

HOUSE BILL NO. 167

INTRODUCED BY SANDS

BY REQUEST OF THE SECRETARY OF STATE

IN THE HOUSE

January 11, 1983	Introduced and referred to Committee on State Administration.
January 18, 1983	Committee recommend bill do pass. Report adopted. Bill printed and placed on members' desks.
January 19, 1983	On motion rules suspended and bill placed on second reading this day. Second reading, do pass.
January 20, 1983	Considered correctly engrossed.
January 21, 1983	Third reading, passed. Transmitted to Senate.

IN THE SENATE

January 22, 1983	Introduced and referred to Committee on State Administration.
March 2, 1983	Committee recommend bill be concurred in. Report adopted.
March 4, 1983	Second reading, concurred in.
March 7, 1983	Third reading, concurred in. Ayes, 46; Noes, 0.

IN THE HOUSE

March 7, 1983

Returned to House.

March 8, 1983

Sent to enrolling.

Reported correctly enrolled.

1 ~~House~~ BILL NO. 167
 2 INTRODUCED BY Amick
 3 BY REQUEST OF THE SECRETARY OF STATE
 4
 5 A BILL FOR AN ACT ENTITLED: "AN ACT TO AMEND AND GENERALLY
 6 REVISE THE LAWS RELATING TO THE FILING OF DUPLICATE
 7 ORIGINALS OF DOCUMENTS WITH THE SECRETARY OF STATE; AMENDING
 8 SECTIONS 30-13-204, 30-13-207, 30-13-208, 30-13-210,
 9 30-13-212, 30-13-311, 30-13-312, 30-13-314 THROUGH
 10 30-13-316, 35-1-201, 35-1-203, 35-1-209, 35-1-210, 35-1-212,
 11 35-1-213, 35-1-306, 35-1-602, 35-1-612, 35-1-804, 35-1-805,
 12 35-1-901 THROUGH 35-1-904, 35-1-907 THROUGH 35-1-909,
 13 35-1-911, 35-1-912, 35-1-1008, 35-1-1009, 35-1-1011,
 14 35-1-1013, 35-1-1018, 35-2-201, 35-2-203, 35-2-208 THROUGH
 15 35-2-210, 35-2-303, 35-2-604, 35-2-705, 35-2-706, 35-2-807,
 16 35-2-808, 35-2-810, 35-2-812, 35-2-817, 35-2-1201, 35-6-201,
 17 35-12-606, 35-12-1302, 35-12-1303, AND 35-17-204, MCA."
 18
 19 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
 20 Section 1. Section 30-13-204, MCA, is amended to read:
 21 "30-13-204. Filing application for registration --
 22 issuance of certificate. (1) ~~Duplicate--originate~~ One
 23 original and one copy of application for registration of an
 24 assumed business name shall be ~~executed and~~ delivered to the
 25 secretary of state. If the secretary of state finds the

1 application complies with the provisions of this part, he
 2 shall, when all fees have been paid as provided in this
 3 part:

4 (a) endorse on ~~each--of--the--duplicate--originate~~ the
 5 original and the copy the word "filed" and the month, day,
 6 and year of the filing thereof;

7 (b) file ~~one--of--the--duplicate--originate~~ the original
 8 in his office; and

9 (c) issue a certificate of registration, to which he
 10 shall affix the ~~other--original~~ copy.

11 (2) The certificate of registration, together with the
 12 ~~duplicate--original~~ copy of the application for registration
 13 of an assumed business name affixed thereto by the secretary
 14 of state, shall be returned to the applicant.

15 (3) The registration of an assumed business name
 16 remains in effect until canceled."

17 Section 2. Section 30-13-207, MCA, is amended to read:

18 "30-13-207. Application for renewal of assumed
 19 business name. ~~Duplicate--originate~~ One original and one copy
 20 of an application for renewal of registration of an assumed
 21 business name shall be executed, verified, and delivered to
 22 the secretary of state. The application shall include but
 23 not be limited to the following information:

24 (1) the complete assumed business name;

25 (2) the name and address, including street name and

number, if any, of applicant;

(3) description of business transacted; and

(4) the name of the county or counties in which business is being transacted."

Section 3. Section 30-13-208, MCA, is amended to read:

"30-13-208. Filing of application for renewal of registration of assumed business name -- issuance of certificate thereon. (1) If the secretary of state finds the application complies with the provisions of this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on each ~~of the duplicate originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one of the duplicate originals~~ the original in his office; and

(c) issue a certificate of renewal, to which he shall affix the ~~other duplicate original~~ copy.

(2) The certificate of renewal, together with the ~~duplicate original copy~~ of the application for renewal of registration of an assumed business name affixed thereto by the secretary of state, shall be returned to the applicant."

Section 4. Section 30-13-210, MCA, is amended to read:

"30-13-210. Filing amendment to registration of assumed business name -- issuance of certificate thereon.

(1) ~~Duplicate originals~~ One original and one copy of an amendment to the registration of an assumed business name, executed and verified on forms furnished by the secretary of state, shall be delivered to the secretary of state. The application for amended registration of an assumed business name shall include but not be limited to the following information:

(a) complete assumed business name prior to adoption of amendment;

(b) complete new assumed business name, if applicable;

(c) name and address of the registrant, including street name and number of the business office;

(d) if the name of any person having an interest in the business with a registered assumed business name is to be changed, the new name of the person having an interest in the business with such registered assumed business name;

(e) the name of the county or counties in which the name is being used;

(f) if there is a change in the identity of the county or counties or addition of a county or counties in which the assumed business name is being used or is to be used, the name(s) of the new county or counties;

(g) if a person or persons having an interest in a business with a registered assumed name withdraws or dies, a statement of such fact; and

(h) a statement that the amended registration of assumed business name supersedes the original registration and all amendments thereto.

(2) If the secretary of state finds that the application for amended registration of assumed business name complies with this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the--duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of--the--duplicate--originals~~ the original in his office; and

(c) issue a certificate of amendment, to which he shall affix the ~~other--duplicate--original~~ copy.

(3) The certificate of amendment, together with the ~~duplicate--original~~ copy of the amendment affixed thereto by the secretary of state, shall be returned to the registrant.

(4) The failure of the registrant of an assumed business name to comply with the requirements of this section shall result in the cancellation by the secretary of state of the registration."

Section 5. Section 30-13-212, MCA, is amended to read:

"30-13-212. Filing application for reservation of assumed business name -- issuance of certificate thereon.

(1) ~~Duplicate--originals~~ One original and one copy of an

application for reservation of an assumed business name, duly executed and verified by the applicant, shall be delivered to the secretary of state. If the secretary of state finds the application complies with the provisions of this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the--duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of--the--duplicate--originals~~ the original in his office; and

(c) issue a certificate of reservation, to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of reservation, together with the ~~duplicate--original~~ copy of the application for reservation of an assumed business name affixed thereto by the secretary of state, shall be returned to the applicant."

Section 6. Section 30-13-311, MCA, is amended to read:

"30-13-311. Application for registration. (1) Subject to the limitations set forth in this part, a person who adopts and uses a mark in this state may file in the office of secretary of state, on a form to be furnished by the secretary of state, an application for registration of that mark setting forth information including but not limited to the following:

(a) the name and business address of the person applying for such registration and, if a corporation, the state of incorporation;

(b) the essential feature of the mark to be registered;

(c) the goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with such goods or services and the class in which such goods or services fall;

(d) the date when the mark was first used anywhere and the date when it was first used in this state by the applicant or his predecessor in business;

(e) a statement that the mark is presently in use in this state by the applicant; and

(f) a statement that the applicant is the owner of the mark and that no other person has the right to use the mark in this state either in the identical form thereof or in a form that so nearly resembles it that it might be calculated to deceive or might be mistaken for it.

(2) The application must be signed and verified by affidavit of the applicant or a member of the firm or an officer of the corporation or association applying.

(3) The application must be accompanied by two copies of a specimen or facsimile of such mark in duplicate.

(4) The application for registration must be

accompanied by a filing fee of \$20, payable to the secretary of state."

Section 7. Section 30-13-312, MCA, is amended to read:

"30-13-312. Filing application and issuing certificate of registration. (1) ~~Duplicate-originate~~ One original and one copy of an application for registration of a mark must be delivered to the secretary of state. If the secretary of state finds that the application complies with the requirements of this part, he shall, when all fees have been paid as prescribed in this part:

(a) endorse on each--~~such--duplicate--original~~ the original and the copy the words word "filed for-record" and the month, day, and year of the filing thereof;

(b) file ~~one--such--duplicate--original~~ the original in his office; and

(c) issue a certificate of registration to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of registration, together with the ~~duplicate--original~~ copy of the application for registration of mark affixed thereto, shall be returned to the applicant.

(3) Any certificate of registration issued by the secretary of state under the provisions of this section or a copy thereof duly certified by the secretary of state is admissible in evidence as competent and sufficient proof of the registration of such mark in any judicial proceeding in

1 any court of this state."

2 Section 8. Section 30-13-314, MCA, is amended to read:

3 "30-13-314. Filing application for renewal of
4 registration -- issuing certificate of renewal. (1)
5 ~~Duplicate--originals~~ One original and one copy of an
6 application for renewal of mark registration must be
7 delivered to the secretary of state. If the secretary of
8 state finds that the application complies with the
9 requirements of this part, he shall, when all fees have been
10 paid as prescribed in this part:

11 (a) endorse on ~~each such duplicate--original~~ the
12 original and the copy the words ~~word~~ "filed for record" and
13 the month, day, and year of the filing thereof;

14 (b) file ~~one such duplicate--original~~ the original in
15 his office; and

16 (c) issue a certificate of registration to which he
17 shall affix the ~~other duplicate--original~~ copy.

18 (2) The certificate of renewal of registration,
19 together with the ~~duplicate--original~~ copy of the application
20 for renewal of mark registration ~~of--the--mark~~ affixed
21 thereto, shall be returned to the applicant.

22 (3) A mark registration may be renewed for successive
23 periods of 10 years in the manner provided for in
24 subsections (1) and (2).

25 (4) The secretary of state shall notify registrants of

1 marks of the necessity of renewal within the year
2 immediately preceding the expiration of the 10 years from
3 the date of registration, by writing to the last-known
4 address of the registrants.

5 (5) Any registration in force on July 1, 1979, expires
6 10 years from the date of the registration or from the date
7 of the last renewal thereof or on July 1, 1980, whichever is
8 later, if renewal of mark registration is not effected in
9 the manner provided for in this part.

10 (6) The secretary of state shall, by January 1, 1981,
11 notify each person who registered a mark prior to July 1,
12 1980, of the date of expiration of such registration unless
13 renewed in accordance with the provisions of this part, by
14 writing to the last-known address of the registrant."

15 Section 9. Section 30-13-315, MCA, is amended to read:

16 "30-13-315. Assignment. (1) Any mark and its
17 registration under this part may be assigned in conjunction
18 with the good will of the business in which the mark is used
19 or with that part of the good will of the business connected
20 with the use of and symbolized by the mark for the remainder
21 of the term of the current registration. An assignment of
22 any registration under this part is void as against any
23 subsequent purchaser for valuable consideration without
24 notice unless it is recorded with the secretary of state
25 within 3 months after the date of the assignment or prior to

such subsequent purchase.

(2) ~~Duplicate--originals~~ One original and one copy of an assignment of a mark must be delivered to the secretary of state and shall set forth information including but not limited to the following:

- (a) the name and address of the assignor;
- (b) the name and address of the assignee;
- (c) the registration number of the mark; and
- (d) the date of registration.

(3) The assignment of a mark must be signed and verified by the assignor.

(4) The assignment of a mark must be accompanied by a filing fee of \$20, payable to the secretary of state."

Section 10. Section 30-13-316, MCA, is amended to read:

"30-13-316. Filing of assignment -- issuing certificate of assignment. (1) ~~Duplicate--originals~~ One original and one copy of the assignment of a mark must be delivered to the secretary of state. If the secretary of state finds that the assignment complies with the requirements of this part, he shall, when all fees have been paid as prescribed in this part:

- (a) endorse on ~~each such duplicate--original~~ the original and the copy the words "filed for record" and the month, day, and year of the filing thereof;

(b) file ~~one such duplicate--original~~ the original in his office; and

(c) issue a certificate of assignment to which he shall affix the ~~other duplicate--original~~ copy.

(2) The certificate of assignment, together with the ~~duplicate--original~~ copy of assignment of a mark affixed thereto, shall be returned to the assignee."

Section 11. Section 35-1-201, MCA, is amended to read:

"35-1-201. Incorporators. One or more persons of legal age or a domestic or foreign corporation may act as incorporator or incorporators of a corporation by signing, acknowledging, and delivering ~~in duplicate~~ one original and one copy of articles of incorporation to the secretary of state ~~articles of incorporation for such corporation~~."

Section 12. Section 35-1-203, MCA, is amended to read:

"35-1-203. Articles of incorporation -- filing -- issuance of certificate of incorporation. (1) ~~Duplicate originals~~ One original and one copy of the articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, he shall, when all fees have been paid as in this chapter prescribed:

- (a) endorse on ~~each of such duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originals the original~~
in his office; ~~and~~

(c) issue a certificate of incorporation to which he
shall affix the ~~other-duplicate-origina~~ ~~copy~~.

(2) The certificate of incorporation, together with
the ~~duplicate-origina~~ ~~copy~~ of the articles of incorporation
affixed thereto by the secretary of state, shall be returned
to the incorporators or their representative."

Section 13. Section 35-1-209, MCA, is amended to read:

"35-1-209. Articles of amendment -- contents. The
articles of amendment shall be executed ~~in-duplicate~~ by the
corporation by its president or a vice-president and by its
secretary or an assistant secretary and verified by one of
the officers signing such articles and shall set forth:

(1) the name of the corporation;

(2) the amendments so adopted;

(3) the date of the adoption of the amendment by the
shareholders or the board of directors when no shares have
been issued;

(4) the number of shares outstanding and the number of
shares entitled to vote thereon and, if the shares of any
class are entitled to vote thereon as a class, the
designation and number of outstanding shares entitled to
vote thereon of each such class;

(5) the number of shares voted for and against such

amendments, respectively, and, if the shares of any class
are entitled to vote thereon as a class, the number of
shares of each such class voted for and against such
amendment, respectively, or, if no shares have been issued,
a statement to that effect; ~~and~~

(6) if such amendment provides for an exchange,
reclassification, or cancellation of issued shares and if
the manner in which the same shall be effected is not set
forth in the amendment, then a statement of the manner in
which the same shall be effected."

Section 14. Section 35-1-210, MCA, is amended to read:

"35-1-210. Filing of articles of amendment and
issuance of certificate of amendment. (1) ~~Duplicate~~
~~originals one original and one copy~~ of the articles of
amendment shall be delivered to the secretary of state. If
the secretary of state finds that the articles of amendment
conform to law, he shall, when all fees have been paid as in
this chapter prescribed:

(a) ~~endorse on each-of-such--duplicate--originals the~~
~~original and the copy~~ the word "filed" and the month, day,
and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originals the original~~
in his office; ~~and~~

(c) issue a certificate of amendment to which he shall
affix the ~~other-duplicate-origina~~ ~~copy~~.

(2) The certificate of amendment, together with the ~~duplicate-original~~ copy of the articles of amendment affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 15. Section 35-1-212, MCA, is amended to read:

"35-1-212. Amendment of articles of incorporation in reorganization proceedings. (1) Whenever a plan of reorganization of a corporation has been confirmed by decree or order of a court of competent jurisdiction in proceedings for the reorganization of such corporation pursuant to the provisions of any applicable statute of the United States relating to reorganizations of corporations, the articles of incorporation of the corporation may be amended in the manner provided in this section in as many respects as may be necessary to carry out the plan and put it into effect, so long as the articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation at the time of making such amendment.

(2) In particular and without limitation upon such general power of amendment, the articles of incorporation may be amended for such purpose so as to:

(a) change the corporate name, period of duration, or corporate purposes of the corporation;

(b) repeal, alter, or amend the bylaws of the

corporation;

(c) change the aggregate number of shares or shares of any class which the corporation has authority to issue;

(d) change the preferences, limitations, and relative rights in respect of all or any part of the shares of the corporation and classify, reclassify, or cancel all or any part thereof, whether issued or unissued;

(e) authorize the issuance of bonds, debentures, or other obligations of the corporation, whether or not convertible into shares of any class or bearing warrants or other evidences of optional rights to purchase or subscribe for shares of any class, and fix the terms and conditions thereof; and

(f) constitute or reconstitute and classify or reclassify the board of directors of the corporation and appoint directors and officers in place of or in addition to all or any of the directors or officers then in office.

(3) Amendments to the articles of incorporation pursuant to this section shall be made in the following manner:

(a) Articles of amendment approved by decree or order of such court shall be executed and verified ~~in duplicate~~ by such person or persons as the court shall designate or appoint for the purpose and shall set forth the name of the corporation, the amendments of the articles of incorporation

1 approved by the court, the date of the decree or order
 2 approving the articles of amendment, the title of the
 3 proceedings in which the decree or order was entered, and a
 4 statement that such decree or order was entered by a court
 5 having jurisdiction of the proceedings for the
 6 reorganization of the corporation pursuant to the provisions
 7 of an applicable statute of the United States.

8 (b) ~~Duplicate--originals~~ One original and one copy of
 9 the articles of amendment shall be delivered to the
 10 secretary of state. If the secretary of state finds that the
 11 articles of amendment conform to law, he shall, when all
 12 fees have been paid as in this chapter prescribed:

13 (i) ~~endorse on each of such duplicate--originals the~~
 14 ~~original and the copy~~ the word "filed" and the month, day,
 15 and year of the filing thereof;

16 (ii) ~~file one of such duplicate--originals the original~~
 17 in his office; and

18 (iii) issue a certificate of amendment to which he
 19 shall affix the ~~other duplicate--original~~ copy.

20 (c) The certificate of amendment, together with the
 21 ~~duplicate--original~~ copy of the articles of amendment affixed
 22 thereto by the secretary of state, shall be returned to the
 23 corporation or its representative.

24 (4) The amendment becomes effective upon the issuance
 25 of the certificate of amendment by the secretary of state or

1 on such later date, not more than 30 days subsequent to the
 2 filing thereof with the secretary of state, as may be
 3 provided for in the articles of amendment, without any
 4 action thereon by the directors or shareholders of the
 5 corporation and with the same effect as if the amendments
 6 had been adopted by unanimous action of the directors and
 7 shareholders of the corporation."

8 Section 16. Section 35-1-213, MCA, is amended to read:

9 "35-1-213. Restated articles of incorporation. (1) A
 10 corporation may, by action taken in the same manner as
 11 required for amendment of articles of incorporation, adopt
 12 restated articles of incorporation. The restated articles of
 13 incorporation may contain any changes in the articles of
 14 incorporation that could be made by amendment regularly
 15 adopted. Adoption of restated articles of incorporation
 16 containing any such changes shall have the effect of
 17 amending the existing articles of incorporation to conform
 18 to the restated articles of incorporation without further
 19 action of the board of directors or shareholders. Restated
 20 articles of incorporation shall contain a statement that
 21 they supersede the theretofore existing articles of
 22 incorporation and amendments thereto. Restated articles of
 23 incorporation shall contain all the statements required by
 24 this chapter to be included in original articles of
 25 incorporation except that:

(a) the restated articles of incorporation shall set forth the amount of its stated capital at the time of the adoption of the restated articles of incorporation;

(b) in lieu of setting forth the address of the initial registered office and the name of the initial registered agent at such address, there shall be set forth the address, including street and number, if any, of the registered office and the name of the registered agent at such address at the time of the adoption of the restated articles of incorporation; and

(c) no statement need be made with respect to the names and addresses of directors constituting the initial board of directors or the names and addresses of the incorporators.

(2) Restated articles of incorporation when executed and filed in the manner prescribed in this chapter for articles of amendment shall supersede the theretofore existing articles of incorporation and amendments thereto.

(3) The restated articles of incorporation when filed shall be accompanied by a statement, executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, setting forth the following:

(a) the name of the corporation;

(b) the date of the adoption of the restated articles of incorporation by the shareholders;

(c) the number of shares outstanding and the number of shares entitled to vote thereon and, if the shares of any class are entitled to vote thereon as a class, the designation and number of outstanding shares entitled to vote thereon of each such class;

(d) the number of shares voted for and against the restated articles of incorporation, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against the restated articles of incorporation, respectively; and

(e) if the restated articles of incorporation provide for an exchange, reclassification, or cancellation of issued shares and, if the manner in which the same shall be effected is not set forth in the restated articles of incorporation, then a statement of the manner in which the same shall be effected."

Section 17. Section 35-1-306, MCA, is amended to read:

"35-1-306. Change of registered office or registered agent. (1) A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:

(a) the name of the corporation;

(b) the address of its then registered office;

(c) if the address of its registered office is changed, the address to which the registered office is to be changed;

(d) the name of its then registered agent;

(e) if its registered agent is changed, the name of its successor registered agent;

(f) that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed for the corporation by any officer thereof, verified by him, and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall, when all fees have been paid as in this chapter prescribed, file such statement in his office. Upon filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, is effective.

(3) A registered agent of a corporation may resign as registered agent upon ~~filing~~ executing a written notice of resignation, ~~executed in duplicate, and filing one original and one copy~~ with the secretary of state, who shall

immediately mail a copy thereof to the corporation at its registered office. The appointment of the agent shall terminate 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business address to another place within the same county, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above, except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 18. Section 35-1-602, MCA, is amended to read:

"35-1-602. Issuance of shares of preferred or special classes in series -- filing of statement. (1) If the articles of incorporation so provide, the shares of any preferred or special class may be divided into and issued in series. If the shares of any such class are to be issued in series, then each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. Any or all of the series of any such class and the variations in the relative rights and preferences as between different series may be fixed and determined by the articles of incorporation, but all shares

1 of the same class shall be identical except as to the
2 following relative rights and preferences as to which there
3 may be variations between different series:

- 4 (a) the rate of dividend;
- 5 (b) whether shares may be redeemed and, if so, the
6 redemption price and the terms and conditions of redemption;
- 7 (c) the amount payable upon shares in event of
8 voluntary and involuntary liquidation;
- 9 (d) sinking fund provisions, if any, for the
10 redemption or purchase of shares;
- 11 (e) the terms and conditions, if any, on which shares
12 may be converted; and
- 13 (f) voting rights, if any.

14 (2) If the articles of incorporation shall expressly
15 vest authority in the board of directors, then, to the
16 extent that the articles of incorporation shall not have
17 established series and fixed and determined the variations
18 in the relative rights and preferences as between series,
19 the board of directors shall have authority to divide any or
20 all of such classes into series and, within the limitations
21 set forth in this section and in the articles of
22 incorporation, fix and determine the relative rights and
23 preferences of the shares of any series so established.

24 (3) In order for the board of directors to establish a
25 series where authority so to do is contained in the articles

1 of incorporation, the board of directors shall adopt a
2 resolution setting forth the designation of the series and
3 fixing and determining the relative rights and preferences
4 thereof or so much thereof as shall not be fixed and
5 determined by the articles of incorporation.

6 (4) Prior to the issue of any shares of a series
7 established by resolution adopted by the board of directors,
8 the corporation shall file in the office of the secretary of
9 state a statement setting forth:

- 10 (a) the name of the corporation;
- 11 (b) a copy of the resolution establishing and
12 designating the series and fixing and determining the
13 relative rights and preferences thereof;
- 14 (c) the date of adoption of such resolution; and
- 15 (d) that such resolution was duly adopted by the board
16 of directors.

17 (5) Such statement shall be executed ~~in duplicate~~ by
18 the corporation by its president or a vice-president and by
19 its secretary or an assistant secretary and verified by one
20 of the officers signing such statement. The original and one
21 copy of such statement and shall be delivered to the
22 secretary of state. If the secretary of state finds that
23 such statement conforms to law, he shall, when all fees have
24 been paid as in this chapter prescribed:

- 25 (a) ~~endorse on each of such duplicate originals the~~

1 ~~original and the copy~~ the word "filed" and the month, day,
2 and year of the filing thereof;

3 (b) ~~file one-of-such-duplicate-originate~~ the original
4 in his office; and

5 (c) return the ~~other-duplicate-originate~~ copy to the
6 corporation or its representative.

7 (6) Upon the filing of such statement by the secretary
8 of state, the resolution establishing and designating the
9 series and fixing and determining the relative rights and
10 preferences thereof shall become effective and shall
11 constitute an amendment of the articles of incorporation."

12 Section 19. Section 35-1-612, MCA, is amended to read:

13 "35-1-612. Power of corporation to acquire its own
14 shares. (1) A corporation shall have the power to acquire
15 its own shares. All of its own shares acquired by a
16 corporation, upon acquisition, constitute authorized but
17 unissued shares unless the articles of incorporation provide
18 that they may not be reissued, in which case the authorized
19 shares shall be reduced by the number of shares acquired.

20 (2) If the number of authorized shares is reduced by
21 an acquisition, the corporation shall, no later than the
22 time it files its next annual report under this chapter with
23 the secretary of state, file a statement of cancellation
24 showing the reduction in the authorized shares. The
25 statement of cancellation shall be executed ~~in-duplicate~~ by

1 the corporation by its president or a vice-president and by
2 its secretary or an assistant secretary and verified by one
3 of the officers signing such statement and shall set forth:

4 (a) the name of the corporation;

5 (b) the number of acquired shares canceled, itemized
6 by classes and series; and

7 (c) the aggregate number of authorized shares,
8 itemized by classes and series, after giving effect to such
9 cancellation.

10 (3) ~~Duplicate--originate~~ one original and one copy of
11 such ~~the~~ statement shall be delivered to the secretary of
12 state. If the secretary of state finds that such statement
13 conforms to law, he shall, when all fees and franchise taxes
14 have been paid as ~~prescribed~~ in this chapter prescribed:

15 (a) endorse on ~~each-of-such--duplicate--originate~~ the
16 original and the copy the word "~~Filed~~" "filed" and the
17 month, day, and year of the filing thereof;

18 (b) ~~file one-of-such-duplicate-originate~~ the original
19 in his office; and

20 (c) return the ~~other--duplicate-originate~~ copy to the
21 corporation or its representative."

22 Section 20. Section 35-1-804, MCA, is amended to read:

23 "35-1-804. Articles of merger, consolidation, or
24 exchange -- contents -- filing. (1) Upon receiving the
25 approvals required by 35-1-801 and 35-1-803, articles of

1 merger, consolidation, or exchange shall be executed in
2 duplicate by each corporation by its president or a
3 vice-president and by its secretary or an assistant
4 secretary and verified by one of the officers of each
5 corporation signing such articles and shall set forth:

- 6 (a) the plan of merger, consolidation, or exchange;
- 7 (b) as to each corporation, either:
 - 8 (i) the number of shares outstanding and, if the
 - 9 shares of any class are entitled to vote as a class, the
 - 10 designation and number of outstanding shares of each such
 - 11 class; or
 - 12 (ii) a statement that the vote of shareholders is not
 - 13 required by virtue of 35-1-803(5); and
 - 14 (c) as to each corporation the approval of whose
 - 15 shareholders is required, the number of shares voted for and
 - 16 against such plan, respectively, and, if the shares of any
 - 17 class are entitled to vote as a class, the number of shares
 - 18 of each such class voted for and against such plan,
 - 19 respectively.

20 (2) ~~Duplicate--originals~~ One original and one copy of
21 the articles of merger, consolidation, or exchange shall be
22 delivered to the secretary of state. If the secretary of
23 state finds that such articles conform to law, he shall,
24 when all fees have been paid as ~~prescribed~~ in this chapter
25 prescribed:

1 (a) ~~endorse on each of such--duplicate--originals~~ the
2 ~~original and the copy~~ the word "filed" and the month, day,
3 and year of the filing thereof;

4 (b) ~~file one of such duplicate--originals~~ the original
5 in his office; and

6 (c) issue a certificate of merger, consolidation, or
7 exchange to which he shall affix the ~~other--duplicate~~
8 ~~original~~ copy.

9 (3) The certificate of merger, consolidation, or
10 exchange, together with the ~~duplicate--original~~ copy of the
11 articles of merger, ~~or--articles--of~~ consolidations, ~~or~~
12 ~~exchange~~ affixed thereto by the secretary of state, shall be
13 returned to the surviving, new, or acquiring corporation, as
14 the case may be, or its representative."

15 Section 21. Section 35-1-805, MCA, is amended to read:

16 "35-1-805. Merger of subsidiary without shareholder
17 approval. (1) Any corporation owning at least 95% of the
18 outstanding shares of each class of another corporation may
19 merge such other corporation into itself without approval by
20 a vote of the shareholders of either corporation. Its board
21 of directors shall, by resolution, approve a plan of merger
22 setting forth:

23 (a) the name of the subsidiary corporation and the
24 name of the corporation owning at least 95% of its shares,
25 which is hereinafter designated as the surviving

corporation; and

(b) the manner and basis of converting the shares of the subsidiary corporation into shares or other securities or obligations of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property.

(2) A copy of such plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.

(3) Articles of merger shall be executed ~~in duplicate~~ by the surviving corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of its officers signing such articles and shall set forth:

(a) the plan of merger;

(b) the number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation; and

(c) the date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger.

(4) On and ~~or~~ after the 30th day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation or upon the waiver thereof by the holders of all outstanding shares, ~~duplicate-originate one original and one copy~~ of the articles of merger shall be delivered to the secretary of state. If the secretary of

state finds that such articles conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each-of-such--duplicate--originate the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate the original~~ in his office; and

(c) issue a certificate of merger to which he shall affix the ~~other-duplicate-originate copy~~.

(5) The certificate of merger, together with the ~~duplicate-originate copy~~ of the articles of merger affixed thereto by the secretary of state, shall be returned to the surviving corporation or its representative."

Section 22. Section 35-1-901, MCA, is amended to read:

"35-1-901. Voluntary dissolution by incorporators or initial board of directors — filing of articles of dissolution. A corporation which has not commenced business and which has not issued any shares may be voluntarily dissolved by its incorporators at any time in the following manner:

(1) Articles of dissolution shall be executed ~~in duplicate~~ by a majority of the incorporators or initial board of directors and verified by them and shall set forth:

(a) the name of the corporation;

(b) the date of issuance of its certificate of

1 Incorporation;

2 (c) that none of its shares has been issued;

3 (d) that the corporation has not commenced business;

4 (e) that the amount, if any, actually paid in on

5 subscriptions for its shares, less any part thereof

6 disbursed for necessary expenses, has been returned to those

7 entitled thereto;

8 (f) that no debts of the corporation remain unpaid;

9 and

10 (g) that a majority of the incorporators elect that

11 the corporation be dissolved.

12 (2) ~~Duplicate-originate One original and one copy~~ of

13 the articles of dissolution shall be delivered to the

14 secretary of state. If the secretary of state finds that the

15 articles of dissolution conform to law, he shall, when all

16 fees have been paid as in this chapter prescribed:

17 (a) ~~endorse on each--of--such--duplicate--originate~~ the

18 original and the copy the word "filed" and the month, day,

19 and year of the filing thereof;

20 (b) ~~file one-of-such-duplicate-originate~~ the original

21 in his office; and

22 (c) issue a certificate of dissolution to which he

23 shall affix the ~~other-duplicate-originate~~ copy.

24 (3) The certificate of dissolution, together with the

25 ~~duplicate-originate~~ copy of the articles of dissolution

1 affixed thereto by the secretary of state, shall be returned

2 to the incorporators, the board of directors, or their

3 representative. Upon the issuance of such certificate of

4 dissolution by the secretary of state, the existence of the

5 corporation shall cease."

6 Section 23. Section 35-1-902, MCA, is amended to read:

7 "35-1-902. Voluntary dissolution by consent of

8 shareholders -- statement of intent. (1) A corporation may

9 be voluntarily dissolved by the written consent of all of

10 its shareholders.

11 (2) Upon the execution of such written consent, a

12 statement of intent to dissolve shall be executed ~~in~~

13 ~~duplicate~~ by the corporation by its president or a

14 vice-president and by its secretary or an assistant

15 secretary and verified by one of the officers signing such

16 statement, which statement shall set forth:

17 (a) the name of the corporation;

18 (b) the names and respective addresses of its

19 officers;

20 (c) the names and respective addresses of its

21 directors;

22 (d) a copy of the written consent signed by all

23 shareholders of the corporation; and

24 (e) a statement that such written consent has been

25 signed by all shareholders of the corporation or signed in

1 their names by their attorneys thereunto duly authorized."

2 Section 24. Section 35-1-903, MCA, is amended to read:

3 "35-1-903. Voluntary dissolution by act of corporation
4 -- statement of intent. A corporation may be dissolved by
5 the act of the corporation when authorized in the following
6 manner:

7 (1) The board of directors shall adopt a resolution
8 recommending that the corporation be dissolved and directing
9 that the question of such dissolution be submitted to a vote
10 at a meeting of shareholders, which may be either an annual
11 or a special meeting.

12 (2) Written notice shall be given to each shareholder
13 of record entitled to vote at such meeting within the time
14 and in the manner provided in this chapter for the giving of
15 notice of meetings of shareholders and, whether the meeting
16 be an annual or special meeting, shall state that the
17 purpose or one of the purposes of such meeting is to
18 consider the advisability of dissolving the corporation.

19 (3) At such meeting a vote of shareholders entitled to
20 vote thereat shall be taken on a resolution to dissolve the
21 corporation. Such resolution shall be adopted upon receiving
22 the affirmative vote of the holders of two-thirds of the
23 shares of the corporation entitled to vote thereon unless
24 any class of shares is entitled to vote thereon as a class,
25 in which event the resolution shall be adopted upon

1 receiving the affirmative vote of the holders of two-thirds
2 of the shares of each class of shares entitled to vote
3 thereon as a class and of the total shares entitled to vote
4 thereon.

5 (4) Upon the adoption of such resolution, a statement
6 of intent to dissolve shall be executed ~~in duplicate~~ by the
7 corporation by its president or a vice-president and by its
8 secretary or an assistant secretary and verified by one of
9 the officers signing such statement, which statement shall
10 set forth:

11 (a) the name of the corporation;

12 (b) the names and respective addresses of its
13 officers;

14 (c) the names and respective addresses of its
15 directors;

16 (d) a copy of the resolution adopted by the
17 shareholders authorizing the dissolution of the corporation;

18 (e) the number of shares outstanding and, if the
19 shares of any class are entitled to vote as a class, the
20 designation and number of outstanding shares of each such
21 class; and

22 (f) the number of shares voted for and against the
23 resolution, respectively, and if the shares of any class are
24 entitled to vote as a class, the number of shares of each
25 such class voted for and against the resolution,

1 respectively."

2 Section 25. Section 35-1-904, MCA, is amended to read:

3 "35-1-904. Filing of statement of intent to dissolve.

4 ~~Duplicate--originals~~ One original and one copy of the
5 statement of intent to dissolve, whether by consent of
6 shareholders or by act of the corporation, shall be
7 delivered to the secretary of state. If the secretary of
8 state finds that such statement conforms to law, he shall,
9 when all fees have been paid as in this chapter prescribed:

10 (1) ~~endorse on each of such duplicate--originals the~~
11 original and the copy the word "filed" and the month, day,
12 and year of the filing thereof;

13 (2) ~~file one of such duplicate--originals~~ the original
14 in his office; and

15 (3) return the ~~other--duplicate--original~~ copy to the
16 corporation or its representative."

17 Section 26. Section 35-1-907, MCA, is amended to read:

18 "35-1-907. Revocation of voluntary dissolution
19 proceedings by consent of shareholders. (1) By the written
20 consent of all of its shareholders, a corporation may, at
21 any time prior to the issuance of a certificate of
22 dissolution by the secretary of state, revoke voluntary
23 dissolution proceedings theretofore taken in the following
24 manner:

25 (2) Upon the execution of such written consent, a

1 statement of revocation of voluntary dissolution proceedings
2 shall be executed ~~in--duplicate~~ by the corporation by its
3 president or a vice-president and by its secretary or an
4 assistant secretary and verified by one of the officers
5 signing such statement, which statement shall set forth:

6 (a) the name of the corporation;

7 (b) the names and respective addresses of its
8 officers;

9 (c) the names and respective addresses of its
10 directors;

11 (d) a copy of the written consent signed by all
12 shareholders of the corporation revoking such voluntary
13 dissolution proceedings; and

14 (e) that such written consent has been signed by all
15 shareholders of the corporation or signed in their names by
16 their attorneys thereunto duly authorized."

17 Section 27. Section 35-1-908, MCA, is amended to read:

18 "35-1-908. Revocation of voluntary dissolution
19 proceedings by act of corporation. By the act of the
20 corporation, a corporation may, at any time prior to the
21 issuance of a certificate of dissolution by the secretary of
22 state, revoke voluntary dissolution proceedings theretofore
23 taken in the following manner:

24 (1) The board of directors shall adopt a resolution
25 recommending that the voluntary dissolution proceedings be

1 revoked and directing that the question of such revocation
2 be submitted to a vote at a special meeting of shareholders.

3 (2) Written notice stating that the purpose or one of
4 the purposes of such meeting is to consider the advisability
5 of revoking the voluntary dissolution proceedings shall be
6 given to each shareholder of record entitled to vote at such
7 meeting within the time and in the manner provided in this
8 chapter for the giving of notice of special meetings of
9 shareholders.

10 (3) At such meeting a vote of the shareholders
11 entitled to vote thereat shall be taken on a resolution to
12 revoke the voluntary dissolution proceedings, which shall
13 require for its adoption the affirmative vote of the holders
14 of two-thirds of the shares entitled to vote thereon.

15 (4) Upon the adoption of such resolution, a statement
16 of revocation of voluntary dissolution proceedings shall be
17 executed ~~in duplicate~~ by the corporation by its president or
18 a vice-president and by its secretary or an assistant
19 secretary and verified by one of the officers signing such
20 statement, which statement shall set forth:

21 (a) the name of the corporation;

22 (b) the names and respective addresses of its
23 officers;

24 (c) the names and respective addresses of its
25 directors;

1 (d) a copy of the resolution adopted by the
2 shareholders revoking the voluntary dissolution proceedings;

3 (e) the number of shares outstanding; ~~and~~

4 (f) the number of shares voted for and against the
5 resolution, respectively."

6 Section 28. Section 35-1-909, MCA, is amended to read:

7 "35-1-909. Filing of statement of revocation of
8 voluntary dissolution proceedings. ~~Duplicate originals and~~
9 ~~original and one copy~~ of the statement of revocation of
10 voluntary dissolution proceedings, whether by consent of
11 shareholders or by act of the corporation, shall be
12 delivered to the secretary of state. If the secretary of
13 state finds that such statement conforms to law, he shall,
14 when all fees have been paid as in this chapter prescribed:

15 (1) ~~endorse on each of such duplicate originals the~~
16 ~~original and the copy~~ the word "filed" and the month, day,
17 and year of the filing thereof;

18 (2) ~~file one of such duplicate originals the original~~
19 ~~in his office; and~~

20 (3) ~~return the other duplicate original copy~~ to the
21 corporation or its representative."

22 Section 29. Section 35-1-911, MCA, is amended to read:

23 "35-1-911. Articles of dissolution. If voluntary
24 dissolution proceedings have not been revoked, then when all
25 debts, liabilities, and obligations of the corporation have

1 been paid and discharged or adequate provision has been made
2 therefor and all of the remaining property and assets of the
3 corporation have been distributed to its shareholders,
4 articles of dissolution shall be executed ~~in duplicate~~ by
5 the corporation by its president or a vice-president and by
6 its secretary or an assistant secretary and verified by one
7 of the officers signing such statement, which statement
8 shall set forth:

9 (1) the name of the corporation;

10 (2) that the secretary of state has theretofore filed
11 a statement of intent to dissolve the corporation and the
12 date on which such statement was filed;

13 (3) that all debts, obligations, and liabilities of
14 the corporation have been paid and discharged or that
15 adequate provision has been made therefor;

16 (4) that all the remaining property and assets of the
17 corporation have been distributed among its shareholders in
18 accordance with their respective rights and interests; and

19 (5) that there are no suits pending against the
20 corporation in any court or that adequate provision has been
21 made for the satisfaction of any judgment, order, or decree
22 which may be entered against it in any pending suit."

23 Section 30. Section 35-1-912, MCA, is amended to read:

24 "35-1-912. Filing of articles of dissolution --
25 issuance of certificate of dissolution -- effect. (1)

1 ~~Duplicate-originate~~ One original and one copy of such
2 articles of dissolution shall be delivered to the secretary
3 of state. If the secretary of state finds that such articles
4 of dissolution conform to law, he shall, when all fees have
5 been paid as in this chapter prescribed:

6 (a) endorse on ~~each--of-such-duplicate-originate~~ the
7 original and the copy the word "filed" and the month, day,
8 and year of the filing thereof;

9 (b) file ~~one-of-such-duplicate-originate~~ the original
10 in his office; and

11 (c) issue a certificate of dissolution to which he
12 shall affix the ~~other-duplicate-originate~~ copy.

13 (2) The certificate of dissolution, together with the
14 ~~duplicate-originate~~ copy of the articles of dissolution
15 affixed thereto by the secretary of state, shall be returned
16 to the representative of the dissolved corporation. Upon the
17 issuance of such certificate of dissolution, the existence
18 of the corporation shall cease, except for the purpose of
19 suits, other proceedings, and appropriate corporate action
20 by shareholders, directors, and officers as provided in this
21 chapter."

22 Section 31. Section 35-1-1008, MCA, is amended to
23 read:

24 "35-1-1008. Application for a certificate of
25 authority. (1) A foreign corporation, in order to procure a

1 certificate of authority to transact business in this state,
2 shall make application therefor to the secretary of state,
3 which application shall set forth:

4 (a) the name of the corporation and the state or
5 country under the laws of which it is incorporated;

6 (b) if the name of the corporation does not contain
7 the word "corporation", "company", "incorporated", or
8 "limited" or an abbreviation of one of such words, then the
9 name of the corporation with the word or abbreviation which
10 it elects to add thereto for use in this state;

11 (c) the date of incorporation and the period of
12 duration of the corporation;

13 (d) the address, including street and number, if any,
14 of the principal office of the corporation in the state or
15 country under the laws of which it is incorporated;

16 (e) the address of the registered office of the
17 corporation in this state and the name of its registered
18 agent in this state at such address;

19 (f) the purpose or purposes of the corporation which
20 it proposes to pursue in the transaction of business in this
21 state;

22 (g) the names and respective addresses of the
23 directors and officers of the corporation;

24 (h) a statement of the aggregate number of shares
25 which the corporation has authority to issue, itemized by

1 classes and series, if any, within a class;

2 (i) a statement of the aggregate number of issued
3 shares, itemized by classes and series, if any, within a
4 class; and

5 (j) such additional information as may be necessary or
6 appropriate in order to enable the secretary of state to
7 determine whether such corporation is entitled to a
8 certificate of authority to transact business in this state
9 and to determine and assess the fees payable.

10 (2) Such application shall be made on forms prescribed
11 and furnished by the secretary of state and shall be
12 executed in duplicate by the corporation by its president or
13 a vice-president and by its secretary or an assistant
14 secretary and verified by one of the officers signing such
15 application."

16 Section 32. Section 35-1-1009, MCA, is amended to
17 read:

18 "35-1-1009. Filing of application -- Issuance of
19 certificate of authority. (1) ~~Duplicate--originals~~ One
20 original and one copy of the application of the corporation
21 for a certificate of authority shall be delivered to the
22 secretary of state, together with a copy of its articles of
23 incorporation and all amendments thereto, duly authenticated
24 by the proper officer of the state or country of
25 incorporation.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on each-of-such-documents ~~the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof; and

(b) file in his office ~~one-of-such-duplicate-originate~~ ~~the original~~ of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to transact business in this state to which he shall affix the ~~other duplicate-originate~~ copy of the application.

(3) The certificate of authority, together with the ~~duplicate--original~~ copy of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 33. Section 35-1-1011, MCA, is amended to read:

"35-1-1011. Amended certificate of authority. (1) A foreign corporation authorized to transact business in this state shall procure an amended certificate of authority in the event it changes its corporate name or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority by making application therefor to the secretary of

state.

(2) The requirements in respect to the form and contents of such application, the manner of its execution, the filing of ~~duplicate-originate-therof~~ one original and one copy with the secretary of state, the issuance of an amended certificate of authority and the effect thereof shall be the same as in the case of an original application for a certificate of authority."

Section 34. Section 35-1-1013, MCA, is amended to read:

"35-1-1013. Change of registered office or registered agent of foreign corporation. (1) A foreign corporation authorized to transact business in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:

(a) the name of the corporation;

(b) the address, including street and number, if any, of its then registered office;

(c) if the address of its registered office be changed, the address, including street and number, if any, to which the registered office is to be changed;

(d) the name of its then registered agent;

(e) if its registered agent be changed, the name of its successor registered agent;

(f) that the address, including street and number, if any, of its registered office and the address of the business office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for the corporation by its president or a vice-president~~ any officer thereof and verified by him and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office and, upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) Any A registered agent of a foreign corporation may resign as such ~~registered~~ agent upon ~~filing~~ executing a written notice ~~thereof,---executed---in---duplicate, of~~ resignation and filing one original and one copy with the secretary of state, who shall forthwith immediately mail a copy thereof to the corporation at its ~~principal~~ registered office ~~in the state or country under the laws of which it is incorporated.~~ The appointment of such ~~the~~ agent shall ~~terminate upon the expiration of 30 days after receipt of~~ such notice by the secretary of state.

(4) If a registered agent changes his or its business address to another place within the same county, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above, except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 35. Section 35-1-1018, MCA, is amended to read:

"35-1-1018. Filing of application for withdrawal -- issuance of certificate of withdrawal -- effect. (1) ~~Duplicate originals~~ One original and one copy of such application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such duplicate originals the~~ original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one of such duplicate originals the original~~ in his office; and

(c) issue a certificate of withdrawal to which he

shall affix the ~~other duplicate original copy~~.

(2) The certificate of withdrawal, together with the duplicate--original copy of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the issuance of such certificate of withdrawal, the authority of the corporation to transact business in this state shall cease."

Section 36. Section 35-2-201, MCA, is amended to read:

"35-2-201. Incorporators. One or more persons may incorporate a corporation by signing and delivering ~~one original and one copy~~ of articles of incorporation in duplicate to the secretary of state. But no subordinate body shall be incorporated unless such action is approved in writing by the grand, head, or national body in accordance with its applicable rules and such approval or certified copy thereof is attached to the articles of incorporation submitted to the secretary of state."

Section 37. Section 35-2-203, MCA, is amended to read:

"35-2-203. Articles of Incorporation -- filing -- issuance of certificate of incorporation. (1) Duplicate originals ~~One original and one copy~~ of the articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on each--of-such-duplicate-originals the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file one-of-such-duplicate-originals the original in his office; and

(c) issue a certificate of incorporation to which he shall affix the ~~other duplicate original copy~~.

(2) The certificate of incorporation, together with the duplicate-original copy of the articles of incorporation affixed thereto by the secretary of state, shall be returned to the incorporators or their representative."

Section 38. Section 35-2-208, MCA, is amended to read:

"35-2-208. Articles of amendment. The articles of amendment shall be executed in-duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

(1) the name of the corporation;

(2) the amendment so adopted;

(3) if there are members entitled to vote thereon:

(a) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(b) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

(4) If there are no members or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office."

Section 39. Section 35-2-209, MCA, is amended to read:

"35-2-209. Articles of amendment -- filing -- issuance of certificate of amendment -- effect of issuance. (1) ~~Duplicate--originals~~ One original and one copy of the articles of amendment shall be delivered to the secretary of state. If the secretary of state finds that the articles of amendment conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each--of--such--duplicate--originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originals the original~~ in his office; and

(c) issue a certificate of amendment to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of amendment, together with the ~~duplicate--original~~ copy of the articles of amendment affixed

thereto by the secretary of state, shall be returned to the corporation or its representative.

(3) Upon the issuance of the certificate of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

(4) No amendment shall affect any existing cause of action in favor of or against such corporation or any pending action to which such corporation shall be a party or the existing rights of persons other than members. In the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason."

Section 40. Section 35-2-210, MCA, is amended to read:

"35-2-210. Restated articles of incorporation. (1) A corporation may, by action taken in the same manner as required for amendment of articles of incorporation, adopt restated articles of incorporation. The restated articles of incorporation may contain any changes in the articles of incorporation that could be made by amendment regularly adopted. Adoption of restated articles of incorporation containing any such changes shall have the effect of amending the existing articles of incorporation to conform to the restated articles of incorporation, without further action of the board of directors or members. Restated

1 articles of incorporation shall contain a statement that
 2 they supersede the theretofore existing articles of
 3 incorporation and amendments thereto. Restated articles of
 4 incorporation shall contain all the statements required by
 5 this chapter to be included in original articles of
 6 incorporation except that:

7 (a) in lieu of setting forth the address of the
 8 initial registered office and the name of the initial
 9 registered agent at such address, there shall be set forth
 10 the address, including street and number, if any, of the
 11 registered office and the name of the registered agent at
 12 such address at the time of the adoption of the restated
 13 articles of incorporation; and

14 (b) no statement need be made with respect to the
 15 names and addresses of directors constituting the initial
 16 board of directors or the names and addresses of the
 17 incorporators.

18 (2) Restated articles of incorporation when executed
 19 and filed in the manner prescribed in this chapter for
 20 articles of amendment shall supersede the theretofore
 21 existing articles of incorporation and amendments thereto.

22 (3) The restated articles of incorporation when filed
 23 shall be accompanied by one original and one copy of a
 24 statement executed in duplicate by the corporation by its
 25 president or a vice-president and by its secretary or an

1 assistant secretary setting forth the following:

2 (a) the name of the corporation;

3 (b) the date of the adoption of the restated articles
 4 of incorporation by the members, but if there are no members
 5 or no members entitled to vote thereon, that the restated
 6 articles were adopted at a meeting of the board of directors
 7 upon receiving an affirmative vote of a majority of the
 8 directors in office; and

9 (c) that the restated articles correctly set forth the
 10 provisions of the articles of incorporation as theretofore
 11 amended and that they have been duly adopted as required by
 12 law."

13 Section 41. Section 35-2-303, MCA, is amended to read:

14 "35-2-303. Change of registered office or registered
 15 agent. (1) A corporation may change its registered office or
 16 change its registered agent, or both, upon filing in the
 17 office of the secretary of state a statement setting forth:

18 (a) the name of the corporation;

19 (b) the address of its then registered office;

20 (c) if the address of its registered office is to be
 21 changed, the address to which the registered office is to be
 22 changed;

23 (d) the name of its then registered agent;

24 (e) if its registered agent is to be changed, the name
 25 of its successor registered agent;

(f) that the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for the corporation by its president or a vice-president~~ any officer thereof and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office, and upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) Any ~~A~~ registered agent of a corporation may resign as such ~~registered agent upon filing~~ executing a written notice ~~of resignation thereof, executed in duplicate, and filing one original and one copy~~ with the secretary of state, who shall forthwith ~~immediately~~ mail a copy thereof to the corporation ~~in case of an officer who is not the resigning registered agent at the address of such officer as shown by the most recent annual report of the corporation at its registered office.~~ The appointment of such ~~the~~ agent shall terminate ~~upon the expiration of 30 days after receipt~~ of such notice by the secretary of state.

(4) If a registered agent changes his or its business

address to another place within the same state, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 42. Section 35-2-604, MCA, is amended to read:

"35-2-604. Articles of merger or consolidation -- filing -- issuance of certificate of merger or consolidation. (1) Upon such approval, articles of merger or articles of consolidation shall be executed ~~in duplicate~~ by each corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

(a) the plan of merger or the plan of consolidation;

(b) if the members of any merging or consolidating corporation are entitled to vote thereon, then as to each such corporation:

(i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(ii) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote

with respect thereto; and

(c) if any merging or consolidating corporation has no members or no members entitled to vote thereon, then as to each such corporation a statement of such fact, the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that such plan received the vote of a majority of the directors in office.

(2) ~~Duplicate-originate~~ One original and one copy of the articles of merger or articles of consolidation shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such duplicate-originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one of such duplicate-originate~~ the original in his office; and

(c) issue a certificate of merger or a certificate of consolidation to which he shall affix the ~~other duplicate~~ original copy.

(3) The certificate of merger or certificate of consolidation, together with the ~~duplicate-originate~~ copy of the articles of merger or articles of consolidation affixed thereto by the secretary of state, shall be returned to the surviving or new corporation, as the case may be, or its

representative."

Section 43. Section 35-2-705, MCA, is amended to read:

"35-2-705. Articles of dissolution. If voluntary dissolution proceedings have not been revoked, then when all debts, liabilities, and obligations of the corporation shall have been paid and discharged or adequate provision shall have been made therefor and all of the remaining property and assets of the corporation shall have been transferred, conveyed, or distributed in accordance with the provisions of this chapter, articles of dissolution shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary, which statement shall set forth:

(1) the name of the corporation;

(2) if there are members entitled to vote thereon:

(a) a statement setting forth the date of the meeting of members at which the resolution to dissolve was adopted, that a quorum was present at such meeting, and that such resolution received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(b) a statement that such resolution was adopted by a consent in writing signed by all members entitled to vote with respect thereto;

(3) if there are no members or no members entitled to

1 vote thereon, a statement of such fact, the date of the
2 meeting of the board of directors at which the resolution to
3 dissolve was adopted, and a statement of the fact that such
4 resolution received the vote of a majority of the directors
5 in office;

6 (4) that all debts, obligations, and liabilities of
7 the corporation have been paid and discharged or that
8 adequate provision has been made therefor;

9 (5) a copy of the plan of distribution, if any, as
10 adopted by the corporation or a statement that no plan was
11 so adopted;

12 (6) that all the remaining property and assets of the
13 corporation have been transferred, conveyed, or distributed
14 in accordance with the provisions of this chapter; and

15 (7) that there are no suits pending against the
16 corporation in any court or that adequate provision has been
17 made for the satisfaction of any judgment, order, or decree
18 which may be entered against it in any pending suit."

19 Section 44. Section 35-2-706, MCA, is amended to read:

20 "35-2-706. Filing of articles of dissolution --
21 issuance of certificate of dissolution -- effect. (1)
22 ~~duplicate-originate One original and one copy~~ of such the
23 articles of dissolution shall be delivered to the secretary
24 of state. If the secretary of state finds that such articles
25 of dissolution conform to law, he shall, when all fees have

1 been paid as in this chapter prescribed:

2 (a) ~~endorse on each--of-such-duplicate-originate the~~
3 ~~original and the copy~~ the word "filed" and the month, day,
4 and year of the filing thereof;

5 (b) ~~file one-of-such-duplicate-originate the original~~
6 in his office; and

7 (c) issue a certificate of dissolution to which he
8 shall affix the ~~other-duplicate-originate~~ copy.

9 (2) The certificate of dissolution, together with the
10 ~~duplicate-originate~~ copy of the articles of dissolution
11 affixed thereto by the secretary of state, shall be returned
12 to the representative of the dissolved corporation. Upon the
13 issuance of such certificate of dissolution the existence of
14 the corporation shall cease, except for the purpose of
15 suits, other proceedings, and appropriate corporate action
16 by members, directors, and officers as provided in this
17 chapter."

18 Section 45. Section 35-2-807, MCA, is amended to read:

19 "35-2-807. Application for certificate of authority.

20 (1) A foreign corporation, in order to procure a certificate
21 of authority to conduct affairs in this state, shall make
22 application therefor to the secretary of state, which
23 application shall set forth:

24 (a) the name of the corporation and the state or
25 country under the laws of which it is incorporated;

(b) the date of incorporation and the period of duration of the corporation;

(c) the address of the principal office of the corporation in the state or country under the laws of which it is incorporated;

(d) the address of the proposed registered office of the corporation in this state and the name of its proposed registered agent in this state at such address;

(e) the purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state;

(f) the names and respective addresses of the directors and officers of the corporation; and

(g) such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.

(2) Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary."

Section 46. Section 35-2-808, MCA, is amended to read:

"35-2-808. Filing of application -- Issuance of certificate of authority. (1) ~~Duplicate--originals One~~

~~original and one copy~~ of the application of the corporation for a certificate of authority shall be delivered to the secretary of state, together with a copy of its articles of incorporation and all amendments thereto, duly certified by the proper officer of the state or country under the laws of which it is incorporated.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such documents~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file in his office one of such duplicate originals~~ the original of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to conduct affairs in this state to which he shall affix the ~~other duplicate--original copy of the~~ application.

(3) The certificate of authority, together with the ~~duplicate--original copy~~ of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 47. Section 35-2-810, MCA, is amended to read:

"35-2-810. Amended certificate of authority. (1) A foreign corporation authorized to conduct affairs in this

1 state shall procure an amended certificate of authority in
2 the event it changes its corporate name or desires to pursue
3 in this state other or additional purposes than those set
4 forth in its prior application for a certificate of
5 authority, by making application therefor to the secretary
6 of state.

7 (2) The requirements in respect to the form and
8 contents of such application, the manner of its execution,
9 the filing of ~~duplicate originals thereof~~ one original and
10 one copy with the secretary of state, the issuance of an
11 amended certificate of authority, and the effect thereof
12 shall be the same as in the case of an original application
13 for a certificate of authority."

14 Section 48. Section 35-2-812, MCA, is amended to read:

15 "35-2-812. Change of registered office or registered
16 agent of foreign corporation. (1) A foreign corporation
17 authorized to conduct affairs in this state may change its
18 registered office or change its registered agent, or both,
19 upon filing in the office of the secretary of state a
20 statement setting forth:

21 (a) the name of the corporation;

22 (b) the address of its then registered office;

23 (c) if the address of its registered office be
24 changed, the address to which the registered office is to be
25 changed;

1 (d) the name of its registered agent;

2 (e) if its registered agent be changed, the name of
3 its successor registered agent;

4 (f) that the address of its registered office and the
5 address of the office of its registered agent, as changed,
6 will be identical; and

7 (g) that such change was authorized by resolution duly
8 adopted by its board of directors.

9 (2) Such statement shall be executed by ~~for~~ the
10 corporation by ~~its president or a vice president~~ any officer
11 thereof and delivered to the secretary of state. If the
12 secretary of state finds that such statement conforms to the
13 provisions of this chapter, he shall file such statement in
14 his office, and upon such filing, the change of address of
15 the registered office or the appointment of a new registered
16 agent, or both, as the case may be, shall become effective.

17 (3) ~~Any A registered agent in this state appointed by~~
18 ~~of a foreign corporation may resign as such registered agent~~
19 ~~upon filing~~ executing a written notice thereof, ~~executed in~~
20 ~~duplicate of resignation and filing one original and one~~
21 copy with the secretary of state, who shall forthwith
22 immediately mail a copy thereof to the foreign corporation
23 at its ~~principal registered office in the state or country~~
24 ~~under the laws of which it is incorporated as shown by its~~
25 ~~most recent annual report.~~ The appointment of such ~~the~~ agent

1 shall terminate ~~upon the expiration of~~ 30 days after receipt
2 of such notice by the secretary of state.

3 (4) If a registered agent changes his or its business
4 address to another place within the same state, he or it may
5 change such address and the address of the registered office
6 of any corporations of which he or it is registered agent by
7 filing a statement as required above except that it need be
8 signed only by the registered agent and need not be
9 responsive to (1)(e) or (1)(g) and must recite that a copy
10 of the statement has been mailed to each such corporation."

11 Section 49. Section 35-2-817, MCA, is amended to read:

12 "35-2-817. Filing of application for withdrawal --
13 issuance of certificate of withdrawal -- effect. (1)
14 ~~Duplicate originals. One original and one copy~~ of such the
15 application for withdrawal shall be delivered to the
16 secretary of state. If the secretary of state finds that
17 such application conforms to the provisions of this chapter,
18 he shall, when all fees have been paid as in this chapter
19 prescribed:

20 (a) endorse on ~~each of such duplicate originals the~~
21 ~~original and the copy~~ the word "filed" and the month, day,
22 and year of the filing thereof;

23 (b) file ~~one of such duplicate originals the original~~
24 in his office; and

25 (c) issue a certificate of withdrawal to which he

1 shall affix the ~~other duplicate original~~ copy.

2 (2) The certificate of withdrawal, together with the
3 ~~duplicate original~~ copy of the application for withdrawal
4 affixed thereto by the secretary of state, shall be returned
5 to the corporation or its representative. Upon the issuance
6 of such certificate of withdrawal, the authority of the
7 corporation to conduct affairs in this state shall cease."

8 Section 50. Section 35-2-1201, MCA, is amended to
9 read:

10 "35-2-1201. Reinstatement of corporation whose term
11 has expired. (1) The secretary of state may:

12 (a) reinstate any corporation which has expired under
13 the provisions of this chapter; and

14 (b) restore to such corporation its right to carry on
15 business in this state and to exercise all its corporate
16 privileges and immunities.

17 (2) A corporation applying for reinstatement shall
18 submit to the secretary of state ~~in duplicate an one~~
19 ~~original and one copy of the~~ application, executed and
20 verified by a person who was an officer or director at the
21 time of expiration, setting forth:

22 (a) the name of the corporation;

23 (b) a statement that the assets of the corporation
24 have not been liquidated;

25 (c) a statement that not less than a majority of its

1 directors have authorized the application for reinstatement;
2 and

3 (d) If its corporate name has been legally acquired by
4 another corporation prior to its application for
5 reinstatement, the corporate name under which the
6 corporation desires to be reinstated.

7 (3) The corporation shall submit with its application
8 for reinstatement:

9 (a) a certificate from the department of revenue
10 stating that all taxes imposed pursuant to Title 15 have
11 been paid; and

12 (b) a filing fee in an amount equal to one-half of the
13 filing and license fees which the corporation would be
14 required to pay if the corporation were filing its articles
15 of Incorporation.

16 (4) When all requirements are met and the secretary of
17 state reinstates the corporation to its former rights, he
18 shall:

19 (a) conform and file in his office reports,
20 statements, and other instruments submitted for
21 reinstatement;

22 (b) immediately issue and deliver to the corporation
23 so reinstated a certificate of reinstatement authorizing it
24 to transact business; and

25 (c) upon demand, issue to the corporation one or more

1 certified copies of such certificate of reinstatement.

2 (5) The secretary of state may not order a
3 reinstatement if 5 years have elapsed since the expiration."

4 Section 51. Section 35-6-201, MCA, is amended to read:

5 "35-6-201. Reinstatement of dissolved corporation. (1)

6 The secretary of state may:

7 (a) reinstate any corporation which has been dissolved
8 under the provisions of this chapter; and

9 (b) restore to such corporation its right to carry on
10 business in this state and to exercise all its corporate
11 privileges and immunities.

12 (2) A corporation applying for reinstatement shall
13 submit to the secretary of state ~~in duplicate~~ an original and one copy of the application, executed and
14 verified by a person who was an officer or director at the
15 time of dissolution, setting forth:

16 (a) the name of the corporation;

17 (b) a statement that the assets of the corporation
18 have not been liquidated pursuant to 35-1-921 or 35-2-711;

19 (c) a statement that not less than a majority of its
20 directors have authorized the application for reinstatement;
21 and

22 (d) If its corporate name has been legally acquired by
23 another corporation prior to its application for
24 reinstatement, the corporate name under which the
25

corporation desires to be reinstated.

(3) The corporation shall submit with its application for reinstatement:

(a) a certificate from the department of revenue stating that all taxes imposed pursuant to Title 15 have been paid; and

(b) a filing fee in an amount equal to one-half of the filing and license fees which the corporation would be required to pay if the corporation were filing its articles of incorporation.

(4) When all requirements are met and the secretary of state reinstates the corporation to its former rights, he shall:

(a) conform and file in his office reports, statements, and other instruments submitted for reinstatement; and

(b) immediately issue and deliver to the corporation so reinstated a certificate of reinstatement authorizing it to transact business; and

(c) upon demand, issue to the corporation one or more certified copies of such certificate of reinstatement.

(5) The secretary of state may not order a reinstatement if 5 years have elapsed since the dissolution."

Section 52. Section 35-12-606, MCA, is amended to

read:

"35-12-606. Filing in the office of the secretary of state. (1) ~~Two--signed-copies~~ One original and one copy of the certificate of limited partnership and of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation) must be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state finds that any certificate does not conform to law, upon receipt of all filing fees required by law the secretary of state shall:

(a) endorse on ~~each--duplicate--original~~ the original and the copy the word "filed" and the day, month, and year of the filing thereof;

(b) file ~~one--duplicate--original~~ the original in his office; and

(c) return the ~~other--duplicate--original~~ copy to the person who filed it or his representative.

(2) Upon the filing of a certificate of amendment (or judicial decree of amendment) in the office of the secretary of state, the certificate of limited partnership is amended as set forth therein; and upon the effective date of a certificate of cancellation (or a judicial decree thereof), the certificate of limited partnership is canceled."

1 Section 53. Section 35-12-1302, MCA, is amended to
2 read:

3 "35-12-1302. Registration. Before transacting business
4 in this state, a foreign limited partnership must register
5 with the secretary of state. In order to register, a foreign
6 limited partnership shall submit to the secretary of state
7 ~~in duplicate on one original and one copy of the~~ application
8 for registration as a foreign limited partnership, signed
9 and sworn to by a general partner and setting forth:

10 (1) the name of the foreign limited partnership and,
11 if different, the name under which it proposes to transact
12 business and register in this state;

13 (2) the state in which it was formed and date of its
14 formation;

15 (3) the general character of the business it proposes
16 to transact in this state;

17 (4) the name and address of any agent for service of
18 process on the foreign limited partnership whom the foreign
19 limited partnership desires to appoint, which agent must be
20 an individual resident of this state, a domestic
21 corporation, or a foreign corporation authorized to do
22 business in this state and with a place of business in this
23 state;

24 (5) a statement that the secretary of state is
25 appointed the agent of the foreign limited partnership for

1 service of process if no agent has been appointed pursuant
2 to subsection (4) or, if appointed, the agent's authority
3 has been revoked or the agent cannot be found or served with
4 the exercise of reasonable diligence;

5 (6) the address of the office required to be
6 maintained in the state of its organization by the laws of
7 that state or, if not so required, of the principal office
8 of the foreign limited partnership; and

9 (7) if the certificate of limited partnership filed in
10 the foreign limited partnership's state of organization is
11 not required to include the names and business addresses of
12 the partners, a list of the names and addresses."

13 Section 54. Section 35-12-1303, MCA, is amended to
14 read:

15 "35-12-1303. Issuance of registration. (1) If the
16 secretary of state finds that an application for
17 registration conforms to law and all requisite fees have
18 been paid, he shall:

19 (a) endorse on the application the word "filed" and
20 the month, day, and year of the filing thereof;

21 (b) file in his office ~~one of the duplicate originals~~
22 the original of the application; and

23 (c) issue a certificate of registration to transact
24 business in this state.

25 (2) The certificate of registration, together with one

1 ~~duplicate--original~~ a copy of the application, must be
2 returned to the person who filed the application or his
3 representative."

4 Section 55. Section 35-17-204, MCA, is amended to
5 read:

6 "35-17-204. Adoption of chapter by existing
7 associations. Any corporation or association organized under
8 statutes existing prior to March 5, 1921, may, by a majority
9 vote of its stockholders or members, be brought under the
10 provisions of this chapter by limiting its membership and
11 adopting the other restrictions as provided herein. It
12 shall ~~make-out-in-duplicate~~ prepare one original and one
13 copy of a statement signed and sworn to by its directors,
14 upon forms supplied by the secretary of state, to the effect
15 that the corporation or association has by a majority vote
16 of its stockholders or members decided to accept the
17 benefits and be bound by provisions of this chapter.
18 Articles of incorporation shall be filed as required in
19 35-17-202, except that they shall be signed by the members
20 of the board of directors. The filing fee shall be the same
21 as for filing an amendment to articles of incorporation."

-End-

Approved by Committee
on State Administration

1 ~~House~~ BILL NO. 167
2 INTRODUCED BY Amicks
3 BY REQUEST OF THE SECRETARY OF STATE
4
5 A BILL FOR AN ACT ENTITLED: "AN ACT TO AMEND AND GENERALLY
6 REVISE THE LAWS RELATING TO THE FILING OF DUPLICATE
7 ORIGINALS OF DOCUMENTS WITH THE SECRETARY OF STATE; AMENDING
8 SECTIONS 30-13-204, 30-13-207, 30-13-208, 30-13-210,
9 30-13-212, 30-13-311, 30-13-312, 30-13-314 THROUGH
10 30-13-316, 35-1-201, 35-1-203, 35-1-209, 35-1-210, 35-1-212,
11 35-1-213, 35-1-306, 35-1-602, 35-1-612, 35-1-804, 35-1-805,
12 35-1-901 THROUGH 35-1-904, 35-1-907 THROUGH 35-1-909,
13 35-1-911, 35-1-912, 35-1-1008, 35-1-1009, 35-1-1011,
14 35-1-1013, 35-1-1018, 35-2-201, 35-2-203, 35-2-208 THROUGH
15 35-2-210, 35-2-303, 35-2-604, 35-2-705, 35-2-706, 35-2-807,
16 35-2-808, 35-2-810, 35-2-812, 35-2-817, 35-2-1201, 35-6-201,
17 35-12-606, 35-12-1302, 35-12-1303, AND 35-17-204, MCA."
18
19 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
20 Section 1. Section 30-13-204, MCA, is amended to read:
21 "30-13-204. Filing application for registration --
22 issuance of certificate. (1) ~~Duplicate--originates One~~
23 original and one copy of application for registration of an
24 assumed business name shall be ~~executed and~~ delivered to the
25 secretary of state. If the secretary of state finds the

1 application complies with the provisions of this part, he
2 shall, when all fees have been paid as provided in this
3 part:
4 (a) ~~endorse on each--of--the duplicate--originates the~~
5 original and the copy the word "filed" and the month, day,
6 and year of the filing thereof;
7 (b) ~~file one--of--the duplicate--originates the original~~
8 in his office; and
9 (c) issue a certificate of registration, to which he
10 shall affix the ~~other--original~~ copy.
11 (2) The certificate of registration, together with the
12 ~~duplicate--original~~ copy of the application for registration
13 of an assumed business name affixed thereto by the secretary
14 of state, shall be returned to the applicant.
15 (3) The registration of an assumed business name
16 remains in effect until canceled."
17 Section 2. Section 30-13-207, MCA, is amended to read:
18 "30-13-207. Application for renewal of assumed
19 business name. ~~Duplicate--originates One original and one copy~~
20 of an application for renewal of registration of an assumed
21 business name shall be executed, verified, and delivered to
22 the secretary of state. The application shall include but
23 not be limited to the following information:
24 (1) the complete assumed business name;
25 (2) the name and address, including street name and

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1 number, if any, of applicant;

2 (3) description of business transacted; and

3 (4) the name of the county or counties in which
4 business is being transacted."

5 Section 3. Section 30-13-208, MCA, is amended to read:

6 "30-13-208. Filing of application for renewal of
7 registration of assumed business name -- issuance of
8 certificate thereon. (1) If the secretary of state finds the
9 application complies with the provisions of this part, he
10 shall, when all fees have been paid as provided in this
11 part:

12 (a) endorse on ~~each of the duplicate originals~~ the
13 original and the copy the word "filed" and the month, day,
14 and year of the filing thereof;

15 (b) file ~~one of the duplicate originals~~ the original
16 in his office; and

17 (c) issue a certificate of renewal, to which he shall
18 affix the ~~other duplicate original~~ copy.

19 (2) The certificate of renewal, together with the
20 ~~duplicate original~~ copy of ~~the~~ application for renewal of
21 registration of an assumed business name affixed thereto by
22 the secretary of state, shall be returned to the applicant."

23 Section 4. Section 30-13-210, MCA, is amended to read:

24 "30-13-210. Filing amendment to registration of
25 assumed business name -- issuance of certificate thereon.

1 ~~(1) Duplicate originals~~ One original and one copy of an
2 amendment to the registration of an assumed business name,
3 executed and verified on forms furnished by the secretary of
4 state, shall be delivered to the secretary of state. The
5 application for amended registration of an assumed business
6 name shall include but not be limited to the following
7 information:

8 (a) complete assumed business name prior to adoption
9 of amendment;

10 (b) complete new assumed business name, if applicable;

11 (c) name and address of the registrant, including
12 street name and number of the business office;

13 (d) if the name of any person having an interest in
14 the business with a registered assumed business name is to
15 be changed, the new name of the person having an interest in
16 the business with such registered assumed business name;

17 (e) the name of the county or counties in which the
18 name is being used;

19 (f) if there is a change in the identity of the county
20 or counties or addition of a county or counties in which the
21 assumed business name is being used or is to be used, the
22 name(s) of the new county or counties;

23 (g) if a person or persons having an interest in a
24 business with a registered assumed name withdraws or dies, a
25 statement of such fact; and

(h) a statement that the amended registration of assumed business name supersedes the original registration and all amendments thereto.

(2) If the secretary of state finds that the application for amended registration of assumed business name complies with this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the--duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of--the--duplicate--originals~~ the original in his office; and

(c) issue a certificate of amendment, to which he shall affix the ~~other--duplicate--original~~ copy.

(3) The certificate of amendment, together with the ~~duplicate--original~~ copy of the amendment affixed thereto by the secretary of state, shall be returned to the registrant.

(4) The failure of the registrant of an assumed business name to comply with the requirements of this section shall result in the cancellation by the secretary of state of the registration."

Section 5. Section 30-13-212, MCA, is amended to read:

"30-13-212. Filing application for reservation of assumed business name -- issuance of certificate thereon.

(1) ~~Duplicate--originals~~ One original and one copy of an

application for reservation of an assumed business name, duly executed and verified by the applicant, shall be delivered to the secretary of state. If the secretary of state finds the application complies with the provisions of this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the--duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of--the--duplicate--originals~~ the original in his office; and

(c) issue a certificate of reservation, to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of reservation, together with the ~~duplicate--original~~ copy of the application for reservation of an assumed business name affixed thereto by the secretary of state, shall be returned to the applicant."

Section 6. Section 30-13-311, MCA, is amended to read:

"30-13-311. Application for registration. (1) Subject to the limitations set forth in this part, a person who adopts and uses a mark in this state may file in the office of secretary of state, on a form to be furnished by the secretary of state, an application for registration of that mark setting forth information including but not limited to the following:

(a) the name and business address of the person applying for such registration and, if a corporation, the state of incorporation;

(b) the essential feature of the mark to be registered;

(c) the goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with such goods or services and the class in which such goods or services fall;

(d) the date when the mark was first used anywhere and the date when it was first used in this state by the applicant or his predecessor in business;

(e) a statement that the mark is presently in use in this state by the applicant; and

(f) a statement that the applicant is the owner of the mark and that no other person has the right to use the mark in this state either in the identical form thereof or in a form that so nearly resembles it that it might be calculated to deceive or might be mistaken for it.

(2) The application must be signed and verified by affidavit of the applicant or a member of the firm or an officer of the corporation or association applying.

(3) The application must be accompanied by two copies of a specimen or facsimile of such mark ~~in duplicate~~.

(4) The application for registration must be

accompanied by a filing fee of \$20, payable to the secretary of state."

Section 7. Section 30-13-312, MCA, is amended to read:

"30-13-312. Filing application and issuing certificate of registration. (1) ~~Duplicate-originate~~ One original and one copy of an application for registration of a mark must be delivered to the secretary of state. If the secretary of state finds that the application complies with the requirements of this part, he shall, when all fees have been paid as prescribed in this part:

(a) endorse on ~~each--such--duplicate--original~~ the original and the copy the words ~~word~~ "filed for record" and the month, day, and year of the filing thereof;

(b) file ~~one--such--duplicate--original~~ the original in his office; and

(c) issue a certificate of registration to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of registration, together with the ~~duplicate--original~~ copy of the application for registration of mark affixed thereto, shall be returned to the applicant.

(3) Any certificate of registration issued by the secretary of state under the provisions of this section or a copy thereof duly certified by the secretary of state is admissible in evidence as competent and sufficient proof of the registration of such mark in any judicial proceeding in

any court of this state."

Section 8. Section 30-13-314, MCA, is amended to read:

"30-13-314. Filing application for renewal of registration -- issuing certificate of renewal. (1) ~~Duplicate--originals~~ One original and one copy of an application for renewal of mark registration must be delivered to the secretary of state. If the secretary of state finds that the application complies with the requirements of this part, he shall, when all fees have been paid as prescribed in this part:

(a) endorse on ~~each--such--duplicate--original~~ the original and the copy the words ~~word~~ "filed for record" and the month, day, and year of the filing thereof;

(b) file ~~one--such--duplicate--original~~ the original in his office; and

(c) issue a certificate of registration to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of renewal of registration, together with the ~~duplicate--original~~ copy of the application for renewal of ~~mark~~ registration ~~of--the--mark~~ affixed thereto, shall be returned to the applicant.

(3) A mark registration may be renewed for successive periods of 10 years in the manner provided for in subsections (1) and (2).

(4) The secretary of state shall notify registrants of

marks of the necessity of renewal within the year immediately preceding the expiration of the 10 years from the date of registration, by writing to the last-known address of the registrants.

(5) Any registration in force on July 1, 1979, expires 10 years from the date of the registration or from the date of the last renewal thereof or on July 1, 1980, whichever is later, if renewal of mark registration is not effected in the manner provided for in this part.

(6) The secretary of state shall, by January 1, 1981, notify each person who registered a mark prior to July 1, 1980, of the date of expiration of such registration unless renewed in accordance with the provisions of this part, by writing to the last-known address of the registrant."

Section 9. Section 30-13-315, MCA, is amended to read:

"30-13-315. Assignment. (1) Any mark and its registration under this part may be assigned in conjunction with the good will of the business in which the mark is used or with that part of the good will of the business connected with the use of and symbolized by the mark for the remainder of the term of the current registration. An assignment of any registration under this part is void as against any subsequent purchaser for valuable consideration without notice unless it is recorded with the secretary of state within 3 months after the date of the assignment or prior to

1 such subsequent purchase.

2 (2) ~~Duplicate--originals~~ One original and one copy of
3 an assignment of a mark must be delivered to the secretary
4 of state and shall set forth information including but not
5 limited to the following:

- 6 (a) the name and address of the assignor;
- 7 (b) the name and address of the assignee;
- 8 (c) the registration number of the mark; and
- 9 (d) the date of registration.

10 (3) The assignment of a mark must be signed and
11 verified by the assignor.

12 (4) The assignment of a mark must be accompanied by a
13 filing fee of \$20, payable to the secretary of state."

14 Section 10. Section 30-13-316, MCA, is amended to
15 read:

16 "30-13-316. Filing of assignment -- Issuing
17 certificate of assignment. (1) ~~Duplicate--originals~~ One
18 original and one copy of the assignment of a mark must be
19 delivered to the secretary of state. If the secretary of
20 state finds that the assignment complies with the
21 requirements of this part, he shall, when all fees have been
22 paid as prescribed in this part:

- 23 (a) endorse on each--such--duplicate--original the
24 original and the copy the words word "filed for record" and
25 the month, day, and year of the filing thereof;

1 (b) file ~~one-such-duplicate--original~~ the original in
2 his office; and

3 (c) issue a certificate of assignment to which he
4 shall affix the ~~other-duplicate--original~~ copy.

5 (2) The certificate of assignment, together with the
6 duplicate--original copy of assignment of a mark affixed
7 thereto, shall be returned to the assignee."

8 Section 11. Section 35-1-201, MCA, is amended to read:

9 "35-1-201. Incorporators. One or more persons of legal
10 age or a domestic or foreign corporation may act as
11 incorporator or incorporators of a corporation by signing,
12 acknowledging, and delivering ~~in duplicate~~ one original and
13 one copy of articles of incorporation to the secretary of
14 state ~~articles of incorporation for such corporation.~~"

15 Section 12. Section 35-1-203, MCA, is amended to read:

16 "35-1-203. Articles of incorporation -- filing --
17 issuance of certificate of incorporation. (1) ~~Duplicate~~
18 ~~originals~~ One original and one copy of the articles of
19 incorporation shall be delivered to the secretary of state.
20 If the secretary of state finds that the articles of
21 incorporation conform to law, he shall, when all fees have
22 been paid as in this chapter prescribed:

- 23 (a) endorse on each-of-such--duplicate--originals the
24 original and the copy the word "filed" and the month, day,
25 and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate the original~~
in his office; and

(c) issue a certificate of incorporation to which he
shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of incorporation, together with
the ~~duplicate-originate~~ copy of the articles of incorporation
affixed thereto by the secretary of state, shall be returned
to the incorporators or their representative."

Section 13. Section 35-1-209, MCA, is amended to read:

"35-1-209. Articles of amendment -- contents. The
articles of amendment shall be executed ~~in duplicate~~ by the
corporation by its president or a vice-president and by its
secretary or an assistant secretary and verified by one of
the officers signing such articles and shall set forth:

(1) the name of the corporation;

(2) the amendments so adopted;

(3) the date of the adoption of the amendment by the
shareholders or the board of directors when no shares have
been issued;

(4) the number of shares outstanding and the number of
shares entitled to vote thereon and, if the shares of any
class are entitled to vote thereon as a class, the
designation and number of outstanding shares entitled to
vote thereon of each such class;

(5) the number of shares voted for and against such

amendments, respectively, and, if the shares of any class
are entitled to vote thereon as a class, the number of
shares of each such class voted for and against such
amendment, respectively, or, if no shares have been issued,
a statement to that effect; and

(6) if such amendment provides for an exchange,
reclassification, or cancellation of issued shares and if
the manner in which the same shall be effected is not set
forth in the amendment, then a statement of the manner in
which the same shall be effected."

Section 14. Section 35-1-210, MCA, is amended to read:

"35-1-210. Filing of articles of amendment and
issuance of certificate of amendment. (1) ~~Duplicate~~
~~originate~~ One original and one copy of the articles of
amendment shall be delivered to the secretary of state. If
the secretary of state finds that the articles of amendment
conform to law, he shall, when all fees have been paid as in
this chapter prescribed:

(a) ~~endorse on each-of-such-duplicate-originate the~~
~~original and the copy~~ the word "filed" and the month, day,
and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate the original~~
in his office; and

(c) issue a certificate of amendment to which he shall
affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of amendment, together with the duplicate-original copy of the articles of amendment affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 15. Section 35-1-212, MCA, is amended to read:

"35-1-212. Amendment of articles of incorporation in reorganization proceedings. (1) Whenever a plan of reorganization of a corporation has been confirmed by decree or order of a court of competent jurisdiction in proceedings for the reorganization of such corporation pursuant to the provisions of any applicable statute of the United States relating to reorganizations of corporations, the articles of incorporation of the corporation may be amended in the manner provided in this section in as many respects as may be necessary to carry out the plan and put it into effect, so long as the articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation at the time of making such amendment.

(2) In particular and without limitation upon such general power of amendment, the articles of incorporation may be amended for such purpose so as to:

(a) change the corporate name, period of duration, or corporate purposes of the corporation;

(b) repeal, alter, or amend the bylaws of the

corporation;

(c) change the aggregate number of shares or shares of any class which the corporation has authority to issue;

(d) change the preferences, limitations, and relative rights in respect of all or any part of the shares of the corporation and classify, reclassify, or cancel all or any part thereof, whether issued or unissued;

(e) authorize the issuance of bonds, debentures, or other obligations of the corporation, whether or not convertible into shares of any class or bearing warrants or other evidences of optional rights to purchase or subscribe for shares of any class, and fix the terms and conditions thereof; and

(f) constitute or reconstitute and classify or reclassify the board of directors of the corporation and appoint directors and officers in place of or in addition to all or any of the directors or officers then in office.

(3) Amendments to the articles of incorporation pursuant to this section shall be made in the following manner:

(a) Articles of amendment approved by decree or order of such court shall be executed and verified in duplicate by such person or persons as the court shall designate or appoint for the purpose and shall set forth the name of the corporation, the amendments of the articles of incorporation

1 approved by the court, the date of the decree or order
 2 approving the articles of amendment, the title of the
 3 proceedings in which the decree or order was entered, and a
 4 statement that such decree or order was entered by a court
 5 having jurisdiction of the proceedings for the
 6 reorganization of the corporation pursuant to the provisions
 7 of an applicable statute of the United States.

8 (b) ~~Duplicate--originals~~ One original and one copy of
 9 the articles of amendment shall be delivered to the
 10 secretary of state. If the secretary of state finds that the
 11 articles of amendment conform to law, he shall, when all
 12 fees have been paid as in this chapter prescribed:

13 (i) ~~endorse on each of such duplicate--originals the~~
 14 ~~original and the copy~~ the word "filed" and the month, day,
 15 and year of the filing thereof;

16 (ii) ~~file one of such duplicate--originals the original~~
 17 in his office; and

18 (iii) issue a certificate of amendment to which he
 19 shall affix the ~~other duplicate--original copy~~.

20 (c) The certificate of amendment, together with the
 21 ~~duplicate--original copy~~ of the articles of amendment affixed
 22 thereto by the secretary of state, shall be returned to the
 23 corporation or its representative.

24 (4) The amendment becomes effective upon the issuance
 25 of the certificate of amendment by the secretary of state or

1 on such later date, not more than 30 days subsequent to the
 2 filing thereof with the secretary of state, as may be
 3 provided for in the articles of amendment, without any
 4 action thereon by the directors or shareholders of the
 5 corporation and with the same effect as if the amendments
 6 had been adopted by unanimous action of the directors and
 7 shareholders of the corporation.*

8 Section 16. Section 35-1-213, MCA, is amended to read:

9 "35-1-213. Restated articles of incorporation. (1) A
 10 corporation may, by action taken in the same manner as
 11 required for amendment of articles of incorporation, adopt
 12 restated articles of incorporation. The restated articles of
 13 incorporation may contain any changes in the articles of
 14 incorporation that could be made by amendment regularly
 15 adopted. Adoption of restated articles of incorporation
 16 containing any such changes shall have the effect of
 17 amending the existing articles of incorporation to conform
 18 to the restated articles of incorporation without further
 19 action of the board of directors or shareholders. Restated
 20 articles of incorporation shall contain a statement that
 21 they supersede the theretofore existing articles of
 22 incorporation and amendments thereto. Restated articles of
 23 incorporation shall contain all the statements required by
 24 this chapter to be included in original articles of
 25 incorporation except that:

1 (a) the restated articles of incorporation shall set
2 forth the amount of its stated capital at the time of the
3 adoption of the restated articles of incorporation;

4 (b) in lieu of setting forth the address of the
5 initial registered office and the name of the initial
6 registered agent at such address, there shall be set forth
7 the address, including street and number, if any, of the
8 registered office and the name of the registered agent at
9 such address at the time of the adoption of the restated
10 articles of incorporation; and

11 (c) no statement need be made with respect to the
12 names and addresses of directors constituting the initial
13 board of directors or the names and addresses of the
14 incorporators.

15 (2) Restated articles of incorporation when executed
16 and filed in the manner prescribed in this chapter for
17 articles of amendment shall supersede the theretofore
18 existing articles of incorporation and amendments thereto.

19 (3) The restated articles of incorporation when filed
20 shall be accompanied by a statement, executed ~~in duplicate~~
21 by the corporation by its president or a vice-president and
22 by its secretary or an assistant secretary and verified by
23 one of the officers signing such statement, setting forth
24 the following:

25 (a) the name of the corporation;

1 (b) the date of the adoption of the restated articles
2 of incorporation by the shareholders;

3 (c) the number of shares outstanding and the number of
4 shares entitled to vote thereon and, if the shares of any
5 class are entitled to vote thereon as a class, the
6 designation and number of outstanding shares entitled to
7 vote thereon of each such class;

8 (d) the number of shares voted for and against the
9 restated articles of incorporation, respectively, and, if
10 the shares of any class are entitled to vote thereon as a
11 class, the number of shares of each such class voted for and
12 against the restated articles of incorporation,
13 respectively; and

14 (e) if the restated articles of incorporation provide
15 for an exchange, reclassification, or cancellation of issued
16 shares and, if the manner in which the same shall be
17 effected is not set forth in the restated articles of
18 incorporation, then a statement of the manner in which the
19 same shall be effected.*

20 Section 17. Section 35-1-306, MCA, is amended to read:

21 *35-1-306. Change of registered office or registered
22 agent. (1) A corporation may change its registered office or
23 change its registered agent, or both, upon filing in the
24 office of the secretary of state a statement setting forth:

25 (a) the name of the corporation;

1 (b) the address of its then registered office;

2 (c) If the address of its registered office is

3 changed, the address to which the registered office is to be

4 changed;

5 (d) the name of its then registered agent;

6 (e) if its registered agent is changed, the name of

7 its successor registered agent;

8 (f) that the address of its registered office and the

9 address of the business office of its registered agent, as

10 changed, will be identical; and

11 (g) that such change was authorized by resolution duly

12 adopted by its board of directors.

13 (2) Such statement shall be executed for the

14 corporation by any officer thereof, verified by him, and

15 delivered to the secretary of state. If the secretary of

16 state finds that such statement conforms to the provisions

17 of this chapter, he shall, when all fees have been paid as

18 in this chapter prescribed, file such statement in his

19 office. Upon filing, the change of address of the registered

20 office or the appointment of a new registered agent, or

21 both, as the case may be, is effective.

22 (3) A registered agent of a corporation may resign as

23 registered agent upon ~~filing~~ ~~executing~~ a written notice of

24 resignation, ~~executed in duplicate, and filing one original~~

25 ~~and one copy~~ with the secretary of state, who shall

1 immediately mail a copy thereof to the corporation at its

2 registered office. The appointment of the agent shall

3 terminate 30 days after receipt of such notice by the

4 secretary of state.

5 (4) If a registered agent changes his or its business

6 address to another place within the same county, he or it

7 may change such address and the address of the registered

8 office of any corporations of which he or it is registered

9 agent by filing a statement as required above, except that

10 it need be signed only by the registered agent and need not

11 be responsive to (1)(e) or (1)(g) and must recite that a

12 copy of the statement has been mailed to each such

13 corporation."

14 Section 18. Section 35-1-602, MCA, is amended to read:

15 "35-1-602. Issuance of shares of preferred or special

16 classes in series -- filing of statement. (1) If the

17 articles of incorporation so provide, the shares of any

18 preferred or special class may be divided into and issued in

19 series. If the shares of any such class are to be issued in

20 series, then each series shall be so designated as to

21 distinguish the shares thereof from the shares of all other

22 series and classes. Any or all of the series of any such

23 class and the variations in the relative rights and

24 preferences as between different series may be fixed and

25 determined by the articles of incorporation, but all shares

1 of the same class shall be identical except as to the
2 following relative rights and preferences as to which there
3 may be variations between different series:

- 4 (a) the rate of dividend;
- 5 (b) whether shares may be redeemed and, if so, the
6 redemption price and the terms and conditions of redemption;
- 7 (c) the amount payable upon shares in event of
8 voluntary and involuntary liquidation;
- 9 (d) sinking fund provisions, if any, for the
10 redemption or purchase of shares;
- 11 (e) the terms and conditions, if any, on which shares
12 may be converted; and
- 13 (f) voting rights, if any.

14 (2) If the articles of incorporation shall expressly
15 vest authority in the board of directors, then, to the
16 extent that the articles of incorporation shall not have
17 established series and fixed and determined the variations
18 in the relative rights and preferences as between series,
19 the board of directors shall have authority to divide any or
20 all of such classes into series and, within the limitations
21 set forth in this section and in the articles of
22 incorporation, fix and determine the relative rights and
23 preferences of the shares of any series so established.

24 (3) In order for the board of directors to establish a
25 series where authority so to do is contained in the articles

1 of incorporation, the board of directors shall adopt a
2 resolution setting forth the designation of the series and
3 fixing and determining the relative rights and preferences
4 thereof or so much thereof as shall not be fixed and
5 determined by the articles of incorporation.

6 (4) Prior to the issue of any shares of a series
7 established by resolution adopted by the board of directors,
8 the corporation shall file in the office of the secretary of
9 state a statement setting forth:

- 10 (a) the name of the corporation;
- 11 (b) a copy of the resolution establishing and
12 designating the series and fixing and determining the
13 relative rights and preferences thereof;
- 14 (c) the date of adoption of such resolution; and
- 15 (d) that such resolution was duly adopted by the board
16 of directors.

17 (5) Such statement shall be executed ~~in duplicate~~ by
18 the corporation by its president or a vice-president and by
19 its secretary or an assistant secretary and verified by one
20 of the officers signing such statement. ~~The original and one~~
21 ~~copy of such statement~~ and shall be delivered to the
22 secretary of state. If the secretary of state finds that
23 such statement conforms to law, he shall, when all fees have
24 been paid as in this chapter prescribed:

- 25 (a) endorse on ~~each of such duplicate originals~~ the

~~original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original in his office; and

(c) return the ~~other-duplicate-originate~~ copy to the corporation or its representative.

(6) Upon the filing of such statement by the secretary of state, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the articles of incorporation."

Section 19. Section 35-1-612, MCA, is amended to read:

"35-1-612. Power of corporation to acquire its own shares. (1) A corporation shall have the power to acquire its own shares. All of its own shares acquired by a corporation, upon acquisition, constitute authorized but unissued shares unless the articles of incorporation provide that they may not be reissued, in which case the authorized shares shall be reduced by the number of shares acquired.

(2) If the number of authorized shares is reduced by an acquisition, the corporation shall, no later than the time it files its next annual report under this chapter with the secretary of state, file a statement of cancellation showing the reduction in the authorized shares. The statement of cancellation shall be executed ~~in duplicate~~ by

the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement and shall set forth:

(a) the name of the corporation;

(b) the number of acquired shares canceled, itemized by classes and series; and

(c) the aggregate number of authorized shares, itemized by classes and series, after giving effect to such cancellation.

(3) ~~Duplicate--originate~~ One original and one copy of such ~~the~~ statement shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as ~~prescribed~~ in this chapter prescribed:

(a) endorse on ~~each-of-such--duplicate--originate~~ the original and the copy the word "~~filed~~" "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original in his office; and

(c) return the ~~other--duplicate-originate~~ copy to the corporation or its representative."

Section 20. Section 35-1-804, MCA, is amended to read:

"35-1-804. Articles of merger, consolidation, or exchange -- contents -- filing. (1) Upon receiving the approvals required by 35-1-801 and 35-1-803, articles of

merger, consolidation, or exchange shall be executed in duplicate by each corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers of each corporation signing such articles and shall set forth:

(a) the plan of merger, consolidation, or exchange;

(b) as to each corporation, either:

(i) the number of shares outstanding and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class; or

(ii) a statement that the vote of shareholders is not required by virtue of 35-1-803(5); and

(c) as to each corporation the approval of whose shareholders is required, the number of shares voted for and against such plan, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against such plan, respectively.

(2) ~~Duplicate--originals~~ One original and one copy of the articles of merger, consolidation, or exchange shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he shall, when all fees have been paid as prescribed in this chapter prescribed:

(a) ~~endorse on each of such duplicate originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one of such duplicate originals~~ the original in his office; and

(c) issue a certificate of merger, consolidation, or exchange to which he shall affix the ~~other--duplicate original~~ copy.

(3) The certificate of merger, consolidation, or exchange, together with the ~~duplicate original~~ copy of the articles of merger, ~~or--articles--of~~ consolidation, ~~or~~ exchange affixed thereto by the secretary of state, shall be returned to the surviving, new, or acquiring corporation, as the case may be, or its representative."

Section 21. Section 35-1-805, MCA, is amended to read:

"35-1-805. Merger of subsidiary without shareholder approval. (1) Any corporation owning at least 95% of the outstanding shares of each class of another corporation may merge such other corporation into itself without approval by a vote of the shareholders of either corporation. Its board of directors shall, by resolution, approve a plan of merger setting forth:

(a) the name of the subsidiary corporation and the name of the corporation owning at least 95% of its shares, which is hereinafter designated as the surviving

corporation; and

(b) the manner and basis of converting the shares of the subsidiary corporation into shares or other securities or obligations of the surviving corporation or of any other corporation or, in whole or in part, into cash or other property.

(2) A copy of such plan of merger shall be mailed to each shareholder of record of the subsidiary corporation.

(3) Articles of merger shall be executed ~~in duplicate~~ by the surviving corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of its officers signing such articles and shall set forth:

(a) the plan of merger;

(b) the number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation; and

(c) the date of the mailing to shareholders of the subsidiary corporation of a copy of the plan of merger.

(4) On and ~~or~~ after the 30th day after the mailing of a copy of the plan of merger to shareholders of the subsidiary corporation or upon the waiver thereof by the holders of all outstanding shares, ~~duplicate originals and~~ original and one copy of the articles of merger shall be delivered to the secretary of state. If the secretary of

state finds that such articles conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on each-of-such--~~duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file one-of-such-duplicate-originals the original in his office; and

(c) issue a certificate of merger to which he shall affix the other-duplicate-original ~~copy~~.

(5) The certificate of merger, together with the ~~duplicate--original copy~~ of the articles of merger affixed thereto by the secretary of state, shall be returned to the surviving corporation or its representative."

Section 22. Section 35-1-901, MCA, is amended to read:

"35-1-901. Voluntary dissolution by incorporators or initial board of directors -- filing of articles of dissolution. A corporation which has not commenced business and which has not issued any shares may be voluntarily dissolved by its incorporators at any time in the following manner:

(1) Articles of dissolution shall be executed ~~in duplicate~~ by a majority of the incorporators or initial board of directors and verified by them and shall set forth:

(a) the name of the corporation;

(b) the date of issuance of its certificate of

1 Incorporation;

2 (c) that none of its shares has been issued;

3 (d) that the corporation has not commenced business;

4 (e) that the amount, if any, actually paid in on

5 subscriptions for its shares, less any part thereof

6 disbursed for necessary expenses, has been returned to those

7 entitled thereto;

8 (f) that no debts of the corporation remain unpaid;

9 and

10 (g) that a majority of the incorporators elect that

11 the corporation be dissolved.

12 (2) ~~Duplicate-originate One original and one copy~~ of

13 the articles of dissolution shall be delivered to the

14 secretary of state. If the secretary of state finds that the

15 articles of dissolution conform to law, he shall, when all

16 fees have been paid as in this chapter prescribed:

17 (a) endorse on each--of-such-duplicate-originate the

18 ~~original and the copy~~ the word "filed" and the month, day,

19 and year of the filing thereof;

20 (b) file ~~one-of-such-duplicate-originate the original~~

21 in his office; and

22 (c) issue a certificate of dissolution to which he

23 shall affix the ~~other-duplicate-originate copy~~.

24 (3) The certificate of dissolution, together with the

25 ~~duplicate-originate copy~~ of the articles of dissolution

1 affixed thereto by the secretary of state, shall be returned

2 to the incorporators, the board of directors, or their

3 representative. Upon the issuance of such certificate of

4 dissolution by the secretary of state, the existence of the

5 corporation shall cease."

6 Section 23. Section 35-1-902, MCA, is amended to read:

7 "35-1-902. Voluntary dissolution by consent of

8 shareholders -- statement of intent. (1) A corporation may

9 be voluntarily dissolved by the written consent of all of

10 its shareholders.

11 (2) Upon the execution of such written consent, a

12 statement of intent to dissolve shall be executed ~~in~~

13 ~~duplicate~~ by the corporation by its president or a

14 vice-president and by its secretary or an assistant

15 secretary and verified by one of the officers signing such

16 statement, which statement shall set forth:

17 (a) the name of the corporation;

18 (b) the names and respective addresses of its

19 officers;

20 (c) the names and respective addresses of its

21 directors;

22 (d) a copy of the written consent signed by all

23 shareholders of the corporation; and

24 (e) a statement that such written consent has been

25 signed by all shareholders of the corporation or signed in

1 their names by their attorneys thereunto duly authorized."

2 Section 24. Section 35-1-903, MCA, is amended to read:

3 "35-1-903. Voluntary dissolution by act of corporation
4 -- statement of intent. A corporation may be dissolved by
5 the act of the corporation when authorized in the following
6 manner:

7 (1) The board of directors shall adopt a resolution
8 recommending that the corporation be dissolved and directing
9 that the question of such dissolution be submitted to a vote
10 at a meeting of shareholders, which may be either an annual
11 or a special meeting.

12 (2) Written notice shall be given to each shareholder
13 of record entitled to vote at such meeting within the time
14 and in the manner provided in this chapter for the giving of
15 notice of meetings of shareholders and, whether the meeting
16 be an annual or special meeting, shall state that the
17 purpose or one of the purposes of such meeting is to
18 consider the advisability of dissolving the corporation.

19 (3) At such meeting a vote of shareholders entitled to
20 vote thereat shall be taken on a resolution to dissolve the
21 corporation. Such resolution shall be adopted upon receiving
22 the affirmative vote of the holders of two-thirds of the
23 shares of the corporation entitled to vote thereon unless
24 any class of shares is entitled to vote thereon as a class,
25 in which event the resolution shall be adopted upon

1 receiving the affirmative vote of the holders of two-thirds
2 of the shares of each class of shares entitled to vote
3 thereon as a class and of the total shares entitled to vote
4 thereon.

5 (4) Upon the adoption of such resolution, a statement
6 of intent to dissolve shall be executed ~~in duplicate~~ by the
7 corporation by its president or a vice-president and by its
8 secretary or an assistant secretary and verified by one of
9 the officers signing such statement, which statement shall
10 set forth:

11 (a) the name of the corporation;

12 (b) the names and respective addresses of its
13 officers;

14 (c) the names and respective addresses of its
15 directors;

16 (d) a copy of the resolution adopted by the
17 shareholders authorizing the dissolution of the corporation;

18 (e) the number of shares outstanding and, if the
19 shares of any class are entitled to vote as a class, the
20 designation and number of outstanding shares of each such
21 class; and

22 (f) the number of shares voted for and against the
23 resolution, respectively, and if the shares of any class are
24 entitled to vote as a class, the number of shares of each
25 such class voted for and against the resolution,

1 respectively."

2 Section 25. Section 35-1-904, MCA, is amended to read:

3 "35-1-904. Filing of statement of intent to dissolve.
4 ~~Duplicate--originals~~ One original and one copy of the
5 statement of intent to dissolve, whether by consent of
6 shareholders or by act of the corporation, shall be
7 delivered to the secretary of state. If the secretary of
8 state finds that such statement conforms to law, he shall,
9 when all fees have been paid as in this chapter prescribed:

10 (1) ~~endorse on each-of-such--duplicate--originals the~~
11 original and the copy the word "filed" and the month, day,
12 and year of the filing thereof;

13 (2) ~~file one-of-such--duplicate--originals the original~~
14 in his office; and

15 (3) return the ~~other--duplicate--original~~ copy to the
16 corporation or its representative."

17 Section 26. Section 35-1-907, MCA, is amended to read:

18 "35-1-907. Revocation of voluntary dissolution
19 proceedings by consent of shareholders. (1) By the written
20 consent of all of its shareholders, a corporation may, at
21 any time prior to the issuance of a certificate of
22 dissolution by the secretary of state, revoke voluntary
23 dissolution proceedings theretofore taken in the following
24 manner:

25 (2) Upon the execution of such written consent, a

1 statement of revocation of voluntary dissolution proceedings
2 shall be executed ~~in--duplicate~~ by the corporation by its
3 president or a vice-president and by its secretary or an
4 assistant secretary and verified by one of the officers
5 signing such statement, which statement shall set forth:

6 (a) the name of the corporation;

7 (b) the names and respective addresses of its
8 officers;

9 (c) the names and respective addresses of its
10 directors;

11 (d) a copy of the written consent signed by all
12 shareholders of the corporation revoking such voluntary
13 dissolution proceedings; and

14 (e) that such written consent has been signed by all
15 shareholders of the corporation or signed in their names by
16 their attorneys thereunto duly authorized."

17 Section 27. Section 35-1-908, MCA, is amended to read:

18 "35-1-908. Revocation of voluntary dissolution
19 proceedings by act of corporation. By the act of the
20 corporation, a corporation may, at any time prior to the
21 issuance of a certificate of dissolution by the secretary of
22 state, revoke voluntary dissolution proceedings theretofore
23 taken in the following manner:

24 (1) The board of directors shall adopt a resolution
25 recommending that the voluntary dissolution proceedings be

1 revoked and directing that the question of such revocation
2 be submitted to a vote at a special meeting of shareholders.

3 (2) Written notice stating that the purpose or one of
4 the purposes of such meeting is to consider the advisability
5 of revoking the voluntary dissolution proceedings shall be
6 given to each shareholder of record entitled to vote at such
7 meeting within the time and in the manner provided in this
8 chapter for the giving of notice of special meetings of
9 shareholders.

10 (3) At such meeting a vote of the shareholders
11 entitled to vote thereat shall be taken on a resolution to
12 revoke the voluntary dissolution proceedings, which shall
13 require for its adoption the affirmative vote of the holders
14 of two-thirds of the shares entitled to vote thereon.

15 (4) Upon the adoption of such resolution, a statement
16 of revocation of voluntary dissolution proceedings shall be
17 executed ~~in duplicate~~ by the corporation by its president or
18 a vice-president and by its secretary or an assistant
19 secretary and verified by one of the officers signing such
20 statement, which statement shall set forth:

21 (a) the name of the corporation;

22 (b) the names and respective addresses of its
23 officers;

24 (c) the names and respective addresses of its
25 directors;

1 (d) a copy of the resolution adopted by the
2 shareholders revoking the voluntary dissolution proceedings;

3 (e) the number of shares outstanding; and

4 (f) the number of shares voted for and against the
5 resolution, respectively."

6 Section 28. Section 35-1-909, MCA, is amended to read:

7 "35-1-909. Filing of statement of revocation of
8 voluntary dissolution proceedings. ~~Duplicate originals One~~
9 original and one copy of the statement of revocation of
10 voluntary dissolution proceedings, whether by consent of
11 shareholders or by act of the corporation, shall be
12 delivered to the secretary of state. If the secretary of
13 state finds that such statement conforms to law, he shall,
14 when all fees have been paid as in this chapter prescribed:

15 (1) ~~endorse on each of such duplicate originals the~~
16 original and the copy the word "filed" and the month, day,
17 and year of the filing thereof;

18 (2) ~~file one of such duplicate originals the original~~
19 in his office; and

20 (3) ~~return the other duplicate original copy~~ to the
21 corporation or its representative."

22 Section 29. Section 35-1-911, MCA, is amended to read:

23 "35-1-911. Articles of dissolution. If voluntary
24 dissolution proceedings have not been revoked, then when all
25 debts, liabilities, and obligations of the corporation have

been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the corporation have been distributed to its shareholders, articles of dissolution shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, which statement shall set forth:

(1) the name of the corporation;

(2) that the secretary of state has theretofore filed a statement of intent to dissolve the corporation and the date on which such statement was filed;

(3) that all debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;

(4) that all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests; and

(5) that there are no suits pending against the corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit."

Section 30. Section 35-1-912, MCA, is amended to read:

"35-1-912. Filing of articles of dissolution -- issuance of certificate of dissolution -- effect. (1)

~~Duplicate-originate~~ one original and one copy of such articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each--of--such--duplicate--originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one-of--such--duplicate--originate~~ the original in his office; and

(c) issue a certificate of dissolution to which he shall affix the ~~other--duplicate--originate~~ copy.

(2) The certificate of dissolution, together with the ~~duplicate-originate~~ copy of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation. Upon the issuance of such certificate of dissolution, the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by shareholders, directors, and officers as provided in this chapter."

Section 31. Section 35-1-1008, MCA, is amended to read:

"35-1-1008. Application for a certificate of authority. (1) A foreign corporation, in order to procure a

1 certificate of authority to transact business in this state,
2 shall make application therefor to the secretary of state,
3 which application shall set forth:

4 (a) the name of the corporation and the state or
5 country under the laws of which it is incorporated;

6 (b) if the name of the corporation does not contain
7 the word "corporation", "company", "incorporated", or
8 "limited" or an abbreviation of one of such words, then the
9 name of the corporation with the word or abbreviation which
10 it elects to add thereto for use in this state;

11 (c) the date of incorporation and the period of
12 duration of the corporation;

13 (d) the address, including street and number, if any,
14 of the principal office of the corporation in the state or
15 country under the laws of which it is incorporated;

16 (e) the address of the registered office of the
17 corporation in this state and the name of its registered
18 agent in this state at such address;

19 (f) the purpose or purposes of the corporation which
20 it proposes to pursue in the transaction of business in this
21 state;

22 (g) the names and respective addresses of the
23 directors and officers of the corporation;

24 (h) a statement of the aggregate number of shares
25 which the corporation has authority to issue, itemized by

1 classes and series, if any, within a class;

2 (i) a statement of the aggregate number of issued
3 shares, itemized by classes and series, if any, within a
4 class; and

5 (j) such additional information as may be necessary or
6 appropriate in order to enable the secretary of state to
7 determine whether such corporation is entitled to a
8 certificate of authority to transact business in this state
9 and to determine and assess the fees payable.

10 (2) Such application shall be made on forms prescribed
11 and furnished by the secretary of state and shall be
12 executed ~~in duplicate~~ by the corporation by its president or
13 a vice-president and by its secretary or an assistant
14 secretary and verified by one of the officers signing such
15 application."

16 Section 32. Section 35-1-1009, MCA, is amended to
17 read:

18 "35-1-1009. Filing of application -- Issuance of
19 certificate of authority. (1) ~~Duplicate originals One~~
20 ~~original and one copy~~ of the application of the corporation
21 for a certificate of authority shall be delivered to the
22 secretary of state, together with a copy of its articles of
23 incorporation and all amendments thereto, duly authenticated
24 by the proper officer of the state or country of
25 incorporation.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each of such documents~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof; and

(b) file in his office ~~one of such duplicate originals~~ the original of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to transact business in this state to which he shall affix the ~~other duplicate original~~ copy of the application.

(3) The certificate of authority, together with the ~~duplicate original~~ copy of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 33. Section 35-1-1011, MCA, is amended to read:

"35-1-1011. Amended certificate of authority. (1) A foreign corporation authorized to transact business in this state shall procure an amended certificate of authority in the event it changes its corporate name or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority by making application therefor to the secretary of

state.

(2) The requirements in respect to the form and contents of such application, the manner of its execution, the filing of ~~duplicate originals thereof~~ one original and one copy with the secretary of state, the issuance of an amended certificate of authority and the effect thereof shall be the same as in the case of an original application for a certificate of authority."

Section 34. Section 35-1-1013, MCA, is amended to read:

"35-1-1013. Change of registered office or registered agent of foreign corporation. (1) A foreign corporation authorized to transact business in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:

(a) the name of the corporation;

(b) the address, including street and number, if any, of its then registered office;

(c) if the address of its registered office be changed, the address, including street and number, if any, to which the registered office is to be changed;

(d) the name of its then registered agent;

(e) if its registered agent be changed, the name of its successor registered agent;

(f) that the address, including street and number, if any, of its registered office and the address of the business office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for the~~ corporation by ~~its-president-or-a-vice-president~~ any officer thereof and verified by him and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office and, upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) Any A registered agent of a foreign corporation may resign as such ~~registered~~ agent upon ~~filing~~ executing a written notice ~~thereof---executed---in---duplicate,~~ of resignation and filing one original and one copy with the secretary of state, who shall forthwith ~~immediately~~ mail a copy thereof to the corporation at its ~~principal~~ registered office ~~in-the-state-or-country-under-the-laws-of-which-it-is~~ incorporated. The appointment of such ~~the~~ agent shall ~~terminate-upon-the-expiration-of~~ 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business address to another place within the same county, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above, except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 35. Section 35-1-1018, MCA, is amended to read:

"35-1-1018. Filing of application for withdrawal -- issuance of certificate of withdrawal -- effect. (1) ~~Duplicate-originate~~ One original and one copy of such application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each-of-such---duplicate---originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original in his office; and

(c) issue a certificate of withdrawal to which he

shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of withdrawal, together with the duplicate--~~originate~~ copy of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the issuance of such certificate of withdrawal, the authority of the corporation to transact business in this state shall cease."

Section 36. Section 35-2-201, MCA, is amended to read:

"35-2-201. Incorporators. One or more persons may incorporate a corporation by signing and delivering ~~one original and one copy of~~ articles of incorporation in duplicate to the secretary of state. But no subordinate body shall be incorporated unless such action is approved in writing by the grand, head, or national body in accordance with its applicable rules and such approval or certified copy thereof is attached to the articles of incorporation submitted to the secretary of state."

Section 37. Section 35-2-203, MCA, is amended to read:

"35-2-203. Articles of incorporation -- filing -- issuance of certificate of incorporation. (1) ~~Duplicate~~ ~~originate~~ One original and one copy of the articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on each--~~of-such-duplicate-originate~~ ~~the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one-of-such-duplicate-originate~~ the original in his office; and

(c) issue a certificate of incorporation to which he shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of incorporation, together with the ~~duplicate-originate~~ copy of the articles of incorporation affixed thereto by the secretary of state, shall be returned to the incorporators or their representative."

Section 38. Section 35-2-208, MCA, is amended to read:

"35-2-208. Articles of amendment. The articles of amendment shall be executed ~~in-duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

(1) the name of the corporation;

(2) the amendment so adopted;

(3) if there are members entitled to vote thereon:

(a) a statement setting forth the date of the meeting of members at which the amendment was adopted, that a quorum was present at such meeting, and that such amendment received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(b) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

(4) If there are no members or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office."

Section 39. Section 35-2-209, MCA, is amended to read:

"35-2-209. Articles of amendment -- filing -- issuance of certificate of amendment -- effect of issuance. (1) ~~Duplicate--originals~~ One original and one copy of the articles of amendment shall be delivered to the secretary of state. If the secretary of state finds that the articles of amendment conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each--of--such--duplicate--originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of--such--duplicate--originals the original~~ in his office; and

(c) issue a certificate of amendment to which he shall affix the ~~other--duplicate--original~~ copy.

(2) The certificate of amendment, together with the ~~duplicate--original~~ copy of the articles of amendment affixed

thereto by the secretary of state, shall be returned to the corporation or its representative.

(3) Upon the issuance of the certificate of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

(4) No amendment shall affect any existing cause of action in favor of or against such corporation or any pending action to which such corporation shall be a party or the existing rights of persons other than members. In the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason."

Section 40. Section 35-2-210, MCA, is amended to read:

"35-2-210. Restated articles of incorporation. (1) A corporation may, by action taken in the same manner as required for amendment of articles of incorporation, adopt restated articles of incorporation. The restated articles of incorporation may contain any changes in the articles of incorporation that could be made by amendment regularly adopted. Adoption of restated articles of incorporation containing any such changes shall have the effect of amending the existing articles of incorporation to conform to the restated articles of incorporation, without further action of the board of directors or members. Restated

1 articles of incorporation shall contain a statement that
 2 they supersede the theretofore existing articles of
 3 incorporation and amendments thereto. Restated articles of
 4 incorporation shall contain all the statements required by
 5 this chapter to be included in original articles of
 6 incorporation except that:

7 (a) in lieu of setting forth the address of the
 8 initial registered office and the name of the initial
 9 registered agent at such address, there shall be set forth
 10 the address, including street and number, if any, of the
 11 registered office and the name of the registered agent at
 12 such address at the time of the adoption of the restated
 13 articles of incorporation; and

14 (b) no statement need be made with respect to the
 15 names and addresses of directors constituting the initial
 16 board of directors or the names and addresses of the
 17 incorporators.

18 (2) Restated articles of incorporation when executed
 19 and filed in the manner prescribed in this chapter for
 20 articles of amendment shall supersede the theretofore
 21 existing articles of incorporation and amendments thereto.

22 (3) The restated articles of incorporation when filed
 23 shall be accompanied by one original and one copy of a
 24 statement executed ~~in duplicate~~ by the corporation by its
 25 president or a vice-president and by its secretary or an

1 assistant secretary setting forth the following:

2 (a) the name of the corporation;

3 (b) the date of the adoption of the restated articles
 4 of incorporation by the members, but if there are no members
 5 or no members entitled to vote thereon, that the restated
 6 articles were adopted at a meeting of the board of directors
 7 upon receiving an affirmative vote of a majority of the
 8 directors in office; and

9 (c) that the restated articles correctly set forth the
 10 provisions of the articles of incorporation as theretofore
 11 amended and that they have been duly adopted as required by
 12 law."

13 Section 41. Section 35-2-303, MCA, is amended to read:

14 "35-2-303. Change of registered office or registered
 15 agent. (1) A corporation may change its registered office or
 16 change its registered agent, or both, upon filing in the
 17 office of the secretary of state a statement setting forth:

18 (a) the name of the corporation;

19 (b) the address of its then registered office;

20 (c) if the address of its registered office is to be
 21 changed, the address to which the registered office is to be
 22 changed;

23 (d) the name of its then registered agent;

24 (e) if its registered agent is to be changed, the name
 25 of its successor registered agent;

(f) that the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for~~ the corporation by ~~its president or a vice-president~~ any officer thereof and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office, and upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) Any ~~A~~ registered agent of a corporation may resign as such registered agent upon ~~filing~~ executing a written notice ~~of resignation thereof executed in duplicate, and~~ filing one original and one copy with the secretary of state, who shall forthwith ~~immediately~~ mail a copy thereof to the corporation ~~in care of an officer who is not the resigning registered agent at the address of such officer as shown by the most recent annual report of the corporation at its registered office.~~ The appointment of such ~~the~~ agent shall terminate ~~upon the expiration of~~ 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business

address to another place within the same state, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 42. Section 35-2-604, MCA, is amended to read:

"35-2-604. Articles of merger or consolidation -- filing -- issuance of certificate of merger or consolidation. (1) Upon such approval, articles of merger or articles of consolidation shall be executed ~~in duplicate~~ by each corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

(a) the plan of merger or the plan of consolidation;

(b) if the members of any merging or consolidating corporation are entitled to vote thereon, then as to each such corporation:

(i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(ii) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote

1 with respect thereto; and

2 (c) if any merging or consolidating corporation has no
3 members or no members entitled to vote thereon, then as to
4 each such corporation a statement of such fact, the date of
5 the meeting of the board of directors at which the plan was
6 adopted, and a statement of the fact that such plan received
7 the vote of a majority of the directors in office.

8 (2) ~~Duplicate-originate~~ One original and one copy of
9 the articles of merger or articles of consolidation shall be
10 delivered to the secretary of state. If the secretary of
11 state finds that such articles conform to law, he shall,
12 when all fees have been paid as in this chapter prescribed:

13 (a) ~~endorse on each of such duplicate-originate~~ the
14 original and the copy the word "filed" and the month, day,
15 and year of the filing thereof;

16 (b) ~~file one of such duplicate-originate~~ the original
17 in his office; and

18 (c) issue a certificate of merger or a certificate of
19 consolidation to which he shall affix the ~~other--duplicate~~
20 ~~original copy~~.

21 (3) The certificate of merger or certificate of
22 consolidation, together with the ~~duplicate-originate~~ copy of
23 the articles of merger or articles of consolidation affixed
24 thereto by the secretary of state, shall be returned to the
25 surviving or new corporation, as the case may be, or its

1 representative."

2 Section 43. Section 35-2-705, MCA, is amended to read:

3 "35-2-705. Articles of dissolution. If voluntary
4 dissolution proceedings have not been revoked, then when all
5 debts, liabilities, and obligations of the corporation shall
6 have been paid and discharged or adequate provision shall
7 have been made therefor and all of the remaining property
8 and assets of the corporation shall have been transferred,
9 conveyed, or distributed in accordance with the provisions
10 of this chapter, articles of dissolution shall be executed
11 ~~in duplicate~~ by the corporation by its president or a
12 vice-president and by its secretary or an assistant
13 secretary, which statement shall set forth:

14 (1) the name of the corporation;

15 (2) if there are members entitled to vote thereon:

16 (a) a statement setting forth the date of the meeting
17 of members at which the resolution to dissolve was adopted,
18 that a quorum was present at such meeting, and that such
19 resolution received at least two-thirds of the votes which
20 members present at such meeting or represented by proxy were
21 entitled to cast; or

22 (b) a statement that such resolution was adopted by a
23 consent in writing signed by all members entitled to vote
24 with respect thereto;

25 (3) if there are no members or no members entitled to

1 vote thereon, a statement of such fact, the date of the
2 meeting of the board of directors at which the resolution to
3 dissolve was adopted, and a statement of the fact that such
4 resolution received the vote of a majority of the directors
5 in office;

6 (4) that all debts, obligations, and liabilities of
7 the corporation have been paid and discharged or that
8 adequate provision has been made therefor;

9 (5) a copy of the plan of distribution, if any, as
10 adopted by the corporation or a statement that no plan was
11 so adopted;

12 (6) that all the remaining property and assets of the
13 corporation have been transferred, conveyed, or distributed
14 in accordance with the provisions of this chapter; and

15 (7) that there are no suits pending against the
16 corporation in any court or that adequate provision has been
17 made for the satisfaction of any judgment, order, or decree
18 which may be entered against it in any pending suit."

19 Section 44. Section 35-2-706, MCA, is amended to read:

20 "35-2-706. Filing of articles of dissolution --
21 issuance of certificate of dissolution -- effect. (1)
22 ~~Duplicate-originate One original and one copy~~ of such the
23 articles of dissolution shall be delivered to the secretary
24 of state. If the secretary of state finds that such articles
25 of dissolution conform to law, he shall, when all fees have

1 been paid as in this chapter prescribed:

2 (a) ~~endorse on each--of-such-duplicate-originate the~~
3 ~~original and the copy~~ the word "filed" and the month, day,
4 and year of the filing thereof;

5 (b) ~~file one-of-such-duplicate-originate the original~~
6 in his office; and

7 (c) issue a certificate of dissolution to which he
8 shall affix the ~~other-duplicate-originate copy~~.

9 (2) The certificate of dissolution, together with the
10 ~~duplicate-originate copy~~ of the articles of dissolution
11 affixed thereto by the secretary of state, shall be returned
12 to the representative of the dissolved corporation. Upon the
13 issuance of such certificate of dissolution the existence of
14 the corporation shall cease, except for the purpose of
15 suits, other proceedings, and appropriate corporate action
16 by members, directors, and officers as provided in this
17 chapter."

18 Section 45. Section 35-2-807, MCA, is amended to read:

19 "35-2-807. Application for certificate of authority.

20 (1) A foreign corporation, in order to procure a certificate
21 of authority to conduct affairs in this state, shall make
22 application therefor to the secretary of state, which
23 application shall set forth:

24 (a) the name of the corporation and the state or
25 country under the laws of which it is incorporated;

(b) the date of incorporation and the period of duration of the corporation;

(c) the address of the principal office of the corporation in the state or country under the laws of which it is incorporated;

(d) the address of the proposed registered office of the corporation in this state and the name of its proposed registered agent in this state at such address;

(e) the purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state;

(f) the names and respective addresses of the directors and officers of the corporation; and

(g) such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.

(2) Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary."

Section 46. Section 35-2-808, MCA, is amended to read:

"35-2-808. Filing of application -- issuance of certificate of authority. (1) ~~Duplicate--originals~~ ~~one~~

~~original and one copy~~ of the application of the corporation for a certificate of authority shall be delivered to the secretary of state, together with a copy of its articles of incorporation and all amendments thereto, duly certified by the proper officer of the state or country under the laws of which it is incorporated.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such documents the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) file in his office ~~one of such duplicate originals the original~~ of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to conduct affairs in this state to which he shall affix the ~~other duplicate--original copy of the~~ application.

(3) The certificate of authority, together with the ~~duplicate--original copy~~ of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 47. Section 35-2-810, MCA, is amended to read:

"35-2-810. Amended certificate of authority. (1) A foreign corporation authorized to conduct affairs in this

1 state shall procure an amended certificate of authority in
2 the event it changes its corporate name or desires to pursue
3 in this state other or additional purposes than those set
4 forth in its prior application for a certificate of
5 authority, by making application therefor to the secretary
6 of state.

7 (2) The requirements in respect to the form and
8 contents of such application, the manner of its execution,
9 the filing of ~~duplicate originals thereof~~ one original and
10 one copy with the secretary of state, the issuance of an
11 amended certificate of authority, and the effect thereof
12 shall be the same as in the case of an original application
13 for a certificate of authority."

14 Section 48. Section 35-2-812, MCA, is amended to read:

15 "35-2-812. Change of registered office or registered
16 agent of foreign corporation. (1) A foreign corporation
17 authorized to conduct affairs in this state may change its
18 registered office or change its registered agent, or both,
19 upon filing in the office of the secretary of state a
20 statement setting forth:

21 (a) the name of the corporation;

22 (b) the address of its then registered office;

23 (c) if the address of its registered office be
24 changed, the address to which the registered office is to be
25 changed;

1 (d) the name of its registered agent;

2 (e) if its registered agent be changed, the name of
3 its successor registered agent;

4 (f) that the address of its registered office and the
5 address of the office of its registered agent, as changed,
6 will be identical; and

7 (g) that such change was authorized by resolution duly
8 adopted by its board of directors.

9 (2) Such statement shall be executed by ~~for~~ the
10 corporation by ~~its president or a vice-president~~ any officer
11 thereof and delivered to the secretary of state. If the
12 secretary of state finds that such statement conforms to the
13 provisions of this chapter, he shall file such statement in
14 his office, and upon such filing, the change of address of
15 the registered office or the appointment of a new registered
16 agent, or both, as the case may be, shall become effective.

17 (3) ~~Any~~ A registered agent ~~in this state appointed by~~
18 ~~of~~ a foreign corporation may resign as such registered agent
19 upon filing ~~executing~~ a written notice ~~thereof, executed in~~
20 ~~duplicate of~~ resignation and filing one original and one
21 copy with the secretary of state, who shall forthwith
22 immediately mail a copy thereof to the foreign corporation
23 at its ~~principal registered office in the state or country~~
24 ~~under the laws of which it is incorporated as shown by its~~
25 ~~most recent annual report.~~ The appointment of such the agent

shall terminate upon the expiration of 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business address to another place within the same state, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 49. Section 35-2-817, MCA, is amended to read:

"35-2-817. Filing of application for withdrawal -- issuance of certificate of withdrawal -- effect. (1) ~~Duplicate originals~~ One original and one copy of such the application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such duplicate originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one of such duplicate originals the original~~ in his office; and

(c) issue a certificate of withdrawal to which he

shall affix the other ~~duplicate original~~ copy.

(2) The certificate of withdrawal, together with the ~~duplicate original~~ copy of the application for withdrawal affixed thereto by the secretary of state, shall be returned to the corporation or its representative. Upon the issuance of such certificate of withdrawal, the authority of the corporation to conduct affairs in this state shall cease."

Section 50. Section 35-2-1201, MCA, is amended to read:

"35-2-1201. Reinstatement of corporation whose term has expired. (1) The secretary of state may:

(a) reinstate any corporation which has expired under the provisions of this chapter; and

(b) restore to such corporation its right to carry on business in this state and to exercise all its corporate privileges and immunities.

(2) A corporation applying for reinstatement shall submit to the secretary of state ~~in duplicate--an~~ one original and one copy of the application, executed and verified by a person who was an officer or director at the time of expiration, setting forth:

(a) the name of the corporation;

(b) a statement that the assets of the corporation have not been liquidated;

(c) a statement that not less than a majority of its

1 directors have authorized the application for reinstatement;
2 and

3 (d) if its corporate name has been legally acquired by
4 another corporation prior to its application for
5 reinstatement, the corporate name under which the
6 corporation desires to be reinstated.

7 (3) The corporation shall submit with its application
8 for reinstatement:

9 (a) a certificate from the department of revenue
10 stating that all taxes imposed pursuant to Title 15 have
11 been paid; and

12 (b) a filing fee in an amount equal to one-half of the
13 filing and license fees which the corporation would be
14 required to pay if the corporation were filing its articles
15 of incorporation.

16 (4) When all requirements are met and the secretary of
17 state reinstates the corporation to its former rights, he
18 shall:

19 (a) conform and file in his office reports,
20 statements, and other instruments submitted for
21 reinstatement;

22 (b) immediately issue and deliver to the corporation
23 so reinstated a certificate of reinstatement authorizing it
24 to transact business; and

25 (c) upon demand, issue to the corporation one or more

1 certified copies of such certificate of reinstatement.

2 (5) The secretary of state may not order a
3 reinstatement if 5 years have elapsed since the expiration."

4 Section 51. Section 35-6-201, MCA, is amended to read:

5 "35-6-201. Reinstatement of dissolved corporation. (1)

6 The secretary of state may:

7 (a) reinstate any corporation which has been dissolved
8 under the provisions of this chapter; and

9 (b) restore to such corporation its right to carry on
10 business in this state and to exercise all its corporate
11 privileges and immunities.

12 (2) A corporation applying for reinstatement shall
13 submit to the secretary of state ~~in duplicate~~ an original and one copy of the application, executed and
14 verified by a person who was an officer or director at the
15 time of dissolution, setting forth:

17 (a) the name of the corporation;

18 (b) a statement that the assets of the corporation
19 have not been liquidated pursuant to 35-1-921 or 35-2-711;

20 (c) a statement that not less than a majority of its
21 directors have authorized the application for reinstatement;
22 and

23 (d) if its corporate name has been legally acquired by
24 another corporation prior to its application for
25 reinstatement, the corporate name under which the

corporation desires to be reinstated.

(3) The corporation shall submit with its application for reinstatement:

(a) a certificate from the department of revenue stating that all taxes imposed pursuant to Title 15 have been paid; and

(b) a filing fee in an amount equal to one-half of the filing and license fees which the corporation would be required to pay if the corporation were filing its articles of incorporation.

(4) When all requirements are met and the secretary of state reinstates the corporation to its former rights, he shall:

(a) conform and file in his office reports, statements, and other instruments submitted for reinstatement; and

(b) immediately issue and deliver to the corporation so reinstated a certificate of reinstatement authorizing it to transact business; and

(c) upon demand, issue to the corporation one or more certified copies of such certificate of reinstatement.

(5) The secretary of state may not order a reinstatement if 5 years have elapsed since the dissolution."

Section 52. Section 35-12-606, MCA, is amended to

read:

"35-12-606. Filing in the office of the secretary of state. (1) ~~Two--signed-copies~~ One original and one copy of the certificate of limited partnership and of any certificates of amendment or cancellation (or of any judicial decree of amendment or cancellation) must be delivered to the secretary of state. A person who executes a certificate as an agent or fiduciary need not exhibit evidence of his authority as a prerequisite to filing. Unless the secretary of state finds that any certificate does not conform to law, upon receipt of all filing fees required by law the secretary of state shall:

(a) endorse on ~~each--duplicate--original~~ the original and the copy the word "filed" and the day, month, and year of the filing thereof;

(b) file ~~one--duplicate--original~~ the original in his office; and

(c) return the ~~other--duplicate--original~~ copy to the person who filed it or his representative.

(2) Upon the filing of a certificate of amendment (or judicial decree of amendment) in the office of the secretary of state, the certificate of limited partnership is amended as set forth therein; and upon the effective date of a certificate of cancellation (or a judicial decree thereof), the certificate of limited partnership is canceled."

Section 53. Section 35-12-1302, MCA, is amended to read:

"35-12-1302. Registration. Before transacting business in this state, a foreign limited partnership must register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state ~~in duplicate on one original and one copy of the~~ application for registration as a foreign limited partnership, signed and sworn to by a general partner and setting forth:

(1) the name of the foreign limited partnership and, if different, the name under which it proposes to transact business and register in this state;

(2) the state in which it was formed and date of its formation;

(3) the general character of the business it proposes to transact in this state;

(4) the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership desires to appoint, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state and with a place of business in this state;

(5) a statement that the secretary of state is appointed the agent of the foreign limited partnership for

service of process if no agent has been appointed pursuant to subsection (4) or, if appointed, the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence;

(6) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; and

(7) if the certificate of limited partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, a list of the names and addresses."

Section 54. Section 35-12-1303, MCA, is amended to read:

"35-12-1303. Issuance of registration. (1) If the secretary of state finds that an application for registration conforms to law and all requisite fees have been paid, he shall:

(a) endorse on the application the word "filed" and the month, day, and year of the filing thereof;

(b) file in his office ~~one-of-the-duplicate-originals~~ the original of the application; and

(c) issue a certificate of registration to transact business in this state.

(2) The certificate of registration, together with one

1 ~~duplicate--original~~ a copy of the application, must be
2 returned to the person who filed the application or his
3 representative."

4 Section 55. Section 35-17-204, MCA, is amended to
5 read:

6 "35-17-204. Adoption of chapter by existing
7 associations. Any corporation or association organized under
8 statutes existing prior to March 5, 1921, may, by a majority
9 vote of its stockholders or members, be brought under the
10 provisions of this chapter by limiting its membership and
11 adopting the other restrictions as provided herein. It
12 shall ~~make-out-in-duplicate~~ prepare one original and one
13 copy of a statement signed and sworn to by its directors,
14 upon forms supplied by the secretary of state, to the effect
15 that the corporation or association has by a majority vote
16 of its stockholders or members decided to accept the
17 benefits and be bound by provisions of this chapter.
18 Articles of incorporation shall be filed as required in
19 35-17-202, except that they shall be signed by the members
20 of the board of directors. The filing fee shall be the same
21 as for filing an amendment to articles of incorporation."

-End-

1 *House* BILL NO. *167*
2 INTRODUCED BY *Amodeo*
3 BY REQUEST OF THE SECRETARY OF STATE
4

5 A BILL FOR AN ACT ENTITLED: "AN ACT TO AMEND AND GENERALLY
6 REVISE THE LAWS RELATING TO THE FILING OF DUPLICATE
7 ORIGINALS OF DOCUMENTS WITH THE SECRETARY OF STATE; AMENDING
8 SECTIONS 30-13-204, 30-13-207, 30-13-208, 30-13-210,
9 30-13-212, 30-13-311, 30-13-312, 30-13-314 THROUGH
10 30-13-316, 35-1-201, 35-1-203, 35-1-209, 35-1-210, 35-1-212,
11 35-1-213, 35-1-306, 35-1-602, 35-1-612, 35-1-804, 35-1-805,
12 35-1-901 THROUGH 35-1-904, 35-1-907 THROUGH 35-1-909,
13 35-1-911, 35-1-912, 35-1-1008, 35-1-1009, 35-1-1011,
14 35-1-1013, 35-1-1018, 35-2-201, 35-2-203, 35-2-208 THROUGH
15 35-2-210, 35-2-303, 35-2-604, 35-2-705, 35-2-706, 35-2-807,
16 35-2-808, 35-2-810, 35-2-812, 35-2-817, 35-2-1201, 35-6-201,
17 35-12-606, 35-12-1302, 35-12-1303, AND 35-17-204, MCA."

18
19 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
20 Section 1. Section 30-13-204, MCA, is amended to read:
21 "30-13-204. Filing application for registration --
22 issuance of certificate. (1) ~~Duplicate--originals~~ *one*
23 ~~original and one copy~~ of application for registration of an
24 assumed business name shall be ~~executed and~~ delivered to the
25 secretary of state. If the secretary of state finds the

THIRD READING

There are no changes in HB 167, and due to length will not be rerun. Please refer to Introduced or Second reading copy for complete text.

HOUSE BILL NO. 167

INTRODUCED BY SANDS

BY REQUEST OF THE SECRETARY OF STATE

A BILL FOR AN ACT ENTITLED: "AN ACT TO AMEND AND GENERALLY
REVISE THE LAWS RELATING TO THE FILING OF DUPLICATE
ORIGINALS OF DOCUMENTS WITH THE SECRETARY OF STATE; AMENDING
SECTIONS 30-13-204, 30-13-207, 30-13-208, 30-13-210,
30-13-212, 30-13-311, 30-13-312, 30-13-314 THROUGH
30-13-316, 35-1-201, 35-1-203, 35-1-209, 35-1-210, 35-1-212,
35-1-213, 35-1-306, 35-1-602, 35-1-612, 35-1-804, 35-1-805,
35-1-901 THROUGH 35-1-904, 35-1-907 THROUGH 35-1-909,
35-1-911, 35-1-912, 35-1-1008, 35-1-1009, 35-1-1011,
35-1-1013, 35-1-1018, 35-2-201, 35-2-203, 35-2-208 THROUGH
35-2-210, 35-2-303, 35-2-604, 35-2-705, 35-2-706, 35-2-807,
35-2-808, 35-2-810, 35-2-812, 35-2-817, 35-2-1201, 35-6-201,
35-12-606, 35-12-1302, 35-12-1303, AND 35-17-204, MCA."

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

Section 1. Section 30-13-204, MCA, is amended to read:

"30-13-204. Filing application for registration --
issuance of certificate. (1) ~~Duplicate--originals~~ One
original and one copy of application for registration of an
assumed business name shall be ~~executed~~ and delivered to the
secretary of state. If the secretary of state finds the

application complies with the provisions of this part, he
shall, when all fees have been paid as provided in this
part:

(a) ~~endorse on each--of--the--duplicate--originals~~ the
original and the copy the word "filed" and the month, day,
and year of the filing thereof;

(b) ~~file one--of--the--duplicate--originals~~ the original
in his office; and

(c) issue a certificate of registration, to which he
shall affix the ~~other--original~~ copy.

(2) The certificate of registration, together with the
~~duplicate--original~~ copy of the application for registration
of an assumed business name affixed thereto by the secretary
of state, shall be returned to the applicant.

(3) The registration of an assumed business name
remains in effect until canceled."

Section 2. Section 30-13-207, MCA, is amended to read:

"30-13-207. Application for renewal of assumed
business name. ~~Duplicate--originals~~ One original and one copy
of an application for renewal of registration of an assumed
business name shall be executed, verified, and delivered to
the secretary of state. The application shall include but
not be limited to the following information:

(1) the complete assumed business name;

(2) the name and address, including street name and

1 number, if any, of applicant;
 2 (3) description of business transacted; and
 3 (4) the name of the county or counties in which
 4 business is being transacted."

5 Section 3. Section 30-13-208, MCA, is amended to read:
 6 "30-13-208. Filing of application for renewal of
 7 registration of assumed business name -- issuance of
 8 certificate thereon. (1) If the secretary of state finds the
 9 application complies with the provisions of this part, he
 10 shall, when all fees have been paid as provided in this
 11 part:

12 (a) endorse on ~~each--of--the-duplicate-originate~~ the
 13 ~~original and the copy~~ the word "filed" and the month, day,
 14 and year of the filing thereof;

15 (b) file ~~one--of--the-duplicate-originate~~ the original
 16 in his office; and

17 (c) issue a certificate of renewal, to which he shall
 18 affix the ~~other-duplicate-originate~~ copy.

19 (2) The certificate of renewal, together with the
 20 ~~duplicate-originate~~ copy of ~~the~~ application for renewal of
 21 registration of an assumed business name affixed thereto by
 22 the secretary of state, shall be returned to the applicant."

23 Section 4. Section 30-13-210, MCA, is amended to read:
 24 "30-13-210. Filing amendment to registration of
 25 assumed business name -- issuance of certificate thereon.

1 (1) ~~Duplicate-originate~~ One original and one copy of an
 2 amendment to the registration of an assumed business name,
 3 executed and verified on forms furnished by the secretary of
 4 state, shall be delivered to the secretary of state. The
 5 application for amended registration of an assumed business
 6 name shall include but not be limited to the following
 7 information:

8 (a) complete assumed business name prior to adoption
 9 of amendment;

10 (b) complete new assumed business name, if applicable;

11 (c) name and address of the registrant, including
 12 street name and number of the business office;

13 (d) if the name of any person having an interest in
 14 the business with a registered assumed business name is to
 15 be changed, the new name of the person having an interest in
 16 the business with such registered assumed business name;

17 (e) the name of the county or counties in which the
 18 name is being used;

19 (f) if there is a change in the identity of the county
 20 or counties or addition of a county or counties in which the
 21 assumed business name is being used or is to be used, the
 22 name(s) of the new county or counties;

23 (g) if a person or persons having an interest in a
 24 business with a registered assumed name withdraws or dies, a
 25 statement of such fact; and

(h) a statement that the amended registration of assumed business name supersedes the original registration and all amendments thereto.

(2) If the secretary of state finds that the application for amended registration of assumed business name complies with this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the-duplicate-originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of-the-duplicate-originate~~ the original in his office; and

(c) issue a certificate of amendment, to which he shall affix the ~~other-duplicate-originate~~ copy.

(3) The certificate of amendment, together with the ~~duplicate-originate~~ copy of the amendment affixed thereto by the secretary of state, shall be returned to the registrant.

(4) The failure of the registrant of an assumed business name to comply with the requirements of this section shall result in the cancellation by the secretary of state of the registration."

Section 5. Section 30-13-212, MCA, is amended to read:

"30-13-212. Filing application for reservation of assumed business name -- issuance of certificate thereon.

(1) ~~Duplicate--originate~~ One original and one copy of an

application for reservation of an assumed business name, duly executed and verified by the applicant, shall be delivered to the secretary of state. If the secretary of state finds the application complies with the provisions of this part, he shall, when all fees have been paid as provided in this part:

(a) endorse on ~~each--of--the-duplicate-originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one--of-the-duplicate-originate~~ the original in his office; and

(c) issue a certificate of reservation, to which he shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of reservation, together with the ~~duplicate-originate~~ copy of ~~the~~ application for reservation of an assumed business name affixed thereto by the secretary of state, shall be returned to the applicant."

Section 6. Section 30-13-311, MCA, is amended to read:

"30-13-311. Application for registration. (1) Subject to the limitations set forth in this part, a person who adopts and uses a mark in this state may file in the office of secretary of state, on a form to be furnished by the secretary of state, an application for registration of that mark setting forth information including but not limited to the following:

1 (a) the name and business address of the person
2 applying for such registration and, if a corporation, the
3 state of incorporation;

4 (b) the essential feature of the mark to be
5 registered;

6 (c) the goods or services in connection with which the
7 mark is used and the mode or manner in which the mark is
8 used in connection with such goods or services and the class
9 in which such goods or services fall;

10 (d) the date when the mark was first used anywhere and
11 the date when it was first used in this state by the
12 applicant or his predecessor in business;

13 (e) a statement that the mark is presently in use in
14 this state by the applicant; and

15 (f) a statement that the applicant is the owner of the
16 mark and that no other person has the right to use the mark
17 in this state either in the identical form thereof or in a
18 form that so nearly resembles it that it might be calculated
19 to deceive or might be mistaken for it.

20 (2) The application must be signed and verified by
21 affidavit of the applicant or a member of the firm or an
22 officer of the corporation or association applying.

23 (3) The application must be accompanied by two copies
24 of a specimen or facsimile of such mark in duplicate.

25 (4) The application for registration must be

1 accompanied by a filing fee of \$20, payable to the secretary
2 of state."

3 Section 7. Section 30-13-312, MCA, is amended to read:

4 "30-13-312. Filing application and issuing certificate
5 of registration. (1) ~~Duplicate-originate the original and~~
6 ~~one copy~~ of an application for registration of a mark must
7 be delivered to the secretary of state. If the secretary of
8 state finds that the application complies with the
9 requirements of this part, he shall, when all fees have been
10 paid as prescribed in this part:

11 (a) endorse on ~~each--such--duplicate--original the~~
12 ~~original and the copy~~ the words word "filed for record" and
13 the month, day, and year of the filing thereof;

14 (b) file ~~one--such--duplicate--original the original~~ in
15 his office; and

16 (c) issue a certificate of registration to which he
17 shall affix the ~~other--duplicate--original copy~~.

18 (2) The certificate of registration, together with the
19 ~~duplicate--original copy~~ of the application for registration
20 of mark affixed thereto, shall be returned to the applicant.

21 (3) Any certificate of registration issued by the
22 secretary of state under the provisions of this section or a
23 copy thereof duly certified by the secretary of state is
24 admissible in evidence as competent and sufficient proof of
25 the registration of such mark in any judicial proceeding in

1 any court of this state."

2 Section 8. Section 30-13-314, MCA, is amended to read:

3 "30-13-314. Filing application for renewal of
4 registration -- issuing certificate of renewal. (1)
5 ~~Duplicate--originals~~ One original and one copy of an
6 application for renewal of mark registration must be
7 delivered to the secretary of state. If the secretary of
8 state finds that the application complies with the
9 requirements of this part, he shall, when all fees have been
10 paid as prescribed in this part:

11 (a) endorse on ~~each--such--duplicate--original~~ the
12 original and the copy the words ~~word~~ "filed for record" and
13 the month, day, and year of the filing thereof;

14 (b) file ~~one--such--duplicate--original~~ the original in
15 his office; and

16 (c) issue a certificate of registration to which he
17 shall affix the ~~other--duplicate--original~~ copy.

18 (2) The certificate of renewal of registration,
19 together with the ~~duplicate--original~~ copy of the application
20 for renewal of mark registration ~~of--the--mark~~ affixed
21 thereto, shall be returned to the applicant.

22 (3) A mark registration may be renewed for successive
23 periods of 10 years in the manner provided for in
24 subsections (1) and (2).

25 (4) The secretary of state shall notify registrants of

1 marks of the necessity of renewal within the year
2 immediately preceding the expiration of the 10 years from
3 the date of registration, by writing to the last-known
4 address of the registrants.

5 (5) Any registration in force on July 1, 1979, expires
6 10 years from the date of the registration or from the date
7 of the last renewal thereof or on July 1, 1980, whichever is
8 later, if renewal of mark registration is not effected in
9 the manner provided for in this part.

10 (6) The secretary of state shall, by January 1, 1981,
11 notify each person who registered a mark prior to July 1,
12 1980, of the date of expiration of such registration unless
13 renewed in accordance with the provisions of this part, by
14 writing to the last-known address of the registrant."

15 Section 9. Section 30-13-315, MCA, is amended to read:

16 "30-13-315. Assignment. (1) Any mark and its
17 registration under this part may be assigned in conjunction
18 with the good will of the business in which the mark is used
19 or with that part of the good will of the business connected
20 with the use of and symbolized by the mark for the remainder
21 of the term of the current registration. An assignment of
22 any registration under this part is void as against any
23 subsequent purchaser for valuable consideration without
24 notice unless it is recorded with the secretary of state
25 within 3 months after the date of the assignment or prior to

such subsequent purchase.

(2) ~~Duplicate--originals~~ One original and one copy of an assignment of a mark must be delivered to the secretary of state and shall set forth information including but not limited to the following:

- (a) the name and address of the assignor;
- (b) the name and address of the assignee;
- (c) the registration number of the mark; and
- (d) the date of registration.

(3) The assignment of a mark must be signed and verified by the assignor.

(4) The assignment of a mark must be accompanied by a filing fee of \$20, payable to the secretary of state."

Section 10. Section 30-13-316, MCA, is amended to read:

"30-13-316. Filing of assignment -- issuing certificate of assignment. (1) ~~Duplicate--originals~~ One original and one copy of the assignment of a mark must be delivered to the secretary of state. If the secretary of state finds that the assignment complies with the requirements of this part, he shall, when all fees have been paid as prescribed in this part:

(a) endorse on ~~each--such--duplicate--original~~ the original and the copy the words "filed for record" and the month, day, and year of the filing thereof;

(b) file ~~one-such-duplicate--original~~ the original in his office; and

(c) issue a certificate of assignment to which he shall affix the ~~other-duplicate--original~~ copy.

(2) The certificate of assignment, together with the ~~duplicate--original~~ copy of assignment of a mark affixed thereto, shall be returned to the assignee."

Section 11. Section 35-1-201, MCA, is amended to read:

"35-1-201. Incorporators. One or more persons of legal age or a domestic or foreign corporation may act as incorporator or incorporators of a corporation by signing, acknowledging, and delivering ~~in duplicate~~ one original and one copy of articles of incorporation to the secretary of state ~~articles of incorporation for such corporation.~~"

Section 12. Section 35-1-203, MCA, is amended to read:

"35-1-203. Articles of incorporation -- filing -- issuance of certificate of incorporation. (1) ~~Duplicate originals~~ One original and one copy of the articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that the articles of incorporation conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each of such--duplicate--originals~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original
in his office; and

(c) issue a certificate of incorporation to which he
shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of incorporation, together with
the ~~duplicate-originate~~ copy of the articles of incorporation
affixed thereto by the secretary of state, shall be returned
to the incorporators or their representative."

Section 13. Section 35-1-209, MCA, is amended to read:

"35-1-209. Articles of amendment -- contents. The
articles of amendment shall be executed ~~in-duplicate~~ by the
corporation by its president or a vice-president and by its
secretary or an assistant secretary and verified by one of
the officers signing such articles and shall set forth:

(1) the name of the corporation;

(2) the amendments so adopted;

(3) the date of the adoption of the amendment by the
shareholders or the board of directors when no shares have
been issued;

(4) the number of shares outstanding and the number of
shares entitled to vote thereon and, if the shares of any
class are entitled to vote thereon as a class, the
designation and number of outstanding shares entitled to
vote thereon of each such class;

(5) the number of shares voted for and against such

amendments, respectively, and, if the shares of any class
are entitled to vote thereon as a class, the number of
shares of each such class voted for and against such
amendment, respectively, or, if no shares have been issued,
a statement to that effect; and

(6) if such amendment provides for an exchange,
reclassification, or cancellation of issued shares and if
the manner in which the same shall be effected is not set
forth in the amendment, then a statement of the manner in
which the same shall be effected."

Section 14. Section 35-1-210, MCA, is amended to read:

"35-1-210. Filing of articles of amendment and
issuance of certificate of amendment. (1) ~~Duplicate~~
~~originate~~ One original and one copy of the articles of
amendment shall be delivered to the secretary of state. If
the secretary of state finds that the articles of amendment
conform to law, he shall, when all fees have been paid as in
this chapter prescribed:

(a) ~~endorse on each-of-such--duplicate--originate~~ the
~~original and the copy~~ the word "filed" and the month, day,
and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original
in his office; and

(c) issue a certificate of amendment to which he shall
affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of amendment, together with the duplicate-original copy of the articles of amendment affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 15. Section 35-1-212, MCA, is amended to read:

"35-1-212. Amendment of articles of incorporation in reorganization proceedings. (1) Whenever a plan of reorganization of a corporation has been confirmed by decree or order of a court of competent jurisdiction in proceedings for the reorganization of such corporation pursuant to the provisions of any applicable statute of the United States relating to reorganizations of corporations, the articles of incorporation of the corporation may be amended in the manner provided in this section in as many respects as may be necessary to carry out the plan and put it into effect, so long as the articles of incorporation as amended contain only such provisions as might be lawfully contained in original articles of incorporation at the time of making such amendment.

(2) In particular and without limitation upon such general power of amendment, the articles of incorporation may be amended for such purpose so as to:

(a) change the corporate name, period of duration, or corporate purposes of the corporation;

(b) repeal, alter, or amend the bylaws of the

corporation;

(c) change the aggregate number of shares or shares of any class which the corporation has authority to issue;

(d) change the preferences, limitations, and relative rights in respect of all or any part of the shares of the corporation and classify, reclassify, or cancel all or any part thereof, whether issued or unissued;

(e) authorize the issuance of bonds, debentures, or other obligations of the corporation, whether or not convertible into shares of any class or bearing warrants or other evidences of optional rights to purchase or subscribe for shares of any class, and fix the terms and conditions thereof; and

(f) constitute or reconstitute and classify or reclassify the board of directors of the corporation and appoint directors and officers in place of or in addition to all or any of the directors or officers then in office.

(3) Amendments to the articles of incorporation pursuant to this section shall be made in the following manner:

(a) Articles of amendment approved by decree or order of such court shall be executed and verified in-duplicate by such person or persons as the court shall designate or appoint for the purpose and shall set forth the name of the corporation, the amendments of the articles of incorporation

1 approved by the court, the date of the decree or order
 2 approving the articles of amendment, the title of the
 3 proceedings in which the decree or order was entered, and a
 4 statement that such decree or order was entered by a court
 5 having jurisdiction of the proceedings for the
 6 reorganization of the corporation pursuant to the provisions
 7 of an applicable statute of the United States.

8 (b) ~~Duplicate--originals~~ One original and one copy of
 9 the articles of amendment shall be delivered to the
 10 secretary of state. If the secretary of state finds that the
 11 articles of amendment conform to law, he shall, when all
 12 fees have been paid as in this chapter prescribed:

13 (i) ~~endorse on each of such--duplicate--originals the~~
 14 ~~original--and--the copy~~ the word "filed" and the month, day,
 15 and year of the filing thereof;

16 (ii) ~~file one of such duplicate originals the original~~
 17 in his office; and

18 (iii) issue a certificate of amendment to which he
 19 shall affix the ~~other duplicate original~~ copy.

20 (c) The certificate of amendment, together with the
 21 ~~duplicate original~~ copy of the articles of amendment affixed
 22 thereto by the secretary of state, shall be returned to the
 23 corporation or its representative.

24 (4) The amendment becomes effective upon the issuance
 25 of the certificate of amendment by the secretary of state or

1 on such later date, not more than 30 days subsequent to the
 2 filing thereof with the secretary of state, as may be
 3 provided for in the articles of amendment, without any
 4 action thereon by the directors or shareholders of the
 5 corporation and with the same effect as if the amendments
 6 had been adopted by unanimous action of the directors and
 7 shareholders of the corporation."

8 Section 16. Section 35-1-213, MCA, is amended to read:

9 "35-1-213. Restated articles of incorporation. (1) A
 10 corporation may, by action taken in the same manner as
 11 required for amendment of articles of incorporation, adopt
 12 restated articles of incorporation. The restated articles of
 13 incorporation may contain any changes in the articles of
 14 incorporation that could be made by amendment regularly
 15 adopted. Adoption of restated articles of incorporation
 16 containing any such changes shall have the effect of
 17 amending the existing articles of incorporation to conform
 18 to the restated articles of incorporation without further
 19 action of the board of directors or shareholders. Restated
 20 articles of incorporation shall contain a statement that
 21 they supersede the theretofore existing articles of
 22 incorporation and amendments thereto. Restated articles of
 23 incorporation shall contain all the statements required by
 24 this chapter to be included in original articles of
 25 incorporation except that:

(a) the restated articles of incorporation shall set forth the amount of its stated capital at the time of the adoption of the restated articles of incorporation;

(b) in lieu of setting forth the address of the initial registered office and the name of the initial registered agent at such address, there shall be set forth the address, including street and number, if any, of the registered office and the name of the registered agent at such address at the time of the adoption of the restated articles of incorporation; and

(c) no statement need be made with respect to the names and addresses of directors constituting the initial board of directors or the names and addresses of the incorporators.

(2) Restated articles of incorporation when executed and filed in the manner prescribed in this chapter for articles of amendment shall supersede the theretofore existing articles of incorporation and amendments thereto.

(3) The restated articles of incorporation when filed shall be accompanied by a statement, executed in duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, setting forth the following:

(a) the name of the corporation;

(b) the date of the adoption of the restated articles of incorporation by the shareholders;

(c) the number of shares outstanding and the number of shares entitled to vote thereon and, if the shares of any class are entitled to vote thereon as a class, the designation and number of outstanding shares entitled to vote thereon of each such class;

(d) the number of shares voted for and against the restated articles of incorporation, respectively, and, if the shares of any class are entitled to vote thereon as a class, the number of shares of each such class voted for and against the restated articles of incorporation, respectively; and

(e) if the restated articles of incorporation provide for an exchange, reclassification, or cancellation of issued shares and, if the manner in which the same shall be effected is not set forth in the restated articles of incorporation, then a statement of the manner in which the same shall be effected."

Section 17. Section 35-1-306, MCA, is amended to read:

"35-1-306. Change of registered office or registered agent. (1) A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:

(a) the name of the corporation;

1 (b) the address of its then registered office;
 2 (c) if the address of its registered office is
 3 changed, the address to which the registered office is to be
 4 changed;
 5 (d) the name of its then registered agent;
 6 (e) If its registered agent is changed, the name of
 7 its successor registered agent;
 8 (f) that the address of its registered office and the
 9 address of the business office of its registered agent, as
 10 changed, will be identical; and
 11 (g) that such change was authorized by resolution duly
 12 adopted by its board of directors.
 13 (2) Such statement shall be executed for the
 14 corporation by any officer thereof, verified by him, and
 15 delivered to the secretary of state. If the secretary of
 16 state finds that such statement conforms to the provisions
 17 of this chapter, he shall, when all fees have been paid as
 18 in this chapter prescribed, file such statement in his
 19 office. Upon filing, the change of address of the registered
 20 office or the appointment of a new registered agent, or
 21 both, as the case may be, is effective.
 22 (3) A registered agent of a corporation may resign as
 23 registered agent upon ~~filing~~ ~~executing~~ a written notice of
 24 resignation, ~~executed in duplicate, and filing one original~~
 25 ~~and two copy~~ with the secretary of state, who shall

1 immediately mail a copy thereof to the corporation at its
 2 registered office. The appointment of the agent shall
 3 terminate 30 days after receipt of such notice by the
 4 secretary of state.

5 (4) If a registered agent changes his or its business
 6 address to another place within the same county, he or it
 7 may change such address and the address of the registered
 8 office of any corporations of which he or it is registered
 9 agent by filing a statement as required above, except that
 10 it need be signed only by the registered agent and need not
 11 be responsive to (1)(e) or (1)(g) and must recite that a
 12 copy of the statement has been mailed to each such
 13 corporation."

14 Section 18. Section 35-1-602, MCA, is amended to read:
 15 "35-1-602. Issuance of shares of preferred or special
 16 classes in series -- filing of statement. (1) If the
 17 articles of incorporation so provide, the shares of any
 18 preferred or special class may be divided into and issued in
 19 series. If the shares of any such class are to be issued in
 20 series, then each series shall be so designated as to
 21 distinguish the shares thereof from the shares of all other
 22 series and classes. Any or all of the series of any such
 23 class and the variations in the relative rights and
 24 preferences as between different series may be fixed and
 25 determined by the articles of incorporation, but all shares

1 of the same class shall be identical except as to the
2 following relative rights and preferences as to which there
3 may be variations between different series:

4 (a) the rate of dividend;

5 (b) whether shares may be redeemed and, if so, the
6 redemption price and the terms and conditions of redemption;

7 (c) the amount payable upon shares in event of
8 voluntary and involuntary liquidation;

9 (d) sinking fund provisions, if any, for the
10 redemption or purchase of shares;

11 (e) the terms and conditions, if any, on which shares
12 may be converted; and

13 (f) voting rights, if any.

14 (2) If the articles of incorporation shall expressly
15 vest authority in the board of directors, then, to the
16 extent that the articles of incorporation shall not have
17 established series and fixed and determined the variations
18 in the relative rights and preferences as between series,
19 the board of directors shall have authority to divide any or
20 all of such classes into series and, within the limitations
21 set forth in this section and in the articles of
22 incorporation, fix and determine the relative rights and
23 preferences of the shares of any series so established.

24 (3) In order for the board of directors to establish a
25 series where authority so to do is contained in the articles

1 of incorporation, the board of directors shall adopt a
2 resolution setting forth the designation of the series and
3 fixing and determining the relative rights and preferences
4 thereof or so much thereof as shall not be fixed and
5 determined by the articles of incorporation.

6 (4) Prior to the issue of any shares of a series
7 established by resolution adopted by the board of directors,
8 the corporation shall file in the office of the secretary of
9 state a statement setting forth:

10 (a) the name of the corporation;

11 (b) a copy of the resolution establishing and
12 designating the series and fixing and determining the
13 relative rights and preferences thereof;

14 (c) the date of adoption of such resolution; and

15 (d) that such resolution was duly adopted by the board
16 of directors.

17 (5) Such statement shall be executed ~~in duplicate~~ by
18 the corporation by its president or a vice-president and by
19 its secretary or an assistant secretary and verified by one
20 of the officers signing such statement. ~~The original and one~~
21 ~~copy of such statement~~ and shall be delivered to the
22 secretary of state. If the secretary of state finds that
23 such statement conforms to law, he shall, when all fees have
24 been paid as in this chapter prescribed:

25 (a) endorse on ~~each of such duplicate originals~~ the

~~original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original in his office; and

(c) return the ~~other-duplicate-originate~~ copy to the corporation or its representative.

(6) Upon the filing of such statement by the secretary of state, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the articles of incorporation."

Section 19. Section 35-1-612, MCA, is amended to read:

"35-1-612. Power of corporation to acquire its own shares. (1) A corporation shall have the power to acquire its own shares. All of its own shares acquired by a corporation, upon acquisition, constitute authorized but unissued shares unless the articles of incorporation provide that they may not be reissued, in which case the authorized shares shall be reduced by the number of shares acquired.

(2) If the number of authorized shares is reduced by an acquisition, the corporation shall, no later than the time it files its next annual report under this chapter with the secretary of state, file a statement of cancellation showing the reduction in the authorized shares. The statement of cancellation shall be executed ~~in duplicate~~ by

the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement and shall set forth:

(a) the name of the corporation;

(b) the number of acquired shares canceled, itemized by classes and series; and

(c) the aggregate number of authorized shares, itemized by classes and series, after giving effect to such cancellation.

(3) ~~Duplicate--originate~~ One original and one copy of such ~~the~~ statement shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees and franchise taxes have been paid as ~~prescribed~~ in this chapter prescribed:

(a) endorse on ~~each-of-such--duplicate--originate~~ the original and the copy the word "~~filed~~" "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate-originate~~ the original in his office; and

(c) return the ~~other--duplicate-originate~~ copy to the corporation or its representative."

Section 20. Section 35-1-804, MCA, is amended to read:

"35-1-804. Articles of merger, consolidation, or exchange -- contents -- filing. (1) upon receiving the approvals required by 35-1-801 and 35-1-803, articles of

merger, consolidation, or exchange shall be executed in duplicate by each corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers of each corporation signing such articles and shall set forth:

(a) the plan of merger, consolidation, or exchange;

(b) as to each corporation, either:

(i) the number of shares outstanding and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class; or

(ii) a statement that the vote of shareholders is not required by virtue of 35-1-803(5); and

(c) as to each corporation the approval of whose shareholders is required, the number of shares voted for and against such plan, respectively, and, if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against such plan, respectively.

(2) ~~Duplicate--originals~~ One original and one copy of the articles of merger, consolidation, or exchange shall be delivered to the secretary of state. If the secretary of state finds that such articles conform to law, he shall, when all fees have been paid as prescribed in this chapter ~~prescribed~~:

(a) ~~endorse on each of such--duplicate--originals the original--and--the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one of such duplicate--originals the original~~ in his office; and

(c) issue a certificate of merger, consolidation, or exchange to which he shall affix the ~~other--duplicate~~ ~~original copy~~.

(3) The certificate of merger, consolidation, or exchange, together with the ~~duplicate--original copy~~ of the articles of merger, ~~or--articles--of~~ consolidation, ~~or~~ exchange affixed thereto by the secretary of state, shall be returned to the surviving, new, or acquiring corporation, as the case may be, or its representative."

Section 21. Section 35-1-805, MCA, is amended to read:

"35-1-805. Merger of subsidiary without shareholder approval. (1) Any corporation owning at least 95% of the outstanding shares of each class of another corporation may merge such other corporation into itself without approval by a vote of the shareholders of either corporation. Its board of directors shall, by resolution, approve a plan of merger setting forth:

(a) the name of the subsidiary corporation and the name of the corporation owning at least 95% of its shares, which is hereinafter designated as the surviving

1 corporation; and

2 (b) the manner and basis of converting the shares of
3 the subsidiary corporation into shares or other securities
4 or obligations of the surviving corporation or of any other
5 corporation or, in whole or in part, into cash or other
6 property.

7 (2) A copy of such plan of merger shall be mailed to
8 each shareholder of record of the subsidiary corporation.

9 (3) Articles of merger shall be executed ~~in duplicate~~
10 by the surviving corporation by its president or a
11 vice-president and by its secretary or an assistant
12 secretary and verified by one of its officers signing such
13 articles and shall set forth:

14 (a) the plan of merger;

15 (b) the number of outstanding shares of each class of
16 the subsidiary corporation and the number of such shares of
17 each class owned by the surviving corporation; and

18 (c) the date of the mailing to shareholders of the
19 subsidiary corporation of a copy of the plan of merger.

20 (4) ~~On and or~~ after the 30th day after the mailing of
21 a copy of the plan of merger to shareholders of the
22 subsidiary corporation or upon the waiver thereof by the
23 holders of all outstanding shares, ~~duplicate originals and~~
24 ~~original and one copy~~ of the articles of merger shall be
25 delivered to the secretary of state. If the secretary of

1 state finds that such articles conform to law, he shall,
2 when all fees have been paid as in this chapter prescribed:

3 (a) ~~endorse on each of such duplicate originals the~~
4 ~~original and the copy~~ the word "filed" and the month, day,
5 and year of the filing thereof;

6 (b) ~~file one of such duplicate originals the original~~
7 in his office; and

8 (c) issue a certificate of merger to which he shall
9 affix the ~~other duplicate original copy~~.

10 (5) The certificate of merger, together with the
11 ~~duplicate original copy~~ of the articles of merger affixed
12 thereto by the secretary of state, shall be returned to the
13 surviving corporation or its representative."

14 Section 22. Section 35-1-901, MCA, is amended to read:

15 "35-1-901. Voluntary dissolution by incorporators or
16 initial board of directors -- filing of articles of
17 dissolution. A corporation which has not commenced business
18 and which has not issued any shares may be voluntarily
19 dissolved by its incorporators at any time in the following
20 manner:

21 (1) Articles of dissolution shall be executed ~~in~~
22 ~~duplicate~~ by a majority of the incorporators or initial
23 board of directors and verified by them and shall set forth:

24 (a) the name of the corporation;

25 (b) the date of issuance of its certificate of

1 incorporation;

2 (c) that none of its shares has been issued;

3 (d) that the corporation has not commenced business;

4 (e) that the amount, if any, actually paid in on

5 subscriptions for its shares, less any part thereof

6 disbursed for necessary expenses, has been returned to those

7 entitled thereto;

8 (f) that no debts of the corporation remain unpaid;

9 and

10 (g) that a majority of the incorporators elect that

11 the corporation be dissolved.

12 (2) ~~Duplicate-originate~~ one original and one copy of

13 the articles of dissolution shall be delivered to the

14 secretary of state. If the secretary of state finds that the

15 articles of dissolution conform to law, he shall, when all

16 fees have been paid as in this chapter prescribed:

17 (a) ~~endorse on each-of-such-duplicate-originate~~ the

18 ~~original and the copy~~ the word "filed" and the month, day,

19 and year of the filing thereof;

20 (b) ~~file one-of-such-duplicate-originate~~ the original

21 in his office; and

22 (c) issue a certificate of dissolution to which he

23 shall affix the ~~other-duplicate-originate~~ copy.

24 (3) The certificate of dissolution, together with the

25 ~~duplicate-originate~~ copy of the articles of dissolution

1 affixed thereto by the secretary of state, shall be returned

2 to the incorporators, the board of directors, or their

3 representative. Upon the issuance of such certificate of

4 dissolution by the secretary of state, the existence of the

5 corporation shall cease."

6 Section 23. Section 35-1-902, MCA, is amended to read:

7 "35-1-902. Voluntary dissolution by consent of

8 shareholders -- statement of intent. (1) A corporation may

9 be voluntarily dissolved by the written consent of all of

10 its shareholders.

11 (2) Upon the execution of such written consent, a

12 statement of intent to dissolve shall be executed ~~in~~

13 ~~duplicate~~ by the corporation by its president or a

14 vice-president and by its secretary or an assistant

15 secretary and verified by one of the officers signing such

16 statement, which statement shall set forth:

17 (a) the name of the corporation;

18 (b) the names and respective addresses of its

19 officers;

20 (c) the names and respective addresses of its

21 directors;

22 (d) a copy of the written consent signed by all

23 shareholders of the corporation; and

24 (e) a statement that such written consent has been

25 signed by all shareholders of the corporation or signed in

their names by their attorneys thereunto duly authorized."

Section 24. Section 35-1-903, MCA, is amended to read:

"35-1-903. Voluntary dissolution by act of corporation -- statement of intent. A corporation may be dissolved by the act of the corporation when authorized in the following manner:

(1) The board of directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.

(2) Written notice shall be given to each shareholder of record entitled to vote at such meeting within the time and in the manner provided in this chapter for the giving of notice of meetings of shareholders and, whether the meeting be an annual or special meeting, shall state that the purpose or one of the purposes of such meeting is to consider the advisability of dissolving the corporation.

(3) At such meeting a vote of shareholders entitled to vote thereat shall be taken on a resolution to dissolve the corporation. Such resolution shall be adopted upon receiving the affirmative vote of the holders of two-thirds of the shares of the corporation entitled to vote thereon unless any class of shares is entitled to vote thereon as a class, in which event the resolution shall be adopted upon

receiving the affirmative vote of the holders of two-thirds of the shares of each class of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon.

(4) Upon the adoption of such resolution, a statement of intent to dissolve shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, which statement shall set forth:

(a) the name of the corporation;

(b) the names and respective addresses of its officers;

(c) the names and respective addresses of its directors;

(d) a copy of the resolution adopted by the shareholders authorizing the dissolution of the corporation;

(e) the number of shares outstanding and, if the shares of any class are entitled to vote as a class, the designation and number of outstanding shares of each such class; and

(f) the number of shares voted for and against the resolution, respectively, and if the shares of any class are entitled to vote as a class, the number of shares of each such class voted for and against the resolution,

respectively."

Section 25. Section 35-1-904, MCA, is amended to read:

"35-1-904. Filing of statement of intent to dissolve.

~~Duplicate--originals~~ One original and one copy of the statement of intent to dissolve, whether by consent of shareholders or by act of the corporation, shall be delivered to the secretary of state. If the secretary of state finds that such statement conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(1) ~~endorse on each of such duplicate--originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(2) ~~file one of such duplicate--originals the original~~ in his office; and

(3) return the ~~other--duplicate--original copy~~ to the corporation or its representative."

Section 26. Section 35-1-907, MCA, is amended to read:

"35-1-907. Revocation of voluntary dissolution proceedings by consent of shareholders. (1) By the written consent of all of its shareholders, a corporation may, at any time prior to the issuance of a certificate of dissolution by the secretary of state, revoke voluntary dissolution proceedings theretofore taken in the following manner:

(2) Upon the execution of such written consent, a

statement of revocation of voluntary dissolution proceedings shall be executed ~~in--duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, which statement shall set forth:

(a) the name of the corporation;

(b) the names and respective addresses of its officers;

(c) the names and respective addresses of its directors;

(d) a copy of the written consent signed by all shareholders of the corporation revoking such voluntary dissolution proceedings; and

(e) that such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys thereunto duly authorized."

Section 27. Section 35-1-908, MCA, is amended to read:

"35-1-908. Revocation of voluntary dissolution proceedings by act of corporation. By the act of the corporation, a corporation may, at any time prior to the issuance of a certificate of dissolution by the secretary of state, revoke voluntary dissolution proceedings theretofore taken in the following manner:

(1) The board of directors shall adopt a resolution recommending that the voluntary dissolution proceedings be

1 revoked and directing that the question of such revocation
2 be submitted to a vote at a special meeting of shareholders.

3 (2) Written notice stating that the purpose or one of
4 the purposes of such meeting is to consider the advisability
5 of revoking the voluntary dissolution proceedings shall be
6 given to each shareholder of record entitled to vote at such
7 meeting within the time and in the manner provided in this
8 chapter for the giving of notice of special meetings of
9 shareholders.

10 (3) At such meeting a vote of the shareholders
11 entitled to vote thereat shall be taken on a resolution to
12 revoke the voluntary dissolution proceedings, which shall
13 require for its adoption the affirmative vote of the holders
14 of two-thirds of the shares entitled to vote thereon.

15 (4) Upon the adoption of such resolution, a statement
16 of revocation of voluntary dissolution proceedings shall be
17 executed ~~in duplicate~~ by the corporation by its president or
18 a vice-president and by its secretary or an assistant
19 secretary and verified by one of the officers signing such
20 statement, which statement shall set forth:

21 (a) the name of the corporation;

22 (b) the names and respective addresses of its
23 officers;

24 (c) the names and respective addresses of its
25 directors;

1 (d) a copy of the resolution adopted by the
2 shareholders revoking the voluntary dissolution proceedings;

3 (e) the number of shares outstanding; and

4 (f) the number of shares voted for and against the
5 resolution, respectively."

6 Section 28. Section 35-1-909, MCA, is amended to read:

7 "35-1-909. Filing of statement of revocation of
8 voluntary dissolution proceedings. ~~Duplicate-originate one~~
9 ~~original and one copy~~ of the statement of revocation of
10 voluntary dissolution proceedings, whether by consent of
11 shareholders or by act of the corporation, shall be
12 delivered to the secretary of state. If the secretary of
13 state finds that such statement conforms to law, he shall,
14 when all fees have been paid as in this chapter prescribed:

15 (1) ~~endorse on each of such--duplicate--originate the~~
16 ~~original and the copy~~ the word "filed" and the month, day,
17 and year of the filing thereof;

18 (2) ~~file one of such duplicate-originate the original~~
19 ~~in his office; and~~

20 (3) ~~return the other--duplicate-originate copy~~ to the
21 corporation or its representative."

22 Section 29. Section 35-1-911, MCA, is amended to read:

23 "35-1-911. Articles of dissolution. If voluntary
24 dissolution proceedings have not been revoked, then when all
25 debts, liabilities, and obligations of the corporation have

been paid and discharged or adequate provision has been made therefor and all of the remaining property and assets of the corporation have been distributed to its shareholders, articles of dissolution shall be executed ~~in duplicate~~ by the corporation by its president or a vice-president and by its secretary or an assistant secretary and verified by one of the officers signing such statement, which statement shall set forth:

(1) the name of the corporation;

(2) that the secretary of state has theretofore filed a statement of intent to dissolve the corporation and the date on which such statement was filed;

(3) that all debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provision has been made therefor;

(4) that all the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests; ~~and~~

(5) that there are no suits pending against the corporation in any court or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit."

Section 30. Section 35-1-912, MCA, is amended to read:

"35-1-912. Filing of articles of dissolution -- issuance of certificate of dissolution -- effect. (1)

~~Duplicate-originate~~ One original and one copy of such articles of dissolution shall be delivered to the secretary of state. If the secretary of state finds that such articles of dissolution conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each--of-such-duplicate-originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one-of-such-duplicate-originate~~ the original in his office; and

(c) issue a certificate of dissolution to which he shall affix the ~~other-duplicate-originate~~ copy.

(2) The certificate of dissolution, together with the ~~duplicate-originate~~ copy of the articles of dissolution affixed thereto by the secretary of state, shall be returned to the representative of the dissolved corporation. Upon the issuance of such certificate of dissolution, the existence of the corporation shall cease, except for the purpose of suits, other proceedings, and appropriate corporate action by shareholders, directors, and officers as provided in this chapter."

Section 31. Section 35-1-1008, MCA, is amended to read:

"35-1-1008. Application for a certificate of authority. (1) A foreign corporation, in order to procure a

1 certificate of authority to transact business in this state,
2 shall make application therefor to the secretary of state,
3 which application shall set forth:

4 (a) the name of the corporation and the state or
5 country under the laws of which it is incorporated;

6 (b) if the name of the corporation does not contain
7 the word "corporation", "company", "incorporated", or
8 "limited" or an abbreviation of one of such words, then the
9 name of the corporation with the word or abbreviation which
10 it elects to add thereto for use in this state;

11 (c) the date of incorporation and the period of
12 duration of the corporation;

13 (d) the address, including street and number, if any,
14 of the principal office of the corporation in the state or
15 country under the laws of which it is incorporated;

16 (e) the address of the registered office of the
17 corporation in this state and the name of its registered
18 agent in this state at such address;

19 (f) the purpose or purposes of the corporation which
20 it proposes to pursue in the transaction of business in this
21 state;

22 (g) the names and respective addresses of the
23 directors and officers of the corporation;

24 (h) a statement of the aggregate number of shares
25 which the corporation has authority to issue, itemized by

1 classes and series, if any, within a class;

2 (i) a statement of the aggregate number of issued
3 shares, itemized by classes and series, if any, within a
4 class; and

5 (j) such additional information as may be necessary or
6 appropriate in order to enable the secretary of state to
7 determine whether such corporation is entitled to a
8 certificate of authority to transact business in this state
9 and to determine and assess the fees payable.

10 (2) Such application shall be made on forms prescribed
11 and furnished by the secretary of state and shall be
12 executed ~~in duplicate~~ by the corporation by its president or
13 a vice-president and by its secretary or an assistant
14 secretary and verified by one of the officers signing such
15 application."

16 Section 32. Section 35-1-1009, MCA, is amended to
17 read:

18 "35-1-1009. Filing of application -- issuance of
19 certificate of authority. (1) ~~Duplicate--originals One~~
20 ~~original and one copy~~ of the application of the corporation
21 for a certificate of authority shall be delivered to the
22 secretary of state, together with a copy of its articles of
23 incorporation and all amendments thereto, duly authenticated
24 by the proper officer of the state or country of
25 incorporation.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each-of-such-documents~~ ~~the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof; and

(b) file in his office ~~one-of-such-duplicate-originate~~ ~~the original~~ of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to transact business in this state to which he shall affix the ~~other duplicate-originate~~ ~~copy of the~~ application.

(3) The certificate of authority, together with the ~~duplicate--originate~~ ~~copy~~ of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 33. Section 35-1-1011, MCA, is amended to read:

"35-1-1011. Amended certificate of authority. (1) A foreign corporation authorized to transact business in this state shall procure an amended certificate of authority in the event it changes its corporate name or desires to pursue in this state other or additional purposes than those set forth in its prior application for a certificate of authority by making application therefor to the secretary of

state.

(2) The requirements in respect to the form and contents of such application, the manner of its execution, the filing of ~~duplicate-originate~~-thereof ~~one original and one copy~~ with the secretary of state, the issuance of an amended certificate of authority and the effect thereof shall be the same as in the case of an original application for a certificate of authority."

Section 34. Section 35-1-1013, MCA, is amended to read:

"35-1-1013. Change of registered office or registered agent of foreign corporation. (1) A foreign corporation authorized to transact business in this state may change its registered office or change its registered agent, or both, upon filing in the office of the secretary of state a statement setting forth:

(a) the name of the corporation;

(b) the address, including street and number, if any, of its then registered office;

(c) if the address of its registered office be changed, the address, including street and number, if any, to which the registered office is to be changed;

(d) the name of its then registered agent;

(e) if its registered agent be changed, the name of its successor registered agent;

(f) that the address, including street and number, if any, of its registered office and the address of the business office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for~~ the corporation by ~~its-president-or-a-vice-president~~ any officer ~~thereof~~ and verified by him and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office and, upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) ~~Any~~ A registered agent of a foreign corporation may resign as such registered agent upon ~~filing~~ executing a written notice ~~thereof---executed---in---duplicate,~~ of resignation and filing one original and one copy with the secretary of state, who shall forthwith immediately mail a copy thereof to the corporation at its ~~principal~~ registered office ~~in-the-state-or-country-under-the-laws-of-which-it-is~~ incorporated. The appointment of such ~~the~~ agent shall ~~terminate upon the expiration of~~ 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business address to another place within the same county, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above, except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 35. Section 35-1-1018, MCA, is amended to read:

"35-1-1018. Filing of application for withdrawal -- issuance of certificate of withdrawal -- effect. (1) ~~Duplicate-originate~~ One original and one copy of such application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, he shall, when all fees have been paid as in this chapter prescribed:

(a) endorse on ~~each-of-such--duplicate--originate~~ the original and the copy the word "filed" and the month, day, and year of the filing thereof;

(b) file ~~one-of-such-duplicate-originate~~ the original in his office; and

(c) issue a certificate of withdrawal to which he

1 shall affix the ~~other-duplicate-original copy~~.

2 (2) The certificate of withdrawal, together with the
3 ~~duplicate--original copy~~ of the application for withdrawal
4 affixed thereto by the secretary of state, shall be returned
5 to the corporation or its representative. Upon the issuance
6 of such certificate of withdrawal, the authority of the
7 corporation to transact business in this state shall cease."

8 Section 36. Section 35-2-201, MCA, is amended to read:

9 "35-2-201. Incorporators. One or more persons may
10 incorporate a corporation by signing and delivering ~~one~~
11 ~~original and one copy of~~ articles of incorporation in
12 ~~duplicate~~ to the secretary of state. But no subordinate body
13 shall be incorporated unless such action is approved in
14 writing by the grand, head, or national body in accordance
15 with its applicable rules and such approval or certified
16 copy thereof is attached to the articles of incorporation
17 submitted to the secretary of state."

18 Section 37. Section 35-2-203, MCA, is amended to read:

19 "35-2-203. Articles of incorporation -- filing --
20 issuance of certificate of incorporation. (1) ~~Duplicate~~
21 ~~originals One original and one copy~~ of the articles of
22 incorporation shall be delivered to the secretary of state.
23 If the secretary of state finds that the articles of
24 incorporation conform to law, he shall, when all fees have
25 been paid as in this chapter prescribed:

1 (a) endorse on each--of-such-duplicate-originals the
2 ~~original and the copy~~ the word "filed" and the month, day,
3 and year of the filing thereof;

4 (b) file ~~one-of-such-duplicate-originals the original~~
5 in his office; and

6 (c) issue a certificate of incorporation to which he
7 shall affix the ~~other-duplicate-original copy~~.

8 (2) The certificate of incorporation, together with
9 the ~~duplicate-original copy~~ of the articles of incorporation
10 affixed thereto by the secretary of state, shall be returned
11 to the incorporators or their representative."

12 Section 38. Section 35-2-208, MCA, is amended to read:

13 "35-2-208. Articles of amendment. The articles of
14 amendment shall be executed ~~in-duplicate~~ by the corporation
15 by its president or a vice-president and by its secretary or
16 an assistant secretary and shall set forth:

17 (1) the name of the corporation;

18 (2) the amendment so adopted;

19 (3) if there are members entitled to vote thereon:

20 (a) a statement setting forth the date of the meeting
21 of members at which the amendment was adopted, that a quorum
22 was present at such meeting, and that such amendment
23 received at least two-thirds of the votes which members
24 present at such meeting or represented by proxy were
25 entitled to cast; or

(b) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto; and

(4) if there are no members or no members entitled to vote thereon, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted, and a statement of the fact that such amendment received the vote of a majority of the directors in office."

Section 39. Section 35-2-209, MCA, is amended to read:

"35-2-209. Articles of amendment -- filing -- issuance of certificate of amendment -- effect of issuance. (1) ~~Duplicate--originals~~ One original and one copy of the articles of amendment shall be delivered to the secretary of state. If the secretary of state finds that the articles of amendment conform to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each--of--such--duplicate--originals the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file one-of-such-duplicate--originals the original~~ in his office; and

(c) issue a certificate of amendment to which he shall affix the ~~other-duplicate--original copy~~.

(2) The certificate of amendment, together with the ~~duplicate--original copy~~ of the articles of amendment affixed

thereto by the secretary of state, shall be returned to the corporation or its representative.

(3) Upon the issuance of the certificate of amendment by the secretary of state, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

(4) No amendment shall affect any existing cause of action in favor of or against such corporation or any pending action to which such corporation shall be a party or the existing rights of persons other than members. In the event the corporate name shall be changed by amendment, no action brought by or against such corporation under its former name shall abate for that reason."

Section 40. Section 35-2-210, MCA, is amended to read:

"35-2-210. Restated articles of incorporation. (1) A corporation may, by action taken in the same manner as required for amendment of articles of incorporation, adopt restated articles of incorporation. The restated articles of incorporation may contain any changes in the articles of incorporation that could be made by amendment regularly adopted. Adoption of restated articles of incorporation containing any such changes shall have the effect of amending the existing articles of incorporation to conform to the restated articles of incorporation, without further action of the board of directors or members. Restated

1 articles of incorporation shall contain a statement that
 2 they supersede the theretofore existing articles of
 3 incorporation and amendments thereto. Restated articles of
 4 incorporation shall contain all the statements required by
 5 this chapter to be included in original articles of
 6 incorporation except that:

7 (a) in lieu of setting forth the address of the
 8 initial registered office and the name of the initial
 9 registered agent at such address, there shall be set forth
 10 the address, including street and number, if any, of the
 11 registered office and the name of the registered agent at
 12 such address at the time of the adoption of the restated
 13 articles of incorporation; and

14 (b) no statement need be made with respect to the
 15 names and addresses of directors constituting the initial
 16 board of directors or the names and addresses of the
 17 incorporators.

18 (2) Restated articles of incorporation when executed
 19 and filed in the manner prescribed in this chapter for
 20 articles of amendment shall supersede the theretofore
 21 existing articles of incorporation and amendments thereto.

22 (3) The restated articles of incorporation when filed
 23 shall be accompanied by ~~one original and one copy of a~~
 24 ~~statement executed in duplicate by the corporation by its~~
 25 president or a vice-president and by its secretary or an

1 assistant secretary setting forth the following:

2 (a) the name of the corporation;

3 (b) the date of the adoption of the restated articles
 4 of incorporation by the members, but if there are no members
 5 or no members entitled to vote thereon, that the restated
 6 articles were adopted at a meeting of the board of directors
 7 upon receiving an affirmative vote of a majority of the
 8 directors in office; and

9 (c) that the restated articles correctly set forth the
 10 provisions of the articles of incorporation as theretofore
 11 amended and that they have been duly adopted as required by
 12 law."

13 Section 41. Section 35-2-303, MCA, is amended to read:

14 "35-2-303. Change of registered office or registered
 15 agent. (1) A corporation may change its registered office or
 16 change its registered agent, or both, upon filing in the
 17 office of the secretary of state a statement setting forth:

18 (a) the name of the corporation;

19 (b) the address of its then registered office;

20 (c) if the address of its registered office is to be
 21 changed, the address to which the registered office is to be
 22 changed;

23 (d) the name of its then registered agent;

24 (e) if its registered agent is to be changed, the name
 25 of its successor registered agent;

(f) that the address of its registered office and the address of the office of its registered agent, as changed, will be identical; and

(g) that such change was authorized by resolution duly adopted by its board of directors.

(2) Such statement shall be executed by ~~for the~~ corporation by ~~its president or a vice-president~~ any officer thereof and delivered to the secretary of state. If the secretary of state finds that such statement conforms to the provisions of this chapter, he shall file such statement in his office, and upon such filing, the change of address of the registered office or the appointment of a new registered agent, or both, as the case may be, shall become effective.

(3) ~~Any~~ A registered agent of a corporation may resign as such registered agent upon ~~filling~~ executing a written notice ~~of resignation thereof, executed in duplicate, and filing one original and one copy~~ with the secretary of state, who shall ~~forthwith~~ immediately mail a copy thereof to the corporation ~~in care of an officer who is not the resigning registered agent at the address of such officer as shown by the most recent annual report of the corporation at its registered office.~~ The appointment of such ~~the~~ agent shall terminate ~~upon the expiration of~~ 30 days after receipt of such notice by the secretary of state.

(4) If a registered agent changes his or its business

address to another place within the same state, he or it may change such address and the address of the registered office of any corporations of which he or it is registered agent by filing a statement as required above except that it need be signed only by the registered agent and need not be responsive to (1)(e) or (1)(g) and must recite that a copy of the statement has been mailed to each such corporation."

Section 42. Section 35-2-604, MCA, is amended to read:

"35-2-604. Articles of merger or consolidation -- filing -- issuance of certificate of merger or consolidation. (1) Upon such approval, articles of merger or articles of consolidation shall be executed ~~in duplicate~~ by each corporation by its president or a vice-president and by its secretary or an assistant secretary and shall set forth:

(a) the plan of merger or the plan of consolidation;

(b) if the members of any merging or consolidating corporation are entitled to vote thereon, then as to each such corporation:

(i) a statement setting forth the date of the meeting of members at which the plan was adopted, that a quorum was present at such meeting, and that such plan received at least two-thirds of the votes which members present at such meeting or represented by proxy were entitled to cast; or

(ii) a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote

1 with respect thereto; and

2 (c) if any merging or consolidating corporation has no
3 members or no members entitled to vote thereon, then as to
4 each such corporation a statement of such fact, the date of
5 the meeting of the board of directors at which the plan was
6 adopted, and a statement of the fact that such plan received
7 the vote of a majority of the directors in office.

8 (2) ~~Duplicate-originate~~ One original and one copy of
9 the articles of merger or articles of consolidation shall be
10 delivered to the secretary of state. If the secretary of
11 state finds that such articles conform to law, he shall,
12 when all fees have been paid as in this chapter prescribed:

13 (a) ~~endorse on each of such duplicate-originate~~ the
14 original and the copy the word "filed" and the month, day,
15 and year of the filing thereof;

16 (b) ~~file one of such duplicate-originate~~ the original
17 in his office; and

18 (c) issue a certificate of merger or a certificate of
19 consolidation to which he shall affix the ~~other duplicate~~
20 ~~original copy~~.

21 (3) The certificate of merger or certificate of
22 consolidation, together with the ~~duplicate-originate~~ copy of
23 the articles of merger or articles of consolidation affixed
24 thereto by the secretary of state, shall be returned to the
25 surviving or new corporation, as the case may be, or its

1 representative."

2 Section 43. Section 35-2-705, MCA, is amended to read:

3 "35-2-705. Articles of dissolution. If voluntary
4 dissolution proceedings have not been revoked, then when all
5 debts, liabilities, and obligations of the corporation shall
6 have been paid and discharged or adequate provision shall
7 have been made therefor and all of the remaining property
8 and assets of the corporation shall have been transferred,
9 conveyed, or distributed in accordance with the provisions
10 of this chapter, articles of dissolution shall be executed
11 ~~in duplicate~~ by the corporation by its president or a
12 vice-president and by its secretary or an assistant
13 secretary, which statement shall set forth:

14 (1) the name of the corporation;

15 (2) if there are members entitled to vote thereon:

16 (a) a statement setting forth the date of the meeting
17 of members at which the resolution to dissolve was adopted,
18 that a quorum was present at such meeting, and that such
19 resolution received at least two-thirds of the votes which
20 members present at such meeting or represented by proxy were
21 entitled to cast; or

22 (b) a statement that such resolution was adopted by a
23 consent in writing signed by all members entitled to vote
24 with respect thereto;

25 (3) if there are no members or no members entitled to

1 vote thereon, a statement of such fact, the date of the
2 meeting of the board of directors at which the resolution to
3 dissolve was adopted, and a statement of the fact that such
4 resolution received the vote of a majority of the directors
5 in office;

6 (4) that all debts, obligations, and liabilities of
7 the corporation have been paid and discharged or that
8 adequate provision has been made therefor;

9 (5) a copy of the plan of distribution, if any, as
10 adopted by the corporation or a statement that no plan was
11 so adopted;

12 (6) that all the remaining property and assets of the
13 corporation have been transferred, conveyed, or distributed
14 in accordance with the provisions of this chapter; and

15 (7) that there are no suits pending against the
16 corporation in any court or that adequate provision has been
17 made for the satisfaction of any judgment, order, or decree
18 which may be entered against it in any pending suit."

19 Section 44. Section 35-2-706, MCA, is amended to read:

20 "35-2-706. Filing of articles of dissolution --
21 issuance of certificate of dissolution -- effect. (1)
22 ~~duplicate-originate One original and one copy~~ of such ~~the~~
23 articles of dissolution shall be delivered to the secretary
24 of state. If the secretary of state finds that such articles
25 of dissolution conform to law, he shall, when all fees have

1 been paid as in this chapter prescribed:

2 (a) ~~endorse on each--of-such-duplicate-originate the~~
3 ~~original and the copy~~ the word "filed" and the month, day,
4 and year of the filing thereof;

5 (b) ~~file one-of-such-duplicate-originate the original~~
6 in his office; and

7 (c) issue a certificate of dissolution to which he
8 shall affix the ~~other-duplicate-originate copy~~.

9 (2) The certificate of dissolution, together with the
10 ~~duplicate-originate copy~~ of the articles of dissolution
11 affixed thereto by the secretary of state, shall be returned
12 to the representative of the dissolved corporation. Upon the
13 issuance of such certificate of dissolution the existence of
14 the corporation shall cease, except for the purpose of
15 suits, other proceedings, and appropriate corporate action
16 by members, directors, and officers as provided in this
17 chapter."

18 Section 45. Section 35-2-807, MCA, is amended to read:

19 "35-2-807. Application for certificate of authority.

20 (1) A foreign corporation, in order to procure a certificate
21 of authority to conduct affairs in this state, shall make
22 application therefor to the secretary of state, which
23 application shall set forth:

24 (a) the name of the corporation and the state or
25 country under the laws of which it is incorporated;

(b) the date of incorporation and the period of duration of the corporation;

(c) the address of the principal office of the corporation in the state or country under the laws of which it is incorporated;

(d) the address of the proposed registered office of the corporation in this state and the name of its proposed registered agent in this state at such address;

(e) the purpose or purposes of the corporation which it proposes to pursue in conducting its affairs in this state;

(f) the names and respective addresses of the directors and officers of the corporation; and

(g) such additional information as may be necessary or appropriate in order to enable the secretary of state to determine whether such corporation is entitled to a certificate of authority to conduct affairs in this state.

(2) Such application shall be made on forms prescribed and furnished by the secretary of state and shall be executed in duplicate by the corporation by its president or a vice-president and by its secretary or an assistant secretary."

Section 46. Section 35-2-808, MCA, is amended to read:

"35-2-808. Filing of application -- issuance of certificate of authority. (1) ~~Duplicate--originals~~ one

~~original and one copy~~ of the application of the corporation for a certificate of authority shall be delivered to the secretary of state, together with a copy of its articles of incorporation and all amendments thereto, duly certified by the proper officer of the state or country under the laws of which it is incorporated.

(2) If the secretary of state finds that such application conforms to law, he shall, when all fees have been paid as in this chapter prescribed:

(a) ~~endorse on each of such documents the original and the copy~~ the word "filed" and the month, day, and year of the filing thereof;

(b) ~~file in his office one of such duplicate originals the original~~ of the application and the copy of the articles of incorporation and amendments thereto; and

(c) issue a certificate of authority to conduct affairs in this state to which he shall affix the other ~~duplicate--original~~ copy of the application.

(3) The certificate of authority, together with the ~~duplicate--original~~ copy of the application affixed thereto by the secretary of state, shall be returned to the corporation or its representative."

Section 47. Section 35-2-810, MCA, is amended to read:

"35-2-810. Amended certificate of authority. (1) A foreign corporation authorized to conduct affairs in this

1 state shall procure an amended certificate of authority in
 2 the event it changes its corporate name or desires to pursue
 3 in this state other or additional purposes than those set
 4 forth in its prior application for a certificate of
 5 authority, by making application therefor to the secretary
 6 of state.

7 (2) The requirements in respect to the form and
 8 contents of such application, the manner of its execution,
 9 the filing of ~~duplicate originals thereof~~ one original and
 10 one copy with the secretary of state, the issuance of an
 11 amended certificate of authority, and the effect thereof
 12 shall be the same as in the case of an original application
 13 for a certificate of authority."

14 Section 48. Section 35-2-812, MCA, is amended to read:

15 "35-2-812. Change of registered office or registered
 16 agent of foreign corporation. (1) A foreign corporation
 17 authorized to conduct affairs in this state may change its
 18 registered office or change its registered agent, or both,
 19 upon filing in the office of the secretary of state a
 20 statement setting forth:

21 (a) the name of the corporation;

22 (b) the address of its then registered office;

23 (c) if the address of its registered office be
 24 changed, the address to which the registered office is to be
 25 changed;

1 (d) the name of its registered agent;

2 (e) if its registered agent be changed, the name of
 3 its successor registered agent;

4 (f) that the address of its registered office and the
 5 address of the office of its registered agent, as changed,
 6 will be identical; and

7 (g) that such change was authorized by resolution duly
 8 adopted by its board of directors.

9 (2) Such statement shall be executed by ~~for~~ the
 10 corporation by ~~its president or a vice president~~ any officer
 11 ~~thereof~~ and delivered to the secretary of state. If the
 12 secretary of state finds that such statement conforms to the
 13 provisions of this chapter, he shall file such statement in
 14 his office, and upon such filing, the change of address of
 15 the registered office or the appointment of a new registered
 16 agent, or both, as the case may be, shall become effective.

17 (3) ~~Any A~~ registered agent ~~in this state appointed by~~
 18 ~~of~~ a foreign corporation may resign as such registered agent
 19 upon ~~filing~~ ~~executing~~ a written notice ~~thereof, executed in~~
 20 ~~duplicate of resignation and filing one original and one~~
 21 copy with the secretary of state, who shall ~~forthwith~~
 22 immediately mail a copy thereof to the foreign corporation
 23 at its ~~principal registered office in the state or country~~
 24 ~~under the laws of which it is incorporated as shown by its~~
 25 ~~most recent annual report~~. The appointment of ~~such the~~ agent

1 shall terminate ~~upon the expiration of~~ 30 days after receipt
2 of such notice by the secretary of state.

3 (4) If a registered agent changes his or its business
4 address to another place within the same state, he or it may
5 change such address and the address of the registered office
6 of any corporations of which he or it is registered agent by
7 filing a statement as required above except that it need be
8 signed only by the registered agent and need not be
9 responsive to (1)(e) or (1)(g) and must recite that a copy
10 of the statement has been mailed to each such corporation."

11 Section 49. Section 35-2-817, MCA, is amended to read:

12 "35-2-817. Filing of application for withdrawal --
13 issuance of certificate of withdrawal -- effect. (1)
14 ~~Duplicate originals. One original and one copy~~ of such the
15 application for withdrawal shall be delivered to the
16 secretary of state. If the secretary of state finds that
17 such application conforms to the provisions of this chapter,
18 he shall, when all fees have been paid as in this chapter
19 prescribed:

20 (a) endorse on ~~each of such duplicate originals the~~
21 ~~original and the copy~~ the word "filed" and the month, day,
22 and year of the filing thereof;

23 (b) file ~~one of such duplicate originals the original~~
24 in his office; and

25 (c) issue a certificate of withdrawal to which he

1 shall affix the ~~other duplicate original copy~~.

2 (2) The certificate of withdrawal, together with the
3 ~~duplicate original copy~~ of the application for withdrawal
4 affixed thereto by the secretary of state, shall be returned
5 to the corporation or its representative. Upon the issuance
6 of such certificate of withdrawal, the authority of the
7 corporation to conduct affairs in this state shall cease."

8 Section 50. Section 35-2-1201, MCA, is amended to
9 read:

10 "35-2-1201. Reinstatement of corporation whose term
11 has expired. (1) The secretary of state may:

12 (a) reinstate any corporation which has expired under
13 the provisions of this chapter; and

14 (b) restore to such corporation its right to carry on
15 business in this state and to exercise all its corporate
16 privileges and immunities.

17 (2) A corporation applying for reinstatement shall
18 submit to the secretary of state ~~in duplicate an~~ one
19 original and one copy of the application, executed and
20 verified by a person who was an officer or director at the
21 time of expiration, setting forth:

22 (a) the name of the corporation;

23 (b) a statement that the assets of the corporation
24 have not been liquidated;

25 (c) a statement that not less than a majority of its

1 directors have authorized the application for reinstatement;
2 and

3 (d) if its corporate name has been legally acquired by
4 another corporation prior to its application for
5 reinstatement, the corporate name under which the
6 corporation desires to be reinstated.

7 (3) The corporation shall submit with its application
8 for reinstatement:

9 (a) a certificate from the department of revenue
10 stating that all taxes imposed pursuant to Title 15 have
11 been paid; and

12 (b) a filing fee in an amount equal to one-half of the
13 filing and license fees which the corporation would be
14 required to pay if the corporation were filing its articles
15 of incorporation.

16 (4) When all requirements are met and the secretary of
17 state reinstates the corporation to its former rights, he
18 shall:

19 (a) conform and file in his office reports,
20 statements, and other instruments submitted for
21 reinstatement;

22 (b) immediately issue and deliver to the corporation
23 so reinstated a certificate of reinstatement authorizing it
24 to transact business; and

25 (c) upon demand, issue to the corporation one or more

1 certified copies of such certificate of reinstatement.

2 (5) The secretary of state may not order a
3 reinstatement if 5 years have elapsed since the expiration."

4 Section 51. Section 35-6-201, MCA, is amended to read:

5 "35-6-201. Reinstatement of dissolved corporation. (1)
6 The secretary of state may:

7 (a) reinstate any corporation which has been dissolved
8 under the provisions of this chapter; and

9 (b) restore to such corporation its right to carry on
10 business in this state and to exercise all its corporate
11 privileges and immunities.

12 (2) A corporation applying for reinstatement shall
13 submit to the secretary of state ~~in duplicate an~~ one
14 ~~original and one copy of the~~ application, executed and
15 verified by a person who was an officer or director at the
16 time of dissolution, setting forth:

17 (a) the name of the corporation;

18 (b) a statement that the assets of the corporation
19 have not been liquidated pursuant to 35-1-921 or 35-2-711;

20 (c) a statement that not less than a majority of its
21 directors have authorized the application for reinstatement;
22 and

23 (d) if its corporate name has been legally acquired by
24 another corporation prior to its application for
25 reinstatement, the corporate name under which the

1 corporation desires to be reinstated:

2 (3) The corporation shall submit with its application
3 for reinstatement:

4 (a) a certificate from the department of revenue
5 stating that all taxes imposed pursuant to Title 15 have
6 been paid; and

7 (b) a filing fee in an amount equal to one-half of the
8 filing and license fees which the corporation would be
9 required to pay if the corporation were filing its articles
10 of incorporation;

11 (4) When all requirements are met and the secretary of
12 state reinstates the corporation to its former rights, he
13 shall:

14 (a) conform and file in his office reports,
15 statements, and other instruments submitted for
16 reinstatement; and

17 (b) immediately issue and deliver to the corporation
18 so reinstated a certificate of reinstatement authorizing it
19 to transact business; and

20 (c) upon demand, issue to the corporation one or more
21 certified copies of such certificate of reinstatement;

22 (5) The secretary of state may not order a
23 reinstatement if 5 years have elapsed since the
24 dissolution."

25 Section 52. Section 35-12-606, MCA, is amended to

1 read:

2 "35-12-606. Filing in the office of the secretary of
3 state. (1) ~~two--signed-copies one original and one copy~~ of
4 the certificate of limited partnership and of any
5 certificates of amendment or cancellation (or of any
6 judicial decree of amendment or cancellation) must be
7 delivered to the secretary of state. A person who executes a
8 certificate as an agent or fiduciary need not exhibit
9 evidence of his authority as a prerequisite to filing.
10 Unless the secretary of state finds that any certificate
11 does not conform to law, upon receipt of all filing fees
12 required by law the secretary of state shall:

13 (a) endorse on ~~each--duplicate--original~~ the original
14 ~~and the copy~~ the word "filed" and the day, month, and year
15 of the filing thereof;

16 (b) file ~~one--duplicate--original~~ the original in his
17 office; and

18 (c) return the ~~other--duplicate--original~~ copy to the
19 person who filed it or his representative.

20 (2) Upon the filing of a certificate of amendment (or
21 judicial decree of amendment) in the office of the secretary
22 of state, the certificate of limited partnership is amended
23 as set forth therein; and upon the effective date of a
24 certificate of cancellation (or a judicial decree thereof),
25 the certificate of limited partnership is canceled."

Section 53. Section 35-12-1302, MCA, is amended to read:

"35-12-1302. Registration. Before transacting business in this state, a foreign limited partnership must register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state ~~in duplicate on one original and one copy of the~~ application for registration as a foreign limited partnership, signed and sworn to by a general partner and setting forth:

(1) the name of the foreign limited partnership and, if different, the name under which it proposes to transact business and register in this state;

(2) the state in which it was formed and date of its formation;

(3) the general character of the business it proposes to transact in this state;

(4) the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership desires to appoint, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state and with a place of business in this state;

(5) a statement that the secretary of state is appointed the agent of the foreign limited partnership for

service of process if no agent has been appointed pursuant to subsection (4) or, if appointed, the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence;

(6) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; and

(7) if the certificate of limited partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, a list of the names and addresses."

Section 54. Section 35-12-1303, MCA, is amended to read:

"35-12-1303. Issuance of registration. (1) If the secretary of state finds that an application for registration conforms to law and all requisite fees have been paid, he shall:

(a) endorse on the application the word "filed" and the month, day, and year of the filing thereof;

(b) file in his office ~~one of the duplicate originals~~ the original of the application; and

(c) issue a certificate of registration to transact business in this state.

(2) The certificate of registration, together with one

1 ~~duplicate--original~~ a copy of the application, must be
2 returned to the person who filed the application or his
3 representative."

4 Section 55. Section 35-17-204, MCA, is amended to
5 read:

6 "35-17-204. Adoption of chapter by existing
7 associations. Any corporation or association organized under
8 statutes existing prior to March 5, 1921, may, by a majority
9 vote of its stockholders or members, be brought under the
10 provisions of this chapter by limiting its membership and
11 adopting the other restrictions as provided herein. It
12 shall ~~make-out-in-duplicate~~ prepare one original and one
13 copy of a statement signed and sworn to by its directors,
14 upon forms supplied by the secretary of state, to the effect
15 that the corporation or association has by a majority vote
16 of its stockholders or members decided to accept the
17 benefits and be bound by provisions of this chapter.
18 Articles of incorporation shall be filed as required in
19 35-17-202, except that they shall be signed by the members
20 of the board of directors. The filing fee shall be the same
21 as for filing an amendment to articles of incorporation."

-End-