

SENATE BILL NO. 188

INTRODUCED BY RAPP-SVRCEK, JERGESON, O'KEEFE, B. BROWN

IN THE SENATE

JANUARY 18, 1989	INTRODUCED AND REFERRED TO COMMITTEE ON STATE ADMINISTRATION.
	FIRST READING.
JANUARY 26, 1989	COMMITTEE RECOMMEND BILL DO PASS. REPORT ADOPTED.
JANUARY 27, 1989	PRINTING REPORT.
JANUARY 28, 1989	SECOND READING, DO PASS.
JANUARY 30, 1989	ENGROSSING REPORT.
JANUARY 31, 1989	THIRD READING, PASSED. AYES, 50; NOES, 0.
	TRANSMITTED TO HOUSE.

IN THE HOUSE

JANUARY 31, 1989	INTRODUCED AND REFERRED TO COMMITTEE ON STATE ADMINISTRATION.
FEBRUARY 20, 1989	FIRST READING.
MARCH 1, 1989	COMMITTEE RECOMMEND BILL BE CONCURRED IN. REPORT ADOPTED.
MARCH 4, 1989	SECOND READING, CONCURRED IN.
MARCH 6, 1989	THIRD READING, CONCURRED IN. AYES, 95; NOES, 0.
	RETURNED TO SENATE.

IN THE SENATE

MARCH 7, 1989	RECEIVED FROM HOUSE.
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SENT TO ENROLLING.

REPORTED CORRECTLY ENROLLED.

BILL NO. 188

INTRODUCED BY

Rep. Bob Brown

A BILL FOR AN ACT ENTITLED: "AN ACT AUTHORIZING THE SECRETARY OF STATE TO PRESCRIBE A COMPUTERIZED FORMAT FOR ANNUAL REPORTS OF CORPORATIONS; AND AMENDING SECTIONS 35-1-1101, 35-2-901, AND 35-3-209, MCA."

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

Section 1. 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~~ Montana shall file, within the time prescribed by this chapter, an annual report ~~setting-forth~~ stating:

(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~~ Montana and the name of its registered agent in ~~this-state~~ Montana at ~~such that~~ 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~~ briefly the character of the

business in which the corporation is actually engaged in ~~this-state~~ Montana;

(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;

(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~~ Each foreign corporation shall also 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~~ Montana 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 in this section for the filing of ~~such the~~ report and the gross amount thereof transacted by the corporation at or from places of business in ~~this-state~~ Montana. If on December 31 preceding the time herein provided in this section for the filing of ~~such the~~ report, the corporation had not been authorized to transact business in ~~this-state~~ Montana for a

1 period-of 12 months, the statement with respect to business
 2 transacted must be furnished for the period between the date
 3 of its authorization to transact business in this-state
 4 Montana and such December 31. If all the property of the
 5 corporation is located in this-state Montana and all of its
 6 business is transacted at or from places of business in this
 7 state Montana, then the information required by this
 8 subsection need not be ~~set-forth-in-such-report~~ reported.

9 (3) Such The annual report must be on forms or in a
 10 computerized format prescribed by the secretary of state,
 11 and ~~The~~ the information therein contained must be given as
 12 of the date of the execution of the report, it which must
 13 be executed by the corporation by its president, a
 14 vice-president, secretary, an assistant secretary, or
 15 treasurer, or if the corporation is in the hands of a
 16 receiver or trustee, it must be executed on behalf of the
 17 corporation by such the receiver or trustee."

18 **Section 2.** Section 35-2-901, MCA, is amended to read:

19 "35-2-901. Annual report of domestic and foreign
 20 corporations. (1) Each domestic corporation and each foreign
 21 corporation authorized to conduct affairs in this-state
 22 Montana shall file, within the time prescribed by this
 23 chapter, an annual report setting forth:

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

1 (b) the address of the registered office of the
 2 corporation in this--state Montana and the name of its
 3 registered agent in this-state Montana at such that address
 4 and, in the case of a foreign corporation, the address of
 5 its principal office in the state or country under the laws
 6 of which it is incorporated;

7 (c) a brief statement of the character of the affairs
 8 which the corporation is actually conducting or, in the case
 9 of a foreign corporation, which the corporation is actually
 10 conducting in this state;

11 (d) the names and respective addresses of the
 12 directors and officers of the corporation.

13 (2) Such The annual report ~~shall~~ must be made on forms
 14 or in a computerized format prescribed by the secretary of
 15 state, and the information ~~therein~~ contained ~~shall~~ in the
 16 report must be given as of the date of the execution of the
 17 report. It ~~shall~~ must be executed by the corporation by its
 18 president, a vice-president, secretary, an assistant
 19 secretary, or treasurer, or if the corporation is in the
 20 hands of a receiver or trustee, it ~~shall~~ must be executed on
 21 behalf of the corporation by such the receiver or trustee."

22 **Section 3.** Section 35-3-209, MCA, is amended to read:

23 "35-3-209. Annual report. (1) Each corporation,
 24 subject to the provisions of this chapter, shall file within
 25 the time and in the manner prescribed by the Montana

1 Nonprofit Corporation Act, an annual report on forms or in a
2 computerized format prescribed by the secretary of state,
3 setting forth:

4 (a) the name of the corporation and the name of the
5 present incumbent chief corporate officer;

6 (b) the address of the registered office of the
7 corporation in ~~this--state~~ Montana and the name of its
8 registered agent in ~~this-state~~ Montana at ~~such~~ that address;

9 (c) the names and respective addresses of the present
10 members of the board of advisers or consultors of the
11 corporation.

12 (2) The report ~~shall~~ must be executed by the chief
13 corporate officer or by an attorney-in-fact acting under a
14 power of attorney filed with the secretary of state by ~~such~~
15 the chief corporate officer."

16 NEW SECTION. **Section 4. Extension of authority.** Any
17 existing authority to make rules on the subject of the
18 provisions of [this act] is extended to the provisions of
19 [this act].

-End-

STATE OF MONTANA - FISCAL NOTE

Form BD-15

In compliance with a written request, there is hereby submitted a Fiscal Note for SB188, as introduced.

DESCRIPTION OF PROPOSED LEGISLATION:

An act authorizing the Secretary of State to prescribe a computerized format for annual reports of corporations; and amending Sections 35-1-1101, 35-2-901, and 35-3-209, MCA.

ASSUMPTIONS:

This legislation does not require the provision of any new service by the Secretary of State. Rather, the legislation is limited to the establishment of authorization for potential service.

Ray Shackleford 1/24/89
RAY SHACKLEFORD, BUDGET DIRECTOR DATE
OFFICE OF BUDGET AND PROGRAM PLANNING

P. Rapp-Svrcek 1/24/89
PAUL RAPP-SVRCEK, PRIMARY SPONSOR DATE

Fiscal Note for SB188, as introduced

SB 188

APPROVED BY COMMITTEE
ON STATE ADMINISTRATION

1 Shasta BILL NO. 188
2 INTRODUCED BY Randy Smith for person
3 Boe Brown
4 A BILL FOR AN ACT ENTITLED: "AN ACT AUTHORIZING THE
5 SECRETARY OF STATE TO PRESCRIBE A COMPUTERIZED FORMAT FOR
6 ANNUAL REPORTS OF CORPORATIONS; AND AMENDING SECTIONS
7 35-1-1101, 35-2-901, AND 35-3-209, MCA."

9 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

10 **Section 1.** Section 35-1-1101, MCA, is amended to read:
11 "35-1-1101. Annual report of domestic and foreign
12 corporations. (1) Each domestic corporation and each foreign
13 corporation authorized to transact business in this--state
14 Montana shall file, within the time prescribed by this
15 chapter, an annual report ~~setting-forth~~ stating:

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

18 (b) the address of the registered office of the
19 corporation in ~~this--state~~ Montana and the name of its
20 registered agent in ~~this-state~~ Montana at ~~such~~ that address,
21 including street and number, if any, and, in the case of a
22 foreign corporation, the address, including street and
23 number, if any, of its principal office in the state or
24 country under the laws of which it is incorporated;

25 (c) a brief statement of briefly the character of the

1 business in which the corporation is actually engaged in
2 ~~this-state~~ Montana;

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

6 (e) ~~a-statement-of~~ the aggregate number of shares
7 which the corporation has authority to issue, itemized by
8 class and series, if any, within each class; and

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

12 (2) ~~In--addition--thereto,--every~~ Each foreign
13 corporation shall also include a statement, expressed in
14 dollars, of the value of all the property owned by the
15 corporation, wherever located, and the value of the property
16 of the corporation located within ~~this-state~~ Montana and a
17 statement, expressed in dollars, of the gross amount of
18 business transacted by the corporation for the 12 months
19 ended on December 31 preceding the date ~~herein~~ provided in
20 this section for the filing of ~~such the~~ report and the gross
21 amount thereof transacted by the corporation at or from
22 places of business in ~~this-state~~ Montana. If on December 31
23 preceding the time ~~herein~~ provided in this section for the
24 filing of ~~such the~~ report, the corporation had not been
25 authorized to transact business in ~~this-state~~ Montana for a

1 period-of 12 months, the statement with respect to business
 2 transacted must be furnished for the period between the date
 3 of its authorization to transact business in this-state
 4 Montana and such December 31. If all the property of the
 5 corporation is located in this-state Montana and all of its
 6 business is transacted at or from places of business in this
 7 state Montana, then the information required by this
 8 subsection need not be set-forth-in-such-report reported.

9 (3) Such The annual report must be on forms or in a
 10 computerized format prescribed by the secretary of state,
 11 and The the information therein contained must be given as
 12 of the date of the execution of the report, it which must
 13 be executed by the corporation by its president, a
 14 vice-president, secretary, an assistant secretary, or
 15 treasurer, or if the corporation is in the hands of a
 16 receiver or trustee, it must be executed on behalf of the
 17 corporation by such the receiver or trustee."

18 **Section 2.** Section 35-2-901, MCA, is amended to read:

19 "35-2-901. Annual report of domestic and foreign
 20 corporations. (1) Each domestic corporation and each foreign
 21 corporation authorized to conduct affairs in this-state
 22 Montana shall file, within the time prescribed by this
 23 chapter, an annual report setting forth:

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

1 (b) the address of the registered office of the
 2 corporation in this--state Montana and the name of its
 3 registered agent in this-state Montana at such that address
 4 and, in the case of a foreign corporation, the address of
 5 its principal office in the state or country under the laws
 6 of which it is incorporated;

7 (c) a brief statement of the character of the affairs
 8 which the corporation is actually conducting or, in the case
 9 of a foreign corporation, which the corporation is actually
 10 conducting in this state;

11 (d) the names and respective addresses of the
 12 directors and officers of the corporation.

13 (2) Such The annual report shall must be made on forms
 14 or in a computerized format prescribed by the secretary of
 15 state, and the information therein contained shall in the
 16 report must be given as of the date of the execution of the
 17 report. It shall must be executed by the corporation by its
 18 president, a vice-president, secretary, an assistant
 19 secretary, or treasurer, or if the corporation is in the
 20 hands of a receiver or trustee, it shall must be executed on
 21 behalf of the corporation by such the receiver or trustee."

22 **Section 3.** Section 35-3-209, MCA, is amended to read:

23 "35-3-209. Annual report. (1) Each corporation,
 24 subject to the provisions of this chapter, shall file within
 25 the time and in the manner prescribed by the Montana

1 Nonprofit Corporation Act, an annual report on forms or in a
2 computerized format prescribed by the secretary of state,
3 setting forth:

4 (a) the name of the corporation and the name of the
5 present incumbent chief corporate officer;

6 (b) the address of the registered office of the
7 corporation in ~~this--state~~ Montana and the name of its
8 registered agent in ~~this-state~~ Montana at such that address;

9 (c) the names and respective addresses of the present
10 members of the board of advisers or consultants of the
11 corporation.

12 (2) The report ~~shall~~ must be executed by the chief
13 corporate officer or by an attorney-in-fact acting under a
14 power of attorney filed with the secretary of state by ~~such~~
15 the chief corporate officer."

16 NEW SECTION. Section 4. Extension of authority. Any
17 existing authority to make rules on the subject of the
18 provisions of [this act] is extended to the provisions of
19 [this act].

-End-

1 BILL NO. 188
 2 INTRODUCED BY Raymond Ferguson
 3 Bill Bob Brown
 4 A BILL FOR AN ACT ENTITLED: "AN ACT AUTHORIZING THE
 5 SECRETARY OF STATE TO PRESCRIBE A COMPUTERIZED FORMAT FOR
 6 ANNUAL REPORTS OF CORPORATIONS; AND AMENDING SECTIONS
 7 35-1-1101, 35-2-901, AND 35-3-209, MCA."
 8

9 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MONTANA:

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

11 "35-1-1101. Annual report of domestic and foreign
 12 corporations. (1) Each domestic corporation and each foreign
 13 corporation authorized to transact business in this--state
 14 Montana shall file, within the time prescribed by this
 15 chapter, an annual report setting-forth stating:

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

18 (b) the address of the registered office of the
 19 corporation in this--state Montana and the name of its
 20 registered agent in this-state Montana at such that address,
 21 including street and number, if any, and, in the case of a
 22 foreign corporation, the address, including street and
 23 number, if any, of its principal office in the state or
 24 country under the laws of which it is incorporated;

25 (c) ~~a-brief-statement-of~~ briefly the character of the

1 business in which the corporation is actually engaged in
 2 this-state Montana;

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

6 (e) ~~a-statement-of~~ the aggregate number of shares
 7 which the corporation has authority to issue, itemized by
 8 class and series, if any, within each class; and

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

12 (2) ~~In---addition---thereto,---every~~ Each foreign
 13 corporation shall also include a statement, expressed in
 14 dollars, of the value of all the property owned by the
 15 corporation, wherever located, and the value of the property
 16 of the corporation located within this-state Montana and a
 17 statement, expressed in dollars, of the gross amount of
 18 business transacted by the corporation for the 12 months
 19 ended on December 31 preceding the date herein provided in
 20 this section for the filing of such the report and the gross
 21 amount thereof transacted by the corporation at or from
 22 places of business in this-state Montana. If on December 31
 23 preceding the time herein provided in this section for the
 24 filing of such the report, the corporation had not been
 25 authorized to transact business in this-state Montana 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 Montana and such December 31. If all the property of the corporation is located in this-state Montana and all of its business is transacted at or from places of business in this state Montana, then the information required by this subsection need not be set-forth-in-such-report reported.

(3) Such The annual report must be on forms or in a computerized format prescribed by the secretary of state, and The the information therein contained must be given as of the date of the execution of the report, it which must be executed by the corporation by its president, a vice-president, secretary, an assistant secretary, or treasurer, or if the corporation is in the hands of a receiver or trustee, it must be executed on behalf of the corporation by such the receiver or trustee."

Section 2. Section 35-2-901, MCA, is amended to read:

"35-2-901. Annual report of domestic and foreign corporations. (1) Each domestic corporation and each foreign corporation authorized to conduct affairs in this-state Montana 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 Montana and the name of its registered agent in this-state Montana at such that address and, in the case of a foreign corporation, the address 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 affairs which the corporation is actually conducting or, in the case of a foreign corporation, which the corporation is actually conducting in this state;

(d) the names and respective addresses of the directors and officers of the corporation.

(2) Such The annual report shall must be made on forms or in a computerized format prescribed by the secretary of state, and the information therein contained shall in the report must be given as of the date of the execution of the report. It shall must be executed by the corporation by its president, a vice-president, secretary, an assistant secretary, or treasurer, or if the corporation is in the hands of a receiver or trustee, it shall must be executed on behalf of the corporation by such the receiver or trustee."

Section 3. Section 35-3-209, MCA, is amended to read:

"35-3-209. Annual report. (1) Each corporation, subject to the provisions of this chapter, shall file within the time and in the manner prescribed by the Montana

1 Nonprofit Corporation Act, an annual report on forms or in a
2 computerized format prescribed by the secretary of state,
3 setting forth:

4 (a) the name of the corporation and the name of the
5 present incumbent chief corporate officer;

6 (b) the address of the registered office of the
7 corporation in ~~this--state~~ Montana and the name of its
8 registered agent in ~~this-state~~ Montana at ~~such~~ that address;

9 (c) the names and respective addresses of the present
10 members of the board of advisers or consultants of the
11 corporation.

12 (2) The report ~~shall~~ must be executed by the chief
13 corporate officer or by an attorney-in-fact acting under a
14 power of attorney filed with the secretary of state by ~~such~~
15 the chief corporate officer."

16 NEW SECTION. **Section 4.** Extension of authority. Any
17 existing authority to make rules on the subject of the
18 provisions of [this act] is extended to the provisions of
19 [this act].

-End-

SENATE BILL NO. 188

INTRODUCED BY RAPP-SVRCEK, JERGSON, O'KEEFE, B. BROWN

A BILL FOR AN ACT ENTITLED: "AN ACT AUTHORIZING THE SECRETARY OF STATE TO PRESCRIBE A COMPUTERIZED FORMAT FOR ANNUAL REPORTS OF CORPORATIONS; AND AMENDING SECTIONS 35-1-1101, 35-2-901, AND 35-3-209, MCA."

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(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~~ Montana and the name of its registered agent in ~~this-state~~ Montana at ~~such~~ that 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~~ briefly the character of the

business in which the corporation is actually engaged in ~~this-state~~ Montana;

(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~~ Each foreign corporation shall also 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~~ Montana 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 in this section for the filing of ~~such~~ the report and the gross amount thereof transacted by the corporation at or from places of business in ~~this-state~~ Montana. If on December 31 preceding the time ~~herein~~ provided in this section for the filing of ~~such~~ the report, the corporation had not been authorized to transact business in ~~this-state~~ Montana 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 Montana and such December 31. If all the property of the corporation is located in this-state Montana and all of its business is transacted at or from places of business in this state Montana, then the information required by this subsection need not be set-forth-in-such-report reported.

(3) Such The annual report must be on forms or in a computerized format prescribed by the secretary of state, and The the information therein contained must be given as of the date of the execution of the report, it which must be executed by the corporation by its president, a vice-president, secretary, an assistant secretary, or treasurer, or if the corporation is in the hands of a receiver or trustee, it must be executed on behalf of the corporation by such the receiver or trustee."

Section 2. Section 35-2-901, MCA, is amended to read:

"35-2-901. Annual report of domestic and foreign corporations. (1) Each domestic corporation and each foreign corporation authorized to conduct affairs in this-state Montana 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 Montana and the name of its registered agent in this-state Montana at such that address and, in the case of a foreign corporation, the address 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 affairs which the corporation is actually conducting or, in the case of a foreign corporation, which the corporation is actually conducting in this state;

(d) the names and respective addresses of the directors and officers of the corporation.

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Section 3. Section 35-3-209, MCA, is amended to read:

"35-3-209. Annual report. (1) Each corporation, subject to the provisions of this chapter, shall file within the time and in the manner prescribed by the Montana

1 Nonprofit Corporation Act, an annual report on forms or in a
2 computerized format prescribed by the secretary of state,
3 setting forth:

4 (a) the name of the corporation and the name of the
5 present incumbent chief corporate officer;

6 (b) the address of the registered office of the
7 corporation in ~~this--state~~ Montana and the name of its
8 registered agent in ~~this-state~~ Montana at ~~such~~ that address;

9 (c) the names and respective addresses of the present
10 members of the board of advisers or consultants of the
11 corporation.

12 (2) The report ~~shall~~ must be executed by the chief
13 corporate officer or by an attorney-in-fact acting under a
14 power of attorney filed with the secretary of state by ~~such~~
15 the chief corporate officer."

16 NEW SECTION. Section 4. Extension of authority. Any
17 existing authority to make rules on the subject of the
18 provisions of [this act] is extended to the provisions of
19 [this act].

-End-