

## CHAPTER 248

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**CORPORATIONS AND ASSOCIATIONS**

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**HOUSE BILL 96-1285**

BY REPRESENTATIVES Schauer, Kaufman, and Mace;  
also SENATORS Mutzebaugh, Feeley, Matsunaka, Meiklejohn, Norton, and Wham.

**AN ACT**

**CONCERNING CORPORATIONS, AND, IN CONNECTION THEREWITH, AMENDING THE "COLORADO BUSINESS CORPORATION ACT".**

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

**SECTION 1.** 7-101-201 (6) (c) and (11), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-101-201. Filing requirements - number of copies - signature as affirmation.**

(6) The document shall be executed, or shall be a true copy, made by photographic, xerographic, or other process providing similar copy accuracy, of a document that has been executed, as follows:

(c) If the DOMESTIC OR FOREIGN corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or

(11) The document shall be delivered to the secretary of state for filing and shall be accompanied by one exact or conformed copy thereof, ~~(except as provided in sections 7-105-103 and 7-115-110)~~; OR TWO EXACT OR CONFORMED COPIES IF THE DOCUMENT IS DELIVERED PURSUANT TO SECTION 7-105-103 OR 7-115-110, the correct filing fee, and any penalty required by articles 101 to 117 of this title or other law. Except with respect to filings pursuant to section 7-105-103, ~~or~~ 7-115-110, OR 7-116-108, the document shall state, or be accompanied by a writing stating, the address to which the secretary of state may send a copy upon completion of the filing.

**SECTION 2.** The introductory portion to 7-101-204 (3), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

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

**7-101-204. Effective time and date of document.** (3) If a document specifies a delayed effective date pursuant to subsection (2) of this section, the document may be prevented from becoming effective by delivering to the secretary of state for filing, on or before the EARLIER OF THE specified effective date of the document OR THE NINETIETH DAY AFTER THE DOCUMENT IS FILED, a certificate of withdrawal, executed in the same manner as the document being withdrawn, stating:

**SECTION 3.** 7-101-206 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-101-206. Filing duty of secretary of state - manner of filing.** (2) The secretary of state files a document by legibly stamping or otherwise endorsing the word "filed", together with the name and official title of the secretary of state and the time and date of receipt, on both the document and the accompanying copy or copies. After filing a document, except as provided in sections 7-105-103, 7-115-110, and 7-116-108, the secretary of state shall deliver the accompanying copy, with the receipt for filing fees, if any, to the domestic or foreign corporation or ~~its representative~~ AT THE ADDRESS STATED PURSUANT TO SECTION 7-101-201 (11).

**SECTION 4.** 7-101-207 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-101-207. Appeal from secretary of state's refusal to file document.** (1) If the secretary of state refuses to file a document delivered to the secretary of state for filing, the person delivering the document for filing may, within forty-five days after the effective date of the notice of the refusal given by the secretary of state pursuant to section 7-101-206 (3), appeal to the district court of the county ~~where the registered or principal office of the corporation is located~~ IN THIS STATE WHERE THE CORPORATION'S PRINCIPAL OFFICE IS LOCATED, OR, IF THE CORPORATION HAS NO PRINCIPAL OFFICE IN THIS STATE, TO THE DISTRICT COURT OF THE COUNTY IN WHICH THE CORPORATION'S REGISTERED OFFICE IS LOCATED OR, IF THE CORPORATION HAS NO REGISTERED OFFICE IN THIS STATE, TO THE DISTRICT COURT OF THE CITY AND COUNTY OF DENVER. The appeal is commenced by petitioning the court to compel the filing of the document by the secretary of state and by attaching to the petition a copy of the document and a copy of the secretary of state's notice of refusal.

**SECTION 5.** 7-101-210 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-101-210. Proof of delivery for filing.** (2) The secretary of state may require that the receipt of a document by facsimile transmission on or after February 11, 1994, be shown in the log of facsimile transmissions received by the secretary of state. The secretary of state may condition ~~such~~ relief UNDER THIS SECTION upon fulfillment of such other requirements or conditions that the secretary of state finds appropriate, including, without limitation, the making of a change of name of the entity involved and payment of fees for the filing.

**SECTION 6.** 7-101-401 (27) (a) and (36), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended, and the said 7-101-401 is further amended BY THE ADDITION OF THE FOLLOWING NEW SUBSECTIONS, to read:

**7-101-401. General definitions.** As used in articles 101 to 117 of this title, unless the context otherwise requires:

(27) "Receive", when used in reference to receipt of a writing or other document by a domestic or foreign corporation, means that the writing or other document is actually received:

(a) By the corporation at its registered office ~~in this state~~ or at its principal office;

(28.3) "REGISTERED AGENT" MEANS THE REGISTERED AGENT OF A DOMESTIC CORPORATION REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 7-105-101 (1) (b) OR THE REGISTERED AGENT OF A FOREIGN CORPORATION REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 7-115-108 (1) (b), AS THE CASE MAY BE.

(28.5) "REGISTERED OFFICE" MEANS THE REGISTERED OFFICE OF A DOMESTIC CORPORATION REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 7-105-101 (1) (a) OR THE REGISTERED OFFICE OF A FOREIGN CORPORATION REQUIRED TO BE MAINTAINED PURSUANT TO SECTION 7-115-108 (1) (a), AS THE CASE MAY BE.

(36) "Voting group" means all the shares of one or more classes or series that, ~~under the articles of incorporation or~~ under articles 101 to 117 of this title OR UNDER THE ARTICLES OF INCORPORATION, are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by articles 101 to 117 of this title or the articles of incorporation to vote generally on the matter are for that purpose a single voting group.

**SECTION 7.** 7-101-402 (7), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is repealed as follows:

~~**7-101-402. Notice.** (7) Notice by publication is effective on the date of first publication.~~

**SECTION 8.** 7-102-103 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

~~**7-102-103. Incorporation.** (2) Except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation, The secretary of state's filing of the articles of incorporation is conclusive and it shall be incontestable that all conditions precedent to incorporation have been met.~~

**SECTION 9.** 7-103-101 (5), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-103-101. Purposes and applicability.** (5) Articles 101 to 117 of this title shall apply to corporations of every class, WHETHER OR NOT INCLUDED IN THE TERM "CORPORATION" AS DEFINED IN SECTION 7-101-401 (11), ~~including those~~ WHICH ARE organized or incorporated under and governed by other statutes of this state, to the extent that said articles are not inconsistent with such other statutes. NOTWITHSTANDING THE FOREGOING, ARTICLES 101 TO 117 OF THIS TITLE SHALL NOT APPLY TO NONPROFIT CORPORATIONS GOVERNED BY ARTICLES 20 TO 29 OF THIS TITLE; EXCEPT THAT SECTION 7-101-210 SHALL APPLY TO NONPROFIT CORPORATIONS

GOVERNED BY ARTICLES 20 TO 29 OF THIS TITLE.

**SECTION 10.** 7-103-102 (1) (i), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-103-102. General powers.** (1) Unless otherwise provided in the articles of incorporation, every corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including the power:

(i) To be ~~a~~ AN AGENT, AN ASSOCIATE, A FIDUCIARY, A MANAGER, A MEMBER, A PARTNER, A promoter, ~~partner, member, associate,~~ OR A trustee ~~or manager~~ of, or to hold any similar position with, any entity;

**SECTION 11.** 7-103-104 (3), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-103-104. Ultra vires.** (3) In a shareholder's proceeding under PARAGRAPH (a) OF subsection (2) ~~(a)~~ of this section to enjoin an unauthorized corporate act, the court may enjoin or set aside the act, if it would be equitable to do so and if all affected persons are parties to the proceeding, and may award damages for loss, other than anticipated profits, suffered by the corporation or another party because of the injunction.

**SECTION 12.** 7-104-101 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-104-101. Corporate name.** (2) Except as authorized by subsection (3) of this section, a corporate name shall not be the same as or deceptively similar to:

(a) The corporate name of any domestic corporation or domestic nonprofit corporation;

(b) The name of any domestic limited partnership, DOMESTIC REGISTERED LIMITED LIABILITY PARTNERSHIP, OR DOMESTIC LIMITED LIABILITY LIMITED PARTNERSHIP, as set forth in its certificate of limited partnership OR REGISTRATION STATEMENT on file with the secretary of state;

(b.5) THE NAME OF ANY DOMESTIC LIMITED PARTNERSHIP ASSOCIATION AS SET FORTH IN ITS ARTICLES OF ASSOCIATION ON FILE WITH THE SECRETARY OF STATE;

(c) The name of any domestic limited liability company as set forth in its articles of organization on file with the secretary of state;

(d) The name under which any foreign corporation, foreign nonprofit corporation, foreign limited partnership, ~~or~~ foreign limited liability company, FOREIGN LIMITED LIABILITY PARTNERSHIP, FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP, OR FOREIGN LIMITED PARTNERSHIP ASSOCIATION is authorized to transact business in OR IS REGISTERED IN this state;

(e) The corporate name of any foreign corporation or foreign nonprofit corporation,

~~registered pursuant to section 7-115-107 or 7-22-108;~~ THE COMPANY NAME OF ANY FOREIGN LIMITED LIABILITY COMPANY, OR THE ASSOCIATION NAME OF ANY FOREIGN LIMITED PARTNERSHIP ASSOCIATION IF SUCH NAME IS REGISTERED WITH THE SECRETARY OF STATE PURSUANT TO THE LAWS OF THIS STATE;

(f) A name the exclusive right to which is reserved with the secretary of state under the laws of this state;

(g) Any trade name or assumed name ~~which~~ THAT is registered with the secretary of state by another person pursuant to section 7-71-101; ~~or for which an application for registration by another person is pending;~~

(h) The corporate name, assumed name, or trade name of a dissolved corporation during the one-hundred-twenty-day period following the effective date of such corporation's dissolution; or

(i) Any trademark registered with the secretary of state by another person pursuant to section 7-70-102.

**SECTION 13.** 7-105-103 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-105-103. Resignation of registered agent.** (2) After filing the statement of resignation, the secretary of state shall deliver one copy to the registered office of the corporation ALONG WITH THE RECEIPT FOR FILING FEES, IF ANY, and the other copy to the principal office of the corporation.

**SECTION 14.** Part 1 of article 106 of title 7, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended BY THE ADDITION OF A NEW SECTION to read:

**7-106-105. Reverse stock split.** (1) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OF INCORPORATION, THE OUTSTANDING SHARES OF A CLASS OR SERIES MAY BE REDUCED TO A LESSER NUMBER OF SHARES BY A REVERSE SPLIT MADE ON THE TERMS SET FORTH IN THIS SECTION.

(2) TO EFFECT THE REVERSE SPLIT, EACH OUTSTANDING SHARE OF THE CLASS OR SERIES SHALL BE DIVIDED BY THE SAME DIVISOR AS IS EVERY OTHER SUCH SHARE.

(3) EACH SHARE OF THE CLASS OR SERIES SHALL HAVE, AFTER THE REVERSE SPLIT, SUCH PAR VALUE, IF ANY, AS MAY BE STATED IN THE ARTICLES OF INCORPORATION.

(4) IF THE ARTICLES OF INCORPORATION ARE TO BE AMENDED IN CONNECTION WITH THE REVERSE SPLIT, WHETHER TO CHANGE THE NUMBER OF AUTHORIZED SHARES OF SUCH CLASS OR SERIES OR THE PAR VALUE, IF ANY, OF THE SHARES OF SUCH CLASS OR SERIES OR FOR ANY OTHER REASON, SUCH AMENDMENT SHALL BE EFFECTED PURSUANT TO ARTICLE 110 OF THIS TITLE.

(5) IN LIEU OF ISSUING FRACTIONAL SHARES UPON SUCH REVERSE SPLIT, THE CORPORATION MAY TAKE ANY OF THE ACTIONS PROVIDED FOR IN SECTION 7-106-104.

(6) FOR THE REVERSE SPLIT TO BE EFFECTED:

(a) THE BOARD OF DIRECTORS SHALL RECOMMEND THE REVERSE SPLIT TO THE HOLDERS OF SHARES OF THE CLASS OR SERIES THAT IS TO BE REVERSE SPLIT AND TO EACH OTHER VOTING GROUP THAT IS ENTITLED, BY REASON OF ANY PROVISION IN THE ARTICLES OF INCORPORATION, TO VOTE ON THE REVERSE SPLIT, UNLESS THE BOARD OF DIRECTORS DETERMINES THAT, BECAUSE OF CONFLICT OF INTEREST OR OTHER SPECIAL CIRCUMSTANCES, IT SHOULD MAKE NO RECOMMENDATION AND COMMUNICATES THE BASIS FOR ITS DETERMINATION TO THE SHAREHOLDERS WITH THE SUBMISSION OF THE REVERSE SPLIT; AND

(b) THE HOLDERS OF SHARES OF THE CLASS OR SERIES THAT IS TO BE REVERSE SPLIT, AND EACH OTHER VOTING GROUP THAT IS ENTITLED, BY REASON OF ANY PROVISION IN THE ARTICLES OF INCORPORATION, TO VOTE ON THE REVERSE SPLIT, SHALL APPROVE THE REVERSE SPLIT.

(7) THE BOARD OF DIRECTORS MAY CONDITION THE EFFECTIVENESS OF THE REVERSE SPLIT ON ANY BASIS.

(8) THE CORPORATION SHALL GIVE NOTICE, IN ACCORDANCE WITH SECTION 7-107-105, TO EACH SHAREHOLDER ENTITLED TO VOTE ON THE REVERSE SPLIT, OF THE SHAREHOLDERS' MEETING AT WHICH THE REVERSE SPLIT WILL BE VOTED UPON. THE NOTICE OF THE MEETING SHALL STATE THAT THE PURPOSE, OR ONE OF THE PURPOSES, OF THE MEETING IS TO CONSIDER THE REVERSE SPLIT, AND THE NOTICE SHALL CONTAIN OR BE ACCOMPANIED BY A COPY OR A SUMMARY OF THE REVERSE SPLIT.

(9) UNLESS ARTICLES 101 TO 117 OF THIS TITLE, THE ARTICLES OF INCORPORATION, BYLAWS ADOPTED BY THE SHAREHOLDERS, OR THE PROPOSING BOARD OF DIRECTORS REQUIRE A GREATER VOTE, THE REVERSE SPLIT SHALL BE APPROVED BY THE VOTES REQUIRED BY SECTIONS 7-107-206 AND 7-107-207 BY EVERY VOTING GROUP ENTITLED TO VOTE ON THE REVERSE SPLIT.

**SECTION 15.** 7-107-101, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-107-101. Annual meeting.** (1) A corporation shall hold a meeting of shareholders annually at a time AND DATE stated in or fixed in accordance with the bylaws, OR, IF NOT SO STATED OR FIXED, AT A TIME AND DATE STATED IN OR FIXED IN ACCORDANCE WITH A RESOLUTION OF THE BOARD OF DIRECTORS.

(2) Annual shareholders' meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, OR, IF NOT SO STATED OR FIXED, AT A PLACE STATED IN OR FIXED IN ACCORDANCE WITH A RESOLUTION OF THE BOARD OF DIRECTORS. If no place is SO stated in or fixed, ~~in accordance with the bylaws,~~ annual meetings shall be held at the corporation's principal office.

(3) The failure to hold an annual meeting at the time ~~stated in or fixed in accordance with the bylaws~~ DETERMINED PURSUANT TO SUBSECTION (1) OF THIS SECTION does not affect the validity of any corporate action and does not work a forfeiture or dissolution of the corporation.

**SECTION 16.** 7-107-102 (1) (a), (2), and (3), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-107-102. Special meeting.** (1) A corporation shall hold a special meeting of shareholders:

(a) On call of its board of directors or the person or persons authorized by the bylaws OR RESOLUTION OF THE BOARD OF DIRECTORS to call such a meeting; or

(2) If not otherwise fixed under section 7-107-103 or 7-107-107, the record date for determining shareholders entitled to demand a special meeting pursuant to PARAGRAPH (b) OF SUBSECTION (1) ~~(b)~~ of this section is the date of the earliest of any of the demands pursuant to which the meeting is called, or the date that is sixty days before the date the first of such demands is received by the corporation, whichever is later.

(3) Special shareholders' meetings may be held in or out of this state at the place stated in or fixed in accordance with the bylaws, OR, IF NOT SO STATED OR FIXED, AT A PLACE STATED IN OR FIXED IN ACCORDANCE WITH A RESOLUTION OF THE BOARD OF DIRECTORS. If no place is SO stated in or fixed, ~~in accordance with the bylaws,~~ special meetings shall be held at the corporation's principal office.

**SECTION 17.** The introductory portion to 7-107-103 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-107-103. Court-ordered meeting.** (1) The holding of a meeting of the shareholders may be summarily ordered by the district court of the county in this state where the corporation's principal office is located or, if the corporation has no principal office in this state, by the district court of the county in which its registered office is located OR, IF THE CORPORATION HAS NO REGISTERED OFFICE IN THIS STATE, BY THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER:

**SECTION 18.** 7-107-104 (2), (3), and (6), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-107-104. Action without meeting.** (2) No action taken pursuant to this section shall be effective unless the corporation has received writings that describe and consent to the action, signed by ALL OF THE shareholders ~~sufficient under subsection (1) of this section to take the action~~ ENTITLED TO VOTE ON THE ACTION. Unless otherwise provided by the bylaws, any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy thereof, including a copy of the signature thereto. Action taken pursuant to this section shall be effective as of the date ~~the last writing necessary to effect the action is received by the corporation~~ RECEIVES WRITINGS DESCRIBING AND CONSENTING TO THE ACTION SIGNED BY ALL OF THE SHAREHOLDERS ENTITLED TO VOTE WITH RESPECT TO THE ACTION, unless all of the writings ~~necessary to effect the action~~ specify a later ANOTHER date as the effective date of the action, in which case such ~~later~~ OTHER date shall be the effective date of the action. ~~If the corporation has received writings describing and consenting to the action signed by all of the shareholders entitled to vote with respect to the action, the effective date of the action may be any date that is specified in all~~

~~of the writings as the effective date of the action.~~

(3) Any shareholder who has signed a writing describing and consenting to action taken pursuant to this section may revoke such consent by a writing signed AND DATED by the shareholder describing the action and stating that the shareholder's prior consent thereto is revoked, if such writing is received by the corporation ~~before the effectiveness of the action~~ PRIOR TO THE DATE THE LAST WRITING NECESSARY TO EFFECT THE ACTION IS RECEIVED BY THE CORPORATION.

~~(6) In the event shares are entitled to be voted cumulatively in the election of directors, shareholders may take action under this section to elect or remove directors only if all of the shareholders entitled to vote in the election or removal sign writings describing and consenting to the election or removal of the same directors.~~

**SECTION 19.** 7-107-201 (2), (3), and (4), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-107-201. Shareholders' list for meeting.** (2) The shareholders' list shall be available for inspection by any shareholder, beginning the earlier of ten days before the meeting for which the list was prepared or two business days after notice of the meeting is given and continuing through the meeting, and any adjournment thereof, at the corporation's principal office or at a place identified in the notice of the meeting in the city where the meeting will be held. A shareholder or ~~his~~ AN agent or attorney OF THE SHAREHOLDER is entitled on written demand to inspect and, subject to the requirements of section 7-116-102 (3) and the provisions of subsections (2) and (3) of section 7-116-103, to copy the list during regular business hours and during the period it is available for inspection.

(3) The corporation shall make the shareholders' list available at the meeting, and any shareholder or ~~his~~ AN agent or attorney OF THE SHAREHOLDER is entitled to inspect the list at any time during the meeting or any adjournment.

(4) If the corporation refuses to allow a shareholder or an agent or attorney of the shareholder to inspect the shareholders' list before or at the meeting or to copy the list, as permitted by subsection (2) or (3) of this section, the district court of the county in this state where the corporation's principal office IS LOCATED or, if ~~it~~ THE CORPORATION has no principal office in this state, THE DISTRICT COURT OF THE COUNTY WHERE its registered office is located OR, IF THE CORPORATION HAS NO REGISTERED OFFICE IN THIS STATE, THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER may, on application of the shareholder, summarily order the inspection or copying of the list at the corporation's expense and may postpone or adjourn the meeting for which the list was prepared until the inspection or copying is complete.

**SECTION 20.** 7-107-203 (3), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-107-203. Proxies.** (3) An appointment of a proxy is effective against the corporation when received by the corporation, including receipt by the corporation of an appointment transmitted pursuant to PARAGRAPH (b) OF subsection (2) ~~(b)~~ of this section. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form.



**SECTION 21.** 7-108-109 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-108-109. Removal of directors by judicial proceeding.** (1) A director may be removed by the district court of the county in this state where ~~a~~ THE corporation's principal office is located or, if the corporation has no principal office in this state, by the district court of the county in which its registered office is located OR, IF THE CORPORATION HAS NO REGISTERED OFFICE, BY THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER, in a proceeding commenced either by the corporation or by shareholders holding at least ten percent of the outstanding shares of any class, if the court finds that the director engaged in fraudulent or dishonest conduct or gross abuse of authority or discretion with respect to the corporation and that removal is in the best interests of the corporation.

**SECTION 22.** 7-108-205 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-108-205. Quorum and voting.** (1) Unless a greater ~~or lesser~~ number is required by the bylaws, a quorum of a board of directors consists of:

(a) A majority of the number of directors fixed if the corporation has a fixed board size; or

(b) A majority of the number of directors fixed or, if no number is fixed, of the number in office immediately before the meeting begins, if a range for the size of the board is established pursuant to section 7-108-103 (2).

**SECTION 23.** The introductory portion to 7-108-206 (4), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-108-206. Committees.** (4) To the extent specified in the bylaws or by the board of directors, each committee shall ~~exercise~~ HAVE the authority of the board of directors under section 7-108-101; except that a committee shall not:

**SECTION 24.** 7-108-501 (1) and (2) (c), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-108-501. Conflicting interest transaction.** (1) (a) As used in this section, "conflicting interest transaction" means any of the following:

~~(a)~~ (I) A loan or other assistance by a corporation to a director of the corporation or to an entity in which a director of the corporation is a director or officer or has a financial interest;

~~(b)~~ (II) A guaranty by a corporation of an obligation of a director of the corporation or of an obligation of an entity in which a director of the corporation is a director or officer or has a financial interest; or

~~(c)~~ (III) A contract or transaction between a corporation and a director of the corporation or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest.

(b) "CONFLICTING INTEREST TRANSACTION" SHALL NOT INCLUDE ANY TRANSACTION BETWEEN A CORPORATION AND ANOTHER ENTITY THAT OWNS, DIRECTLY OR INDIRECTLY, ALL OF THE OUTSTANDING SHARES OF THE CORPORATION OR ALL OF THE OUTSTANDING SHARES OR OTHER EQUITY INTERESTS OF WHICH ARE OWNED, DIRECTLY OR INDIRECTLY, BY THE CORPORATION.

(2) No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a shareholder or by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or an entity in which a director of the corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the corporation's board of directors or of the committee of the board of directors which authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

(c) The conflicting interest transaction is fair as to the corporation. ~~as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the shareholders.~~

**SECTION 25.** 7-109-101 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-109-101. Definitions.** As used in this article:

(2) "Director" means an individual who is or was a director of a corporation or an individual who, while a director of a corporation, is or was serving at the corporation's request as a director, AN officer, ~~partner, trustee, employee, fiduciary;~~ ~~OR~~ AN agent, AN ASSOCIATE, AN EMPLOYEE, A FIDUCIARY, A MANAGER, A MEMBER, A PARTNER, A PROMOTER, OR A TRUSTEE of, OR TO HOLD ANY SIMILAR POSITION WITH, another domestic or foreign corporation or other person or of an employee benefit plan. A director is considered to be serving an employee benefit plan at the corporation's request if ~~his or her~~ THE DIRECTOR'S duties to the corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a director.

**SECTION 26.** 7-110-102 (1) (c), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is repealed as follows:

**7-110-102. Amendment of articles of incorporation by board of directors.**

(1) Unless otherwise provided in the articles of incorporation, the board of directors may adopt, without shareholder action, one or more amendments to the articles of incorporation to:

(c) ~~Except as otherwise provided in section 9 of article XV of the state constitution, change each issued and unissued share of a class into a greater number of whole shares if the corporation has only shares of that class outstanding;~~

**SECTION 27.** 7-110-103 (5), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-110-103. Amendment of articles of incorporation by board of directors and shareholders.** (5) Unless articles 101 to 117 of this title (including the provisions of section 7-117-101 (7)), the articles of incorporation, bylaws adopted by the shareholders, or the proposing board of directors or the proposing shareholders acting pursuant to subsection (3) of this section require a greater vote, the amendment shall be approved by

~~(a) A majority of the votes entitled to be cast on the amendment by any voting group with respect to which the amendment would create dissenters' rights; and~~

~~(b) the votes required by sections 7-107-206 and 7-107-207 by every other~~ THE voting ~~group~~ GROUPS entitled to vote on the amendment.

**SECTION 28.** 7-111-107 (2) (a) (I), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-111-107. Merger or share exchange with foreign corporation.** (2) Upon the merger or share exchange taking effect, the surviving foreign corporation of a merger and the acquiring foreign corporation of a share exchange:

(a) Shall either:

(I) Maintain a registered agent ~~in this state~~ to accept service in any proceeding to enforce any obligation or rights of dissenting shareholders of each domestic corporation party to the merger or share exchange or in any proceeding based on a cause of action arising with respect to any domestic corporation that is merged into the foreign corporation; or

**SECTION 29.** The introductory portion to 7-112-101 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-112-101. Sale or mortgage of property without shareholder approval.**

(1) A corporation may, ~~on the terms and conditions and for the consideration determined~~ AS AUTHORIZED BY ITS BYLAWS OR by the board of directors:

**SECTION 30.** 7-113-102, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-113-102. Right to dissent.** (1) A shareholder, whether or not entitled to vote, is entitled to dissent and obtain payment of the fair value of ~~his or her~~ THE SHAREHOLDER'S shares in the event of any of the following corporate actions:

(a) Consummation of a plan of merger to which the corporation is a party if:

(I) Approval by the shareholders of that corporation is required for the merger by section 7-111-103 or 7-111-104 or by the articles of incorporation; or

(II) The corporation is a subsidiary that is merged with its parent corporation under section 7-111-104;

(b) Consummation of a plan of share exchange to which the corporation is a party

as the corporation whose shares will be acquired;

(c) Consummation of a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the corporation for which a shareholder vote is required under section 7-112-102 (1); and

(d) Consummation of a sale, lease, exchange, or other disposition of all, or substantially all, of the property of an entity controlled by the corporation if the shareholders of the corporation were entitled to vote upon the consent of the corporation to the disposition pursuant to section 7-112-102 (2).

(1.3) A SHAREHOLDER IS NOT ENTITLED TO DISSENT AND OBTAIN PAYMENT, UNDER SUBSECTION (1) OF THIS SECTION, OF THE FAIR VALUE OF THE SHARES OF ANY CLASS OR SERIES OF SHARES WHICH EITHER WERE LISTED ON A NATIONAL SECURITIES EXCHANGE REGISTERED UNDER THE FEDERAL "SECURITIES EXCHANGE ACT OF 1934", AS AMENDED, OR ON THE NATIONAL MARKET SYSTEM OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS AUTOMATED QUOTATION SYSTEM, OR WERE HELD OF RECORD BY MORE THAN TWO THOUSAND SHAREHOLDERS, AT THE TIME OF:

(a) THE RECORD DATE FIXED UNDER SECTION 7-107-107 TO DETERMINE THE SHAREHOLDERS ENTITLED TO RECEIVE NOTICE OF THE SHAREHOLDERS' MEETING AT WHICH THE CORPORATE ACTION IS SUBMITTED TO A VOTE;

(b) THE RECORD DATE FIXED UNDER SECTION 7-107-104 TO DETERMINE SHAREHOLDERS ENTITLED TO SIGN WRITINGS CONSENTING TO THE CORPORATE ACTION; OR

(c) THE EFFECTIVE DATE OF THE CORPORATE ACTION IF THE CORPORATE ACTION IS AUTHORIZED OTHER THAN BY A VOTE OF SHAREHOLDERS.

(1.8) THE LIMITATION SET FORTH IN SUBSECTION (1.3) OF THIS SECTION SHALL NOT APPLY IF THE SHAREHOLDER WILL RECEIVE FOR THE SHAREHOLDER'S SHARES, PURSUANT TO THE CORPORATE ACTION, ANYTHING EXCEPT:

(a) SHARES OF THE CORPORATION SURVIVING THE CONSUMMATION OF THE PLAN OF MERGER OR SHARE EXCHANGE;

(b) SHARES OF ANY OTHER CORPORATION WHICH AT THE EFFECTIVE DATE OF THE PLAN OF MERGER OR SHARE EXCHANGE EITHER WILL BE LISTED ON A NATIONAL SECURITIES EXCHANGE REGISTERED UNDER THE FEDERAL "SECURITIES EXCHANGE ACT OF 1934", AS AMENDED, OR ON THE NATIONAL MARKET SYSTEM OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS AUTOMATED QUOTATION SYSTEM, OR WILL BE HELD OF RECORD BY MORE THAN TWO THOUSAND SHAREHOLDERS;

(c) CASH IN LIEU OF FRACTIONAL SHARES; OR

(d) ANY COMBINATION OF THE FOREGOING DESCRIBED SHARES OR CASH IN LIEU OF FRACTIONAL SHARES.

(2) ~~A shareholder, whether or not entitled to vote, is entitled to dissent and obtain payment of the fair value of the shareholder's shares in the event of:~~

~~(a) An amendment to the articles of incorporation that materially and adversely affects rights in respect of the shares because it:~~

~~(I) Alters or abolishes a preferential right of the shares; or~~

~~(II) Creates, alters, or abolishes a right in respect of redemption of the shares, including a provision respecting a sinking fund for their redemption or repurchase; or~~

~~(b) An amendment to the articles of incorporation that affects rights in respect of the shares because it:~~

~~(I) Excludes or limits the right of the shares to vote on any matter, or to cumulate votes, other than a limitation by dilution through issuance of shares or other securities with similar voting rights; or~~

~~(II) Reduces the number of shares owned by the shareholder to a fraction of a share or to scrip if the fractional share or scrip so created is to be acquired for cash or the scrip is to be voided under section 7-106-104.~~

(2.5) A SHAREHOLDER, WHETHER OR NOT ENTITLED TO VOTE, IS ENTITLED TO DISSENT AND OBTAIN PAYMENT OF THE FAIR VALUE OF THE SHAREHOLDER'S SHARES IN THE EVENT OF A REVERSE SPLIT THAT REDUCES THE NUMBER OF SHARES OWNED BY THE SHAREHOLDER TO A FRACTION OF A SHARE OR TO SCRIP IF THE FRACTIONAL SHARE OR SCRIP SO CREATED IS TO BE ACQUIRED FOR CASH OR THE SCRIP IS TO BE VOIDED UNDER SECTION 7-106-104.

(3) A shareholder is entitled to dissent and obtain payment of the fair value of the shareholder's shares in the event of any corporate action to the extent provided by the bylaws or a resolution of the board of directors.

(4) A shareholder entitled to dissent and obtain payment for the shareholder's shares under this article may not challenge the corporate action creating such entitlement unless the action is unlawful or fraudulent with respect to the shareholder or the corporation.

**SECTION 31.** 7-113-201, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-113-201. Notice of dissenters' rights.** (1) If a proposed corporate action creating dissenters' rights under section 7-113-102 is submitted to a vote at a shareholders' meeting, the notice of the meeting shall be given to all shareholders, whether or not entitled to vote. The notice shall state that shareholders are or may be entitled to assert dissenters' rights under this article and shall be accompanied by a copy of this article and the materials, if any, that, under articles 101 to 117 of this title, are required to be given to shareholders entitled to vote on the proposed action at the meeting. Failure to give notice as provided by this subsection (1) ~~to shareholders not entitled to vote~~ shall not affect any action taken at the shareholders' meeting for which the notice was to have been given, BUT ANY SHAREHOLDER WHO WAS ENTITLED TO DISSENT BUT WHO WAS NOT GIVEN SUCH NOTICE SHALL NOT BE PRECLUDED FROM DEMANDING PAYMENT FOR THE SHAREHOLDER'S SHARES UNDER THIS ARTICLE BY REASON OF THE SHAREHOLDER'S FAILURE TO COMPLY WITH THE

## PROVISIONS OF SECTION 7-113-202 (1).

(2) If a proposed corporate action creating dissenters' rights under section 7-113-102 is authorized without a meeting of shareholders pursuant to section 7-107-104, any written or oral solicitation of a shareholder to execute a writing consenting to such action contemplated in section 7-107-104 shall be accompanied or preceded by a written notice stating that shareholders are or may be entitled to assert dissenters' rights under this article, by a copy of this article, and by the materials, if any, that, under articles 101 to 117 of this title, would have been required to be given to shareholders entitled to vote on the proposed action if the proposed action were submitted to a vote at a shareholders' meeting. Failure to give notice as provided by this subsection (2) ~~to shareholders not entitled to vote~~ shall not affect any action taken pursuant to section 7-107-104 for which the notice was to have been given, BUT ANY SHAREHOLDER WHO WAS ENTITLED TO DISSENT BUT WHO WAS NOT GIVEN SUCH NOTICE SHALL NOT BE PRECLUDED FROM DEMANDING PAYMENT FOR THE SHAREHOLDER'S SHARES UNDER THIS ARTICLE BY REASON OF THE SHAREHOLDER'S FAILURE TO COMPLY WITH THE PROVISIONS OF SECTION 7-113-202 (2).

**SECTION 32.** The introductory portion of 7-113-202 (1) and 7-113-202 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-113-202. Notice of intent to demand payment.** (1) If a proposed corporate action creating dissenters' rights under section 7-113-102 is submitted to a vote at a shareholders' meeting AND IF NOTICE OF DISSENTERS' RIGHTS HAS BEEN GIVEN TO SUCH SHAREHOLDER IN CONNECTION WITH THE ACTION PURSUANT TO SECTION 7-113-201 (1), a shareholder who wishes to assert dissenters' rights shall:

(2) If a proposed corporate action creating dissenters' rights under section 7-113-102 is authorized without a meeting of shareholders pursuant to section 7-107-104 AND IF NOTICE OF DISSENTERS' RIGHTS HAS BEEN GIVEN TO SUCH SHAREHOLDER IN CONNECTION WITH THE ACTION PURSUANT TO SECTION 7-113-201 (2) a shareholder who wishes to assert dissenters' rights shall not execute a writing consenting to the proposed corporate action.

**SECTION 33.** 7-113-301 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-113-301. Court action.** (2) The corporation shall commence the proceeding described in subsection (1) of this section in the district court of the county in this state where the corporation's principal office is located or, if ~~it~~ THE CORPORATION has no principal office in this state, in the district court of the county in which its registered office is located. If the corporation is a foreign corporation without a registered office, ~~in this state,~~ it shall commence the proceeding in the county ~~in this state~~ where the registered office of the domestic corporation merged into, or whose shares were acquired by, the foreign corporation was located.

**SECTION 34.** Part 1 of article 114 of title 7, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended BY THE ADDITION OF THE FOLLOWING NEW SECTIONS to read:

**7-114-102.5. Dissolution upon expiration of period of duration.** (1) A CORPORATION SHALL BE DISSOLVED UPON AND BY REASON OF THE EXPIRATION OF ITS PERIOD OF DURATION, IF ANY, STATED IN ITS ARTICLES OF INCORPORATION.

(2) A PROVISION IN THE ARTICLES OF INCORPORATION TO THE EFFECT THAT THE CORPORATION OR ITS EXISTENCE SHALL BE TERMINATED AT A SPECIFIED DATE OR AFTER A STATED PERIOD OF TIME OR UPON A CONTINGENCY, OR ANY SIMILAR PROVISION, SHALL BE DEEMED TO BE A PROVISION FOR A PERIOD OF DURATION WITHIN THE MEANING OF THIS SECTION, AND THE OCCURRENCE OF SUCH DATE, THE EXPIRATION OF THE STATED PERIOD OF TIME, THE OCCURRENCE OF SUCH CONTINGENCY, OR THE SATISFACTION OF SUCH PROVISION SHALL BE DEEMED TO BE THE EXPIRATION OF THE CORPORATION'S PERIOD OF DURATION FOR PURPOSES OF THIS SECTION.

**7-114-103.5. Name of dissolved corporation.** ON AND AFTER THE EFFECTIVE DATE OF THE DISSOLUTION, THE CORPORATE NAME OF A DISSOLVED CORPORATION SHALL INCLUDE THE WORDS "A DISSOLVED COLORADO CORPORATION" AND THE YEAR OF DISSOLUTION.

**SECTION 35.** 7-114-103 (3), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is repealed as follows:

~~**7-114-103. Articles of dissolution.** (3) On and after the effective date of the dissolution, the corporate name of a dissolved corporation shall include the words "a dissolved Colorado corporation" and the year of dissolution.~~

**SECTION 36.** 7-114-103, Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended BY THE ADDITION OF A NEW SUBSECTION to read:

**7-114-103. Articles of dissolution.** (4) ARTICLES OF DISSOLUTION NEED NOT BE FILED BY A CORPORATION THAT IS DISSOLVED PURSUANT TO SECTION 7-114-102.5.

**SECTION 37.** 7-114-106 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-106. Disposition of known claims by notification.** (2) A dissolved corporation shall give written notice of the dissolution to known claimants within ninety days after the effective date of the dissolution. The notice shall:

- (a) Describe the information that must be included in a claim;
- (b) Provide an address to which written notice of any claim must be given to the corporation; AND
- (c) ~~State the deadline, which may not be fewer than two years after the giving of the notice of dissolution, by which an action to enforce the claim must be commenced; and~~
- (d) State that, unless sooner barred by any other statute limiting actions, the claim will be barred if an action to enforce the claim is not commenced by ~~the~~ A deadline THAT IS STATED ON THE NOTICE, WHICH DEADLINE SHALL NOT BE LESS THAN TWO

YEARS AFTER THE GIVING OF NOTICE.

**SECTION 38.** 7-114-109 (1) (a), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-109. Service on dissolved corporation.** (1) A dissolved corporation shall either:

(a) Maintain a registered agent ~~in this state~~ to accept service of process on its behalf; or

**SECTION 39.** 7-114-201 (1) (c), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-201. Grounds for administrative dissolution.** (1) The secretary of state may commence a proceeding under section 7-114-202 for administrative dissolution of a corporation if:

(c) The corporation is without a registered agent or registered office; ~~in this state;~~

**SECTION 40.** 7-114-203 (1) (e), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-203. Reinstatement following administrative dissolution.** (1) A corporation administratively dissolved under section 7-114-202 may apply to the secretary of state for reinstatement within two years after the effective date of dissolution by delivering to the secretary of state for filing an application for reinstatement that states:

(e) The address of its registered office ~~in this state~~ and the name of its registered agent at that office; and

**SECTION 41.** 7-114-204 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-204. Appeal from denial of reinstatement.** (2) The corporation may appeal the denial of reinstatement to the district court of the county ~~where the registered or principal office of the corporation is located~~ IN THIS STATE WHERE THE CORPORATION'S PRINCIPAL OFFICE IS LOCATED OR, IF THE CORPORATION HAS NO PRINCIPAL OFFICE IN THIS STATE, TO THE DISTRICT COURT OF THE COUNTY IN WHICH ITS REGISTERED OFFICE IS LOCATED OR, IF THE CORPORATION HAS NO REGISTERED OFFICE, TO THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER within thirty days after mailing of the notice of denial by petitioning the court to set aside the dissolution and attaching to the petition copies of the secretary of state's notice of dissolution, the corporation's application for reinstatement, and the secretary of state's notice of denial.

**SECTION 42.** 7-114-302 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-114-302. Procedure for judicial dissolution.** (1) A proceeding by the attorney



general to dissolve a corporation shall be brought in the district court of the county in this state ~~in which the principal office or registered office of the corporation is situated~~ WHERE THE CORPORATION'S PRINCIPAL OFFICE OR REGISTERED OFFICE IS LOCATED OR, IF THE CORPORATION HAS NO PRINCIPAL OR REGISTERED OFFICE IN THIS STATE, IN THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER. A proceeding brought by any other party named in section 7-114-301 shall be brought in the district court of the county in this state where the corporation's principal office is located or, if it has no principal office in this state, in the district court of the county where its registered office is or was last located.

**SECTION 43.** 7-115-103 (1) (e), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-115-103. Application for authority to transact business.** (1) A foreign corporation may apply for authority to transact business in this state by delivering to the secretary of state for filing an application for authority to transact business setting forth:

(e) The address of its registered office ~~in this state~~ and the name of its registered agent at that office;

**SECTION 44.** 7-115-109 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-115-109. Change of registered office or registered agent of foreign corporation.** (2) If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any foreign corporation for which the registered agent is the registered agent by giving written notice to the FOREIGN corporation of the change and executing, either manually or in facsimile, and delivering to the secretary of state for filing a statement of change that complies with the requirements of subsection (1) of this section and recites that notice of the change has been given to the FOREIGN corporation.

**SECTION 45.** 7-115-110 (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-115-110. Resignation of registered agent of foreign corporation.** (2) After filing the statement of resignation, the secretary of state shall deliver one copy ALONG WITH THE RECEIPT FOR FILING FEES, IF ANY, to the registered office of the foreign corporation and the other copy to the principal office of the FOREIGN corporation.

**SECTION 46.** 7-115-301 (1) (c), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-115-301. Grounds for revocation.** (1) The secretary of state shall commence a proceeding under section 7-115-302 to revoke the authority of a foreign corporation to transact business in this state if:

(c) The foreign corporation is without a registered agent or registered office; ~~in this state~~;

**SECTION 47.** 7-115-303 (1), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-115-303. Appeal from revocation.** (1) A foreign corporation may appeal the secretary of state's revocation of its authority to transact business in this state to the district court in and for the city and county of Denver or to the district court of the county IN THIS STATE where the corporation's registered or principal office is located, within thirty days after mailing of the notice of revocation, by petitioning the court to set aside the revocation and attaching to the petition copies of its application for authority to transact business and any amended applications, each as filed, and the secretary of state's notice of revocation.

**SECTION 48.** 7-116-104 (1) and (2), Colorado Revised Statutes, 1986 Repl. Vol., as amended, are amended to read:

**7-116-104. Court-ordered inspection of corporate records.** (1) If a corporation refuses to allow a shareholder, or the shareholder's agent or attorney, who complies with section 7-116-102 (1) to inspect or copy any records ~~which~~ THAT the shareholder is entitled to inspect or copy by said section, the district court of the county in this state where the corporation's principal office is located or, if ~~it~~ THE CORPORATION has no principal office in this state, the district court of the county in which its registered office is located OR, IF THE CORPORATION HAS NO REGISTERED OFFICE, THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER may, on application of the shareholder, summarily order the inspection or copying of the records demanded at the corporation's expense.

(2) If a corporation refuses to allow a shareholder, or the shareholder's agent or attorney, who complies with subsections (2) and (3) of section 7-116-102 to inspect or copy any records ~~which~~ THAT the shareholder is entitled to inspect or copy by ~~said~~ subsections (2) and (3) OF SECTION 7-116-102 within a reasonable time following the shareholder's demand, the district court of the county in this state where the corporation's principal office is located or, if ~~it~~ THE CORPORATION has no principal office in this state, the district court of the county in which its registered office is located OR, IF THE CORPORATION HAS NO REGISTERED OFFICE, THE DISTRICT COURT FOR THE CITY AND COUNTY OF DENVER may, on application of the shareholder, summarily order the inspection or copying of the records demanded. ~~The court shall dispose of an application under this subsection (2) on an expedited basis.~~

**SECTION 49.** 7-116-107 (1) (c), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-116-107. Corporate report to secretary of state.** (1) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing a corporate report that sets forth:

(c) The street address of its registered office and the name of its registered agent at that office; ~~in this state;~~

**SECTION 50.** 7-116-109 (5), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-116-109. Interrogatories by secretary of state.** (5) The attorney general may enforce the provisions of this section in an action brought IN THE DISTRICT COURT OF THE COUNTY IN THIS STATE WHERE THE CORPORATION'S PRINCIPAL OFFICE OR REGISTERED OFFICE IS LOCATED OR, IF THE CORPORATION HAS NO PRINCIPAL OR REGISTERED OFFICE IN THIS STATE, in the district court in and for the city and county of Denver.

**SECTION 51.** 7-117-101 (11), Colorado Revised Statutes, 1986 Repl. Vol., as amended, is amended to read:

**7-117-101. Application to existing corporations.** (11) An amendment to the articles of incorporation of an existing corporation to reduce the vote required to take any action specified in subsections (7) to (10) of this section, which amendment may not reduce the required vote to less than ~~a majority of all the votes entitled to be cast by each voting group entitled to vote~~ THAT WHICH WOULD BE REQUIRED TO TAKE THE ACTION IF THE ACTION WERE TO BE TAKEN BY A CORPORATION FORMED ON OR AFTER JULY 1, 1994, shall be adopted by the same vote and voting groups required to take the action specified in said subsections (7) to (10).

**SECTION 52.** Article 30 of title 38, Colorado Revised Statutes, 1982 Repl. Vol., as amended, is amended BY THE ADDITION OF A NEW SECTION to read:

**38-30-171. Survival of remedies and title to corporate property after dissolution.** (1) THIS SECTION SHALL APPLY TO CORPORATIONS FOR PROFIT THAT WERE BOTH FORMED UNDER THE LAWS OF THIS STATE AND DISSOLVED BEFORE JULY 1, 1994.

(2) THE DISSOLUTION OF A CORPORATION SHALL NOT ELIMINATE OR IMPAIR ANY REMEDY AVAILABLE TO OR AGAINST THE CORPORATION OR ITS DIRECTORS, OFFICERS, OR SHAREHOLDERS FOR ANY RIGHT OR CLAIM EXISTING OR ANY LIABILITY INCURRED PRIOR TO SUCH DISSOLUTION IF AN ACTION OR OTHER PROCEEDING IS COMMENCED THEREON WITHIN TWO YEARS AFTER THE DATE OF THE DISSOLUTION. THE FOREGOING LIMITATION SHALL NOT APPLY TO ANY ACTION AFFECTING TITLE TO REAL ESTATE. ANY ACTION OR PROCEEDING BY OR AGAINST THE CORPORATION MAY BE PROSECUTED OR DEFENDED BY THE CORPORATION IN ITS CORPORATE NAME. THE SHAREHOLDERS, DIRECTORS, AND OFFICERS OF THE CORPORATION SHALL HAVE POWER TO TAKE SUCH CORPORATE AND OTHER ACTION AS SHALL BE NECESSARY OR APPROPRIATE TO EFFECT ANY REMEDY AVAILABLE TO THE CORPORATION, PURSUE ANY ACTION OR PROCEEDING BY THE CORPORATION, OR DEFEND AGAINST ANY ACTION OR PROCEEDING AGAINST THE CORPORATION.

(3)(a) AFTER DISSOLUTION OF THE CORPORATION, TITLE TO ANY PROPERTY OF THE CORPORATION NOT PREVIOUSLY DISTRIBUTED OR DISPOSED OF BY THE CORPORATION SHALL REMAIN IN THE CORPORATION. THE MAJORITY OF THE SURVIVING MEMBERS OF THE LAST ACTING BOARD OF DIRECTORS AS NAMED IN THE FILES OF THE SECRETARY OF STATE SHALL HAVE FULL POWER AND AUTHORITY:

(I) TO SUE AND BE SUED IN THE CORPORATE NAME AND, FOR PURPOSES OF SUIT AGAINST SUCH CORPORATION, EACH DIRECTOR IS AN AGENT FOR PROCESS; AND

(II) TO ACT ON BEHALF OF AND IN THE NAME OF SUCH CORPORATION TO CONVEY

AND DISPOSE OF ANY CORPORATE PROPERTY NOT DISTRIBUTED OR DISPOSED OF IN THE DISSOLUTION.

(b) FINAL DISPOSITION OF SUCH PROPERTY SHALL BE MADE BY THE MAJORITY OF THE SURVIVING DIRECTORS IN THE MANNER PROVIDED BY LAW AT THE TIME OF DISSOLUTION OF SUCH CORPORATION. UPON THE DEATH OF THE LAST SURVIVOR OF SUCH DIRECTORS, THE PUBLIC TRUSTEE OF THE COUNTY IN WHICH PROPERTY OWNED BY SUCH CORPORATION IS SITUATED SHALL HAVE FULL POWER AND AUTHORITY TO ACT ON BEHALF OF AND IN THE NAME OF SUCH CORPORATION TO CONVEY AND DISPOSE OF SUCH PROPERTY.

**SECTION 53.** 38-37-104 (1) (g), Colorado Revised Statutes, 1982 Repl. Vol., as amended, is amended to read:

**38-37-104. Duties of public trustees - fees, expenses, and salaries - reports.**

(1) The public trustees of each county of this state shall perform the functions and exercise the powers conferred upon them by statute. They shall be entitled to receive as fees for such services the following sums and no other fees or perquisites whatever:

(g) For performing any duty OF THE PUBLIC TRUSTEE prescribed by section 38-30-171 (3) (b) OR 38-34-104, the sum of twenty-five dollars or such greater amount as may be approved by a court of competent jurisdiction;

**SECTION 54.** 38-37-106 (1), Colorado Revised Statutes, 1982 Repl. Vol., as amended, is amended to read:

**38-37-106. Public trustee to act as successor in trust - additional duties.** (1) It is ~~a~~ THE duty of all public trustees of the several counties of the state of Colorado to accept and discharge the duties of trustee or successor trustee in accordance with the provisions of section 38-34-104 AND TO ACCEPT AND DISCHARGE THOSE DUTIES OF THE PUBLIC TRUSTEE PRESCRIBED BY SECTION 38-30-171 (3) (b).

**SECTION 55. 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: June 1, 1996