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MICHELE REAGAN
SECRETARY OF STATE

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CHAPTER 18

SENATE BILL 1272

AN ACT

AMENDING SECTIONS 10-122, 10-124, 10-125, 10-140, 10-141, 10-502, 10-504, 10-1403, 10-1510, 10-1520, 10-1530, 10-3124, 10-3125, 10-3140, 10-3141, 10-3502, 10-3504, 10-3823, 10-11403, 10-11504, 10-11506, 10-11510, 10-11520, 10-11530 AND 10-11531, ARIZONA REVISED STATUTES; AMENDING TITLE 10, CHAPTER 39, ARTICLE 3, ARIZONA REVISED STATUTES, BY ADDING SECTION 10-11636; AMENDING SECTION 29-601, ARIZONA REVISED STATUTES; AMENDING TITLE 29, CHAPTER 4, ARTICLE 1, ARIZONA REVISED STATUTES, BY ADDING SECTION 29-601.01; AMENDING SECTIONS 29-605, 29-605.01, 29-634, 29-786, 29-807 AND 29-851, ARIZONA REVISED STATUTES; RELATING TO BUSINESS ENTITIES.

(TEXT OF BILL BEGINS ON NEXT PAGE)

1 Be it enacted by the Legislature of the State of Arizona:

2 Section 1. Section 10-122, Arizona Revised Statutes, is amended to
3 read:

4 10-122. Filing, service and copying fees; expedited report
5 filing and access; same day and next day services;
6 posted wait times; advance monies; definition

7 A. The commission shall collect and deposit, pursuant to sections
8 35-146 and 35-147, the following nonrefundable fees when the documents
9 described in this subsection are delivered to the commission:

10	<u>Document</u>	<u>Fee</u>
11	1. Articles of incorporation	\$50
12	2. Application for use of indistinguishable name	10
13	3. Application for reserved name	10
14	4. Notice of transfer of reserved name	10
15	5. Application for registered name	10
16	6. Application for renewal of registered name	10
17	7. Agent's statement of resignation	10
18	8. Amendment of articles of incorporation	25
19	9. Restatement of articles of incorporation with	
20	amendment of articles	25
21	10. Statement of merger, interest exchange,	
22	conversion, domestication or division if the	
23	entity responsible for filing the statement	
24	is a corporation	100
25	11. Articles of dissolution	25
26	12. Articles of revocation of dissolution	25
27	13. Application for reinstatement following	
28	administrative dissolution, in addition	
29	to other fees and penalties due	100
30	14. Application for authority	150
31	15. Application for withdrawal	25
32	16. Annual report	45
33	17. Articles of correction	25
34	18. Application for certificate of good standing	10
35	19. Any other document required or permitted	
36	to be filed by chapters 1 through 17	
37	of this title	25

38 B. The commission shall collect a nonrefundable fee of twenty-five
39 dollars each time process is served on it under chapters 1 through 17 of
40 this title. The party to a proceeding causing service of process is
41 entitled to recover this fee as costs if the party prevails in the
42 proceeding.

43 C. The commission shall charge and collect a reasonable fee for
44 copying documents on request, provided the fee does not exceed the cost of
45 providing the service as determined by the commission. The commission

1 shall also charge a reasonable fee for certifying the copy of a filed
2 document, provided the fee does not exceed the cost of providing the
3 service as determined by the commission.

4 D. A penalty of one hundred dollars payable in addition to other
5 fees accrues and is payable if a foreign corporation fails to file an
6 amendment, restated articles that include an amendment, or articles of
7 merger within sixty days ~~of~~ AFTER the time of filing in the jurisdiction
8 in which the corporation is domiciled. The penalty collected pursuant to
9 this subsection shall be deposited, pursuant to sections 35-146 and
10 35-147, in the state general fund.

11 E. One-third of the fees for the annual report of domestic and
12 foreign corporations paid pursuant to subsection A, paragraph 16 of this
13 section shall be deposited in the Arizona arts trust fund established by
14 section 41-983.01 and two-thirds of these fees shall be deposited,
15 pursuant to sections 35-146 and 35-147, in the public access fund
16 established by section 10-122.01.

17 F. The commission shall provide for and establish an expedited
18 service for the filing of all documents and services provided pursuant to
19 this title as follows:

20 1. The expedited filing shall be a priority service to be completed
21 as soon as possible after the documents are delivered to the commission.

22 2. In addition to any other fees required by this section or any
23 other law, the commission shall charge a nonrefundable fee for expedited
24 services, including those requested by fax. The fee shall be determined
25 by a supermajority vote of the commissioners.

26 3. The commission may provide for and establish same day and next
27 day services for the filing of any documents and services provided
28 pursuant to this title as follows:

29 (a) The commission shall suspend same day or next day service if
30 the commission determines that it does not have the necessary resources to
31 perform the service within the established time period.

32 (b) In addition to any other fees required by this section or any
33 other law, the commissioners may charge a nonrefundable fee for the same
34 day or next day service or both. The fee shall be determined by a
35 supermajority vote of the commissioners.

36 4. The commission shall publicly post the current wait times for
37 processing regular, expedited and same day and next day services.

38 G. The commission may charge persons who access the commission's
39 data processing system that is maintained pursuant to section 10-122.01
40 from remote locations and persons requesting special computer generated
41 printouts, reports and tapes a reasonable fee that does not exceed the
42 cost of the time, equipment and personnel necessary to provide this
43 service or product as determined by the commission.

1 H. Except as provided in section 10-122.01, subsection B, paragraph
2 3, in addition to any fee charged pursuant to this section, the commission
3 may charge and collect the following nonrefundable fees to help defray the
4 cost of the improved data processing system that is maintained pursuant to
5 section 10-122.01:

6 1. Filing articles of incorporation of a domestic corporation, ten
7 dollars.

8 2. Filing an application of a foreign corporation for authority to
9 transact business in this state, twenty-five dollars.

10 I. All monies received pursuant to subsections F, G and H of this
11 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
12 public access fund established by section 10-122.01.

13 J. Fees charged pursuant to this section are exempt from section
14 39-121.03, subsection A, paragraph 3.

15 K. THE COMMISSION MAY ALLOW any person ~~may~~ TO advance monies to the
16 commission to pay fees required pursuant to this section for future
17 filings and services. All monies received pursuant to this subsection
18 shall be deposited, pursuant to sections 35-146 and 35-147, in the money
19 on deposit account in the public access fund established by section
20 10-122.01.

21 L. In addition to any other fees prescribed by law, the commission
22 may establish a fee for the filing of an annual benefit report delivered
23 to the commission pursuant to section 10-2442. The fee shall be
24 determined by a majority vote of the commissioners.

25 M. For the purposes of this section, "supermajority" means an
26 affirmative vote of at least four commissioners.

27 Sec. 2. Section 10-124, Arizona Revised Statutes, is amended to
28 read:

29 10-124. Correcting filed document; articles of incorporation;
30 authority to transact business

31 A. A domestic or foreign corporation may correct a document that
32 has been filed by the commission pursuant to chapters 1 through 17 of this
33 title if the document either:

34 1. Contains an incorrect statement and the correction does not
35 materially alter a substantive provision.

36 2. Was defectively executed, attested, verified or acknowledged.

37 B. A document is corrected by both:

38 1. Preparing articles of correction that:

39 (a) Describe the document or attach a copy of it to the articles.

40 (b) Specify the date the document was delivered to the commission.

41 (c) Specify the incorrect statement and the reason it is incorrect
42 or the manner in which the execution was defective.

43 (d) Correct the incorrect statement or other defect.

44 2. Delivering the articles to the commission for filing.

1 C. Articles of correction are effective on the effective date of
2 the document they correct except as to persons who rely on the incorrect
3 statement or other defect and who are adversely affected by the
4 correction. As to those persons, articles of correction are effective as
5 provided in section 10-123.

6 D. If articles of incorporation, articles of domestication or an
7 application for authority to transact business is rejected for filing by
8 the commission, the articles or application ~~may be resubmitted within~~
9 ~~thirty days of~~ AFTER the date of rejection ~~together with a copy of the~~
10 ~~rejected document~~. If the resubmitted articles or application cures the
11 defect that caused the rejection, the resubmitted articles or application
12 shall be filed by the commission and is effective on the date that would
13 have been the effective date of filing the articles or application if the
14 articles or application had not been rejected.

15 Sec. 3. Section 10-125, Arizona Revised Statutes, is amended to
16 read:

17 10-125. Filing duty of commission

18 A. At the time of delivery of a document to the commission, the
19 commission shall stamp, endorse or attach the date and time of delivery of
20 the document.

21 B. The commission shall file a document delivered to the commission
22 for filing if both of the following apply:

23 1. The commission determines that the document satisfies the
24 requirements of chapters 1 through 17 of this title.

25 2. The corporation filing the document or on whose behalf the
26 document is being filed is in good standing within the meaning of section
27 10-128.

28 C. The commission may file a document delivered to the commission
29 in which either the corporation has filed articles of dissolution or the
30 corporation has filed a document that is required to bring the corporation
31 into good standing. The commission shall ~~deliver a document copy~~ PROVIDE
32 NOTICE OF THE FILING to the domestic or foreign corporation or its
33 representative.

34 D. If the commission refuses to file a document, it shall ~~return it~~
35 ~~or a copy of the original~~ PROVIDE NOTICE OF THE REFUSAL to the domestic or
36 foreign corporation or its representative within five days after the
37 determination of refusal to file, together with a brief written
38 explanation of the reason for the refusal.

39 E. The filing or refusing to file a document by the commission does
40 not:

41 1. Affect the validity or invalidity of the document in whole or
42 part, except to the extent that filing is required to make the document
43 valid.

44 2. Relate to the correctness or incorrectness of information
45 contained in the document.

1 3. Create a presumption that the document is valid or invalid or
2 that information contained in the document is correct or incorrect.

3 Sec. 4. Section 10-140, Arizona Revised Statutes, is amended to
4 read:

5 10-140. Definitions

6 In chapters 1 through 17 of this title, unless the context otherwise
7 requires:

8 1. "Acknowledged" or "acknowledgment" means either an
9 acknowledgment pursuant to title 33, chapter 4, article 5 or the
10 signature, without more, of the person or persons signing the instrument,
11 in which case the signature or signatures constitute the affirmation or
12 acknowledgment of the signatory, under penalties of perjury, that the
13 instrument is the act and deed of the signatory and that the facts stated
14 in the instrument are true.

15 2. "Act of the board of directors" means either:

16 (a) An act of the majority of the directors present at a duly
17 called meeting at which a quorum is present, unless the act of a greater
18 number is required by chapters 1 through 17 of this title, the articles of
19 incorporation or the bylaws.

20 (b) Action taken by written consent of the directors in accordance
21 with chapters 1 through 17 of this title.

22 3. "Act of the shareholders" means either:

23 (a) An act adopted or rejected by a majority of the votes entitled
24 to be cast by each class of shareholders entitled to vote on the act at a
25 duly called meeting at which a quorum is present, unless a greater number
26 of votes is required by chapters 1 through 17 of this title, the articles
27 of incorporation or the bylaws.

28 (b) An action taken by written consent of the shareholders in
29 accordance with chapters 1 through 17 of this title.

30 4. "Address" means a mailing address.

31 5. "Affiliate" means a person that directly or indirectly, through
32 one or more intermediaries controls, is controlled by or is under common
33 control with the person specified.

34 6. "Articles of incorporation" means the original or restated
35 articles of incorporation or articles of merger and all amendments to the
36 articles of incorporation or merger and includes amended and restated
37 articles of incorporation and articles of amendment and merger.

38 7. "Authorized shares" means the shares of all classes that a
39 domestic or foreign corporation is authorized to issue.

40 8. "Board of directors" means the group of persons vested with the
41 management of the affairs of the corporation irrespective of the name by
42 which the group is designated and includes the governing body or bodies of
43 a water users' association if the articles of incorporation of such water
44 users' association provide for a governing body or bodies denominated
45 other than as a board of directors.

1 9. "Business day" means a day that is not a Saturday, a Sunday or
2 any other legal holiday in this state.

3 10. "Bylaws" means the code of rules adopted for the regulation or
4 management of the affairs of the corporation irrespective of the name by
5 which those rules are designated.

6 11. "Certificate of disclosure" means the certificate of disclosure
7 described in section 10-202.

8 12. "Commission" means the Arizona corporation commission.

9 13. "Conspicuous" means so written that a reasonable person against
10 whom the writing is to operate should have noticed it. For example,
11 printing in italics, boldface or contrasting color or typing in capitals
12 or underlined is conspicuous.

13 14. "Corporation" or "domestic corporation" means a corporation for
14 profit that is not a foreign corporation and that is incorporated under or
15 subject to chapters 1 through 17 of this title.

16 15. "Court" means the superior court of this state.

17 16. "Deliver" includes sending by mail, private courier, ~~or~~
18 ~~telefacsimile transmission~~ FAX OR ELECTRONIC TRANSMISSION.

19 17. "Delivery" means actual receipt by the person or entity to
20 which directed AND FOR ELECTRONIC TRANSMISSIONS MEANS RECEIPT AS DESCRIBED
21 IN SECTION 44-7015, SUBSECTION B.

22 18. "Dissolved" means the status of a corporation on either:

23 (a) Effectiveness of articles of dissolution pursuant to section
24 10-1403, subsection B or section 10-1421, subsection B.

25 (b) A decree pursuant to section 10-1433, subsection B becoming
26 final.

27 19. "Distribution" means a direct or indirect transfer of money or
28 other property, except its own shares, or incurrence of indebtedness by a
29 corporation to or for the benefit of its shareholders in respect of any of
30 its shares. A distribution may be in the form of any of the following:

31 (a) A declaration or payment of a dividend.

32 (b) Any purchase, redemption or other acquisition of shares.

33 (c) A distribution of indebtedness.

34 (d) Otherwise.

35 20. "Effective date of notice" is as prescribed in section 10-141.

36 21. "Electronic transmission" means ~~any form or process of~~
37 ~~communication that does not directly involve the physical transfer of~~
38 ~~paper or another tangible medium that is suitable for the retention,~~
39 ~~retrieval and reproduction of information by the recipient and that is~~
40 ~~retrievable in paper form by the recipient through an automated process~~
41 ~~used in conventional commercial practice, unless otherwise authorized~~
42 ~~pursuant to section 10-141~~ AN ELECTRONIC RECORD AS DEFINED IN SECTION
43 44-7002 THAT IS SENT PURSUANT TO SECTION 44-7015.

44 22. "Employee" includes an officer but not a director. A director
45 may accept duties that make the director also an employee.

1 23. "Entity" includes a corporation, foreign corporation, not for
2 profit corporation, profit and not for profit unincorporated association,
3 nonprofit corporation, close corporation, corporation sole or limited
4 liability company, a professional corporation, association or limited
5 liability company, a business trust, estate, partnership, registered
6 limited liability partnership, trust or joint venture, two or more persons
7 having a joint or common economic interest, any person other than an
8 individual and a state, the United States and a foreign government.

9 24. "Executed by the corporation" means executed by manual or
10 facsimile signature on behalf of the corporation by a duly authorized
11 officer or, if the corporation is in the hands of a receiver or trustee,
12 by the receiver or trustee.

13 25. "Filing" means the commission completing the following
14 procedure with respect to any document delivered for that purpose:

15 (a) Determining that the filing fee requirements of section 10-122
16 have been satisfied.

17 (b) Determining that the document appears in all respects to
18 conform to the requirements of chapters 1 through 17 of this title.

19 (c) On making the determinations, endorsement of the word "filed"
20 with the applicable date on or attached to the document and the return of
21 ~~copies~~ NOTICE OF THE FILING to the person who delivered the document or
22 the person's representative.

23 26. "Foreign corporation" means a corporation for profit that is
24 incorporated under a law other than the law of this state.

25 27. "Governmental subdivision" includes an authority, county,
26 district, municipality and political subdivision.

27 28. "Includes" and "including" denotes a partial definition.

28 29. "Individual" includes the estate of an incompetent or deceased
29 individual.

30 30. "Insolvent" means inability of a corporation to pay its debts
31 as they become due in the usual course of its business.

32 31. "Known place of business" means the known place of business
33 required to be maintained pursuant to section 10-501.

34 32. "Liquidate its assets and business" includes the distribution
35 of assets, the payment of obligations and debts, the discontinuance of
36 business or any one or more of the distribution, payment or
37 discontinuance.

38 33. "Mail", "to mail" or "have mailed" means to deposit or have
39 deposited a communication in the United States mail with first class or
40 airmail postage prepaid.

41 34. "Means" denotes an exhaustive definition.

42 35. "Newspaper" has the meaning set forth in section 39-201.

43 36. "Notice" and "notify" are as prescribed in section 10-141.

44 37. "Person" includes an individual and entity.

1 38. "President" means that officer designated as the president in
2 the articles of incorporation or bylaws or, if not so designated, that
3 officer authorized in the articles of incorporation, bylaws or otherwise
4 to perform the functions of the chief executive officer, irrespective of
5 the name by which designated.

6 39. "Principal office" means the office, in or out of this state,
7 so designated in the annual report where the principal executive offices
8 of a domestic or foreign corporation are located or in any other document
9 executed by the corporation by an officer and delivered to the commission
10 for filing. If an office has not been so designated, principal office
11 means the known place of business of the corporation.

12 40. "Proceeding" includes a civil suit and a criminal,
13 administrative and investigatory action.

14 41. "Publish" means to publish in a newspaper of general
15 circulation in the county of the known place of business for three
16 consecutive publications.

17 42. "Record date" means the date established under chapter 6 or 7
18 of this title on which a corporation determines the identity of its
19 shareholders and their shareholdings for purposes of chapters 1 through 17
20 of this title. The determinations shall be made as of the close of
21 business on the record date unless another time for doing so is specified
22 when the record date is fixed.

23 43. "Secretary" means that officer designated as the secretary in
24 the articles of incorporation or bylaws or that officer authorized in the
25 articles of incorporation, the bylaws or otherwise to perform the
26 functions of secretary, irrespective of the name by which designated.

27 44. "Shareholder" means the person in whose name shares are
28 registered in the records of a corporation or the beneficial owner of
29 shares to the extent of the rights granted by a nominee certificate on
30 file with a corporation.

31 45. "Shares" means the units into which the proprietary interests
32 in a corporation are divided.

33 46. "State", if referring to a part of the United States, includes
34 a state and commonwealth and their agencies and governmental subdivisions
35 and a territory and insular possession of the United States and their
36 agencies and governmental subdivisions.

37 47. "Subscriber" means a person who subscribes for shares in a
38 corporation, whether before or after incorporation.

39 48. "Treasurer" means that officer designated as the treasurer in
40 the articles of incorporation or bylaws or that officer authorized in the
41 articles of incorporation or bylaws or otherwise to perform the functions
42 of treasurer, irrespective of the name by which designated.

43 49. "United States" includes a district, authority, bureau,
44 commission and department and any other agency of the United States.

1 50. "Vice-president" means an officer designated as the
2 vice-president in the articles of incorporation or bylaws or an officer
3 authorized in the articles of incorporation, the bylaws or otherwise to
4 perform the functions of a vice-president, irrespective of the name by
5 which designated.

6 51. "Voting group" means all shares of one or more classes or
7 series that under the articles of incorporation or chapters 1 through 17
8 of this title are entitled to vote and be counted together collectively on
9 a matter at a meeting of shareholders. All shares entitled by the
10 articles of incorporation or chapters 1 through 17 of this title to vote
11 generally on the matter are for that purpose a single voting group.

12 52. "Water users' association" means a corporation that operates a
13 federal reclamation project pursuant to a contract with the United States.

14 Sec. 5. Section 10-141, Arizona Revised Statutes, is amended to
15 read:

16 10-141. Notice

17 A. Notice under chapters 1 through 17 of this title must be in
18 writing unless oral notice is reasonable under the circumstances. Oral
19 notice is not permitted if written notice is required under chapters 1
20 through 17 of this title.

21 B. Notice may be communicated in person, by telephone, telegraph,
22 teletype, ~~facsimile~~ FAX, ELECTRONIC TRANSMISSION or other form of wire or
23 wireless communication or by mail or private carrier. If these forms of
24 personal notice are impracticable, notice may be communicated by a
25 newspaper of general circulation in the area where published or by radio,
26 television or other form of public broadcast communication.

27 C. Written notice by a domestic or foreign corporation to its
28 shareholders, if in a comprehensible form, is effective when mailed, if
29 mailed postpaid and correctly addressed to the shareholder's address shown
30 in the corporation's current record of shareholders. IF IN COMPREHENSIBLE
31 FORM, NOTICE GIVEN BY ELECTRONIC TRANSMISSION IS EFFECTIVE WHEN DIRECTED
32 TO AN E-MAIL ADDRESS SHOWN ON THE CORPORATION'S CURRENT RECORD OF
33 SHAREHOLDERS.

34 D. Written notice to a domestic or foreign corporation that is
35 authorized to transact business in this state may be addressed to its
36 statutory agent at its known place of business or to the corporation or
37 its secretary at its principal office shown in its most recent annual
38 report on file with the commission, or in the case of a foreign
39 corporation that has not yet delivered an annual report, in its
40 application for a certificate of authority. UNLESS OTHERWISE PROHIBITED
41 IN CHAPTERS 1 THROUGH 17 OF THIS TITLE, WRITTEN NOTICE MAY ALSO BE GIVEN
42 BY ELECTRONIC TRANSMISSION WHEN DIRECTED TO AN E-MAIL ADDRESS THAT THE
43 CORPORATION OR ITS STATUTORY AGENT PROVIDES.

44 E. Except as provided in subsection C, written notice, if in a
45 comprehensible form, is effective at the earliest of the following:

- 1 1. When received.
- 2 2. Five days after its deposit in the United States mail as
- 3 evidenced by the postmark, if mailed postpaid and correctly addressed.
- 4 3. On the date shown on the return receipt, if sent by registered
- 5 or certified mail, return receipt requested, and if the receipt is signed
- 6 by or on behalf of the addressee.

7 F. Oral notice is effective when communicated if communicated in a

8 comprehensible manner.

9 G. If chapters 1 through 17 of this title prescribe notice

10 requirements for particular circumstances, those requirements govern. If

11 articles of incorporation or bylaws prescribe notice requirements, ~~THAT~~

12 ARE not inconsistent with this section or other provisions of chapters 1

13 through 17 of this title, those requirements govern.

14 Sec. 6. Section 10-502, Arizona Revised Statutes, is amended to

15 read:

16 10-502. Change of known place of business or statutory agent

17 A. A corporation may change its known place of business or

18 statutory agent by delivering to the commission for filing a statement of

19 change that may be the annual report and that sets forth:

- 20 1. The name of the corporation.
- 21 ~~2. The street address of its current known place of business.~~
- 22 ~~3.~~ 2. If the current known place of business is to be changed, the
- 23 street address of the new known place of business.
- 24 ~~4. The name and street address of its current statutory agent.~~
- 25 ~~5.~~ 3. If the current statutory agent is to be changed, the name
- 26 and street address of the new statutory agent and the new agent's written
- 27 consent to the appointment.

28 B. The statement of change shall be executed by the corporation by

29 an officer and delivered to the commission. The change or changes set

30 forth in the statement of change are effective on delivery to the

31 commission for filing.

32 C. If a statutory agent changes its street address, it shall give

33 written notice to the corporation of the change and sign, either manually

34 or ~~in facsimile~~ BY FAX, and deliver to the commission for filing a

35 statement that complies with the requirements of subsection A OF THIS

36 SECTION and that recites that the corporation has been given written

37 notice of the change. The change or changes set forth in the statement

38 are effective on delivery to the commission for filing.

39 Sec. 7. Section 10-504, Arizona Revised Statutes, is amended to

40 read:

41 10-504. Service on corporation

42 A. The statutory agent appointed by a corporation is an agent of

43 the corporation on whom process, notice or demand that is required or

44 permitted by law to be served on the corporation may be served and that,

45 when so served, is lawful personal service on the corporation.

1 4. If voting by voting groups was required, the information
2 required by paragraph 3 of this subsection shall be separately provided
3 for each voting group entitled to vote separately on the plan to dissolve.

4 B. A corporation is dissolved on the effective date of its articles
5 of dissolution.

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

13 D. Within sixty days after the commission approves the filing,
14 either of the following must occur:

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

17 2. The commission shall input the information regarding the
18 approval into the database as prescribed by section 10-130.

19 E. The articles of dissolution shall not be considered complete
20 until all fees, penalties and costs required to be paid under this title
21 have been paid.

22 F. NOTWITHSTANDING SUBSECTION E OF THIS SECTION, IF AN ANNUAL
23 REPORT BECOMES DUE ON OR AFTER THE FIRST DATE ON WHICH THE ARTICLES OF
24 DISSOLUTION ARE DELIVERED TO THE COMMISSION FOR FILING, THE ANNUAL REPORT
25 REQUIREMENT AND PENALTY ACCRUAL PRESCRIBED IN SECTION 10-1622 ARE
26 SUSPENDED FOR A PERIOD OF SIX MONTHS AFTER THE FIRST DATE ON WHICH THE
27 ARTICLES OF DISSOLUTION ARE DELIVERED TO THE COMMISSION FOR FILING. ON
28 THE EXPIRATION OF THE SIX-MONTH SUSPENSION, IF THE ARTICLES OF DISSOLUTION
29 ARE NOT APPROVED FOR FILING OR IF THE CORPORATION IS ADMINISTRATIVELY
30 DISSOLVED PURSUANT TO SECTION 10-1420, PARAGRAPH 9, ALL PAST DUE ANNUAL
31 REPORTS REQUIRED BY SECTION 10-1622, TOGETHER WITH FEES AND ANY APPLICABLE
32 PENALTIES, ARE OWED AS IF THE SUSPENSION NEVER OCCURRED.

33 Sec. 9. Section 10-1510, Arizona Revised Statutes, is amended to
34 read:

35 10-1510. Service on foreign corporation

36 A. The statutory agent appointed by a foreign corporation is an
37 agent of the foreign corporation on whom process, notice or demand that is
38 required or permitted by law to be served on the foreign corporation may
39 be served and that, when so served, is lawful personal service on the
40 foreign corporation.

41 B. If a foreign corporation fails to appoint or maintain a
42 statutory agent at the address shown on the records of the commission, the
43 commission is an agent of the foreign corporation on whom any process,
44 notice or demand may be served. Pursuant to the Arizona rules of civil
45 procedure, service on the commission of any process, notice or demand

1 shall be made by delivering to and leaving with the commission duplicate
2 copies of the process, notice or demand, and the commission shall
3 immediately cause one of the copies of the process, notice or demand to be
4 forwarded by mail, addressed to the foreign corporation at its known place
5 of business. Service made on the commission is returnable pursuant to
6 applicable law relative to personal service on the corporation. If
7 service is made on the commission, whether under this chapter or a rule of
8 court, the foreign corporation has thirty days to respond in addition to
9 the time otherwise provided by law.

10 C. The commission shall keep a permanent record of all processes,
11 notices and demands served on it under this section and shall record in
12 the record the time of the service and its action with reference to the
13 service.

14 D. Notice required to be served on a foreign corporation pursuant
15 to section 10-1531 may be served:

16 1. By mail addressed to the statutory agent of the foreign
17 corporation or, if the foreign corporation fails to appoint and maintain a
18 statutory agent, addressed to its known place of business in this state or
19 its principal place of business in its state or country of incorporation.

20 2. BY ELECTRONIC TRANSMISSION TO THE STATUTORY AGENT OR TO THE
21 CORPORATION, OR BOTH.

22 ~~2~~ 3. Pursuant to the rules for service of process authorized by
23 the Arizona rules of civil procedure.

24 Sec. 10. Section 10-1520, Arizona Revised Statutes, is amended to
25 read:

26 10-1520. Withdrawal of foreign corporation

27 A. A foreign corporation authorized to transact business in this
28 state shall not withdraw from this state until the commission files its
29 application for withdrawal.

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

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

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

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

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

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

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

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

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

19 F. Within sixty days after the commission approves the filing,
20 either of the following must occur:

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

23 2. The commission shall input the information regarding the
24 approval into the database as prescribed by section 10-130.

25 G. After withdrawal of the foreign corporation is effective,
26 service of process on the commission under this section is service on the
27 foreign corporation. On receipt of process, the commission shall mail a
28 copy of the process to the foreign corporation at the most recent mailing
29 address provided by the foreign corporation in the application or by
30 notice to the commission.

31 H. NOTWITHSTANDING SUBSECTION D OF THIS SECTION, IF AN ANNUAL
32 REPORT BECOMES DUE ON OR AFTER THE FIRST DATE ON WHICH AN APPLICATION FOR
33 WITHDRAWAL IS DELIVERED TO THE COMMISSION FOR FILING, THE ANNUAL REPORT
34 REQUIREMENT AND PENALTY ACCRUAL PRESCRIBED IN SECTION 10-1622 ARE
35 SUSPENDED FOR A PERIOD OF SIX MONTHS AFTER THE FIRST DATE ON WHICH THE
36 APPLICATION FOR WITHDRAWAL IS DELIVERED TO THE COMMISSION FOR FILING. ON
37 THE EXPIRATION OF THE SIX-MONTH SUSPENSION, IF THE APPLICATION FOR
38 WITHDRAWAL IS NOT APPROVED FOR FILING OR IF THE AUTHORITY OF THE
39 CORPORATION TO TRANSACT BUSINESS IS REVOKED PURSUANT TO SECTION 10-1530,
40 PARAGRAPH 10, ALL PAST DUE ANNUAL REPORTS REQUIRED BY SECTION 10-1622,
41 TOGETHER WITH FEES AND ANY APPLICABLE PENALTIES, ARE OWED AS IF THE
42 SUSPENSION NEVER OCCURRED.

1 Sec. 11. Section 10-1530, Arizona Revised Statutes, is amended to
2 read:

3 10-1530. Grounds for revocation

4 The commission may commence a proceeding under section 10-1531 to
5 revoke the authority of a foreign corporation to transact business in this
6 state if any of the following conditions exist:

7 1. The foreign corporation does not deliver its annual report to
8 the commission within the time required by chapters 1 through 17 of this
9 title.

10 2. The foreign corporation does not pay any fees or penalties
11 imposed by chapters 1 through 17 of this title when they become due and
12 payable.

13 3. The foreign corporation is without a statutory agent or known
14 place of business in this state for sixty days or more.

15 4. The foreign corporation does not inform the commission that its
16 statutory agent or known place of business has changed or that its
17 statutory agent has resigned within sixty days ~~of~~ AFTER the change or
18 resignation.

19 5. The foreign corporation has failed to make any publication
20 required by this title, provided the commission has notified the foreign
21 corporation of the intent of the commission to commence a revocation
22 proceeding for that reason and the foreign corporation has failed to file
23 an affidavit or other appropriate evidence of publication within sixty
24 days after that notice.

25 6. An incorporator, director, officer or agent of the foreign
26 corporation signed a document he knew was false in any material respect
27 with intent that the document be delivered to the commission for filing.

28 7. The commission receives a duly authenticated certificate from
29 the secretary of state or other official having custody of corporate
30 records in the state or country under whose law the foreign corporation is
31 incorporated stating that it has been dissolved or disappeared as the
32 result of a merger.

33 8. The corporation has failed to file a certificate of disclosure
34 or answer interrogatories as prescribed in chapters 1 through 17 of this
35 title.

36 9. Any officer or other representative of the corporation has made
37 any misrepresentation of a material matter in any application, report or
38 other document submitted by the corporation pursuant to chapters 1 through
39 17 of this title.

40 10. THE CORPORATION HAS FAILED TO PAY FEES, PENALTIES AND COSTS
41 REQUIRED UNDER THIS CHAPTER OR TO COMPLY WITH SECTION 10-1520, SUBSECTION
42 F OR THE COMMISSION HAS NOT RECEIVED THE NOTICE REQUIRED BY SECTION
43 10-1520, SUBSECTION C WITHIN SIX MONTHS AFTER FILING THE APPLICATION FOR
44 WITHDRAWAL.

1 Sec. 12. Section 10-3124, Arizona Revised Statutes, is amended to
2 read:

3 10-3124. Correcting filed document; articles of
4 incorporation; application for authority to
5 conduct affairs

6 A. A domestic or foreign corporation may correct a document that
7 has been filed by the commission if the document either:

8 1. Contains an incorrect statement and the correction does not
9 materially alter a substantive provision.

10 2. Was defectively executed, attested, sealed, verified or
11 acknowledged.

12 B. A document is corrected by both:

13 1. Preparing articles of correction that:

14 (a) Describe the document or attach a copy of it to the articles.

15 (b) Specify the date the document was delivered to the commission.

16 (c) Specify the incorrect statement and the reason it is incorrect
17 or the manner in which the execution was defective.

18 (d) Correct the incorrect statement or other defect.

19 2. Delivering the articles to the commission for filing.

20 C. Articles of correction are effective on the effective date of
21 the document they correct except as to persons who rely on the incorrect
22 statement or other defect and who are adversely affected by the
23 correction. As to those persons, articles of correction are effective as
24 provided in section 10-123.

25 D. If articles of incorporation, articles of domestication or an
26 application for authority to conduct affairs is rejected for filing by the
27 commission, the articles or application may be resubmitted within thirty
28 days ~~of~~ AFTER the date of rejection ~~together with a copy of the rejected~~
29 ~~document~~. If the resubmitted articles or application cures the defect
30 that caused the rejection, the resubmitted articles or application shall
31 be filed by the commission and is effective on the date that would have
32 been the effective date of filing the articles or application if the
33 articles or application had not been rejected.

34 Sec. 13. Section 10-3125, Arizona Revised Statutes, is amended to
35 read:

36 10-3125. Filing duty of commission

37 A. At the time of delivery of a document to the commission, the
38 commission shall stamp, endorse or attach the date and time of delivery of
39 the document.

40 B. The commission shall file a document delivered to the commission
41 for filing if both of the following apply:

42 1. The commission determines that the document satisfies the
43 requirements of chapters 24 through 40 of this title.

44 2. The corporation filing the document or on whose behalf the
45 document is being filed is in good standing pursuant to section 10-3128.

1 C. The commission may file a document delivered to the commission
2 in which either the corporation has filed articles of dissolution or the
3 corporation has filed a document that is required to bring the corporation
4 into good standing. The commission shall ~~deliver the document copy~~
5 PROVIDE NOTICE OF THE FILING to the domestic or foreign corporation or its
6 representative.

7 D. If the commission refuses to file a document, it shall ~~return it~~
8 ~~or a copy of the original~~ PROVIDE NOTICE OF THE REFUSAL to the domestic or
9 foreign corporation or its representative within five days after the
10 determination of the refusal to file, together with a brief written
11 explanation of the reason for the refusal.

12 E. The filing or refusing to file a document by the commission does
13 not:

14 1. Affect the validity or invalidity of the document in whole or in
15 part, except to the extent that filing is required to make the document
16 valid.

17 2. Relate to the correctness or incorrectness of information
18 contained in the document.

19 3. Create a presumption that the document is valid or invalid or
20 that information contained in the document is correct or incorrect.

21 Sec. 14. Section 10-3140, Arizona Revised Statutes, is amended to
22 read:

23 10-3140. Definitions

24 In chapters 24 through 40 of this title, unless the context
25 otherwise requires:

26 1. "Acknowledged" or "acknowledgment" means either an
27 acknowledgment pursuant to title 33, chapter 4, article 5 or the
28 signature, without more, of the person or persons signing the instrument,
29 in which case the signature or signatures constitute the affirmation or
30 acknowledgment of the signatory, under penalties of perjury, that the
31 instrument is the act and deed of the signatory and that the facts stated
32 in the instrument are true.

33 2. "Act of the board of directors" means either:

34 (a) An act of the majority of the directors present at a duly
35 called meeting at which a quorum is present, unless the act of a greater
36 number is required by chapters 24 through 40 of this title, the articles
37 of incorporation or the bylaws.

38 (b) Action taken by written consent of the directors in accordance
39 with chapters 24 through 40 of this title.

40 3. "Act of the members" means either:

41 (a) An act adopted or rejected by a majority of the votes
42 represented and voting at a duly held meeting at which a quorum is present
43 where affirmative votes also constitute a majority of the required quorum
44 unless a greater number of votes is required by chapters 24 through 40 of
45 this title, the articles of incorporation or the bylaws.

1 (b) An action taken by written consent of the members in accordance
2 with chapters 24 through 40 of this title.

3 (c) An action taken by written ballot of the members in accordance
4 with this chapter.

5 4. "Address" means a mailing address.

6 5. "Affiliate" means a person that directly or indirectly, through
7 one or more intermediaries controls, is controlled by or is under common
8 control with the person specified.

9 6. "Articles of incorporation" means the original or restated
10 articles of incorporation or articles of merger and all amendments to the
11 articles of incorporation or merger and includes amended and restated
12 articles of incorporation and articles of amendment and merger.

13 7. "Board", "board of directors" or "board of trustees" means the
14 group of persons vested with the direction of the affairs of the
15 corporation irrespective of the name by which the group is designated,
16 except that no person or group of persons shall be deemed to be the board
17 of directors solely because of powers delegated to that person or group
18 pursuant to section 10-3801, subsection C.

19 8. "Business day" means a day that is not a Saturday, a Sunday or
20 any other legal holiday in this state.

21 9. "Bylaws" means the code of rules adopted for the regulation or
22 management of the affairs of the corporation irrespective of the name by
23 which those rules are designated.

24 10. "Certificate of disclosure" means the certificate of disclosure
25 described in section 10-3202.

26 11. "Class" refers to a group of memberships that have the same
27 rights with respect to voting, dissolution, redemption and transfer.
28 Rights are the same if they are determined by a formula applied uniformly.

29 12. "Commission" means the Arizona corporation commission.

30 13. "Conspicuous" means so written that a reasonable person against
31 whom the writing is to operate should have noticed it. For example,
32 printing in italics, boldface or contrasting color or typing in capitals
33 or underlined is conspicuous.

34 14. "Corporation" or "domestic corporation" means a nonprofit
35 corporation that is not a foreign corporation and that is incorporated
36 under or subject to chapters 24 through 40 of this title.

37 15. "Corporation sole" means a corporation formed pursuant and
38 subject to chapter 42, article 1 of this title.

39 16. "Court" means the superior court of this state.

40 17. "Delegates" means those persons elected or appointed to vote in
41 a representative assembly for the election of a director or directors or
42 on other matters.

43 18. "Deliver" includes SENDING BY mail, private courier, fax or
44 electronic ~~mail~~ TRANSMISSION.

1 19. "Delivery" means actual receipt by the person or entity to
2 which directed AND FOR ELECTRONIC TRANSMISSIONS MEANS RECEIPT AS DESCRIBED
3 IN SECTION 44-7015, SUBSECTION B.

4 20. "Directors" or "trustees" means individuals, designated in the
5 articles of incorporation or bylaws or elected by the incorporators, and
6 their successors and individuals elected or appointed by any other name or
7 title to act as members of the board.

8 21. "Dissolved" means the status of a corporation on either:

9 (a) Effectiveness of articles of dissolution pursuant to section
10 10-11403, subsection B or section 10-11421, subsection B.

11 (b) A decree pursuant to section 10-11433, subsection B becoming
12 final.

13 22. "Distribution" means a direct or indirect transfer of money or
14 other property or incurrence of indebtedness by a corporation to or for
15 the benefit of its members in respect of any of its membership
16 interests. A distribution may be in the form of any of the following:

17 (a) A declaration of payment of a dividend.

18 (b) Any purchase, redemption or other acquisition of membership
19 interests.

20 (c) A distribution of indebtedness.

21 (d) Otherwise.

22 23. "Effective date of notice" is prescribed in section 10-3141.

23 24. "Electronic ~~mail~~ TRANSMISSION" means an electronic record as
24 defined in section 44-7002 and that is sent pursuant to section 44-7015,
25 subsection A.

26 25. "Employee" means an officer, director or other person who is
27 employed by the corporation.

28 26. "Entity" includes a corporation, foreign corporation, not for
29 profit corporation, business corporation, foreign business corporation,
30 profit and not for profit unincorporated association, close corporation,
31 corporation sole, limited liability company or registered limited
32 liability partnership, a professional corporation, association or limited
33 liability company or registered limited liability partnership, a business
34 trust, estate, partnership, trust or joint venture, two or more persons
35 having a joint or common economic interest, any person other than an
36 individual and a state, the United States and a foreign government.

37 27. "Executed by the corporation" means executed by manual or
38 facsimile signature on behalf of the corporation by a duly authorized
39 officer or, if the corporation is in the hands of a receiver or trustee,
40 by the receiver or trustee.

41 28. "Filing" means the commission completing the following
42 procedure with respect to any document delivered for that purpose:

43 (a) Determining that the filing fee requirements of this title have
44 been satisfied.

1 (b) Determining that the document appears in all respects to
2 conform to the requirements of chapters 24 through 40 of this title.

3 (c) On making the determinations, endorsement of the word "filed"
4 with the applicable date on or attached to the document and the return of
5 ~~copies~~ NOTICE OF THE FILING to the person who delivered the document or
6 the person's representative.

7 29. "Foreign corporation" means a corporation that is organized
8 under a law other than the law of this state and that would be a nonprofit
9 corporation if formed under the laws of this state.

10 30. "Governmental subdivision" includes an authority, county,
11 district, municipality and political subdivision.

12 31. "Includes" and "including" denotes a partial definition.

13 32. "Individual" includes the estate of an incompetent individual.

14 33. "Insolvent" means inability of a corporation to pay its debts
15 as they become due in the usual course of its business.

16 34. "Known place of business" means the known place of business
17 required to be maintained pursuant to section 10-3501.

18 35. "Mail", "to mail" or "have mailed" means to deposit or have
19 deposited a communication in the United States mail with first class
20 postage prepaid.

21 36. "Means" denotes an exhaustive definition.

22 37. "Member" means, without regard to what a person is called in
23 the articles of incorporation or bylaws, any person or persons who,
24 pursuant to a provision of a corporation's articles of incorporation or
25 bylaws, have the right to vote for the election of a director or
26 directors. A person is not a member by virtue of any of the following:

27 (a) Any rights that person has as a delegate.

28 (b) Any rights that person has to designate a director or
29 directors.

30 (c) Any rights that person has as a director.

31 (d) Being referred to as a member in the articles of incorporation,
32 bylaws or any other document, if the person does not have the right to
33 vote for the election of a director or directors.

34 38. "Membership" refers to the rights and obligations a member or
35 members have pursuant to a corporation's articles of incorporation, AND
36 bylaws and chapters 24 through 40 of this title.

37 39. "Newspaper" has the same meaning prescribed in section 39-201.

38 40. "Notice" and "notify" are prescribed in section 10-3141.

39 41. "Person" includes individual and entity.

40 42. "President" means that officer designated as the president in
41 the articles of incorporation or bylaws or, if not so designated, that
42 officer authorized in the articles of incorporation, bylaws or otherwise
43 to perform the functions of the chief executive officer, irrespective of
44 the name by which designated.

1 43. "Principal office" means the office, in or out of this state,
2 so designated in the annual report where the principal executive offices
3 of a domestic or foreign corporation are located or in any other document
4 executed by the corporation by an officer and delivered to the commission
5 for filing. If an office has not been so designated, principal office
6 means the known place of business of the corporation.

7 44. "Proceeding" includes a civil suit and a criminal,
8 administrative and investigatory action.

9 45. "Publish" means to publish in a newspaper of general
10 circulation in the county of the known place of business for three
11 consecutive publications.

12 46. "Record date" means the date, if any, established under chapter
13 29 or 30 of this title on which a corporation determines the identity of
14 its members and their membership interests for purposes of chapters 24
15 through 40 of this title. The determinations shall be made as of the
16 close of business on the record date unless another time for doing so is
17 specified when the record date is fixed.

18 47. "Secretary" means that officer designated as the secretary in
19 the articles of incorporation or bylaws or that officer authorized in the
20 articles of incorporation, the bylaws or otherwise to perform the
21 functions of secretary, irrespective of the name by which designated.

22 48. "State" if referring to a part of the United States, includes a
23 state and commonwealth and their agencies and governmental subdivisions
24 and a territory and insular possession of the United States and their
25 agencies and governmental subdivisions.

26 49. "Treasurer" means that officer designated as the treasurer in
27 the articles of incorporation or bylaws or that officer authorized in the
28 articles of incorporation, bylaws or otherwise to perform the functions of
29 treasurer, irrespective of the name by which designated.

30 50. "United States" includes a district, authority, bureau,
31 commission and department and any other agency of the United States.

32 51. "Vice-president" means an officer designated as a
33 vice-president in the articles of incorporation or bylaws or an officer
34 authorized in the articles of incorporation, ~~OR~~ the bylaws or otherwise
35 to perform the functions of a vice-president, irrespective of the name by
36 which designated.

37 52. "Vote" includes authorization by written ballot and written
38 consent.

39 53. "Voting power" means the total number of votes entitled to be
40 cast for the election of directors at the time the determination of voting
41 power is made, excluding a vote that is contingent on the happening of a
42 condition or event that has not occurred at the time. If a class is
43 entitled to vote as a class for directors, the determination of voting
44 power of the class shall be based on the percentage of the number of

1 directors the class is entitled to elect out of the total number of
2 authorized directors.

3 Sec. 15. Section 10-3141, Arizona Revised Statutes, is amended to
4 read:

5 10-3141. Notice

6 A. Notice under chapters 24 through 40 of this title must be in
7 writing unless oral notice is reasonable under the circumstances. Oral
8 notice is not permitted if written notice is required under chapters 24
9 through 40 of this title.

10 B. Notice may be communicated in person, by telephone, telegraph,
11 teletype, fax, electronic ~~mail~~ TRANSMISSION or other form of wire or
12 wireless communication, or by mail or private carrier. If these forms of
13 personal notice are impracticable, notice may be communicated by a
14 newspaper of general circulation in the area where published or by radio,
15 television or other form of public broadcast communication.

16 C. Written notice by a domestic or foreign corporation to its
17 members or directors, if in comprehensible form, is effective when mailed,
18 if correctly addressed to the member's OR DIRECTOR'S address shown on the
19 corporation's current list of members or directors. Notice given by
20 electronic ~~mail~~ TRANSMISSION, if in comprehensible form, is effective when
21 directed to an ~~electronic mail~~ E-MAIL address shown on the corporation's
22 current list of members or directors.

23 D. A written notice or report by a domestic or foreign corporation
24 to its members delivered as part of a newsletter, magazine or other
25 publication regularly sent to members shall constitute a written notice or
26 report if addressed or delivered to the member's address shown in the
27 corporation's current list of members, or in the case of members who are
28 residents of the same household and who have the same address in the
29 corporation's current list of members, if addressed or delivered to one of
30 such members, at the address appearing on the current list of members.

31 E. Written notice to a domestic or foreign corporation that is
32 authorized to transact business in this state, other than in its capacity
33 as a member, may be addressed to its statutory agent at its known place of
34 business or to the corporation or its secretary at its principal office
35 shown in its most recent annual report on file with the commission, or in
36 the case of a foreign corporation that has not yet delivered an annual
37 report in its application for a certificate of authority. UNLESS
38 OTHERWISE PROHIBITED IN CHAPTERS 24 THROUGH 40 OF THIS TITLE, WRITTEN
39 NOTICE MAY ALSO BE GIVEN BY ELECTRONIC TRANSMISSION WHEN DIRECTED TO AN
40 E-MAIL ADDRESS THAT THE CORPORATION OR ITS STATUTORY AGENT PROVIDES.

41 F. Except as provided in subsection C OF THIS SECTION, written
42 notice, if in a comprehensible form, is effective at the earliest of the
43 following:

- 44 1. When received.

1 2. Five days after its deposit in the United States mail as
2 evidenced by the postmark, if mailed postpaid and correctly addressed.

3 3. On the date shown on the return receipt, if sent by registered
4 or certified mail, return receipt requested, and if the receipt is signed
5 by or on behalf of the addressee.

6 G. Oral notice is effective when communicated if communicated in a
7 comprehensible manner.

8 H. If chapters 24 through 40 of this title prescribe notice
9 requirements for particular circumstances, those requirements govern. If
10 articles of incorporation or bylaws prescribe notice requirements that are
11 not inconsistent with this section or other provisions of chapters 24
12 through 40 of this title those requirements govern.

13 Sec. 16. Section 10-3502, Arizona Revised Statutes, is amended to
14 read:

15 10-3502. Change of known place of business and statutory
16 agent

17 A. A corporation may change its known place of business or
18 statutory agent by delivering to the commission for filing a statement of
19 change that may be the annual report and that sets forth:

20 1. The name of the corporation.

21 ~~2. The street address of its current known place of business.~~

22 ~~3.~~ 2. If the current known place of business is to be changed, the
23 street address of the new known place of business.

24 ~~4. The name and street address of its current statutory agent.~~

25 ~~5.~~ 3. If the current statutory agent is to be changed, the name
26 and street address of the new statutory agent and the new agent's written
27 consent to the appointment.

28 B. The statement of change shall be executed by the corporation by
29 an officer and delivered to the commission. The change or changes set
30 forth in the statement of change are effective on delivery to the
31 commission for filing.

32 C. If the statutory agent changes its street address, it shall give
33 written notice to the corporation of the change and sign, either manually
34 or ~~in facsimile~~ BY FAX, and deliver to the commission for filing a
35 statement that complies with the requirements of subsection A OF THIS
36 SECTION and that recites that the corporation has been given written
37 notice of the change. The change or changes set forth in the statement
38 are effective on delivery to the commission for filing.

39 Sec. 17: Section 10-3504, Arizona Revised Statutes, is amended to
40 read:

41 10-3504. Service on corporation

42 A. The statutory agent appointed by a corporation is an agent of
43 the corporation on whom process, notice or demand that is required or
44 permitted by law to be served on the corporation may be served and that,
45 when so served, is lawful personal service on the corporation.

1 B. If a corporation fails to appoint or maintain a statutory agent
2 at the address shown on the records of the commission, the commission is
3 an agent of the corporation on whom any process, notice or demand may be
4 served. Pursuant to the Arizona rules of civil procedure, service on the
5 commission of any process, notice or demand for an entity that is
6 registered pursuant to this title shall be made by delivering to and
7 leaving with the commission duplicate copies of the process, notice or
8 demand, and the commission shall immediately cause one of the copies of
9 the process, notice or demand to be forwarded by mail, addressed to the
10 corporation at its known place of business. Service made on the
11 commission is returnable pursuant to applicable law relative to personal
12 service on the corporation. If service is made on the commission, whether
13 under this chapter or a rule of court, the corporation has thirty days to
14 respond in addition to the time otherwise provided by law.

15 C. The commission shall keep a permanent record of all processes,
16 notices and demands served on it under this section and shall record in
17 the record the time of the service and its action with reference to the
18 service.

19 D. Notice required to be served on a corporation pursuant to
20 section 10-11421 or 10-11422 may be served:

21 1. By mail addressed to the statutory agent of the corporation or,
22 if the corporation fails to appoint and maintain a statutory agent,
23 addressed to the known place of business required to be maintained
24 pursuant to section 10-3501.

25 2. BY ELECTRONIC TRANSMISSION TO THE STATUTORY AGENT OR TO THE
26 CORPORATION, OR BOTH.

27 ~~2.~~ 3. Pursuant to the rules for service of process authorized by
28 the Arizona rules of civil procedure.

29 Sec. 18. Section 10-3823, Arizona Revised Statutes, is amended to
30 read:

31 10-3823. Waiver of notice

32 A. A director may waive any notice required by chapters 24 through
33 40 of this title, the articles of incorporation or bylaws before or after
34 the date and time stated in the notice. Except as provided in subsection
35 B of this section, the waiver shall be in writing and signed by the
36 director entitled to the notice, or by electronic ~~mail~~ TRANSMISSION, and
37 filed with the minutes or corporate records.

38 B. A director's attendance at or participation in a meeting waives
39 any required notice to the director of the meeting unless the director at
40 the beginning of the meeting or promptly on the director's arrival at the
41 meeting objects to holding the meeting or transacting business at the
42 meeting and does not thereafter vote for or assent to action taken at the
43 meeting.

1 C. For the purposes of this section, a waiver may be signed using
2 an electronic signature as defined in section 44-7002.

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

5 10-11403. Articles of dissolution

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

9 1. The name of the corporation.

10 2. The date dissolution was authorized.

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

14 B. A corporation is dissolved on the effective date of its articles
15 of dissolution.

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

19 D. Within sixty days after the commission approves the filing,
20 either of the following must occur:

21 1. A copy of the articles of dissolution shall be published. An
22 affidavit evidencing the publication may be filed with the commission.

23 2. The commission shall input the information regarding the
24 approval into the database as prescribed by section 10-130.

25 E. The articles of dissolution are not complete until the
26 commission has received a notice from the department of revenue that the
27 tax levied under title 42, chapter 5, article 1 against the corporation
28 has been paid, or until the department of revenue notifies the commission
29 that the corporation is not subject to the tax and the commission has
30 received from the department of revenue a certificate issued by the
31 department of revenue pursuant to section 43-1151.

32 F. NOTWITHSTANDING SUBSECTION C OF THIS SECTION, IF AN ANNUAL
33 REPORT BECOMES DUE ON OR AFTER THE FIRST DATE ON WHICH THE ARTICLES OF
34 DISSOLUTION ARE DELIVERED TO THE COMMISSION FOR FILING, THE ANNUAL REPORT
35 REQUIREMENT PRESCRIBED IN SECTION 10-11622 IS SUSPENDED FOR A PERIOD OF
36 SIX MONTHS AFTER THE FIRST DATE ON WHICH THE ARTICLES OF DISSOLUTION ARE
37 DELIVERED TO THE COMMISSION FOR FILING. ON THE EXPIRATION OF THE
38 SIX-MONTH SUSPENSION, IF THE ARTICLES OF DISSOLUTION ARE NOT APPROVED FOR
39 FILING OR IF THE CORPORATION IS ADMINISTRATIVELY DISSOLVED PURSUANT TO
40 SECTION 10-11420, PARAGRAPH 9, ALL PAST DUE ANNUAL REPORTS REQUIRED BY
41 SECTION 10-11622, TOGETHER WITH FEES, ARE OWED AS IF THE SUSPENSION NEVER
42 OCCURRED.

1 Sec. 20. Section 10-11504, Arizona Revised Statutes, is amended to
2 read:

3 10-11504. Delivery of changes; changes requiring amendment to
4 application for authority

5 A. Whenever the articles of incorporation of a foreign corporation
6 authorized to conduct affairs in this state are amended or restated by
7 merger or otherwise, within sixty days after the amendment or restatement
8 becomes effective, the foreign corporation shall deliver to the commission
9 a copy of the amendment or restatement duly authenticated by the secretary
10 of state or other official having custody of corporate records in the
11 state or country where the foreign corporation is incorporated.

12 B. IN ADDITION TO THE REQUIREMENT PRESCRIBED IN SUBSECTION A OF
13 THIS SECTION, a foreign corporation authorized to conduct affairs in this
14 state shall ~~obtain new authority from the commission by complying with~~
15 ~~section 10-11503~~ AMEND ITS APPLICATION FOR AUTHORITY BY FILING WITH THE
16 COMMISSION ARTICLES OF AMENDMENT TO APPLICATION FOR AUTHORITY if ~~it~~
17 ~~changes~~ any of the following OCCURS:

18 1. THE FOREIGN CORPORATION CHANGES its actual corporate name under
19 which it has obtained authority to conduct affairs in this state pursuant
20 to section 10-11503, subsection A, paragraph 1.

21 2. The FOREIGN CORPORATION CHANGES ITS period of ~~its~~ duration.

22 3. The FOREIGN CORPORATION CHANGES ITS state or country of ~~its~~
23 incorporation.

24 4. A STATEMENT IN THE APPLICATION FOR AUTHORITY WAS INACCURATE WHEN
25 MADE.

26 Sec. 21. Section 10-11506, Arizona Revised Statutes, is amended to
27 read:

28 10-11506. Corporate name of foreign corporation

29 A. If the corporate name of a foreign corporation does not satisfy
30 the requirements of section 10-3401, to obtain or maintain a grant of
31 authority to conduct affairs in this state the foreign corporation shall
32 use a fictitious name that satisfies the requirements of section 10-3401
33 to conduct affairs in this state if its real name is unavailable and it
34 delivers to the commission for filing a copy of the resolution of its
35 board of directors, certified by a duly authorized officer, adopting the
36 fictitious name. The foreign corporation shall not include language in
37 its corporate name stating or implying that the foreign corporation is
38 organized for a purpose other than that permitted by section 10-3301 and
39 its articles of incorporation.

40 B. Except as authorized by subsection C of this section, the
41 corporate name, including a fictitious name, of a foreign corporation
42 shall be distinguishable from:

43 1. The corporate name of a corporation incorporated under this
44 title or a foreign nonprofit, not for profit, business or close

1 corporation authorized to transact business or conduct affairs in this
2 state.

3 2. A corporate name reserved under section 10-402 or 10-3402 or
4 registered under section 10-403 or 10-3403.

5 3. The fictitious name of another foreign business or nonprofit
6 corporation.

7 4. The partnership name of a limited partnership organized and
8 registered under the laws of this state or of a foreign limited
9 partnership authorized to transact business in this state.

10 5. The name of a limited liability company organized under title
11 29, chapter 4 or a foreign limited liability company authorized to
12 transact business in this state.

13 6. The name of a registered limited liability partnership
14 registered under title 29, chapter 5, article 10 or a foreign registered
15 limited liability partnership authorized to transact business in this
16 state.

17 7. A trade name registered pursuant to title 44, chapter 10,
18 article 3.1.

19 C. A corporation may apply to the commission for authorization to
20 use a name that is not distinguishable from one or more of the names
21 described in subsection B of this section. The commission shall authorize
22 use of the name applied for if either:

23 1. The other corporation consents to the use in writing and submits
24 an undertaking in a form satisfactory to the commission to change its name
25 to a name that is distinguishable from the name of the applying
26 corporation.

27 2. The applicant delivers to the commission a certified copy of a
28 final judgment of a court of competent jurisdiction establishing the
29 applicant's right to use the name applied for in this state.

30 D. A corporation may use the name, including a fictitious name, of
31 another domestic or foreign business or nonprofit corporation that is used
32 in this state if the other corporation is incorporated or authorized to
33 transact business or conduct affairs in this state and the proposed user
34 corporation either has:

35 1. Merged with the other corporation.

36 2. Been formed by reorganization of the other corporation.

37 3. Acquired all or substantially all of the assets, including the
38 corporate name, of the other corporation.

39 E. Chapters 24 through 42 of this title do not control the use of
40 fictitious names.

41 F. If a foreign corporation authorized to transact business in this
42 state changes its corporate name to one that does not satisfy the
43 requirements of section 10-3401, it may not transact business in this
44 state under the changed name until it adopts a name satisfying the

1 requirements of section 10-3401 and ~~obtains new~~ AMENDS ITS APPLICATION FOR
2 authority under section 10-11504.

3 Sec. 22. Section 10-11510, Arizona Revised Statutes, is amended to
4 read:

5 10-11510. Service on foreign corporation

6 A. The statutory agent appointed by a foreign corporation is an
7 agent of the foreign corporation on whom process, notice or demand that is
8 required or permitted by law to be served on the foreign corporation may
9 be served and that, when so served, is lawful personal service on the
10 foreign corporation.

11 B. If a foreign corporation fails to appoint or maintain a
12 statutory agent at the address shown on the records of the commission, the
13 commission is an agent of the foreign corporation on whom any process,
14 notice or demand may be served. Pursuant to the Arizona rules of civil
15 procedure, service on the commission of any process, notice or demand for
16 an entity that is registered pursuant to this title shall be made by
17 delivering to and leaving with the commission duplicate copies of the
18 process, notice or demand, and the commission shall immediately cause one
19 of the copies of the process, notice or demand to be forwarded by mail,
20 addressed to the foreign corporation at its known place of business.
21 Service made on the commission is returnable pursuant to applicable law
22 relative to personal service on the foreign corporation. If service is
23 made on the commission, whether under this chapter or a rule of court, the
24 foreign corporation has thirty days to respond in addition to the time
25 otherwise provided by law.

26 C. The commission shall keep a permanent record of all processes,
27 notices and demands served on it under this section and shall record in
28 the record the time of the service and its action with reference to the
29 service.

30 D. Notice required to be served on a foreign corporation pursuant
31 to section 10-11531 may be served:

32 1. By mail addressed to the statutory agent of the foreign
33 corporation or, if the foreign corporation fails to appoint and maintain a
34 statutory agent, addressed to its known place of business in this state or
35 its principal place of business in its state or country of incorporation.

36 2. BY ELECTRONIC TRANSMISSION TO THE STATUTORY AGENT OR TO THE
37 CORPORATION, OR BOTH.

38 ~~2.~~ 3. Pursuant to the rules for service of process authorized by
39 the Arizona rules of civil procedure.

40 Sec. 23. Section 10-11520, Arizona Revised Statutes, is amended to
41 read:

42 10-11520. Withdrawal of foreign corporation

43 A. A foreign corporation authorized to conduct affairs in this
44 state shall not withdraw from this state until the commission files its
45 application for withdrawal.

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

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

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

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

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

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

18 C. The application for withdrawal is not considered complete until
19 the commission has received a notice from the department of revenue to the
20 effect that the tax levied under title 42, chapter 5, article 1 against
21 the foreign corporation has been paid or until it is notified by the
22 department of revenue that the applicant is not subject to the tax and
23 further has received from the department of revenue its certificate issued
24 pursuant to section 43-1151.

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

28 E. After determining that the application appears in all respects
29 to conform to the requirements of this chapter and when all fees have been
30 paid as are prescribed in this chapter, the commission shall file the
31 application in the manner provided in section 10-3120. On the filing of
32 the application for withdrawal, the authority of the foreign corporation
33 to transact business in this state ceases.

34 F. Within sixty days after the commission approves the filing,
35 either of the following must occur:

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

38 2. The commission shall input the information regarding the
39 approval into the database as prescribed by section 10-130.

40 G. After the withdrawal of the corporation is effective, service of
41 process on the commission under this section is service on the foreign
42 corporation. On receipt of process, the commission shall mail a copy of
43 the process to the foreign corporation at the mailing address set forth in
44 its application for withdrawal.

1 H. NOTWITHSTANDING SUBSECTION D OF THIS SECTION, IF AN ANNUAL
2 REPORT BECOMES DUE ON OR AFTER THE FIRST DATE ON WHICH AN APPLICATION FOR
3 WITHDRAWAL IS DELIVERED TO THE COMMISSION FOR FILING, THE ANNUAL REPORT
4 REQUIREMENT PRESCRIBED IN SECTION 10-11622 IS SUSPENDED FOR A PERIOD OF
5 SIX MONTHS AFTER THE FIRST DATE ON WHICH THE APPLICATION FOR WITHDRAWAL IS
6 DELIVERED TO THE COMMISSION FOR FILING. ON EXPIRATION OF THE SIX-MONTH
7 SUSPENSION, IF THE APPLICATION FOR WITHDRAWAL IS NOT APPROVED FOR FILING
8 OR IF THE AUTHORITY OF THE CORPORATION TO CONDUCT AFFAIRS IS REVOKED
9 PURSUANT TO SECTION 10-11530, PARAGRAPH 10, ALL PAST DUE ANNUAL REPORTS
10 REQUIRED BY SECTION 10-11622, TOGETHER WITH FEES, ARE OWED AS IF THE
11 SUSPENSION NEVER OCCURRED.

12 Sec. 24. Section 10-11530, Arizona Revised Statutes, is amended to
13 read:

14 10-11530. Grounds for revocation

15 The commission may commence a proceeding under section 10-11531 to
16 revoke the authority of a foreign corporation to conduct affairs in this
17 state if any of the following conditions exist:

18 1. The foreign corporation does not deliver the annual report to
19 the commission within the time required by chapters 24 through 40 of this
20 title.

21 2. The foreign corporation does not pay any fees or penalties
22 imposed by chapters 24 through 40 of this title when they become due and
23 payable.

24 3. The foreign corporation is without a statutory agent or known
25 place of business in this state for sixty days or more.

26 4. The foreign corporation does not inform the commission that its
27 statutory agent or its known place of business has changed or that its
28 statutory agent has resigned within sixty days ~~of~~ AFTER the change or
29 resignation.

30 5. The foreign corporation has failed to make any publication
31 required by this title, provided the commission has notified the foreign
32 corporation of the intent of the commission to commence a revocation
33 proceeding for that reason and the foreign corporation has failed to file
34 an affidavit or other appropriate evidence of publication within sixty
35 days after that notice.

36 6. An incorporator, director, officer or agent of the foreign
37 corporation signed a document such person knew was false in any material
38 respect with intent that the document be delivered to the commission for
39 filing.

40 7. The commission receives a duly authenticated certificate from
41 the secretary of state or other official having custody of corporate
42 records in the state or country under whose law the foreign corporation is
43 incorporated stating that it has been dissolved or disappeared as the
44 result of a merger.

1 E. Revocation of a foreign corporation's grant of authority does
2 not terminate the authority of the statutory agent of the corporation.

3 F. A foreign corporation whose authority is revoked pursuant to
4 this section may apply to the commission for reinstatement within six
5 years after the effective date of the revocation. The application shall
6 state both:

7 1. The name of the foreign corporation and the effective date of
8 the foreign corporation's revocation of authority.

9 2. That the ground or grounds for the revocation either did not
10 exist or have been eliminated.

11 G. If the commission determines that the application contains the
12 information prescribed in subsection F of this section and that the
13 information is correct, the commission shall do all of the following:

14 1. Cancel the certificate of revocation.

15 2. Prepare a certificate of reinstatement that states the
16 determination and the effective date of the reinstatement.

17 3. File the original of the certificate of reinstatement.

18 4. Serve a copy on the foreign corporation pursuant to section
19 10-11510.

20 H. After the reinstatement becomes effective, the reinstatement
21 relates back to and takes effect as of the effective date of the
22 revocation, and the foreign corporation shall resume its business as if
23 the revocation had never occurred.

24 I. If the corporation has not applied for reinstatement within six
25 months after the effective date of the dissolution, the commission shall
26 release the corporation name pursuant to chapters 24 through 40 of this
27 title or for use by a person intending to register the name as a trade
28 name pursuant to title 44, chapter 10, article 3.1. If another
29 corporation has adopted the name of the foreign corporation or another
30 person has adopted the name of the foreign corporation as a trade name,
31 the foreign corporation shall attach to the application for reinstatement
32 ~~an application for new~~ ARTICLES OF AMENDMENT TO APPLICATION FOR authority
33 and shall adopt a fictitious name for use in this state that satisfies the
34 requirements of sections 10-11504 and 10-11506.

35 Sec. 26. Title 10, chapter 39, article 3, Arizona Revised Statutes,
36 is amended by adding section 10-11636, to read:

37 10-11636. Civil liability for false or misleading filings;
38 exceptions

39 A. EXCEPT AS PROVIDED IN SUBSECTION C OR D OF THIS SECTION, ANY
40 PERSON THAT AUTHORIZES OR SIGNS A REPORT, CERTIFICATE, NOTICE OR OTHER
41 DOCUMENT WITH RESPECT TO A CORPORATION THAT IS DELIVERED FOR FILING WITH
42 THE COMMISSION PURSUANT TO THIS CHAPTER AND THAT HAS KNOWLEDGE AT THE TIME
43 OF DELIVERY TO THE COMMISSION FOR FILING THAT THE INFORMATION CONTAINED IN
44 THAT REPORT, CERTIFICATE, NOTICE OR OTHER DOCUMENT IS MATERIALLY FALSE OR
45 MISLEADING IS LIABLE TO THE CORPORATION AND ITS CREDITORS FOR ALL DAMAGES

1 RESULTING FROM THE ACT. THE PREVAILING PARTY IN AN ACTION FOR THE
2 LIABILITY IMPOSED UNDER THIS SUBSECTION IS ENTITLED TO AN AWARD FOR THE
3 PREVAILING PARTY'S COSTS AND REASONABLE ATTORNEY FEES.

4 B. AN ACTION FOR THE LIABILITY IMPOSED BY SUBSECTION A OF THIS
5 SECTION MUST BE COMMENCED WITHIN TWO YEARS AFTER THE DISCOVERY OF THE
6 FALSE OR MISLEADING STATEMENT OR THE TIME A REASONABLE PERSON WOULD HAVE
7 DISCOVERED IT, BUT NOT LATER THAN SIX YEARS AFTER THE REPORT, CERTIFICATE,
8 NOTICE OR OTHER DOCUMENT WAS FILED OR RECEIVED BY THE COMMISSION.

9 C. EXECUTION OF A CONSENT TO SERVE AS A STATUTORY AGENT DOES NOT BY
10 ITSELF CONSTITUTE A CERTIFICATION OF THE TRUTH OR ACCURACY OF THE
11 INFORMATION CONTAINED IN A REPORT, CERTIFICATE, NOTICE OR OTHER DOCUMENT
12 WITH RESPECT TO THE CORPORATION EVEN IF THE CONSENT IS ATTACHED TO ANOTHER
13 FILING.

14 D. THIS SECTION DOES NOT PREVENT THE AWARD OF EQUITABLE REMEDIES,
15 IF APPROPRIATE.

16 Sec. 27. Section 29-601, Arizona Revised Statutes, is amended to
17 read:

18 29-601. Definitions

19 In this chapter, unless the context otherwise requires:

20 1. "Articles of organization" means the initial articles of
21 organization as amended or restated from time to time.

22 2. "Assignee" means any person who acquires in any manner the
23 ownership of an interest in a limited liability company and who has not
24 been admitted as a member.

25 3. "Capital contribution" means cash, other property, the use of
26 property, services rendered or any other valuable consideration
27 transferred to a limited liability company as consideration for issuing an
28 interest in a limited liability company.

29 4. "Commission" means the corporation commission.

30 5. "Court" includes any court and judge with jurisdiction in the
31 case.

32 6. "DELIVER" INCLUDES SENDING BY MAIL, PRIVATE COURIER, FAX OR
33 ELECTRONIC TRANSMISSION.

34 7. "DELIVERY" MEANS ACTUAL RECEIPT BY THE PERSON TO WHICH DIRECTED
35 AND FOR ELECTRONIC TRANSMISSIONS MEANS RECEIPT AS DESCRIBED IN SECTION
36 44-7015, SUBSECTION B.

37 ~~6.~~ 8. "Domestic limited liability company" or "limited liability
38 company" means a limited liability company organized and existing under
39 this chapter.

40 9. "ELECTRONIC TRANSMISSION" MEANS AN ELECTRONIC RECORD AS DEFINED
41 IN SECTION 44-7002 THAT IS SENT PURSUANT TO SECTION 44-7015, SUBSECTION A.

42 ~~7.~~ 10. "Event of withdrawal" means an event that causes a person
43 to cease to be a member as provided in section 29-733.

1 ~~8.~~ 11. "Executed" means executed by manual or facsimile signature
2 on behalf of the limited liability company by a duly authorized member if
3 management of the limited liability company is reserved to the members or
4 manager if management of the limited liability company is vested in a
5 manager, or if the limited liability company is in the hands of a receiver
6 or trustee, by the receiver or trustee.

7 ~~9.~~ 12. "Filing" means the commission completing the following
8 procedure with respect to any document delivered for that purpose:

9 (a) Determining that the filing fee requirements of this chapter
10 have been satisfied.

11 (b) Determining that the document appears in all respects to
12 conform to the requirements of this chapter.

13 (c) On making the determinations required by this paragraph,
14 endorsement of the word "filed" with the applicable date on or attached to
15 the document and the return of ~~copies~~ NOTICE OF THE FILING to the person
16 who delivered the document or the person's representative.

17 ~~10.~~ 13. "Foreign limited liability company" means either:

18 (a) An unincorporated entity or association that is owned by one or
19 more persons that have limited liability for the debts of the business,
20 other than a partnership or trust, and that is formed under the laws of a
21 jurisdiction other than this state for any lawful purpose, including the
22 rendering of professional services as defined in that jurisdiction.

23 (b) An entity or unincorporated association that is formed under
24 the laws of a jurisdiction other than this state for any lawful purpose,
25 including the rendering of professional services as defined in that
26 jurisdiction, and that is characterized as a limited liability company by
27 those laws.

28 ~~11.~~ 14. "Initial articles of organization" means the articles of
29 organization filed with the commission at the time a limited liability
30 company is formed, including articles of organization that are corrected
31 to conform to the filing provisions of this chapter pursuant to section
32 29-634, subsection C, paragraph 2.

33 ~~12.~~ 15. "Member" means a person who is admitted as a member in a
34 limited liability company pursuant to this chapter until an event of
35 withdrawal occurs with respect to the person and, if reference is made to
36 members, that reference means a member in the case of a limited liability
37 company that has a single member. A member includes a noneconomic member
38 of a limited liability company who:

39 (a) Does not own a member's interest in the company.

40 (b) Does not have an obligation to contribute capital to the
41 company.

42 (c) Does not have a right to participate in or receive
43 distributions of profits of the company or an obligation to contribute to
44 the losses of the company.

1 (d) May have voting rights and other rights and privileges as
2 prescribed by the articles of organization or operating agreement.

3 ~~13.~~ 16. "Member's interest", "interest in a limited liability
4 company" or "interest in the limited liability company" means a member's
5 share of the profits and losses of a limited liability company and the
6 right to receive distributions of limited liability company assets.

7 ~~14.~~ 17. "Operating agreement" means either:

8 (a) Any written or oral agreements among all members concerning the
9 affairs of a limited liability company or the conduct of its business.

10 (b) In the case of a limited liability company that has a single
11 member, any written or oral statement of the member made in good faith
12 purporting to govern the affairs of a limited liability company or the
13 conduct of its business as of the effective time of the statement.

14 ~~15.~~ 18. "Person" includes any individual, general partnership,
15 limited partnership, domestic or foreign limited liability company,
16 corporation, trust, business trust, real estate investment trust, estate
17 and other association.

18 ~~16.~~ 19. "Real property" includes land, any interest, leasehold or
19 estate in land and any improvements on it.

20 ~~17.~~ 20. "State" means a state, possession or territory of the
21 United States, the District of Columbia or the Commonwealth of Puerto
22 Rico.

23 Sec. 28. Title 29, chapter 4, article 1, Arizona Revised Statutes,
24 is amended by adding section 29-601.01, to read:

25 29-601.01. Notice

26 A. NOTICE UNDER THIS CHAPTER MUST BE IN WRITING UNLESS ORAL NOTICE
27 IS REASONABLE UNDER THE CIRCUMSTANCES. ORAL NOTICE IS NOT ALLOWED IF
28 WRITTEN NOTICE IS REQUIRED UNDER THIS CHAPTER.

29 B. NOTICE MAY BE COMMUNICATED IN PERSON, BY TELEPHONE, TELEGRAPH,
30 TELETYPE, FAX, ELECTRONIC TRANSMISSION OR OTHER FORM OF WIRE OR WIRELESS
31 COMMUNICATION OR BY MAIL OR PRIVATE CARRIER. IF THESE FORMS OF PERSONAL
32 NOTICE ARE IMPRACTICABLE, NOTICE MAY BE COMMUNICATED BY A NEWSPAPER OF
33 GENERAL CIRCULATION IN THE AREA WHERE PUBLISHED OR BY RADIO, TELEVISION OR
34 OTHER FORM OF PUBLIC BROADCAST COMMUNICATION.

35 C. IF IN COMPREHENSIBLE FORM, WRITTEN NOTICE BY A DOMESTIC OR
36 FOREIGN LIMITED LIABILITY COMPANY TO ITS MEMBERS OR MANAGERS IS EFFECTIVE
37 WHEN MAILED IF CORRECTLY ADDRESSED TO THE MEMBER'S OR MANAGER'S ADDRESS
38 SHOWN ON THE LIMITED LIABILITY COMPANY'S CURRENT LIST OF MEMBERS OR
39 MANAGERS. IF IN COMPREHENSIBLE FORM, NOTICE GIVEN BY ELECTRONIC
40 TRANSMISSION IS EFFECTIVE WHEN DIRECTED TO AN E-MAIL ADDRESS SHOWN ON THE
41 LIMITED LIABILITY COMPANY'S CURRENT LIST OF MEMBERS OR MANAGERS.

42 D. WRITTEN NOTICE TO A DOMESTIC OR FOREIGN LIMITED LIABILITY
43 COMPANY THAT IS AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE MAY BE
44 ADDRESSED TO ITS STATUTORY AGENT OR TO ITS KNOWN PLACE OF BUSINESS IN THIS
45 STATE OR, FOR A FOREIGN LIMITED LIABILITY COMPANY, TO ITS PRINCIPAL OFFICE

1 ADDRESS IN ITS APPLICATION FOR REGISTRATION. UNLESS OTHERWISE PROHIBITED
2 IN THIS CHAPTER, WRITTEN NOTICE MAY ALSO BE GIVEN BY ELECTRONIC
3 TRANSMISSION WHEN DIRECTED TO AN E-MAIL ADDRESS THAT THE LIMITED LIABILITY
4 COMPANY OR ITS STATUTORY AGENT PROVIDES.

5 E. IF IN A COMPREHENSIBLE FORM, WRITTEN NOTICE IS EFFECTIVE AT THE
6 EARLIEST OF THE FOLLOWING:

7 1. WHEN RECEIVED.

8 2. FIVE DAYS AFTER ITS DEPOSIT IN THE UNITED STATES MAIL AS
9 EVIDENCED BY THE POSTMARK, IF MAILED POSTPAID AND CORRECTLY ADDRESSED.

10 3. ON THE DATE SHOWN ON THE RETURN RECEIPT, IF SENT BY REGISTERED
11 OR CERTIFIED MAIL, RETURN RECEIPT REQUESTED, AND IF THE RECEIPT IS SIGNED
12 BY OR ON BEHALF OF THE ADDRESSEE.

13 F. ORAL NOTICE IS EFFECTIVE WHEN COMMUNICATED IF COMMUNICATED IN A
14 COMPREHENSIBLE MANNER.

15 G. IF THIS CHAPTER PRESCRIBES NOTICE REQUIREMENTS FOR PARTICULAR
16 CIRCUMSTANCES, THOSE REQUIREMENTS GOVERN. IF THE ARTICLES OF ORGANIZATION
17 OR THE OPERATING AGREEMENT PRESCRIBE NOTICE REQUIREMENTS THAT ARE NOT
18 INCONSISTENT WITH THIS SECTION OR OTHER PROVISIONS OF THIS CHAPTER, THOSE
19 REQUIREMENTS GOVERN.

20 Sec. 29. Section 29-605, Arizona Revised Statutes, is amended to
21 read:

22 29-605. Change of known place of business, statutory agent or
23 statutory agent's street address

24 A. A limited liability company may change its known place of
25 business or statutory agent, or both, by delivering to the commission a
26 statement setting forth:

27 1. The name of the limited liability company.

28 ~~2. The address of its current known place of business.~~

29 ~~3.~~ 2. If the CURRENT address of its known place of business is to
30 be changed, the STREET ADDRESS OF THE new address to which the known place
31 of business is to be changed.

32 ~~4. The name and street address of its current statutory agent.~~

33 ~~5.~~ 3. If its statutory agent or the statutory agent's street
34 address is to be changed, the name and street address of its successor
35 statutory agent or the statutory agent's new street address.

36 B. The statement required by subsection A of this section shall be
37 executed by either a manager of the limited liability company if
38 management of the limited liability company is vested in one or more
39 managers or a member of the limited liability company if management of the
40 limited liability company is reserved to the members. The change of
41 address of the known place of business or statutory agent is effective on
42 delivery of the statement to the commission. The appointment of a new
43 statutory agent is effective on delivery of the statement to the
44 commission and on receipt by the commission of evidence that the new

1 statutory agent accepted the appointment pursuant to section 29-604,
2 subsection B.

3 C. A statutory agent of a limited liability company may resign as
4 agent by delivering a written executed notice to the commission. The
5 commission shall mail a copy of the notice to the limited liability
6 company at its known place of business. The appointment of the agent
7 terminates thirty-one days after receipt of the notice by the commission
8 or on the appointment of a new statutory agent, whichever occurs first.

9 D. If a statutory agent changes its street address to another place
10 in this state, it may change the address by delivering a statement to the
11 commission as required by subsection A of this section, except that it
12 need be signed only by the statutory agent. The statement shall recite
13 that a copy of it has been mailed to the limited liability company.

14 Sec. 30. Section 29-605.01, Arizona Revised Statutes, is amended to
15 read:

16 29-605.01. Change of address of a member or manager

17 A. A limited liability company may change the address of one or
18 more of its managers or members by delivering to the commission a
19 statement setting forth:

20 1. The name of the limited liability company.

21 ~~2. The current address of the members or managers.~~

22 ~~3.~~ 2. The NAME OF EACH MEMBER OR MANAGER WHOSE ADDRESS IS CHANGING
23 AND THE new address of ~~the~~ EACH OF THOSE members or managers.

24 B. The statement required by subsection A OF THIS SECTION shall be
25 executed by either:

26 1. A manager of the limited liability company if management of the
27 limited liability company is vested in one or more managers.

28 2. A member of the limited liability company if management of the
29 limited liability company is reserved to the members.

30 Sec. 31. Section 29-634, Arizona Revised Statutes, is amended to
31 read:

32 29-634. Filing with the commission

33 A. The signed original articles of organization, the application
34 for a certificate of registration or any other document required to be
35 filed pursuant to this chapter shall be delivered to the commission. The
36 commission shall file a document delivered to the commission for filing if
37 all of the following apply:

38 1. The commission determines that the document conforms to the
39 filing provisions of this chapter.

40 2. The limited liability company filing the document or on whose
41 behalf the document is being filed is in good standing within the meaning
42 of section 29-614.

43 3. All fees required pursuant to section 29-851 have been paid.

1 B. The commission may file a document delivered to the commission
2 in which either the limited liability company has filed articles of
3 termination or the limited liability company has filed a document that is
4 required to bring the limited liability company into good standing. The
5 commission shall:

6 1. Endorse, stamp or attach on the original document the word
7 "filed" and the date and time of its acceptance for filing.

8 2. Retain the signed original document in the commission's files.

9 3. Return ~~a copy~~ NOTICE of the ~~filed document~~ FILING to the person
10 who filed it or the person's representative.

11 C. If the commission is unable to make the determination required
12 for filing by subsection A of this section at the time any documents are
13 delivered for filing, the documents are deemed to have been filed at the
14 time of delivery if the commission subsequently determines either of the
15 following:

16 1. The documents as delivered conform to the filing provisions of
17 this chapter.

18 2. Within thirty days after notification of nonconformance is given
19 by the commission to the person who delivered the documents for filing or
20 the person's representative, the documents are brought into conformance.

21 D. A document may specify a delayed effective time or date, or
22 both, and is effective at that specified time and date. If the document
23 specifies a delayed effective date but does not specify the time, the
24 document is effective on the specified date at 12:01 a.m. mountain
25 standard time. A delayed effective date for a document may not be later
26 than the ninetieth day after the date the document is delivered to the
27 commission for filing.

28 E. If the filing and determination requirements of this chapter are
29 not satisfied completely within the time prescribed in subsection C,
30 paragraph 2 of this section, the documents shall not be filed.

31 Sec. 32. Section 29-786, Arizona Revised Statutes, is amended to
32 read:

33 29-786. Administrative dissolution

34 A. The commission may administratively dissolve a limited liability
35 company in the manner provided by this section if the limited liability
36 company either:

37 1. Fails to amend its articles of organization as required by
38 section 29-633, subsection B.

39 2. ~~Has failed~~ FAILS to make any publication required by this
40 chapter.

41 3. Is without a statutory agent or known place of business in this
42 state for at least sixty days.

43 4. Does not notify the commission within sixty days after its
44 statutory agent or known place of business has changed or within sixty
45 days after its statutory agent has resigned.

1 5. Fails to respond to interrogatories as prescribed in section
2 29-612.

3 6. Fails to pay any fees or penalties required pursuant to this
4 chapter within sixty days after the fees or penalties are due.

5 7. IS DISSOLVED PURSUANT TO SECTION 29-781, PARAGRAPH 1.

6 B. If the commission determines that one or more grounds exist
7 under subsection A of this section for dissolving a limited liability
8 company, it shall give written notice of its determination BY ELECTRONIC
9 TRANSMISSION OR by mail addressed to the statutory agent of the limited
10 liability company, or if the limited liability company fails to appoint
11 and maintain a statutory agent, addressed to the known place of business
12 required to be maintained pursuant to section 29-604, subsection A,
13 paragraph 1.

14 C. If the limited liability company does not correct each ground
15 for dissolution or demonstrate to the reasonable satisfaction of the
16 commission that each ground determined by the commission does not exist
17 within sixty days after service of the notice, the commission shall
18 administratively dissolve the limited liability company by signing a
19 certificate of dissolution that recites the ground or grounds for
20 dissolution and its effective date. The commission shall file the
21 original of the certificate and mail a copy to the limited liability
22 company addressed to its statutory agent, or if the limited liability
23 company fails to appoint and maintain a statutory agent, addressed to the
24 known place of business required to be maintained pursuant to section
25 29-604, subsection A, paragraph 1.

26 D. A limited liability company administratively dissolved pursuant
27 to this section continues in existence but may not carry on any business
28 except as necessary to wind up and liquidate its business and affairs
29 under section 29-782, subsection B. If the limited liability company has
30 not applied for reinstatement within six months after the effective date
31 of the dissolution, the commission shall release the company name for use
32 in accordance with THIS chapter ~~4 of this title~~ or by a person intending
33 to register the name as a ~~trademark~~ TRADE NAME pursuant to title 44,
34 chapter 10, article 3.1.

35 E. A limited liability company administratively dissolved under
36 this section may apply to the commission for reinstatement within six
37 years after the effective date of dissolution. The application shall
38 both:

39 1. Recite the name of the limited liability company and the
40 effective date of its administrative dissolution.

41 2. State either that the ground or grounds for dissolution did not
42 exist or that the ground or grounds have been eliminated.

43 F. If the commission determines that the application contains the
44 information required by subsection E of this section, and that the
45 information is correct, it shall cancel the certificate of dissolution,

1 prepare a certificate of reinstatement that recites this determination and
2 the effective date of reinstatement, file the original of the certificate
3 and mail a copy to the limited liability company addressed to its
4 statutory agent.

5 G. When the reinstatement is effective, it relates back to and
6 takes effect as of the effective date of the administrative dissolution
7 and the limited liability company resumes carrying on its business as if
8 the administrative dissolution had never occurred. If another company has
9 adopted the name of the limited liability company or another person has
10 adopted the name of the company as a ~~trademark~~ TRADE NAME, the application
11 shall be accompanied by articles of amendment that are in accordance with
12 THIS chapter ~~4 of this title~~ and that adopt a new name for the limited
13 liability company that complies with THIS chapter ~~4 of this title~~.

14 H. The administrative dissolution of a limited liability company
15 does not terminate the authority of a statutory agent.

16 I. A limited liability company that has been administratively
17 dissolved pursuant to this section may bring an action against the
18 commission in superior court to review the commission's refusal to
19 reinstate the limited liability company. The action by the limited
20 liability company shall be brought within six months after the
21 commission's refusal becomes final. The superior court shall hear and
22 determine the action as a trial de novo. In any such action the burden of
23 proof shall be on the party adverse to the commission.

24 Sec. 33. Section 29-807, Arizona Revised Statutes, is amended to
25 read:

26 29-807. Revocation of certificate of registration of foreign
27 limited liability company

28 A. The certificate of registration of a foreign limited liability
29 company to transact business in this state may be revoked by the
30 commission in the manner provided by subsection B of this section if any
31 of the following events occurs:

32 1. The foreign limited liability company fails to:

33 (a) Pay any fees or penalties prescribed by this chapter within
34 sixty days after the fees or penalties are due.

35 (b) Appoint and maintain a statutory agent as required by this
36 chapter.

37 (c) File a report on a change in the name or business address of
38 the statutory agent.

39 (d) ~~File with~~ DELIVER TO the commission any amendment to its
40 application for a certificate of registration as specified in section
41 29-805.

42 (e) Respond to interrogatories as prescribed in section 29-612.

43 2. A misrepresentation has been made of any material matter in any
44 application, report, affidavit or other document submitted by the foreign
45 limited liability company pursuant to this chapter.

1 11. Any service of notice, demand or process on the commission as
2 resident agent of a limited liability company, twenty-five dollars. This
3 amount may be recovered as taxable costs by the party to the suit, action
4 or proceeding causing the service to be made if the party prevails in the
5 suit, action or proceeding.

6 12. Articles of correction, the fee prescribed in section 10-122,
7 subsection A, paragraph 17.

8 13. Application for reinstatement following administrative
9 dissolution, in addition to other fees and penalties due, the fee
10 prescribed in section 10-122, subsection A, paragraph 13.

11 B. The commission shall provide for and establish an expedited
12 service for the filing of all documents and services provided pursuant to
13 this chapter as follows:

14 1. The expedited filing shall be a priority service to be completed
15 as soon as possible after the documents are delivered to the commission.

16 2. In addition to any other fees required by this section or any
17 other law, the commission shall charge a nonrefundable fee for expedited
18 services, including those requested by fax. The fee shall be determined
19 by a supermajority vote of the commissioners.

20 C. The commission may provide for and establish same day and next
21 day services for the filing of any documents and services provided
22 pursuant to this chapter as follows:

23 1. The commission shall suspend same day or next day service if the
24 commission determines that it does not have the necessary resources to
25 perform the service within the established time period.

26 2. In addition to any other fees required by this section or any
27 other law, the commissioners may charge a nonrefundable fee for the same
28 day or next day service or both. The fee shall be determined by a
29 supermajority vote of the commissioners.

30 D. The commission shall publicly post the current wait times for
31 processing regular, expedited and same day and next day services.

32 E. All monies received pursuant to subsections B and C of this
33 section shall be deposited, pursuant to sections 35-146 and 35-147, in the
34 public access fund established by section 10-122.01.

35 F. THE COMMISSION MAY ALLOW any person ~~may~~ TO advance monies to the
36 commission to pay fees required pursuant to this section for future
37 filings and services. All monies received pursuant to this subsection
38 shall be deposited, pursuant to sections 35-146 and 35-147, in the money
39 on deposit account in the public access fund established by section
40 10-122.01.

41 G. For the purposes of this section, "supermajority" means an
42 affirmative vote of at least four commissioners.

APPROVED BY THE GOVERNOR MARCH 14, 2017.

FILED IN THE OFFICE OF THE SECRETARY OF STATE MARCH 14, 2017.

Passed the House March 9, 2017,

Passed the Senate February 20, 2017,

by the following vote: 56 Ayes,

by the following vote: 29 Ayes,

3 Nays, 1 Not Voting

1 Nays, 1 Not Voting

[Signature]
Speaker of the House

[Signature]
President of the Senate

[Signature]
Chief Clerk of the House

[Signature]
Secretary of the Senate

EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF GOVERNOR

This Bill was received by the Governor this

14 day of March, 2017,

at 1:43 o'clock P. M.

[Signature]
Secretary to the Governor

Approved this 14th day of

March, 2017,

at 3:25 o'clock P. M.

[Signature]
Governor of Arizona

EXECUTIVE DEPARTMENT OF ARIZONA
OFFICE OF SECRETARY OF STATE

This Bill was received by the Secretary of State

this 14 day of March, 2017,

at 5:19 o'clock P. M.

[Signature]
Secretary of State

S.B. 1272