

PROPOSED

HOUSE OF REPRESENTATIVES AMENDMENTS TO H.B. 2016

(Reference to printed bill)

1 Strike everything after the enacting clause and insert:

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

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

18 10-203. Incorporation

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

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

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

1 D. Within sixty days after the commission approves the filing, EITHER
2 OF THE FOLLOWING MUST OCCUR:

3 1. A copy of the articles of incorporation shall be published. An
4 affidavit evidencing the publication may be filed with the commission.

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

7 Sec. 3. Section 10-1006, Arizona Revised Statutes, is amended to read:
8 10-1006. Articles of amendment

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

11 1. The name of the corporation.

12 2. The text of each amendment adopted.

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

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

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

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

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

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

30 B. Within sixty days after the commission approves the filing, EITHER
31 OF THE FOLLOWING MUST OCCUR:

32 1. A copy of the articles of amendment shall be published. An
33 affidavit evidencing the publication may be filed with the commission.

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

1 Sec. 4. Section 10-1007, Arizona Revised Statutes, is amended to read:
2 10-1007. Restated articles of incorporation

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

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

8 C. If the board of directors submits a restatement for shareholder
9 action, the corporation shall notify each shareholder, whether or not
10 entitled to vote, of the proposed shareholders' meeting ~~in accordance with~~
11 PURSUANT TO section 10-705. The notice shall also state that the purpose or
12 one of the purposes of the meeting is to consider the proposed restatement
13 and shall contain or be accompanied by a copy of the restatement that
14 identifies any amendment or other change it would make in the articles.

15 D. A corporation restating its articles of incorporation shall deliver
16 to the commission for filing articles of restatement setting forth the name
17 of the corporation and the text of the restated articles of incorporation
18 together with a certificate setting forth:

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

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

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

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

29 G. Within sixty days after the commission approves the filing, EITHER
30 OF THE FOLLOWING MUST OCCUR:

31 1. A copy of the articles of restatement shall be published. An
32 affidavit evidencing the publication may be filed with the commission.

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

35

1 Sec. 5. Section 10-1008, Arizona Revised Statutes, is amended to read:

2 10-1008. Amendment pursuant to reorganization

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

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

13 1. The name of the corporation.

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

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

17 4. The title of the reorganization proceeding in which the order or
18 decree was entered.

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

21 C. Shareholders of a corporation undergoing reorganization do not have
22 dissenters' rights except as and to the extent provided in the reorganization
23 plan.

24 D. This section does not apply after entry of a final decree in the
25 reorganization proceeding even though the court retains jurisdiction of the
26 proceeding for limited purposes unrelated to consummation of the
27 reorganization plan.

28 E. Within sixty days after the commission approves the filing, **EITHER**
29 **OF THE FOLLOWING MUST OCCUR:**

30 1. A copy of the articles of amendment shall be published. An
31 affidavit evidencing the publication may be filed with the commission.

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

34 Sec. 6. Section 10-1105, Arizona Revised Statutes, is amended to read:

35 10-1105. Statement of merger or interest exchange; publication

1 Within sixty days after the commission approves the filing of a
2 statement of merger or statement of interest exchange, **EITHER OF THE**
3 **FOLLOWING MUST OCCUR:**

4 1. A copy of the statement of merger or statement of interest exchange
5 shall be published. An affidavit evidencing the publication may be filed
6 with the commission.

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

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

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

14 1. The name of the corporation.

15 2. The date dissolution was authorized.

16 3. If dissolution was approved by the shareholders, both:

17 (a) The number of votes entitled to be cast on the proposal to
18 dissolve.

19 (b) Either the total number of votes cast for and against dissolution
20 or the total number of undisputed votes cast for dissolution and a statement
21 that the number cast for dissolution was sufficient for approval.

22 4. If voting by voting groups was required, the information required
23 by paragraph 3 **OF THIS SUBSECTION** shall be separately provided for each
24 voting group entitled to vote separately on the plan to dissolve.

25 B. A corporation is dissolved on the effective date of its articles of
26 dissolution.

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

34 D. Within sixty days after the commission approves the filing, **EITHER**
35 **OF THE FOLLOWING MUST OCCUR:**

36 1. A copy of the articles of dissolution shall be published. An
37 affidavit evidencing the publication may be filed with the commission.

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

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

6 Sec. 8. Section 10-1503, Arizona Revised Statutes, is amended to read:
7 10-1503. Application for authority to transact business

8 A. A foreign corporation may apply for authority to transact business
9 in this state by delivering an application and a certificate of disclosure to
10 the commission for filing. The certificate of disclosure shall contain the
11 information set forth in section 10-202, subsection D and is subject to the
12 requirements of section 10-202, subsection F. The application shall be
13 executed by the corporation and shall set forth:

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

17 2. The name of the state or country under whose law it is
18 incorporated.

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

20 4. The street address of its principal office in its state or country
21 of incorporation.

22 5. The street address of the proposed known place of business of the
23 corporation in this state and the name and street address of its proposed
24 statutory agent in this state.

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

29 7. The names and usual business addresses of its current directors and
30 officers.

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

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

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

4 B. The foreign corporation shall deliver the application and the
5 certificate of disclosure to the commission, together with a copy of its
6 articles of incorporation, any amendments to the articles of incorporation
7 and a certificate of existence or a document of similar import duly
8 authenticated by the secretary of state or other official having custody of
9 corporate records in the state or country under whose law it is incorporated,
10 and the nonrefundable fees required by law.

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

17 D. Within sixty days after the commission approves the filing, **EITHER**
18 **OF THE FOLLOWING MUST OCCUR:**

19 1. A copy of the application shall be published. An affidavit
20 evidencing the publication may be filed with the commission.

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

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

25 Sec. 9. Section 10-1520, Arizona Revised Statutes, is amended to read:
26 **10-1520. Withdrawal of foreign corporation**

27 A. A foreign corporation authorized to transact business in this state
28 shall not withdraw from this state until the commission files its application
29 for withdrawal.

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

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

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

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

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

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

10 C. The application for withdrawal is not considered complete until the
11 commission has received a notice from the department of revenue to the effect
12 that the tax levied under title 42, chapter 5, article 1 against the foreign
13 corporation has been paid or until it is notified by the department of
14 revenue that the applicant is not subject to the tax and further has received
15 from the department of revenue its certificate issued pursuant to section
16 43-1151.

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

20 E. After determining that the application appears in all respects to
21 conform to the requirements of this chapter and when all fees have been paid
22 as are prescribed in this chapter, the commission shall file the application
23 in the manner provided in section 10-120. On the filing of the application
24 for withdrawal, the authority of the foreign corporation to transact business
25 in this state ceases.

26 F. Within sixty days after the commission approves the filing, **EITHER**
27 **OF THE FOLLOWING MUST OCCUR:**

28 1. A copy of the application for withdrawal shall be published. An
29 affidavit evidencing the publication may be filed with the commission.

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

32 G. After withdrawal of the foreign corporation is effective, service
33 of process on the commission under this section is service on the foreign
34 corporation. On receipt of process, the commission shall mail a copy of the
35 process to the foreign corporation at the most recent mailing address
36 provided by the foreign corporation in the application or by notice to the
37 commission.

1 Sec. 10. Section 10-2077, Arizona Revised Statutes, is amended to
2 read:

3 10-2077. Dissolution

4 A. A cooperative ~~which~~ THAT has not commenced business may be
5 dissolved by delivering to the corporation commission articles of
6 dissolution, which shall be executed by the cooperative and which shall
7 state:

8 1. The name of the cooperative.

9 2. The address of its principal office.

10 3. That the cooperative has not commenced business.

11 4. That any monies received by the cooperative, less any part
12 disbursed for expenses of the cooperative, have been returned or paid to
13 those entitled to the monies.

14 5. That no debt of the cooperative is unpaid.

15 6. That a majority of the incorporators elect that the cooperative be
16 dissolved.

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

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

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

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

28 4. The certificate shall state:

29 (a) The name of the cooperative.

30 (b) The address of its principal office.

31 (c) That the members of the cooperative have duly voted that the
32 cooperative be dissolved.

33 5. The certificate shall be submitted to the corporation commission
34 for filing.

35 6. ~~Upon~~ ON filing the certificate with the corporation commission the
36 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 CORPORATION commission for filing.

1 Within sixty days after the CORPORATION commission approves the filing,
2 EITHER OF THE FOLLOWING MUST OCCUR:

3 (a) A copy of the articles of dissolution shall be published. An
4 affidavit evidencing the publication may be filed with the CORPORATION
5 commission.

6 (b) THE CORPORATION COMMISSION SHALL INPUT THE INFORMATION REGARDING
7 THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.

8 Sec. 11. Section 10-2143, Arizona Revised Statutes, is amended to
9 read:

10 10-2143. Dissolution

11 A. A generation and transmission cooperative that has not commenced
12 business may dissolve voluntarily by delivering to the corporation commission
13 articles of dissolution, executed and acknowledged on behalf of the
14 generation and transmission cooperative by a majority of the incorporators,
15 which shall state:

16 1. The name of the generation and transmission cooperative.

17 2. The address of its principal office.

18 3. The date of its incorporation.

19 4. That the generation and transmission cooperative has not commenced
20 business.

21 5. That the amount, if any, actually paid in on account of membership
22 fees, less any part disbursed for necessary expenses, has been returned to
23 those entitled and that all easements have been released to the grantors.

24 6. That no debt of the generation and transmission cooperative remains
25 unpaid.

26 7. That a majority of the incorporators elect that the generation and
27 transmission cooperative be dissolved. The articles of dissolution shall be
28 submitted to the corporation commission for filing as provided in this
29 article.

30 B. A generation and transmission cooperative that has commenced
31 business may dissolve voluntarily and wind up its affairs in the following
32 manner:

33 1. The proposition that the generation and transmission cooperative be
34 dissolved must be submitted to the members of the generation and transmission
35 cooperative at any meeting. The meeting notice shall state the proposition.
36 The proposed voluntary dissolution is deemed to be approved on the

1 affirmative vote of not less than two-thirds of those members acting through
2 their voting delegates voting at the meeting.

3 2. On approval, a certificate of election to dissolve, designated the
4 "certificate", shall be executed by the generation and transmission
5 cooperative. The certificate shall be submitted to the corporation
6 commission for filing as provided in this article and shall state:

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

8 (b) The address of its principal office.

9 (c) The names and addresses of its directors.

10 (d) The total number of voting delegates of the generation and
11 transmission cooperative and the number of voting delegates who voted for and
12 against the voluntary dissolution of the generation and transmission
13 cooperative.

14 3. On the filing of the certificate with the corporation commission,
15 the generation and transmission cooperative shall cease to carry on its
16 business except as is necessary for the winding up of business, but its
17 corporate existence continues until articles of dissolution have been filed
18 with the corporation commission.

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

25 5. The board of directors has full power to wind up and settle the
26 affairs of the cooperative and shall proceed to collect the debts owing to
27 the generation and transmission cooperative, convey and dispose of its
28 property and assets, pay, satisfy and discharge its debts, obligations and
29 liabilities and do all other things required to liquidate its business and
30 affairs and, after paying or adequately providing for the payment of all its
31 debts, obligations and liabilities, shall distribute the remainder of its
32 property and assets among its members without priority in proportion to the
33 aggregate patronage of each member during the seven years next preceding the
34 date of filing the certificate, or, if the generation and transmission
35 cooperative was not in existence for such period, during the period of its
36 existence.

1 6. When all debts, liabilities and obligations of the generation and
2 transmission cooperative have been paid and discharged or adequate provision
3 has been made for them, and all the remaining property and assets of the
4 generation and transmission cooperative have been distributed to the members
5 pursuant to this section, the board of directors shall authorize the
6 execution of articles of dissolution. The articles of dissolution shall
7 state:

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

9 (b) The address of the principal office of the generation and
10 transmission cooperative.

11 (c) That the generation and transmission cooperative has previously
12 delivered to the corporation commission a certificate of election to dissolve
13 and the date on which the certificate was filed by the corporation
14 commission.

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

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

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

23 7. The articles of dissolution prepared pursuant to paragraph 6 of
24 this subsection shall be delivered to the CORPORATION commission for filing.
25 Within sixty days after the CORPORATION commission approves the filing,
26 EITHER OF THE FOLLOWING MUST OCCUR:

27 (a) A copy of the articles of dissolution shall be published. An
28 affidavit evidencing the publication may be filed with the CORPORATION
29 commission.

30 (b) THE CORPORATION COMMISSION SHALL INPUT THE INFORMATION REGARDING
31 THE APPROVAL INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.

32 Sec. 12. Section 10-3203, Arizona Revised Statutes, is amended to
33 read:

34 10-3203. Incorporation

35 A. Unless a delayed effective date is specified in the articles of
36 incorporation, incorporation occurs and the corporate existence begins when

1 the articles of incorporation and certificate of disclosure are delivered to
2 the commission for filing.

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

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

14 D. Within sixty days after the commission approves the filing, **EITHER**
15 **OF THE FOLLOWING MUST OCCUR:**

16 1. A copy of the articles of incorporation shall be published. An
17 affidavit evidencing the publication may be filed with the commission.

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

20 Sec. 13. Section 10-11006, Arizona Revised Statutes, is amended to
21 read:

22 10-11006. Articles of amendment

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

25 1. The name of the corporation.

26 2. The text of each amendment adopted.

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

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

31 B. Within sixty days after the commission approves the filing, **EITHER**
32 **OF THE FOLLOWING MUST OCCUR:**

33 1. A copy of the articles of amendment shall be published. An
34 affidavit evidencing the publication may be filed with the commission.

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

1 Sec. 14. Section 10-11007, Arizona Revised Statutes, is amended to
2 read:

3 10-11007. Restated articles of incorporation

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

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

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

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

23 E. A corporation restating its articles of incorporation shall deliver
24 to the commission for filing articles of restatement setting forth the name
25 of the corporation and the text of the restated articles of incorporation
26 together with a certificate setting forth:

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

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

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

35 F. Duly adopted restated articles of incorporation supersede the
36 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 days after the commission approves the filing, **EITHER**
5 **OF THE FOLLOWING MUST OCCUR:**

6 1. A copy of the articles of restatement shall be published. An
7 affidavit evidencing the publication may be filed with the commission.

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

10 Sec. 15. Section 10-11008, Arizona Revised Statutes, is amended to
11 read:

12 10-11008. Amendment pursuant to reorganization

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

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

23 1. The name of the corporation.

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

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

27 4. The title of the reorganization proceeding in which the order or
28 decree was entered.

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

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

35 D. Within sixty days after the commission approves the filing, **EITHER**
36 **OF THE FOLLOWING MUST OCCUR:**

1 1. A copy of the articles of amendment shall be published. An
2 affidavit evidencing the publication may be filed with the commission.

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

5 Sec. 16. Section 10-11105, Arizona Revised Statutes, is amended to
6 read:

7 10-11105. Statement of merger or interest exchange; publication

8 Within sixty days after the commission approves the filing, EITHER OF
9 THE FOLLOWING MUST OCCUR:

10 1. A copy of the statement of merger or interest exchange shall be
11 published. An affidavit evidencing the publication may be filed with the
12 commission.

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

15 Sec. 17. Section 10-11403, Arizona Revised Statutes, is amended to
16 read:

17 10-11403. Articles of dissolution

18 A. At any time after dissolution is authorized, the corporation may
19 dissolve by delivering to the commission articles of dissolution setting
20 forth all of the following:

21 1. The name of the corporation.

22 2. The date dissolution was authorized.

23 3. A statement that the dissolution was duly authorized by an act of
24 the members or an act of the board of directors and, if applicable, with the
25 approval required pursuant to section 10-11402.

26 B. A corporation is dissolved on the effective date of its articles of
27 dissolution.

28 C. The articles of dissolution shall not be considered complete until
29 all fees, penalties and costs required to be paid under this title have been
30 paid.

1 D. Within sixty days after the commission approves the filing, EITHER
2 OF THE FOLLOWING MUST OCCUR:

3 1. A copy of the articles of dissolution shall be published. An
4 affidavit evidencing the publication may be filed with the commission.

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

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

14 Sec. 18. Section 10-11503, Arizona Revised Statutes, is amended to
15 read:

16 10-11503. Application for certificate of authority

17 A. A foreign corporation may apply for authority to conduct affairs in
18 this state by delivering an application and a certificate of disclosure to
19 the commission for filing. The certificate of disclosure shall contain the
20 information set forth in section 10-3202, subsection D and is subject to the
21 requirements of section 10-3202, subsection F. The application shall be
22 executed by the corporation and shall set forth:

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

26 2. The name of the state or country under whose law it is
27 incorporated.

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

29 4. The street address of its principal office in its state or country
30 of incorporation.

31 5. The street address of the proposed known place of business of the
32 corporation in this state and the name and street address of its proposed
33 statutory agent in this state.

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

1 7. The names and usual business addresses of its current directors and
2 officers.

3 8. Whether the foreign corporation has members.

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

7 B. The foreign corporation shall deliver the application and the
8 certificate of disclosure to the commission, together with a copy of its
9 articles of incorporation, any amendments to the articles of incorporation
10 and a certificate of existence or a document of similar import duly
11 authenticated by the secretary of state or other official having custody of
12 corporate records in the state or country under whose law it is incorporated,
13 and the nonrefundable fees required by law.

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

20 D. Within sixty days after the commission approves the filing, **EITHER**
21 **OF THE FOLLOWING MUST OCCUR:**

22 1. A copy of the application shall be published. An affidavit
23 evidencing the publication may be filed with the commission.

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

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

28 Sec. 19. Section 10-11520, Arizona Revised Statutes, is amended to
29 read:

30 10-11520. Withdrawal of foreign corporation

31 A. A foreign corporation authorized to conduct affairs in this state
32 shall not withdraw from this state until the commission files its application
33 for withdrawal.

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

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

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

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

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

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

14 C. The application for withdrawal is not considered complete until the
15 commission has received a notice from the department of revenue to the effect
16 that the tax levied under title 42, chapter 5, article 1 against the foreign
17 corporation has been paid or until it is notified by the department of
18 revenue that the applicant is not subject to the tax and further has received
19 from the department of revenue its certificate issued pursuant to section
20 43-1151.

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

24 E. After determining that the application appears in all respects to
25 conform to the requirements of this chapter and when all fees have been paid
26 as are prescribed in this chapter, the commission shall file the application
27 in the manner provided in section 10-3120. On the filing of the application
28 for withdrawal, the authority of the foreign corporation to transact business
29 in this state ceases.

30 F. Within sixty days after the commission approves the filing, **EITHER**
31 **OF THE FOLLOWING MUST OCCUR:**

32 1. A copy of the application for withdrawal shall be published. An
33 affidavit evidencing the publication may be filed with the commission.

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

1 2. Change, enlarge or diminish the purposes of the limited liability
2 company.

3 3. If management is reserved to the members of a limited liability
4 company, vest management of the limited liability company in one or more
5 managers.

6 4. If management is vested in one or more managers, vest management of
7 the limited liability company in the members.

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

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

24 F. Within sixty days after the commission approves the filing, EITHER
25 OF THE FOLLOWING MUST OCCUR:

26 1. A copy of the articles of amendment or restated articles of
27 organization shall be published in a newspaper of general circulation in the
28 county of the known place of business for three consecutive publications. An
29 affidavit evidencing publication may be filed with the commission.

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

32 G. Publication OR POSTING PURSUANT TO SUBSECTION F OF THIS SECTION is
33 not required if amendments to the articles of organization or restated
34 articles of organization only change any of the following:

35 1. The name or address of members or managers.

36 2. The known place of business address.

37 3. The name or address of the statutory agent.

1 Sec. 21. Section 29-635, Arizona Revised Statutes, is amended to read:

2 29-635. Formation of limited liability company

3 A. Except as provided in section 29-634, subsection D, a limited
4 liability company is formed when the articles of organization are delivered
5 to the commission for filing, even if the commission is unable to make the
6 determination required for filing by section 29-634, subsection A at the time
7 of delivery. If the articles of organization, as delivered to the
8 commission, do not conform to the filing provisions of this chapter and are
9 not brought into conformance within the time period prescribed by section
10 29-634, subsection C, paragraph 2, the existence of the limited liability
11 company terminates at the end of the time period.

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

21 C. Within sixty days after the commission approves the filing, **EITHER**
22 **OF THE FOLLOWING MUST OCCUR:**

23 1. There shall be published in a newspaper of general circulation in
24 the county of the known place of business, for three consecutive
25 publications, a notice of the filing of such articles of organization
26 consisting of the information required in section 29-632, subsection A,
27 paragraphs 1, 2, 3, 5 and 6. An affidavit evidencing publication may be
28 filed with the commission.

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

31 Sec. 22. Section 29-754, Arizona Revised Statutes, is amended to read:

32 29-754. Statement of merger or other transaction; publication

33 A. A statement of merger, conversion, domestication or division shall
34 serve as articles of termination for a domestic limited liability company
35 that is not the surviving or resulting business entity in a transaction.

36 B. If a statement of merger includes amendments to the articles of
37 organization of a domestic limited liability company, the document shall be

1 published as provided in section 29-633 OR THE COMMISSION SHALL INPUT THE
2 INFORMATION INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130. The document
3 required to be filed and published shall be styled "statement of merger".

4 Sec. 23. Effective date

5 This act is effective from and after December 31, 2015."

6 Amend title to conform

BOB THORPE

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