

State of Arizona
House of Representatives
Fifty-first Legislature
Second Regular Session
2014

HOUSE BILL 2554

AN ACT

AMENDING SECTIONS 10-130, 10-203, 10-224, 10-1006, 10-1007, 10-1008, 10-1105, 10-1403, 10-1503, 10-1520, 10-2077, 10-2143, 10-3203, 10-3224, 10-11006, 10-11007, 10-11008, 10-11105, 10-11403, 10-11503, 10-11520, 29-633, 29-635 AND 29-754, ARIZONA REVISED STATUTES; MAKING AN APPROPRIATION; RELATING TO BUSINESS ENTITIES.

(TEXT OF BILL BEGINS ON NEXT PAGE)

1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-130, Arizona Revised Statutes, is amended to
3 read:

4 10-130. Powers; duties; database

5 A. The commission has the power and authority reasonably necessary to
6 enable it to administer this title efficiently and to perform the duties
7 imposed on it by this title, including the power and authority to make rules
8 ~~and regulations~~ for those purposes.

9 B. THE COMMISSION SHALL ESTABLISH AND MAINTAIN A DATABASE FOR
10 DOCUMENTS FILED PURSUANT TO SECTIONS 10-203, 10-224, 10-1006, 10-1007,
11 10-1008, 10-1105, 10-1403, 10-1503, 10-1520, 10-2077, 10-2143, 10-3203,
12 10-3224, 10-11006, 10-11007, 10-11008, 10-11105, 10-11403, 10-11503,
13 10-11520, 29-633, 29-635 AND 29-754. THE COMMISSION SHALL POST THE DATABASE
14 ON ITS WEBSITE TO ALLOW THE PUBLIC TO SEARCH FOR BUSINESS INFORMATION,
15 INCLUDING AN ENTITY'S NAME, APPROVAL DATE AND COUNTY OF THE KNOWN PLACE OF
16 BUSINESS. THE INFORMATION MUST BE MAINTAINED IN THE DATABASE FOR AT LEAST
17 NINETY DAYS.

18 Sec. 2. Section 10-203, Arizona Revised Statutes, is amended to read:

19 10-203. Incorporation; database

20 A. Unless a delayed effective date is specified in the articles of
21 incorporation, incorporation occurs and the corporate existence begins when
22 the articles of incorporation and certificate of disclosure are delivered to
23 the commission for filing.

24 B. The commission's filing of the articles of incorporation and
25 certificate of disclosure is conclusive proof that the incorporators
26 satisfied all conditions precedent to incorporation except in a proceeding by
27 the state to cancel or revoke the incorporation or involuntarily dissolve the
28 corporation pursuant to chapter 14 of this title.

29 C. Subject to section 10-124, if the commission determines that the
30 requirements of chapters 1 through 17 of this title for filing have not been
31 met, the articles of incorporation and certificate of disclosure shall not be
32 filed and the corporate existence terminates at the time the commission
33 completes the determination. If the corporate existence is terminated
34 pursuant to this subsection, sections 10-1405, 10-1406 and 10-1407 apply.

35 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
36 filing, ~~a copy of the articles of incorporation shall be published. An~~
37 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
38 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
39 DATABASE AS PRESCRIBED BY SECTION 10-130.

40 Sec. 3. Section 10-224, Arizona Revised Statutes, is amended to read:

41 10-224. Recording of articles of domestication; database

42 A. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
43 filing of the articles of domestication, ~~a copy of the articles of~~
44 ~~domestication shall be published. An affidavit evidencing the publication~~

1 ~~may be filed with the commission.~~ THE COMMISSION SHALL INPUT THE INFORMATION
2 REGARDING THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.

3 B. If other laws require the domesticated corporation to record its
4 articles of incorporation, the domesticated corporation shall also record the
5 articles of domestication.

6 Sec. 4. Section 10-1006, Arizona Revised Statutes, is amended to read:
7 10-1006. Articles of amendment; database

8 A. A corporation amending its articles of incorporation shall deliver
9 to the commission for filing articles of amendment setting forth:

10 1. The name of the corporation.

11 2. The text of each amendment adopted.

12 3. If an amendment provides for an exchange, reclassification or
13 cancellation of issued shares, provisions for implementing the amendment if
14 not contained in the amendment itself.

15 4. The date of each amendment's adoption.

16 5. If an amendment was adopted by the incorporators or board of
17 directors without shareholder action, a statement to that effect and that
18 shareholder action was not required.

19 6. If an amendment was approved by the shareholders:

20 (a) The designation of outstanding shares, number of outstanding
21 shares, number of votes entitled to be cast by each voting group entitled to
22 vote separately on the amendment and number of votes of each voting group
23 indisputably represented at the meeting.

24 (b) Either the total number of votes cast for and against the
25 amendment by each voting group entitled to vote separately on the amendment
26 or the total number of undisputed votes cast for the amendment by each voting
27 group and a statement that the number cast for the amendment by each voting
28 group was sufficient for approval by that voting group.

29 B. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
30 filing, ~~a copy of the articles of amendment shall be published. An affidavit~~
31 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION
32 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
33 PRESCRIBED BY SECTION 10-130.

34 Sec. 5. Section 10-1007, Arizona Revised Statutes, is amended to read:
35 10-1007. Restated articles of incorporation; database

36 A. A corporation's board of directors may restate its articles of
37 incorporation at any time with or without shareholder action.

38 B. The restatement may include one or more amendments to the articles.
39 If the restatement includes an amendment requiring shareholder approval, it
40 shall be adopted as provided in section 10-1003.

41 C. If the board of directors submits a restatement for shareholder
42 action, the corporation shall notify each shareholder, whether or not
43 entitled to vote, of the proposed shareholders' meeting in accordance with
44 section 10-705. The notice shall also state that the purpose or one of the
45 purposes of the meeting is to consider the proposed restatement and shall

1 contain or be accompanied by a copy of the restatement that identifies any
2 amendment or other change it would make in the articles.

3 D. A corporation restating its articles of incorporation shall deliver
4 to the commission for filing articles of restatement setting forth the name
5 of the corporation and the text of the restated articles of incorporation
6 together with a certificate setting forth:

7 1. Whether the restatement contains an amendment to the articles
8 requiring shareholder approval and, if it does not, that the board of
9 directors adopted the restatement.

10 2. If the restatement contains an amendment to the articles requiring
11 shareholder approval, the information required by section 10-1006.

12 E. Duly adopted restated articles of incorporation supersede the
13 original articles of incorporation and all amendments to them.

14 F. The commission may certify restated articles of incorporation, as
15 the articles of incorporation currently in effect, without including the
16 certificate information required by subsection D of this section.

17 G. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
18 filing, ~~a copy of the articles of restatement shall be published. An~~
19 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
20 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
21 DATABASE AS PRESCRIBED BY SECTION 10-130.

22 Sec. 6. Section 10-1008, Arizona Revised Statutes, is amended to read:
23 10-1008. Amendment pursuant to reorganization; database

24 A. A corporation's articles of incorporation may be amended pursuant
25 to this section without action by the board of directors or shareholders to
26 carry out a plan of reorganization confirmed by an order or decree of a court
27 of competent jurisdiction under a federal statute or a statute of this state
28 if the articles of incorporation after amendment contain only provisions
29 required or permitted by section 10-202.

30 B. Before the date of entry of a final decree in the reorganization
31 proceeding, the individual or individuals designated by the plan shall
32 deliver to the commission for filing articles of amendment setting forth all
33 of the following:

34 1. The name of the corporation.

35 2. The text of each amendment contained in the plan of reorganization.

36 3. The date of the court's order or decree confirming the plan of
37 reorganization containing the articles of amendment.

38 4. The title of the reorganization proceeding in which the order or
39 decree was entered.

40 5. A statement that the court had jurisdiction of the proceeding under
41 federal or state statute.

42 C. Shareholders of a corporation undergoing reorganization do not have
43 dissenters' rights except as and to the extent provided in the reorganization
44 plan.

1 D. This section does not apply after entry of a final decree in the
2 reorganization proceeding even though the court retains jurisdiction of the
3 proceeding for limited purposes unrelated to consummation of the
4 reorganization plan.

5 E. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
6 filing, ~~a copy of the articles of amendment shall be published. An affidavit~~
7 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION
8 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
9 PRESCRIBED BY SECTION 10-130.

10 Sec. 7. Section 10-1105, Arizona Revised Statutes, is amended to read:

11 10-1105. Articles of merger or share exchange; database

12 A. After a plan of merger or share exchange is approved by the
13 shareholders or adopted by the board of directors if shareholder approval is
14 not required, the surviving or acquiring corporation shall deliver to the
15 commission for filing both:

16 1. The plan of merger or share exchange.

17 2. Articles of merger or share exchange setting forth:

18 (a) The names of the corporations that were parties to the merger or
19 share exchange.

20 (b) The name and address of the known place of business of the
21 surviving or acquiring corporation.

22 (c) The name and address of the statutory agent of the surviving or
23 acquiring corporation.

24 (d) Any amendments to the articles of incorporation of the surviving
25 corporation.

26 (e) If shareholder approval was not required, a statement to that
27 effect.

28 (f) If approval of the shareholders of one or more corporations party
29 to the merger or share exchange was required:

30 (i) The designation, number of outstanding shares and number of votes
31 entitled to be cast by each voting group entitled to vote separately on the
32 plan as to each corporation.

33 (ii) Either the total number of votes cast for and against the plan by
34 each voting group entitled to vote separately on the plan or the total number
35 of undisputed votes cast for the plan separately by each voting group and a
36 statement that the number cast for the plan by each voting group was
37 sufficient for approval by that voting group.

38 B. A merger or share exchange takes effect at the effective time and
39 date of the articles of merger or share exchange, as determined pursuant to
40 section 10-123.

41 C. If the articles of merger include amendments to the articles of
42 incorporation of the surviving corporation, the document required to be filed
43 ~~and published~~ under this section shall be styled "articles of amendment and
44 merger".

1 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
2 filing, ~~a copy of the articles of merger or share exchange shall be~~
3 ~~published. An affidavit evidencing the publication may be filed with the~~
4 ~~commission.~~ THE COMMISSION SHALL INPUT THE INFORMATION REGARDING THE
5 APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.

6 Sec. 8. Section 10-1403, Arizona Revised Statutes, is amended to read:
7 10-1403. Articles of dissolution; effective date of
8 dissolution; database

9 A. At any time after dissolution is authorized, the corporation may
10 dissolve by delivering to the commission for filing articles of dissolution
11 setting forth all of the following:

- 12 1. The name of the corporation.
- 13 2. The date dissolution was authorized.
- 14 3. If dissolution was approved by the shareholders, both:
 - 15 (a) The number of votes entitled to be cast on the proposal to
16 dissolve.
 - 17 (b) Either the total number of votes cast for and against dissolution
18 or the total number of undisputed votes cast for dissolution and a statement
19 that the number cast for dissolution was sufficient for approval.
- 20 4. If voting by voting groups was required, the information required
21 by paragraph 3 OF THIS SUBSECTION shall be separately provided for each
22 voting group entitled to vote separately on the plan to dissolve.

23 B. A corporation is dissolved on the effective date of its articles of
24 dissolution.

25 C. The articles of dissolution shall not be considered complete until
26 the commission has received a notice from the department of revenue to the
27 effect that the tax levied under title 42, chapter 5, article 1 against the
28 corporation has been paid, or until it is notified by the department of
29 revenue that the corporation is not subject to the tax and until the
30 commission has received from the department of revenue its certificate issued
31 pursuant to section 43-1151.

32 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
33 filing, ~~a copy of the articles of dissolution shall be published. An~~
34 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
35 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
36 DATABASE AS PRESCRIBED BY SECTION 10-130.

37 E. The articles of dissolution shall not be considered complete until
38 all fees, penalties and costs required to be paid under this title have been
39 paid.

40 Sec. 9. Section 10-1503, Arizona Revised Statutes, is amended to read:
41 10-1503. Application for authority to transact business;
42 database

43 A. A foreign corporation may apply for authority to transact business
44 in this state by delivering an application and a certificate of disclosure to
45 the commission for filing. The certificate of disclosure shall contain the

1 information set forth in section 10-202, subsection D and is subject to the
2 requirements of section 10-202, subsection F. The application shall be
3 executed by the corporation and shall set forth:

4 1. The name of the foreign corporation and, if its name is unavailable
5 for use in this state, a corporate name that satisfies the requirements of
6 section 10-1506.

7 2. The name of the state or country under whose law it is
8 incorporated.

9 3. Its date of incorporation and period of duration.

10 4. The street address of its principal office in its state or country
11 of incorporation.

12 5. The street address of the proposed known place of business of the
13 corporation in this state and the name and street address of its proposed
14 statutory agent in this state.

15 6. If its purpose or purposes are narrower than the transaction of any
16 or all lawful business in which corporations may engage in the state or
17 country under whose law it is incorporated, a statement of the limitations on
18 its purpose.

19 7. The names and usual business addresses of its current directors and
20 officers.

21 8. A statement of the aggregate number of shares that the corporation
22 has authority to issue, itemized by classes, par value of shares, shares
23 without par value and series, if any, within a class.

24 9. A statement of the aggregate number of issued shares itemized by
25 classes, par value of shares, shares without par value and series, if any,
26 within a class.

27 10. A brief statement of the character of business that the corporation
28 initially intends actually to conduct in this state. This statement does not
29 limit the character of business that the corporation ultimately conducts.

30 B. The foreign corporation shall deliver the application and the
31 certificate of disclosure to the commission, together with a copy of its
32 articles of incorporation, any amendments to the articles of incorporation
33 and a certificate of existence or a document of similar import duly
34 authenticated by the secretary of state or other official having custody of
35 corporate records in the state or country under whose law it is incorporated,
36 and the nonrefundable fees required by law.

37 C. After determining that the application sets forth the information
38 required by this section, does not use as the name of the corporation in this
39 state a name that is in violation of section 10-1506 and appears in all other
40 respects to conform to the requirements of this article, the commission shall
41 file the application. The date of filing shall be the date on which the
42 corporation is granted authority to transact business in this state.

43 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
44 filing, ~~a copy of the application shall be published. An affidavit~~
45 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION

1 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
2 PRESCRIBED BY SECTION 10-130.

3 E. A foreign corporation authorized to transact business in this state
4 is subject to section 10-1623.

5 Sec. 10. Section 10-1520, Arizona Revised Statutes, is amended to
6 read:

7 10-1520. Withdrawal of foreign corporation; database

8 A. A foreign corporation authorized to transact business in this state
9 shall not withdraw from this state until the commission files its application
10 for withdrawal.

11 B. A foreign corporation authorized to transact business in this state
12 may apply to surrender the authority by delivering an application to the
13 commission for filing. The application shall set forth:

14 1. The name of the foreign corporation and the name of the state or
15 country under whose law it is incorporated.

16 2. That it is not transacting business in this state and that it
17 surrenders its authority to transact business in this state.

18 3. That the foreign corporation revokes the authority of its statutory
19 agent to accept service on its behalf and appoints the commission as its
20 agent for service of process in any proceeding based on a cause of action
21 arising during the time it was authorized to transact business in this state.

22 4. A mailing address to which the commission may mail a copy of any
23 process served on the commission pursuant to its appointment as the foreign
24 corporation's agent for service of process.

25 5. A commitment to notify the commission in the future of any change
26 in the foreign corporation's mailing address.

27 C. The application for withdrawal is not considered complete until the
28 commission has received a notice from the department of revenue to the effect
29 that the tax levied under title 42, chapter 5, article 1 against the foreign
30 corporation has been paid or until it is notified by the department of
31 revenue that the applicant is not subject to the tax and further has received
32 from the department of revenue its certificate issued pursuant to section
33 43-1151.

34 D. The application for withdrawal is not considered complete until all
35 fees, penalties and costs required to be paid under this chapter have been
36 paid.

37 E. After determining that the application appears in all respects to
38 conform to the requirements of this chapter and when all fees have been paid
39 as are prescribed in this chapter, the commission shall file the application
40 in the manner provided in section 10-120. On the filing of the application
41 for withdrawal, the authority of the foreign corporation to transact business
42 in this state ceases.

43 F. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
44 filing, ~~a copy of the application for withdrawal shall be published. An~~
45 ~~affidavit evidencing the publication may be filed with the commission. THE~~

1 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
2 DATABASE AS PRESCRIBED BY SECTION 10-130.

3 G. After withdrawal of the foreign corporation is effective, service
4 of process on the commission under this section is service on the foreign
5 corporation. On receipt of process, the commission shall mail a copy of the
6 process to the foreign corporation at the most recent mailing address
7 provided by the foreign corporation in the application or by notice to the
8 commission.

9 Sec. 11. Section 10-2077, Arizona Revised Statutes, is amended to
10 read:

11 10-2077. Dissolution; database

12 A. A cooperative ~~which~~ THAT has not commenced business may be
13 dissolved by delivering to the corporation commission articles of
14 dissolution, which shall be executed by the cooperative and ~~which~~ shall
15 state:

- 16 1. The name of the cooperative.
- 17 2. The address of its principal office.
- 18 3. That the cooperative has not commenced business.
- 19 4. That any monies received by the cooperative, less any part
20 disbursed for expenses of the cooperative, have been returned or paid to
21 those entitled to the monies.
- 22 5. That no debt of the cooperative is unpaid.
- 23 6. That a majority of the incorporators elect that the cooperative be
24 dissolved.

25 B. A cooperative ~~which~~ THAT has commenced business may be dissolved in
26 the following manner:

27 1. The proposition to dissolve shall be submitted to the members of
28 the cooperative at any annual or special meeting, the notice of which shall
29 set forth the proposition.

30 2. The members at the meeting shall approve, by the affirmative vote
31 of not less than a majority of all members of the cooperative, the
32 proposition that the cooperative be dissolved.

33 3. ~~Upon~~ ON approval, a certificate of election to dissolve, designated
34 in this subsection as the "certificate", shall be executed by the
35 cooperative.

36 4. The certificate shall state:

- 37 (a) The name of the cooperative.
- 38 (b) The address of its principal office.
- 39 (c) That the members of the cooperative have duly voted that the
40 cooperative be dissolved.

41 5. The certificate shall be submitted to the corporation commission
42 for filing.

43 6. ~~Upon~~ ON filing the certificate with the corporation commission, the
44 cooperative shall cease to carry on its business except to the extent

1 necessary for winding up, but its corporate existence shall continue until
2 articles of dissolution have been filed with the corporation commission.

3 7. The board of directors shall immediately cause notice of the
4 dissolution proceedings to be mailed to each known creditor of and claimant
5 against the cooperative, and such notice shall be published once a week for
6 two successive weeks in a newspaper of general circulation in the county in
7 which the principal office of the cooperative is located.

8 8. The board of directors shall wind up and settle the affairs of the
9 cooperative, collect monies owing to it, liquidate its property and assets,
10 pay and discharge its debts, obligations and liabilities, other than those to
11 patrons arising by reason of their patronage, and do all other things
12 required to wind up its business. After paying or discharging or adequately
13 providing for the payment or discharge of all its debts, obligations and
14 liabilities, other than those to patrons arising by reason of their
15 patronage, the board of directors shall distribute any remaining sums, first
16 to patrons for the pro rata return of all amounts standing to their credit by
17 reason of their patronage, and second to members for the pro rata repayment
18 of membership fees. Any sums then remaining shall be distributed among its
19 members and former members in proportion to their patronage.

20 9. The board of directors shall thereupon authorize the execution of
21 articles of dissolution, which shall be executed by the cooperative.

22 10. The articles of dissolution shall recite that they are executed
23 pursuant to this article and shall state:

24 (a) The name of the cooperative.

25 (b) The address of its principal office.

26 (c) The date on which the certificate of election to dissolve was
27 filed by the corporation commission.

28 (d) That there are no actions or suits pending against the
29 cooperative.

30 (e) That all debts, obligations and liabilities of the cooperative
31 have been paid and discharged or that adequate provision has been made for
32 payment and discharge.

33 (f) That the preceding provisions of this subsection have been duly
34 complied with.

35 11. The articles of dissolution prepared pursuant to paragraph 10 of
36 this subsection shall be delivered to the commission for filing. Within
37 ~~sixty~~ FIVE BUSINESS days after the commission approves the filing, ~~a copy of~~
38 ~~the articles of dissolution shall be published. An affidavit evidencing the~~
39 ~~publication may be filed with the commission.~~ THE COMMISSION SHALL INPUT THE
40 INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION
41 10-130.

1 Sec. 12. Section 10-2143, Arizona Revised Statutes, is amended to
2 read:

3 10-2143. Dissolution; database

4 A. A generation and transmission cooperative that has not commenced
5 business may dissolve voluntarily by delivering to the corporation commission
6 articles of dissolution, executed and acknowledged on behalf of the
7 generation and transmission cooperative by a majority of the incorporators,
8 which shall state:

- 9 1. The name of the generation and transmission cooperative.
- 10 2. The address of its principal office.
- 11 3. The date of its incorporation.
- 12 4. That the generation and transmission cooperative has not commenced
13 business.
- 14 5. That the amount, if any, actually paid in on account of membership
15 fees, less any part disbursed for necessary expenses, has been returned to
16 those entitled and that all easements have been released to the grantors.
- 17 6. That no debt of the generation and transmission cooperative remains
18 unpaid.
- 19 7. That a majority of the incorporators elect that the generation and
20 transmission cooperative be dissolved. The articles of dissolution shall be
21 submitted to the corporation commission for filing as provided in this
22 article.

23 B. A generation and transmission cooperative that has commenced
24 business may dissolve voluntarily and wind up its affairs in the following
25 manner:

- 26 1. The proposition that the generation and transmission cooperative be
27 dissolved must be submitted to the members of the generation and transmission
28 cooperative at any meeting. The meeting notice shall state the proposition.
29 The proposed voluntary dissolution is deemed to be approved on the
30 affirmative vote of not less than two-thirds of those members acting through
31 their voting delegates voting at the meeting.
- 32 2. On approval, a certificate of election to dissolve, designated the
33 "certificate", shall be executed by the generation and transmission
34 cooperative. The certificate shall be submitted to the corporation
35 commission for filing as provided in this article and shall state:
 - 36 (a) The name of the generation and transmission cooperative.
 - 37 (b) The address of its principal office.
 - 38 (c) The names and addresses of its directors.
 - 39 (d) The total number of voting delegates of the generation and
40 transmission cooperative and the number of voting delegates who voted for and
41 against the voluntary dissolution of the generation and transmission
42 cooperative.
- 43 3. On the filing of the certificate with the corporation commission,
44 the generation and transmission cooperative shall cease to carry on its
45 business except as is necessary for the winding up of business, but its

1 corporate existence continues until articles of dissolution have been filed
2 with the corporation commission.

3 4. After the filing of the certificate with the corporation
4 commission, the board of directors shall immediately mail notice of the
5 winding up of proceedings to each known creditor and claimant and publish
6 notice once a week for two successive weeks in a newspaper of general
7 circulation in the county in which the principal office of the generation and
8 transmission cooperative is located.

9 5. The board of directors has full power to wind up and settle the
10 affairs of the cooperative and shall proceed to collect the debts owing to
11 the generation and transmission cooperative, convey and dispose of its
12 property and assets, pay, satisfy and discharge its debts, obligations and
13 liabilities and do all other things required to liquidate its business and
14 affairs and, after paying or adequately providing for the payment of all its
15 debts, obligations and liabilities, shall distribute the remainder of its
16 property and assets among its members without priority in proportion to the
17 aggregate patronage of each member during the seven years next preceding the
18 date of filing the certificate, or, if the generation and transmission
19 cooperative was not in existence for such period, during the period of its
20 existence.

21 6. When all debts, liabilities and obligations of the generation and
22 transmission cooperative have been paid and discharged or adequate provision
23 has been made for them, and all the remaining property and assets of the
24 generation and transmission cooperative have been distributed to the members
25 pursuant to this section, the board of directors shall authorize the
26 execution of articles of dissolution. The articles of dissolution shall
27 state:

28 (a) The name of the generation and transmission cooperative.

29 (b) The address of the principal office of the generation and
30 transmission cooperative.

31 (c) That the generation and transmission cooperative has previously
32 delivered to the corporation commission a certificate of election to dissolve
33 and the date on which the certificate was filed by the corporation
34 commission.

35 (d) That all debts, obligations and liabilities of the generation and
36 transmission cooperative have been paid and discharged or that adequate
37 provision has been made for them.

38 (e) That all the remaining property and assets of the generation and
39 transmission cooperative have been distributed among the members in
40 accordance with this section.

41 (f) That there are no actions or suits pending against the generation
42 and transmission cooperative.

43 7. The articles of dissolution prepared pursuant to paragraph 6 of
44 this subsection shall be delivered to the commission for filing. Within
45 ~~sixty~~ FIVE BUSINESS days after the commission approves the filing, ~~a copy of~~

1 ~~the articles of dissolution shall be published. An affidavit evidencing the~~
2 ~~publication may be filed with the commission. THE COMMISSION SHALL INPUT THE~~
3 ~~INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION~~
4 ~~10-130.~~

5 Sec. 13. Section 10-3203, Arizona Revised Statutes, is amended to
6 read:

7 10-3203. Incorporation; database

8 A. Unless a delayed effective date is specified in the articles of
9 incorporation, incorporation occurs and the corporate existence begins when
10 the articles of incorporation and certificate of disclosure are delivered to
11 the commission for filing.

12 B. The commission's filing of the articles of incorporation and
13 certificate of disclosure is conclusive proof that the incorporators
14 satisfied all conditions precedent to incorporation except in a proceeding by
15 the state to cancel or revoke the incorporation or involuntarily dissolve the
16 corporation pursuant to chapter 37 of this title.

17 C. Subject to section 10-3124, if the commission determines that the
18 requirements of chapters 24 through 42 of this title for filing have not been
19 met, the articles of incorporation and certificate of disclosure shall not be
20 filed and the corporate existence terminates at the time the commission
21 completes the determination. If the corporate existence is terminated
22 pursuant to this subsection, sections 10-11404, 10-11405 and 10-11406 apply.

23 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
24 filing, ~~a copy of the articles of incorporation shall be published. An~~
25 ~~affidavit evidencing the publication may be filed with the commission. THE~~
26 ~~COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE~~
27 ~~DATABASE AS PRESCRIBED BY SECTION 10-130.~~

28 Sec. 14. Section 10-3224, Arizona Revised Statutes, is amended to
29 read:

30 10-3224. Recording of articles of domestication; database

31 A. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
32 filing of the articles of domestication, ~~a copy of the articles of~~
33 ~~domestication shall be published. An affidavit evidencing the publication~~
34 ~~may be filed with the commission. THE COMMISSION SHALL INPUT THE INFORMATION~~
35 ~~REGARDING THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.~~

36 B. If other laws require the domesticated corporation to record its
37 articles of incorporation, the domesticated corporation shall also record the
38 articles of domestication.

39 Sec. 15. Section 10-11006, Arizona Revised Statutes, is amended to
40 read:

41 10-11006. Articles of amendment; database

42 A. A corporation amending its articles of incorporation shall deliver
43 to the commission for filing articles of amendment setting forth:

- 44 1. The name of the corporation.
- 45 2. The text of each amendment adopted.

1 3. The date of each amendment's adoption.

2 4. A statement that the amendment was duly adopted by act of the
3 members or act of the board of directors and, if applicable, with the
4 approval required pursuant to section 10-11030.

5 B. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
6 filing, ~~a copy of the articles of amendment shall be published. An affidavit~~
7 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION
8 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
9 PRESCRIBED BY SECTION 10-130.

10 Sec. 16. Section 10-11007, Arizona Revised Statutes, is amended to
11 read:

12 10-11007. Restated articles of incorporation; database

13 A. A corporation's board of directors may restate its articles of
14 incorporation at any time with or without approval by the members or any
15 other person.

16 B. The restatement may include one or more amendments to the articles
17 of incorporation. If the restatement includes an amendment requiring
18 approval by the members or any other person, it shall be adopted as provided
19 in section 10-11003.

20 C. If the board of directors submits a restatement for member action,
21 the corporation shall notify each member entitled to vote of the proposed
22 membership meeting in writing in accordance with section 10-3705. The notice
23 shall also state that the purpose or one of the purposes of the meeting is to
24 consider the proposed restatement and shall contain or be accompanied by a
25 copy or summary of the restatement that identifies any amendment or other
26 change it would make in the articles.

27 D. If the board of directors submits a restatement for member action
28 by written ballot or written consent, the material that solicits the approval
29 shall contain or be accompanied by a copy or summary of the restatement that
30 also identifies any amendment or other change it would make in the articles
31 of incorporation.

32 E. A corporation restating its articles of incorporation shall deliver
33 to the commission for filing articles of restatement setting forth the name
34 of the corporation and the text of the restated articles of incorporation
35 together with a certificate setting forth:

36 1. Whether the restatement contains an amendment to the articles
37 requiring approval by any other person other than the board of directors and,
38 if it does not, that the board of directors adopted the restatement.

39 2. If the restatement contains an amendment to the articles requiring
40 approval by the members, a statement that such approval was obtained.

41 3. If the restatement contains an amendment to the articles requiring
42 approval by a person whose approval is required pursuant to section 10-11030,
43 a statement that such approval was obtained.

44 F. Duly adopted restated articles of incorporation supersede the
45 original articles of incorporation and all amendments to them.

1 G. The commission may certify restated articles of incorporation, as
2 the articles of incorporation currently in effect, without including the
3 certificate information required by subsection E of this section.

4 H. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
5 filing, ~~a copy of the articles of restatement shall be published. An~~
6 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
7 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
8 DATABASE AS PRESCRIBED BY SECTION 10-130.

9 Sec. 17. Section 10-11008, Arizona Revised Statutes, is amended to
10 read:

11 10-11008. Amendment pursuant to reorganization; database

12 A. A corporation's articles may be amended pursuant to this section
13 without action by the board of directors or members or approval required
14 pursuant to section 10-11030 to carry out a plan of reorganization ordered or
15 decreed by a court of competent jurisdiction under a federal statute or a
16 statute of this state if the articles of incorporation after amendment
17 contain only provisions required or permitted by section 10-3202.

18 B. Before the date of entry of a final decree in the reorganization
19 proceeding, the individual or individuals designated by the court plan shall
20 deliver to the commission articles of amendment setting forth all of the
21 following:

- 22 1. The name of the corporation.
- 23 2. The text of each amendment contained in the plan of reorganization.
- 24 3. The date of the court's order or decree confirming the plan of
25 reorganization containing the articles of amendment.
- 26 4. The title of the reorganization proceeding in which the order or
27 decree was entered.
- 28 5. A statement that the court had jurisdiction of the proceeding under
29 federal or state statute.

30 C. This section does not apply after entry of a final decree in the
31 reorganization proceeding even though the court retains jurisdiction of the
32 proceeding for limited purposes unrelated to consummation of the
33 reorganization plan.

34 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
35 filing, ~~a copy of the articles of amendment shall be published. An affidavit~~
36 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION
37 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
38 PRESCRIBED BY SECTION 10-130.

39 Sec. 18. Section 10-11105, Arizona Revised Statutes, is amended to
40 read:

41 10-11105. Articles of merger or membership exchange; database

42 A. After a plan of merger or membership exchange is approved by the
43 board of directors and, if required by section 10-11103, by the members and
44 any other persons, the surviving or acquiring corporation shall deliver to
45 the commission for filing both:

1 1. The plan of merger or membership exchange.
2 2. Articles of merger or membership exchange setting forth:
3 (a) The names of the corporations that were parties to the merger or
4 membership exchange.
5 (b) The name and address of the known place of business of the
6 surviving or acquiring corporation.
7 (c) The name and address of the statutory agent of the surviving or
8 acquiring corporation.
9 (d) Any amendments to the articles of incorporation of the surviving
10 corporation.
11 (e) A statement that the amendment was duly adopted by act of the
12 board of directors and, if required by section 10-11103, by act of the
13 members and any other persons.
14 B. A merger takes effect at the effective time and date of the
15 articles of merger, as determined pursuant to section 10-3123.
16 C. If the articles of merger include amendments to the articles of
17 incorporation of the surviving corporation, the document required to be filed
18 and published under this section shall be styled "articles of amendment and
19 merger".
20 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
21 filing, ~~a copy of the articles of merger or membership exchange shall be~~
22 ~~published. An affidavit evidencing the publication may be filed with the~~
23 ~~commission.~~ THE COMMISSION SHALL INPUT THE INFORMATION REGARDING THE
24 APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.
25 Sec. 19. Section 10-11403, Arizona Revised Statutes, is amended to
26 read:
27 10-11403. Articles of dissolution; database
28 A. At any time after dissolution is authorized, the corporation may
29 dissolve by delivering to the commission articles of dissolution setting
30 forth all of the following:
31 1. The name of the corporation.
32 2. The date dissolution was authorized.
33 3. A statement that the dissolution was duly authorized by an act of
34 the members or an act of the board of directors and, if applicable, with the
35 approval required pursuant to section 10-11402.
36 B. A corporation is dissolved on the effective date of its articles of
37 dissolution.
38 C. The articles of dissolution shall not be considered complete until
39 all fees, penalties and costs required to be paid under this title have been
40 paid.
41 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
42 filing, ~~a copy of the articles of dissolution shall be published. An~~
43 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
44 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
45 DATABASE AS PRESCRIBED BY SECTION 10-130.

1 E. The articles of dissolution are not complete until the commission
2 has received a notice from the department of revenue that the tax levied
3 under title 42, chapter 5, article 1 against the corporation has been paid,
4 or until the department of revenue notifies the commission that the
5 corporation is not subject to the tax and the commission has received from
6 the department of revenue a certificate issued by the department of revenue
7 pursuant to section 43-1151.

8 Sec. 20. Section 10-11503, Arizona Revised Statutes, is amended to
9 read:

10 10-11503. Application for certificate of authority: database

11 A. A foreign corporation may apply for authority to conduct affairs in
12 this state by delivering an application and a certificate of disclosure to
13 the commission for filing. The certificate of disclosure shall contain the
14 information set forth in section 10-3202, subsection D and is subject to the
15 requirements of section 10-3202, subsection F. The application shall be
16 executed by the corporation and shall set forth:

17 1. The name of the foreign corporation and, if its name is unavailable
18 for use in this state, a corporate name that satisfies the requirements of
19 section 10-11506.

20 2. The name of the state or country under whose law it is
21 incorporated.

22 3. Its date of incorporation and period of duration.

23 4. The street address of its principal office in its state or country
24 of incorporation.

25 5. The street address of the proposed known place of business of the
26 corporation in this state and the name and street address of its proposed
27 statutory agent in this state.

28 6. If its purpose or purposes are narrower than the transaction of any
29 or all lawful affairs in which corporations may engage in the state or
30 country under whose law it is incorporated, a statement of the limitations on
31 its purpose.

32 7. The names and usual business addresses of its current directors and
33 officers.

34 8. Whether the foreign corporation has members.

35 9. A brief statement of the character of business that the corporation
36 initially intends actually to conduct in this state. This statement does not
37 limit the character of business that the corporation ultimately conducts.

38 B. The foreign corporation shall deliver the application and the
39 certificate of disclosure to the commission, together with a copy of its
40 articles of incorporation, any amendments to the articles of incorporation
41 and a certificate of existence or a document of similar import duly
42 authenticated by the secretary of state or other official having custody of
43 corporate records in the state or country under whose law it is incorporated,
44 and the nonrefundable fees required by law.

1 C. After determining that the application sets forth the information
2 required by this section, does not use as the name of the corporation in this
3 state a name that is in violation of section 10-11506 and appears in all
4 other respects to conform to the requirements of this article, the commission
5 shall file the application. The date of filing shall be the date on which
6 the corporation is granted authority to transact business in this state.

7 D. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
8 filing, ~~a copy of the application shall be published. An affidavit~~
9 ~~evidencing the publication may be filed with the commission.~~ THE COMMISSION
10 SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE DATABASE AS
11 PRESCRIBED BY SECTION 10-130.

12 E. A foreign corporation authorized to transact business in this state
13 is subject to section 10-11623.

14 Sec. 21. Section 10-11520, Arizona Revised Statutes, is amended to
15 read:

16 10-11520. Withdrawal of foreign corporation; database

17 A. A foreign corporation authorized to conduct affairs in this state
18 shall not withdraw from this state until the commission files its application
19 for withdrawal.

20 B. A foreign corporation authorized to conduct affairs in this state
21 may apply to surrender the authority by delivering an application to the
22 commission for filing. The application shall set forth:

23 1. The name of the foreign corporation and the name of the state or
24 country under whose law it is incorporated.

25 2. That it is not conducting affairs in this state and that it
26 surrenders its authority to conduct affairs in this state.

27 3. That the foreign corporation revokes the authority of its statutory
28 agent to accept service on its behalf and appoints the commission as its
29 agent for service of process in any proceeding based on a cause of action
30 arising during the time it was authorized to conduct affairs in this state.

31 4. A mailing address to which the commission may mail a copy of any
32 process served on the commission pursuant to its appointment as the foreign
33 corporation's agent for service of process.

34 5. A commitment to notify the commission in the future of any change
35 in the foreign corporation's mailing address.

36 C. The application for withdrawal is not considered complete until the
37 commission has received a notice from the department of revenue to the effect
38 that the tax levied under title 42, chapter 5, article 1 against the foreign
39 corporation has been paid or until it is notified by the department of
40 revenue that the applicant is not subject to the tax and further has received
41 from the department of revenue its certificate issued pursuant to section
42 43-1151.

43 D. The application for withdrawal is not considered complete until all
44 fees, penalties and costs required to be paid under this chapter have been
45 paid.

1 E. After determining that the application appears in all respects to
2 conform to the requirements of this chapter and when all fees have been paid
3 as are prescribed in this chapter, the commission shall file the application
4 in the manner provided in section 10-3120. On the filing of the application
5 for withdrawal, the authority of the foreign corporation to transact business
6 in this state ceases.

7 F. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
8 filing, ~~a copy of the application for withdrawal shall be published. An~~
9 ~~affidavit evidencing the publication may be filed with the commission.~~ THE
10 COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
11 DATABASE AS PRESCRIBED BY SECTION 10-130.

12 G. After the withdrawal of the corporation is effective, service of
13 process on the commission under this section is service on the foreign
14 corporation. On receipt of process, the commission shall mail a copy of the
15 process to the foreign corporation at the mailing address set forth in its
16 application for withdrawal.

17 Sec. 22. Section 29-633, Arizona Revised Statutes, is amended to read:
18 29-633. Amendment of articles of organization; restatement;
19 database; exception

20 A. The articles of organization of a limited liability company are
21 amended by filing with the commission the articles of amendment, signed on
22 behalf of the limited liability company by a manager if management of the
23 limited liability company is vested in one or more managers or by a member if
24 management of the limited liability company is reserved to the members. The
25 articles of amendment shall set forth:

- 26 1. The name of the limited liability company.
- 27 2. The text of the amendment to the articles of organization.

28 B. A limited liability company shall amend its articles of
29 organization if there is a statement in the articles of organization that was
30 false or erroneous when it was made or within thirty days after the
31 occurrence of any of the following events:

32 1. Any arrangements or facts have changed making the articles of
33 organization inaccurate in any respect other than those changes required to
34 be set forth in a statement delivered to the commission pursuant to section
35 29-605.

36 2. Management of the limited liability company is reserved to the
37 members and there is a change in the persons who are members.

38 3. Management of the limited liability company is vested in a manager
39 or managers and there is a change in the persons who are managers or in the
40 members who own a twenty per cent or greater interest in the capital or
41 profits interest of the limited liability company.

42 C. A limited liability company may amend its articles of organization
43 if its articles of organization as amended contain only provisions that may
44 be lawfully contained in the articles of organization at the time of making
45 the amendment. In particular and without limitation on the general power of

1 amendment, a limited liability company may amend its articles of organization
2 to:

- 3 1. Change the name of the limited liability company.
- 4 2. Change, enlarge or diminish the purposes of the limited liability
5 company.
- 6 3. If management is reserved to the members of a limited liability
7 company, vest management of the limited liability company in one or more
8 managers.
- 9 4. If management is vested in one or more managers, vest management of
10 the limited liability company in the members.

11 D. A limited liability company may restate its articles of
12 organization. Restated articles of organization shall be executed and filed
13 in the same manner as articles of amendment. Restated articles of
14 organization shall be specifically designated as such in the heading and
15 shall state either in the heading or in an introductory paragraph the limited
16 liability company's present name and, if it has been changed, all of its
17 former names.

18 E. A limited liability company that has not amended its articles of
19 organization as required by this section may not maintain an action upon or
20 on account of a contract or transaction made in the name of the limited
21 liability company in any court of this state until it has first amended its
22 articles of organization as required by this section. No person has any
23 liability because an amendment to articles of organization has not been filed
24 to reflect the occurrence of any event prescribed by subsection B of this
25 section if the amendment is filed within the thirty-day period specified in
26 subsection B of this section.

27 F. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
28 filing, ~~a copy of the articles of amendment or restated articles of~~
29 ~~organization shall be published in a newspaper of general circulation in the~~
30 ~~county of the known place of business for three consecutive publications. An~~
31 ~~affidavit evidencing publication may be filed with the commission. THE~~
32 ~~COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE~~
33 ~~DATABASE AS PRESCRIBED BY SECTION 10-130.~~

34 G. ~~Publication~~ COMPLIANCE WITH SUBSECTION F OF THIS SECTION is not
35 required if amendments to the articles of organization or restated articles
36 of organization only change any of the following:

- 37 1. The name or address of members or managers.
- 38 2. The known place of business address.
- 39 3. The name or address of the statutory agent.

40 Sec. 23. Section 29-635, Arizona Revised Statutes, is amended to read:
41 29-635. Formation of limited liability company; database

42 A. Except as provided in section 29-634, subsection D, a limited
43 liability company is formed when the articles of organization are delivered
44 to the commission for filing, even if the commission is unable to make the
45 determination required for filing by section 29-634, subsection A at the time

1 of delivery. If the articles of organization, as delivered to the
2 commission, do not conform to the filing provisions of this chapter and are
3 not brought into conformance within the time period prescribed by section
4 29-634, subsection C, paragraph 2, the existence of the limited liability
5 company terminates at the end of the time period.

6 B. A copy of the articles of organization that is filed with the
7 commission and that is stamped "filed" and marked with the filing date is
8 conclusive evidence that all conditions precedent required to be performed by
9 the organizers have been complied with and that the limited liability company
10 has been legally organized and formed under this chapter. A limited
11 liability company continues perpetually unless otherwise provided in its
12 articles of organization or operating agreement or until the limited
13 liability company is dissolved and terminated in accordance with this
14 chapter.

15 C. Within ~~sixty~~ FIVE BUSINESS days after the commission approves the
16 filing, ~~there shall be published in a newspaper of general circulation in the~~
17 ~~county of the known place of business, for three consecutive publications, a~~
18 ~~notice of the filing of such articles of organization consisting of the~~
19 ~~information required in section 29-632, subsection A, paragraphs 1, 2, 3, 5~~
20 ~~and 6. An affidavit evidencing publication may be filed with the commission.~~
21 THE COMMISSION SHALL INPUT THE INFORMATION REGARDING THE APPROVAL INTO THE
22 DATABASE AS PRESCRIBED BY SECTION 10-130.

23 Sec. 24. Section 29-754, Arizona Revised Statutes, is amended to read:
24 29-754. Articles of merger or consolidation

25 A. A business entity that survives or results from a merger or
26 consolidation pursuant to this article shall file articles of merger or
27 consolidation with the commission. The articles of merger or consolidation
28 shall:

29 1. Include the plan of merger or consolidation or state that the plan
30 of merger or consolidation is on file at a place of business of the surviving
31 or resulting business entity, including the address of the place of business,
32 and that the surviving or resulting business entity will provide a copy of
33 the plan of merger or consolidation on request and without cost to any person
34 who holds an interest in a business entity that is a party to the merger or
35 consolidation.

36 2. State that each business entity that is a party to the merger or
37 consolidation approved a plan of merger or consolidation in the manner
38 provided by law.

39 3. State the future effective date of the merger or consolidation if
40 it is not effective on the filing of the articles of merger or consolidation.

41 4. If the surviving or resulting business entity is not a business
42 entity organized under the laws of this state, state both of the following:

43 (a) The surviving or resulting business entity agrees that it may be
44 served with process in this state in an action, suit or proceeding for the
45 enforcement of any obligation of any business entity that was organized under

1 the laws of this state and that is a party to the merger or consolidation and
2 for the enforcement of any obligation of the surviving or resulting business
3 entity arising from the merger or consolidation.

4 (b) It irrevocably appoints the commission as its agent to accept
5 service of process in the action, suit or proceeding described in subdivision
6 (a) OF THIS PARAGRAPH, including the address to which the commission shall
7 mail a copy of the process.

8 5. Include any amendments to the articles of organization of the
9 surviving limited liability company if the surviving or resulting business
10 entity is a limited liability company.

11 B. The articles of merger or consolidation shall be duly executed as
12 follows:

13 1. In the case of a domestic limited liability company, by the member
14 or manager designated in the plan of merger or consolidation.

15 2. In the case of a business entity other than a domestic limited
16 liability company, in the manner provided by law.

17 C. Articles of merger or consolidation shall serve as articles of
18 termination for a limited liability company that is not the surviving or
19 resulting business entity in the merger or consolidation.

20 D. If the articles of merger include amendments to the articles of
21 organization, the ~~document~~ COMMISSION shall ~~be published~~ INPUT THE
22 INFORMATION INTO THE DATABASE as ~~provided in~~ PRESCRIBED BY section ~~29-633~~
23 10-130. The document required to be filed ~~and published~~ shall be styled
24 "articles of amendment and merger".

25 Sec. 25. Appropriation; Arizona corporation commission;
26 exemption

27 A. The sum of \$65,000 is appropriated from the public access fund
28 established by section 10-122.01, Arizona Revised Statutes, in fiscal year
29 2014-2015 to the Arizona corporation commission for the purpose of developing
30 and maintaining a searchable database for the purposes of section 10-130,
31 Arizona Revised Statutes, as amended by this act.

32 B. The appropriation made in subsection A of this section is exempt
33 from the provisions of section 35-190, Arizona Revised Statutes, relating to
34 lapsing of appropriations.

35 Sec. 26. Effective date

36 This act is effective from and after December 31, 2014.