

State of Arizona  
House of Representatives  
Fifty-second Legislature  
Second Regular Session  
2016

# HOUSE BILL 2447

AN ACT

AMENDING SECTIONS 10-130, 10-203, 10-1006, 10-1007, 10-1008, 10-1105, 10-1403, 10-1503, 10-1520, 10-2077, 10-2143, 10-3203, 10-11006, 10-11007, 10-11008, 10-11105, 10-11403, 10-11503, 10-11520, 29-633, 29-635 AND 29-754, ARIZONA REVISED STATUTES; 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, 10-1006, 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 DATABASE SHALL ONLY INCLUDE DOCUMENTS THAT ARE FILED FOR AN  
14 ENTITY WITH A KNOWN PLACE OF BUSINESS THAT IS LOCATED IN A COUNTY WITH A  
15 POPULATION OF MORE THAN EIGHT HUNDRED THOUSAND PERSONS. THE COMMISSION SHALL  
16 POST THE DATABASE ON ITS WEBSITE TO ALLOW THE PUBLIC TO SEARCH FOR BUSINESS  
17 INFORMATION, INCLUDING AN ENTITY'S NAME, APPROVAL DATE AND COUNTY OF THE  
18 KNOWN PLACE OF BUSINESS. THE INFORMATION MUST BE MAINTAINED IN THE DATABASE  
19 FOR AT LEAST NINETY DAYS. THE COMMISSION MAY NOT CHARGE A FEE TO ANY ENTITY  
20 FOR INFORMATION ENTERED INTO THE DATABASE PURSUANT TO THIS SUBSECTION.

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

22 10-203. Incorporation

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

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

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

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

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

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

1           Sec. 3. Section 10-1006, Arizona Revised Statutes, is amended to read:  
2           10-1006. Articles of amendment

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

5           1. The name of the corporation.

6           2. The text of each amendment adopted.

7           3. If an amendment provides for an exchange, reclassification or  
8 cancellation of issued shares, provisions for implementing the amendment if  
9 not contained in the amendment itself.

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

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

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

15           (a) The designation of outstanding shares, number of outstanding  
16 shares, number of votes entitled to be cast by each voting group entitled to  
17 vote separately on the amendment and number of votes of each voting group  
18 indisputably represented at the meeting.

19           (b) Either the total number of votes cast for and against the  
20 amendment by each voting group entitled to vote separately on the amendment  
21 or the total number of undisputed votes cast for the amendment by each voting  
22 group and a statement that the number cast for the amendment by each voting  
23 group was sufficient for approval by that voting group.

24          B. 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 shall be published. An  
27 affidavit evidencing the publication may be filed with the commission.

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

30          Sec. 4. Section 10-1007, Arizona Revised Statutes, is amended to read:  
31          10-1007. Restated articles of incorporation

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

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

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

44          D. A corporation restating its articles of incorporation shall deliver  
45 to the commission for filing articles of restatement setting forth the name

1 of the corporation and the text of the restated articles of incorporation  
2 together with a certificate setting forth:

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

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

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

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

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

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

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

19 Sec. 5. Section 10-1008, Arizona Revised Statutes, is amended to read:  
20 **10-1008. Amendment pursuant to reorganization**

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

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

31 1. The name of the corporation.

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

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

35 4. The title of the reorganization proceeding in which the order or  
36 decree was entered.

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

39 C. Shareholders of a corporation undergoing reorganization do not have  
40 dissenters' rights except as and to the extent provided in the reorganization  
41 plan.

42 D. This section does not apply after entry of a final decree in the  
43 reorganization proceeding even though the court retains jurisdiction of the  
44 proceeding for limited purposes unrelated to consummation of the  
45 reorganization plan.

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

3 1. A copy of the articles of amendment 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. 6. Section 10-1105, Arizona Revised Statutes, is amended to read:  
8 10-1105. Statement of merger or interest exchange; publication  
9 or posting

10 Within sixty days after the commission approves the filing of a  
11 statement of merger or statement of interest exchange, EITHER OF THE  
12 FOLLOWING MUST OCCUR:

13 1. A copy of the statement of merger or statement of interest exchange  
14 shall be published. An affidavit evidencing the publication may be filed  
15 with the commission.

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

18 Sec. 7. Section 10-1403, Arizona Revised Statutes, is amended to read:  
19 10-1403. Articles of dissolution; effective date of dissolution

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

23 1. The name of the corporation.

24 2. The date dissolution was authorized.

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

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

28 (b) Either the total number of votes cast for and against dissolution  
29 or the total number of undisputed votes cast for dissolution and a statement  
30 that the number cast for dissolution was sufficient for approval.

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

34 B. A corporation is dissolved on the effective date of its articles of  
35 dissolution.

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

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

1           1. A copy of the articles of dissolution 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           E. The articles of dissolution shall not be considered complete until  
6 all fees, penalties and costs required to be paid under this title have been  
7 paid.

8           Sec. 8. Section 10-1503, Arizona Revised Statutes, is amended to read:  
9           10-1503. Application for authority to transact business

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

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

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

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

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

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

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

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

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

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

39           10. A brief statement of the character of business that the  
40 corporation initially intends actually to conduct in this state. This  
41 statement does not limit the character of business that the corporation  
42 ultimately conducts.

43          B. The foreign corporation shall deliver the application and the  
44 certificate of disclosure to the commission, together with a copy of its  
45 articles of incorporation, any amendments to the articles of incorporation

1 and a certificate of existence or a document of similar import duly  
2 authenticated by the secretary of state or other official having custody of  
3 corporate records in the state or country under whose law it is incorporated,  
4 and the nonrefundable fees required by law.

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

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

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

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

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

19 Sec. 9. Section 10-1520, Arizona Revised Statutes, is amended to read:  
20 **10-1520. Withdrawal of foreign corporation**

21 A. A foreign corporation authorized to transact business in this state  
22 shall not withdraw from this state until the commission files its application  
23 for withdrawal.

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

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

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

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

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

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

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

1 from the department of revenue its certificate issued pursuant to section  
2 43-1151.

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

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

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

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

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

18 G. After withdrawal of the foreign corporation is effective, service  
19 of process on the commission under this section is service on the foreign  
20 corporation. On receipt of process, the commission shall mail a copy of the  
21 process to the foreign corporation at the most recent mailing address  
22 provided by the foreign corporation in the application or by notice to the  
23 commission.

24 Sec. 10. Section 10-2077, Arizona Revised Statutes, is amended to  
25 read:

26 **10-2077. Dissolution**

27 A. A cooperative ~~which~~ **THAT** has not commenced business may be  
28 dissolved by delivering to the corporation commission articles of  
29 dissolution, which shall be executed by the cooperative and which shall  
30 state:

31 1. The name of the cooperative.

32 2. The address of its principal office.

33 3. That the cooperative has not commenced business.

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

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

38 6. That a majority of the incorporators elect that the cooperative be  
39 dissolved.

40 B. A cooperative ~~which~~ **THAT** has commenced business may be dissolved in  
41 the following manner:

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

- 1           2. The members at the meeting shall approve, by the affirmative vote  
2 of not less than a majority of all members of the cooperative, the  
3 proposition that the cooperative be dissolved.
- 4           3. ~~Upon~~ **ON** approval, a certificate of election to dissolve, designated  
5 in this subsection as the "certificate", shall be executed by the  
6 cooperative.
- 7           4. The certificate shall state:
- 8           (a) The name of the cooperative.  
9           (b) The address of its principal office.  
10          (c) That the members of the cooperative have duly voted that the  
11 cooperative be dissolved.
- 12          5. The certificate shall be submitted to the corporation commission  
13 for filing.
- 14          6. ~~Upon~~ **ON** filing the certificate with the corporation commission the  
15 cooperative shall cease to carry on its business except to the extent  
16 necessary for winding up, but its corporate existence shall continue until  
17 articles of dissolution have been filed with the corporation commission.
- 18          7. The board of directors shall immediately cause notice of the  
19 dissolution proceedings to be mailed to each known creditor of and claimant  
20 against the cooperative, and such notice shall be published once a week for  
21 two successive weeks in a newspaper of general circulation in the county in  
22 which the principal office of the cooperative is located.
- 23          8. The board of directors shall wind up and settle the affairs of the  
24 cooperative, collect monies owing to it, liquidate its property and assets,  
25 pay and discharge its debts, obligations and liabilities, other than those to  
26 patrons arising by reason of their patronage, and do all other things  
27 required to wind up its business. After paying or discharging or adequately  
28 providing for the payment or discharge of all its debts, obligations and  
29 liabilities, other than those to patrons arising by reason of their  
30 patronage, the board of directors shall distribute any remaining sums, first  
31 to patrons for the pro rata return of all amounts standing to their credit by  
32 reason of their patronage, and second to members for the pro rata repayment  
33 of membership fees. Any sums then remaining shall be distributed among its  
34 members and former members in proportion to their patronage.
- 35          9. The board of directors shall thereupon authorize the execution of  
36 articles of dissolution, which shall be executed by the cooperative.
- 37          10. The articles of dissolution shall recite that they are executed  
38 pursuant to this article and shall state:
- 39          (a) The name of the cooperative.  
40          (b) The address of its principal office.  
41          (c) The date on which the certificate of election to dissolve was  
42 filed by the corporation commission.  
43          (d) That there are no actions or suits pending against the  
44 cooperative.

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

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

6 11. The articles of dissolution prepared pursuant to paragraph 10 of  
7 this subsection shall be delivered to the CORPORATION commission for filing.  
8 Within sixty days after the CORPORATION commission approves the filing,  
9 EITHER OF THE FOLLOWING MUST OCCUR:

10 (a) A copy of the articles of dissolution shall be published. An  
11 affidavit evidencing the publication may be filed with the CORPORATION  
12 commission.

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

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

17 10-2143. Dissolution

18 A. A generation and transmission cooperative that has not commenced  
19 business may dissolve voluntarily by delivering to the corporation commission  
20 articles of dissolution, executed and acknowledged on behalf of the  
21 generation and transmission cooperative by a majority of the incorporators,  
22 which shall state:

- 23 1. The name of the generation and transmission cooperative.
- 24 2. The address of its principal office.
- 25 3. The date of its incorporation.
- 26 4. That the generation and transmission cooperative has not commenced  
27 business.
- 28 5. That the amount, if any, actually paid in on account of membership  
29 fees, less any part disbursed for necessary expenses, has been returned to  
30 those entitled and that all easements have been released to the grantors.
- 31 6. That no debt of the generation and transmission cooperative remains  
32 unpaid.

33 7. That a majority of the incorporators elect that the generation and  
34 transmission cooperative be dissolved. The articles of dissolution shall be  
35 submitted to the corporation commission for filing as provided in this  
36 article.

37 B. A generation and transmission cooperative that has commenced  
38 business may dissolve voluntarily and wind up its affairs in the following  
39 manner:

- 40 1. The proposition that the generation and transmission cooperative be  
41 dissolved must be submitted to the members of the generation and transmission  
42 cooperative at any meeting. The meeting notice shall state the proposition.  
43 The proposed voluntary dissolution is deemed to be approved on the  
44 affirmative vote of not less than two-thirds of those members acting through  
45 their voting delegates voting at the meeting.

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

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

6           (b) The address of its principal office.

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

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

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

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

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

35           6. When all debts, liabilities and obligations of the generation and  
36 transmission cooperative have been paid and discharged or adequate provision  
37 has been made for them, and all the remaining property and assets of the  
38 generation and transmission cooperative have been distributed to the members  
39 pursuant to this section, the board of directors shall authorize the  
40 execution of articles of dissolution. The articles of dissolution shall  
41 state:

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

43           (b) The address of the principal office of the generation and  
44 transmission cooperative.

1 (c) That the generation and transmission cooperative has previously  
2 delivered to the corporation commission a certificate of election to dissolve  
3 and the date on which the certificate was filed by the corporation  
4 commission.

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

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

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

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

17 (a) A copy of the articles of dissolution shall be published. An  
18 affidavit evidencing the publication may be filed with the CORPORATION  
19 commission.

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

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

24 10-3203. Incorporation

25 A. Unless a delayed effective date is specified in the articles of  
26 incorporation, incorporation occurs and the corporate existence begins when  
27 the articles of incorporation and certificate of disclosure are delivered to  
28 the commission for filing.

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

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

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

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

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

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

3           10-11006. Articles of amendment

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

- 6           1. The name of the corporation.
- 7           2. The text of each amendment adopted.
- 8           3. The date of each amendment's adoption.

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

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

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

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

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

20           10-11007. Restated articles of incorporation

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

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

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

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

40           E. A corporation restating its articles of incorporation shall deliver  
41 to the commission for filing articles of restatement setting forth the name  
42 of the corporation and the text of the restated articles of incorporation  
43 together with a certificate setting forth:

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

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

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

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

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

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

16           1. A copy of the articles of restatement 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. 15. Section 10-11008, Arizona Revised Statutes, is amended to  
21 read:

22           10-11008. Amendment pursuant to reorganization

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

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

33           1. The name of the corporation.

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

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

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

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

41           C. This section does not apply after entry of a final decree in the  
42 reorganization proceeding even though the court retains jurisdiction of the  
43 proceeding for limited purposes unrelated to consummation of the  
44 reorganization plan.

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 amendment 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. 16. Section 10-11105, Arizona Revised Statutes, is amended to  
8 read:

9 10-11105. Statement of merger or interest exchange; publication  
10 or posting

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

13 1. A copy of the statement of merger or interest exchange shall be  
14 published. An affidavit evidencing the publication may be filed with the  
15 commission.

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

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

20 10-11403. Articles of dissolution

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

24 1. The name of the corporation.

25 2. The date dissolution was authorized.

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

29 B. A corporation is dissolved on the effective date of its articles of  
30 dissolution.

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

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.

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

40 E. The articles of dissolution are not complete until the commission  
41 has received a notice from the department of revenue that the tax levied  
42 under title 42, chapter 5, article 1 against the corporation has been paid,  
43 or until the department of revenue notifies the commission that the  
44 corporation is not subject to the tax and the commission has received from

1 the department of revenue a certificate issued by the department of revenue  
2 pursuant to section 43-1151.

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

5 10-11503. Application for certificate of authority

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

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

15 2. The name of the state or country under whose law it is  
16 incorporated.

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

18 4. The street address of its principal office in its state or country  
19 of incorporation.

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

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

27 7. The names and usual business addresses of its current directors and  
28 officers.

29 8. Whether the foreign corporation has members.

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

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

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

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

3 1. A copy of the application shall be published. An affidavit  
4 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. A foreign corporation authorized to transact business in this state  
8 is subject to section 10-11623.

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

11 10-11520. Withdrawal of foreign corporation

12 A. A foreign corporation authorized to conduct affairs in this state  
13 shall not withdraw from this state until the commission files its application  
14 for withdrawal.

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

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

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

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

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

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

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

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

41 E. After determining that the application appears in all respects to  
42 conform to the requirements of this chapter and when all fees have been paid  
43 as are prescribed in this chapter, the commission shall file the application  
44 in the manner provided in section 10-3120. On the filing of the application

1 for withdrawal, the authority of the foreign corporation to transact business  
2 in this state ceases.

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

5 1. A copy of the application for withdrawal shall be published. An  
6 affidavit evidencing the publication may be filed 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 G. After the withdrawal of the corporation is effective, service of  
10 process on the commission under this section is service on the foreign  
11 corporation. On receipt of process, the commission shall mail a copy of the  
12 process to the foreign corporation at the mailing address set forth in its  
13 application for withdrawal.

14 Sec. 20. Section 29-633, Arizona Revised Statutes, is amended to read:  
15 29-633. Amendment of articles of organization; restatement;  
16 publication or posting

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

23 1. The name of the limited liability company.

24 2. The text of the amendment to the articles of organization.

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

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

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

35 3. Management of the limited liability company is vested in a manager  
36 or managers and there is a change in the persons who are managers or in the  
37 members who own a twenty ~~per-cent~~ PERCENT or greater interest in the capital  
38 or profits interest of the limited liability company.

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

45 1. Change the name of the limited liability company.

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.

38           Sec. 21. Section 29-635, Arizona Revised Statutes, is amended to read:  
39           29-635. Formation of limited liability company

40           A. Except as provided in section 29-634, subsection D, a limited  
41 liability company is formed when the articles of organization are delivered  
42 to the commission for filing, even if the commission is unable to make the  
43 determination required for filing by section 29-634, subsection A at the time  
44 of delivery. If the articles of organization, as delivered to the  
45 commission, do not conform to the filing provisions of this chapter and are

1 not brought into conformance within the time period prescribed by section  
2 29-634, subsection C, paragraph 2, the existence of the limited liability  
3 company terminates at the end of the time period.

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

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

15 1. There shall be published in a newspaper of general circulation in  
16 the county of the known place of business, for three consecutive  
17 publications, a notice of the filing of such articles of organization  
18 consisting of the information required in section 29-632, subsection A,  
19 paragraphs 1, 2, 3, 5 and 6. An affidavit evidencing publication may be  
20 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 Sec. 22. Section 29-754, Arizona Revised Statutes, is amended to read:  
24 29-754. Statement of merger or other transaction; publication  
25 or posting

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

29 B. If a statement of merger includes amendments to the articles of  
30 organization of a domestic limited liability company, the document shall be  
31 published as provided in section 29-633 **OR THE COMMISSION SHALL INPUT THE**  
32 **INFORMATION INTO THE DATABASE AS PRESCRIBED BY SECTION 10-130.** The document  
33 required to be filed and published **OR POSTED** shall be styled "statement of  
34 merger".

35 Sec. 23. Effective date

36 This act is effective from and after December 31, 2016.