

HOUSE BILL NO. 557

INTRODUCED BY SANDS

BY REQUEST OF THE SECRETARY OF STATE

IN THE HOUSE

January 29, 1983	Introduced and referred to Committee on State Administration.
February 7, 1983	Committee recommend bill do pass. Report adopted.
February 8, 1983	Bill printed and placed on members' desks.
February 9, 1983	Second reading, do pass.
February 11, 1983	Considered correctly engrossed.
February 12, 1983	Third reading, passed. Transmitted to Senate.

IN THE SENATE

February 12, 1983	Introduced and referred to Committee on State Administration.
March 2, 1983	Committee recommend bill be concurred in as amended. Report adopted.
March 4, 1983	Second reading, pass consideration.
March 5, 1983	Second reading, concurred in as amended.
March 8, 1983	Third reading, concurred in. Ayes, 47; Noes, 0.

IN THE HOUSE

March 8, 1983

Returned to House with
amendments.

March 10, 1983

Second reading,
amendments concurred in.

March 11, 1983

Third reading, amendments
concurred in.

Sent to enrolling.

Reported correctly
enrolled.

1 *House* BILL NO. *557*
 2 INTRODUCED BY *Smith*
 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 REQUIREMENTS FOR EXECUTING
 7 CERTAIN DOCUMENTS FILED WITH THE SECRETARY OF STATE;
 8 PROVIDING PENALTIES FOR MAKING FALSE STATEMENTS; AMENDING
 9 SECTIONS 30-13-203, 30-13-207, 30-13-212, 30-13-311,
 10 30-13-313, 30-13-318, 35-1-201, 35-1-209, 35-1-212,
 11 35-1-213, 35-1-306, 35-1-412, 35-1-602, 35-1-612, 35-1-804,
 12 35-1-805, 35-1-901 THROUGH 35-1-903, 35-1-907, 35-1-908,
 13 35-1-911, 35-1-1008, 35-1-1013, 35-1-1017, 35-1-1101,
 14 35-2-413, 35-2-1201, 35-6-201, 35-15-201, 35-15-204,
 15 35-15-205, 35-15-305, 35-15-504, 35-17-202 THROUGH
 16 35-17-204, 35-17-504, 35-18-203 THROUGH 35-18-206,
 17 35-18-401, 35-18-402, 35-18-404, 35-18-405, AND 35-18-501,
 18 MCA."
 19
 20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
 21 NEW SECTION. Section 1. Execution constituting
 22 affirmation -- penalty -- warning. (1) The execution of any
 23 document required to be filed with the secretary of state
 24 under this part constitutes an affirmation, under the
 25 penalties of perjury, by each person executing the document

1 that the facts stated therein are true.
 2 (2) The secretary of state shall provide for the
 3 printing of a warning to this effect on each form prescribed
 4 by him under this part.
 5 Section 2. Section 30-13-203, MCA, is amended to read:
 6 "30-13-203. Application for registration of assumed
 7 business name. All persons transacting business in this
 8 state under an assumed business name shall execute ~~verify~~
 9 and file with the secretary of state, on forms furnished by
 10 the secretary of state, an application for registration of
 11 the assumed business name, including but not limited to the
 12 following information:
 13 (1) the name and address, including the street name
 14 and number, of applicant;
 15 (2) the complete name of proposed assumed business
 16 name;
 17 (3) date of first use, in commerce, of assumed
 18 business name;
 19 (4) description of business transacted under such
 20 name; and
 21 (5) the name of county or counties in which business
 22 is being transacted."
 23 Section 3. Section 30-13-207, MCA, is amended to read:
 24 "30-13-207. Application for renewal of assumed
 25 business name. Duplicate originals of application for

1 renewal of registration of an assumed business name shall be
 2 executed~~ed~~~~ed~~ and delivered to the secretary of state.
 3 The application shall include but not be limited to the
 4 following information:

- 5 (1) the complete assumed business name;
- 6 (2) the name and address, including street name and
 7 number, if any, of applicant;
- 8 (3) description of business transacted; and
- 9 (4) the name of the county or counties in which
 10 business is being transacted."

11 Section 4. Section 30-13-212, MCA, is amended to read:

12 "30-13-212. Filing application for reservation of
 13 assumed business name -- issuance of certificate thereon.

14 (1) Duplicate originals of application for reservation of an
 15 assumed business name, duly executed ~~and verified~~ by the
 16 applicant, shall be delivered to the secretary of state. If
 17 the secretary of state finds the application complies with
 18 the provisions of this part, he shall, when all fees have
 19 been paid as provided in this part:

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

23 (b) file one of the duplicate originals in his office;

24 (c) issue a certificate of reservation, to which he
 25 shall affix the other duplicate original.

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

5 NEW SECTION. Section 5. Execution constituting
 6 affirmation -- penalty -- warning. (1) The execution of any
 7 document required to be filed with the secretary of state
 8 under this part constitutes an affirmation, under the
 9 penalties of perjury, by each person executing the document
 10 that the facts stated therein are true.

11 (2) The secretary of state shall provide for the
 12 printing of a warning to this effect on each form prescribed
 13 by him under this part.

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

15 "30-13-311. Application for registration. (1) Subject
 16 to the limitations set forth in this part, a person who
 17 adopts and uses a mark in this state may file in the office
 18 of secretary of state, on a form to be furnished by the
 19 secretary of state, an application for registration of that
 20 mark setting forth information including but not limited to
 21 the following:

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

25 (b) the essential feature of the mark to be

1 registered;

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

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

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

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

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

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

21 (4) The application for registration must be
22 accompanied by a filing fee of \$20, payable to the secretary
23 of state."

24 Section 7. Section 30-13-313, MCA, is amended to read:

25 "30-13-313. Duration and renewal. (1) Registration of

1 a mark under this part is effective for a term of 10 years
2 from the date of registration and, upon application filed
3 within 6 months prior to the expiration of such term, the
4 registration may be renewed for another 10 years.

5 (2) An application for renewal of mark registration
6 must be delivered to the secretary of state and shall set
7 forth information including but not limited to the
8 following:

9 (a) the name and business address of the applicant;

10 (b) a description of the mark; and

11 (c) a statement that the mark is still in use by the
12 applicant in this state.

13 (3) The application for renewal of mark registration
14 must be signed ~~and verified~~ by ~~affidavit of~~ the applicant.

15 (4) The application for renewal of mark registration
16 must be accompanied by a filing fee of \$20, payable to the
17 secretary of state."

18 Section 8. Section 30-13-318, MCA, is amended to read:

19 "30-13-318. Cancellation. The secretary of state shall
20 cancel from the registers:

21 (1) after July 1, 1981, each registration made prior
22 to July 1, 1980, that is more than 10 years old and not
23 renewed in accordance with this part;

24 (2) any registration concerning ~~for~~ which the
25 ~~secretary of state~~ he receives a ~~voluntary~~ written request

for cancellation ~~from, signed and verified by~~ the registrant or the assignee of record ~~and accompanied by fees as prescribed in this part;~~

(3) each registration granted under this part and not renewed in accordance with the provisions of this part;

(4) any registration concerning which a court of competent jurisdiction finds that:

(a) the registered mark has been abandoned;

(b) the registrant is not the owner of the mark;

(c) the registration was granted improperly;

(d) the registration was obtained fraudulently;

(e) the registered mark is so similar to a mark currently registered by another person in the United States patent and trademark office prior to the filing date of the application for registration under this part as to be likely to cause confusion or mistake or to deceive. However, if the registrant proves that he is the owner of a concurrent registration of his mark in the United States patent and trademark office covering an area including this state, the registration under this part may not be canceled.

(5) a registration ordered canceled by a court of competent jurisdiction on any grounds."

Section 9. 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 ~~and~~ acknowledging, and delivering in duplicate to the secretary of state articles of incorporation for such corporation."

Section 10. 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;

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

6 Section 11. Section 35-1-212, MCA, is amended to read:

7 "35-1-212. Amendment of articles of incorporation in
8 reorganization proceedings. (1) Whenever a plan of
9 reorganization of a corporation has been confirmed by decree
10 or order of a court of competent jurisdiction in proceedings
11 for the reorganization of such corporation pursuant to the
12 provisions of any applicable statute of the United States
13 relating to reorganizations of corporations, the articles of
14 incorporation of the corporation may be amended in the
15 manner provided in this section in as many respects as may
16 be necessary to carry out the plan and put it into effect,
17 so long as the articles of incorporation as amended contain
18 only such provisions as might be lawfully contained in
19 original articles of incorporation at the time of making
20 such amendment.

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

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

1 (b) repeal, alter, or amend the bylaws of the
2 corporation;

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

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

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

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

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

22 (a) Articles of amendment approved by decree or order
23 of such court shall be executed ~~and verified~~ in duplicate by
24 such person or persons as the court shall designate or
25 appoint for the purpose and shall set forth the name of the

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

(b) Duplicate originals 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:

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

(ii) file one of such duplicate originals in his office;

(iii) issue a certificate of amendment to which he shall affix the other duplicate original.

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

(4) The amendment becomes effective upon the issuance

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

Section 12. Section 35-1-213, MCA, is amended to read:

"35-1-213. 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 shareholders. Restated articles of incorporation shall contain a statement that they supersede the theretofore existing articles of incorporation and amendments thereto. Restated articles of incorporation shall contain all the statements required by this chapter to be included in original articles of

1 incorporation except that:

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

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

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

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

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

1 (a) the name of the corporation;

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

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

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

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

21 Section 13. Section 35-1-306, MCA, is amended to read:

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

1 (a) the name of the corporation;
 2 (b) the address of its then registered office;
 3 (c) if the address of its registered office is
 4 changed, the address to which the registered office is to be
 5 changed;
 6 (d) the name of its then registered agent;
 7 (e) if its registered agent is changed, the name of
 8 its successor registered agent;
 9 (f) that the address of its registered office and the
 10 address of the business office of its registered agent, as
 11 changed, will be identical;
 12 (g) that such change was authorized by resolution duly
 13 adopted by its board of directors.
 14 (2) Such statement shall be executed for the
 15 corporation by any officer thereof ~~verified by him~~ and
 16 delivered to the secretary of state. If the secretary of
 17 state finds that such statement conforms to the provisions
 18 of this chapter, he shall, when all fees have been paid as
 19 in this chapter prescribed, file such statement in his
 20 office. Upon filing, the change of address of the registered
 21 office or the appointment of a new registered agent, or
 22 both, as the case may be, is effective.
 23 (3) A registered agent of a corporation may resign as
 24 registered agent upon filing a written notice of
 25 resignation, executed in duplicate, with the secretary of

1 state, who shall immediately mail a copy thereof to the
 2 corporation at its registered office. The appointment of the
 3 agent shall terminate 30 days after receipt of such notice
 4 by the 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 14. Section 35-1-412, MCA, is amended to read:
 15 "35-1-412. ~~Penalty imposed upon officers and directors~~
 16 ~~for signing false document. Each officer and director of a~~
 17 ~~corporation, domestic or foreign, who signs any articles,~~
 18 ~~statements, reports, applications, or other document filed with~~
 19 ~~the secretary of state which is known to such officer or~~
 20 ~~director to be false in any material respect shall be deemed~~
 21 ~~to be guilty of a misdemeanor and upon conviction thereof~~
 22 ~~may be fined in any amount not exceeding \$500. (1) The~~
 23 execution of any document required to be filed with the
 24 secretary of state under this chapter constitutes an
 25 affirmation, under the penalties of perjury, by each person

1 ~~executing the document that the facts stated therein are~~
2 ~~true.~~

3 ~~(2) The secretary of state shall provide for the~~
4 ~~printing of a warning to this effect on each form prescribed~~
5 ~~by him under this chapter."~~

6 Section 15. Section 35-1-602, MCA, is amended to read:
7 "35-1-602. Issuance of shares of preferred or special
8 classes in series -- filing of statement. (1) If the
9 articles of incorporation so provide, the shares of any
10 preferred or special class may be divided into and issued in
11 series. If the shares of any such class are to be issued in
12 series, then each series shall be so designated as to
13 distinguish the shares thereof from the shares of all other
14 series and classes. Any or all of the series of any such
15 class and the variations in the relative rights and
16 preferences as between different series may be fixed and
17 determined by the articles of incorporation, but all shares
18 of the same class shall be identical except as to the
19 following relative rights and preferences as to which there
20 may be variations between different series:

21 (a) the rate of dividend;

22 (b) whether shares may be redeemed and, if so, the
23 redemption price and the terms and conditions of redemption;

24 (c) the amount payable upon shares in event of
25 voluntary and involuntary liquidation;

1 (d) sinking fund provisions, if any, for the
2 redemption or purchase of shares;

3 (e) the terms and conditions, if any, on which shares
4 may be converted;

5 (f) voting rights, if any.

6 (2) If the articles of incorporation shall expressly
7 vest authority in the board of directors, then, to the
8 extent that the articles of incorporation shall not have
9 established series and fixed and determined the variations
10 in the relative rights and preferences as between series,
11 the board of directors shall have authority to divide any or
12 all of such classes into series and, within the limitations
13 set forth in this section and in the articles of
14 incorporation, fix and determine the relative rights and
15 preferences of the shares of any series so established.

16 (3) In order for the board of directors to establish a
17 series where authority so to do is contained in the articles
18 of incorporation, the board of directors shall adopt a
19 resolution setting forth the designation of the series and
20 fixing and determining the relative rights and preferences
21 thereof or so much thereof as shall not be fixed and
22 determined by the articles of incorporation.

23 (4) Prior to the issue of any shares of a series
24 established by resolution adopted by the board of directors,
25 the corporation shall file in the office of the secretary of

1 state a statement setting forth:

2 (a) the name of the corporation;

3 (b) a copy of the resolution establishing and
4 designating the series and fixing and determining the
5 relative rights and preferences thereof;

6 (c) the date of adoption of such resolution;

7 (d) that such resolution was duly adopted by the board
8 of directors.

9 (5) Such statement shall be executed in duplicate by
10 the corporation by its president or a vice-president and by
11 its secretary or an assistant secretary ~~and verified by one~~
12 ~~of the officers signing such statement~~ and shall be
13 delivered to the secretary of state. If the secretary of
14 state finds that such statement conforms to law, he shall,
15 when all fees have been paid as in this chapter prescribed:

16 (a) endorse on each of such duplicate originals the
17 word "filed" and the month, day, and year of the filing
18 thereof;

19 (b) file one of such duplicate originals in his
20 office;

21 (c) return the other duplicate original to the
22 corporation or its representative.

23 (6) Upon the filing of such statement by the secretary
24 of state, the resolution establishing and designating the
25 series and fixing and determining the relative rights and

1 preferences thereof shall become effective and shall
2 constitute an amendment of the articles of incorporation."

3 Section 16. Section 35-1-612, MCA, is amended to read:

4 "35-1-612. Power of corporation to acquire its own
5 shares. (1) A corporation shall have the power to acquire
6 its own shares. All of its own shares acquired by a
7 corporation, upon acquisition, constitute authorized but
8 unissued shares unless the articles of incorporation provide
9 that they may not be reissued, in which case the authorized
10 shares shall be reduced by the number of shares acquired.

11 (2) If the number of authorized shares is reduced by
12 an acquisition, the corporation shall, no later than the
13 time it files its next annual report under this chapter with
14 the secretary of state, file a statement of cancellation
15 showing the reduction in the authorized shares. The
16 statement of cancellation shall be executed in duplicate by
17 the corporation by its president or a vice-president and by
18 its secretary or an assistant secretary ~~and verified by one~~
19 ~~of the officers signing such statement~~ and shall set forth:

20 (a) the name of the corporation;

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

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

(3) Duplicate originals of such 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:

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

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

(c) return the other duplicate original to the corporation or its representative."

Section 17. 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 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:

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

(b) file one of such duplicate originals in his office;

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

(3) The certificate of merger, consolidation, or exchange, together with the duplicate original of the

articles of merger or articles of consolidation 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 18. 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;

(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 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 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 word "filed" and the month, day, and year of the filing thereof;

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

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

(5) The certificate of merger, together with the

1 duplicate original of the articles of merger affixed thereto
2 by the secretary of state, shall be returned to the
3 surviving corporation or its representative."

4 Section 19. Section 35-1-901, MCA, is amended to read:

5 "35-1-901. Voluntary dissolution by incorporators or
6 initial board of directors -- filing of articles of
7 dissolution. A corporation which has not commenced business
8 and which has not issued any shares may be voluntarily
9 dissolved by its incorporators at any time in the following
10 manner:

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

14 (a) the name of the corporation;

15 (b) the date of issuance of its certificate of
16 incorporation;

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

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

19 (e) that the amount, if any, actually paid in on
20 subscriptions for its shares, less any part thereof
21 disbursed for necessary expenses, has been returned to those
22 entitled thereto;

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

24 (g) that a majority of the incorporators elect that
25 the corporation be dissolved.

1 (2) Duplicate originals of the articles of dissolution
2 shall be delivered to the secretary of state. If the
3 secretary of state finds that the articles of dissolution
4 conform to law, he shall, when all fees have been paid as in
5 this chapter prescribed:

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

9 (b) file one of such duplicate originals in his
10 office;

11 (c) issue a certificate of dissolution to which he
12 shall affix the other duplicate original.

13 (3) The certificate of dissolution, together with the
14 duplicate original of the articles of dissolution affixed
15 thereto by the secretary of state, shall be returned to the
16 incorporators, the board of directors, or their
17 representative. Upon the issuance of such certificate of
18 dissolution by the secretary of state, the existence of the
19 corporation shall cease."

20 Section 20. Section 35-1-902, MCA, is amended to read:

21 "35-1-902. Voluntary dissolution by consent of
22 shareholders -- statement of intent. (1) A corporation may
23 be voluntarily dissolved by the written consent of all of
24 its shareholders.

25 (2) Upon the execution of such written consent, 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 written consent signed by all shareholders of the corporation;

(e) a statement 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 21. 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;

1 (b) the names and respective addresses of its
2 officers;

3 (c) the names and respective addresses of its
4 directors;

5 (d) a copy of the resolution adopted by the
6 shareholders authorizing the dissolution of the corporation;

7 (e) the number of shares outstanding and, if the
8 shares of any class are entitled to vote as a class, the
9 designation and number of outstanding shares of each such
10 class;

11 (f) the number of shares voted for and against the
12 resolution, respectively, and if the shares of any class are
13 entitled to vote as a class, the number of shares of each
14 such class voted for and against the resolution,
15 respectively."

16 Section 22. Section 35-1-907, MCA, is amended to read:

17 "35-1-907. Revocation of voluntary dissolution
18 proceedings by consent of shareholders. (1) By the written
19 consent of all of its shareholders, a corporation may, at
20 any time prior to the issuance of a certificate of
21 dissolution by the secretary of state, revoke voluntary
22 dissolution proceedings theretofore taken in the following
23 manner:

24 (2) Upon the execution of such written consent, a
25 statement of revocation of voluntary dissolution proceedings

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

5 (a) the name of the corporation;

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

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

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

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

16 Section 23. Section 35-1-908, MCA, is amended to read:

17 "35-1-908. Revocation of voluntary dissolution
18 proceedings by act of corporation. By the act of the
19 corporation, a corporation may, at any time prior to the
20 issuance of a certificate of dissolution by the secretary of
21 state, revoke voluntary dissolution proceedings theretofore
22 taken in the following manner:

23 (1) The board of directors shall adopt a resolution
24 recommending that the voluntary dissolution proceedings be
25 revoked and directing that the question of such revocation

be submitted to a vote at a special meeting of shareholders.

(2) Written notice stating that the purpose or one of the purposes of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings 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 special meetings of shareholders.

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

(4) Upon the adoption of such resolution, 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 statements 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 revoking the voluntary dissolution proceedings;

(e) the number of shares outstanding;

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

Section 24. Section 35-1-911, MCA, is amended to read:

"35-1-911. Articles of dissolution. If voluntary dissolution proceedings have not been revoked, then when all 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 statements 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

1 accordance with their respective rights and interests;

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

6 Section 25. Section 35-1-1008, MCA, is amended to
7 read:

8 "35-1-1008. Application for a certificate of
9 authority. (1) A foreign corporation, in order to procure a
10 certificate of authority to transact business in this state,
11 shall make application therefor to the secretary of state,
12 which application shall set forth:

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

15 (b) if the name of the corporation does not contain
16 the word "corporation", "company", "incorporated", or
17 "limited" or an abbreviation of one of such words, then the
18 name of the corporation with the word or abbreviation which
19 it elects to add thereto for use in this state;

20 (c) the date of incorporation and the period of
21 duration of the corporation;

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

25 (e) the address of the registered office of the

1 corporation in this state and the name of its registered
2 agent in this state at such address;

3 (f) the purpose or purposes of the corporation which
4 it proposes to pursue in the transaction of business in this
5 state;

6 (g) the names and respective addresses of the
7 directors and officers of the corporation;

8 (h) a statement of the aggregate number of shares
9 which the corporation has authority to issue, itemized by
10 classes and series, if any, within a class;

11 (i) a statement of the aggregate number of issued
12 shares, itemized by classes and series, if any, within a
13 class; and

14 (j) such additional information as may be necessary or
15 appropriate in order to enable the secretary of state to
16 determine whether such corporation is entitled to a
17 certificate of authority to transact business in this state
18 and to determine and assess the fees payable.

19 (2) Such application shall be made on forms prescribed
20 and furnished by the secretary of state and shall be
21 executed in duplicate by the corporation by its president or
22 a vice-president and by its secretary or an assistant
23 secretary ~~and--verified-by-one-of-the-officers-signing-such~~
24 ~~application."~~

25 Section 25. Section 35-1-1013, MCA, is amended to

1 read:

2 "35-1-1013. Change of registered office or registered
3 agent of foreign corporation. (1) A foreign corporation
4 authorized to transact business in this state may change its
5 registered office or change its registered agent, or both,
6 upon filing in the office of the secretary of state a
7 statement setting forth:

8 (a) the name of the corporation;

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

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

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

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

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

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

23 (2) Such statement shall be executed by the
24 corporation by its president or a vice-president and
25 ~~verified--by-him~~ and delivered to the secretary of state. If

1 the secretary of state finds that such statement conforms to
2 the provisions of this chapter, he shall file such statement
3 in his office and, upon such filing, the change of address
4 of the registered office or the appointment of a new
5 registered agent, or both, as the case may be, shall become
6 effective.

7 (3) Any registered agent of a foreign corporation may
8 resign as such agent upon filing a written notice thereof,
9 executed in duplicate, with the secretary of state, who
10 shall forthwith mail a copy thereof to the corporation at
11 its principal office in the state or country under the laws
12 of which it is incorporated. The appointment of such agent
13 shall terminate upon the expiration of 30 days after receipt
14 of such notice by the secretary of state.

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

24 Section 27. Section 35-1-1017, MCA, is amended to
25 read:

1 "35-1-1017. Withdrawal of foreign corporation. (1) A
2 foreign corporation authorized to transact business in this
3 state may withdraw from this state upon procuring from the
4 secretary of state a certificate of withdrawal. In order to
5 procure such certificate of withdrawal, the foreign
6 corporation shall deliver to the secretary of state an
7 application for withdrawal, which shall set forth:

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

10 (b) that the corporation is not transacting business
11 in this state;

12 (c) that the corporation surrenders its authority to
13 transact business in this state;

14 (d) that the corporation revokes the authority of its
15 registered agent in this state to accept service of process
16 and consents that service of process in any action, suit, or
17 proceeding based upon any cause of action arising in this
18 state during the time the corporation was authorized to
19 transact business in this state may thereafter be made on
20 such corporation by service thereof on the secretary of
21 state;

22 (e) a post-office address, including street and
23 number, if any, to which the secretary of state may mail a
24 copy of any process against the corporation that may be
25 served on him;

1 (f) a statement of the aggregate number of shares
2 which the corporation has authority to issue, itemized by
3 class and series, if any, within each class, as of the date
4 of such application;

5 (g) a statement of the aggregate number of issued
6 shares, itemized by class and series, if any, within each
7 class, as of the date of such application;

8 (h) that all taxes imposed on the corporation by Title
9 15 have been paid, supported by a certificate by the
10 department of revenue to be attached to said application to
11 the effect that the department is satisfied from the
12 available evidence that all such taxes imposed have been
13 paid. The issuance of such certificate does not relieve the
14 corporation from liability for any taxes, penalties, or
15 interest due the state of Montana; and

16 (i) such additional information as may be necessary or
17 appropriate to enable the secretary of state to determine
18 and assess any unpaid fees or taxes payable by such foreign
19 corporation as prescribed by this chapter.

20 (2) The application for withdrawal shall be made on
21 forms prescribed and furnished by the secretary of state and
22 shall be executed for the corporation by its president or a
23 vice-president and by its secretary or an assistant
24 secretary ~~and verified by one of the officers signing the~~
25 ~~application~~ or, if the corporation is in the hands of a

receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee ~~and verified by him.~~"

Section 28. Section 35-1-1101, MCA, is amended to read:

"35-1-1101. Annual report of domestic and foreign corporations. (1) Each domestic corporation and each foreign corporation authorized to transact business in this state shall file, within the time prescribed by this chapter, an annual report setting forth:

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

(b) the address of the registered office of the corporation in this state and the name of its registered agent in this state at such address, including street and number, if any, and, in the case of a foreign corporation, the address, including street and number, if any, of its principal office in the state or country under the laws of which it is incorporated;

(c) a brief statement of the character of the business in which the corporation is actually engaged in this state;

(d) the names and respective addresses, including street and number, if any, of the directors and officers of the corporation;

(e) a statement of the aggregate number of shares

which the corporation has authority to issue, itemized by class and series, if any, within each class; and

(f) a statement of the aggregate number of issued shares, itemized by class and series, if any, within each class.

(2) In addition thereto, every foreign corporation shall include a statement, expressed in dollars, of the value of all the property owned by the corporation, wherever located, and the value of the property of the corporation located within this state and a statement, expressed in dollars, of the gross amount of business transacted by the corporation for the 12 months ended on December 31 preceding the date herein provided for the filing of such report and the gross amount thereof transacted by the corporation at or from places of business in this state. If on December 31 preceding the time herein provided for the filing of such report, the corporation has not been authorized to transact business in this state for a period of 12 months, the statement with respect to business transacted must be furnished for the period between the date of its authorization to transact business in this state and such December 31. If all the property of the corporation is located in this state and all of its business is transacted at or from places of business in this state, then the information required by this subsection need not be set

1 forth in such report.

2 (3) Such annual report must be on forms prescribed by
3 the secretary of state. The information therein contained
4 must be given as of the date of the execution of the report.
5 It must be executed by the corporation by its president, a
6 vice-president, secretary, an assistant secretary, or
7 treasurer ~~and verified by the officer executing the report,~~
8 or if the corporation is in the hands of a receiver or
9 trustee, it must be executed on behalf of the corporation
10 ~~and verified by such receiver or trustee."~~

11 Section 29. Section 35-2-413, MCA, is amended to read:

12 "35-2-413. ~~Penalty imposed upon directors and officers~~
13 ~~for signing false document. Each director and officer of a~~
14 ~~corporation, domestic or foreign, who signs any articles,~~
15 ~~statement, report, application, or other document filed with~~
16 ~~the secretary of state which is known to such officer or~~
17 ~~director to be false in any material respect shall be deemed~~
18 ~~to be guilty of a misdemeanor and upon conviction thereof~~
19 ~~may be fined in any amount not exceeding \$500. (1) The~~
20 execution of any document required to be filed with the
21 secretary of state under this chapter constitutes an
22 affirmation, under the penalties of perjury, by each person
23 executing the document that the facts stated therein are
24 true.

25 (2) The secretary of state shall provide for the

1 printing of a warning to this effect on each form prescribed
2 by him under this chapter."

3 Section 30. Section 35-2-1201, MCA, is amended to
4 read:

5 "35-2-1201. Reinstatement of corporation whose term
6 has expired. (1) The secretary of state may:

7 (a) reinstate any corporation which has expired under
8 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
14 application, executed ~~and verified~~ by a person who was an
15 officer or director at the time of expiration, setting
16 forth:

17 (a) the name of the corporation;

18 (b) a statement that the assets of the corporation
19 have not been liquidated;

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;

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 expiration."

24 Section 31. Section 35-6-201, MCA, is amended to read:

25 "35-6-201. Reinstatement of dissolved corporation. (1)

1 The secretary of state may:

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

4 (a) restore to such corporation its right to carry on
5 business in this state and to exercise all its corporate
6 privileges and immunities.

7 (2) A corporation applying for reinstatement shall
8 submit to the secretary of state in duplicate an
9 application, executed ~~and--verified~~ by a person who was an
10 officer or director at the time of dissolution, setting
11 forth:

12 (a) the name of the corporation;

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

15 (c) a statement that not less than a majority of its
16 directors have authorized the application for reinstatement;
17 and

18 (d) if its corporate name has been legally acquired by
19 another corporation prior to its application for
20 reinstatement, the corporate name under which the
21 corporation desires to be reinstated.

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

24 (a) a certificate from the department of revenue
25 stating that all taxes imposed pursuant to Title 15 have

1 been paid; and

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

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

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

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

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

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

20 Section 32. Section 35-15-201, MCA, is amended to
21 read:

22 "35-15-201. Incorporation. (1) Whenever any number of
23 persons, not less than three or more than seven, may desire
24 to become incorporated as a cooperative association for the
25 purpose of trade or of prosecuting any branch of industry or

1 the purchase and distribution of commodities for consumption
2 or in the borrowing or lending of money among members for
3 industrial purposes, they shall make a statement to that
4 effect under their hands, ~~duly acknowledged by a notary~~
5 ~~public in the manner provided for the acknowledgment of~~
6 ~~deeds,~~ setting forth:

7 (a) the name of the proposed corporation;

8 (b) its capital stock;

9 (c) its location;

10 (d) the duration of the association; and

11 (e) the particular branch or branches of industry
12 which they intend to prosecute.

13 (2) The statement shall be filed in the office of the
14 secretary of state as the articles of incorporation of the
15 association. The secretary of state shall thereupon issue to
16 such persons a license as commissioners to open books for
17 subscription to the capital stock of such corporation, at
18 such time and place as they may determine, for which he
19 shall receive the fee of \$20."

20 Section 33. Section 35-15-204, MCA, is amended to
21 read:

22 "35-15-204. Issuance of certificate of organization --
23 effect. (1) The commissioners shall make a full report of
24 their proceedings, including therein a copy of the notice
25 provided for in the preceding section, a copy of the

1 subscription list, a copy of the bylaws adopted by the
 2 association, and the names of the directors elected and
 3 their respective terms of office, which report shall be
 4 ~~sworn--to~~ executed by at least a majority of the
 5 commissioners and shall be filed in the office of the
 6 secretary of state. The secretary of state shall thereupon
 7 issue a certificate of the complete organization of the
 8 association, making a part thereof a copy of all papers
 9 filed in his office in and about the organization and duly
 10 authenticated under his hand and seal of the state for which
 11 he shall receive the sum of \$20, and thereupon a certified
 12 copy of said certificate shall be filed in the office of the
 13 county clerk in which the principal office of the
 14 association is located.

15 (2) Upon the filing of said certified copy, the
 16 association shall be deemed to be fully organized and may
 17 proceed to business."

18 Section 34. Section 35-15-205, MCA, is amended to
 19 read:

20 "35-15-205. Amendment of articles of incorporation. At
 21 any time after the filing of the certificate of complete
 22 organization, the articles of incorporation may be amended.
 23 Any amendment of the articles of incorporation shall first
 24 be approved by two-thirds of the directors and then adopted
 25 by a vote of not less than two-thirds of those stockholders

1 voting thereon at any regular meeting of the stockholders or
 2 at a special meeting of the stockholders called for that
 3 purpose. A certificate setting forth such amendment shall be
 4 executed and--~~acknowledged~~ on behalf of the association by
 5 its president or vice-president and its corporate seal
 6 affixed thereto and attested by its secretary. Such
 7 certificate shall be filed in the office of the secretary of
 8 state who shall thereupon issue a certificate of amendment
 9 of the articles of incorporation for which he shall receive
 10 the sum of \$10, and thereupon a certified copy of such
 11 certificate shall be filed in the office of the county clerk
 12 in which the principal office of the association is
 13 located."

14 Section 35. Section 35-15-305, MCA, is amended to
 15 read:

16 "35-15-305. Filing required to have benefit of certain
 17 provisions. All cooperative corporations, companies, or
 18 associations organized before March 5, 1915, and doing
 19 business under prior statutes or which have attempted to so
 20 organize and do business shall have the benefit of
 21 35-15-303, 35-15-411, and 35-15-412 and be bound thereby on
 22 filing with the secretary of state a written declaration,
 23 ~~signed-and-sworn-to~~ executed by the president and secretary,
 24 to the effect that said cooperative company or association
 25 has by a majority vote of its stockholders decided to accept

the benefits of and to be bound by such provisions."

Section 36. Section 35-15-504, MCA, is amended to read:

"35-15-504. Filing of documents of merger or consolidation -- effective date. (1) Within 30 days after the merger or consolidation plan has been adopted, documents of merger or consolidation setting forth the plan and the manner of adoption thereof shall be signed ~~and acknowledged~~ by the president or vice-president and by the secretary or assistant secretary of each association merging or consolidating and filed with the clerk and recorder of the county in which the principal office of the new or surviving association is located ~~if the office is in Montana and with the Montana secretary of state.~~

(2) If the new or surviving association has its principal office in Montana, the merger or consolidation shall become effective as of the date of filing with the Montana secretary of state. If its principal office is outside the state of Montana, the merger or consolidation shall become effective upon full compliance with the laws of the state in which its principal office is located. If there is a merger, the articles and bylaws of the surviving association are amended to the extent provided in the documents setting forth the plan of merger."

Section 37. Section 35-17-202, MCA, is amended to

read:

"35-17-202. Articles of incorporation -- contents -- filing -- articles or copies as prima facie evidence. (1) Each association formed under this chapter must prepare and file articles of incorporation setting forth:

(a) the name of the association;

(b) the purposes for which it is formed;

(c) the place where its principal business will be transacted;

(d) the term for which it is to exist, which may be perpetual;

(e) the number of its directors or trustees, which shall not be less than 5 or more than 13 and the names and residences of those who are appointed for the first 3 months and until their successors are elected and qualified;

(f) if organized without capital stock, whether the property rights and interest of each member shall be equal or unequal, and if unequal, the articles shall set forth the general rule or rules applicable to all members by which the property rights and interests, respectively, of each member may and shall be determined and fixed. The association shall have the power to admit new members who shall be entitled to share in the property of the association with the old members, in accordance with such general rule or rules.

(2) The articles must be subscribed by the

1 incorporators and ~~acknowledged--by--one--of--them--before--an~~
 2 ~~officer--authorized--by--the--law--of--this--state--to--take--and~~
 3 ~~certify--acknowledgments--of--deeds--and--conveyances--and~~ shall
 4 be filed in accordance with the provisions of the general
 5 corporation law of this state and when so filed the articles
 6 of incorporation or certified copies thereof shall be
 7 received in all the courts of this state and other places as
 8 prima facie evidence of the facts contained therein and of
 9 the due incorporation of such association."

10 Section 38. Section 35-17-203, MCA, is amended to
 11 read:

12 "35-17-203. Amendments to articles of incorporation.
 13 At any time after filing, the articles of incorporation may
 14 be amended. Any amendment of the articles of incorporation
 15 shall be approved by two-thirds of the directors and then
 16 adopted by vote of not less than two-thirds of those
 17 stockholders voting thereon at any regular meeting of the
 18 stockholders or at a special meeting of the stockholders
 19 called for that purpose. A statement setting forth the
 20 amendment shall be executed ~~and acknowledged~~ on behalf of
 21 the association by its president or vice-president and its
 22 corporate seal affixed thereto and attested by its
 23 secretary. The statement shall be filed in the office of the
 24 secretary of state who shall thereupon issue a certificate
 25 of amendment of the articles of incorporation. A certified

1 copy of such certificate shall be filed in the office of the
 2 county clerk for the county in which the principal office of
 3 the association is located."

4 Section 39. 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 a statement signed ~~and sworn--to~~
 13 by its directors, upon forms supplied by the secretary of
 14 state, to the effect that the corporation or association has
 15 by a majority vote of its stockholders or members decided to
 16 accept the benefits and be bound by provisions of this
 17 chapter. Articles of incorporation shall be filed as
 18 required in 35-17-202, except that they shall be signed by
 19 the members of the board of directors. The filing fee shall
 20 be the same as for filing an amendment to articles of
 21 incorporation."

22 Section 40. Section 35-17-504, MCA, is amended to
 23 read:

24 "35-17-504. Filing of documents of merger or
 25 consolidation -- effective date. (1) Within 30 days after

the merger or consolidation plan has been adopted, documents of merger or consolidation setting forth the plan and the manner of adoption thereof shall be signed ~~and acknowledged~~ by the president or vice-president and by the secretary or assistant secretary of each association merging or consolidating and filed with the clerk and recorder of the county in which the principal office of the new or surviving association is located, if the office is in Montana, and with the Montana secretary of state.

(2) If the new or surviving association has its principal office in Montana, the merger or consolidation becomes effective as of the date of filing with the Montana secretary of state. If its principal office is outside the state of Montana, the merger or consolidation becomes effective upon full compliance with the laws of the state in which its principal office is located."

Section 41. Section 35-18-203, MCA, is amended to read:

"35-18-203. Articles of incorporation. (1) The articles of incorporation of a cooperative shall recite in the caption that they are executed pursuant to this chapter, shall be signed ~~and---acknowledged~~ by each of the incorporators, and shall state:

(a) the name of the cooperative;

(b) the address of its principal office;

(c) the names and addresses of the incorporators;

(d) the names and addresses of the persons who shall constitute its first board of trustees; and

(e) any provisions not inconsistent with this chapter deemed necessary or advisable for the conduct of its business and affairs.

(2) Such articles of incorporation shall be submitted to the secretary of state for filing as provided in this chapter.

(3) It shall not be necessary to set forth in the articles of incorporation of a cooperative the purpose for which it is organized or any of the corporate powers vested in a cooperative under this chapter."

Section 42. Section 35-18-204, MCA, is amended to read:

"35-18-204. Amendment of articles of incorporation. A cooperative may amend its articles of incorporation by complying with the following requirements:

(1) The proposed amendment shall be first approved by the board of trustees and shall then be submitted to a vote of the members at any annual or special meeting thereof, the notice of which shall set forth the proposed amendment. The proposed amendment, with such changes as the members shall choose to make therein, shall be deemed to be approved on the affirmative vote of not less than two-thirds of those

1 members voting thereon at such meeting.

2 (2) Upon such approval by the members, articles of
3 amendment shall be executed ~~and acknowledged~~ on behalf of
4 the cooperative by its president or vice-president and its
5 corporate seal shall be affixed thereto and attested by its
6 secretary. The articles of amendment shall recite in the
7 caption that they are executed pursuant to this chapter and
8 shall state:

9 (a) the name of the cooperative;

10 (b) the address of its principal office;

11 (c) the date of the filing of its articles of
12 incorporation in the office of the secretary of state; and

13 (d) the amendment to its articles of incorporation.

14 (3) The president or vice-president executing such
15 articles of amendment shall also make and annex thereto an
16 affidavit stating that the provisions of this section were
17 duly complied with.

18 (4) Such articles of amendment and affidavit shall be
19 submitted to the secretary of state for filing as provided
20 in this chapter."

21 Section 43. Section 35-18-205, MCA, is amended to
22 read:

23 "35-18-205. Change of principal office without
24 amendment. A cooperative may, without amending its articles
25 of incorporation, upon authorization of its board of

1 trustees, change the location of its principal office by
2 filing a certificate of change of principal office executed
3 ~~and--acknowledged~~ by its president or vice-president, under
4 its seal attested by its secretary, in the office of the
5 secretary of state and also in each county office in which
6 its articles of incorporation or any prior certificate of
7 change of principal office of such cooperative has been
8 filed and paying the fees prescribed in this chapter in
9 connection therewith. Such cooperative shall also, within 30
10 days after the filing of such certificate of change of
11 principal office in any county office, file therein
12 certified copies of its articles of incorporation and all
13 amendments thereto, if not already on file therein."

14 Section 44. Section 35-18-206, MCA, is amended to
15 read:

16 "35-18-206. Existing corporations -- reorganization
17 under this chapter -- articles of conversion. Any
18 corporation organized under the laws of this state for the
19 purpose, among others, of supplying electric energy or
20 telephone service in rural areas may become subject to this
21 chapter with the same effect as if originally organized
22 under this chapter by complying with the following
23 requirements:

24 (1) The proposition for the conversion of such
25 corporation into a cooperative under this chapter and

1 proposed articles of conversion to give effect thereto shall
 2 be first approved by the board of trustees or the board of
 3 directors, as the case may be, of such corporation. The
 4 proposed articles of conversion shall recite in the caption
 5 that they are executed pursuant to this chapter and shall
 6 state:

7 (a) the name of the corporation prior to its
 8 conversion into a cooperative under this chapter;

9 (b) the address of the principal office of such
 10 corporation;

11 (c) the date of the filing of its articles of
 12 incorporation in the office of the secretary of state;

13 (d) the statute or statutes under which such
 14 corporation was organized;

15 (e) the name assumed by such corporation;

16 (f) a statement that such corporation elects to become
 17 a cooperative, nonprofit, membership corporation subject to
 18 this chapter;

19 (g) the manner and basis of converting either
 20 memberships in or shares of stock of such corporation into
 21 memberships therein after completion of the conversion; and

22 (h) any provisions not inconsistent with this chapter
 23 deemed necessary or advisable for the conduct of its
 24 business and affairs.

25 (2) The proposition for the conversion of such

1 corporation into a cooperative under this chapter and the
 2 proposed articles of conversion approved by the board of
 3 trustees or board of directors, as the case may be, of such
 4 corporation shall then be submitted to a vote of the members
 5 or stockholders, as the case may be, of such corporation at
 6 any duly held annual or special meeting thereof, the notice
 7 of which shall set forth full particulars concerning the
 8 proposed conversion. The proposition for the conversion of
 9 such corporation into a cooperative under this chapter and
 10 the proposed articles of conversion, with such amendments
 11 thereto as the members or stockholders of such corporation
 12 shall choose to make therein, shall be deemed to be approved
 13 upon the affirmative vote of not less than two-thirds of
 14 those members of such corporation voting thereon at such
 15 meeting or, if such corporation is a stock corporation, upon
 16 the affirmative vote of the holders of not less than
 17 two-thirds of the capital stock of such corporation
 18 represented at such meeting.

19 (3) Upon such approval by the members or stockholders
 20 of such corporation, articles of conversion in the form
 21 approved by such members or stockholders of such corporation
 22 shall be executed ~~and--acknowledged~~ on behalf of such
 23 corporation by its president or vice-president and its
 24 corporate seal shall be affixed thereto and attested by its
 25 secretary or assistant secretary. The president or

1 vice-president executing such articles of conversion on
 2 behalf of such corporation shall also make and annex thereto
 3 an affidavit stating that the provisions of this section
 4 with respect to the approval of its trustees or directors
 5 and its members or stockholders of the proposition for the
 6 conversion of such corporation into a cooperative under this
 7 chapter and such articles of conversion were duly complied
 8 with.

9 (4) Such articles of conversion and affidavit shall be
 10 submitted to the secretary of state for filing as provided
 11 in this chapter.

12 (5) The term "articles of incorporation" as used in
 13 this chapter shall be deemed to include the articles of
 14 conversion of a converted corporation."

15 Section 45. Section 35-18-401, MCA, is amended to
 16 read:

17 "35-18-401. Procedure for merger. Any one or more
 18 cooperatives, each of which is hereinafter designated a
 19 "merging cooperative", may merge into another cooperative,
 20 hereinafter designated the "surviving cooperative" by
 21 complying with the following requirements:

22 (1) The proposition for the merger of the merging
 23 cooperatives into the surviving cooperative and proposed
 24 articles of merger to give effect thereto shall be first
 25 approved by the board of trustees of each merging

1 cooperative and by the board of trustees of the surviving
 2 cooperative. The proposed articles of merger shall recite in
 3 the caption that they are executed pursuant to this chapter
 4 and shall state:

5 (a) the name of each merging cooperative, the address
 6 of its principal office, and the date of the filing of its
 7 articles of incorporation in the office of the secretary of
 8 state;

9 (b) the name of the surviving cooperative and the
 10 address of its principal office;

11 (c) a statement that the merging cooperatives elect to
 12 be merged into the surviving cooperative;

13 (d) the terms and conditions of the merger and the
 14 mode of carrying the same into effect, including the manner
 15 and basis of converting the memberships in the merging
 16 cooperative or cooperatives into memberships in the
 17 surviving cooperative and the issuance of certificates of
 18 membership in respect of such converted memberships; and

19 (e) any provisions not inconsistent with this chapter
 20 deemed necessary or advisable for the conduct of the
 21 business and affairs of the surviving cooperative.

22 (2) The proposition for the merger of the merging
 23 cooperatives into the surviving cooperative and the proposed
 24 articles of merger approved by the board of trustees of the
 25 respective cooperatives which are parties to such proposed

1 merger shall then be submitted to a vote of the members of
 2 each such cooperative at any annual or special meeting
 3 thereof, the notice of which shall set forth full
 4 particulars concerning the proposed merger. The proposed
 5 merger and the proposed articles of merger shall be deemed
 6 to be approved upon the affirmative vote of not less than
 7 two-thirds of those members of each cooperative voting
 8 thereon at such meeting.

9 (3) Upon such approval by the members of the
 10 respective cooperatives parties to the proposed merger,
 11 articles of merger in the form approved shall be executed
 12 and acknowledged on behalf of each such cooperative by its
 13 president or vice-president and its seal shall be affixed
 14 thereto and attested by its secretary. The president or
 15 vice-president of each cooperative executing such articles
 16 of merger shall also make and annex thereto an affidavit
 17 stating that the provisions of this section were duly
 18 complied with by such cooperative.

19 (4) Such articles of merger and affidavits shall be
 20 submitted to the secretary of state for filing as provided
 21 in this chapter."

22 Section 46. Section 35-18-402, MCA, is amended to
 23 read:

24 "35-18-402. Procedure for consolidation. Any two or
 25 more cooperatives, each of which is hereinafter designated a

1 "consolidating cooperative", may consolidate into a new
 2 cooperative, hereinafter designated the "new cooperative" by
 3 complying with the following requirements:

4 (1) The proposition for the consolidation of the
 5 consolidating cooperatives into the new cooperative and
 6 proposed articles of consolidation to give effect thereto
 7 shall be first approved by the board of trustees of each
 8 consolidating cooperative. The proposed articles of
 9 consolidation shall recite in the caption that they are
 10 executed pursuant to this chapter and shall state:

11 (a) the name of each consolidating cooperative, the
 12 address of its principal office, and the date of the filing
 13 of its articles of incorporation in the office of the
 14 secretary of state;

15 (b) the name of the new cooperative and the address of
 16 its principal office;

17 (c) the names and addresses of the persons who shall
 18 constitute the first board of trustees of the new
 19 cooperative;

20 (d) the terms and conditions of the consolidation and
 21 the mode of carrying the same into effect, including the
 22 manner and basis of converting memberships in each
 23 consolidating cooperative into memberships in the new
 24 cooperative and the issuance of certificates of memberships
 25 in respect of such converted memberships; and

(e) any provisions not inconsistent with this chapter deemed necessary or advisable for the conduct of the business and affairs of the new cooperative.

(2) The proposition for the consolidation of the consolidating cooperatives into the new cooperative and the proposed articles of consolidation approved by the board of trustees of each consolidating cooperative shall then be submitted to a vote of the members thereof at any annual or special meeting thereof, the notice of which shall set forth full particulars concerning the proposed consolidation. The proposed consolidation and the proposed articles of consolidation shall be deemed to be approved upon the affirmative vote of not less than two-thirds of those members of each consolidating cooperative voting thereon at such meeting.

(3) Upon such approval by the members of the respective consolidating cooperatives, articles of consolidation in the form approved shall be executed and acknowledged on behalf of each consolidating cooperative by its president or vice-president and its seal shall be affixed thereto and attested by its secretary. The president or vice-president of each consolidating cooperative executing such articles of consolidation shall also make and annex thereto an affidavit stating that the provisions of this section were duly complied with by such cooperative.

(4) Such articles of consolidation and affidavits shall be submitted to the secretary of state for filing as provided in this chapter."

Section 47. Section 35-18-404, MCA, is amended to read:

"35-18-404. Dissolution of cooperative which has not commenced business. (1) A cooperative which has not commenced business may dissolve voluntarily by delivering to the secretary of state articles of dissolution, executed and acknowledged on behalf of the cooperative by a majority of the incorporators, which shall state:

(a) the name of the cooperative;

(b) the address of its principal office;

(c) the date of its incorporation;

(d) that the cooperative has not commenced business;

(e) that the amount, if any, actually paid in on account of membership fees, less any part thereof disbursed for necessary expenses, has been returned to those entitled thereto and that all easements shall have been released to the grantors;

(f) that no debt of the cooperative remains unpaid; and

(g) that a majority of the incorporators elect that the cooperative be dissolved.

(2) Such articles of dissolution shall be submitted to

1 the secretary of state for filing as provided in this
2 chapter."

3 Section 48. Section 35-18-405, MCA, is amended to
4 read:

5 *35-18-405. Dissolution and winding up of cooperative
6 which has commenced business. A cooperative which has
7 commenced business may dissolve voluntarily and wind up its
8 affairs in the following manner:

9 (1) The board of trustees shall first recommend that
10 the cooperative be dissolved voluntarily and thereafter the
11 proposition that the cooperative be dissolved shall be
12 submitted to the members of the cooperative at any annual or
13 special meeting, the notice of which shall set forth such
14 proposition. The proposed voluntary dissolution shall be
15 deemed to be approved upon the affirmative vote of not less
16 than two-thirds of those members voting thereon at such
17 meeting.

18 (2) Upon such approval, a certificate of election to
19 dissolve, hereinafter designated the "certificate", shall be
20 executed ~~and acknowledged~~ on behalf of the cooperative by
21 its president or vice-president and its corporate seal shall
22 be affixed thereto and attested by its secretary or
23 assistant secretary. The certificate shall state the name of
24 the cooperative, the address of its principal office, the
25 names and addresses of its trustees, and the total number of

1 members who voted for and against the voluntary dissolution
2 of the cooperative. The president or vice-president
3 executing the certificate shall also make and annex thereto
4 an affidavit stating that the provisions of this subsection
5 were duly complied with. Such certificate and affidavit
6 shall be submitted to the secretary of state for filing as
7 provided in this chapter.

8 (3) Upon the filing of the certificate and affidavit
9 by the secretary of state, the cooperative shall cease to
10 carry on its business except insofar as may be necessary for
11 the winding up thereof, but its corporate existence shall
12 continue until articles of dissolution have been filed by
13 the secretary of state.

14 (4) After the filing of the certificate and affidavit
15 by the secretary of state, the board of trustees shall
16 immediately cause notice of the winding up proceedings to be
17 mailed to each known creditor and claimant and to be
18 published once a week for 2 successive weeks in a newspaper
19 of general circulation in the county in which the principal
20 office of the cooperative is located.

21 (5) The board of trustees shall have full power to
22 wind up and settle the affairs of the cooperative and shall
23 proceed to collect the debts owing to the cooperative,
24 convey and dispose of its property and assets, pay, satisfy,
25 and discharge its debts, obligations, and liabilities and do

1 all other things required to liquidate its business and
 2 affairs and after paying or adequately providing for the
 3 payment of all its debts, obligations, and liabilities shall
 4 distribute the remainder of its property and assets among
 5 its members in proportion to the aggregate patronage of each
 6 such member during the 7 years next preceding the date of
 7 such filing of the certificate or, if the cooperative shall
 8 not have been in existence for such period, during the
 9 period of its existence.

10 (6) When all debts, liabilities, and obligations of
 11 the cooperative have been paid and discharged or adequate
 12 provision shall have been made therefor and all of the
 13 remaining property and assets of the cooperative shall have
 14 been distributed to the members pursuant to the provisions
 15 of this section, the board of trustees shall authorize the
 16 execution of articles of dissolution which shall thereupon
 17 be executed ~~and acknowledged~~ on behalf of the cooperative by
 18 its president or vice-president and its corporate seal shall
 19 be affixed thereto and attested by its secretary. Such
 20 articles of dissolution shall recite in the caption that
 21 they are executed pursuant to this chapter and shall state:

- 22 (a) the name of the cooperative;
- 23 (b) the address of the principal office of the
- 24 cooperative;
- 25 (c) that the cooperative has heretofore delivered to

1 the secretary of state a certificate of election to dissolve
 2 and the date on which the certificate was filed by the
 3 secretary of state in the records of his office;

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

7 (e) that all the remaining property and assets of the
 8 cooperative have been distributed among the members in
 9 accordance with the provisions of this section; and

10 (f) that there are no actions or suits pending against
 11 the cooperative. The president or vice-president executing
 12 the articles of dissolution shall also make and annex
 13 thereto an affidavit stating that the provisions of this
 14 subsection were duly complied with. Such articles of
 15 dissolution and affidavit, accompanied by proof of the
 16 publication required in this subsection, shall be submitted
 17 to the secretary of state for filing as provided in this
 18 chapter."

19 Section 49. Section 35-18-501, MCA, is amended to
 20 read:

21 "35-18-501. Filings relative to incorporation,
 22 amendment, conversion, merger, consolidation, and
 23 dissolution -- effect of filing -- transmittal to county
 24 clerk. (1) Articles of incorporation, amendment,
 25 consolidation, merger, conversion, dissolution, as the case

1 may be, when executed ~~and-acknowledged~~ and accompanied by
 2 such affidavits as may be required by applicable provisions
 3 of this chapter, shall be presented to the secretary of
 4 state for filing in the records of his office. If the
 5 secretary of state shall find that the articles presented
 6 conform to the requirements of this chapter, he shall upon
 7 the payment of the fees as in this chapter provided file the
 8 articles so presented in the records of his office, and upon
 9 such filing, the incorporation, amendment, consolidation,
 10 merger, conversion, or dissolution provided for therein
 11 shall be in effect.

12 (2) The secretary of state immediately upon the filing
 13 in his office of any articles pursuant to this chapter shall
 14 transmit a certified copy thereof to the county clerk of the
 15 county in which the principal office of each cooperative or
 16 corporation affected by such incorporation, amendment,
 17 consolidation, merger, conversion, or dissolution shall be
 18 located. The clerk of any county, upon receipt of any such
 19 certified copy, shall file and index the same in the records
 20 of his office, but the failure of the secretary of state or
 21 of a clerk of a county to comply with the provisions of this
 22 section shall not invalidate such articles.

23 (3) The provisions of this section shall also apply to
 24 certificates of election to dissolve and affidavits of
 25 compliance executed pursuant to 35-18-405(2)."

1 NEW SECTION. Section 50. Codification instruction.
 2 (1) Section 1 is intended to be codified as an integral part
 3 of Title 30, chapter 13, part 2, and the provisions of Title
 4 30, chapter 13, part 2, apply to section 1.
 5 (2) Section 5 is intended to be codified as an
 6 integral part of Title 30, chapter 13, part 3, and the
 7 provisions of Title 30, chapter 13, part 3, apply to section
 8 5.

-End-

Approved by the committee
on State Administration

1 *House* BILL NO. *557*
2 INTRODUCED BY *Smith*
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 REQUIREMENTS FOR EXECUTING
7 CERTAIN DOCUMENTS FILED WITH THE SECRETARY OF STATE;
8 PROVIDING PENALTIES FOR MAKING FALSE STATEMENTS; AMENDING
9 SECTIONS 30-13-203, 30-13-207, 30-13-212, 30-13-311,
10 30-13-313, 30-13-318, 35-1-201, 35-1-209, 35-1-212,
11 35-1-213, 35-1-306, 35-1-412, 35-1-602, 35-1-612, 35-1-804,
12 35-1-805, 35-1-901 THROUGH 35-1-903, 35-1-907, 35-1-908,
13 35-1-911, 35-1-1008, 35-1-1013, 35-1-1017, 35-1-1101,
14 35-2-413, 35-2-1201, 35-6-201, 35-15-201, 35-15-204,
15 35-15-205, 35-15-305, 35-15-504, 35-17-202 THROUGH
16 35-17-204, 35-17-504, 35-18-203 THROUGH 35-18-206,
17 35-18-401, 35-18-402, 35-18-404, 35-18-405, AND 35-18-501,
18 HCA."
19
20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
21 NEW SECTION. Section 1. Execution constituting
22 affirmation -- penalty -- warning. (1) The execution of any
23 document required to be filed with the secretary of state
24 under this part constitutes an affirmation, under the
25 penalties of perjury, by each person executing the document

SECOND READING

There are no changes in HB 557, & will not be re-run.
Please refer to white copy for complete text.

1 *House* WILL NO. *557*
 2 INTRODUCED BY *Smalls*
 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 REQUIREMENTS FOR EXECUTING
 7 CERTAIN DOCUMENTS FILED WITH THE SECRETARY OF STATE;
 8 PROVIDING PENALTIES FOR MAKING FALSE STATEMENTS; AMENDING
 9 SECTIONS 30-13-203, 30-13-207, 30-13-212, 30-13-311,
 10 30-13-313, 30-13-318, 35-1-201, 35-1-209, 35-1-212,
 11 35-1-213, 35-1-306, 35-1-412, 35-1-602, 35-1-612, 35-1-804,
 12 35-1-805, 35-1-901 THROUGH 35-1-903, 35-1-907, 35-1-908,
 13 35-1-911, 35-1-1008, 35-1-1013, 35-1-1017, 35-1-1101,
 14 35-2-413, 35-2-1201, 35-6-201, 35-15-201, 35-15-204,
 15 35-15-205, 35-15-305, 35-15-504, 35-17-202 THROUGH
 16 35-17-204, 35-17-504, 35-18-203 THROUGH 35-18-206,
 17 35-18-401, 35-18-402, 35-18-404, 35-18-405, AND 35-18-501,
 18 MCA."

19
 20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
 21 NEW SECTION. Section 1. Execution constituting
 22 affirmation -- penalty -- warning. (1) The execution of any
 23 document required to be filed with the secretary of state
 24 under this part constitutes an affirmation, under the
 25 penalties of perjury, by each person executing the document

1 that the facts stated therein are true.
 2 (2) The secretary of state shall provide for the
 3 printing of a warning to this effect on each form prescribed
 4 by him under this part.

5 Section 2. Section 30-13-203, MCA, is amended to read:
 6 "30-13-203. Application for registration of assumed
 7 business name. All persons transacting business in this
 8 state under an assumed business name shall execute ~~verify~~
 9 and file with the secretary of state, on forms furnished by
 10 the secretary of state, an application for registration of
 11 the assumed business name, including but not limited to the
 12 following information:

13 (1) the name and address, including the street name
 14 and number, of applicant;

15 (2) the complete name of proposed assumed business
 16 name;

17 (3) date of first use, in commerce, of assumed
 18 business name;

19 (4) description of business transacted under such
 20 name; and

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

23 Section 3. Section 30-13-207, MCA, is amended to read:

24 "30-13-207. Application for renewal of assumed
 25 business name. Duplicate originals of application for

-2- THIRD READING
 HB 557

1 renewal of registration of an assumed business name shall be
 2 executed ~~and verified~~ and delivered to the secretary of state.
 3 The application shall include but not be limited to the
 4 following information:

- 5 (1) the complete assumed business name;
- 6 (2) the name and address, including street name and
 7 number, if any, of applicant;
- 8 (3) description of business transacted; and
- 9 (4) the name of the county or counties in which
 10 business is being transacted."

11 Section 4. Section 30-13-212, MCA, is amended to read:

12 "30-13-212. Filing application for reservation of
 13 assumed business name — issuance of certificate thereon.

14 (1) Duplicate originals of application for reservation of an
 15 assumed business name, duly executed ~~and verified~~ by the
 16 applicant, shall be delivered to the secretary of state. If
 17 the secretary of state finds the application complies with
 18 the provisions of this part, he shall, when all fees have
 19 been paid as provided in this part:

- 20 (a) endorse on each of the duplicate originals the
 21 word "filed" and the month, day, and year of the filing
 22 thereof;
- 23 (b) file one of the duplicate originals in his office;
- 24 (c) issue a certificate of reservation, to which he
 25 shall affix the other duplicate original.

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

5 ~~NEW SECTION.~~ Section 5. Execution constituting
 6 affirmation — penalty — warning. (1) The execution of any
 7 document required to be filed with the secretary of state
 8 under this part constitutes an affirmation, under the
 9 penalties of perjury, by each person executing the document
 10 that the facts stated therein are true.

11 (2) The secretary of state shall provide for the
 12 printing of a warning to this effect on each form prescribed
 13 by him under this part.

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

15 "30-13-311. Application for registration. (1) Subject
 16 to the limitations set forth in this part, a person who
 17 adopts and uses a mark in this state may file in the office
 18 of secretary of state, on a form to be furnished by the
 19 secretary of state, an application for registration of that
 20 mark setting forth information including but not limited to
 21 the following:

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

25 (b) the essential feature of the mark to be

1 registered;

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

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

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

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

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

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

21 (4) The application for registration must be
22 accompanied by a filing fee of \$20, payable to the secretary
23 of state."

24 Section 7. Section 30-13-313, MCA, is amended to read:

25 "30-13-313. Duration and renewal. (1) Registration of

1 a mark under this part is effective for a term of 10 years
2 from the date of registration and, upon application filed
3 within 6 months prior to the expiration of such term, the
4 registration may be renewed for another 10 years.

5 (2) An application for renewal of mark registration
6 must be delivered to the secretary of state and shall set
7 forth information including but not limited to the
8 following:

9 (a) the name and business address of the applicant;

10 (b) a description of the mark; and

11 (c) a statement that the mark is still in use by the
12 applicant in this state.

13 (3) The application for renewal of mark registration
14 must be signed ~~and verified~~ by ~~affidavit of~~ the applicant.

15 (4) The application for renewal of mark registration
16 must be accompanied by a filing fee of \$20, payable to the
17 secretary of state."

18 Section 8. Section 30-13-318, MCA, is amended to read:

19 "30-13-318. Cancellation. The secretary of state shall
20 cancel from the register:

21 (1) after July 1, 1981, each registration made prior
22 to July 1, 1980, that is more than 10 years old and not
23 renewed in accordance with this part;

24 (2) any registration concerning ~~for~~ which the
25 ~~secretary of state~~ ~~he~~ receives a voluntary ~~written~~ request

1 for cancellation ~~from, signed and verified by~~ the registrant
 2 or the assignee of record ~~and accompanied by fees as~~
 3 ~~prescribed in this part;~~

4 (3) each registration granted under this part and not
 5 renewed in accordance with the provisions of this part;

6 (4) any registration concerning which a court of
 7 competent jurisdiction finds that:

8 (a) the registered mark has been abandoned;

9 (b) the registrant is not the owner of the mark;

10 (c) the registration was granted improperly;

11 (d) the registration was obtained fraudulently;

12 (e) the registered mark is so similar to a mark
 13 currently registered by another person in the United States
 14 patent and trademark office prior to the filing date of the
 15 application for registration under this part as to be likely
 16 to cause confusion or mistake or to deceive. However, if the
 17 registrant proves that he is the owner of a concurrent
 18 registration of his mark in the United States patent and
 19 trademark office covering an area including this state, the
 20 registration under this part may not be canceled.

21 (5) a registration ordered canceled by a court of
 22 competent jurisdiction on any grounds."

23 Section 9. Section 35-1-201, MCA, is amended to read:

24 "35-1-201. Incorporators. One or more persons of legal
 25 age or a domestic or foreign corporation may act as

1 incorporator or incorporators of a corporation by signing
 2 ~~acknowledging,~~ and delivering in duplicate to the secretary
 3 of state articles of incorporation for such corporation."

4 Section 10. Section 35-1-209, MCA, is amended to read:

5 "35-1-209. Articles of amendment -- contents. The
 6 articles of amendment 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 articles~~ and shall set forth:

10 (1) the name of the corporation;

11 (2) the amendments so adopted;

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

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

20 (5) the number of shares voted for and against such
 21 amendments, respectively, and, if the shares of any class
 22 are entitled to vote thereon as a class, the number of
 23 shares of each such class voted for and against such
 24 amendment, respectively, or, if no shares have been issued,
 25 a statement to that effect;

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

6 Section 11. Section 35-1-212, MCA, is amended to read:

7 "35-1-212. Amendment of articles of incorporation in
8 reorganization proceedings. (1) Whenever a plan of
9 reorganization of a corporation has been confirmed by decree
10 or order of a court of competent jurisdiction in proceedings
11 for the reorganization of such corporation pursuant to the
12 provisions of any applicable statute of the United States
13 relating to reorganizations of corporations, the articles of
14 incorporation of the corporation may be amended in the
15 manner provided in this section in as many respects as may
16 be necessary to carry out the plan and put it into effect,
17 so long as the articles of incorporation as amended contain
18 only such provisions as might be lawfully contained in
19 original articles of incorporation at the time of making
20 such amendment.

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

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

1 (b) repeal, alter, or amend the bylaws of the
2 corporation;

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

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

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

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

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

22 (a) Articles of amendment approved by decree or order
23 of such court shall be executed ~~and verified~~ in duplicate by
24 such person or persons as the court shall designate or
25 appoint for the purpose and shall set forth the name of the

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

(b) Duplicate originals 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:

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

(ii) file one of such duplicate originals in his office;

(iii) issue a certificate of amendment to which he shall affix the other duplicate original.

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

(4) The amendment becomes effective upon the issuance

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

Section 12. Section 35-1-213, MCA, is amended to read:

"35-1-213. 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 shareholders. Restated articles of incorporation shall contain a statement that they supersede the theretofore existing articles of incorporation and amendments thereto. Restated articles of incorporation shall contain all the statements required by this chapter to be included in original articles of

1 incorporation except that:

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

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

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

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

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

1 (a) the name of the corporation;

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

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

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

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

21 Section 13. Section 35-1-306, MCA, is amended to read:
22 "35-1-306. Change of registered office or registered
23 agent. (1) A corporation may change its registered office or
24 change its registered agent, or both, upon filing in the
25 office of the secretary of state a statement setting forth:

1 (a) the name of the corporation;
 2 (b) the address of its then registered office;
 3 (c) if the address of its registered office is
 4 changed, the address to which the registered office is to be
 5 changed;
 6 (d) the name of its then registered agent;
 7 (e) if its registered agent is changed, the name of
 8 its successor registered agent;
 9 (f) that the address of its registered office and the
 10 address of the business office of its registered agent, as
 11 changed, will be identical;
 12 (g) that such change was authorized by resolution duly
 13 adopted by its board of directors.
 14 (2) Such statement shall be executed for the
 15 corporation by any officer thereof ~~verified by him~~ and
 16 delivered to the secretary of state. If the secretary of
 17 state finds that such statement conforms to the provisions
 18 of this chapter, he shall, when all fees have been paid as
 19 in this chapter prescribed, file such statement in his
 20 office. Upon filing, the change of address of the registered
 21 office or the appointment of a new registered agent, or
 22 both, as the case may be, is effective.
 23 (3) A registered agent of a corporation may resign as
 24 registered agent upon filing a written notice of
 25 resignation, executed in duplicate, with the secretary of

1 state, who shall immediately mail a copy thereof to the
 2 corporation at its registered office. The appointment of the
 3 agent shall terminate 30 days after receipt of such notice
 4 by the 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 14. Section 35-1-412, MCA, is amended to read:
 15 "35-1-412. ~~Penalty imposed upon officers and directors~~
 16 ~~for signing false document. Each officer and director of a~~
 17 ~~corporation, domestic or foreign, who signs any articles,~~
 18 ~~statement, report, application, or other document filed with~~
 19 ~~the secretary of state which is known to such officer or~~
 20 ~~director to be false in any material respect shall be deemed~~
 21 ~~to be guilty of a misdemeanor and upon conviction thereof~~
 22 ~~may be fined in any amount not exceeding \$500. (1) The~~
 23 ~~execution of any document required to be filed with the~~
 24 ~~secretary of state under this chapter constitutes an~~
 25 ~~affirmation, under the penalties of perjury, by each person~~

1 executing the document that the facts stated therein are
2 true.

3 (2) The secretary of state shall provide for the
4 printing of a warning to this effect on each form prescribed
5 by him under this chapter."

6 Section 15. Section 35-1-602, MCA, is amended to read:

7 "35-1-602. Issuance of shares of preferred or special
8 classes in series -- filing of statement. (1) If the
9 articles of incorporation so provide, the shares of any
10 preferred or special class may be divided into and issued in
11 series. If the shares of any such class are to be issued in
12 series, then each series shall be so designated as to
13 distinguish the shares thereof from the shares of all other
14 series and classes. Any or all of the series of any such
15 class and the variations in the relative rights and
16 preferences as between different series may be fixed and
17 determined by the articles of incorporation, but all shares
18 of the same class shall be identical except as to the
19 following relative rights and preferences as to which there
20 may be variations between different series:

21 (a) the rate of dividend;

22 (b) whether shares may be redeemed and, if so, the
23 redemption price and the terms and conditions of redemption;

24 (c) the amount payable upon shares in event of
25 voluntary and involuntary liquidation;

1 (d) sinking fund provisions, if any, for the
2 redemption or purchase of shares;

3 (e) the terms and conditions, if any, on which shares
4 may be converted;

5 (f) voting rights, if any.

6 (2) If the articles of incorporation shall expressly
7 vest authority in the board of directors, then, to the
8 extent that the articles of incorporation shall not have
9 established series and fixed and determined the variations
10 in the relative rights and preferences as between series,
11 the board of directors shall have authority to divide any or
12 all of such classes into series and, within the limitations
13 set forth in this section and in the articles of
14 incorporation, fix and determine the relative rights and
15 preferences of the shares of any series so established.

16 (3) In order for the board of directors to establish a
17 series where authority so to do is contained in the articles
18 of incorporation, the board of directors shall adopt a
19 resolution setting forth the designation of the series and
20 fixing and determining the relative rights and preferences
21 thereof or so much thereof as shall not be fixed and
22 determined by the articles of incorporation.

23 (4) Prior to the issue of any shares of a series
24 established by resolution adopted by the board of directors,
25 the corporation shall file in the office of the secretary of

1 state a statement setting forth:

2 (a) the name of the corporation;

3 (b) a copy of the resolution establishing and
4 designating the series and fixing and determining the
5 relative rights and preferences thereof;

6 (c) the date of adoption of such resolution;

7 (d) that such resolution was duly adopted by the board
8 of directors.

9 (5) Such statement shall be executed in duplicate by
10 the corporation by its president or a vice-president and by
11 its secretary or an assistant secretary ~~and verified by one~~
12 ~~of the officers signing such statement~~ and shall be
13 delivered to the secretary of state. If the secretary of
14 state finds that such statement conforms to law, he shall,
15 when all fees have been paid as in this chapter prescribed:

16 (a) endorse on each of such duplicate originals the
17 word "filed" and the month, day, and year of the filing
18 thereof;

19 (b) file one of such duplicate originals in his
20 office;

21 (c) return the other duplicate original to the
22 corporation or its representative.

23 (6) Upon the filing of such statement by the secretary
24 of state, the resolution establishing and designating the
25 series and fixing and determining the relative rights and

1 preferences thereof shall become effective and shall
2 constitute an amendment of the articles of incorporation."

3 Section 16. Section 35-1-612, MCA, is amended to read:

4 "35-1-612. Power of corporation to acquire its own
5 shares. (1) A corporation shall have the power to acquire
6 its own shares. All of its own shares acquired by a
7 corporation, upon acquisition, constitute authorized but
8 unissued shares unless the articles of incorporation provide
9 that they may not be reissued, in which case the authorized
10 shares shall be reduced by the number of shares acquired.

11 (2) If the number of authorized shares is reduced by
12 an acquisition, the corporation shall, no later than the
13 time it files its next annual report under this chapter with
14 the secretary of state, file a statement of cancellation
15 showing the reduction in the authorized shares. The
16 statement of cancellation shall be executed in duplicate by
17 the corporation by its president or a vice-president and by
18 its secretary or an assistant secretary ~~and verified by one~~
19 ~~of the officers signing such statement~~ and shall set forth:

20 (a) the name of the corporation;

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

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

(3) Duplicate originals of such 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:

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

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

(c) return the other duplicate original to the corporation or its representative."

Section 17. 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 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:

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

(b) file one of such duplicate originals in his office;

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

(3) The certificate of merger, consolidation, or exchange, together with the duplicate original of the

articles of merger or articles of consolidation 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 18. 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;

(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 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 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 word "filed" and the month, day, and year of the filing thereof;

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

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

(5) The certificate of merger, together with the

1 duplicate original of the articles of merger affixed thereto
2 by the secretary of state, shall be returned to the
3 surviving corporation or its representative."

4 Section 19. Section 35-1-901, MCA, is amended to read:

5 "35-1-901. Voluntary dissolution by incorporators or
6 initial board of directors -- filing of articles of
7 dissolution. A corporation which has not commenced business
8 and which has not issued any shares may be voluntarily
9 dissolved by its incorporators at any time in the following
10 manner:

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

14 (a) the name of the corporation;

15 (b) the date of issuance of its certificate of
16 incorporation;

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

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

19 (e) that the amount, if any, actually paid in on
20 subscriptions for its shares, less any part thereof
21 disbursed for necessary expenses, has been returned to those
22 entitled thereto;

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

24 (g) that a majority of the incorporators elect that
25 the corporation be dissolved.

1 (2) Duplicate originals of the articles of dissolution
2 shall be delivered to the secretary of state. If the
3 secretary of state finds that the articles of dissolution
4 conform to law, he shall, when all fees have been paid as in
5 this chapter prescribed:

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

9 (b) file one of such duplicate originals in his
10 office;

11 (c) issue a certificate of dissolution to which he
12 shall affix the other duplicate original.

13 (3) The certificate of dissolution, together with the
14 duplicate original of the articles of dissolution affixed
15 thereto by the secretary of state, shall be returned to the
16 incorporators, the board of directors, or their
17 representative. Upon the issuance of such certificate of
18 dissolution by the secretary of state, the existence of the
19 corporation shall cease."

20 Section 20. Section 35-1-902, MCA, is amended to read:

21 "35-1-902. Voluntary dissolution by consent of
22 shareholders -- statement of intent. (1) A corporation may
23 be voluntarily dissolved by the written consent of all of
24 its shareholders.

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

1 statement of intent to dissolve shall be executed in
 2 duplicate by the 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 signing such~~
 5 ~~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;

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

16 Section 21. Section 35-1-903, MCA, is amended to read:

17 "35-1-903. Voluntary dissolution by act of corporation
 18 -- statement of intent. A corporation may be dissolved by
 19 the act of the corporation when authorized in the following
 20 manner:

21 (1) The board of directors shall adopt a resolution
 22 recommending that the corporation be dissolved and directing
 23 that the question of such dissolution be submitted to a vote
 24 at a meeting of shareholders, which may be either an annual
 25 or a special meeting.

1 (2) Written notice shall be given to each shareholder
 2 of record entitled to vote at such meeting within the time
 3 and in the manner provided in this chapter for the giving of
 4 notice of meetings of shareholders and, whether the meeting
 5 be an annual or special meeting, shall state that the
 6 purpose or one of the purposes of such meeting is to
 7 consider the advisability of dissolving the corporation.

8 (3) At such meeting a vote of shareholders entitled to
 9 vote thereat shall be taken on a resolution to dissolve the
 10 corporation. Such resolution shall be adopted upon receiving
 11 the affirmative vote of the holders of two-thirds of the
 12 shares of the corporation entitled to vote thereon unless
 13 any class of shares is entitled to vote thereon as a class,
 14 in which event the resolution shall be adopted upon
 15 receiving the affirmative vote of the holders of two-thirds
 16 of the shares of each class of shares entitled to vote
 17 thereon as a class and of the total shares entitled to vote
 18 thereon.

19 (4) Upon the adoption of such resolution, a statement
 20 of intent to dissolve shall be executed in duplicate by the
 21 corporation by its president or a vice-president and by its
 22 secretary or an assistant secretary and ~~verified by one of~~
 23 ~~the officers signing such statement, which statement~~ shall
 24 set forth:

25 (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;

(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 22. 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;

(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 23. 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 revoked and directing that the question of such revocation

be submitted to a vote at a special meeting of shareholders.

(2) Written notice stating that the purpose or one of the purposes of such meeting is to consider the advisability of revoking the voluntary dissolution proceedings 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 special meetings of shareholders.

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

(4) Upon the adoption of such resolution, 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 resolution adopted by the

shareholders revoking the voluntary dissolution proceedings;

(e) the number of shares outstanding;

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

Section 24. Section 35-1-911, MCA, is amended to read:

"35-1-911. Articles of dissolution. If voluntary dissolution proceedings have not been revoked, then when all 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

1 accordance with their respective rights and interests;

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

6 Section 25. Section 35-1-1008, MCA, is amended to
7 read:

8 "35-1-1008. Application for a certificate of
9 authority. (1) A foreign corporation, in order to procure a
10 certificate of authority to transact business in this state,
11 shall make application therefor to the secretary of state,
12 which application shall set forth:

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

15 (b) if the name of the corporation does not contain
16 the word "corporation", "company", "incorporated", or
17 "limited" or an abbreviation of one of such words, then the
18 name of the corporation with the word or abbreviation which
19 it elects to add thereto for use in this state;

20 (c) the date of incorporation and the period of
21 duration of the corporation;

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

25 (e) the address of the registered office of the

1 corporation in this state and the name of its registered
2 agent in this state at such address;

3 (f) the purpose or purposes of the corporation which
4 it proposes to pursue in the transaction of business in this
5 state;

6 (g) the names and respective addresses of the
7 directors and officers of the corporation;

8 (h) a statement of the aggregate number of shares
9 which the corporation has authority to issue, itemized by
10 classes and series, if any, within a class;

11 (i) a statement of the aggregate number of issued
12 shares, itemized by classes and series, if any, within a
13 class; and

14 (j) such additional information as may be necessary or
15 appropriate in order to enable the secretary of state to
16 determine whether such corporation is entitled to a
17 certificate of authority to transact business in this state
18 and to determine and assess the fees payable.

19 (2) Such application shall be made on forms prescribed
20 and furnished by the secretary of state and shall be
21 executed in duplicate by the corporation by its president or
22 a vice-president and by its secretary or an assistant
23 secretary ~~and--verified-by-one-of-the-officers-signing-such~~
24 ~~application."~~

25 Section 25. Section 35-1-1013, MCA, is amended to

1 read:

2 "35-1-1013. Change of registered office or registered
3 agent of foreign corporation. (1) A foreign corporation
4 authorized to transact business in this state may change its
5 registered office or change its registered agent, or both,
6 upon filing in the office of the secretary of state a
7 statement setting forth:

8 (a) the name of the corporation;

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

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

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

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

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

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

23 (2) Such statement shall be executed by the
24 corporation by its president or a vice-president and
25 ~~verified by him~~ and delivered to the secretary of state. If

1 the secretary of state finds that such statement conforms to
2 the provisions of this chapter, he shall file such statement
3 in his office and, upon such filing, the change of address
4 of the registered office or the appointment of a new
5 registered agent, or both, as the case may be, shall become
6 effective.

7 (3) Any registered agent of a foreign corporation may
8 resign as such agent upon filing a written notice thereof,
9 executed in duplicate, with the secretary of state, who
10 shall forthwith mail a copy thereof to the corporation at
11 its principal office in the state or country under the laws
12 of which it is incorporated. The appointment of such agent
13 shall terminate upon the expiration of 30 days after receipt
14 of such notice by the secretary of state.

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

24 Section 27. Section 35-1-1017, MCA, is amended to
25 read:

1 "35-1-1017. Withdrawal of foreign corporation. (1) A
 2 foreign corporation authorized to transact business in this
 3 state may withdraw from this state upon procuring from the
 4 secretary of state a certificate of withdrawal. In order to
 5 procure such certificate of withdrawal, the foreign
 6 corporation shall deliver to the secretary of state an
 7 application for withdrawal, which shall set forth:

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

10 (b) that the corporation is not transacting business
 11 in this state;

12 (c) that the corporation surrenders its authority to
 13 transact business in this state;

14 (d) that the corporation revokes the authority of its
 15 registered agent in this state to accept service of process
 16 and consents that service of process in any action, suit, or
 17 proceeding based upon any cause of action arising in this
 18 state during the time the corporation was authorized to
 19 transact business in this state may thereafter be made on
 20 such corporation by service thereof on the secretary of
 21 state;

22 (e) a post-office address, including street and
 23 number, if any, to which the secretary of state may mail a
 24 copy of any process against the corporation that may be
 25 served on him;

1 (f) a statement of the aggregate number of shares
 2 which the corporation has authority to issue, itemized by
 3 class and series, if any, within each class, as of the date
 4 of such application;

5 (g) a statement of the aggregate number of issued
 6 shares, itemized by class and series, if any, within each
 7 class, as of the date of such application;

8 (h) that all taxes imposed on the corporation by Title
 9 15 have been paid, supported by a certificate by the
 10 department of revenue to be attached to said application to
 11 the effect that the department is satisfied from the
 12 available evidence that all such taxes imposed have been
 13 paid. The issuance of such certificate does not relieve the
 14 corporation from liability for any taxes, penalties, or
 15 interest due the state of Montana; and

16 (i) such additional information as may be necessary or
 17 appropriate to enable the secretary of state to determine
 18 and assess any unpaid fees or taxes payable by such foreign
 19 corporation as prescribed by this chapter.

20 (2) The application for withdrawal shall be made on
 21 forms prescribed and furnished by the secretary of state and
 22 shall be executed for the corporation by its president or a
 23 vice-president and by its secretary or an assistant
 24 secretary ~~and verified by one of the officers signing the~~
 25 application or, if the corporation is in the hands of a

receiver or trustee, shall be executed on behalf of the corporation by such receiver or trustee ~~and verified by him.~~"

Section 28. Section 35-1-1101, MCA, is amended to read:

"35-1-1101. Annual report of domestic and foreign corporations. (1) Each domestic corporation and each foreign corporation authorized to transact business in this state shall file, within the time prescribed by this chapter, an annual report setting forth:

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

(b) the address of the registered office of the corporation in this state and the name of its registered agent in this state at such address, including street and number, if any, and, in the case of a foreign corporation, the address, including street and number, if any, of its principal office in the state or country under the laws of which it is incorporated;

(c) a brief statement of the character of the business in which the corporation is actually engaged in this state;

(d) the names and respective addresses, including street and number, if any, of the directors and officers of the corporation;

(e) a statement of the aggregate number of shares

which the corporation has authority to issue, itemized by class and series, if any, within each class; and

(f) a statement of the aggregate number of issued shares, itemized by class and series, if any, within each class.

(2) In addition thereto, every foreign corporation shall include a statement, expressed in dollars, of the value of all the property owned by the corporation, wherever located, and the value of the property of the corporation located within this state and a statement, expressed in dollars, of the gross amount of business transacted by the corporation for the 12 months ended on December 31 preceding the date herein provided for the filing of such report and the gross amount thereof transacted by the corporation at or from places of business in this state. If on December 31 preceding the time herein provided for the filing of such report, the corporation had not been authorized to transact business in this state for a period of 12 months, the statement with respect to business transacted must be furnished for the period between the date of its authorization to transact business in this state and such December 31. If all the property of the corporation is located in this state and all of its business is transacted at or from places of business in this state, then the information required by this subsection need not be set

1 forth in such report.

2 (3) Such annual report must be on forms prescribed by
3 the secretary of state. The information therein contained
4 must be given as of the date of the execution of the report.
5 It must be executed by the corporation by its president, a
6 vice-president, secretary, an assistant secretary, or
7 treasurer ~~and verified by the officer executing the report,~~
8 or if the corporation is in the hands of a receiver or
9 trustee, it must be executed on behalf of the corporation
10 ~~and verified by such receiver or trustee."~~

11 Section 29. Section 35-2-413, MCA, is amended to read:

12 "35-2-413. ~~Penalty imposed upon directors and officers~~
13 ~~for signing false document. Each director and officer of a~~
14 ~~corporation, domestic or foreign, who signs any articles,~~
15 ~~statements, reports, applications or other document filed with~~
16 ~~the secretary of state which is known to such officer or~~
17 ~~director to be false in any material respect shall be deemed~~
18 ~~to be guilty of a misdemeanor and upon conviction thereof~~
19 ~~may be fined in any amount not exceeding \$500. (1) The~~
20 ~~execution of any document required to be filed with the~~
21 ~~secretary of state under this chapter constitutes an~~
22 ~~affirmation, under the penalties of perjury, by each person~~
23 ~~executing the document that the facts stated therein are~~
24 ~~true.~~

25 (2) The secretary of state shall provide for the

1 printing of a warning to this effect on each form prescribed
2 by him under this chapter."

3 Section 30. Section 35-2-1201, MCA, is amended to
4 read:

5 "35-2-1201. Reinstatement of corporation whose term
6 has expired. (1) The secretary of state may:

7 (a) reinstate any corporation which has expired under
8 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
14 application, executed ~~and verified~~ by a person who was an
15 officer or director at the time of expiration, setting
16 forth:

17 (a) the name of the corporation;

18 (b) a statement that the assets of the corporation
19 have not been liquidated;

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;

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 expiration."

24 Section 31. Section 35-6-201, MCA, is amended to read:
25 "35-6-201. Reinstatement of dissolved corporation. (1)

1 The secretary of state may:

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

4 (b) restore to such corporation its right to carry on
5 business in this state and to exercise all its corporate
6 privileges and immunities.

7 (2) A corporation applying for reinstatement shall
8 submit to the secretary of state in duplicate an
9 application, executed and--verified by a person who was an
10 officer or director at the time of dissolution, setting
11 forth:

12 (a) the name of the corporation;

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

15 (c) a statement that not less than a majority of its
16 directors have authorized the application for reinstatement;
17 and

18 (d) if its corporate name has been legally acquired by
19 another corporation prior to its application for
20 reinstatement, the corporate name under which the
21 corporation desires to be reinstated.

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

24 (a) a certificate from the department of revenue
25 stating that all taxes imposed pursuant to Title 15 have

1 been paid; and

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

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

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

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

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

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

20 Section 32. Section 35-15-201, MCA, is amended to
21 read:

22 "35-15-201. Incorporation. (1) Whenever any number of
23 persons, not less than three or more than seven, may desire
24 to become incorporated as a cooperative association for the
25 purpose of trade or of prosecuting any branch of industry or

1 the purchase and distribution of commodities for consumption
2 or in the borrowing or lending of money among members for
3 industrial purposes, they shall make a statement to that
4 effect under their hands, ~~duly acknowledged by a notary~~
5 ~~publicly in the manner provided for the acknowledgment of~~
6 ~~deeds,~~ setting forth:

7 (a) the name of the proposed corporation;

8 (b) its capital stock;

9 (c) its location;

10 (d) the duration of the association; and

11 (e) the particular branch or branches of industry
12 which they intend to prosecute.

13 (2) The statement shall be filed in the office of the
14 secretary of state as the articles of incorporation of the
15 association. The secretary of state shall thereupon issue to
16 such persons a license as commissioners to open books for
17 subscription to the capital stock of such corporation, at
18 such time and place as they may determine, for which he
19 shall receive the fee of \$20."

20 Section 33. Section 35-15-204, MCA, is amended to
21 read:

22 "35-15-204. Issuance of certificate of organization --
23 effect. (1) The commissioners shall make a full report of
24 their proceedings, including therein a copy of the notice
25 provided for in the preceding section, a copy of the

1 subscription list, a copy of the bylaws adopted by the
 2 association, and the names of the directors elected and
 3 their respective terms of office, which report shall be
 4 ~~sworn-to~~ executed by at least a majority of the
 5 commissioners and shall be filed in the office of the
 6 secretary of state. The secretary of state shall thereupon
 7 issue a certificate of the complete organization of the
 8 association, making a part thereof a copy of all papers
 9 filed in his office in and about the organization and duly
 10 authenticated under his hand and seal of the state for which
 11 he shall receive the sum of \$20, and thereupon a certified
 12 copy of said certificate shall be filed in the office of the
 13 county clerk in which the principal office of the
 14 association is located.

15 (2) Upon the filing of said certified copy, the
 16 association shall be deemed to be fully organized and may
 17 proceed to business."

18 Section 34. Section 35-15-205, MCA, is amended to
 19 read:

20 "35-15-205. Amendment of articles of incorporation. At
 21 any time after the filing of the certificate of complete
 22 organization, the articles of incorporation may be amended.
 23 Any amendment of the articles of incorporation shall first
 24 be approved by two-thirds of the directors and then adopted
 25 by a vote of not less than two-thirds of those stockholders

1 voting thereon at any regular meeting of the stockholders or
 2 at a special meeting of the stockholders called for that
 3 purpose. A certificate setting forth such amendment shall be
 4 executed ~~and--acknowledged~~ on behalf of the association by
 5 its president or vice-president and its corporate seal
 6 affixed thereto and attested by its secretary. Such
 7 certificate shall be filed in the office of the secretary of
 8 state who shall thereupon issue a certificate of amendment
 9 of the articles of incorporation for which he shall receive
 10 the sum of \$10, and thereupon a certified copy of such
 11 certificate shall be filed in the office of the county clerk
 12 in which the principal office of the association is
 13 located."

14 Section 35. Section 35-15-305, MCA, is amended to
 15 read:

16 "35-15-305. Filing required to have benefit of certain
 17 provisions. All cooperative corporations, companies, or
 18 associations organized before March 5, 1915, and doing
 19 business under prior statutes or which have attempted to so
 20 organize and do business shall have the benefit of
 21 35-15-303, 35-15-411, and 35-15-412 and be bound thereby on
 22 filing with the secretary of state a written declaration,
 23 ~~signed-and-sworn-to~~ executed by the president and secretary,
 24 to the effect that said cooperative company or association
 25 has by a majority vote of its stockholders decided to accept

1 the benefits of and to be bound by such provisions."

2 Section 36. Section 35-15-504, MCA, is amended to
3 read:

4 "35-15-504. Filing of documents of merger or
5 consolidation -- effective date. (1) Within 30 days after
6 the merger or consolidation plan has been adopted, documents
7 of merger or consolidation setting forth the plan and the
8 manner of adoption thereof shall be signed and acknowledged
9 by the president or vice-president and by the secretary or
10 assistant secretary of each association merging or
11 consolidating and filed with the clerk and recorder of the
12 county in which the principal office of the new or surviving
13 association is located if the office is in Montana and with
14 the Montana secretary of state.

15 (2) If the new or surviving association has its
16 principal office in Montana, the merger or consolidation
17 shall become effective as of the date of filing with the
18 Montana secretary of state. If its principal office is
19 outside the state of Montana, the merger or consolidation
20 shall become effective upon full compliance with the laws of
21 the state in which its principal office is located. If there
22 is a merger, the articles and bylaws of the surviving
23 association are amended to the extent provided in the
24 documents setting forth the plan of merger."

25 Section 37. Section 35-17-202, MCA, is amended to

1 read:

2 "35-17-202. Articles of Incorporation -- contents --
3 filing -- articles or copies as prima facie evidence. (1)
4 Each association formed under this chapter must prepare and
5 file articles of incorporation setting forth:

6 (a) the name of the association;

7 (b) the purposes for which it is formed;

8 (c) the place where its principal business will be
9 transacted;

10 (d) the term for which it is to exist, which may be
11 perpetual;

12 (e) the number of its directors or trustees, which
13 shall not be less than 5 or more than 13 and the names and
14 residences of those who are appointed for the first 3 months
15 and until their successors are elected and qualified;

16 (f) if organized without capital stock, whether the
17 property rights and interest of each member shall be equal
18 or unequal, and if unequal, the articles shall set forth the
19 general rule or rules applicable to all members by which the
20 property rights and interests, respectively, of each member
21 may and shall be determined and fixed. The association shall
22 have the power to admit new members who shall be entitled to
23 share in the property of the association with the old
24 members, in accordance with such general rule or rules.

25 (2) The articles must be subscribed by the

1 ~~incorporators and acknowledged by one of them before an~~
 2 ~~officer authorized by the law of this state to take and~~
 3 ~~certify acknowledgments of deeds and conveyances and shall~~
 4 be filed in accordance with the provisions of the general
 5 corporation law of this state and when so filed the articles
 6 of incorporation or certified copies thereof shall be
 7 received in all the courts of this state and other places as
 8 prima facie evidence of the facts contained therein and of
 9 the due incorporation of such association."

10 Section 38. Section 35-17-203, MCA, is amended to
 11 read:

12 "35-17-203. Amendments to articles of incorporation.
 13 At any time after filing, the articles of incorporation may
 14 be amended. Any amendment of the articles of incorporation
 15 shall be approved by two-thirds of the directors and then
 16 adopted by vote of not less than two-thirds of those
 17 stockholders voting thereon at any regular meeting of the
 18 stockholders or at a special meeting of the stockholders
 19 called for that purpose. A statement setting forth the
 20 amendment shall be executed ~~and acknowledged~~ on behalf of
 21 the association by its president or vice-president and its
 22 corporate seal affixed thereto and attested by its
 23 secretary. The statement shall be filed in the office of the
 24 secretary of state who shall thereupon issue a certificate
 25 of amendment of the articles of incorporation. A certified

1 copy of such certificate shall be filed in the office of the
 2 county clerk for the county in which the principal office of
 3 the association is located."

4 Section 39. 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 a statement signed ~~and sworn to~~
 13 by its directors, upon forms supplied by the secretary of
 14 state, to the effect that the corporation or association has
 15 by a majority vote of its stockholders or members decided to
 16 accept the benefits and be bound by provisions of this
 17 chapter. Articles of incorporation shall be filed as
 18 required in 35-17-202, except that they shall be signed by
 19 the members of the board of directors. The filing fee shall
 20 be the same as for filing an amendment to articles of
 21 incorporation."

22 Section 40. Section 35-17-504, MCA, is amended to
 23 read:

24 "35-17-504. Filing of documents of merger or
 25 consolidation -- effective date. (1) Within 30 days after

the merger or consolidation plan has been adopted, documents of merger or consolidation setting forth the plan and the manner of adoption thereof shall be signed ~~and acknowledged~~ by the president or vice-president and by the secretary or assistant secretary of each association merging or consolidating and filed with the clerk and recorder of the county in which the principal office of the new or surviving association is located, if the office is in Montana, and with the Montana secretary of state.

(2) If the new or surviving association has its principal office in Montana, the merger or consolidation becomes effective as of the date of filing with the Montana secretary of state. If its principal office is outside the state of Montana, the merger or consolidation becomes effective upon full compliance with the laws of the state in which its principal office is located."

Section 41. Section 35-18-203, MCA, is amended to read:

"35-18-203. Articles of incorporation. (1) The articles of incorporation of a cooperative shall recite in the caption that they are executed pursuant to this chapter, shall be signed ~~and---acknowledged~~ by each of the incorporators, and shall state:

(a) the name of the cooperative;

(b) the address of its principal office;

(c) the names and addresses of the incorporators;

(d) the names and addresses of the persons who shall constitute its first board of trustees; and

(e) any provisions not inconsistent with this chapter deemed necessary or advisable for the conduct of its business and affairs.

(2) Such articles of incorporation shall be submitted to the secretary of state for filing as provided in this chapter.

(3) It shall not be necessary to set forth in the articles of incorporation of a cooperative the purpose for which it is organized or any of the corporate powers vested in a cooperative under this chapter."

Section 42. Section 35-18-204, MCA, is amended to read:

"35-18-204. Amendment of articles of incorporation. A cooperative may amend its articles of incorporation by complying with the following requirements:

(1) The proposed amendment shall be first approved by the board of trustees and shall then be submitted to a vote of the members at any annual or special meeting thereof, the notice of which shall set forth the proposed amendment. The proposed amendment, with such changes as the members shall choose to make therein, shall be deemed to be approved on the affirmative vote of not less than two-thirds of those

1 members voting thereon at such meeting.

2 (2) Upon such approval by the members, articles of
3 amendment shall be executed ~~and acknowledged~~ on behalf of
4 the cooperative by its president or vice-president and its
5 corporate seal shall be affixed thereto and attested by its
6 secretary. The articles of amendment shall recite in the
7 caption that they are executed pursuant to this chapter and
8 shall state:

- 9 (a) the name of the cooperative;
- 10 (b) the address of its principal office;
- 11 (c) the date of the filing of its articles of
- 12 incorporation in the office of the secretary of state; and
- 13 (d) the amendment to its articles of incorporation.

14 (3) The president or vice-president executing such
15 articles of amendment shall also make and annex thereto an
16 affidavit stating that the provisions of this section were
17 duly complied with.

18 (4) Such articles of amendment and affidavit shall be
19 submitted to the secretary of state for filing as provided
20 in this chapter."

21 Section 43. Section 35-18-205, MCA, is amended to
22 read:

23 "35-18-205. Change of principal office without
24 amendment. A cooperative may, without amending its articles
25 of incorporation, upon authorization of its board of

1 trustees, change the location of its principal office by
2 filing a certificate of change of principal office executed
3 ~~and acknowledged~~ by its president or vice-president, under
4 its seal attested by its secretary, in the office of the
5 secretary of state and also in each county office in which
6 its articles of incorporation or any prior certificate of
7 change of principal office of such cooperative has been
8 filed and paying the fees prescribed in this chapter in
9 connection therewith. Such cooperative shall also, within 30
10 days after the filing of such certificate of change of
11 principal office in any county office, file therein
12 certified copies of its articles of incorporation and all
13 amendments thereto, if not already on file therein."

14 Section 44. Section 35-18-206, MCA, is amended to
15 read:

16 "35-18-206. Existing corporations — reorganization
17 under this chapter — articles of conversion. Any
18 corporation organized under the laws of this state for the
19 purpose, among others, of supplying electric energy or
20 telephone service in rural areas may become subject to this
21 chapter with the same effect as if originally organized
22 under this chapter by complying with the following
23 requirements:

24 (1) The proposition for the conversion of such
25 corporation into a cooperative under this chapter and

1 proposed articles of conversion to give effect thereto shall
2 be first approved by the board of trustees or the board of
3 directors, as the case may be, of such corporation. The
4 proposed articles of conversion shall recite in the caption
5 that they are executed pursuant to this chapter and shall
6 state:

7 (a) the name of the corporation prior to its
8 conversion into a cooperative under this chapter;

9 (b) the address of the principal office of such
10 corporation;

11 (c) the date of the filing of its articles of
12 incorporation in the office of the secretary of state;

13 (d) the statute or statutes under which such
14 corporation was organized;

15 (e) the name assumed by such corporation;

16 (f) a statement that such corporation elects to become
17 a cooperative, nonprofit, membership corporation subject to
18 this chapter;

19 (g) the manner and basis of converting either
20 memberships in or shares of stock of such corporation into
21 memberships therein after completion of the conversion; and

22 (h) any provisions not inconsistent with this chapter
23 deemed necessary or advisable for the conduct of its
24 business and affairs.

25 (2) The proposition for the conversion of such

1 corporation into a cooperative under this chapter and the
2 proposed articles of conversion approved by the board of
3 trustees or board of directors, as the case may be, of such
4 corporation shall then be submitted to a vote of the members
5 or stockholders, as the case may be, of such corporation at
6 any duly held annual or special meeting thereof, the notice
7 of which shall set forth full particulars concerning the
8 proposed conversion. The proposition for the conversion of
9 such corporation into a cooperative under this chapter and
10 the proposed articles of conversion, with such amendments
11 thereto as the members or stockholders of such corporation
12 shall choose to make therein, shall be deemed to be approved
13 upon the affirmative vote of not less than two-thirds of
14 those members of such corporation voting thereon at such
15 meeting or, if such corporation is a stock corporation, upon
16 the affirmative vote of the holders of not less than
17 two-thirds of the capital stock of such corporation
18 represented at such meeting.

19 (3) Upon such approval by the members or stockholders
20 of such corporation, articles of conversion in the form
21 approved by such members or stockholders of such corporation
22 shall be executed ~~and--acknowledged~~ on behalf of such
23 corporation by its president or vice-president and its
24 corporate seal shall be affixed thereto and attested by its
25 secretary or assistant secretary. The president or

1 vice-president executing such articles of conversion on
 2 behalf of such corporation shall also make and annex thereto
 3 an affidavit stating that the provisions of this section
 4 with respect to the approval of its trustees or directors
 5 and its members or stockholders of the proposition for the
 6 conversion of such corporation into a cooperative under this
 7 chapter and such articles of conversion were duly complied
 8 with.

9 (4) Such articles of conversion and affidavit shall be
 10 submitted to the secretary of state for filing as provided
 11 in this chapter.

12 (5) The term "articles of incorporation" as used in
 13 this chapter shall be deemed to include the articles of
 14 conversion of a converted corporation."

15 Section 45. Section 35-18-401, MCA, is amended to
 16 read:

17 "35-18-401. Procedure for merger. Any one or more
 18 cooperatives, each of which is hereinafter designated a
 19 "merging cooperative", may merge into another cooperative,
 20 hereinafter designated the "surviving cooperative" by
 21 complying with the following requirements:

22 (1) The proposition for the merger of the merging
 23 cooperatives into the surviving cooperative and proposed
 24 articles of merger to give effect thereto shall be first
 25 approved by the board of trustees of each merging

1 cooperative and by the board of trustees of the surviving
 2 cooperative. The proposed articles of merger shall recite in
 3 the caption that they are executed pursuant to this chapter
 4 and shall state:

5 (a) the name of each merging cooperative, the address
 6 of its principal office, and the date of the filing of its
 7 articles of incorporation in the office of the secretary of
 8 state;

9 (b) the name of the surviving cooperative and the
 10 address of its principal office;

11 (c) a statement that the merging cooperatives elect to
 12 be merged into the surviving cooperative;

13 (d) the terms and conditions of the merger and the
 14 mode of carrying the same into effect, including the manner
 15 and basis of converting the memberships in the merging
 16 cooperative or cooperatives into memberships in the
 17 surviving cooperative and the issuance of certificates of
 18 membership in respect of such converted memberships; and

19 (e) any provisions not inconsistent with this chapter
 20 deemed necessary or advisable for the conduct of the
 21 business and affairs of the surviving cooperative.

22 (2) The proposition for the merger of the merging
 23 cooperatives into the surviving cooperative and the proposed
 24 articles of merger approved by the board of trustees of the
 25 respective cooperatives which are parties to such proposed

1 merger shall then be submitted to a vote of the members of
 2 each such cooperative at any annual or special meeting
 3 thereof, the notice of which shall set forth full
 4 particulars concerning the proposed merger. The proposed
 5 merger and the proposed articles of merger shall be deemed
 6 to be approved upon the affirmative vote of not less than
 7 two-thirds of those members of each cooperative voting
 8 thereon at such meeting.

9 (3) Upon such approval by the members of the
 10 respective cooperatives parties to the proposed merger,
 11 articles of merger in the form approved shall be executed
 12 and acknowledged on behalf of each such cooperative by its
 13 president or vice-president and its seal shall be affixed
 14 thereto and attested by its secretary. The president or
 15 vice-president of each cooperative executing such articles
 16 of merger shall also make and annex thereto an affidavit
 17 stating that the provisions of this section were duly
 18 complied with by such cooperative.

19 (4) Such articles of merger and affidavits shall be
 20 submitted to the secretary of state for filing as provided
 21 in this chapter."

22 Section 46. Section 35-18-402, MCA, is amended to
 23 read:

24 "35-18-402. Procedure for consolidation. Any two or
 25 more cooperatives, each of which is hereinafter designated a

1 "consolidating cooperative", may consolidate into a new
 2 cooperative, hereinafter designated the "new cooperative" by
 3 complying with the following requirements:

4 (1) The proposition for the consolidation of the
 5 consolidating cooperatives into the new cooperative and
 6 proposed articles of consolidation to give effect thereto
 7 shall be first approved by the board of trustees of each
 8 consolidating cooperative. The proposed articles of
 9 consolidation shall recite in the caption that they are
 10 executed pursuant to this chapter and shall state:

11 (a) the name of each consolidating cooperative, the
 12 address of its principal office, and the date of the filing
 13 of its articles of incorporation in the office of the
 14 secretary of state;

15 (b) the name of the new cooperative and the address of
 16 its principal office;

17 (c) the names and addresses of the persons who shall
 18 constitute the first board of trustees of the new
 19 cooperative;

20 (d) the terms and conditions of the consolidation and
 21 the mode of carrying the same into effect, including the
 22 manner and basis of converting memberships in each
 23 consolidating cooperative into memberships in the new
 24 cooperative and the issuance of certificates of memberships
 25 in respect of such converted memberships; and

1 (e) any provisions not inconsistent with this chapter
2 deemed necessary or advisable for the conduct of the
3 business and affairs of the new cooperative.

4 (2) The proposition for the consolidation of the
5 consolidating cooperatives into the new cooperative and the
6 proposed articles of consolidation approved by the board of
7 trustees of each consolidating cooperative shall then be
8 submitted to a vote of the members thereof at any annual or
9 special meeting thereof, the notice of which shall set forth
10 full particulars concerning the proposed consolidation. The
11 proposed consolidation and the proposed articles of
12 consolidation shall be deemed to be approved upon the
13 affirmative vote of not less than two-thirds of those
14 members of each consolidating cooperative voting thereon at
15 such meeting.

16 (3) Upon such approval by the members of the
17 respective consolidating cooperatives, articles of
18 consolidation in the form approved shall be executed and
19 acknowledged on behalf of each consolidating cooperative by
20 its president or vice-president and its seal shall be
21 affixed thereto and attested by its secretary. The president
22 or vice-president of each consolidating cooperative
23 executing such articles of consolidation shall also make and
24 annex thereto an affidavit stating that the provisions of
25 this section were duly complied with by such cooperative.

1 (4) Such articles of consolidation and affidavits
2 shall be submitted to the secretary of state for filing as
3 provided in this chapter."

4 Section 47. Section 35-18-404, MCA, is amended to
5 read:

6 "35-18-404. Dissolution of cooperative which has not
7 commenced business. (1) A cooperative which has not
8 commenced business may dissolve voluntarily by delivering to
9 the secretary of state articles of dissolution, executed and
10 acknowledged on behalf of the cooperative by a majority of
11 the incorporators, which shall state:

12 (a) the name of the cooperative;
13 (b) the address of its principal office;
14 (c) the date of its incorporation;
15 (d) that the cooperative has not commenced business;
16 (e) that the amount, if any, actually paid in on
17 account of membership fees, less any part thereof disbursed
18 for necessary expenses, has been returned to those entitled
19 thereto and that all easements shall have been released to
20 the grantors;

21 (f) that no debt of the cooperative remains unpaid;
22 and

23 (g) that a majority of the incorporators elect that
24 the cooperative be dissolved.

25 (2) Such articles of dissolution shall be submitted to

the secretary of state for filing as provided in this chapter."

Section 48. Section 35-18-405, MCA, is amended to read:

"35-18-405. Dissolution and winding up of cooperative which has commenced business. A cooperative which has commenced business may dissolve voluntarily and wind up its affairs in the following manner:

(1) The board of trustees shall first recommend that the cooperative be dissolved voluntarily and thereafter the proposition that the cooperative be dissolved shall be submitted to the members of the cooperative at any annual or special meeting; the notice of which shall set forth such proposition. The proposed voluntary dissolution shall be deemed to be approved upon the affirmative vote of not less than two-thirds of those members voting thereon at such meeting.

(2) Upon such approval, a certificate of election to dissolve, hereinafter designated the "certificate", shall be executed and acknowledged on behalf of the cooperative by its president or vice-president and its corporate seal shall be affixed thereto and attested by its secretary or assistant secretary. The certificate shall state the name of the cooperative, the address of its principal office, the names and addresses of its trustees, and the total number of

members who voted for and against the voluntary dissolution of the cooperative. The president or vice-president executing the certificate shall also make and annex thereto an affidavit stating that the provisions of this subsection were duly complied with. Such certificate and affidavit shall be submitted to the secretary of state for filing as provided in this chapter.

(3) Upon the filing of the certificate and affidavit by the secretary of state, the cooperative shall cease to carry on its business except insofar as may be necessary for the winding up thereof, but its corporate existence shall continue until articles of dissolution have been filed by the secretary of state.

(4) After the filing of the certificate and affidavit by the secretary of state, the board of trustees shall immediately cause notice of the winding up proceedings to be mailed to each known creditor and claimant and to be published once a week for 2 successive weeks in a newspaper of general circulation in the county in which the principal office of the cooperative is located.

(5) The board of trustees shall have full power to wind up and settle the affairs of the cooperative and shall proceed to collect the debts owing to the cooperative, convey and dispose of its property and assets, pay, satisfy, and discharge its debts, obligations, and liabilities and do

1 all other things required to liquidate its business and
 2 affairs and after paying or adequately providing for the
 3 payment of all its debts, obligations, and liabilities shall
 4 distribute the remainder of its property and assets among
 5 its members in proportion to the aggregate patronage of each
 6 such member during the 7 years next preceding the date of
 7 such filing of the certificate or, if the cooperative shall
 8 not have been in existence for such period, during the
 9 period of its existence.

10 (6) When all debts, liabilities, and obligations of
 11 the cooperative have been paid and discharged or adequate
 12 provision shall have been made therefor and all of the
 13 remaining property and assets of the cooperative shall have
 14 been distributed to the members pursuant to the provisions
 15 of this section, the board of trustees shall authorize the
 16 execution of articles of dissolution which shall thereupon
 17 be executed ~~and acknowledged~~ on behalf of the cooperative by
 18 its president or vice-president and its corporate seal shall
 19 be affixed thereto and attested by its secretary. Such
 20 articles of dissolution shall recite in the caption that
 21 they are executed pursuant to this chapter and shall state:

22 (a) the name of the cooperative;

23 (b) the address of the principal office of the
 24 cooperative;

25 (c) that the cooperative has heretofore delivered to

1 the secretary of state a certificate of election to dissolve
 2 and the date on which the certificate was filed by the
 3 secretary of state in the records of his office;

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

7 (e) that all the remaining property and assets of the
 8 cooperative have been distributed among the members in
 9 accordance with the provisions of this section; and

10 (f) that there are no actions or suits pending against
 11 the cooperative. The president or vice-president executing
 12 the articles of dissolution shall also make and annex
 13 thereto an affidavit stating that the provisions of this
 14 subsection were duly complied with. Such articles of
 15 dissolution and affidavit, accompanied by proof of the
 16 publication required in this subsection, shall be submitted
 17 to the secretary of state for filing as provided in this
 18 chapter."

19 Section 49. Section 35-18-501, MCA, is amended to
 20 read:

21 "35-18-501. Filings relative to incorporation,
 22 amendment, conversion, merger, consolidation, and
 23 dissolution — effect of filing — transmittal to county
 24 clerk. (1) Articles of incorporation, amendment,
 25 consolidation, merger, conversion, dissolution, as the case

1 may be, when executed and acknowledged and accompanied by
 2 such affidavits as may be required by applicable provisions
 3 of this chapter, shall be presented to the secretary of
 4 state for filing in the records of his office. If the
 5 secretary of state shall find that the articles presented
 6 conform to the requirements of this chapter, he shall upon
 7 the payment of the fees as in this chapter provided file the
 8 articles so presented in the records of his office, and upon
 9 such filing, the incorporation, amendment, consolidation,
 10 merger, conversion, or dissolution provided for therein
 11 shall be in effect.

12 (2) The secretary of state immediately upon the filing
 13 in his office of any articles pursuant to this chapter shall
 14 transmit a certified copy thereof to the county clerk of the
 15 county in which the principal office of each cooperative or
 16 corporation affected by such incorporation, amendment,
 17 consolidation, merger, conversion, or dissolution shall be
 18 located. The clerk of any county, upon receipt of any such
 19 certified copy, shall file and index the same in the records
 20 of his office, but the failure of the secretary of state or
 21 of a clerk of a county to comply with the provisions of this
 22 section shall not invalidate such articles.

23 (3) The provisions of this section shall also apply to
 24 certificates of election to dissolve and affidavits of
 25 compliance executed pursuant to 35-18-405(2)."

1 NEW SECTION. Section 50. Codification instruction.
 2 (1) Section 1 is intended to be codified as an integral part
 3 of Title 30, chapter 13, part 2, and the provisions of Title
 4 30, chapter 13, part 2, apply to section 1.
 5 (2) Section 5 is intended to be codified as an
 6 integral part of Title 30, chapter 13, part 3, and the
 7 provisions of Title 30, chapter 13, part 3, apply to section
 8 5.

-End-

March 2, 1983

SENATE STANDING COMMITTEE REPORT
(State Administration)

That House Bill No. 557 be amended as follows:

1. Title, line 14.
Strike: "35-2-413,"

2. Page 41, line 11.
Strike: Section 29 in its entirety
Renumber: subsequent sections

March 5, 1983

SENATE COMMITTEE OF THE WHOLE AMENDMENT

That House Bill No. 557 be amended as follows:

1. Page 1, line 25.

Strike: "perjury"

Insert: "false swearing"

2. Page 4, line 9.

Strike: "perjury"

Insert: "false swearing"

3. Page 16, line 25.

Strike: "perjury"

Insert: "false swearing"

1 HOUSE BILL NO. 557
2 INTRODUCED BY SANDS
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 REQUIREMENTS FOR EXECUTING
7 CERTAIN DOCUMENTS FILED WITH THE SECRETARY OF STATE;
8 PROVIDING PENALTIES FOR MAKING FALSE STATEMENTS; AMENDING
9 SECTIONS 30-13-203, 30-13-207, 30-13-212, 30-13-311,
10 30-13-313, 30-13-318, 35-1-201, 35-1-209, 35-1-212,
11 35-1-213, 35-1-306, 35-1-412, 35-1-602, 35-1-612, 35-1-804,
12 35-1-805, 35-1-901 THROUGH 35-1-903, 35-1-907, 35-1-908,
13 35-1-911, 35-1-1008, 35-1-1013, 35-1-1017, 35-1-1101,
14 35-2-413, 35-2-1201, 35-6-201, 35-15-201, 35-15-204,
15 35-15-205, 35-15-305, 35-15-504, 35-17-202 THROUGH
16 35-17-204, 35-17-504, 35-18-203 THROUGH 35-18-206,
17 35-18-401, 35-18-402, 35-18-404, 35-18-405, AND 35-18-501,
18 MCA."
19
20 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:
21 ~~NEW SECTION.~~ Section 1. Execution constituting
22 affirmation -- penalty -- warning. (1) The execution of any
23 document required to be filed with the secretary of state
24 under this part constitutes an affirmation, under the
25 penalties of perjury ~~FALSE SWEARING~~, by each person

1 executing the document that the facts stated therein are
2 true.
3 (2) The secretary of state shall provide for the
4 printing of a warning to this effect on each form prescribed
5 by him under this part.
6 Section 2. Section 30-13-203, MCA, is amended to read:
7 "30-13-203. Application for registration of assumed
8 business name. All persons transacting business in this
9 state under an assumed business name shall execute--~~verify~~
10 and file with the secretary of state, on forms furnished by
11 the secretary of state, an application for registration of
12 the assumed business name, including but not limited to the
13 following information:
14 (1) the name and address, including the street name
15 and number, of applicant;
16 (2) the complete name of proposed assumed business
17 name;
18 (3) date of first use, in commerce, of assumed
19 business name;
20 (4) description of business transacted under such
21 name; and
22 (5) the name of county or counties in which business
23 is being transacted."

24 Section 3. Section 30-13-207, MCA, is amended to read:
25 "30-13-207. Application for renewal of assumed

business name. Duplicate originals of application for renewal of registration of an assumed business name shall be executed~~y-verified~~y 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 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 4. 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 of 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 word "filed" and the month, day, and year of the filing thereof;

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

(c) issue a certificate of reservation, to which he

shall affix the other duplicate original.

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

~~NEW SECTION.~~ Section 5. Execution constituting affirmation -- penalty -- warning. (1) The execution of any document required to be filed with the secretary of state under this part constitutes an affirmation, under the penalties of perjury ~~FALSE SHEARING~~, by each person executing the document that the facts stated therein are true.

(2) The secretary of state shall provide for the printing of a warning to this effect on each form prescribed by him under this part.

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

1 state of incorporation;

2 (b) the essential feature of the mark to be

3 registered;

4 (c) the goods or services in connection with which the

5 mark is used and the mode or manner in which the mark is

6 used in connection with such goods or services and the class

7 in which such goods or services fall;

8 (d) the date when the mark was first used anywhere and

9 the date when it was first used in this state by the

10 applicant or his predecessor in business;

11 (e) a statement that the mark is presently in use in

12 this state by the applicant; and

13 (f) a statement that the applicant is the owner of the

14 mark and that no other person has the right to use the mark

15 in this state either in the identical form thereof or in a

16 form that so nearly resembles it that it might be calculated

17 to deceive or might be mistaken for it.

18 (2) The application must be signed ~~and-verified~~ by

19 ~~affidavit-of~~ the applicant or a member of the firm or an

20 officer of the corporation or association applying.

21 (3) The application must be accompanied by a specimen

22 or facsimile of such mark in duplicate.

23 (4) The application for registration must be

24 accompanied by a filing fee of \$20, payable to the secretary

25 of state."

1 Section 7. Section 30-13-313, MCA, is amended to read:

2 "30-13-313. Duration and renewal. (1) Registration of

3 a mark under this part is effective for a term of 10 years

4 from the date of registration and, upon application filed

5 within 6 months prior to the expiration of such term, the

6 registration may be renewed for another 10 years.

7 (2) An application for renewal of mark registration

8 must be delivered to the secretary of state and shall set

9 forth information including but not limited to the

10 following:

11 (a) the name and business address of the applicant;

12 (b) a description of the mark; and

13 (c) a statement that the mark is still in use by the

14 applicant in this state.

15 (3) The application for renewal of mark registration

16 must be signed ~~and-verified~~ by ~~affidavit-of~~ the applicant.

17 (4) The application for renewal of mark registration

18 must be accompanied by a filing fee of \$20, payable to the

19 secretary of state."

20 Section 8. Section 30-13-318, MCA, is amended to read:

21 "30-13-318. Cancellation. The secretary of state shall

22 cancel from the register:

23 (1) after July 1, 1981, each registration made prior

24 to July 1, 1980, that is more than 10 years old and not

25 renewed in accordance with this part;

(2) any registration concerning for which the secretary-of-state he receives a voluntary written request for cancellation from ~~signed and verified by~~ the registrant or the assignee of record ~~and accompanied by fees as prescribed in this part;~~

(3) each registration granted under this part and not renewed in accordance with the provisions of this part;

(4) any registration concerning which a court of competent jurisdiction finds that:

(a) the registered mark has been abandoned;

(b) the registrant is not the owner of the mark;

(c) the registration was granted improperly;

(d) the registration was obtained fraudulently;

(e) the registered mark is so similar to a mark currently registered by another person in the United States patent and trademark office prior to the filing date of the application for registration under this part as to be likely to cause confusion or mistake or to deceive. However, if the registrant proves that he is the owner of a concurrent registration of his mark in the United States patent and trademark office covering an area including this state, the registration under this part may not be canceled.

(5) a registration ordered canceled by a court of competent jurisdiction on any grounds."

Section 9. 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 to the secretary of state articles of incorporation for such corporation."

Section 10. 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

1 amendment, respectively, or, if no shares have been issued,
2 a statement to that effect;

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

8 Section 11. Section 35-1-212, MCA, is amended to read:

9 "35-1-212. Amendment of articles of incorporation in
10 reorganization proceedings. (1) Whenever a plan of
11 reorganization of a corporation has been confirmed by decree
12 or order of a court of competent jurisdiction in proceedings
13 for the reorganization of such corporation pursuant to the
14 provisions of any applicable statute of the United States
15 relating to reorganizations of corporations, the articles of
16 incorporation of the corporation may be amended in the
17 manner provided in this section in as many respects as may
18 be necessary to carry out the plan and put it into effect,
19 so long as the articles of incorporation as amended contain
20 only such provisions as might be lawfully contained in
21 original articles of incorporation at the time of making
22 such amendment.

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

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

3 (b) repeal, alter, or amend the bylaws of the
4 corporation;

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

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

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

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

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

24 (a) Articles of amendment approved by decree or order
25 of such court shall be executed and verified in duplicate by

1 such person or persons as the court shall designate or
 2 appoint for the purpose and shall set forth the name of the
 3 corporation, the amendments of the articles of incorporation
 4 approved by the court, the date of the decree or order
 5 approving the articles of amendment, the title of the
 6 proceedings in which the decree or order was entered, and a
 7 statement that such decree or order was entered by a court
 8 having jurisdiction of the proceedings for the
 9 reorganization of the corporation pursuant to the provisions
 10 of an applicable statute of the United States.

11 (b) Duplicate originals of the articles of amendment
 12 shall be delivered to the secretary of state. If the
 13 secretary of state finds that the articles of amendment
 14 conform to law, he shall, when all fees have been paid as in
 15 this chapter prescribed:

16 (i) endorse on each of such duplicate originals the
 17 word "filed" and the month, day, and year of the filing
 18 thereof;

19 (ii) file one of such duplicate originals in his
 20 office;

21 (iii) issue a certificate of amendment to which he
 22 shall affix the other duplicate original.

23 (c) The certificate of amendment, together with the
 24 duplicate original of the articles of amendment affixed
 25 thereto by the secretary of state, shall be returned to the

1 corporation or its representative.

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

11 Section 12. Section 35-1-213, MCA, is amended to read:

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

1 incorporation shall contain all the statements required by
2 this chapter to be included in original articles of
3 incorporation except that:

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

7 (b) 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 (c) 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 a statement, executed in duplicate
24 by the corporation by its president or a vice-president and
25 by its secretary or an assistant secretary ~~and verified by~~

1 ~~one-of-the-officers-signing-such--statement,~~ setting forth
2 the following:

3 (a) the name of the corporation;

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

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

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

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

23 Section 13. Section 35-1-306, MCA, is amended to read:

24 "35-1-306. Change of registered office or registered
25 agent. (1) A corporation may change its registered office or

1 change its registered agent, or both, upon filing in the
2 office of the secretary of state a statement setting forth:

- 3 (a) the name of the corporation;
- 4 (b) the address of its then registered office;
- 5 (c) if the address of its registered office is
6 changed, the address to which the registered office is to be
7 changed;
- 8 (d) the name of its then registered agent;
- 9 (e) if its registered agent is changed, the name of
10 its successor registered agent;
- 11 (f) that the address of its registered office and the
12 address of the business office of its registered agent, as
13 changed, will be identical;
- 14 (g) that such change was authorized by resolution duly
15 adopted by its board of directors.

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

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

1 registered agent upon filing a written notice of
2 resignation, executed in duplicate, with the secretary of
3 state, who shall immediately mail a copy thereof to the
4 corporation at its registered office. The appointment of the
5 agent shall terminate 30 days after receipt of such notice
6 by the secretary of state.

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

16 Section 14. Section 35-1-412, MCA, is amended to read:
17 ~~"35-1-412. Penalty imposed upon officers and directors~~
18 ~~for signing false document. Each officer and director of a~~
19 ~~corporation, domestic or foreign, who signs any articles,~~
20 ~~statements, reports, applications or other document filed with~~
21 ~~the secretary of state which is known to such officer or~~
22 ~~director to be false in any material respect shall be deemed~~
23 ~~to be guilty of a misdemeanor and upon conviction thereof~~
24 ~~may be fined in any amount not exceeding \$500. (1) The~~
25 ~~execution of any document required to be filed with the~~

1 ~~secretary of state under this chapter constitutes an~~
 2 ~~affirmation, under the penalties of perjury FALSE SWEARING,~~
 3 ~~by each person executing the document that the facts stated~~
 4 ~~therein are true.~~

5 ~~(2) The secretary of state shall provide for the~~
 6 ~~printing of a warning to this effect on each form prescribed~~
 7 ~~by him under this chapter."~~

8 Section 15. Section 35-1-602, MCA, is amended to read:

9 "35-1-602. Issuance of shares of preferred or special
 10 classes in series -- filing of statement. (1) If the
 11 articles of incorporation so provide, the shares of any
 12 preferred or special class may be divided into and issued in
 13 series. If the shares of any such class are to be issued in
 14 series, then each series shall be so designated as to
 15 distinguish the shares thereof from the shares of all other
 16 series and classes. Any or all of the series of any such
 17 class and the variations in the relative rights and
 18 preferences as between different series may be fixed and
 19 determined by the articles of incorporation, but all shares
 20 of the same class shall be identical except as to the
 21 following relative rights and preferences as to which there
 22 may be variations between different series:

23 (a) the rate of dividend;

24 (b) whether shares may be redeemed and, if so, the
 25 redemption price and the terms and conditions of redemption;

1 (c) the amount payable upon shares in event of
 2 voluntary and involuntary liquidation;

3 (d) sinking fund provisions, if any, for the
 4 redemption or purchase of shares;

5 (e) the terms and conditions, if any, on which shares
 6 may be converted;

7 (f) voting rights, if any.

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

18 (3) In order for the board of directors to establish a
 19 series where authority so to do is contained in the articles
 20 of incorporation, the board of directors shall adopt a
 21 resolution setting forth the designation of the series and
 22 fixing and determining the relative rights and preferences
 23 thereof or so much thereof as shall not be fixed and
 24 determined by the articles of incorporation.

25 (4) Prior to the issue of any shares of a series

1 established by resolution adopted by the board of directors,
2 the corporation shall file in the office of the secretary of
3 state a statement setting forth:

4 (a) the name of the corporation;

5 (b) a copy of the resolution establishing and
6 designating the series and fixing and determining the
7 relative rights and preferences thereof;

8 (c) the date of adoption of such resolution;

9 (d) that such resolution was duly adopted by the board
10 of directors.

11 (5) Such statement shall be executed in duplicate by
12 the corporation by its president or a vice-president and by
13 its secretary or an assistant secretary ~~and verified by one~~
14 ~~of the officers signing such statement~~ and shall be
15 delivered to the secretary of state. If the secretary of
16 state finds that such statement conforms to law, he shall,
17 when all fees have been paid as in this chapter prescribed:

18 (a) endorse on each of such duplicate originals the
19 word "filed" and the month, day, and year of the filing
20 thereof;

21 (b) file one of such duplicate originals in his
22 office;

23 (c) return the other duplicate original to the
24 corporation or its representative.

25 (6) Upon the filing of such statement by the secretary

1 of state, the resolution establishing and designating the
2 series and fixing and determining the relative rights and
3 preferences thereof shall become effective and shall
4 constitute an amendment of the articles of incorporation."

5 Section 16. Section 35-1-612, MCA, is amended to read:

6 "35-1-612. Power of corporation to acquire its own
7 shares. (1) A corporation shall have the power to acquire
8 its own shares. All of its own shares acquired by a
9 corporation, upon acquisition, constitute authorized but
10 unissued shares unless the articles of incorporation provide
11 that they may not be reissued, in which case the authorized
12 shares shall be reduced by the number of shares acquired.

13 (2) If the number of authorized shares is reduced by
14 an acquisition, the corporation shall, no later than the
15 time it files its next annual report under this chapter with
16 the secretary of state, file a statement of cancellation
17 showing the reduction in the authorized shares. The
18 statement of cancellation shall be executed in duplicate by
19 the corporation by its president or a vice-president and by
20 its secretary or an assistant secretary ~~and verified by one~~
21 ~~of the officers signing such statement~~ and shall set forth:

22 (a) the name of the corporation;

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

25 (c) the aggregate number of authorized shares,

1 itemized by classes and series, after giving effect to such
2 cancellation.

3 (3) Duplicate originals of such statement shall be
4 delivered to the secretary of state. If the secretary of
5 state finds that such statement conforms to law, he shall,
6 when all fees and franchise taxes have been paid as
7 prescribed in this chapter:

8 (a) endorse on each of such duplicate originals the
9 word "Filed" and the month, day, and year of the filing
10 thereof;

11 (b) file one of such duplicate originals in his
12 office; and

13 (c) return the other duplicate original to the
14 corporation or its representative."

15 Section 17. Section 35-1-804, MCA, is amended to read:

16 "35-1-804. Articles of merger, consolidation, or
17 exchange -- contents -- filing. (1) Upon receiving the
18 approvals required by 35-1-801 and 35-1-803, articles of
19 merger, consolidation, or exchange shall be executed in
20 duplicate by each corporation by its president or a
21 vice-president and by its secretary or an assistant
22 secretary ~~and verified by one of the officers of each~~
23 ~~corporation signing such articles~~ and shall set forth:

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

25 (b) as to each corporation, either:

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

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

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

13 (2) Duplicate originals of the articles of merger,
14 consolidation, or exchange shall be delivered to the
15 secretary of state. If the secretary of state finds that
16 such articles conform to law, he shall, when all fees have
17 been paid as prescribed in this chapter:

18 (a) endorse on each of such duplicate originals the
19 word "filed" and the month, day, and year of the filing
20 thereof;

21 (b) file one of such duplicate originals in his
22 office;

23 (c) issue a certificate of merger, consolidation, or
24 exchange to which he shall affix the other duplicate
25 original.

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

7 Section 18. Section 35-1-805, MCA, is amended to read:

8 "35-1-805. Merger of subsidiary without shareholder
 9 approval. (1) Any corporation owning at least 95% of the
 10 outstanding shares of each class of another corporation may
 11 merge such other corporation into itself without approval by
 12 a vote of the shareholders of either corporation. Its board
 13 of directors shall, by resolution, approve a plan of merger
 14 setting forth:

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

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

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

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

6 (a) the plan of merger;

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

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

12 (4) On and after the 30th day after the mailing of a
 13 copy of the plan of merger to shareholders of the subsidiary
 14 corporation or upon the waiver thereof by the holders of all
 15 outstanding shares, duplicate originals of the articles of
 16 merger shall be delivered to the secretary of state. If the
 17 secretary of state finds that such articles conform to law,
 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 word "filed" and the month, day, and year of the filing
 22 thereof;

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

25 (c) issue a certificate of merger to which he shall

1 affix the other duplicate original.

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

6 Section 19. Section 35-1-901, MCA, is amended to read:

7 "35-1-901. Voluntary dissolution by incorporators or
8 initial board of directors -- filing of articles of
9 dissolution. A corporation which has not commenced business
10 and which has not issued any shares may be voluntarily
11 dissolved by its incorporators at any time in the following
12 manner:

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

16 (a) the name of the corporation;

17 (b) the date of issuance of its certificate of
18 incorporation;

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

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

21 (e) that the amount, if any, actually paid in on
22 subscriptions for its shares, less any part thereof
23 disbursed for necessary expenses, has been returned to those
24 entitled thereto;

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

1 (g) that a majority of the incorporators elect that
2 the corporation be dissolved.

3 (2) Duplicate originals of the articles of dissolution
4 shall be delivered to the secretary of state. If the
5 secretary of state finds that the articles of dissolution
6 conform to law, he shall, when all fees have been paid as in
7 this chapter prescribed:

8 (a) endorse on each of such duplicate originals the
9 word "filed" and the month, day, and year of the filing
10 thereof;

11 (b) file one of such duplicate originals in his
12 office;

13 (c) issue a certificate of dissolution to which he
14 shall affix the other duplicate original.

15 (3) The certificate of dissolution, together with the
16 duplicate original of the articles of dissolution affixed
17 thereto by the secretary of state, shall be returned to the
18 incorporators, the board of directors, or their
19 representative. Upon the issuance of such certificate of
20 dissolution by the secretary of state, the existence of the
21 corporation shall cease."

22 Section 20. Section 35-1-902, MCA, is amended to read:

23 "35-1-902. Voluntary dissolution by consent of
24 shareholders -- statement of intent. (1) A corporation may
25 be voluntarily dissolved by the written consent of all of

1 its shareholders.

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

8 (a) the name of the corporation;

9 (b) the names and respective addresses of its
10 officers;

11 (c) the names and respective addresses of its
12 directors;

13 (d) a copy of the written consent signed by all
14 shareholders of the corporation;

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

18 Section 21. Section 35-1-903, MCA, is amended to read:

19 "35-1-903. Voluntary dissolution by act of corporation
20 -- statement of intent. A corporation may be dissolved by
21 the act of the corporation when authorized in the following
22 manner:

23 (1) The board of directors shall adopt a resolution
24 recommending that the corporation be dissolved and directing
25 that the question of such dissolution be submitted to a vote

1 at a meeting of shareholders, which may be either an annual
2 or a special meeting.

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

10 (3) At such meeting a vote of shareholders entitled to
11 vote thereat shall be taken on a resolution to dissolve the
12 corporation. Such resolution shall be adopted upon receiving
13 the affirmative vote of the holders of two-thirds of the
14 shares of the corporation entitled to vote thereon unless
15 any class of shares is entitled to vote thereon as a class,
16 in which event the resolution shall be adopted upon
17 receiving the affirmative vote of the holders of two-thirds
18 of the shares of each class of shares entitled to vote
19 thereon as a class and of the total shares entitled to vote
20 thereon.

21 (4) Upon the adoption of such resolution, a statement
22 of intent to dissolve shall be executed in duplicate by the
23 corporation by its president or a vice-president and by its
24 secretary or an assistant secretary and ~~verified-by-one-of~~
25 ~~the-officers--signing-such-statement-which-statement~~ shall

1 set forth:

2 (a) the name of the corporation;

3 (b) the names and respective addresses of its
4 officers;

5 (c) the names and respective addresses of its
6 directors;

7 (d) a copy of the resolution adopted by the
8 shareholders authorizing the dissolution of the corporation;

9 (e) the number of shares outstanding and, if the
10 shares of any class are entitled to vote as a class, the
11 designation and number of outstanding shares of each such
12 class;

13 (f) the number of shares voted for and against the
14 resolution, respectively, and if the shares of any class are
15 entitled to vote as a class, the number of shares of each
16 such class voted for and against the resolution,
17 respectively."

18 Section 22. Section 35-1-907, MCA, is amended to read:

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

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

7 (a) the name of the corporation;

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

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

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

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

18 Section 23. Section 35-1-908, MCA, is amended to read:

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

25 (1) The board of directors shall adopt a resolution

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

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

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

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

22 (a) the name of the corporation;

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

25 (c) the names and respective addresses of its

1 directors;

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

4 (e) the number of shares outstanding;

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

7 Section 24. Section 35-1-911, MCA, is amended to read:

8 "35-1-911. Articles of dissolution. If voluntary
9 dissolution proceedings have not been revoked, then when all
10 debts, liabilities, and obligations of the corporation have
11 been paid and discharged or adequate provision has been made
12 therefor and all of the remaining property and assets of the
13 corporation have been distributed to its shareholders,
14 articles of dissolution shall be executed in duplicate by
15 the corporation by its president or a vice-president and by
16 its secretary or an assistant secretary and ~~verified-by-one~~
17 ~~of--the--officers--signing--such--statement--which--statement~~
18 shall set forth:

19 (1) the name of the corporation;

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

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

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

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

8 Section 25. Section 35-1-1008, MCA, is amended to
9 read:

10 "35-1-1008. Application for a certificate of
11 authority. (1) A foreign corporation, in order to procure a
12 certificate of authority to transact business in this state,
13 shall make application therefor to the secretary of state,
14 which application shall set forth:

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

17 (b) if the name of the corporation does not contain
18 the word "corporation", "company", "incorporated", or
19 "limited" or an abbreviation of one of such words, then the
20 name of the corporation with the word or abbreviation which
21 it elects to add thereto for use in this state;

22 (c) the date of incorporation and the period of
23 duration of the corporation;

24 (d) the address, including street and number, if any,
25 of the principal office of the corporation in the state or

1 country under the laws of which it is incorporated;

2 (e) the address of the registered office of the
3 corporation in this state and the name of its registered
4 agent in this state at such address;

5 (f) the purpose or purposes of the corporation which
6 it proposes to pursue in the transaction of business in this
7 state;

8 (g) the names and respective addresses of the
9 directors and officers of the corporation;

10 (h) a statement of the aggregate number of shares
11 which the corporation has authority to issue, itemized by
12 classes and series, if any, within a class;

13 (i) a statement of the aggregate number of issued
14 shares, itemized by classes and series, if any, within a
15 class; and

16 (j) such additional information as may be necessary or
17 appropriate in order to enable the secretary of state to
18 determine whether such corporation is entitled to a
19 certificate of authority to transact business in this state
20 and to determine and assess the fees payable.

21 (2) Such application shall be made on forms prescribed
22 and furnished by the secretary of state and shall be
23 executed in duplicate by the corporation by its president or
24 a vice-president and by its secretary or an assistant
25 secretary ~~and--verified-by-one-of-the-officers-signing-such~~

1 application."

2 Section 26. Section 35-1-1013, MCA, is amended to
3 read:

4 "35-1-1013. Change of registered office or registered
5 agent of foreign corporation. (1) A foreign corporation
6 authorized to transact business in this state may change its
7 registered office or change its registered agent, or both,
8 upon filing in the office of the secretary of state a
9 statement setting forth:

10 (a) the name of the corporation;

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

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

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

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

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

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

25 (2) Such statement shall be executed by the

1 corporation by its president or a vice-president and
2 verified--by him and delivered to the secretary of state. If
3 the secretary of state finds that such statement conforms to
4 the provisions of this chapter, he shall file such statement
5 in his office and, upon such filing, the change of address
6 of the registered office or the appointment of a new
7 registered agent, or both, as the case may be, shall become
8 effective.

9 (3) Any registered agent of a foreign corporation may
10 resign as such agent upon filing a written notice thereof,
11 executed in duplicate, with the secretary of state, who
12 shall forthwith mail a copy thereof to the corporation at
13 its principal office in the state or country under the laws
14 of which it is incorporated. The appointment of such agent
15 shall terminate upon the expiration of 30 days after receipt
16 of such notice by the secretary of state.

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

1 Section 27. Section 35-1-1017, MCA, is amended to
2 read:

3 "35-1-1017. Withdrawal of foreign corporation. (1) A
4 foreign corporation authorized to transact business in this
5 state may withdraw from this state upon procuring from the
6 secretary of state a certificate of withdrawal. In order to
7 procure such certificate of withdrawal, the foreign
8 corporation shall deliver to the secretary of state an
9 application for withdrawal, which shall set forth:

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

12 (b) that the corporation is not transacting business
13 in this state;

14 (c) that the corporation surrenders its authority to
15 transact business in this state;

16 (d) that the corporation revokes the authority of its
17 registered agent in this state to accept service of process
18 and consents that service of process in any action, suit, or
19 proceeding based upon any cause of action arising in this
20 state during the time the corporation was authorized to
21 transact business in this state may thereafter be made on
22 such corporation by service thereof on the secretary of
23 state;

24 (e) a post-office address, including street and
25 number, if any, to which the secretary of state may mail a

1 copy of any process against the corporation that may be
2 served on him;

3 (f) a statement of the aggregate number of shares
4 which the corporation has authority to issue, itemized by
5 class and series, if any, within each class, as of the date
6 of such application;

7 (g) a statement of the aggregate number of issued
8 shares, itemized by class and series, if any, within each
9 class, as of the date of such application;

10 (h) that all taxes imposed on the corporation by Title
11 15 have been paid, supported by a certificate by the
12 department of revenue to be attached to said application to
13 the effect that the department is satisfied from the
14 available evidence that all such taxes imposed have been
15 paid. The issuance of such certificate does not relieve the
16 corporation from liability for any taxes, penalties, or
17 interest due the state of Montana; and

18 (i) such additional information as may be necessary or
19 appropriate to enable the secretary of state to determine
20 and assess any unpaid fees or taxes payable by such foreign
21 corporation as prescribed by this chapter.

22 (2) The application for withdrawal shall be made on
23 forms prescribed and furnished by the secretary of state and
24 shall be executed for the corporation by its president or a
25 vice-president and by its secretary or an assistant

1 ~~secretary and verified by one of the officers signing the~~
 2 ~~application~~ or, if the corporation is in the hands of a
 3 receiver or trustee, shall be executed on behalf of the
 4 corporation by such receiver or trustee ~~and verified by~~
 5 ~~him."~~

6 Section 28. Section 35-1-1101, MCA, is amended to
 7 read:

8 "35-1-1101. Annual report of domestic and foreign
 9 corporations. (1) Each domestic corporation and each foreign
 10 corporation authorized to transact business in this state
 11 shall file, within the time prescribed by this chapter, an
 12 annual report setting forth:

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

15 (b) the address of the registered office of the
 16 corporation in this state and the name of its registered
 17 agent in this state at such address, including street and
 18 number, if any, and, in the case of a foreign corporation,
 19 the address, including street and number, if any, of its
 20 principal office in the state or country under the laws of
 21 which it is incorporated;

22 (c) a brief statement of the character of the business
 23 in which the corporation is actually engaged in this state;

24 (d) the names and respective addresses, including
 25 street and number, if any, of the directors and officers of

1 the corporation;

2 (e) a statement of the aggregate number of shares
 3 which the corporation has authority to issue, itemized by
 4 class and series, if any, within each class; and

5 (f) a statement of the aggregate number of issued
 6 shares, itemized by class and series, if any, within each
 7 class.

8 (2) In addition thereto, every foreign corporation
 9 shall include a statement, expressed in dollars, of the
 10 value of all the property owned by the corporation, wherever
 11 located, and the value of the property of the corporation
 12 located within this state and a statement, expressed in
 13 dollars, of the gross amount of business transacted by the
 14 corporation for the 12 months ended on December 31 preceding
 15 the date herein provided for the filing of such report and
 16 the gross amount thereof transacted by the corporation at or
 17 from places of business in this state. If on December 31
 18 preceding the time herein provided for the filing of such
 19 report, the corporation had not been authorized to transact
 20 business in this state for a period of 12 months, the
 21 statement with respect to business transacted must be
 22 furnished for the period between the date of its
 23 authorization to transact business in this state and such
 24 December 31. If all the property of the corporation is
 25 located in this state and all of its business is transacted

at or from places of business in this state, then the information required by this subsection need not be set forth in such report.

(3) Such annual report must be on forms prescribed by the secretary of state. The information therein contained must be given as of the date of the execution of the report. It must be executed by the corporation by its president, a vice-president, secretary, an assistant secretary, or treasurer and verified by the officer executing the report, or if the corporation is in the hands of a receiver or trustee, it must be executed on behalf of the corporation and verified by such receiver or trustee."

Section 29. Section 35-2-413, MCA, is amended to read:
 "35-2-413. Penalty imposed upon directors and officers for signing false documents. Each director and officer of a corporation, domestic or foreign, who signs any articles, statements, reports, applications, or other document filed with the secretary of state which is known to such officer or director to be false in any material respect shall be deemed to be guilty of a misdemeanor and upon conviction thereof may be fined in any amount not exceeding \$500. ~~It is the execution of any document required to be filed with the secretary of state under this chapter constitutes an affirmation under the penalties of perjury by each person executing the document that the facts stated therein are~~

~~true~~

~~(2) The secretary of state shall provide for the printing of a warning to this effect on each form prescribed by him under this chapter.~~

Section 29. 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 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 directors have authorized the application for reinstatement; and

(d) if its corporate name has been legally acquired by

another corporation prior to its application for 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;

(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 expiration."

Section 30. Section 35-6-201, MCA, is amended to read:

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

The secretary of state may:

(a) reinstate any corporation which has been dissolved 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 application, executed ~~and--verified~~ by a person who was an officer or director at the time of dissolution, setting forth:

(a) the name of the corporation;

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

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

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

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

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

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

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

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

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

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

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

22 Section 31. Section 35-15-201, MCA, is amended to
23 read:

24 "35-15-201. Incorporation. (1) Whenever any number of
25 persons, not less than three or more than seven, may desire

1 to become incorporated as a cooperative association for the
2 purpose of trade or of prosecuting any branch of industry or
3 the purchase and distribution of commodities for consumption
4 or in the borrowing or lending of money among members for
5 industrial purposes, they shall make a statement to that
6 effect under their hands, ~~---duly---acknowledged-by-a-notary~~
7 ~~public, in the manner provided for the acknowledgment of~~
8 ~~deeds, setting forth:~~

9 (a) the name of the proposed corporation;

10 (b) its capital stock;

11 (c) its location;

12 (d) the duration of the association; and

13 (e) the particular branch or branches of industry
14 which they intend to prosecute.

15 (2) The statement shall be filed in the office of the
16 secretary of state as the articles of incorporation of the
17 association. The secretary of state shall thereupon issue to
18 such persons a license as commissioners to open books for
19 subscription to the capital stock of such corporation, at
20 such time and place as they may determine, for which he
21 shall receive the fee of \$20."

22 Section 32. Section 35-15-204, MCA, is amended to
23 read:

24 "35-15-204. Issuance of certificate of organization --
25 effect. (1) The commissioners shall make a full report of

1 their proceedings, including therein a copy of the notice
 2 provided for in the preceding section, a copy of the
 3 subscription list, a copy of the bylaws adopted by the
 4 association, and the names of the directors elected and
 5 their respective terms of office, which report shall be
 6 ~~sworn--to executed~~ by at least a majority of the
 7 commissioners and shall be filed in the office of the
 8 secretary of state. The secretary of state shall thereupon
 9 issue a certificate of the complete organization of the
 10 association, making a part thereof a copy of all papers
 11 filed in his office in and about the organization and duly
 12 authenticated under his hand and seal of the state for which
 13 he shall receive the sum of \$20, and thereupon a certified
 14 copy of said certificate shall be filed in the office of the
 15 county clerk in which the principal office of the
 16 association is located.

17 (2) Upon the filing of said certified copy, the
 18 association shall be deemed to be fully organized and may
 19 proceed to business."

20 Section 33. Section 35-15-205, MCA, is amended to
 21 read:

22 "35-15-205. Amendment of articles of incorporation. At
 23 any time after the filing of the certificate of complete
 24 organization, the articles of incorporation may be amended.
 25 Any amendment of the articles of incorporation shall first

1 be approved by two-thirds of the directors and then adopted
 2 by a vote of not less than two-thirds of those stockholders
 3 voting thereon at any regular meeting of the stockholders or
 4 at a special meeting of the stockholders called for that
 5 purpose. A certificate setting forth such amendment shall be
 6 executed and ~~acknowledged~~ on behalf of the association by
 7 its president or vice-president and its corporate seal
 8 affixed thereto and attested by its secretary. Such
 9 certificate shall be filed in the office of the secretary of
 10 state who shall thereupon issue a certificate of amendment
 11 of the articles of incorporation for which he shall receive
 12 the sum of \$10, and thereupon a certified copy of such
 13 certificate shall be filed in the office of the county clerk
 14 in which the principal office of the association is
 15 located."

16 Section 34. Section 35-15-305, MCA, is amended to
 17 read:

18 "35-15-305. Filing required to have benefit of certain
 19 provisions. All cooperative corporations, companies, or
 20 associations organized before March 5, 1915, and doing
 21 business under prior statutes or which have attempted to so
 22 organize and do business shall have the benefit of
 23 35-15-303, 35-15-411, and 35-15-412 and be bound thereby on
 24 filing with the secretary of state a written declaration,
 25 signed ~~and sworn to executed~~ by the president and secretary,

1 to the effect that said cooperative company or association
2 has by a majority vote of its stockholders decided to accept
3 the benefits of and to be bound by such provisions."

4 Section 35. Section 35-15-504, MCA, is amended to
5 read:

6 "35-15-504. Filing of documents of merger or
7 consolidation -- effective date. (1) Within 30 days after
8 the merger or consolidation plan has been adopted, documents
9 of merger or consolidation setting forth the plan and the
10 manner of adoption thereof shall be signed and--acknowledged
11 by the president or vice-president and by the secretary or
12 assistant secretary of each association merging or
13 consolidating and filed with the clerk and recorder of the
14 county in which the principal office of the new or surviving
15 association is located if the office is in Montana and with
16 the Montana secretary of state.

17 (2) If the new or surviving association has its
18 principal office in Montana, the merger or consolidation
19 shall become effective as of the date of filing with the
20 Montana secretary of state. If its principal office is
21 outside the state of Montana, the merger or consolidation
22 shall become effective upon full compliance with the laws of
23 the state in which its principal office is located. If there
24 is a merger, the articles and bylaws of the surviving
25 association are amended to the extent provided in the

1 documents setting forth the plan of merger."

2 Section 36. Section 35-17-202, MCA, is amended to
3 read:

4 "35-17-202. Articles of incorporation -- contents --
5 filing -- articles or copies as prima facie evidence. (1)
6 Each association formed under this chapter must prepare and
7 file articles of incorporation setting forth:

8 (a) the name of the association;

9 (b) the purposes for which it is formed;

10 (c) the place where its principal business will be
11 transacted;

12 (d) the term for which it is to exist, which may be
13 perpetual;

14 (e) the number of its directors or trustees, which
15 shall not be less than 5 or more than 13 and the names and
16 residences of those who are appointed for the first 3 months
17 and until their successors are elected and qualified;

18 (f) if organized without capital stock, whether the
19 property rights and interest of each member shall be equal
20 or unequal, and if unequal, the articles shall set forth the
21 general rule or rules applicable to all members by which the
22 property rights and interests, respectively, of each member
23 may and shall be determined and fixed. The association shall
24 have the power to admit new members who shall be entitled to
25 share in the property of the association with the old

1 members, in accordance with such general rule or rules.

2 (2) The articles must be subscribed by the
3 incorporators and ~~acknowledged by one of them before an~~
4 ~~officer authorized by the law of this state to take and~~
5 ~~certify acknowledgments of deeds and conveyances and~~ shall
6 be filed in accordance with the provisions of the general
7 corporation law of this state and when so filed the articles
8 of incorporation or certified copies thereof shall be
9 received in all the courts of this state and other places as
10 prima facie evidence of the facts contained therein and of
11 the due incorporation of such association."

12 Section 37. Section 35-17-203, MCA, is amended to
13 read:

14 "35-17-203. Amendments to articles of incorporation.
15 At any time after filing, the articles of incorporation may
16 be amended. Any amendment of the articles of incorporation
17 shall be approved by two-thirds of the directors and then
18 adopted by vote of not less than two-thirds of those
19 stockholders voting thereon at any regular meeting of the
20 stockholders or at a special meeting of the stockholders
21 called for that purpose. A statement setting forth the
22 amendment shall be executed ~~and acknowledged~~ on behalf of
23 the association by its president or vice-president and its
24 corporate seal affixed thereto and attested by its
25 secretary. The statement shall be filed in the office of the

1 secretary of state who shall thereupon issue a certificate
2 of amendment of the articles of incorporation. A certified
3 copy of such certificate shall be filed in the office of the
4 county clerk for the county in which the principal office of
5 the association is located."

6 Section 38. Section 35-17-204, MCA, is amended to
7 read:

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

24 Section 39. Section 35-17-504, MCA, is amended to
25 read:

1 "35-17-504. Filing of documents of merger or
 2 consolidation -- effective date. (1) Within 30 days after
 3 the merger or consolidation plan has been adopted, documents
 4 of merger or consolidation setting forth the plan and the
 5 manner of adoption thereof shall be signed and acknowledged
 6 by the president or vice-president and by the secretary or
 7 assistant secretary of each association merging or
 8 consolidating and filed with the clerk and recorder of the
 9 county in which the principal office of the new or surviving
 10 association is located, if the office is in Montana, and
 11 with the Montana secretary of state.

12 (2) If the new or surviving association has its
 13 principal office in Montana, the merger or consolidation
 14 becomes effective as of the date of filing with the Montana
 15 secretary of state. If its principal office is outside the
 16 state of Montana, the merger or consolidation becomes
 17 effective upon full compliance with the laws of the state in
 18 which its principal office is located."

19 Section 40. Section 35-18-203, MCA, is amended to
 20 read:

21 "35-18-203. Articles of incorporation. (1) The
 22 articles of incorporation of a cooperative shall recite in
 23 the caption that they are executed pursuant to this chapter,
 24 shall be signed and---acknowledged by each of the
 25 incorporators, and shall state:

1 (a) the name of the cooperative;
 2 (b) the address of its principal office;
 3 (c) the names and addresses of the incorporators;
 4 (d) the names and addresses of the persons who shall
 5 constitute its first board of trustees; and
 6 (e) any provisions not inconsistent with this chapter
 7 deemed necessary or advisable for the conduct of its
 8 business and affairs.

9 (2) Such articles of incorporation shall be submitted
 10 to the secretary of state for filing as provided in this
 11 chapter.

12 (3) It shall not be necessary to set forth in the
 13 articles of incorporation of a cooperative the purpose for
 14 which it is organized or any of the corporate powers vested
 15 in a cooperative under this chapter."

16 Section 41. Section 35-18-204, MCA, is amended to
 17 read:

18 "35-18-204. Amendment of articles of incorporation. A
 19 cooperative may amend its articles of incorporation by
 20 complying with the following requirements:

21 (1) The proposed amendment shall be first approved by
 22 the board of trustees and shall then be submitted to a vote
 23 of the members at any annual or special meeting thereof, the
 24 notice of which shall set forth the proposed amendment. The
 25 proposed amendment, with such changes as the members shall

1 choose to make therein, shall be deemed to be approved on
2 the affirmative vote of not less than two-thirds of those
3 members voting thereon at such meeting.

4 (2) Upon such approval by the members, articles of
5 amendment shall be executed ~~and acknowledged~~ on behalf of
6 the cooperative by its president or vice-president and its
7 corporate seal shall be affixed thereto and attested by its
8 secretary. The articles of amendment shall recite in the
9 caption that they are executed pursuant to this chapter and
10 shall state:

11 (a) the name of the cooperative;

12 (b) the address of its principal office;

13 (c) the date of the filing of its articles of
14 incorporation in the office of the secretary of state; and

15 (d) the amendment to its articles of incorporation.

16 (3) The president or vice-president executing such
17 articles of amendment shall also make and annex thereto an
18 affidavit stating that the provisions of this section were
19 duly complied with.

20 (4) Such articles of amendment and affidavit shall be
21 submitted to the secretary of state for filing as provided
22 in this chapter."

23 Section 42. Section 35-18-205, MCA, is amended to
24 read:

25 "35-18-205. Change of principal office without

1 amendment. A cooperative may, without amending its articles
2 of incorporation, upon authorization of its board of
3 trustees, change the location of its principal office by
4 filing a certificate of change of principal office executed
5 ~~and--acknowledged~~ by its president or vice-president, under
6 its seal attested by its secretary, in the office of the
7 secretary of state and also in each county office in which
8 its articles of incorporation or any prior certificate of
9 change of principal office of such cooperative has been
10 filed and paying the fees prescribed in this chapter in
11 connection therewith. Such cooperative shall also, within 30
12 days after the filing of such certificate of change of
13 principal office in any county office, file therein
14 certified copies of its articles of incorporation and all
15 amendments thereto, if not already on file therein."

16 Section 43. Section 35-18-206, MCA, is amended to
17 read:

18 "35-18-206. Existing corporations -- reorganization
19 under this chapter -- articles of conversion. Any
20 corporation organized under the laws of this state for the
21 purpose, among others, of supplying electric energy or
22 telephone service in rural areas may become subject to this
23 chapter with the same effect as if originally organized
24 under this chapter by complying with the following
25 requirements:

1 (1) The proposition for the conversion of such
2 corporation into a cooperative under this chapter and
3 proposed articles of conversion to give effect thereto shall
4 be first approved by the board of trustees or the board of
5 directors, as the case may be, of such corporation. The
6 proposed articles of conversion shall recite in the caption
7 that they are executed pursuant to this chapter and shall
8 state:

9 (a) the name of the corporation prior to its
10 conversion into a cooperative under this chapter;

11 (b) the address of the principal office of such
12 corporation;

13 (c) the date of the filing of its articles of
14 incorporation in the office of the secretary of state;

15 (d) the statute or statutes under which such
16 corporation was organized;

17 (e) the name assumed by such corporation;

18 (f) a statement that such corporation elects to become
19 a cooperative, nonprofit, membership corporation subject to
20 this chapter;

21 (g) the manner and basis of converting either
22 memberships in or shares of stock of such corporation into
23 memberships therein after completion of the conversion; and

24 (h) any provisions not inconsistent with this chapter
25 deemed necessary or advisable for the conduct of its

1 business and affairs.

2 (2) The proposition for the conversion of such
3 corporation into a cooperative under this chapter and the
4 proposed articles of conversion approved by the board of
5 trustees or board of directors, as the case may be, of such
6 corporation shall then be submitted to a vote of the members
7 or stockholders, as the case may be, of such corporation at
8 any duly held annual or special meeting thereof, the notice
9 of which shall set forth full particulars concerning the
10 proposed conversion. The proposition for the conversion of
11 such corporation into a cooperative under this chapter and
12 the proposed articles of conversion, with such amendments
13 thereto as the members or stockholders of such corporation
14 shall choose to make therein, shall be deemed to be approved
15 upon the affirmative vote of not less than two-thirds of
16 those members of such corporation voting thereon at such
17 meeting or, if such corporation is a stock corporation, upon
18 the affirmative vote of the holders of not less than
19 two-thirds of the capital stock of such corporation
20 represented at such meeting.

21 (3) Upon such approval by the members or stockholders
22 of such corporation, articles of conversion in the form
23 approved by such members or stockholders of such corporation
24 shall be executed ~~and--acknowledged~~ on behalf of such
25 corporation by its president or vice-president and its

1 corporate seal shall be affixed thereto and attested by its
 2 secretary or assistant secretary. The president or
 3 vice-president executing such articles of conversion on
 4 behalf of such corporation shall also make and annex thereto
 5 an affidavit stating that the provisions of this section
 6 with respect to the approval of its trustees or directors
 7 and its members or stockholders of the proposition for the
 8 conversion of such corporation into a cooperative under this
 9 chapter and such articles of conversion were duly complied
 10 with.

11 (4) Such articles of conversion and affidavit shall be
 12 submitted to the secretary of state for filing as provided
 13 in this chapter.

14 (5) The term "articles of incorporation" as used in
 15 this chapter shall be deemed to include the articles of
 16 conversion of a converted corporation."

17 Section 44. Section 35-18-401, MCA, is amended to
 18 read:

19 "35-18-401. Procedure for merger. Any one or more
 20 cooperatives, each of which is hereinafter designated a
 21 "merging cooperative", may merge into another cooperative,
 22 hereinafter designated the "surviving cooperative" by
 23 complying with the following requirements:

24 (1) The proposition for the merger of the merging
 25 cooperatives into the surviving cooperative and proposed

1 articles of merger to give effect thereto shall be first
 2 approved by the board of trustees of each merging
 3 cooperative and by the board of trustees of the surviving
 4 cooperative. The proposed articles of merger shall recite in
 5 the caption that they are executed pursuant to this chapter
 6 and shall state:

7 (a) the name of each merging cooperative, the address
 8 of its principal office, and the date of the filing of its
 9 articles of incorporation in the office of the secretary of
 10 state;

11 (b) the name of the surviving cooperative and the
 12 address of its principal office;

13 (c) a statement that the merging cooperatives elect to
 14 be merged into the surviving cooperative;

15 (d) the terms and conditions of the merger and the
 16 mode of carrying the same into effect, including the manner
 17 and basis of converting the memberships in the merging
 18 cooperative or cooperatives into memberships in the
 19 surviving cooperative and the issuance of certificates of
 20 membership in respect of such converted memberships; and

21 (e) any provisions not inconsistent with this chapter
 22 deemed necessary or advisable for the conduct of the
 23 business and affairs of the surviving cooperative.

24 (2) The proposition for the merger of the merging
 25 cooperatives into the surviving cooperative and the proposed

1 articles of merger approved by the board of trustees of the
 2 respective cooperatives which are parties to such proposed
 3 merger shall then be submitted to a vote of the members of
 4 each such cooperative at any annual or special meeting
 5 thereof, the notice of which shall set forth full
 6 particulars concerning the proposed merger. The proposed
 7 merger and the proposed articles of merger shall be deemed
 8 to be approved upon the affirmative vote of not less than
 9 two-thirds of those members of each cooperative voting
 10 thereon at such meeting.

11 (3) Upon such approval by the members of the
 12 respective cooperatives parties to the proposed merger,
 13 articles of merger in the form approved shall be executed
 14 and acknowledged on behalf of each such cooperative by its
 15 president or vice-president and its seal shall be affixed
 16 thereto and attested by its secretary. The president or
 17 vice-president of each cooperative executing such articles
 18 of merger shall also make and annex thereto an affidavit
 19 stating that the provisions of this section were duly
 20 complied with by such cooperative.

21 (4) Such articles of merger and affidavits shall be
 22 submitted to the secretary of state for filing as provided
 23 in this chapter."

24 Section 45. Section 35-18-402, MCA, is amended to
 25 read:

1 "35-18-402. Procedure for consolidation. Any two or
 2 more cooperatives, each of which is hereinafter designated a
 3 "consolidating cooperative", may consolidate into a new
 4 cooperative, hereinafter designated the "new cooperative" by
 5 complying with the following requirements:

6 (1) The proposition for the consolidation of the
 7 consolidating cooperatives into the new cooperative and
 8 proposed articles of consolidation to give effect thereto
 9 shall be first approved by the board of trustees of each
 10 consolidating cooperative. The proposed articles of
 11 consolidation shall recite in the caption that they are
 12 executed pursuant to this chapter and shall state:

13 (a) the name of each consolidating cooperative, the
 14 address of its principal office, and the date of the filing
 15 of its articles of incorporation in the office of the
 16 secretary of state;

17 (b) the name of the new cooperative and the address of
 18 its principal office;

19 (c) the names and addresses of the persons who shall
 20 constitute the first board of trustees of the new
 21 cooperative;

22 (d) the terms and conditions of the consolidation and
 23 the mode of carrying the same into effect, including the
 24 manner and basis of converting memberships in each
 25 consolidating cooperative into memberships in the new

1 cooperative and the issuance of certificates of memberships
2 in respect of such converted memberships; and

3 (e) any provisions not inconsistent with this chapter
4 deemed necessary or advisable for the conduct of the
5 business and affairs of the new cooperative.

6 (2) The proposition for the consolidation of the
7 consolidating cooperatives into the new cooperative and the
8 proposed articles of consolidation approved by the board of
9 trustees of each consolidating cooperative shall then be
10 submitted to a vote of the members thereof at any annual or
11 special meeting thereof, the notice of which shall set forth
12 full particulars concerning the proposed consolidation. The
13 proposed consolidation and the proposed articles of
14 consolidation shall be deemed to be approved upon the
15 affirmative vote of not less than two-thirds of those
16 members of each consolidating cooperative voting thereon at
17 such meeting.

18 (3) Upon such approval by the members of the
19 respective consolidating cooperatives, articles of
20 consolidation in the form approved shall be executed and
21 acknowledged on behalf of each consolidating cooperative by
22 its president or vice-president and its seal shall be
23 affixed thereto and attested by its secretary. The president
24 or vice-president of each consolidating cooperative
25 executing such articles of consolidation shall also make and

1 annex thereto an affidavit stating that the provisions of
2 this section were duly complied with by such cooperative.

3 (4) Such articles of consolidation and affidavits
4 shall be submitted to the secretary of state for filing as
5 provided in this chapter."

6 Section 46. Section 35-18-404, MCA, is amended to
7 read:

8 "35-18-404. Dissolution of cooperative which has not
9 commenced business. (1) A cooperative which has not
10 commenced business may dissolve voluntarily by delivering to
11 the secretary of state articles of dissolution, executed and
12 acknowledged on behalf of the cooperative by a majority of
13 the incorporators, which shall state:

14 (a) the name of the cooperative;
15 (b) the address of its principal office;
16 (c) the date of its incorporation;
17 (d) that the cooperative has not commenced business;
18 (e) that the amount, if any, actually paid in on
19 account of membership fees, less any part thereof disbursed
20 for necessary expenses, has been returned to those entitled
21 thereto and that all easements shall have been released to
22 the grantors;

23 (f) that no debt of the cooperative remains unpaid;
24 and

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

1 the cooperative be dissolved.

2 (2) Such articles of dissolution shall be submitted to
3 the secretary of state for filing as provided in this
4 chapter."

5 Section 47. Section 35-18-405, MCA, is amended to
6 read:

7 "35-18-405. Dissolution and winding up of cooperative
8 which has commenced business. A cooperative which has
9 commenced business may dissolve voluntarily and wind up its
10 affairs in the following manner:

11 (1) The board of trustees shall first recommend that
12 the cooperative be dissolved voluntarily and thereafter the
13 proposition that the cooperative be dissolved shall be
14 submitted to the members of the cooperative at any annual or
15 special meeting, the notice of which shall set forth such
16 proposition. The proposed voluntary dissolution shall be
17 deemed to be approved upon the affirmative vote of not less
18 than two-thirds of those members voting thereon at such
19 meeting.

20 (2) Upon such approval, a certificate of election to
21 dissolve, hereinafter designated the "certificate", shall be
22 executed and acknowledged on behalf of the cooperative by
23 its president or vice-president and its corporate seal shall
24 be affixed thereto and attested by its secretary or
25 assistant secretary. The certificate shall state the name of

1 the cooperative, the address of its principal office, the
2 names and addresses of its trustees, and the total number of
3 members who voted for and against the voluntary dissolution
4 of the cooperative. The president or vice-president
5 executing the certificate shall also make and annex thereto
6 an affidavit stating that the provisions of this subsection
7 were duly complied with. Such certificate and affidavit
8 shall be submitted to the secretary of state for filing as
9 provided in this chapter.

10 (3) Upon the filing of the certificate and affidavit
11 by the secretary of state, the cooperative shall cease to
12 carry on its business except insofar as may be necessary for
13 the winding up thereof, but its corporate existence shall
14 continue until articles of dissolution have been filed by
15 the secretary of state.

16 (4) After the filing of the certificate and affidavit
17 by the secretary of state, the board of trustees shall
18 immediately cause notice of the winding up proceedings to be
19 mailed to each known creditor and claimant and to be
20 published once a week for 2 successive weeks in a newspaper
21 of general circulation in the county in which the principal
22 office of the cooperative is located.

23 (5) The board of trustees shall have full power to
24 wind up and settle the affairs of the cooperative and shall
25 proceed to collect the debts owing to the cooperative.

1 convey and dispose of its property and assets, pay, satisfy,
 2 and discharge its debts, obligations, and liabilities and do
 3 all other things required to liquidate its business and
 4 affairs and after paying or adequately providing for the
 5 payment of all its debts, obligations, and liabilities shall
 6 distribute the remainder of its property and assets among
 7 its members in proportion to the aggregate patronage of each
 8 such member during the 7 years next preceding the date of
 9 such filing of the certificate or, if the cooperative shall
 10 not have been in existence for such period, during the
 11 period of its existence.

12 (6) When all debts, liabilities, and obligations of
 13 the cooperative have been paid and discharged or adequate
 14 provision shall have been made therefor and all of the
 15 remaining property and assets of the cooperative shall have
 16 been distributed to the members pursuant to the provisions
 17 of this section, the board of trustees shall authorize the
 18 execution of articles of dissolution which shall thereupon
 19 be executed ~~and acknowledged~~ on behalf of the cooperative by
 20 its president or vice-president and its corporate seal shall
 21 be affixed thereto and attested by its secretary. Such
 22 articles of dissolution shall recite in the caption that
 23 they are executed pursuant to this chapter and shall state:

24 (a) the name of the cooperative;

25 (b) the address of the principal office of the

1 cooperative;

2 (c) that the cooperative has heretofore delivered to
 3 the secretary of state a certificate of election to dissolve
 4 and the date on which the certificate was filed by the
 5 secretary of state in the records of his office;

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

9 (e) that all the remaining property and assets of the
 10 cooperative have been distributed among the members in
 11 accordance with the provisions of this section; and

12 (f) that there are no actions or suits pending against
 13 the cooperative. The president or vice-president executing
 14 the articles of dissolution shall also make and annex
 15 thereto an affidavit stating that the provisions of this
 16 subsection were duly complied with. Such articles of
 17 dissolution and affidavit, accompanied by proof of the
 18 publication required in this subsection, shall be submitted
 19 to the secretary of state for filing as provided in this
 20 chapter."

21 Section 48. Section 35-18-501, NCA, is amended to
 22 read:

23 "35-18-501. Filings relative to incorporation,
 24 amendment, conversion, merger, consolidation, and
 25 dissolution -- effect of filing -- transmittal to county

1 clerk. (1) Articles of incorporation, amendment,
 2 consolidation, merger, conversion, dissolution, as the case
 3 may be, when executed ~~and acknowledged~~ and accompanied by
 4 such affidavits as may be required by applicable provisions
 5 of this chapter, shall be presented to the secretary of
 6 state for filing in the records of his office. If the
 7 secretary of state shall find that the articles presented
 8 conform to the requirements of this chapter, he shall upon
 9 the payment of the fees as in this chapter provided file the
 10 articles so presented in the records of his office, and upon
 11 such filing, the incorporation, amendment, consolidation,
 12 merger, conversion, or dissolution provided for therein
 13 shall be in effect.

14 (2) The secretary of state immediately upon the filing
 15 in his office of any articles pursuant to this chapter shall
 16 transmit a certified copy thereof to the county clerk of the
 17 county in which the principal office of each cooperative or
 18 corporation affected by such incorporation, amendment,
 19 consolidation, merger, conversion, or dissolution shall be
 20 located. The clerk of any county, upon receipt of any such
 21 certified copy, shall file and index the same in the records
 22 of his office, but the failure of the secretary of state or
 23 of a clerk of a county to comply with the provisions of this
 24 section shall not invalidate such articles.

25 (3) The provisions of this section shall also apply to

1 certificates of election to dissolve and affidavits of
 2 compliance executed pursuant to 35-18-405(2)."

3 ~~NEW SECTION.~~ Section 49. Codification instruction.
 4 (1) Section 1 is intended to be codified as an integral part
 5 of Title 30, chapter 13, part 2, and the provisions of Title
 6 30, chapter 13, part 2, apply to section 1.

7 (2) Section 5 is intended to be codified as an
 8 integral part of Title 30, chapter 13, part 3, and the
 9 provisions of Title 30, chapter 13, part 3, apply to section
 10 5.

-End-