

## CHAPTER 338

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**CORPORATIONS AND ASSOCIATIONS**

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**HOUSE BILL 02-1147**

BY REPRESENTATIVE(S) Cloer, Crane, Decker, Fairbank, Harvey, Hefley, Hoppe, Lee, Mace, Mitchell, Paschall, Rhodes, Spence, and Williams S.;  
also SENATOR(S) Hagedorn.

**AN ACT**

**CONCERNING PUBLIC INFORMATION REQUIREMENTS, AND MAKING AN APPROPRIATION IN CONNECTION THEREWITH.**

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

**SECTION 1.** Article 13 of title 18, Colorado Revised Statutes, is amended BY THE ADDITION OF A NEW SECTION to read:

**18-13-124. Dissemination of false information to obtain hospital admittance or care.** (1) ANY PERSON COMMITS THE OFFENSE OF DISSEMINATION OF FALSE INFORMATION TO OBTAIN HOSPITAL ADMITTANCE OR CARE WHERE SUCH PERSON KNOWINGLY PROVIDES FALSE IDENTIFYING INFORMATION FOR THE PURPOSE OF EITHER OBTAINING ADMITTANCE TO, OR HEALTH SERVICES FROM, A HOSPITAL OR EVADING AN OBLIGATION BY THE PERSON TO MAKE PAYMENT TO THE HOSPITAL FOR SERVICES PROVIDED AT THE PERSON'S REQUEST. FOR PURPOSES OF THIS SECTION, "IDENTIFYING INFORMATION" INCLUDES, WITHOUT LIMITATION, A NAME, ADDRESS, OR TELEPHONE NUMBER, OR HEALTH COVERAGE INFORMATION.

(2) ANY PERSON WHO COMMITS THE OFFENSE OF DISSEMINATION OF FALSE INFORMATION TO OBTAIN HOSPITAL ADMITTANCE OR CARE COMMITS A CLASS 1 MISDEMEANOR AND, UPON CONVICTION THEREOF, SHALL BE PUNISHED AS PROVIDED IN SECTION 18-1-106.

**SECTION 2.** 19-1-307 (2) (e), Colorado Revised Statutes, is amended to read:

**19-1-307. Dependency and neglect records and information.** (2) **Records and reports - access to certain persons - agencies.** Except as otherwise provided in section 19-1-303, only the following persons or agencies shall be given access to

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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.*

child abuse or neglect records and reports:

(e) A parent, guardian, legal custodian, or other person responsible for the health or welfare of a child named in a report, OR THE ASSIGNED DESIGNEE OF ANY SUCH PERSON ACTING BY AND THROUGH A VALIDLY EXECUTED POWER OF ATTORNEY, with protection for the identity of reporters and other appropriate persons;

**SECTION 3.** 7-30-110 (1), (3), (4), (5), and (6), Colorado Revised Statutes, are amended to read:

**7-30-110. Appointment of agent to receive service of process.** (1) A nonprofit association may ~~file in the office of~~ DELIVER TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement appointing an agent authorized to receive service of process.

(3) A PERSON CAUSING A statement appointing an agent ~~must~~ TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING SHALL be ~~signed by a person~~ authorized to ~~manage the affairs of a~~ DO SO BY THE nonprofit association. ~~The statement must also be signed by the person appointed agent, who thereby accepts the appointment.~~ The appointed agent may resign by filing a resignation in the office of the secretary of state and giving notice to the nonprofit association.

(4) ~~A filing officer may collect a fee for filing a statement appointing an agent to receive service of process, an amendment, or a resignation in the amount charged for filing similar documents.~~

(5) ~~An amendment to a statement appointing an agent to receive service of process must meet the requirements for execution of an original statement.~~

(6) ~~The signature of each person signing a statement appointing an agent to receive process or an amendment to such a statement shall constitute the affirmation or acknowledgment of such person under penalty of perjury that such statement or amendment is the act and deed of such person or the act and deed of the nonprofit association and the facts stated in such statement or amendment are true.~~

**SECTION 4.** The introductory portion to 7-40-111 (1) and 7-40-111 (2), (3), and (4), Colorado Revised Statutes, are amended to read:

**7-40-111. Certificate of merger or consolidation.** (1) Upon approval OF A PLAN OF MERGER OR CONSOLIDATION BY EACH CORPORATION THAT IS A PARTY THERETO, a certificate of merger or of consolidation ~~shall be executed in the name of each corporation, signed and acknowledged by its respective president or vice-president, and attested to by its respective secretary or assistant secretary and shall~~ BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, SETTING forth:

(2) ~~The certificate of consolidation or merger shall be filed in the office of the secretary of state, and a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., shall be collected for this filing.~~

(3) ~~The secretary of state shall certify true copies of the certificate of merger or~~

~~consolidation for a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for each certificate presented to him and in such certification shall state that the original is on file in his office and the date of filing of the original certificate.~~

(4) ~~A certified copy of the certificate of merger or consolidation~~ CERTIFICATE OF THE SECRETARY OF STATE AS TO THE FACT OF FILING OF THE CERTIFICATE OF MERGER OR CONSOLIDATION IN THE RECORDS OF THE SECRETARY OF STATE shall be filed in the recorder's office of each county in which the surviving or new corporation owns real estate.

**SECTION 5.** 7-40-112 (1), Colorado Revised Statutes, is amended to read:

**7-40-112. Effect of merger or consolidation.** (1) Upon the filing ~~with~~ BY the secretary of state of a certificate of merger or consolidation, the merger or consolidation shall become effective and the certificate of merger or consolidation shall thereafter constitute the certificate of incorporation of the surviving or new corporation.

**SECTION 6.** 7-42-110, Colorado Revised Statutes, is amended to read:

**7-42-110. Consolidation of ditch companies.** Companies organized under the laws of this state holding ditches or canals by virtue of their organization, which derive their supply of water for their respective ditches or canals from the same head gate or the same source of supply, may consolidate their interests and unite their respective companies under one name and management by DELIVERING TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of ~~that fact in the office of the secretary of state and a counterpart thereof in the office of the recorder of the counties in which such ditches or canals are situated~~ CONSOLIDATION. The certificate shall ~~be signed by the presidents of the companies so uniting with the common seals of the companies affixed thereto, and shall~~ set forth the fact of such ~~union of interests;~~ CONSOLIDATION and give the name of the new company thus formed. A CERTIFICATE OF THE SECRETARY OF STATE AS TO THE FACT OF FILING OF THE CERTIFICATE OF CONSOLIDATION IN THE RECORDS OF THE SECRETARY OF STATE SHALL BE FILED IN THE RECORDER'S OFFICE OF EACH COUNTY IN WHICH SUCH DITCHES OR CANALS ARE SITUATED.

**SECTION 7.** 7-42-112 (2), Colorado Revised Statutes, is amended to read:

**7-42-112. Procedure to extend term.** (2) The votes shall be taken by ballot and each stockholder shall be entitled to as many votes as he owns shares of stock in said company or holds proxies therefor. If a majority of the votes cast is in favor of a renewal of the corporation, the president and secretary of said company, under the corporate seal of said company, shall certify the fact, and shall make as many certificates as may be necessary, so as to file one in the office of the recorder of deeds in each county where the company does business and DELIVER one ~~in the office of~~ TO the secretary of state FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. Thereupon the corporate life of said company shall be renewed upon filing the declaration, and all stockholders shall have the same rights in the renewed corporation as they had in the company as originally formed. ~~Upon filing said certificate such corporation shall pay to the secretary of state a fee which shall be~~

~~determined and collected pursuant to section 24-21-104 (3), C.R.S., and this fee shall entitle the corporation to receive a certificate from the secretary of state as evidence of the filing of the certificate of renewal.~~

**SECTION 8.** 7-42-116, Colorado Revised Statutes, is amended to read:

**7-42-116. Duplicate conclusive against original.** If no claim of interest or ownership other than that made by the person filing such notice or his legal representative or assignee is filed ~~with~~ IN THE RECORDS OF the secretary of the corporation prior to the date stated in the notice, the corporation shall issue, on or after said date, a duplicate certificate to said person or his legal representative or assignee, and all rights under the original certificate shall immediately cease and determine and no person shall at any time thereafter assert any claim or demand against the corporation or any other person on account of such original certificate.

**SECTION 9.** 7-49-105, Colorado Revised Statutes, is amended to read:

**7-49-105. Approval of governor and state treasurer.** The articles of incorporation shall not be ~~filed with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, unless the governor and the state treasurer have approved in writing the method for selection of public members of the board of directors and the creation of the corporation.

**SECTION 10.** 7-50-112, Colorado Revised Statutes, is amended to read:

**7-50-112. Amendment filed before effective.** (1) When the affidavit of incorporation is amended, a copy of the amendment shall be ~~subscribed and sworn to by the president or chief executive officer of the corporation with the corporate seal affixed and filed in the office of~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and upon such filing, the amendment shall become effective.

(2) ~~The secretary of state shall collect a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for the filing of each such amendment. When a true copy of such amendment is presented to the secretary of state, he shall certify the same for a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., as a true copy of the original amendment filed in his office, showing the date the original amendment was filed.~~

(3) ~~Such~~ A certified copy OF THE AMENDMENT shall be recorded in the office of the clerk and recorder of the county where the organization was organized and also in each county where the corporation owns real estate.

**SECTION 11.** 7-50-113, Colorado Revised Statutes, is amended to read:

**7-50-113. Certificate evidence of amendment.** The certificate OF AMENDMENT, or copy thereof, duly certified by the secretary of state or by the recorder, shall be received as evidence of the change, alteration, or amendment of the certificate of incorporation of such corporation.

**SECTION 12.** 7-50-114, Colorado Revised Statutes, is amended to read:

**7-50-114. Dissolution.** When a majority of the members of any corporation organized pursuant to this article vote to dissolve the corporation, the president or chief executive officer of the corporation shall ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an affidavit of dissolution. ~~with corporate seal affixed, in the office of the secretary of state.~~ Such affidavit shall state that all the debts of the corporation are fully paid or provided for. When such affidavit has been filed, the corporation shall be forever dissolved. The president shall obtain from the secretary of state a certified copy of the affidavit showing the filing date and shall record a copy thereof in the office of the clerk and recorder of the county where the corporation was organized and also in every county where the corporation owns real estate. ~~A fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., shall be charged for filing the affidavit and for each certified copy thereof.~~

**SECTION 13.** 7-52-104, Colorado Revised Statutes, is amended to read:

**7-52-104. Succession to property upon death, resignation, or removal of person incorporated as corporation sole.** In the event of the death or resignation of the archbishop, bishop, president, trustee in trust, president of stake, president of congregation, overseer, presiding elder, or clergyman who has been incorporated as a corporation sole under sections 7-52-101 and 7-52-102, or his removal from office by the person or body having the authority to remove him, his successor in office as the corporation sole shall be vested with the title of all property held by his predecessor with the same power and authority over the property, subject to all the legal liabilities and obligations with reference to the property, upon the filing ~~with~~ BY the secretary of state, PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, of a certificate of his commission or certified copy of his letter of election or appointment. In the interim between the appointment of a successor in office to said corporation sole, the person who is charged by said church or religious society pursuant to its constitution, canons, rites, regulations, or discipline to administer said church or religious society shall be vested with the title to any property held by the corporation sole with like powers and authority over the same, upon the filing ~~with~~ BY the secretary of state, PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, of a certificate of his commission or certified copy of his letter of appointment as such administrator.

**SECTION 14.** 7-55-112, Colorado Revised Statutes, is amended to read:

**7-55-112. Merger or consolidation.** Two or more corporations formed under articles 30 to 55 or subject to articles 121 to 137 or articles 101 to 117 of this title, or a similar law of any state, may be merged or consolidated as a cooperative association upon such terms and for such purpose and by such domestic entity name as may be agreed upon. Such agreement shall also state all the matters necessary to articles of merger or consolidation and ~~must~~ SHALL must be approved by a two-thirds majority of the members of the boards of directors and a two-thirds majority vote of the members or stockholders of each association, nonprofit corporation, or corporation present and voting in person or by mail ballot at any regular or special meeting at which prior notice, with mail ballot attached, had been mailed to each member or stockholder stating the plan of merger or consolidation; except that cooperative associations with less than one hundred members may post notice of such plan of merger or consolidation in a conspicuous place at its normal place of business for at least thirty days prior to such meeting. The articles of merger or consolidation

shall be ~~filed with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and ~~the~~ A CERTIFICATE OF THE SECRETARY OF STATE AS TO THE FACT OF FILING OF THE CERTIFICATE OF MERGER OR CONSOLIDATION SHALL BE RECORDED IN THE OFFICE OF EACH county ~~clerk of the county~~ in which each party to the merger or consolidation is situated. ~~A fee, which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., shall be paid to the secretary of state for filing the articles.~~ From and after the filing of the articles of merger or consolidation, the former associations, nonprofit corporations, or corporations comprising the component parts shall cease to exist, and the consolidated or merged cooperative association shall succeed to all rights, duties, and powers prescribed in the agreement of consolidated or merged associations, nonprofit corporations, or corporations, not inconsistent with this article, and shall be subject to all liabilities and obligations of the former component associations, nonprofit corporations, or corporations and succeed to all property and interest thereof and may adopt bylaws and do all things permitted by this article.

**SECTION 15.** 7-55-113, Colorado Revised Statutes, is amended to read:

**7-55-113. Adoption of provisions of this article.** Every domestic corporation or association, as defined in section 7-55-101 or organized or incorporated under any repealed Colorado statute pertaining to cooperative associations, except corporations or associations organized or incorporated under article 56 of this title, shall be conclusively presumed to have accepted and adopted the provisions of this article and shall be governed by the provisions of this article, unless such domestic corporation or association or agricultural or livestock association has ~~filed with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a ~~certified~~ copy of a resolution adopted by its board of directors, its members, or its stockholders stating that it has elected not to become subject to the provisions of this article. This section shall not apply to cooperative associations organized and incorporated under article 56 of this title. ~~The fee for filing a certified copy of any such resolution shall be determined and collected pursuant to section 24-21-104 (3), C.R.S.~~

**SECTION 16.** 7-55-114, Colorado Revised Statutes, is amended to read:

**7-55-114. Dissolution of association.** Any association formed under this article may be dissolved and its affairs terminated voluntarily by a two-thirds majority vote of the members present and voting in person or by mail ballot at a regular or special meeting, if the meeting notice, with a mail ballot attached, stated that dissolution would be discussed; except that cooperative associations with less than one hundred members may post notice of such discussion of such dissolution in a conspicuous place at their normal place of business for at least thirty days prior to such meeting. The board of directors by a two-thirds majority vote of its members shall first adopt a resolution recommending dissolution and submit it to the members, stating the reasons why the termination of the affairs of the association is deemed advisable, the time by which it should be accomplished, and shall also name three persons who are members of the association to act as trustees in liquidation who shall have full power to do all things necessary in liquidation and termination of the affairs of the association. Upon approval of the resolution to dissolve by the members, the board of directors shall ~~file the statement of intent to dissolve with the secretary of state and pay a fee, which shall be determined and collected pursuant to section 24-21-104 (3),~~

~~C.R.S.~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, A STATEMENT OF INTENT TO DISSOLVE. A certified copy of the statement of intent to dissolve shall be filed with the county clerk in the county where the principal business is transacted. All power of the directors shall cease and the persons appointed shall proceed to terminate the affairs of the association and realize upon its assets, pay its debts, and divide the remaining money among the members and holders of equity, as set forth in the bylaws or, if not stated, in proportion to their property interests. Upon completion of liquidation and termination of the affairs of the association and distribution of all moneys, the said association shall be deemed dissolved with the filing of articles of dissolution ~~in the office of~~ BY the secretary of state. ~~and the payment of the filing fee, which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S.~~

**SECTION 17.** 7-56-104, Colorado Revised Statutes, is amended to read:

**7-56-104. Filings by the secretary of state.** (1) ~~For filing articles of incorporation or an amendment to the articles, a cooperative organized under or that has elected to be subject to this article shall pay a fee that shall be determined and collected pursuant to the provisions of section 24-21-104 (3), C.R.S. The payment of the fee entitles the cooperative to evidence of incorporation or evidence of amendment, as applicable.~~ ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF PART 3 OF ARTICLE 90 OF THIS TITLE.

(2) Except as otherwise provided in this article, the secretary of state may charge a reasonable fee for furnishing or filing any other document in accordance with this article.

(3) ~~Any document filed by the secretary of state that contains an incorrect statement or that was defectively executed, attested, sealed, verified, or acknowledged may be corrected by:~~

(a) ~~Delivering to the secretary of state for filing articles of correction that describe the document, including its filing date, or attaching a copy to the articles of correction;~~

(b) ~~Specifying 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) ~~Correcting the incorrect statement or the defective execution, attestation, sealing, verification, or acknowledgment.~~

(4) (a) ~~The secretary of state files a document by stamping or 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, the secretary of state shall cause to be delivered the accompanying copy, with the receipt for filing fees, if any, to the cooperative.~~

(b) ~~If the secretary of state refuses to file a document, the document shall be returned to the person delivering the document, together with a written notice~~

~~providing a brief explanation of the reason for the refusal, within ten days after the document was delivered to the secretary of state for filing. Within forty-five days after the effective date of the notice of the refusal, an appeal may be made to the district court of the county where the registered or principal office of the cooperative is located. 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.~~

~~(c) The secretary of state's duty to file documents under this section is ministerial. Except as provided in section 7-56-201 (4), the filing of or refusal to file a document does not affect the validity or invalidity of the document in whole or in part, does not relate to the correctness or incorrectness of information contained in the document, and does not create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.~~

~~(d) A certificate bearing the secretary of state's signature, either manual or facsimile, and the seal of this state attached to a copy of a document filed by the secretary of state is prima facie evidence that the document is on file with the secretary of state.~~

~~(5) The secretary of state shall issue to any person, upon request, a certificate that sets forth any facts of record in the office of the secretary of state, including, if appropriate, a certificate of good standing concerning any cooperative. A certificate issued by the secretary of state may be relied upon, subject to any qualification stated in the certificate, as prima facie evidence of the facts set forth therein.~~

~~(6) Any document delivered to the secretary of state for filing pursuant to this article shall be subject to the provisions of subsections (3) to (9) of section 7-101-201.~~

**SECTION 18.** 7-56-201 (1), Colorado Revised Statutes, is amended to read:

**7-56-201. Articles of incorporation.** (1) A cooperative may be formed pursuant to this article for the transaction of any lawful business. One or more persons may act as the incorporator or incorporators of a cooperative. The incorporators shall cause the articles for the cooperative to be delivered to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. An incorporator who is a natural person shall be eighteen years of age or older.

**SECTION 19.** 7-56-202 (3) (b) and the introductory portion to 7-56-202 (5), Colorado Revised Statutes, are amended to read:

**7-56-202. Amendment of articles.** (3) Unless otherwise provided in the articles, the board may adopt, without shareholder action, one or more amendments to the articles to:

(b) Delete the name and address of the initial registered agent or registered office, if a statement of change is filed ~~with~~ IN THE RECORDS OF the secretary of state;

(5) A cooperative amending its articles shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment

setting forth:

**SECTION 20.** The introductory portion to 7-56-203 (4) and 7-56-203 (4) (e), Colorado Revised Statutes, are amended to read:

**7-56-203. Restated articles.** (4) A cooperative restating its articles shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of restatement setting forth:

(e) ~~If desired, a delayed effective date not to exceed ninety days subsequent to the date of delivery as specified in said articles of restatement.~~

**SECTION 21.** 7-56-204 (3), Colorado Revised Statutes, is amended to read:

**7-56-204. Cooperatives desiring to relinquish provisions of this article.** (3) Amendments to the articles shall be delivered to the secretary of state for filing pursuant to ~~section 7-56-104 (6)~~ PART 3 OF ARTICLE 90 OF THIS TITLE.

**SECTION 22.** 7-56-205, Colorado Revised Statutes, is amended to read:

**7-56-205. Corporations and entities organized under other statutes.** Any domestic or foreign corporation or other entity qualified to do business in this state and engaged in any of the activities enumerated in this article but organized under any other law may be considered for all purposes as subject to this article by amending its organizational documents as necessary to conform to this article and delivering a statement to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. The statement to be delivered to the secretary of state shall declare that the corporation or other entity has determined to accept the benefits of and to be bound by the provisions of this article and has authorized necessary changes as required in its organizational documents and shall be ~~signed and sworn to~~ CAUSED TO BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, by a majority of the board or other governing body of the corporation or other entity.

**SECTION 23.** The introductory portion to 7-56-408 (2) and 7-56-408 (3) (a) and (4), Colorado Revised Statutes, are amended to read:

**7-56-408. Registered office and registered agent.** (2) ~~AN AUTHORIZED OFFICER OF A cooperative may change~~ CAUSE its registered office or registered agent TO BE CHANGED by ~~delivering~~ CAUSING TO BE DELIVERED to the secretary of state, for filing ~~an original and two exact or conformed copies of~~ PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change ~~the original of which shall be originally signed by an officer of the cooperative,~~ that sets forth:

(3) (a) The registered agent of a cooperative may resign the agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation, which shall be accompanied by two exact or conformed copies thereof. The statement of resignation may include a statement that the registered office is also discontinued.

(4) ~~After filing the statement of change or of resignation, the secretary of state~~

shall deliver one copy to the registered office of the cooperative and the other copy to the principal office of the cooperative as shown in the records of the secretary of state.

**SECTION 24.** 7-56-507 (1), Colorado Revised Statutes, is amended to read:

**7-56-507. Application of other laws.** (1) If a matter is not addressed in this article, the "Colorado Business Corporation Act", articles 101 to 117 of this title, shall apply to the cooperatives organized under or subject to this article; except that a cooperative may elect to have the provisions of the "Colorado Revised Nonprofit Corporation Act", articles 121 to 137 of this title, apply to it if such cooperative does so in its articles or by a resolution of its members ~~filed with~~ THAT IS DELIVERED TO the secretary of state FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. A cooperative may revoke such election by amending its articles or by ~~filing a resolution of its members with~~ DELIVERING TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, A RESOLUTION OF ITS MEMBERS.

**SECTION 25.** 7-56-602 (3), Colorado Revised Statutes, is amended to read:

**7-56-602. Merger or consolidation or share or equity capital exchange.** (3) The articles of merger, consolidation, or share or equity capital exchange shall be delivered to the secretary of state for filing ~~A fee, determined and collected pursuant to section 24-21-104 (3), C.R.S., shall be paid to the secretary of state for filing the articles~~ PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. If a party to the merger, consolidation, or share or equity capital exchange is the owner of real property in the state of Colorado and the merger, consolidation, or share or equity capital exchange would affect the title to the real property, a copy of the articles of merger, consolidation, or share or equity capital exchange, CERTIFIED BY THE SECRETARY OF STATE, shall be filed for record in the office of the county clerk and recorder in the county or counties in which the real property is situated.

**SECTION 26.** 7-56-604 (4), Colorado Revised Statutes, is amended to read:

**7-56-604. Merger of parent and subsidiary.** (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~~ PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and a copy of the articles of merger, CERTIFIED BY THE SECRETARY OF STATE, shall be filed for record in each of the counties, if any, in which such filing is required by section 7-56-602 (3).

**SECTION 27.** 7-56-605 (1) and the introductory portion to 7-56-605 (2) and 7-56-605 (3), Colorado Revised Statutes, are amended to read:

**7-56-605. Articles of merger, consolidation, or share or equity capital exchange.** (1) After a plan of merger, consolidation, or share or equity capital exchange is approved by all necessary action of all parties, articles of merger,

consolidation, or share or equity capital exchange shall be ~~executed~~ APPROVED by each party to the merger, consolidation, or share or equity capital exchange.

(2) The surviving, new, or acquiring entity shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, the articles of merger, consolidation, or share or equity capital exchange that shall set forth the following:

(3) The merger, consolidation, or share or equity capital exchange shall be effective as provided in ~~section 7-56-105~~ SECTION 7-90-304.

**SECTION 28.** 7-56-607 (2) (a) (II), Colorado Revised Statutes, is amended to read:

**7-56-607. Merger, consolidation, or share or equity capital exchange with foreign business.** (2) Upon the merger, consolidation, or share or equity capital exchange taking effect, the surviving foreign entity of a merger or consolidation and the acquiring foreign entity of a share or equity capital exchange:

(a) Shall either:

(II) Be deemed to have authorized service of process on it in connection with any such proceeding by registered or certified mail, return receipt requested, to the address of its principal office as set forth in the articles of merger, consolidation, or share or equity capital exchange or as last changed by notice delivered to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE; and

**SECTION 29.** The introductory portion to 7-56-703 (1), Colorado Revised Statutes, is amended to read:

**7-56-703. Articles of dissolution.** (1) At any time after dissolution is authorized, the cooperative may dissolve by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of dissolution setting forth:

**SECTION 30.** The introductory portion to 7-56-704 (3) and 7-56-704 (4), Colorado Revised Statutes, are amended to read:

**7-56-704. Revocation of dissolution.** (3) After the revocation of dissolution is authorized, the cooperative may revoke the dissolution by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, within one hundred twenty days after the effective date of dissolution, articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(4) ~~Revocation of dissolution is effective at the time of filing on the date it is filed, as evidenced by the secretary of state's time and date endorsement on the document. No delayed effective date may be specified IN A REVOCATION OF DISSOLUTION.~~

**SECTION 31.** The introductory portion to 7-56-712 (1) and 7-56-712 (2) and (3), Colorado Revised Statutes, are amended to read:

**7-56-712. Reinstatement following administrative dissolution.** (1) A

cooperative administratively dissolved under section 7-56-711 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 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for reinstatement that states:

~~(2) The cooperative shall include in the application for reinstatement, or in an accompanying document, the written consent to appointment by the designated registered agent.~~

(3) If the secretary of state determines that the application for reinstatement contains the information required by ~~subsections (1) and (2)~~ SUBSECTION (1) of this section and that the information is correct, the secretary of state shall revoke the administrative dissolution. The secretary of state shall mail written notice of the revocation, stating the effective date of the revocation, to the cooperative.

**SECTION 32.** 7-56-717 (1), Colorado Revised Statutes, is amended to read:

**7-56-717. Decree of dissolution.** (1) If after a hearing the court determines that one or more grounds for judicial dissolution described in section 7-56-714 exist, it may enter a decree dissolving the cooperative and specifying the effective date of the dissolution, and the clerk of the court shall deliver a certified copy of the decree to the secretary of state, who shall file it PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

**SECTION 33.** The introductory portion to 7-56-803 (1), Colorado Revised Statutes, is amended to read:

**7-56-803. Application for authority to transact business.** (1) A foreign cooperative may apply for authority to transact business in this state by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to transact business setting forth:

**SECTION 34.** The introductory portion to 7-56-804 (1), Colorado Revised Statutes, is amended to read:

**7-56-804. Amended application for authority to transact business.** (1) A foreign cooperative authorized to transact business in this state shall deliver an amended application for authority to transact business to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, if the foreign cooperative:

**SECTION 35.** The introductory portion to 7-56-809 (2), Colorado Revised Statutes, is amended to read:

**7-56-809. Withdrawal of foreign cooperative.** (2) A foreign cooperative authorized to transact business in this state shall apply for withdrawal by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal setting forth:

**SECTION 36.** 7-56-811 (1) (e), Colorado Revised Statutes, is amended to read:

**7-56-811. Grounds for revocation.** (1) The secretary of state shall commence a proceeding under section 7-56-812 to revoke the authority of a foreign cooperative

to transact business in this state if:

(e) An incorporator, director, officer, or agent of the foreign cooperative ~~signed~~ CAUSED a document TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING THAT such person knew was false in any material respect with the intent that the document be delivered to the secretary of state for filing; or

**SECTION 37.** The introductory portion to 7-60-144 (1) and 7-60-144 (2) (b) and (3), Colorado Revised Statutes, are amended to read:

**7-60-144. Registration of partnerships.** (1) A partnership may register as a registered limited liability partnership, and a limited partnership may register as a registered limited liability limited partnership, by ~~filing~~ DELIVERING TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a registration statement. ~~with the secretary of state.~~ The registration statement shall be approved in the manner provided in the partnership agreement or, if not so provided, shall be approved by all of the general partners. The registration statement ~~shall be signed by a partner and~~ shall set forth:

(2) A partnership or limited partnership that has registered shall continue to be a registered limited liability partnership or a registered limited liability limited partnership, as the case may be, until:

(b) The partnership or limited partnership ~~files~~ DELIVERS a withdrawal of registration statement TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

(3) A withdrawal of registration statement ~~shall be signed by at least one partner and~~ shall be approved in the manner provided in the partnership agreement or, if not so provided, shall be approved by all of the general partners.

**SECTION 38.** The introductory portion to 7-62-201 (1), Colorado Revised Statutes, is amended to read:

**7-62-201. Certificates - contents - filing with secretary of state.** (1) In order to form a limited partnership, a certificate of limited partnership shall be ~~executed and filed in the office of~~ DELIVERED TO the secretary of state FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. The certificate shall set forth:

**SECTION 39.** 7-62-204, Colorado Revised Statutes, is amended to read:

**7-62-204. Approval of certificates.** (1) Each certificate required by this article to be filed in the office of the secretary of state shall be ~~executed~~ APPROVED in the following manner:

(a) An original certificate of limited partnership ~~must~~ SHALL be ~~signed~~ APPROVED by all general partners;

(b) A certificate of amendment ~~must~~ SHALL be ~~signed~~ APPROVED by at least one general partner and by each other general partner designated in the certificate as a new general partner; and

(c) A certificate of cancellation ~~must~~ SHALL be ~~signed~~ APPROVED by all general partners or, if there are no general partners as a result of the application of section 7-62-402, by any person authorized under the partnership agreement or, if the partnership agreement does not so provide, by a person designated by a majority of the limited partners.

(2) Any person may ~~sign~~ APPROVE a certificate by an attorney-in-fact.

(3) ~~The execution of a certificate constitutes an affirmation under the penalties of perjury that the facts stated therein are true.~~

**SECTION 40.** 7-62-205 (1), (2) (c) (II), (2) (c) (III), and (2) (e), Colorado Revised Statutes, are amended to read:

**7-62-205. Approval by judicial act - presumptions.** (1) Any person who is adversely affected by a failure or refusal to ~~execute~~ APPROVE and file any certificate may petition the district court in the county where the address of the agent for service of process of the limited partnership, as reflected in the last certificate, is located or, if no such address or certificate is on file, in the city and county of Denver, to APPROVE THE CERTIFICATE AND direct THAT the ~~execution and filing of the~~ certificate BE DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. If the court finds that it is proper for the certificate to be ~~executed and filed~~ and that there has been a failure or refusal to ~~execute~~ APPROVE THE CERTIFICATE and ~~file~~ DELIVER the certificate TO THE SECRETARY OF STATE, it shall order the secretary of state to ~~record~~ FILE an appropriate certificate.

(2) (c) It shall be presumed that the partners of such limited partnership shall have agreed that:

(II) The general partners of such limited partnership shall ~~execute~~ APPROVE and cause ~~to be filed~~ such certificate TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE;

(III) The failure of the general partners to ~~execute~~ APPROVE and cause ~~to be filed~~ such certificate TO BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, shall entitle any partner to obtain a court order pursuant to subsection (1) of this section requiring the secretary of state to ~~record~~ FILE an appropriate certificate.

(e) The presumption set forth in subparagraph (II) of paragraph (c) of this subsection (2) shall not apply in an action for damages against a general partner by the other partners based on any delay or failure ~~to execute or file~~ IN THE FILING OF a certificate of limited partnership.

**SECTION 41.** The introductory portion to 7-62-207 (1) and 7-62-207 (1) (a), Colorado Revised Statutes, are amended to read:

**7-62-207. Liability for false statement in certificate.** (1) If any certificate of limited partnership or certificate of amendment or cancellation ~~contains~~ CONTAINING a false statement IS DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, one who suffers loss by reliance on the

statement may recover damages for the loss from:

(a) Any general partner who knew or should have known the statement to be false at the time the certificate was ~~executed~~ APPROVED; and

**SECTION 42.** 7-62-209, Colorado Revised Statutes, is amended to read:

**7-62-209. Delivery of certificates to limited partners.** Upon the ~~return by~~ DELIVERY OF A CERTIFICATE OF LIMITED PARTNERSHIP TO the secretary of state FOR FILING pursuant to ~~section 7-62-206 of a certificate marked "Filed"~~, SECTION 7-62-204, the general partners shall promptly deliver or mail a copy of the certificate of limited partnership to each limited partner unless the partnership agreement provides otherwise.

**SECTION 43.** The introductory portion to 7-62-210 (3), Colorado Revised Statutes, is amended to read:

**7-62-210. Merger and consolidation of limited partnerships.** (3) Following a merger or consolidation of one or more domestic limited partnerships and one or more limited partnerships formed under the laws of any jurisdiction, if the surviving or resulting limited partnership is not a domestic limited partnership, it shall comply with the provisions of this article with respect to foreign limited partnerships if it is to transact business in this state, and, in every case, it shall ~~file with~~ DELIVER TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE:

**SECTION 44.** 7-62-304 (1), Colorado Revised Statutes, is amended to read:

**7-62-304. Person erroneously believing himself a limited partner.** (1) Except as provided in subsection (2) of this section, a person who makes a contribution to a business enterprise and erroneously, but in good faith, believes that he has become a limited partner in the enterprise is not a general partner in the enterprise and is not bound by its obligations by reason of making the contribution, receiving distributions from the enterprise, or exercising any rights of a limited partner, if, on ascertaining the mistake, he causes an appropriate certificate of limited partnership or a certificate of amendment to be ~~executed and~~ filed IN THE RECORDS OF THE SECRETARY OF STATE PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

**SECTION 45.** The introductory portion to 7-62-902 (1), Colorado Revised Statutes, is amended to read:

**7-62-902. Registration.** (1) Before transacting business in this state, a foreign limited partnership shall register with the secretary of state. In order to register, a foreign limited partnership shall ~~submit~~ DELIVER to the secretary of state, ~~in duplicate~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for registration as a foreign limited partnership ~~executed by a general partner and~~ setting forth:

**SECTION 46.** 7-62-905, Colorado Revised Statutes, is amended to read:

**7-62-905. Changes and amendments.** If any statement in the application for registration of a foreign limited partnership was false when made or any

arrangements or other facts described have changed, making the application inaccurate in any respect, including but not limited to a change in the registered agent or office required to be maintained by section 7-62-902, the foreign limited partnership shall promptly ~~submit to the office of~~ DELIVER TO the secretary of state, ~~in duplicate~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended application for registration as a foreign limited partnership ~~executed by a general partner~~, correcting such statement.

**SECTION 47.** 7-62-1104 (1) (a), Colorado Revised Statutes, is amended to read:

**7-62-1104. Rules for cases not provided for in this article - registration as limited liability limited partnership.** (1) In any case not provided for in this article, the provisions of either article 60 or 64 of this title shall govern, to the extent applicable, as follows:

(a) A limited partnership may elect to be governed by article 64 of this title by ~~filing in the office of~~ DELIVERING TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of limited partnership or a certificate of amendment of limited partnership that includes a declaration that it elects to be governed by such article. If the election is made by a certificate of amendment, the certificate of amendment shall be ~~signed~~ APPROVED by all general partners, notwithstanding section 7-62-204 (1) (b).

**SECTION 48.** 7-63-104, Colorado Revised Statutes, is amended to read:

**7-63-104. Formation of association.** Any two or more persons may form a limited partnership association by subscribing to the capital of the association and by ~~signing~~ APPROVING and delivering articles of association to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. The association shall be formed upon the effective date of the filing of the articles by the secretary of state.

**SECTION 49.** 7-63-105 (2) and (3), Colorado Revised Statutes, are amended to read:

**7-63-105. Articles.** (2) Any amendment to or restatement of the articles of association ~~must~~ SHALL be ~~authorized~~ APPROVED in a separate writing or writings by all of the members. This subsection (2) is a default rule, subject to the bylaws.

(3) ~~Articles of amendment, restatement, or dissolution filed with the secretary of state on behalf of the association are not effective unless signed by the chairman, any manager or vice-chairman, and the secretary or an assistant secretary. Other documents to be so filed may be signed by any one of the managers or officers. Any person other than an officer who may sign articles of association or other documents may sign such documents by an agent. A manager, officer, agent, or fiduciary need not exhibit any evidence of authority as a prerequisite to any filing.~~

**SECTION 50.** 7-63-108 (3) (a), (3) (c), (3) (d), and (3) (e), Colorado Revised Statutes, are amended to read:

**7-63-108. Reference to corporation law.** (3) Except as otherwise provided in this article, the laws of this state applicable to a corporation organized under the

"Colorado Business Corporation Act", articles 101 to 117 of this title, shall apply to an association with respect to the following matters:

(a) The ~~execution and filing with~~ BY the secretary of state of articles for the formation or dissolution of an association, periodic reports concerning an association, change of registered agent or registered or principal office, and other documents including withdrawal and restatement of, amendments and corrections to, and statements with respect to any articles, reports, and other documents;

(c) The effect of ~~signing~~ APPROVING documents to be filed ~~with~~ BY the secretary of state, the effective date and effect of any filing ~~with~~ BY or certification of documents or facts by the secretary of state, and the effect and effective date of any filing or recording of a document with a clerk and recorder;

(d) The fees ~~payable to the secretary of state for filing of documents and for providing information and other services and the penalties payable to the secretary of state and other civil and criminal penalties with respect to documents permitted or required to be filed with~~ DELIVERED TO the secretary of state FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE;

(e) ~~The availability, reservation, registration, recording, use, protection, withdrawal, and change of a domestic entity name and assumed or trade names of an association;~~

**SECTION 51.** 7-63-117 (4), Colorado Revised Statutes, is amended to read:

**7-63-117. Conversion.** (4) The partners or members of an entity resulting from a conversion authorized by subsection (1) of this section shall have the same protections from and responsibilities for the liabilities of the converted entity as are provided in the case applicable to the conversion under such subsection. The members of an association resulting from a conversion shall ~~sign and file~~ CAUSE TO BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of association on behalf of the association as required in the case of an association initially formed under this article.

**SECTION 52.** 7-64-101 (6), (7), and (29), Colorado Revised Statutes, are amended to read:

**7-64-101. Definitions.** As used in this article, unless the context otherwise requires:

(6) "Effective date", when referring to a document filed by the secretary of state, means the time and date determined in accordance with ~~section 7-64-1106~~ SECTION 7-90-304.

(7) "Filed statement" means a statement that has been filed ~~in the office of~~ BY the secretary of state PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. A copy of a filed statement means a ~~certified copy of a filed statement or a photocopy of a filed statement that bears the secretary of state's stamp or other endorsement of filing, together with the time and date of receipt~~ COPY OF THE FILED STATEMENT THAT THE SECRETARY OF STATE HAS CERTIFIED TO BE IN THE RECORDS OF THE SECRETARY OF

STATE.

(29) "Statement" means a statement of partnership authority under section 7-64-303, a statement of denial under section 7-64-304, a statement of dissociation under section 7-64-704, a statement of dissolution under section 7-64-805, a statement of merger under section 7-64-907, a registration statement under section 7-64-1002, a statement of withdrawal of registration under section 7-64-1002, a statement of correction under ~~section 7-64-1107~~ SECTION 7-90-305, or an amendment or cancellation of any of the foregoing.

**SECTION 53.** 7-64-105 (4), Colorado Revised Statutes, is amended to read:

**7-64-105. Execution, filing, and recording of statements.** (4) A person authorized by this article to deliver a statement to the secretary of state for filing may amend or cancel the statement by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

**SECTION 54.** The introductory portion to 7-64-303 (1), Colorado Revised Statutes, is amended to read:

**7-64-303. Statement of partnership authority.** (1) A partnership may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of partnership authority, which statement:

**SECTION 55.** 7-64-304, Colorado Revised Statutes, is amended to read:

**7-64-304. Statement of denial.** A partner or other person named as a partner in a filed statement of partnership authority or in a list maintained by an agent pursuant to section 7-64-303 (2) may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of denial stating the name of the partnership, or the domestic entity name if the partnership has filed a statement of partnership authority pursuant to section 7-64-303 or is a limited liability partnership, and the fact that is being denied, which may include denial of a person's authority or status as a partner. A statement of denial is a limitation on authority as provided in section 7-64-303 (4) and (5).

**SECTION 56.** 7-64-704 (1), Colorado Revised Statutes, is amended to read:

**7-64-704. Statement of dissociation.** (1) A dissociated partner or the partnership may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of dissociation stating the name of the partnership, or the domestic entity name if the partnership has filed a statement of partnership authority pursuant to section 7-64-303 or is a limited liability partnership, and the partner is dissociated from the partnership.

**SECTION 57.** 7-64-805 (1) and (4), Colorado Revised Statutes, are amended to read:

**7-64-805. Statement of dissolution.** (1) After dissolution, a partner who has not

wrongfully dissociated may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of dissolution stating the name of the partnership, or the domestic entity name if the partnership has filed a statement of partnership authority pursuant to section 7-64-303 or is a limited liability partnership, and that the partnership has dissolved and is winding up its business.

(4) Notwithstanding dissolution or the filing or recording of a statement of dissolution, a partnership may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and, if appropriate, record a statement of partnership authority which will operate with respect to a person not a partner as provided in section 7-64-303 (4) and (5) in any transaction, whether or not the transaction is appropriate for winding up the partnership business.

**SECTION 58.** The introductory portion to 7-64-902 (3), Colorado Revised Statutes, is amended to read:

**7-64-902. Conversion of partnership to limited partnership.** (3) After the conversion is approved as provided in subsection (2) of this section, the partnership shall ~~cause to be filed~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of limited partnership, ~~in this state~~; or, if applicable, shall comply with the requirements of the jurisdiction in which the foreign limited partnership is to be formed. A certificate of limited partnership TO BE filed in this state shall include:

**SECTION 59.** 7-64-907 (1), Colorado Revised Statutes, is amended to read:

**7-64-907. Statement of merger.** (1) After a merger, the surviving partnership or limited partnership may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement that one or more partnerships or limited partnerships have merged into the surviving entity.

**SECTION 60.** The introductory portions to 7-64-1002 (1) and (2) and 7-64-1002 (4), Colorado Revised Statutes, are amended to read:

**7-64-1002. Registration.** (1) A partnership may register as a limited liability partnership, and a limited partnership formed under article 61 or 62 of this title may register as a limited liability limited partnership, by delivering TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a registration statement. ~~to the secretary of state for filing.~~ The registration shall be effective upon the effective date of the registration statement. If a certificate of limited partnership is being filed, the registration statement under this subsection (1) may be combined with or stated in the certificate of limited partnership. The registration statement shall be approved in the manner provided in the partnership agreement or, if not so provided, shall be approved by all of the general partners. The registration statement ~~shall be signed by a general partner and~~ shall set forth:

(2) A foreign limited liability partnership or a foreign limited liability limited partnership may register as such with the secretary of state by delivering a registration statement to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. The registration statement shall be approved in the manner provided in the partnership agreement or, if not so provided, shall be approved by all

of the general partners. The registration statement ~~shall be signed by a general partner and~~ shall set forth:

(4) A partnership or a limited partnership may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of withdrawal of registration. The statement of withdrawal of registration shall be ~~signed by at least one general partner and shall be~~ approved in the manner provided in the partnership agreement or, if not so provided, shall be approved by all of the general partners. The withdrawal of registration shall be effective upon the effective date of the statement of withdrawal of registration.

**SECTION 61.** 7-64-1103, Colorado Revised Statutes, is amended to read:

**7-64-1103. Filing requirements.** (1) ~~A document 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.~~ ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF PART 3 OF ARTICLE 90 OF THIS TITLE.

(2) ~~The document shall be one which is required or permitted by this article to be delivered for filing in the office of the secretary of state.~~

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

(4) ~~The document shall be typewritten or printed.~~

(5) ~~The document shall be in the English language. A partnership name need not be in English if written in English letters or arabic or roman numerals, and the certificate of existence required of foreign partnerships need not be in English if accompanied by a reasonably authenticated English translation.~~

(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:~~ EXCEPT AS MAY BE OTHERWISE PROVIDED IN THIS ARTICLE, AND SUBJECT TO ANY ADDITIONAL REQUIREMENTS THAT MAY BE CONTAINED IN THE PARTNERSHIP AGREEMENT, DELIVERY OF THE DOCUMENT TO THE SECRETARY OF STATE FOR FILING SHALL BE CAUSED BY TWO OR MORE PARTNERS; OR:

(a) ~~Except as may be otherwise provided in this article:~~ BY ANY PERSON AUTHORIZED UNDER THIS ARTICLE, THE PARTNERSHIP AGREEMENT, OR OTHER LAW TO CAUSE THE DOCUMENT TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING;

~~(I) By two or more partners; or~~

~~(II) By any person authorized under this article, the partnership agreement, or other law to execute the document;~~

(b) If the partnership is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or

(c) If the document is that of a registered agent, by the registered agent, if the person is an individual, or by a person authorized by the registered agent to execute the document, if the registered agent is an entity.

~~(7) The person executing the document shall state beneath or opposite such person's signature his or her name and the capacity in which the person signs.~~

~~(8) The document may but need not contain an acknowledgment, verification, or proof.~~

~~(9) Whether or not the document contains an acknowledgment, verification, or proof permitted by subsection (8) of this section, the signature of each person signing 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 partnership and that the facts stated in the document are true.~~

~~(10) If the secretary of state requires the use of a form or cover sheet for a document under section 7-64-1104, the document shall be in or on the required form or shall have the required cover sheet.~~

~~(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 section 7-64-1115), the correct filing fee, and any penalty required by this article or other law. Except with respect to filings pursuant to section 7-64-1115, the document shall state, or be accompanied by a writing stating, the address to which the secretary of state may deliver a copy upon completion of the filing.~~

**SECTION 62.** The introductory portion to 7-64-1114 (1) and 7-64-1114 (1) (e) and (2), Colorado Revised Statutes, are amended to read:

**7-64-1114. Change of registered office or registered agent.** (1) A partnership may change its registered office or registered agent by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

(e) If the registered agent is to be changed, the name of the new registered agent; and ~~the new registered agent's written consent to the appointment, either on the statement of change or in an accompanying document; and~~

(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 partnership for which the registered agent is the registered agent by giving written notice to the partnership of the change and ~~executing, either manually or in facsimile, and~~ delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, 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 partnership.

**SECTION 63.** 7-64-1115 (1) and (2), Colorado Revised Statutes, are amended to read:

**7-64-1115. Resignation of registered agent.** (1) The registered agent of a partnership may resign the agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation. ~~which shall be accompanied by two exact or conformed copies thereof.~~ The statement of resignation may include a statement that the registered office is also discontinued.

(2) ~~After filing the statement of resignation, the secretary of state shall deliver one copy to the registered office of the partnership and the other copy to the chief executive office of the partnership.~~

**SECTION 64.** The introductory portion to 7-70-102 (1) and 7-70-102 (2) and (3), Colorado Revised Statutes, are amended to read:

**7-70-102. Application for registration.** (1) Any person who adopts and uses a trademark in this state may ~~file in the office of~~ DELIVER TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, on a form to be furnished by the secretary of state, an application for registration of that trademark setting forth but not limited to the following:

(2) ~~The application shall be signed and verified by the applicant, a member of or agent for the firm, an officer or agent of the corporation or association, or a manager or managers of a limited liability company applying. The application shall be filed in duplicate and each copy of the application shall be accompanied by a specimen or facsimile of the trademark.~~

(3) ~~The applicant shall pay to the secretary of state, for the use of the state, a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for filing and recording each application for registration of a trademark and for issuing a certificate of registration.~~

**SECTION 65.** 7-70-105 (2) and (3), Colorado Revised Statutes, are amended to read:

**7-70-105. Assignment and change of name.** (2) Assignments shall be by instruments in writing duly executed by the owner and may be ~~filed with~~ DELIVERED TO the secretary of state ~~upon payment to the secretary of state of a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., who, upon filing the assignment, shall legibly stamp or otherwise endorse the word "filed", with the name and official title of the secretary of state on the copies.~~ The secretary of state shall deliver the accompanying copy, with the receipt for filing fees, if any, ~~to the applicant~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. Any assignment of any registration under this article shall be void as against any subsequent purchaser for valuable consideration without notice unless it is ~~filed with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, within three months after the date thereof or prior to the subsequent purchase.

(3) Any individual, firm, partnership, corporation, limited liability company, association, union, or other organization having a trademark registered with the secretary of state, upon changing its name, shall ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a change of

name statement ~~with the secretary of state~~ giving the name of the owner as shown on the registration on file with the secretary of state, the original registration number assigned by the secretary of state, the name change, the words constituting the trademark, and the trademark classification. ~~Such statement shall be signed by the owner or the owner's agent. The secretary of state shall charge a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for filing the statement and shall, upon request, issue a new certificate for a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S.~~

**SECTION 66.** The introductory portion to 7-71-101 (2), 7-71-101 (5) and (7), the introductory portions to 7-71-101 (8), (9), and (10), and 7-71-101 (12), Colorado Revised Statutes, are amended to read:

**7-71-101. Membership of firm - business under assumed name - fees.**

(2) Any corporation, limited partnership, limited liability company, limited liability partnership, or limited liability limited partnership on file with the secretary of state may transact all or a portion of its business under a trade name by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate regarding such trade name setting forth the following:

(5) ~~The secretary of state shall charge and collect a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., for the filing of each certificate provided for by this section.~~

(7) ~~The certification provided for in this section~~ A COPY OF THE CERTIFICATE, CERTIFIED BY THE SECRETARY OF STATE, may be recorded and, upon recording, shall constitute prima facie evidence of the facts recited therein insofar as the same affect title to real property.

(8) Any entity having a trade name registered with the secretary of state may relinquish such trade name by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of withdrawal of trade name setting forth:

(9) Any entity having a trade name registered with the secretary of state as provided in this section, upon changing its name, shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a change of name certificate setting forth the following:

(10) Any entity that is the survivor of a merger or consolidation, if it desires to use the trade name previously used by the merging or consolidating entity, shall, within ninety days after the merger or consolidation, deliver TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of merger or consolidation, ~~to the secretary of state for filing~~, setting forth the following:

(12) ~~Any certificate filed pursuant to this section shall be executed, or shall be a true copy, made by photographic, Xerographic, or other process providing similar copy accuracy, as follows:~~

~~(a) If filed by a corporation, then executed by the chairperson of the board of directors, by all of its directors, by one of its officers, or by any other person~~

~~authorized to execute the certificate;~~

~~(b) If filed by a limited partnership, limited liability partnership, or limited liability limited partnership, then executed by one or more of its general partners; or~~

~~(c) If filed by a limited liability company, then executed by one or more of its managers.~~

**SECTION 67.** The introductory portion to 7-73-102 (1) and 7-73-102 (1) (a), Colorado Revised Statutes, are amended to read:

**7-73-102. Verified statement filed with secretary of state.** (1) A person who uses in this state a name, mark, or device to indicate ownership of articles or supplies may ~~file in the office of~~ DELIVER TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a ~~verified~~ statement setting forth, but not limited to, the following information:

(a) The name and business address of the ~~person filing the statement~~ APPLICANT and, if a corporation, the state of incorporation;

**SECTION 68.** 7-73-103 (1), Colorado Revised Statutes, is amended to read:

**7-73-103. Certificate to be issued by secretary of state.** (1) Upon compliance with the requirements of this article, the secretary of state shall cause a certificate to be issued and delivered to the ~~person filing the statement~~ APPLICANT. The certificate shall be issued over the signature and the seal of the secretary of state, and it shall show the name and business address of the ~~person claiming ownership of the articles or supplies upon which the name, mark, or device is produced~~ APPLICANT; the nature of the business of the applicant; the type of articles or supplies upon which the name, mark, or device is produced and used; a copy, specimen, facsimile, or counterpart of the name, mark, or device as filed in the secretary of state's office or a reproduction thereof; and the filing date.

**SECTION 69.** 7-73-104, Colorado Revised Statutes, is amended to read:

**7-73-104. Assignment of certificate.** The certificate of the filing of any name, mark, or device under this article and the benefits obtained thereunder shall be assignable with the sale of the articles or supplies on which the same are produced and used. Assignments shall be by instruments in writing duly executed, and ~~may be recorded upon the payment of a fee which shall be determined and collected pursuant to section 24-21-104 (3), C.R.S., payable to the secretary of state, who, after recording the assignment, may, upon request of the assignee, issue in his name a new certificate~~ NOTICES OF SUCH ASSIGNMENTS MAY BE DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. AFTER FILING A NOTICE OF ASSIGNMENT, THE SECRETARY OF STATE MAY, UPON REQUEST OF THE ASSIGNEE, ISSUE IN A NEW CERTIFICATE IN THE NAME OF THE ASSIGNEE.

**SECTION 70.** 7-80-102 (1), Colorado Revised Statutes, is amended to read:

**7-80-102. Definitions.** As used in this article, unless the context otherwise requires:

(1) "Articles of organization" means the articles of organization filed ~~with~~ IN THE RECORDS OF the secretary of state for the purpose of forming a limited liability company as specified in sections 7-80-203 to 7-80-205.

**SECTION 71.** 7-80-203 (1), Colorado Revised Statutes, is amended to read:

**7-80-203. Formation.** (1) One or more natural persons eighteen years of age or older may organize a limited liability company by ~~executing and~~ delivering articles of organization to the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, as specified in sections 7-80-204 and 7-80-205. Such person or persons need not be members of the limited liability company after formation has occurred. ~~The execution of the articles of organization constitutes an affirmation by any such person, under penalty of perjury, that the facts stated therein are true and that the limited liability company has one or more members. A person may sign the articles of organization by an attorney-in-fact duly authorized by a written power of attorney.~~

**SECTION 72.** 7-80-207 (2), Colorado Revised Statutes, is amended to read:

**7-80-207. Effect of filing of articles of organization.** (2) If such later date is specified, such article may be prevented from becoming effective by a certificate of withdrawal ~~executed in the same manner as the articles of organization and filed with~~ AND DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, on or before the specified effective date.

**SECTION 73.** 7-80-209 (2), (3), and (4), Colorado Revised Statutes, are amended to read:

**7-80-209. Amendment of articles of organization.** (2) An amendment to the articles of organization of a limited liability company shall be in the form and manner designated by the secretary of state. The amendment shall be ~~signed and verified by a manager and may be signed on his behalf by an attorney-in-fact, duly authorized by a written power of attorney. Duplicate originals of the amendment shall be delivered to the secretary of state for filing accompanied by the requisite filing fee DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.~~

(3) ~~Unless the secretary of state finds that any amendment does not conform to law, upon receipt of all filing fees required by law, he shall:~~

- ~~(a) Endorse on each duplicate original the word "Filed" and the date of the filing;~~
- ~~(b) File one duplicate original in his office; and~~
- ~~(c) Return the other duplicate original to the person who filed it or his representative.~~

(4) ~~Upon the filing of an amendment in the office of the secretary of state, the articles of organization shall be amended as set forth therein.~~

**SECTION 74.** 7-80-301, Colorado Revised Statutes, is amended to read:

**7-80-301. Registered agent to be maintained.** Each limited liability company shall appoint and continuously maintain in this state a registered agent for service of process on the limited liability company. The limited liability company shall register the name and business address of the registered agent with the secretary of state in the form and manner ~~he~~ THE SECRETARY shall designate.

**SECTION 75.** 7-80-302 (1) and (2), Colorado Revised Statutes, are amended to read:

**7-80-302. Change of name or business address of registered agent.**  
(1) Within fifteen days of any change in the name or business address of the registered agent, a limited liability company shall ~~file~~ DELIVER TO THE SECRETARY OF STATE a report of such change, ~~with the secretary of state,~~ in the form and manner ~~he~~ THE SECRETARY OF STATE shall designate.

(2) Such report shall be ~~executed~~ APPROVED by a manager and delivered to the secretary of state ~~If the secretary of state finds that the report conforms to the provisions of this article and if the filing fee is paid, he shall file the report in his office, and, upon such filing, any change specified in the report shall become effective~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

**SECTION 76.** 7-80-802, Colorado Revised Statutes, is amended to read:

**7-80-802. Execution by judicial act.** Any person who is adversely affected by the failure or refusal of any limited liability company to ~~execute~~ APPROVE and file any amendment, statement of intent to dissolve, or other document to be filed under this article may petition the district court in the county where the registered office of the limited liability company is located or, if no such address is on file with the secretary of state, in the city and county of Denver, to APPROVE THE AMENDMENT, STATEMENT OF INTENT TO DISSOLVE, OR OTHER DOCUMENT AND direct THAT the ~~execution and filing of the~~ amendment, statement of intent to dissolve, or other document BE DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. If the court finds that it is proper for the amendment, statement of intent to dissolve, or other document to be ~~executed and~~ filed and that there has been a failure or refusal to ~~execute~~ APPROVE THE AMENDMENT, STATEMENT OF INTENT TO DISSOLVE, OR OTHER DOCUMENT and ~~file~~ DELIVER such document TO THE SECRETARY OF STATE, it shall order the secretary of state to ~~record~~ FILE an appropriate amendment, statement of intent to dissolve, or other document.

**SECTION 77.** 7-80-804, Colorado Revised Statutes, is amended to read:

**7-80-804. Effect of filing of statement of intent to dissolve.** Upon the filing with the secretary of state of a statement of intent to dissolve, the limited liability company shall cease to carry on its business, except insofar as may be necessary for the winding up of its business, but its separate existence shall continue until articles of dissolution have been filed ~~with~~ BY the secretary of state or until a decree dissolving the limited liability company has been entered by a court of competent jurisdiction.

**SECTION 78.** The introductory portion to 7-80-806 (1) and 7-80-806 (1) (b), Colorado Revised Statutes, are amended to read:

**7-80-806. Articles of dissolution.** (1) When all debts, liabilities, and obligations have been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets have been distributed to the members, articles of dissolution shall be ~~executed in duplicate and verified by the person signing the statement, which statement shall set~~ DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, SETTING forth:

(b) That a statement of intent to dissolve the company has been filed ~~with~~ BY the secretary of state and the date on which such statement was filed;

**SECTION 79.** 7-80-807, Colorado Revised Statutes, is amended to read:

**7-80-807. Effect of filing articles of dissolution.** (1) ~~Duplicate originals of such articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, he shall, when all required fees have been paid:~~

(a) ~~Endorse on each duplicate original the word "Filed" and the date of the filing thereof; and~~

(b) ~~File one duplicate original in his office.~~

(2) ~~A duplicate original of the articles of dissolution, together with a certificate of dissolution issued by the secretary of state, shall be returned to the representative of the dissolved limited liability company.~~ Upon the filing of such articles of dissolution, the existence of the company shall cease, except for the purpose of suits, other proceedings, and appropriate action as provided in this article. The manager or managers in office at the time of dissolution, or those which remain, shall thereafter be trustees for the members and creditors of the dissolved limited liability company and as such shall have authority to distribute any company property discovered after dissolution, convey real estate, and take such other action as may be necessary on behalf of and in the name of such dissolved limited liability company.

**SECTION 80.** The introductory portion to 7-80-903 (2) and 7-80-903 (2) (e) and (3), Colorado Revised Statutes, are amended to read:

**7-80-903. Registered name - limitation - procedure.** (2) Such registration shall be made by delivering to the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for registration ~~executed by an officer of the limited liability company~~, setting forth:

(e) A certificate OF THE SECRETARY OF STATE OF THE JURISDICTION WHEREIN THE CORPORATION IS ORGANIZED, OR OF SUCH OTHER OFFICIAL OF SUCH JURISDICTION AS MAY HAVE CUSTODY OF THE RECORDS PERTAINING TO LIMITED LIABILITY COMPANIES, stating that the ~~corporation~~ LIMITED LIABILITY COMPANY is in good standing under the laws of the SUCH jurisdiction. ~~wherein it is organized, executed by the secretary of state of such jurisdiction or by such other official as may have custody of the records pertaining to limited liability companies.~~

(3) ~~The applicant shall also pay to the secretary of state a registration fee in the amount of one dollar for each month, or fraction thereof, between the date of filing~~

~~the application and December 31 of the calendar year in which the application is filed.~~

**SECTION 81.** The introductory portion to 7-80-904 (1), Colorado Revised Statutes, is amended to read:

**7-80-904. Certificate of authority - application.** (1) Before transacting business in this state, a foreign limited liability company shall obtain a certificate of authority. An applicant for such a certificate shall ~~pay a filing fee in an amount determined by the secretary of state and shall submit~~ DELIVER to the secretary of state, ~~in duplicate~~, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application ~~executed by a manager, member, or other authorized agent and setting forth:~~

**SECTION 82.** 7-80-906, Colorado Revised Statutes, is amended to read:

**7-80-906. Changes and amendments.** If any statement in the application for a certificate of authority by a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, including but not limited to a change in the name or address of the registered agent required to be maintained by section 7-80-907, the foreign limited liability company shall promptly ~~submit~~ DELIVER to the ~~office of the~~ secretary of state, ~~in duplicate~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended application for a certificate of authority ~~executed by a manager, member, or other authorized agent~~ correcting such statement.

**SECTION 83.** The introductory portion to 7-80-909 (1) and 7-80-909 (2), Colorado Revised Statutes, are amended to read:

**7-80-909. Certificate of withdrawal.** (1) A foreign limited liability company authorized to transact business in this state may withdraw from this state ~~upon procuring from the secretary of state a certificate of withdrawal. In order to procure such certificate, the foreign limited liability company shall deliver~~ BY DELIVERING to the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal, which shall set forth:

(2) ~~The application for withdrawal shall be in the form and manner designated by the secretary of state and shall be executed by the limited liability company by one of its managers, or, if the limited liability company does not have a manager, by an authorized agent, or, if the limited liability company is in the hands of a receiver or trustee, by such receiver or trustee on behalf of the limited liability company. This report shall be accompanied by a written declaration that it is made under the penalties of perjury.~~

**SECTION 84.** 7-80-1001.5 (3), the introductory portion to 7-80-1001.5 (4), and 7-80-1001.5 (5), Colorado Revised Statutes, are amended to read:

**7-80-1001.5. Conversion of limited liability company to partnership or limited partnership.** (3) After the conversion is approved as provided in subsection (2) of this section:

(a) If the resulting organization is a limited partnership, the limited liability company shall ~~file with~~ DELIVER TO the ~~office of the~~ secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of limited partnership which satisfies the requirements of section 7-62-201; and

(b) If the resulting organization is a registered limited liability partnership or a registered limited liability limited partnership, the limited liability company shall ~~file with~~ DELIVER TO the ~~office of the~~ secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a registration statement which satisfies the requirements of section 7-60-144 or 7-64-1002.

(4) After the conversion is approved as provided in subsection (2) of this section, the limited liability company shall ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a notice of conversion, ~~with the office of the secretary of state~~ which shall set forth:

(5) ~~The conversion takes effect when the notice of conversion is filed with the office of the secretary of state or at any later date specified in the notice of conversion.~~

**SECTION 85.** 7-80-1003 (5) (b), Colorado Revised Statutes, is amended to read:

**7-80-1003. Merger of entities.** (5) The merger takes effect on the latest of:

(b) The filing ~~by~~ WITH RESPECT TO each party to the merger of any documents required by statute to be filed as a condition to the effectiveness of the merger; or

**SECTION 86.** 7-80-1005 (1) and (4), Colorado Revised Statutes, are amended to read:

**7-80-1005. Statement of merger.** (1) After a merger, the surviving limited liability company, partnership, or limited partnership may ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement that one or more limited liability companies, partnerships, or limited partnerships have merged into the surviving entity.

(4) Real property of the surviving limited liability company, partnership, or limited partnership that before the merger was held in the name of another party to the merger is property held in the name of the surviving entity upon recording, IN THE OFFICE FOR RECORDING TRANSFERS OF THAT REAL PROPERTY, a ~~certified~~ copy of the statement of merger ~~in the office for recording transfers of that real property~~ CERTIFIED BY THE SECRETARY OF STATE.

**SECTION 87.** 7-90-102 (3.7) and (19.5), Colorado Revised Statutes, are amended to read:

**7-90-102. Definitions.** As used in this title, unless the context otherwise requires:

(3.7) ~~"Conformed copy" means a copy of a document in fact manually executed and, if applicable, manually dated or otherwise inscribed by the individual who is indicated as the individual manually executing and, if applicable, manually dating or~~

~~otherwise inscribing such documents but on which the manual signature of such individual and, if applicable, manually applied dates or inscriptions are not shown but are otherwise indicated as having been affixed.~~

(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 ~~7-64-1106 or~~ 7-90-304.

**SECTION 88.** The introductory portion to 7-90-201 (5), Colorado Revised Statutes, is amended to read:

**7-90-201. Conversion of an entity into another entity.** (5) After the terms and conditions of the conversion are approved in accordance with this section, each converting entity or resulting entity is an entity for which constituent filed documents are filed in this state. Such constituent filed documents shall be filed with the secretary of state. The converting entity shall comply with the requirements of the organic statute governing the resulting entity 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~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE. The certificate of conversion shall include:

**SECTION 89.** The introductory portion to 7-90-203 (5), Colorado Revised Statutes, is amended to read:

**7-90-203. Merger of entities.** (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 PURSUANT TO PART 3 OF THIS ARTICLE a statement of merger that shall contain the following:

**SECTION 90.** 7-90-301, Colorado Revised Statutes, is amended to read:

**7-90-301. Filing requirements.** (1) (a) 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 title.

(b) A DOCUMENT SHALL BE SUBJECT TO THIS PART 3 IF THE DOCUMENT IS REQUIRED OR PERMITTED TO BE FILED IN THE RECORDS OF THE SECRETARY OF STATE PURSUANT TO ANY PROVISION OF THIS TITLE OR ANY OTHER ORGANIC STATUE OF THIS STATE.

(c) ANY PROVISION IN THIS TITLE OR ANY OTHER ORGANIC STATUTE OF THIS STATE THAT PROVIDES FOR FILING OF A DOCUMENT WITH THE SECRETARY OF STATE OR WITH THE OFFICE OF THE SECRETARY OF STATE OR IN THE RECORDS OF THE SECRETARY OF STATE, SHALL BE DEEMED TO MEAN DELIVERY OF THE DOCUMENT TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS PART 3.

(2) ~~The document shall be one that is required or permitted by this title or any other organic statute of this state to be filed in the office of the secretary of state.~~ NOTWITHSTANDING ANY OTHER PROVISION REQUIRING THE SIGNATURE OF, OR EXECUTION BY, ANY PERSON OR PERSONS ON A DOCUMENT, NO SUCH SIGNATURE OR

EXECUTION SHALL BE REQUIRED.

(3) The document shall contain all information required by the laws of this state and, UNLESS OTHERWISE PROVIDED BY LAW, may contain other information as well.

(4) The document shall be typewritten or printed ON PAPER OR SHALL BE ON OR IN SUCH OTHER MEDIUM AS MAY BE ACCEPTABLE TO THE SECRETARY OF STATE AND FROM WHICH THE SECRETARY OF STATE MAY CREATE A DOCUMENT THAT IS TYPEWRITTEN OR PRINTED ON PAPER CONTAINING ALL OF THE CONTENTS OF THE DOCUMENT. THE SECRETARY OF STATE MAY REQUIRE THAT THE DOCUMENT, IF NOT ON PAPER, BE DELIVERED BY ANY ONE OR MORE MEANS OR ON OR IN ANY ONE OR MORE MEDIA. THE SECRETARY OF STATE IS NOT REQUIRED TO FILE DOCUMENTS THAT ARE NOT LEGIBLE OR THAT ARE NOT EITHER ON PAPER OR OTHERWISE DELIVERED BY A MEANS AND IN A MEDIUM THAT COMPLIES WITH THE REQUIREMENTS THEN ESTABLISHED BY THE SECRETARY OF STATE FOR THE FILING OF DOCUMENTS. THE SECRETARY OF STATE MAY IMPOSE REASONABLE REQUIREMENTS UPON THE DIMENSIONS, QUALITY, AND COLOR OF SUCH PAPER AND TYPEWRITING OR PRINTING. THE SECRETARY OF STATE SHALL ENSURE, AT THE EARLIEST PRACTICABLE TIME, THAT DELIVERY OF A DOCUMENT SUBJECT TO THIS PART 3 FOR FILING MAY BE ACCOMPLISHED ELECTRONICALLY, WITHOUT THE NECESSITY FOR THE PRESENTATION OF A PHYSICAL ORIGINAL DOCUMENT OR THE IMAGE THEREOF, IF ALL REQUIRED INFORMATION IS INCLUDED AND IS READILY RETRIEVABLE FROM THE DATA TRANSMITTED. ALL SUCH ELECTRONIC FILINGS SHALL BE RETAINED IN A FORM THAT FACILITATES LOCATION OF THE INFORMATION SO FILED AND PRODUCTION OF A TRUE AND ACCURATE PHYSICAL PRINTOUT OR OTHER REPRESENTATION OF THE INFORMATION SO FILED.

(5) The document shall be in the English language. The name of ~~the~~ ANY entity CONTAINED IN THE DOCUMENT need not be in English if ~~written~~ EXPRESSED in English letters or arabic or roman numerals, and the certificate of existence required of foreign entities need not be in English if accompanied by a reasonably authenticated English translation.

~~(6) The document shall be executed, 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 the person authorized to execute the 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 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.~~ THE DOCUMENT SHALL STATE THE NAME OR NAMES, AND ADDRESS OR ADDRESSES, OF ANY ONE OR MORE OF THE INDIVIDUALS WHO CAUSE THE DOCUMENT TO BE DELIVERED FOR FILING, BUT THE DOCUMENT NEED NOT STATE THE NAME AND ADDRESS OF MORE THAN ONE SUCH INDIVIDUAL. IF THE DOCUMENT IS DELIVERED TO THE SECRETARY OF STATE FOR FILING IN ANY MEDIUM OTHER THAN PAPER, THE DOCUMENT SHALL INCLUDE AN ELECTRONIC ADDRESS ACCEPTABLE TO THE SECRETARY OF STATE FOR THE GIVING OF THE NOTICE CONTEMPLATED BY SUBSECTION (10) OF THIS SECTION.

(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) ~~The person executing the document shall state beneath or opposite such person's signature his or her name and the capacity in which the person signs.~~

~~(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 executing the document~~ CAUSING A DOCUMENT TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING shall constitute the affirmation or acknowledgment of ~~such person~~ EACH INDIVIDUAL CAUSING SUCH DELIVERY, under penalties of perjury, that the document is the ~~person's~~ INDIVIDUAL'S act and deed or the act and deed of the entity on whose behalf the ~~person~~ INDIVIDUAL is ~~executing~~ CAUSING the document TO BE DELIVERED FOR FILING and that the facts stated in the document are true.

(9) If the secretary of state requires the use of a form or cover sheet for a document, the document shall be in or on the required form or shall have the required cover sheet.

(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.~~ IF THE SECRETARY OF STATE REFUSES TO FILE THE DOCUMENT, THE SECRETARY OF STATE SHALL GIVE NOTICE TO ANY INDIVIDUAL WHO HAS BEEN IDENTIFIED, PURSUANT TO SUBSECTION (6) OF THIS SECTION, AS HAVING CAUSED THE DOCUMENT TO BE DELIVERED FOR FILING, AT THE ADDRESS PROVIDED FOR THAT INDIVIDUAL.

**SECTION 91.** 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~~ A document ~~required or permitted by this 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 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 92.** 7-90-303 (1) (b), (1) (c), (1) (d), and (4), 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:

(b) Furnishing ~~written~~ ANY information; ~~concerning any entity;~~

(c) Furnishing a copy of any document; ~~or instrument;~~

(d) Certifying a copy of any document ~~or instrument~~ that is ~~on file with~~ IN THE RECORDS OF the secretary of state;

(4) In all cases where fees or charges are imposed under this article, the fee shall include indexing and filing of the document AND PROVIDING ALL COPIES REQUIRED TO BE PROVIDED BY THE SECRETARY OF STATE IN CONNECTION WITH THE FILING and shall include affixing the seal of the secretary of state upon any certified copy.

**SECTION 93.** 7-90-304 (1) and (2) and the introductory portion to 7-90-304 (3), Colorado Revised Statutes, are amended to read:

**7-90-304. Effective time and date of document.** (1) Except as provided in subsection (2) of this section, a document that is filed by the secretary of state is effective:

(a) IF NO TIME IS SPECIFIED IN THE DOCUMENT AS ITS EFFECTIVE TIME, THEN at the time of filing on the date it is filed, as evidenced by the RECORDS OF THE secretary of state's ~~time and date endorsement on the document~~ STATE; or

(b) IF A TIME IS SPECIFIED IN THE DOCUMENT AS ITS EFFECTIVE TIME, THEN at the later of the SPECIFIED time ~~specified in the document as its effective time~~ on the date it is filed, as such date is ~~specified~~ STATED in the RECORDS OF THE secretary of ~~state's time and date endorsement on the document~~ STATE, or the time ~~specified in such time and date endorsement of~~ THE DOCUMENT IS FILED BY the secretary of state.

(2) UNLESS OTHERWISE PROVIDED BY THIS TITLE, a document may specify a delayed effective time and date, and if it does so the document becomes effective at the time and date specified. If a document specifies a delayed effective date but not a time, the document is effective at the close of business on that date. If a document specifies a delayed effective date that is later than the ninetieth day after the date the document is filed, the document is effective on the ninetieth day after it is filed.

(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 statement of withdrawal, ~~executed~~ APPROVED in the same manner as the document being withdrawn, stating:

**SECTION 94.** 7-90-305 (1), (2) (b), (2) (c), and (3), Colorado Revised Statutes,

are amended to read:

**7-90-305. Correcting filed document.** (1) An entity may correct a document filed by the secretary of state if the document contains an incorrect statement or was defectively ~~executed, attested, sealed, verified, or acknowledged~~ APPROVED.

(2) A document is corrected by delivering to the secretary of state for filing a statement of correction that:

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

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

(3) ~~A statement of correction may be executed by~~ Any person WHO WAS authorized to execute the document for the entity or by the person or persons who executed the document that is corrected CAUSE THE DOCUMENT THAT IS CORRECTED TO BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING, MAY CAUSE THE STATEMENT OF CORRECTION TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING.

**SECTION 95.** 7-90-306 (1) and (2) and the introductory portion to 7-90-306 (4), Colorado Revised Statutes, are amended to read:

**7-90-306. Filing duty of secretary of state - manner of filing.** (1) If a document delivered to the secretary of state for filing satisfies the requirements of section 7-90-301 AND ALL OF THE REQUIREMENTS OF APPLICABLE ORGANIC LAW REGARDING THE FILING OF THE DOCUMENT, the secretary of state shall file it.

(2) The secretary of state files a document by legibly stamping or otherwise endorsing the word "filed", together with the 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).~~ IF THE DOCUMENT IS A CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR THE RESIGNATION OF A REGISTERED AGENT, THE SECRETARY OF STATE SHALL DELIVER A COPY OF THE DOCUMENT TO THE REGISTERED OFFICE AS LAST DESIGNATED BEFORE THE CHANGE AND TO THE PRINCIPAL OFFICE OF THE ENTITY.

(4) The secretary of state's duty to file documents under this ~~section~~ TITLE is ministerial. The filing of or refusal to file a document does not:

**SECTION 96.** 7-90-308, Colorado Revised Statutes, is amended to read:

**7-90-308. Evidentiary effect of copy of filed document.** A certificate attached to a copy of a document ~~filed by~~ THAT IS IN THE RECORDS OF the secretary of state bearing the secretary of state's signature, either manual or facsimile, and the seal of this state is prima facie evidence that the document is on file with the secretary of state.

**SECTION 97.** 7-90-309 (1), Colorado Revised Statutes, is amended to read:

**7-90-309. Certificates issued by secretary of state.** (1) The secretary of state shall issue to any person, upon request, A COPY OF ANY DOCUMENT THAT IS IN THE RECORDS OF THE SECRETARY OF STATE AND A CERTIFICATE OF THAT FACT, a certificate that sets forth any facts of record in the office of the secretary of state, including, if appropriate, a certificate of good standing concerning any entity.

**SECTION 98.** The introductory portion to 7-90-501 (1) and 7-90-501 (4) (d), (4) (e), (5), and (6), Colorado Revised Statutes, are amended to read:

**7-90-501. Periodic report delivered to the secretary of state - repeal.**

(1) Each reporting entity shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, a periodic report that sets forth:

(4) (d) Information in the periodic report shall be current as of the date the periodic report is ~~executed~~ DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE, on behalf of the reporting entity.

~~(e) If filed electronically, the periodic report shall be filed in a form and manner prescribed by the secretary of state.~~

(5) The periodic report shall be delivered to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, no later than the last day of the second calendar month following the calendar month in which the copy of the periodic report form that is required to be delivered to the reporting entity pursuant to subsection (4) of this section is so delivered. Prior to the delivery of the copy of the periodic report form that is required to be delivered to the reporting entity pursuant to subsection (4) of this section by the secretary of state for any reporting period, a periodic report for such reporting period may be delivered to the secretary of state for filing in the form and manner and within the time prescribed by the secretary of state.

~~(6) If a periodic report contains the information required by this section and the fee prescribed by the secretary of state is tendered, the secretary of state shall file it. If a periodic report does not contain the information required by this section or the fee prescribed is not tendered, the secretary of state shall promptly return the periodic report to the reporting entity for correction, together with written notice providing a brief explanation of the reason for rejection. If the periodic report was otherwise timely filed DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE and is corrected to contain the information required by this section or the corrected fee is tendered and such corrected periodic report or fee, as applicable, is delivered to the secretary of state FOR FILING within thirty days after the effective date of the notice of rejection, the periodic report is deemed to be timely filed.~~

**SECTION 99.** The introductory portion to 7-90-502 (1), Colorado Revised Statutes, is amended to read:

**7-90-502. Statement of person named as official in report.** (1) Any person named as holding a position in an entity in a document on file with the secretary of state may, if such person does not hold such position, deliver to the secretary of state,

for filing PURSUANT TO PART 3 OF THIS ARTICLE, a statement setting forth:

**SECTION 100.** 7-90-601 (3) (f) (II), Colorado Revised Statutes, is amended to read:

**7-90-601. Entity name.** (3) In addition to the requirements of subsection (2) of this section:

(f) (II) Notwithstanding the provisions of subparagraph (I) of this paragraph (f), when the name of a limited liability limited partnership in the records of the office of the secretary of state is the same as that set forth in a certificate of limited partnership, amended certificate of limited partnership, or registration statement delivered on or after May 24, 1995, for filing by the secretary of state ~~and, if~~ AND IF, upon filing of such certificate or statement, the name was modified by the addition of any word or initial to indicate that the limited partnership was a limited liability limited partnership, then the limited partnership may acquire, convey, and encumber title to real and personal property and otherwise deal in such name with or without the addition of such word or initial. The fact of the delivery and filing of such documents and the modification of the name of the limited partnership by such additional word or initial may be set forth in an affidavit executed by a general partner of the limited partnership or a statement of authority executed pursuant to section 38-30-172, C.R.S., and shall be prima facie evidence of such facts and of the authority of the person executing the same to do so on behalf of the limited partnership. The affidavit may be recorded with the county clerk and recorder of the county in which the real property within this state is situated or, in the case of other property or dealings of the limited partnership, the clerk and recorder of the county where the principal or registered office of the limited partnership is located.

**SECTION 101.** 7-90-602 (1) and (2), Colorado Revised Statutes, are amended to read:

**7-90-602. Reserved entity name.** (1) Any person may apply for the reservation of the exclusive use of a name for the use as an entity name or as a trade name pursuant to article 71 of this title by delivering an application for reservation of a name to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, setting forth the name and address of the applicant and the name proposed to be reserved. If the secretary of state finds that the name applied for would be available for use as an entity name under section 7-90-601, the secretary of state shall reserve the name for the applicant's exclusive use for a one-hundred-twenty-day period, which reservation may be renewed successively for one-hundred-twenty-day periods.

(2) The holder of a reserved name may transfer the reservation to any other person by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, a statement of the transfer that has been executed by the holder and states the reserved name, the name of the holder, and the name and address of the transferee.

**SECTION 102.** The introductory portion to 7-90-604 (2) and 7-90-604 (3), (4), and (5), Colorado Revised Statutes, are amended to read:

**7-90-604. Registered name of a foreign entity.** (2) A foreign entity registers

a name pursuant to this section by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, an application for registration that shall include:

(3) A foreign entity that has in effect a registration of a name pursuant to this section may renew such registration for the year following the year of registration by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, on or before December 31 of the year of registration, a renewal application for registration that complies with the requirements of this section. When filed, the renewal application for registration renews the registration for the following year.

(4) A foreign entity that has in effect a registration of a name may assign such registration to another foreign entity by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, an assignment of the registration that states the registration name, the name of the foreign entity, and the name of the assignee concurrently with the delivery to the secretary of state for filing of the assignee's application for registration the name as a name of the assignee.

(5) A foreign entity that has in effect a registration of a name may terminate the registration at any time by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, a statement of termination setting forth the foreign entity's name and stating that the registration of such entity is terminated.

**SECTION 103.** 7-101-201, Colorado Revised Statutes, is amended to read:

**7-101-201. Filing requirements.** ~~(1) A document 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.~~ ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF PART 3 OF ARTICLE 90 OF THIS TITLE.

~~(2) The document shall be one which is required or permitted by articles 101 to 117 of this title to be filed in the office of the secretary of state.~~

~~(3) The document shall contain all information required by articles 101 to 117 of this title and may contain other information as well.~~

~~(4) The document shall be typewritten or printed.~~

~~(5) The document shall be in the English language. An entity name need not be in English if written in English letters or arabic or roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.~~

~~(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:~~

~~(a) By the chairperson of the board of directors of a domestic or foreign corporation, by all of its directors, by one of its officers, or by any other person authorized to execute the document;~~

~~(b) If directors have not been elected or the corporation has not been formed, by an incorporator;~~

~~(c) If the domestic or foreign corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or~~

~~(d) If the document is that of a registered agent, by the registered agent, if the person is an individual, or by a person authorized by the registered agent to execute the document, if the registered agent is an entity.~~

(7) The person executing the document shall state beneath or opposite such person's signature his or her name and the capacity in which the person signs.

(8) ~~The document may but need not contain:~~

~~(a) The corporate seal;~~

~~(b) An attestation by the secretary or an assistant secretary;~~

~~(c) An acknowledgment, verification, or proof.~~

(9) Whether or not the document contains an acknowledgment, verification, or proof permitted by subsection (8) of this section, the signature of each person signing 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 corporation and that the facts stated in the document are true.

(10) ~~If the secretary of state requires the use of a form or cover sheet for a document under section 7-101-202, the document shall be in or on the required form or shall have the required cover sheet.~~

(11) ~~The document shall be delivered to the secretary of state for filing and shall be accompanied by one exact or conformed copy thereof, 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, 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 104.** 7-102-101, Colorado Revised Statutes, is amended to read:

**7-102-101. Incorporators.** One or more persons may act as the incorporator or incorporators of a corporation by delivering articles of incorporation to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. An incorporator who is a natural person shall be of the age of eighteen years or older.

**SECTION 105. Repeal.** 7-102-102 (1) (f), Colorado Revised Statutes, is repealed as follows:

**7-102-102. Articles of incorporation.** (1) The articles of incorporation shall set forth:

~~(f) The written consent of the initial registered agent to the appointment unless such consent is provided in an accompanying document.~~

**SECTION 106.** The introductory portion to 7-105-102 (1) and 7-105-102 (1) (e) and (2), Colorado Revised Statutes, are amended to read:

**7-105-102. Change of registered office or registered agent.** (1) A corporation may change its registered office or registered agent by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

~~(e) If the registered agent is to be changed, the name of the new registered agent; and the new registered agent's written consent to the appointment, either on the statement of change or in an accompanying document; and~~

(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 corporation for which the registered agent is the registered agent by giving written notice to the corporation of the change and ~~executing, either manually or in facsimile, and~~ delivering to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, 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 corporation.

**SECTION 107.** 7-105-103 (1) and (2), Colorado Revised Statutes, are amended to read:

**7-105-103. Resignation of registered agent.** (1) The registered agent of a corporation may resign the agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation, which shall be accompanied by two exact or conformed copies thereof. The statement of resignation may include a statement that the registered office is also discontinued.

~~(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 108.** The introductory portion to 7-106-102 (4), Colorado Revised Statutes, is amended to read:

**7-106-102. Terms of class or series determined by board of directors.** (4) Before issuing any shares of a class or series, the preferences, limitations, and relative rights of which are determined by the board of directors under this section, the corporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment to the articles of incorporation, which are effective without shareholder action, that set forth:

**SECTION 109.** The introductory portion to 7-106-302 (2) (b), Colorado Revised Statutes, is amended to read:

**7-106-302. Corporation's acquisition of its own shares.** (2) If the articles of

incorporation prohibit the reissuance of acquired shares:

(b) The corporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment to the articles of incorporation, which are effective without shareholder action, that set forth:

**SECTION 110.** 7-108-105 (6), Colorado Revised Statutes, is amended to read:

**7-108-105. Terms of directors generally.** (6) A director whose term has ended may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 111.** 7-108-107 (3), Colorado Revised Statutes, is amended to read:

**7-108-107. Resignation of directors.** (3) A director who resigns may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 112.** 7-108-108 (5), Colorado Revised Statutes, is amended to read:

**7-108-108. Removal of directors by shareholders.** (5) A director who is removed pursuant to this section may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 113.** 7-108-109 (4), Colorado Revised Statutes, is amended to read:

**7-108-109. Removal of directors by judicial proceeding.** (4) A director who is removed pursuant to this section may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 114.** 7-108-303 (5), Colorado Revised Statutes, is amended to read:

**7-108-303. Resignation and removal of officers.** (5) An officer who resigns or is removed or whose appointment has expired may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 115.** The introductory portion to 7-110-106 (1), Colorado Revised Statutes, is amended to read:

**7-110-106. Articles of amendment to articles of incorporation.** (1) A corporation amending its articles of incorporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment setting forth:

**SECTION 116.** The introductory portion to 7-110-107 (4) and 7-110-107 (5), Colorado Revised Statutes, are amended to read:

**7-110-107. Restated articles of incorporation.** (4) A corporation restating its

articles of incorporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of restatement setting forth:

(5) Upon filing by the secretary of state or at any later effective date determined pursuant to ~~section 7-101-204~~ SECTION 7-90-304, restated articles of incorporation supersede the original articles of incorporation and all prior amendments to them.

**SECTION 117.** The introductory portion to 7-110-108 (2), Colorado Revised Statutes, is amended to read:

**7-110-108. Amendment of articles of incorporation pursuant to reorganization.** (2) For an amendment to the articles of incorporation to be made pursuant to subsection (1) of this section, an individual or individuals designated by the court shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment setting forth:

**SECTION 118.** 7-111-103 (9), Colorado Revised Statutes, is amended to read:

**7-111-103. Action on plan.** (9) After a plan of merger or share exchange is authorized, and at any time before the merger or share exchange becomes effective, the merger or share exchange may be abandoned, subject to any contractual rights, without further shareholder action, in accordance with the procedure set forth in the plan of merger or share exchange or, if none is set forth, in the manner determined by the board of directors. If a merger or share exchange is abandoned after articles of merger or share exchange have been filed by the secretary of state pursuant to section 7-111-105 specifying a delayed effective date, the merger or share exchange may be prevented from becoming effective by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, before the date the merger or share exchange becomes effective pursuant to ~~section 7-101-204 (2)~~ SECTION 7-90-304, a statement of abandonment stating that, by appropriate corporate action, the merger or share exchange has been abandoned. Such statement of abandonment shall be executed in the same manner as the articles of merger or share exchange.

**SECTION 119.** The introductory portion to 7-111-105 (1), Colorado Revised Statutes, is amended to read:

**7-111-105. Articles of merger or share exchange.** (1) After a plan of merger or share exchange is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, the surviving or acquiring corporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of merger or share exchange setting forth:

**SECTION 120.** 7-111-108 (1), (2) (e), and (10), Colorado Revised Statutes, are amended to read:

**7-111-108. Redomestication as a domestic insurer.** (1) A foreign or alien insurer which seeks to change its domicile under section 10-3-125 or 10-3-126, C.R.S., shall submit articles of redomestication in triplicate to the commissioner of insurance and the attorney general for examination. After being approved by them, the articles of redomestication shall be delivered to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. A copy of such articles, certified

by the secretary of state, shall be filed with the commissioner of insurance.

(2) The articles of redomestication shall set forth:

(e) The street address of the corporation's current registered office and the name of its current registered agent at that office, or, if the corporation does not have a current registered office, the street address of its initial registered office and the name of its initial registered agent at that office; ~~and the written consent of the initial registered agent to the appointment unless such consent is provided in an accompanying document;~~

(10) Any domestic insurer, subject to and in compliance with section 10-3-125 (2), C.R.S., may change its domicile from this state to any other state in which it is authorized to transact business and, in connection therewith, shall submit to the commissioner of insurance a copy of the articles of redomestication or their equivalent, duly authenticated by the proper officer of its new state of domicile, and a certificate of good standing or its equivalent from that state. Upon approval by the commissioner of insurance, the copy of the articles of redomestication and certificate of good standing, or their equivalents, from the new state of domicile shall be delivered to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. Upon the filing of such documents by the secretary of state, the domestic insurer shall cease to be a domestic corporation and a domestic insurer and, if otherwise qualified, shall become a foreign corporation and foreign insurer authorized to transact business in this state effective as of the date of its redomestication by the new state of domicile as set forth in its articles of redomestication.

**SECTION 121.** The introductory portion to 7-114-103 (1), Colorado Revised Statutes, is amended to read:

**7-114-103. Articles of dissolution.** (1) At any time after dissolution is authorized, the corporation may dissolve by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of dissolution setting forth:

**SECTION 122.** The introductory portion to 7-114-104 (3) and 7-114-104 (4), Colorado Revised Statutes, are amended to read:

**7-114-104. Revocation of dissolution.** (3) After the revocation of dissolution is authorized, the corporation may revoke the dissolution by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, within one hundred twenty days after the effective date of dissolution, articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(4) Revocation of dissolution is effective as provided in ~~section 7-101-204 (1) (a)~~ SECTION 7-90-304, and no delayed effective date may be specified pursuant to ~~section 7-101-204 (2)~~ SECTION 7-90-304.

**SECTION 123.** The introductory portion to 7-114-203 (1) and 7-114-203 (2) and (3), Colorado Revised Statutes, are 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 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for reinstatement that states:

(2) ~~The corporation shall include in the application for reinstatement, or in an accompanying document, the written consent to appointment by the designated registered agent.~~

(3) If the secretary of state determines that the application for reinstatement contains the information required by ~~subsections (1) and (2)~~ SUBSECTION (1) of this section and that the information is correct, the secretary of state shall revoke the administrative dissolution. The secretary of state shall mail written notice of the revocation, stating the effective date thereof, to the corporation.

**SECTION 124.** The introductory portion to 7-115-103 (1) and 7-115-103 (3), Colorado Revised Statutes, are 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 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to transact business setting forth:

(3) ~~The foreign corporation shall include in the application for authority to transact business, or in an accompanying document, written consent to appointment by its designated registered agent.~~

**SECTION 125.** The introductory portion to 7-115-104 (1), Colorado Revised Statutes, is amended to read:

**7-115-104. Amended application for authority to transact business.** (1) A foreign corporation authorized to transact business in this state shall deliver TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended application for authority to transact business ~~to the secretary of state for filing~~ if the foreign corporation changes:

**SECTION 126.** The introductory portion to 7-115-109 (1) and 7-115-109 (1) (e) and (2), Colorado Revised Statutes, are amended to read:

**7-115-109. Change of registered office or registered agent of foreign corporation.** (1) A foreign corporation authorized to transact business in this state may change its registered office or registered agent by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

(e) If the registered agent is to be changed, the name of the new registered agent; ~~and the new registered agent's written consent to the appointment, either on the statement of change or in an accompanying document; and~~

(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 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, 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 127.** 7-115-110 (1), Colorado Revised Statutes, is amended to read:

**7-115-110. Resignation of registered agent of foreign corporation.** (1) The registered agent of a foreign corporation authorized to transact business in this state may resign the agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation, which shall be accompanied by two exact or conformed copies thereof. The statement of resignation may include a statement that the registered office is also discontinued.

**SECTION 128.** The introductory portion to 7-115-201 (2), Colorado Revised Statutes, is amended to read:

**7-115-201. Withdrawal of foreign corporation.** (2) A foreign corporation authorized to transact business in this state shall apply for withdrawal by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal setting forth:

**SECTION 129.** 7-115-301 (1) (e), Colorado Revised Statutes, 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:

(e) An incorporator, director, officer, or agent of the foreign corporation ~~signed~~ CAUSED a document TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING THAT such person knew was false in any material respect with the intent that the document be delivered to the secretary of state for filing; or

**SECTION 130.** 7-116-109 (4), Colorado Revised Statutes, is amended to read:

**7-116-109. Interrogatories by secretary of state.** (4) Each officer and director of a domestic or foreign corporation who fails or refuses to answer truthfully and fully, within the time prescribed by subsection (1) of this section, interrogatories propounded to the officer or director by the secretary of state in accordance with the provisions of said subsection (1) or who signs a document ~~filed with~~ DELIVERED TO the secretary of state pursuant to any provision of articles 101 to 117 of this title, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, which is known to such officer or director to be false in any material respect is guilty of a misdemeanor and, upon conviction thereof, shall be punished by a fine of not more than one thousand dollars.

**SECTION 131.** 7-121-201, Colorado Revised Statutes, is amended to read:

**7-121-201. Filing requirements.** (1) ~~A document 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.~~ ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF PART 3 OF ARTICLE 90 OF THIS TITLE.

(2) ~~The document shall be one that is required or permitted by articles 121 to 137 of this title to be filed in the office of the secretary of state.~~

(3) ~~The document shall contain all information required by articles 121 to 137 of this title and may also contain other information.~~

(4) ~~The document shall be typewritten or printed.~~

(5) ~~The document shall be in the English language. An entity name need not be in English if written in English letters or Arabic or Roman numerals, and the certificate of existence required of foreign nonprofit corporations need not be in English if accompanied by a reasonably authenticated English translation.~~

(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:~~

(a) ~~By the chairperson of the board of directors of a domestic or foreign nonprofit corporation, by all of its directors, by one of its officers, or by any other person authorized to execute the document;~~

(b) ~~If directors have not been named or the nonprofit corporation has not been formed, by an incorporator;~~

(c) ~~If the domestic or foreign nonprofit corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or~~

(d) ~~If the document is that of a registered agent, by the registered agent, if the person is an individual, or by a person authorized by the registered agent to execute the document, if the registered agent is an entity.~~

(7) ~~The person executing the document shall state beneath or opposite such person's signature his or her name and the capacity in which the person signs.~~

(8) ~~The document may but need not contain:~~

(a) ~~The corporate seal;~~

(b) ~~An attestation by the secretary or an assistant secretary;~~

(c) ~~An acknowledgment, verification, or proof.~~

(9) ~~Whether or not the document contains an acknowledgment, verification, or proof permitted by subsection (8) of this section, the signature of each person signing 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 domestic or foreign nonprofit corporation and that the facts stated in the document are true:~~

~~(10) If the secretary of state requires the use of a form or cover sheet for a document under section 7-121-202, the document shall be in or on the required form or shall have the required cover sheet.~~

~~(11) The document shall be delivered to the secretary of state for filing and shall be accompanied by one exact or conformed copy thereof, or two exact or conformed copies if the document is delivered pursuant to section 7-125-103 or 7-135-110, the correct filing fee, and any penalty required by articles 121 to 137 of this title or other law. Except with respect to filings pursuant to section 7-125-103, 7-135-110, or 7-90-502, 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 132.** 7-122-101, Colorado Revised Statutes, is amended to read:

**7-122-101. Incorporators.** One or more persons may act as the incorporator or incorporators of a nonprofit corporation by delivering articles of incorporation to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. An incorporator who is a natural person shall be eighteen years of age or older.

**SECTION 133.** 7-122-102 (1) (f), Colorado Revised Statutes, is repealed as follows:

**7-122-102. Articles of incorporation.** (1) The articles of incorporation shall set forth:

~~(f) The written consent of the initial registered agent to the appointment unless such consent is provided in an accompanying document; and~~

**SECTION 134.** The introductory portion to 7-125-102 (1) and 7-125-102 (1) (e) and (2), Colorado Revised Statutes, are amended to read:

**7-125-102. Change of registered office or registered agent.** (1) A nonprofit corporation may change its registered office or registered agent by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

~~(e) If the registered agent is to be changed, the name of the new registered agent; and the new registered agent's written consent to the appointment, either on the statement of change or in an accompanying document; and~~

(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 nonprofit corporation for which the registered agent is the registered agent by giving written notice to the nonprofit corporation of the change and ~~executing, either manually or in facsimile, and~~ delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, 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 nonprofit corporation.

**SECTION 135.** 7-125-103 (1), Colorado Revised Statutes, is amended to read:

**7-125-103. Resignation of registered agent.** (1) The registered agent of a nonprofit corporation may resign the agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation, which shall be accompanied by two exact or conformed copies thereof. The statement of resignation may include a statement that the registered office is also discontinued.

**SECTION 136.** 7-128-105 (6), Colorado Revised Statutes, is amended 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 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 137.** 7-128-107 (3), Colorado Revised Statutes, is amended to read:

**7-128-107. Resignation of directors.** (3) A director who resigns may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 138.** 7-128-108 (4), Colorado Revised Statutes, is amended to read:

**7-128-108. Removal of directors.** (4) A director who is removed pursuant to this section may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 139.** 7-128-109 (4), Colorado Revised Statutes, is amended to read:

**7-128-109. Removal of directors by judicial proceeding.** (4) A director who is removed pursuant to this section may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 140.** 7-128-303 (5), Colorado Revised Statutes, is amended to read:

**7-128-303. Resignation and removal of officers.** (5) An officer who resigns or is removed or whose appointment has expired may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section 7-90-502.

**SECTION 141.** The introductory portion to 7-130-105 (1), Colorado Revised Statutes, is amended to read:

**7-130-105. Articles of amendment to articles of incorporation.** (1) A nonprofit corporation amending its articles of incorporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment setting forth:

**SECTION 142.** The introductory portion to 7-130-106 (4) and 7-130-106 (5), Colorado Revised Statutes, are amended to read:

**7-130-106. Restated articles of incorporation.** (4) A nonprofit corporation restating its articles of incorporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of restatement setting forth:

(5) Upon filing by the secretary of state or at any later effective date determined pursuant to ~~section 7-121-204~~ SECTION 7-90-304, restated articles of incorporation supersede the original articles of incorporation and all prior amendments to them.

**SECTION 143.** The introductory portion to 7-130-107 (2), Colorado Revised Statutes, is amended to read:

**7-130-107. Amendment of articles of incorporation pursuant to reorganization.** (2) For an amendment to the articles of incorporation to be made pursuant to subsection (1) of this section, an individual or individuals designated by the court shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment setting forth:

**SECTION 144.** The introductory portion to 7-131-103 (1) and 7-131-103 (2) and (3), Colorado Revised Statutes, are amended to read:

**7-131-103. Articles of merger.** (1) After a plan of merger is approved, pursuant to section 7-131-102, the surviving nonprofit corporation shall deliver to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of merger setting forth:

(2) ~~A merger takes effect upon the effective date stated in the articles of merger or, if earlier, on the ninetieth day after the articles of merger are filed by the secretary of state.~~

(3) Articles of merger shall be ~~executed~~ APPROVED by each party to the merger.

**SECTION 145.** The introductory portion to 7-134-103 (1), Colorado Revised Statutes, is amended to read:

**7-134-103. Articles of dissolution.** (1) At any time after dissolution is authorized, the nonprofit corporation may dissolve by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of dissolution setting forth:

**SECTION 146.** The introductory portion to 7-134-104 (3) and 7-134-104 (4), Colorado Revised Statutes, are amended to read:

**7-134-104. Revocation of dissolution.** (3) After the revocation of dissolution is authorized, the nonprofit corporation may revoke the dissolution by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, within one hundred twenty days after the effective date of dissolution, articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

(4) Revocation of dissolution is effective as provided in ~~section 7-121-204 (1) (a)~~ SECTION 7-90-304, and no delayed effective date may be specified pursuant to ~~section 7-121-204 (2)~~ SECTION 7-90-304.

**SECTION 147.** The introductory portion to 7-134-203 (1) and 7-134-203 (2) and (3) , Colorado Revised Statutes, are amended to read:

**7-134-203. Reinstatement following administrative dissolution.** (1) A nonprofit corporation administratively dissolved under section 7-134-202 may apply to the secretary of state for reinstatement within five years after the effective date of dissolution by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for reinstatement that states:

(2) ~~The nonprofit corporation shall include in the application for reinstatement, or in an accompanying document, the written consent to appointment by the designated registered agent.~~

(3) If the secretary of state determines that the application for reinstatement contains the information required by ~~subsections (1) and (2)~~ SUBSECTION (1) of this section and that the information is correct, the secretary of state shall revoke the administrative dissolution. The secretary of state shall mail written notice of the revocation, stating the effective date thereof, to the nonprofit corporation.

**SECTION 148.** The introductory portion to 7-135-103 (1) and 7-135-103 (3), Colorado Revised Statutes, are amended to read:

**7-135-103. Application for authority to conduct affairs.** (1) A foreign nonprofit corporation may apply for authority to conduct affairs in this state by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to conduct affairs setting forth:

(3) ~~The foreign nonprofit corporation shall include in the application for authority to conduct affairs, or in an accompanying document, written consent to appointment by its designated registered agent.~~

**SECTION 149.** The introductory portion to 7-135-104 (1), Colorado Revised Statutes, is amended to read:

**7-135-104. Amended application for authority to conduct affairs.** (1) A foreign nonprofit corporation authorized to conduct affairs in this state shall deliver TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended application for authority to conduct affairs ~~to the secretary of state for filing~~ if the foreign nonprofit corporation changes:

**SECTION 150.** The introductory portion to 7-135-109 (1) and 7-135-109 (1) (e) and (2), Colorado Revised Statutes, are amended to read:

**7-135-109. Changes of registered office or registered agent of foreign nonprofit corporation.** (1) A foreign nonprofit corporation authorized to conduct affairs in this state may change its registered office or registered agent by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE,

a statement of change that sets forth:

(e) If the registered agent is to be changed, the name of the new registered agent; and ~~the new registered agent's written consent to the appointment, either on the statement of change or in an accompanying document; and~~

(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 nonprofit corporation for which the registered agent is the registered agent by giving written notice to the foreign nonprofit corporation of the change and executing, either manually or in facsimile, and delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, 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 nonprofit corporation.

**SECTION 151.** 7-135-110 (1) and (2), Colorado Revised Statutes, are amended to read:

**7-135-110. Resignation of registered agent of foreign nonprofit corporation.**

(1) The registered agent of a foreign nonprofit corporation authorized to conduct affairs in this state may resign from an agency by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation which shall be accompanied by two exact or conformed copies thereof. The statement of resignation may include a statement that the registered office is also discontinued.

(2) ~~After filing the statement of resignation, the secretary of state shall deliver one copy together with the receipt for filing fees, if any, to the registered office of the foreign nonprofit corporation and the other copy to the principal office of the foreign nonprofit corporation.~~

**SECTION 152.** The introductory portion to 7-135-201 (2), Colorado Revised Statutes, is amended to read:

**7-135-201. Withdrawal of foreign nonprofit corporation.** (2) A foreign nonprofit corporation authorized to conduct affairs in this state shall apply for withdrawal by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal setting forth:

**SECTION 153.** 7-135-301 (1) (e), Colorado Revised Statutes, is amended to read:

**7-135-301. Grounds for revocation.** (1) The secretary of state shall commence a proceeding under section 7-135-302 to revoke the authority of a foreign nonprofit corporation to conduct affairs in this state if:

(e) An incorporator, director, officer, or agent of the foreign nonprofit corporation ~~signed~~ CAUSED a document TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING THAT such person knew was false in any material respect with the intent that the document be delivered to the secretary of state for filing; or

**SECTION 154.** 7-136-109 (4), Colorado Revised Statutes, is amended to read:

**7-136-109. Interrogatories by secretary of state.** (4) Each officer and director of a domestic or foreign nonprofit corporation who fails or refuses to answer truthfully and fully, within the time prescribed by subsection (1) of this section, interrogatories propounded to the officer or director by the secretary of state in accordance with the provisions of subsection (1) of this section or who signs a document ~~filed with~~ DELIVERED the secretary of state pursuant to any provision of articles 121 to 137 of this title, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, which is known to such officer or director to be false in any material respect, is guilty of a misdemeanor and, upon conviction thereof, shall be punished by a fine of not more than one thousand dollars.

**SECTION 155.** 7-137-203, Colorado Revised Statutes, is amended to read:

**7-137-203. Filing statement of election to accept articles 121 to 137 of this title.** The statement of election to accept articles 121 to 137 of this title shall be delivered to the secretary of state for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

**SECTION 156.** 7-101-401 (14), Colorado Revised Statutes, is amended to read:

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

(14) "Effective date", when referring to a document filed by the secretary of state, means the time and date determined in accordance with ~~section 7-101-204~~ SECTION 7-90-304.

**SECTION 157.** 7-102-103 (1), Colorado Revised Statutes, is amended to read:

**7-102-103. Incorporation.** (1) A corporation is incorporated when the articles of incorporation are filed by the secretary of state or, if a delayed effective date is specified pursuant to ~~section 7-101-204 (2)~~ SECTION 7-90-304 in the articles of incorporation as filed by the secretary of state and a certificate of withdrawal is not filed, on such delayed effective date. The corporate existence begins upon incorporation.

**SECTION 158.** 7-121-401 (14), 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:

(14) "Effective date", when referring to a document filed by the secretary of state, means the time and date determined in accordance with ~~section 7-121-204~~ SECTION 7-90-304.

**SECTION 159.** 7-122-103 (1), Colorado Revised Statutes, is amended to read:

**7-122-103. Incorporation.** (1) A nonprofit corporation is incorporated when the articles of incorporation are filed by the secretary of state or, if a delayed effective

date is specified pursuant to ~~section 7-121-204 (2)~~ SECTION 7-90-304 in the articles of incorporation as filed by the secretary of state and a certificate of withdrawal is not filed, on such delayed effective date. The corporate existence begins upon incorporation.

**SECTION 160.** 24-21-109, Colorado Revised Statutes, is amended to read:

**24-21-109. Documents in court proceedings - designation of person to attend court proceedings.** Subject to provisions of section 13-25-115, C.R.S., documents from the office of secretary of state used in court proceedings shall be acknowledged, exemplified, verified, or attested to in a manner which shall make unnecessary the personal appearance of the secretary of state in a court proceeding to acknowledge, exemplify, verify, or attest to the validity of such documents. The secretary of state may designate a person to attend court proceedings if the secretary of state is subpoenaed for the purpose of acknowledging, exemplifying, verifying, or attesting to the validity of documents furnished by that office. The revenues derived from fees as established in ~~section 7-101-203 (2), C.R.S., and~~ section 24-21-104 (1) shall be deposited in the department of state cash fund created in section 24-21-104 (3).

**SECTION 161.** 35-2-101, Colorado Revised Statutes, is amended to read:

**35-2-101. Information furnished, by whom.** The commissioner of agriculture, acting under the direction of the state agricultural commission in the collection of information necessary to the performance of his OR HER duties as such commissioner and subject to the provisions of section 24-1-136, C.R.S., in regard to publication of such information, is authorized to call upon the several state, county, city, town, and school district officers and officers of the several state institutions of education and penal and other state institutions, and it is the duty of all such officers to furnish, upon written or printed request of the commissioner, such information as may be required for properly setting forth the resources of the state and their development, upon blanks furnished by the commissioner. Each owner, operator, or manager of any manufacturing, mining, or other business establishment operating in this state, or other person having information necessary for carrying out the purposes of this article, upon the request of the commissioner, shall furnish the same upon blanks supplied by the ~~state agricultural~~ state agricultural commission. EXCEPT AS OTHERWISE PROVIDED BY LAW, ANY AGRICULTURAL STATISTICS COLLECTED BY ANY OF THE SEVERAL STATE, COUNTY, CITY, TOWN, SCHOOL DISTRICT, OR INSTITUTIONAL OFFICERS SPECIFIED IN THIS SECTION SHALL BE COLLECTED IN ACCORDANCE WITH THE REQUIREMENTS OF THIS ARTICLE.

**SECTION 162.** 35-2-106, Colorado Revised Statutes, is amended to read:

**35-2-106. Reports confidential.** The reports made to the commissioner of agriculture by individuals, firms, or corporations, ~~OR TO ANY OF THE SEVERAL STATE, COUNTY, CITY, TOWN, SCHOOL DISTRICT, OR INSTITUTIONAL OFFICERS SPECIFIED IN SECTION 35-2-101,~~ shall be regarded as confidential and not for the purpose of disclosing personal or corporate affairs. In the reports of the commissioner, ~~of agriculture~~ no use shall be made of the names of individuals, firms, or corporations supplying the information called for in this article. Any officer or employee of the state agricultural commission disclosing such information is guilty of a misdemeanor and, upon conviction thereof, shall be punished by a fine of not more than five

hundred dollars and costs of prosecution or by imprisonment in the county jail for a period of not more than one year.

**SECTION 163. Repeal.** 7-56-105, 7-60-151, 7-62-206, 7-62-1201, 7-64-1104, 7-64-1105, 7-64-1106, 7-64-1107, 7-64-1108, 7-64-1109, 7-64-1110, 7-64-1111, 7-64-1112, 7-80-206, 7-80-307, 7-101-203, 7-101-204, 7-101-205, 7-101-206, 7-101-207, 7-101-208, 7-101-209, 7-101-210, 7-121-203, 7-121-204, 7-121-205, 7-121-206, 7-121-207, 7-121-208, 7-121-209, and 7-121-210, Colorado Revised Statutes, are repealed.

**SECTION 164. Appropriation.** In addition to any other appropriation, there is hereby appropriated, out of any moneys in the department of state cash fund created in section 24-21-104, Colorado Revised Statutes, not otherwise appropriated, to the department of state, for the fiscal year beginning July 1, 2002, the sum of three hundred four thousand nine hundred seventy-two dollars (\$304,972) and 2.0 FTE, or so much thereof as may be necessary, for the implementation of this act.

**SECTION 165. Effective date - applicability.** This act shall take effect July 1, 2002. Section 1 of this act shall apply to offenses committed on or after said date.

**SECTION 166. 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 7, 2002