

VOLUME NO. 36**Opinion No. 15**

SECRETARY OF STATE — Powers, certification to Attorney General for involuntary dissolution; SECRETARY OF STATE — Business Corporation Act, applies to corporations for profit; STATE LANDS — Grazing districts, not for profit; STATE LANDS — Grazing districts, Business Corporation Act not applicable. Sections 15-2202, 15-22-136; Chapter 23, Title 15; Chapter 23, Title 46, Revised Codes of Montana 1947.

HELD: A Cooperative State Grazing District organized under Chapter 23, Title 46, R.C.M. 1947, is not required to file a C-4 Annual Corporation Report with the Secretary of State.

August 25, 1975

Mr. O.M. Ueland, Administrator
Conservation Districts Division
Department of Natural Resources
32 South Ewing
Helena, Montana 59601

Dear Mr. Ueland:

I am in receipt of your letter in which you request my opinion on the following question:

Whether a Cooperative State Grazing District organized under Chapter 23, Title 46, Revised Codes of Montana 1947, is required to file C-4 Annual Corporation Reports with the Secretary of State?

It is my opinion that the filing requirements of the Montana Business Corporation Act do not apply to Cooperative State Grazing Districts and therefore such districts are not subject to certification for involuntary dissolution for failure to file an annual report to the Secretary of State.

It is true that section 15-22-136, R.C.M. 1947, makes the terms of the act applicable to every "corporation". However, section 15-2202 (a), defines the term "corporation" as follows:

(a) "Corporation" or "domestic corporation" means **a corporation for profit** subject to the provisions of this act, except a foreign corporation. (Emphasis supplied)

The plain and unambiguous meaning of that definition is that nonprofit corporations are not subject to the provisions of the Business Corporation Act. Indeed, nonprofit corporations are organized under Chapter 23, Title 15, R.C.M. 1947, known as the "Montana Nonprofit Corporation Act".

Cooperative State Grazing Districts organized under the "Grass Conservation Act" can only be classified as not for profit corporations. Thus, the definition of "corporation" used in section 15-2202(a) is clearly not applicable. Therefore, the entire Business Corporation Act is ineffective as to such districts.

Since the Secretary of State, in his letter of November 13, 1974, concedes that the Nonprofit Corporation Act is not applicable to state grazing districts, it is unnecessary to discuss that issue.

THEREFORE, IT IS MY OPINION:

A Cooperative State Grazing District organized under Chapter 23, Title 46, R.C.M. 1947, is not required to file a C-4 Annual Corporation Report with the Secretary of State.

Very truly yours,
ROBERT L. WOODAHL
Attorney General