filing; or

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

531 (3) If the division refuses to file a document, the division within ten days after the day

532 the document is delivered to the division shall return to the person requesting the filing:

533 (a) the document; and

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

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

536 (b) Except as otherwise specifically provided in this chapter, the division's filing or

537 refusal to file a document does not:

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

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

540 or

541 (iii) create a presumption that:

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

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

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

545 **16-6a-202. Articles of incorporation.**

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

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

548 (b) a corporate name for the nonprofit corporation that satisfies the requirements of

549 Section 16-6a-401;

550 (c) the ~~[street address of the nonprofit corporation's initial registered office]~~

551 information required by Subsection 16-16-203(1);

552 ~~[(d) the name and signature of its initial registered agent at the office listed in~~

553 ~~Subsection (1)(c), which registered agent shall meet the requirements of Section 16-6a-501;]~~

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

- 555 ~~[(f)]~~ (e) whether or not the nonprofit corporation will have voting members;
- 556 ~~[(g)]~~ (f) if the nonprofit corporation is to issue shares of stock evidencing membership
- 557 in the nonprofit corporation or interests in water or other property rights:
- 558 (i) the aggregate number of shares that the nonprofit corporation has authority to issue;
- 559 and
- 560 (ii) if the shares are to be divided into classes:
- 561 (A) the number of shares of each class;
- 562 (B) the designation of each class; and
- 563 (C) a statement of the preferences, limitations, and relative rights of the shares of each
- 564 class; and
- 565 ~~[(h)]~~ (g) provisions not inconsistent with law regarding the distribution of assets on
- 566 dissolution.
- 567 (2) The articles of incorporation may but need not set forth:
- 568 (a) the names and addresses of the individuals who are to serve as the initial directors;
- 569 (b) provisions not inconsistent with law regarding:
- 570 (i) managing the business and regulating the affairs of the nonprofit corporation;
- 571 (ii) defining, limiting, and regulating the powers of:
- 572 (A) the nonprofit corporation;
- 573 (B) the board of directors of the nonprofit corporation; and
- 574 (C) the members of the nonprofit corporation or any class of members;
- 575 (iii) whether cumulative voting will be permitted; and
- 576 (iv) the characteristics, qualifications, rights, limitations, and obligations attaching to
- 577 each or any class of members; and
- 578 (c) any provision that under this chapter is permitted to be in the articles of
- 579 incorporation or required or permitted to be set forth in the bylaws, including elective
- 580 provisions that in accordance with this chapter shall be included in the articles of incorporation
- 581 to be effective.
- 582 (3) (a) It is sufficient under Subsection (1)(a) to state, either alone or with other
- 583 purposes, that the purpose of the nonprofit corporation is to engage in any lawful act for which
- 584 a nonprofit corporation may be organized under this chapter.
- 585 (b) If the articles of incorporation include the statement described in Subsection (3)(a),

586 all lawful acts and activities shall be within the purposes of the nonprofit corporation, except
587 for express limitations, if any.

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

590 (5) The articles of incorporation shall:

591 (a) be signed by each incorporator; and

592 (b) meet the filing requirements of Section 16-6a-105.

593 (6) The appointment of the registered agent shall be signed by the registered agent on:

594 (a) the articles of incorporation; or

595 (b) an acknowledgment attached to the articles of incorporation.

596 (7) (a) If this chapter conditions any matter upon the presence of a provision in the
597 bylaws, the condition is satisfied if the provision is present either in:

598 (i) the articles of incorporation; or

599 (ii) the bylaws.

600 (b) If this chapter conditions any matter upon the absence of a provision in the bylaws,
601 the condition is satisfied only if the provision is absent from both:

602 (i) the articles of incorporation; and

603 (ii) the bylaws.

604 Section 6. Section **16-6a-703** is amended to read:

605 **16-6a-703. Court-ordered meeting.**

606 (1) (a) Upon an application described in Subsection (1)(b) the holding of a meeting of
607 the members may be summarily ordered by:

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

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

613 (b) Subsection (1)(a) applies to an application by:

614 (i) any voting member entitled to participate in an annual meeting if an annual meeting
615 was required to be held and was not held within 15 months after:

616 (A) the corporation's last annual meeting; or

- 617 (B) if there has been no annual meeting, the date of incorporation; or
618 (ii) any person who participated in a call of or demand for a special meeting effective
619 under Subsection 16-6a-702(1), if:
- 620 (A) notice of the special meeting was not given within 30 days after:
- 621 (I) the date of the call; or
622 (II) the date the last of the demands necessary to require the calling of the meeting was
623 received by the nonprofit corporation pursuant to Subsection 16-6a-702(1)(b); or
- 624 (B) the special meeting was not held in accordance with the notice.
- 625 (2) A court that orders a meeting under Subsection (1) may:
- 626 (a) fix the time and place of the meeting;
627 (b) determine the members entitled to participate in the meeting;
628 (c) specify a record date for determining members entitled to notice of and to vote at
629 the meeting;
- 630 (d) prescribe the form and content of the notice of the meeting;
- 631 (e) (i) fix the quorum required for specific matters to be considered at the meeting; or
632 (ii) direct that the votes represented at the meeting constitute a quorum for action on
633 the specific matters to be considered at the meeting; and
- 634 (f) enter other orders necessary or appropriate to accomplish the holding of the
635 meeting.
- 636 Section 7. Section **16-6a-710** is amended to read:
- 637 **16-6a-710. Members' list for meeting and action by written ballot.**
- 638 (1) (a) Unless otherwise provided by the bylaws, after fixing a record date for a notice
639 of a meeting or for determining the members entitled to take action by written ballot, a
640 nonprofit corporation shall prepare a list of the names of all its members who are:
- 641 (i) (A) entitled to notice of the meeting; and
642 (B) to vote at the meeting; or
643 (ii) to take the action by written ballot.
- 644 (b) The list required by Subsection (1) shall:
- 645 (i) be arranged by voting group;
646 (ii) be alphabetical within each voting group;
647 (iii) show the address of each member entitled to notice of, and to vote at, the meeting

648 or to take such action by written ballot; and

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

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

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

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

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

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

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

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

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

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

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

670 (i) during:

671 (A) regular business hours; and

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

673 (ii) at the member's expense.

674 (3) (a) On application of a member of a nonprofit corporation, the applicable district
675 court may take an action described in Subsection (3)(b) if the nonprofit corporation refuses to
676 allow a member entitled to vote at the meeting or by the written ballot, or an agent or attorney
677 of a member entitled to vote at the meeting or by the written ballot, to inspect or copy the
678 members' list during the period it is required to be available for inspection under Subsection

679 (2).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

708 **16-6a-1002. Amendment of articles of incorporation by board of directors or**
709 **incorporators.**

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

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

714 (b) ~~[delete the name and address of the initial registered agent or registered office, if a~~
715 ~~statement of change is on file with the division]~~ change the information required by Subsection
716 16-16-203(1), but an amendment is not required to change the information;

717 (c) change the corporate name by:

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

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

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

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

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

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

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

732 (b) A nonprofit corporation described in Subsection (3)(a) shall provide notice of any
733 meeting at which an amendment is to be voted upon.

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

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

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

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

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

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

741 (i) by a majority of the incorporators, until directors have been chosen; or
742 (ii) after directors are chosen by a majority of the directors in office at the time the
743 amendment is adopted.

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

745 **16-6a-1105. Merger with foreign nonprofit corporation.**

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

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

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

752 (c) if the foreign nonprofit corporation is the surviving nonprofit corporation of the
753 merger, the foreign nonprofit corporation:

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

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

757 (d) each domestic nonprofit corporation complies with:

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

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

760 (2) Upon the merger taking effect, a surviving foreign nonprofit corporation of a
761 merger ~~[shall:]~~ may be served with process in any proceeding brought against it as provided in
762 Section 16-16-301.

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

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

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

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

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

772 (3) Service effected pursuant to Subsection (2)[~~(a)~~(~~ii~~)] is perfected at the earliest of:
 773 (a) the date the foreign nonprofit corporation receives the process, notice, or demand;
 774 (b) the date shown on the return receipt, if signed on behalf of the foreign nonprofit
 775 corporation; or
 776 (c) five days after mailing.

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

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

780 **16-6a-1407. Disposition of claims by publication.**

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

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

785 (a) be published one time in a newspaper of general circulation in:

786 (i) the county where:

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

788 [~~(i)~~] (B) if the dissolved nonprofit corporation has no principal office in this state, its
 789 registered office is or was last located; or

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

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

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

793 and

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

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

802 (4) For purposes of this section:

- 803 (a) "claim" means any claim, including claims of this state, whether:
- 804 (i) known;
- 805 (ii) due or to become due;
- 806 (iii) absolute or contingent;
- 807 (iv) liquidated or unliquidated;
- 808 (v) founded on contract, tort, or other legal basis; or
- 809 (vi) otherwise; and
- 810 (b) an action to enforce a claim includes:
- 811 (i) any civil action; and
- 812 (ii) any arbitration under any agreement for binding arbitration between the dissolved
- 813 nonprofit corporation and the claimant.

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

815 **16-6a-1410. Grounds for administrative dissolution.**

816 The division may commence a proceeding under Section 16-6a-1411 for administrative
817 dissolution of a nonprofit corporation if:

- 818 (1) the nonprofit corporation does not pay when they are due any taxes, fees, or
- 819 penalties imposed by this chapter or other applicable laws of this state;
- 820 (2) the nonprofit corporation does not deliver its annual report to the division when it is
- 821 due;
- 822 (3) the nonprofit corporation is without~~[(a)]~~ a registered agent~~;~~ ~~or (b) a registered~~
- 823 ~~office];~~ or
- 824 (4) the nonprofit corporation does not give notice to the division that:
- 825 (a) its registered agent ~~[or registered office]~~ has been changed;
- 826 (b) its registered agent has resigned; or
- 827 ~~[(c) its registered office has been discontinued; or]~~
- 828 ~~[(d)]~~ (c) the nonprofit corporation's period of duration stated in its articles of
- 829 incorporation expires.

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

831 **16-6a-1415. Procedure for judicial dissolution.**

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

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

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

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

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

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

844 (2) It is not necessary to make directors or members parties to a proceeding to dissolve
845 a nonprofit corporation unless relief is sought against the directors or members individually.

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

847 (a) issue injunctions;

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

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

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

853 **16-6a-1503. Application for authority to conduct affairs.**

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

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

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

859 (c) its date of incorporation;

860 (d) its period of duration;

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

862 (f) the [~~address of its registered office~~] information required by Subsection
863 16-16-203(1);

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

865 ~~[(h)]~~ (g) the names and usual business addresses of its current directors and officers;
866 ~~[(i)]~~ (h) the date it commenced or expects to commence conducting affairs in this state;
867 and

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

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

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

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

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

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

882 **16-6a-1504. Amended application for authority to conduct affairs.**

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

886 (a) its corporate name;

887 (b) its assumed corporate name;

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

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

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

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

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

895 **16-6a-1514. Service on withdrawn foreign nonprofit corporation.**

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

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

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

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

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

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

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

909 (ii) the address for service of process:

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

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

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

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

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

917 (c) five days after mailing.

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

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

921 **16-6a-1515. Grounds for revocation.**

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

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

926 (2) the foreign nonprofit corporation does not pay when they are due any taxes, fees, or

927 penalties imposed by this chapter or other applicable laws of this state;

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

930 (4) the foreign nonprofit corporation does not inform the division [~~under Section~~
931 ~~16-6a-1509 or 16-6a-1510~~] by an appropriate filing, within 30 days of the change or
932 resignation, that:

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

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

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

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

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

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

944 **16-6a-1604. Court-ordered inspection of corporate records.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

983 **16-6a-1607. Annual report for division.**

984 (1) Each domestic nonprofit corporation, and each foreign nonprofit corporation
985 authorized to conduct affairs in this state, shall deliver to the division for filing an annual report
986 on a form provided by the division that sets forth:

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

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

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

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

991 Subsection 16-16-203(1);

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

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

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

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

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

1000 (4) (a) The annual report of a domestic or foreign nonprofit corporation shall be
1001 delivered annually to the division no later than 60 days past the date the report was mailed by
1002 the division.

1003 (b) Proof to the satisfaction of the division that the nonprofit corporation has mailed an
1004 annual report form is considered in compliance with this Subsection (4).

1005 (5) (a) If an annual report contains the information required by this section, the division
1006 shall file it.

1007 (b) If an annual report does not contain the information required by this section, the
1008 division shall promptly notify the reporting domestic or foreign nonprofit corporation in
1009 writing and return the annual report to it for correction.

1010 (c) If an annual report that is rejected under Subsection (5)(b) was otherwise timely
1011 filed and is corrected to contain the information required by this section and delivered to the
1012 division within 30 days after the effective date of the notice of rejection, the annual report is
1013 considered to be timely filed.

1014 (6) The fact that an individual's name is signed on an annual report form is prima facie
1015 evidence for division purposes that the individual is authorized to certify the report on behalf of
1016 the nonprofit corporation.

1017 (7) The annual report form provided by the division may be designed to provide a
1018 simplified certification by the nonprofit corporation if no changes have been made in the
1019 required information from the last preceding report filed.

1020 (8) A domestic or foreign nonprofit corporation may, but may not be required to,
1021 deliver to the division for filing an amendment to its annual report reflecting any change in the
1022 information contained in its annual report as last amended.

1023 Section 19. Section **16-7-15** is amended to read:

1024 **16-7-15. Official representative -- Registered office -- Registered agent.**

1025 (1) (a) A corporation sole altering, amending, or restating its articles of incorporation
1026 on or after May 3, 2004 shall continuously maintain with the Division of Corporations and
1027 Commercial Code the name, title, and Utah street address of an official representative for the
1028 corporation sole.

1029 (b) The official representative described in Subsection (1)(a) shall, on behalf of the
1030 corporation sole, receive communication, notices, or demands from:

1031 (i) the Division of Corporations and Commercial Code; or

1032 (ii) any other state or federal authority, agency, or official.

1033 (c) If a corporation sole appoints a registered agent pursuant to Subsection (2), that
1034 registered agent is the official representative of the corporation sole for purposes of this
1035 Subsection (1).

1036 (2) (a) A corporation sole formed under this chapter may maintain a registered office
1037 and registered agent in Utah by[~~:~~] complying with Title 16, Chapter 16, Model Registered
1038 Agents Act.

1039 [~~(i) filing a statement with the Division of Corporations and Commercial Code; and]~~

1040 [~~(ii) meeting the requirements imposed on a nonprofit corporation under Subsection~~
1041 ~~16-6a-501(2).]~~

1042 (b) A corporation sole maintaining [~~a registered office or]~~ registered agent may change
1043 the [~~registered office or]~~ registered agent by complying with the requirements [~~imposed on a~~
1044 ~~nonprofit corporation under Section 16-6a-502]~~ of Title 16, Chapter 16, Model Registered
1045 Agents Act.

1046 (c) A registered agent of a corporation sole may resign by complying with the
1047 requirements imposed on a registered agent [~~of a nonprofit corporation]~~ under [~~Section~~
1048 ~~16-6a-503]~~ Title 16, Chapter 16, Model Registered Agents Act.

1049 (d) A registered agent described in this Subsection (2) is the agent of the corporation
1050 sole for service of:

1051 (i) process;
1052 (ii) notice;
1053 (iii) demand; or
1054 (iv) any type required or permitted by law to be served on the corporation sole.
1055 Section 20. Section **16-10a-103** is amended to read:
1056 **16-10a-103. Notice.**
1057 (1) (a) Notice given under this chapter must be in writing unless oral notice is
1058 reasonable under the circumstances.
1059 (b) Notice by electronic transmission is written notice.
1060 (2) (a) Subject to compliance with any requirement that notice be in writing, notice may
1061 be communicated in person, by telephone, by any form of electronic transmission, or by mail or
1062 private carrier.
1063 (b) If the forms of personal notice listed in Subsection (2)(a) are impracticable, notice
1064 may be communicated [~~by~~]:
1065 (i) by a newspaper of general circulation in the county, or similar subdivision, in which
1066 the corporation's principal [~~or registered~~] office is located; [~~or~~]
1067 (ii) by radio, television, or other form of public broadcast communication in the county
1068 or subdivision[~~;~~]; or
1069 (iii) if the corporation has no office in this state, in the manner allowed by Subsection
1070 (2)(b)(i) or (ii) but in Salt Lake County.
1071 (3) (a) Written notice by a domestic or foreign corporation to its shareholders or
1072 directors, if in a comprehensible form, is effective as to each shareholder or director:
1073 (i) when mailed, if addressed to the shareholder's or director's address shown in the
1074 corporation's current record of the shareholder or director; or
1075 (ii) when electronically transmitted to the shareholder or director, in a manner and to
1076 an address provided by the shareholder or director in an unrevoked consent.
1077 (b) Consent under Subsection (3)(a)(ii) is considered revoked if:
1078 (i) the corporation is unable to deliver by electronic transmission two consecutive
1079 notices transmitted by the corporation based on that consent; and
1080 (ii) the corporation's inability to deliver notice by electronic transmission under
1081 Subsection (3)(b)(i) is known by the:

- 1082 (A) corporation's secretary;
- 1083 (B) an assistant secretary or transfer agent of the corporation; or
- 1084 (C) any other person responsible for providing notice.
- 1085 (c) Notwithstanding Subsection (3)(b), a corporation's failure to treat consent under
- 1086 Subsection (3)(a) as revoked does not invalidate any meeting or other act.
- 1087 (d) Delivery of a notice to shareholders may be excused in accordance with Subsection
- 1088 16-10a-705(5).
- 1089 (4) Written notice to a domestic or foreign corporation authorized to transact business
- 1090 in this state may be addressed to the corporation's:
- 1091 (a) registered agent [~~at its registered office~~]; or
- 1092 (b) secretary at its principal office.
- 1093 (5) Except as provided in Subsection (3), written notice, if in a comprehensible form, is
- 1094 effective at the earliest of the following:
- 1095 (a) when received;
- 1096 (b) five days after it is mailed; or
- 1097 (c) on the date shown on the return receipt if sent by registered or certified mail, return
- 1098 receipt requested, and the receipt is signed by or on behalf of the addressee.
- 1099 (6) Oral notice is effective when communicated if communicated in a comprehensible
- 1100 manner.
- 1101 (7) Notice by publication is effective on the date of first publication.
- 1102 (8) (a) If this chapter prescribes notice requirements for particular circumstances, those
- 1103 requirements govern.
- 1104 (b) If articles of incorporation or bylaws prescribe notice requirements, not inconsistent
- 1105 with this section or other provisions of this chapter, those requirements govern.
- 1106 Section 21. Section **16-10a-120** is amended to read:
- 1107 **16-10a-120. Filing requirements.**
- 1108 (1) A document must satisfy the requirements of this section, and of any other section
- 1109 of this chapter that adds to or varies these requirements, to be entitled to filing by the division.
- 1110 (2) This chapter must require or permit filing the document with the division.
- 1111 (3) (a) The document must contain the information required by this chapter.
- 1112 (b) A document may contain information in addition to that required in Subsection

- 1113 (3)(a).
- 1114 (4) The document must be typewritten or machine printed.
- 1115 (5) (a) The document must be in the English language.
- 1116 (b) A corporate name need not be in English if written in English letters, Arabic or
1117 Roman numerals.
- 1118 (c) The certificate of existence required of foreign corporations need not be in English
1119 if accompanied by a reasonably authenticated English translation.
- 1120 (6) The document must be executed, or must be a true copy made by photographic,
1121 xerographic, electronic, or other process that provides similar copy accuracy of a document that
1122 has been executed:
- 1123 (a) by the chairman of the board of directors of a domestic or foreign corporation, by
1124 all of its directors, or by one of its officers;
- 1125 (b) if directors have not been selected or the corporation has not been formed, by an
1126 incorporator;
- 1127 (c) if the corporation is in the hands of a receiver, trustee, or other court-appointed
1128 fiduciary, by that fiduciary;
- 1129 (d) if the document is that of a registered agent, by the registered agent, if the person is
1130 an individual, or by a person authorized by the registered agent to execute the document, if the
1131 registered agent is an entity; or
- 1132 (e) by an attorney in fact if the corporation retains the power of attorney with the
1133 corporation's records.
- 1134 (7) The document shall state beneath or opposite the signature of the person executing
1135 the document the signer's name and the capacity in which the document is signed.
- 1136 (8) The document may, but need not, contain:
- 1137 (a) the corporate seal;
- 1138 (b) an attestation by the secretary or an assistant secretary; or
- 1139 (c) an acknowledgment, verification, or proof.
- 1140 (9) The signature of each person signing the document, whether or not the document
1141 contains an acknowledgment, verification, or proof permitted by Subsection (8), constitutes the
1142 affirmation or acknowledgment of the person, under penalties of perjury, that the document is
1143 the person's act and deed or the act and deed of the entity on behalf of which the document is

1144 executed, and that the facts stated in the document are true.

1145 (10) If the division has prescribed a mandatory form or cover sheet for the document
1146 under Section 16-10a-121, the document must be in or on the prescribed form or must have the
1147 required cover sheet.

1148 (11) The document must be delivered to the division for filing and must be
1149 accompanied by one exact or conformed copy, except as provided in [~~Sections 16-10a-503 and~~]
1150 Section 16-10a-1510, the correct filing fee, and any franchise tax, license fee, or penalty
1151 required by this chapter or other law.

1152 (12) Except with respect to [~~filings~~] a filing pursuant to Section [~~16-10a-503 or~~]
1153 16-10a-1510, the document must state, or be accompanied by a writing stating, the address to
1154 which the division may send a copy upon completion of the filing.

1155 Section 22. Section **16-10a-125** is amended to read:

1156 **16-10a-125. Filing duty of division.**

1157 (1) If a document delivered to the division for filing satisfies the requirements of
1158 Section 16-10a-120, the division shall file it.

1159 (2) The division files a document by stamping or otherwise endorsing "Filed" together
1160 with the name of the division and the date and time of acceptance for filing on both the
1161 document and the accompanying copy. After filing a document, except as provided in Sections
1162 [~~16-10a-503;~~] 16-10a-1510[;] and 16-10a-1608, the division shall deliver the accompanying
1163 copy, with the receipt for any filing fees, to the domestic or foreign corporation for which the
1164 filing is made, or its representative, at the address indicated on the filing, or at the address the
1165 division determines to be appropriate.

1166 (3) If the division refuses to file a document, it shall return the document to the person
1167 requesting the filing within ten days after the document was delivered to the division, together
1168 with a written notice providing a brief explanation of the reason for the refusal.

1169 (4) The division's duty to file documents under this section is ministerial. Except as
1170 otherwise specifically provided in this chapter, the division's filing or refusal to file a document
1171 does not:

- 1172 (a) affect the validity or invalidity of the document in whole or part;
- 1173 (b) relate to the correctness or incorrectness of information contained in the document;

1174 or

1175 (c) create a presumption that the document is valid or invalid or that information
1176 contained in the document is correct or incorrect.

1177 Section 23. Section **16-10a-202** is amended to read:

1178 **16-10a-202. Articles of incorporation.**

1179 (1) The articles of incorporation shall set forth:

1180 (a) the purpose or purposes for which the corporation is organized;

1181 (b) a corporate name for the corporation that satisfies the requirements of Section
1182 16-10a-401;

1183 (c) the number of shares the corporation is authorized to issue;

1184 (d) the information required by Section 16-10a-601 with respect to each class of shares
1185 the corporation is authorized to issue;

1186 (e) the ~~[street address of the corporation's initial registered office and the name and~~
1187 ~~signature of its initial registered agent at that office, which registered agent shall meet the~~
1188 ~~requirements of Section 16-10a-501]~~ the information required by Subsection 16-16-203(1); and

1189 (f) the name and address of each incorporator.

1190 (2) The articles of incorporation may set forth:

1191 (a) the names and addresses of the individuals who are to serve as the initial directors;

1192 (b) provisions not inconsistent with law regarding:

1193 (i) managing the business and regulating the affairs of the corporation;

1194 (ii) defining, limiting, and regulating the powers of the corporation, its board of
1195 directors, and its shareholders;

1196 (iii) a par value for authorized shares or classes of shares; and

1197 (iv) the imposition of personal liability on shareholders for the debts of the corporation
1198 to a specified extent and upon specified conditions; and

1199 (c) any provision that under this chapter is permitted to be in the articles of
1200 incorporation or required or permitted to be set forth in the bylaws including elective
1201 provisions which, to be effective, must be included in the articles of incorporation, as provided
1202 in this chapter.

1203 (3) It shall be sufficient under Subsection (1)(a) to state, either alone or with other
1204 purposes, that the purpose of the corporation is to engage in any lawful act or activity for which
1205 corporations may be organized under the Utah Revised Business Corporation Act, and by such

1206 statement all lawful acts and activities shall be within the purposes of the corporation, except
1207 for express limitations, if any.

1208 (4) The articles of incorporation need not set forth any of the corporate powers
1209 enumerated in this chapter.

1210 (5) The articles of incorporation shall be signed by each incorporator and meet the
1211 filing requirements of Section 16-10a-120.

1212 (6) The appointment of the registered agent shall be signed by the registered agent on
1213 the articles of incorporation or on an attached acknowledgement.

1214 (7) If this chapter conditions any matter upon the presence of a provision in the bylaws,
1215 the condition is satisfied if the provision is present either in the articles of incorporation or the
1216 bylaws. If this chapter conditions any matter upon the absence of a provision in the bylaws, the
1217 condition is satisfied only if the provision is absent from both the articles of incorporation and
1218 the bylaws.

1219 Section 24. Section **16-10a-703** is amended to read:

1220 **16-10a-703. Court-ordered meeting.**

1221 (1) The district court of the county in this state where a corporation's principal office is
1222 located or, if it has no principal office in this state, [~~its registered office is located~~] the district
1223 court for Salt Lake County may summarily order a meeting of shareholders to be held:

1224 (a) on application of any shareholder of the corporation entitled to participate in an
1225 annual meeting or any director of the corporation if an annual meeting was not held within 15
1226 months after its last annual meeting, or if there has been no annual meeting, the date of
1227 incorporation; or

1228 (b) on application of any person who participated in a call of or demand for a special
1229 meeting effective under Subsection 16-10a-702(1) if:

1230 (i) notice of the special meeting was not given within 60 days after the date of the call
1231 or the date the last of the demands necessary to require the calling of the meeting was delivered
1232 to the corporation pursuant to Subsection 16-10a-702(1)(b), as the case may be; or

1233 (ii) the special meeting was not held in accordance with the notice.

1234 (2) The court may fix the time and place of the meeting, state whether or not it is an
1235 annual or special meeting, determine the shares entitled to participate in the meeting, specify a
1236 record date for determining shareholders entitled to notice of and to vote at the meeting,

1237 prescribe the form and content of the meeting notice, fix the quorum required for specific
1238 matters to be considered at the meeting, or direct that the votes represented at the meeting
1239 constitute a quorum for action on those matters, and enter other orders necessary or appropriate
1240 to accomplish the purpose or purposes of holding the meeting.

1241 Section 25. Section **16-10a-720** is amended to read:

1242 **16-10a-720. Shareholders' list for meeting.**

1243 (1) After fixing a record date for a shareholders' meeting, a corporation shall prepare a
1244 list of the names of all its shareholders who are entitled to be given notice of the meeting. The
1245 list must be arranged by voting group, and within each voting group by class or series of shares.
1246 The list must be alphabetical within each class or series and must show the address of, and the
1247 number of shares held by, each shareholder.

1248 (2) The shareholders' list must be available for inspection by any shareholder,
1249 beginning on the earlier of ten days before the meeting for which the list was prepared or two
1250 business days after notice of the meeting is given and continuing through the meeting and any
1251 meeting adjournments, at the corporation's principal office or at a place identified in the
1252 meeting notice in the city where the meeting will be held. A shareholder or a shareholder's
1253 agent or attorney is entitled on written demand to the corporation and, subject to the
1254 requirements of Subsections 16-10a-1602(3) and (7), and the provisions of Subsections
1255 16-10a-1603(2) and (3), to inspect and copy the list, during regular business hours and during
1256 the period it is available for inspection.

1257 (3) The corporation shall make the shareholders' list available at the meeting, and any
1258 shareholder, or any shareholder's agent or attorney is entitled to inspect the list at any time
1259 during the meeting or any adjournment, for any purposes germane to the meeting.

1260 (4) If the corporation refuses to allow a shareholder, or the shareholder's agent or
1261 attorney, to inspect the shareholders' list before or at the meeting, or to copy the list as
1262 permitted by Subsection (2), the district court of the county where a corporation's principal
1263 office is located, or, if it has none in this state, the district court for [~~the county where its~~
1264 ~~registered office is located~~] Salt Lake County, on application of the shareholder, may
1265 summarily order the inspection or copying at the corporation's expense and may postpone the
1266 meeting for which the list was prepared until the inspection or copying is complete.

1267 (5) If a court orders inspection or copying of the shareholders' list pursuant to

1268 Subsection (4), unless the corporation proves that it refused inspection or copying of the list in
1269 good faith because it had a reasonable basis for doubt about the right of the shareholder or the
1270 shareholder's agent or attorney to inspect or copy the shareholders' list:

1271 (a) the court shall also order the corporation to pay the shareholder's costs, including
1272 reasonable counsel fees, incurred to obtain the order;

1273 (b) the court may order the corporation to pay the shareholder for any damages
1274 incurred; and

1275 (c) the court may grant the shareholder any other remedy afforded by law.

1276 (6) If a court orders inspection or copying of the shareholders' list pursuant to
1277 Subsection (4), the court may impose reasonable restrictions on the use or distribution of the
1278 list by the shareholder.

1279 (7) Refusal or failure to prepare or make available the shareholders' list does not affect
1280 the validity of action taken at the meeting.

1281 Section 26. Section **16-10a-809** is amended to read:

1282 **16-10a-809. Removal of directors by judicial proceeding.**

1283 (1) The district court of the county in this state where a corporation's principal office is
1284 located or, if it has no principal office in this state, [~~its registered office is located~~] the district
1285 court for Salt Lake County may remove a director in a proceeding commenced either by the
1286 corporation or by its shareholders holding at least 10% of the outstanding shares of any class if
1287 the court finds that:

1288 (a) the director engaged in fraudulent or dishonest conduct or gross abuse of authority
1289 or discretion with respect to the corporation; and

1290 (b) removal is in the best interest of the corporation.

1291 (2) The court that removes a director may bar the director from reelection for a period
1292 prescribed by the court.

1293 (3) If shareholders commence a proceeding under Subsection (1), they shall make the
1294 corporation a party defendant.

1295 (4) A director who is removed pursuant to this section may deliver to the division for
1296 filing a statement to that effect pursuant to Section 16-10a-1608.

1297 Section 27. Section **16-10a-1002** is amended to read:

1298 **16-10a-1002. Amendment by board of directors.**

1299 (1) Unless otherwise provided in the articles of incorporation, a corporation's board of
1300 directors may adopt, without shareholder action, one or more amendments to the corporation's
1301 articles of incorporation to:

1302 (a) delete the names and addresses of incorporators or initial directors or both from the
1303 articles of incorporation;

1304 (b) ~~[delete the name and address of the initial registered agent or registered office]~~
1305 change the information required by Subsection 16-16-203(1), but an amendment is not required
1306 to change the information;

1307 (c) change each issued and unissued authorized share of a class into a greater number
1308 of whole shares if the corporation has only shares of that class outstanding;

1309 (d) change the corporate name by adding the word "corporation," "incorporated," or
1310 "company," or an abbreviation of these words, or by substituting any such word or abbreviation
1311 for a similar word or abbreviation in the name; or

1312 (e) make any other change expressly permitted by this chapter to be made without
1313 shareholder action.

1314 (2) The board of directors may adopt, without shareholder action, one or more
1315 amendments to the articles of incorporation to change the corporate name, if necessary, in
1316 connection with the reinstatement of a corporation pursuant to Section 16-10a-1422.

1317 Section 28. Section **16-10a-1107** is amended to read:

1318 **16-10a-1107. Merger or share exchange with foreign corporations.**

1319 (1) One or more domestic corporations may merge or enter into a share exchange with
1320 one or more foreign corporations if:

1321 (a) in a merger, the merger is permitted by the law of the state or country under whose
1322 law each foreign corporation is incorporated and each foreign corporation complies with that
1323 law in effecting the merger;

1324 (b) in a share exchange, the corporation whose shares will be acquired is a domestic
1325 corporation, whether or not a share exchange is permitted by the law of the state or country
1326 under whose law the acquiring corporation is incorporated;

1327 (c) the foreign corporation complies with Section 16-10a-1105 if it is the surviving
1328 corporation of the merger or the acquiring corporation of the share exchange, and provides, in
1329 addition to the information required by Section 16-10a-1105, the address of its principal office;

1330 and

1331 (d) each domestic corporation complies with the applicable provisions of Sections
1332 16-10a-1101 through 16-10a-1104 and, if it is the surviving corporation of the merger with
1333 Section 16-10a-1105.

1334 (2) Upon the merger or share exchange taking effect, the surviving foreign corporation
1335 of a merger and the acquiring foreign corporation of a share exchange shall either:

1336 [~~(a) (i) maintain a registered agent in this state to accept service in any proceeding to~~
1337 ~~enforce any obligation or rights of dissenting shareholders of each domestic corporation party~~
1338 ~~to the merger or share exchange, or in any proceeding based on a cause of action arising with~~
1339 ~~respect to any domestic corporation that is merged into the foreign corporation; or]~~

1340 [~~(ii) be considered to have authorized service of process on it, in connection with any~~
1341 ~~such proceeding, by registered or certified mail return receipt requested, to the address of its~~
1342 ~~principal office as set forth in the articles of merger or share exchange or as last changed by~~
1343 ~~notice delivered to the division for filing;]~~

1344 (a) agree that service of process in a proceeding to enforce the rights of shareholders of
1345 each domestic corporation that is a party to the merger who exercise appraisal rights may be
1346 made in the manner provided in Section 16-16-301;

1347 (b) promptly pay to the dissenting shareholders of each domestic corporation party to
1348 the merger or share exchange the amount, if any, to which they are entitled under Part 13,
1349 Dissenters' Rights; and

1350 (c) comply with Part 15, Authority of Foreign Corporation to Transact Business, if it is
1351 to transact business in this state.

1352 (3) Service effected pursuant to Subsection (2)[~~(a)(ii)~~] is perfected at the earliest of:

1353 (a) the date the foreign corporation receives the process, notice, or demand;

1354 (b) the date shown on the return receipt, if signed on behalf of the foreign corporation;

1355 or

1356 (c) five days after mailing.

1357 (4) Subsection (2) does not prescribe the only means, or necessarily the required
1358 means, of serving a surviving foreign corporation of a merger or an acquiring foreign
1359 corporation in a share exchange.

1360 (5) This section does not limit the power of a foreign corporation to acquire all or part

1361 of the shares of one or more classes or series of a domestic corporation through a voluntary
1362 exchange of shares or otherwise.

1363 Section 29. Section **16-10a-1330** is amended to read:

1364 **16-10a-1330. Judicial appraisal of shares -- Court action.**

1365 (1) If a demand for payment under Section 16-10a-1328 remains unresolved, the
1366 corporation shall commence a proceeding within 60 days after receiving the payment demand
1367 contemplated by Section 16-10a-1328, and petition the court to determine the fair value of the
1368 shares and the amount of interest. If the corporation does not commence the proceeding within
1369 the 60-day period, it shall pay each dissenter whose demand remains unresolved the amount
1370 demanded.

1371 (2) The corporation shall commence the proceeding described in Subsection (1) in the
1372 district court of the county in this state where the corporation's principal office, or if it has no
1373 principal office in this state, [~~the county where its registered office is located~~] Salt Lake
1374 County. If the corporation is a foreign corporation [~~without a registered office in this state~~], it
1375 shall commence the proceeding in the county in this state where the [~~registered office~~] principal
1376 office of the domestic corporation merged with, or whose shares were acquired by, the foreign
1377 corporation was located, or, if the domestic corporation did not have its principal office in this
1378 state at the time of the transaction, in Salt Lake County.

1379 (3) The corporation shall make all dissenters who have satisfied the requirements of
1380 Sections 16-10a-1321, 16-10a-1323, and 16-10a-1328, whether or not they are residents of this
1381 state whose demands remain unresolved, parties to the proceeding commenced under
1382 Subsection (2) as an action against their shares. All such dissenters who are named as parties
1383 must be served with a copy of the petition. Service on each dissenter may be by registered or
1384 certified mail to the address stated in his payment demand made pursuant to Section
1385 16-10a-1328. If no address is stated in the payment demand, service may be made at the
1386 address stated in the payment demand given pursuant to Section 16-10a-1323. If no address is
1387 stated in the payment demand, service may be made at the address shown on the corporation's
1388 current record of shareholders for the record shareholder holding the dissenter's shares. Service
1389 may also be made otherwise as provided by law.

1390 (4) The jurisdiction of the court in which the proceeding is commenced under
1391 Subsection (2) is plenary and exclusive. The court may appoint one or more persons as

1392 appraisers to receive evidence and recommend decision on the question of fair value. The
1393 appraisers have the powers described in the order appointing them, or in any amendment to it.
1394 The dissenters are entitled to the same discovery rights as parties in other civil proceedings.

1395 (5) Each dissenter made a party to the proceeding commenced under Subsection (2) is
1396 entitled to judgment:

1397 (a) for the amount, if any, by which the court finds that the fair value of his shares, plus
1398 interest, exceeds the amount paid by the corporation pursuant to Section 16-10a-1325; or

1399 (b) for the fair value, plus interest, of the dissenter's after-acquired shares for which the
1400 corporation elected to withhold payment under Section 16-10a-1327.

1401 Section 30. Section **16-10a-1407** is amended to read:

1402 **16-10a-1407. Disposition of claims by publication -- Disposition in absence of**
1403 **publication.**

1404 (1) A dissolved corporation may publish notice of its dissolution and request that
1405 persons with claims against the corporation present them in accordance with the notice.

1406 (2) The notice contemplated in Subsection (1) must:

1407 (a) be published one time in a newspaper of general circulation in the county where the
1408 dissolved corporation's principal office is or was located or, if it has no principal office in this
1409 state, [~~its registered office is or was last located~~] in Salt Lake County;

1410 (b) describe the information that must be included in a claim and provide an address at
1411 which any claim must be given to the corporation; and

1412 (c) state that unless sooner barred by any other statute limiting actions, the claim will
1413 be barred if an action to enforce the claim is not commenced within five years after the
1414 publication of the notice.

1415 (3) If the dissolved corporation publishes a newspaper notice in accordance with
1416 Subsection (2), then unless sooner barred under Section 16-10a-1406 or under any other statute
1417 limiting actions, the claim of any claimant against the dissolved corporation is barred unless the
1418 claimant commences an action to enforce the claim against the dissolved corporation within
1419 five years after the publication date of the notice.

1420 (4) (a) For purposes of this section, "claim" means any claim, including claims of this
1421 state, whether known, due or to become due, absolute or contingent, liquidated or unliquidated,
1422 founded on contract, tort, or other legal basis, or otherwise.

1423 (b) For purposes of this section, an action to enforce a claim includes any civil action,
1424 and any arbitration under any agreement for binding arbitration between the dissolved
1425 corporation and the claimant.

1426 (5) If a dissolved corporation does not publish a newspaper notice in accordance with
1427 Subsection (2), then unless sooner barred under Section 16-10a-1406 or under any other statute
1428 limiting actions, the claim of any claimant against the dissolved corporation is barred unless the
1429 claimant commences an action to enforce the claim against the dissolved corporation within
1430 seven years after the date the corporation was dissolved.

1431 Section 31. Section **16-10a-1420** is amended to read:

1432 **16-10a-1420. Grounds for administrative dissolution.**

1433 The division may commence a proceeding under Section 16-10a-1421 for
1434 administrative dissolution of a corporation if:

1435 (1) the corporation does not pay when they are due any taxes, fees, or penalties
1436 imposed by this chapter or other applicable laws of this state;

1437 (2) the corporation does not deliver a corporate or annual report to the division when it
1438 is due;

1439 (3) the corporation is without a registered agent [~~or registered office~~] in this state for 30
1440 days or more;

1441 (4) the corporation does not give notice to the division within 30 days that its registered
1442 agent [~~or registered office~~] has been changed[;] or that its registered agent has resigned[~~, or that~~
1443 ~~its registered office has been discontinued~~]; or

1444 (5) the corporation's period of duration stated in its articles of incorporation expires.

1445 Section 32. Section **16-10a-1431** is amended to read:

1446 **16-10a-1431. Procedure for judicial dissolution.**

1447 (1) A proceeding by the attorney general or director of the division to dissolve a
1448 corporation shall be brought in either the district court of the county in this state in which the
1449 principal office [~~or registered office~~] of the corporation is situated or the district court of Salt
1450 Lake County. A proceeding brought by any other party named in Section 16-10a-1430 shall be
1451 brought in the district court of the county in this state where the corporation's principal office is
1452 located or, if it has no principal office in this state, [~~its registered office is or was last located~~]
1453 in the district court of Salt Lake County.

1454 (2) It is not necessary to make shareholders parties to a proceeding to dissolve a
1455 corporation unless relief is sought against them individually.

1456 (3) A court in a proceeding brought to dissolve a corporation may issue injunctions,
1457 appoint a receiver or custodian pendente lite with all powers and duties the court directs, take
1458 other action required to preserve the corporate assets wherever located, and carry on the
1459 business of the corporation until a full hearing can be held.

1460 Section 33. Section **16-10a-1503** is amended to read:

1461 **16-10a-1503. Application for authority to transact business.**

1462 (1) A foreign corporation may apply for authority to transact business in this state by
1463 delivering to the division for filing an application for authority to transact business setting
1464 forth:

- 1465 (a) its corporate name and its assumed name, if any;
- 1466 (b) the name of the state or country under whose law it is incorporated;
- 1467 (c) its date of incorporation and period of its corporate duration;
- 1468 (d) the street address of its principal office;
- 1469 (e) the ~~[address of its registered office in this state and the name of its registered agent~~
1470 ~~at that office]~~ information required by Subsection 16-16-203(1);

- 1471 (f) the names and usual business addresses of its current directors and officers;
- 1472 (g) the date it commenced or expects to commence transacting business in this state;
- 1473 and

1474 (h) any additional information the division may determine is necessary or appropriate
1475 to determine whether the application for authority to transact business should be filed.

1476 (2) The foreign corporation shall deliver with the completed application for authority to
1477 transact business a certificate of existence, or a document of similar import, duly authorized by
1478 the lieutenant governor or other official having custody of corporate records in the state or
1479 country under whose law it is incorporated. The certificate of existence shall be dated within
1480 90 days prior to the filing of the application for authority to transact business by the division.

1481 (3) The foreign corporation shall include in the application for authority to transact
1482 business, or in an accompanying document, the written consent to appointment by the
1483 designated registered agent.

1484 Section 34. Section **16-10a-1504** is amended to read:

1485 **16-10a-1504. Amended application for authority to transact business.**

1486 (1) A foreign corporation authorized to transact business in this state shall deliver an
1487 amended application for authority to transact business to the division for filing if the foreign
1488 corporation changes:

1489 (a) its corporate name or its assumed corporate name;

1490 (b) the period of its duration; ~~or~~

1491 (c) the state or country of its incorporation; or

1492 (d) any of the information required by Subsection 16-16-203(1).

1493 (2) The requirements of Section 16-10a-1503 for obtaining an original application for
1494 authority to transact business apply to filing an amended application for authority to transact
1495 business under this section.

1496 Section 35. Section **16-10a-1521** is amended to read:

1497 **16-10a-1521. Service on withdrawn foreign corporation.**

1498 (1) A foreign corporation that has withdrawn from this state pursuant to Section
1499 16-10a-1520 shall either:

1500 (a) maintain a registered agent in this state to accept service on its behalf in any
1501 proceeding based on a cause of action arising during the time it was authorized to transact
1502 business in this state, in which case the continued authority of the registered agent shall be
1503 specified in the application for withdrawal ~~[and any change shall be governed by the procedure~~
1504 ~~set forth in Section 16-10a-1509 which applies to foreign corporations authorized to transact~~
1505 ~~business in this state]~~; or

1506 (b) be considered to have authorized service of process on it in connection with any
1507 cause of action by registered or certified mail, return receipt requested, to:

1508 (i) the address of its principal office, if any, set forth in its application for withdrawal
1509 or as last changed by notice delivered to the division for filing; or

1510 (ii) the address for service of process that is stated in its application for withdrawal or
1511 as last changed by notice delivered to the division for filing.

1512 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

1513 (a) the date the withdrawn foreign corporation receives the process, notice, or demand;

1514 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
1515 corporation; or

1516 (c) five days after mailing.

1517 (3) Subsection (1) does not prescribe the only means, or necessarily the required
1518 means, of serving a withdrawn foreign corporation.

1519 Section 36. Section **16-10a-1530** is amended to read:

1520 **16-10a-1530. Grounds for revocation.**

1521 The division may commence a proceeding under Section 16-10a-1531 to revoke the
1522 authority of a foreign corporation to transact business in this state if:

1523 (1) the foreign corporation does not deliver its annual report to the division when it is
1524 due;

1525 (2) the foreign corporation does not pay when they are due any taxes, fees, or penalties
1526 imposed by this chapter or other applicable laws of this state;

1527 (3) the foreign corporation is without a registered agent [~~or registered office~~] in this
1528 state for 30 days or more;

1529 (4) the foreign corporation does not inform the division [~~under Section 16-10a-1509 or~~
1530 ~~16-10a-1510~~] by an appropriate filing within 30 days of the change or resignation that its
1531 registered agent [~~or registered office~~] has changed[;] or that its registered agent has resigned[;
1532 or that its registered office has been discontinued];

1533 (5) an incorporator, director, officer, or agent of the foreign corporation signs a
1534 document knowing it is false in any material respect with intent that the document be delivered
1535 to the division for filing; or

1536 (6) the division receives a duly authenticated certificate from the lieutenant governor or
1537 other official having custody of corporate records in the state or country under whose law the
1538 foreign corporation is incorporated stating that the corporation has dissolved or disappeared as
1539 the result of a merger.

1540 Section 37. Section **16-10a-1604** is amended to read:

1541 **16-10a-1604. Court-ordered inspection.**

1542 (1) If a corporation does not allow a shareholder or director, or the shareholder's or
1543 director's agent or attorney, who complies with Subsection 16-10a-1602(1) to inspect or copy
1544 any records required by that subsection to be available for inspection, the district court of the
1545 county in this state in which the corporation's principal office is located, or in [~~which its~~
1546 ~~registered office is located~~] Salt Lake County if it has no principal office in this state, may

1547 summarily order inspection and copying of the records demanded at the corporation's expense,
1548 on application of the shareholder or director denied access to the records.

1549 (2) If a corporation does not within a reasonable time allow a shareholder or director,
1550 or the shareholder's or director's agent or attorney, who complies with Subsections
1551 16-10a-1602(2) and (3), to inspect and copy any records which he is entitled to inspect or copy
1552 by this part, then upon application of the shareholder or director denied access to the records,
1553 the district court of the county in this state where the corporation's principal office is located or
1554 ~~[its registered office is located]~~, if it has no principal office in this state, the district court for
1555 Salt Lake County, may summarily order the inspection or copying of the records demanded.
1556 The court shall dispose of an application under this subsection on an expedited basis.

1557 (3) If a court orders inspection or copying of records demanded, it shall also order the
1558 corporation to pay the shareholder's or director's costs incurred to obtain the order, including
1559 reasonable counsel fees, unless the corporation proves that it refused inspection in good faith
1560 because it had a reasonable basis for doubt about the right of the shareholder or director, or the
1561 shareholder's or director's agent or attorney, to inspect the records demanded.

1562 (4) If a court orders inspection or copying of records demanded, it may:

1563 (a) impose reasonable restrictions on the use or distribution of the records by the
1564 demanding shareholder or director;

1565 (b) order the corporation to pay the shareholder or director for any damages incurred as
1566 a result of the corporation's denial if the court determines that the corporation did not act in
1567 good faith in refusing to allow the inspection or copying;

1568 (c) if inspection or copying is ordered pursuant to Subsection (2), order the corporation
1569 to pay the expenses of inspection and copying if the court determines that the corporation did
1570 not act in good faith in refusing to allow the inspection or copying; and

1571 (d) grant the shareholder or director any other available legal remedy.

1572 Section 38. Section **16-10a-1607** is amended to read:

1573 **16-10a-1607. Annual report for division.**

1574 (1) Each domestic corporation, and each foreign corporation authorized to transact
1575 business in this state, shall deliver to the division for filing an annual report on a form provided
1576 by the division that sets forth:

1577 (a) the corporate name of the domestic or foreign corporation and any assumed

1578 corporate name of the foreign corporation;

1579 (b) the ~~[state or country]~~ jurisdiction under whose law it is incorporated;

1580 (c) the ~~[street address of its registered office and the name of its registered agent at that~~
1581 ~~office in this state]~~ information required by Subsection 16-16-203(1);

1582 (d) the street address of its principal office, wherever located; and

1583 (e) the names ~~[and addresses]~~ of its ~~[directors and]~~ principal officers~~[-and]~~.

1584 ~~[(f) a brief description of the nature of its business.]~~

1585 (2) The division shall deliver a copy of the prescribed form of annual report to each
1586 domestic corporation and each foreign corporation authorized to transact business in this state.

1587 (3) Information in the annual report must be current as of the date the annual report is
1588 executed on behalf of the corporation.

1589 (4) The annual report of a domestic or foreign corporation shall be delivered annually
1590 to the division no later than the end of the second calendar month following the calendar month
1591 in which the report form is mailed by the division. Proof to the satisfaction of the division that
1592 the corporation has mailed an annual report form is considered in compliance with this
1593 subsection.

1594 (5) If an annual report contains the information required by this section, the division
1595 shall file it. If a report does not contain the information required by this section, the division
1596 shall promptly notify the reporting domestic or foreign corporation in writing and return the
1597 report to it for correction. If the report was otherwise timely filed and is corrected to contain
1598 the information required by this section and delivered to the division within 30 days after the
1599 effective date of the notice of rejection, the annual report is considered to be timely filed.

1600 (6) The fact that an individual's name is signed on an annual report form is prima facie
1601 evidence for division purposes that the individual is authorized to certify the report on behalf of
1602 the corporation.

1603 (7) The annual report form provided by the division may be designed to provide a
1604 simplified certification by the corporation if no changes have been made in the required
1605 information from the last preceding report filed.

1606 (8) A domestic or foreign corporation may, but may not be required to, deliver to the
1607 division for filing an amendment to its annual report reflecting any change in the information
1608 contained in its annual report as last amended.

1609 Section 39. Section **16-15-104** is amended to read:

1610 **16-15-104. Registration required -- Certificate of registration.**

1611 (1) A business trust shall register with the division [~~prior to~~] before doing business in
1612 the state.

1613 (2) The certificate of registration of a business trust shall set forth:

1614 (a) the name of the business trust;

1615 (b) the period of its duration;

1616 (c) the business purpose for which the business trust is organized;

1617 (d) the [~~street address of its registered office in the state~~] information required by

1618 Subsection 16-16-203(1); and

1619 [~~(e) the name, street address, and signature of its initial registered agent in the state;~~

1620 ~~and]~~

1621 [(~~f~~)] (e) the name, signature, and street address of all trustees of the business trust.

1622 Section 40. Section **16-15-109** is amended to read:

1623 **16-15-109. Registered agent.**

1624 (1) A business trust shall continuously maintain an agent in this state for service of
1625 process on the business trust.

1626 (2) The agent of the business trust shall be a person residing or authorized to do
1627 business in this state.

1628 (3) If a business trust fails to maintain a registered agent in this state, the division may
1629 cancel the business trust's registration.

1630 (4) (a) The registered agent of a business trust may resign by filing an original and one
1631 copy of a signed written notice of resignation with the division. The division shall mail a copy
1632 of the notice of resignation to the registered office of the business trust at the street address in
1633 the business trust's certificate of registration.

1634 (b) The appointment of the registered agent ends 30 days after the division receives
1635 notice of the resignation.

1636 (5) Service may be effected on a business trust in the same manner prescribed for a
1637 corporation in Sections [~~16-10a-504;~~] 16-10a-1511[;] and 16-10a-1521.

1638 Section 41. Section **16-16-101** is enacted to read:

1639 **CHAPTER 16. MODEL REGISTERED AGENTS ACT**

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Part 16. General Provisions

16-16-101. Title.

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

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

16-16-102. Definitions.

In this chapter:

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

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

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

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

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

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

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

(a) an individual;

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

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

(d) a decedent's estate; or

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

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

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

1671 (8) "Foreign qualification document" means an application for a certificate of authority
1672 or other foreign qualification filing with the division by a foreign entity.

1673 (9) "Governance interest" means the right under the organic law or organic rules of an
1674 entity, other than as a governor, agent, assignee, or proxy, to:

1675 (a) receive or demand access to information concerning, or the books and records of,
1676 the entity;

1677 (b) vote for the election of the governors of the entity; or

1678 (c) receive notice of or vote on any or all issues involving the internal affairs of the
1679 entity.

1680 (10) "Governor" means a person by or under whose authority the powers of an entity
1681 are exercised and under whose direction the business and affairs of the entity are managed
1682 pursuant to the organic law and organic rules of the entity.

1683 (11) "Interest" means:

1684 (a) a governance interest in an unincorporated entity;

1685 (b) a transferable interest in an unincorporated entity; or

1686 (c) a share or membership in a corporation.

1687 (12) "Interest holder" means a direct holder of an interest.

1688 (13) "Jurisdiction of organization," with respect to an entity, means the jurisdiction
1689 whose law includes the organic law of the entity.

1690 (14) "Noncommercial registered agent" means a person that is not listed as a
1691 commercial registered agent under Section 16-16-204 and that is:

1692 (a) an individual or a domestic or foreign entity that serves in this state as the agent for
1693 service of process of an entity; or

1694 (b) the individual who holds the office or other position in an entity that is designated
1695 as the agent for service of process pursuant to Subsection 16-16-203(1)(b)(ii).

1696 (15) "Nonqualified foreign entity" means a foreign entity that is not authorized to
1697 transact business in this state pursuant to a filing with the division.

1698 (16) "Nonresident LLP statement" means:

1699 (a) a statement of qualification of a domestic limited liability partnership that does not
1700 have an office in this state; or

1701 (b) a statement of foreign qualification of a foreign limited liability partnership that

1702 does not have an office in this state.

1703 (17) "Organic law" means the statutes, if any, other than this chapter, governing the
1704 internal affairs of an entity.

1705 (18) "Organic rules" means the public organic document and private organic rules of an
1706 entity.

1707 (19) "Person" means an individual, corporation, estate, trust, partnership, limited
1708 liability company, business or similar trust, association, joint venture, public corporation,
1709 government or governmental subdivision, agency, or instrumentality, or any other legal or
1710 commercial entity.

1711 (20) "Private organic rules" mean the rules, whether or not in a record, that govern the
1712 internal affairs of an entity, are binding on all of its interest holders, and are not part of its
1713 public organic document, if any.

1714 (21) "Public organic document" means the public record the filing of which creates an
1715 entity, and any amendment to or restatement of that record.

1716 (22) "Qualified foreign entity" means a foreign entity that is authorized to transact
1717 business in this state pursuant to a filing with the division.

1718 (23) "Record" means information that is inscribed on a tangible medium or that is
1719 stored in an electronic or other medium and is retrievable in perceivable form.

1720 (24) "Registered agent" means a commercial registered agent or a noncommercial
1721 registered agent.

1722 (25) "Registered agent filing" means:

1723 (a) the public organic document of a domestic filing entity;

1724 (b) a nonresident LLP statement;

1725 (c) a foreign qualification document; or

1726 (d) an appointment of agent.

1727 (26) "Represented entity" means:

1728 (a) a domestic filing entity;

1729 (b) a domestic or qualified foreign limited liability partnership that does not have an
1730 office in this state;

1731 (c) a qualified foreign entity;

1732 (d) a domestic or foreign unincorporated nonprofit association for which an

1733 appointment of agent has been filed;

1734 (e) a domestic entity that is not a filing entity for which an appointment of agent has
 1735 been filed; or

1736 (f) a nonqualified foreign entity for which an appointment of agent has been filed.

1737 (27) "Sign" means, with present intent to authenticate or adopt a record:

1738 (a) to execute or adopt a tangible symbol; or

1739 (b) to attach to or logically associate with the record an electronic sound, symbol, or
 1740 process.

1741 (28) "Transferable interest" means the right under an entity's organic law to receive
 1742 distributions from the entity.

1743 (29) "Type," with respect to an entity, means a generic form of entity:

1744 (a) recognized at common law; or

1745 (b) organized under an organic law, whether or not some entities organized under that
 1746 organic law are subject to provisions of that law that create different categories of the form of
 1747 entity.

1748 Section 43. Section **16-16-201** is enacted to read:

1749 **Part 2. Registered Agents**

1750 **16-16-201. Fees.**

1751 Unless otherwise provided by statute, the division shall charge and collect fees for
 1752 services as provided in Section 63-38-3.2.

1753 Section 44. Section **16-16-202** is enacted to read:

1754 **16-16-202. Addresses in filings.**

1755 Whenever a provision of this chapter other than Subsection 16-16-209(1)(d) requires
 1756 that a filing state an address, the filing must state:

1757 (1) an actual street address or rural route box number in this state; and

1758 (2) a mailing address in this state, if different from the address under Subsection (1).

1759 Section 45. Section **16-16-203** is enacted to read:

1760 **16-16-203. Appointment of registered agent.**

1761 (1) A registered agent filing must state:

1762 (a) the name of the represented entity's commercial registered agent; or

1763 (b) if the entity does not have a commercial registered agent:

1764 (i) the name and address of the entity's noncommercial registered agent; or
1765 (ii) the title of an office or other position with the entity if service of process is to be
1766 sent to the person holding that office or position, and the address of the business office of that
1767 person.

1768 (2) The appointment of a registered agent pursuant to Subsection (1)(a) or (b)(i) is an
1769 affirmation by the represented entity that the agent has consented to serve as such.

1770 (3) The division shall make available in a record as soon as practicable a daily list of
1771 filings that contain the name of a registered agent. The list must:

1772 (a) be available for at least 14 calendar days;

1773 (b) list in alphabetical order the names of the registered agents; and

1774 (c) state the type of filing and name of the represented entity making the filing.

1775 Section 46. Section **16-16-204** is enacted to read:

1776 **16-16-204. Listing of commercial registered agent.**

1777 (1) An individual or a domestic or foreign entity may become listed as a commercial
1778 registered agent by filing with the division a commercial registered agent listing statement
1779 signed by or on behalf of the person which states:

1780 (a) the name of the individual or the name, type, and jurisdiction of organization of the
1781 entity;

1782 (b) that the person is in the business of serving as a commercial registered agent in this
1783 state; and

1784 (c) the address of a place of business of the person in this state to which service of
1785 process and other notice and documents being served on or sent to entities represented by it
1786 may be delivered.

1787 (2) A commercial registered agent listing statement may include the information
1788 regarding acceptance of service of process in a record by the commercial registered agent
1789 provided for in Subsection 16-16-301(4).

1790 (3) If the name of a person filing a commercial registered agent listing statement is not
1791 distinguishable on the records of the division from the name of another commercial registered
1792 agent listed under this section, the person must adopt a fictitious name that is distinguishable
1793 and use that name in its statement and when it does business in this state as a commercial
1794 registered agent.

1795 (4) A commercial registered agent listing statement takes effect on filing.

1796 (5) The division shall note the filing of the commercial registered agent listing
1797 statement in the index of filings maintained by the division for each entity represented by the
1798 registered agent at the time of the filing. The statement has the effect of deleting the address of
1799 the registered agent from the registered agent filing of each of those entities.

1800 Section 47. Section **16-16-205** is enacted to read:

1801 **16-16-205. Termination of listing of commercial registered agent.**

1802 (1) A commercial registered agent may terminate its listing as a commercial registered
1803 agent by filing with the division a commercial registered agent termination statement signed by
1804 or on behalf of the agent which states:

1805 (a) the name of the agent as currently listed under Section 16-16-204; and

1806 (b) that the agent is no longer in the business of serving as a commercial registered
1807 agent in this state.

1808 (2) A commercial registered agent termination statement takes effect on the 31st day
1809 after the day on which it is filed.

1810 (3) The commercial registered agent shall promptly furnish each entity represented by
1811 it with notice in a record of the filing of the commercial registered agent termination statement.

1812 (4) When a commercial registered agent termination statement takes effect, the
1813 registered agent ceases to be an agent for service of process on each entity formerly represented
1814 by it. Until an entity formerly represented by a terminated commercial registered agent
1815 appoints a new registered agent, service of process may be made on the entity as provided in
1816 Section 16-16-301. Termination of the listing of a commercial registered agent under this
1817 section does not affect any contractual rights a represented entity may have against the agent or
1818 that the agent may have against the entity.

1819 Section 48. Section **16-16-206** is enacted to read:

1820 **16-16-206. Change of registered agent by entity.**

1821 (1) A represented entity may change the information currently on file under Subsection
1822 16-16-203(1) by filing with the division a statement of change signed on behalf of the entity
1823 which states:

1824 (a) the name of the entity; and

1825 (b) the information that is to be in effect as a result of the filing of the statement of

1826 change.

1827 (2) The interest holders or governors of a domestic entity need not approve the filing

1828 of:

1829 (a) a statement of change under this section; or

1830 (b) a similar filing changing the registered agent or registered office of the entity in any
1831 other jurisdiction.

1832 (3) The appointment of a registered agent pursuant to Subsection (1) is an affirmation
1833 by the represented entity that the agent has consented to serve as such.

1834 (4) A statement of change filed under this section takes effect on filing.

1835 (5) As an alternative to using the procedures in this section, a represented entity may
1836 change the information currently on file under Subsection 16-16-203(1) by amending its most
1837 recent registered agent filing in the manner provided by the laws of this state other than this
1838 chapter for amending that filing.

1839 Section 49. Section **16-16-207** is enacted to read:

1840 **16-16-207. Change of name or address by noncommercial registered agent.**

1841 (1) If a noncommercial registered agent changes its name or its address as currently in
1842 effect with respect to a represented entity pursuant to Subsection 16-16-203(1), the agent shall
1843 file with the division, with respect to each entity represented by the agent, a statement of
1844 change signed by or on behalf of the agent which states:

1845 (a) the name of the entity;

1846 (b) the name and address of the agent as currently in effect with respect to the entity;

1847 (c) if the name of the agent has changed, its new name; and

1848 (d) if the address of the agent has changed, the new address.

1849 (2) A statement of change filed under this section takes effect on filing.

1850 (3) A noncommercial registered agent shall promptly furnish the represented entity
1851 with notice in a record of the filing of a statement of change and the changes made by the
1852 filing.

1853 Section 50. Section **16-16-208** is enacted to read:

1854 **16-16-208. Change of name, address, or type of organization by commercial**
1855 **registered agent.**

1856 (1) If a commercial registered agent changes its name, its address as currently listed

1857 under Subsection 16-16-204(1), or its type or jurisdiction of organization, the agent shall file
1858 with the division a statement of change signed by or on behalf of the agent which states:

1859 (a) the name of the agent as currently listed under Subsection 16-16-204(1);

1860 (b) if the name of the agent has changed, its new name;

1861 (c) if the address of the agent has changed, the new address; and

1862 (d) if the type or jurisdiction of organization of the agent has changed, the new type or
1863 jurisdiction of organization.

1864 (2) The filing of a statement of change under Subsection (1) is effective to change the
1865 information regarding the commercial registered agent with respect to each entity represented
1866 by the agent.

1867 (3) A statement of change filed under this section takes effect on filing.

1868 (4) A commercial registered agent shall promptly furnish each entity represented by it
1869 with notice in a record of the filing of a statement of change relating to the name or address of
1870 the agent and the changes made by the filing.

1871 (5) If a commercial registered agent changes its address without filing a statement of
1872 change as required by this section, the division may cancel the listing of the agent under
1873 Section 16-16-204. A cancellation under this Subsection (5) has the same effect as a
1874 termination under Section 16-16-205. Promptly after canceling the listing of an agent, the
1875 division shall serve notice in a record in the manner provided in Subsection 16-16-301(2) or (3)
1876 on:

1877 (a) each entity represented by the agent, stating that the agent has ceased to be an agent
1878 for service of process on the entity and that, until the entity appoints a new registered agent,
1879 service of process may be made on the entity as provided in Section 16-16-301; and

1880 (b) the agent, stating that the listing of the agent has been canceled under this section.

1881 Section 51. Section **16-16-209** is enacted to read:

1882 **16-16-209. Resignation of registered agent.**

1883 (1) A registered agent may resign at any time with respect to a represented entity by
1884 filing with the division a statement of resignation signed by or on behalf of the agent which
1885 states:

1886 (a) the name of the entity;

1887 (b) the name of the agent;

1888 (c) that the agent resigns from serving as agent for service of process for the entity; and
1889 (d) the name and address of the person to which the agent will send the notice required
1890 by Subsection (3).

1891 (2) A statement of resignation takes effect on the earlier of the 31st day after the day on
1892 which it is filed or the appointment of a new registered agent for the represented entity.

1893 (3) The registered agent shall promptly furnish the represented entity notice in a record
1894 of the date on which a statement of resignation was filed.

1895 (4) When a statement of resignation takes effect, the registered agent ceases to have
1896 responsibility for any matter tendered to it as agent for the represented entity. A resignation
1897 under this section does not affect any contractual rights the entity has against the agent or that
1898 the agent has against the entity.

1899 (5) A registered agent may resign with respect to a represented entity whether or not
1900 the entity is in good standing.

1901 Section 52. Section **16-16-210** is enacted to read:

1902 **16-16-210. Appointment of agent by nonfiling or nonqualified foreign entity.**

1903 (1) A domestic entity that is not a filing entity or a nonqualified foreign entity may file
1904 with the division a statement appointing an agent for service of process signed on behalf of the
1905 entity which states:

1906 (a) the name, type, and jurisdiction of organization of the entity; and

1907 (b) the information required by Subsection 16-16-203(1).

1908 (2) A statement appointing an agent for service of process takes effect on filing.

1909 (3) The appointment of a registered agent under this section does not qualify a
1910 nonqualified foreign entity to do business in this state and is not sufficient alone to create
1911 personal jurisdiction over the nonqualified foreign entity in this state.

1912 (4) A statement appointing an agent for service of process may not be rejected for
1913 filing because the name of the entity filing the statement is not distinguishable on the records of
1914 the division from the name of another entity appearing in those records. The filing of a
1915 statement appointing an agent for service of process does not make the name of the entity filing
1916 the statement unavailable for use by another entity.

1917 (5) An entity that has filed a statement appointing an agent for service of process may
1918 cancel the statement by filing a statement of cancellation, which shall take effect upon filing.

1919 and must state the name of the entity and that the entity is canceling its appointment of an agent
1920 for service of process in this state. A statement appointing an agent for service of process
1921 which has not been canceled earlier is effective for a period of five years after the date of filing.

1922 (6) A statement appointing an agent for service of process for a nonqualified foreign
1923 entity terminates automatically on the date the entity becomes a qualified foreign entity.

1924 Section 53. Section **16-16-301** is enacted to read:

1925 **Part 3. Service of Process and Duties**

1926 **16-16-301. Service of process on entities.**

1927 (1) A registered agent is an agent of the represented entity authorized to receive service
1928 of any process, notice, or demand required or permitted by law to be served on the entity.

1929 (2) If an entity that previously filed a registered agent filing with the division no longer
1930 has a registered agent, or if its registered agent cannot with reasonable diligence be served, the
1931 entity may be served by registered or certified mail, return receipt requested, addressed to the
1932 governors of the entity by name at its principal office in accordance with any applicable
1933 judicial rules and procedures. The names of the governors and the address of the principal
1934 office may be as shown in the most recent annual report filed with the division. Service is
1935 perfected under this Subsection (2) at the earliest of:

1936 (a) the date the entity receives the mail;

1937 (b) the date shown on the return receipt, if signed on behalf of the entity; or

1938 (c) five days after its deposit with the United States Postal Service, if correctly
1939 addressed and with sufficient postage.

1940 (3) If process, notice, or demand cannot be served on an entity pursuant to Subsection
1941 (1) or (2), service of process may be made by handing a copy to the manager, clerk, or other
1942 person in charge of any regular place of business or activity of the entity if the person served is
1943 not a plaintiff in the action.

1944 (4) Service of process, notice, or demand on a registered agent must be in the form of a
1945 written document, except that service may be made on a commercial registered agent in such
1946 other forms of a record, and subject to such requirements as the agent has stated from time to
1947 time in its listing under Section 16-16-204 that it will accept.

1948 (5) Service of process, notice, or demand may be perfected by any other means
1949 prescribed by law other than this chapter.

1950 Section 54. Section **16-16-302** is enacted to read:

1951 **16-16-302. Duties of registered agent.**

1952 The only duties under this chapter of a registered agent that has complied with this
1953 chapter are:

1954 (1) to forward to the represented entity at the address most recently supplied to the
1955 agent by the entity any process, notice, or demand that is served on the agent;

1956 (2) to provide the notices required by this chapter to the entity at the address most
1957 recently supplied to the agent by the entity;

1958 (3) if the agent is a noncommercial registered agent, to keep current the information
1959 required by Subsection 16-16-203(1) in the most recent registered agent filing for the entity;
1960 and

1961 (4) if the agent is a commercial registered agent, to keep current the information listed
1962 for it under Subsection 16-16-204(1).

1963 Section 55. Section **16-16-401** is enacted to read:

1964 **Part 4. Miscellaneous Provisions**

1965 **16-16-401. Jurisdiction and venue.**

1966 The appointment or maintenance in this state of a registered agent does not by itself
1967 create the basis for personal jurisdiction over the represented entity in this state. The address of
1968 the agent does not determine venue in an action or proceeding involving the entity.

1969 Section 56. Section **16-16-402** is enacted to read:

1970 **16-16-402. Consistency of application.**

1971 In applying and construing this chapter, consideration must be given to the need to
1972 promote consistency of the law with respect to its subject matter among states that enact it.

1973 Section 57. Section **16-16-403** is enacted to read:

1974 **16-16-403. Relation to Electronic Signatures in Global and National Commerce**
1975 **Act.**

1976 This chapter modifies, limits, and supersedes the federal Electronic Signatures in
1977 Global and National Commerce Act, 15 U.S.C. Section 7001, et seq., but does not modify,
1978 limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or authorize delivery
1979 of any of the notices described in Section 103(b) of that act, 15 U.S.C. Section 7003(b).

1980 Section 58. Section **16-16-404** is enacted to read:

1981 **16-16-404. Savings clause.**

1982 This chapter does not affect an action or proceeding commenced or right accrued before
1983 the effective date of this chapter.

1984 Section 59. Section **31A-5-203** is amended to read:

1985 **31A-5-203. Articles and bylaws.**

1986 (1) The articles of incorporation requirements in Section 16-10a-202 apply to the
1987 articles of a stock corporation, except that:

1988 (a) the name of the corporation shall comply with Sections 16-10a-401 and 31A-1-109
1989 and the name of any new or renamed corporation shall include the word "insurance" or a term
1990 of equivalent meaning;

1991 (b) authorized shares shall conform to Subsection 31A-5-305(1) and the capital
1992 provided for shall conform to Section 31A-5-211; and

1993 (c) beginning on July 1, 1988, the purposes of the corporation are limited to those
1994 permitted by Section 31A-4-107.

1995 (2) The articles of incorporation requirements in Section 16-6a-202, except
1996 Subsections 16-6a-202(1)[~~(g)~~] (f) and [~~(h)~~] (g), apply to the articles of a mutual except that:

1997 (a) The name of the corporation shall comply with Sections 16-6a-401 and 31A-1-109
1998 and the name of any new or renamed corporation shall include the words "mutual" and
1999 "insurance" or terms of equivalent meaning.

2000 (b) If any mutual bonds are authorized, they shall comply with Subsection
2001 31A-5-305(2)(a).

2002 (c) The purposes of the corporation may not include doing a title insurance business,
2003 and shall be limited to those purposes permitted by Section 31A-4-107.

2004 (d) If assessable policies are permitted, the articles shall contain provisions giving
2005 assessment liabilities and procedures, including a provision specifying the classes of business
2006 on which assessment may be separately levied.

2007 (e) The articles may specify those classes of persons who may be policyholders, or
2008 prescribe the procedure for establishing or removing restrictions on the classes of persons who
2009 may be policyholders. The articles shall also state that each policyholder is a member of the
2010 corporation.

2011 (3) Sections 16-10a-830 and 16-10a-831 apply to stock corporations and Section

2012 16-6a-818 applies to mutuals. The articles or bylaws shall designate three or more principal
2013 offices the principal officers of the corporation shall hold. The principal offices shall be held
2014 by at least three separate natural persons.

2015 (4) The bylaws of a domestic corporation shall comply with this chapter. A copy of the
2016 bylaws, and any amendments to them, shall be filed with the commissioner within 60 days after
2017 their adoption. Subject to this Subsection (4), Subsections 31A-5-204(2)(c) and (5),
2018 Subsection 31A-5-213(4), and Section 16-10a-206 apply to stock corporations and Section
2019 16-6a-206 applies to mutuals.

2020 Section 60. Section **31A-5-401** is amended to read:

2021 **31A-5-401. Principal office and registered agent.**

2022 Each domestic insurance corporation shall have its principal office and place of
2023 business in this state. By order, the commissioner may exempt a corporation from this
2024 requirement, in which case it is subject to the requirement of Section 31A-14-204. The
2025 location of a domestic insurance corporation's principal office and the existence of a registered
2026 agent are governed by [~~Sections 16-10a-501, 16-10a-502, and 16-10a-503~~] Title 16, Chapter
2027 16, Model Registered Agents Act.

2028 Section 61. Section **31A-8-202** is amended to read:

2029 **31A-8-202. Corporate name -- Office -- Registered agent.**

2030 (1) Sections 16-10a-402, 16-10a-403, and 42-2-5 apply to the reservation and
2031 registration of the corporate name in domestic health maintenance organizations. Reservation
2032 and registration fees under Section 31A-3-103 apply.

2033 (2) The location of an organization's principal office and the existence of a registered
2034 agent are governed by [~~Sections 16-10a-501 through 16-10a-503~~] Title 16, Chapter 16, Model
2035 Registered Agents Act.

2036 Section 62. Section **31A-8-204** is amended to read:

2037 **31A-8-204. Articles and bylaws.**

2038 (1) The articles of a nonprofit organization shall conform to Subsections
2039 16-6a-202(1)(a) through [(f)] (e). The articles of other organizations shall conform to Section
2040 16-10a-202. In addition:

2041 (a) the powers of the corporation shall be limited to those permitted under Section
2042 31A-8-105;

2043 (b) the articles shall state whether the organization is a health maintenance
2044 organization or a limited health plan;

2045 (c) the articles shall state the services to be provided or for which indemnity is to be
2046 paid, which services provided and indemnity guaranteed shall be consistent with the
2047 organization's designation under Subsection (1)(b);

2048 (d) the articles shall state that as to health care services for which individual providers
2049 are required to be licensed, the services provided by the organization shall be provided by
2050 persons properly licensed to perform the services;

2051 (e) the articles shall state whether providers of services are subject to assessment or
2052 withholding to pay operating costs or financial deficits;

2053 (f) the articles shall state, for organizations having members, how persons become
2054 members and that only members vote; and

2055 (g) the articles of an organization not having members shall state how the directors of
2056 the organization shall be selected and removed.

2057 (2) The articles or bylaws shall designate three or more officers as the principal officers
2058 of the corporation. The principal offices shall be held by at least three separate natural persons.

2059 (3) Section 31A-5-219 applies to amendments to articles of organizations.

2060 (4) Organizations shall adopt and maintain bylaws. Section 16-6a-206 applies to
2061 organizations, except for the statement that bylaws need not be adopted.

2062 Section 63. Section **31A-14-204** is amended to read:

2063 **31A-14-204. Registered agent and registered office.**

2064 (1) [~~Sections 16-10a-1508 through 16-10a-1510 apply~~] Title 16, Chapter 16, Model
2065 Registered Agents Act, applies to the [~~registered office,~~] registered agent[;] and service of
2066 process on all foreign insurers authorized to do business in this state. Whenever the words
2067 "Division of Corporations and Commercial Code" or "division" are used, they mean "insurance
2068 commissioner."

2069 (2) The [~~registered~~] principal office shall have sufficient personnel to provide
2070 information and assistance to Utah insureds, unless the insurer informs policyholders on the
2071 policy or on other written communications of a toll-free telephone connection accessible at
2072 normal business hours in this state.

2073 Section 64. Section **48-1-42** is amended to read:

2074 **48-1-42. Registration of limited liability partnerships.**

2075 (1) (a) A partnership shall register with the Division of Corporations and Commercial
2076 Code by filing an application or a renewal statement:

2077 (i) to become and to continue as a limited liability partnership; or

2078 (ii) to do business in this state as a foreign limited liability partnership.

2079 (b) The application or renewal statement shall include:

2080 (i) the name of the limited liability partnership;

2081 [~~(ii) the address of its principal office;~~]

2082 [~~(iii) if the principal office of the limited liability partnership is not located in this state,
2083 the address of a registered office and the name and address of a registered agent for service of
2084 process in this state;~~]

2085 (ii) the information required by Subsection 16-16-203(1);

2086 [~~(iv)~~] (iii) the number of partners;

2087 [~~(v)~~] (iv) a brief statement of the business in which the limited liability partnership
2088 engages;

2089 [~~(vi)~~] (v) a brief statement that the partnership is applying for, or seeking to renew its
2090 status as a limited liability partnership; and

2091 [~~(vii)~~] (vi) if a foreign limited liability partnership, an original certificate of fact or
2092 good standing from the office of the lieutenant governor or other responsible authority of the
2093 state in which the limited liability partnership is formed.

2094 (2) The application or renewal statement required by Subsection (1) shall be executed
2095 by a majority in voting interest of the partners or by one or more partners authorized by the
2096 partnership to execute an application or renewal statement.

2097 (3) The application or renewal statement shall be accompanied by a filing fee
2098 established under Section 63-38-3.2.

2099 (4) The division shall register as a limited liability partnership any partnership that
2100 submits a completed application with the required fee.

2101 (5) (a) The registration expires one year after the date an application is filed unless the
2102 registration is voluntarily withdrawn by filing with the division a written withdrawal notice
2103 executed by a majority in voting interest of the partners or by one or more partners authorized
2104 to execute a withdrawal notice.

2105 (b) Registration of a partnership as a limited liability partnership shall be renewed if no
 2106 earlier than 60 days before the date the registration expires and no later than the date of
 2107 expiration, the limited liability partnership files with the division a renewal statement.

2108 (c) The division shall renew the registration as a limited liability partnership of any
 2109 limited liability partnership that timely submits a completed renewal statement with the
 2110 required fee.

2111 (d) If a renewal statement is timely filed, the registration is effective for one year after
 2112 the date the registration would have expired but for the filing of the renewal statement.

2113 (6) The status of a partnership as a limited liability partnership is not affected by
 2114 changes in the information stated in the application or renewal statement which take place after
 2115 the filing of an application or a renewal statement.

2116 (7) In accordance with Title 63, Chapter 46a, Utah Administrative Rulemaking Act, the
 2117 division may issue rules providing for the form content and submittal of applications for
 2118 registration or of renewal statements.

2119 Section 65. Section **48-2a-201** is amended to read:

2120 **48-2a-201. Certificate of limited partnerships.**

2121 (1) In order to form a limited partnership a certificate of limited partnership must be
 2122 executed and filed with the division, setting forth:

2123 (a) the name of the limited partnership;

2124 [~~(b) the name, street address, and signature of the agent for service of process required~~
 2125 ~~to be maintained by Section 48-2a-104;~~]

2126 [~~(c) a statement that the director of the division is appointed the agent of the limited~~
 2127 ~~partnership for service of process if:]~~

2128 [~~(i) the agent has resigned;~~]

2129 [~~(ii) the agent's authority has been revoked; or]~~

2130 [~~(iii) the agent cannot be found or served with the exercise of reasonable diligence;]~~

2131 [~~(d) the street address of the limited partnership's principal place of business where the~~
 2132 ~~records required to be maintained by Section 48-2a-105 are to be kept;]~~

2133 (b) the information required by Subsection 16-16-203(1);

2134 [~~(e)~~] (c) the name and business address of each general partner;

2135 [~~(f)~~] (d) (i) the latest date upon which the limited partnership is to dissolve, if the

2136 duration of the limited partnership is to be limited; or

2137 (ii) a statement to the effect that the limited partnership is to have perpetual duration;

2138 and

2139 [~~(g)~~] (e) any other matters the general partners determine to include.

2140 (2) A limited partnership is formed:

2141 (a) at the time of the filing of the certificate of limited partnership with the division as
2142 evidenced by the stamped copy returned by the division pursuant to Subsection 48-2a-206 (1);
2143 or

2144 (b) at any later time specified in the certificate of limited partnership.

2145 Section 66. Section **48-2a-202.5** is amended to read:

2146 **48-2a-202.5. Actions not requiring amendment.**

2147 Notwithstanding Section 48-2a-202, a limited partnership is not required to amend the
2148 limited partnership's certificate of limited partnership to report a change in[?] the information
2149 required by Subsection 16-16-203(1).

2150 [~~(1) the name of the limited partnership's registered agent;~~]

2151 [~~(2) the street address of the limited partnership's registered agent; or]~~

2152 [~~(3) the limited partnership's principal place of business where the records required to~~
2153 ~~be maintained by Section 48-2a-105 are kept.]~~

2154 Section 67. Section **48-2a-210** is amended to read:

2155 **48-2a-210. Annual report.**

2156 (1) (a) Each domestic limited partnership, and each foreign limited partnership
2157 authorized to transact business in this state, shall file an annual report with the division:

2158 (i) during the month of its anniversary date of formation, in the case of domestic
2159 limited partnerships; or

2160 (ii) during the month of the anniversary date of being granted authority to transact
2161 business in this state, in the case of foreign limited partnerships authorized to transact business
2162 in this state.

2163 (b) The annual report required by Subsection (1)(a) shall set forth:

2164 (i) the name of the limited partnership;

2165 (ii) the state or country under the laws of which it is formed;

2166 [~~(iii) the name and street address of the agent for service of process required to be~~

2167 ~~maintained by Section 48-2a-104;]~~

2168 (iii) the information required by Subsection 16-16-203(1);

2169 (iv) any change of address of a general partner; and

2170 (v) a change in the persons constituting the general partners.

2171 (2) (a) The annual report required by Subsection (1) shall:

2172 (i) be made on forms prescribed and furnished by the division; and

2173 (ii) contain information that is given as of the date of execution of the annual report.

2174 (b) The annual report forms shall include a statement of notice to the limited

2175 partnership that failure to file the annual report will result in the dissolution of:

2176 (i) the limited partnership, in the case of a domestic limited partnership; or

2177 (ii) its registration, in the case of a foreign limited partnership authorized to transact
2178 business in this state.

2179 (c) The annual report shall be signed by:

2180 (i) any general partner under penalty of perjury; and

2181 (ii) if the registered agent has changed since the last annual report or other appointment
2182 of a registered agent, the new registered agent.

2183 (3) (a) If the division finds that the annual report required by Subsection (1) conforms
2184 to the requirements of this chapter, it shall file the annual report.

2185 (b) If the division finds that the annual report required by Subsection (1) does not
2186 conform to the requirements of this chapter, the division shall mail the report first-class postage
2187 prepaid to the limited partnership at the addresses set forth in the certificate for any necessary
2188 corrections.

2189 (c) If the division returns an annual report in accordance with Subsection (3)(b), the
2190 penalties for failure to file the annual report within the time prescribed in Section 48-2a-203.5
2191 do not apply, as long as the report is corrected and returned to the division within 30 days from
2192 the date the nonconforming report was mailed to the limited partnership.

2193 Section 68. Section **48-2a-902** is amended to read:

2194 **48-2a-902. Registration.**

2195 (1) Before transacting business in this state, a foreign limited partnership shall register
2196 with the division. In order to register, a foreign limited partnership shall submit to the division
2197 on forms provided by the division a certificate of good standing or similar evidence of its

2198 organization and existence under the laws of the state in which it was formed, together with
2199 one original and one copy of an application for registration as a foreign limited partnership,
2200 signed under penalty of perjury by a general partner and setting forth:

2201 (a) the name of the foreign limited partnership and, if that name is not available in this
2202 state, the name under which it proposes to register and transact business in this state;

2203 (b) the state and date of its formation;

2204 ~~[(c) the name and street address of an agent for service of process on the foreign
2205 limited partnership whom the foreign limited partnership elects to appoint; the agent must be
2206 an individual resident of this state, a domestic corporation, or a foreign corporation having a
2207 place of business in and authorized to do business in this state;]~~

2208 ~~[(d) a statement that the director of the division is appointed the agent of the foreign
2209 limited partnership for service of process if the agent has resigned, the agent's authority has
2210 been revoked, or the agent cannot be found or served with the exercise of reasonable
2211 diligence;]~~

2212 ~~[(e) the street address of the office required to be maintained in the state of its
2213 organization by the laws of that state or, if not so required, of the principal office of the foreign
2214 limited partnership;]~~

2215 (c) the information required by Subsection 16-16-203(1);

2216 ~~[(f)]~~ (d) the name and business address of each general partner; and

2217 ~~[(g)]~~ (e) the street address of the office at which is kept a list of the names and
2218 addresses of the limited partners and their capital contributions, together with an undertaking
2219 by the foreign limited partnership to keep those records until the foreign limited partnership's
2220 registration in this state is canceled or withdrawn.

2221 (2) Without excluding other activities which may not constitute transacting business in
2222 this state, a foreign limited partnership shall not be considered to be transacting business in this
2223 state, for the purposes of this chapter, by reason of carrying on in this state any one or more of
2224 the following activities:

2225 (a) maintaining or defending any action or suit or any administrative or arbitration
2226 proceeding or effecting the settlement thereof or the settlement of claims or disputes;

2227 (b) holding meetings of its general partners or limited partners or carrying on other
2228 activities concerning its internal affairs;

- 2229 (c) maintaining bank accounts;
- 2230 (d) maintaining offices or agencies for the transfer, exchange, and registration of its
- 2231 securities, or appointing and maintaining trustees or depositaries with relation to its securities;
- 2232 (e) effecting sales through independent contractors;
- 2233 (f) soliciting or procuring orders, whether by mail or through employees or agents or
- 2234 otherwise, where such orders require acceptance without this state before becoming binding
- 2235 contracts;
- 2236 (g) creating evidences of debt, mortgages, or liens on real or personal property;
- 2237 (h) securing or collecting debts or enforcing any rights in property securing the same;
- 2238 (i) transacting any business in interstate commerce;
- 2239 (j) conducting an isolated transaction completed within a period of 30 days and not in
- 2240 the course of a number of repeated transactions of like nature; or
- 2241 (k) acquiring, in transactions outside this state or in interstate commerce, of conditional
- 2242 sale contracts or of debts secured by mortgages or liens on real or personal property in this
- 2243 state, collecting or adjusting of principal and interest payments thereon, enforcing or adjusting
- 2244 any rights in property provided for in the conditional sale contracts or securing the debts, taking
- 2245 any actions necessary to preserve and protect the interest of the conditional vendor in the
- 2246 property covered by the conditional sales contracts or the interest of the mortgagee or holder of
- 2247 the lien in the security, or any combination of such transactions.

2248 Section 69. Section **48-2c-102** is amended to read:

2249 **48-2c-102. Definitions.**

2250 As used in this chapter:

- 2251 (1) "Bankruptcy" includes bankruptcy under federal bankruptcy law or under Utah
- 2252 insolvency law.
- 2253 (2) "Business" includes any lawful trade, occupation, profession, business, investment,
- 2254 or other purpose or activity, whether or not that trade, occupation, profession, business,
- 2255 investment, purpose, or activity is carried on for profit.
- 2256 (3) "Capital account," unless otherwise provided in the operating agreement, means the
- 2257 account, as adjusted from time to time, maintained by the company for each member to reflect:
- 2258 (a) the value of all contributions by that member;
- 2259 (b) the amount of all distributions to that member or the member's assignee;

2260 (c) the member's share of profits, gains, and losses of the company; and
2261 (d) the member's share of the net assets of the company upon dissolution and winding
2262 up that are distributable to the member or the member's assignee.

2263 (4) "Company," "limited liability company," or "domestic company" means a limited
2264 liability company organized under or subject to this chapter.

2265 [~~(5) "Designated office" means the street address in this state where the records~~
2266 ~~required to be maintained by Section 48-2c-112 are kept.]~~

2267 [~~(6)~~ (5) (a) "Distribution" means a direct or indirect transfer by a company of money
2268 or other property, except:

- 2269 (i) an interest in the company; or
- 2270 (ii) incurrence of indebtedness by a company, to or for the benefit of members in the
2271 company in respect of any interest in the company.

2272 (b) "Distribution" does not include amounts constituting reasonable compensation for
2273 present or past services or reasonable payments made in the ordinary course of business
2274 pursuant to a bona fide retirement plan or other benefits program.

2275 [~~(7)~~ (6) "Division" means the Division of Corporations and Commercial Code of the
2276 Utah Department of Commerce.

2277 [~~(8)~~ (7) "Entity" includes:

- 2278 (a) a domestic or foreign corporation;
- 2279 (b) a domestic or foreign nonprofit corporation;
- 2280 (c) a company or foreign company;
- 2281 (d) a profit or nonprofit unincorporated association;
- 2282 (e) a business trust;
- 2283 (f) an estate;
- 2284 (g) a general partnership or a domestic or foreign limited partnership;
- 2285 (h) a trust;
- 2286 (i) a state;
- 2287 (j) the United States; or
- 2288 (k) a foreign government.

2289 [~~(9)~~ (8) (a) "Filed with the division" means that a statement, document, or report:

- 2290 (i) complies with the requirements of Section 48-2c-207; and

2291 (ii) has been accepted for filing by the division.

2292 (b) "Filed with the division" includes filing by electronic means approved by the
2293 division.

2294 ~~[(10)]~~ (9) "Foreign company" means a limited liability company organized under a law
2295 other than the laws of this state.

2296 ~~[(11)]~~ (10) "Interest in the company" means a member's economic rights in the
2297 company including:

2298 (a) the right to receive distributions from the company; and

2299 (b) the right to receive a portion of the net assets of the company upon dissolution and
2300 winding up of the company.

2301 ~~[(12)]~~ (11) "Manager" means a person elected or otherwise designated by the members
2302 to manage a manager-managed company pursuant to Part 8, Management.

2303 ~~[(13)]~~ (12) "Manager-managed company" means a company whose management is
2304 vested in managers pursuant to Part 8, Management.

2305 ~~[(14)]~~ (13) "Member" means a person with an ownership interest in a company and
2306 with the rights and obligations specified under this chapter.

2307 ~~[(15)]~~ (14) "Member-managed company" means a company whose management is
2308 vested in its members pursuant to Part 8, Management.

2309 ~~[(16)]~~ (15) (a) "Operating agreement" means any written agreement of the members:

2310 (i) concerning the business or purpose of the company and the conduct of its affairs;

2311 and

2312 (ii) which complies with Part 5, Operating Agreements.

2313 (b) "Operating agreement" includes any written amendments agreed to by all members
2314 or other writing adopted in any other manner as may be provided in the operating agreement.

2315 ~~[(17)]~~ (16) "Person" means an individual or entity.

2316 ~~[(18)]~~ (17) "Proceeding" means any administrative, judicial or other trial, hearing, or
2317 other action, whether civil, criminal, or investigative, the result of which may be that a court,
2318 arbitrator, or governmental agency may enter a judgment, order, decree, or other determination
2319 which, if not appealed or reversed, would be binding upon any person subject to the
2320 jurisdiction of that court, arbitrator, or governmental agency.

2321 ~~[(19)]~~ (18) "Professional services" is as defined in Part 15, Professions.

2322 [~~(20)~~] (19) "Profits interest" means that portion of the company's profits to be allocated
2323 to an individual member upon any allocation of profits.

2324 [~~(21)~~] (20) "Profits interests" or "interests in profits" with respect to a company means
2325 the total interests of all of the company's members in the company's profits.

2326 [~~(22)~~] (21) "Signed," "signs," or "signature" means:

2327 (a) a manual signature or authorized facsimile of the signature; or

2328 (b) any electronic signature approved by the division.

2329 [~~(23)~~] (22) "State" means:

2330 (a) a state, territory, or possession of the United States;

2331 (b) the District of Columbia; or

2332 (c) the Commonwealth of Puerto Rico.

2333 Section 70. Section **48-2c-113** is amended to read:

2334 **48-2c-113. Inspection of records by members and managers.**

2335 (1) A current or former member or manager of a company is entitled to inspect and
2336 copy, during regular business hours at the company's [~~designated~~] principal office, any of the
2337 records described in [~~Section 48-2c-112~~] Subsection (2) after first giving the company written
2338 notice of the demand at least five business days before the inspection is to occur.

2339 (2) Records required to be kept at the principal office under Subsection (1) include:

2340 (a) a current list in alphabetical order of the full name and last-known business,
2341 residence, or mailing address of each member and each manager;

2342 (b) a copy of the stamped articles of organization and all certificates of amendment
2343 thereto, together with a copy of all signed powers of attorney pursuant to which the articles of
2344 organization or any amendment has been signed;

2345 (c) a copy of the writing required of an organizer under Subsection 48-2c-401(2);

2346 (d) a copy of the company's federal, state, and local income tax returns and reports, if
2347 any, for the three most recent years;

2348 (e) a copy of any financial statements of the company, if any, for the three most recent
2349 years;

2350 (f) a copy of the company's operating agreement, if any, and all amendments thereto;

2351 (g) a copy of the minutes, if any, of each meeting of members and of any written
2352 consents obtained from members; and

2353 (h) unless otherwise set forth in the articles of organization or the operating agreement,
2354 a written statement setting forth:

2355 (i) the amount of cash and a description and statement of the agreed value of the other
2356 property or services contributed and agreed to be contributed by each member;

2357 (ii) the times at which, or events on the happening of which, any additional
2358 contributions agreed to be made by each member are to be made;

2359 (iii) any right of a member to receive distributions;

2360 (iv) any date or event upon the happening of which a member is entitled to payment in
2361 redemption of the member's interest in the company; and

2362 (v) any date or event upon the happening of which the company is to be dissolved and
2363 its affairs wound up.

2364 [~~2~~] (3) This section does not affect:

2365 (a) the right of a member or manager to inspect records if the member or manager is in
2366 litigation with the company, to the same extent as any other litigant; or

2367 (b) the power of a court, independent of this chapter, to compel the production of
2368 records for examination.

2369 [~~3~~] (4) A current or former member or manager may not use any information obtained
2370 through the inspection or copying of records permitted by Subsection (1) for any improper
2371 purpose.

2372 [~~4~~] (5) The division may subpoena any of the records described in [Section
2373 ~~48-2c-112~~] Subsection (2) if a company denies any current or former member or manager
2374 access to the records.

2375 Section 71. Section **48-2c-115** is amended to read:

2376 **48-2c-115. Court-ordered inspection.**

2377 (1) If a company does not allow a current or former member or manager or their agent
2378 or attorney who complies with Subsection 48-2c-113(1) to inspect or copy any records required
2379 by that subsection to be available for inspection, the district court of the county in this state in
2380 which the company's [~~designated~~] principal office is located, or if the company has no principal
2381 office in this state, the district court of Salt Lake County, may summarily order inspection and
2382 copying of the records demanded at the company's expense, on application of the person denied
2383 access to the records. The court shall dispose of an application under this Subsection (1) on an

2384 expedited basis.

2385 (2) If a court orders inspection or copying of records demanded, it shall also order the
2386 company to pay the costs incurred by the person requesting the order, including reasonable
2387 attorney's fees unless the company proves that it refused inspection in good faith because it had
2388 a reasonable basis for doubt about the right of the person to inspect the records demanded.

2389 (3) If a court orders inspection or copying of records demanded, it may:

2390 (a) impose reasonable restrictions on the use or distribution of the records by the
2391 person demanding inspection;

2392 (b) order the company to pay the member or manager for reasonable attorney's fees and
2393 costs incurred and for any damages incurred as a result of the company's denial if the court
2394 determines that the company did not act in good faith in refusing to allow the inspection or
2395 copying; and

2396 (c) grant the person demanding inspection or copying any other available legal remedy.

2397 Section 72. Section **48-2c-203** is amended to read:

2398 **48-2c-203. Annual report.**

2399 (1) (a) Each company and each foreign company authorized to transact business in this
2400 state shall file an annual report with the division:

2401 (i) during the month of its anniversary date of formation, in the case of domestic
2402 companies; or

2403 (ii) during the month of the anniversary date of being granted authority to transact
2404 business in this state, in the case of foreign companies authorized to transact business in this
2405 state.

2406 (b) The annual report required by Subsection (1)(a) shall set forth:

2407 (i) the name of the company;

2408 (ii) the state or country under the laws of which it is formed; and

2409 (iii) any change in:

2410 [~~(A) for a domestic company only, the street address of its designated office;~~]

2411 [~~(B) for a foreign company only, the street address of its principal office;~~]

2412 [~~(C) the street address of its registered office in this state;~~]

2413 [~~(D) the name of the agent for service of process at the address listed in Subsection~~

2414 ~~(1)(b)(iii)(C);~~]

2415 (A) the information required by Subsection 16-16-203(1);
2416 ~~[(F)]~~ (B) if the street address or legal name of any manager in a manager-managed
2417 company, any member in a member-managed company, or any person with management
2418 authority of a foreign company has changed, the new street address or legal name of the
2419 manager, member, or other person; and
2420 ~~[(F)]~~ (C) the identity of the persons constituting the managers in a manager-managed
2421 company or members in a member-managed company or other person with management
2422 authority of a foreign company.
2423 (2) (a) The annual report required by Subsection (1) shall:
2424 (i) be made on forms prescribed and furnished by the division; and
2425 (ii) contain information that is given as of the date of signing the annual report.
2426 (b) The annual report forms shall include a statement notifying the company that
2427 failure to file the annual report will result in:
2428 (i) the dissolution of the company, in the case of a domestic company; or
2429 (ii) the revocation of authority to transact business in this state in the case of a foreign
2430 company.
2431 (3) The annual report shall be signed by:
2432 (a) (i) any manager in a manager-managed company;
2433 (ii) any member in a member-managed company; or
2434 (iii) any other person with management authority; and
2435 (b) if the registered agent has changed since the filing of the articles of organization or
2436 last annual report, by the new registered agent.
2437 (4) (a) If the annual report conforms to the requirements of this chapter, the division
2438 shall file the report.
2439 (b) If the annual report does not conform to the requirements of this chapter, the
2440 division shall mail the report, first class postage prepaid, to the registered agent of the company
2441 for any necessary corrections at the street address for the registered agent most recently
2442 furnished to the division by notice, annual report, or other document.
2443 (c) If the division returns an annual report in accordance with Subsection (4)(b), the
2444 penalties for failure to file the report within the time prescribed in this section do not apply, as
2445 long as the annual report is corrected and returned to the division within 30 days from the date

2446 the nonconforming report was mailed to the registered agent of the company.

2447 Section 73. Section **48-2c-204** is amended to read:

2448 **48-2c-204. Signing of documents filed with division.**

2449 (1) Unless otherwise specified in this chapter, each document or report required by this
2450 chapter to be filed with the division shall be signed in the following manner:

2451 (a) articles of organization for a domestic company shall be signed by at least one
2452 organizer or one manager or, if the company is member-managed, by at least one member; and

2453 (b) each other document or report shall be signed by at least one manager for a
2454 manager-managed company or one member for a member-managed company or a person with
2455 management authority for a foreign company, subject in the case of a domestic company, to
2456 any restriction or requirement in the articles of organization or operating agreement.

2457 (2) Any person may sign any document or report by an attorney-in-fact, but a power of
2458 attorney to sign a certificate of amendment relating to the admission of a member shall specify
2459 the member to be admitted. Powers of attorney need not be filed with the division but shall be
2460 retained with the records of the company required under Section [~~48-2c-112~~] 48-2c-113.

2461 (3) Each document or report required to be filed with the division shall state beneath or
2462 opposite the signature of the person signing the document or report, in printed or hand-printed
2463 letters, the signer's name and the capacity in which the document or report was signed.

2464 (4) The signature of each person signing any document or report required to be filed
2465 with the division constitutes an oath or affirmation by the person signing, under penalties of
2466 perjury, that the facts stated therein are true and that any power of attorney used in connection
2467 with such signing is proper in form and substance.

2468 Section 74. Section **48-2c-211** is amended to read:

2469 **48-2c-211. Appeal from division's refusal to file document.**

2470 (1) If the division refuses to accept a document delivered to it for filing, the domestic
2471 or foreign company for which the filing was requested, or its representative, within 30 days
2472 after the effective date of the notice of refusal given by the division pursuant to Subsection
2473 48-2c-210(3), may appeal the refusal to the district court of the county where the company's
2474 [~~designated~~] principal office is or will be located, or if there is none in this state, [~~the county~~
2475 ~~where its registered office is or will be located~~] Salt Lake County. The appeal is commenced
2476 by petitioning the court to compel the filing of the document and by attaching to the petition a

2477 copy of the document and the division's notice of refusal.

2478 (2) The court may summarily order the division to file the document or take other
2479 action the court considers appropriate.

2480 (3) The court's final decision may be appealed as in any other civil proceedings.

2481 Section 75. Section **48-2c-309** is amended to read:

2482 **48-2c-309. Service on withdrawn foreign company.**

2483 (1) A foreign company that has withdrawn from this state pursuant to Section
2484 48-2c-1611 shall either:

2485 (a) maintain a registered agent in this state to accept service of process on its behalf in
2486 any proceeding based on a cause of action arising during the time it was transacting business in
2487 this state, in which case the continued authority of the registered agent shall be specified in the
2488 application for withdrawal and any change shall be governed by [~~the procedure set forth in~~
2489 ~~Section 48-2c-303~~] Title 16, Chapter 16, Model Registered Agents Act, which applies to
2490 foreign companies authorized to transact business in this state; or

2491 (b) be considered to have authorized service of process on it, in connection with any
2492 cause of action arising during the time it was transacting business in this state, by registered or
2493 certified mail, return receipt requested, to:

2494 (i) the address of its principal office, if any, set forth in its application for withdrawal
2495 or as listed in the notice, annual report, or document most recently filed with the division; or

2496 (ii) the address for service of process that is stated in its application for withdrawal or
2497 as listed in the notice, annual report, or document most recently filed with the division.

2498 (2) Service effected pursuant to Subsection (1)(b) is perfected at the earliest of:

2499 (a) the date the withdrawn foreign company receives the process, notice, or demand;

2500 (b) the date shown on the return receipt, if signed on behalf of the withdrawn foreign
2501 company; or

2502 (c) five days after mailing.

2503 (3) This section does not limit or affect the right to serve, in any other manner
2504 permitted by law, any process, notice, or demand required or permitted by law to be served
2505 upon a withdrawn foreign company.

2506 Section 76. Section **48-2c-403** is amended to read:

2507 **48-2c-403. Articles of organization.**

- 2508 (1) The articles of organization of a company shall set forth:
- 2509 (a) the name of the company;
- 2510 (b) the business purpose for which the company is organized;
- 2511 ~~[(c) the name and street address of its initial registered agent as required by Section~~
- 2512 ~~48-2c-302;]~~
- 2513 ~~[(d) the signature of the company's initial registered agent;]~~
- 2514 ~~[(e) a statement that the director of the division is appointed the agent of the company~~
- 2515 ~~for service of process if:]~~
- 2516 ~~[(i) the agent has resigned;]~~
- 2517 ~~[(ii) the agent's authority has been revoked; or]~~
- 2518 ~~[(iii) the agent cannot be found or served with the exercise of reasonable diligence;]~~
- 2519 ~~[(f) the street address of the company's designated office or a statement that the~~
- 2520 ~~company's registered office shall be its designated office;]~~
- 2521 (c) the information required by Subsection 16-16-203(1);
- 2522 ~~[(g)]~~ (d) the name and street address of each organizer who is not a member or
- 2523 manager;
- 2524 ~~[(h)]~~ (e) if the company is to be manager-managed:
- 2525 (i) a statement that the company is to be managed by a manager or managers; and
- 2526 (ii) the names and street addresses of the initial managers; and
- 2527 ~~[(i)]~~ (f) if the company is to be member-managed:
- 2528 (i) a statement that the company is to be managed by its members; and
- 2529 (ii) the names and street addresses of the initial members.
- 2530 (2) If the company is to be manager-managed, the articles of organization do not need
- 2531 to state the name or address of any member, except as required by Part 15, Professions.
- 2532 (3) It is not necessary to include in the articles of organization any of the powers
- 2533 enumerated in this chapter.
- 2534 (4) The articles of organization may contain any other provision not inconsistent with
- 2535 law, including:
- 2536 (a) a provision limiting or restricting:
- 2537 (i) the business in which the company may engage;
- 2538 (ii) the powers that the company may exercise; or

2539 (iii) both Subsections (4)(a)(i) and (ii);

2540 (b) a statement of whether there are limitations on the authority of managers or
2541 members to bind the company and, if so, what the limitations are, set out in detail and not with
2542 reference to any other document; or

2543 (c) a statement of the period of duration of the company, which may be as long as 99
2544 years from the date the articles of organization, or the latest of any amendments to the articles
2545 of organization effecting a change in the period of duration, were filed with the division.

2546 (5) If the articles of organization of a company do not specify a period of duration, the
2547 period of duration for that company is 99 years from the date the articles of organization were
2548 filed with the division, unless the period of duration is extended by an amendment to the
2549 articles of organization as permitted by this chapter.

2550 Section 77. Section **48-2c-406** is amended to read:

2551 **48-2c-406. Actions not requiring amendment.**

2552 A company is not required to amend its articles of organization to report a change in:

2553 (1) the street or mailing address of a manager in a manager-managed company or
2554 member in a member-managed company;

2555 (2) the legal name of a manager in a manager-managed company or a member in a
2556 member-managed company; or

2557 [~~(3) the addresses of its registered office or designated office; or]~~

2558 [~~(4) the name of its registered agent.]~~

2559 (3) the information required by Subsection 16-16-203(1).

2560 Section 78. Section **48-2c-411** is amended to read:

2561 **48-2c-411. Domestication of foreign company.**

2562 (1) Where the laws of another state, country, or jurisdiction allow a foreign company
2563 subject to those laws to transfer or domesticate to this state, the foreign company may become
2564 a domestic company by delivering to the division for filing articles of domestication meeting
2565 the requirements of Subsection (2) if its members approve the domestication.

2566 (2) (a) The articles of domestication shall meet the requirements applicable to articles
2567 of organization set forth in Section 48-2c-403, except that:

2568 (i) the articles of domestication need not name, or be signed by, the organizers of the
2569 foreign company;

2570 (ii) any reference to the company's [~~registered~~] principal office, registered agent, or
2571 managers shall be to the [~~registered~~] principal office and agent in this state, and the managers
2572 then in office at the time of filing the articles of domestication; and

2573 (iii) any reference to the company's members shall be to the members at the time of
2574 filing the articles of domestication.

2575 (b) The articles of domestication shall set forth:

2576 (i) the date on which and jurisdiction where the foreign company was first formed,
2577 organized, or otherwise came into being;

2578 (ii) the name of the foreign company immediately prior to the filing of the articles of
2579 domestication;

2580 (iii) any jurisdiction that constituted the seat, location of formation, principal place of
2581 business, or central administration of the foreign company immediately prior to the filing of the
2582 articles of domestication; and

2583 (iv) a statement that the articles of domestication were approved by its members.

2584 (3) Upon the filing of articles of domestication with the division:

2585 (a) the foreign company shall be domesticated in this state, shall thereafter be subject
2586 to all of the provisions of this chapter as a domestic company, and shall continue as if it had
2587 been organized under this chapter; and

2588 (b) notwithstanding any other provisions of this chapter, the existence of the
2589 domesticated company shall be considered to have commenced on the date the foreign
2590 company commenced its existence in the jurisdiction in which the foreign company was first
2591 formed, organized, or otherwise came into being.

2592 (4) The articles of domestication, upon filing with the division, shall become the
2593 articles of organization of the company, and shall be subject to amendments or restatement the
2594 same as any other articles of organization under this chapter.

2595 (5) The domestication of any foreign company in this state shall not be considered to
2596 affect any obligation or liability of the foreign company incurred prior to its domestication.

2597 Section 79. Section **48-2c-704** is amended to read:

2598 **48-2c-704. Meetings of members.**

2599 Unless otherwise provided in the articles of organization or operating agreement, no
2600 meetings need be held for actions taken by members. If meetings of members are allowed or

2601 required under the articles of organization or operating agreement, then, unless otherwise
2602 provided in the articles of organization or operating agreement:

2603 (1) a meeting of members may be called by any manager in a manager-managed
2604 company or by members in any company holding at least 25% interest in profits of the
2605 company;

2606 (2) any business may be transacted at any meeting of members which is properly
2607 called;

2608 (3) notice of a meeting of members must be given to each member at least five days
2609 prior to the meeting and shall give the date, place, and time of the meeting;

2610 (4) notice of a meeting of members may be given orally or in writing or by electronic
2611 means;

2612 (5) the person calling the meeting may designate any place within or without the state
2613 as the place for the meeting. If no place is designated, the place of the meeting shall be the
2614 ~~designated~~ principal office of the company or, if there is no ~~designated~~ principal office in
2615 this state, ~~at the registered office of the company in this state~~ in Salt Lake County;

2616 (6) only persons who are members of record at the time notice of a meeting is given
2617 shall be entitled to notice or to vote at the meeting, except that a fiduciary, such as a trustee,
2618 personal representative, or guardian, shall be entitled to act in such capacity on behalf of a
2619 member of record if evidence of such status is presented to the company and except that a
2620 surviving joint tenant shall be entitled to receive notice and act where evidence of the other
2621 joint tenant's death is presented to the company;

2622 (7) a quorum must be present in person or by proxy at a meeting of members for any
2623 business to be transacted and a quorum shall consist of members holding at least 51% interest
2624 in profits of the company;

2625 (8) the members present at any meeting at which a quorum is present may continue to
2626 transact business notwithstanding the withdrawal of members from the meeting in such
2627 numbers that less than a quorum remains;

2628 (9) a member may participate in and be considered present at a meeting by, or the
2629 meeting may be conducted through the use of, any means of communication by which all
2630 persons participating in the meeting may hear each other, or otherwise communicate with each
2631 other during the meeting;

2632 (10) voting at a meeting shall be determined by percentage interests in the profits of the
2633 company; and

2634 (11) a proxy, to be effective, must be in writing and signed by the member and must be
2635 filed with the secretary of the meeting before or at the time of the meeting and shall be valid for
2636 no more than 11 months after it was signed unless otherwise provided in the proxy.

2637 Section 80. Section **48-2c-809** is amended to read:

2638 **48-2c-809. Removal by judicial proceeding.**

2639 (1) The district court of the county in this state where a company's ~~designated~~
2640 principal office is located, or if it has no ~~designated~~ principal office in this state, ~~its~~
2641 ~~registered office is located~~ Salt Lake County, may remove a manager of a manager-managed
2642 company in a proceeding commenced either by the company or by its members holding at least
2643 25% of the interests in profits of the company if the court finds that:

2644 (a) the manager engaged in fraudulent or dishonest conduct or gross abuse of authority
2645 or discretion with respect to the company; and

2646 (b) removal is in the best interests of the company.

2647 (2) The court that removes a manager may bar the manager from reelection for a period
2648 prescribed by the court.

2649 (3) If members commence a proceeding under Subsection (1) above, they shall make
2650 the company a party defendant.

2651 (4) Subsections (1), (2), and (3) shall also apply to enable the removal of a member in a
2652 member-managed company from having any management authority or powers on behalf of the
2653 company.

2654 (5) If the court orders removal of a manager or member under this section, the clerk of
2655 the court shall deliver a certified copy of the order to the division for filing.

2656 Section 81. Section **48-2c-1204** is amended to read:

2657 **48-2c-1204. Articles of dissolution.**

2658 (1) After any event of dissolution, other than the events described in Subsection
2659 48-2c-1201(5) or (6), the company, or a person acting for the company, shall deliver to the
2660 division for filing articles of dissolution setting forth:

2661 (a) the name of the company;

2662 ~~[(b) (i) the address of the company's designated office; or]~~

2663 ~~[(ii) if a designated office is not to be maintained, a statement that the company will~~
 2664 ~~not maintain a designated office; and]~~

2665 ~~[(iii) (b) [if different from the address of the designated office or if no designated~~
 2666 ~~office is to be maintained;]~~ the address to which service of process may be mailed pursuant to
 2667 ~~[Section 48-2c-308]~~ Title 16, Chapter 16, Model Registered Agents Act;

2668 (c) the effective date of the dissolution;

2669 (d) the event causing the dissolution;

2670 (e) if dissolution occurred by written agreement of the members, a statement to that
 2671 effect; and

2672 (f) any additional information the division determines is necessary or appropriate.

2673 (2) A company is dissolved upon the effective date of dissolution set forth in its articles
 2674 of dissolution.

2675 Section 82. Section **48-2c-1206** is amended to read:

2676 **48-2c-1206. Grounds for administrative dissolution.**

2677 The division may dissolve a company under Section 48-2c-1207 if:

2678 (1) the company does not pay when due, any taxes, fees, or penalties imposed by this
 2679 chapter or other applicable laws of this state;

2680 (2) the company does not file its annual report with the division when it is due;

2681 (3) the company is without a registered agent or registered office in this state; or

2682 (4) the company fails to give notice to the division that:

2683 (a) its registered agent ~~[or registered office]~~ has been changed;

2684 (b) its registered agent has resigned; or

2685 ~~[(c) its registered office has been discontinued; or]~~

2686 ~~[(d)]~~ (c) the company's period of duration has expired.

2687 Section 83. Section **48-2c-1207** is amended to read:

2688 **48-2c-1207. Procedure for and effect of administrative dissolution.**

2689 (1) If the division determines that one or more grounds exist under Section 48-2c-1206
 2690 for dissolving a company, it shall mail to the company written notice of:

2691 (a) the division's determination that one or more grounds exist for dissolving the
 2692 company; and

2693 (b) the grounds for dissolving the company.

2694 (2) (a) If the company does not correct each ground for dissolution, or demonstrate to
2695 the reasonable satisfaction of the division that each ground does not exist, within 60 days after
2696 mailing the notice provided in Subsection (1), the division shall administratively dissolve the
2697 company.

2698 (b) If a company is dissolved under Subsection (2)(a), the division shall mail written
2699 notice of the administrative dissolution to the dissolved company at its [~~designated~~] principal
2700 office, stating the date of dissolution specified in Subsection (2)(d).

2701 (c) The division shall mail a copy of the notice of administrative dissolution including
2702 a statement of the grounds for the administrative dissolution, to:

2703 (i) the registered agent of the dissolved company; or

2704 (ii) if there is no registered agent of record, or if the mailing to the registered agent is
2705 returned as undeliverable, at least one member if the company is member-managed or one
2706 manager of the company if the company is manager-managed, at their addresses as reflected on
2707 the notice, annual report, or document most recently filed with the division.

2708 (d) A company's effective date of administrative dissolution is five days after the date
2709 the division mails the written notice of dissolution under Subsection (2)(b).

2710 (e) On the effective date of dissolution, any assumed names filed on behalf of the
2711 dissolved company under Title 42, Chapter 2, Conducting Business Under Assumed Name, are
2712 canceled.

2713 (f) Notwithstanding Subsection (2)(e), the name of the company that is dissolved and
2714 any assumed names filed on its behalf are not available for two years from the effective date of
2715 dissolution for use by any other person:

2716 (i) transacting business in this state; or

2717 (ii) doing business under an assumed name under Title 42, Chapter 2, Conducting
2718 Business Under Assumed Name.

2719 (g) Notwithstanding Subsection (2)(e), if the company that is dissolved is reinstated in
2720 accordance with Section 48-2c-1208, the registration of the name of the company and any
2721 assumed names filed on its behalf are reinstated back to the effective date of dissolution.

2722 (3) (a) Except as provided in Subsection (3)(b), a company administratively dissolved
2723 under this section continues its existence but may not carry on any business except:

2724 (i) the business necessary to wind up and liquidate its business and affairs under Part

2725 13, Winding Up; and

2726 (ii) to give notice to claimants in the manner provided in Sections 48-2c-1305 and
2727 48-2c-1306.

2728 (b) If the company is reinstated in accordance with Section 48-2c-1208, business
2729 conducted by the company during a period of administrative dissolution is unaffected by the
2730 dissolution.

2731 (4) The administrative dissolution of a company does not terminate the authority of its
2732 registered agent.

2733 (5) (a) Upon the administrative dissolution of a company, the director of the division
2734 shall be an additional agent of the dissolved company for purposes of service of process.

2735 (b) Service of process on the director of the division under this Subsection (5) is
2736 service on the dissolved company.

2737 (c) Upon receipt of process under this Subsection (5), the director of the division shall
2738 send a copy of the process to the dissolved company at its designated office and a copy of the
2739 process to the registered agent of the dissolved company.

2740 (6) A notice mailed under this section shall be:

2741 (a) mailed first-class, postage prepaid; and

2742 (b) addressed to the most current mailing address appearing on the records of the
2743 division for:

2744 (i) the [~~designated~~] principal office of the company, if the notice is required to be
2745 mailed to the company;

2746 (ii) the registered agent of the company, if the notice is required to be mailed to the
2747 registered agent; or

2748 (iii) any member if the company is member-managed, or to any manager of the
2749 company if the company is manager-managed, if the notice is required to be mailed to a
2750 member or manager of the company.

2751 Section 84. Section **48-2c-1208** is amended to read:

2752 **48-2c-1208. Reinstatement following administrative dissolution.**

2753 (1) A company dissolved under Section 48-2c-1207 may apply to the division for
2754 reinstatement within two years after the effective date of dissolution by delivering to the
2755 division for filing an application for reinstatement that states:

- 2756 (a) the effective date of the company's dissolution;
- 2757 (b) the company name as of the effective date of dissolution;
- 2758 (c) that the ground for dissolution either did not exist or has been eliminated;
- 2759 (d) the name under which the company is being reinstated, if different than the name
- 2760 stated in Subsection (1)(b);
- 2761 (e) that the name stated in Subsection (1)(d) satisfies the requirements of Section
- 2762 48-2c-106;
- 2763 (f) that all fees or penalties imposed pursuant to this chapter or otherwise owed by the
- 2764 company to the state have been paid;
- 2765 (g) the address of the ~~designated~~ principal office of the company; and
- 2766 ~~[(h) the address of its registered office in this state; and]~~
- 2767 ~~[(i) the name of its registered agent at the office stated in Subsection (1)(h) and any~~
- 2768 ~~additional information the division determines to be necessary or appropriate.]~~
- 2769 (h) the information required by Subsection 16-16-203(1).
- 2770 (2) The company shall include in or with the application for reinstatement the written
- 2771 consent to appointment by the designated registered agent.
- 2772 (3) If the division determines that the application for reinstatement contains the
- 2773 information required by Subsections (1) and (2) and that the information is correct, the division
- 2774 shall revoke the administrative dissolution. The division shall mail to the company in the
- 2775 manner provided in Subsection 48-2c-1207(6) written notice of:
- 2776 (a) the revocation; and
- 2777 (b) the effective date of the revocation.
- 2778 (4) When the reinstatement is effective, it relates back to the effective date of the
- 2779 administrative dissolution. Upon reinstatement:
- 2780 (a) an act of the company during the period of dissolution is effective and enforceable
- 2781 as if the administrative dissolution had never occurred; and
- 2782 (b) the company may carry on its business, under the name stated pursuant to
- 2783 Subsection (1)(b) or (1)(d), as if the administrative dissolution had never occurred.
- 2784 Section 85. Section **48-2c-1211** is amended to read:
- 2785 **48-2c-1211. Procedure for judicial dissolution.**
- 2786 (1) (a) A proceeding by the attorney general or director of the division to dissolve a

2787 company shall be brought in:

2788 (i) the district court of the county in this state in which the [~~designated~~] principal office
2789 [~~or, if it has no designated office in this state, its registered office is or was last~~] is located; or

2790 (ii) if it has no principal office in this state, the district court of Salt Lake County.

2791 (b) A proceeding brought by any other party named in Section 48-2c-1210 shall be
2792 brought in the district court of the county in this state where the company's [~~designated~~]
2793 principal office or, if it has no [~~designated~~] principal office in this state, [~~its registered office is~~
2794 ~~or was last located~~] Salt Lake County.

2795 (2) It is not necessary to make any member or manager a party to a proceeding to
2796 dissolve a company unless relief is sought against them personally.

2797 (3) A court in a proceeding brought to dissolve a company may:

2798 (a) issue an injunction;

2799 (b) appoint a receiver or custodian pendente lite with all powers and duties the court
2800 directs;

2801 (c) take other action required to preserve the company's assets wherever located; and

2802 (d) carry on the business of the company until a full hearing can be held.

2803 Section 86. Section **48-2c-1306** is amended to read:

2804 **48-2c-1306. Disposition of claims by publication.**

2805 (1) A dissolved company in winding up may publish notice of its dissolution and
2806 request that persons with claims against the company present them in accordance with the
2807 notice.

2808 (2) The notice contemplated in Subsection (1) must:

2809 (a) be published once a week for three successive weeks in a newspaper of general
2810 circulation in the county where the dissolved company's [~~designated~~] principal office or, if it
2811 has no [~~designated~~] principal office in this state, [~~its registered office, is or was last located~~]
2812 Salt Lake County;

2813 (b) describe the information that must be included in a claim and provide an address to
2814 which written notice of any claim must be given to the company;

2815 (c) state the deadline, which may not be fewer than 120 days after the first date of
2816 publication of the notice, by which the dissolved company must receive the claim; and

2817 (d) state that, unless sooner barred by another statute limiting actions, the claim will be

2818 barred if not received by the deadline.

2819 (3) If the dissolved company publishes a newspaper notice in accordance with
2820 Subsection (2), then unless sooner barred under Section 48-2c-1305 or under another statute
2821 limiting actions, the claim of any claimant against the dissolved company is barred if:

2822 (a) the claim is not received by the dissolved company by the deadline; or

2823 (b) the dissolved company delivers to the claimant written notice of rejection of the
2824 claim within 90 days after receipt of the claim and the claimant whose claim was rejected by
2825 the dissolved company does not commence a proceeding to enforce the claim within 90 days
2826 after the effective date of the rejection notice.

2827 (4) Claims which are not rejected by the dissolved company in writing within 90 days
2828 after receipt of the claim by the dissolved company shall be considered approved.

2829 (5) (a) For purposes of this section, "claim" means any claim, including claims of this
2830 state whether known or unknown, due or to become due, absolute or contingent, liquidated or
2831 unliquidated, founded on contract, tort, or other legal basis, or otherwise.

2832 (b) For purposes of this section and Section 48-2c-1305, a proceeding to enforce a
2833 claim means a civil action or an arbitration under an agreement for binding arbitration between
2834 the dissolved company and the claimant.

2835 Section 87. Section **48-2c-1511** is amended to read:

2836 **48-2c-1511. Purchase of interest upon death, incapacity, or disqualification of**
2837 **members.**

2838 The articles of organization may provide for the purchase of any member's interest in a
2839 professional services company subject to this part upon the death, incapacity, or
2840 disqualification of that member, or the same may be provided in the operating agreement or by
2841 other private agreement. In the absence of such a provision in the articles of organization, the
2842 operating agreement, or other private agreement, the professional services company shall
2843 purchase the interest of a deceased member or an incapacitated member or a member no longer
2844 qualified to own an interest in that professional services company within 90 days after the
2845 company is notified of the death, incapacity, or disqualification, as the case may be. The price
2846 for the interest shall be its reasonable fair market value as of the date of death, incapacity, or
2847 disqualification. If the professional services company fails to purchase said interest by the end
2848 of said 90 days, then the personal representative of a deceased member or the guardian or

2849 conservator of an incapacitated member or the disqualified member may bring an action in the
2850 district court of the county in which the ~~[designated]~~ principal office or place of practice of the
2851 professional services company is located for the enforcement of this provision. The court shall
2852 have power to award the plaintiff the reasonable fair market value of the interest, or within its
2853 jurisdiction, may order the liquidation of the professional services company. Further, if the
2854 plaintiff is successful in the action, the plaintiff shall be entitled to recover a reasonable
2855 ~~[attorney's fee]~~ attorney fees and costs.

2856 Section 88. Section **48-2c-1603** is amended to read:

2857 **48-2c-1603. Consequences of transacting business without authority.**

2858 (1) A foreign company transacting business in this state without authority, or anyone in
2859 its behalf, may not maintain a proceeding in any court in this state until an application for
2860 authority to transact business is filed with the division.

2861 (2) The successor to a foreign company that transacted business in this state without
2862 authority and the assignee of a cause of action arising out of that business may not maintain a
2863 proceeding based on that cause of action in any court in this state until an application for
2864 authority to transact business is filed on behalf of the foreign company or its successor.

2865 (3) A court may stay a proceeding commenced by a foreign company, its successor, or
2866 assignee until it determines whether the foreign company, its successor, or assignee is required
2867 to file an application for authority to transact business. If it so determines, the court may
2868 further stay the proceeding until the required application for authority to transact business has
2869 been filed with the division.

2870 (4) A foreign company that transacts business in this state without authority is subject
2871 to a civil penalty, payable to this state, of \$100 for each day in which it transacts business in
2872 this state without authority. However, the penalty may not exceed a total of \$5,000 for each
2873 year. Each manager or member of a foreign company who authorizes, directs, or participates in
2874 the transaction of business in this state without authority and each agent of a foreign company
2875 who transacts business in this state on behalf of a foreign company that is not authorized is
2876 subject to a civil penalty, payable to this state, not exceeding \$1,000 for each year.

2877 (5) The civil penalties set forth in Subsection (4) may be recovered in an action
2878 brought in the district court for Salt Lake County or in any other county in this state in which
2879 the foreign company has ~~[a registered]~~ an office or in which it has transacted business. Upon a

2880 finding by the court that a foreign company or any of its managers, members, or agents has
2881 transacted business in this state in violation of this part, the court shall issue, in addition to or
2882 instead of a civil penalty, an injunction restraining the further transaction of the business of the
2883 foreign company and the further exercise of any rights and privileges in this state. Upon
2884 issuance of the injunction, the foreign company shall be enjoined from transacting business in
2885 this state until all civil penalties have been paid, plus any interest and court costs assessed by
2886 the court, and until the foreign company has otherwise complied with the provisions of this
2887 part.

2888 (6) Notwithstanding Subsections (1) and (2), the failure of a foreign company to have
2889 authority to transact business in this state does not impair the validity of its acts, nor does the
2890 failure prevent the foreign company from defending any proceeding in this state.

2891 Section 89. Section **48-2c-1604** is amended to read:

2892 **48-2c-1604. Application for authority to transact business.**

2893 (1) A foreign company may apply for authority to transact business in this state by
2894 delivering to the division for filing an application for authority to transact business setting
2895 forth:

- 2896 (a) its name and its assumed name, if any;
- 2897 (b) the name of the state or country under whose law it is formed or organized;
- 2898 (c) the nature of the business or purposes to be conducted or promoted in this state;
- 2899 (d) its date of formation or organization and period of its duration;
- 2900 (e) the street address of its principal office;
- 2901 (f) ~~[the address of its registered office in this state and the name of its registered agent~~
2902 ~~at that office]~~ the information required by Subsection 16-16-203(1);
- 2903 (g) the names and street addresses of its current managers, if it is a manager-managed
2904 company, or of its members, if it is a member-managed company;
- 2905 (h) the date it commenced or expects to commence transacting business in this state;

2906 and

2907 (i) any additional information the division may determine is necessary or appropriate to
2908 determine whether the application for authority to transact business should be filed.

2909 (2) The foreign company shall deliver with the completed application for authority to
2910 transact business a certificate of existence, or a document of similar import, duly authorized by

2911 the lieutenant governor or other official having custody of records in the state or country under
2912 whose law it is formed or organized. The certificate of existence shall be dated within 90 days
2913 prior to the filing of the application for authority to transact business by the division.

2914 (3) The foreign company shall include in the application for authority to transact
2915 business, or in an accompanying document, the written consent to appointment by the
2916 designated registered agent in this state.

2917 Section 90. Section **48-2c-1611** is amended to read:

2918 **48-2c-1611. Withdrawal of foreign company.**

2919 (1) A foreign company authorized to transact business in this state may not withdraw
2920 from this state until its application for withdrawal has been filed with the division.

2921 (2) A foreign company authorized to transact business in this state may apply for
2922 withdrawal by delivering to the division for filing an application for withdrawal setting forth:

2923 (a) its company name and its assumed name, if any;

2924 (b) the name of the state or country under whose law it is formed or organized;

2925 (c) the address of its principal office, or if none is to be maintained, a statement that the
2926 foreign company will not maintain a principal office, and if different from the address of the
2927 principal office or if no principal office is to be maintained, the address to which service of
2928 process may be mailed pursuant to Section [~~48-2c-309~~] 16-16-301;

2929 (d) that the foreign company is not transacting business in this state and that it
2930 surrenders its authority to transact business in this state;

2931 (e) whether its registered agent will continue to be authorized to accept service on its
2932 behalf in any proceeding based on a cause of action arising during the time it was authorized to
2933 transact business in this state; and

2934 (f) any additional information that the division determines is necessary or appropriate
2935 to determine whether the foreign company is entitled to withdraw, and to determine and assess
2936 any unpaid taxes, fees, and penalties payable by it as prescribed by this chapter.

2937 (3) A foreign company's application for withdrawal may not be filed by the division
2938 until all outstanding fees and state tax obligations of the foreign company have been paid and
2939 the division has received a tax clearance certificate from the State Tax Commission.

2940 Section 91. Section **48-2c-1612** is amended to read:

2941 **48-2c-1612. Grounds for revocation.**

2942 The division may commence a proceeding under Section 48-2c-1613 to revoke the
2943 authority of a foreign company to transact business in this state if:

2944 (1) the foreign company does not deliver its annual report to the division when it is
2945 due;

2946 (2) the foreign company does not pay when they are due any taxes, fees, or penalties
2947 imposed by this chapter or other applicable laws of this state;

2948 (3) the foreign company is without a registered agent [~~or registered office~~] in this state;

2949 (4) the foreign company does not inform the division under [~~Section 48-2c-303~~] Title
2950 16, Chapter 16, Model Registered Agents Act, that its registered agent [~~or registered office~~] has
2951 changed[;] or that its registered agent has resigned[; ~~or that its registered office has been~~
2952 ~~discontinued~~];

2953 (5) an organizer, member, manager, or agent of the foreign company signs a document
2954 knowing it is false in any material respect with intent that the document be delivered to the
2955 division for filing; or

2956 (6) the division receives a duly authenticated certificate from the lieutenant governor or
2957 other official having custody of limited liability company records in the state or country under
2958 whose law the foreign company is formed or organized stating that the foreign company has
2959 dissolved or disappeared as the result of a merger.

2960 Section 92. Section **48-2c-1614** is amended to read:

2961 **48-2c-1614. Appeal from revocation.**

2962 (1) A foreign company may appeal the division's revocation of its authority to transact
2963 business in this state to the district court of the county in this state where the last [~~registered~~]
2964 principal office of the company was located, if any, or in Salt Lake County, within 30 days
2965 after the notice of revocation is mailed under Section 48-2c-1613. The foreign company
2966 appeals by petitioning the court to set aside the revocation and attaching to the petition a copy
2967 of the company's application for authority to transact business, and any amended applications,
2968 each as filed with the division, and the division's notice of revocation.

2969 (2) The court may summarily order the division to reinstate the authority of the foreign
2970 company to transact business in this state or it may take any other action it considers
2971 appropriate.

2972 (3) The court's final decision may be appealed as in other civil proceedings.

- 2973 Section 93. **Repealer.**
- 2974 This bill repeals:
- 2975 Section **16-6a-501, Registered office and registered agent.**
- 2976 Section **16-6a-502, Change of registered office or registered agent.**
- 2977 Section **16-6a-503, Resignation of registered agent.**
- 2978 Section **16-6a-504, Service on corporation.**
- 2979 Section **16-6a-1508, Registered office and registered agent of foreign nonprofit**
- 2980 **corporation.**
- 2981 Section **16-6a-1509, Change of registered office or registered agent of foreign**
- 2982 **nonprofit corporation.**
- 2983 Section **16-10a-501, Registered office and registered agent.**
- 2984 Section **16-10a-502, Change of registered office or registered agent.**
- 2985 Section **16-10a-503, Resignation of registered agent.**
- 2986 Section **16-10a-504, Service on corporation.**
- 2987 Section **16-10a-1508, Registered office and registered agent of foreign corporation.**
- 2988 Section **16-10a-1509, Change of registered office or registered agent of foreign**
- 2989 **corporation.**
- 2990 Section **42-2-11, Persons doing business under assumed name to have registered**
- 2991 **office and registered agent -- Penalties -- Presumption of registered agent.**
- 2992 Section **48-2a-104, Registered agent.**
- 2993 Section **48-2a-104.5, Service of process.**
- 2994 Section **48-2c-111, Designated office.**
- 2995 Section **48-2c-112, Records.**
- 2996 Section **48-2c-301, Registered office.**
- 2997 Section **48-2c-302, Registered agent.**
- 2998 Section **48-2c-303, Change of registered office or registered agent.**
- 2999 Section **48-2c-304, Change of designated office.**
- 3000 Section **48-2c-306, Service on domestic company.**
- 3001 Section **48-2c-307, Service on foreign company.**
- 3002 Section **48-2c-308, Service on dissolved company.**
- 3003 Section **48-2c-310, Service on foreign companies not authorized to do business.**

Legislative Review Note
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