

CHAPTER 171

CORPORATIONS AND ASSOCIATIONS

SENATE BILL 12-123

BY SENATOR(S) Renfroe, Brophy, Cadman, Grantham, Harvey, King K., King S., Lambert, Lundberg, Mitchell, Neville, Roberts, Scheffel, Steadman, White, Newell;
also REPRESENTATIVE(S) Brown, Acree, Barker, Coram, Fields, Gardner B., Kerr J., Labuda, Pabon, Priola, Todd.

AN ACT

CONCERNING THE SECRETARY OF STATE'S ON-LINE BUSINESS FILING SYSTEM, AND, IN CONNECTION THEREWITH, AUTHORIZING ENHANCEMENTS TO THE SYSTEM, THE DESIGNATION OF COMMERCIAL REGISTERED AGENTS, AND CHANGES TO A REPORTING ENTITY'S ANNIVERSARY MONTH AND MAKING AN APPROPRIATION.

Be it enacted by the General Assembly of the State of Colorado:

SECTION 1. In Colorado Revised Statutes, **add** 24-21-111.5 as follows:

24-21-111.5. Electronic filing system - improvements - integration with other systems. (1) AT THE EARLIEST PRACTICABLE DATE, THE SECRETARY OF STATE SHALL DEVELOP AND IMPLEMENT ENHANCEMENTS TO THE ON-LINE BUSINESS FILING INFORMATION SYSTEMS. THE ENHANCEMENTS MUST INCLUDE AT LEAST THE FOLLOWING:

(a) ENHANCEMENTS TO USER ACCOUNTS THAT:

(I) ALLOW FOR THE ASSOCIATION OF MULTIPLE BUSINESS RECORDS IN ONE ACCOUNT;

(II) ALLOW A USER TO FILE MULTIPLE DOCUMENTS AT ONE TIME;

(III) CREATE A SYSTEM THAT ALLOWS A USER TO PAY FOR MULTIPLE FILINGS AT ONE TIME; AND

(IV) CREATE, AT THE SECRETARY'S DISCRETION, THE ABILITY FOR A USER TO STORE PAYMENT INFORMATION, VIEW THE USER'S BALANCE, VIEW THE USER'S TRANSACTION HISTORY, AND ADD MONEY TO THE USER'S ACCOUNT;

Capital letters indicate new material added to existing statutes; dashes through words indicate deletions from existing statutes and such material not part of act.

(b) ENHANCEMENTS FOR REGISTERED AGENTS AND TO RECORD MANAGEMENT SYSTEMS THAT ALLOW A REGISTERED AGENT TO QUICKLY IDENTIFY THE BUSINESS ENTITIES AND CHARITABLE ORGANIZATIONS FOR WHICH THE REGISTERED AGENT IS LISTED AND TO DETERMINE WHEN REPORTS ARE DUE;

(c) ENHANCEMENTS FOR EXTERNAL CERTIFICATIONS THAT ALLOW USERS TO OBTAIN CERTIFIED DOCUMENTS, CERTIFICATES OF FACT, AND ANY OTHER SIMILAR AUTHENTIFICATIONS THAT THE SECRETARY DEEMS NECESSARY;

(d) ENHANCEMENTS THAT ALLOW FOR THE ON-LINE FILING OF DOCUMENTS THAT WOULD GUIDE THE USER THROUGH THE FILING PROCESS;

(e) ENHANCEMENTS THAT ALLOW FOR THE INTEGRATION OF ANY DOCUMENTS FILED PURSUANT TO TITLE 7, C.R.S., WITH ANY DOCUMENTS FILED PURSUANT TO ARTICLE 16 OF TITLE 6, C.R.S., AS WELL AS ANY CHANGES THE SECRETARY DEEMS NECESSARY TO IMPLEMENT SUCH INTEGRATION, INCLUDING CHANGES INVOLVING THE FILING OF REGISTRATION STATEMENTS, AMENDMENTS, AND RENEWALS, AND CHANGES TO THE SEARCH FUNCTION; AND

(f) ENHANCEMENTS THAT ALLOW USERS GREATER SEARCH FUNCTIONALITY, PROVIDE MORE USEFUL AND SPECIFIC SEARCH RESULTS, AND ALLOW FOR GREATER USABILITY.

SECTION 2. In Colorado Revised Statutes, 7-90-102, **amend** (55); and **add** (3.8) as follows:

7-90-102. Definitions. As used in this title, except as otherwise defined for the purpose of any section, subpart, part, or article of this title, or unless the context otherwise requires:

(3.8) "COMMERCIAL REGISTERED AGENT" MEANS A REGISTERED AGENT WHO HAS FILED THE APPROPRIATE DOCUMENTATION WITH THE SECRETARY OF STATE TO BECOME LISTED AS A COMMERCIAL REGISTERED AGENT PURSUANT TO SECTION 7-90-707.

(55) "Registered agent" means the registered agent required to be maintained by an entity pursuant to part 7 of this article or appointed pursuant to article 70 of this title. "REGISTERED AGENT" INCLUDES A COMMERCIAL REGISTERED AGENT.

SECTION 3. In Colorado Revised Statutes, 7-90-305, **amend** (2) (a) as follows:

7-90-305. Correcting filed document. (2) A statement of correction:

(a) Shall state the entity name of the entity to which the document relates or, if the entity to which the document relates does not have an entity name, shall state the true name of the entity, or, in the case of a trade name, shall state the trade name and the name of the person transacting business or conducting activities under such name, or, in the case of a statement of trademark registration or any other document relating to a statement of trademark registration, shall identify the statement of trademark registration in a manner satisfactory to the secretary of state, OR, IN THE

CASE OF A COMMERCIAL REGISTERED AGENT, SHALL STATE THE NAME OF THE COMMERCIAL REGISTERED AGENT AS REFLECTED IN THE RECORDS OF THE SECRETARY OF STATE;

SECTION 4. In Colorado Revised Statutes, 7-90-305.5, **amend** (2) (a) as follows:

7-90-305.5. Statement of change. (2) A filed document is changed by causing to be delivered to the secretary of state, for filing pursuant to this part 3, a statement of change that:

(a) States the entity name of the entity to which the document relates or, if the entity to which the document relates does not have an entity name, states the true name of the entity, or, in the case of a trade name, states the trade name and the name of the person transacting business or conducting activities under such name, or, in the case of a statement of trademark registration or any document relating to a statement of trademark registration, identifies the statement of trademark registration in a manner satisfactory to the secretary of state, OR, IN THE CASE OF A COMMERCIAL REGISTERED AGENT, STATES THE NAME OF THE COMMERCIAL REGISTERED AGENT AS REFLECTED IN THE RECORDS OF THE SECRETARY OF STATE;

SECTION 5. In Colorado Revised Statutes, 7-90-703, **amend** (1) as follows:

7-90-703. Correction of registered agent. (1) A registered agent may correct either or both its registered agent address and registered agent name as contained in a document on file in the office of the secretary of state, if such information was incorrect when that document was delivered for filing, by causing to be delivered to the secretary of state, for filing pursuant to part 3 of this article, a statement of correction that, in addition to the information required to be stated in the statement of correction pursuant to section 7-90-305, states that notice of the correction has been delivered to:

(a) The entity; OR

(b) IF THE STATEMENT OF CORRECTION IS DELIVERED FOR FILING ON BEHALF OF A COMMERCIAL REGISTERED AGENT, EACH ENTITY AND TRADEMARK REGISTRANT THAT THE COMMERCIAL REGISTERED AGENT REPRESENTS. THE FILING OF A STATEMENT OF CORRECTION DELIVERED ON BEHALF OF A COMMERCIAL REGISTERED AGENT PURSUANT TO THIS SUBSECTION (1) IS EFFECTIVE TO CORRECT THE INFORMATION REGARDING THE COMMERCIAL REGISTERED AGENT WITH RESPECT TO EACH ENTITY AND TRADEMARK REGISTRANT REPRESENTED BY THE COMMERCIAL REGISTERED AGENT.

SECTION 6. In Colorado Revised Statutes, **add** 7-90-707, 7-90-708, 7-90-709, and 7-90-710 as follows:

7-90-707. Commercial registered agent. (1) A REGISTERED AGENT MAY BECOME LISTED AS A COMMERCIAL REGISTERED AGENT BY DELIVERING A COMMERCIAL REGISTERED AGENT LISTING STATEMENT TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE. THE STATEMENT MUST INCLUDE THE REGISTERED AGENT NAME AND REGISTERED AGENT ADDRESS OF THE REGISTERED

AGENT AND THE E-MAIL ADDRESS OF THE REGISTERED AGENT THAT WILL BE USED TO RECEIVE NOTIFICATIONS FROM THE SECRETARY OF STATE.

(2) THE STATEMENT MUST BE ACCOMPANIED BY A LIST OF THE ENTITIES REPRESENTED BY THE REGISTERED AGENT AT THE TIME THE STATEMENT IS FILED. IF THE REGISTERED AGENT IS APPOINTED AS AN AGENT FOR A TRADEMARK REGISTRANT WHO IS AN INDIVIDUAL WHO IS NOT A RESIDENT OF THIS STATE, THE REGISTERED AGENT SHALL IDENTIFY THE STATEMENT OF TRADEMARK REGISTRATION TO THE SATISFACTION OF THE SECRETARY OF STATE.

(3) A COMMERCIAL REGISTERED AGENT LISTING STATEMENT MUST NOT STATE A DELAYED EFFECTIVE DATE.

7-90-708. Termination of commercial registered agent listing. (1) A COMMERCIAL REGISTERED AGENT MAY TERMINATE ITS LISTING AS A COMMERCIAL REGISTERED AGENT BY DELIVERING A COMMERCIAL REGISTERED AGENT TERMINATION STATEMENT TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE. THE STATEMENT MUST INCLUDE:

(a) THE NAME OF THE REGISTERED AGENT AS REFLECTED IN THE RECORDS OF THE SECRETARY OF STATE AT THE TIME THE STATEMENT IS FILED;

(b) A STATEMENT INDICATING THAT THE COMMERCIAL REGISTERED AGENT NO LONGER SERVES AS A COMMERCIAL REGISTERED AGENT IN THIS STATE; AND

(c) A STATEMENT INDICATING THAT NOTICE OF THE TERMINATION HAS BEEN DELIVERED TO EACH ENTITY AND TRADEMARK REGISTRANT THAT THE COMMERCIAL REGISTERED AGENT REPRESENTS.

(2) NOTWITHSTANDING SECTION 7-90-304, A COMMERCIAL REGISTERED AGENT TERMINATION STATEMENT IS EFFECTIVE ON THE THIRTY-FIRST DAY FOLLOWING THE DAY THAT THE COMMERCIAL REGISTERED AGENT TERMINATION STATEMENT IS FILED IN THE RECORDS OF THE SECRETARY OF STATE OR ON A DELAYED EFFECTIVE DATE STATED IN THE COMMERCIAL REGISTERED AGENT TERMINATION STATEMENT THAT IS NOT EARLIER THAN THE THIRTY-FIRST DAY AND NOT LATER THAN THE NINETIETH DAY FOLLOWING THE DAY THE COMMERCIAL REGISTERED AGENT TERMINATION STATEMENT IS FILED IN THE RECORDS OF THE SECRETARY OF STATE.

(3) A COMMERCIAL REGISTERED AGENT CEASES TO BE THE AGENT FOR SERVICE OF PROCESS FOR AN ENTITY AND TRADEMARK REGISTRANT FORMERLY REPRESENTED BY THE COMMERCIAL REGISTERED AGENT WHEN THE TERMINATION STATEMENT BECOMES EFFECTIVE. IF AN ENTITY OR TRADEMARK REGISTRANT REPRESENTED BY THE PERSON THAT IS RESIGNING AS A COMMERCIAL REGISTERED AGENT APPOINTS A REGISTERED AGENT BEFORE THE EFFECTIVE DATE OF THE TERMINATION STATEMENT, THE COMMERCIAL REGISTERED AGENT CEASES TO BE THE AGENT FOR THAT ENTITY OR TRADEMARK REGISTRANT ON THE EFFECTIVE DATE OF THE APPOINTMENT OF THE NEW REGISTERED AGENT.

7-90-709. Change of commercial registered agent name or address. (1) IF A COMMERCIAL REGISTERED AGENT CHANGES ITS REGISTERED AGENT NAME OR ITS REGISTERED AGENT ADDRESS, THE COMMERCIAL REGISTERED AGENT SHALL DELIVER

TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE, A STATEMENT OF CHANGE THAT STATES, IN ADDITION TO THE INFORMATION REQUIRED BY SECTION 7-90-305.5, THAT THE COMMERCIAL REGISTERED AGENT HAS DELIVERED NOTICE OF THE CHANGE TO EACH ENTITY AND TRADEMARK REGISTRANT REPRESENTED BY THE COMMERCIAL REGISTERED AGENT.

(2) THE FILING OF A STATEMENT OF CHANGE PURSUANT TO THIS SECTION IS EFFECTIVE TO CHANGE THE INFORMATION REGARDING THE COMMERCIAL REGISTERED AGENT WITH RESPECT TO EACH ENTITY AND TRADEMARK REGISTRANT REPRESENTED BY THE COMMERCIAL REGISTERED AGENT.

7-90-710. Listing of entities represented by commercial registered agents.

THE SECRETARY OF STATE SHALL MAKE AVAILABLE UPON REQUEST A LIST OF FILINGS MADE DURING THE PREVIOUS MONTH THAT CONTAIN THE NAME OF A COMMERCIAL REGISTERED AGENT. THE SECRETARY OF STATE MAY ASSESS A FEE FOR THE REQUESTED LISTS.

SECTION 7. In Colorado Revised Statutes, 7-90-501, **amend** (4) (c) (II) as follows:

7-90-501. Periodic reports. (4) (c) (II) ~~The secretary of state may permit, on such conditions as the secretary of state may determine, A reporting entity to~~ MAY, AT THE TIME OF FILING THE CONSTITUENT FILED DOCUMENT OR THE PERIODIC REPORT, select an anniversary month different than the anniversary month as established in subparagraph (I) of this paragraph (c). ~~by delivering to the secretary of state, for filing pursuant to part 3 of this article, a statement of election of alternative anniversary month~~ IF AN ENTITY ELECTS TO CHANGE ITS ANNIVERSARY MONTH PURSUANT TO THIS SUBPARAGRAPH (II), THAT ENTITY MAY NOT SUBSEQUENTLY CHANGE ITS ANNIVERSARY MONTH FOR A PERIOD OF AT LEAST ONE YEAR.

SECTION 8. In Colorado Revised Statutes, **add** 24-21-113 as follows:

24-21-113. Secretary of state business software licensing - business computer systems maintenance and enhancement cash fund. (1) THE SECRETARY OF STATE MAY CHARGE FEES FOR THE LICENSING OR SALE OF BUSINESS AND LICENSING SOFTWARE DEVELOPED BY THE DEPARTMENT OF STATE.

(2) THE SECRETARY OF STATE SHALL TRANSMIT ALL FEES COLLECTED PURSUANT TO SUBSECTION (1) OF THIS SECTION TO THE STATE TREASURER, WHO SHALL CREDIT THEM TO THE BUSINESS COMPUTER SYSTEMS MAINTENANCE AND ENHANCEMENT CASH FUND, WHICH FUND IS HEREBY CREATED. THE SECRETARY OF STATE SHALL USE THE MONEYS CREDITED TO THE FUND ONLY FOR THE MAINTENANCE OR ENHANCEMENT OF THE DEPARTMENT OF STATE'S BUSINESS COMPUTER SYSTEMS. MONEYS TRANSFERRED TO THE FUND SHALL NOT BE DEPOSITED IN OR TRANSFERRED TO THE GENERAL FUND OF THIS STATE OR ANY OTHER FUND. THE MONEYS CREDITED TO THE FUND ARE AVAILABLE FOR APPROPRIATION BY THE GENERAL ASSEMBLY TO THE DEPARTMENT OF STATE IN THE GENERAL APPROPRIATION BILL.

SECTION 9. Appropriation. In addition to any other appropriation, there is hereby appropriated, out of any moneys in the department of state cash fund created

in section 24-21-104 (3) (b), Colorado Revised Statutes, not otherwise appropriated, to the department of state, for the fiscal year beginning July 1, 2012, the sum of \$525,788, or so much thereof as may be necessary, for allocation to information technology services for contract computer programming services related to the implementation of this act.

SECTION 10. Effective date. This act takes effect upon passage; except that sections 2 through 7 of this act take effect ninety days following certification in writing by the secretary of state to the revisor of statutes that the secretary of state has implemented the necessary computer system changes to implement said sections.

SECTION 11. Safety clause. The general assembly hereby finds, determines, and declares that this act is necessary for the immediate preservation of the public peace, health, and safety.

Approved: May 11, 2012