

## CHAPTER 183

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**CORPORATIONS AND ASSOCIATIONS**

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**SENATE BILL 98-102**

BY SENATOR Linkhart;  
also REPRESENTATIVE Tate.

**AN ACT**

CONCERNING ENTITIES CREATED PURSUANT TO TITLE 7, COLORADO REVISED STATUTES.

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

**SECTION 1.** 7-30-101.2 (4) (d), Colorado Revised Statutes, is amended to read:

**7-30-101.2. Private foundations.** (4) Except as otherwise expressly provided in its constitution, articles of association, or a principal governing document, or otherwise determined by a court of competent jurisdiction, a charitable nonprofit association that is also a private foundation within the meaning of section 509 (a) of the internal revenue code:

(d) Shall not make any ~~taxable expenditures as defined in~~ INVESTMENTS THAT WOULD SUBJECT THE NONPROFIT ASSOCIATION TO TAXATION UNDER section 4944 of the internal revenue code;

**SECTION 2.** 7-56-201 (3) (c), Colorado Revised Statutes, is amended to read:

**7-56-201. Articles of incorporation.** (3) The articles may set forth:

(c) The number and terms of the board of directors, which number shall be not less than three, together with the names and the street addresses of the initial directors. IF THE DIRECTORS ARE NOT SET FORTH IN THE ARTICLES, THE INITIAL BOARD OF DIRECTORS SHALL BE DESIGNATED BY THE INCORPORATOR OR INCORPORATORS FOLLOWING THE DELIVERY OF THE ARTICLES TO THE SECRETARY OF STATE FOR FILING.

**SECTION 3. Repeal.** 7-56-301 (12), Colorado Revised Statutes, is repealed as follows:

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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.*

**7-56-301. Members.** (12) ~~A cooperative, in its articles or bylaws, may limit the amount of common stock that one member may own.~~

**SECTION 4.** 7-56-406 (2), Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW PARAGRAPH to read:

**7-56-406. Indemnification and personal liability of directors, officers, employees, and agents.** (2) (e) UNLESS OTHERWISE PROVIDED IN THE ARTICLES OR BYLAWS, EACH DIRECTOR SHALL DISCHARGE HIS OR HER DUTIES AS A DIRECTOR, INCLUDING HIS OR HER DUTIES AS A MEMBER OF A COMMITTEE, IN ACCORDANCE WITH THE PROVISIONS OF SECTION 7-108-401. UNLESS OTHERWISE PROVIDED IN THE ARTICLES OR BYLAWS, EACH OFFICER WITH DISCRETIONARY AUTHORITY SHALL DISCHARGE HIS OR HER DUTIES UNDER THAT AUTHORITY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 7-108-401. FOR PURPOSES OF THIS SUBSECTION (2), REFERENCES TO "CORPORATION" AND "SHAREHOLDERS" IN SECTION 7-108-401 SHALL BE CONSTRUED AS REFERRING TO "COOPERATIVE" AND "MEMBERS" RESPECTIVELY.

**SECTION 5.** 7-56-501 (1), Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW PARAGRAPH to read:

**7-56-501. Powers.** (1) Every cooperative has the power, except as specifically limited by this article or by its own articles or bylaws:

(aa.5) TO ADOPT A TRADE NAME;

**SECTION 6.** The introductory portion to 7-56-604 (2) and 7-56-604 (3), (4), and (5), Colorado Revised Statutes, are amended to read:

**7-56-604. Merger of parent and subsidiary.** (2) ~~The board~~ ~~BOARDS~~ ~~of such~~ THE parent cooperative AND OF THE SUBSIDIARY shall adopt by resolution, and the members of both the parent cooperative and the subsidiary shall approve, a plan of merger that sets forth the following:

(3) THE MEMBERS OF THE PARENT COOPERATIVE SHALL NOT BE REQUIRED TO VOTE ON THE MERGER UNLESS THE ARTICLES, BYLAWS, OR THE BOARD REQUIRES OTHERWISE; EXCEPT THAT IF, AS A RESULT OF THE MERGER, THE VOTING SHARES, MEMBERSHIPS, OR OTHER INTERESTS OF MEMBERS OF THE PARENT COOPERATIVE WOULD BE MATERIALLY ALTERED, THEN THE MEMBERS OF THE PARENT COOPERATIVE SHALL HAVE THE RIGHT TO VOTE ON THE PLAN OF MERGER. IF THE MEMBERS OF THE PARENT COOPERATIVE HAVE THE RIGHT TO VOTE ON THE PLAN OF MERGER, the parent cooperative shall mail a copy or summary of the plan of merger to each member of THE PARENT COOPERATIVE WHO HAS THE RIGHT TO VOTE ON THE PLAN AND all parties to the merger. Notice and meeting requirements as provided for in this article shall apply.

(4) IF THE MEMBERS OF THE PARENT COOPERATIVE HAVE THE RIGHT TO VOTE ON THE PLAN OF MERGER, unless the articles, bylaws, or the board requires a greater or lesser vote, the plan of merger, consolidation, or share or equity capital exchange shall be approved by a majority of the members OF THE PARENT COOPERATIVE present and voting on the plan in person or in any other manner authorized by the cooperative pursuant to section 7-56-305 (1). UPON APPROVAL OF A PLAN OF MERGER PURSUANT

TO THIS SECTION, ARTICLES OF MERGER SHALL BE DELIVERED TO THE SECRETARY OF STATE FOR FILING, THE FEE SHALL BE PAID TO THE SECRETARY OF STATE, AND A COPY OF THE ARTICLES OF MERGER SHALL BE FILED FOR RECORD IN EACH OF THE COUNTIES, IF ANY, IN WHICH SUCH FILING IS REQUIRED BY SECTION 7-56-602 (3).

(5) ~~A cooperative shall not permit proportional voting to apply to a vote of members on a plan of merger of a parent and subsidiary pursuant to this section.~~

**SECTION 7.** 7-56-702 (1) (a), Colorado Revised Statutes, is amended to read:

**7-56-702. Authorization of dissolution after issuance of memberships.**

(1) After memberships have been issued, dissolution of a cooperative may be authorized in the following manner:

(a) The board, by a two-thirds majority vote of all its members, shall first adopt a resolution recommending dissolution THAT CONFORMS TO THE REQUIREMENTS OF PARAGRAPH (c) OF THIS SUBSECTION (1);

**SECTION 8.** 7-80-1003 (3) (a), Colorado Revised Statutes, is amended to read:

**7-80-1003. Merger of entities.** (3) The plan of merger must be approved:

(a) In the case of a limited liability company that is a party to the merger, by the vote required for approval of a merger by the law of the state or foreign jurisdiction in which the limited liability company is organized and, in the absence of such specifically applicable law, BY THE VOTE REQUIRED FOR APPROVAL OF A MERGER PURSUANT TO THE PROVISIONS OF THE OPERATING AGREEMENT, OR IN THE ABSENCE OF SUCH PROVISIONS, by all the members ~~notwithstanding a provision to the contrary in the operating agreement~~ OF THE LIMITED LIABILITY COMPANY;

**SECTION 9.** 7-90-102 (2), (5), (11), (13), (14), (16), (18), (19), (20), (21), (24), (25), (26), (27), (28), (29), (41), (42), and (48), Colorado Revised Statutes, are amended, and the said 7-90-102 is further amended BY THE ADDITION OF THE FOLLOWING NEW SUBSECTIONS, to read:

**7-90-102. Definitions.** As used in this article:

(2) "Articles of incorporation" means, with respect to a domestic corporation, the articles of incorporation as defined in the "Colorado Business Corporation Act", articles 101 to 117 of this title. With respect to a domestic nonprofit corporation, "articles of incorporation" means the articles of incorporation as ~~defined~~ USED in the "Colorado Nonprofit Corporation Act", articles 20 to 29 of this title; ARTICLES 40 TO 52 OF THIS TITLE; AND THE "COLORADO REVISED NONPROFIT CORPORATION ACT", ARTICLES 121 TO 137 OF THIS TITLE. With respect to a foreign corporation or foreign nonprofit corporation, "articles of incorporation" means the corresponding document filed with the jurisdiction in which the corporation or nonprofit corporation is ~~organized~~ FORMED.

(5) "Constituent entity" means, with respect to a merger, each merging entity and the surviving entity, with respect to a conversion, the converting entity and the ~~resultant~~ RESULTING entity, and, with respect to an exchange, each entity whose

owner's interests will be acquired or each entity acquiring those interests.

(10.5) "DELIVER" INCLUDES MAIL; EXCEPT THAT DELIVERY TO THE SECRETARY OF STATE MEANS ACTUAL RECEIPT BY THE SECRETARY OF STATE.

(11) "Domestic cooperative" means any entity ~~organized~~ FORMED under ARTICLE 55 OF THIS TITLE AND ANY ENTITY FORMED UNDER the "Colorado Cooperative Act", article 56 of this title, or any other act of the state of Colorado, that has elected to be subject to the "Colorado Cooperative Act".

(13) "Domestic entity" means a domestic corporation, a domestic general partnership, a DOMESTIC cooperative, a domestic limited liability company, a domestic limited partnership, A DOMESTIC LIMITED LIABILITY PARTNERSHIP, a domestic limited partnership association, a domestic nonprofit association, or a domestic nonprofit corporation.

(14) "Domestic general partnership" means a partnership as defined in the "Uniform Partnership Law", article 60 of this title, ~~or a successor statute, the partnership agreement of which is governed by the laws of this jurisdiction. The term includes a registered limited liability partnership as defined in the "Uniform Partnership Law"~~. OR AS DEFINED IN THE "COLORADO UNIFORM PARTNERSHIP ACT (1997)", ARTICLE 64 OF THIS TITLE. THE TERM INCLUDES A REGISTERED LIMITED LIABILITY PARTNERSHIP AS DEFINED IN THE "UNIFORM PARTNERSHIP LAW", ARTICLE 60 OF THIS TITLE, OR AS DEFINED IN THE "COLORADO UNIFORM PARTNERSHIP ACT (1997)", ARTICLE 64 OF THIS TITLE.

(16) "Domestic limited partnership" means a limited partnership ~~formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners. The term includes a registered limited liability limited partnership as defined in the "Colorado Uniform Limited Partnership Law of 1931", the "Colorado Uniform Limited Partnership Act of 1981", article 62 of this title, and any successor law.~~ AS DEFINED IN THE "UNIFORM LIMITED PARTNERSHIP LAW OF 1931", ARTICLE 61 OF THIS TITLE, OR AS DEFINED IN THE "COLORADO UNIFORM LIMITED PARTNERSHIP ACT OF 1981", ARTICLE 62 OF THIS TITLE. THE TERM INCLUDES A REGISTERED LIMITED LIABILITY LIMITED PARTNERSHIP AS DEFINED IN THE "COLORADO UNIFORM LIMITED PARTNERSHIP ACT OF 1981", ARTICLE 62 OF THIS TITLE, OR AS DEFINED IN THE "COLORADO UNIFORM PARTNERSHIP ACT (1997)", OR ARTICLE 64 OF THIS TITLE.

(18) "Domestic nonprofit association" means ~~an~~ A nonprofit association as defined in the "~~Colorado~~ UNIFORM Unincorporated Nonprofit Association Act", OR article 30 of this title.

(19) "Domestic nonprofit corporation" means a corporation organized or existing under the "Colorado Nonprofit Corporation Act", articles 20 to 29 of this title, ARTICLES 40 TO 52 OF THIS TITLE, AND THE "COLORADO REVISED NONPROFIT CORPORATION ACT", ARTICLES 121 TO 137 OF THIS TITLE.

(19.5) "EFFECTIVE DATE", WHEN REFERRING TO A DOCUMENT FILED BY THE SECRETARY OF STATE, MEANS THE TIME AND DATE DETERMINED IN ACCORDANCE WITH SECTION 7-90-304.

(20) "Entity" means a domestic entity ~~and~~ OR a foreign entity.

(21) "Foreign cooperative" means an entity ~~organized under the laws of any other jurisdiction that has elected to be governed by the "Colorado Cooperative Act", article 56 of this title, or would be eligible to elect to be governed by the laws of this state.~~ THAT IS FORMED UNDER THE LAWS OF A JURISDICTION OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC COOPERATIVE.

(24) "Foreign limited liability company" means ~~a limited liability company~~ AN ENTITY formed under the laws of any jurisdiction other than this jurisdiction AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC LIMITED LIABILITY COMPANY.

(24.3) "FOREIGN LIMITED LIABILITY LIMITED PARTNERSHIP" MEANS AN ENTITY THAT IS FORMED UNDER THE LAWS OF A JURISDICTION OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC LIMITED LIABILITY LIMITED PARTNERSHIP.

(24.5) "FOREIGN LIMITED LIABILITY PARTNERSHIP" MEANS AN ENTITY THAT IS FORMED UNDER THE LAWS OF A JURISDICTION OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC LIMITED LIABILITY PARTNERSHIP.

(25) "Foreign limited partnership" means a partnership formed under the laws of any jurisdiction other than this jurisdiction ~~and having as partners one or more general partners and one or more limited partners. The term includes a foreign limited partnership that is a registered limited liability limited partnership or similar entity with one or more limited partners and one or more general partners.~~ AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC LIMITED PARTNERSHIP.

(26) "Foreign limited partnership association" means a limited partnership association formed under the laws of any jurisdiction other than this jurisdiction THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC LIMITED PARTNERSHIP ASSOCIATION.

(27) "Foreign general partnership" means ~~a general partnership, including a foreign limited liability partnership, as defined in the "Uniform Partnership Law", article 60 of this title, the "Colorado Uniform Partnership Act (1997)", article 64 of this title, or a successor statute, the partnership agreement of which is governed by the laws of any jurisdiction other than this jurisdiction. The term includes a foreign general partnership that is a limited liability partnership or similar entity having at least two general partners and no limited partners.~~ AN ENTITY THAT IS FORMED UNDER THE LAWS OF A JURISDICTION OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC GENERAL PARTNERSHIP.

(28) "Foreign nonprofit association" means an ~~unincorporated nonprofit association or nonprofit association organized and existing under the laws of a jurisdiction other than this jurisdiction~~ ENTITY THAT IS FORMED UNDER THE LAWS OF A JURISDICTION OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC NONPROFIT ASSOCIATION.

(29) "Foreign nonprofit corporation" means ~~a nonprofit corporation or a corporation not for profit organized or existing under the laws of a jurisdiction other than this jurisdiction~~ AN ENTITY THAT IS FORMED UNDER THE LAWS OF A JURISDICTION

OTHER THAN THIS STATE AND THAT IS FUNCTIONALLY EQUIVALENT TO A DOMESTIC NONPROFIT CORPORATION.

(31.3) "INCLUDES", WHEN USED IN REFERENCE TO ANY DEFINITION OR LIST, INDICATES THAT THE DEFINITION OR LIST IS PARTIAL AND NOT EXCLUSIVE.

(31.7) "JURISDICTION" INCLUDES A STATE OF THE UNITED STATES, A FOREIGN COUNTRY OR OTHER FOREIGN GOVERNMENTAL AUTHORITY, AND ANY POLITICAL SUBDIVISION, DISTRICT, AUTHORITY, OFFICE, BUREAU, COMMISSION, DEPARTMENT, OR OTHER AGENCY THEREOF.

(32.5) "LIMITED LIABILITY LIMITED PARTNERSHIP" MEANS A LIMITED PARTNERSHIP THAT IS REGISTERED AS A LIMITED LIABILITY LIMITED PARTNERSHIP UNDER SECTION 7-60-144 OR 7-64-1002.

(32.7) "LIMITED LIABILITY PARTNERSHIP" MEANS A PARTNERSHIP THAT IS REGISTERED AS A LIMITED LIABILITY PARTNERSHIP UNDER SECTION 7-60-144 OR 7-64-1002.

(35.5) "MAIL" MEANS DEPOSIT IN THE UNITED STATES MAIL, PROPERLY ADDRESSED, FIRST CLASS POSTAGE PREPAID, AND INCLUDES REGISTERED OR CERTIFIED MAIL FOR WHICH THE PROPER FEE HAS BEEN PAID.

(41) "Operating agreement" means the operating agreement ~~in~~ OF a domestic limited liability company ~~and the operating agreement, limited liability company agreement, regulations, or similar agreement in a foreign limited liability company~~ OR THE FUNCTIONALLY EQUIVALENT DOCUMENT OF A FOREIGN LIMITED LIABILITY COMPANY.

(42) "Organic statute" means THIS ARTICLE AND, with respect to any entity, the statute pursuant to which the entity is formed ~~but is subject to~~ AND all other applicable statutes of this state and other statutes of the jurisdiction in which the entity is formed governing the operation of the entity.

(47.1) "PERSON" MEANS AN INDIVIDUAL OR AN ENTITY, OR ANY OTHER BUSINESS TRUST, ESTATE, TRUST, JOINT VENTURE, GOVERNMENT, GOVERNMENTAL SUBDIVISION, AGENCY, OR INSTRUMENTALITY, OR ANY LEGAL OR COMMERCIAL ENTITY.

(48) ~~Resultant~~ "RESULTING entity" means an entity that results from the conversion of another entity pursuant to section 7-90-201.

**SECTION 10.** 7-90-201 (3) (b), (5) (a), and (5) (b), Colorado Revised Statutes, are amended to read:

**7-90-201. Conversion of an entity into another entity.** (3) A foreign entity may be converted into a domestic entity if:

(b) ~~In the case of a foreign entity other than a foreign corporation or foreign nonprofit corporation,~~ THE conversion is permitted by the constituent documents of the foreign entity ~~which~~ THAT are not inconsistent with the organic statute governing the foreign entity.

(5) After the terms and conditions of the conversion are approved in accordance with this section, if the resulting entity is an entity for which constituent filed documents are filed in this state, the converting entity shall cause the appropriate constituent document to be filed with the secretary of state, and the converting entity shall comply with the requirements of the organic statute governing the resulting entity, including the filing of any constituent filed documents required by the organic statute and, if the converting entity is an entity for which constituent filed documents have been filed with the secretary of state, the converting entity shall cause a certificate of conversion to be filed with the secretary of state. The certificate of conversion shall include:

(a) The name, address, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of entity of the converting entity;

(b) The name, address, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of entity of the resulting entity;

**SECTION 11.** 7-90-201 (4), Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW PARAGRAPH to read:

**7-90-201. Conversion of an entity into another entity.** (4) The terms and conditions of a conversion under this section shall be approved by each owner of a constituent entity who will be liable, solely by reason of being an owner, for the debts, obligations, and liabilities of the resulting entity and shall be approved:

(d) NOTWITHSTANDING THE PROVISIONS OF PARAGRAPHS (a) TO (c) OF THIS SUBSECTION (4), UNLESS OTHERWISE PROVIDED BY THE ORGANIC STATUTE GOVERNING THE ENTITY, IF THE TERMS OF THE ENTITY'S CONSTITUENT DOCUMENTS PROVIDE THAT AN OWNER'S INTEREST HAS NO VOTING RIGHTS OR HAS LIMITED VOTING RIGHTS THAT DO NOT INCLUDE THE RIGHT TO VOTE ON A CONVERSION OF THE ENTITY, THE APPROVAL OF SUCH OWNER OF THE TERMS AND CONDITIONS OF A CONVERSION UNDER THIS SECTION SHALL BE REQUIRED ONLY IF SUCH OWNER IS LIABLE, SOLELY BY REASON OF BEING AN OWNER, FOR THE DEBTS, OBLIGATIONS, AND LIABILITIES OF THE RESULTING ENTITY.

**SECTION 12.** The introductory portion to 7-90-202 (1), Colorado Revised Statutes, is amended, and the said 7-90-202 (1) is further amended BY THE ADDITION OF A NEW PARAGRAPH, to read:

**7-90-202. Effect of conversion - entity unchanged.** (1) After a conversion is effective under this ~~section~~ ARTICLE:

(d) THE RESULTING ENTITY IS FOR ALL PURPOSES THE SAME ENTITY AS THE CONVERTING ENTITY.

**SECTION 13.** 7-90-203 (2), (3) (a), (3) (b), (5) (a), and (5) (b), Colorado Revised Statutes, are amended to read:

**7-90-203. Merger of entities.** (2) Pursuant to a plan of merger approved pursuant to subsection (4) of this section, one or more domestic entities may merge with one or more foreign entities if, in the case of each foreign entity, the ~~conversion~~

MERGER is permitted by the organic statute governing the foreign entity, or ~~in the case of a foreign entity other than a foreign corporation or foreign nonprofit corporation;~~ conversion THE MERGER is permitted by the constituent documents of the foreign entity ~~which~~ THAT are not inconsistent with the organic statute governing the foreign entity.

(3) The plan of merger shall set forth:

(a) The name, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of organization of each of the merging entities;

(b) The name, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of organization of the surviving entity into which the merging entities are to merge;

(5) After the plan of merger is approved in accordance with this section, the surviving entity shall deliver to the secretary of state for filing a statement of merger that shall contain:

(a) The name, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of entity of each merging entity;

(b) The name, state, ~~of organization~~ OR JURISDICTION UNDER WHOSE LAWS THE ENTITY IS ORGANIZED and form of entity of the surviving entity; and

**SECTION 14.** 7-90-204 (1), Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW PARAGRAPH to read:

**7-90-204. Effect of merger - entity unchanged.** (1) After a merger is effective:

(d) THE SURVIVING ENTITY IS FOR ALL PURPOSES THE SAME ENTITY AS THE MERGING ENTITIES.

**SECTION 15.** 7-90-301 (1), (2), (3), (6), (8), and (10), Colorado Revised Statutes, are amended, and the said 7-90-301 is further amended BY THE ADDITION OF THE FOLLOWING NEW SUBSECTIONS, to read:

**7-90-301. Filing requirements - number of copies - signature as affirmation.**

(1) A document SUBJECT TO THIS PART 3 shall satisfy the requirements of this section, and of any other section that adds to or varies these requirements, to be entitled to filing by the secretary of state pursuant to this ~~article~~ TITLE.

(2) The document shall be one that is required or permitted by this ~~article~~ TITLE OR ANY OTHER ORGANIC STATUTE OF THIS STATE to be filed in the office of the secretary of state.

(3) The document shall contain all information required by ~~this article~~ THE LAWS OF THIS STATE and may contain other information as well.

(6) The document shall be executed, or shall be a ~~true~~ AN EXACT copy, made by photographic, xerographic, or other process providing similar copy accuracy, OR A



CONFORMED COPY of a document that has been executed, by the person authorized to execute the ~~constituent filed~~ document with respect to the entity causing the document to be filed. In the case of a document to be filed by a registered agent, the document shall be executed by the registered agent if the ~~person~~ REGISTERED AGENT is an individual, or by a person authorized by the registered agent to execute the document if the registered agent is an entity OR SHALL BE AN EXACT COPY, MADE BY PHOTOGRAPHIC, XEROGRAPHIC, OR OTHER PROCESS PROVIDING SIMILAR COPY ACCURACY, OR A CONFORMED COPY OF A DOCUMENT THAT HAS BEEN EXECUTED BY SUCH REGISTERED AGENT OR AUTHORIZED PERSON.

(6.5) A PERSON MAY EXECUTE A DOCUMENT BY AN ATTORNEY-IN-FACT DULY AUTHORIZED BY A WRITTEN POWER OF ATTORNEY. IF A DOCUMENT IS EXECUTED BY AN ATTORNEY-IN-FACT, AN EXACT COPY, MADE BY PHOTOGRAPHIC, XEROGRAPHIC, OR OTHER PROCESS PROVIDING A SIMILAR COPY ACCURACY, OR A CONFORMED COPY OF THE POWER OF ATTORNEY SHALL BE AFFIXED TO THE DOCUMENT.

(7.7) IN THE CASE OF DELIVERY FOR FILING OF A CONFORMED COPY OF A DOCUMENT, THE MANUAL SIGNATURE OF THE INDIVIDUAL OR INDIVIDUALS EXECUTING THE DOCUMENT SHALL NOT BE REQUIRED TO BE SHOWN ON SUCH CONFORMED COPY. ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE ON WHICH THE SIGNATURE OF THE INDIVIDUAL PURPORTING TO HAVE EXECUTED SUCH DOCUMENT IS NOT SHOWN SHALL BE DEEMED TO HAVE BEEN DELIVERED AS A CONFORMED COPY.

(8) The signature of each person ~~signing~~ EXECUTING the document shall constitute the affirmation or acknowledgment of such person, under penalties of perjury, that the document is the person's act and deed or the act and deed of the entity ON WHOSE BEHALF THE PERSON IS EXECUTING THE DOCUMENT and that the facts stated in the document are true.

(10) The document shall be delivered to the secretary of state for filing and shall be accompanied by one exact or conformed copy thereof, the correct filing fee, and any LATE FILING FEE OR penalty required by law. The document shall state, or be accompanied by a writing stating, the address to which the secretary of state may RETURN THE DOCUMENT IF THE FILING IS REFUSED OR MAY send a copy upon completion of the filing. NOTWITHSTANDING THE FOREGOING, A DOCUMENT DELIVERED FOR FILING BY FACSIMILE MAY BE DELIVERED WITHOUT AN ACCOMPANYING COPY OR COPIES.

**SECTION 16.** 7-90-302, Colorado Revised Statutes, is amended to read:

**7-90-302. Forms - secretary of state to furnish upon request.** The secretary of state may prepare and furnish forms and cover sheets for any document required or permitted by this ~~article~~ TITLE and may require the use of any such form or cover sheet; however, no requirement that a form or cover sheet be used shall preclude in any way the inclusion in any document of any item the inclusion of which is not prohibited by ~~this article~~ THE LAWS OF THIS STATE or require the inclusion of any item the inclusion of which is not required by this article OR ANY OTHER LAW OF THIS STATE. The secretary of state shall furnish, on request, any form or cover sheet that the secretary of state requires to be used pursuant to this section.

**SECTION 17.** 7-90-303 (1) (f) and (3), Colorado Revised Statutes, are amended

to read:

**7-90-303. Filing, service, and copying fees - subpoenas.** (1) The secretary of state shall charge and collect fees and other charges, which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for:

(f) Filing any document required or permitted to be filed under ~~articles 101 to 117 of this title~~ PART 2 OR 3 OF ARTICLE 18 OF TITLE 6 OR PART 3 OF ARTICLE 33.3 OF TITLE 38, C.R.S., OR THIS TITLE.

(3) The secretary of state shall charge and collect all other fees and penalties imposed by or assessed in accordance with ~~this article~~ THE LAWS OF THIS STATE.

**SECTION 18.** The introductory portion to 7-90-304 (3), Colorado Revised Statutes, is amended to read:

**7-90-304. 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~~ STATEMENT of withdrawal, executed in the same manner as the document being withdrawn, stating:

**SECTION 19.** Part 3 of article 90 of title 7, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SECTION to read:

**7-90-304.5. Restated constituent filed documents.** (1) UNLESS THE ORGANIC STATUTE GOVERNING AN ENTITY EXPRESSLY PROVIDES OTHERWISE:

(a) AN ENTITY MAY RESTATE ITS CONSTITUENT FILED DOCUMENT AT ANY TIME BY ACTION OF ITS OWNERS OR OF ANY OTHER PERSON OR ENTITY AUTHORIZED BY THE ENTITY'S ORGANIC STATUTE TO FILE DOCUMENTS WITH THE SECRETARY OF STATE ON BEHALF OF THE ENTITY.

(b) THE RESTATEMENT OF THE CONSTITUENT FILED DOCUMENTS MAY INCLUDE ONE OR MORE AMENDMENTS TO THE CONSTITUENT FILED DOCUMENT IF ANY AMENDMENT TO THE CONSTITUENT FILED DOCUMENT HAS BEEN APPROVED IN THE MANNER PROVIDED IN THE ORGANIC STATUTE GOVERNING THE ENTITY.

(c) AN ENTITY RESTATING ITS CONSTITUENT FILED DOCUMENT SHALL DELIVER TO THE SECRETARY OF STATE FOR FILING A RESTATEMENT SETTING FORTH:

(I) THE NAME OF THE ENTITY;

(II) THE TEXT OF THE RESTATED CONSTITUENT FILED DOCUMENT;

(III) IF THE RESTATEMENT CONTAINS AN AMENDMENT TO THE CONSTITUENT FILED DOCUMENT, A STATEMENT THAT THE AMENDMENT HAS BEEN ADOPTED IN ACCORDANCE WITH THE ORGANIC STATUTE GOVERNING THE ENTITY AND, IF THE ORGANIC STATUTE GOVERNING THE ENTITY REQUIRES THAT THE AMENDMENT BE APPROVED BY THE OWNERS, A STATEMENT THAT THE NUMBER OF VOTES CAST, AND,

IF APPROPRIATE, THE NUMBER OF VOTES CAST BY PARTICULAR OWNERS, FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

(d) UPON FILING OF THE RESTATEMENT OF THE CONSTITUENT DOCUMENTS BY THE SECRETARY OF STATE OR AT ANY DELAYED EFFECTIVE DATE PROVIDED IN THE RESTATEMENT, DETERMINED PURSUANT TO SECTION 7-90-304, THE RESTATED CONSTITUENT FILED DOCUMENT SUPERSEDES THE ORIGINAL CONSTITUENT FILED DOCUMENT AND ALL PRIOR AMENDMENTS TO THE ORIGINAL CONSTITUENT FILED DOCUMENT.

**SECTION 20.** 7-90-305 (2), (3), and (4), Colorado Revised Statutes, are amended to read:

**7-90-305. Correcting filed document.** (2) A document is corrected by delivering to the secretary of state for filing ~~articles~~ A STATEMENT of correction that:

(a) ~~Describe~~ DESCRIBES the document, including its filing date, or ~~have~~ HAS a copy of it attached to the ~~articles~~ STATEMENT of correction;

(b) ~~Specify~~ SPECIFIES the incorrect statement and the reason it is incorrect or the manner in which the execution, attestation, sealing, verification, or acknowledgment was defective; and

(c) ~~Correct~~ CORRECTS the incorrect statement or the defective execution, attestation, sealing, verification, or acknowledgment.

(3) ~~Articles~~ A STATEMENT of correction may be executed by any person authorized to execute the ~~constituent filed~~ document for the entity or by the person or persons who executed the document that is corrected.

(4) ~~Articles~~ A STATEMENT of correction ~~are~~ IS effective on the effective date of the document ~~they correct~~ IT CORRECTS except as to persons relying on the uncorrected document and adversely affected by the correction. As to those persons, ~~articles~~ A STATEMENT of correction ~~are~~ IS effective when filed.

**SECTION 21.** 7-90-306 (2), Colorado Revised Statutes, is amended to read:

**7-90-306. 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~~ WORDS "SECRETARY OF STATE" and the time and date of receipt, on both the document and the accompanying copy or copies. After filing a document, the secretary of state shall deliver the accompanying copy, with the receipt for filing fees, if any, to the entity or at the address stated pursuant to section 7-90-301 (10).

**SECTION 22.** 7-90-310, Colorado Revised Statutes, is amended to read:

**7-90-310. Proof of delivery for filing.** (1) The secretary of state may consider a document to have been received for filing upon proof of SUCH receipt ~~with~~ AS EVIDENCED BY a signed return receipt, an entry ~~of a log~~ IN RECORDS maintained by the secretary of state of facsimile transmissions received BY THE SECRETARY OF

STATE, or such other OR additional proof of receipt of the documents received as the secretary of state may require. Such proof must be satisfactory to the secretary of state before the document will be considered received.

(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~~ RECORDS OF THE SECRETARY OF STATE of facsimile transmissions received by the secretary of state. The secretary of state may condition 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.

(3) Application for relief under this section shall be MADE IN WRITING AND delivered to the secretary of state within sixty days ~~of~~ AFTER the PURPORTED DATE OF receipt of such document by the secretary of state. The application shall contain sufficient information for the secretary of state to identify the transaction.

**SECTION 23. Repeal.** 7-90-311, Colorado Revised Statutes, is repealed as follows:

**7-90-311. Powers.** ~~The secretary of state has all powers reasonably necessary to perform the duties required of the office by this article.~~

**SECTION 24.** 7-121-401 (24), Colorado Revised Statutes, is amended to read:

**7-121-401. General definitions.** As used in articles 121 to 137 of this title, unless the context otherwise requires:

(24) "Member" means any person or persons identified as such in the articles of incorporation or bylaws PURSUANT TO A PROCEDURE SET FORTH IN THE ARTICLES OF INCORPORATION OR BYLAWS OR BY A RESOLUTION OF THE BOARD OF DIRECTORS. The term "member" includes "voting member".

**SECTION 25.** 7-121-501 (1) (d), Colorado Revised Statutes, is amended to read:

**7-121-501. Private foundations.** (1) Except where otherwise determined by a court of competent jurisdiction, a nonprofit corporation that is a private foundation as defined in section 509 (a) of the internal revenue code:

(d) Shall not make any ~~taxable expenditures as defined in~~ INVESTMENTS THAT WOULD SUBJECT THE NONPROFIT CORPORATION TO TAXATION UNDER section 4944 of the internal revenue code;

**SECTION 26.** 7-127-104 (3) (a), Colorado Revised Statutes, is amended to read:

**7-127-104. Notice of meeting.** (3) Notice is fair and reasonable if:

(a) The nonprofit corporation notifies its members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten days, or if notice is mailed by other than first class or registered mail, no fewer than thirty days, nor more than sixty days before the meeting date, and if notice is given by newspaper

~~or public broadcast~~ as provided in section 7-121-402 (2), the notice must be published ~~or broadcast~~ five separate times with the first such publication ~~or broadcast~~ no more than sixty days, and the last such publication ~~or broadcast~~ no fewer than ten days, before the meeting date.

**SECTION 27.** 7-127-207, Colorado Revised Statutes, is amended to read:

**7-127-207. Lesser or greater quorum or greater voting requirements.**

(1) The bylaws may provide for a LESSER OR A greater quorum REQUIREMENT, or A GREATER voting requirement for members or voting groups than is provided for by articles 121 to 137 of this title.

(2) An amendment to the articles of incorporation or the bylaws that adds, changes, or deletes a LESSER OR A greater quorum REQUIREMENT or A GREATER voting requirement shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.

**SECTION 28.** 7-128-105, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SUBSECTION to read:

**7-128-105. Terms of directors generally.** (6) A DIRECTOR WHOSE TERM HAS ENDED MAY DELIVER TO THE SECRETARY OF STATE FOR FILING A STATEMENT TO THAT EFFECT PURSUANT TO SECTION 7-136-108.

**SECTION 29.** 7-128-202 (1) (b) (II) and (3), Colorado Revised Statutes, are amended to read:

**7-128-202. Action without meeting.** (1) Unless otherwise provided in the bylaws, any action required or permitted by articles 121 to 137 of this title to be taken at a board of directors' meeting may be taken without a meeting if each and every member of the board in writing either:

(b) (II) Waives the right to demand that ~~a meeting be held~~ ACTION NOT BE TAKEN WITHOUT A MEETING.

(3) No action taken pursuant to this section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of subsection (1) of this section, signed by all directors and not revoked pursuant to subsection (4) of this section, are received by the nonprofit corporation. Unless otherwise provided by the bylaws, any such writing may be received by the nonprofit corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the nonprofit corporation with a complete copy of the document, including a copy of the signature on the document. A DIRECTOR'S RIGHT TO DEMAND THAT ACTION NOT BE TAKEN WITHOUT A MEETING SHALL BE DEEMED TO HAVE BEEN WAIVED IF THE NONPROFIT CORPORATION RECEIVES A WRITING SATISFYING THE REQUIREMENTS OF SUBSECTION (1) OF THIS SECTION THAT HAS BEEN SIGNED BY THE DIRECTOR AND NOT REVOKED PURSUANT TO SUBSECTION (4) OF THIS SECTION. Action taken pursuant to this section shall be effective when the last writing necessary to effect the action is received by the nonprofit corporation unless the writings describing the action taken set forth a different effective date.

**SECTION 30.** 7-128-402 (1), Colorado Revised Statutes, is amended to read:

**7-128-402. Limitation of certain liabilities of directors and officers.** (1) If so provided in the articles of incorporation, the nonprofit corporation shall eliminate or limit the personal liability of a director to the nonprofit corporation or to its members for monetary damages for breach of fiduciary duty as a director; except that any such provision shall not eliminate or limit the liability of a director to the nonprofit corporation or to its members for monetary damages for any breach of the director's duty of loyalty to the nonprofit corporation or to its members, acts or omissions not in good faith or ~~which~~ THAT involve intentional misconduct or a knowing violation of law, acts specified in section 7-128-403 OR 7-128-501 (2), or any transaction from which the director directly or indirectly derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director to the nonprofit corporation or to its members for monetary damages for any act or omission occurring before the date when such provision becomes effective.

**SECTION 31.** 7-128-501 (3) (b), Colorado Revised Statutes, is amended to read:

**7-128-501. Conflicting interest transaction.** (3) 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 member or by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a director of the nonprofit corporation or a party related to a director or an entity in which a director of the nonprofit 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 nonprofit corporation's board of directors or of the committee of the board of directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if:

(b) The material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members ENTITLED TO VOTE THEREON; or

**SECTION 32.** 7-130-101 (2), Colorado Revised Statutes, is amended to read:

**7-130-101. Authority to amend articles of incorporation.** (2) A member does not have a vested property right resulting from any provision in the articles of incorporation OR THE BYLAWS, including any provision relating to management, control, purpose, or duration of the nonprofit corporation.

**SECTION 33.** 7-130-102 (3), Colorado Revised Statutes, is amended to read:

**7-130-102. Amendment of articles of incorporation by board of directors or incorporators.** (3) If a nonprofit corporation has no members or no members entitled to vote on amendments or no members yet admitted to membership, its incorporators, until directors have been chosen, and thereafter its board of directors, may adopt one or more amendments to the nonprofit corporation's articles of incorporation subject to any approval required pursuant to section 7-130-301. The nonprofit corporation shall provide notice of any meeting at which an amendment is

to be voted upon. The notice shall be in accordance with section 7-128-203. The notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the articles of incorporation and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment shall be approved by a majority of the INCORPORATORS, UNTIL DIRECTORS HAVE BEEN CHOSEN, AND THEREAFTER BY A MAJORITY OF THE directors in office at the time the amendment is adopted.

**SECTION 34.** 7-130-103 (1) and (4), Colorado Revised Statutes, are amended to read:

**7-130-103. Amendment of articles of incorporation by board of directors and members.** (1) Unless articles 121 to 137 of this title, the articles of incorporation, the bylaws, or the members or the board of directors acting pursuant to subsection (5) of this section require a different vote or voting by class, the board of directors or the members representing at least ten percent of all of the votes entitled to be cast on the amendment may propose an amendment to the articles of incorporation ~~or the bylaws~~ for submission to the members.

(4) The nonprofit corporation shall give notice, in accordance with section 7-127-104, to each member entitled to vote on the amendment of the members' meeting at which the amendment 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 amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment OR SHALL STATE THE GENERAL NATURE OF THE AMENDMENT.

**SECTION 35.** 7-130-201 (2), Colorado Revised Statutes, is amended to read:

**7-130-201. Amendment of bylaws by board of directors or members.** (2) The members may amend the bylaws even though the bylaws may also be amended by the board of directors. In such instance, the action shall be ~~subject to the requirements of sections~~ TAKEN IN ACCORDANCE WITH SECTIONS 7-130-103 and 7-130-104 AS IF EACH REFERENCE THEREIN TO THE ARTICLE OF INCORPORATION WAS A REFERENCE TO THE BYLAWS.

**SECTION 36.** 7-130-202, Colorado Revised Statutes, is amended to read:

**7-130-202. Bylaw changing quorum or voting requirement for members.** (1) ~~If authorized by the articles of incorporation, the members may amend the bylaws to fix a greater quorum or voting requirement for members, or voting groups of members, than is required by articles 121 to 137 of this title. An amendment to the bylaws to add, change, or delete a greater quorum or voting requirement for members shall meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.~~

(2) A bylaw that fixes a LESSER OR greater quorum ~~or voting~~ requirement OR A GREATER VOTING REQUIREMENT for members ~~under subsection (1) of this section~~ PURSUANT TO SECTION 7-127-207 shall not be amended by the board of directors.

**SECTION 37.** 7-134-104 (4), Colorado Revised Statutes, is amended to read:

**7-134-104. Revocation of dissolution.** (4) Revocation of dissolution is effective as provided in section 7-121-204 (1) (a), and no delayed effective date may be specified pursuant to ~~section 7-101-204 (2)~~ SECTION 7-121-204 (2).

**SECTION 38.** 7-137-101, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SUBSECTION to read:

**7-137-101. Application to existing corporations.** (6) THE BYLAWS OF AN EXISTING CORPORATE ENTITY MAY BE AMENDED AS PROVIDED IN ITS ARTICLES OF INCORPORATION OR BYLAWS. UNLESS OTHERWISE SO PROVIDED, THE POWER TO AMEND SUCH BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

**SECTION 39.** The introductory portions to 38-30-172 (3) and (4) and 38-30-172 (5), Colorado Revised Statutes, are amended to read:

**38-30-172. Evidence of existence and authority - definitions.** (3) Prima facie evidence of the existence of an entity that executed a recorded instrument purporting to convey, encumber, or otherwise affect title to real property may be shown by ANY ONE OR MORE OF the following recorded ~~instrument~~ INSTRUMENTS:

(4) Prima facie evidence of the authority of the person that executed an instrument on behalf of an entity purporting to convey, encumber, or otherwise affect title to real property may be shown by ANY ONE OR MORE OF the following recorded instruments:

(5) A statement of authority may contain any limitation as may exist upon the authority of the person named in the statement or holding the position described in the statement to bind the entity and any other matters concerning the manner in which the entity deals with any interest in real property. Upon recording, a statement of authority shall constitute prima facie evidence of the facts recited in the statement OF AUTHORITY insofar as the facts affect title to real property and PRIMA FACIE EVIDENCE of the authority OF THE PERSON EXECUTING THE STATEMENT OF AUTHORITY to execute and record the statement of authority on behalf of the entity.

**SECTION 40.** Article 30 of title 38, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SECTION to read:

**38-30-173. Survival of remedies and title to corporate property after dissolution - nonprofit corporations.** (1) THIS SECTION SHALL APPLY TO NONPROFIT CORPORATIONS THAT WERE DISSOLVED BEFORE JULY 1, 1998, AND EITHER FORMED UNDER ARTICLES 20 TO 29 OF TITLE 7, C.R.S., OR ELECTED OR COULD HAVE ELECTED TO ACCEPT SUCH ARTICLES AS SET FORTH IN ARTICLES 20 TO 29 OF TITLE 7, C.R.S.; EXCEPT THAT THIS SECTION SHALL NOT APPLY TO ANY CORPORATION THAT WAS DISSOLVED BY OPERATION OF LAW BEFORE JULY 1, 1998, AS A CONSEQUENCE OF THE SUSPENSION OF SUCH CORPORATION AND WAS ELIGIBLE FOR REINSTATEMENT OR RESTORATION, RENEWAL, AND REVIVAL ON JUNE 30, 1998.

(2) THE DISSOLUTION OF A CORPORATION SHALL NOT ELIMINATE OR IMPAIR ANY REMEDY AVAILABLE TO OR AGAINST THE CORPORATION OR ITS DIRECTORS, OFFICERS, OR MEMBERS FOR ANY RIGHT OR CLAIM EXISTING ON DISSOLUTION OR ANY LIABILITY INCURRED PRIOR TO SUCH DISSOLUTION IF AN ACTION OR OTHER PROCEEDING IS COMMENCED WITHIN TWO YEARS AFTER THE DATE OF THE DISSOLUTION; EXCEPT THAT



THIS SUBSECTION (2) SHALL NOT APPLY TO ANY ACTION AFFECTING THE 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 MEMBERS, DIRECTORS, AND OFFICERS OF THE CORPORATION SHALL HAVE THE POWER TO TAKE SUCH CORPORATE AND OTHER ACTION AS SHALL BE NECESSARY OR APPROPRIATE TO EFFECT ANY REMEDY AVAILABLE TO THE CORPORATION, OR DEFEND 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 THE POWER AND ABILITY TO:

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

(II) 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 THE DISSOLUTION OF THE CORPORATION. ON THE DATE OF THE DEATH OF THE LAST SURVIVOR OF THE DIRECTORS, THE PUBLIC TRUSTEE OF THE COUNTY IN WHICH THE PROPERTY OWNED BY SUCH CORPORATION IS SITUATED SHALL HAVE THE POWER AND AUTHORITY TO ACT ON BEHALF OF AND IN THE NAME OF SUCH CORPORATION TO CONVEY AND DISPOSE OF THE PROPERTY.

**SECTION 41.** 38-37-104 (1) (g), Colorado Revised Statutes, 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~~ 38-30-171 (3) (b), 38-30-173 (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 42.** 38-37-106 (1), Colorado Revised Statutes, is amended to read:

**38-37-106. Public trustee to act as successor in trust - additional duties.**

(1) It is 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~~ SECTIONS 38-30-171 (3) (b) AND 38-30-173 (3) (b).

**SECTION 43. Effective date - applicability.** This act shall take effect July 1, 1998, and shall apply to acts committed on or after said date.

**SECTION 44. 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 4, 1998