

**HOUSE JOURNAL**  
**SIXTY-THIRD GENERAL ASSEMBLY**  
**STATE OF COLORADO**  
**Second Regular Session**

Fifty-fifth Legislative Day

Monday, March 4, 2002

1 Prayer by the Reverend Doctor Cynthia Cearley, Montview Presbyterian  
 2 Church, Denver.

3  
 4 The Speaker called the House to order at 10:00 a.m.

5  
 6 The roll was called with the following result:

7  
 8 Present--65.

9  
 10 The Speaker declared a quorum present.

11 \_\_\_\_\_  
 12  
 13 On motion of Representative Rippy, the reading of the journal of  
 14 March 1, 2002, was declared dispensed with and approved as corrected  
 15 by the Chief Clerk.

16 \_\_\_\_\_  
 17  
 18 House in recess. House reconvened.

19 \_\_\_\_\_  
 20  
 21  
 22 **THIRD READING OF BILLS--FINAL PASSAGE**

23  
 24 The following bills were considered on Third Reading. The titles were  
 25 publicly read. Reading of the bill at length was dispensed with by  
 26 unanimous consent.

27  
 28 **HB02-1051** by Representative(s) Romanoff, Veiga, also Senator(s)  
 29 Entz--Concerning measures pertaining to employers for  
 30 the protection of employees who are victims.

31  
 32 The question being "Shall the bill pass?".  
 33 A roll call vote was taken. As shown by the following recorded vote, a  
 34 majority of those elected to the House voted in the affirmative and the bill  
 35 was declared **passed**.

36  
 37 YES 33            NO 32            EXCUSED 0            ABSENT 0

38								
39	Alexander	Y	Groff	Y	Marshall	Y	Spence	N
40	Bacon	Y	Grossman	Y	Miller	Y	Spradley	N
41	Berry	N	Harvey	N	Mitchell	N	Stafford	N
42	Borodkin	Y	Hefley	N	Paschall	N	Stengel	N
43	Boyd	Y	Hodge	Y	Plant	Y	Swenson	N

1	Cadman	N	Hoppe	N	Ragsdale	Y	Tapia	Y
2	Chavez	Y	Jahn	Y	Rhodes	N	Tochtrop	Y
3	Clapp	N	Jameson	Y	Rippy	Y	Veiga	Y
4	Cloer	N	Johnson	Y	Romanoff	Y	Vigil	Y
5	Coleman	Y	Kester	Y	Saliman	Y	Webster	N
6	Crane	N	King	N	Sanchez	Y	Weddig	Y
7	Daniel	Y	Larson	Y	Schultheis	N	White	N
8	Decker	N	Lawrence	N	Scott	N	Williams S.	Y
9	Fairbank	N	Lee	N	Sinclair	N	Williams T.	N
10	Fritz	N	Mace	Y	Smith	N	Witwer	N
11	Garcia	Y	Madden	Y	Snook	Y	Young	N
12							Mr. Speaker	N

13  
14 Co-sponsors added: Representatives Bacon, Boyd, Chavez, Coleman, Garcia,  
15 Groff, Grossman, Hodge, Jahn, Mace, Marshall, Miller, Plant, Ragsdale,  
16 Saliman, Sanchez, Tochtrop, Vigil, Weddig, Williams S.

17  
18 **SB02-005** by Senator(s) Evans; also Representative(s) Larson--  
19 Concerning the regulation of motor vehicle dealers, and,  
20 in connection therewith, enhancing the penalties for  
21 unauthorized performance of acts for which a license is  
22 required and increasing the authority of investigators  
23 working for the motor vehicle dealer board.

24  
25 The question being "Shall the bill pass?".

26 A roll call vote was taken. As shown by the following recorded vote, a  
27 majority of those elected to the House voted in the affirmative and the bill  
28 was declared **passed**.

29								
30	<u>YES</u>	62	<u>NO</u>	2	<u>EXCUSED</u>	1	<u>ABSENT</u>	0
31								
32	Alexander	Y	Groff	Y	Marshall	Y	Spence	Y
33	Bacon	Y	Grossman	Y	Miller	Y	Spradley	Y
34	Berry	Y	Harvey	Y	Mitchell	Y	Stafford	Y
35	Borodkin	Y	Hefley	Y	Paschall	Y	Stengel	Y
36	Boyd	Y	Hodge	Y	Plant	Y	Swenson	Y
37	Cadman	N	Hoppe	Y	Ragsdale	Y	Tapia	Y
38	Chavez	Y	Jahn	Y	Rhodes	Y	Tochtrop	Y
39	Clapp	Y	Jameson	E	Rippy	Y	Veiga	Y
40	Cloer	Y	Johnson	Y	Romanoff	Y	Vigil	Y
41	Coleman	Y	Kester	Y	Saliman	Y	Webster	Y
42	Crane	Y	King	Y	Sanchez	Y	Weddig	Y
43	Daniel	Y	Larson	Y	Schultheis	Y	White	Y
44	Decker	Y	Lawrence	Y	Scott	Y	Williams S.	Y
45	Fairbank	Y	Lee	N	Sinclair	Y	Williams T.	Y
46	Fritz	Y	Mace	Y	Smith	Y	Witwer	Y
47	Garcia	Y	Madden	Y	Snook	Y	Young	Y
48							Mr. Speaker	Y

49  
50  
51 **HB02-1333** by Representative(s) Stengel; also Senator(s) Fitz-Gerald--  
52 Concerning recommendations of the house committee on  
53 finance relating to the continuation of requirements for  
54 certain reports to the general assembly from executive  
55 agencies, and, in connection therewith, repealing reporting  
56 requirements to the general assembly that are obsolete.

1 The question being "Shall the bill pass?".  
 2 A roll call vote was taken. As shown by the following recorded vote, a  
 3 majority of those elected to the House voted in the affirmative and the bill  
 4 was declared **passed**.

5

6	YES 64	NO 0	EXCUSED 1	ABSENT 0				
7								
8	Alexander	Y	Groff	Y	Marshall	Y	Spence	Y
9	Bacon	Y	Grossman	Y	Miller	Y	Spradley	Y
10	Berry	Y	Harvey	Y	Mitchell	Y	Stafford	Y
11	Borodkin	Y	Hefley	Y	Paschall	Y	Stengel	Y
12	Boyd	Y	Hodge	Y	Plant	Y	Swenson	Y
13	Cadman	Y	Hoppe	Y	Ragsdale	Y	Tapia	Y
14	Chavez	Y	Jahn	Y	Rhodes	Y	Tochtrop	Y
15	Clapp	Y	Jameson	E	Rippy	Y	Veiga	Y
16	Cloer	Y	Johnson	Y	Romanoff	Y	Vigil	Y
17	Coleman	Y	Kester	Y	Saliman	Y	Webster	Y
18	Crane	Y	King	Y	Sanchez	Y	Weddig	Y
19	Daniel	Y	Larson	Y	Schultheis	Y	White	Y
20	Decker	Y	Lawrence	Y	Scott	Y	Williams S.	Y
21	Fairbank	Y	Lee	Y	Sinclair	Y	Williams T.	Y
22	Fritz	Y	Mace	Y	Smith	Y	Witwer	Y
23	Garcia	Y	Madden	Y	Snook	Y	Young	Y
24							Mr. Speaker	Y

25

26 Co-sponsors added: Representatives Coleman, Fritz, Marshall, Plant, Schultheis.

27

28 **HB02-1336** by Representative(s) Scott; also Senator(s) Nichol--  
 29 Concerning recommendations of the house committee on  
 30 local government relating to the continuation of  
 31 requirements for certain reports to the general assembly  
 32 from executive agencies, and, in connection therewith,  
 33 repealing reporting requirements to the general assembly  
 34 that are obsolete.

35

36 The question being "Shall the bill pass?".  
 37 A roll call vote was taken. As shown by the following recorded vote, a  
 38 majority of those elected to the House voted in the affirmative and the bill  
 39 was declared **passed**.

40

41	YES 64	NO 0	EXCUSED 1	ABSENT 0				
42								
43	Alexander	Y	Groff	Y	Marshall	Y	Spence	Y
44	Bacon	Y	Grossman	Y	Miller	Y	Spradley	Y
45	Berry	Y	Harvey	Y	Mitchell	Y	Stafford	Y
46	Borodkin	Y	Hefley	Y	Paschall	Y	Stengel	Y
47	Boyd	Y	Hodge	Y	Plant	Y	Swenson	Y
48	Cadman	Y	Hoppe	Y	Ragsdale	Y	Tapia	Y
49	Chavez	Y	Jahn	Y	Rhodes	Y	Tochtrop	Y
50	Clapp	Y	Jameson	E	Rippy	Y	Veiga	Y
51	Cloer	Y	Johnson	Y	Romanoff	Y	Vigil	Y
52	Coleman	Y	Kester	Y	Saliman	Y	Webster	Y
53	Crane	Y	King	Y	Sanchez	Y	Weddig	Y
54	Daniel	Y	Larson	Y	Schultheis	Y	White	Y
55	Decker	Y	Lawrence	Y	Scott	Y	Williams S.	Y
56	Fairbank	Y	Lee	Y	Sinclair	Y	Williams T.	Y

1	Fritz	Y	Mace	Y	Smith	Y	Witwer	Y
2	Garcia	Y	Madden	Y	Snook	Y	Young	Y
3							Mr. Speaker	Y

4  
5 Co-sponsors added: Representatives Cadman, Fritz, Schultheis, Stengel.

6  
7 **HB02-1324** by Representative(s) Lawrence, Alexander, Bacon, Boyd,  
8 Cadman, Chavez, Daniel, Dean, Decker, Fairbank, Garcia,  
9 Groff, Hodge, Hoppe, Jahn, Kester, King, Lee, Mace,  
10 Miller, Mitchell, Rippy, Sanchez, Snook, Spence,  
11 Spradley, Swenson, Tapia, Tochtrop, Webster, Weddig,  
12 White, Williams S., Williams T., Witwer, Young; also  
13 Senator(s) Thiebaut--Concerning establishment of a  
14 Colorado state university at Pueblo, and, in connection  
15 therewith, changing the name of the university of southern  
16 Colorado and modifying the university's role and mission.

17  
18 The question being "Shall the bill pass?".

19 A roll call vote was taken. As shown by the following recorded vote, a  
20 majority of those elected to the House voted in the affirmative and the bill  
21 was declared **passed**.

22  
23 YES 64            NO 0            EXCUSED 1            ABSENT 0

24								
25	Alexander	Y	Groff	Y	Marshall	Y	Spence	Y
26	Bacon	Y	Grossman	Y	Miller	Y	Spradley	Y
27	Berry	Y	Harvey	Y	Mitchell	Y	Stafford	Y
28	Borodkin	Y	Hefley	Y	Paschall	Y	Stengel	Y
29	Boyd	Y	Hodge	Y	Plant	Y	Swenson	Y
30	Cadman	Y	Hoppe	Y	Ragsdale	Y	Tapia	Y
31	Chavez	Y	Jahn	Y	Rhodes	Y	Tochtrop	Y
32	Clapp	Y	Jameson	E	Rippy	Y	Veiga	Y
33	Cloer	Y	Johnson	Y	Romanoff	Y	Vigil	Y
34	Coleman	Y	Kester	Y	Saliman	Y	Webster	Y
35	Crane	Y	King	Y	Sanchez	Y	Weddig	Y
36	Daniel	Y	Larson	Y	Schultheis	Y	White	Y
37	Decker	Y	Lawrence	Y	Scott	Y	Williams S.	Y
38	Fairbank	Y	Lee	Y	Sinclair	Y	Williams T.	Y
39	Fritz	Y	Mace	Y	Smith	Y	Witwer	Y
40	Garcia	Y	Madden	Y	Snook	Y	Young	Y
41							Mr. Speaker	Y

42  
43 Co-sponsors added: Representatives Cloer, Coleman, Marshall, Romanoff.

## 47 CONSIDERATION OF RESOLUTION

48  
49 **HJR02-1022** by Representative(s) Spence; also Senator(s) Pascoe--  
50 Concerning encouragement to school districts to recycle  
51 surplus educational materials.

52  
53 (Printed and placed in member's file, also printed in House Journal,  
54 February 22, pages 626-627.)

55

1 On motion of Representative Spence, the resolution was **adopted** by **viva**  
2 **voce** vote.

3  
4 Co-sponsors added: Representatives Bacon, Berry, Borodkin, Cadman, Clapp,  
5 Cloer, Coleman, Daniel, Garcia, Grossman, Hefley, Jahn, Kester, Larson,  
6 Lawrence, Mace, Madden, Marshall, Miller, Paschall, Ragsdale, Rhodes,  
7 Romanoff, Sanchez, Smith, Stafford, Stengel, Swenson, Tapia, Veiga, Weddig,  
8 Williams S., Williams T., Witwer.

9  
10

11

12

## REPORTS OF COMMITTEES OF REFERENCE

13

### APPROPRIATIONS

14  
15 After consideration on the merits, the Committee recommends the  
16 following:

17

18 **HB02-1015** be amended as follows, and as so amended, be referred to  
19 the Committee of the Whole with favorable  
20 recommendation:

21

22 Amend the Finance Committee Report, dated February 6, 2002, page 1,  
23 before line 1, insert the following:

24

25 "Amend printed bill, page 2, line 7, strike "that, FOR STATE FISCAL YEARS  
26 COMMENCING BEFORE JULY" and substitute "that";

27

28 line 8, strike "1, 2002,"";

29

30 line 1 of the committee report, strike "Amend printed bill, page 2,";

31

32 line 11, strike "STATE RESUMES" and substitute "GENERAL ASSEMBLY BY  
33 LAW REQUIRES THE STATE TO RESUME".

34

35

36

37 **HB02-1060** be postponed indefinitely.

38

39

40 **HB02-1097** be postponed indefinitely.

41

42

43 **HB02-1119** be amended as follows, and as so amended, be referred to  
44 the Committee of the Whole with favorable  
45 recommendation:

46

47 Amend printed bill, page 6, line 8, strike "**Electronic filing - fees -**  
48 **repeal.** (1) IF THE" and substitute "**Filing surcharge - repeal.**  
49 (1) THE";

50

51 line 9, strike "ELECTS TO ACCEPT DEEDS AND ALL OTHER";

52

53 strike line 10;

54

55 line 11, strike "FILING, HE OR SHE";

56

- 1 line 12, strike "FILED IN THAT MANNER." and substitute "RECEIVED FOR  
2 RECORDING OR FILING IN HIS OR HER OFFICE.";  
3
- 4 line 15, strike "FOR ANY ELECTRONIC FILING";  
5
- 6 line 20, strike "COLLECTED FOR ANY" and substitute "COLLECTED.";  
7
- 8 line 21, strike "ELECTRONIC FILING."  
9
- 10 Page 7, line 6, strike "2009." and substitute "2005."  
11
- 12 Page 8, line 6, strike "ONE SHALL";  
13
- 14 strike lines 7 and 8;  
15
- 16 line 9, strike "COMMISSIONER, WHO SHALL" and substitute  
17 "COMMISSIONER.";  
18
- 19 strike line 10;  
20
- 21 line 13, strike "TECHNOLOGY, WHO SHALL SERVE FOR AN" and substitute  
22 "TECHNOLOGY.";  
23
- 24 strike line 14;  
25
- 26 line 16, strike "FORCE, WHO SHALL SERVE FOR AN" and substitute  
27 "FORCE.";  
28
- 29 strike line 17;  
30
- 31 line 18, strike "EXCEPT THE INITIAL APPOINTEES".  
32
- 33 Page 9, line 17, strike "2010." and substitute "2006."  
34  
35  
36
- 37 **HB02-1129** be referred to the Committee of the Whole with favorable  
38 recommendation.  
39
- 40
- 41 **HB02-1152** be amended as follows, and as so amended, be referred to  
42 the Committee of the Whole with favorable  
43 recommendation:  
44
- 45 Amend printed bill, page 6, strike lines 14 through 27.  
46
- 47 Strike page 7.  
48
- 49 Page 8, strike lines 1 through 20.  
50
- 51 Renumber succeeding sections accordingly.  
52
- 53 Page 14, strike lines 21 through 27.  
54
- 55 Page 15, strike lines 1 through 4.  
56

1 Renumber succeeding sections accordingly.

2

3 Page 21, strike lines 20 through 27.

4

5 Page 22, strike line 1.

6

7 Renumber succeeding sections accordingly.

8

9

10 **HB02-1194** be postponed indefinitely.

11

12

13 **HB02-1196** be postponed indefinitely.

14

15

16 **HB02-1240** be postponed indefinitely.

17

18

19 **HB02-1278** be amended as follows, and as so amended, be referred to  
20 the Committee of the Whole with favorable  
21 recommendation:

22

23 Amend printed bill, page 8, after line 3, insert the following:

24

25 **"SECTION 4. Appropriation.** In addition to any other  
26 appropriation, there is hereby appropriated, out of any moneys in the  
27 division of registrations cash fund created in section 24-34-105, Colorado  
28 Revised Statutes, not otherwise appropriated, to the department of  
29 regulatory agencies, for the fiscal year beginning July 1, 2002, the sum  
30 of three thousand two hundred twenty-eight dollars (\$3,228), or so much  
31 thereof as may be necessary, for the implementation of this act."

32

33 Renumber succeeding section accordingly.

34

35 Page 1, line 101, strike, "LICENSES." and substitute: "LICENSES, AND  
36 MAKING AN APPROPRIATION THEREFOR."

37

38

39

40

41 **CIVIL JUSTICE & JUDICIARY**

42 After consideration on the merits, the Committee recommends the  
43 following:

44

45 **HB02-1267** be postponed indefinitely.

46

47

48

49

50 **STATE, VETERANS, & MILITARY AFFAIRS**

51 After consideration on the merits, the Committee recommends the  
52 following:

53

54 **HB02-1147** be amended as follows, and as so amended, be referred to  
55 the Committee of the Whole with favorable  
56 recommendation:

1 Amend printed bill, page 2, strike lines 2 through 10 and substitute the  
2 following:

3  
4 **"SECTION 1.** 18-12-105.1, Colorado Revised Statutes, is  
5 amended BY THE ADDITION OF A NEW SUBSECTION to read:

6  
7 **18-12-105.1. Permits for concealed weapons - liability - release**  
8 **of information.** (3) EXCEPT AS PROVIDED IN SECTION 24-72-304 (4.5),  
9 C.R.S., INFORMATION THAT IDENTIFIES ANY PERSON WHO RECEIVES A  
10 PERMIT PURSUANT TO THIS SECTION SHALL BE KEPT CONFIDENTIAL BY ANY  
11 CUSTODIAN, AS DEFINED IN SECTION 24-72-302 (5), C.R.S., OF ANY  
12 RECORD CONTAINING SUCH INFORMATION. FOR PURPOSES OF THIS  
13 SUBSECTION (3), "INFORMATION THAT IDENTIFIES ANY PERSON" INCLUDES,  
14 BUT IS NOT LIMITED TO, ADDRESS, TELEPHONE NUMBER, DRIVER'S LICENSE  
15 NUMBER, COLORADO IDENTIFICATION NUMBER, SOCIAL SECURITY  
16 NUMBER, PHOTOGRAPHS, FINGERPRINT CARDS, OR ANY OTHER  
17 INFORMATION THAT IDENTIFIES OR THAT COULD LEAD TO THE  
18 IDENTIFICATION OF ANY PERSON WHO IS ISSUED A PERMIT TO CARRY A  
19 CONCEALED WEAPON UNDER THIS SECTION.

20  
21 **SECTION 2.** 24-72-302 (4), Colorado Revised Statutes, is  
22 amended to read:

23  
24 **24-72-302. Definitions.** As used in this part 3, unless the context  
25 otherwise requires:

26  
27 (4) "Criminal justice records" means all books, papers, cards,  
28 photographs, tapes, recordings, or other documentary materials,  
29 regardless of form or characteristics, that are made, maintained, or kept  
30 by any criminal justice agency in the state for use in the exercise of  
31 functions required or authorized by law or administrative rule, including  
32 but not limited to:

33  
34 (a) The results of chemical blood testing to determine genetic  
35 markers conducted pursuant to sections 16-11-102.3, 16-11-104,  
36 16-11-204.3, 16-11-308 (4.5), 17-2-201 (5) (h), and ~~(5) (i)~~; and  
37 17-22.5-202 (3) (b.5) (II) and (3.5), C.R.S.;

38  
39 (b) ANY DOCUMENTARY MATERIALS AND RECORDS CONCERNING  
40 PERMITS TO CARRY CONCEALED WEAPONS ISSUED PURSUANT TO SECTION  
41 18-12-105.1, C.R.S. PURSUANT TO SECTION 24-72-202 (6) (b) (I), AND  
42 NOTWITHSTANDING ANY PROVISION TO THE CONTRARY IN SECTION  
43 24-72-204 (2) (a) (I), ANY MATERIALS AND RECORDS CONCERNING  
44 PERMITS TO CARRY CONCEALED WEAPONS ARE EXCLUSIVELY CRIMINAL  
45 JUSTICE RECORDS AND ARE NOT SUBJECT TO THE PROVISIONS OF PART 2 OF  
46 THIS ARTICLE, COMMONLY KNOWN AS THE "OPEN RECORDS LAW".

47  
48 **SECTION 3.** 24-72-304, Colorado Revised Statutes, is amended  
49 BY THE ADDITION OF A NEW SUBSECTION to read:

50  
51 **24-72-304. Inspection of criminal justice records.**  
52 (4.5) (a) (I) (A) EXCEPT AS PROVIDED IN PARAGRAPH (b) OF THIS  
53 SUBSECTION (4.5), A CUSTODIAN MAY EXERCISE DISCRETION IN  
54 DETERMINING WHETHER TO DELETE INFORMATION THAT IDENTIFIES A  
55 PERSON AS HOLDING A CONCEALED WEAPON PERMIT ISSUED PURSUANT TO  
56 SECTION 18-12-105.1, C.R.S., FROM ANY CRIMINAL JUSTICE RECORD PRIOR



1 TO THE RELEASE OF SUCH RECORD TO ANY INDIVIDUAL OR AGENCY.

2  
3 (B) FOR PURPOSES OF THIS SUBSECTION (4.5), "INFORMATION THAT  
4 IDENTIFIES A PERSON" OR "IDENTIFYING INFORMATION" INCLUDES, BUT IS  
5 NOT LIMITED TO, NAME, ADDRESS, TELEPHONE NUMBER, DRIVER'S LICENSE  
6 NUMBER, COLORADO IDENTIFICATION NUMBER, SOCIAL SECURITY  
7 NUMBER, PHOTOGRAPHS, FINGERPRINT CARDS, OR ANY OTHER  
8 INFORMATION THAT IDENTIFIES OR THAT COULD LEAD TO THE  
9 IDENTIFICATION OF ANY PERSON WHO IS ISSUED A PERMIT TO CARRY A  
10 CONCEALED WEAPON UNDER SECTION 18-12-105.1, C.R.S.

11  
12 (II) IF A CUSTODIAN, PURSUANT TO SUBPARAGRAPH (I) OF THIS  
13 PARAGRAPH (a), DECIDES TO DELETE THE IDENTIFYING INFORMATION, THEN  
14 SUCH INFORMATION SHALL BE KEPT CONFIDENTIAL BY THE CUSTODIAN,  
15 AND SUCH INFORMATION SHALL NOT BE OPEN FOR INSPECTION UNDER THIS  
16 PART 3.

17  
18 (III) IF A CUSTODIAN, PURSUANT TO SUBPARAGRAPH (I) OF THIS  
19 PARAGRAPH (a), DECIDES NOT TO DELETE THE IDENTIFYING INFORMATION  
20 FROM A CRIMINAL JUSTICE RECORD PRIOR TO THE RELEASE OF SUCH  
21 RECORD, THE CUSTODIAN SHALL SEND WRITTEN NOTICE OF THE DECISION  
22 TO THE PERSON HOLDING THE CONCEALED WEAPON PERMIT. SUCH NOTICE  
23 SHALL BE EFFECTIVE UPON MAILING BY REGISTERED MAIL OR UPON  
24 PERSONAL SERVICE. EXCEPT IN THE CASE WHERE A CONCEALED WEAPON  
25 PERMIT HAS BEEN REVOKED, NO CUSTODIAN MAY RELEASE A CRIMINAL  
26 JUSTICE RECORD CONTAINING INFORMATION THAT IDENTIFIES A  
27 CONCEALED WEAPON PERMIT HOLDER UNTIL AFTER TEN DAYS FOLLOWING  
28 THE EFFECTIVE DATE OF THE NOTICE.

29  
30 (IV) NOTWITHSTANDING ANY PROVISION OF THIS SECTION TO THE  
31 CONTRARY, IN THE CASE WHERE A CONCEALED WEAPON PERMIT HAS BEEN  
32 REVOKED:

33  
34 (A) THE CUSTODIAN MAY NOT DELETE THE IDENTIFYING  
35 INFORMATION;

36  
37 (B) THE CUSTODIAN SHALL MAKE THE IDENTIFYING INFORMATION  
38 OPEN FOR INSPECTION; AND

39  
40 (C) THE CUSTODIAN SHALL NOT BE REQUIRED TO SEND NOTICE TO  
41 THE PERSON WHO PREVIOUSLY HELD THE CONCEALED WEAPON PERMIT  
42 CONCERNING THE INSPECTION OR RELEASE OF THE IDENTIFYING  
43 INFORMATION.

44  
45 (b) A CUSTODIAN MAY NOT DELETE INFORMATION THAT IDENTIFIES  
46 A PERSON AS HOLDING A CONCEALED WEAPON PERMIT ISSUED PURSUANT  
47 TO SECTION 18-12-105.1, C.R.S., FROM ANY CRIMINAL JUSTICE RECORD  
48 PRIOR TO THE RELEASE OF SUCH RECORD IF:

49  
50 (I) THE RECORD IS RELEASED TO A CRIMINAL JUSTICE AGENCY; OR

51  
52 (II) THE PERSON IDENTIFIED AS A CONCEALED WEAPON PERMIT  
53 HOLDER IN THE RECORD IS CONVICTED OF A CRIME INVOLVING THE  
54 ILLEGAL USE OF A FIREARM, AS DEFINED IN SECTION 18-1-901 (3) (h),  
55 C.R.S."

56

1 Strike page 3.

2

3 Page 4, strike lines 1 through 17.

4

5 Page 5, strike lines 8 through 27.

6

7 Page 6, strike lines 1 through 9 and substitute the following:

8

9 **"SECTION 5.** 7-30-110 (1), (3), (4), (5), and (6), Colorado  
10 Revised Statutes, are amended to read:

11

12 **7-30-110. Appointment of agent to receive service of process.**

13 (1) A nonprofit association may ~~file in the office of~~ DELIVER TO the  
14 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
15 TITLE, a statement appointing an agent authorized to receive service of  
16 process.

17

18 (3) A PERSON CAUSING A statement appointing an agent TO BE  
19 DELIVERED TO THE SECRETARY OF STATE FOR FILING must be ~~signed by a~~  
20 ~~person~~ authorized to ~~manage the affairs of a~~ DO SO BY THE nonprofit  
21 association. ~~The statement must also be signed by the person appointed~~  
22 ~~agent, who thereby accepts the appointment.~~ The appointed agent may  
23 resign by filing a resignation in the office of the secretary of state and  
24 giving notice to the nonprofit association.

25

26 (4) ~~A filing officer may collect a fee for filing a statement~~  
27 ~~appointing an agent to receive service of process, an amendment, or a~~  
28 ~~resignation in the amount charged for filing similar documents.~~

29

30 (5) ~~An amendment to a statement appointing an agent to receive~~  
31 ~~service of process must meet the requirements for execution of an original~~  
32 ~~statement.~~

33

34 (6) ~~The signature of each person signing a statement appointing~~  
35 ~~an agent to receive process or an amendment to such a statement shall~~  
36 ~~constitute the affirmation or acknowledgment of such person under~~  
37 ~~penalty of perjury that such statement or amendment is the act and deed~~  
38 ~~of such person or the act and deed of the nonprofit association and the~~  
39 ~~facts stated in such statement or amendment are true.~~

40

41 **SECTION 6.** The introductory portion to 7-40-111 (1) and  
42 7-40-111 (2), (3), and (4), Colorado Revised Statutes, are amended to  
43 read:

44

45 **7-40-111. Certificate of merger or consolidation.** (1) Upon  
46 approval OF A PLAN OF MERGER OR CONSOLIDATION BY EACH  
47 CORPORATION THAT IS A PARTY THERETO, a certificate of merger or of  
48 consolidation shall ~~be executed in the name of each corporation, signed~~  
49 ~~and acknowledged by its respective president or vice-president, and~~  
50 ~~attested to by its respective secretary or assistant secretary and shall set~~  
51 ~~BE DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO~~  
52 ~~PART 3 OF ARTICLE 90 OF THIS TITLE, SETTING forth:~~

53

54 (2) ~~The certificate of consolidation or merger shall be filed in the~~  
55 ~~office of the secretary of state, and a fee which shall be determined and~~  
56 ~~collected pursuant to section 24-21-104 (3), C.R.S., shall be collected for~~

1 this filing.

2

3 (3) ~~The secretary of state shall certify true copies of the certificate~~  
4 ~~of merger or consolidation for a fee which shall be determined and~~  
5 ~~collected pursuant to section 24-21-104 (3), C.R.S., for each certificate~~  
6 ~~presented to him and in such certification shall state that the original is on~~  
7 ~~file in his office and the date of filing of the original certificate.~~

8

9 (4) ~~A certified copy of the certificate of merger or consolidation~~  
10 ~~CERTIFICATE OF THE SECRETARY OF STATE AS TO THE FACT OF FILING OF~~  
11 ~~THE CERTIFICATE OF MERGER OR CONSOLIDATION IN THE RECORDS OF THE~~  
12 ~~SECRETARY OF STATE shall be filed in the recorder's office of each county~~  
13 ~~in which the surviving or new corporation owns real estate.~~

14

15 **SECTION 7.** 7-40-112 (1), Colorado Revised Statutes, is  
16 amended to read:

17

18 **7-40-112. Effect of merger or consolidation.** (1) Upon the filing  
19 ~~with~~ BY the secretary of state of a certificate of merger or consolidation,  
20 the merger or consolidation shall become effective and the certificate of  
21 merger or consolidation shall thereafter constitute the certificate of  
22 incorporation of the surviving or new corporation.

23

24 **SECTION 8.** 7-42-110, Colorado Revised Statutes, is amended  
25 to read:

26

27 **7-42-110. Consolidation of ditch companies.** Companies  
28 organized under the laws of this state holding ditches or canals by virtue  
29 of their organization, which derive their supply of water for their  
30 respective ditches or canals from the same head gate or the same source  
31 of supply, may consolidate their interests and unite their respective  
32 companies under one name and management by DELIVERING TO THE  
33 SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
34 THIS TITLE, a certificate of ~~that fact in the office of the secretary of state~~  
35 ~~and a counterpart thereof in the office of the recorder of the counties in~~  
36 ~~which such ditches or canals are situated~~ CONSOLIDATION. The certificate  
37 ~~shall be signed by the presidents of the companies so uniting with the~~  
38 ~~common seals of the companies affixed thereto, and shall set forth the~~  
39 ~~fact of such union of interests,~~ CONSOLIDATION and give the name of the  
40 new company thus formed. A CERTIFICATE OF THE SECRETARY OF STATE  
41 AS TO THE FACT OF FILING OF THE CERTIFICATE OF CONSOLIDATION IN THE  
42 RECORDS OF THE SECRETARY OF STATE SHALL BE FILED IN THE RECORDER'S  
43 OFFICE OF EACH COUNTY IN WHICH SUCH DITCHES OR CANALS ARE  
44 SITUATED.

45

46 **SECTION 9.** 7-42-112 (2), Colorado Revised Statutes, is  
47 amended to read:

48

49 **7-42-112. Procedure to extend term.** (2) The votes shall be  
50 taken by ballot and each stockholder shall be entitled to as many votes as  
51 he owns shares of stock in said company or holds proxies therefor. If a  
52 majority of the votes cast is in favor of a renewal of the corporation, the  
53 president and secretary of said company, under the corporate seal of said  
54 company, shall certify the fact, and shall make as many certificates as  
55 may be necessary, so as to file one in the office of the recorder of deeds  
56 in each county where the company does business and DELIVER one ~~in the~~

1 ~~office of~~ TO the secretary of state FOR FILING PURSUANT TO PART 3 OF  
2 ARTICLE 90 OF THIS TITLE. Thereupon the corporate life of said company  
3 shall be renewed upon filing the declaration, and all stockholders shall  
4 have the same rights in the renewed corporation as they had in the  
5 company as originally formed. ~~Upon filing said certificate such~~  
6 ~~corporation shall pay to the secretary of state a fee which shall be~~  
7 ~~determined and collected pursuant to section 24-21-104 (3), C.R.S., and~~  
8 ~~this fee shall entitle the corporation to receive a certificate from the~~  
9 ~~secretary of state as evidence of the filing of the certificate of renewal.~~

10

11 **SECTION 10.** 7-42-116, Colorado Revised Statutes, is amended  
12 to read:

13

14 **7-42-116. Duplicate conclusive against original.** If no claim of  
15 interest or ownership other than that made by the person filing such  
16 notice or his legal representative or assignee is filed ~~with~~ IN THE RECORDS  
17 OF the secretary of the corporation prior to the date stated in the notice,  
18 the corporation shall issue, on or after said date, a duplicate certificate to  
19 said person or his legal representative or assignee, and all rights under the  
20 original certificate shall immediately cease and determine and no person  
21 shall at any time thereafter assert any claim or demand against the  
22 corporation or any other person on account of such original certificate.

23

24 **SECTION 11.** 7-49-105, Colorado Revised Statutes, is amended  
25 to read:

26

27 **7-49-105. Approval of governor and state treasurer.** The  
28 articles of incorporation shall not be ~~filed with~~ DELIVERED TO the  
29 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
30 TITLE, unless the governor and the state treasurer have approved in  
31 writing the method for selection of public members of the board of  
32 directors and the creation of the corporation.

33

34 **SECTION 12.** 7-50-112, Colorado Revised Statutes, is amended  
35 to read:

36

37 **7-50-112. Amendment filed before effective.** (1) When the  
38 affidavit of incorporation is amended, a copy of the amendment shall be  
39 ~~subscribed and sworn to by the president or chief executive officer of the~~  
40 ~~corporation with the corporate seal affixed and filed in the office of~~  
41 DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF  
42 ARTICLE 90 OF THIS TITLE, and upon such filing, the amendment shall  
43 become effective.

44

45 (2) ~~The secretary of state shall collect a fee which shall be~~  
46 ~~determined and collected pursuant to section 24-21-104 (3), C.R.S., for~~  
47 ~~the filing of each such amendment. When a true copy of such~~  
48 ~~amendment is presented to the secretary of state, he shall certify the same~~  
49 ~~for a fee which shall be determined and collected pursuant to section~~  
50 ~~24-21-104 (3), C.R.S., as a true copy of the original amendment filed in~~  
51 ~~his office, showing the date the original amendment was filed.~~

52

53 (3) Such A certified copy OF THE AMENDMENT shall be recorded  
54 in the office of the clerk and recorder of the county where the  
55 organization was organized and also in each county where the corporation  
56 owns real estate.

1           **SECTION 13.** 7-50-113, Colorado Revised Statutes, is amended  
2 to read:

3  
4           **7-50-113. Certificate evidence of amendment.** The certificate  
5 OF AMENDMENT, or copy thereof, duly certified by the secretary of state  
6 or by the recorder, shall be received as evidence of the change, alteration,  
7 or amendment of the certificate of incorporation of such corporation.

8  
9           **SECTION 14.** 7-50-114, Colorado Revised Statutes, is amended  
10 to read:

11  
12           **7-50-114. Dissolution.** When a majority of the members of any  
13 corporation organized pursuant to this article vote to dissolve the  
14 corporation, the president or chief executive officer of the corporation  
15 shall ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO  
16 PART 3 OF ARTICLE 90 OF THIS TITLE, an affidavit of dissolution. ~~with~~  
17 ~~corporate seal affixed, in the office of the secretary of state.~~ Such  
18 affidavit shall state that all the debts of the corporation are fully paid or  
19 provided for. When such affidavit has been filed, the corporation shall  
20 be forever dissolved. The president shall obtain from the secretary of  
21 state a certified copy of the affidavit showing the filing date and shall  
22 record a copy thereof in the office of the clerk and recorder of the county  
23 where the corporation was organized and also in every county where the  
24 corporation owns real estate. ~~A fee which shall be determined and~~  
25 ~~collected pursuant to section 24-21-104 (3), C.R.S., shall be charged for~~  
26 ~~filing the affidavit and for each certified copy thereof.~~

27  
28           **SECTION 15.** 7-52-104, Colorado Revised Statutes, is amended  
29 to read:

30  
31           **7-52-104. Succession to property upon death, resignation, or**  
32 **removal of person incorporated as corporation sole.** In the event of the  
33 death or resignation of the archbishop, bishop, president, trustee in trust,  
34 president of stake, president of congregation, overseer, presiding elder,  
35 or clergyman who has been incorporated as a corporation sole under  
36 sections 7-52-101 and 7-52-102, or his removal from office by the person  
37 or body having the authority to remove him, his successor in office as the  
38 corporation sole shall be vested with the title of all property held by his  
39 predecessor with the same power and authority over the property, subject  
40 to all the legal liabilities and obligations with reference to the property,  
41 upon the filing ~~with~~ BY the secretary of state, PURSUANT TO PART 3 OF  
42 ARTICLE 90 OF THIS TITLE, of a certificate of his commission or certified  
43 copy of his letter of election or appointment. In the interim between the  
44 appointment of a successor in office to said corporation sole, the person  
45 who is charged by said church or religious society pursuant to its  
46 constitution, canons, rites, regulations, or discipline to administer said  
47 church or religious society shall be vested with the title to any property  
48 held by the corporation sole with like powers and authority over the  
49 same, upon the filing ~~with~~ BY the secretary of state, PURSUANT TO PART 3  
50 OF ARTICLE 90 OF THIS TITLE, of a certificate of his commission or  
51 certified copy of his letter of appointment as such administrator.

52  
53           **SECTION 16.** 7-55-112, Colorado Revised Statutes, is amended  
54 to read:

55  
56           **7-55-112. Merger or consolidation.** Two or more corporations

1 formed under articles 30 to 55 or subject to articles 121 to 137 or articles  
 2 101 to 117 of this title, or a similar law of any state, may be merged or  
 3 consolidated as a cooperative association upon such terms and for such  
 4 purpose and by such domestic entity name as may be agreed upon. Such  
 5 agreement shall also state all the matters necessary to articles of merger  
 6 or consolidation and must be approved by a two-thirds majority of the  
 7 members of the boards of directors and a two-thirds majority vote of the  
 8 members or stockholders of each association, nonprofit corporation, or  
 9 corporation present and voting in person or by mail ballot at any regular  
 10 or special meeting at which prior notice, with mail ballot attached, had  
 11 been mailed to each member or stockholder stating the plan of merger or  
 12 consolidation; except that cooperative associations with less than one  
 13 hundred members may post notice of such plan of merger or  
 14 consolidation in a conspicuous place at its normal place of business for  
 15 at least thirty days prior to such meeting. The articles of merger or  
 16 consolidation shall be ~~filed with~~ DELIVERED TO the secretary of state, FOR  
 17 FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and ~~the~~ A  
 18 CERTIFICATE OF THE SECRETARY OF STATE AS TO THE FACT OF FILING OF  
 19 THE CERTIFICATE OF MERGER OR CONSOLIDATION SHALL BE RECORDED IN  
 20 THE OFFICE OF EACH county ~~clerk of the county~~ in which each party to the  
 21 merger or consolidation is situated. ~~A fee, which shall be determined and~~  
 22 ~~collected pursuant to section 24-21-104 (3), C.R.S., shall be paid to the~~  
 23 ~~secretary of state for filing the articles.~~ From and after the filing of the  
 24 articles of merger or consolidation, the former associations, nonprofit  
 25 corporations, or corporations comprising the component parts shall cease  
 26 to exist, and the consolidated or merged cooperative association shall  
 27 succeed to all rights, duties, and powers prescribed in the agreement of  
 28 consolidated or merged associations, nonprofit corporations, or  
 29 corporations, not inconsistent with this article, and shall be subject to all  
 30 liabilities and obligations of the former component associations, nonprofit  
 31 corporations, or corporations and succeed to all property and interest  
 32 thereof and may adopt bylaws and do all things permitted by this article.

33  
 34 **SECTION 17.** 7-55-113, Colorado Revised Statutes, is amended  
 35 to read:

36  
 37 **7-55-113. Adoption of provisions of this article.** Every domestic  
 38 corporation or association, as defined in section 7-55-101 or organized or  
 39 incorporated under any repealed Colorado statute pertaining to  
 40 cooperative associations, except corporations or associations organized  
 41 or incorporated under article 56 of this title, shall be conclusively  
 42 presumed to have accepted and adopted the provisions of this article and  
 43 shall be governed by the provisions of this article, unless such domestic  
 44 corporation or association or agricultural or livestock association has ~~filed~~  
 45 ~~with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT TO PART  
 46 3 OF ARTICLE 90 OF THIS TITLE, a ~~certified~~ copy of a resolution adopted by  
 47 its board of directors, its members, or its stockholders stating that it has  
 48 elected not to become subject to the provisions of this article. This  
 49 section shall not apply to cooperative associations organized and  
 50 incorporated under article 56 of this title. ~~The fee for filing a certified~~  
 51 ~~copy of any such resolution shall be determined and collected pursuant~~  
 52 ~~to section 24-21-104 (3), C.R.S.~~

53  
 54 **SECTION 18.** 7-55-114, Colorado Revised Statutes, is amended  
 55 to read:

56

1           **7-55-114. Dissolution of association.** Any association formed  
2 under this article may be dissolved and its affairs terminated voluntarily  
3 by a two-thirds majority vote of the members present and voting in person  
4 or by mail ballot at a regular or special meeting, if the meeting notice,  
5 with a mail ballot attached, stated that dissolution would be discussed;  
6 except that cooperative associations with less than one hundred members  
7 may post notice of such discussion of such dissolution in a conspicuous  
8 place at their normal place of business for at least thirty days prior to such  
9 meeting. The board of directors by a two-thirds majority vote of its  
10 members shall first adopt a resolution recommending dissolution and  
11 submit it to the members, stating the reasons why the termination of the  
12 affairs of the association is deemed advisable, the time by which it should  
13 be accomplished, and shall also name three persons who are members of  
14 the association to act as trustees in liquidation who shall have full power  
15 to do all things necessary in liquidation and termination of the affairs of  
16 the association. Upon approval of the resolution to dissolve by the  
17 members, the board of directors shall ~~file the with the secretary of state~~  
18 ~~and pay a fee, which shall be determined and collected pursuant to~~  
19 ~~section 24-21-104 (3), C.R.S.~~ DELIVER TO THE SECRETARY OF STATE, FOR  
20 FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, A statement of  
21 intent to dissolve. A certified copy of the statement of intent to dissolve  
22 shall be filed with the county clerk in the county where the principal  
23 business is transacted. All power of the directors shall cease and the  
24 persons appointed shall proceed to terminate the affairs of the association  
25 and realize upon its assets, pay its debts, and divide the remaining money  
26 among the members and holders of equity, as set forth in the bylaws or,  
27 if not stated, in proportion to their property interests. Upon completion  
28 of liquidation and termination of the affairs of the association and  
29 distribution of all moneys, the said association shall be deemed dissolved  
30 with the filing of articles of dissolution ~~in the office of~~ BY the secretary  
31 of state. ~~and the payment of the filing fee, which shall be determined and~~  
32 ~~collected pursuant to section 24-21-104 (3), C.R.S.~~

33  
34           **SECTION 19.** 7-56-104, Colorado Revised Statutes, is amended  
35 to read:

36  
37           **7-56-104. Filings by the secretary of state.** (1) ~~For filing~~  
38 ~~articles of incorporation or an amendment to the articles, a cooperative~~  
39 ~~organized under or that has elected to be subject to this article shall pay~~  
40 ~~a fee that shall be determined and collected pursuant to the provisions of~~  
41 ~~section 24-21-104 (3), C.R.S. The payment of the fee entitles the~~  
42 ~~cooperative to evidence of incorporation or evidence of amendment, as~~  
43 ~~applicable.~~ ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR  
44 FILING PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS  
45 OF PART 3 OF ARTICLE 90 OF THIS TITLE.

46  
47           (2) Except as otherwise provided in this article, the secretary of  
48 state may charge a reasonable fee for furnishing or filing any other  
49 document in accordance with this article.

50  
51           (3) ~~Any document filed by the secretary of state that contains an~~  
52 ~~incorrect statement or that was defectively executed, attested, sealed,~~  
53 ~~verified, or acknowledged may be corrected by:~~

54  
55           ~~(a) Delivering to the secretary of state for filing articles of~~  
56 ~~correction that describe the document, including its filing date, or~~

1 attaching a copy to the articles of correction;

2

3 (b) ~~Specifying the incorrect statement and the reason it is~~  
4 ~~incorrect or the manner in which the execution, attestation, sealing,~~  
5 ~~verification, or acknowledgment was defective; and~~

6

7 (c) ~~Correcting the incorrect statement or the defective execution,~~  
8 ~~attestation, sealing, verification, or acknowledgment.~~

9

10 (4) (a) ~~The secretary of state files a document by stamping or~~  
11 ~~endorsing the word "filed", together with the name and official title of the~~  
12 ~~secretary of state and the time and date of receipt, on both the document~~  
13 ~~and the accompanying copy or copies. After filing a document, the~~  
14 ~~secretary of state shall cause to be delivered the accompanying copy, with~~  
15 ~~the receipt for filing fees, if any, to the cooperative.~~

16

17 (b) ~~If the secretary of state refuses to file a document, the~~  
18 ~~document shall be returned to the person delivering the document,~~  
19 ~~together with a written notice providing a brief explanation of the reason~~  
20 ~~for the refusal, within ten days after the document was delivered to the~~  
21 ~~secretary of state for filing. Within forty-five days after the effective date~~  
22 ~~of the notice of the refusal, an appeal may be made to the district court of~~  
23 ~~the county where the registered or principal office of the cooperative is~~  
24 ~~located. The appeal is commenced by petitioning the court to compel the~~  
25 ~~filing of the document by the secretary of state and by attaching to the~~  
26 ~~petition a copy of the document and a copy of the secretary of state's~~  
27 ~~notice of refusal.~~

28

29 (c) ~~The secretary of state's duty to file documents under this~~  
30 ~~section is ministerial. Except as provided in section 7-56-201 (4), the~~  
31 ~~filing of or refusal to file a document does not affect the validity or~~  
32 ~~invalidity of the document in whole or in part, does not relate to the~~  
33 ~~correctness or incorrectness of information contained in the document,~~  
34 ~~and does not create a presumption that the document is valid or invalid~~  
35 ~~or that information contained in the document is correct or incorrect.~~

36

37 (d) ~~A certificate bearing the secretary of state's signature, either~~  
38 ~~manual or facsimile, and the seal of this state attached to a copy of a~~  
39 ~~document filed by the secretary of state is prima facie evidence that the~~  
40 ~~document is on file with the secretary of state.~~

41

42 (5) ~~The secretary of state shall issue to any person, upon request,~~  
43 ~~a certificate that sets forth any facts of record in the office of the~~  
44 ~~secretary of state, including, if appropriate, a certificate of good standing~~  
45 ~~concerning any cooperative. A certificate issued by the secretary of state~~  
46 ~~may be relied upon, subject to any qualification stated in the certificate,~~  
47 ~~as prima facie evidence of the facts set forth therein.~~

48

49 (6) ~~Any document delivered to the secretary of state for filing~~  
50 ~~pursuant to this article shall be subject to the provisions of subsections (3)~~  
51 ~~to (9) of section 7-101-201.~~

52

53 **SECTION 20.** 7-56-201 (1), Colorado Revised Statutes, is  
54 amended to read:

55

56 **7-56-201. Articles of incorporation.** (1) A cooperative may be



1 formed pursuant to this article for the transaction of any lawful business.  
2 One or more persons may act as the incorporator or incorporators of a  
3 cooperative. The incorporators shall cause the articles for the cooperative  
4 to be delivered to the secretary of state for filing PURSUANT TO PART 3 OF  
5 ARTICLE 90 OF THIS TITLE. An incorporator who is a natural person shall  
6 be eighteen years of age or older.

7  
8 **SECTION 21.** 7-56-202 (3) (b) and the introductory portion to  
9 7-56-202 (5), Colorado Revised Statutes, are amended to read:

10  
11 **7-56-202. Amendment of articles.** (3) Unless otherwise  
12 provided in the articles, the board may adopt, without shareholder action,  
13 one or more amendments to the articles to:

14  
15 (b) Delete the name and address of the initial registered agent or  
16 registered office, if a statement of change is filed with IN THE RECORDS OF  
17 the secretary of state;

18  
19 (5) A cooperative amending its articles shall deliver to the  
20 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
21 TITLE, articles of amendment setting forth:

22  
23 **SECTION 22.** The introductory portion to 7-56-203 (4) and  
24 7-56-203 (4) (e), Colorado Revised Statutes, are amended to read:

25  
26 **7-56-203. Restated articles.** (4) A cooperative restating its  
27 articles shall deliver to the secretary of state, for filing PURSUANT TO PART  
28 3 OF ARTICLE 90 OF THIS TITLE, articles of restatement setting forth:

29  
30 (e) ~~If desired, a delayed effective date not to exceed ninety days~~  
31 ~~subsequent to the date of delivery as specified in said articles of~~  
32 ~~restatement.~~

33  
34 **SECTION 23.** 7-56-204 (3), Colorado Revised Statutes, is  
35 amended to read:

36  
37 **7-56-204. Cooperatives desiring to relinquish provisions of this**  
38 **article.** (3) Amendments to the articles shall be delivered to the  
39 secretary of state for filing pursuant to ~~section 7-56-104 (6)~~ PART 3 OF  
40 ARTICLE 90 OF THIS TITLE.

41  
42 **SECTION 24.** 7-56-205, Colorado Revised Statutes, is amended  
43 to read:

44  
45 **7-56-205. Corporations and entities organized under other**  
46 **statutes.** Any domestic or foreign corporation or other entity qualified  
47 to do business in this state and engaged in any of the activities  
48 enumerated in this article but organized under any other law may be  
49 considered for all purposes as subject to this article by amending its  
50 organizational documents as necessary to conform to this article and  
51 delivering a statement to the secretary of state for filing PURSUANT TO  
52 PART 3 OF ARTICLE 90 OF THIS TITLE. The statement to be delivered to the  
53 secretary of state shall declare that the corporation or other entity has  
54 determined to accept the benefits of and to be bound by the provisions of  
55 this article and has authorized necessary changes as required in its  
56 organizational documents and shall be ~~signed and sworn to~~ CAUSED TO BE

1 DELIVERED TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART  
 2 3 OF ARTICLE 90 OF THIS TITLE, by a majority of the board or other  
 3 governing body of the corporation or other entity.  
 4

5 **SECTION 25.** The introductory portion to 7-56-408 (2) and  
 6 7-56-408 (3) (a) and (4), Colorado Revised Statutes, are amended to read:  
 7

8 **7-56-408. Registered office and registered agent.** (2) ~~A AN~~  
 9 AUTHORIZED OFFICER OF A cooperative may ~~change~~ CAUSE its registered  
 10 office or registered agent TO BE CHANGED by ~~delivering~~ CAUSING TO BE  
 11 DELIVERED to the secretary of state, for filing ~~an original and two exact~~  
 12 ~~or conformed copies of~~ PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE,  
 13 a statement of change ~~the original of which shall be originally signed by~~  
 14 ~~an officer of the cooperative~~; that sets forth:  
 15

16 (3) (a) The registered agent of a cooperative may resign the  
 17 agency by delivering to the secretary of state, for filing PURSUANT TO  
 18 PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of resignation, which  
 19 shall be accompanied by two exact or conformed copies thereof. The  
 20 statement of resignation may include a statement that the registered office  
 21 is also discontinued.  
 22

23 (4) ~~After filing the statement of change or of resignation, the~~  
 24 ~~secretary of state shall deliver one copy to the registered office of the~~  
 25 ~~cooperative and the other copy to the principal office of the cooperative~~  
 26 ~~as shown in the records of the secretary of state.~~  
 27

28 **SECTION 26.** 7-56-507 (1), Colorado Revised Statutes, is  
 29 amended to read:  
 30

31 **7-56-507. Application of other laws.** (1) If a matter is not  
 32 addressed in this article, the "Colorado Business Corporation Act",  
 33 articles 101 to 117 of this title, shall apply to the cooperatives organized  
 34 under or subject to this article; except that a cooperative may elect to  
 35 have the provisions of the "Colorado Revised Nonprofit Corporation  
 36 Act", articles 121 to 137 of this title, apply to it if such cooperative does  
 37 so in its articles or by a resolution of its members ~~filed with~~ THAT IS  
 38 DELIVERED TO the secretary of state FOR FILING PURSUANT TO PART 3 OF  
 39 ARTICLE 90 OF THIS TITLE. A cooperative may revoke such election by  
 40 amending its articles or by ~~filing a resolution of its members with~~  
 41 DELIVERING TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF  
 42 ARTICLE 90 OF THIS TITLE, A RESOLUTION OF ITS MEMBERS.  
 43

44 **SECTION 27.** 7-56-602 (3), Colorado Revised Statutes, is  
 45 amended to read:  
 46

47 **7-56-602. Merger or consolidation or share or equity capital**  
 48 **exchange.** (3) The articles of merger, consolidation, or share or equity  
 49 capital exchange shall be delivered to the secretary of state for filing. ~~A~~  
 50 ~~fee, determined and collected pursuant to section 24-21-104 (3), C.R.S.,~~  
 51 ~~shall be paid to the secretary of state for filing the articles~~ PURSUANT TO  
 52 PART 3 OF ARTICLE 90 OF THIS TITLE. If a party to the merger,  
 53 consolidation, or share or equity capital exchange is the owner of real  
 54 property in the state of Colorado and the merger, consolidation, or share  
 55 or equity capital exchange would affect the title to the real property, a  
 56 copy of the articles of merger, consolidation, or share or equity capital

1 exchange, CERTIFIED BY THE SECRETARY OF STATE, shall be filed for  
2 record in the office of the county clerk and recorder in the county or  
3 counties in which the real property is situated.

4  
5 **SECTION 28.** 7-56-604 (4), Colorado Revised Statutes, is  
6 amended to read:

7  
8 **7-56-604. Merger of parent and subsidiary.** (4) If the members  
9 of the parent cooperative have the right to vote on the plan of merger,  
10 unless the articles, bylaws, or the board requires a greater or lesser vote,  
11 the plan of merger, consolidation, or share or equity capital exchange  
12 shall be approved by a majority of the members of the parent cooperative  
13 present and voting on the plan in person or in any other manner  
14 authorized by the cooperative pursuant to section 7-56-305 (1). Upon  
15 approval of a plan of merger pursuant to this section, articles of merger  
16 shall be delivered to the secretary of state, for filing ~~the fee shall be paid~~  
17 ~~to the secretary of state~~ PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE,  
18 and a copy of the articles of merger, CERTIFIED BY THE SECRETARY OF  
19 STATE, shall be filed for record in each of the counties, if any, in which  
20 such filing is required by section 7-56-602 (3).

21  
22 **SECTION 29.** 7-56-605 (1) and the introductory portion to  
23 7-56-605 (2) and 7-56-605 (3), Colorado Revised Statutes, are amended  
24 to read:

25  
26 **7-56-605. Articles of merger, consolidation, or share or equity**  
27 **capital exchange.** (1) After a plan of merger, consolidation, or share or  
28 equity capital exchange is approved by all necessary action of all parties,  
29 articles of merger, consolidation, or share or equity capital exchange shall  
30 be ~~executed~~ APPROVED by each party to the merger, consolidation, or  
31 share or equity capital exchange.

32  
33 (2) The surviving, new, or acquiring entity shall deliver to the  
34 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
35 TITLE, the articles of merger, consolidation, or share or equity capital  
36 exchange that shall set forth the following:

37  
38 (3) The merger, consolidation, or share or equity capital exchange  
39 shall be effective as provided in ~~section 7-56-105~~ SECTION 7-90-304.

40  
41 **SECTION 30.** 7-56-607 (2) (a) (II), Colorado Revised Statutes,  
42 is amended to read:

43  
44 **7-56-607. Merger, consolidation, or share or equity capital**  
45 **exchange with foreign business.** (2) Upon the merger, consolidation,  
46 or share or equity capital exchange taking effect, the surviving foreign  
47 entity of a merger or consolidation and the acquiring foreign entity of a  
48 share or equity capital exchange:

49  
50 (a) Shall either:

51  
52 (II) Be deemed to have authorized service of process on it in  
53 connection with any such proceeding by registered or certified mail,  
54 return receipt requested, to the address of its principal office as set forth  
55 in the articles of merger, consolidation, or share or equity capital  
56 exchange or as last changed by notice delivered to the secretary of state

1 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE; and

2  
3 **SECTION 31.** The introductory portion to 7-56-703 (1),  
4 Colorado Revised Statutes, is amended to read:

5  
6 **7-56-703. Articles of dissolution.** (1) At any time after  
7 dissolution is authorized, the cooperative may dissolve by delivering to  
8 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
9 THIS TITLE, articles of dissolution setting forth:

10  
11 **SECTION 32.** The introductory portion to 7-56-704 (3) and  
12 7-56-704 (4), Colorado Revised Statutes, are amended to read:

13  
14 **7-56-704. Revocation of dissolution.** (3) After the revocation of  
15 dissolution is authorized, the cooperative may revoke the dissolution by  
16 delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
17 ARTICLE 90 OF THIS TITLE, within one hundred twenty days after the  
18 effective date of dissolution, articles of revocation of dissolution, together  
19 with a copy of its articles of dissolution, that set forth:

20  
21 ~~(4) Revocation of dissolution is effective at the time of filing on~~  
22 ~~the date it is filed, as evidenced by the secretary of state's time and date~~  
23 ~~endorsement on the document. No delayed effective date may be~~  
24 ~~specified IN A REVOCATION OF DISSOLUTION.~~

25  
26 **SECTION 33.** The introductory portion to 7-56-712 (1) and  
27 7-56-712 (2) and (3), Colorado Revised Statutes, are amended to read:

28  
29 **7-56-712. Reinstatement following administrative dissolution.**  
30 (1) A cooperative administratively dissolved under section 7-56-711 may  
31 apply to the secretary of state for reinstatement within two years after the  
32 effective date of dissolution by delivering to the secretary of state, for  
33 filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application  
34 for reinstatement that states:

35  
36 ~~(2) The cooperative shall include in the application for~~  
37 ~~reinstatement, or in an accompanying document, the written consent to~~  
38 ~~appointment by the designated registered agent.~~

39  
40 (3) If the secretary of state determines that the application for  
41 reinstatement contains the information required by ~~subsections (1) and (2)~~  
42 ~~SUBSECTION (1)~~ of this section and that the information is correct, the  
43 secretary of state shall revoke the administrative dissolution. The  
44 secretary of state shall mail written notice of the revocation, stating the  
45 effective date of the revocation, to the cooperative.

46  
47 **SECTION 34.** 7-56-717 (1), Colorado Revised Statutes, is  
48 amended to read:

49  
50 **7-56-717. Decree of dissolution.** (1) If after a hearing the court  
51 determines that one or more grounds for judicial dissolution described in  
52 section 7-56-714 exist, it may enter a decree dissolving the cooperative  
53 and specifying the effective date of the dissolution, and the clerk of the  
54 court shall deliver a certified copy of the decree to the secretary of state,  
55 who shall file it PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

56

1           **SECTION 35.** The introductory portion to 7-56-803 (1),  
2 Colorado Revised Statutes, is amended to read:

3  
4           **7-56-803. Application for authority to transact business.** (1) A  
5 foreign cooperative may apply for authority to transact business in this  
6 state by delivering to the secretary of state, for filing PURSUANT TO PART  
7 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to transact  
8 business setting forth:

9  
10           **SECTION 36.** The introductory portion to 7-56-804 (1),  
11 Colorado Revised Statutes, is amended to read:

12  
13           **7-56-804. Amended application for authority to transact**  
14 **business.** (1) A foreign cooperative authorized to transact business in  
15 this state shall deliver an amended application for authority to transact  
16 business to the secretary of state, for filing PURSUANT TO PART 3 OF  
17 ARTICLE 90 OF THIS TITLE, if the foreign cooperative:

18  
19           **SECTION 37.** The introductory portion to 7-56-809 (2),  
20 Colorado Revised Statutes, is amended to read:

21  
22           **7-56-809. Withdrawal of foreign cooperative.** (2) A foreign  
23 cooperative authorized to transact business in this state shall apply for  
24 withdrawal by delivering to the secretary of state, for filing PURSUANT TO  
25 PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal setting  
26 forth:

27  
28           **SECTION 38.** 7-56-811 (1) (e), Colorado Revised Statutes, is  
29 amended to read:

30  
31           **7-56-811. Grounds for revocation.** (1) The secretary of state  
32 shall commence a proceeding under section 7-56-812 to revoke the  
33 authority of a foreign cooperative to transact business in this state if:

34  
35           (e) An incorporator, director, officer, or agent of the foreign  
36 cooperative ~~signed~~ CAUSED a document TO BE DELIVERED TO THE  
37 SECRETARY OF STATE FOR FILING THAT such person knew was false in any  
38 material respect with the intent that the document be delivered to the  
39 secretary of state for filing; or

40  
41           **SECTION 39.** The introductory portion to 7-60-144 (1) and  
42 7-60-144 (2) (b) and (3), Colorado Revised Statutes, are amended to read:

43  
44           **7-60-144. Registration of partnerships.** (1) A partnership may  
45 register as a registered limited liability partnership, and a limited  
46 partnership may register as a registered limited liability limited  
47 partnership, by ~~filing~~ DELIVERING TO THE SECRETARY OF STATE, FOR  
48 FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a registration  
49 statement. ~~with the secretary of state.~~ The registration statement shall be  
50 approved in the manner provided in the partnership agreement or, if not  
51 so provided, shall be approved by all of the general partners. The  
52 registration statement ~~shall be signed by a partner and~~ shall set forth:

53  
54           (2) A partnership or limited partnership that has registered shall  
55 continue to be a registered limited liability partnership or a registered  
56 limited liability limited partnership, as the case may be, until:

1 (b) The partnership or limited partnership ~~files~~ DELIVERS a  
2 withdrawal of registration statement TO THE SECRETARY OF STATE FOR  
3 FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

4  
5 (3) A withdrawal of registration statement ~~shall be signed by at~~  
6 ~~least one partner and~~ shall be approved in the manner provided in the  
7 partnership agreement or, if not so provided, shall be approved by all of  
8 the general partners.

9  
10 **SECTION 40.** The introductory portion to 7-62-201 (1),  
11 Colorado Revised Statutes, is amended to read:

12  
13 **7-62-201. Certificates - contents - filing with secretary of state.**

14 (1) In order to form a limited partnership, a certificate of limited  
15 partnership shall be ~~executed and filed in the office of~~ DELIVERED TO the  
16 secretary of state FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
17 TITLE. The certificate shall set forth:

18  
19 **SECTION 41.** 7-62-204, Colorado Revised Statutes, is amended  
20 to read:

21  
22 **7-62-204. Approval of certificates.** (1) Each certificate required  
23 by this article to be filed in the office of the secretary of state shall be  
24 ~~executed~~ APPROVED in the following manner:

25  
26 (a) An original certificate of limited partnership must be ~~signed~~  
27 APPROVED by all general partners;

28  
29 (b) A certificate of amendment must be ~~signed~~ APPROVED by at  
30 least one general partner and by each other general partner designated in  
31 the certificate as a new general partner; and

32  
33 (c) A certificate of cancellation must be ~~signed~~ APPROVED by all  
34 general partners or, if there are no general partners as a result of the  
35 application of section 7-62-402, by any person authorized under the  
36 partnership agreement or, if the partnership agreement does not so  
37 provide, by a person designated by a majority of the limited partners.

38  
39 (2) Any person may ~~sign~~ APPROVE a certificate by an  
40 attorney-in-fact.

41  
42 (3) ~~The execution of a certificate constitutes an affirmation under~~  
43 ~~the penalties of perjury that the facts stated therein are true.~~

44  
45 **SECTION 42.** 7-62-205 (1), (2) (c) (II), (2) (c) (III), and (2) (e),  
46 Colorado Revised Statutes, are amended to read:

47  
48 **7-62-205. Approval by judicial act - presumptions.** (1) Any  
49 person who is adversely affected by a failure or refusal to ~~execute~~  
50 APPROVE and file any certificate may petition the district court in the  
51 county where the address of the agent for service of process of the limited  
52 partnership, as reflected in the last certificate, is located or, if no such  
53 address or certificate is on file, in the city and county of Denver, to  
54 APPROVE THE CERTIFICATE AND direct THAT the ~~execution and filing of the~~  
55 certificate BE DELIVERED TO THE SECRETARY OF STATE FOR FILING  
56 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. If the court finds that

1 it is proper for the certificate to be ~~executed and~~ filed and that there has  
2 been a failure or refusal to ~~execute~~ APPROVE THE CERTIFICATE and ~~file~~  
3 DELIVER the certificate TO THE SECRETARY OF STATE, it shall order the  
4 secretary of state to ~~record~~ FILE an appropriate certificate.

5  
6 (2) (c) It shall be presumed that the partners of such limited  
7 partnership shall have agreed that:

8  
9 (II) The general partners of such limited partnership shall ~~execute~~  
10 APPROVE and cause to ~~be filed~~ such certificate TO BE DELIVERED TO THE  
11 SECRETARY OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
12 THIS TITLE;

13  
14 (III) The failure of the general partners to ~~execute~~ APPROVE and  
15 cause to ~~be filed~~ such certificate TO BE DELIVERED TO THE SECRETARY OF  
16 STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE,  
17 shall entitle any partner to obtain a court order pursuant to subsection (1)  
18 of this section requiring the secretary of state to ~~record~~ FILE an  
19 appropriate certificate.

20  
21 (e) The presumption set forth in subparagraph (II) of paragraph (c)  
22 of this subsection (2) shall not apply in an action for damages against a  
23 general partner by the other partners based on any delay or failure to  
24 ~~execute or file~~ IN THE FILING OF a certificate of limited partnership.

25  
26 **SECTION 43.** The introductory portion to 7-62-207 (1) and  
27 7-62-207 (1) (a), Colorado Revised Statutes, are amended to read:

28  
29 **7-62-207. Liability for false statement in certificate.** (1) If any  
30 certificate of limited partnership or certificate of amendment or  
31 cancellation ~~contains~~ CONTAINING a false statement IS DELIVERED TO THE  
32 SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
33 THIS TITLE, one who suffers loss by reliance on the statement may recover  
34 damages for the loss from:

35  
36 (a) Any general partner who knew or should have known the  
37 statement to be false at the time the certificate was ~~executed~~ APPROVED;  
38 and

39  
40 **SECTION 44.** 7-62-209, Colorado Revised Statutes, is amended  
41 to read:

42  
43 **7-62-209. Delivery of certificates to limited partners.** Upon the  
44 ~~return by~~ DELIVERY OF A CERTIFICATE OF LIMITED PARTNERSHIP TO the  
45 secretary of state FOR FILING pursuant to ~~section 7-62-206 of a certificate~~  
46 ~~marked "Filed"~~, SECTION 7-62-204, the general partners shall promptly  
47 deliver or mail a copy of the certificate of limited partnership to each  
48 limited partner unless the partnership agreement provides otherwise.

49  
50 **SECTION 45.** The introductory portion to 7-62-210 (3),  
51 Colorado Revised Statutes, is amended to read:

52  
53 **7-62-210. Merger and consolidation of limited partnerships.**  
54 (3) Following a merger or consolidation of one or more domestic limited  
55 partnerships and one or more limited partnerships formed under the laws  
56 of any jurisdiction, if the surviving or resulting limited partnership is not

1 a domestic limited partnership, it shall comply with the provisions of this  
2 article with respect to foreign limited partnerships if it is to transact  
3 business in this state, and, in every case, it shall ~~file with~~ DELIVER TO the  
4 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
5 TITLE:

6  
7 **SECTION 46.** 7-62-304 (1), Colorado Revised Statutes, is  
8 amended to read:

9  
10 **7-62-304. Person erroneously believing himself a limited**  
11 **partner.** (1) Except as provided in subsection (2) of this section, a  
12 person who makes a contribution to a business enterprise and  
13 erroneously, but in good faith, believes that he has become a limited  
14 partner in the enterprise is not a general partner in the enterprise and is  
15 not bound by its obligations by reason of making the contribution,  
16 receiving distributions from the enterprise, or exercising any rights of a  
17 limited partner, if, on ascertaining the mistake, he causes an appropriate  
18 certificate of limited partnership or a certificate of amendment to be  
19 ~~executed and~~ filed IN THE RECORDS OF THE SECRETARY OF STATE  
20 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

21  
22 **SECTION 47.** The introductory portion to 7-62-902 (1),  
23 Colorado Revised Statutes, is amended to read:

24  
25 **7-62-902. Registration.** (1) Before transacting business in this  
26 state, a foreign limited partnership shall register with the secretary of  
27 state. In order to register, a foreign limited partnership shall ~~submit~~  
28 DELIVER to the secretary of state, ~~in duplicate~~ FOR FILING PURSUANT TO  
29 PART 3 OF ARTICLE 90 OF THIS TITLE, an application for registration as a  
30 foreign limited partnership ~~executed by a general partner and~~ setting  
31 forth:

32  
33 **SECTION 48.** 7-62-905, Colorado Revised Statutes, is amended  
34 to read:

35  
36 **7-62-905. Changes and amendments.** If any statement in the  
37 application for registration of a foreign limited partnership was false  
38 when made or any arrangements or other facts described have changed,  
39 making the application inaccurate in any respect, including but not  
40 limited to a change in the registered agent or office required to be  
41 maintained by section 7-62-902, the foreign limited partnership shall  
42 promptly ~~submit to the office of~~ DELIVER TO the secretary of state, ~~in~~  
43 ~~duplicate~~ FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE,  
44 an amended application for registration as a foreign limited partnership  
45 ~~executed by a general partner~~, correcting such statement.

46  
47 **SECTION 49.** 7-62-1104 (1) (a), Colorado Revised Statutes, is  
48 amended to read:

49  
50 **7-62-1104. Rules for cases not provided for in this article -**  
51 **registration as limited liability limited partnership.** (1) In any case  
52 not provided for in this article, the provisions of either article 60 or 64 of  
53 this title shall govern, to the extent applicable, as follows:

54  
55 (a) A limited partnership may elect to be governed by article 64  
56 of this title by ~~filing in the office of~~ DELIVERING TO the secretary of state,



1 FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate  
2 of limited partnership or a certificate of amendment of limited partnership  
3 that includes a declaration that it elects to be governed by such article.  
4 If the election is made by a certificate of amendment, the certificate of  
5 amendment shall be signed APPROVED by all general partners,  
6 notwithstanding section 7-62-204 (1) (b).

7  
8 **SECTION 50.** 7-63-104, Colorado Revised Statutes, is amended  
9 to read:

10  
11 **7-63-104. Formation of association.** Any two or more persons  
12 may form a limited partnership association by subscribing to the capital  
13 of the association and by signing APPROVING and delivering articles of  
14 association to the secretary of state for filing PURSUANT TO PART 3 OF  
15 ARTICLE 90 OF THIS TITLE. The association shall be formed upon the  
16 effective date of the filing of the articles by the secretary of state.

17  
18 **SECTION 51.** 7-63-105 (2) and (3), Colorado Revised Statutes,  
19 are amended to read:

20  
21 **7-63-105. Articles.** (2) Any amendment to or restatement of the  
22 articles of association must be authorized APPROVED in a separate writing  
23 or writings by all of the members. This subsection (2) is a default rule,  
24 subject to the bylaws.

25  
26 (3) ~~Articles of amendment, restatement, or dissolution filed with~~  
27 ~~the secretary of state on behalf of the association are not effective unless~~  
28 ~~signed by the chairman, any manager or vice-chairman, and the secretary~~  
29 ~~or an assistant secretary. Other documents to be so filed may be signed~~  
30 ~~by any one of the managers or officers. Any person other than an officer~~  
31 ~~who may sign articles of association or other documents may sign such~~  
32 ~~documents by an agent. A manager, officer, agent, or fiduciary need not~~  
33 ~~exhibit any evidence of authority as a prerequisite to any filing.~~

34  
35 **SECTION 52.** 7-63-108 (3) (a), (3) (c), (3) (d), and (3) (e),  
36 Colorado Revised Statutes, are amended to read:

37  
38 **7-63-108. Reference to corporation law.** (3) Except as  
39 otherwise provided in this article, the laws of this state applicable to a  
40 corporation organized under the "Colorado Business Corporation Act",  
41 articles 101 to 117 of this title, shall apply to an association with respect  
42 to the following matters:

43  
44 (a) ~~The execution and filing with~~ BY the secretary of state of  
45 articles for the formation or dissolution of an association, periodic reports  
46 concerning an association, change of registered agent or registered or  
47 principal office, and other documents including withdrawal and  
48 restatement of, amendments and corrections to, and statements with  
49 respect to any articles, reports, and other documents;

50  
51 (c) The effect of signing APPROVING documents to be filed with  
52 BY the secretary of state, the effective date and effect of any filing with  
53 BY or certification of documents or facts by the secretary of state, and the  
54 effect and effective date of any filing or recording of a document with a  
55 clerk and recorder;

56

1           ~~(d) The fees payable to the secretary of state for filing of~~  
2 ~~documents and for providing information and other services and the~~  
3 ~~penalties payable to the secretary of state and other civil and criminal~~  
4 ~~penalties with respect to documents permitted or required to be filed with~~  
5 ~~DELIVERED TO the secretary of state FOR FILING PURSUANT TO PART 3 OF~~  
6 ~~ARTICLE 90 OF THIS TITLE;~~

7  
8           ~~(e) The availability, reservation, registration, recording, use,~~  
9 ~~protection, withdrawal, and change of a domestic entity name and~~  
10 ~~assumed or trade names of an association;~~

11  
12           **SECTION 53.** 7-63-117 (4), Colorado Revised Statutes, is  
13 amended to read:

14  
15           **7-63-117. Conversion.** (4) The partners or members of an entity  
16 resulting from a conversion authorized by subsection (1) of this section  
17 shall have the same protections from and responsibilities for the liabilities  
18 of the converted entity as are provided in the case applicable to the  
19 conversion under such subsection. The members of an association  
20 resulting from a conversion shall ~~sign and file~~ CAUSE TO BE DELIVERED TO  
21 THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90  
22 OF THIS TITLE, articles of association on behalf of the association as  
23 required in the case of an association initially formed under this article.

24  
25           **SECTION 54.** 7-64-101 (6), (7), and (29) Colorado Revised  
26 Statutes, are amended to read:

27  
28           **7-64-101. Definitions.** As used in this article, unless the context  
29 otherwise requires:

30  
31           (6) "Effective date", when referring to a document filed by the  
32 secretary of state, means the time and date determined in accordance with  
33 ~~section 7-64-1106~~ SECTION 7-90-304.

34  
35           (7) "Filed statement" means a statement that has been filed ~~in the~~  
36 ~~office of~~ BY the secretary of state PURSUANT TO PART 3 OF ARTICLE 90 OF  
37 THIS TITLE. A copy of a filed statement means a ~~certified copy of a filed~~  
38 ~~statement or a photocopy of a filed statement that bears the secretary of~~  
39 ~~state's stamp or other endorsement of filing, together with the time and~~  
40 ~~date of receipt~~ COPY OF THE FILED STATEMENT THAT THE SECRETARY OF  
41 STATE HAS CERTIFIED TO BE IN THE RECORDS OF THE SECRETARY OF STATE.

42  
43           (29) "Statement" means a statement of partnership authority under  
44 section 7-64-303, a statement of denial under section 7-64-304, a  
45 statement of dissociation under section 7-64-704, a statement of  
46 dissolution under section 7-64-805, a statement of merger under section  
47 7-64-907, a registration statement under section 7-64-1002, a statement  
48 of withdrawal of registration under section 7-64-1002, a statement of  
49 correction under ~~section 7-64-1107~~ SECTION 7-90-305, or an amendment  
50 or cancellation of any of the foregoing.

51  
52           **SECTION 55.** 7-64-105 (4), Colorado Revised Statutes, is  
53 amended to read:

54  
55           **7-64-105. Execution, filing, and recording of statements.** (4) A  
56 person authorized by this article to deliver a statement to the secretary of

1 state for filing may amend or cancel the statement by delivering to the  
2 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
3 TITLE, an amendment or cancellation that names the partnership,  
4 identifies the statement, and states the substance of the amendment or  
5 cancellation.

6  
7 **SECTION 56.** The introductory portion to 7-64-303 (1),  
8 Colorado Revised Statutes, is amended to read:

9  
10 **7-64-303. Statement of partnership authority.** (1) A  
11 partnership may deliver to the secretary of state, for filing PURSUANT TO  
12 PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of partnership authority,  
13 which statement:

14  
15 **SECTION 57.** 7-64-304, Colorado Revised Statutes, is amended  
16 to read:

17  
18 **7-64-304. Statement of denial.** A partner or other person named  
19 as a partner in a filed statement of partnership authority or in a list  
20 maintained by an agent pursuant to section 7-64-303 (2) may deliver to  
21 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
22 THIS TITLE, a statement of denial stating the name of the partnership, or  
23 the domestic entity name if the partnership has filed a statement of  
24 partnership authority pursuant to section 7-64-303 or is a limited liability  
25 partnership, and the fact that is being denied, which may include denial  
26 of a person's authority or status as a partner. A statement of denial is a  
27 limitation on authority as provided in section 7-64-303 (4) and (5).

28  
29 **SECTION 58.** 7-64-704 (1), Colorado Revised Statutes, is  
30 amended to read:

31  
32 **7-64-704. Statement of dissociation.** (1) A dissociated partner  
33 or the partnership may deliver to the secretary of state, for filing  
34 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of  
35 dissociation stating the name of the partnership, or the domestic entity  
36 name if the partnership has filed a statement of partnership authority  
37 pursuant to section 7-64-303 or is a limited liability partnership, and the  
38 partner is dissociated from the partnership.

39  
40 **SECTION 59.** 7-64-805 (1) and (4), Colorado Revised Statutes,  
41 are amended to read:

42  
43 **7-64-805. Statement of dissolution.** (1) After dissolution, a  
44 partner who has not wrongfully dissociated may deliver to the secretary  
45 of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a  
46 statement of dissolution stating the name of the partnership, or the  
47 domestic entity name if the partnership has filed a statement of  
48 partnership authority pursuant to section 7-64-303 or is a limited liability  
49 partnership, and that the partnership has dissolved and is winding up its  
50 business.

51  
52 (4) Notwithstanding dissolution or the filing or recording of a  
53 statement of dissolution, a partnership may deliver to the secretary of  
54 state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, and, if  
55 appropriate, record a statement of partnership authority which will  
56 operate with respect to a person not a partner as provided in section

1 7-64-303 (4) and (5) in any transaction, whether or not the transaction is  
2 appropriate for winding up the partnership business.

3  
4 **SECTION 60.** The introductory portion to 7-64-902 (3),  
5 Colorado Revised Statutes, is amended to read:

6  
7 **7-64-902. Conversion of partnership to limited partnership.**

8 (3) After the conversion is approved as provided in subsection (2) of this  
9 section, the partnership shall ~~cause to be filed~~ DELIVER TO THE  
10 SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
11 THIS TITLE, a certificate of limited partnership, ~~in this state~~, or, if  
12 applicable, shall comply with the requirements of the jurisdiction in  
13 which the foreign limited partnership is to be formed. A certificate of  
14 limited partnership TO BE filed in this state shall include:

15  
16 **SECTION 61.** 7-64-907 (1), Colorado Revised Statutes, is  
17 amended to read:

18  
19 **7-64-907. Statement of merger.** (1) After a merger, the  
20 surviving partnership or limited partnership may deliver to the secretary  
21 of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a  
22 statement that one or more partnerships or limited partnerships have  
23 merged into the surviving entity.

24  
25 **SECTION 62.** The introductory portions to 7-64-1002 (1) and (2)  
26 and 7-64-1002 (4), Colorado Revised Statutes, are amended to read:

27  
28 **7-64-1002. Registration.** (1) A partnership may register as a  
29 limited liability partnership, and a limited partnership formed under  
30 article 61 or 62 of this title may register as a limited liability limited  
31 partnership, by delivering TO THE SECRETARY OF STATE, FOR FILING  
32 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a registration  
33 statement. ~~to the secretary of state for filing.~~ The registration shall be  
34 effective upon the effective date of the registration statement. If a  
35 certificate of limited partnership is being filed, the registration statement  
36 under this subsection (1) may be combined with or stated in the  
37 certificate of limited partnership. The registration statement shall be  
38 approved in the manner provided in the partnership agreement or, if not  
39 so provided, shall be approved by all of the general partners. The  
40 registration statement ~~shall be signed by a general partner~~ and shall set  
41 forth:

42  
43 (2) A foreign limited liability partnership or a foreign limited  
44 liability limited partnership may register as such with the secretary of  
45 state by delivering a registration statement to the secretary of state for  
46 filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. The registration  
47 statement shall be approved in the manner provided in the partnership  
48 agreement or, if not so provided, shall be approved by all of the general  
49 partners. The registration statement ~~shall be signed by a general partner~~  
50 ~~and~~ shall set forth:

51  
52 (4) A partnership or a limited partnership may deliver to the  
53 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
54 TITLE, a statement of withdrawal of registration. The statement of  
55 withdrawal of registration shall be ~~signed by at least one general partner~~  
56 ~~and~~ shall be approved in the manner provided in the partnership

1 agreement or, if not so provided, shall be approved by all of the general  
2 partners. The withdrawal of registration shall be effective upon the  
3 effective date of the statement of withdrawal of registration.

4  
5 **SECTION 63.** 7-64-1103, Colorado Revised Statutes, is amended  
6 to read:

7  
8 **7-64-1103. Filing requirements.** (1) ~~A document shall satisfy~~  
9 ~~the requirements of this section and of any other section that adds to or~~  
10 ~~varies these requirements to be entitled to filing by the secretary of state.~~  
11 ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING  
12 PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF  
13 PART 3 OF ARTICLE 90 OF THIS TITLE.

14  
15 (2) ~~The document shall be one which is required or permitted by~~  
16 ~~this article to be delivered for filing in the office of the secretary of state.~~

17  
18 (3) ~~The document shall contain all information required by this~~  
19 ~~article and may contain other information as well.~~

20  
21 (4) ~~The document shall be typewritten or printed.~~

22  
23 (5) ~~The document shall be in the English language. A partnership~~  
24 ~~name need not be in English if written in English letters or arabic or~~  
25 ~~roman numerals, and the certificate of existence required of foreign~~  
26 ~~partnerships need not be in English if accompanied by a reasonably~~  
27 ~~authenticated English translation.~~

28  
29 (6) ~~The document shall be executed, or shall be a true copy, made~~  
30 ~~by photographic, xerographic, or other process providing similar copy~~  
31 ~~accuracy, of a document that has been executed, as follows: EXCEPT AS~~  
32 ~~MAY BE OTHERWISE PROVIDED IN THIS ARTICLE, AND SUBJECT TO ANY~~  
33 ~~ADDITIONAL REQUIREMENTS THAT MAY BE CONTAINED IN THE~~  
34 ~~PARTNERSHIP AGREEMENT, DELIVERY OF THE DOCUMENT TO THE~~  
35 ~~SECRETARY OF STATE FOR FILING SHALL BE CAUSED BY TWO OR MORE~~  
36 ~~PARTNERS; OR:~~

37  
38 (a) ~~Except as may be otherwise provided in this article: BY ANY~~  
39 ~~PERSON AUTHORIZED UNDER THIS ARTICLE, THE PARTNERSHIP AGREEMENT,~~  
40 ~~OR OTHER LAW TO CAUSE THE DOCUMENT TO BE DELIVERED TO THE~~  
41 ~~SECRETARY OF STATE FOR FILING;~~

42  
43 (I) ~~By two or more partners; or~~

44  
45 (II) ~~By any person authorized under this article, the partnership~~  
46 ~~agreement, or other law to execute the document;~~

47  
48 (b) ~~If the partnership is in the hands of a receiver, trustee, or other~~  
49 ~~court-appointed fiduciary, by that fiduciary; or~~

50  
51 (c) ~~If the document is that of a registered agent, by the registered~~  
52 ~~agent, if the person is an individual, or by a person authorized by the~~  
53 ~~registered agent to execute the document, if the registered agent is an~~  
54 ~~entity.~~

55  
56 (7) ~~The person executing the document shall state beneath or~~

1 ~~opposite such person's signature his or her name and the capacity in~~  
2 ~~which the person signs.~~

3  
4 (8) ~~The document may but need not contain an acknowledgment,~~  
5 ~~verification, or proof.~~

6  
7 (9) ~~Whether or not the document contains an acknowledgment,~~  
8 ~~verification, or proof permitted by subsection (8) of this section, the~~  
9 ~~signature of each person signing the document shall constitute the~~  
10 ~~affirmation or acknowledgment of such person, under penalties of~~  
11 ~~perjury, that the document is the person's act and deed or the act and deed~~  
12 ~~of the partnership and that the facts stated in the document are true.~~

13  
14 (10) ~~If the secretary of state requires the use of a form or cover~~  
15 ~~sheet for a document under section 7-64-1104, the document shall be in~~  
16 ~~or on the required form or shall have the required cover sheet.~~

17  
18 (11) ~~The document shall be delivered to the secretary of state for~~  
19 ~~filing and shall be accompanied by one exact or conformed copy thereof~~  
20 ~~(except as provided in section 7-64-1115), the correct filing fee, and any~~  
21 ~~penalty required by this article or other law. Except with respect to~~  
22 ~~filings pursuant to section 7-64-1115, the document shall state, or be~~  
23 ~~accompanied by a writing stating, the address to which the secretary of~~  
24 ~~state may deliver a copy upon completion of the filing.~~

25  
26 **SECTION 64.** ~~The introductory portion to 7-64-1114 (1) and~~  
27 ~~7-64-1114 (1) (e) and (2), Colorado Revised Statutes, are amended to~~  
28 ~~read:~~

29  
30 **7-64-1114. Change of registered office or registered agent.**  
31 (1) ~~A partnership may change its registered office or registered agent by~~  
32 ~~delivering to the secretary of state, for filing PURSUANT TO PART 3 OF~~  
33 ~~ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:~~

34  
35 (e) ~~If the registered agent is to be changed, the name of the new~~  
36 ~~registered agent; and the new registered agent's written consent to the~~  
37 ~~appointment, either on the statement of change or in an accompanying~~  
38 ~~document, and~~

39  
40 (2) ~~If a registered agent changes the street address of the~~  
41 ~~registered agent's business office, the registered agent may change the~~  
42 ~~street address of the registered office of any partnership for which the~~  
43 ~~registered agent is the registered agent by giving written notice to the~~  
44 ~~partnership of the change and executing, either manually or in facsimile,~~  
45 ~~and delivering to the secretary of state, for filing PURSUANT TO PART 3 OF~~  
46 ~~ARTICLE 90 OF THIS TITLE, a statement of change that complies with the~~  
47 ~~requirements of subsection (1) of this section and recites that notice of the~~  
48 ~~change has been given to the partnership.~~

49  
50 **SECTION 65.** ~~7-64-1115 (1) and (2), Colorado Revised Statutes,~~  
51 ~~are amended to read:~~

52  
53 **7-64-1115. Resignation of registered agent.** (1) ~~The registered~~  
54 ~~agent of a partnership may resign the agency by delivering to the~~  
55 ~~secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS~~  
56 ~~TITLE, a statement of resignation. which shall be accompanied by two~~

1 ~~exact or conformed copies thereof.~~ The statement of resignation may  
2 include a statement that the registered office is also discontinued.  
3

4 (2) ~~After filing the statement of resignation, the secretary of state~~  
5 ~~shall deliver one copy to the registered office of the partnership and the~~  
6 ~~other copy to the chief executive office of the partnership.~~  
7

8 **SECTION 66.** The introductory portion to 7-70-102 (1) and  
9 7-70-102 (2) and (3), Colorado Revised Statutes, are amended to read:  
10

11 **7-70-102. Application for registration.** (1) Any person who  
12 adopts and uses a trademark in this state may ~~file in the office of~~ DELIVER  
13 TO the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90  
14 OF THIS TITLE, on a form to be furnished by the secretary of state, an  
15 application for registration of that trademark setting forth but not limited  
16 to the following:  
17

18 (2) ~~The application shall be signed and verified by the applicant,~~  
19 ~~a member of or agent for the firm, an officer or agent of the corporation~~  
20 ~~or association, or a manager or managers of a limited liability company~~  
21 ~~applying. The application shall be filed in duplicate and each copy of the~~  
22 ~~application shall be accompanied by a specimen or facsimile of the~~  
23 ~~trademark.~~  
24

25 (3) ~~The applicant shall pay to the secretary of state, for the use of~~  
26 ~~the state, a fee which shall be determined and collected pursuant to~~  
27 ~~section 24-21-104 (3), C.R.S., for filing and recording each application~~  
28 ~~for registration of a trademark and for issuing a certificate of registration.~~  
29

30 **SECTION 67.** 7-70-105 (2) and (3), Colorado Revised Statutes,  
31 are amended to read:  
32

33 **7-70-105. Assignment and change of name.** (2) Assignments  
34 shall be by instruments in writing duly executed by the owner and may  
35 be ~~filed with~~ DELIVERED TO the secretary of state ~~upon payment to the~~  
36 ~~secretary of state of a fee which shall be determined and collected~~  
37 ~~pursuant to section 24-21-104 (3), C.R.S., who, upon filing the~~  
38 ~~assignment, shall legibly stamp or otherwise endorse the word "filed",~~  
39 ~~with the name and official title of the secretary of state on the copies.~~  
40 ~~The secretary of state shall deliver the accompanying copy, with the~~  
41 ~~receipt for filing fees, if any, to the applicant~~ FOR FILING PURSUANT TO  
42 PART 3 OF ARTICLE 90 OF THIS TITLE. Any assignment of any registration  
43 under this article shall be void as against any subsequent purchaser for  
44 valuable consideration without notice unless it is ~~filed with~~ DELIVERED TO  
45 the secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
46 THIS TITLE, within three months after the date thereof or prior to the  
47 subsequent purchase.  
48

49 (3) Any individual, firm, partnership, corporation, limited liability  
50 company, association, union, or other organization having a trademark  
51 registered with the secretary of state, upon changing its name, shall ~~file~~  
52 DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3  
53 OF ARTICLE 90 OF THIS TITLE, a change of name statement ~~with the~~  
54 ~~secretary of state~~ giving the name of the owner as shown on the  
55 registration on file with the secretary of state, the original registration  
56 number assigned by the secretary of state, the name change, the words

1 constituting the trademark, and the trademark classification. Such  
2 statement shall be signed by the owner or the owner's agent. The  
3 secretary of state shall charge a fee which shall be determined and  
4 collected pursuant to section 24-21-104 (3), C.R.S., for filing the  
5 statement and shall, upon request, issue a new certificate for a fee which  
6 shall be determined and collected pursuant to section 24-21-104 (3);  
7 C.R.S.

8  
9 **SECTION 68.** The introductory portion to 7-71-101 (2),  
10 7-71-101 (5) and (7), the introductory portions to 7-71-101 (8), (9), and  
11 (10), and 7-71-101 (12), Colorado Revised Statutes, are amended to read:

12  
13 **7-71-101. Membership of firm - business under assumed name**  
14 **- fees.** (2) Any corporation, limited partnership, limited liability  
15 company, limited liability partnership, or limited liability limited  
16 partnership on file with the secretary of state may transact all or a portion  
17 of its business under a trade name by delivering to the secretary of state,  
18 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate  
19 regarding such trade name setting forth the following:

20  
21 (5) ~~The secretary of state shall charge and collect a fee which~~  
22 ~~shall be determined and collected pursuant to section 24-21-104 (3);~~  
23 ~~C.R.S., for the filing of each certificate provided for by this section.~~

24  
25 (7) ~~The certification provided for in this section~~ A COPY OF THE  
26 CERTIFICATE, CERTIFIED BY THE SECRETARY OF STATE, may be recorded  
27 and, upon recording, shall constitute prima facie evidence of the facts  
28 recited therein insofar as the same affect title to real property.

29  
30 (8) Any entity having a trade name registered with the secretary  
31 of state may relinquish such trade name by delivering to the secretary of  
32 state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a  
33 certificate of withdrawal of trade name setting forth:

34  
35 (9) Any entity having a trade name registered with the secretary  
36 of state as provided in this section, upon changing its name, shall deliver  
37 to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
38 THIS TITLE, a change of name certificate setting forth the following:

39  
40 (10) Any entity that is the survivor of a merger or consolidation,  
41 if it desires to use the trade name previously used by the merging or  
42 consolidating entity, shall, within ninety days after the merger or  
43 consolidation, deliver TO THE SECRETARY OF STATE, FOR FILING PURSUANT  
44 TO PART 3 OF ARTICLE 90 OF THIS TITLE, a certificate of merger or  
45 consolidation, ~~to the secretary of state for filing;~~ setting forth the  
46 following:

47  
48 (12) ~~Any certificate filed pursuant to this section shall be~~  
49 ~~executed, or shall be a true copy, made by photographic, Xerographic~~  
50 ~~XEROGRAPHIC, or other process providing similar copy accuracy, as~~  
51 ~~follows:~~

52  
53 (a) ~~If filed by a corporation, then executed by the chairperson of~~  
54 ~~the board of directors, by all of its directors, by one of its officers, or by~~  
55 ~~any other person authorized to execute the certificate;~~

56



1 ~~(b) If filed by a limited partnership, limited liability partnership,~~  
2 ~~or limited liability limited partnership, then executed by one or more of~~  
3 ~~its general partners; or~~

4  
5 ~~(c) If filed by a limited liability company, then executed by one~~  
6 ~~or more of its managers.~~

7  
8 **SECTION 69.** The introductory portion to 7-73-102 (1) and  
9 7-73-102 (1) (a), Colorado Revised Statutes, are amended to read:

10  
11 **7-73-102. Verified statement filed with secretary of state.**

12 (1) A person who uses in this state a name, mark, or device to indicate  
13 ownership of articles or supplies may ~~file in the office of~~ DELIVER TO the  
14 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
15 TITLE, a ~~verified~~ statement setting forth, but not limited to, the following  
16 information:

17  
18 (a) The name and business address of the ~~person filing the~~  
19 ~~statement~~ APPLICANT and, if a corporation, the state of incorporation;

20  
21 **SECTION 70.** 7-73-103 (1), Colorado Revised Statutes, is  
22 amended to read:

23  
24 **7-73-103. Certificate to be issued by secretary of state.**

25 (1) Upon compliance with the requirements of this article, the secretary  
26 of state shall cause a certificate to be issued and delivered to the ~~person~~  
27 ~~filing the statement~~ APPLICANT. The certificate shall be issued over the  
28 signature and the seal of the secretary of state, and it shall show the name  
29 and business address of the ~~person claiming ownership of the articles or~~  
30 ~~supplies upon which the name, mark, or device is produced~~ APPLICANT;  
31 the nature of the business of the applicant; the type of articles or supplies  
32 upon which the name, mark, or device is produced and used; a copy,  
33 specimen, facsimile, or counterpart of the name, mark, or device as filed  
34 in the secretary of state's office or a reproduction thereof; and the filing  
35 date.

36  
37 **SECTION 71.** 7-73-104, Colorado Revised Statutes, is amended  
38 to read:

39  
40 **7-73-104. Assignment of certificate.** The certificate of the filing  
41 of any name, mark, or device under this article and the benefits obtained  
42 thereunder shall be assignable with the sale of the articles or supplies on  
43 which the same are produced and used. Assignments shall be by  
44 instruments in writing duly executed, and ~~may be recorded upon the~~  
45 ~~payment of a fee which shall be determined and collected pursuant to~~  
46 ~~section 24-21-104 (3), C.R.S., payable to the secretary of state, who, after~~  
47 ~~recording the assignment, may, upon request of the assignee, issue in his~~  
48 ~~name a new certificate~~ NOTICES OF SUCH ASSIGNMENTS MAY BE  
49 DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART  
50 3 OF ARTICLE 90 OF THIS TITLE. AFTER FILING A NOTICE OF ASSIGNMENT,  
51 THE SECRETARY OF STATE MAY, UPON REQUEST OF THE ASSIGNEE, ISSUE IN  
52 A NEW CERTIFICATE IN THE NAME OF THE ASSIGNEE.

53  
54 **SECTION 72.** 7-80-102 (1), Colorado Revised Statutes, is  
55 amended to read:

1           **7-80-102. Definitions.** As used in this article, unless the context  
2 otherwise requires:  
3

4           (1) "Articles of organization" means the articles of organization  
5 filed with IN THE RECORDS OF the secretary of state for the purpose of  
6 forming a limited liability company as specified in sections 7-80-203 to  
7 7-80-205.  
8

9           **SECTION 73.** 7-80-203 (1), Colorado Revised Statutes, is  
10 amended to read:  
11

12           **7-80-203. Formation.** (1) One or more natural persons eighteen  
13 years of age or older may organize a limited liability company by  
14 ~~executing and delivering~~ articles of organization to the secretary of state,  
15 FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, as specified  
16 in sections 7-80-204 and 7-80-205. Such person or persons need not be  
17 members of the limited liability company after formation has occurred.  
18 ~~The execution of the articles of organization constitutes an affirmation by~~  
19 ~~any such person, under penalty of perjury, that the facts stated therein are~~  
20 ~~true and that the limited liability company has one or more members. A~~  
21 ~~person may sign the articles of organization by an attorney-in-fact duly~~  
22 ~~authorized by a written power of attorney.~~  
23

24           **SECTION 74.** 7-80-207 (2), Colorado Revised Statutes, is  
25 amended to read:  
26

27           **7-80-207. Effect of filing of articles of organization.** (2) If such  
28 later date is specified, such article may be prevented from becoming  
29 effective by a certificate of withdrawal ~~executed in the same manner as~~  
30 ~~the articles of organization and filed with~~ AND DELIVERED TO the  
31 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
32 TITLE, on or before the specified effective date.  
33

34           **SECTION 75.** 7-80-209 (2), (3), and (4), Colorado Revised  
35 Statutes, are amended to read:  
36

37           **7-80-209. Amendment of articles of organization.** (2) An  
38 amendment to the articles of organization of a limited liability company  
39 shall be in the form and manner designated by the secretary of state. The  
40 amendment shall be signed and verified by a manager and may be signed  
41 ~~on his behalf by an attorney-in-fact, duly authorized by a written power~~  
42 ~~of attorney. Duplicate originals of the amendment shall be delivered to~~  
43 ~~the secretary of state for filing accompanied by the requisite filing fee~~  
44 ~~DELIVERED TO THE SECRETARY OF STATE FOR FILING PURSUANT TO PART~~  
45 ~~3 OF ARTICLE 90 OF THIS TITLE.~~  
46

47           (3) ~~Unless the secretary of state finds that any amendment does~~  
48 ~~not conform to law, upon receipt of all filing fees required by law, he~~  
49 ~~shall:~~  
50

51           ~~(a) Endorse on each duplicate original the word "Filed" and the~~  
52 ~~date of the filing;~~  
53

54           ~~(b) File one duplicate original in his office; and~~  
55

56           ~~(c) Return the other duplicate original to the person who filed it~~

1 ~~or his representative.~~

2

3 (4) ~~Upon the filing of an amendment in the office of the secretary~~  
4 ~~of state, the articles of organization shall be amended as set forth therein.~~

5

6 **SECTION 76.** 7-80-301, Colorado Revised Statutes, is amended  
7 to read:

8

9 **7-80-301. Registered agent to be maintained.** Each limited  
10 liability company shall appoint and continuously maintain in this state a  
11 registered agent for service of process on the limited liability company.  
12 The limited liability company shall register the name and business  
13 address of the registered agent with the secretary of state in the form and  
14 manner ~~he~~ THE SECRETARY shall designate.

15

16 **SECTION 77.** 7-80-302 (1) and (2), Colorado Revised Statutes,  
17 are amended to read:

18

19 **7-80-302. Change of name or business address of registered**  
20 **agent.** (1) Within fifteen days of any change in the name or business  
21 address of the registered agent, a limited liability company shall ~~file~~  
22 ~~DELIVER TO THE SECRETARY OF STATE~~ a report of such change, ~~with the~~  
23 ~~secretary of state,~~ in the form and manner ~~he~~ THE SECRETARY OF STATE  
24 shall designate.

25

26 (2) Such report shall be ~~executed~~ APPROVED by a manager and  
27 delivered to the secretary of state ~~If the secretary of state finds that the~~  
28 ~~report conforms to the provisions of this article and if the filing fee is~~  
29 ~~paid, he shall file the report in his office, and, upon such filing, any~~  
30 ~~change specified in the report shall become effective~~ FOR FILING  
31 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.

32

33 **SECTION 78.** 7-80-802, Colorado Revised Statutes, is amended  
34 to read:

35

36 **7-80-802. Execution by judicial act.** Any person who is  
37 adversely affected by the failure or refusal of any limited liability  
38 company to ~~execute~~ APPROVE and file any amendment, statement of intent  
39 to dissolve, or other document to be filed under this article may petition  
40 the district court in the county where the registered office of the limited  
41 liability company is located or, if no such address is on file with the  
42 secretary of state, in the city and county of Denver, to APPROVE THE  
43 AMENDMENT, STATEMENT OF INTENT TO DISSOLVE, OR OTHER DOCUMENT  
44 AND direct THAT the ~~execution and filing of the~~ amendment, statement of  
45 intent to dissolve, or other document BE DELIVERED TO THE SECRETARY  
46 OF STATE FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE.  
47 If the court finds that it is proper for the amendment, statement of intent  
48 to dissolve, or other document to be ~~executed and~~ filed and that there has  
49 been a failure or refusal to ~~execute~~ APPROVE THE AMENDMENT,  
50 STATEMENT OF INTENT TO DISSOLVE, OR OTHER DOCUMENT and ~~file~~  
51 DELIVER such document TO THE SECRETARY OF STATE, it shall order the  
52 secretary of state to ~~record~~ FILE an appropriate amendment, statement of  
53 intent to dissolve, or other document.

54

55 **SECTION 79.** 7-80-804, Colorado Revised Statutes, is amended  
56 to read:

1           **7-80-804. Effect of filing of statement of intent to**  
2 **dissolve.** Upon the filing with the secretary of state of a statement of  
3 intent to dissolve, the limited liability company shall cease to carry on its  
4 business, except insofar as may be necessary for the winding up of its  
5 business, but its separate existence shall continue until articles of  
6 dissolution have been filed with BY the secretary of state or until a decree  
7 dissolving the limited liability company has been entered by a court of  
8 competent jurisdiction.  
9

10           **SECTION 80.** The introductory portion to 7-80-806 (1) and  
11 7-80-806 (1) (b), Colorado Revised Statutes, are amended to read:  
12

13           **7-80-806. Articles of dissolution.** (1) When all debts, liabilities,  
14 and obligations have been paid and discharged or adequate provision has  
15 been made therefor and all of the remaining property and assets have  
16 been distributed to the members, articles of dissolution shall be ~~executed~~  
17 ~~in duplicate and verified by the person signing the statement, which~~  
18 ~~statement shall set~~ DELIVERED TO THE SECRETARY OF STATE, FOR FILING  
19 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, SETTING forth:  
20

21           (b) That a statement of intent to dissolve the company has been  
22 filed with BY the secretary of state and the date on which such statement  
23 was filed;  
24

25           **SECTION 81.** 7-80-807, Colorado Revised Statutes, is amended  
26 to read:  
27

28           **7-80-807. Effect of filing articles of dissolution.** (1) ~~Duplicate~~  
29 ~~originals of such articles of dissolution shall be delivered to the secretary~~  
30 ~~of state. If the secretary of state finds that such articles of dissolution~~  
31 ~~conform to law, he shall, when all required fees have been paid:~~  
32

33           ~~(a) Endorse on each duplicate original the word "Filed" and the~~  
34 ~~date of the filing thereof; and~~  
35

36           ~~(b) File one duplicate original in his office.~~  
37

38           (2) ~~A duplicate original of the articles of dissolution, together with~~  
39 ~~a certificate of dissolution issued by the secretary of state, shall be~~  
40 ~~returned to the representative of the dissolved limited liability company.~~  
41 Upon the filing of such articles of dissolution, the existence of the  
42 company shall cease, except for the purpose of suits, other proceedings,  
43 and appropriate action as provided in this article. The manager or  
44 managers in office at the time of dissolution, or those which remain, shall  
45 thereafter be trustees for the members and creditors of the dissolved  
46 limited liability company and as such shall have authority to distribute  
47 any company property discovered after dissolution, convey real estate,  
48 and take such other action as may be necessary on behalf of and in the  
49 name of such dissolved limited liability company.  
50

51           **SECTION 82.** The introductory portion to 7-80-903 (2) and  
52 7-80-903 (2) (e) and (3), Colorado Revised Statutes, are amended to read:  
53

54           **7-80-903. Registered name - limitation - procedure.** (2) Such  
55 registration shall be made by delivering to the secretary of state, FOR  
56 FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application

1 for registration ~~executed by an officer of the limited liability company,~~  
2 setting forth:  
3

4 (e) A certificate OF THE SECRETARY OF STATE OF THE JURISDICTION  
5 WHEREIN THE CORPORATION IS ORGANIZED, OR OF SUCH OTHER OFFICIAL  
6 OF SUCH JURISDICTION AS MAY HAVE CUSTODY OF THE RECORDS  
7 PERTAINING TO LIMITED LIABILITY COMPANIES, stating that the ~~corporation~~  
8 LIMITED LIABILITY COMPANY is in good standing under the laws of the  
9 SUCH jurisdiction. ~~wherein it is organized, executed by the secretary of~~  
10 ~~state of such jurisdiction or by such other official as may have custody of~~  
11 ~~the records pertaining to limited liability companies.~~  
12

13 (3) ~~The applicant shall also pay to the secretary of state a~~  
14 ~~registration fee in the amount of one dollar for each month, or fraction~~  
15 ~~thereof, between the date of filing the application and December 31 of the~~  
16 ~~calendar year in which the application is filed.~~  
17

18 **SECTION 83.** The introductory portion to 7-80-904 (1),  
19 Colorado Revised Statutes, is amended to read:  
20

21 **7-80-904. Certificate of authority - application.** (1) Before  
22 transacting business in this state, a foreign limited liability company shall  
23 obtain a certificate of authority. An applicant for such a certificate shall  
24 ~~pay a filing fee in an amount determined by the secretary of state and~~  
25 ~~shall submit~~ DELIVER to the secretary of state, ~~in duplicate,~~ FOR FILING  
26 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application  
27 ~~executed by a manager, member, or other authorized agent and setting~~  
28 ~~forth:~~  
29

30 **SECTION 84.** 7-80-906, Colorado Revised Statutes, is amended  
31 to read:  
32

33 **7-80-906. Changes and amendments.** If any statement in the  
34 application for a certificate of authority by a foreign limited liability  
35 company was false when made or any arrangements or other facts  
36 described have changed, making the application inaccurate in any respect,  
37 including but not limited to a change in the name or address of the  
38 registered agent required to be maintained by section 7-80-907, the  
39 foreign limited liability company shall promptly ~~submit~~ DELIVER to the  
40 ~~office of the~~ secretary of state, ~~in duplicate~~ FOR FILING PURSUANT TO PART  
41 3 OF ARTICLE 90 OF THIS TITLE, an amended application for a certificate  
42 of authority ~~executed by a manager, member, or other authorized agent~~  
43 ~~correcting such statement.~~  
44

45 **SECTION 85.** The introductory portion to 7-80-909 (1) and  
46 7-80-909 (2), Colorado Revised Statutes, are amended to read:  
47

48 **7-80-909. Certificate of withdrawal.** (1) A foreign limited  
49 liability company authorized to transact business in this state may  
50 withdraw from this state ~~upon procuring from the secretary of state a~~  
51 ~~certificate of withdrawal. In order to procure such certificate, the foreign~~  
52 ~~limited liability company shall deliver~~ BY DELIVERING to the secretary of  
53 state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an  
54 application for withdrawal, which shall set forth:  
55

56 (2) ~~The application for withdrawal shall be in the form and~~

1 manner designated by the secretary of state and shall be executed by the  
2 limited liability company by one of its managers, or, if the limited  
3 liability company does not have a manager, by an authorized agent, or,  
4 if the limited liability company is in the hands of a receiver or trustee, by  
5 such receiver or trustee on behalf of the limited liability company. This  
6 report shall be accompanied by a written declaration that it is made under  
7 the penalties of perjury.

8  
9 **SECTION 86.** 7-80-1001.5 (3), the introductory portion to  
10 7-80-1001.5 (4), and 7-80-1001.5 (5), Colorado Revised Statutes, are  
11 amended to read:

12  
13 **7-80-1001.5. Conversion of limited liability company to**  
14 **partnership or limited partnership.** (3) After the conversion is  
15 approved as provided in subsection (2) of this section:

16  
17 (a) If the resulting organization is a limited partnership, the  
18 limited liability company shall ~~file with~~ DELIVER TO the office of the  
19 secretary of state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
20 TITLE, a certificate of limited partnership which satisfies the requirements  
21 of section 7-62-201; and

22  
23 (b) If the resulting organization is a registered limited liability  
24 partnership or a registered limited liability limited partnership, the limited  
25 liability company shall ~~file with~~ DELIVER TO the office of the secretary of  
26 state, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a  
27 registration statement which satisfies the requirements of section  
28 7-60-144 or 7-64-1002.

29  
30 (4) After the conversion is approved as provided in subsection (2)  
31 of this section, the limited liability company shall ~~file~~ DELIVER TO THE  
32 SECRETARY OF STATE, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF  
33 THIS TITLE, a notice of conversion, ~~with the office of the secretary of state~~  
34 which shall set forth:

35  
36 (5) ~~The conversion takes effect when the notice of conversion is~~  
37 ~~filed with the office of the secretary of state or at any later date specified~~  
38 ~~in the notice of conversion.~~

39  
40 **SECTION 87.** 7-80-1003 (5) (b), Colorado Revised Statutes, is  
41 amended to read:

42  
43 **7-80-1003. Merger of entities.** (5) The merger takes effect on  
44 the latest of:

45  
46 (b) The filing by WITH RESPECT TO each party to the merger of any  
47 documents required by statute to be filed as a condition to the  
48 effectiveness of the merger; or

49  
50 **SECTION 88.** 7-80-1005 (1) and (4), Colorado Revised Statutes,  
51 are amended to read:

52  
53 **7-80-1005. Statement of merger.** (1) After a merger, the  
54 surviving limited liability company, partnership, or limited partnership  
55 may ~~file~~ DELIVER TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO  
56 PART 3 OF ARTICLE 90 OF THIS TITLE, a statement that one or more limited

1 liability companies, partnerships, or limited partnerships have merged  
2 into the surviving entity.

3  
4 (4) Real property of the surviving limited liability company,  
5 partnership, or limited partnership that before the merger was held in the  
6 name of another party to the merger is property held in the name of the  
7 surviving entity upon recording, IN THE OFFICE FOR RECORDING  
8 TRANSFERS OF THAT REAL PROPERTY, a certified copy of the statement of  
9 merger in the office for recording transfers of that real property CERTIFIED  
10 BY THE SECRETARY OF STATE.

11  
12 **SECTION 89.** 7-90-102 (3.7) and (19.5), Colorado Revised  
13 Statutes, are amended to read:

14  
15 **7-90-102. Definitions.** As used in this title, unless the context  
16 otherwise requires:

17  
18 (3.7) ~~"Conformed copy" means a copy of a document in fact~~  
19 ~~manually executed and, if applicable, manually dated or otherwise~~  
20 ~~inscribed by the individual who is indicated as the individual manually~~  
21 ~~executing and, if applicable, manually dating or otherwise inscribing such~~  
22 ~~documents but on which the manual signature of such individual and, if~~  
23 ~~applicable, manually applied dates or inscriptions are not shown but are~~  
24 ~~otherwise indicated as having been affixed.~~

25  
26 (19.5) "Effective date", when referring to a document filed by the  
27 secretary of state, means the time and date determined in accordance with  
28 section ~~7-64-1106~~ or 7-90-304.

29  
30 **SECTION 90.** The introductory portion to 7-90-201 (5),  
31 Colorado Revised Statutes, is amended to read:

32  
33 **7-90-201. Conversion of an entity into another entity.**

34 (5) After the terms and conditions of the conversion are approved in  
35 accordance with this section, each converting entity or resulting entity is  
36 an entity for which constituent filed documents are filed in this state.  
37 Such constituent filed documents shall be filed with the secretary of state.  
38 The converting entity shall comply with the requirements of the organic  
39 statute governing the resulting entity if the converting entity is an entity  
40 for which constituent filed documents have been filed with the secretary  
41 of state. The converting entity shall cause a certificate of conversion to  
42 be ~~filed with~~ DELIVERED TO the secretary of state, FOR FILING PURSUANT  
43 TO PART 3 OF ARTICLE 90 OF THIS TITLE. The certificate of conversion  
44 shall include:

45  
46 **SECTION 91.** The introductory portion to 7-90-203 (5),  
47 Colorado Revised Statutes, is amended to read:

48  
49 **7-90-203. Merger of entities.** (5) After the plan of merger is  
50 approved in accordance with this section, the surviving entity shall  
51 deliver to the secretary of state for filing PURSUANT TO PART 3 OF THIS  
52 ARTICLE a statement of merger that shall contain the following:

53  
54 **SECTION 92.** 7-90-301, Colorado Revised Statutes, is amended  
55 to read:

56

1           **7-90-301. Filing requirements.** (1) (a) A document subject to  
2 this part 3 shall satisfy the requirements of this section, and of any other  
3 section that adds to or varies these requirements, to be entitled to filing  
4 by the secretary of state pursuant to this title.  
5

6           (b) A document shall be subject to this part 3 if the document is  
7 required or permitted to be filed in the records of the secretary of state  
8 pursuant to any provision of this title or any other organic statute of this  
9 state.  
10

11           (c) ANY PROVISION IN THIS TITLE OR ANY OTHER ORGANIC STATUTE  
12 OF THIS STATE THAT PROVIDES FOR FILING OF A DOCUMENT WITH THE  
13 SECRETARY OF STATE OR WITH THE OFFICE OR IN THE RECORDS OF THE  
14 SECRETARY OF STATE, SHALL BE DEEMED TO MEAN DELIVERY OF THE  
15 DOCUMENT TO THE SECRETARY OF STATE FOR FILING PURSUANT TO THIS  
16 PART 3.  
17

18           (2) ~~The document shall be one that is required or permitted by this~~  
19 ~~title or any other organic statute of this state to be filed in the office of the~~  
20 ~~secretary of state.~~ NOTWITHSTANDING ANY OTHER PROVISION REQUIRING  
21 THE SIGNATURE OF, OR EXECUTION BY, ANY PERSON OR PERSONS ON A  
22 DOCUMENT, NO SUCH SIGNATURE OR EXECUTION SHALL BE REQUIRED.  
23

24           (3) The document shall contain all information required by the  
25 laws of this state and, UNLESS OTHERWISE PROVIDED BY LAW, may contain  
26 other information as well.  
27

28           (4) The document shall be typewritten or printed ON PAPER OR  
29 SHALL BE ON OR IN SUCH OTHER MEDIUM AS MAY BE ACCEPTABLE TO THE  
30 SECRETARY OF STATE AND FROM WHICH THE SECRETARY OF STATE MAY  
31 CREATE A DOCUMENT THAT IS TYPEWRITTEN OR PRINTED ON PAPER  
32 CONTAINING ALL OF THE CONTENTS OF THE DOCUMENT. THE SECRETARY  
33 OF STATE MAY REQUIRE THAT THE DOCUMENT, IF NOT ON PAPER, BE  
34 DELIVERED BY ANY ONE OR MORE MEANS OR ON OR IN ANY ONE OR MORE  
35 MEDIA. THE SECRETARY OF STATE IS NOT REQUIRED TO FILE DOCUMENTS  
36 THAT ARE NOT LEGIBLE OR THAT ARE NOT EITHER ON PAPER OR OTHERWISE  
37 DELIVERED BY A MEANS AND IN A MEDIUM THAT COMPLIES WITH THE  
38 REQUIREMENTS THEN ESTABLISHED BY THE SECRETARY OF STATE FOR THE  
39 FILING OF DOCUMENTS. THE SECRETARY OF STATE MAY IMPOSE  
40 REASONABLE REQUIREMENTS UPON THE DIMENSIONS, QUALITY, AND  
41 COLOR OF SUCH PAPER AND TYPEWRITING OR PRINTING. THE SECRETARY  
42 OF STATE SHALL ENSURE, AT THE EARLIEST PRACTICABLE TIME, THAT  
43 DELIVERY OF A DOCUMENT SUBJECT TO THIS PART 3 FOR FILING MAY BE  
44 ACCOMPLISHED ELECTRONICALLY, WITHOUT THE NECESSITY FOR THE  
45 PRESENTATION OF A PHYSICAL ORIGINAL DOCUMENT OR THE IMAGE  
46 THEREOF, IF ALL REQUIRED INFORMATION IS INCLUDED AND IS READILY  
47 RETRIEVABLE FROM THE DATA TRANSMITTED. ALL SUCH ELECTRONIC  
48 FILINGS SHALL BE RETAINED IN A FORM THAT FACILITATES LOCATION OF  
49 THE INFORMATION SO FILED AND PRODUCTION OF A TRUE AND ACCURATE  
50 PHYSICAL PRINTOUT OR OTHER REPRESENTATION OF THE INFORMATION SO  
51 FILED.  
52

53           (5) The document shall be in the English language. The name of  
54 ~~the~~ ANY entity CONTAINED IN THE DOCUMENT need not be in English if  
55 ~~written~~ EXPRESSED in English letters or arabic or roman numerals, and the  
56 certificate of existence required of foreign entities need not be in English



1 if accompanied by a reasonably authenticated English translation.

2  
3 ~~(6) The document shall be executed, or shall be an exact copy,~~  
4 ~~made by photographic, xerographic, or other process providing similar~~  
5 ~~copy accuracy, or a conformed copy of a document that has been~~  
6 ~~executed, by the person authorized to execute the document with respect~~  
7 ~~to the entity causing the document to be filed. In the case of a document~~  
8 ~~to be filed by a registered agent, the document shall be executed by the~~  
9 ~~registered agent if the registered agent is an individual, or by a person~~  
10 ~~authorized by the registered agent to execute the document if the~~  
11 ~~registered agent is an entity or shall be an exact copy, made by~~  
12 ~~photographic, xerographic, or other process providing similar copy~~  
13 ~~accuracy, or a conformed copy of a document that has been executed by~~  
14 ~~such registered agent or authorized person. THE DOCUMENT SHALL STATE~~  
15 ~~THE NAME OR NAMES, AND ADDRESS OR ADDRESSES, OF ANY ONE OR MORE~~  
16 ~~OF THE INDIVIDUALS WHO CAUSE THE DOCUMENT TO BE DELIVERED FOR~~  
17 ~~FILING, BUT THE DOCUMENT NEED NOT STATE THE NAME AND ADDRESS OF~~  
18 ~~MORE THAN ONE SUCH INDIVIDUAL. IF THE DOCUMENT IS DELIVERED TO~~  
19 ~~THE SECRETARY OF STATE FOR FILING IN ANY MEDIUM OTHER THAN PAPER,~~  
20 ~~THE DOCUMENT SHALL INCLUDE AN ELECTRONIC ADDRESS ACCEPTABLE TO~~  
21 ~~THE SECRETARY OF STATE FOR THE GIVING OF THE NOTICE CONTEMPLATED~~  
22 ~~BY SUBSECTION (10) OF THIS SECTION.~~

23  
24 ~~(6.5) A person may execute a document by an attorney-in-fact~~  
25 ~~duly authorized by a written power of attorney. If a document is~~  
26 ~~executed by an attorney-in-fact, an exact copy, made by photographic,~~  
27 ~~xerographic, or other process providing a similar copy accuracy, or a~~  
28 ~~conformed copy of the power of attorney shall be affixed to the~~  
29 ~~document.~~

30  
31 ~~(7) The person executing the document shall state beneath or~~  
32 ~~opposite such person's signature his or her name and the capacity in~~  
33 ~~which the person signs.~~

34  
35 ~~(7.7) In the case of delivery for filing of a conformed copy of a~~  
36 ~~document, the manual signature of the individual or individuals executing~~  
37 ~~the document shall not be required to be shown on such conformed copy.~~  
38 ~~Any document delivered to the secretary of state on which the signature~~  
39 ~~of the individual purporting to have executed such document is not shown~~  
40 ~~shall be deemed to have been delivered as a conformed copy.~~

41  
42 ~~(8) The signature of each person executing the document CAUSING~~  
43 ~~A DOCUMENT TO BE DELIVERED TO THE SECRETARY OF STATE FOR FILING~~  
44 ~~shall constitute the affirmation or acknowledgment of such person EACH~~  
45 ~~INDIVIDUAL CAUSING SUCH DELIVERY, under penalties of perjury, that the~~  
46 ~~document is the person's INDIVIDUAL'S act and deed or the act and deed~~  
47 ~~of the entity on whose behalf the person INDIVIDUAL is executing~~  
48 ~~CAUSING the document TO BE DELIVERED FOR FILING and that the facts~~  
49 ~~stated in the document are true.~~

50  
51 ~~(9) If the secretary of state requires the use of a form or cover~~  
52 ~~sheet for a document, the document shall be in or on the required form or~~  
53 ~~shall have the required cover sheet.~~

54  
55 ~~(10) The document shall be delivered to the secretary of state for~~  
56 ~~filing and shall be accompanied by one exact or conformed copy thereof;~~

1 the correct filing fee and any late filing fee or penalty required by law.  
2 ~~The document shall state, or be accompanied by a writing stating, the~~  
3 ~~address to which the secretary of state may return the document if the~~  
4 ~~filing is refused or may send a copy upon completion of the filing.~~  
5 ~~Notwithstanding the foregoing, a document delivered for filing by~~  
6 ~~facsimile may be delivered without an accompanying copy or copies. IF~~  
7 ~~THE SECRETARY OF STATE REFUSES TO FILE THE DOCUMENT, THE~~  
8 ~~SECRETARY OF STATE SHALL GIVE NOTICE TO ANY INDIVIDUAL WHO HAS~~  
9 ~~BEEN IDENTIFIED, PURSUANT TO SUBSECTION (6) OF THIS SECTION, AS~~  
10 ~~HAVING CAUSED THE DOCUMENT TO BE DELIVERED FOR FILING, AT THE~~  
11 ~~ADDRESS PROVIDED FOR THAT INDIVIDUAL.~~

12  
13 **SECTION 93.** 7-90-302, Colorado Revised Statutes, is amended  
14 to read:

15  
16 **7-90-302. Forms - secretary of state to furnish upon request.**  
17 The secretary of state may prepare and furnish forms and cover sheets for  
18 ~~any A document required or permitted by this title~~ and may require the  
19 use of any such form or cover sheet; however, no requirement that a form  
20 or cover sheet be used shall preclude in any way the inclusion in any  
21 document of any item the inclusion of which is not prohibited by the laws  
22 of this state or require the inclusion of any item the inclusion of which is  
23 not required by this article or any other law of this state. The secretary  
24 of state shall furnish, on request, any form or cover sheet that the  
25 secretary of state requires to be used pursuant to this section.

26  
27 **SECTION 94.** 7-90-303 (1) (b), (1) (c), (1) (d), and (4), Colorado  
28 Revised Statutes, are amended to read:

29  
30 **7-90-303. Filing, service, and copying fees - subpoenas.**  
31 (1) The secretary of state shall charge and collect fees and other charges,  
32 which shall be determined and collected pursuant to section 24-21-104  
33 (3), C.R.S., for:

34  
35 (b) ~~Furnishing written ANY information; concerning any entity;~~

36  
37 (c) ~~Furnishing a copy of any document; or instrument;~~

38  
39 (d) ~~Certifying a copy of any document or instrument that is on file~~  
40 ~~with~~ IN THE RECORDS OF the secretary of state;

41  
42 (4) In all cases where fees or charges are imposed under this  
43 article, the fee shall include indexing and filing of the document AND  
44 PROVIDING ALL COPIES REQUIRED TO BE PROVIDED BY THE SECRETARY OF  
45 STATE IN CONNECTION WITH THE FILING and shall include affixing the seal  
46 of the secretary of state upon any certified copy.

47  
48 **SECTION 95.** 7-90-304 (1) and (2) and the introductory portion  
49 to 7-90-304 (3), Colorado Revised Statutes, are amended to read:

50  
51 **7-90-304. Effective time and date of document.** (1) Except as  
52 provided in subsection (2) of this section, a document that is filed by the  
53 secretary of state is effective:

54  
55 (a) IF NO TIME IS SPECIFIED IN THE DOCUMENT AS ITS EFFECTIVE  
56 TIME, THEN at the time of filing on the date it is filed, as evidenced by the

1 RECORDS OF THE secretary of state's time and date endorsement on the  
2 document STATE; or

3

4 (b) IF A TIME IS SPECIFIED IN THE DOCUMENT AS ITS EFFECTIVE  
5 TIME, THEN at the later of the SPECIFIED time specified in the document as  
6 its effective time on the date it is filed, as such date is specified STATED  
7 in the RECORDS OF THE secretary of state's time and date endorsement on  
8 the document STATE, or the time specified in such time and date  
9 endorsement of THE DOCUMENT IS FILED BY the secretary of state.

10

11 (2) UNLESS OTHERWISE PROVIDED BY THIS TITLE, a document may  
12 specify a delayed effective time and date, and if it does so the document  
13 becomes effective at the time and date specified. If a document specifies  
14 a delayed effective date but not a time, the document is effective at the  
15 close of business on that date. If a document specifies a delayed effective  
16 date that is later than the ninetieth day after the date the document is  
17 filed, the document is effective on the ninetieth day after it is filed.

18

19 (3) If a document specifies a delayed effective date pursuant to  
20 subsection (2) of this section, the document may be prevented from  
21 becoming effective by delivering to the secretary of state for filing, on or  
22 before the earlier of the specified effective date of the document or the  
23 ninetieth day after the document is filed, a statement of withdrawal,  
24 ~~executed~~ APPROVED in the same manner as the document being  
25 withdrawn, stating:

26

27 **SECTION 96.** 7-90-305 (1), (2) (b), (2) (c), and (3), Colorado  
28 Revised Statutes, are amended to read:

29

30 **7-90-305. Correcting filed document.** (1) An entity may correct  
31 a document filed by the secretary of state if the document contains an  
32 incorrect statement or was defectively ~~executed, attested, sealed, verified,~~  
33 ~~or acknowledged~~ APPROVED.

34

35 (2) A document is corrected by delivering to the secretary of state  
36 for filing a statement of correction that:

37

38 (b) Specifies the incorrect statement and the reason it is incorrect  
39 or the manner in which the ~~execution, attestation, sealing, verification, or~~  
40 ~~acknowledgment~~ APPROVAL was defective; and

41

42 (c) Corrects the incorrect statement or the defective ~~execution,~~  
43 ~~attestation, sealing, verification, or acknowledgment~~ APPROVAL.

44

45 (3) ~~A statement of correction may be executed by~~ Any person  
46 WHO WAS authorized to execute the document for the entity or by the  
47 person or persons who executed the document that is corrected CAUSE  
48 THE DOCUMENT THAT IS CORRECTED TO BE DELIVERED TO THE SECRETARY  
49 OF STATE, FOR FILING, MAY CAUSE THE STATEMENT OF CORRECTION TO BE  
50 DELIVERED TO THE SECRETARY OF STATE FOR FILING.

51

52 **SECTION 97.** 7-90-306 (1) and (2) and the introductory portion  
53 to 7-90-306 (4), Colorado Revised Statutes, are amended to read:

54

55 **7-90-306. Filing duty of secretary of state - manner of filing.**

56 (1) If a document delivered to the secretary of state for filing satisfies the

1 requirements of section 7-90-301 AND ALL OF THE REQUIREMENTS OF  
2 APPLICABLE ORGANIC LAW REGARDING THE FILING OF THE DOCUMENT, the  
3 secretary of state shall file it.  
4

5 (2) The secretary of state files a document by legibly stamping or  
6 otherwise endorsing the word "filed", together with the words "secretary  
7 of state" and the time and date of receipt, on both the document. ~~and the~~  
8 ~~accompanying copy or copies. After filing a document, the secretary of~~  
9 ~~state shall deliver the accompanying copy, with the receipt for filing fees,~~  
10 ~~if any, to the entity or at the address stated pursuant to section 7-90-301~~  
11 ~~(10):~~ IF THE DOCUMENT IS A CHANGE OF REGISTERED OFFICE OR  
12 REGISTERED AGENT OR THE RESIGNATION OF A REGISTERED AGENT, THE  
13 SECRETARY OF STATE SHALL DELIVER A COPY OF THE DOCUMENT TO THE  
14 REGISTERED OFFICE AS LAST DESIGNATED BEFORE THE CHANGE AND TO  
15 THE PRINCIPAL OFFICE OF THE ENTITY.  
16

17 (4) The secretary of state's duty to file documents under this  
18 ~~section~~ TITLE is ministerial. The filing of or refusal to file a document  
19 does not:  
20

21 **SECTION 98.** 7-90-308, Colorado Revised Statutes, is amended  
22 to read:  
23

24 **7-90-308. Evidentiary effect of copy of filed document.** A  
25 certificate attached to a copy of a document ~~filed by~~ THAT IS IN THE  
26 RECORDS OF the secretary of state bearing the secretary of state's  
27 signature, either manual or facsimile, and the seal of this state is prima  
28 facie evidence that the document is on file with the secretary of state.  
29

30 **SECTION 99.** 7-90-309 (1), Colorado Revised Statutes, is  
31 amended to read:  
32

33 **7-90-309. Certificates issued by secretary of state.** (1) The  
34 secretary of state shall issue to any person, upon request, A COPY OF ANY  
35 DOCUMENT THAT IS IN THE RECORDS OF THE SECRETARY OF STATE AND A  
36 CERTIFICATE OF THAT FACT, a certificate that sets forth any facts of record  
37 in the office of the secretary of state, including, if appropriate, a  
38 certificate of good standing concerning any entity.  
39

40 **SECTION 100.** The introductory portion to 7-90-501 (1) and  
41 7-90-501 (4) (d), (4) (e), (5), and (6), Colorado Revised Statutes, are  
42 amended to read:  
43

44 **7-90-501. Periodic report delivered to the secretary of state -**  
45 **repeal.** (1) Each reporting entity shall deliver to the secretary of state,  
46 for filing PURSUANT TO PART 3 OF THIS ARTICLE, a periodic report that sets  
47 forth:  
48

49 (4) (d) Information in the periodic report shall be current as of the  
50 date the periodic report is ~~executed~~ DELIVERED TO THE SECRETARY OF  
51 STATE, FOR FILING PURSUANT TO PART 3 OF THIS ARTICLE, on behalf of the  
52 reporting entity.  
53

54 (e) ~~If filed electronically, the periodic report shall be filed in a~~  
55 ~~form and manner prescribed by the secretary of state.~~  
56

1 (5) The periodic report shall be delivered to the secretary of state,  
2 for filing PURSUANT TO PART 3 OF THIS ARTICLE, no later than the last day  
3 of the second calendar month following the calendar month in which the  
4 copy of the periodic report form that is required to be delivered to the  
5 reporting entity pursuant to subsection (4) of this section is so delivered.  
6 Prior to the delivery of the copy of the periodic report form that is  
7 required to be delivered to the reporting entity pursuant to subsection (4)  
8 of this section by the secretary of state for any reporting period, a  
9 periodic report for such reporting period may be delivered to the secretary  
10 of state for filing in the form and manner and within the time prescribed  
11 by the secretary of state.  
12

13 ~~(6) If a periodic report contains the information required by this~~  
14 ~~section and the fee prescribed by the secretary of state is tendered, the~~  
15 ~~secretary of state shall file it. If a periodic report does not contain the~~  
16 ~~information required by this section or the fee prescribed is not tendered,~~  
17 ~~the secretary of state shall promptly return the periodic report to the~~  
18 ~~reporting entity for correction, together with written notice providing a~~  
19 ~~brief explanation of the reason for rejection. If the periodic report was~~  
20 ~~otherwise timely filed DELIVERED TO THE SECRETARY OF STATE FOR~~  
21 ~~FILING PURSUANT TO PART 3 OF THIS ARTICLE and is corrected to contain~~  
22 ~~the information required by this section or the corrected fee is tendered~~  
23 ~~and such corrected periodic report or fee, as applicable, is delivered to the~~  
24 ~~secretary of state FOR FILING within thirty days after the effective date of~~  
25 ~~the notice of rejection, the periodic report is deemed to be timely filed.~~  
26

27 **SECTION 101.** The introductory portion to 7-90-502 (1),  
28 Colorado Revised Statutes, is amended to read:  
29

30 **7-90-502. Statement of person named as official in report.**

31 (1) Any person named as holding a position in an entity in a document  
32 on file with the secretary of state may, if such person does not hold such  
33 position, deliver to the secretary of state, for filing PURSUANT TO PART 3  
34 OF THIS ARTICLE, a statement setting forth:  
35

36 **SECTION 102.** 7-90-601 (3) (f) (II), Colorado Revised Statutes,  
37 is amended to read:  
38

39 **7-90-601. Entity name.** (3) In addition to the requirements of  
40 subsection (2) of this section:  
41

42 (f) (II) Notwithstanding the provisions of subparagraph (I) of this  
43 paragraph (f), when the name of a limited liability limited partnership in  
44 the records of the office of the secretary of state is the same as that set  
45 forth in a certificate of limited partnership, amended certificate of limited  
46 partnership, or registration statement delivered on or after May 24, 1995,  
47 for filing by the secretary of state ~~and, if~~ AND IF, upon filing of such  
48 certificate or statement, the name was modified by the addition of any  
49 word or initial to indicate that the limited partnership was a limited  
50 liability limited partnership, then the limited partnership may acquire,  
51 convey, and encumber title to real and personal property and otherwise  
52 deal in such name with or without the addition of such word or initial.  
53 The fact of the delivery and filing of such documents and the  
54 modification of the name of the limited partnership by such additional  
55 word or initial may be set forth in an affidavit executed by a general  
56 partner of the limited partnership or a statement of authority executed

1 pursuant to section 38-30-172, C.R.S., and shall be prima facie evidence  
2 of such facts and of the authority of the person executing the same to do  
3 so on behalf of the limited partnership. The affidavit may be recorded  
4 with the county clerk and recorder of the county in which the real  
5 property within this state is situated or, in the case of other property or  
6 dealings of the limited partnership, the clerk and recorder of the county  
7 where the principal or registered office of the limited partnership is  
8 located.

9  
10 **SECTION 103.** 7-90-602 (1) and (2), Colorado Revised Statutes,  
11 are amended to read:

12  
13 **7-90-602. Reserved entity name.** (1) Any person may apply for  
14 the reservation of the exclusive use of a name for the use as an entity  
15 name or as a trade name pursuant to article 71 of this title by delivering  
16 an application for reservation of a name to the secretary of state, for filing  
17 PURSUANT TO PART 3 OF THIS ARTICLE, setting forth the name and address  
18 of the applicant and the name proposed to be reserved. If the secretary  
19 of state finds that the name applied for would be available for use as an  
20 entity name under section 7-90-601, the secretary of state shall reserve  
21 the name for the applicant's exclusive use for a one-hundred-twenty-day  
22 period, which reservation may be renewed successively for  
23 one-hundred-twenty-day periods.

24  
25 (2) The holder of a reserved name may transfer the reservation to  
26 any other person by delivering to the secretary of state, for filing  
27 PURSUANT TO PART 3 OF THIS ARTICLE, a statement of the transfer that has  
28 been executed by the holder and states the reserved name, the name of the  
29 holder, and the name and address of the transferee.

30  
31 **SECTION 104.** The introductory portion to 7-90-604 (2) and  
32 7-90-604 (3), (4), and (5), Colorado Revised Statutes, are amended to  
33 read:

34  
35 **7-90-604. Registered name of a foreign entity.** (2) A foreign  
36 entity registers a name pursuant to this section by delivering to the  
37 secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, an  
38 application for registration that shall include:

39  
40 (3) A foreign entity that has in effect a registration of a name  
41 pursuant to this section may renew such registration for the year  
42 following the year of registration by delivering to the secretary of state,  
43 for filing PURSUANT TO PART 3 OF THIS ARTICLE, on or before December  
44 31 of the year of registration, a renewal application for registration that  
45 complies with the requirements of this section. When filed, the renewal  
46 application for registration renews the registration for the following year.

47  
48 (4) A foreign entity that has in effect a registration of a name may  
49 assign such registration to another foreign entity by delivering to the  
50 secretary of state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, an  
51 assignment of the registration that states the registration name, the name  
52 of the foreign entity, and the name of the assignee concurrently with the  
53 delivery to the secretary of state for filing of the assignee's application for  
54 registration the name as a name of the assignee.

55  
56 (5) A foreign entity that has in effect a registration of a name may

1 terminate the registration at any time by delivering to the secretary of  
2 state, for filing PURSUANT TO PART 3 OF THIS ARTICLE, a statement of  
3 termination setting forth the foreign entity's name and stating that the  
4 registration of such entity is terminated.

5  
6 **SECTION 105.** 7-101-201, Colorado Revised Statutes, is  
7 amended to read:

8  
9 **7-101-201. Filing requirements.** (1) ~~A document shall satisfy~~  
10 ~~the requirements of this section, and of any other section that adds to or~~  
11 ~~varies these requirements, to be entitled to filing by the secretary of state.~~  
12 ~~ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING~~  
13 ~~PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF~~  
14 ~~PART 3 OF ARTICLE 90 OF THIS TITLE.~~

15  
16 ~~(2) The document shall be one which is required or permitted by~~  
17 ~~articles 101 to 117 of this title to be filed in the office of the secretary of~~  
18 ~~state.~~

19  
20 ~~(3) The document shall contain all information required by~~  
21 ~~articles 101 to 117 of this title and may contain other information as well.~~

22  
23 ~~(4) The document shall be typewritten or printed.~~

24  
25 ~~(5) The document shall be in the English language. An entity~~  
26 ~~name need not be in English if written in English letters or arabic or~~  
27 ~~roman numerals, and the certificate of existence required of foreign~~  
28 ~~corporations need not be in English if accompanied by a reasonably~~  
29 ~~authenticated English translation.~~

30  
31 ~~(6) The document shall be executed, or shall be a true copy, made~~  
32 ~~by photographic, xerographic, or other process providing similar copy~~  
33 ~~accuracy, of a document that has been executed, as follows:~~

34  
35 ~~(a) By the chairperson of the board of directors of a domestic or~~  
36 ~~foreign corporation, by all of its directors, by one of its officers, or by any~~  
37 ~~other person authorized to execute the document;~~

38  
39 ~~(b) If directors have not been elected or the corporation has not~~  
40 ~~been formed, by an incorporator;~~

41  
42 ~~(c) If the domestic or foreign corporation is in the hands of a~~  
43 ~~receiver, trustee, or other court-appointed fiduciary, by that fiduciary; or~~  
44

45 ~~(d) If the document is that of a registered agent, by the registered~~  
46 ~~agent, if the person is an individual, or by a person authorized by the~~  
47 ~~registered agent to execute the document, if the registered agent is an~~  
48 ~~entity.~~

49  
50 ~~(7) The person executing the document shall state beneath or~~  
51 ~~opposite such person's signature his or her name and the capacity in~~  
52 ~~which the person signs.~~

53  
54 ~~(8) The document may but need not contain:~~

55  
56 ~~(a) The corporate seal;~~

1 ~~(b) An attestation by the secretary or an assistant secretary;~~

2  
3 ~~(c) An acknowledgment, verification, or proof.~~

4  
5 ~~(9) Whether or not the document contains an acknowledgment,~~  
6 ~~verification, or proof permitted by subsection (8) of this section, the~~  
7 ~~signature of each person signing the document shall constitute the~~  
8 ~~affirmation or acknowledgment of such person, under penalties of~~  
9 ~~perjury, that the document is the person's act and deed or the act and deed~~  
10 ~~of the corporation and that the facts stated in the document are true.~~

11  
12 ~~(10) If the secretary of state requires the use of a form or cover~~  
13 ~~sheet for a document under section 7-101-202, the document shall be in~~  
14 ~~or on the required form or shall have the required cover sheet.~~

15  
16 ~~(11) The document shall be delivered to the secretary of state for~~  
17 ~~filing and shall be accompanied by one exact or conformed copy thereof,~~  
18 ~~or two exact or conformed copies if the document is delivered pursuant~~  
19 ~~to section 7-105-103 or 7-115-110, the correct filing fee, and any penalty~~  
20 ~~required by articles 101 to 117 of this title or other law. Except with~~  
21 ~~respect to filings pursuant to section 7-105-103 or 7-115-110, the~~  
22 ~~document shall state, or be accompanied by a writing stating, the address~~  
23 ~~to which the secretary of state may send a copy upon completion of the~~  
24 ~~filing.~~

25  
26 **SECTION 106.** 7-102-101, Colorado Revised Statutes, is  
27 amended to read:

28  
29 **7-102-101. Incorporators.** One or more persons may act as the  
30 incorporator or incorporators of a corporation by delivering articles of  
31 incorporation to the secretary of state, for filing PURSUANT TO PART 3 OF  
32 ARTICLE 90 OF THIS TITLE. An incorporator who is a natural person shall  
33 be of the age of eighteen years or older.

34  
35 **SECTION 107.** 7-102-102 (1) (f), Colorado Revised Statutes, is  
36 amended to read:

37  
38 **7-102-102. Articles of incorporation.** (1) The articles of  
39 incorporation shall set forth:

40  
41 ~~(f) The written consent of the initial registered agent to the~~  
42 ~~appointment unless such consent is provided in an accompanying~~  
43 ~~document.~~

44  
45 **SECTION 108.** The introductory portion to 7-105-102 (1) and  
46 7-105-102 (1) (e) and (2), Colorado Revised Statutes, are amended to  
47 read:

48  
49 **7-105-102. Change of registered office or registered agent.**  
50 (1) A corporation may change its registered office or registered agent by  
51 delivering to the secretary of state,, for filing PURSUANT TO PART 3 OF  
52 ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

53  
54 (e) If the registered agent is to be changed, the name of the new  
55 registered agent; and the new registered agent's written consent to the  
56 appointment, either on the statement of change or in an accompanying



1 document; and

2  
3 (2) If a registered agent changes the street address of the  
4 registered agent's business office, the registered agent may change the  
5 street address of the registered office of any corporation for which the  
6 registered agent is the registered agent by giving written notice to the  
7 corporation of the change and ~~executing, either manually or in facsimile,~~  
8 ~~and~~ delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
9 ARTICLE 90 OF THIS TITLE, a statement of change that complies with the  
10 requirements of subsection (1) of this section and recites that notice of the  
11 change has been given to the corporation.

12  
13 **SECTION 109.** 7-105-103 (1) and (2), Colorado Revised  
14 Statutes, are amended to read:

15  
16 **7-105-103. Resignation of registered agent.** (1) The registered  
17 agent of a corporation may resign the agency by delivering to the  
18 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
19 TITLE, a statement of resignation, which shall be accompanied by two  
20 exact or conformed copies thereof. The statement of resignation may  
21 include a statement that the registered office is also discontinued.

22  
23 ~~(2) After filing the statement of resignation, the secretary of state~~  
24 ~~shall deliver one copy to the registered office of the corporation along~~  
25 ~~with the receipt for filing fees, if any, and the other copy to the principal~~  
26 ~~office of the corporation.~~

27  
28 **SECTION 110.** The introductory portion to 7-106-102 (4),  
29 Colorado Revised Statutes, is amended to read:

30  
31 **7-106-102. Terms of class or series determined by board of**  
32 **directors.** (4) Before issuing any shares of a class or series, the  
33 preferences, limitations, and relative rights of which are determined by  
34 the board of directors under this section, the corporation shall deliver to  
35 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
36 THIS TITLE, articles of amendment to the articles of incorporation, which  
37 are effective without shareholder action, that set forth:

38  
39 **SECTION 111.** The introductory portion to 7-106-302 (2) (b),  
40 Colorado Revised Statutes, is amended to read:

41  
42 **7-106-302. Corporation's acquisition of its own shares.** (2) If  
43 the articles of incorporation prohibit the reissuance of acquired shares:

44  
45 (b) The corporation shall deliver to the secretary of state, for filing  
46 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of amendment  
47 to the articles of incorporation, which are effective without shareholder  
48 action, that set forth:

49  
50 **SECTION 112.** 7-108-105 (6), Colorado Revised Statutes, is  
51 amended to read:

52  
53 **7-108-105. Terms of directors generally.** (6) A director whose  
54 term has ended may deliver to the secretary of state, for filing PURSUANT  
55 TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant  
56 to section 7-90-502.

1           **SECTION 113.** 7-108-107 (3), Colorado Revised Statutes, is  
2 amended to read:

3  
4           **7-108-107. Resignation of directors.** (3) A director who resigns  
5 may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF  
6 ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section  
7 7-90-502.

8  
9           **SECTION 114.** 7-108-108 (5), Colorado Revised Statutes, is  
10 amended to read:

11  
12           **7-108-108. Removal of directors by shareholders.** (5) A  
13 director who is removed pursuant to this section may deliver to the  
14 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
15 TITLE, a statement to that effect pursuant to section 7-90-502.

16  
17           **SECTION 115.** 7-108-109 (4), Colorado Revised Statutes, is  
18 amended to read:

19  
20           **7-108-109. Removal of directors by judicial proceeding.** (4) A  
21 director who is removed pursuant to this section may deliver to the  
22 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
23 TITLE, a statement to that effect pursuant to section 7-90-502.

24  
25           **SECTION 116.** 7-108-303 (5), Colorado Revised Statutes, is  
26 amended to read:

27  
28           **7-108-303. Resignation and removal of officers.** (5) An officer  
29 who resigns or is removed or whose appointment has expired may deliver  
30 to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
31 THIS TITLE, a statement to that effect pursuant to section 7-90-502.

32  
33           **SECTION 117.** The introductory portion to 7-110-106 (1),  
34 Colorado Revised Statutes, is amended to read:

35  
36           **7-110-106. Articles of amendment to articles of incorporation.**  
37 (1) A corporation amending its articles of incorporation shall deliver to  
38 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
39 THIS TITLE, articles of amendment setting forth:

40  
41           **SECTION 118.** The introductory portion to 7-110-107 (4) and  
42 7-110-107 (5), Colorado Revised Statutes, are amended to read:

43  
44           **7-110-107. Restated articles of incorporation.** (4) A  
45 corporation restating its articles of incorporation shall deliver to the  
46 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
47 TITLE, articles of restatement setting forth:

48  
49           (5) Upon filing by the secretary of state or at any later effective  
50 date determined pursuant to ~~section 7-101-204~~ SECTION 7-90-304,  
51 restated articles of incorporation supersede the original articles of  
52 incorporation and all prior amendments to them.

53  
54           **SECTION 119.** The introductory portion to 7-110-108 (2),  
55 Colorado Revised Statutes, is amended to read:

56

1           **7-110-108. Amendment of articles of incorporation pursuant**  
2 **to reorganization.** (2) For an amendment to the articles of incorporation  
3 to be made pursuant to subsection (1) of this section, an individual or  
4 individuals designated by the court shall deliver to the secretary of state,  
5 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of  
6 amendment setting forth:

7  
8           **SECTION 120.** 7-111-103 (9), Colorado Revised Statutes, is  
9 amended to read:

10  
11           **7-111-103. Action on plan.** (9) After a plan of merger or share  
12 exchange is authorized, and at any time before the merger or share  
13 exchange becomes effective, the merger or share exchange may be  
14 abandoned, subject to any contractual rights, without further shareholder  
15 action, in accordance with the procedure set forth in the plan of merger  
16 or share exchange or, if none is set forth, in the manner determined by the  
17 board of directors. If a merger or share exchange is abandoned after  
18 articles of merger or share exchange have been filed by the secretary of  
19 state pursuant to section 7-111-105 specifying a delayed effective date,  
20 the merger or share exchange may be prevented from becoming effective  
21 by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
22 ARTICLE 90 OF THIS TITLE, before the date the merger or share exchange  
23 becomes effective pursuant to ~~section 7-101-204 (2)~~ SECTION 7-90-304,  
24 a statement of abandonment stating that, by appropriate corporate action,  
25 the merger or share exchange has been abandoned. Such statement of  
26 abandonment shall be executed in the same manner as the articles of  
27 merger or share exchange.

28  
29           **SECTION 121.** The introductory portion to 7-111-105 (1),  
30 Colorado Revised Statutes, is amended to read:

31  
32           **7-111-105. Articles of merger or share exchange.** (1) After a  
33 plan of merger or share exchange is approved by the shareholders, or  
34 adopted by the board of directors if shareholder approval is not required,  
35 the surviving or acquiring corporation shall deliver to the secretary of  
36 state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles  
37 of merger or share exchange setting forth:

38  
39           **SECTION 122.** 7-111-108 (1), (2) (e), and (10), Colorado  
40 Revised Statutes, are amended to read:

41  
42           **7-111-108. Redomestication as a domestic insurer.** (1) A  
43 foreign or alien insurer which seeks to change its domicile under section  
44 10-3-125 or 10-3-126, C.R.S., shall submit articles of redomestication in  
45 triplicate to the commissioner of insurance and the attorney general for  
46 examination. After being approved by them, the articles of  
47 redomestication shall be delivered to the secretary of state for filing  
48 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. A copy of such  
49 articles, certified by the secretary of state, shall be filed with the  
50 commissioner of insurance.

51  
52           (2) The articles of redomestication shall set forth:

53  
54           (e) The street address of the corporation's current registered office  
55 and the name of its current registered agent at that office, or, if the  
56 corporation does not have a current registered office, the street address

1 of its initial registered office and the name of its initial registered agent  
2 at that office; and the written consent of the initial registered agent to the  
3 appointment unless such consent is provided in an accompanying  
4 document;

5  
6 (10) Any domestic insurer, subject to and in compliance with  
7 section 10-3-125 (2), C.R.S., may change its domicile from this state to  
8 any other state in which it is authorized to transact business and, in  
9 connection therewith, shall submit to the commissioner of insurance a  
10 copy of the articles of redomestication or their equivalent, duly  
11 authenticated by the proper officer of its new state of domicile, and a  
12 certificate of good standing or its equivalent from that state. Upon  
13 approval by the commissioner of insurance, the copy of the articles of  
14 redomestication and certificate of good standing, or their equivalents,  
15 from the new state of domicile shall be delivered to the secretary of state  
16 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE. Upon the  
17 filing of such documents by the secretary of state, the domestic insurer  
18 shall cease to be a domestic corporation and a domestic insurer and, if  
19 otherwise qualified, shall become a foreign corporation and foreign  
20 insurer authorized to transact business in this state effective as of the date  
21 of its redomestication by the new state of domicile as set forth in its  
22 articles of redomestication.

23  
24 **SECTION 123.** The introductory portion to 7-114-103 (1),  
25 Colorado Revised Statutes, is amended to read:

26  
27 **7-114-103. Articles of dissolution.** (1) At any time after  
28 dissolution is authorized, the corporation may dissolve by delivering to  
29 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
30 THIS TITLE, articles of dissolution setting forth:

31  
32 **SECTION 124.** The introductory portion to 7-114-104 (3) and  
33 7-114-104 (4), Colorado Revised Statutes, are amended to read:

34  
35 **7-114-104. Revocation of dissolution.** (3) After the revocation  
36 of dissolution is authorized, the corporation may revoke the dissolution  
37 by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
38 ARTICLE 90 OF THIS TITLE, within one hundred twenty days after the  
39 effective date of dissolution, articles of revocation of dissolution, together  
40 with a copy of its articles of dissolution, that set forth:

41  
42 (4) Revocation of dissolution is effective as provided in ~~section~~  
43 ~~7-101-204(1)(a)~~ SECTION 7-90-304, and no delayed effective date may  
44 be specified pursuant to ~~section 7-101-204(2)~~ SECTION 7-90-304.

45  
46 **SECTION 125.** The introductory portion to 7-114-203 (1) and  
47 7-114-203 (2) and (3), Colorado Revised Statutes, are amended to read:

48  
49 **7-114-203. Reinstatement following administrative dissolution.**  
50 (1) A corporation administratively dissolved under section 7-114-202  
51 may apply to the secretary of state for reinstatement within two years  
52 after the effective date of dissolution by delivering to the secretary of  
53 state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an  
54 application for reinstatement that states:

55  
56 (2) ~~The corporation shall include in the application for~~

1 ~~reinstatement, or in an accompanying document, the written consent to~~  
2 ~~appointment by the designated registered agent.~~  
3

4 (3) If the secretary of state determines that the application for  
5 reinstatement contains the information required by ~~subsections (1) and (2)~~  
6 SUBSECTION (1) of this section and that the information is correct, the  
7 secretary of state shall revoke the administrative dissolution. The  
8 secretary of state shall mail written notice of the revocation, stating the  
9 effective date thereof, to the corporation.

10  
11 **SECTION 126.** The introductory portion to 7-115-103 (1) and  
12 7-115-103 (3), Colorado Revised Statutes, are amended to read:

13  
14 **7-115-103. Application for authority to transact business.**  
15 (1) A foreign corporation may apply for authority to transact business in  
16 this state by delivering to the secretary of state, for filing PURSUANT TO  
17 PART 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to  
18 transact business setting forth:

19  
20 ~~(3) The foreign corporation shall include in the application for~~  
21 ~~authority to transact business, or in an accompanying document, written~~  
22 ~~consent to appointment by its designated registered agent.~~  
23

24 **SECTION 127.** The introductory portion to 7-115-104 (1),  
25 Colorado Revised Statutes, is amended to read:

26  
27 **7-115-104. Amended application for authority to transact**  
28 **business.** (1) A foreign corporation authorized to transact business in  
29 this state shall deliver TO THE SECRETARY OF STATE, FOR FILING PURSUANT  
30 TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended application for  
31 authority to transact business ~~to the secretary of state for filing~~ if the  
32 foreign corporation changes:  
33

34 **SECTION 128.** The introductory portion to 7-115-109 (1) and  
35 7-115-109 (1) (e) and (2), Colorado Revised Statutes, are amended to  
36 read:  
37

38 **7-115-109. Change of registered office or registered agent of**  
39 **foreign corporation.** (1) A foreign corporation authorized to transact  
40 business in this state may change its registered office or registered agent  
41 by delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
42 ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:  
43

44 (e) If the registered agent is to be changed, the name of the new  
45 registered agent; and ~~the new registered agent's written consent to the~~  
46 ~~appointment, either on the statement of change or in an accompanying~~  
47 ~~document, and~~  
48

49 (2) If a registered agent changes the street address of the  
50 registered agent's business office, the registered agent may change the  
51 street address of the registered office of any foreign corporation for which  
52 the registered agent is the registered agent by giving written notice to the  
53 foreign corporation of the change and ~~executing, either manually or in~~  
54 ~~facsimile, and~~ delivering to the secretary of state, for filing PURSUANT TO  
55 PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that complies  
56 with the requirements of subsection (1) of this section and recites that

1 notice of the change has been given to the foreign corporation.

2

3 **SECTION 129.** 7-115-110 (1), Colorado Revised Statutes, is  
4 amended to read:

5

6 **7-115-110. Resignation of registered agent of foreign**  
7 **corporation.** (1) The registered agent of a foreign corporation  
8 authorized to transact business in this state may resign the agency by  
9 delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
10 ARTICLE 90 OF THIS TITLE, a statement of resignation, which shall be  
11 accompanied by two exact or conformed copies thereof. The statement  
12 of resignation may include a statement that the registered office is also  
13 discontinued.

14

15 **SECTION 130.** The introductory portion to 7-115-201 (2),  
16 Colorado Revised Statutes, is amended to read:

17

18 **7-115-201. Withdrawal of foreign corporation.** (2) A foreign  
19 corporation authorized to transact business in this state shall apply for  
20 withdrawal by delivering to the secretary of state, for filing PURSUANT TO  
21 PART 3 OF ARTICLE 90 OF THIS TITLE, an application for withdrawal setting  
22 forth:

23

24 **SECTION 131.** 7-115-301 (1) (e), Colorado Revised Statutes, is  
25 amended to read:

26

27 **7-115-301. Grounds for revocation.** (1) The secretary of state  
28 shall commence a proceeding under section 7-115-302 to revoke the  
29 authority of a foreign corporation to transact business in this state if:

30

31 (e) An incorporator, director, officer, or agent of the foreign  
32 corporation ~~signed~~ CAUSED a document TO BE DELIVERED TO THE  
33 SECRETARY OF STATE FOR FILING THAT such person knew was false in any  
34 material respect with the intent that the document be delivered to the  
35 secretary of state for filing; or

36

37 **SECTION 132.** 7-116-109 (4), Colorado Revised Statutes, is  
38 amended to read:

39

40 **7-116-109. Interrogatories by secretary of state.** (4) Each  
41 officer and director of a domestic or foreign corporation who fails or  
42 refuses to answer truthfully and fully, within the time prescribed by  
43 subsection (1) of this section, interrogatories propounded to the officer or  
44 director by the secretary of state in accordance with the provisions of said  
45 subsection (1) or who signs a document ~~filed with~~ DELIVERED TO the  
46 secretary of state pursuant to any provision of articles 101 to 117 of this  
47 title, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, which  
48 is known to such officer or director to be false in any material respect is  
49 guilty of a misdemeanor and, upon conviction thereof, shall be punished  
50 by a fine of not more than one thousand dollars.

51

52 **SECTION 133.** 7-121-201, Colorado Revised Statutes, is  
53 amended to read:

54

55 **7-121-201. Filing requirements.** (1) ~~A document shall satisfy~~  
56 ~~the requirements of this section, and of any other section that adds to or~~

1 varies these requirements, to be entitled to filing by the secretary of state.  
2 ANY DOCUMENT DELIVERED TO THE SECRETARY OF STATE FOR FILING  
3 PURSUANT TO THIS ARTICLE SHALL BE SUBJECT TO THE PROVISIONS OF  
4 PART 3 OF ARTICLE 90 OF THIS TITLE.

5  
6 ~~(2) The document shall be one that is required or permitted by~~  
7 ~~articles 121 to 137 of this title to be filed in the office of the secretary of~~  
8 ~~state.~~

9  
10 ~~(3) The document shall contain all information required by~~  
11 ~~articles 121 to 137 of this title and may also contain other information.~~

12  
13 ~~(4) The document shall be typewritten or printed.~~

14  
15 ~~(5) The document shall be in the English language. An entity~~  
16 ~~name need not be in English if written in English letters or Arabic or~~  
17 ~~Roman numerals, and the certificate of existence required of foreign~~  
18 ~~nonprofit corporations need not be in English if accompanied by a~~  
19 ~~reasonably authenticated English translation.~~

20  
21 ~~(6) The document shall be executed, or shall be a true copy made~~  
22 ~~by photographic, xerographic, or other process providing similar copy~~  
23 ~~accuracy of a document that has been executed, as follows:~~

24  
25 ~~(a) By the chairperson of the board of directors of a domestic or~~  
26 ~~foreign nonprofit corporation, by all of its directors, by one of its officers,~~  
27 ~~or by any other person authorized to execute the document;~~

28  
29 ~~(b) If directors have not been named or the nonprofit corporation~~  
30 ~~has not been formed, by an incorporator;~~

31  
32 ~~(c) If the domestic or foreign nonprofit corporation is in the hands~~  
33 ~~of a receiver, trustee, or other court-appointed fiduciary, by that~~  
34 ~~fiduciary; or~~

35  
36 ~~(d) If the document is that of a registered agent, by the registered~~  
37 ~~agent, if the person is an individual, or by a person authorized by the~~  
38 ~~registered agent to execute the document, if the registered agent is an~~  
39 ~~entity.~~

40  
41 ~~(7) The person executing the document shall state beneath or~~  
42 ~~opposite such person's signature his or her name and the capacity in~~  
43 ~~which the person signs.~~

44  
45 ~~(8) The document may but need not contain:~~

46  
47 ~~(a) The corporate seal;~~

48  
49 ~~(b) An attestation by the secretary or an assistant secretary;~~

50  
51 ~~(c) An acknowledgment, verification, or proof.~~

52  
53 ~~(9) Whether or not the document contains an acknowledgment,~~  
54 ~~verification, or proof permitted by subsection (8) of this section, the~~  
55 ~~signature of each person signing the document shall constitute the~~  
56 ~~affirmation or acknowledgment of such person, under penalties of~~

1 perjury, that the document is the person's act and deed or the act and deed  
2 of the domestic or foreign nonprofit corporation and that the facts stated  
3 in the document are true.

4  
5 (10) If the secretary of state requires the use of a form or cover  
6 sheet for a document under section 7-121-202, the document shall be in  
7 or on the required form or shall have the required cover sheet.

8  
9 (11) The document shall be delivered to the secretary of state for  
10 filing and shall be accompanied by one exact or conformed copy thereof;  
11 or two exact or conformed copies if the document is delivered pursuant  
12 to section 7-125-103 or 7-135-110, the correct filing fee, and any penalty  
13 required by articles 121 to 137 of this title or other law. Except with  
14 respect to filings pursuant to section 7-125-103, 7-135-110, or 7-90-502,  
15 the document shall state, or be accompanied by a writing stating, the  
16 address to which the secretary of state may send a copy upon completion  
17 of the filing.

18  
19 **SECTION 134.** 7-122-101, Colorado Revised Statutes, is  
20 amended to read:

21  
22 **7-122-101. Incorporators.** One or more persons may act as the  
23 incorporator or incorporators of a nonprofit corporation by delivering  
24 articles of incorporation to the secretary of state for filing PURSUANT TO  
25 PART 3 OF ARTICLE 90 OF THIS TITLE. An incorporator who is a natural  
26 person shall be eighteen years of age or older.

27  
28 **SECTION 135.** 7-122-102 (1) (f), Colorado Revised Statutes, is  
29 repealed as follows:

30  
31 **7-122-102. Articles of incorporation.** (1) The articles of  
32 incorporation shall set forth:

33  
34 (f) ~~The written consent of the initial registered agent to the~~  
35 ~~appointment unless such consent is provided in an accompanying~~  
36 ~~document, and~~

37  
38 **SECTION 136.** The introductory portion to 7-125-102 (1) and  
39 7-125-102 (1) (e) and (2), Colorado Revised Statutes, are amended to  
40 read:

41  
42 **7-125-102. Change of registered office or registered agent.**  
43 (1) A nonprofit corporation may change its registered office or registered  
44 agent by delivering to the secretary of state, for filing PURSUANT TO PART  
45 3 OF ARTICLE 90 OF THIS TITLE, a statement of change that sets forth:

46  
47 (e) If the registered agent is to be changed, the name of the new  
48 registered agent; and ~~the new registered agent's written consent to the~~  
49 ~~appointment, either on the statement of change or in an accompanying~~  
50 ~~document, and~~

51  
52 (2) If a registered agent changes the street address of the  
53 registered agent's business office, the registered agent may change the  
54 street address of the registered office of any nonprofit corporation for  
55 which the registered agent is the registered agent by giving written notice  
56 to the nonprofit corporation of the change and ~~executing, either manually~~



1 ~~or in facsimile~~, and delivering to the secretary of state, for filing  
2 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change  
3 that complies with the requirements of subsection (1) of this section and  
4 recites that notice of the change has been given to the nonprofit  
5 corporation.

6  
7 **SECTION 137.** 7-125-103 (1), Colorado Revised Statutes, is  
8 amended to read:

9  
10 **7-125-103. Resignation of registered agent.** (1) The registered  
11 agent of a nonprofit corporation may resign the agency by delivering to  
12 the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
13 THIS TITLE, a statement of resignation, which shall be accompanied by  
14 two exact or conformed copies thereof. The statement of resignation may  
15 include a statement that the registered office is also discontinued.

16  
17 **SECTION 138.** 7-128-105 (6), Colorado Revised Statutes, is  
18 amended to read:

19  
20 **7-128-105. Terms of directors generally.** (6) A director whose  
21 term has ended may deliver to the secretary of state, for filing PURSUANT  
22 TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant  
23 to section 7-90-502.

24  
25 **SECTION 139.** 7-128-107 (3), Colorado Revised Statutes, is  
26 amended to read:

27  
28 **7-128-107. Resignation of directors.** (3) A director who resigns  
29 may deliver to the secretary of state, for filing PURSUANT TO PART 3 OF  
30 ARTICLE 90 OF THIS TITLE, a statement to that effect pursuant to section  
31 7-90-502.

32  
33 **SECTION 140.** 7-128-108 (4), Colorado Revised Statutes, is  
34 amended to read:

35  
36 **7-128-108. Removal of directors.** (4) A director who is removed  
37 pursuant to this section may deliver to the secretary of state, for filing  
38 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement to that  
39 effect pursuant to section 7-90-502.

40  
41 **SECTION 141.** 7-128-109 (4), Colorado Revised Statutes, is  
42 amended to read:

43  
44 **7-128-109. Removal of directors by judicial proceeding.** (4) A  
45 director who is removed pursuant to this section may deliver to the  
46 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
47 TITLE, a statement to that effect pursuant to section 7-90-502.

48  
49 **SECTION 142.** 7-128-303 (5), Colorado Revised Statutes, is  
50 amended to read:

51  
52 **7-128-303. Resignation and removal of officers.** (5) An officer  
53 who resigns or is removed or whose appointment has expired may deliver  
54 to the secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF  
55 THIS TITLE, a statement to that effect pursuant to section 7-90-502.

56

1           **SECTION 143.** The introductory portion to 7-130-105 (1),  
2 Colorado Revised Statutes, is amended to read:

3  
4           **7-130-105. Articles of amendment to articles of incorporation.**  
5 (1) A nonprofit corporation amending its articles of incorporation shall  
6 deliver to the secretary of state, for filing PURSUANT TO PART 3 OF  
7 ARTICLE 90 OF THIS TITLE, articles of amendment setting forth:

8  
9           **SECTION 144.** The introductory portion to 7-130-106 (4) and  
10 7-130-106 (5), Colorado Revised Statutes, is amended to read:

11  
12           **7-130-106. Restated articles of incorporation.** (4) A nonprofit  
13 corporation restating its articles of incorporation shall deliver to the  
14 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
15 TITLE, articles of restatement setting forth:

16  
17           (5) Upon filing by the secretary of state or at any later effective  
18 date determined pursuant to ~~section 7-121-204~~ SECTION 7-90-304,  
19 restated articles of incorporation supersede the original articles of  
20 incorporation and all prior amendments to them.

21  
22           **SECTION 145.** The introductory portion to 7-130-107 (2),  
23 Colorado Revised Statutes, is amended to read:

24  
25           **7-130-107. Amendment of articles of incorporation pursuant**  
26 **to reorganization.** (2) For an amendment to the articles of incorporation  
27 to be made pursuant to subsection (1) of this section, an individual or  
28 individuals designated by the court shall deliver to the secretary of state,  
29 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, articles of  
30 amendment setting forth:

31  
32           **SECTION 146.** The introductory portion to 7-131-103 (1) and  
33 7-131-103 (2) and (3), Colorado Revised Statutes, are amended to read:

34  
35           **7-131-103. Articles of merger.** (1) After a plan of merger is  
36 approved, pursuant to section 7-131-102, the surviving nonprofit  
37 corporation shall deliver to the secretary of state, for filing PURSUANT TO  
38 PART 3 OF ARTICLE 90 OF THIS TITLE, articles of merger setting forth:

39  
40           ~~(2) A merger takes effect upon the effective date stated in the~~  
41 ~~articles of merger or, if earlier, on the ninetieth day after the articles of~~  
42 ~~merger are filed by the secretary of state.~~

43  
44           (3) Articles of merger shall be ~~executed~~ APPROVED by each party  
45 to the merger.

46  
47           **SECTION 147.** The introductory portion to 7-134-103 (1),  
48 Colorado Revised Statutes, is amended to read:

49  
50           **7-134-103. Articles of dissolution.** (1) At any time after  
51 dissolution is authorized, the nonprofit corporation may dissolve by  
52 delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
53 ARTICLE 90 OF THIS TITLE, articles of dissolution setting forth:

54  
55           **SECTION 148.** The introductory portion to 7-134-104 (3) and  
56 7-134-104 (4), Colorado Revised Statutes, are amended to read:

1           **7-134-104. Revocation of dissolution.** (3) After the revocation  
2 of dissolution is authorized, the nonprofit corporation may revoke the  
3 dissolution by delivering to the secretary of state, for filing PURSUANT TO  
4 PART 3 OF ARTICLE 90 OF THIS TITLE, within one hundred twenty days  
5 after the effective date of dissolution, articles of revocation of dissolution,  
6 together with a copy of its articles of dissolution, that set forth:  
7

8           (4) Revocation of dissolution is effective as provided in ~~section~~  
9 ~~7-121-204(1)(a)~~ SECTION 7-90-304, and no delayed effective date may  
10 be specified pursuant to ~~section 7-121-204(2)~~ SECTION 7-90-304.  
11

12           **SECTION 149.** The introductory portion to 7-134-203 (1) and  
13 7-134-203 (2) and (3) , Colorado Revised Statutes, are amended to read:  
14

15           **7-134-203. Reinstatement following administrative dissolution.**

16 (1) A nonprofit corporation administratively dissolved under section  
17 7-134-202 may apply to the secretary of state for reinstatement within  
18 five years after the effective date of dissolution by delivering to the  
19 secretary of state, for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
20 TITLE, an application for reinstatement that states:  
21

22           ~~(2) The nonprofit corporation shall include in the application for~~  
23 ~~reinstatement, or in an accompanying document, the written consent to~~  
24 ~~appointment by the designated registered agent.~~  
25

26           (3) If the secretary of state determines that the application for  
27 reinstatement contains the information required by ~~subsections (1) and (2)~~  
28 SUBSECTION (1) of this section and that the information is correct, the  
29 secretary of state shall revoke the administrative dissolution. The  
30 secretary of state shall mail written notice of the revocation, stating the  
31 effective date thereof, to the nonprofit corporation.  
32

33           **SECTION 150.** The introductory portion to 7-135-103 (1) and  
34 7-135-103 (3), Colorado Revised Statutes, are amended to read:  
35

36           **7-135-103. Application for authority to conduct affairs.** (1) A  
37 foreign nonprofit corporation may apply for authority to conduct affairs  
38 in this state by delivering to the secretary of state, for filing PURSUANT TO  
39 PART 3 OF ARTICLE 90 OF THIS TITLE, an application for authority to  
40 conduct affairs setting forth:  
41

42           ~~(3) The foreign nonprofit corporation shall include in the~~  
43 ~~application for authority to conduct affairs, or in an accompanying~~  
44 ~~document, written consent to appointment by its designated registered~~  
45 ~~agent.~~  
46

47           **SECTION 151.** The introductory portion to 7-135-104 (1),  
48 Colorado Revised Statutes, is amended to read:  
49

50           **7-135-104. Amended application for authority to conduct**  
51 **affairs.** (1) A foreign nonprofit corporation authorized to conduct affairs  
52 in this state shall deliver TO THE SECRETARY OF STATE, FOR FILING  
53 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an amended  
54 application for authority to conduct affairs ~~to the secretary of state for~~  
55 ~~filing~~ if the foreign nonprofit corporation changes:  
56

1           **SECTION 152.** The introductory portion to 7-135-109 (1) and  
2 7-135-109 (1) (e) and (2), Colorado Revised Statutes, are amended to  
3 read:

4  
5           **7-135-109. Changes of registered office or registered agent of**  
6 **foreign nonprofit corporation.** (1) A foreign nonprofit corporation  
7 authorized to conduct affairs in this state may change its registered office  
8 or registered agent by delivering to the secretary of state, for filing  
9 PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement of change  
10 that sets forth:

11  
12           (e) If the registered agent is to be changed, the name of the new  
13 registered agent; and ~~the new registered agent's written consent to the~~  
14 ~~appointment, either on the statement of change or in an accompanying~~  
15 ~~document, and~~

16  
17           (2) If a registered agent changes the street address of the  
18 registered agent's business office, the registered agent may change the  
19 street address of the registered office of any foreign nonprofit corporation  
20 for which the registered agent is the registered agent by giving written  
21 notice to the foreign nonprofit corporation of the change and executing,  
22 either manually or in facsimile, and delivering to the secretary of state,  
23 for filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, a statement  
24 of change that complies with the requirements of subsection (1) of this  
25 section and recites that notice of the change has been given to the foreign  
26 nonprofit corporation.

27  
28           **SECTION 153.** 7-135-110 (1) and (2), Colorado Revised  
29 Statutes, are amended to read:

30  
31           **7-135-110. Resignation of registered agent of foreign nonprofit**  
32 **corporation.** (1) The registered agent of a foreign nonprofit corporation  
33 authorized to conduct affairs in this state may resign from an agency by  
34 delivering to the secretary of state, for filing PURSUANT TO PART 3 OF  
35 ARTICLE 90 OF THIS TITLE, a statement of resignation which shall be  
36 accompanied by two exact or conformed copies thereof. The statement  
37 of resignation may include a statement that the registered office is also  
38 discontinued.

39  
40           (2) ~~After filing the statement of resignation, the secretary of state~~  
41 ~~shall deliver one copy together with the receipt for filing fees, if any, to~~  
42 ~~the registered office of the foreign nonprofit corporation and the other~~  
43 ~~copy to the principal office of the foreign nonprofit corporation.~~

44  
45           **SECTION 154.** The introductory portion to 7-135-201 (2),  
46 Colorado Revised Statutes, is amended to read:

47  
48           **7-135-201. Withdrawal of foreign nonprofit corporation.** (2) A  
49 foreign nonprofit corporation authorized to conduct affairs in this state  
50 shall apply for withdrawal by delivering to the secretary of state, for  
51 filing PURSUANT TO PART 3 OF ARTICLE 90 OF THIS TITLE, an application  
52 for withdrawal setting forth:

53  
54           **SECTION 155.** 7-135-301 (1) (e), Colorado Revised Statutes, is  
55 amended to read:

56

1           **7-135-301. Grounds for revocation.** (1) The secretary of state  
2 shall commence a proceeding under section 7-135-302 to revoke the  
3 authority of a foreign nonprofit corporation to conduct affairs in this state  
4 if:

5  
6           (e) An incorporator, director, officer, or agent of the foreign  
7 nonprofit corporation ~~signed~~ CAUSED a document TO BE DELIVERED TO  
8 THE SECRETARY OF STATE FOR FILING THAT such person knew was false  
9 in any material respect with the intent that the document be delivered to  
10 the secretary of state for filing; or

11  
12           **SECTION 156.** 7-136-109 (4), Colorado Revised Statutes, is  
13 amended to read:

14  
15           **7-136-109. Interrogatories by secretary of state.** (4) Each  
16 officer and director of a domestic or foreign nonprofit corporation who  
17 fails or refuses to answer truthfully and fully, within the time prescribed  
18 by subsection (1) of this section, interrogatories propounded to the officer  
19 or director by the secretary of state in accordance with the provisions of  
20 subsection (1) of this section or who signs a document ~~filed with~~  
21 DELIVERED the secretary of state pursuant to any provision of articles 121  
22 to 137 of this title, FOR FILING PURSUANT TO PART 3 OF ARTICLE 90 OF THIS  
23 TITLE, which is known to such officer or director to be false in any  
24 material respect, is guilty of a misdemeanor and, upon conviction thereof,  
25 shall be punished by a fine of not more than one thousand dollars.

26  
27           **SECTION 157.** 7-137-203, Colorado Revised Statutes, is  
28 amended to read:

29  
30           **7-137-203. Filing statement of election to accept articles 121 to**  
31 **137 of this title.** The statement of election to accept articles 121 to 137  
32 of this title shall be delivered to the secretary of state for filing PURSUANT  
33 TO PART 3 OF ARTICLE 90 OF THIS TITLE.

34  
35           **SECTION 158.** 7-101-401 (14), Colorado Revised Statutes, is  
36 amended to read:

37  
38           **7-101-401. General definitions.** As used in articles 101 to 117  
39 of this title, unless the context otherwise requires:

40  
41           (14) "Effective date", when referring to a document filed by the  
42 secretary of state, means the time and date determined in accordance with  
43 ~~section 7-101-204~~ SECTION 7-90-304.

44  
45           **SECTION 159.** 7-102-103 (1), Colorado Revised Statutes, is  
46 amended to read:

47  
48           **7-102-103. Incorporation.** (1) A corporation is incorporated  
49 when the articles of incorporation are filed by the secretary of state or, if  
50 a delayed effective date is specified pursuant to ~~section 7-101-204~~ (2)  
51 SECTION 7-90-304 in the articles of incorporation as filed by the secretary  
52 of state and a certificate of withdrawal is not filed, on such delayed  
53 effective date. The corporate existence begins upon incorporation.

54  
55           **SECTION 160.** 7-121-401 (14), Colorado Revised Statutes, is  
56 amended to read:

1           **7-121-401. General definitions.** As used in articles 121 to 137  
2 of this title, unless the context otherwise requires:

3  
4           (14) "Effective date", when referring to a document filed by the  
5 secretary of state, means the time and date determined in accordance with  
6 ~~section 7-121-204~~ SECTION 7-90-304.

7  
8           **SECTION 161.** 7-122-103 (1), Colorado Revised Statutes, is  
9 amended to read:

10  
11           **7-122-103. Incorporation.** (1) A nonprofit corporation is  
12 incorporated when the articles of incorporation are filed by the secretary  
13 of state or, if a delayed effective date is specified pursuant to ~~section~~  
14 ~~7-121-204~~ (2) SECTION 7-90-304 in the articles of incorporation as filed  
15 by the secretary of state and a certificate of withdrawal is not filed, on  
16 such delayed effective date. The corporate existence begins upon  
17 incorporation.

18  
19           **SECTION 162.** 24-21-109, Colorado Revised Statutes, is  
20 amended to read:

21  
22           **24-21-109. Documents in court proceedings - designation of**  
23 **person to attend court proceedings.** Subject to provisions of section  
24 13-25-115, C.R.S., documents from the office of secretary of state used  
25 in court proceedings shall be acknowledged, exemplified, verified, or  
26 attested to in a manner which shall make unnecessary the personal  
27 appearance of the secretary of state in a court proceeding to acknowledge,  
28 exemplify, verify, or attest to the validity of such documents. The  
29 secretary of state may designate a person to attend court proceedings if  
30 the secretary of state is subpoenaed for the purpose of acknowledging,  
31 exemplifying, verifying, or attesting to the validity of documents  
32 furnished by that office. The revenues derived from fees as established  
33 in ~~section 7-101-203 (2), C.R.S., and~~ section 24-21-104 (1) shall be  
34 deposited in the department of state cash fund created in section  
35 24-21-104 (3).

36  
37           **SECTION 163. Repeal.** 7-56-105, 7-60-151, 7-62-206,  
38 7-62-1201, 7-64-1104, 7-64-1105, 7-64-1106, 7-64-1107, 7-64-1108,  
39 7-64-1109, 7-64-1110, 7-64-1111, 7-64-1112, 7-80-206, 7-80-307,  
40 7-101-203, 7-101-204, 7-101-205, 7-101-206, 7-101-207, 7-101-208,  
41 7-101-209, 7-101-210, 7-121-203, 7-121-204, 7-121-205, 7-121-206,  
42 7-121-207, 7-121-208, 7-121-209, and 7-121-210, Colorado Revised  
43 Statutes, are repealed."

44  
45 Renumber succeeding sections accordingly.

46  
47  
48  
49 **HB02-1320** be referred to the Committee of the Whole with favorable  
50 recommendation.

51  
52  
53  
54  
55



1 would be over eight percent, or roughly \$108 million above the six  
2 percent appropriations limit. I understand that the General Assembly  
3 intends to pass some negative supplementals to remedy this problem,  
4 but these supplemental bills have not been introduced at this time.  
5 Without the accompanying negative supplementals, this bill will cause  
6 the state to violate the six percent appropriations limit, something that  
7 is expressly prohibited by statutes and the TABOR amendment to the  
8 State Constitution.  
9

- 10 • Second, by expanding the appropriations base in the current year, it  
11 will be very difficult to fund transportation (Senate Bill 97-1) and  
12 capital needs adequately in the future. This bill supports a higher  
13 level of appropriations than revenues allow now and in the future.  
14 Because this bill expands the operational appropriations base at a  
15 level greater than revenues allow, this will reduce available funds for  
16 future transportation needs. I will no longer allow the budget to be  
17 balanced on the back of transportation. It is imperative to the interest  
18 of the state and its citizens to adequately invest in the state's  
19 transportation system and reverse years of neglect. This bill will  
20 create a significant hardship for transportation investment in the  
21 future.  
22
- 23 • Third, at a time when revenues are declining, it is unwise to spend up  
24 to the maximum amount allowed by statute.  
25
- 26 • Fourth, it is inappropriate for me to sign this bill by itself, without an  
27 accompanying deficit reduction package that remedies the current  
28 financial situation. I am aware that the Joint Budget Committee  
29 intends to introduce several bills to address the budget situation we  
30 are in today. These bills, however, have not been introduced. In  
31 previous years, all the supplemental bills had been delivered to me by  
32 this day in the session, but, as of today, the supplemental bills have  
33 not even been introduced. In order to address Colorado's fiscal needs  
34 adequately and comprehensively, I must have all the deficit reduction  
35 bills at the same time in order to evaluate whether or not the General  
36 Assembly has appropriately addressed the budgetary shortfall of the  
37 current fiscal year.  
38

39 Accordingly, I have vetoed this bill.  
40

41 Sincerely,  
42 (signed)  
43 Bill Owens  
44 Governor  
45

46 \_\_\_\_\_  
47 March 1, 2002  
48

49 The Honorable Colorado House of Representatives  
50 Sixty-Third General Assembly  
51 Second Regular Session  
52 Denver, CO 80203  
53

54 Ladies and Gentlemen:  
55

56 I am returning to you House Bill 02-1328, "Concerning modifications to



1 the source of funding for the older Coloradans program for the 2001-02  
2 state fiscal year in order to increase the amount of general fund  
3 appropriations made during said fiscal year used to calculate the statutory  
4 limitation on general fund appropriations for the 2002-03 fiscal year, and  
5 making appropriations therewith." I vetoed this bill as of 9:53 a.m. today,  
6 and this letter sets forth my reasons for doing so.

7  
8 House Bill 02-1328 moves the funding for the Older Coloradans Program  
9 under the six percent appropriations limit for FY 2001-02. This is done  
10 in order to increase the appropriations base in the current year for the  
11 calculation of next year's appropriations limit.

12  
13 I have three primary concerns with this bill:

- 14  
15 • First, by propping up the appropriations base in the current year, it  
16 will be very difficult to fund transportation (Senate Bill 97-1) and  
17 capital needs adequately in the future. This bill, in combination with  
18 House Bill 02-1327, supports a higher level of appropriations than  
19 revenues allow now and in the future. Because the two bills allow an  
20 appropriations base higher than revenues will support, they will  
21 reduce available funds for transportation. I will no longer allow the  
22 budget to be balanced on the back of transportation. It is imperative  
23 to the interest of the state and its citizens to adequately invest in the  
24 state's transportation system and reverse years of neglect. This bill,  
25 along with House Bill 02-1327, will create a significant hardship for  
26 transportation and capital investment in the future.
- 27  
28 • Second, at a time when revenues are declining, I do not think it is  
29 wise to spend up to the maximum amount allowed by statute.
- 30  
31 • Third, it is inappropriate for me to sign this bill by itself, without an  
32 accompanying deficit reduction package that remedies the current  
33 financial situation. I am aware that the Joint Budget Committee  
34 intends to introduce several bills to address the budget situation we  
35 are in today. These bills, however, have not been introduced. In  
36 previous years, all the supplemental bills had been delivered to me by  
37 this day in the session, but, as of today, the supplemental bills have  
38 not even been introduced. In order to address Colorado's fiscal needs  
39 adequately and comprehensively, I must have all the deficit reduction  
40 bills at the same time in order to evaluate whether or not the General  
41 Assembly has appropriately addressed the budgetary shortfall in the  
42 current year.

43  
44 Accordingly, I have vetoed this bill.

45  
46 Sincerely,  
47 (signed)  
48 Bill Owens  
49 Governor

50  
51  
52  
53  
54  
55

---

**INTRODUCTION OF BILLS**  
**First Reading**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45  
46  
47  
48  
49  
50  
51  
52  
53  
54  
55  
56

The following bills were read by title and referred to the committees indicated:

**HB02-1360** by Representative(s) Paschall; also Senator(s) May, Teck--  
Concerning oversight of technology in state government,  
and, in connection therewith, creating the joint  
communications and information technology committee,  
and making an appropriation therefor.

Committee on Information & Technology  
Committee on Appropriations

**HB02-1361** by Representative(s) Alexander--Concerning facilities that  
provide twenty-four-hour child care to children.

Committee on Health, Environment, Welfare, & Institutions

**HB02-1362** by Representative(s) Paschall, Crane, Lee, Schultheis,  
Williams T., Clapp, Harvey, Johnson, Rhodes, Rippy,  
Spradley, Stafford, Swenson--Concerning a statewide pilot  
program for group benefit plans for state employees for  
purposes of providing better medical benefit options to  
state employees.

Committee on Health, Environment, Welfare, & Institutions

---

**INTRODUCTION OF RESOLUTIONS**

The following resolution was read by title and laid over one day under the rules:

**HJR02-1023** by Representative(s) Hefley, Alexander, Berry, Cadman,  
Chavez, Clapp, Cloer, Coleman, Daniel, Fairbank, Groff,  
Harvey, Hoppe, Jahn, Mitchell, Sanchez, Stafford,  
Stengel, Swenson, Vigil; also Senator(s) Takis--  
Concerning Colorado Nonprofit Week.

WHEREAS, Nonprofit organizations play important roles in our  
community by embodying and sustaining social, cultural, and spiritual  
values and enhancing the quality of life; and

WHEREAS, Approximately 13,000 nonprofit organizations  
contribute significantly to our economy by providing jobs, goods, and  
services; and

WHEREAS, It is reported that more than half of our adult  
population volunteers time and services for nonprofit organizations; and

WHEREAS, The nonprofit sector acts as a responsible steward of  
charitable dollars to achieve a diverse range of missions and goals and it  
serves as a responsible partner with private sector enterprises and  
government in the effort to address the most pressing issues of our time;  
and

