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D R A F T

SUMMARY

Digest: The Act updates laws about LLCs. (Flesch Readability Score: 73.8).

Updates and modernizes laws that govern the formation, governance, operations and conversion of limited liability companies in this state and relations among members, managers and third parties with respect to limited liability companies in this state.

A BILL FOR AN ACT

Relating to limited liability companies; creating new provisions; amending ORS 33.025, 56.014, 56.016, 56.022, 56.023, 56.037, 56.110, 56.140, 60.001, 60.470, 60.752, 60.754, 60.756, 60.758, 60.760, 60.764, 62.015, 62.605, 65.001, 67.340, 70.005, 70.500, 93.269, 314.840, 401.690, 648.005, 648.081, 656.735, 657.044, 671.047, 696.030, 701.160, 707.007, 709.015, 713.140, 713.200 and 726.050 and ORCP 7 D; and repealing ORS 63.001, 63.002, 63.004, 63.007, 63.011, 63.014, 63.016, 63.017, 63.021, 63.024, 63.027, 63.031, 63.032, 63.034, 63.044, 63.047, 63.051, 63.054, 63.057, 63.074, 63.077, 63.094, 63.097, 63.101, 63.111, 63.114, 63.117, 63.121, 63.130, 63.140, 63.155, 63.160, 63.165, 63.170, 63.175, 63.180, 63.185, 63.195, 63.200, 63.205, 63.209, 63.219, 63.225, 63.229, 63.235, 63.239, 63.245, 63.249, 63.255, 63.259, 63.265, 63.431, 63.434, 63.437, 63.441, 63.444, 63.467, 63.470, 63.473, 63.476, 63.479, 63.481, 63.487, 63.494, 63.497, 63.621, 63.625, 63.629, 63.631, 63.637, 63.641, 63.644, 63.645, 63.647, 63.651, 63.654, 63.657, 63.661, 63.664, 63.671, 63.674, 63.701, 63.704, 63.707, 63.711, 63.714, 63.717, 63.721, 63.724, 63.727, 63.731, 63.734, 63.737, 63.741, 63.744, 63.747, 63.771, 63.777, 63.781, 63.784, 63.787, 63.801, 63.810, 63.951, 63.955, 63.960, 63.965, 63.990 and 63.992.

Be It Enacted by the People of the State of Oregon:

TITLE

SECTION 1. Short title. Sections 1 to 125 of this 2027 Act shall be known and may be cited as the Oregon Limited Liability Company Act.

DEFINITIONS

SECTION 2. Definitions. As used in sections 1 to 125 of this 2027 Act:

(1) "Articles of organization" means the record required under section 24 of this 2027 Act and the record as amended or restated.

(2) "Contribution," except as used in "right of contribution," means property or a benefit, as described in section 42 of this 2027 Act, that is provided by a person to a limited liability company to become a member or in the person's capacity as a member.

(3) "Debtor in bankruptcy" means a person that is the subject of:

(a) An order for relief under Title 11 of the United States Code, as in effect on or after January 1, 2029, or a comparable order under a successor statute of general application; or

(b) A comparable order under federal, state or foreign law governing insolvency.

(4)(a) "Distribution" means a transfer of money or other property from a limited liability company to a person on account of a transferable interest or in the person's capacity as a member, such as:

(A) A redemption or other purchase by a limited liability company of a transferable interest; and

(B) A transfer to a member in return for the member's relinquishment of any right to participate as a member in the management or conduct of the limited liability company's activities and affairs or to have access to records or other information concerning the limited liability company's activities or affairs.

(b) "Distribution" does not include amounts constituting reasonable compensation for present or past service or payments made in the ordinary course of business under a bona fide retirement plan or other bona fide benefits program.

(5) "Foreign limited liability company" means an unincorporated entity organized

under the laws of a jurisdiction other than this state that would be a limited liability company if organized under the laws of this state.

(6) "Jurisdiction," used to refer to a political entity, means the United States, a state, a foreign country or a political subdivision of a foreign country.

(7) "Jurisdiction of formation" means the jurisdiction the laws of which govern the internal affairs of an entity.

(8) "Limited liability company" means an entity that is organized under sections 1 to 125 of this 2027 Act or an entity that becomes subject to sections 1 to 125 of this 2027 Act under sections 90 to 120 of this 2027 Act.

(9) "Manager" means a person that, under the operating agreement of a manager-managed limited liability company, is responsible, alone or in concert with others, for performing the management functions described in section 47 (3) of this 2027 Act.

(10) "Manager-managed limited liability company" means a limited liability company that qualifies under section 47 (1) of this 2027 Act.

(11)(a) "Member" means a person that has become a member of a limited liability company under section 41 of this 2027 Act or was a member of a limited liability company when the company becomes subject to sections 1 to 125 of this 2027 Act.

(b) "Member" does not include a person that is dissociated from a limited liability company under section 56 of this 2027 Act.

(12) "Member-managed limited liability company" means a limited liability company that is not a manager-managed limited liability company.

(13) "Operating agreement" means an agreement of all of the members of a limited liability company, including a sole member, concerning the matters described in section 6 of this 2027 Act, including amendments to or restatements of the agreement, whether the agreement is referred to as an operating agreement and whether the form of the agreement is oral, implied, in a record or in any combination of forms.

(14) "Organizer" means a person that acts under section 24 of this 2027 Act to form a limited liability company.

(15) "Person" means:

(a) An individual;

(b) A partnership, limited partnership or limited liability partnership;

(c) A limited liability company or foreign limited liability company;

(d) A corporation, professional corporation or nonprofit corporation;

(e) A joint venture, association, unincorporated nonprofit association or limited cooperative association;

(f) A cooperative;

(g) A trust, statutory trust, business trust or common-law business trust;

(h) A public corporation;

(i) A government or governmental subdivision or a tribal government; or

(j) Any other legal or commercial entity.

(16)(a) "Principal office" means an office with a physical street address inside or outside this state where the executive offices of a limited liability company or a foreign limited liability company are located, as recorded in an annual report or in a registration to do business in this state.

(b) "Principal office" does not include a commercial mail receiving agency, a mail forwarding address or a virtual office.

(17) "Property" means all property, whether real, personal, a mixture of real or personal, tangible or intangible, or any right or interest in the property.

(18) "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and that is retrievable in perceivable form.

(19) "Registered agent" means an agent that is authorized to receive service of process, a notice or a demand that is required or permitted by law to be served on a limited liability company or a registered foreign limited liability company.

(20) "Registered foreign limited liability company" means a foreign limited liability company that is authorized to do business in this state under a statement of registration filed by the Secretary of State.

(21) "Shell entity" means an entity that has the characteristics described in section 58 of this 2027 Act.

(22) "Sign" means, with present intent to authenticate or adopt the record, to execute or adopt a tangible symbol, or to attach to or logically associate an electronic

symbol, sound or process with a record, including as provided in ORS 84.001 to 84.061.

(23) "State" means a state of the United States, the District of Columbia, Puerto Rico, the United States Virgin Islands or any territory or insular possession that is subject to the jurisdiction of the United States.

(24) "Transfer" means an assignment, a conveyance, a sale, a lease, an encumbrance, including a mortgage or security interest, a gift or a transfer by operation of law.

(25) "Transferable interest" means a right that a person initially owns in the person's capacity as a member to receive distributions from a limited liability company, whether or not the person remains a member or continues to own any part of the right, and includes any fraction of the interest, by whomever owned.

(26) "Transferee" means a person to which all or a part of a transferable interest has been transferred, whether or not the other person is a member, including a person that owns a transferable interest under section 57 (1)(c) of this 2027 Act.

GENERAL PROVISIONS

SECTION 3. Application of Statutes to Members and Managers of Limited Liability Companies. (1) If a section of the Oregon Revised Statutes applies to both partners and directors, the section also applies to:

(a) The managers of a limited liability company in a limited liability company with one or more managers; and

(b) The members of a limited liability company in a limited liability company without managers.

(2) If a section of the Oregon Revised Statutes applies to both partners and shareholders, the section also applies to members of a limited liability company.

(3) Sections 1 to 125 of this 2027 Act do not supersede the provisions of ORS 679.020.

SECTION 4. Knowledge; Notice. (1) A person knows a fact if the person:

(a) Has actual knowledge of the fact; or

(b) Is deemed to know the fact under subsection (4)(a) of this section or under

law other than sections 1 to 125 of this 2027 Act.

(2) A person has notice of a fact if the person:

(a) Has reason to know of the fact from all of the other facts the person knows at the time in question; or

(b) Is deemed to have notice of the fact under subsection (4)(b) of this section.

(3) Subject to section 33 (5) of this 2027 Act, a person notifies another person of a fact by taking steps reasonably required to inform the other person in ordinary course, whether the steps cause or do not cause the other person to know the fact.

(4) A person that is not a member is deemed:

(a) To know of a limitation on authority to transfer real property as provided in section 37 (7) of this 2027 Act; and

(b) To have notice of a limited liability company's:

(A) Dissolution, 90 days after a statement of dissolution under section 61 (2)(b)(A) of this 2027 Act becomes effective;

(B) Termination, 90 days after a statement of termination under section 61 (2)(b)(F) of this 2027 Act becomes effective; and

(C) Participation in a merger, interest exchange, conversion to a different form of entity or domestication, 90 days after articles of merger, interest exchange, conversion or domestication under sections 90 to 120 of this 2027 Act become effective.

SECTION 5. Governing Law. The laws of this state govern:

(1) The internal affairs of a limited liability company; and

(2) The liability of a member as a member and of a manager as a manager for a debt, obligation or other liability of a limited liability company.

SECTION 6. Operating Agreement. (1) Except as otherwise provided in subsections (3) and (4) of this section, an operating agreement governs:

(a) Relations among members as members and between members and the limited liability company;

(b) The rights and duties under sections 1 to 125 of this 2027 Act of a person in the capacity of a manager;

(c) The activities and affairs and the conduct of the activities and affairs of the limited liability company; and

(d) The means of and conditions for amending the operating agreement.

(2) If the operating agreement does not provide for a matter described in subsection (1) of this section, sections 1 to 125 of this 2027 Act govern the matter.

(3) An operating agreement may not:

(a) Vary the law applicable under section 5 of this 2027 Act;

(b) Vary a limited liability company's capacity under section 11 of this 2027 Act to sue or be sued in the limited liability company's own name;

(c) Vary any requirement, procedure or other provision of sections 1 to 125 of this 2027 Act pertaining to:

(A) A registered agent; or

(B) The Secretary of State, including provisions pertaining to records that are authorized or required to be delivered to the Secretary of State for filing under sections 1 to 125 of this 2027 Act;

(d) Vary the provisions of section 27 of this 2027 Act;

(e) Alter or eliminate the duty of loyalty or the duty of care, except as otherwise provided in subsection (4) of this section;

(f) Eliminate the contractual obligation of good faith and fair dealing under section 49 (4) of this 2027 Act, except that the operating agreement may prescribe standards that are not manifestly unreasonable for measuring the performance of the obligation;

(g) Relieve or exonerate a person, in whole or in part, from liability for conduct involving a breach of the duty of loyalty, an improper distribution under section 46 of this 2027 Act, bad faith, willful or intentional misconduct or a knowing violation of the law;

(h) Vary the rights and duties set forth in section 50 of this 2027 Act, except as otherwise provided in section 50 of this 2027 Act;

(i) Vary the causes of dissolution specified in section 58 (1)(d) of this 2027 Act;

(j) Vary the requirement to wind up the limited liability company's activities and affairs, as specified in section 61 (1), (2)(a) and (5) of this 2027 Act;

(k) Restrict a member's right to maintain an action under section 69 of this 2027 Act, except that the operating agreement may require that the member must:

(A) Enter into mediation to resolve the dispute before bringing the action or enter into arbitration in lieu of the action;

(B) Bring the action in a particular forum; or

(C) Include particular information in a demand under section 69 (1) of this 2027 Act and make the demand by particular means;

(L) Vary the right of a member to approve a merger under section 98 of this 2027 Act, an interest exchange under section 104 of this 2027 Act, a conversion under section 110 of this 2027 Act or a domestication under section 116 of this 2027 Act;

(m) Vary the contents required for:

(A) A plan of merger under section 98 of this 2027 Act;

(B) A plan of interest exchange under section 104 of this 2027 Act;

(C) A plan of conversion to a different form of entity under section 110 of this 2027 Act; or

(D) A plan of domestication under section 116 of this 2027 Act; or

(n) Restrict the rights under sections 1 to 125 of this 2027 Act of a person other than a member or manager, except as otherwise provided in sections 7 and 8 (2) of this 2027 Act.

(4)(a) Subject to subsection (3)(g) of this section, and without limiting other terms that the operating agreement may include, an operating agreement may:

(A) Specify the method by which a specific act or transaction that would otherwise violate the duty of loyalty may be ratified by one or more disinterested and independent persons, after full disclosure of all material facts;

(B) Alter the prohibition set forth in section 45 (1)(b) of this 2027 Act to require only that the limited liability company's total assets are not less than the sum of the company's total liabilities;

(C) Limit or eliminate a member's fiduciary duty if:

(i) The operating agreement is for a member-managed limited liability company; and

(ii) The operating agreement expressly relieves the member of a responsibility the member otherwise would have under sections 1 to 125 of this 2027 Act and imposes the responsibility upon one or more other members;

(D) Alter or eliminate the aspects of the duty of loyalty specified in section 49 (2) and (9) of this 2027 Act, if the alteration or elimination is not manifestly unreasonable;

(E) Identify specific types or categories of activities that do not violate the duty of loyalty, if the identification is not manifestly unreasonable; and

(F) Alter the duty of care, if the alteration is not manifestly unreasonable, except that the alteration may not authorize conduct involving bad faith, willful or intentional misconduct or a knowing violation of the law.

(b) In an action involving an alteration, elimination or identification described in subsection (3)(f) of this section or paragraph (a)(D), (E) or (F) of this subsection, a court shall decide as a matter of law whether the alteration, elimination or identification is manifestly unreasonable. The court:

(A) Shall afford the parties to the action a reasonable opportunity to present evidence as to the context, purpose and effect of the alteration, elimination or identification to aid the court in making a determination;

(B) Shall consider in the court's determination only the circumstances that existed at the time the alteration, elimination or identification became part of the operating agreement; and

(C) May invalidate the alteration, elimination or identification only if, in light of the limited liability company's purposes, activities and affairs, the court determines that:

(i) The objective of the alteration, elimination or identification is unreasonable; or

(ii) The alteration, elimination or identification is an unreasonable means by which to achieve the limited liability company's purposes.

SECTION 7. Operating Agreement; Effect on LLC and Members. (1) A limited liability company is bound by and may enforce the company's operating agreement, even if the company has not manifested assent to the operating agreement.

(2) A person that becomes a member is deemed to assent to a limited liability company's operating agreement.

(3) Two or more persons intending to become the initial members of a limited

liability company may make an agreement providing that upon the formation of the company the agreement becomes the operating agreement.

(4) One person intending to become the initial member of a limited liability company may assent to terms providing that upon the formation of the limited liability company the terms become the operating agreement.

SECTION 8. Operating Agreement; Effect on Third Parties. (1) An operating agreement may specify that amending the operating agreement requires the approval of a person that is not a party to the operating agreement or the satisfaction of a condition. An amendment is ineffective if adopting the amendment requires the approval or satisfaction of the condition and the amendment is adopted without the approval or satisfaction of the condition.

(2) The obligations of a limited liability company and members to a person in the person's capacity as a transferee or as a person that is dissociated as a member are governed by the operating agreement. Subject only to a court order issued under section 53 (2) of this 2027 Act to effectuate a charging order, an amendment to the operating agreement that is made after a person becomes a transferee or is dissociated as a member:

(a) Is effective with regard to any debt, obligation or other liability of the limited liability company and members to the person in the person's capacity as a transferee or as a person that is dissociated as a member; and

(b) Is not effective to the extent that the amendment imposes a new debt, obligation or other liability on the transferee or the person that is dissociated as a member.

(3) If a limited liability company delivers a record to the Secretary of State for filing that becomes effective but includes a provision that would be ineffective under section 6 (3) or (4)(a)(D), (E) or (F) of this 2027 Act if the provision was included in the operating agreement, the provision is ineffective in the record.

(4) Subject to subsection (3) of this section, if a record that a limited liability company delivers to the Secretary of State for filing becomes effective and conflicts with a provision of the operating agreement:

(a) The agreement prevails as to a member, a manager, a transferee and a person that is dissociated as a member; and

(b) The record prevails as to other persons to the extent the other persons reasonably rely on the record.

SECTION 9. Nature, Purpose and Duration. (1) A limited liability company is an entity that is distinct from a member.

(2) A limited liability company may have any lawful purpose, whether for profit or not for profit.

(3) A limited liability company has perpetual duration.

SECTION 10. Purposes; Prohibition on Illegal Purposes. (1) Except as otherwise provided in the laws of this state and in this section, a limited liability company organized under sections 1 to 125 of this 2027 Act may conduct or promote any lawful business or purpose that a partnership, corporation or professional corporation, as defined in ORS 58.015, may conduct or promote, unless the limited liability company's articles of organization set forth a more limited purpose. A person may not organize a limited liability company under sections 1 to 125 of this 2027 Act for any illegal purpose or with an intent to fraudulently conceal any business activity from another person or a governmental agency.

(2) Subject to the laws of this state, to applicable rules and regulations of a regulatory board of a profession, if any, and to applicable standards of professional conduct of the profession, if any, a limited liability company or the company's members may render professional services in this state. Notwithstanding any other law, members who are professionals, as defined in ORS 58.015, and managers who are members and professionals, are personally liable as members of the limited liability company to the same extent and in the same manner as provided for shareholders of a professional corporation in ORS 58.185 and 58.187 and as otherwise provided in sections 1 to 125 of this 2027 Act.

(3) A business that is subject to regulation under other laws of this state may not be organized under sections 1 to 125 of this 2027 Act if the business is required to be organized only under the other laws.

(4) A limited liability company with a charitable purpose is a charitable organization that is subject to ORS 128.610 to 128.769, to the oversight of the Attorney General and to the same notification requirements and constraints on distributions that

apply to a public benefit corporation under ORS chapter 65.

SECTION 11. Powers. A limited liability company has the capacity to sue and be sued in the company's own name and the power to do all things necessary or convenient to carry on the company's activities and affairs.

NOTE: Section 12 is intentionally omitted.

SECTION 13. Permitted Names. (1) The name of a limited liability company must include the words "limited liability company" or the abbreviations "L.L.C." or "LLC."

(2) The name of a limited liability company or of a registered foreign limited liability company may not include the words or abbreviations "cooperative," "corporation," "corp.," "Co.," "incorporated," "Inc.," "limited partnership," "L.P.," "LP," "limited liability partnership," "L.L.P.," "LLP," "Ltd." or any derivation of the words or abbreviations specified in this subsection.

(3)(a) Except as provided in subsection (5) of this section, the name of a limited liability company and the name under which a foreign limited liability company may register to do business in this state must be distinguishable in the records of the Secretary of State from:

(A) The name of an existing person the formation of which required the Secretary of State to file a record, if the person is not administratively dissolved at the time of the filing;

(B) The name of a limited liability partnership for which a statement of qualification is in effect;

(C) The name of a person that is registered to do business in this state as a result of the Secretary of State's filing a record;

(D) A name that a person reserved under section 14 of this 2027 Act or registered under section 15 of this 2027 Act or under another law of this state that provides for reserving or registering a name by having the Secretary of State file a record; and

(E) A name registered under ORS chapter 648.

(b) A determination as to whether a name is distinguishable in the records of the Secretary of State from a name specified in paragraph (a) of this subsection may not depend on the use or inclusion in either name the words or abbreviations

"corporation," "corp.," "Co.," "incorporated," "Inc.," "professional corporation," "P.C.," "PC," "professional association," "P.A.," "PA," "limited," "Ltd.," "limited partnership," "L.P.," "LP," "limited liability partnership," "L.L.P.," "LLP," "registered limited liability partnership," "R.L.L.P.," "RLLP," "limited liability limited partnership," "L.L.L.P.," "LLLP," "registered limited liability limited partnership," "R.L.L.L.P.," "RLLLP," "limited liability company," "L.L.C.," "LLC," "cooperative," "limited cooperative association," "limited cooperative," "L.C.A." or "LCA."

(c) Notwithstanding the prohibition in paragraph (b) of this subsection, a person may consent in a record delivered to the Secretary of State for filing to another person's use of a name that is not distinguishable from the person's name in the records of the Secretary of State but for the use or inclusion of a word or abbreviation specified in paragraph (b) of this subsection. If the person consents as provided in this paragraph, the other person need not change the other person's name.

(4) If a person consents in a record delivered to the Secretary of State for filing to another person's use of the person's name, the other person may use the person's name if the person also submits to the Secretary of State a request to change the person's name to a different name that is distinguishable in the records of the Secretary of State as provided in subsection (3)(a) of this section.

(5) A limited liability company or foreign limited liability company may use a name that is not distinguishable in the records of the Secretary of State as provided in subsection (3)(a) of this section if the limited liability company or foreign limited liability company delivers to the Secretary of State for filing a certified copy of a final court judgment or order that establishes the limited liability company's or foreign limited liability company's right to use the name in this state.

SECTION 14. Reservation of Name. (1) A person may reserve the exclusive use of a name that complies with section 13 of this 2027 Act by delivering an application for the reservation to the Secretary of State for filing in a form the Secretary of State specifies by rule. The application must state the name and address of the applicant and the name the applicant intends to reserve. If the Secretary of State finds that the intended name is available, the Secretary of State shall, for a period of 120 days, reserve the name for the applicant's exclusive use.

(2) A person that has reserved a name under subsection (1) of this section may transfer the reservation to another person by delivering to the Secretary of State for filing a record that includes a signed notice of the transfer with the name and address of the other person to which the person transferred the reservation.

SECTION 15. Registration of Name. (1) A foreign limited liability company that is not registered to do business in this state under section 77 of this 2027 Act may register the company's name if the name is distinguishable in the records of the Secretary of State as provided in section 13 of this 2027 Act.

(2)(a) To register a name as provided in subsection (1) of this section, a foreign limited liability company shall deliver to the Secretary of State for filing an application that:

(A) States the name of the foreign limited liability company, the company's jurisdiction of formation and the date of formation;

(B) Describe the nature of the foreign limited liability company's business and declare that the foreign limited liability company is not currently doing business in this state; and

(C) Include a certificate of existence or a document of similar legal effect that was valid within the 60 days before the date of the application and that is duly authenticated by the official that has custody of the records of limited liability company registrations in the foreign limited liability company's jurisdiction of formation. A foreign limited liability company need not submit a certificate of existence or equivalent document if the official provides free access via the Internet to a searchable database that has evidence of limited liability company registrations.

(b) If the Secretary of State finds that the name for which a foreign limited liability company applied for registration under paragraph (a) of this subsection is available, the Secretary of State shall register the name for the applicant's exclusive use.

(3)(a) The registration of a name under this section is effective for one year after the date of registration.

(b) A foreign limited liability company with a name registration that is effective under this section may renew the registration for successive one-year periods by delivering, not earlier than three months before the expiration of the registration, a

renewal application to the Secretary of State for filing. The renewal is effective on the date on which the Secretary of State files the renewal application. The renewed registration expires one year after the renewal application's filing date.

(4) A foreign limited liability company may use the name that the Secretary of State registered under subsection (2)(b) of this section to register under section 77 of this 2027 Act.

(5) A foreign limited liability company with an effective name registration may consent in a signed record to the use of the name by another person that is not an individual. To consent to the use, the foreign limited liability company shall deliver to the Secretary of State for filing a record that includes a signed notice of the consent with the name and address of the person to which the foreign limited liability company gave consent.

SECTION 16. Registered Agent. (1) Each limited liability company and each registered foreign limited liability company shall designate and maintain a registered agent in this state. The designation of a registered agent is an affirmation of fact by the limited liability company or registered foreign limited liability company that the registered agent has consented to serve.

(2) A registered agent for a limited liability company or registered foreign limited liability company must have a place of business in this state that is located at a physical street address at which process may be personally served on the registered agent. The registered agent's office may not be a commercial mail receiving agency, a mail forwarding business or a virtual office.

(3) Compliance with sections 1 to 125 of this 2027 Act requires of a registered agent only the following duties:

(a) To forward to a limited liability company or registered foreign limited liability company any process, notice or demand that is received by or served on the registered agent to the address for forwarding that the limited liability company or registered foreign limited liability company most recently supplied to the registered agent.

(b) To provide the notice required under section 18 (3) of this 2027 Act to the limited liability company or registered foreign limited liability company at the address most recently supplied to the registered agent by the limited liability company or

registered foreign limited liability company, if the registered agent resigns.

(c) To keep current the information with respect to the registered agent in the articles of organization or in the registration statement, in accordance with section 19 of this 2027 Act.

SECTION 17. Change of Registered Agent or Address for Registered Agent by LLC. (1) A limited liability company or registered foreign limited liability company may change the company's registered agent or may change the address of the company's registered agent by:

(a) Delivering to the Secretary of State for filing or, if required, to the appropriate government official of another jurisdiction, a statement of change that states:

(A) The name of the limited liability company or registered foreign limited liability company; and

(B) The name and address of the new registered agent or the new address of the existing registered agent; or

(b) Amending the limited liability company's articles of organization or the registered foreign limited liability company's registration statement to record current information for the registered agent.

(2) A statement of change under this section designating a new registered agent is an affirmation of fact by the limited liability company or registered foreign limited liability company that the new registered agent has consented to serve.

(3) Replacing a registered agent or changing the registered agent's address under subsection (1)(a) of this section does not require the approval of the members or managers of a limited liability company or registered foreign limited liability company.

SECTION 18. Resignation of a Registered Agent. (1) A registered agent may resign as a registered agent for a limited liability company or registered foreign limited liability company by delivering to the Secretary of State for filing a statement of resignation that states:

(a) The registered agent's name and address;

(b) The name and address of the limited liability company or registered foreign limited liability company for which the registered agent currently serves as a

registered agent;

(c) That the registered agent resigns from serving as registered agent for the limited liability company or registered foreign limited liability company; and

(d) The address to which the registered agent will send the notice required under subsection (3) of this section.

(2) A statement of resignation takes effect on the earlier of:

(a) The 31st day after the date on which the Secretary of State files the statement; or

(b) The date on which a limited liability company or registered foreign limited liability company designates a new registered agent.

(3) A registered agent that resigns shall promptly deliver to the limited liability company or registered foreign limited liability company notice in a record of the date on which a statement of resignation was filed.

(4) A registered agent may resign as the registered agent for a limited liability company or registered foreign limited liability company whether the limited liability company or the registered foreign limited liability company is in good standing.

(5) When a statement of resignation takes effect, the registered agent ceases to have responsibility under sections 1 to 125 of this 2027 Act for any matter tendered to the registered agent as the registered agent for a limited liability company or registered foreign limited liability company, except that the resignation does not affect any contractual rights that the limited liability company or registered foreign limited liability company has against the registered agent or that the registered agent has against the limited liability company or registered foreign limited liability company.

SECTION 19. Change of Name or Address by Registered Agent. (1) If a registered agent changes the registered agent's name or address, the registered agent may deliver to the Secretary of State for filing a statement of change that states:

(a) The name and address of the limited liability companies or registered foreign limited liability companies for which the registered agent serves as a registered agent;

(b) The name of the registered agent as currently shown in the records of the Secretary of State;

(c) The new name of the registered agent, if the name of the registered agent has

changed; and

(d) The new address of the registered agent, if the address of the registered agent has changed.

(2) A new address for a registered agent must comply with the requirements set forth in section 16 (2) of this 2027 Act.

(3) A registered agent shall promptly deliver notice to the limited liability companies or registered foreign limited liability companies for which the registered agent serves as a registered agent of the filing by the Secretary of State of the statement of change and the changes made by the statement.

SECTION 20. Service of Process, Notice or Demand. (1) A limited liability company or registered foreign limited liability company may be served with any process, notice or demand required or permitted by law by serving the registered agent of the limited liability company or registered foreign limited liability company.

(2) If a limited liability company or registered foreign limited liability company ceases to have a registered agent or if the registered agent cannot with reasonable diligence be served, the limited liability company or registered foreign limited liability company may be served by registered or certified mail, return receipt requested, or by a similar commercial delivery service, addressed to the principal office of the limited liability company or registered foreign limited liability company as shown in the most recent annual report of the limited liability company or registered foreign limited liability company filed by the Secretary of State.

(3) Service is effected under this section on the earliest of:

(a) The date the limited liability company or registered foreign limited liability company receives the process, notice or demand from the United States Postal Service or the commercial delivery service;

(b) The date shown on the return receipt, if the limited liability company or registered foreign limited liability company signed the return receipt; or

(c) Five days after the process, notice or demand is deposited with the United States Postal Service or a commercial delivery service, if the process, notice or demand is correctly addressed with sufficient postage or payment.

(4) If a service of process, notice or demand cannot be served on a limited liability

company or registered foreign limited liability company under subsection (1) or (2) of this section, the limited liability company or registered foreign limited liability company may be served by:

(a) Handing a copy of the process, notice or demand to the individual who is in charge of any regular place of business or activity of the limited liability company or registered foreign limited liability company, if the individual served is not a plaintiff in the action;

(b) Delivering the process, notice or demand to the Secretary of State, who is the registered agent of the limited liability company or registered foreign limited liability company for this purpose; or

(c) Other means provided by law other than sections 1 to 125 of this 2027 Act.

(5) Service of process, notice or demand must be in a written record.

SECTION 21. Delivery of Record. (1) Except as otherwise provided in sections 1 to 125 of this 2027 Act, permissible means of delivery of a record include delivery by hand, by mail, by conventional commercial practice or by electronic transmission.

(2) Delivery to the Secretary of State is effective only when the Secretary of State receives the record.

NOTE: Section 22 is intentionally omitted.

ENFORCEMENT POWERS OF THE SECRETARY OF STATE

SECTION 23. Investigations of Violations of Chapter; Confidentiality; Penalties; Administrative Dissolution; Rules. (1)(a) The Secretary of State may investigate an alleged or potential violation of sections 1 to 125 of this 2027 Act and, in the course of the investigation or in response to a request from a law enforcement agency, may order a limited liability company to:

(A) Prepare and submit to the Secretary of State within 30 days the list described in section 50 (1)(a)(J) of this 2027 Act; and

(B) Answer within 30 days any interrogatory that is related to an alleged or potential violation of sections 1 to 125 of this 2027 Act that the Secretary of State submits to the limited liability company.

(b) Notwithstanding the provisions of ORS 192.311 to 192.478, the list described in paragraph (a)(A) of this subsection and information that the Secretary of State obtains from an interrogatory under paragraph (a)(B) of this subsection is not subject to public disclosure. The Secretary of State may provide a law enforcement agency with the list described in paragraph (a)(A) of this subsection and information the Secretary of State obtains from an interrogatory under paragraph (a)(B) of this subsection.

(2)(a) If a limited liability company fails to comply with an order from the Secretary of State under subsection (1) of this section, the Secretary of State may:

(A) Impose a civil penalty on the limited liability company in accordance with ORS 183.745;

(B) Cancel or revoke an organization, or revoke a foreign limited liability company's authorization to do business in this state, after conducting a hearing under ORS 183.413 to 183.470; or

(C) Administratively dissolve the limited liability company in accordance with section 66 of this 2027 Act.

(b) The Secretary of State shall provide in an order that imposes a civil penalty under paragraph (a)(A) of this subsection that the civil penalty is not due and payable until after the order becomes final following any judicial review of the order or, if judicial review is not sought, after the order becomes final by operation of law.

(3)(a) Except as provided in paragraph (b) of this subsection, the Director of the Department of Revenue may recommend to the Secretary of State that the Secretary of State administratively dissolve a limited liability company for a failure to comply with the tax laws of the state. If the Secretary of State agrees with the director, the Secretary of State may dissolve the limited liability company under section 66 of this 2027 Act.

(b)(A) The director may not recommend administrative dissolution if the limited liability company may appeal, or has an appeal pending of, the limited liability company's tax liability or of another action of the Department of Revenue related to the failure of the limited liability company to comply with the tax laws of the state.

(B) As used in this paragraph, "appeal" means a written objection, debt dispute or

conference with the department or an appeal to the Oregon Tax Court or a subsequent appeal to an appellate court of last resort.

(c) The Secretary of State, in consultation with the department, may specify what constitutes a failure to comply with the tax laws of the state for the purposes set forth in paragraphs (a) and (b) of this subsection.

(4) The Secretary of State may not reinstate a limited liability company that was administratively or judicially dissolved unless, as appropriate:

(a) The limited liability company complies with the Secretary of State's order under subsection (1) of this section;

(b) A law enforcement agency that has completed an investigation of the limited liability company for which the Secretary of State canceled or revoked organization or revoked an authorization to transact business in this state recommends that the Secretary of State allow the organization or reinstatement;

(c) A court order compels a reinstatement; or

(d) The department recommends a reinstatement.

(5) A limited liability company may seek judicial review in accordance with ORS 183.480 to 183.500 of an order the Secretary of State issues or an action the Secretary of State takes under this section.

(6) The Secretary of State and the director may each adopt rules to implement the provisions of this section.

ORGANIZATION

SECTION 24. Formation of Limited Liability Company. (1)(a) One or more persons may act as organizers to form a limited liability company by delivering to the Secretary of State for filing articles of organization. The articles of organization must state:

(A) The name of the limited liability company, which must comply with section 13 of this 2027 Act;

(B) The name and address of each organizer;

(C) The initial physical street address, including the number and name of the

street, and the mailing address, if the mailing address is different, for the limited liability company's principal office;

(D) The name and address of at least one individual who is a member or manager, or an authorized representative, with direct knowledge of the operations and business activities of the limited liability company;

(E) The name and the physical street address, including the number and name of the street, and the mailing address, if the mailing address is different, for the limited liability company's registered agent; and

(F) The nature of any professional service, as defined in ORS 58.015, that the limited liability company will render, if the limited liability company will render a professional service.

(b) A person may not organize a limited liability company under sections 1 to 125 of this 2027 Act for any illegal purpose or with an intent to fraudulently conceal any business activity from another person or a governmental agency.

(2)(a) Articles of organization may include statements as to matters other than the statements required under subsection (1) of this section, but the other statements may not vary or otherwise affect the provisions of an operating agreement for the limited liability company in a manner that is inconsistent with the requirements of section 6 (3) of this 2027 Act.

(b) A statement included in articles of organization is not effective as a statement of authority.

(3) A limited liability company is organized when the articles of organization become effective.

SECTION 25. Amendment or Restatement of Articles of Organization. (1) A limited liability company may amend or restate the company's articles of organization at any time.

(2) To amend articles of organization, the limited liability company shall deliver to the Secretary of State for filing a record that states:

(a) The name of the limited liability company;

(b) The date of filing of the initial articles of organization; and

(c) The text of the amendment.

(3) To restate articles of organization, a limited liability company shall deliver to the Secretary of State for filing a record that in the title or heading indicates that the record is a restatement.

(4) If a member of a member-managed limited liability company or a manager of a manager-managed limited liability company knows that any information in filed articles of organization was inaccurate when the articles were filed or has become inaccurate since the date of filing because of changed circumstances, the member or manager shall promptly:

(a) Cause the articles of organization to be amended as provided in subsection (2) of this section; or

(b) Deliver to the Secretary of State for filing a statement of change, as provided in section 17 of this 2027 Act or a statement of correction under section 32 of this 2027 Act, as appropriate.

SECTION 26. Signing of Records to be Delivered for Filing to Secretary of State. (1) Except as otherwise provided in sections 1 to 125 of this 2027 Act, a record that must be delivered to the Secretary of State for filing under sections 1 to 125 of this 2027 Act must be signed as follows:

(a) At least one of the persons that intend to organize a limited liability company must sign the company's initial articles of organization.

(b) At least one member or manager must sign any amendment to the articles of organization and must sign the limited liability company's annual report.

(c) A receiver, trustee or other court-appointed fiduciary must sign a record on behalf of a limited liability company that the receiver, trustee or fiduciary controls.

(2) Records other than records described in subsection (1) of this section that are delivered to the Secretary of State for filing under sections 1 to 125 of this 2027 Act must be signed as follows:

(a) Except for a record described in paragraph (b) of this subsection, a record that a limited liability company signs must be signed by a person that the company has authorized to sign the record.

(b) A person that under section 61 (3) or (4) of this 2027 Act winds up, or is appointed to wind up, the activities and affairs of a dissolved limited liability company

without members must sign a record delivered on behalf of the dissolved limited liability company.

(c) A statement of denial by a person under section 38 of this 2027 Act must be signed by the person.

(3) Except as otherwise provided in subsections (1) and (2) of this section, a person that on the person's own behalf delivers a record to the Secretary of State for filing must sign the record.

(4)(a) An agent or legal representative of a person described in this section may sign a record on behalf of the person if the person authorizes the agent or legal representative to sign the record. An agent or legal representative that signs a record under this subsection affirms as a fact that the agent or legal representative is authorized to sign the record.

(b) If under sections 1 to 125 of this 2027 Act a particular individual must sign a record and the individual is deceased or incompetent, a legal representative of the individual may sign the record.

(5) A person that signs a record that is delivered to the Secretary of State for filing, under penalty of perjury:

(a) Shall:

(A) Sign below a written declaration that states that the record does not fraudulently conceal, fraudulently obscure, fraudulently alter or otherwise misrepresent the identity of the person signing the record or of any of the members, managers, employees or agents of the limited liability company on behalf of which the person signs the record; and

(B) State beneath or opposite the signature the person's name and the capacity in which the person signs.

(b) Affirms that the information in the record is accurate.

SECTION 27. Signing and Filing Pursuant to Judicial Order. (1) If a person required under sections 1 to 125 of this 2027 Act to sign or deliver a record to the Secretary of State for filing does not sign or deliver the record, any other person that is aggrieved by the failure to sign or deliver the record may petition a state or federal court of competent jurisdiction to:

(a) Order the person to sign or deliver the record to the Secretary of State for filing; or

(b) Order the Secretary of State to file the record unsigned.

(2) If the petitioner under subsection (1) of this section is not the limited liability company or foreign limited liability company to which the record pertains, the petitioner shall make the limited liability company or foreign limited liability company a party to the action.

(3) A record filed under subsection (1)(b) of this section is effective without a signature.

SECTION 28. Liability for Inaccurate Information in Filed Record. (1) If the Secretary of State files a record containing inaccurate information, a person that suffers a loss because of the person's reasonable reliance on the information in the record may recover damages for the loss from:

(a) A person that signed the record, or caused another person to sign on the person's behalf, and knew that the information was inaccurate at the time the record was signed; or

(b) Subject to subsection (3) of this section, a member of a member-managed limited liability company or a manager of a manger-managed limited liability company if:

(A) The record was delivered for filing on behalf of the limited liability company; and

(B) The member or manager knew or had notice of the inaccuracy for a reasonably sufficient time before the aggrieved information was relied upon so that, before the reliance, the member or manager could have:

(i) Amended the record under section 25 of this 2027 Act;

(ii) Filed a petition under section 27 of this 2027 Act; or

(iii) Delivered to the Secretary of State for filing a statement of change under section 17 of this 2027 Act or a statement of correction under section 32 of this 2027 Act.

(2) To the extent that the operating agreement for a member-managed limited liability company expressly relieves a member of responsibility for maintaining the accuracy of information in records delivered on behalf of the limited liability company

to the Secretary of State for filing under sections 1 to 125 of this 2027 Act and imposes the responsibility on one or more other members, the liability described in subsection (1)(b) of this section applies to the other members and not to the member that the operating agreement relieves of the responsibility.

(3) An individual who signs a record authorized or required to be filed under sections 1 to 125 of this 2027 Act affirms under penalty of perjury that the information stated in the record is accurate.

SECTION 29. Filing Requirements. (1) For the Secretary of State to file a record under sections 1 to 125 of this 2027 Act:

(a) The Secretary of State must receive the record in writing via physical delivery or, if the Secretary of State permits electronic delivery, via electronic delivery in accordance with requirements the Secretary of State specifies;

(b) Sections 1 to 125 of this 2027 Act must require or permit filing the record;

(c) The words in the record must be legible and in the English language and any numbers in the record must be Arabic or Roman numerals, except that the name of an entity in the record need not be in English if the name is written using the Roman alphabet and Arabic or Roman numerals;

(d) A person authorized or required to sign the record under sections 1 to 125 of this 2027 Act must sign the record as provided in section 26 (5) of this 2027 Act;

(e) Any fee the Secretary of State or a law of this state requires for filing the record must be paid in a manner that the Secretary of State or the applicable law permits; and

(f) The record must otherwise comply with sections 1 to 125 of this 2027 Act.

(2)(a) The Secretary of State may prescribe a form or a cover sheet for a record that sections 1 to 125 of this 2027 Act require or permit to be delivered for filing. Unless the Secretary of State specifies that the form or cover sheet is mandatory, a record delivered for filing need not use the form or cover sheet.

(b) If the Secretary of State prescribes a mandatory form or cover sheet for a record, including an electronic form or cover sheet, a record delivered to the Secretary of State for filing must be in or on the prescribed form or must include the prescribed cover sheet. The Secretary of State shall make versions of the form or cover

sheet available in at least the five languages that are most commonly spoken and written in this state by persons with limited proficiency in the English language. Each version of the form or cover sheet must include an English translation of the form's contents.

(c) For the purposes described in paragraph (b) of this subsection, the Secretary of State shall specify Spanish, Chinese, Vietnamese, Russian and Korean as the five languages that are most commonly spoken and written in this state by persons with limited proficiency in the English language. The Secretary of State shall review the specification in this paragraph after the completion of the 2030 United States Census and each subsequent decennial census and shall recommend in a report to the Joint Committee on Ways and Means any changes in the specification that the Secretary of State deems necessary. The Secretary of State may change the specification only after receiving the approval of the Legislative Assembly and an appropriation in an amount that is sufficient to pay the costs of updating each version of the mandatory form or cover sheet and any system the Secretary of State uses to process the mandatory form or cover sheet.

(d) If a person completes with, or attaches to, a form or cover sheet described in paragraphs (b) or (c) of this subsection information written in a language other than English, the person shall submit a reasonably authenticated English translation of the information along with the form or cover sheet.

(3) Notwithstanding the requirement set forth in subsection (1)(c) of this section, articles of organization may be written in a language other than English if a reasonably authenticated English translation accompanies the articles of organization.

(4) A record that a person delivers to the Secretary of State for filing may include a seal, attestation, acknowledgment or verification.

SECTION 30. Effective Date and Time. (1) Except as otherwise provided in section 31 of this 2027 Act and subject to section 32 of this 2027 Act, a record filed under sections 1 to 125 of this 2027 Act is effective:

(a) On the date the Secretary of State files the record, as provided in section 33 (2) of this 2027 Act, and at the time specified in the record as the effective time, or at 12:01 a.m. on the date the Secretary of State files the record, if the record does not

specify an effective time;

(b) At a specified delayed effective date and time; or

(c) At 12:01 a.m. on the specified delayed effective date, if the record specifies a delayed effective date but not a specific time.

(2) A delayed effective date under subsection (1)(b) or (c) of this section may not be more than 90 days after the filing date.

SECTION 31. Withdrawal of Filed Record Before Effectiveness. (1) Except as otherwise provided in sections 100, 106, 112 and 118 of this 2027 Act, a record delivered to the Secretary of State for filing may be withdrawn before the record becomes effective by delivering to the Secretary of State for filing a statement of withdrawal that:

(a) Is signed by each person that signed the record that is to be withdrawn, unless the persons agree otherwise;

(b) Identifies the record that is to be withdrawn; and

(c) States that the record is withdrawn in accordance with the agreement of all of the persons that signed the record, if fewer persons sign the statement of withdrawal than signed the record.

(2) Once the Secretary of State files the statement of withdrawal, the action or transaction for which the originally filed record was evidence does not become effective.

SECTION 32. Correcting Filed Record. (1) A person may correct a record that was delivered to the Secretary of State for filing if the record was delivered for filing on the person's behalf and:

(a) The record at the time of filing was inaccurate;

(b) The record was defectively signed; or

(c) The electronic transmission of the record to the Secretary of State was defective.

(2)(a) To correct a filed record, a person on whose behalf the record was delivered to the Secretary of State must deliver to the Secretary of State for filing a statement of correction that:

(A) Is signed by the person that is correcting the record;

(B) Identifies the filed record that is to be corrected;

(C) Specifies the inaccuracy or defect that is to be corrected; and

(D) Corrects the inaccuracy or defect.

(b) A statement of correction may not specify a delayed effective date.

(3) A statement of correction is effective as of the effective date of the filed record that the statement corrects, except that the statement of correction is effective upon filing for purposes of section 4 (4) of this 2027 Act and as to a person that reasonably relies on the uncorrected record and is adversely affected by the correction.

SECTION 33. Duty of Secretary of State to File; Review of Refusal to File; Delivery of Record by Secretary of State. (1) The Secretary of State shall file a record delivered to the Secretary of State for filing that complies with the requirements of sections 1 to 125 of this 2027 Act or other applicable law. The Secretary of State's duty under this section is ministerial.

(2)(a) When the Secretary of State files a record, the Secretary of State shall acknowledge that the record is filed on the date of delivery or as soon as practicable after the date of delivery.

(b) After filing a record, the Secretary of State shall provide to the person that delivered the record for filing a copy of the record on or attached to which appears a written acknowledgment of the date of filing.

(c) If the record the Secretary of State files is a statement of denial, in addition to providing a copy of the record as described in paragraph (b) of this subsection, the Secretary of State shall provide to the limited liability company to which the statement pertains a copy of the record and the acknowledgment.

(3)(a) If the Secretary of State refuses to file a record, the Secretary of State shall, not later than 10 business days after the record is delivered for filing:

(A) Return the record or notify the person that delivered the record for filing of the refusal; and

(B) Provide a brief explanation in a record of the reason for the refusal.

(b) In addition to seeking any other legal remedy available, a limited liability company or registered foreign limited liability company may seek judicial review under

ORS 183.413 to 183.497 of the Secretary of State's refusal to file a record.

(4) The Secretary of State's filing or refusing to file a record does not:

(a) Affect the validity or invalidity of the record in whole or in part; or

(b) Create a presumption that the information in the record is accurate or inaccurate.

(5) Except as otherwise provided in section 20 of this 2027 Act or in other applicable law, the Secretary of State may deliver any record to a person by delivering the record:

(a) In person to the person that delivered the record for filing;

(b) To the address of the person's registered agent;

(c) To the address of the person's principal office; or

(d) To another address that the person that delivered the record for filing provides to the Secretary of State.

SECTION 34. Certificate of Existence or Authorization. (1) The Secretary of State shall issue a certificate of existence for a limited liability company or a certificate of authorization to do business in this state for a registered foreign limited liability company to any person that requests the certificate.

(2) A certificate that the Secretary of State issues under subsection (1) of this section is valid if the certificate:

(a) Displays the name of the limited liability company or the name that the registered foreign limited liability company uses in this state;

(b) States, for a limited liability company, that:

(A) Articles of organization were filed and are in effect;

(B) A statement of dissolution, statement of administrative dissolution or statement of termination has not been filed and the records of the Secretary of State do not otherwise reflect that the limited liability company is dissolved or was terminated; and

(C) A proceeding to administratively dissolve the limited liability company is not pending under section 66 of this 2027 Act;

(c) Displays the date on which the limited liability company's articles of organization became effective;

(d) States, for a registered foreign limited liability company, that the registered foreign limited liability company is registered to do business in this state;

(e) States that the limited liability company or registered foreign limited liability company has paid all fees owed to the state that the Secretary of State is responsible for collecting, if:

(A) The records of the Secretary of State reflect the payment; and

(B) A failure to pay affects the existence or registration of the limited liability company or registered foreign limited liability company; and

(f) States that the most recent annual report required from the limited liability company or registered foreign limited liability company under section 35 of this 2027 Act was delivered to the Secretary of State for filing.

(3) A certificate of existence or certificate of authorization that the Secretary of State issues under subsection (1) of this section is conclusive evidence of the facts described in subsection (2) of this section, unless the certificate states otherwise.

SECTION 35. Annual Report for Secretary of State. (1)(a) A domestic limited liability company or a registered foreign limited liability company shall deliver to the Secretary of State for filing an annual report that sets forth:

(A) The name of the limited liability company or registered foreign limited liability company and the state or country under the laws of which the registered foreign limited liability company is organized;

(B) The address of the limited liability company's or registered foreign limited liability company's registered office in this state and the name of the registered agent at the registered office;

(C) The address and mailing address, if the mailing address is different, of the limited liability company's or registered foreign limited liability company's principal office;

(D) The names and addresses of the managers of a manager-managed limited liability company or registered foreign limited liability company or the name and address of at least one member of a member-managed limited liability company or registered foreign limited liability company;

(E) A description of the primary business activity of the limited liability company;

and

(F) Additional identifying information that the Secretary of State requires by rule.

(b) Each address that under paragraph (a) of this subsection must be set forth in an annual report must be a physical address that includes the number and street name.

(2)(a) A limited liability company or registered foreign limited liability company shall deliver the annual report to the Secretary of State for filing on or before the date each year that is exactly one or more years after the date on which the Secretary of State filed the articles of organization for a limited liability company or the registration statement for a registered foreign limited liability company.

(b) Information in an annual report must be current as of 30 days before the date on which the limited liability company or registered foreign limited liability company delivers the annual report to the Secretary of State for filing in accordance with paragraph (a) of this subsection.

(3) The Secretary of State shall mail an annual report form to any address shown for the limited liability company or registered foreign limited liability company in the current records of the Secretary of State. At a minimum, the annual report form must explain the requirements set forth in this section for the annual report. A limited liability company's or registered foreign limited liability company's failure to receive an annual report form from the Secretary of State does not relieve the limited liability company or registered foreign limited liability company of the duty under this section to deliver an annual report to the Secretary of State for filing.

(4) If an annual report does not have the information this section requires, the Secretary of State shall notify the limited liability company or registered foreign limited liability company in writing and return the annual report for correction. The limited liability company or registered foreign limited liability company must correct the error within 45 days after the Secretary of State gives the notice.

(5)(a) A limited liability company or registered foreign limited liability company may update information in an annual report filing at any time by delivering to the Secretary of State for filing:

(A) An amendment to the annual report, if a change in the information set forth

in the annual report occurs after the report was delivered to the Secretary of State for filing and before the date on which the next annual report is due from the limited liability company or registered foreign limited liability company; or

(B) A statement with the change if the update occurs before the limited liability company or registered foreign limited liability company files a first annual report.

(b) This subsection does not apply to an update of information that requires an amendment to a limited liability company's articles of organization or to a registered foreign limited liability company's statement of registration.

(c) An amendment to the annual report under paragraph (a)(A) of this subsection must set forth:

(A) The name of the limited liability company or the registered foreign limited liability company as shown in the records of the Secretary of State; and

(B) The information as updated.

RELATIONS OF MEMBERS AND MANAGERS TO PERSONS DEALING WITH A LIMITED LIABILITY COMPANY

SECTION 36. Agency of Managers and Members; Authority to Transfer Interest in Real Property; Agency of Managers and Members After Dissolution; Liability. (1) Subject to subsections (2) and (3) of this section:

(a) Each member is an agent of a limited liability company for the purpose of the limited liability company's business. An act of a member, including signing an instrument in the limited liability company's name, that apparently carries on the business of the limited liability company in the ordinary course, or carries on business of the kind the limited liability company carries on, binds the limited liability company, unless the member had no authority to act for the limited liability company in the particular matter and the person with whom the member was dealing knew or had notice that the member lacked authority.

(b) An act of a member that does not apparently carry on the business of the limited liability company in the ordinary course, or carry on business of the kind the limited liability company carries on, binds the limited liability company only if the

other members authorized the act.

(2) Subject to subsection (3) of this section, in a manager-managed limited liability company:

(a) A member is not an agent of the limited liability company for the purpose of the limited liability company's business solely by reason of being a member. Each manager is an agent of the limited liability company for the purpose of the limited liability company's business. An act of a manager, including signing an instrument in the limited liability company's name, that apparently carries on the business of the limited liability company in the ordinary course, or carries on business of the kind the limited liability company carries on, binds the limited liability company, unless the manager had no authority to act for the limited liability company in the particular matter and the person with whom the manager was dealing knew or had notice that the manager lacked authority.

(b) An act of a manager that does not apparently carry on the business of the limited liability company in the ordinary course, or carry on business of the kind the limited liability company carries on, binds the limited liability company only if the act was authorized under section 37 of this 2027 Act.

(3) Unless the articles of organization limit the authority of members, any member of a member-managed limited liability company or manager of a manager-managed limited liability company may sign and deliver any instrument that transfers or affects the limited liability company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge that the person signing and delivering the instrument lacks authority.

(4) Except as provided in subsections (5) and (6) of this section, and except as otherwise provided in the articles of organization or any operating agreement, after dissolution of the limited liability company, each member of a member-managed limited liability company and each manager of a manager-managed limited liability company can bind the limited liability company:

(a) By any act or omission appropriate for winding up the limited liability company's affairs or completing transactions unfinished at dissolution; and

(b) By any transaction that would have bound the limited liability company if it

had not been dissolved, if the other party to the transaction does not have actual notice of the dissolution.

(5) An act or omission of a member or manager that would not be binding on the limited liability company pursuant to subsection (1) of this section is binding if it is otherwise authorized or ratified by the limited liability company.

(6) An act or omission of a member or manager that would be binding on the limited liability company under subsection (4) of this section or that otherwise would be authorized, but that is in contravention of a restriction on the authority of the member or manager, shall not bind the limited liability company to persons having knowledge of the restriction.

(7) A limited liability company is liable for loss or injury caused to a person, or for a penalty incurred, as a result of a wrongful act or omission, or other actionable conduct, of a member or manager acting in the ordinary course of the business of the limited liability company or with authority of the limited liability company.

(8) A person's status as a member or a manager does not prevent or restrict any law other than sections 1 to 125 of this 2027 Act from imposing liability on a limited liability company because of the conduct of the person.

SECTION 37. Statement of Limited Liability Company Authority. (1) A limited liability company may deliver to the Secretary of State for filing a statement of authority. The statement:

(a) Must include the name of the limited liability company and the name and address, or mailing address, of the company's registered agent. Each address must be a physical address that includes the number and street name.

(b) May state the authority, or limitations on the authority, of the limited liability company, of all persons that hold any position that exists in the limited liability company, or of any specific person, to:

(A) Sign an instrument that transfers real property held in the name of the limited liability company; or

(B) Enter into other transactions on behalf of, or otherwise act for or bind, the limited liability company.

(2) To amend or cancel a statement of authority the Secretary of State has filed,

the limited liability company shall deliver to the Secretary of State for filing a record that includes all of the following information:

(a) The name of the limited liability company and the name and address, or mailing address, of the company's registered agent. Each address must be a physical address that includes the number and street name.

(b) The date on which the Secretary of State filed the original statement of authority.

(c) The text of the amendment or a declaration that the statement of authority is canceled.

(3) A statement of authority affects only the power a person has to bind a limited liability company to persons that are not members.

(4) Subject to subsection (3) of this section and section 4 (4) of this 2027 Act, and except as provided in subsections (6), (7) and (8) of this section, a limitation in an effective statement of authority on the authority of a person or of a position within a limited liability company is not by itself evidence of any person's knowledge or notice of the limitation.

(5) Subject to subsection (3) of this section, if an effective statement of authority grants authority that does not pertain to transfers of real property, the grant is conclusive in favor of a person that gives value in reliance on the grant, except to the extent that when the person gives value:

(a) The person has knowledge to the contrary;

(b) The limited liability company has canceled or restrictively amended the statement of authority under subsection (2) of this section; or

(c) A limitation on the grant is in another statement of authority that became effective after the statement of authority with the grant became effective.

(6) Subject to subsection (3) of this section, if an effective statement of authority grants authority to transfer real property held in the name of a limited liability company and a certified copy of the statement of authority is recorded with a county clerk as provided in ORS 205.180, the grant is conclusive in favor of a person that gives value in reliance on the grant without knowledge to the contrary, except to the extent that when the person gives value:

(a) The limited liability company has canceled or restrictively amended the statement of authority under subsection (2) of this section and a certified copy of the cancellation or restrictive amendment is recorded with a county clerk as provided in ORS 205.180; or

(b) A limitation on the grant is in another statement of authority that became effective after the statement of authority with the grant became effective and a certified copy of the other statement of authority is recorded with a county clerk as provided in ORS 205.180.

(7) Subject to subsection (3) of this section, if a certified copy of an effective statement that limits the authority to transfer real property held in the name of a limited liability company is recorded with a county clerk as provided in ORS 205.180, all persons are deemed to know of the limitation.

(8) Subject to subsection (9) of this section, an effective statement of dissolution or statement of termination is a cancellation of any filed statement of authority for the purposes of subsection (6) of this section and is a limitation of authority for the purposes of subsection (7) of this section.

(9) After a statement of dissolution becomes effective, a limited liability company may deliver to the Secretary of State for filing a post-dissolution statement of authority and, if appropriate, may record the post-dissolution statement of authority with a county clerk as provided in ORS 205.180. A post-dissolution statement of authority operates as provided in subsections (6) and (7) of this section.

(10) Unless canceled earlier, a statement of authority is canceled by operation of law five years after the date on which the statement or the most recent amendment of the statement became effective. A cancellation under this subsection does not require recording under subsections (6) or (7) of this section.

(11) An effective statement of denial operates as a restrictive amendment under this section and a certified copy of the statement may be recorded for the purposes of, and as provided in, subsection (6)(a) of this section.

SECTION 38. Statement of Denial. A person named in a filed statement of authority granting the person authority may deliver to the Secretary of State for filing a statement of denial that:

(1) Identifies the limited liability company that delivered the statement of authority to the Secretary of State for filing and the caption of the statement of authority to which the denial pertains; and

(2) Denies the grant of authority.

SECTION 39. Liability of Members and Managers. (1) A debt, obligation or other liability of a limited liability company is solely the debt, obligation or other liability of the company. A person is not personally liable, directly or indirectly or by way of contribution or otherwise, for the limited liability company's debt, obligation or other liability solely because the person is, or acts as, a member or manager. This subsection applies even if a limited liability company is dissolved.

(2) A limited liability company's failure to observe formalities relating to an exercise of the company's powers or management of the company's activities or affairs is not a ground for imposing liability on a member or manager for the company's debt, obligation or other liability.

(3)(a) Notwithstanding any other law, a member, or a member-manager, who is a professional, as defined in ORS 58.015, is personally liable as a member to the same extent and in the same manner as a shareholder in a professional corporation is liable under ORS 58.185 and 58.187.

(b) Paragraph (a) of this subsection applies to a member who is a manager.

(c) In addition to the liability described in paragraph (a) of this subsection, a member is liable to the extent otherwise provided in sections 1 to 125 of this 2027 Act.

SECTION 40. Liability for Certain Actions in Connection with Operation of Shell Entity; Actions as False Claim; Enforcement by Civil Action. (1) A member, manager, employee or agent of a shell entity is liable for damages to a person that suffers an ascertainable loss of money or property as a result of the member, manager, employee or agent:

(a) Making, issuing, delivering or publishing, or participating in making, issuing, delivering or publishing, a prospectus, report, circular, certificate, financial statement, balance sheet, public notice or document concerning the shell entity or the shell entity's shares, assets, liabilities, capital, dividends, earnings, accounts or

business operations that the member, manager, employee or agent knows is false in any material respect;

(b) Making an entry or causing another person to make an entry in a shell entity's books, records, minutes or accounts that the member, manager, employee or agent knows is false in any material respect; or

(c) Removing, erasing, altering or canceling, or causing another person to remove, erase, alter or cancel, an entry in a shell entity's books, records, minutes or accounts if by means of the removal, erasure, alteration or cancellation the member, manager, employee or agent intends to deceive another person.

(2) A member, manager, employee or agent of a shell entity that engages in any of the actions described in subsection (1) of this section in a submission to, or an interaction with, a public agency, as defined in ORS 180.750, makes a false claim and is subject to a civil action as provided in ORS 180.750 to 180.785.

RELATIONS OF MEMBERS TO EACH OTHER AND TO THE LIMITED LIABILITY COMPANY

SECTION 41. Becoming a Member. (1) If a limited liability company will have only one member upon formation, a person becomes a member in accordance with an agreement with the organizer of the limited liability company. The person and the organizer may be, but need not be, different persons. If the person and the organizer are different persons, the organizer acts on behalf of the initial member.

(2) If a limited liability company will have more than one member upon formation, persons become members in accordance with an agreement among the persons before the formation of the limited liability company. The organizer of the limited liability company acts on behalf of the persons and may be, but need not be, one of the persons.

(3) After the formation of the limited liability company, a person becomes a member:

(a) As provided in the operating agreement;

(b) As the result of a transaction that is effective under sections 90 to 120 of this

2027 Act;

(c) With the affirmative vote or consent of all members; or

(d) As provided in section 58 (1)(c) of this 2027 Act.

(4) A person may become a member without acquiring a transferable interest or making, or being obligated to make, a contribution to the limited liability company.

SECTION 42. Form of Contribution. A contribution may consist of property, services or another benefit that a person transfers or provides to a limited liability company, or an agreement to transfer property to or provide services or another benefit to the company.

SECTION 43. Liability for Contributions. (1) A person's death, disability, termination or other inability to perform personally does not excuse the person's obligation to make a contribution to a limited liability company.

(2) If a person does not fulfill an obligation to make a contribution other than money, the person must, at the option of the limited liability company, contribute money equal to the value of the part of the contribution the person did not make.

(3) Only the affirmative vote or consent of all members may compromise a person's obligation to make a contribution.

(4) If a creditor of a limited liability company extends credit or otherwise acts in reliance on an obligation described in subsection (1) of this section, without knowledge or notice of a compromise under subsection (3) of this section, the creditor may enforce the obligation.

SECTION 44. Sharing of and Right to Distributions Before Dissolution. (1) Any distribution a limited liability company makes before the company's dissolution and winding up must be in equal shares among members and persons that are dissociated as members, except to the extent necessary to comply with a transfer that is effective under section 52 of this 2027 Act or a charging order that is in effect under section 53 of this 2027 Act.

(2) A person has a right to a distribution before a limited liability company dissolves and winds up only if the company decides to make an interim distribution. A person's dissociation as a member does not entitle the person to a distribution.

(3) A person may not demand or receive a distribution from a limited liability

company in any form other than money. Except as otherwise provided in section 65 (4) of this 2027 Act, a company may distribute an asset in kind only if each part of the asset is fungible with each other part and each person receives a percentage of the asset that is equal in value to the person's share of distributions.

(4) If a member or transferee becomes entitled to receive a distribution, the member or transferee has the status of, and is entitled to all remedies available to, a creditor of the limited liability company with respect to the distribution.

(5) A limited liability company's obligation to make a distribution to a member or a person dissociated as a member is subject to offset for any amount owed to the limited liability company by the member or the person that is dissociated as a member on account of which the company made the distribution.

SECTION 45. Limitations on Distributions. (1) A limited liability company may not make a distribution, including a distribution under section 65 of this 2027 Act, if after the distribution:

(a) The limited liability company could not pay the company's debts as the debts became due in the ordinary course of the company's activities and affairs; or

(b) The limited liability company's total assets would be less than the sum of the company's total liabilities, plus the amount necessary to satisfy the preferential rights that belong, upon the limited liability company's dissolution and winding up, to members and transferees with preferential rights that are superior to the rights of persons that receive the distribution, if the limited liability company was dissolved and wound up at the time of the distribution.

(2) A limited liability company may base a determination that a distribution is not prohibited under subsection (1) of this section upon:

(a) Financial statements that are prepared on the basis of accounting practices and principles that are reasonable under the circumstances; or

(b) A fair valuation or other method that is reasonable under the circumstances.

(3) Except as otherwise provided in subsection (5) of this section:

(a) The effect of a distribution under subsection (1) of this section is measured as of the earlier of:

(A) The date on which the limited liability company transfers money or property

or incurs debt; or

(B) The date on which the person entitled to the distribution ceases to own the interest or right that the limited liability company acquires in return for the distribution;

(b) The effect of any other allocation of indebtedness is measured as of the date the indebtedness is allocated; and

(c) In all other cases, the effect is measured as of the date the limited liability company:

(A) Authorizes the distribution, if the payment occurs not later than 120 days after the date of the authorization; or

(B) Makes the payment, if the payment occurs more than 120 days after the date of the authorization.

(4) Indebtedness to a member or transferee that a limited liability company incurs by making a distribution in accordance with this section is at parity with the company's indebtedness to the company's general, unsecured creditors, except to the extent subordinated by agreement.

(5) A limited liability company's indebtedness, including indebtedness the company issues as a distribution, is not a liability for the purposes of subsection (1) of this section if the terms of the indebtedness provide that the company pays principal and interest only if, and to the extent that, the company could then pay a distribution under this section. If the limited liability company issues indebtedness as a distribution, each payment of principal or interest is a distribution, the effect of which is measured on the date of the payment.

(6) In measuring the effect of a distribution under section 65 of this 2027 Act, the liabilities of a dissolved limited liability company do not include any claim that has been disposed of under section 62 or 63 of this 2027 Act.

SECTION 46. Liability for Improper Distributions. (1) Except as otherwise provided in subsection (2) of this section, if a member of a member-managed limited liability company or a manager of a manager-managed limited liability company consents to a distribution that violates section 45 of this 2027 Act and, in consenting to the distribution, fails to comply with section 49 of this 2027 Act, the member or

manager is personally liable to the limited liability company for the amount of the distribution that exceeds the amount could have been distributed without violating section 45 of this 2027 Act.

(2) To the extent that the operating agreement of a member-managed limited liability company expressly relieves a member of the authority and responsibility to consent to distributions and imposes the authority and responsibility on one or more other members, the liability described in subsection (1) of this section applies to the other members and not the member that the operating agreement relieves of the authority and responsibility.

(3) A person that receives a distribution knowing that the distribution violates section 45 of this 2027 Act is personally liable to the limited liability company, but only to the extent that the distribution that the person received exceeded the amount that the company could have properly paid under section 45 of this 2027 Act.

(4) A person defending in an action against a claim of liability under subsection (1) of this section may:

(a) Implead any other person that is liable under subsection (1) of this section and seek to enforce a right of contribution from the other person; and

(b) Implead any person that received a distribution that violated subsection (3) of this section and seek to enforce a right of contribution from the person in the amount the person received in violation of subsection (3) of this section.

(5) A person may not commence an action under this section later than two years after the date of the distribution.

SECTION 47. Management of Limited Liability Company. (1) A limited liability company is a member-managed limited liability company unless the operating agreement expressly provides, or uses words of similar import to provide, that:

(a) The limited liability company is or will be "manager-managed";

(b) The limited liability company is or will be "managed by managers"; or

(c) Management of the limited liability company is or will be "vested in managers."

(2) In a member-managed limited liability company:

(a) Members control the management and conduct of the limited liability

company unless sections 1 to 125 of this 2027 Act expressly provide otherwise.

(b) Each member has equal rights in managing and conducting the limited liability company's activities and affairs.

(c) A majority of the members of the limited liability company may decide a difference that arises among members as to a matter in the ordinary course of the limited liability company's activities and affairs.

(d) All members must vote affirmatively or consent:

(A) To undertake an act outside the ordinary course of the limited liability company's activities and affairs;

(B) To amend the operating agreement; or

(C) As otherwise required under sections 1 to 125 of this 2027 Act.

(3) In a manager-managed limited liability company:

(a) A manager or, if there is more than one manager, a majority of managers exclusively decides any matter that relates to the activities or affairs of the limited liability company, unless sections 1 to 125 of this 2027 Act expressly provide otherwise.

(b) Each manager has equal rights in managing and conducting the limited liability company's activities and affairs.

(c) All members must vote affirmatively or consent:

(A) To undertake an act outside the ordinary course of the limited liability company's activities and affairs;

(B) To amend the operating agreement; or

(C) As otherwise required under sections 1 to 125 of this 2027 Act.

(d) A majority of the members by affirmative vote or consent may choose a manager at any time. The manager remains a manager until the members choose a successor or until the manager resigns, is removed, dies or, if the manager is not an individual, terminates. A majority of the members by affirmative vote or consent may remove a manager at any time without notice or cause.

(e) A person need not be a member to be a manager, but the dissociation of a member that is also a manager removes the person as a manager. If a person that is both a member and a manager ceases to be a manager, the cessation by itself does not dissociate the person as a member.

(f) A person's ceasing to be a manager does not discharge a debt, obligation or other liability to a limited liability company, or to members, that the person incurred while a manager.

(4) Members may vote or consent under sections 1 to 125 of this 2027 Act without a meeting. A member may appoint a proxy or other agent to vote, consent or otherwise act for the member by personally signing, or having an agent sign, an appointing record.

(5) The dissolution of a limited liability company does not affect the applicability of this section, but a person that wrongfully causes a dissolution of the company loses the right to participate as a member and manager in managing the company.

(6) A limited liability company shall reimburse a member for an advance the member makes to the company in addition to the amount of capital the member agreed to contribute.

(7) A member's payment or advance that creates an obligation for a limited liability company under subsection (6) of this section or under section 48 (1) of this 2027 Act constitutes a loan to the limited liability company that accrues interest at the rate provided in ORS 82.010 (1)(a) from the date of the payment or advance.

(8) A member is not entitled to remuneration for performing services for a member-managed limited liability company, except for reasonable compensation for services the member renders in winding up the activities of the company.

SECTION 48. Reimbursement; Indemnification; Advancement; and Insurance. (1) A limited liability company shall reimburse a member of a member-managed limited liability company or the manager of a manager-managed limited liability company for any payment the member or manager makes in the course of the member's or manager's activities on behalf of the limited liability company if the member or manager complies with this section and sections 45 and 47 of this 2027 Act in making the payment.

(2) A limited liability company shall indemnify and hold harmless a person with respect to any claim or demand against the person and any debt, obligation or other liability the person incurs in the person's capacity as a former or current member or manager if the claim, demand, debt, obligation or other liability does not arise from

the person's violation of sections 45, 47 or 49 of this 2027 Act.

(3) A limited liability company in the ordinary course of the company's activities and affairs may advance funds for reasonable expenses, including attorney fees and costs, that a person incurs in connection with a claim or demand against the person in the person's capacity as a former or present member provided that the person promises to repay the company if the person is ultimately not indemnified under subsection (2) of this section.

(4) A limited liability company may purchase and maintain insurance on behalf of a member or manager against liability asserted against or incurred by the member or manager as, or in the capacity of, a member or manager even if, under section 6 of this 2027 Act, the operating agreement could not limit or eliminate the member's or manager's liability to the limited liability company for the conduct that gave rise to the liability.

SECTION 49. Standards of Conduct for Members and Managers. (1) A member of a member-managed limited liability company owes to the limited liability company and to other members the duties of loyalty and care described in subsections (2) and (3) of this section.

(2) A member's fiduciary duty of loyalty to a member-managed limited liability company includes the duty to:

(a) Account to the limited liability company, and hold as trustee for the company, any property, profit or benefit the member derives from:

(A) Conducting or winding up the limited liability company's activities and affairs;

(B) Using the limited liability company's property; or

(C) Appropriating an opportunity that belongs to the limited liability company;

(b) Refrain from dealing with the limited liability company, in conducting or winding up the company's activities and affairs, as or on behalf of a person with an interest that is adverse to the interests of the company; and

(c) Refrain from competing with the limited liability company in conducting the company's activities and affairs before the dissolution of the company.

(3) A member's duty of care with respect to conducting or winding up a member-

managed limited liability company's activities and affairs is to refrain from engaging in grossly negligent or reckless conduct, willful or intentional misconduct or a knowing violation of law.

(4) A member shall discharge the member's duties and obligations under sections 1 to 125 of this 2027 Act or under the operating agreement and exercise any rights consistently with the contractual obligations of good faith and fair dealing.

(5) A member does not violate a duty or obligation under sections 1 to 125 of this 2027 Act or under the operating agreement solely because the member's conduct furthers the member's own interest.

(6) All members of a member-managed limited liability company or a manager-managed limited liability company, after full disclosure of all material facts, may together authorize or ratify a specific act or transaction that otherwise would violate the duty of loyalty.

(7) A member may defend against a claim under subsection (2)(b) of this section and any comparable claim in equity or at common law on the basis that the transaction was fair to the limited liability company.

(8) If a member enters into a transaction with a limited liability company that is not permitted under subsection (2)(b) of this section, but all of the other members of the company authorize or ratify the transaction under subsection (6) of this section or the member does not have a duty to the company under subsection (9)(f) of this section, the member's rights and obligations that arise from the transaction are the same as the rights of a person that is not a member.

(9) In a manager-managed limited liability company:

(a) Subsections (1), (2), (3) and (7) of this section apply to a manager but not to a member.

(b) The duty set forth in subsection (2)(c) of this section continues until winding up is completed.

(c) Subsection (4) of this section applies to members and managers.

(d) Subsection (5) of this section applies only to members.

(e) Only members have the power to ratify under subsection (6) of this section.

(f) Subject to subsection (4) of this section, a member does not have a duty to the

limited liability company or to any other member solely by reason of being a member.

SECTION 50. Rights to Information of Member, Manager and Person Dissociated as Member. (1)(a) A limited liability company shall keep at the company's principal office:

(A) A copy of the limited liability company's articles of organization and all amendments to the articles of organization;

(B) A copy of any record of the limited liability company's operating agreement and a copy of any amendments made in a record to the operating agreement;

(C) A statement in a record, unless the information appears in the limited liability company's articles of organization, of:

(i) The amount of cash and a description and statement of the agreed value of the other benefits a member contributed or agreed to contribute to the limited liability company;

(ii) When a member must make or agree to make additional contributions and any events following which a member must make or agree to make additional contributions;

(iii) Any right a member has to receive distributions that include a return of all or any part of the member's contribution; and

(iv) Any events following which the limited liability must be dissolved and the activities and affairs of the company must be wound up;

(D) A copy of the limited liability company's federal, state and local tax returns and reports, if any, for the three most recent years;

(E) A copy of any of the limited liability company's financial statements for the three most recent years;

(F) A copy of any record the limited liability company made of any vote or consent a member made or gave under the company's operating agreement or under sections 1 to 125 of this 2027 Act;

(G) Copies of the three most recent annual reports the limited liability company delivered to the Secretary of State for filing;

(H) A copy of any articles of conversion or articles of merger the limited liability

company delivered to the Secretary of State for filing;

(I) A copy of any statement or certificate of dissolution or statement or certificate that revokes dissolution; and

(J) A current list of the full name and last-known business address, residence address or mailing address of each current and former member. An address under this paragraph must be a physical address that includes the number and street name.

(b) A member may inspect and copy any record a limited liability company must keep under paragraph (a) of this subsection if the member delivers a demand for the inspection in a record that the company receives at least 10 days before the inspection. The member may make the inspection at the limited liability company's principal office during regular business hours and need not have any particular purpose for the inspection.

(2)(a) A limited liability company shall provide to each member, without demand, any information concerning the company's activities, affairs, financial condition and other circumstances that the company knows and that are material to a proper exercise of the member's rights and duties under the operating agreement or sections 1 to 125 of this 2027 Act, unless the company can establish that the company reasonably believes the member already knows the information.

(b) In a member-managed limited liability company, each member has the duty required of the company in paragraph (a) of this subsection to the extent the member knows any of the information described in paragraph (a) of this subsection.

(c) If the operating agreement for a limited liability company or sections 1 to 125 of this 2027 Act provide for a member to vote on or give or withhold consent to a matter, the company without demand shall provide the member with all information the company knows that is material to the member's decision.

(3) If a member meets the requirements set forth in subsection (4) of this section, a member may inspect and copy during reasonable business hours, at a reasonable location the limited liability company specifies, the following records:

(a) Excerpts from any record of a meeting of members or managers and any record of a limited liability company's action that members or managers approved without a meeting.

(b) The limited liability company's accounting records.

(c) Any other records of the activities, affairs, financial condition and other circumstances of the limited liability company as is just and reasonable.

(4)(a) To inspect and copy the records described in subsection (3) of this section, a member must:

(A) Seek the records for a purpose that is reasonably related to the member's interest in the limited liability company; and

(B) Deliver to the limited liability company a record with a demand that describes with reasonable particularity the records the member seeks and the member's purpose for seeking the records.

(b) Records the member seeks to inspect and copy under paragraph (a) of this subsection must be directly connected to the member's purpose.

(5) Within 10 days after receiving a demand from a member under subsection (4) of this section, a limited liability company shall:

(a) Inform the member which records the limited liability company will provide in response to the demand;

(b) State when and where the limited liability company will provide the records; and

(c) State reasons for declining to provide records the member demanded, if the limited liability company declines all or part of the member's demand.

(6)(a) A person that is dissociated as a member may have access to any record or information to which the person was entitled as a member if the person delivers a demand for access in a record that the limited liability company receives at least 10 days before the access and if:

(A) The records and information pertain to the period during which the person was a member or transferee;

(B) The person seeks the records and information in good faith; and

(C) The person meets the requirements set forth for a member in subsection (4) of this section.

(b) A limited liability company must respond to a demand under paragraph (a) of this subsection in the manner described in subsection (5) of this section.

(7) A limited liability company may not fail to keep the records listed in subsection (1) of this section, but the company may, in the operating agreement or otherwise, impose reasonable restrictions on the availability or use of the records and other information a person obtains under this section. The restrictions may include designating information as confidential and imposing nondisclosure and safeguarding obligations on the recipient of the records and other information. In a dispute over the reasonableness of a restriction under this subsection, the limited liability company has the burden of proving the restriction is reasonable.

(8) A limited liability company may charge a person that makes a demand under this section the reasonable costs of copying records, but only the costs of labor and materials and not more than the estimated cost to produce or reproduce the records.

(9) A person may exercise the person's rights under this section through an agent, including an attorney or, if the person is under a legal disability, through the person's legal representative. A restriction that a limited liability company imposes under subsection (7) of this section applies to the person and the person's agent or legal representative.

(10) Subject to section 54 of this 2027 Act, rights under this section do not extend to a transferee.

(11)(a) Each manager, or each member of a manager if the manager is more than one person, may inspect and copy during regular business hours:

(A) The records described in subsection (1) of this section, at the limited liability company's principal office; and

(B) Any other records the limited liability company maintains concerning the company's activities and financial condition or that otherwise relate to managing the company, at a reasonable location the company specifies.

(b) A manager or a member of a manager need not have a particular purpose for seeking records or information under this subsection.

(12)(a) If a limited liability company does not allow a member to inspect and copy any records or information the member has a right to inspect and copy under subsection (2)(a) of this section, the member may seek an order to require the inspection and copying from the circuit court of the county in which the company's principal

office is located or, if the principal office is not located in this state, the county in which the company's registered office is or was last located. The court may summarily order the inspection and copying at the limited liability company's expense.

(b) If a limited liability company does not within a reasonable time allow a member to inspect and copy any record or information other than records or information described in subsection (2)(a) of this section, the member may seek an order to permit the inspection and copying from the circuit court of the county in which the company's principal office is located or, if the principal office is not located in this state, the county in which the company's registered office is or was last located.

(c) If a court orders a limited liability company to permit a member to inspect and copy records and information under paragraph (a) or (b) of this subsection, the court:

(A) Shall also order the limited liability company to pay the costs, including reasonable attorney fees, that the member incurred to obtain the order, unless the company proves that the company refused the inspection and copying in good faith because a reasonable basis existed to doubt the member's right to inspect and copy the records and information; and

(B) May impose reasonable restrictions on the member's use or distribution of the records or information.

(13) A court may not issue an order under subsection (12) of this section without notice to the limited liability company at least five days before the time specified for a hearing on the matter, unless the court specifies a different period for the notice. The court shall set the hearing at the earliest possible time, giving the matter precedence over all other matters except matters of the same character or applications for a preliminary injunction under ORCP 79B (3).

TRANSFERABLE INTERESTS AND THE RIGHTS OF TRANSFEREES AND CREDITORS

SECTION 51. Nature of Transferable Interest. A transferable interest is personal property.

SECTION 52. Transfer of Transferable Interest. (1) Subject to section 53 (6) of this 2027 Act, a transfer, in whole or in part, of a transferable interest:

(a) Is permissible;

(b) Does not, alone, cause a person's dissociation as a member or a dissolution and winding up of a limited liability company's activities and affairs; and

(c) Does not entitle the transferee, subject to section 54 of this 2027 Act, to:

(A) Participate in managing or conducting the limited liability company's activities or affairs; or

(B) Have access to records or other information about the limited liability company's activities and affairs, except as otherwise provided in subsection (3) of this section.

(2) A transferee has the right to receive, in accordance with the transfer, distributions to which the transferor would otherwise be entitled.

(3) In a dissolution and winding up of a limited liability company, a transferee is entitled to an account of the limited liability company's transactions only from the date of the dissolution.

(4) A limited liability company may issue a certificate in a record as evidence of a transferable interest. Subject to this section, transferring the certificate may transfer the interest that the certificate represents.

(5) A limited liability company need not give effect to a transferee's rights under this section until the company knows or has notice of the transfer.

(6) A transfer of a transferable interest that violates a restriction on transfers in the operating agreement is ineffective if the intended transferee knows or has notice of the restriction at the time of the transfer.

(7) Except as otherwise provided in section 56 (5)(b) of this 2027 Act, if a member transfers a transferable interest, the member retains all of the rights, duties and obligations of a member other than the interest the member transferred.

(8) If a member transfers a transferable interest to a person that becomes a member with respect to the transferred interest, the person is liable for the member's obligations under sections 43 and 46 of this 2027 Act that the person knows of at the time the person becomes a member.

SECTION 53. Charging Order. (1) A judgment creditor of a member or transferee may apply for and a court may enter a charging order against the member's or transferee's transferable interest for the unsatisfied amount of the judgment. A charging order is a lien on a judgment debtor's transferable interest and requires the limited liability company to pay over to the person that obtained the order any distribution that the company otherwise would pay to the judgment debtor.

(2) A court may include in a charging order the court enters under subsection (1) of this section, or in a separate order, terms or requirements that are reasonably necessary to collect distributions and give effect to the charging order including, but not limited to, appointing a receiver for distributions that are subject to the charging order. If the court appoints a receiver, the receiver may make any inquiries the judgment debtor may make.

(3) A court may foreclose a lien on and order a sale of a transferable interest if the judgment creditor shows that the distributions that are subject to a charging order under subsection (1) of this section will not pay the judgment debt within a reasonable time. Except as otherwise provided in subsection (6) of this section, the purchaser at the foreclosure sale obtains only the transferable interest and is subject to section 52 of this 2027 Act, but does not become a member.

(4) At any time before a court forecloses a lien under subsection (3) of this section, a member or transferee whose transferable interest is subject to a charging order under subsection (1) of this section may extinguish the charging order by:

(a) Satisfying the judgment;

(b) Obtaining a satisfaction document under ORS 18.225; and

(c) Filing, and causing the judgment creditor to file, the satisfaction document with the court that entered the charging order.

(5) At any time before a court forecloses a lien under subsection (3) of this section, the limited liability company or a member whose transferable interest is not subject to the charging order may pay to the judgment creditor the full amount due under the judgment and obtain the rights of the judgment creditor against the judgment debtor, including rights under the charging order.

(6) If a court forecloses a lien on the transferable interest of the sole member of a

limited liability company:

(a) The court shall order and confirm a sale of the interest;

(b) The purchaser at the foreclosure sale obtains the member's entire interest, not just the transferable interest, and becomes a member; and

(c) The member whose interest the court foreclosed and ordered sold is dissociated as a member.

(7) Sections 1 to 125 of this 2027 Act do not deprive a member or transferee of the benefit of any exemption law that applies to the member's or transferee's transferable interest.

(8) This section sets forth a judgment creditor's exclusive remedy for enforcing a judgment against a member's or transferee's transferable interest.

SECTION 54. Power of Legal Representative of Deceased Member. If a member dies, the deceased member's legal representative may exercise the rights of a transferee under section 52 (3) of this 2027 Act and, for purposes of settling the member's estate, the rights the deceased member had under section 50 of this 2027 Act.

DISSOCIATION

SECTION 55. Power to Dissociate as Member; Wrongful Dissociation. (1) A person may dissociate as a member at any time, rightfully or wrongfully, by withdrawing by express will under section 56 of this 2027 Act.

(2) A person's dissociation as a member is wrongful only if the dissociation:

(a) Breaches an express provision of the operating agreement; or

(b) Occurs before a winding up of the limited liability company is complete and the person:

(A) Withdraws as a member by express will;

(B) Is expelled as a member by judicial order under section 56 (6) of this 2027 Act;

(C) Is dissociated under section 56 (8) of this 2027 Act; or

(D) Is dissociated as a member because the person willfully dissolved or terminated, if the person is not a trust, other than a business trust, an estate or an individual.

(3) A person that wrongfully dissociates as a member is liable to the limited liability company and to the other members for damages the dissociation causes. The liability is in addition to any debt, obligation or liability the member has to the limited liability company or to the other members.

SECTION 56. Events Causing Dissociation. A person is dissociated as a member when:

(1) The limited liability company knows or has notice of the person's express will to withdraw as a member, except that if the person specifies a withdrawal date later than the date on which the company knew or had notice of the person's express will, the withdrawal occurs on the later date;

(2) An event occurs that, under the operating agreement, is cause for a dissociation;

(3) A foreclosure sale under section 53 (6) of this 2027 Act or a purchase under section 74 of this 2027 Act transfers the person's entire interest in the limited liability company;

(4) The person is expelled as a member in accordance with the operating agreement;

(5) All the other members vote affirmatively or consent to expel the person, which may occur if:

(a) The limited liability company may not lawfully carry on the company's activities and affairs with the person as a member;

(b) A transfer of all of the person's transferable interest in the limited liability company occurs, other than a transfer:

(A) For security purposes; or

(B) In accordance with a charging order that is in effect and has not been foreclosed; or

(c) The person is an entity and:

(A) The limited liability company notifies the person that the person will be expelled as a member because:

(i) The person filed a statement of dissolution or the equivalent of a statement of dissolution;

(ii) The person was administratively dissolved;

(iii) The person's charter, or the equivalent of a charter, was revoked; or

(iv) The person's jurisdiction of formation suspended the person's right to conduct business and, not later than 90 days after the date of the notification:

(I) The person has not withdrawn, rescinded or revoked the statement of dissolution or the equivalent of the statement of dissolution; or

(II) The person has not been reinstated after the administrative dissolution, after the charter was revoked or after the person's right to do business was suspended; or

(B) The person is an unincorporated entity that was dissolved and the affairs of which are being wound up;

(6) The person is expelled as a member by judicial order that the limited liability company sought because the person:

(a) Engaged or is engaging in wrongful conduct that has had or will have an adverse material effect on the limited liability company's activities and affairs;

(b) Committed or is committing, willfully or persistently, a material breach of the operating agreement or a duty or obligation under section 49 of this 2027 Act; or

(c) Engaged or is engaging in conduct with respect to the limited liability company's activities and affairs that makes carrying on the activities and affairs with the person as a member not reasonably practicable;

(7) The person is an individual who:

(a) Dies; or

(b) In a member-managed limited liability company:

(A) Has had a guardian or general conservator appointed for the person; or

(B) Is the subject of a court order that determines that the individual has otherwise become incapable of performing the individual's duties as a member under the operating agreement or under sections 1 to 125 of this 2027 Act;

(8) The person is a member of a member-managed limited liability company and:

(a) Becomes a debtor in bankruptcy;

(b) Signs an assignment for the benefit of creditors; or

(c) Is subject to, or all or substantially all of the person's property is subject to, a trustee's, receiver's or liquidator's administration or control;

(9) The person is a testamentary or inter vivos trust or is acting as a member by virtue of being a trustee of a testamentary or inter vivos trust and the person's entire transferable interest in the limited liability company is distributed;

(10) The person is an estate or is acting as a member by virtue of being a personal representative of an estate and the estate's entire transferable interest in the limited liability company is distributed;

(11) The person is not an individual and the existence of the person terminates;

(12) The limited liability company of which the person is a member participates in a merger under sections 97 to 102 of this 2027 Act and the limited liability company is not the surviving entity or the person otherwise ceases to be a member as a result of the merger;

(13) The limited liability company of which the person is a member participates in an interest exchange under sections 103 to 108 of this 2027 Act and as a result of the interest exchange the person ceases to be a member;

(14) The limited liability company of which the person is a member participates in a conversion under sections 109 to 114 of this 2027 Act;

(15) The limited liability company of which the person is a member participates in a domestication under section 115 to 120 of this 2027 Act and, as a result of the domestication, the person ceases to be a member; or

(16) The limited liability company of which the person is a member dissolves and completes winding up.

SECTION 57. Effect of Dissociation. (1) If a person is dissociated as a member:

(a) The person's right to participate as a member in managing and conducting the limited liability company's activities and affairs terminates;

(b) The duties and obligations under section 49 of this 2027 Act that apply to members no longer apply to the person with respect to matters that arise and events that occur after the person's dissociation; and

(c) Subject to sections 54 and 90 to 120 of this 2027 Act, the person owns solely as a transferee any transferable interest that the person owned in the person's capacity as a member before dissociation.

(2) A person's dissociation as a member does not of itself discharge the person

from any debt, obligation or other liability to the limited liability company or to the other members that the person incurred while a member.

DISSOLUTION AND WINDING UP

SECTION 58. Events Causing Dissolution. (1) A limited liability company is dissolved and the activities and affairs of the company must be wound up if any of the following conditions occur:

(a) An event occurs that, under the operating agreement, is cause for a dissolution.

(b) All of the members vote for or consent to the dissolution.

(c) Ninety consecutive days pass during which the limited liability company does not have any members, unless before the period ends:

(A) One or more transferees that own the rights to receive a majority of distributions as transferees consent to admit at least one specified person as a member if the transferees own the rights at the time the consent is effective; and

(B) At least one person becomes a member in accordance with the consent described in subparagraph (A) of this paragraph.

(d) On a member's application, a court enters an order dissolving the limited liability company on the grounds that:

(A) The conduct of all or substantially all of the limited liability company's activities and affairs is unlawful;

(B) Carrying on the limited liability company's activities and affairs in conformity with the company's articles of organization or operating agreement is not reasonably practicable; or

(C) The members or managers that control the limited liability company:

(i) Have acted, are acting or will act in a manner that is illegal or fraudulent; or

(ii) Have acted or are acting in a manner that is oppressive and was, is or will be directly harmful to the applicant.

(e) The Secretary of State administratively dissolves the limited liability company under section 66 of this 2027 Act.

(f) The Attorney General brings an action that results in a court finding that:

(A) The limited liability company filed articles of organization with fraudulent intent, with fraudulent information or in a manner that otherwise indicates fraud;

(B) The limited liability company has continued to exceed or abuse the authority the law confers upon the company; or

(C) The limited liability company is a shell entity. For purposes of this subparagraph:

(i) A court may find that a limited liability company is a shell entity if the court determines that the limited liability company was used or organized for an illegal purpose, was used or organized to defraud or deceive a person or a governmental agency or was used or organized to fraudulently conceal any business activity from another person or a governmental agency; and

(ii) The Attorney General may make a prima facie showing that a limited liability company is a shell entity by stating in an affidavit that:

(I) The limited liability company did not provide a name or address the Secretary of State required, or the name or address the company provided was false, fraudulent or inadequate;

(II) The limited liability company's articles of organization, a record the company must keep under section 50 of this 2027 Act or the limited liability company's annual report is false, fraudulent or inadequate;

(III) A public body, as defined in ORS 174.109, attempted to communicate with, or serve legal process upon, the limited liability company at the address or by means of other contact information the company provided to the Secretary of State, but the company failed to respond; or

(IV) The Attorney General has other evidence that shows that the limited liability company was used or organized for an illegal purpose, was used or organized to defraud or deceive a person or a governmental agency or was used or organized to fraudulently conceal any business activity from another person or a governmental agency.

(2) If the basis of a member's application for an order under subsection (1)(d) of this section is the grounds described in subsection (1)(d)(C) of this section, a court

may order a remedy other than dissolution.

(3) In addition to subjecting a limited liability company to dissolution under subsection (1)(f)(C) of this section, a finding that the company is a shell entity has the following effects:

(a) A court may rebuttably presume that the limited liability company's filings with the Secretary of State constitute a false claim, as defined in ORS 180.750, in any action the Attorney General brings against the company under ORS 180.760 and may award to the Attorney General reasonable attorney fees and the costs of investigation, preparation and litigation if the Attorney General prevails in the action; and

(b) A public body, as defined in ORS 174.109, in any proceeding against the limited liability company, may move to enjoin a member, manager or other person that exercises significant direction or control over the company from engaging in commercial activity in this state, including but not limited to incorporating or organizing another entity in this state.

(4) A limited liability company may affirmatively defend against an allegation that the company is a shell entity by showing that the company, within 60 days after receiving a request to provide or correct a name, address or other information required for a filing or in articles of organization, a record the company must keep or an annual report, or within 60 days after the date of a request to respond to a communication or service of process, provided or corrected the name, address or other information or responded to the communication or service of process.

SECTION 59. Procedure for Judicial Dissolution. (1) The Attorney General shall bring an action to dissolve a limited liability company under section 58 of this 2027 Act in Marion County. Any other person that brings an action under section 58 of this 2027 Act must bring the action in the county in which a limited liability company's principal office is located or, if the principal office is not located in this state, the county in which the registered office of the company is or was last located.

(2) A member is not a necessary party to an action to dissolve a limited liability company unless the person bringing the action seeks relief against the individual member.

(3) A court in an action to judicially dissolve a limited liability company may issue

injunctions, appoint a receiver or a custodian with all powers and duties the court directs, and take other action necessary to carry on the business of the company or to preserve or liquidate the company's assets wherever the assets are located.

SECTION 60. Judgment of Dissolution. (1) If after a hearing a court determines that one or more grounds for judicial dissolution described in section 58 of this 2027 Act exist, the court may enter a judgment to dissolve the limited liability company and specify the effective date of the dissolution. The clerk of the court shall deliver a certified copy of the judgment to the Secretary of State for filing. The Secretary of State shall file the certified copy of the judgment.

(2) After entering the judgment of dissolution, the court shall direct the winding up and liquidation of the limited liability company's activities and affairs in accordance with section 61 of this 2027 Act, the notification of claimants and enforcement of claims in accordance with sections 63 and 64 of this 2027 Act and the distribution of limited liability company assets in accordance with section 65 of this 2027 Act.

SECTION 61. Winding Up. (1) A dissolved limited liability company shall wind up the company's activities and affairs and, except as otherwise provided in section 62 of this 2027 Act, continues after dissolution only for the purpose of winding up.

(2) A limited liability company, in winding up the company's activities and affairs:

(a) Shall discharge the limited liability company's debts, obligations and other liabilities, settle and close the company's activities and affairs and collect and distribute the company's assets.

(b) May:

(A) Deliver to the Secretary of State for filing a statement of dissolution that includes the name of the limited liability company and a declaration that the company is dissolved;

(B) Preserve the limited liability company's activities, affairs and property as a going concern for a reasonable time;

(C) Bring and defend actions and proceedings, whether civil, criminal or administrative;

(D) Transfer the limited liability company's property;

(E) Settle disputes by mediation or arbitration;

(F) Deliver to the Secretary of State for filing a statement of termination that includes the name of the limited liability company and a declaration that the company is terminated; and

(G) Perform other acts that are necessary or appropriate for the winding up.

(3) If a dissolved limited liability company does not have members, the legal representative of the person that was the last member may wind up the limited liability company's activities and affairs. If the legal representative winds up the limited liability company's activities and affairs, the legal representative has the powers of a sole manager under section 47 (3) of this 2027 Act and is a manager for the purposes of section 39 (1) of this 2027 Act.

(4) If a legal representative declines to or fails to wind up a limited liability company's activities and affairs under subsection (3) of this section, one or more transferees that own the rights to receive a majority of distributions as transferees may consent to appoint a person to wind up the limited liability company's activities and affairs if the transferees own the rights at the time the consent is effective. A person appointed under this subsection:

(a) Has the powers of a sole manager under section 47 (3) of this 2027 Act and is a manager for the purposes of section 39 (1) of this 2027 Act; and

(b) Shall deliver promptly to the Secretary of State for filing an amendment to the limited liability company's articles of organization that states:

(A) That the limited liability company does not have any members;

(B) The person's name, address and mailing address, which must be physical addresses that include the number and name of the street; and

(C) That the person was appointed under this subsection to wind up the limited liability company's activities and affairs.

(5) A court may order a judicial supervision of, and appointment of a receiver to manage, a limited liability company's winding up if:

(a) A member applies for the order and establishes good cause;

(b) A transferee petitions for the order and:

(A) The limited liability company does not have any members;

(B) The legal representative of the person that was the last member declines or

fails to wind up the limited liability company's activities and affairs; and

(C) A person was not appointed under subsection (4) of this section within a reasonable time after the dissolution; or

(c) A court enters an order in connection with a proceeding under section 60 of this 2027 Act.

SECTION 62. Rescinding Dissolution. (1) A limited liability company may rescind a dissolution unless a statement of termination for the limited liability company is effective, a court has entered an order to dissolve the limited liability company under section 60 of this 2027 Act or the Secretary of State has dissolved the limited liability company under section 66 of this 2027 Act.

(2) Rescinding a dissolution under this section requires:

(a) The affirmative vote or consent of each member; and

(b) Delivering to the Secretary of State for filing:

(A) A statement of withdrawal under section 31 of this 2027 Act that applies to the dissolution, if the statement of dissolution is not effective; or

(B) A statement of rescission that states the name of the limited liability company and declares a rescission of the dissolution, if the statement of dissolution is effective.

(3) If a limited liability company rescinds a dissolution:

(a) The limited liability company resumes carrying on the company's activities and affairs as if the dissolution never occurred;

(b) Subject to paragraph (c) of this subsection, any liability the limited liability company incurred after the dissolution and before the rescission became effective must be determined as if the dissolution never occurred; and

(c) The rights of a third party arising out of the third party's conduct in reliance on the dissolution before the third party knew or had notice of the rescission may not be adversely affected.

SECTION 63. Known Claims Against Dissolved Limited Liability Company. (1) Except as otherwise provided in subsection (4) of this section, a dissolved limited liability company may give notice of a known claim under subsection (2) of this section that has the effect described in subsection (3) of this section.

(2) A dissolved limited liability company in a record may notify known claimants of the dissolution. The notice must:

(a) Specify the information that must be included in a claim;

(b) State that a claim must be in writing and provide a mailing address to which the claim may be sent;

(c) State the deadline for receiving a claim, which may not be less than 120 days after the date on which the claimant receives the notice; and

(d) State that a claim will be barred if the dissolved limited liability company does not receive the claim by the deadline.

(3) A claim against a dissolved limited liability company is barred if the requirements in subsection (2) of this section are met and the company:

(a) Does not receive the claim by the specified deadline; or

(b) Receives the claim timely but rejects the claim and:

(A) Causes the claimant to receive a notice in a record stating that the claim is rejected and will be barred unless the claimant brings an action against the dissolved limited liability company to enforce the claim not later than 90 days after the claimant receives the notice; and

(B) The claimant does not bring an action to enforce the claim within 90 days after receiving the notice.

(4) This section does not apply to a claim that is based on an event that occurs after the date of dissolution or to a liability that, on the date of dissolution, is contingent.

SECTION 64. Other Claims Against Dissolved Limited Liability Company. (1) A dissolved limited liability company may publish a notice of the dissolution and in the notice request persons that have claims against the company to present the claims in accordance with the notice.

(2) A notice under subsection (1) of this section must:

(a) Appear at least once in a newspaper of general circulation in the county of this state in which the dissolved limited liability company's principal office is located or, if the principal office is not located in this state, in the county in which the company's registered agent is or was last located;

(b) Describe the information that a claim must include, state that the claim must be in writing and provide a mailing address to which a claimant may send a claim; and

(c) State that a claim against the dissolved limited liability company is barred if a claimant does not bring an action to enforce the claim within five years after the date of the notice.

(3) If a dissolved limited liability company publishes a notice that complies with the requirements of subsection (2) of this section, except as provided in subsection (4) of this section, a claim from each of the following claimants is barred unless within five years after the date of the notice the claimant brings an action against the dissolved limited liability company to enforce the claim:

(a) A claimant that did not receive a notice in a record under section 63 of this 2027 Act.

(b) A claimant that sent a timely claim to the dissolved limited liability company, but the company did not act on the claim.

(c) A claimant with a claim that on the date of the dissolution was contingent or a claim that is based on an event that occurred after the date of dissolution.

(4)(a) A claim against a dissolved limited liability company that may be satisfied, in whole or in part, by insurance assets held by, on behalf of or for the benefit of the dissolved limited liability company, including any rights, benefits or proceeds arising or derived from the insurance assets, is not subject to the time limitation set forth in subsection (3) of this section, but is subject to other applicable statutes of limitation. A claimant that brings a claim after the time limitation set forth in subsection (3) of this section may not recover from the dissolved limited liability company more than the rights, benefits or proceeds available from the insurance assets.

(b) Notwithstanding section 20 of this 2027 Act, a claimant may serve a summons or other process upon a dissolved limited liability company for a claim described in paragraph (a) of this subsection by delivering the summons or process to a director or officer of the dissolved limited liability company, to a person that has charge of the dissolved limited liability company's assets or, if the claimant cannot locate the director, officer or person, to any agent that was authorized to accept service of process

immediately before the limited liability company dissolved.

(c) If a claimant states in an affidavit to a circuit court of this state that the claimant cannot, after due diligence, locate any of the persons described in paragraph (b) of this subsection, the court may provide in an order that the claimant may serve process upon the dissolved limited liability company by personally delivering the service, together with a copy of the order of the court, to the office of the Secretary of State. Service delivered as provided in this paragraph is complete on the 10th day after delivery.

(5) A claimant may enforce a claim that is not barred under this section or under section 63 of this 2027 Act against:

(a) A dissolved limited liability company to the extent of the company's undistributed assets including, without limitation, any insurance assets held by or for the benefit of the dissolved limited liability company that are available to satisfy the claim; and

(b) A member or transferee, if the dissolved limited liability company's assets were distributed after dissolution, but only to the extent of the member's or transferee's proportionate share of the claim or of the assets that were distributed to the member or transferee after the dissolution, whichever is less, but a member's or transferee's total liability for all claims under this paragraph may not exceed the total amount of assets that were distributed to the member or transferee after the dissolution.

SECTION 65. Disposition of Assets in Winding Up. (1) In winding up a limited liability company's activities and affairs, the person that conducts the winding up shall apply the company's assets to discharge obligations to creditors, including to members that are creditors.

(2) After complying with subsection (1) of this section, a person that winds up the activities and affairs of a dissolved limited liability company must distribute any surplus in the following order, subject to any charging order that is in effect under section 53 of this 2027 Act:

(a) To each person that owns a transferable interest that reflects contributions the person made that the dissolved limited liability company did not previously

return, an amount that is equal to the value of the unreturned contributions; and

(b) Among persons that own transferable interests in proportion to the persons' respective rights to share in distributions immediately before the dissolution of the limited liability company.

(3) If a dissolved limited liability company does not have a surplus that is sufficient to comply with subsection (2)(b) of this section, any surplus must be distributed among the owners of transferable interests in proportion to the value of the respective unreturned contributions.

(4) All distributions under subsections (2) and (3) of this section must be paid in money.

(5) If a creditor, claimant or member to which a dissolved limited liability company must distribute assets is not competent to receive the assets or cannot be found, the person that is responsible for liquidating or winding up the dissolved limited liability company shall reduce the assets to cash and, within six months after the final distribution from the liquidation or winding up is payable, shall pay or deliver the cash to the State Treasurer for deposit in the Unclaimed Property and Estates Fund under ORS 98.352. The person shall prepare a statement under oath and in duplicate that includes the names and last known addresses of the persons that are entitled to the deposited amounts. The person shall file one statement with the State Treasurer and shall deliver the other statement to the Secretary of State for filing.

SECTION 66. Administrative Dissolution. (1)(a) The Secretary of State may dissolve a limited liability company administratively if the limited liability company does not:

(A) Pay when due any fee, tax, interest or penalty the limited liability company must pay to the Secretary of State or to another agency of the state;

(B) Deliver to the Secretary of State for filing an annual report when the annual report is due;

(C) Comply with an order of the Secretary of State under section 23 of this 2027 Act;

(D) Maintain a registered agent in this state; or

(E) Notify the Secretary of State that the limited liability company's registered

agent or registered office has changed, that the registered agent has resigned or that the registered office was discontinued.

(b) The Secretary of State may also dissolve a limited liability company administratively if the company becomes the subject of a recommendation for dissolution from the Director of the Department of Revenue under section 23 of this 2027 Act.

(2) Before taking action to dissolve a limited liability company administratively under subsection (3) of this section, the Secretary of State shall serve the company with a notice in a record that states that the Secretary of State has found grounds for the administrative dissolution under subsection (1) of this section.

(3) If within 45 days after service of a notice under subsection (2) of this section the limited liability company does not cure the failure the Secretary of State identified or does not demonstrate to the satisfaction of the Secretary of State that grounds for dissolution no longer exist, the Secretary of State may administratively dissolve the company by signing a statement of administrative dissolution that recites the grounds for the dissolution and the effective date of the dissolution. The Secretary of State shall file the statement as provided in section 33 of this 2027 Act and serve the limited liability company with a copy of the statement.

(4) A limited liability company that is administratively dissolved continues in existence as an entity but may not carry on any activities other than winding up the company's activities and affairs and liquidating the company's assets under sections 61, 63, 64 and 65 of this 2027 Act, or applying for reinstatement under section 67 of this 2027 Act.

(5) An administrative dissolution of a limited liability company does not terminate the authority of the company's registered agent.

SECTION 67. Reinstatement. (1) A limited liability company that is administratively dissolved under section 66 of this 2027 Act may apply to the Secretary of State for reinstatement not later than five years after the effective date of the dissolution. An application under this section must state:

(a) The name of the limited liability company at the time of the administrative dissolution and, if needed, a different name that complies with section 13 of this 2027 Act.

(b) The address of the limited liability company's principal office and the name, address and mailing address of the company's registered agent in this state. All addresses must be physical addresses that include the number and street name.

(c) The effective date of the limited liability company's administrative dissolution.

(d) That the limited liability company has cured all conditions that provided grounds for the Secretary of State to administratively dissolve the company under section 66 of this 2027 Act, or that the conditions no longer exist.

(2) To become reinstated, a limited liability company shall pay all fees, taxes, interest and penalties the company:

(a) Owed to the Secretary of State or to another agency of this state at the time of dissolution; and

(b) Would have owed to the Secretary of State or to another agency of the state during the period in which the limited liability company was dissolved.

(3) If the Secretary of State determines that an application under subsection (1) of this section is complete and correct and that the limited liability company has made all payments described in subsection (2) of this section, the Secretary of State shall prepare and file a statement of reinstatement that:

(a) Identifies the name of the reinstated limited liability company; and

(b) States the Secretary of State's determination and the effective date of the reinstatement.

(4) The Secretary of State may waive the requirement under subsection (1) of this section that the limited liability company apply for reinstatement within five years after the date of administrative dissolution if the company requests the waiver and provides evidence of the company's continued existence as an active concern during the period of administrative dissolution.

(5) When a reinstatement under this section becomes effective:

(a) The reinstatement relates back to and takes effect as of the effective date of the administrative dissolution; and

(b) The limited liability company resumes carrying on the company's activities and affairs as if the administrative dissolution had not occurred.

(6) A person's rights that arise out of an act or omission in reliance on the

dissolution before the person knew or had notice of the reinstatement are not affected.

SECTION 68. Judicial Review of Denial of Reinstatement. (1) If the Secretary of State denies a limited liability company's application for reinstatement following administrative dissolution, the Secretary of State shall serve the company with a notice in a record that explains the reasons for the denial.

(2) The limited liability company may seek judicial review of the denial of the reinstatement under ORS chapter 183.

ACTIONS BY MEMBERS

SECTION 69. Derivative Action. A member may bring a derivative action to enforce a right of a limited liability company if:

(1) The member first demands of other members of a member-managed limited liability company or of the managers of a manager-managed limited liability company that the other members or the managers cause the company to bring an action to enforce the right, but the other members or managers do not bring the action within a reasonable time; or

(2) A demand under subsection (1) of this section would be futile.

SECTION 70. Proper Plaintiff. A person that brings a derivative action to enforce a right of a limited liability company must be a member at the time the action commences and:

(1) Must have been a member when the conduct that gave rise to the action occurred; or

(2) Must have become a member, by operation of law or under the terms of the limited liability company's operating agreement, as a successor of another person that was a member when the conduct that gave rise to the action occurred.

SECTION 71. Pleading. In a derivative action, a complaint must state with particularity:

(1) The date and content of the plaintiff's demand under section 69 of this 2027 Act, and the responses of the members or managers to the plaintiff's demand; or

(2) Why a demand should be excused as futile.

SECTION 72. Stay Pending Investigation. A court may stay any proceeding in a derivative action until a limited liability company completes an investigation of the charges in the complaint, even if the plaintiff did not make a demand under section 69 of this 2027 Act.

SECTION 73. Proceeds and Expenses. (1) Except as otherwise provided in subsection (2) of this section, any proceeds or other benefits of a derivative action, whether obtained by judgment, compromise or settlement, belong to the limited liability company and not to the plaintiff. If the plaintiff receives any proceeds, the plaintiff shall remit the proceeds immediately to the limited liability company.

(2) If a derivative action is successful in whole or in part, a court may award the plaintiff reasonable expenses, including reasonable attorney fees and costs, from the limited liability company's recovery.

(3) A person may not voluntarily dismiss or settle a derivative action on behalf of a limited liability company without the court's approval. If the court determines that a proposed dismissal or settlement will substantially affect the interest of a member or a class of members, the court shall require notice to be given to the affected members.

SECTION 74. Purchase of Interest During Court Proceeding. (1)(a) At any time within 90 days after a member brings an action under section 58 (1)(d) of this 2027 Act to dissolve a limited liability company, or at a time the court determines is equitable, the company or one or more members may elect to purchase at fair value the entire interest of the member that brought the action, not just the member's transferable interest, if the company does not have interests that are listed on a national securities exchange or are regularly traded in a market that one or more members of a national or affiliated securities association maintain.

(b) If an election to purchase occurs:

(A) The election is irrevocable unless the court determines that setting aside or modifying the election is equitable; and

(B) The limited liability company shall notify all members within 10 days after the date of the election.

(c) A notice that a limited liability company gives under paragraph (b) of this subsection must state:

(A) The name of the member that brought the action and the entire interest, including the transferable interest, that the member owns;

(B) The name of each member that elects to purchase the interest and the whole transferable interest the electing member owns;

(C) The amount that each electing member will pay for the entire interest of the member that brought the action; and

(D) That recipients may join in the election to purchase the entire interest.

(d) A member that intends to participate under paragraph (c)(D) of this subsection shall notify the court of an intention to join in the election to purchase not later than 30 days after the date of the notice or at a time the court in the court's discretion allows. Each member that elects to purchase the interest or that notifies the court of an intention to participate in the election to purchase becomes a party to the action and participates in the purchase in proportion to the member's right to share in distributions as of the date on which the action commenced, unless the members agree otherwise or the court directs otherwise.

(2) The court, at the court's discretion, may allow the limited liability company and members to elect to purchase the entire interest of the member that brought the action at a price higher than the amount previously offered. If the court allows the purchase at the higher price, the court shall allow other members an opportunity to join in the election to purchase at the higher price in proportion to each member's right to share in distributions as of the date on which the action commences.

(3)(a) After the limited liability company or a member elects to purchase the entire interest of the member that brought the action, the member that brought the action may not discontinue or settle the action or sell or otherwise dispose of any part of the member's entire interest, unless the court determines that permitting the member to discontinue or settle the action or sell or otherwise dispose of the interest is equitable for the limited liability company or the other members.

(b) In considering whether equity exists to approve any settlement under paragraph (a) of this subsection, the court may consider the reasonable expectations the

members had at the time the limited liability company was organized, the reasonable expectations that the members developed over the course of the members' relationship with each other and with the limited liability company and any existing agreement among the members. In making a determination under paragraph (a) of this subsection, the court shall endeavor to minimize harm to the limited liability company's business.

(4)(a) If, within 30 days after the court allows the most recent election to purchase, the parties agree as to the fair value and terms of purchase of the entire interest of the member that brought the action, the court shall enter an order directing the purchase of the entire interest upon the terms and conditions to which the parties agreed.

(b) If the parties do not within a reasonable time agree as provided in paragraph (a) of this subsection, a member may request and the court shall grant a stay of the action and shall, under subsection (5) of this section, determine the fair value and terms of purchase of the entire interest of the member that brought the action as of the day before the date on which the member brought the action or as of another date as the court deems appropriate under the circumstances.

(5)(a) If the court orders a purchase under subsection (4)(b) of this section, the court shall:

(A) Determine the fair value of the entire interest, with or without the assistance of appraisers, taking into account any impact on the value of the entire interest that resulted from the actions that gave rise to the action;

(B) Consider any financial or legal constraints on the ability of the limited liability company or the purchasing member to purchase the entire interest;

(C) Specify the terms of the purchase, including, if appropriate, terms for installment payments, interest at the rate and from the date the court determines is equitable, a subordination of the purchase obligation to the rights of the limited liability company's other creditors, security for a deferred purchase price and a covenant not to compete or other restriction on the seller;

(D) Require the seller to deliver the seller's entire interest to the purchaser upon receiving the purchase price or the first installment of the purchase price;

(E) Retain jurisdiction to enforce the purchase order by, among other remedies, ordering the dissolution of the limited liability company if the purchase is not completed in accordance with the terms of the purchase order; and

(F) Require the limited liability company to:

(i) Pay reasonable compensation to the appraiser for the appraiser's services; and

(ii) Pay the appraiser's reasonable costs and expenses directly or reimburse the appraiser for the costs and expenses.

(b) The parties must consummate a purchase the court orders under subsection (4)(b) of this section within 20 days after the date the order becomes final unless before the 20-day period expires the limited liability company files with the court a notice of the company's intention to dissolve and, within 50 days after filing the notice with the court, delivers articles of dissolution to the Secretary of State for filing.

(c) After the court enters the order to purchase and before the purchase price is fully paid, any party may petition the court to modify the terms of the purchase. The court may modify the terms of purchase if the court finds that the modifications are equitable.

(d) Unless the court modifies the order to purchase, the selling member is dissociated as a member from the date the selling member delivers the selling member's entire interest to the purchaser or as of another date the court specifies.

(e) If the court orders one or more members to purchase the entire interest of the member that brought the action, unless equity requires otherwise the court in allocating the shares that the other members must purchase shall attempt to preserve the existing distribution of voting rights and other designations, preferences, qualifications, limitations, restrictions and special or relative rights among the holders of a class or classes of interests and may direct that holders of a specific class or classes not participate in the purchase.

SECTION 75. Governing Law. (1) The law of a foreign limited liability company's jurisdiction of formation governs:

(a) The internal affairs of the foreign limited liability company;

(b) The liability of a member as a member and of a manager as a manager for a debt, obligation or other liability of the foreign limited liability company; and

(c) The liability of a series of the foreign limited liability company.

(2) A difference between the laws of this state and the laws of a foreign limited liability company's jurisdiction of formation does not preclude the foreign limited liability company from registering to do business in this state.

(3) Registration of a foreign limited liability company to do business in this state does not authorize the foreign limited liability company to engage in any activities and affairs or exercise any power that a limited liability company may not engage in or exercise in this state.

SECTION 76. Registration to do Business in this State. (1) A foreign limited liability company may not do business in this state and may not maintain an action or proceeding in the courts of this state until the company registers with the Secretary of State under section 77 of this 2027 Act.

(2) If a foreign limited liability company did not register with the Secretary of State before doing business in this state, a successor of the company or an assignee of a cause of action that arises from the business may not maintain an action or proceeding based on the cause of action in a court of this state until the company or the successor registers with the Secretary of State to do business in this state.

(3) A court may stay an action or proceeding that a foreign limited liability company or a successor or assignee of the company commences until the court determines whether the company, the successor or the assignee must register with the Secretary of State to do business in this state. If the court determines that registration is required, the court may further stay the action or proceeding until the company, the successor or the assignee registers with the Secretary of State.

(4) A foreign limited liability company that does business in this state without registering with the Secretary of State is liable to the state in an amount that is equivalent to all of the fees the company would have paid to the Secretary of State if the company had registered and had delivered for filing all required annual reports during each of the years or parts of years in which the company transacted business in this state without registering.

(5) A foreign limited liability company's failure to register to do business in this state does not impair the validity of a contract or act of the company or preclude the

company from defending an action or proceeding in this state.

(6) A limitation on the liability of a member or manager of a foreign limited liability company is not waived solely because the company does business in this state without registering with the Secretary of State.

(7) Section 75 (1) and (2) of this 2027 Act applies even if a foreign limited liability company fails to register with the Secretary of State to do business in this state.

SECTION 77. Foreign Registration Statement. To register to do business in this state, a foreign limited liability company shall deliver to the Secretary of State for filing a registration statement that includes all of the following elements:

(1) The name of the foreign limited liability company or, if the name the company uses is not available in this state, a name that complies with section 13 of this 2027 Act.

(2) A declaration that the foreign limited liability company is a foreign limited liability company.

(3) The name of the foreign limited liability company's jurisdiction of formation and the company's registry number in the jurisdiction of formation.

(4) The address and mailing address of the foreign limited liability company's principal office and of any other office the company must maintain under the laws of the company's jurisdiction of formation. Each address must be a physical address that includes the number and street name.

(5) The name, address and mailing address of the foreign limited liability company's registered agent in this state. Each address must be a physical address that includes the number and street name.

(6) An identification of the foreign limited liability company as member-managed or manager-managed.

(7) A certificate of existence or a document of similar legal effect that was valid within the 60 days before the date the foreign limited liability company delivered the statement of registration and that is duly authenticated by the official that has custody of the records of limited liability company registrations in the foreign limited liability company's jurisdiction of formation. A foreign limited liability company need not submit a certificate of existence or equivalent document if the official provides

free access via the Internet to a searchable database that has evidence of limited liability company registrations.

SECTION 78. Amendment of Foreign Registration Statement. A registered foreign limited liability company shall deliver to the Secretary of State for filing an amendment to the company's registration statement if a change occurs in:

(1) The name of the registered foreign limited liability company;

(2) The registered foreign limited liability company's jurisdiction of formation or the company's registry number in the jurisdiction of formation;

(3) The period of the registered foreign limited liability company's duration;

(4) An address required under section 77 (4) of this 2027 Act; or

(5) The information required under section 77 (5) of this 2027 Act.

SECTION 79. Activities Not Constituting Doing Business. (1) For the purposes of sections 1 to 125 of this 2027 Act, the following activities of a foreign limited liability company do not constitute doing business in this state:

(a) Maintaining, defending, mediating, arbitrating or settling an action or proceeding;

(b) Carrying on any activity concerning the foreign limited liability company's internal affairs, including holding meetings among members or managers;

(c) Maintaining accounts in financial institutions;

(d) Maintaining offices or agencies for transferring, exchanging and registering the foreign limited liability company's securities or maintaining trustees or depositories with respect to the securities;

(e) Selling through independent contractors;

(f) Soliciting or obtaining orders by any means if the orders require acceptance outside this state before the orders become contracts;

(g) Creating or acquiring indebtedness, mortgages or security interests in property;

(h) Securing or collecting debts or enforcing mortgages or security interests in property that secures the debts and holding, protecting or maintaining property;

(i) Conducting an isolated transaction that is not in the course of similar transactions;

(j) Owning property, without more;

(k) Engaging in interstate commerce; and

(L) Other activities that are substantially similar or related to the activities described in this subsection.

(2) A person does not do business in this state solely by being a member or manager of a foreign limited liability company that does business in this state.

(3) This section does not apply in determining whether a contract or activity subjects a foreign limited liability company to service of process, taxation or regulation under a law of this state other than sections 1 to 125 of this 2027 Act.

SECTION 80. Noncomplying Name of Foreign Limited Liability Company. (1) A foreign limited liability company may not register to do business in this state if the company's name does not comply with section 13 of this 2027 Act. If the company registers to do business in this state under a different name, the company shall do business in this state under:

(a) The company's name, with the addition of the company's jurisdiction of formation; or

(b) The assumed business name the company registered under ORS chapter 648.

(2) A foreign limited liability company that changes names to a name that does not comply with section 13 of this 2027 Act may not do business in this state until the company complies with subsection (1) of this section.

SECTION 81. Withdrawal Deemed on Conversion to Domestic Filing Entity or Domestic Limited Liability Partnership. A registered foreign limited liability company that converts to a domestic limited liability partnership or to a domestic entity the formation of which requires delivering a record to the Secretary of State for filing withdraws the foreign limited liability company's registration on the effective date of the conversion.

SECTION 82. Withdrawal on Dissolution or Conversion to Nonfiling Entity Other than Limited Liability Partnership. (1) A registered foreign limited liability company that has dissolved and completed winding up or has converted to a domestic entity or foreign entity the formation of which does not require the public filing of a record, other than a limited liability partnership, shall deliver a statement of

withdrawal to the Secretary of State for filing. The statement of withdrawal must:

(a) For a registered foreign limited liability company that completed winding up:

(A) State the name of the registered foreign limited liability company, the name of the company's jurisdiction of formation and the company's registry number in the jurisdiction of formation; and

(B) Declare that the registered foreign limited liability company surrenders the company's registration to do business in this state; and

(b) For a registered foreign limited liability company that has converted:

(A) State the name of the converting registered foreign limited liability company, the name of the company's jurisdiction of formation and the company's registry number in the jurisdiction of formation;

(B) State the entity type into which the registered foreign limited liability company has converted and the converted entity's jurisdiction of formation;

(C) Declare that the converting registered foreign limited liability company surrenders the registration to do business in this state and revokes the authority of the company's registered agent to act as a registered agent in this state on behalf of the company or the converted entity; and

(D) State a mailing address to which service of process may be made under subsection (2) of this section.

(2) After a withdrawal under this section becomes effective, service of process in any action or proceeding that is based on a cause of action that arose during the time in which the foreign limited liability company was registered to do business in this state may be made in accordance with section 20 of this 2027 Act.

SECTION 83. Transfer of Registration. (1) If a registered foreign limited liability company merged into a foreign entity that is not registered to do business in this state or converted to a foreign entity that must register with the Secretary of State to do business in this state, the foreign entity shall deliver to the Secretary of State for filing an application to transfer the registered foreign limited liability company's registration to the foreign entity. The application must state:

(a) The name of the registered foreign limited liability company before the merger or conversion;

(b) That before the merger or conversion the registration pertained to a foreign limited liability company;

(c) The name of the foreign entity into which the registered foreign limited liability company has merged or converted and to which the company intends to transfer the registration;

(d) The entity type of the foreign entity and the foreign entity's jurisdiction of formation and registry number in the jurisdiction of formation;

(e) The address and mailing address of the principal office of the foreign entity to which the registered foreign limited liability company will transfer the registration and of any other office the foreign entity must maintain under the laws of the foreign entity's jurisdiction of formation, each address being a physical address that includes the number and street name; and

(f) The name, address and mailing address of the foreign entity's registered agent in this state, each address being a physical address that includes the number and street name.

(2) When a transfer of registration under this section becomes effective, the foreign limited liability company's registration to do business in this state transfers without interruption to the foreign entity into which the foreign limited liability company merged or converted.

SECTION 84. Termination of Registration. (1) The Secretary of State may terminate the registration of a registered foreign limited liability company as provided in subsections (2) and (3) of this section if any of the following grounds exist for the termination:

(a) The registered foreign limited liability company does not:

(A) Timely pay any fee, interest or penalty the registered foreign limited liability company must pay to the Secretary of State under sections 1 to 125 of this 2027 Act or under other applicable law;

(B) Timely deliver to the Secretary of State for filing the annual report required under section 35 of this 2027 Act;

(C) Have a registered agent in this state as required under section 16 of this 2027 Act;

(D) Deliver to the Secretary of State for filing a statement of change under section 17 of this 2027 Act not later than 30 days after a change occurs in the name or address of the registered foreign limited liability company's registered agent;

(E) Comply with an order from the Secretary of State under section 23 of this 2027 Act; or

(F) Comply with the requirements of section 75 (3) of this 2027 Act;

(b) An organizer, manager, member or agent of the registered foreign limited liability company signs a record with intent to deliver the record to the Secretary of State for filing, knowing that the record is false in any material respect;

(c) The Secretary of State receives from the official that has custody of the records of limited liability company registrations in the limited liability company's jurisdiction of formation a duly authenticated certificate that states that the foreign limited liability company was dissolved or has ceased to exist as the result of a merger or other reorganization transaction; or

(d) The period of duration of the registered foreign limited liability company expires.

(2) The Secretary of State may terminate a registered foreign limited liability company's registration by:

(a) Filing a notice of termination or noting the termination in the records of the Secretary of State; and

(b) Delivering a copy of the notice or the information in the notation to the registered foreign limited liability company's registered agent or to the company's principal office, if the company does not have a registered agent in this state.

(3) The notice must state or the information in the notation must include:

(a) The effective date of the termination, which must be at least 45 days after the date on which the Secretary of State delivers the copy of the notice or the information in the notation; and

(b) The grounds for the termination.

(4) The authority of the registered limited liability company to do business in this state ceases on the effective date of the notice of termination or of the notation described in subsection (2) of this section unless before the effective date the company

cures each of the grounds for termination listed in the notice or notation. If the registered foreign limited liability company cures the grounds, the Secretary of State shall file a record that withdraws the termination.

(5) The Secretary of State's termination of a registered foreign limited liability company's registration appoints the Secretary of State as the company's agent for service of process in any proceeding based on a cause of action that arose during the time the company was registered to do business in this state.

(6) A termination of a registered foreign limited liability company's registration terminates the authority of the company's registered agent.

SECTION 85. Reinstatement of Authority of Foreign Limited Liability Company. (1) A foreign limited liability company may apply to reinstate a registration that the Secretary of State terminated under section 84 of this 2027 Act if the company submits the application not later than five years after the effective date of the termination. An application under this section must:

(a) State the name of the foreign limited liability company at the time of the termination.

(b) State the address of the foreign limited liability company's principal office and the name, address and mailing address of the company's registered agent in this state. All addresses must be physical addresses that include the number and street name.

(c) State the effective date of the foreign limited liability company's termination.

(d) Declare that the foreign limited liability company has cured all conditions that provided grounds for the Secretary of State to terminate the company's registration under section 84 of this 2027 Act, or that the conditions no longer exist.

(2) To become reinstated, a foreign limited liability company shall pay all fees, taxes, interest and penalties the foreign limited liability company:

(a) Owed to the Secretary of State or to another agency of this state at the time of the termination; and

(b) Would have owed to the Secretary of State or to another agency of the state during the period in which the registration of the limited liability company was terminated.

(3) If the Secretary of State determines that an application under subsection (1) of

this section is complete and correct and that the foreign limited liability company has made all payments described in subsection (2) of this section, the Secretary of State shall prepare and file a statement of reinstatement that:

(a) Identifies the name of the reinstated registered foreign limited liability company; and

(b) States the substance of the Secretary of State's determination and the effective date of the reinstatement.

(4) The Secretary of State may waive the requirement under subsection (1) of this section that the foreign limited liability company apply for reinstatement within five years after the date of termination if the company requests the waiver and provides evidence of the company's continued existence as an active concern during the period following termination.

(5) Once a reinstatement under this section becomes effective:

(a) The reinstatement relates back to and takes effect as of the effective date of the termination; and

(b) The registered foreign limited liability company resumes carrying on the company's activities and affairs as if the termination had not occurred.

(6) A person's rights that arise out of an act or omission in reliance on the termination before the person knew or had notice of the reinstatement are not affected.

SECTION 86. Judicial Review of Denial of Reinstatement. (1) If the Secretary of State denies a foreign limited liability company's application for reinstatement following termination, the Secretary of State shall serve the limited liability company with a notice in a record that explains the reasons for the denial.

(2) The foreign limited liability company may seek judicial review of the denial of the reinstatement under ORS chapter 183.

SECTION 87. Withdrawal of Registration of Registered Foreign Limited Liability Company. (1) A registered foreign limited liability company may withdraw the company's registration by delivering a statement of withdrawal to the Secretary of State for filing. The statement of withdrawal must state:

(a) The name of the registered foreign limited liability company, the name of the company's jurisdiction of formation and the registry number in the jurisdiction of

formation;

(b) That the registered foreign limited liability company is not doing business in this state and withdraws the registration to do business in this state;

(c) That the registered foreign limited liability company revokes the authority of the company's registered agent to accept service of process on the company's behalf;

(d) A mailing address to which service of process may be made under subsection (2) of this section; and

(e) That the foreign limited liability company will for a period of five years after the effective date of the withdrawal notify the Secretary of State of any change in the company's mailing address.

(2) After a withdrawal under this section becomes effective, service of process in any action or proceeding that is based on a cause of action that arose during the time in which the foreign limited liability company was registered to do business in this state may be made in accordance with section 20 of this 2027 Act.

SECTION 88. Action by Secretary of State. The Secretary of State may bring an action to enjoin a foreign limited liability company from doing business in this state in violation of sections 1 to 125 of this 2027 Act.

SECTION 89. Taxation of Limited Liability Companies and Members. For purposes of state taxes administered by the Department of Revenue under the tax laws of this state, local taxes administered by the department under ORS 305.620 and assessments, fees, charges and taxes collected by the counties through the property tax rolls, a limited liability company or a registered foreign limited liability company must be classified in the same manner as the limited liability company or registered foreign limited liability company is classified for federal income tax purposes. For purposes of state taxes administered by the department under the tax laws of this state, local taxes administered by the department under ORS 305.620 and assessments, fees, charges and taxes collected by the counties through the property tax rolls, a member or an assignee of a member of a limited liability company or registered foreign limited liability company has the same status that the member or the assignee has for federal income tax purposes.

MERGER, INTEREST EXCHANGE, CONVERSION AND DOMESTICATION

SECTION 90. Definitions. As used in sections 90 to 120 of this 2027 Act:

(1) "Acquired entity" means an entity all of one or more classes or series of interests of which are acquired in an interest exchange.

(2) "Acquiring entity" means an entity that acquires all of one or more classes or series of interests of an acquired entity in an interest exchange.

(3) "Conversion" means a transaction that occurs in accordance with sections 109 to 114 of this 2027 Act.

(4) "Converted entity" means a converting entity as the entity continues in existence after a conversion.

(5) "Converting entity" means a domestic entity that approves a plan of conversion under section 111 of this 2027 Act or a foreign entity that approves the conversion under the laws of the foreign entity's jurisdiction of formation.

(6) "Distributional interest" means a right to receive a distribution from an unincorporated entity under the unincorporated entity's organic law and organic rules.

(7) "Domesticated limited liability company" means a domesticating limited liability company as the domesticating limited liability company continues in existence after a domestication.

(8) "Domesticating limited liability company" means a limited liability company that approves a plan of domestication under section 117 of this 2027 Act or a foreign limited liability company that approves a plan of domestication under the laws of the foreign limited liability company's jurisdiction of formation.

(9) "Domestication" means a transaction authorized under sections 115 to 120 of this 2027 Act.

(10) "Domestic entity" means an entity the internal affairs of which are governed by the laws of this state.

(11)(a) "Entity" means:

(A) Any of the following for-profit entities:

(i) A professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(ii) A corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(iii) A limited liability company that is organized under sections 1 to 125 of this 2027 Act or a comparable law of another jurisdiction;

(iv) A partnership that is organized in this state after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership that is governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(v) A limited partnership that is organized under ORS chapter 70, a predecessor law or a comparable law of another jurisdiction;

(B) A cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction; and

(C) A nonprofit corporation that is organized under ORS chapter 65, a predecessor law or a comparable law of another jurisdiction.

(b) "Entity" does not include:

(A) An individual;

(B) A charitable trust or a trust that has a predominantly donative purpose;

(C) An association or relationship that is not described in paragraph (a) of this subsection and is not a limited liability partnership or limited partnership under ORS chapter 67 or 70 or under similar provisions of law in another jurisdiction;

(D) A decedent's estate; or

(E) A government or a governmental subdivision, agency or instrumentality.

(12) "Entity type" means the category that describes an entity's organizational form, examples of which include partnerships, limited partnerships, limited liability partnerships, limited liability companies, corporations, nonprofit corporations, cooperatives and other forms that are recognized under common law or are organized under a law of this state or of another jurisdiction.

(13)(a) "Filing entity" means an entity the formation of which requires filing a public organic record.

(b) "Filing entity" does not include a limited liability partnership.

(14) "Foreign entity" means an entity the internal affairs of which are subject to

the laws of a jurisdiction other than this state.

(15) "Governance interest" means a right under an unincorporated entity's organic law or organic rules, other than a right as a governor, agent, assignee or proxy, to:

(a) Demand or receive access to an entity's books and records or to other information about the entity;

(b) Vote for or consent to the election of the governors of the entity; or

(c) Receive notice of, vote on or consent to an issue that involves the internal affairs of the entity.

(16) "Governor" means:

(a) A director of a professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(b) A director of a corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(c) A member of a member-managed limited liability company or a manager of a manager-managed limited liability company that is organized under sections 1 to 125 of this 2027 Act or under a comparable law of another jurisdiction;

(d) A partner in a partnership that is organized in this state after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, or a partner in a partnership or a limited liability partnership that is governed by law of another jurisdiction that expressly provides for conversions and mergers;

(e) A general partner in a limited partnership that is organized under ORS chapter 70, a predecessor law or a comparable law of another jurisdiction; and

(f) A director of a cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction.

(17) "Interest" means:

(a) A share in a professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(b) A share in a corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(c) A membership interest in a limited liability company that is organized under sections 1 to 125 of this 2027 Act or under a comparable law of another jurisdiction;

(d) A partnership interest in a partnership that is organized in this state after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, or a partnership interest in a partnership or a limited liability partnership that is governed by law of another jurisdiction that expressly provides for conversions and mergers;

(e) A partnership interest in a limited partnership that is organized under ORS chapter 70, a predecessor law or a comparable law of another jurisdiction;

(f) A share or membership in a cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction; or

(g) A governance interest or distributional interest in any other type of unincorporated entity.

(18) "Interest exchange" means a transaction authorized under sections 103 to 108 of this 2027 Act.

(19) "Interest holder" means:

(a) A shareholder in a professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(b) A shareholder in a corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(c) A member of a limited liability company that is organized under sections 1 to 125 of this 2027 Act or a comparable law of another jurisdiction;

(d) A partner in a partnership that is organized in this state after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, or a partner in a partnership or a limited liability partnership that is governed by law of another jurisdiction that expressly provides for conversions and mergers;

(e) A general partner in a limited partnership that is organized under ORS chapter 70, a predecessor law or a comparable law of another jurisdiction; and

(f) A shareholder or member of a cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction.

(20) "Interest holder liability" means:

(a) Personal liability for a liability of an entity that a person incurs:

(A) Solely by reason of the person's status as an interest holder; or

(B) Under an entity's organic rules that provide that a specified interest holder or category of interest holders is liable in the interest holder's capacity as an interest holder for all of an entity's liabilities or for specified liabilities; or

(b) An obligation that an interest holder has under an entity's organic rules to contribute to the entity.

(21) "Merger" means a transaction authorized under sections 97 to 102 of this 2027 Act.

(22) "Merging entity" means an entity that is a party to a merger and that exists immediately before the merger becomes effective.

(23) "Organic law" means the law of an entity's jurisdiction of formation that governs the entity's internal affairs.

(24) "Organic rules" means an entity's public organic record and private organic rules.

(25) "Plan of conversion" means a plan described in section 110 of this 2027 Act.

(26) "Plan of domestication" means a plan described in section 116 of this 2027 Act.

(27) "Plan of interest exchange" means a plan described in section 104 of this 2027 Act.

(28) "Plan of merger" means a plan described in section 98 of this 2027 Act.

(29) "Private organic rules" means rules that govern an entity's internal affairs, that are binding on all of the entity's interest holders and that are not part of any public organic record of the entity, even if the rules are not in a record. Examples of private organic rules include:

(a) Bylaws of a professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(b) Bylaws of a corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(c) An operating agreement of a limited liability company that is organized under

sections 1 to 125 of this 2027 Act or a comparable law of another jurisdiction;

(d) A partnership agreement of a partnership that is organized in this state after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, or a partnership agreement of a partnership or a limited liability partnership that is governed by law of another jurisdiction that expressly provides for conversions and mergers;

(e) A partnership agreement of a limited partnership that is organized under ORS chapter 70, a predecessor law or a comparable law of another jurisdiction; and

(f) Bylaws of a cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction.

(30) "Protected agreement" means:

(a) A record that is evidence of indebtedness and any related agreement that is effective on and after January 1, 2029;

(b) An agreement that is binding on an entity on and after January 1, 2029;

(c) The organic rules of an entity that are in effect on or after January 1, 2029; or

(d) An agreement that binds any of an entity's governors or interest holders and is effective on and after January 1, 2029.

(31) "Public organic record" means a record the filing of which by the Secretary of State is required in order to form an entity in this state, or any amendment to or restatement of the record. Examples of public organic records include:

(a) Articles of incorporation for a professional corporation that is organized under ORS chapter 58, a predecessor law or a comparable law of another jurisdiction;

(b) Articles of incorporation for a corporation that is organized under ORS chapter 60, a predecessor law or a comparable law of another jurisdiction;

(c) Articles of organization for a limited liability company that is organized under sections 1 to 125 of this 2027 Act or a comparable law of another jurisdiction;

(d) A registration for a limited liability partnership; and

(e) Articles of incorporation for a cooperative that is organized under ORS chapter 62, a predecessor law or a comparable law of another jurisdiction.

(32) "Registered foreign entity" means a foreign entity that is authorized to do

business in this state under a registration statement that the Secretary of State filed.

(33) "Statement of conversion" means a statement described in section 113 of this 2027 Act.

(34) "Statement of domestication" means a statement described in section 119 of this 2027 Act.

(35) "Statement of interest exchange" means a statement described in section 107 of this 2027 Act.

(36) "Statement of merger" means a statement described in section 101 of this 2027 Act.

(37) "Surviving domestic entity" means a surviving entity that is or becomes organized under the laws of this state.

(38) "Surviving entity" means an entity that continues in existence after, or is created by, a merger.

(39) "Surviving foreign entity" means a surviving entity that is or becomes organized under the laws of a jurisdiction other than this state.

SECTION 91. Relationship to Other Laws. (1) Sections 90 to 120 of this 2027 Act do not authorize an act prohibited by, and do not affect the application or requirements of, laws other than sections 90 to 120 of this 2027 Act.

(2) A transaction under sections 90 to 120 of this 2027 Act does not create or impair a person's right, duty or obligation under the statutory laws of this state, other than sections 90 to 120 of this 2027 Act, relating to a change in control, takeover, business combination, acquisition of controlling shares or a similar transaction that involves a domestic corporation's merger, acquisition of or by another entity, conversion or domestication, unless:

(a) The transaction complies with any requirements of the law, if the corporation does not survive the transaction; or

(b) A vote of the directors or shareholders of the corporation to approve a plan of merger, plan of interest exchange, plan of conversion or plan of domestication is sufficient to create or impair the right, duty or obligation directly under the law, if the corporation survives the transaction.

SECTION 92. Required Notice or Approval. (1) A domestic entity or foreign

entity that must notify or obtain approval from a governmental agency or officer of this state to become a party to a merger shall in the same manner give notice or obtain approval to become a party to an interest exchange, conversion or domestication.

(2) Property that a domestic entity or foreign entity holds for a charitable purpose under the laws of this state immediately before a transaction under sections 90 to 120 of this 2027 Act becomes effective may not, as a result of the transaction, be diverted from the purpose for which the property was donated, granted, devised or otherwise transferred unless the domestic entity or foreign entity obtains an order from a circuit court of this state to modify the purpose of the donation, grant or devise or to lift a restriction on the use of the property. The domestic entity or foreign entity shall notify the Attorney General of any action the domestic entity or foreign entity brings to seek the order and the court shall allow the Attorney General to be heard before issuing an order.

(3) A bequest, devise, gift, grant or promise in a will or another instrument of donation, subscription or conveyance that is made to a merging entity that is not the surviving entity and that takes effect or remains payable after the merger inures to the surviving entity.

(4) A trust obligation that would govern property if the property is transferred to an entity that does not survive a transaction under sections 90 to 120 of this 2027 Act applies instead to property that is transferred to the surviving entity under this section.

SECTION 93. Nonexclusivity. The fact that a transaction under sections 90 to 120 of this 2027 Act produces a certain result does not preclude other means of accomplishing the result under law other than sections 1 to 125 of this 2027 Act.

SECTION 94. Reference to External Facts. A plan of conversion, plan of domestication, plan of interest exchange or plan of merger may refer to facts that are ascertainable outside the plan if the plan specifies the manner in which the facts will operate upon the plan. Facts may include the occurrence of an event or a person's determination or action whether or not the event, determination or action is within the control of a party to the transaction.

SECTION 95. Appraisal Rights. An interest holder with an interest in a limited

liability company that is engaging in a conversion, domestication, interest exchange or merger has a contractual right to an appraisal in connection with a transaction under sections 90 to 120 of this 2027 Act to the extent set forth in:

(1) The operating agreement; or

(2) A plan of conversion, plan of domestication, plan of interest exchange or plan of merger.

SECTION 96. Excluded Entities and Transaction. Sections 90 to 120 of this 2027 Act do not authorize an entity to participate in a transaction under sections 90 to 120 of this 2027 Act if another law of this state prohibits, restricts or otherwise exclusively regulates the transaction or the entity's participation in the transaction.

SECTION 97. Merger Authorized. (1) By complying with sections 97 to 102 of this 2027 Act:

(a) A limited liability company may merge with a domestic entity or a foreign entity into a surviving domestic entity or surviving foreign entity; and

(b) Two or more foreign entities may merge into a limited liability company.

(2) By complying with the provisions of sections 97 to 102 of this 2027 Act that apply to foreign entities, a foreign entity may be a party to a merger under sections 97 to 102 of this 2027 Act or may become the surviving entity in the merger if the laws of the foreign entity's jurisdiction of formation authorize the merger.

SECTION 98. Plan of Merger. (1) A limited liability company may become a party to a merger under sections 97 to 102 of this 2027 Act by approving a plan of merger. The plan must be a record and must:

(a) State each merging entity's name, jurisdiction of formation and entity type;

(b) State whether the merger will create a surviving entity and state the surviving entity's name, jurisdiction of formation and entity type;

(c) Describe how the merger will convert each party's interests into interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights;

(d) Include the text of any proposed amendments to the surviving entity's public organic record, if any exists, and private organic rules that are or are proposed be in a record, if the surviving entity existed before the merger;

(e) Include the text of the surviving entity's proposed public organic record, if any will exist, and the entity's private organic rules that are or are proposed to be in a record, if the merger creates the surviving entity;

(f) Include any other terms and conditions of the merger; and

(g) Include any other provision required under the laws of a merging entity's jurisdiction of formation or the merging entity's organic rules.

(2) A plan of merger may include, in addition to the elements required under subsection (1) of this section, any other provision not otherwise prohibited by law.

SECTION 99. Approval of Merger. (1) A plan of merger is not effective unless:

(a) All of the members of the merging limited liability company that may vote on or consent to any matter have approved the plan; and

(b) Each member of a merging limited liability company that will have interest holder liability for debts, obligations and other liabilities that are incurred after the merger becomes effective approves the plan in a record, unless:

(A) The operating agreement of the merging limited liability company provides in a record for approving a plan of merger in which the affirmative vote or consent of fewer than all of the members of a merging limited liability company can subject all members of the merging limited liability company to interest holder liability; and

(B) The member voted for or consented in a record to the provision described in subparagraph (A) of this paragraph or became a member after the provision was adopted.

(2) A plan of merger that involves a merging domestic entity that is not a limited liability company is not effective unless the entity approves the plan in accordance with the entity's organic law.

(3) A plan of merger that involves a merging foreign entity is not effective unless the entity approves the plan in accordance with the law of the entity's jurisdiction of formation.

SECTION 100. Amendment or Abandonment of Plan of Merger. (1) A plan of merger may be amended only with the consent of each party to the plan, unless the plan provides otherwise.

(2) A merging limited liability company may approve an amendment to a plan of

merger:

(a) In the same manner as the plan was approved, if the plan does not specify a manner of amendment; or

(b) By the members or managers in the manner the plan of merger specifies, but a member that may vote on or consent to approving the plan of merger may vote on or consent to any amendment that will change:

(A) The amount or kind of interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights that the interest holders of any party to the plan of merger will receive under the plan;

(B) The public organic record, if any exists, or the private organic rules of the surviving entity that will become effective immediately after the merger becomes effective, except for changes that under the surviving entity's organic law or organic rules do not require the approval of the interest holders of the surviving entity; or

(C) Any other terms or conditions of the plan if the change would adversely affect the member in any material respect.

(3) After a plan of merger is approved and before a statement of merger becomes effective, the plan may be abandoned as provided in the plan. A party to the plan may abandon the plan in the same manner as the plan was approved, unless the plan provides otherwise.

(4) If a party to a plan of merger abandons the plan after a statement of merger was delivered to the Secretary of State for filing and before the statement of merger is effective, before the statement of merger becomes effective the party shall deliver to the Secretary of State for filing a statement of abandonment signed by a party to the plan of merger. The statement of abandonment takes effect upon filing and the merger does not become effective. The statement of abandonment must:

(a) Identify each party to the plan of merger;

(b) State the date on which the Secretary of State filed the statement of merger; and

(c) Declare that the party has abandoned the plan of merger in accordance with this section.

SECTION 101. Statement of Merger; Effective Date of Merger. (1) For a merger to be effective, a plan of merger and statement of merger must be signed by each merging entity and delivered to the Secretary of State for filing.

(2) A statement of merger must:

(a) State the name, the jurisdiction of formation and the entity type of each merging entity that is not the surviving entity;

(b) State the name, the jurisdiction of formation and the entity type of the surviving entity;

(c) Include a plan of merger or, in lieu of a plan of merger, a written declaration that:

(A) Identifies an address for an office of the surviving entity where the plan of merger is on file; and

(B) States that the surviving entity will provide an owner, member or shareholder of any merging entity with a copy of the plan of merger without charge upon request;

(d) Declare in writing that each merging domestic entity, if any, approved the plan of merger in accordance with sections 97 to 102 of this 2027 Act and that each merging foreign entity, if any, approved the plan of merger in accordance with the law of the foreign entity's jurisdiction of formation;

(e) Include any amendment to the surviving domestic entity's public organic record that the surviving domestic entity approved as part of the plan of merger, if the surviving domestic entity is a filing entity and existed before the merger;

(f) Include the surviving domestic entity's public organic record, if the surviving domestic entity is a filing entity and if the merger created the surviving domestic entity; and

(g) Include an application for registration under ORS 67.603, if the merger created the surviving domestic entity as a domestic limited liability partnership.

(3) In addition to the elements required for a statement of merger under subsection (2) of this section, the statement may include any other provision that is not prohibited by law.

(4) The public organic record of a surviving domestic entity must comply with

the requirements of the laws of this state, except that the public organic record does not need to be signed.

(5) Instead of a statement of merger, merging entities may deliver to the Secretary of State for filing a plan of merger that all merging entities have signed and that complies with subsection (2) of this section. A plan of merger that the Secretary of State files under this subsection has the same effect as a statement of merger. If the Secretary of State files a plan of merger under this subsection, references in sections 97 to 102 of this 2027 Act to a statement of merger refer instead to the plan of merger.

(6) If the surviving entity is a limited liability company, a merger becomes effective when the statement of merger is effective. Otherwise, a merger becomes effective on the later of:

(a) The date on which the statement of merger is effective; or

(b) The date that the organic law of the surviving entity specifies.

SECTION 102. Effect of Merger. (1) When a merger becomes effective:

(a) A surviving entity continues or comes into existence;

(b) Each merging entity other than the surviving entity ceases to exist;

(c) All property of each merging entity vests in the surviving entity without transfer, reversion or impairment;

(d) All debts, obligations and other liabilities of each merging entity are debts, obligations and other liabilities of the surviving entity;

(e) All the rights, privileges, immunities, powers and purposes of each merging entity vest in the surviving entity, unless applicable law or the plan of merger provides otherwise;

(f) The name of the surviving entity may be substituted for the name of any merging entity that is a party to any pending action or proceeding;

(g) The interests in each merging entity that must be converted under the plan of merger are converted and the interest holders of the converted interests have only the rights that the plan of merger specifies plus any appraisal rights available under section 95 of this 2027 Act and the merging entity's organic law;

(h) For a surviving entity that exists before the merger:

(A) All property of the surviving entity remains vested in the surviving entity

without transfer, reversion or impairment;

(B) The surviving entity remains subject to the surviving entity's debts, obligations and other liabilities;

(C) The surviving entity's rights, privileges, immunities, powers and purposes remain vested in the surviving entity;

(D) The surviving entity's public organic record, if any, is amended as provided in the plan of merger; and

(E) Any private organic rules of the surviving entity that are or will be in a record are amended as provided in the plan of merger;

(i) For a surviving entity that the merger creates:

(A) The surviving entity's private organic rules are effective;

(B) The surviving entity's public organic record is effective, if the surviving entity is a filing entity; and

(C) An application for registration under ORS 67.603 becomes effective, if the surviving entity is a limited liability partnership;

(j) A person has interest holder liability with respect to a domestic entity only to the extent that the domestic entity's organic law specifies, and only for debts, obligations and other liabilities incurred after the merger becomes effective, if the person did not have interest holder liability with respect to any of the merging entities and became subject to interest holder liability with respect to the domestic entity only as a result of the merger;

(k) For a person that no longer holds an interest in a merging limited liability company in which the person previously had interest holder liability:

(A) The merger does not discharge any interest holder liability under sections 1 to 125 of this 2027 Act that the person incurred before the merger became effective;

(B) The person does not have interest holder liability under sections 1 to 125 of this 2027 Act for any debt, obligation or other liability that the surviving entity incurs after the merger is effective, except that for a period of one year after the effective date of the merger the person has personal liability for liabilities the surviving entity incurs if:

(i) Before the merger the person was a partner in a merging partnership or a

general partner in a merging limited liability partnership and was personally liable for the debts of the partnership or limited liability partnership;

(ii) After the merger the person would ordinarily be protected from personal liability; and

(iii) Another party to the transaction that created the liability reasonably believes that the person has personal liability for any debt, obligation or other liability the surviving entity incurred and did not receive notice of the merger;

(C) Sections 1 to 125 of this 2027 Act apply, as if the merger did not occur, to a release, collection or discharge of any of the person's interest holder liability that remains under subparagraph (A) of this paragraph; and

(D) With respect to any of the person's interest holder liability that remains under subparagraph (A) of this paragraph, the person has the rights of contribution from any other person that are available, as if the merger did not occur, under the merging limited liability company's operating agreement, under sections 1 to 125 of this 2027 Act or under law other than sections 1 to 125 of this 2027 Act;

(L) A foreign entity that is the surviving entity may be served with process in this state for collecting and enforcing any of a merging limited liability company's debts, obligations or other liabilities as provided in section 20 of this 2027 Act; and

(m) A registration to do business in this state for a merging foreign entity that is not the surviving entity is canceled.

(2) Except as otherwise provided in a merging entity's organic law or organic rules, a merger does not provide rights to an interest holder, governor or third party that the interest holder, governor or third party would have upon a dissolution, liquidation or winding up of the merging entity.

SECTION 103. Interest Exchange Authorized. (1) By complying with sections 103 to 108 of this 2027 Act:

(a) A limited liability company may acquire all of one or more classes or series of interests of another domestic entity or foreign entity in exchange for interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights; or

(b) Another domestic entity or foreign entity may acquire all of one or more

classes or series of interests of a limited liability company in exchange for interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights.

(2) By complying with the provisions of sections 103 to 108 of this 2027 Act that apply to foreign entities, a foreign entity may be the acquiring or acquired party in an interest exchange under sections 103 to 108 of this 2027 Act if the laws of the foreign entity's jurisdiction of formation authorize the interest exchange.

(3) If a protected agreement includes a provision that applies to a merger of a limited liability company but does not refer to an interest exchange, the provision applies to an interest exchange in which the limited liability company is the acquired entity as if the interest exchange were a merger until the provision is amended after January 1, 2029.

SECTION 104. Plan of Interest Exchange. (1) A limited liability company may be the acquired entity in an interest exchange under sections 103 to 108 of this 2027 Act by approving a plan of interest exchange. The plan must be a record and must:

(a) State the acquired entity's name;

(b) State the acquiring entity's name, jurisdiction of formation and entity type;

(c) Describe how the interest exchange will convert the acquired entity's interests into interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights;

(d) Include the text of any proposed amendments to the acquired entity's articles of organization and operating agreement that are or are proposed to be in a record;

(e) Include any other terms and conditions of the merger; and

(f) Include any other provision required under the laws of this state or the acquired entity's operating agreement.

(2) A plan of interest exchange may include, in addition to the elements required under subsection (1) of this section, any other provision not otherwise prohibited by law.

SECTION 105. Approval of Interest Exchange. (1) A plan of interest exchange is

not effective unless:

(a) All of the members of the acquired limited liability company that may vote on or consent to any matter have approved the plan; and

(b) Each member of the acquired limited liability company that will have interest holder liability for debts, obligations and other liabilities that are incurred after the interest exchange becomes effective approves the plan in a record, unless:

(A) The operating agreement of the acquired limited liability company provides in a record for approving a plan of interest exchange in which the affirmative vote or consent of fewer than all of the members of the company can subject all members of the company to interest holder liability; and

(B) The member voted for or consented in a record to the provision described in subparagraph (A) of this paragraph or became a member after the provision was adopted.

(2) A plan of interest exchange that involves an acquired domestic entity that is not a limited liability company is not effective unless the entity approves the plan in accordance with the acquired domestic entity's organic law.

(3) A plan of interest exchange that involves an acquired foreign entity is not effective unless the entity approves the plan in accordance with the law of the entity's jurisdiction of formation.

(4) Interest holders of an acquiring entity need not approve the interest exchange unless the acquiring entity's organic law or organic rules provide otherwise.

SECTION 106. Amendment or Abandonment of Plan of Interest Exchange. (1) A plan of interest exchange may be amended only with the consent of each party to the plan, unless the plan provides otherwise.

(2) An acquired limited liability company may approve an amendment to a plan of interest exchange:

(a) In the same manner as the plan was approved, if the plan does not specify a manner of amendment; or

(b) By the members or managers in the manner the plan specifies, but a member that may vote on or consent to approving the plan may vote on or consent to any amendment that will change:

(A) The amount or kind of interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights that any of the members of the acquired limited liability company will receive under the plan;

(B) The articles of organization or the operating agreement of the acquired limited liability company that will become effective immediately after the interest exchange becomes effective, except for changes that under the acquired limited liability company's operating agreement or under sections 1 to 125 of this 2027 Act do not require the approval of the members; or

(C) Any other terms or conditions of the plan if the change would adversely affect the member in any material respect.

(3) After a plan of interest exchange is approved and before a statement of interest exchange becomes effective, the plan of interest exchange may be abandoned as provided in the plan. An acquired limited liability company may abandon the plan in the same manner that the company approved the plan, unless the plan provides otherwise.

(4) If an acquired limited liability company abandons a plan of interest exchange after a statement of interest exchange was delivered to the Secretary of State for filing and before the statement of interest exchange is effective, before the statement of interest exchange becomes effective the acquired limited liability company shall deliver to the Secretary of State for filing a statement of abandonment signed by the company. The statement of abandonment takes effect upon filing and the interest exchange does not become effective. The statement of abandonment must:

(a) Identify the acquired limited liability company;

(b) State the date on which the Secretary of State filed the statement of interest exchange; and

(c) Declare that the acquired limited liability company has abandoned the plan of interest exchange in accordance with this section.

SECTION 107. Statement of Interest Exchange; Effective Date of Interest Exchange. (1) For an interest exchange to be effective, an acquired limited liability company must sign and deliver to the Secretary of State for filing a plan of interest

exchange and a statement of interest exchange.

(2) A statement of interest exchange must:

(a) State the name of the acquired limited liability company;

(b) State the name, the jurisdiction of formation and the entity type of the acquiring entity;

(c) Include a plan of interest exchange or, in lieu of a plan of interest exchange, a written declaration that:

(A) Identifies an address for an office of the acquiring entity where the plan of interest exchange is on file; and

(B) States that the acquiring entity will provide an owner, member or shareholder of the acquired limited liability company with a copy of the plan of interest exchange without charge upon request;

(d) Declare in writing that the acquired limited liability company approved the plan of interest exchange in accordance with sections 103 to 108 of this 2027 Act; and

(e) Include any amendment to the acquired limited liability's articles of organization that the acquired limited liability company approved as part of the plan of interest exchange.

(3) In addition to the elements required for a statement of interest exchange under subsection (2) of this section, a statement of interest exchange may include any other provision that is not prohibited by law.

(4) Instead of a statement of interest exchange, an acquired limited liability company may deliver to the Secretary of State for filing a plan of interest exchange that the acquired limited liability company has signed and that complies with subsection (2) of this section. A plan of interest exchange that the Secretary of State files under this subsection has the same effect as a statement of interest exchange. If the Secretary of State files a plan of interest exchange under this subsection, references in sections 103 to 108 of this 2027 Act to a statement of interest exchange refer instead to the plan of interest exchange.

(5) An interest exchange becomes effective when the statement of interest exchange is effective.

SECTION 108. Effect of Interest Exchange. (1) When an interest exchange in

which the acquired entity is a limited liability company becomes effective:

(a) The interests in the acquired limited liability company that are the subject of the interest exchange are converted and the interest holders of the converted interests have only the rights that the plan of interest exchange specifies plus any appraisal rights available under section 95 of this 2027 Act;

(b) The acquiring entity becomes the interest holder of the interests of the acquired limited liability company that the acquiring entity acquires in accordance with the plan of interest exchange;

(c) The acquired limited liability company's articles of organization are amended as provided in the plan of interest exchange;

(d) The provisions of the acquired limited liability company's operating agreement that are or will be in a record are amended as provided in the plan of interest exchange;

(e) A person has interest holder liability with respect to an domestic entity only to the extent that the domestic entity's organic law specifies, and only for debts, obligations and other liabilities incurred after the interest exchange becomes effective, if the person did not have interest holder liability with respect to the acquired limited liability company and became subject to interest holder liability with respect to the domestic entity only as a result of the interest exchange;

(f) For a person that no longer holds an interest in an acquired limited liability company in which the person previously had interest holder liability:

(A) The interest exchange does not discharge any interest holder liability under sections 1 to 125 of this 2027 Act that the person incurred before the interest exchange became effective;

(B) The person does not have interest holder liability under sections 1 to 125 of this 2027 Act for any debt, obligation or other liability that the domestic entity incurs after the interest exchange is effective, except that for a period of one year after the effective date of the interest exchange the person has personal liability for liabilities the domestic entity incurs if:

(i) Before the interest exchange the person was a partner in a partnership or a general partner in a limited liability partnership and was personally liable for the

debts of the partnership or limited liability partnership;

(ii) After the interest exchange the person would ordinarily be protected from personal liability; and

(iii) Another party to the transaction that created the liability reasonably believes that the person has personal liability for any debt, obligation or other liability the domestic entity incurred and did not receive notice of the interest exchange;

(C) Sections 1 to 125 of this 2027 Act apply, as if the interest exchange did not occur, to a release, collection or discharge of any of the person's interest holder liability that remains under subparagraph (A) of this paragraph; and

(D) With respect to any of the person's interest holder liability that remains under subparagraph (A) of this paragraph, the person has the rights of contribution from any other person that are available, as if the interest exchange did not occur, under the acquired limited liability company's operating agreement, under sections 1 to 125 of this 2027 Act or under law other than sections 1 to 125 of this 2027 Act.

(2) Except as otherwise provided in an acquired limited liability company's operating agreement, an interest exchange does not provide rights to a member, manager or third party that the member, manager or third party would have upon a dissolution, liquidation or winding up of the acquired limited liability company.

SECTION 109. Conversion Authorized. (1) By complying with sections 109 to 114 of this 2027 Act, a limited liability company may become:

(a) A different type of domestic entity; or

(b) A different type of foreign entity, if the laws of the foreign entity's jurisdiction of formation authorize the conversion.

(2) By complying with the provisions of sections 109 to 114 of this 2027 Act that apply to foreign entities, a foreign entity that is not a foreign limited liability company may become a limited liability company if the laws of the foreign entity's jurisdiction of formation authorize the conversion.

SECTION 110. Plan of Conversion. (1) A limited liability company may convert to a different entity type under sections 109 to 114 of this 2027 Act by approving a plan of conversion. The plan must be a record and must:

(a) State the converting limited liability company's name;

(b) State the name, jurisdiction of formation and entity type of the converted entity;

(c) Describe how the interests in the converting limited liability company will be converted into interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights;

(d) Include the proposed public organic record of the converted entity if the converted entity is a filing entity;

(e) Include the full text of the converting entity's private organic rules that are or are proposed to be in a record;

(f) Include any other terms and conditions of the conversion; and

(g) Include any other provision required under the laws of this state or the converting entity's operating agreement.

(2) A plan of conversion may include, in addition to the elements required under subsection (1) of this section, any other provision not otherwise prohibited by law.

SECTION 111. Approval of Conversion. (1) A plan of conversion is not effective unless:

(a) The converting limited liability company, and all of the members of the converting limited liability company that may vote on or consent to any matter, have approved the plan; and

(b) Each member of the converted limited liability company that will have interest holder liability for debts, obligations and other liabilities that are incurred after the conversion becomes effective approves the plan in a record, unless:

(A) The operating agreement of the converting limited liability company provides in a record for approving a plan of conversion in which the affirmative vote or consent of fewer than all of the members of the converting limited liability company can subject all members of the converting limited liability company to interest holder liability; and

(B) The member voted for or consented in a record to the provision described in subparagraph (A) of this paragraph or became a member after the provision was adopted.

(2) A plan of conversion that involves a converting domestic entity that is not a limited liability company is not effective unless the converting domestic entity approves the plan of conversion in accordance with the converting domestic entity's organic law.

(3) A plan of conversion that involves a converting foreign entity is not effective unless the entity approves the plan in accordance with the law of the entity's jurisdiction of formation.

SECTION 112. Amendment or Abandonment of Plan of Conversion. (1) A converting limited liability company's plan of conversion may be amended:

(a) In the same manner as the plan was approved, if the plan does not specify a manner of amendment; or

(b) By the converting limited liability company's members or managers in the manner the plan of conversion specifies, but a member that may vote on or consent to approving the plan may vote on or consent to any amendment that will change:

(A) The amount or kind of interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights that any of the members of the converting limited liability company will receive under the plan of conversion;

(B) The public organic record, if any, or private organic rules of the converted entity that will become effective immediately after the conversion becomes effective, except for changes that under the converted entity's organic law or organic rule do not require the approval of the interest holders of the converted entity; or

(C) Any other terms or conditions of the plan of conversion if the change would adversely affect the member in any material respect.

(2) After a converting limited liability company has approved a plan of conversion and before a statement of conversion becomes effective, the converting limited liability company may abandon the plan as provided in the plan. A converting limited liability company may abandon the plan in the same manner that the company approved the plan, unless the plan provides otherwise.

(3) If a converting limited liability company abandons a plan of conversion after delivering a statement of conversion to the Secretary of State for filing and before the

statement of conversion is effective, before the statement of conversion becomes effective the converting limited liability company shall deliver to the Secretary of State for filing a statement of abandonment signed by the converting limited liability company. The statement of abandonment takes effect upon filing and the conversion does not become effective. The statement of abandonment must:

(a) Identify the converting limited liability company;

(b) State the date on which the Secretary of State filed the statement of conversion; and

(c) Declare that the converting limited liability company has abandoned the plan of conversion in accordance with this section.

SECTION 113. Statement of Conversion; Effective Date of Conversion. (1) For a conversion to be effective, a converting limited liability company must sign and deliver to the Secretary of State for filing a plan of conversion and a statement of conversion.

(2) A statement of conversion must:

(a) State the name, the jurisdiction of formation and the entity type of the converting entity;

(b) State the name, the jurisdiction of formation and the entity type of the converted entity;

(c) Declare in writing that the converting limited liability company approved the plan of conversion in accordance with sections 109 to 114 of this 2027 Act or, if the converting entity is a foreign entity, that the foreign entity approved the plan of conversion in accordance with the law of the foreign entity's jurisdiction of formation;

(d) Include the converted entity's public organic record, if the converted entity is a filing entity;

(e) Include an application for registration under ORS 67.603, if the converted entity is a domestic limited liability partnership; and

(f) Include a plan of conversion or, in lieu of a plan of conversion, a written declaration that:

(A) Identifies an address for an office of the converted entity where the plan of conversion is on file; and

(B) States that the converted entity will provide an owner, member or shareholder of the converting entity with a copy of the plan of conversion without charge upon request.

(3) In addition to the elements required for a statement of conversion under subsection (2) of this section, a statement of conversion may include any other provision that is not prohibited by law.

(4) If the converted entity is a domestic entity, the public organic record of the domestic entity must comply with the requirements of the laws of this state, except that the public organic record does not need to be signed.

(5) Instead of a statement of conversion, a converting limited liability company may deliver to the Secretary of State for filing a plan of conversion that the converting limited liability company signed and that complies with subsection (2) of this section. A plan of conversion that the Secretary of State files under this subsection has the same effect as a statement of conversion. If the Secretary of State files a plan of conversion under this subsection, references in sections 109 to 114 of this 2027 Act to a statement of conversion refer instead to the plan of conversion.

(6) If the converted entity is a limited liability company, a conversion becomes effective when the statement of conversion is effective. Otherwise, a conversion becomes effective on the later of:

(a) The date on which the statement of conversion is effective; or

(b) The date that the organic law of the converted entity specifies.

SECTION 114. Effect of Conversion. (1) When a conversion becomes effective:

(a) The converted entity is the same entity as the converting entity without interruption and is organized under and subject to the converted entity's organic law;

(b) All property of the converting entity remains vested in the converted entity without transfer, reversion or impairment;

(c) The converted entity remains subject to the converting entity's debts, obligations and other liabilities;

(d) The converting entity's rights, privileges, immunities, powers and purposes remain vested in the converted entity, except as otherwise provided in the plan of conversion or by law;

(e) The name of the converted entity may be substituted for the name of the converting entity in any pending action or proceeding;

(f) The converted entity's articles of organization become effective;

(g) The provisions of the converted entity's operating agreement, if any, that are or will be in a record and that were approved as part of the plan of conversion become effective;

(h) An application for registration under ORS 67.603 becomes effective, if the converted entity is a limited liability partnership;

(i) The interests in the converting entity are converted and the interest holders of the converted interests have only the rights that the plan of conversion specifies plus any appraisal rights available under section 95 of this 2027 Act;

(j) A person has interest holder liability with respect to a domestic entity only to the extent that the domestic entity's organic law specifies, and only for debts, obligations and other liabilities incurred after the conversion becomes effective, if the person did not have interest holder liability with respect to the converting entity and became subject to interest holder liability with respect to the domestic entity only as a result of the conversion;

(k) For a person that no longer holds an interest in a converting limited liability company in which the person previously had interest holder liability:

(A) The conversion does not discharge any interest holder liability under sections 1 to 125 of this 2027 Act that the person incurred before the conversion became effective;

(B) The person does not have interest holder liability under sections 1 to 125 of this 2027 Act for any debt, obligation or other liability that arises after the conversion is effective, except that for a period of one year after the effective date of the conversion the person has personal liability for liabilities the domestic entity incurs if:

(i) Before the conversion the person was a partner in a partnership or a general partner in a limited liability partnership and was personally liable for the debts of the partnership or limited liability partnership;

(ii) After the conversion the person would ordinarily be protected from personal liability; and

(iii) Another party to the transaction that created the liability reasonably believes that the person has personal liability for any debt, obligation or other liability the domestic entity incurred and did not receive notice of the conversion;

(C) Sections 1 to 125 of this 2027 Act apply, as if the conversion did not occur, to a release, collection or discharge of any of the person's interest holder liability that remains under subparagraph (A) of this paragraph; and

(D) With respect to any of the person's interest holder liability that remains under subparagraph (A) of this paragraph, the person has the rights of contribution from any other person that are available, as if the conversion did not occur, under the converted entity's organic rules, under sections 1 to 125 of this 2027 Act or under law other than sections 1 to 125 of this 2027 Act;

(L) The converting entity's registration of an assumed business name under ORS chapter 648 continues as the assumed business name of the converted entity unless the converted entity is a partnership, in which case the converting entity shall amend or cancel the converting entity's assumed business name registration under ORS chapter 648 and the partners of the converted partnership shall register the converted partnership's name as an assumed business name under ORS chapter 648;

(m) A converted entity that is a foreign entity may be served with process in this state to collect and enforce any of the converted entity's debts, obligations and other liabilities as provided in section 20 of this 2027 Act; and

(n) The converting entity's registration to do business in this state is canceled when the conversion becomes effective, if the converting entity is a registered foreign entity.

(2) A conversion does not require a converting entity to wind up the converting entity's activities and affairs and does not cause a dissolution of the converting entity.

(3) Except as otherwise provided in a converting limited liability company's operating agreement, a conversion does not provide rights to a member, manager or third party that the member, manager or third party would have upon a dissolution, liquidation or winding up of the converting entity.

SECTION 115. Domestication Authorized. (1) By complying with sections 115 to 120 of this 2027 Act, a limited liability company may become a foreign limited liability

company if the laws of the foreign jurisdiction authorize the domestication.

(2) By complying with the provisions of sections 115 to 120 of this 2027 Act that apply to foreign entities, a foreign limited liability company may become a limited liability company if the laws of the foreign limited liability company's jurisdiction of formation authorize the domestication.

(3) If a protected agreement includes a provision that applies to a merger of a limited liability company but does not refer to a domestication, the provision applies to a domestication of the limited liability company as if the domestication were a merger until the provision is amended after January 1, 2029.

SECTION 116. Plan of Domestication. (1) A limited liability company may become a foreign limited liability company under sections 115 to 120 of this 2027 Act by approving a plan of domestication. The plan must be a record and must:

(a) State the domesticating limited liability company's name;

(b) State the domesticated limited liability company's name and jurisdiction of formation;

(c) Describe how the interests in the domesticating limited liability company will be converted into interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights;

(d) Include the proposed articles of organization for the domesticated limited liability company;

(e) Include the full text of the provisions of the domesticated limited liability company's operating agreement that are or are proposed to be in a record;

(f) Include any other terms and conditions of the domestication; and

(g) Include any other provision required under the laws of this state or the domesticated limited liability company's operating agreement.

(2) A plan of domestication may include, in addition to the elements required under subsection (1) of this section, any other provision not otherwise prohibited by law.

SECTION 117. Approval of Domestication. (1) A plan of domestication is not effective unless:

(a) All of the members of the domesticating limited liability company that may vote on or consent to any matter have approved the plan; and

(b) Each member of the domesticating limited liability company that will have interest holder liability for debts, obligations and other liabilities that are incurred after the domestication becomes effective approves the plan in a record, unless:

(A) The operating agreement of the domesticating limited liability company provides in a record for approving a plan of domestication in which the affirmative vote or consent of fewer than all of the members of the domesticating limited liability company can subject all members of the domesticating limited liability company to interest holder liability; and

(B) The member voted for or consented in a record to the provision described in subparagraph (A) of this paragraph or became a member after the provision was adopted.

(2) A plan of domestication for a domesticating foreign limited liability company is not effective unless the company approves the plan in accordance with the laws of the company's jurisdiction of formation.

SECTION 118. Amendment or Abandonment of Plan of Domestication. (1) A domesticating limited liability company's plan of domestication may be amended:

(a) In the same manner as the plan was approved, if the plan does not specify a manner of amendment; or

(b) By the members or managers in the manner the plan specifies, but a member that may vote on or consent to approving the plan may vote on or consent to any amendment that will change:

(A) The amount or kind of interests, securities, obligations, money or other property, rights to acquire interests or securities or any combination of interests, securities, obligations, money, property or rights that any of the members will receive under the plan;

(B) The articles of organization or operating agreement of the domesticated limited liability company that will become effective immediately after the domestication becomes effective, except for changes that under the company's organic law or operating agreement do not require the approval of the members; or

(C) Any other terms or conditions of the plan if the change would adversely affect the member in any material respect.

(2) After a domesticating limited liability company has approved a plan of domestication and before a statement of domestication becomes effective, the domesticating limited liability company may abandon the plan as provided in the plan. A domesticating limited liability company may abandon the plan in the same manner that the company approved the plan, unless the plan provides otherwise.

(3) If a domesticating limited liability company abandons a plan of domestication after delivering a statement of domestication to the Secretary of State for filing and before the statement of domestication is effective, before the statement of domestication becomes effective the domesticating limited liability company shall deliver to the Secretary of State for filing a statement of abandonment signed by the company. The statement of abandonment takes effect upon filing and the domestication does not become effective. The statement of abandonment must:

(a) Identify the domesticating limited liability company;

(b) State the date on which the Secretary of State filed the statement of domestication; and

(c) Declare that the domesticating limited liability company has abandoned the plan of domestication in accordance with this section.

SECTION 119. Statement of Domestication; Effective Date of Domestication. (1) For a domestication to be effective, a domesticating limited liability company must sign and deliver to the Secretary of State for filing a plan of domestication and a statement of domestication.

(2) A statement of domestication must:

(a) State the name and the jurisdiction of formation of the domesticating limited liability company;

(b) State the name and the jurisdiction of formation of the domesticated limited liability company;

(c) Declare in writing that the domesticating limited liability company approved the plan of domestication in accordance with sections 115 to 120 of this 2027 Act or, if the domesticating limited liability company is a foreign limited liability company,

that the foreign limited liability company approved the plan of domestication in accordance with the laws of the foreign limited liability company's jurisdiction of formation;

(d) Include the domesticated limited liability company's articles of organization; and

(e) Include a plan of domestication or, in lieu of a plan of domestication, a written declaration that:

(A) Identifies an address for an office of the domesticated limited liability company where the plan of domestication is on file; and

(B) States that the domesticated limited liability company will provide an owner, member or shareholder of the domesticating limited liability company with a copy of the plan of domestication without charge upon request.

(3) In addition to the elements required for a statement of domestication under subsection (2) of this section, a statement of domestication may include any other provision that is not prohibited by law.

(4) If the domesticated entity is a limited liability company, the articles of organization of the domesticated entity must comply with the requirements of the laws of this state, except that the articles of organization do not need to be signed.

(5) Instead of a statement of domestication, a domesticating limited liability company may deliver to the Secretary of State for filing a plan of domestication that the company signed and that complies with subsection (2) of this section. A plan of domestication that the Secretary of State files under this subsection has the same effect as a statement of domestication. If the Secretary of State files a plan of domestication under this subsection, references in sections 115 to 120 of this 2027 Act to a statement of domestication refer instead to the plan of domestication.

(6) If the domesticated entity is a limited liability company, a domestication becomes effective when the statement of domestication is effective. Otherwise, a domestication becomes effective on the later of:

(a) The date on which the statement of domestication is effective; or

(b) The date that the organic law of the domesticated entity specifies.

SECTION 120. Effect of Domestication. (1) When a domestication becomes

effective:

(a) The domesticated entity is the same entity as the domesticating entity without interruption and is organized under and subject to the domesticated entity's organic law;

(b) All property of the domesticating entity remains vested in the domesticated entity without transfer, reversion or impairment;

(c) The domesticated entity remains subject to the domesticating entity's debts, obligations and other liabilities;

(d) The domesticating entity's rights, privileges, immunities, powers and purposes remain vested in the domesticated entity, except as otherwise provided in the plan of domestication or by law;

(e) The name of the domesticated entity may be substituted for the name of the domesticating entity in any pending action or proceeding;

(f) The domesticated entity's articles of organization become effective;

(g) The provisions of the domesticated entity's operating agreement, if any, that are or will be in a record and that were approved as part of the plan of domestication become effective;

(h) The interests in the domesticating entity are converted as provided for and approved in connection with the domestication and the members of the domesticating entity have only the rights that the plan of domestication specifies plus any appraisal rights available under section 95 of this 2027 Act;

(i) A person has interest holder liability with respect to a domestic entity only to the extent provided under sections 1 to 125 of this 2027 Act, and only for debts, obligations and other liabilities incurred after the domestication becomes effective, if the person did not have interest holder liability with respect to the domesticating entity and became subject to interest holder liability with respect to the domestic entity only as a result of the domestication;

(j) For a person that no longer holds an interest in a domesticating limited liability company in which the person previously had interest holder liability:

(A) The domestication does not discharge any interest holder liability under sections 1 to 125 of this 2027 Act that the person incurred before the domestication

became effective;

(B) The person does not have interest holder liability under sections 1 to 125 of this 2027 Act for any debt, obligation or other liability that arises after the domestication is effective;

(C) Sections 1 to 125 of this 2027 Act apply, as if the domestication did not occur, to a release, collection or discharge of any of the person's interest holder liability that remains under subparagraph (A) of this paragraph; and

(D) With respect to any of the person's interest holder liability that remains under subparagraph (A) of this paragraph, the person has the rights of contribution from any other person that are available, as if the domestication did not occur, under the domesticating limited liability company's operating agreement, under sections 1 to 125 of this 2027 Act or under law other than sections 1 to 125 of this 2027 Act;

(k) The domesticating entity's registration of an assumed business name under ORS chapter 648 continues as the assumed business name of the domesticated entity;

(L) A domesticated entity that is a foreign limited liability company may be served with process in this state to collect and enforce any of the foreign limited liability company's debts, obligations and other liabilities as provided in section 20 of this 2027 Act; and

(m) The domesticating limited liability company's registration to do business in this state is canceled when the domestication becomes effective, if the domesticating entity is a registered foreign limited liability company.

(2) Except as otherwise provided in a domesticating limited liability company's organic law or operating agreement, a domestication does not provide rights to a member, manager or third party that the member, manager or third party would have upon a dissolution, liquidation or winding up of the domesticating limited liability company.

(3) A domestication does not require a domesticating limited liability company to wind up the domesticating limited liability company's activities and affairs and does not cause a dissolution of the domesticating limited liability company.

SECTION 121. Uniformity of Application and Construction. Sections 1 to 125 of this 2027 Act must be applied and construed to effectuate the general purpose to

make uniform the law with respect to the subject of sections 1 to 125 of this 2027 Act among states that enact the law.

SECTION 122. Relation to Electronic Signatures in Global and National Commerce Act. (1) Sections 1 to 125 of this 2027 Act modify, limit and supersede the Electronic Signatures in Global and National Commerce Act, 15 U.S.C. 7001 et seq., other than section 7001(c) of that Act, but do not authorize electronic delivery of any of the notices described in 15 U.S.C. 7003(b).

(2) A record described in sections 1 to 125 of this 2027 Act is subject to the provisions of ORS 84.001 to 84.061 if the record may or must be an electronic record, as defined in ORS 84.004.

SECTION 123. Penalty for signing false document. (1) A person commits the crime of signing a false document for filing if the person:

(a) Knows the document is false in any material respect; and

(b) Signs the document with an intent that the document be delivered to the office of the Secretary of State for filing under sections 1 to 125 of this 2027 Act.

(2) Signing a false document for filing is a Class A misdemeanor.

NOTE: Section 124 is intentionally omitted.

MISCELLANEOUS

SECTION 124a. Existing Entities; Effect of Designation of Management Structure. In the case of a limited liability company that was formed or organized before January 1, 2029, language in the limited liability company's articles of organization that designates the limited liability company's management structure operates as if the language were in the limited liability company's operating agreement with respect to:

(1) Designating a limited liability company as a manager-managed limited liability company; and

(2) Determining the effect under section 8 (4) of this 2027 Act of a record delivered to the Secretary of State for filing that conflicts with a provision of the limited liability company's operating agreement.

SECTION 124b. Reservation of Power to Amend or Repeal. (1) The Legislative Assembly may amend or repeal all or part of sections 1 to 125 of this 2027 Act at any time and all domestic and entities that are subject to sections 1 to 125 of this 2027 Act are governed by the amendment or repeal.

(2) The amendment or repeal of a statute in sections 1 to 125 of this 2027 Act does not affect:

(a) The operation of the statute or any action taken under the statute before the statute's amendment or repeal.

(b) Any ratification, right, remedy, privilege, obligation or liability acquired, accrued or incurred under the statute before the statute's amendment or repeal.

(c) Any violation of the statute, or any penalty, forfeiture or punishment incurred because of the violation, before the statute's amendment or repeal.

(d) Any proceeding, reorganization or dissolution that began under the statute before the statute's amendment or repeal. The proceeding, reorganization or dissolution may be completed in accordance with the statute as if the statute were not amended or repealed.

SECTION 125. Effect of Subsequent Amendments and Repeals. An amendment or repeal of a section of sections 1 to 125 of this 2027 Act does not affect:

(1) The operation of the statute or any action a person took before the amendment or repeal;

(2) Any ratification, right, remedy, privilege, obligation or liability a person acquired, accrued or incurred under the statute before the amendment or repeal;

(3) Any violation of the statute or any penalty, forfeiture or punishment for the violation that a person incurred or received before the amendment or repeal; or

(4) Any proceeding, reorganization or dissolution that occurred under the statute before the amendment or repeal. A proceeding, reorganization or dissolution that occurred before the amendment or repeal may continue under the statute as in effect before the amendment or repeal.

SECTION 126. Application of Act. Sections 1 to 125 of this 2027 Act:

(1) Apply only to an entity that is formed or organized after January 1, 2029, unless the entity elects to be subject to sections 1 to 125 of this 2027 Act in a manner

specified in the entity's operating agreement or private organic rules, as defined in section 90 of this 2027 Act, or under a law that governs an amendment of the operating agreement or private organic rules;

(2) Apply to an entity that merges with another entity, engages in an interest exchange with another entity, converts to a different form of entity or undergoes a domestication on or after January 1, 2029;

(3) Apply to contracts into which a person enters on and after January 1, 2029; and

(4) Do not affect an action or proceeding that began or a right that accrued before January 1, 2029.

SECTION 126a. Sections 1 to 125 of this 2027 Act become operative on January 1, 2029.

SECTION 127. Section 126 of this 2027 Act is amended to read:

Sec. 126. Sections 1 to 125 of this 2027 Act:

(1) Apply[*only to an entity that is formed or organized after January 1, 2029, unless the entity elects to be subject to sections 1 to 125 of this 2027 Act in a manner specified in the entity's operating agreement or private organic rules, as defined in section 90 of this 2027 Act, or under a law that governs an amendment of the operating agreement or private organic rules*] **to all limited liability companies regardless of the date of the limited liability company's formation or organization**;

(2) Apply to an entity that merges with another entity, engages in an interest exchange with another entity, converts to a different form of entity or undergoes a domestication on or after January 1, 2029;

(3) Apply to contracts into which a person enters on and after January 1, 2029; and

(4) Do not affect an action or proceeding that began or a right that accrued before January 1, 2029.

SECTION 128. The amendments to section 126 of this 2027 Act by section 127 of this 2027 Act become operative on January 1, 2030.

CONFORMING AMENDMENTS

SECTION 129. ORCP 7 D is amended to read:

D Manner of service.

D(1) Notice required. Summons shall be served, either within or without this state, in any manner reasonably calculated, under all the circumstances, to apprise the defendant of the existence and pendency of the action and to afford a reasonable opportunity to appear and defend. Summons may be served in a manner specified in this rule or by any other rule or statute on the defendant or on an agent authorized by appointment or law to accept service of summons for the defendant. Service may be made, subject to the restrictions and requirements of this rule, by the following methods: personal service of true copies of the summons and the complaint on defendant or an agent of defendant authorized to receive process; substituted service by leaving true copies of the summons and the complaint at a person's dwelling house or usual place of abode; office service by leaving true copies of the summons and the complaint with a person who is apparently in charge of an office; service by mail; or service by publication.

D(2) Service methods.

D(2)(a) Personal service. Personal service may be made by delivery of a true copy of the summons and a true copy of the complaint to the person to be served.

D(2)(b) Substituted service. Substituted service may be made by delivering true copies of the summons and the complaint at the dwelling house or usual place of abode of the person to be served to any person 14 years of age or older residing in the dwelling house or usual place of abode of the person to be served. Where substituted service is used, the plaintiff, as soon as reasonably possible, shall cause to be mailed by first class mail true copies of the summons and the complaint to the defendant at defendant's dwelling house or usual place of abode, together with a statement of the date, time, and place at which substituted service was made. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, substituted service shall be complete on the mailing.

D(2)(c) Office service. If the person to be served maintains an office for the conduct of business, office service may be made by leaving true copies of the summons and the complaint at that office during normal working hours with the person who is apparently in charge. Where office service is used, the plaintiff, as soon as reasonably possible, shall cause to be mailed by first class mail true copies of the summons and the complaint to the

defendant at defendant's dwelling house or usual place of abode or defendant's place of business or any other place under the circumstances that is most reasonably calculated to apprise the defendant of the existence and pendency of the action, together with a statement of the date, time, and place at which office service was made. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, office service shall be complete on the mailing.

D(2)(d) Service by mail.

D(2)(d)(i) Generally. When service by mail is required or allowed by this rule or by statute, except as otherwise permitted, service by mail shall be made by mailing true copies of the summons and the complaint to the defendant by first class mail and by any of the following: certified, registered, or express mail with return receipt requested. For purposes of this paragraph, "first class mail" does not include certified, registered, or express mail, return receipt requested, or any other form of mail that may delay or hinder actual delivery of mail to the addressee.

D(2)(d)(ii) Calculation of time. For the purpose of computing any period of time provided by these rules or by statute, service by mail, except as otherwise provided, shall be complete on the day the defendant, or other person authorized by appointment or law, signs a receipt for the mailing, or 3 days after the mailing if mailed to an address within the state, or 7 days after the mailing if mailed to an address outside the state, whichever first occurs.

D(3) Particular defendants. Service may be made on specified defendants as follows:

D(3)(a) Individuals.

D(3)(a)(i) Generally. On an individual defendant, by personal delivery of true copies of the summons and the complaint to the defendant or other person authorized by appointment or law to receive service of summons on behalf of the defendant, by substituted service, or by office service. Service may also be made on an individual defendant or other person authorized to receive service to whom neither subparagraph D(3)(a)(ii) nor D(3)(a)(iii) of this rule applies by a mailing made in accordance with paragraph D(2)(d) of this rule provided the defendant or other person authorized to receive service signs a receipt for the certified, registered, or express mailing, in which case service shall be complete on the date on which the defendant signs a receipt for the mailing.

D(3)(a)(ii) Minors. On a minor under 14 years of age, by service in the manner specified

in subparagraph D(3)(a)(i) of this rule on the minor; and additionally on the minor's father, mother, conservator of the minor's estate, or guardian, or, if there be none, then on any person having the care or control of the minor, or with whom the minor resides, or in whose service the minor is employed, or on a guardian ad litem appointed pursuant to Rule 27 B.

D(3)(a)(iii) Incapacitated persons. On a person who is incapacitated or is financially incapable, as both terms are defined by ORS 125.005, by service in the manner specified in subparagraph D(3)(a)(i) of this rule on the person and, also, on the conservator of the person's estate or guardian or, if there be none, on a guardian ad litem appointed pursuant to Rule 27 B.

D(3)(a)(iv) Tenant of a mail agent. On an individual defendant who is a "tenant" of a "mail agent" within the meaning of ORS 646A.340, by delivering true copies of the summons and the complaint to any person apparently in charge of the place where the mail agent receives mail for the tenant, provided that:

D(3)(a)(iv)(A) the plaintiff makes a diligent inquiry but cannot find the defendant; and

D(3)(a)(iv)(B) the plaintiff, as soon as reasonably possible after delivery, causes true copies of the summons and the complaint to be mailed by first class mail to the defendant at the address at which the mail agent receives mail for the defendant and to any other mailing address of the defendant then known to the plaintiff, together with a statement of the date, time, and place at which the plaintiff delivered the copies of the summons and the complaint. Service shall be complete on the latest date resulting from the application of subparagraph D(2)(d)(ii) of this rule to all mailings required by this subparagraph unless the defendant signs a receipt for the mailing, in which case service is complete on the day the defendant signs the receipt.

D(3)(b) Corporations including, but not limited to, professional corporations and cooperatives. On a domestic or foreign corporation:

D(3)(b)(i) Primary service method. By personal service or office service on a registered agent, officer, or director of the corporation; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(b)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(b)(ii)(A) by substituted service on the registered agent, officer, or director;

D(3)(b)(ii)(B) by personal service on any clerk or agent of the corporation;

D(3)(b)(ii)(C) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last registered office of the corporation, if any, as shown by the records on file in the office of the Secretary of State; or, if the corporation is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the corporation; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(b)(ii)(D) on the Secretary of State in the manner provided in ORS 60.121 or 60.731.

D(3)(c) Limited liability companies. On a limited liability company **or registered foreign limited liability company, as defined in section 2 of this 2027 Act**:

D(3)(c)(i) Primary service method. By personal service or office service on a registered agent, manager, or (for a member-managed limited liability company) member of a limited liability company **or registered foreign limited liability company**; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(c)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(c)(ii)(A) by substituted service on the registered agent, manager, or (for a member-managed limited liability company) member of a limited liability company **or registered foreign limited liability company**;

D(3)(c)(ii)(B) by personal service on any clerk or agent of the limited liability company **or registered foreign limited liability company**;

D(3)(c)(ii)(C) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last registered office of the limited liability company **or registered foreign limited liability company**, if any, as shown by the records on file in the office of the Secretary of State; or, if the limited liability company **or registered foreign limited liability company** is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the limited liability company **or registered foreign limited liability company**; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(c)(ii)(D) on the Secretary of State in the manner provided in ORS 63.121 **or as provided in section 20 of this 2027 Act**.

D(3)(d) Limited partnerships. On a domestic or foreign limited partnership:

D(3)(d)(i) Primary service method. By personal service or **registered foreign limited liability company** office service on a registered agent or a general partner of a limited partnership; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(d)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(d)(ii)(A) by substituted service on the registered agent or general partner of a limited partnership;

D(3)(d)(ii)(B) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last registered office of the limited partnership, if any, as shown by the records on file in the office of the Secretary of State; or, if the limited partnership is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the limited partnership; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(d)(ii)(C) on the Secretary of State in the manner provided in ORS 70.040 or 70.045.

D(3)(e) General partnerships and limited liability partnerships. On any general partnership or limited liability partnership by personal service on a partner or any agent authorized by appointment or law to receive service of summons for the partnership or limited liability partnership.

D(3)(f) Other unincorporated associations subject to suit under a common name. On any other unincorporated association subject to suit under a common name by personal service on an officer, managing agent, or agent authorized by appointment or law to receive service of summons for the unincorporated association.

D(3)(g) State. On the state, by personal service on the Attorney General or by leaving true copies of the summons and the complaint at the Attorney General's office with a deputy, assistant, or clerk.

D(3)(h) Public bodies. On any county; incorporated city; school district; or other public corporation, commission, board, or agency by personal service or office service on an officer,

director, managing agent, or attorney thereof.

D(3)(i) Vessel owners and charterers. On any foreign steamship owner or steamship charterer by personal service on a vessel master in the owner's or charterer's employment or any agent authorized by the owner or charterer to provide services to a vessel calling at a port in the State of Oregon, or a port in the State of Washington on that portion of the Columbia River forming a common boundary with Oregon.

D(4) Particular actions involving motor vehicles.

D(4)(a) Actions arising out of use of roads, highways, streets, or premises open to the public; service by mail.

D(4)(a)(i) In any action arising out of any accident, collision, or other event giving rise to liability in which a motor vehicle may be involved while being operated on the roads, highways, streets, or premises open to the public as defined by law of this state if the plaintiff makes at least one attempt to serve a defendant who operated such motor vehicle, or caused it to be operated on the defendant's behalf, by a method authorized by subsection D(3) of this rule except service by mail pursuant to subparagraph D(3)(a)(i) of this rule and, as shown by its return, did not effect service, the plaintiff may then serve that defendant by mailings made in accordance with paragraph D(2)(d) of this rule addressed to that defendant at:

D(4)(a)(i)(A) any residence address provided by that defendant at the scene of the accident;

D(4)(a)(i)(B) the current residence address, if any, of that defendant shown in the driver records of the Department of Transportation; and

D(4)(a)(i)(C) any other address of that defendant known to the plaintiff at the time of making the mailings required by parts D(4)(a)(i)(A) and D(4)(a)(i)(B) of this rule that reasonably might result in actual notice to that defendant. Sufficient service pursuant to this subparagraph may be shown if the proof of service includes a true copy of the envelope in which each of the certified, registered, or express mailings required by parts D(4)(a)(i)(A), D(4)(a)(i)(B), and D(4)(a)(i)(C) of this rule was made showing that it was returned to sender as undeliverable or that the defendant did not sign the receipt. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, service under this subparagraph shall be complete on the latest date on which any of the mailings required by parts D(4)(a)(i)(A), D(4)(a)(i)(B), and D(4)(a)(i)(C) of this rule is made. If the mailing

required by part D(4)(a)(i)(C) of this rule is omitted because the plaintiff did not know of any address other than those specified in parts D(4)(a)(i)(A) and D(4)(a)(i)(B) of this rule, the proof of service shall so certify.

D(4)(a)(ii) Any fee charged by the Department of Transportation for providing address information concerning a party served pursuant to subparagraph D(4)(a)(i) of this rule may be recovered as provided in Rule 68.

D(4)(a)(iii) The requirements for obtaining an order of default against a defendant served pursuant to subparagraph D(4)(a)(i) of this rule are as provided in Rule 69 E.

D(4)(b) Notification of change of address. Any person who; while operating a motor vehicle on the roads, highways, streets, or premises open to the public as defined by law of this state; is involved in any accident, collision, or other event giving rise to liability shall forthwith notify the Department of Transportation of any change of the person's address occurring within 3 years after the accident, collision, or event.

D(5) Service in foreign country. When service is to be effected on a party in a foreign country, it is also sufficient if service of true copies of the summons and the complaint is made in the manner prescribed by the law of the foreign country for service in that country in its courts of general jurisdiction, or as directed by the foreign authority in response to letters rogatory, or as directed by order of the court. However, in all cases service shall be reasonably calculated to give actual notice.

D(6) Court order for service by other method. When it appears that service is not possible under any method otherwise specified in these rules or other rule or statute, then a motion supported by affidavit or declaration may be filed to request a discretionary court order to allow alternative service by any method or combination of methods that, under the circumstances, is most reasonably calculated to apprise the defendant of the existence and pendency of the action. If the court orders alternative service and the plaintiff knows or with reasonable diligence can ascertain the defendant's current address, the plaintiff must mail true copies of the summons and the complaint to the defendant at that address by first class mail and any of the following: certified, registered, or express mail, return receipt requested. If the plaintiff does not know, and with reasonable diligence cannot ascertain, the current address of any defendant, the plaintiff must mail true copies of the summons and the complaint by the methods specified above to the defendant at the defendant's last known address. If the

plaintiff does not know, and with reasonable diligence cannot ascertain, the defendant's current and last known addresses, a mailing of copies of the summons and the complaint is not required.

D(6)(a) Non-electronic alternative service. Non-electronic forms of alternative service may include, but are not limited to, publication of summons; mailing without publication to a specified post office address of the defendant by first class mail as well as either by certified, registered, or express mail with return receipt requested; or posting at specified locations. The court may specify a response time in accordance with subsection C(2) of this rule.

D(6)(a)(i) Alternative service by publication. In addition to the contents of a summons as described in section C of this rule, a published summons must also contain a summary statement of the object of the complaint and the demand for relief, and the notice required in subsection C(3) of this rule must state: "The motion or answer or reply must be given to the court clerk or administrator within 30 days of the date of first publication specified herein along with the required filing fee." The published summons must also contain the date of the first publication of the summons.

D(6)(a)(i)(A) Where published. An order for publication must direct publication to be made in a newspaper of general circulation in the county where the action is commenced or, if there is no such newspaper, then in a newspaper to be designated as most likely to give notice to the person to be served. The summons must be published four times in successive calendar weeks. If the plaintiff knows of a specific location other than the county in which the action is commenced where publication might reasonably result in actual notice to the defendant, the plaintiff must so state in the affidavit or declaration required by paragraph D(6) of this rule, and the court may order publication in a comparable manner at that location in addition to, or in lieu of, publication in the county in which the action is commenced.

D(6)(a)(ii) Alternative service by posting. The court may order service by posting true copies of the summons and complaint at a designated location in the courthouse where the action is commenced and at any other location that the affidavit or declaration required by subsection D(6) of this rule indicates that the posting might reasonably result in actual notice to the defendant.

D(6)(b) Electronic alternative service. Electronic forms of alternative service may include, but are not limited to: e-mail; text message; facsimile transmission as defined in Rule

9 F; or posting to a social media account. The affidavit or declaration filed with a motion for electronic alternative service must include: verification that diligent inquiry revealed that the defendant's residence address, mailing address, and place of employment are unlikely to accomplish service; the reason that plaintiff believes the defendant has recently sent and received transmissions from the specific e-mail address or telephone or facsimile number, or maintains an active social media account on the specific platform the plaintiff asks to use; and facts that indicate the intended recipient is likely to personally receive the electronic transmission. The certificate of service must verify compliance with subparagraph D(6)(b)(i) and subparagraph D(6)(b)(ii) of this rule. An amended certificate of service must be filed if it later becomes evident that the intended recipient did not personally receive the electronic transmission.

D(6)(b)(i) Content of electronic transmissions. If the court allows service by a specific electronic method, the case name, case number, and name of the court in which the action is pending must be prominently positioned where it is most likely to be read first. For e-mail service, those details must appear in the subject line. For text message service, they must appear in the first line of the first text. For facsimile service, they must appear at the top of the first page. For posting to a social media account, they must appear in the top lines of the posting.

D(6)(b)(ii) Format of electronic transmissions. If the court allows alternative service by an electronic method, the summons, complaint, and any other documents must be attached in a file format that is capable of showing a true copy of the original document. When an electronic method is incapable of transferring transmissions that exceed a certain size, the plaintiff must not exceed those express size limitations. If the size of the attachments exceeds the limitations of any electronic method allowed, then multiple sequential transmissions may be sent immediately after the initial transmission to complete service.

D(6)(c) Unknown heirs or persons. If service cannot be made by another method described in this section because defendants are unknown heirs or persons as described in Rule 20 I and J, the action will proceed against the unknown heirs or persons in the same manner as against named defendants served by publication and with like effect; and any unknown heirs or persons who have or claim any right, estate, lien, or interest in the property in controversy at the time of the commencement of the action, and who are served by publication,

will be bound and concluded by the judgment in the action, if the same is in favor of the plaintiff, as effectively as if the action had been brought against those defendants by name.

D(6)(d) Defending before or after judgment. A defendant against whom service pursuant to this subsection is ordered or that defendant's representatives, on application and sufficient cause shown, at any time before judgment will be allowed to defend the action. A defendant against whom service pursuant to this subsection is ordered or that defendant's representatives may, on good cause shown and on any terms that may be proper, be allowed to defend after judgment and within one year after entry of judgment. If the defense is successful, and the judgment or any part thereof has been collected or otherwise enforced, restitution may be ordered by the court, but the title to property sold on execution issued on that judgment, to a purchaser in good faith, will not be affected thereby.

D(6)(e) Defendant who cannot be served. Within the meaning of this subsection, a defendant cannot be served with summons by any method authorized by subsection D(3) of this rule if service pursuant to subparagraph D(4)(a)(i) of this rule is not applicable, the plaintiff attempted service of summons by all of the methods authorized by subsection D(3) of this rule, and the plaintiff was unable to complete service; or if the plaintiff knew that service by these methods could not be accomplished.

SECTION 129a. The amendments to ORCP 7 D by section 129 of this 2027 Act become operative on January 1, 2029.

SECTION 130. ORCP 7 D, as amended by section 129 of this 2027 Act, is amended to read:

D Manner of service.

D(1) Notice required. Summons shall be served, either within or without this state, in any manner reasonably calculated, under all the circumstances, to apprise the defendant of the existence and pendency of the action and to afford a reasonable opportunity to appear and defend. Summons may be served in a manner specified in this rule or by any other rule or statute on the defendant or on an agent authorized by appointment or law to accept service of summons for the defendant. Service may be made, subject to the restrictions and requirements of this rule, by the following methods: personal service of true copies of the summons and the complaint on defendant or an agent of defendant authorized to receive process; substituted service by leaving true copies of the summons and the complaint at a person's

dwelling house or usual place of abode; office service by leaving true copies of the summons and the complaint with a person who is apparently in charge of an office; service by mail; or service by publication.

D(2) Service methods.

D(2)(a) Personal service. Personal service may be made by delivery of a true copy of the summons and a true copy of the complaint to the person to be served.

D(2)(b) Substituted service. Substituted service may be made by delivering true copies of the summons and the complaint at the dwelling house or usual place of abode of the person to be served to any person 14 years of age or older residing in the dwelling house or usual place of abode of the person to be served. Where substituted service is used, the plaintiff, as soon as reasonably possible, shall cause to be mailed by first class mail true copies of the summons and the complaint to the defendant at defendant's dwelling house or usual place of abode, together with a statement of the date, time, and place at which substituted service was made. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, substituted service shall be complete on the mailing.

D(2)(c) Office service. If the person to be served maintains an office for the conduct of business, office service may be made by leaving true copies of the summons and the complaint at that office during normal working hours with the person who is apparently in charge. Where office service is used, the plaintiff, as soon as reasonably possible, shall cause to be mailed by first class mail true copies of the summons and the complaint to the defendant at defendant's dwelling house or usual place of abode or defendant's place of business or any other place under the circumstances that is most reasonably calculated to apprise the defendant of the existence and pendency of the action, together with a statement of the date, time, and place at which office service was made. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, office service shall be complete on the mailing.

D(2)(d) Service by mail.

D(2)(d)(i) Generally. When service by mail is required or allowed by this rule or by statute, except as otherwise permitted, service by mail shall be made by mailing true copies of the summons and the complaint to the defendant by first class mail and by any of the following: certified, registered, or express mail with return receipt requested. For purposes of

this paragraph, "first class mail" does not include certified, registered, or express mail, return receipt requested, or any other form of mail that may delay or hinder actual delivery of mail to the addressee.

D(2)(d)(ii) Calculation of time. For the purpose of computing any period of time provided by these rules or by statute, service by mail, except as otherwise provided, shall be complete on the day the defendant, or other person authorized by appointment or law, signs a receipt for the mailing, or 3 days after the mailing if mailed to an address within the state, or 7 days after the mailing if mailed to an address outside the state, whichever first occurs.

D(3) Particular defendants. Service may be made on specified defendants as follows:

D(3)(a) Individuals.

D(3)(a)(i) Generally. On an individual defendant, by personal delivery of true copies of the summons and the complaint to the defendant or other person authorized by appointment or law to receive service of summons on behalf of the defendant, by substituted service, or by office service. Service may also be made on an individual defendant or other person authorized to receive service to whom neither subparagraph D(3)(a)(ii) nor D(3)(a)(iii) of this rule applies by a mailing made in accordance with paragraph D(2)(d) of this rule provided the defendant or other person authorized to receive service signs a receipt for the certified, registered, or express mailing, in which case service shall be complete on the date on which the defendant signs a receipt for the mailing.

D(3)(a)(ii) Minors. On a minor under 14 years of age, by service in the manner specified in subparagraph D(3)(a)(i) of this rule on the minor; and additionally on the minor's father, mother, conservator of the minor's estate, or guardian, or, if there be none, then on any person having the care or control of the minor, or with whom the minor resides, or in whose service the minor is employed, or on a guardian ad litem appointed pursuant to Rule 27 B.

D(3)(a)(iii) Incapacitated persons. On a person who is incapacitated or is financially incapable, as both terms are defined by ORS 125.005, by service in the manner specified in subparagraph D(3)(a)(i) of this rule on the person and, also, on the conservator of the person's estate or guardian or, if there be none, on a guardian ad litem appointed pursuant to Rule 27 B.

D(3)(a)(iv) Tenant of a mail agent. On an individual defendant who is a "tenant" of a "mail agent" within the meaning of ORS 646A.340, by delivering true copies of the

summons and the complaint to any person apparently in charge of the place where the mail agent receives mail for the tenant, provided that:

D(3)(a)(iv)(A) the plaintiff makes a diligent inquiry but cannot find the defendant; and

D(3)(a)(iv)(B) the plaintiff, as soon as reasonably possible after delivery, causes true copies of the summons and the complaint to be mailed by first class mail to the defendant at the address at which the mail agent receives mail for the defendant and to any other mailing address of the defendant then known to the plaintiff, together with a statement of the date, time, and place at which the plaintiff delivered the copies of the summons and the complaint. Service shall be complete on the latest date resulting from the application of subparagraph D(2)(d)(ii) of this rule to all mailings required by this subparagraph unless the defendant signs a receipt for the mailing, in which case service is complete on the day the defendant signs the receipt.

D(3)(b) Corporations including, but not limited to, professional corporations and cooperatives. On a domestic or foreign corporation:

D(3)(b)(i) Primary service method. By personal service or office service on a registered agent, officer, or director of the corporation; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(b)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(b)(ii)(A) by substituted service on the registered agent, officer, or director;

D(3)(b)(ii)(B) by personal service on any clerk or agent of the corporation;

D(3)(b)(ii)(C) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last registered office of the corporation, if any, as shown by the records on file in the office of the Secretary of State; or, if the corporation is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the corporation; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(b)(ii)(D) on the Secretary of State in the manner provided in ORS 60.121 or 60.731.

D(3)(c) Limited liability companies. On a limited liability company or registered foreign limited liability company, as defined in section 2 of this 2027 Act:

D(3)(c)(i) Primary service method. By personal service or office service on a registered agent, manager, or (for a member-managed limited liability company) member of a limited liability company or registered foreign limited liability company; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(c)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(c)(ii)(A) by substituted service on the registered agent, manager, or (for a member-managed limited liability company) member of a limited liability company or registered foreign limited liability company;

D(3)(c)(ii)(B) by personal service on any clerk or agent of the limited liability company or registered foreign limited liability company;

D(3)(c)(ii)(C) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last registered office of the limited liability company or registered foreign limited liability company, if any, as shown by the records on file in the office of the Secretary of State; or, if the limited liability company or registered foreign limited liability company is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the limited liability company or registered foreign limited liability company; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(c)(ii)(D) on the Secretary of State in the manner provided in [*ORS 63.121 or as provided in*] [*sction*]**section** 20 of this 2027 Act.

D(3)(d) Limited partnerships. On a domestic or foreign limited partnership:

D(3)(d)(i) Primary service method. By personal service or registered foreign limited liability company office service on a registered agent or a general partner of a limited partnership; or by personal service on any clerk on duty in the office of a registered agent.

D(3)(d)(ii) Alternatives. True copies of the summons and the complaint may be served:

D(3)(d)(ii)(A) by substituted service on the registered agent or general partner of a limited partnership;

D(3)(d)(ii)(B) by mailing in the manner specified in paragraph D(2)(d) of this rule true copies of the summons and the complaint to: the office of the registered agent or to the last

registered office of the limited partnership, if any, as shown by the records on file in the office of the Secretary of State; or, if the limited partnership is not authorized to transact business in this state at the time of the transaction, event, or occurrence on which the action is based occurred, to the principal office or place of business of the limited partnership; and, in any case, to any address the use of which the plaintiff knows or has reason to believe is most likely to result in actual notice; or

D(3)(d)(ii)(C) on the Secretary of State in the manner provided in ORS 70.040 or 70.045.

D(3)(e) General partnerships and limited liability partnerships. On any general partnership or limited liability partnership by personal service on a partner or any agent authorized by appointment or law to receive service of summons for the partnership or limited liability partnership.

D(3)(f) Other unincorporated associations subject to suit under a common name. On any other unincorporated association subject to suit under a common name by personal service on an officer, managing agent, or agent authorized by appointment or law to receive service of summons for the unincorporated association.

D(3)(g) State. On the state, by personal service on the Attorney General or by leaving true copies of the summons and the complaint at the Attorney General's office with a deputy, assistant, or clerk.

D(3)(h) Public bodies. On any county; incorporated city; school district; or other public corporation, commission, board, or agency by personal service or office service on an officer, director, managing agent, or attorney thereof.

D(3)(i) Vessel owners and charterers. On any foreign steamship owner or steamship charterer by personal service on a vessel master in the owner's or charterer's employment or any agent authorized by the owner or charterer to provide services to a vessel calling at a port in the State of Oregon, or a port in the State of Washington on that portion of the Columbia River forming a common boundary with Oregon.

D(4) Particular actions involving motor vehicles.

D(4)(a) Actions arising out of use of roads, highways, streets, or premises open to the public; service by mail.

D(4)(a)(i) In any action arising out of any accident, collision, or other event giving rise to liability in which a motor vehicle may be involved while being operated on the roads,

highways, streets, or premises open to the public as defined by law of this state if the plaintiff makes at least one attempt to serve a defendant who operated such motor vehicle, or caused it to be operated on the defendant's behalf, by a method authorized by subsection D(3) of this rule except service by mail pursuant to subparagraph D(3)(a)(i) of this rule and, as shown by its return, did not effect service, the plaintiff may then serve that defendant by mailings made in accordance with paragraph D(2)(d) of this rule addressed to that defendant at:

D(4)(a)(i)(A) any residence address provided by that defendant at the scene of the accident;

D(4)(a)(i)(B) the current residence address, if any, of that defendant shown in the driver records of the Department of Transportation; and

D(4)(a)(i)(C) any other address of that defendant known to the plaintiff at the time of making the mailings required by parts D(4)(a)(i)(A) and D(4)(a)(i)(B) of this rule that reasonably might result in actual notice to that defendant. Sufficient service pursuant to this subparagraph may be shown if the proof of service includes a true copy of the envelope in which each of the certified, registered, or express mailings required by parts D(4)(a)(i)(A), D(4)(a)(i)(B), and D(4)(a)(i)(C) of this rule was made showing that it was returned to sender as undeliverable or that the defendant did not sign the receipt. For the purpose of computing any period of time prescribed or allowed by these rules or by statute, service under this subparagraph shall be complete on the latest date on which any of the mailings required by parts D(4)(a)(i)(A), D(4)(a)(i)(B), and D(4)(a)(i)(C) of this rule is made. If the mailing required by part D(4)(a)(i)(C) of this rule is omitted because the plaintiff did not know of any address other than those specified in parts D(4)(a)(i)(A) and D(4)(a)(i)(B) of this rule, the proof of service shall so certify.

D(4)(a)(ii) Any fee charged by the Department of Transportation for providing address information concerning a party served pursuant to subparagraph D(4)(a)(i) of this rule may be recovered as provided in Rule 68.

D(4)(a)(iii) The requirements for obtaining an order of default against a defendant served pursuant to subparagraph D(4)(a)(i) of this rule are as provided in Rule 69 E.

D(4)(b) Notification of change of address. Any person who; while operating a motor vehicle on the roads, highways, streets, or premises open to the public as defined by law of this state; is involved in any accident, collision, or other event giving rise to liability shall

forthwith notify the Department of Transportation of any change of the person's address occurring within 3 years after the accident, collision, or event.

D(5) Service in foreign country. When service is to be effected on a party in a foreign country, it is also sufficient if service of true copies of the summons and the complaint is made in the manner prescribed by the law of the foreign country for service in that country in its courts of general jurisdiction, or as directed by the foreign authority in response to letters rogatory, or as directed by order of the court. However, in all cases service shall be reasonably calculated to give actual notice.

D(6) Court order for service by other method. When it appears that service is not possible under any method otherwise specified in these rules or other rule or statute, then a motion supported by affidavit or declaration may be filed to request a discretionary court order to allow alternative service by any method or combination of methods that, under the circumstances, is most reasonably calculated to apprise the defendant of the existence and pendency of the action. If the court orders alternative service and the plaintiff knows or with reasonable diligence can ascertain the defendant's current address, the plaintiff must mail true copies of the summons and the complaint to the defendant at that address by first class mail and any of the following: certified, registered, or express mail, return receipt requested. If the plaintiff does not know, and with reasonable diligence cannot ascertain, the current address of any defendant, the plaintiff must mail true copies of the summons and the complaint by the methods specified above to the defendant at the defendant's last known address. If the plaintiff does not know, and with reasonable diligence cannot ascertain, the defendant's current and last known addresses, a mailing of copies of the summons and the complaint is not required.

D(6)(a) Non-electronic alternative service. Non-electronic forms of alternative service may include, but are not limited to, publication of summons; mailing without publication to a specified post office address of the defendant by first class mail as well as either by certified, registered, or express mail with return receipt requested; or posting at specified locations. The court may specify a response time in accordance with subsection C(2) of this rule.

D(6)(a)(i) Alternative service by publication. In addition to the contents of a summons as described in section C of this rule, a published summons must also contain a summary statement of the object of the complaint and the demand for relief, and the notice required in

subsection C(3) of this rule must state: "The motion or answer or reply must be given to the court clerk or administrator within 30 days of the date of first publication specified herein along with the required filing fee." The published summons must also contain the date of the first publication of the summons.

D(6)(a)(i)(A) Where published. An order for publication must direct publication to be made in a newspaper of general circulation in the county where the action is commenced or, if there is no such newspaper, then in a newspaper to be designated as most likely to give notice to the person to be served. The summons must be published four times in successive calendar weeks. If the plaintiff knows of a specific location other than the county in which the action is commenced where publication might reasonably result in actual notice to the defendant, the plaintiff must so state in the affidavit or declaration required by paragraph D(6) of this rule, and the court may order publication in a comparable manner at that location in addition to, or in lieu of, publication in the county in which the action is commenced.

D(6)(a)(ii) Alternative service by posting. The court may order service by posting true copies of the summons and complaint at a designated location in the courthouse where the action is commenced and at any other location that the affidavit or declaration required by subsection D(6) of this rule indicates that the posting might reasonably result in actual notice to the defendant.

D(6)(b) Electronic alternative service. Electronic forms of alternative service may include, but are not limited to: e-mail; text message; facsimile transmission as defined in Rule 9 F; or posting to a social media account. The affidavit or declaration filed with a motion for electronic alternative service must include: verification that diligent inquiry revealed that the defendant's residence address, mailing address, and place of employment are unlikely to accomplish service; the reason that plaintiff believes the defendant has recently sent and received transmissions from the specific e-mail address or telephone or facsimile number, or maintains an active social media account on the specific platform the plaintiff asks to use; and facts that indicate the intended recipient is likely to personally receive the electronic transmission. The certificate of service must verify compliance with subparagraph D(6)(b)(i) and subparagraph D(6)(b)(ii) of this rule. An amended certificate of service must be filed if it later becomes evident that the intended recipient did not personally receive the electronic transmission.

D(6)(b)(i) Content of electronic transmissions. If the court allows service by a specific electronic method, the case name, case number, and name of the court in which the action is pending must be prominently positioned where it is most likely to be read first. For e-mail service, those details must appear in the subject line. For text message service, they must appear in the first line of the first text. For facsimile service, they must appear at the top of the first page. For posting to a social media account, they must appear in the top lines of the posting.

D(6)(b)(ii) Format of electronic transmissions. If the court allows alternative service by an electronic method, the summons, complaint, and any other documents must be attached in a file format that is capable of showing a true copy of the original document. When an electronic method is incapable of transferring transmissions that exceed a certain size, the plaintiff must not exceed those express size limitations. If the size of the attachments exceeds the limitations of any electronic method allowed, then multiple sequential transmissions may be sent immediately after the initial transmission to complete service.

D(6)(c) Unknown heirs or persons. If service cannot be made by another method described in this section because defendants are unknown heirs or persons as described in Rule 20 I and J, the action will proceed against the unknown heirs or persons in the same manner as against named defendants served by publication and with like effect; and any unknown heirs or persons who have or claim any right, estate, lien, or interest in the property in controversy at the time of the commencement of the action, and who are served by publication, will be bound and concluded by the judgment in the action, if the same is in favor of the plaintiff, as effectively as if the action had been brought against those defendants by name.

D(6)(d) Defending before or after judgment. A defendant against whom service pursuant to this subsection is ordered or that defendant's representatives, on application and sufficient cause shown, at any time before judgment will be allowed to defend the action. A defendant against whom service pursuant to this subsection is ordered or that defendant's representatives may, on good cause shown and on any terms that may be proper, be allowed to defend after judgment and within one year after entry of judgment. If the defense is successful, and the judgment or any part thereof has been collected or otherwise enforced, restitution may be ordered by the court, but the title to property sold on execution issued on that judgment, to a purchaser in good faith, will not be affected thereby.

D(6)(e) Defendant who cannot be served. Within the meaning of this subsection, a defendant cannot be served with summons by any method authorized by subsection D(3) of this rule if service pursuant to subparagraph D(4)(a)(i) of this rule is not applicable, the plaintiff attempted service of summons by all of the methods authorized by subsection D(3) of this rule, and the plaintiff was unable to complete service; or if the plaintiff knew that service by these methods could not be accomplished.

SECTION 131. The amendments to ORCP 7 D by section 130 of this 2027 Act become operative on January 1, 2030.

SECTION 132. ORS 33.025 is amended to read:

33.025. (1) The power of a court to impose a remedial or punitive sanction for contempt of court is an inherent judicial power. ORS 33.015 to 33.155 establish procedures to govern the exercise of that power.

(2) An entity is liable for contempt if:

(a) The conduct constituting contempt is engaged in by an agent of the entity while acting within the scope of employment and on behalf of the entity;

(b) The conduct constituting contempt consists of an omission to discharge a specific duty of affirmative performance imposed on an entity by a court; or

(c) The conduct constituting contempt is engaged in, authorized, solicited, requested, commanded or knowingly tolerated by a high managerial agent of an entity, the board of directors of a corporation, a manager or member of a limited liability company or a partner in a partnership, acting within the scope of employment and on behalf of the entity.

(3) The high managerial agents of an entity, the board of directors of a corporation, the managers and members of a limited liability company and the partners in a partnership are subject to the contempt powers of a court for contempt by an entity if those persons engage in, authorize, solicit, request, command or knowingly tolerate the conduct constituting contempt.

(4) As used in this section:

(a) "Agent" means a person who is authorized to act on behalf of an entity.

(b) "Entity" has the meaning given that term in ORS 63.001 **or, as appropriate, section 90 of this 2027 Act**.

(c) "High managerial agent" means an officer of an entity who exercises authority with

respect to the formulation of policy or the supervision in a managerial capacity of subordinate employees, or any other agent in a position of comparable authority.

(d) "Manager" and "member" have the meaning given those terms in ORS 63.001 **or, as appropriate, section 2 of this 2027 Act**.

(e) "Partnership" has the meaning given that term in ORS 67.005.

SECTION 132a. The amendments to ORS 33.025 by section 132 of this 2027 Act become operative on January 1, 2029.

SECTION 133. ORS 33.025, as amended by section 132 of this 2027 Act, is amended to read:

33.025. (1) The power of a court to impose a remedial or punitive sanction for contempt of court is an inherent judicial power. ORS 33.015 to 33.155 establish procedures to govern the exercise of that power.

(2) An entity is liable for contempt if:

(a) The conduct constituting contempt is engaged in by an agent of the entity while acting within the scope of employment and on behalf of the entity;

(b) The conduct constituting contempt consists of an omission to discharge a specific duty of affirmative performance imposed on an entity by a court; or

(c) The conduct constituting contempt is engaged in, authorized, solicited, requested, commanded or knowingly tolerated by a high managerial agent of an entity, the board of directors of a corporation, a manager or member of a limited liability company or a partner in a partnership, acting within the scope of employment and on behalf of the entity.

(3) The high managerial agents of an entity, the board of directors of a corporation, the managers and members of a limited liability company and the partners in a partnership are subject to the contempt powers of a court for contempt by an entity if those persons engage in, authorize, solicit, request, command or knowingly tolerate the conduct constituting contempt.

(4) As used in this section:

(a) "Agent" means a person who is authorized to act on behalf of an entity.

(b) "Entity" has the meaning given that term in ORS 63.001 or, as appropriate, section 90 of this 2027 Act.

(c) "High managerial agent" means an officer of an entity who exercises authority with

respect to the formulation of policy or the supervision in a managerial capacity of subordinate employees, or any other agent in a position of comparable authority.

(d) "Manager" and "member" have the meaning given those terms in [*ORS 63.001 or, as appropriate,*] section 2 of this 2027 Act.

(e) "Partnership" has the meaning given that term in ORS 67.005.

SECTION 134. The amendments to ORS 33.025 by section 133 of this 2027 Act become operative on January 1, 2030.

SECTION 135. ORS 56.014 is amended to read:

56.014. (1) The Secretary of State is the filing officer under ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 **and sections 1 to 125 of this 2027 Act**.

(2) The duties, powers and authority of the Secretary of State under this chapter apply to the Secretary of State's functions under ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 **and sections 1 to 125 of this 2027 Act**.

SECTION 135a. The amendments to ORS 56.014 by section 135 of this 2027 Act become operative on January 1, 2029.

SECTION 136. ORS 56.014, as amended by section 135 of this 2027 Act, is amended to read:

56.014. (1) The Secretary of State is the filing officer under ORS chapters 58, 60, 62, [*63,*] 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 and sections 1 to 125 of this 2027 Act.

(2) The duties, powers and authority of the Secretary of State under this chapter apply to the Secretary of State's functions under ORS chapters 58, 60, 62, [*63,*] 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 and sections 1 to 125 of this 2027 Act.

SECTION 137. The amendments to ORS 56.014 by section 136 of this 2027 Act become operative on January 1, 2030.

SECTION 138. ORS 56.016 is amended to read:

56.016. (1) Notwithstanding any provisions of ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 or ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 or 661.210 to

661.280 **or sections 1 to 125 of this 2027 Act** relating to the Secretary of State as the filing officer:

(a) A document may be delivered to the office of the Secretary of State for filing by electronic facsimile transmission if the original document is otherwise acceptable for filing.

(b) Any other reproduction of a document may be delivered to the office of the Secretary of State for filing if the original document is otherwise acceptable for filing.

(c) A document delivered under paragraph (a) or (b) of this subsection need not be accompanied by a true copy of the document. After filing a document delivered under paragraph (a) or (b) of this subsection, the Secretary of State shall return an acknowledgment of filing to the domestic or foreign business entity or the representative of the domestic or foreign business entity.

(2) Subsection (1) of this section applies only to documents for which the Secretary of State is the filing officer under ORS 56.014.

(3)(a) The Secretary of State by rule may specify a method, including but not limited to an electronic method, by which the Secretary of State will send a notice, instead of or in addition to a written notice by mail, that is related to a document for which the Secretary of State is the filing officer under ORS 56.014. The Secretary of State shall permit a person that files a document to elect to receive notice by the method that the Secretary of State specifies under this paragraph. If the person does not elect to receive notice by the specified method, the Secretary of State shall send the notice by mail.

(b) The Secretary of State by rule may specify the form and format of and the manner in which a person may make the election described in paragraph (a) of this subsection and submit contact information that is suitable for receiving notice by the method the Secretary of State specifies under paragraph (a) of this subsection.

(c) Notwithstanding paragraph (a) of this subsection, the Secretary of State may not send a notice required before an administrative dissolution or a suspension or revocation of authority to transact business in this state using any method other than in writing and by mail.

(4) The Secretary of State by rule may establish fees for receiving and sending notices related to documents delivered for filing.

SECTION 138a. The amendments to ORS 56.016 by section 138 of this 2027 Act

become operative on January 1, 2029.

SECTION 139. ORS 56.016, as amended by section 138 of this 2027 Act, is amended to read:

56.016. (1) Notwithstanding any provisions of ORS chapters 58, 60, 62, [*63,*] 65, 67, 70, 554, 647 and 648 or ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 or 661.210 to 661.280 or sections 1 to 125 of this 2027 Act relating to the Secretary of State as the filing officer:

(a) A document may be delivered to the office of the Secretary of State for filing by electronic facsimile transmission if the original document is otherwise acceptable for filing.

(b) Any other reproduction of a document may be delivered to the office of the Secretary of State for filing if the original document is otherwise acceptable for filing.

(c) A document delivered under paragraph (a) or (b) of this subsection need not be accompanied by a true copy of the document. After filing a document delivered under paragraph (a) or (b) of this subsection, the Secretary of State shall return an acknowledgment of filing to the domestic or foreign business entity or the representative of the domestic or foreign business entity.

(2) Subsection (1) of this section applies only to documents for which the Secretary of State is the filing officer under ORS 56.014.

(3)(a) The Secretary of State by rule may specify a method, including but not limited to an electronic method, by which the Secretary of State will send a notice, instead of or in addition to a written notice by mail, that is related to a document for which the Secretary of State is the filing officer under ORS 56.014. The Secretary of State shall permit a person that files a document to elect to receive notice by the method that the Secretary of State specifies under this paragraph. If the person does not elect to receive notice by the specified method, the Secretary of State shall send the notice by mail.

(b) The Secretary of State by rule may specify the form and format of and the manner in which a person may make the election described in paragraph (a) of this subsection and submit contact information that is suitable for receiving notice by the method the Secretary of State specifies under paragraph (a) of this subsection.

(c) Notwithstanding paragraph (a) of this subsection, the Secretary of State may not send a notice required before an administrative dissolution or a suspension or revocation of

authority to transact business in this state using any method other than in writing and by mail.

(4) The Secretary of State by rule may establish fees for receiving and sending notices related to documents delivered for filing.

SECTION 140. The amendments to ORS 56.016 by section 139 of this 2027 Act become operative on January 1, 2030.

SECTION 141. ORS 56.022 is amended to read:

56.022. The Secretary of State shall have the power and authority reasonably necessary to enable the Secretary of State to carry out business registry functions and other duties imposed on the Secretary of State under ORS chapters 58, 60, 62, 63, 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 **and sections 1 to 125 of this 2027 Act**, including the authority to promulgate rules governing the procedure and form for submitting documents to be filed by the Secretary of State and the procedure and form for filing and retaining the documents and any other records required to be kept.

SECTION 141a. The amendments to ORS 56.022 by section 141 of this 2027 Act become operative on January 1, 2029.

SECTION 142. ORS 56.022, as amended by section 141 of this 2027 Act, is amended to read:

56.022. The Secretary of State shall have the power and authority reasonably necessary to enable the Secretary of State to carry out business registry functions and other duties imposed on the Secretary of State under ORS chapters 58, 60, 62, [*63,*] 65, 67, 70, 554, 647 and 648 and ORS 128.560 to 128.600, 649.010 to 649.080, 649.990 and 661.210 to 661.280 and sections 1 to 125 of this 2027 Act, including the authority to promulgate rules governing the procedure and form for submitting documents to be filed by the Secretary of State and the procedure and form for filing and retaining the documents and any other records required to be kept.

SECTION 143. The amendments to ORS 56.022 by section 142 of this 2027 Act become operative on January 1, 2030.

SECTION 144. ORS 56.023 is amended to read:

56.023. (1) If a person seeks to make a business registry filing of a name with the

Secretary of State under ORS chapter 58, 60, 62, 63, 65, 67, 70, 554 or 648 or ORS 128.560 to 128.600 **or sections 1 to 125 of this 2027 Act** that contains the word or words "banc," "bancorp," "bank," "banker," "banking," "savings," "safe deposit," "trust," "trustee," "building and loan" or their equivalents in a language other than English, or a similar word or words in English or an equivalent in a language other than English, implying a business primarily engaged in the lending of money, underwriting or sale of financial products, acting as a depository institution, acting as a financial planner, financial adviser or acting as a loan broker, the Secretary of State may not accept the name for filing without first receiving specific written approval from the Director of the Department of Consumer and Business Services under the provisions of ORS 705.635.

(2) The provisions of subsection (1) of this section do not apply if the Secretary of State is satisfied that the name at issue is in a context clearly not purporting to refer to a banking or other financial activity or not likely to mislead the public about the nature of the business or lead to a pattern and practice of abuse that might cause harm to the interests of the public or the State of Oregon as determined by the Secretary of State.

SECTION 144a. The amendments to ORS 56.023 by section 144 of this 2027 Act become operative on January 1, 2029.

SECTION 145. ORS 56.023, as amended by section 144 of this 2027 Act, is amended to read:

56.023. (1) If a person seeks to make a business registry filing of a name with the Secretary of State under ORS chapter 58, 60, 62, [*63,*] 65, 67, 70, 554 or 648 or ORS 128.560 to 128.600 or sections 1 to 125 of this 2027 Act that contains the word or words "banc," "bancorp," "bank," "banker," "banking," "savings," "safe deposit," "trust," "trustee," "building and loan" or their equivalents in a language other than English, or a similar word or words in English or an equivalent in a language other than English, implying a business primarily engaged in the lending of money, underwriting or sale of financial products, acting as a depository institution, acting as a financial planner, financial adviser or acting as a loan broker, the Secretary of State may not accept the name for filing without first receiving specific written approval from the Director of the Department of Consumer and Business Services under the provisions of ORS 705.635.

(2) The provisions of subsection (1) of this section do not apply if the Secretary of State is

satisfied that the name at issue is in a context clearly not purporting to refer to a banking or other financial activity or not likely to mislead the public about the nature of the business or lead to a pattern and practice of abuse that might cause harm to the interests of the public or the State of Oregon as determined by the Secretary of State.

SECTION 146. The amendments to ORS 56.023 by section 145 of this 2027 Act become operative on January 1, 2030.

SECTION 147. ORS 56.037 is amended to read:

56.037. (1) The Secretary of State may refuse to file a document delivered for filing under ORS chapter 58, 60, 62, 63, 65, 67, 70, 79A, 87, 194, 305, 465, 466, 475, 554, 596, 634, 647, 648, 657 or 713 or under ORS 30.630, 81.248, 81.251 or 128.595 **or sections 1 to 125 of this 2027 Act** if the document contains a Social Security number, a state identification number, a driver license number, a credit or debit card number or an account number that is not redacted.

(2) For purposes of this section, "redacted" means altered or truncated so that not more than the last four digits of a number are accessible.

SECTION 147a. The amendments to ORS 56.037 by section 147 of this 2027 Act become operative on January 1, 2029.

SECTION 148. ORS 56.037, as amended by section 147 of this 2027 Act, is amended to read:

56.037. (1) The Secretary of State may refuse to file a document delivered for filing under ORS chapter 58, 60, 62, [*63,*] 65, 67, 70, 79A, 87, 194, 305, 465, 466, 475, 554, 596, 634, 647, 648, 657 or 713 or under ORS 30.630, 81.248, 81.251 or 128.595 or sections 1 to 125 of this 2027 Act if the document contains a Social Security number, a state identification number, a driver license number, a credit or debit card number or an account number that is not redacted.

(2) For purposes of this section, "redacted" means altered or truncated so that not more than the last four digits of a number are accessible.

SECTION 149. The amendments to ORS 56.037 by section 148 of this 2027 Act become operative on January 1, 2030.

SECTION 150. ORS 56.110 is amended to read:

56.110. **(1)** This section applies to certificates of the Secretary of State and documents

[*filed by*] the Secretary of State **files** under the business registry functions of the Secretary of State. All certificates issued by the Secretary of State and all copies of documents [*filed in the office of*] the Secretary of State **files**, when certified by the Secretary of State, shall be taken and received in all courts, public offices and official bodies of this state as prima facie evidence of the facts stated in the certificates or documents. A certificate by the Secretary of State as to the compliance or noncompliance of the document with the filing requirements or other provisions of law administered by [*the office of*] the Secretary of State, or as to the existence or nonexistence of the facts relating to the matters contained in the documents which would appear from the presence or absence of documents [*filed in the office of*] the Secretary of State **files**, shall be taken and received in all courts, public offices and official bodies of this state as prima facie evidence of the existence or nonexistence of the facts stated in the certificates or documents.

(2) A certificate with the Secretary of State's signature, which may be in facsimile, attached to a copy of a document the Secretary of State has filed, is conclusive evidence that the document or a facsimile of the document is on file with the Secretary of State.

SECTION 150a. The amendments to ORS 56.110 by section 150 of this 2027 Act become operative on January 1, 2029.

NOTE: Sections 151 and 152 are intentionally omitted.

SECTION 153. ORS 56.140 is amended to read:

56.140. (1) The Secretary of State shall collect a nonrefundable fee of $100 for each of the following documents delivered to the Secretary of State for filing:

(a) Articles of incorporation delivered for filing under ORS 58.085.

(b) Articles of incorporation delivered for filing under ORS 60.051.

(c) Articles of incorporation delivered for filing under ORS 62.511.

(d) Articles of organization delivered for filing under ORS 63.051 **and, if appropriate, under section 24 and sections 90 to 120 of this 2027 Act**.

(e) Applications for registration delivered for filing under ORS 67.603.

(f) Certificates of limited partnership delivered for filing under ORS 70.075.

(g) Trust documents delivered for filing under ORS 128.575.

(h) Articles of incorporation delivered for filing under ORS 554.020.

(2) The Secretary of State shall collect a nonrefundable fee of $100 for annual reports delivered for filing by an entity subject to a fee under subsection (1) of this section, and for any other related document that the entity may or must file with the Secretary of State.

(3)(a) Except as provided in paragraph (b) of this subsection, the Secretary of State shall collect a nonrefundable fee of $275 for each of the following documents delivered to the Secretary of State for filing:

(A) Applications for authority to transact business in this state delivered under ORS 58.134, 60.707, 63.707 or 67.710 **or, if appropriate, section 77 of this 2027 Act**.

(B) Applications for registration under ORS 70.355.

(C) Annual reports delivered for filing by an entity subject to a fee under subparagraph (A) or (B) of this paragraph, and for any other related document that the entity may or must file with the Secretary of State.

(b) If an eligible Indian tribe, as defined in ORS 307.181 (4)(a), owns, charters or registers an entity or otherwise authorizes an entity to conduct business and the entity files a document that is subject to a fee under paragraph (a) of this subsection, the Secretary of State shall collect a nonrefundable fee of $100 for filing the document if the entity accompanies the filing with a certificate showing that the eligible Indian tribe owned, chartered or registered the entity or otherwise authorized the entity to conduct business. The Secretary of State by rule may specify the type or form and format of the certificate that the Secretary of State will accept under this paragraph.

(4) For documents other than those specified in subsections (1), (2) and (3) of this section, except as provided in ORS 65.787 (6), the Secretary of State shall collect a nonrefundable fee of $50 for each document delivered for filing to the Secretary of State as part of the secretary's business registry functions described in ORS 56.022.

(5) The Secretary of State by rule may establish fees, in addition to those provided for in subsections (1) to (4) of this section, for:

(a) Copying any public record maintained by the secretary and relating to the secretary's business registry functions, and for certifying the copy; and

(b) Certifying to other facts of record, including certificates of existence, relating to the secretary's business registry functions.

(6) The Secretary of State shall collect a nonrefundable fee of $20 each time process that

is related to the Secretary of State's business registry functions is served on the Secretary of State.

(7) The Secretary of State may waive collection of any fee, charge or interest or portion of a fee, charge or interest that the Secretary of State may collect as part of the secretary's business registry functions.

(8) The Secretary of State by rule shall establish and collect reasonable fees for the following services relating to the secretary's business registry functions:

(a) Computer generated lists on electronic data processing media.

(b) Terminal access to the files of the office.

(c) Microfilm records of the files of the office.

(d) Microfilm processing and development services.

(e) Copies of the programs and files on paper or electronic data processing media.

SECTION 153a. The amendments to ORS 56.140 by section 153 of this 2027 Act become operative on January 1, 2029.

SECTION 154. ORS 56.140, as amended by section 153 of this 2027 Act, is amended to read:

56.140. (1) The Secretary of State shall collect a nonrefundable fee of $100 for each of the following documents delivered to the Secretary of State for filing:

(a) Articles of incorporation delivered for filing under ORS 58.085.

(b) Articles of incorporation delivered for filing under ORS 60.051.

(c) Articles of incorporation delivered for filing under ORS 62.511.

(d) Articles of organization delivered for filing under [*ORS 63.051 and, if appropriate, under*] section 24 and sections 90 to 120 of this 2027 Act.

(e) Applications for registration delivered for filing under ORS 67.603.

(f) Certificates of limited partnership delivered for filing under ORS 70.075.

(g) Trust documents delivered for filing under ORS 128.575.

(h) Articles of incorporation delivered for filing under ORS 554.020.

(2) The Secretary of State shall collect a nonrefundable fee of $100 for annual reports delivered for filing by an entity subject to a fee under subsection (1) of this section, and for any other related document that the entity may or must file with the Secretary of State.

(3)(a) Except as provided in paragraph (b) of this subsection, the Secretary of State shall

collect a nonrefundable fee of $275 for each of the following documents delivered to the Secretary of State for filing:

(A) Applications for authority to transact business in this state delivered under ORS 58.134, 60.707[*, 63.707*] or 67.710 or[*, if appropriate,*] section 77 of this 2027 Act.

(B) Applications for registration under ORS 70.355.

(C) Annual reports delivered for filing by an entity subject to a fee under subparagraph (A) or (B) of this paragraph, and for any other related document that the entity may or must file with the Secretary of State.

(b) If an eligible Indian tribe, as defined in ORS 307.181 (4)(a), owns, charters or registers an entity or otherwise authorizes an entity to conduct business and the entity files a document that is subject to a fee under paragraph (a) of this subsection, the Secretary of State shall collect a nonrefundable fee of $100 for filing the document if the entity accompanies the filing with a certificate showing that the eligible Indian tribe owned, chartered or registered the entity or otherwise authorized the entity to conduct business. The Secretary of State by rule may specify the type or form and format of the certificate that the Secretary of State will accept under this paragraph.

(4) For documents other than those specified in subsections (1), (2) and (3) of this section, except as provided in ORS 65.787 (6), the Secretary of State shall collect a nonrefundable fee of $50 for each document delivered for filing to the Secretary of State as part of the secretary's business registry functions described in ORS 56.022.

(5) The Secretary of State by rule may establish fees, in addition to those provided for in subsections (1) to (4) of this section, for:

(a) Copying any public record maintained by the secretary and relating to the secretary's business registry functions, and for certifying the copy; and

(b) Certifying to other facts of record, including certificates of existence, relating to the secretary's business registry functions.

(6) The Secretary of State shall collect a nonrefundable fee of $20 each time process that is related to the Secretary of State's business registry functions is served on the Secretary of State.

(7) The Secretary of State may waive collection of any fee, charge or interest or portion of a fee, charge or interest that the Secretary of State may collect as part of the secretary's

business registry functions.

(8) The Secretary of State by rule shall establish and collect reasonable fees for the following services relating to the secretary's business registry functions:

(a) Computer generated lists on electronic data processing media.

(b) Terminal access to the files of the office.

(c) Microfilm records of the files of the office.

(d) Microfilm processing and development services.

(e) Copies of the programs and files on paper or electronic data processing media.

SECTION 155. The amendments to ORS 56.140 by section 154 of this 2027 Act become operative on January 1, 2030.

SECTION 156. ORS 60.001 is amended to read:

60.001. As used in this chapter:

(1) "Anniversary" means the day each year that is exactly one or more years after:

(a) The date on which the Secretary of State files the articles of incorporation for a domestic corporation.

(b) The date on which the Secretary of State files an application for authority to transact business for a foreign corporation.

(2) "Articles of incorporation" means the articles described in ORS 60.047, amended and restated articles of incorporation, articles of conversion or articles of merger.

(3) "Authorized shares" means the shares of all classes that a domestic or foreign corporation is authorized to issue.

(4) "Conspicuous" means written, printed, typed, displayed or otherwise presented so that a reasonable person against whom a writing is to operate should have noticed the writing as a consequence of a use of a method to draw attention to the writing, such as italics, boldface, contrasting color, capitalization or underlining.

(5) "Corporation" or "domestic corporation" means a corporation for profit that is incorporated under or subject to the provisions of this chapter and that is not a foreign corporation.

(6) "Delivery" means any method of delivery used in conventional commercial practice, including by hand, mail, commercial delivery and, in accordance with ORS 60.034, electronic transmission.

(7) "Distribution" means a direct or indirect transfer of money or other property, except of a corporation's own shares, or a corporation's incurrence of indebtedness to or for the benefit of the corporation's shareholders in respect of any of the corporation's shares, in the form of a declaration or payment of a dividend, a purchase, redemption or other acquisition of shares, a distribution of indebtedness, or otherwise.

(8) "Document" means:

(a) A medium that embodies information in tangible form, including any writing or written instrument; or

(b) An electronic medium that embodies information that a person may retain, retrieve and reproduce, in tangible form or otherwise, by means of an automated process that is used in conventional commercial practice, except as otherwise provided in ORS 60.034 (4)(c).

(9) "Domestic limited liability company" means an entity that is an unincorporated association that has one or more members and that is organized under ORS chapter 63 **or, if appropriate, under sections 1 to 125 of this 2027 Act**.

(10) "Domestic nonprofit corporation" means a corporation not for profit that is incorporated under ORS chapter 65.

(11) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(12) "Electronic notice revocation" means a notice in which a person states that the person will not accept delivery of certain communications by means of electronic transmission.

(13) "Electronic signature" has the meaning given that term in ORS 84.004.

(14) "Electronic transmission" means a form or process of communication that does not directly involve physically transferring paper or another tangible medium and that enables a recipient to retain, retrieve and reproduce information by means of an automated process that is used in conventional commercial practice, except as provided in ORS 60.034 (4)(c).

(15) "Employee" includes an officer but not a director, unless the director accepts duties that make the director also an employee.

(16) "Entity" means a corporation, foreign corporation, nonprofit corporation, profit or nonprofit unincorporated association, business trust, partnership, two or more persons that have a joint or common economic interest, any state, the United States, a federally

recognized Native American or American Indian tribal government and any foreign government.

(17) "Foreign corporation" means a corporation for profit that is incorporated under laws other than the laws of the state.

(18) "Foreign limited liability company" means an entity that is an unincorporated association organized under laws other than the laws of the state and that is organized under a statute under which an association may be formed that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(19) "Foreign nonprofit corporation" means a corporation not for profit that is organized under laws other than the laws of the state.

(20) "Foreign professional corporation" means a professional corporation that is organized under laws other than the laws of the state.

(21) "Governmental subdivision" includes an authority, county, district and municipality.

(22) "Individual" means a natural person or the estate of an incompetent individual or a deceased individual.

(23) "Office," when used to refer to the administrative unit directed by the Secretary of State, means the office of the Secretary of State.

(24) "Person" means an individual or entity.

(25)(a) "Principal office" means the physical street address of an office, in or out of this state, where the principal executive offices of a domestic or foreign corporation are located and designated in the annual report or in the application for authority to transact business in this state.

(b) "Principal office" does not include a mail forwarding business, a virtual office or a commercial mail receiving agency, except that a commercial mail receiving agency is a principal office if the physical street address of the principal executive offices of the domestic or foreign corporation is the same as the physical street address of the commercial mail receiving agency.

(26) "Proceeding" means a civil, criminal, administrative or investigatory action.

(27) "Record date" means the date established under this chapter on which a corporation determines the identity of the corporation's shareholders and their shareholdings for

purposes of this chapter.

(28) "Remote communication" means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

(29) "Share" means a unit into which the proprietary interest in a corporation is divided.

(30) "Shareholder" means a person in whose name a share is registered in the records of a corporation or the beneficial owner of a share to the extent of the rights granted by a nominee certificate on file with a corporation.

(31) "Shell entity" means an entity that has the characteristics described in ORS 60.661 (1)(a)(C)(i).

(32) "Sign" means to indicate a present intent to authenticate or adopt a document by:

(a) Affixing a symbol to the document;

(b) Inscribing or affixing a manual, facsimile or conformed signature on the document; or

(c) Attaching to, or logically associating with, an electronic transmission any electronic sound, symbol or process, including an electronic signature.

(33) "Signature" means any embodiment of a person's intent to sign a document.

(34) "Single voting group" means a voting group, the shares of which are entitled by the articles of incorporation or this chapter to vote generally on a matter.

(35) "State," when referring to a part of the United States, means a state, commonwealth, territory or insular possession of the United States and the agencies and governmental subdivisions of the state, commonwealth, territory or insular possession.

(36) "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.

(37) "United States" means the federal government or a district, authority, bureau, commission, department or any other agency of the United States.

(38) "Voting group" means all shares of one or more classes or series that under the articles of incorporation or this chapter are entitled to vote and be counted together collectively on a matter at a meeting of shareholders.

(39) "Written" means embodied as a document.

SECTION 156a. The amendments to ORS 60.001 by section 156 of this 2027 Act become operative on January 1, 2029.

SECTION 157. ORS 60.001, as amended by section 156 of this 2027 Act, is amended to read:

60.001. As used in this chapter:

(1) "Anniversary" means the day each year that is exactly one or more years after:

(a) The date on which the Secretary of State files the articles of incorporation for a domestic corporation.

(b) The date on which the Secretary of State files an application for authority to transact business for a foreign corporation.

(2) "Articles of incorporation" means the articles described in ORS 60.047, amended and restated articles of incorporation, articles of conversion or articles of merger.

(3) "Authorized shares" means the shares of all classes that a domestic or foreign corporation is authorized to issue.

(4) "Conspicuous" means written, printed, typed, displayed or otherwise presented so that a reasonable person against whom a writing is to operate should have noticed the writing as a consequence of a use of a method to draw attention to the writing, such as italics, boldface, contrasting color, capitalization or underlining.

(5) "Corporation" or "domestic corporation" means a corporation for profit that is incorporated under or subject to the provisions of this chapter and that is not a foreign corporation.

(6) "Delivery" means any method of delivery used in conventional commercial practice, including by hand, mail, commercial delivery and, in accordance with ORS 60.034, electronic transmission.

(7) "Distribution" means a direct or indirect transfer of money or other property, except of a corporation's own shares, or a corporation's incurrence of indebtedness to or for the benefit of the corporation's shareholders in respect of any of the corporation's shares, in the form of a declaration or payment of a dividend, a purchase, redemption or other acquisition of shares, a distribution of indebtedness, or otherwise.

(8) "Document" means:

(a) A medium that embodies information in tangible form, including any writing or written instrument; or

(b) An electronic medium that embodies information that a person may retain, retrieve and reproduce, in tangible form or otherwise, by means of an automated process that is used in conventional commercial practice, except as otherwise provided in ORS 60.034 (4)(c).

(9) "Domestic limited liability company" means an entity that is an unincorporated association that has one or more members and that is organized under [*ORS chapter 63 or, if appropriate, under*] sections 1 to 125 of this 2027 Act.

(10) "Domestic nonprofit corporation" means a corporation not for profit that is incorporated under ORS chapter 65.

(11) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(12) "Electronic notice revocation" means a notice in which a person states that the person will not accept delivery of certain communications by means of electronic transmission.

(13) "Electronic signature" has the meaning given that term in ORS 84.004.

(14) "Electronic transmission" means a form or process of communication that does not directly involve physically transferring paper or another tangible medium and that enables a recipient to retain, retrieve and reproduce information by means of an automated process that is used in conventional commercial practice, except as provided in ORS 60.034 (4)(c).

(15) "Employee" includes an officer but not a director, unless the director accepts duties that make the director also an employee.

(16) "Entity" means a corporation, foreign corporation, nonprofit corporation, profit or nonprofit unincorporated association, business trust, partnership, two or more persons that have a joint or common economic interest, any state, the United States, a federally recognized Native American or American Indian tribal government and any foreign government.

(17) "Foreign corporation" means a corporation for profit that is incorporated under laws other than the laws of the state.

(18) "Foreign limited liability company" means an entity that is an unincorporated association organized under laws other than the laws of the state and that is organized under a statute under which an association may be formed that affords to each of the entity's

members limited liability with respect to liabilities of the entity.

(19) "Foreign nonprofit corporation" means a corporation not for profit that is organized under laws other than the laws of the state.

(20) "Foreign professional corporation" means a professional corporation that is organized under laws other than the laws of the state.

(21) "Governmental subdivision" includes an authority, county, district and municipality.

(22) "Individual" means a natural person or the estate of an incompetent individual or a deceased individual.

(23) "Office," when used to refer to the administrative unit directed by the Secretary of State, means the office of the Secretary of State.

(24) "Person" means an individual or entity.

(25)(a) "Principal office" means the physical street address of an office, in or out of this state, where the principal executive offices of a domestic or foreign corporation are located and designated in the annual report or in the application for authority to transact business in this state.

(b) "Principal office" does not include a mail forwarding business, a virtual office or a commercial mail receiving agency, except that a commercial mail receiving agency is a principal office if the physical street address of the principal executive offices of the domestic or foreign corporation is the same as the physical street address of the commercial mail receiving agency.

(26) "Proceeding" means a civil, criminal, administrative or investigatory action.

(27) "Record date" means the date established under this chapter on which a corporation determines the identity of the corporation's shareholders and their shareholdings for purposes of this chapter.

(28) "Remote communication" means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

(29) "Share" means a unit into which the proprietary interest in a corporation is divided.

(30) "Shareholder" means a person in whose name a share is registered in the records of a corporation or the beneficial owner of a share to the extent of the rights granted by a nominee certificate on file with a corporation.

(31) "Shell entity" means an entity that has the characteristics described in ORS 60.661 (1)(a)(C)(i).

(32) "Sign" means to indicate a present intent to authenticate or adopt a document by:

(a) Affixing a symbol to the document;

(b) Inscribing or affixing a manual, facsimile or conformed signature on the document; or

(c) Attaching to, or logically associating with, an electronic transmission any electronic sound, symbol or process, including an electronic signature.

(33) "Signature" means any embodiment of a person's intent to sign a document.

(34) "Single voting group" means a voting group, the shares of which are entitled by the articles of incorporation or this chapter to vote generally on a matter.

(35) "State," when referring to a part of the United States, means a state, commonwealth, territory or insular possession of the United States and the agencies and governmental subdivisions of the state, commonwealth, territory or insular possession.

(36) "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.

(37) "United States" means the federal government or a district, authority, bureau, commission, department or any other agency of the United States.

(38) "Voting group" means all shares of one or more classes or series that under the articles of incorporation or this chapter are entitled to vote and be counted together collectively on a matter at a meeting of shareholders.

(39) "Written" means embodied as a document.

SECTION 158. The amendments to ORS 60.001 by section 157 of this 2027 Act become operative on January 1, 2030.

SECTION 159. ORS 60.470 is amended to read:

60.470. As used in ORS 60.470 to 60.501:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under this chapter, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under ORS chapter 63 **or, if appropriate, under sections 1 to 125 of this 2027 Act** or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 159a. The amendments to ORS 60.470 by section 159 of this 2027 Act become operative on January 1, 2029.

SECTION 160. ORS 60.470, as amended by section 159 of this 2027 Act, is amended to

read:

60.470. As used in ORS 60.470 to 60.501:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under this chapter, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under [*ORS chapter 63 or, if appropriate, under*] sections 1 to 125 of this 2027 Act or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 161. The amendments to ORS 60.470 by section 160 of this 2027 Act become operative on January 1, 2030.

SECTION 162. ORS 60.752 is amended to read:

60.752. (1) Except as otherwise provided in ORS 60.750 to 60.770, ORS 60.750 to 60.770 apply to:

(a) A corporation that states in the corporation's articles of incorporation or articles of conversion that the corporation is subject to ORS 60.750 to 60.770;

(b) A limited liability company that states in the limited liability company's articles of organization or articles of conversion that the limited liability company is subject to ORS 60.750 to 60.770; or

(c) A corporation or limited liability company that elects to become a benefit company under ORS 60.754.

(2)(a) Except as provided in paragraph (c) of this subsection, a benefit company that is a corporation incorporated under ORS chapter 60 is subject to ORS chapter 60 and to ORS 60.750 to 60.770.

(b) Except as provided in paragraph (c) of this subsection, a benefit company that is a limited liability company organized under ORS chapter 63 **or, if appropriate, under sections 1 to 125 of this 2027 Act** is subject to ORS chapter 63 **or, as appropriate, to sections 1 to 125 of this 2027 Act** and to ORS 60.750 to 60.770.

(c) To the extent that a provision of ORS 60.750 to 60.770 conflicts with a provision of ORS chapter 60 or 63 **or sections 1 to 125 of this 2027 Act**, a specific provision of ORS 60.750 to 60.770 controls over a general provision of ORS chapter 60 or 63 **or sections 1 to 125 of this 2027 Act.**.

(3) ORS 60.750 to 60.770 do not apply to a corporation that is not a benefit company or to a limited liability company that is not a benefit company.

SECTION 162a. The amendments to ORS 60.752 by section 162 of this 2027 Act become operative on January 1, 2029.

SECTION 163. ORS 60.752, as amended by section 162 of this 2027 Act, is amended to read:

60.752. (1) Except as otherwise provided in ORS 60.750 to 60.770, ORS 60.750 to 60.770

apply to:

(a) A corporation that states in the corporation's articles of incorporation or articles of conversion that the corporation is subject to ORS 60.750 to 60.770;

(b) A limited liability company that states in the limited liability company's articles of organization or articles of conversion that the limited liability company is subject to ORS 60.750 to 60.770; or

(c) A corporation or limited liability company that elects to become a benefit company under ORS 60.754.

(2)(a) Except as provided in paragraph (c) of this subsection, a benefit company that is a corporation incorporated under ORS chapter 60 is subject to ORS chapter 60 and to ORS 60.750 to 60.770.

(b) Except as provided in paragraph (c) of this subsection, a benefit company that is a limited liability company organized under [*ORS chapter 63 or, if appropriate, under*] sections 1 to 125 of this 2027 Act is subject to[*ORS chapter 63 or, as appropriate, to*] sections 1 to 125 of this 2027 Act and to ORS 60.750 to 60.770.

(c) To the extent that a provision of ORS 60.750 to 60.770 conflicts with a provision of ORS chapter 60 or [*63 or*] sections 1 to 125 of this 2027 Act, a specific provision of ORS 60.750 to 60.770 controls over a general provision of ORS chapter 60 or [*63 or*] sections 1 to 125 of this 2027 Act..

(3) ORS 60.750 to 60.770 do not apply to a corporation that is not a benefit company or to a limited liability company that is not a benefit company.

SECTION 164. The amendments to ORS 60.752 by section 163 of this 2027 Act become operative on January 1, 2030.

SECTION 165. ORS 60.754 is amended to read:

60.754. (1)(a) Notwithstanding ORS 60.074 (2), a corporation incorporated under ORS chapter 60 is a benefit company under ORS 60.750 to 60.770 if the corporation's articles of incorporation state that the corporation is a benefit company subject to ORS 60.750 to 60.770.

(b) Notwithstanding ORS 63.074 (3) **or, as appropriate, section 10 (3) of this 2027 Act**, a limited liability company organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** is a benefit company under ORS 60.750 to 60.770 if the limited liability company's articles of organization state that the limited liability company is a benefit company subject

to ORS 60.750 to 60.770.

(2)(a) A corporation that is incorporated under ORS chapter 60 may become a benefit company by amending the corporation's articles of incorporation to state, in addition to the requirements set forth in ORS 60.047, that the corporation is a benefit company subject to ORS 60.750 to 60.770. The amendment to the articles of incorporation must be approved by a minimum status vote.

(b) A limited liability company that is organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** may become a benefit company by amending the limited liability company's articles of organization to state, in addition to the requirements set forth in ORS 63.047 **or, if appropriate, in section 24 of this 2027 Act**, that the limited liability company is a benefit company subject to ORS 60.750 to 60.770. The amendment to the articles of organization must be approved by a minimum status vote.

(3) A benefit company may be formed by means of a conversion if articles of conversion that state that the converted entity will be a benefit company that is subject to ORS 60.750 to 60.770 are approved by a minimum status vote.

(4) An entity that is not a benefit company may become a benefit company by merging or exchanging equity interests with a benefit company if the shareholders or holders of equity interests of the entity that is not the benefit company approve, by a minimum status vote, a plan of merger or a plan for exchanging equity interests with a benefit company under which the surviving entity will be a benefit company.

(5) A benefit company may become an entity other than a benefit company only if an action to remove from the articles of incorporation, articles of organization or articles of conversion the provision that states that the entity is a benefit company subject to ORS 60.750 to 60.770 is approved by a minimum status vote.

(6)(a) A plan for a benefit company must be approved by a minimum status vote if the plan would:

(A) Merge the benefit company with an entity that is not a benefit company, if the surviving entity would not be a benefit company;

(B) Provide for exchanging equity interests with an entity that is not a benefit company, if the exchange would create an entity that is not a benefit company and that would hold substantially all of the benefit company's assets;

(C) Convert the benefit company to an entity that is not a benefit company; or

(D) Otherwise cause ORS 60.750 to 60.770 not to apply to the benefit company.

(b) A sale, lease, exchange or other disposition of all or substantially all of a benefit company's assets must be approved by a minimum status vote unless the benefit company conducts the sale, lease, exchange or other disposition in the ordinary course of the benefit company's business.

(7) A provision of a benefit company's articles of incorporation, articles of organization, articles of conversion or plan described in subsection (6) of this section may be inconsistent with or supersede a provision of ORS 60.750 to 60.770 only to the extent that the provision in the articles of incorporation, articles of organization, articles of conversion or plan imposes a more stringent requirement on the benefit company, in keeping with the purposes set forth in ORS 60.750 to 60.770, than a provision of ORS 60.750 to 60.770 imposes.

SECTION 165a. The amendments to ORS 60.754 by section 165 of this 2027 Act become operative on January 1, 2029.

SECTION 166. ORS 60.754, as amended by section 165 of this 2027 Act, is amended to read:

60.754. (1)(a) Notwithstanding ORS 60.074 (2), a corporation incorporated under ORS chapter 60 is a benefit company under ORS 60.750 to 60.770 if the corporation's articles of incorporation state that the corporation is a benefit company subject to ORS 60.750 to 60.770.

(b) Notwithstanding [*ORS 63.074 (3) or, as appropriate,*] section 10 (3) of this 2027 Act, a limited liability company organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act is a benefit company under ORS 60.750 to 60.770 if the limited liability company's articles of organization state that the limited liability company is a benefit company subject to ORS 60.750 to 60.770.

(2)(a) A corporation that is incorporated under ORS chapter 60 may become a benefit company by amending the corporation's articles of incorporation to state, in addition to the requirements set forth in ORS 60.047, that the corporation is a benefit company subject to ORS 60.750 to 60.770. The amendment to the articles of incorporation must be approved by a minimum status vote.

(b) A limited liability company that is organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act may become a benefit company by amending the limited liability

company's articles of organization to state, in addition to the requirements set forth in [*ORS 63.047 or, if appropriate, in*] section 24 of this 2027 Act, that the limited liability company is a benefit company subject to ORS 60.750 to 60.770. The amendment to the articles of organization must be approved by a minimum status vote.

(3) A benefit company may be formed by means of a conversion if articles of conversion that state that the converted entity will be a benefit company that is subject to ORS 60.750 to 60.770 are approved by a minimum status vote.

(4) An entity that is not a benefit company may become a benefit company by merging or exchanging equity interests with a benefit company if the shareholders or holders of equity interests of the entity that is not the benefit company approve, by a minimum status vote, a plan of merger or a plan for exchanging equity interests with a benefit company under which the surviving entity will be a benefit company.

(5) A benefit company may become an entity other than a benefit company only if an action to remove from the articles of incorporation, articles of organization or articles of conversion the provision that states that the entity is a benefit company subject to ORS 60.750 to 60.770 is approved by a minimum status vote.

(6)(a) A plan for a benefit company must be approved by a minimum status vote if the plan would:

(A) Merge the benefit company with an entity that is not a benefit company, if the surviving entity would not be a benefit company;

(B) Provide for exchanging equity interests with an entity that is not a benefit company, if the exchange would create an entity that is not a benefit company and that would hold substantially all of the benefit company's assets;

(C) Convert the benefit company to an entity that is not a benefit company; or

(D) Otherwise cause ORS 60.750 to 60.770 not to apply to the benefit company.

(b) A sale, lease, exchange or other disposition of all or substantially all of a benefit company's assets must be approved by a minimum status vote unless the benefit company conducts the sale, lease, exchange or other disposition in the ordinary course of the benefit company's business.

(7) A provision of a benefit company's articles of incorporation, articles of organization, articles of conversion or plan described in subsection (6) of this section may be inconsistent

with or supersede a provision of ORS 60.750 to 60.770 only to the extent that the provision in the articles of incorporation, articles of organization, articles of conversion or plan imposes a more stringent requirement on the benefit company, in keeping with the purposes set forth in ORS 60.750 to 60.770, than a provision of ORS 60.750 to 60.770 imposes.

SECTION 167. The amendments to ORS 60.754 by section 166 of this 2027 Act become operative on January 1, 2030.

SECTION 168. ORS 60.756 is amended to read:

60.756. (1) Except as provided in subsections (2) and (3) of this section, an approval of an action described in ORS 60.754 (2) to (6) is effective only if, in addition to any other applicable requirements, a majority of the interests that are entitled to vote on the action are voted to approve the action.

(2) If an entity's governing documents or the provisions of ORS chapter 60 or 63 **or, if appropriate, sections 1 to 125 of this 2027 Act**, as applicable, require more than a majority vote or require each class or series to vote separately, approval of the action is effective only if the requirement for the greater vote or for separate class or series voting is met.

(3)(a) If, as of January 1, 2014, an entity has shares that are listed on a national securities exchange or are regularly traded in a market that a member of a national or affiliated securities association maintains, except as provided in paragraph (b) of this subsection, each class or series of the entity's shares must separately meet the requirement to approve the action by two-thirds of the shares that are entitled to vote.

(b) If the entity has gross revenue of $200 million or less, each class or series of the entity's shares must separately meet the requirement to approve the action by a majority of the shares that are entitled to vote.

SECTION 168a. The amendments to ORS 60.756 by section 168 of this 2027 Act become operative on January 1, 2029.

SECTION 169. ORS 60.756, as amended by section 168 of this 2027 Act, is amended to read:

60.756. (1) Except as provided in subsections (2) and (3) of this section, an approval of an action described in ORS 60.754 (2) to (6) is effective only if, in addition to any other applicable requirements, a majority of the interests that are entitled to vote on the action are voted to approve the action.

(2) If an entity's governing documents or the provisions of ORS chapter 60 or [*63 or, if appropriate,*] sections 1 to 125 of this 2027 Act, as applicable, require more than a majority vote or require each class or series to vote separately, approval of the action is effective only if the requirement for the greater vote or for separate class or series voting is met.

(3)(a) If, as of January 1, 2014, an entity has shares that are listed on a national securities exchange or are regularly traded in a market that a member of a national or affiliated securities association maintains, except as provided in paragraph (b) of this subsection, each class or series of the entity's shares must separately meet the requirement to approve the action by two-thirds of the shares that are entitled to vote.

(b) If the entity has gross revenue of $200 million or less, each class or series of the entity's shares must separately meet the requirement to approve the action by a majority of the shares that are entitled to vote.

SECTION 170. The amendments to ORS 60.756 by section 169 of this 2027 Act become operative on January 1, 2030.

SECTION 171. ORS 60.758 is amended to read:

60.758. (1) In addition to any purpose set forth in or adopted in accordance with ORS 60.047 (2)(c)(A), 60.074, 63.047 or 63.074 **or section 10 or 24 of this 2027 Act**, a benefit company has the purpose of providing a general public benefit.

(2)(a) The articles of incorporation or articles of organization for a benefit company may identify a specific public benefit for the benefit company in addition to the purposes described in subsection (1) of this section. A benefit company's identification of a specific public benefit does not limit the benefit company's obligation to fulfill the purposes described in subsection (1) of this section.

(b) A benefit company may amend the articles of incorporation or articles of organization to add, amend or remove a specific public benefit in the manner otherwise provided for amending the benefit company's purpose in the articles of incorporation or articles of organization.

(3) Notwithstanding the requirement in ORS 58.076 that a professional corporation have rendering professional service as the professional corporation's sole purpose, a professional corporation that is a benefit company shall have the purposes set forth in ORS 58.076 and the purpose of providing a general public benefit. The professional corporation may identify

a specific public benefit in addition to the purposes described in this subsection.

SECTION 171a. The amendments to ORS 60.758 by section 171 of this 2027 Act become operative on January 1, 2029.

SECTION 172. ORS 60.758, as amended by section 171 of this 2027 Act, is amended to read:

60.758. (1) In addition to any purpose set forth in or adopted in accordance with ORS 60.047 (2)(c)(A)[,] **or** 60.074[*, 63.047 or 63.074*] or section 10 or 24 of this 2027 Act, a benefit company has the purpose of providing a general public benefit.

(2)(a) The articles of incorporation or articles of organization for a benefit company may identify a specific public benefit for the benefit company in addition to the purposes described in subsection (1) of this section. A benefit company's identification of a specific public benefit does not limit the benefit company's obligation to fulfill the purposes described in subsection (1) of this section.

(b) A benefit company may amend the articles of incorporation or articles of organization to add, amend or remove a specific public benefit in the manner otherwise provided for amending the benefit company's purpose in the articles of incorporation or articles of organization.

(3) Notwithstanding the requirement in ORS 58.076 that a professional corporation have rendering professional service as the professional corporation's sole purpose, a professional corporation that is a benefit company shall have the purposes set forth in ORS 58.076 and the purpose of providing a general public benefit. The professional corporation may identify a specific public benefit in addition to the purposes described in this subsection.

SECTION 173. The amendments to ORS 60.758 by section 172 of this 2027 Act become operative on January 1, 2030.

SECTION 174. ORS 60.760 is amended to read:

60.760. (1) A governor of a benefit company shall act in the best interests of the benefit company and shall discharge the governor's duties as provided for a director of a corporation in ORS 60.357, or as provided for a member or manager of a limited liability company under ORS 63.155 **or section 49 of this 2027 Act**, as appropriate for the benefit company's form of organization. In determining the best interests of the benefit company, the governor shall consider how an action of the governor or of the benefit company, or a decision not to

act, will affect:

(a) The shareholders or members of the benefit company;

(b) The employees and work force of the benefit company and the employees and work force of the benefit company's subsidiaries and suppliers;

(c) The benefit company's subsidiaries and suppliers;

(d) The interests the benefit company's customers have in receiving a portion of the general public benefit or specific public benefit that the benefit company provides;

(e) The communities that the benefit company's activities affect including, but not limited to, the communities in which the benefit company is located, operates or has offices or other facilities and in which the benefit company's subsidiaries and suppliers are located, operate or have offices or other facilities;

(f) The local and global environment;

(g) The short-term and long-term interests of the benefit company, including an interest in benefits that might accrue from the benefit company's long-term plans and the possibility that the interests of the benefit company are best served by keeping the benefit company independent; and

(h) The benefit company's ability to fulfill the benefit company's general public benefit purpose and any specific public benefit identified in the benefit company's articles of incorporation or articles of organization.

(2) A governor of a benefit company may consider how an action of the governor or of the benefit company, or decision not to act, will affect other interests the governor deems pertinent.

(3) A governor of a benefit company need not give a particular interest identified in subsection (1) or (2) of this section priority over another interest identified in subsection (1) or (2) of this section unless the benefit company's articles of incorporation or articles of organization identify an interest to which the governor must give priority.

(4) A governor's consideration under this section of the effects of an action, or a decision not to act, is in accordance with ORS 60.357 or 63.155 **or section 49 of this 2027 Act** as ORS 60.357 or 63.155 **or, as appropriate, section 49 of this 2027 Act** applies to the governor.

(5)(a) A governor of a benefit company is not personally liable for money damages as a

consequence of taking an action or deciding not to act if the governor discharged the governor's duties in accordance with this section and with ORS 60.357 or 63.155 **or, as appropriate, section 49 of this 2027 Act**, as appropriate for the benefit company's form of organization.

(b) A governor of a benefit company is not personally liable for money damages for the benefit company's failure to provide a general public benefit or a specific public benefit.

(c) A governor of a benefit company does not have a duty to a person as a consequence of the person's status as a beneficiary of the general public benefit or a specific public benefit that the benefit company provides.

SECTION 174a. The amendments to ORS 60.760 by section 174 of this 2027 Act become operative on January 1, 2029.

SECTION 175. ORS 60.760, as amended by section 174 of this 2027 Act, is amended to read:

60.760. (1) A governor of a benefit company shall act in the best interests of the benefit company and shall discharge the governor's duties as provided for a director of a corporation in ORS 60.357, or as provided for a member or manager of a limited liability company under [*ORS 63.155 or*] section 49 of this 2027 Act, as appropriate for the benefit company's form of organization. In determining the best interests of the benefit company, the governor shall consider how an action of the governor or of the benefit company, or a decision not to act, will affect:

(a) The shareholders or members of the benefit company;

(b) The employees and work force of the benefit company and the employees and work force of the benefit company's subsidiaries and suppliers;

(c) The benefit company's subsidiaries and suppliers;

(d) The interests the benefit company's customers have in receiving a portion of the general public benefit or specific public benefit that the benefit company provides;

(e) The communities that the benefit company's activities affect including, but not limited to, the communities in which the benefit company is located, operates or has offices or other facilities and in which the benefit company's subsidiaries and suppliers are located, operate or have offices or other facilities;

(f) The local and global environment;

(g) The short-term and long-term interests of the benefit company, including an interest in benefits that might accrue from the benefit company's long-term plans and the possibility that the interests of the benefit company are best served by keeping the benefit company independent; and

(h) The benefit company's ability to fulfill the benefit company's general public benefit purpose and any specific public benefit identified in the benefit company's articles of incorporation or articles of organization.

(2) A governor of a benefit company may consider how an action of the governor or of the benefit company, or decision not to act, will affect other interests the governor deems pertinent.

(3) A governor of a benefit company need not give a particular interest identified in subsection (1) or (2) of this section priority over another interest identified in subsection (1) or (2) of this section unless the benefit company's articles of incorporation or articles of organization identify an interest to which the governor must give priority.

(4) A governor's consideration under this section of the effects of an action, or a decision not to act, is in accordance with ORS 60.357 or [*63.155 or*] section 49 of this 2027 Act as ORS 60.357 or [*63.155 or, as appropriate,*] section 49 of this 2027 Act applies to the governor.

(5)(a) A governor of a benefit company is not personally liable for money damages as a consequence of taking an action or deciding not to act if the governor discharged the governor's duties in accordance with this section and with ORS 60.357 or [*63.155 or, as appropriate,*] section 49 of this 2027 Act, as appropriate for the benefit company's form of organization.

(b) A governor of a benefit company is not personally liable for money damages for the benefit company's failure to provide a general public benefit or a specific public benefit.

(c) A governor of a benefit company does not have a duty to a person as a consequence of the person's status as a beneficiary of the general public benefit or a specific public benefit that the benefit company provides.

SECTION 176. The amendments to ORS 60.760 by section 175 of this 2027 Act become operative on January 1, 2030.

SECTION 177. ORS 60.764 is amended to read:

60.764. (1) A member that has management duties with respect to a benefit company, or

an officer or a manager of a benefit company, shall act in the best interests of the benefit company and shall discharge the member's, officer's or manager's duties as provided in ORS 60.374 and 60.377 or in ORS 63.155 **or, if appropriate, as provided in section 49 of this 2027 Act**, as appropriate for the benefit company's form of organization. In addition, the member, officer or manager shall consider the effects of an action of the member, officer or manager or of the benefit company, or of a decision not to act:

(a) To the extent the member, officer or manager has the discretion to take the action or to decide not to act;

(b) If, in the member's, officer's or manager's reasonable judgment, the action or decision not to act may have a material effect on the general public benefit or a specific public benefit the benefit company provides; and

(c) In accordance with the provisions of ORS 60.760 (1) to (3) for a governor's consideration of the effects of the action or the decision not to act.

(2) A member's, officer's or manager's consideration under this section of the effects of an action, or a decision not to act, is in accordance with ORS 60.374 and 60.377 or with ORS 63.155 **or section 49 of this 2027 Act**, as appropriate for the benefit company's form of organization, as those provisions apply to a member, officer or manager of a benefit company.

(3)(a) A member, officer or manager of a benefit company is not personally liable for money damages as a consequence of taking an action or deciding not to act if the member, officer or manager discharged the member's, officer's or manager's duties in accordance with this section and with ORS 60.374 and 60.377 or with ORS 63.155 **or section 49 of this 2027 Act**, as appropriate for the benefit company's form of organization.

(b) A member, officer or manager of a benefit company is not personally liable for money damages for the benefit company's failure to provide a general public benefit or a specific public benefit.

(c) A member, officer or manager of a benefit company does not have a duty to a person as a consequence of the person's status as a beneficiary of the general public benefit or a specific public benefit that the benefit company provides.

SECTION 177a. The amendments to ORS 60.764 by section 177 of this 2027 Act become operative on January 1, 2029.

SECTION 178. ORS 60.764, as amended by section 177 of this 2027 Act, is amended to

read:

60.764. (1) A member that has management duties with respect to a benefit company, or an officer or a manager of a benefit company, shall act in the best interests of the benefit company and shall discharge the member's, officer's or manager's duties as provided in ORS 60.374 and 60.377 or in [*ORS 63.155 or, if appropriate, as provided in*] section 49 of this 2027 Act, as appropriate for the benefit company's form of organization. In addition, the member, officer or manager shall consider the effects of an action of the member, officer or manager or of the benefit company, or of a decision not to act:

(a) To the extent the member, officer or manager has the discretion to take the action or to decide not to act;

(b) If, in the member's, officer's or manager's reasonable judgment, the action or decision not to act may have a material effect on the general public benefit or a specific public benefit the benefit company provides; and

(c) In accordance with the provisions of ORS 60.760 (1) to (3) for a governor's consideration of the effects of the action or the decision not to act.

(2) A member's, officer's or manager's consideration under this section of the effects of an action, or a decision not to act, is in accordance with ORS 60.374 and 60.377 [*or with ORS 63.155*] or section 49 of this 2027 Act, as appropriate for the benefit company's form of organization, as those provisions apply to a member, officer or manager of a benefit company.

(3)(a) A member, officer or manager of a benefit company is not personally liable for money damages as a consequence of taking an action or deciding not to act if the member, officer or manager discharged the member's, officer's or manager's duties in accordance with this section and with ORS 60.374 and 60.377 or with [*ORS 63.155 or*] section 49 of this 2027 Act, as appropriate for the benefit company's form of organization.

(b) A member, officer or manager of a benefit company is not personally liable for money damages for the benefit company's failure to provide a general public benefit or a specific public benefit.

(c) A member, officer or manager of a benefit company does not have a duty to a person as a consequence of the person's status as a beneficiary of the general public benefit or a specific public benefit that the benefit company provides.

SECTION 179. The amendments to ORS 60.764 by section 178 of this 2027 Act

become operative on January 1, 2030.

SECTION 180. ORS 62.015 is amended to read:

62.015. As used in this chapter, unless the context requires otherwise:

(1) "Anniversary" means the day each year exactly one or more years after:

(a) The date on which the Secretary of State files the articles of incorporation for a cooperative.

(b) The date on which the Secretary of State files an application for authority to transact business for a foreign cooperative.

(2) "Articles" means articles of incorporation, articles of conversion or articles of merger.

(3) "Board" means board of directors.

(4) "Cooperative" means a cooperative corporation that is subject to the provisions of this chapter.

(5) "Corporation" means a corporation that is not a cooperative.

(6) "Delivery" means a method of delivery that is used in conventional commercial practice and includes hand delivery, mail delivery, commercial delivery and electronic transmission.

(7) "Domestic limited liability company" means an entity that is an unincorporated association that has one or more members and that is organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act**.

(8) "Domestic nonprofit corporation" means a corporation not for profit that is incorporated under ORS chapter 65.

(9) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(10) "Electronic signature" has the meaning given that term in ORS 84.004.

(11) "Electronic transmission" means a method of communicating information that:

(a) Does not directly involve a transfer of a physical object that embodies the communication; and

(b) Enables the recipient to store, retrieve and reproduce the information.

(12) "Foreign cooperative" means a cooperative corporation that is organized under laws other than the laws of this state.

(13) "Foreign corporation" means a corporation for profit that is incorporated under laws other than the laws of this state.

(14) "Foreign limited liability company" means an entity that is an unincorporated association organized under laws other than the laws of this state and that is organized under a statute under which an association may be formed that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(15) "Foreign nonprofit corporation" means a corporation not for profit that is organized under laws other than the laws of this state.

(16) "Foreign professional corporation" means a professional corporation that is organized under laws other than the laws of this state.

(17) "Member" means a person that is qualified and accepted for membership in a cooperative.

(18) "Membership stock" means any class of stock, continuous ownership of which is required for membership in a cooperative.

(19) "Negotiate" means to confer with another in order to come to terms.

(20) "Person" means an individual, corporation, association, firm, partnership, joint stock company, cooperative or foreign cooperative.

(21) "Shareholder" means a holder of shares of capital stock of a cooperative other than membership stock.

(22) "Signature" means a manual, facsimile, conformed or electronic signature.

SECTION 180a. The amendments to ORS 62.015 by section 180 of this 2027 Act become operative on January 1, 2029.

SECTION 181. ORS 62.015, as amended by section 180 of this 2027 Act, is amended to read:

62.015. As used in this chapter, unless the context requires otherwise:

(1) "Anniversary" means the day each year exactly one or more years after:

(a) The date on which the Secretary of State files the articles of incorporation for a cooperative.

(b) The date on which the Secretary of State files an application for authority to transact business for a foreign cooperative.

(2) "Articles" means articles of incorporation, articles of conversion or articles of merger.

(3) "Board" means board of directors.

(4) "Cooperative" means a cooperative corporation that is subject to the provisions of this chapter.

(5) "Corporation" means a corporation that is not a cooperative.

(6) "Delivery" means a method of delivery that is used in conventional commercial practice and includes hand delivery, mail delivery, commercial delivery and electronic transmission.

(7) "Domestic limited liability company" means an entity that is an unincorporated association that has one or more members and that is organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act.

(8) "Domestic nonprofit corporation" means a corporation not for profit that is incorporated under ORS chapter 65.

(9) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(10) "Electronic signature" has the meaning given that term in ORS 84.004.

(11) "Electronic transmission" means a method of communicating information that:

(a) Does not directly involve a transfer of a physical object that embodies the communication; and

(b) Enables the recipient to store, retrieve and reproduce the information.

(12) "Foreign cooperative" means a cooperative corporation that is organized under laws other than the laws of this state.

(13) "Foreign corporation" means a corporation for profit that is incorporated under laws other than the laws of this state.

(14) "Foreign limited liability company" means an entity that is an unincorporated association organized under laws other than the laws of this state and that is organized under a statute under which an association may be formed that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(15) "Foreign nonprofit corporation" means a corporation not for profit that is organized under laws other than the laws of this state.

(16) "Foreign professional corporation" means a professional corporation that is

organized under laws other than the laws of this state.

(17) "Member" means a person that is qualified and accepted for membership in a cooperative.

(18) "Membership stock" means any class of stock, continuous ownership of which is required for membership in a cooperative.

(19) "Negotiate" means to confer with another in order to come to terms.

(20) "Person" means an individual, corporation, association, firm, partnership, joint stock company, cooperative or foreign cooperative.

(21) "Shareholder" means a holder of shares of capital stock of a cooperative other than membership stock.

(22) "Signature" means a manual, facsimile, conformed or electronic signature.

SECTION 182. The amendments to ORS 62.015 by section 181 of this 2027 Act become operative on January 1, 2030.

SECTION 183. ORS 62.605 is amended to read:

62.605. As used in this section and ORS 62.607 to 62.623:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under this chapter, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 183a. The amendments to ORS 62.605 by section 183 of this 2027 Act become operative on January 1, 2029.

SECTION 184. ORS 62.605, as amended by section 183 of this 2027 Act, is amended to read:

62.605. As used in this section and ORS 62.607 to 62.623:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under this chapter, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 185. The amendments to ORS 62.605 by section 184 of this 2027 Act become operative on January 1, 2030.

SECTION 186. ORS 65.001 is amended to read:

65.001. As used in this chapter:

(1)(a) "Anniversary" means, except as provided in paragraph (b) of this subsection, the day each year that is exactly one or more years after the date on which the Secretary of State files:

(A) The articles of incorporation for a domestic corporation; or

(B) An application for authority to transact business for a foreign corporation.

(b) "Anniversary" means February 28 if an event occurs that would otherwise cause an anniversary to fall on February 29.

(2) "Appointed director" means a director who is appointed by a person other than the board of directors.

(3) "Approved by the members" or "approval by the members" means approved or ratified by members entitled to vote on an issue through either:

(a) The affirmative vote of a majority of the votes of the members represented and voting at a duly held meeting at which a quorum is present or the affirmative vote of a greater proportion including the votes of any required proportion of the members of any class as the articles of incorporation, bylaws or this chapter may provide for specified types of member action; or

(b) A written ballot or written consent in conformity with this chapter.

(4) "Articles of incorporation" means the articles of incorporation described in ORS 65.047 and corrected, amended and restated articles of incorporation.

(5) "Articles of merger" means the articles of merger described in ORS 65.491 and corrected, amended and restated articles of merger.

(6) "Board of directors" means the individual or individuals who are vested with overall management of the affairs of a domestic corporation or foreign corporation, irrespective of the name that designates the individual or individuals.

(7) "Bylaws" means a set of provisions for managing and regulating a corporation's affairs that the corporation must adopt under ORS 65.061.

(8) "Class" means a group of memberships that have the same rights, including rights that are determined by a formula that is applied uniformly, with respect to voting, dissolution, redemption and transfer.

(9) "Contact information" means a street address, a mailing address or an electronic address at which a member or director elects to receive notices and other messages from the corporation.

(10) "Corporation" means a domestic corporation or a foreign corporation.

(11) "Delegate" means a person who is elected or appointed to vote in a representative assembly for electing a director or directors or on other matters.

(12) "Deliver" means to transfer by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery and electronic transmission.

(13) "Designated director" means a director that the articles of incorporation or the bylaws designate as a director in a manner that identifies a specific individual or a group of

individuals.

(14) "Director" means an individual who acts as a member of the board of directors, who has a right to vote on questions concerning the management and regulation of a corporation's affairs and who is:

(a) An appointed director;

(b) A designated director; or

(c) A director elected by the incorporators, directors or members.

(15) "Distribution" means a payment to a person from the income or assets of a corporation, other than a payment of reasonable value to a person for property received or services performed or a payment that furthers the corporation's purposes.

(16) "Document" means:

(a) A medium that embodies information in tangible form, including any writing or written instrument; or

(b) An electronic medium that embodies information that a person may retain, retrieve and reproduce, in tangible form or otherwise.

(17) "Domestic business corporation" means a for profit corporation that is incorporated under ORS chapter 60.

(18) "Domestic corporation" means a nonprofit corporation that is not a foreign corporation and that is incorporated under or subject to the provisions of this chapter.

(19) "Domestic limited liability company" means an unincorporated association that has one or more members and that is organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act**.

(20) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(21) "Employee" means an individual that a corporation employs, including an officer or director whom the corporation employs with compensation for services beyond the services of board membership.

(22) "Entity" means a domestic corporation, foreign corporation, business corporation and foreign business corporation, profit and nonprofit unincorporated association, corporation sole, business trust, partnership, two or more persons that have a joint or common

economic interest, any state, the United States, a federally recognized Native American or American Indian tribal government and any foreign government.

(23) "Foreign business corporation" means a for profit corporation that is incorporated under laws other than the laws of the state.

(24) "Foreign corporation" means a corporation that is organized under laws other than the laws of the state and that would be a nonprofit corporation if organized under the laws of the state.

(25) "Foreign limited liability company" means an unincorporated association that is organized under laws other than the laws of the state and under a statute that permits an entity to organize and that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(26) "Foreign professional corporation" means a professional corporation that is organized under laws other than the laws of the state.

(27) "Gift instrument" means a record, including a record of a solicitation, under which a corporation holds property or under which property is granted or transferred to the corporation.

(28) "Governmental subdivision" means a unit of government, including an authority, county, district and municipality.

(29) "Individual" means a natural person, including the guardian of an incompetent individual.

(30)(a) "Member" means a person that is entitled, under a domestic corporation's or foreign corporation's articles of incorporation or bylaws, to exercise any of the rights described in ORS 65.144 without regard to whether the articles of incorporation or bylaws identify the person as a member or which other title or identity the domestic corporation or foreign corporation gives to the person.

(b) "Member" does not include:

(A) A person that does not have the rights described in ORS 65.144 or that has only one or more of the following rights:

(i) Rights granted to a delegate;

(ii) A right to designate or appoint a director or directors;

(iii) Rights that a director has;

(iv) A right to vote on only one occasion to elect a director or directors; or

(v) Rights that a person has as a consequence of holding evidence of indebtedness the corporation has issued or will issue.

(B) A person for which membership rights have been eliminated as provided in ORS 65.164 or 65.167.

(31) "Membership" means the rights and obligations a member has under this chapter.

(32) "Mutual benefit corporation" means a domestic corporation that is organized to serve and operates primarily to serve the mutual interests of a group of persons, but is not a public benefit corporation or religious corporation.

(33) "Nonprofit corporation" means a mutual benefit corporation, a public benefit corporation or a religious corporation.

(34) "Notice" means a notice described in ORS 65.034.

(35) "Person" means an individual or an entity.

(36)(a) "Principal office" means the physical street address of the place, in or out of this state, where the principal executive offices of a domestic corporation or foreign corporation are located and that is designated as the principal office in the most recent annual report filed in accordance with ORS 65.787 or, if no annual report is on file, in the articles of incorporation or the application for authority to transact business in this state.

(b) "Principal office" does not include a mail forwarding business, a virtual office or a commercial mail receiving agency, except that a commercial mail receiving agency is a principal office if the physical street address of the principal executive offices of the domestic or foreign corporation is the same as the physical street address of the commercial mail receiving agency.

(37) "Proceeding" means a civil, criminal, administrative or investigatory action.

(38) "Public benefit corporation" means a domestic corporation that:

(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is designated as a public benefit corporation by a statute, is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code or is otherwise organized for a public or charitable purpose;

(b) Is restricted so that on dissolution the corporation must distribute the corporation's assets to an organization that is organized for a public or charitable purpose, a religious corporation, the United States, a state or a person that is recognized as exempt under section 501(c)

(3) of the Internal Revenue Code of 1986; and

(c) Is not a religious corporation.

(39) "Record date" means the date established under ORS 65.131 to 65.177 or 65.201 to 65.254 on which a corporation determines the identity of the corporation's members and the members' membership rights for the purposes of this chapter.

(40) "Religious corporation" means a domestic corporation that is formed as a religious corporation under ORS 65.044 to 65.067, is designated a religious corporation by a statute or is organized primarily or exclusively for religious purposes.

(41) "Remote communication" means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

(42) "Secretary," when used in the context of a corporate official, means the corporate officer to whom the board of directors has delegated responsibility under ORS 65.371 for preparing the minutes of the board of directors' meetings and membership meetings and for authenticating the records of the corporation.

(43) "Shell entity" means an entity that has the characteristics described in ORS 65.661.

(44) "Sign" means to indicate a present intent to authenticate or adopt a document by:

(a) Affixing a symbol to the document;

(b) Inscribing or affixing a manual, facsimile or conformed signature on the document; or

(c) Attaching to, or logically associating with, an electronic transmission any electronic sound, symbol or process, including an electronic signature.

(45) "State," when referring to a part of the United States, means a state, commonwealth, territory or insular possession of the United States and the agencies and governmental subdivisions of the state, commonwealth, territory or insular possession.

(46) "Uncompensated officer" means an individual who serves in an office without compensation other than payment solely for actual expenses the individual incurs in performing duties of the individual's office or payment for the average expenses the individual incurs over the course of a year.

(47) "United States" means the federal government or a district, authority, bureau, commission, department or any other agency of the United States.

(48) "Vote" means an authorization by written ballot or written consent, where permitted, or by another method that a corporation specifies as an authorization.

(49) "Voting power" means the total number of votes entitled to be cast on an issue at the time the determination of voting power is made, excluding a vote that is contingent upon a condition or event occurring that has not occurred at the time.

(50) "Written" means embodied as a document.

SECTION 186a. The amendments to ORS 65.001 by section 186 of this 2027 Act become operative on January 1, 2029.

SECTION 187. ORS 65.001, as amended by section 186 of this 2027 Act, is amended to read:

65.001. As used in this chapter:

(1)(a) "Anniversary" means, except as provided in paragraph (b) of this subsection, the day each year that is exactly one or more years after the date on which the Secretary of State files:

(A) The articles of incorporation for a domestic corporation; or

(B) An application for authority to transact business for a foreign corporation.

(b) "Anniversary" means February 28 if an event occurs that would otherwise cause an anniversary to fall on February 29.

(2) "Appointed director" means a director who is appointed by a person other than the board of directors.

(3) "Approved by the members" or "approval by the members" means approved or ratified by members entitled to vote on an issue through either:

(a) The affirmative vote of a majority of the votes of the members represented and voting at a duly held meeting at which a quorum is present or the affirmative vote of a greater proportion including the votes of any required proportion of the members of any class as the articles of incorporation, bylaws or this chapter may provide for specified types of member action; or

(b) A written ballot or written consent in conformity with this chapter.

(4) "Articles of incorporation" means the articles of incorporation described in ORS

65.047 and corrected, amended and restated articles of incorporation.

(5) "Articles of merger" means the articles of merger described in ORS 65.491 and corrected, amended and restated articles of merger.

(6) "Board of directors" means the individual or individuals who are vested with overall management of the affairs of a domestic corporation or foreign corporation, irrespective of the name that designates the individual or individuals.

(7) "Bylaws" means a set of provisions for managing and regulating a corporation's affairs that the corporation must adopt under ORS 65.061.

(8) "Class" means a group of memberships that have the same rights, including rights that are determined by a formula that is applied uniformly, with respect to voting, dissolution, redemption and transfer.

(9) "Contact information" means a street address, a mailing address or an electronic address at which a member or director elects to receive notices and other messages from the corporation.

(10) "Corporation" means a domestic corporation or a foreign corporation.

(11) "Delegate" means a person who is elected or appointed to vote in a representative assembly for electing a director or directors or on other matters.

(12) "Deliver" means to transfer by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery and electronic transmission.

(13) "Designated director" means a director that the articles of incorporation or the bylaws designate as a director in a manner that identifies a specific individual or a group of individuals.

(14) "Director" means an individual who acts as a member of the board of directors, who has a right to vote on questions concerning the management and regulation of a corporation's affairs and who is:

(a) An appointed director;

(b) A designated director; or

(c) A director elected by the incorporators, directors or members.

(15) "Distribution" means a payment to a person from the income or assets of a corporation, other than a payment of reasonable value to a person for property received or services

performed or a payment that furthers the corporation's purposes.

(16) "Document" means:

(a) A medium that embodies information in tangible form, including any writing or written instrument; or

(b) An electronic medium that embodies information that a person may retain, retrieve and reproduce, in tangible form or otherwise.

(17) "Domestic business corporation" means a for profit corporation that is incorporated under ORS chapter 60.

(18) "Domestic corporation" means a nonprofit corporation that is not a foreign corporation and that is incorporated under or subject to the provisions of this chapter.

(19) "Domestic limited liability company" means an unincorporated association that has one or more members and that is organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act.

(20) "Domestic professional corporation" means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(21) "Employee" means an individual that a corporation employs, including an officer or director whom the corporation employs with compensation for services beyond the services of board membership.

(22) "Entity" means a domestic corporation, foreign corporation, business corporation and foreign business corporation, profit and nonprofit unincorporated association, corporation sole, business trust, partnership, two or more persons that have a joint or common economic interest, any state, the United States, a federally recognized Native American or American Indian tribal government and any foreign government.

(23) "Foreign business corporation" means a for profit corporation that is incorporated under laws other than the laws of the state.

(24) "Foreign corporation" means a corporation that is organized under laws other than the laws of the state and that would be a nonprofit corporation if organized under the laws of the state.

(25) "Foreign limited liability company" means an unincorporated association that is organized under laws other than the laws of the state and under a statute that permits an entity

to organize and that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(26) "Foreign professional corporation" means a professional corporation that is organized under laws other than the laws of the state.

(27) "Gift instrument" means a record, including a record of a solicitation, under which a corporation holds property or under which property is granted or transferred to the corporation.

(28) "Governmental subdivision" means a unit of government, including an authority, county, district and municipality.

(29) "Individual" means a natural person, including the guardian of an incompetent individual.

(30)(a) "Member" means a person that is entitled, under a domestic corporation's or foreign corporation's articles of incorporation or bylaws, to exercise any of the rights described in ORS 65.144 without regard to whether the articles of incorporation or bylaws identify the person as a member or which other title or identity the domestic corporation or foreign corporation gives to the person.

(b) "Member" does not include:

(A) A person that does not have the rights described in ORS 65.144 or that has only one or more of the following rights:

(i) Rights granted to a delegate;

(ii) A right to designate or appoint a director or directors;

(iii) Rights that a director has;

(iv) A right to vote on only one occasion to elect a director or directors; or

(v) Rights that a person has as a consequence of holding evidence of indebtedness the corporation has issued or will issue.

(B) A person for which membership rights have been eliminated as provided in ORS 65.164 or 65.167.

(31) "Membership" means the rights and obligations a member has under this chapter.

(32) "Mutual benefit corporation" means a domestic corporation that is organized to serve and operates primarily to serve the mutual interests of a group of persons, but is not a public benefit corporation or religious corporation.

(33) "Nonprofit corporation" means a mutual benefit corporation, a public benefit corporation or a religious corporation.

(34) "Notice" means a notice described in ORS 65.034.

(35) "Person" means an individual or an entity.

(36)(a) "Principal office" means the physical street address of the place, in or out of this state, where the principal executive offices of a domestic corporation or foreign corporation are located and that is designated as the principal office in the most recent annual report filed in accordance with ORS 65.787 or, if no annual report is on file, in the articles of incorporation or the application for authority to transact business in this state.

(b) "Principal office" does not include a mail forwarding business, a virtual office or a commercial mail receiving agency, except that a commercial mail receiving agency is a principal office if the physical street address of the principal executive offices of the domestic or foreign corporation is the same as the physical street address of the commercial mail receiving agency.

(37) "Proceeding" means a civil, criminal, administrative or investigatory action.

(38) "Public benefit corporation" means a domestic corporation that:

(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is designated as a public benefit corporation by a statute, is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code or is otherwise organized for a public or charitable purpose;

(b) Is restricted so that on dissolution the corporation must distribute the corporation's assets to an organization that is organized for a public or charitable purpose, a religious corporation, the United States, a state or a person that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986; and

(c) Is not a religious corporation.

(39) "Record date" means the date established under ORS 65.131 to 65.177 or 65.201 to 65.254 on which a corporation determines the identity of the corporation's members and the members' membership rights for the purposes of this chapter.

(40) "Religious corporation" means a domestic corporation that is formed as a religious corporation under ORS 65.044 to 65.067, is designated a religious corporation by a statute or is organized primarily or exclusively for religious purposes.

(41) "Remote communication" means any method by which a person that is not

physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person's authorization to participate or vote.

(42) "Secretary," when used in the context of a corporate official, means the corporate officer to whom the board of directors has delegated responsibility under ORS 65.371 for preparing the minutes of the board of directors' meetings and membership meetings and for authenticating the records of the corporation.

(43) "Shell entity" means an entity that has the characteristics described in ORS 65.661.

(44) "Sign" means to indicate a present intent to authenticate or adopt a document by:

(a) Affixing a symbol to the document;

(b) Inscribing or affixing a manual, facsimile or conformed signature on the document; or

(c) Attaching to, or logically associating with, an electronic transmission any electronic sound, symbol or process, including an electronic signature.

(45) "State," when referring to a part of the United States, means a state, commonwealth, territory or insular possession of the United States and the agencies and governmental subdivisions of the state, commonwealth, territory or insular possession.

(46) "Uncompensated officer" means an individual who serves in an office without compensation other than payment solely for actual expenses the individual incurs in performing duties of the individual's office or payment for the average expenses the individual incurs over the course of a year.

(47) "United States" means the federal government or a district, authority, bureau, commission, department or any other agency of the United States.

(48) "Vote" means an authorization by written ballot or written consent, where permitted, or by another method that a corporation specifies as an authorization.

(49) "Voting power" means the total number of votes entitled to be cast on an issue at the time the determination of voting power is made, excluding a vote that is contingent upon a condition or event occurring that has not occurred at the time.

(50) "Written" means embodied as a document.

SECTION 188. The amendments to ORS 65.001 by section 187 of this 2027 Act

become operative on January 1, 2030.

SECTION 189. ORS 67.340 is amended to read:

67.340. As used in ORS 67.340 to 67.365:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by this chapter, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "General partner" means a partner in a partnership and a general partner in a limited partnership.

(3) "Limited partner" means a limited partner in a limited partnership.

(4) "Limited partnership" means a limited partnership created under ORS chapter 70, predecessor law or comparable law of another jurisdiction.

(5) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(6) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) Partner of a limited partnership.

(7) "Partner" includes both a general partner and a limited partner.

SECTION 189a. The amendments to ORS 67.340 by section 189 of this 2027 Act become operative on January 1, 2029.

SECTION 190. ORS 67.340, as amended by section 189 of this 2027 Act, is amended to read:

67.340. As used in ORS 67.340 to 67.365:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by this chapter, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under ORS chapter 70, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "General partner" means a partner in a partnership and a general partner in a limited partnership.

(3) "Limited partner" means a limited partner in a limited partnership.

(4) "Limited partnership" means a limited partnership created under ORS chapter 70, predecessor law or comparable law of another jurisdiction.

(5) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(6) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) Partner of a limited partnership.

(7) "Partner" includes both a general partner and a limited partner.

SECTION 191. The amendments to ORS 67.340 by section 190 of this 2027 Act become operative on January 1, 2030.

SECTION 192. ORS 70.005 is amended to read:

70.005. As used in this chapter:

(1) "Certificate of limited partnership" means the certificate referred to in ORS 70.075, and the certificate as amended, articles of conversion and articles of merger.

(2) "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, that a partner contributes to a limited partnership in the capacity as a partner.

(3) "Corporation" or "domestic corporation" means a corporation for profit incorporated under ORS chapter 60.

(4) "Domestic limited liability company" means an entity that is an unincorporated association having one or more members and that is organized under ORS chapter 63 **or**

sections 1 to 125 of this 2027 Act.

(5) "Domestic nonprofit corporation" means a corporation not for profit incorporated under ORS chapter 65.

(6) "Domestic professional corporation" means a corporation organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(7) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in ORS 70.180.

(8) "Foreign corporation" means a corporation for profit incorporated under laws other than the laws of this state.

(9) "Foreign limited liability company" means an entity that is an unincorporated association organized under laws other than the laws of this state and that is organized under a statute under which an association may be formed that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(10) "Foreign limited partnership" means a partnership formed under laws other than the laws of this state and having as partners one or more general partners and one or more limited partners.

(11) "Foreign nonprofit corporation" means a corporation not for profit organized under laws other than the laws of this state.

(12) "Foreign professional corporation" means a professional corporation organized under laws other than the laws of this state.

(13) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

(14) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

(15) "Limited partnership" and "domestic limited partnership" mean a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.

(16) "Partner" means a limited or general partner.

(17) "Partnership agreement" means any valid agreement, written or oral, of the partners

as to the affairs of a limited partnership and the conduct of the business of the limited partnership.

(18) "Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

(19) "Person" means an individual, partnership, limited partnership (domestic or foreign), association or corporation.

SECTION 192a. The amendments to ORS 70.005 by section 192 of this 2027 Act become operative on January 1, 2029.

SECTION 193. ORS 70.005, as amended by section 192 of this 2027 Act, is amended to read:

70.005. As used in this chapter:

(1) "Certificate of limited partnership" means the certificate referred to in ORS 70.075, and the certificate as amended, articles of conversion and articles of merger.

(2) "Contribution" means any cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services, that a partner contributes to a limited partnership in the capacity as a partner.

(3) "Corporation" or "domestic corporation" means a corporation for profit incorporated under ORS chapter 60.

(4) "Domestic limited liability company" means an entity that is an unincorporated association having one or more members and that is organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act.

(5) "Domestic nonprofit corporation" means a corporation not for profit incorporated under ORS chapter 65.

(6) "Domestic professional corporation" means a corporation organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(7) "Event of withdrawal of a general partner" means an event that causes a person to cease to be a general partner as provided in ORS 70.180.

(8) "Foreign corporation" means a corporation for profit incorporated under laws other than the laws of this state.

(9) "Foreign limited liability company" means an entity that is an unincorporated

association organized under laws other than the laws of this state and that is organized under a statute under which an association may be formed that affords to each of the entity's members limited liability with respect to liabilities of the entity.

(10) "Foreign limited partnership" means a partnership formed under laws other than the laws of this state and having as partners one or more general partners and one or more limited partners.

(11) "Foreign nonprofit corporation" means a corporation not for profit organized under laws other than the laws of this state.

(12) "Foreign professional corporation" means a professional corporation organized under laws other than the laws of this state.

(13) "General partner" means a person who has been admitted to a limited partnership as a general partner in accordance with the partnership agreement and named in the certificate of limited partnership as a general partner.

(14) "Limited partner" means a person who has been admitted to a limited partnership as a limited partner in accordance with the partnership agreement.

(15) "Limited partnership" and "domestic limited partnership" mean a partnership formed by two or more persons under the laws of this state and having one or more general partners and one or more limited partners.

(16) "Partner" means a limited or general partner.

(17) "Partnership agreement" means any valid agreement, written or oral, of the partners as to the affairs of a limited partnership and the conduct of the business of the limited partnership.

(18) "Partnership interest" means a partner's share of the profits and losses of a limited partnership and the right to receive distributions of partnership assets.

(19) "Person" means an individual, partnership, limited partnership (domestic or foreign), association or corporation.

SECTION 194. The amendments to ORS 70.005 by section 193 of this 2027 Act become operative on January 1, 2030.

SECTION 195. ORS 70.500 is amended to read:

70.500. As used in ORS 70.500 to 70.540:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under this chapter, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 195a. The amendments to ORS 70.500 by section 195 of this 2027 Act become operative on January 1, 2029.

SECTION 196. ORS 70.500, as amended by section 195 of this 2027 Act, is amended to read:

70.500. As used in ORS 70.500 to 70.540:

(1) "Business entity" means:

(a) Any of the following for-profit entities:

(A) A professional corporation organized under ORS chapter 58, predecessor law or comparable law of another jurisdiction;

(B) A corporation organized under ORS chapter 60, predecessor law or comparable law of another jurisdiction;

(C) A limited liability company organized under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act or comparable law of another jurisdiction;

(D) A partnership organized in Oregon after January 1, 1998, or that is registered as a limited liability partnership, or that has elected to be governed by ORS chapter 67, and a partnership governed by law of another jurisdiction that expressly provides for conversions and mergers; and

(E) A limited partnership organized under this chapter, predecessor law or comparable law of another jurisdiction; and

(b) A cooperative organized under ORS chapter 62, predecessor law or comparable law of another jurisdiction.

(2) "Organizational document" means the following for an Oregon business entity or, for a foreign business entity, a document equivalent to the following:

(a) In the case of a corporation, professional corporation or cooperative, articles of incorporation;

(b) In the case of a limited liability company, articles of organization;

(c) In the case of a partnership, a partnership agreement and, for a limited liability partnership, its registration; and

(d) In the case of a limited partnership, a certificate of limited partnership.

(3) "Owner" means a:

(a) Shareholder of a corporation or of a professional corporation;

(b) Member or shareholder of a cooperative;

(c) Member of a limited liability company;

(d) Partner of a partnership; and

(e) General partner or limited partner of a limited partnership.

SECTION 197. The amendments to ORS 70.500 by section 196 of this 2027 Act become operative on January 1, 2030.

SECTION 198. ORS 93.269 is amended to read:

93.269. (1) An instrument that conveys, or contracts to convey, a fee simple interest in real property may not cause, or purport to cause, a declaration or covenant to be filed or recorded against the title to the real property if the declaration or covenant requires, or purports to require, the payment of a fee, commission or other payment to the declarant or to another person specified in the declaration or covenant, or to the declarant's or other person's successors or assigns, upon a transfer of a fee simple interest in the property.

(2) A declaration or covenant that requires, or purports to require, the payment of a fee, commission or other payment upon the transfer of a fee simple interest in real property to the declarant or other person specified in the declaration or covenant, or to the declarant's or other person's successors or assigns, upon a transfer of a fee simple interest in the property or that otherwise violates subsection (1) of this section, is void.

(3) Subsections (1) and (2) of this section do not apply to the following:

(a) An instrument that conveys or contracts to convey a fee simple interest in real property that provides for a grantee to pay consideration to a grantor for the interest in real property being transferred, including but not limited to any subsequent additional consideration for the property the grantee must pay based upon any subsequent appreciation, development or sale of the property.

(b) A requirement in a mortgage loan agreement for paying mortgage principal, interest and fees upon sale of the property by the mortgagee.

(c) A limited liability company, limited liability partnership, corporation, joint venture or partnership agreement in which a member, shareholder, joint venturer or partner contributes real property to the limited liability company, limited liability partnership, corporation, joint venture or partnership.

(d) An agreement that provides for a series of related transfers of the fee simple interest in a real property, if the agreement identifies with specificity the price of the transferred interest, all consideration given, party names and other essential terms for each transfer of

interest that is part of the series.

(e) An affordable housing covenant, servitude, easement, condition or restriction in a deed, declaration, land sale contract, loan agreement, promissory note, trust deed, mortgage, security agreement or other instrument, including but not limited to instruments created as provided under ORS 456.270 to 456.295 if:

(A) The proceeds of any fee, commission or other payment to a declarant or to another person specified in the instrument, or to the declarant's or other person's successors or assigns, are used exclusively to benefit the property, or to support activities that directly benefit the residents of the property, that is subject to the instrument; and

(B) The instrument is executed by:

(i) A public body as defined in ORS 174.109;

(ii) An agency of the United States;

(iii) A public benefit corporation, religious corporation or foreign corporation, all as defined in ORS 65.001, if the purposes of the corporation include providing affordable housing for low income households and moderate income households as those terms are defined in ORS 456.270;

(iv) A limited liability company, as defined in ORS 63.001 **or, if appropriate, in section 2 of this 2027 Act**, that has a membership composed of one or more corporations described in sub-subparagraph (iii) of this subparagraph;

(v) A consumer housing cooperative as defined in ORS 456.548;

(vi) A manufactured dwelling park nonprofit cooperative, as defined in ORS 62.803; or

(vii) A federally recognized Indian tribe.

(f) A requirement for the payment of a fee to:

(A) A homeowners association as defined in ORS 94.550;

(B) An association of unit owners as defined in ORS 100.005;

(C) A managing entity of a timeshare plan, as those terms are defined in ORS 94.803;

(D) Any other owners' association that is governed by recorded covenants, conditions and restrictions; or

(E) An agent for an association or managing entity described in subparagraphs (A) to (D) of this paragraph.

(g) An agreement between a real estate licensee and a grantor or grantee that provides for

any commission payable to the real estate licensee for the transfer of the real property.

SECTION 198a. The amendments to ORS 93.269 by section 198 of this 2027 Act become operative on January 1, 2029.

SECTION 199. ORS 93.269, as amended by section 198 of this 2027 Act, is amended to read:

93.269. (1) An instrument that conveys, or contracts to convey, a fee simple interest in real property may not cause, or purport to cause, a declaration or covenant to be filed or recorded against the title to the real property if the declaration or covenant requires, or purports to require, the payment of a fee, commission or other payment to the declarant or to another person specified in the declaration or covenant, or to the declarant's or other person's successors or assigns, upon a transfer of a fee simple interest in the property.

(2) A declaration or covenant that requires, or purports to require, the payment of a fee, commission or other payment upon the transfer of a fee simple interest in real property to the declarant or other person specified in the declaration or covenant, or to the declarant's or other person's successors or assigns, upon a transfer of a fee simple interest in the property or that otherwise violates subsection (1) of this section, is void.

(3) Subsections (1) and (2) of this section do not apply to the following:

(a) An instrument that conveys or contracts to convey a fee simple interest in real property that provides for a grantee to pay consideration to a grantor for the interest in real property being transferred, including but not limited to any subsequent additional consideration for the property the grantee must pay based upon any subsequent appreciation, development or sale of the property.

(b) A requirement in a mortgage loan agreement for paying mortgage principal, interest and fees upon sale of the property by the mortgagee.

(c) A limited liability company, limited liability partnership, corporation, joint venture or partnership agreement in which a member, shareholder, joint venturer or partner contributes real property to the limited liability company, limited liability partnership, corporation, joint venture or partnership.

(d) An agreement that provides for a series of related transfers of the fee simple interest in a real property, if the agreement identifies with specificity the price of the transferred interest, all consideration given, party names and other essential terms for each transfer of

interest that is part of the series.

(e) An affordable housing covenant, servitude, easement, condition or restriction in a deed, declaration, land sale contract, loan agreement, promissory note, trust deed, mortgage, security agreement or other instrument, including but not limited to instruments created as provided under ORS 456.270 to 456.295 if:

(A) The proceeds of any fee, commission or other payment to a declarant or to another person specified in the instrument, or to the declarant's or other person's successors or assigns, are used exclusively to benefit the property, or to support activities that directly benefit the residents of the property, that is subject to the instrument; and

(B) The instrument is executed by:

(i) A public body as defined in ORS 174.109;

(ii) An agency of the United States;

(iii) A public benefit corporation, religious corporation or foreign corporation, all as defined in ORS 65.001, if the purposes of the corporation include providing affordable housing for low income households and moderate income households as those terms are defined in ORS 456.270;

(iv) A limited liability company, as defined in [*ORS 63.001 or, if appropriate, in*] section 2 of this 2027 Act, that has a membership composed of one or more corporations described in sub-subparagraph (iii) of this subparagraph;

(v) A consumer housing cooperative as defined in ORS 456.548;

(vi) A manufactured dwelling park nonprofit cooperative, as defined in ORS 62.803; or

(vii) A federally recognized Indian tribe.

(f) A requirement for the payment of a fee to:

(A) A homeowners association as defined in ORS 94.550;

(B) An association of unit owners as defined in ORS 100.005;

(C) A managing entity of a timeshare plan, as those terms are defined in ORS 94.803;

(D) Any other owners' association that is governed by recorded covenants, conditions and restrictions; or

(E) An agent for an association or managing entity described in subparagraphs (A) to (D) of this paragraph.

(g) An agreement between a real estate licensee and a grantor or grantee that provides for

any commission payable to the real estate licensee for the transfer of the real property.

SECTION 200. The amendments to ORS 93.269 by section 199 of this 2027 Act become operative on January 1, 2030.

SECTION 201. ORS 314.840, as amended by section 6, chapter 87, Oregon Laws 2026, is amended to read:

314.840. (1) The Department of Revenue may:

(a) Furnish any taxpayer, representative authorized to represent the taxpayer under ORS 305.239 or section 2, chapter 87, Oregon Laws 2026, or person designated by the taxpayer under ORS 305.193, upon request of the taxpayer, representative or designee, with a copy of the taxpayer's income tax return filed with the department for any year, or with a copy of any report filed by the taxpayer in connection with the return, or with any other information the department considers necessary.

(b) Publish lists of taxpayers who are entitled to unclaimed tax refunds.

(c) Publish statistics so classified as to prevent the identification of income or any particulars contained in any report or return.

(d) Disclose a taxpayer's name, address, telephone number, refund amount, amount due, Social Security number, employer identification number or other taxpayer identification number to the extent necessary in connection with collection activities or the processing and mailing of correspondence or of forms for any report or return required in the administration of any local tax under ORS 305.620 or any law imposing a tax upon or measured by net income.

(2) The department also may disclose and give access to information described in ORS 314.835 to:

(a) The Governor of the State of Oregon or the authorized representative of the Governor with respect to an individual who is designated as being under consideration for appointment or reappointment to an office or for employment in the office of the Governor. The information disclosed shall be confined to whether the individual:

(A) Has filed returns with respect to the taxes imposed by ORS chapter 316 for those of not more than the three immediately preceding years for which the individual was required to file an Oregon individual income tax return.

(B) Has failed to pay any tax within 30 days from the date of mailing of a deficiency

notice or otherwise respond to a deficiency notice within 30 days of its mailing.

(C) Has been assessed any penalty under the Oregon personal income tax laws and the nature of the penalty.

(D) Has been or is under investigation for possible criminal offenses under the Oregon personal income tax laws. Information disclosed pursuant to this paragraph shall be used only for the purpose of making the appointment, reappointment or decision to employ or not to employ the individual in the office of the Governor.

(b) An officer or employee of the Oregon Department of Administrative Services duly authorized or employed to prepare revenue estimates, or a person contracting with the Oregon Department of Administrative Services to prepare revenue estimates, in the preparation of revenue estimates required for the Governor's budget under ORS 291.201 to 291.224, or required for submission to the Emergency Board or the Joint Interim Committee on Ways and Means, or if the Legislative Assembly is in session, to the Joint Committee on Ways and Means, and to the Legislative Revenue Officer or Legislative Fiscal Officer under ORS 291.342, 291.348 and 291.445. The Department of Revenue shall disclose and give access to the information described in ORS 314.835 for the purposes of this paragraph only if:

(A) The request for information is made in writing, specifies the purposes for which the request is made and is signed by an authorized representative of the Oregon Department of Administrative Services. The form for request for information shall be prescribed by the Oregon Department of Administrative Services and approved by the Director of the Department of Revenue.

(B) The officer, employee or person receiving the information does not remove from the premises of the Department of Revenue any materials that would reveal the identity of a personal or corporate taxpayer.

(c) The Commissioner of Internal Revenue or authorized representative, for tax administration and compliance purposes only.

(d) For tax administration and compliance purposes, the proper officer or authorized representative of any of the following entities that has or is governed by a provision of law that meets the requirements of any applicable provision of the Internal Revenue Code as to confidentiality:

(A) A state;

(B) A city, county or other political subdivision of a state;

(C) The District of Columbia; or

(D) An association established exclusively to provide services to federal, state or local taxing authorities.

(e) The Multistate Tax Commission or its authorized representatives, for tax administration and compliance purposes only. The Multistate Tax Commission may make the information available to the Commissioner of Internal Revenue or the proper officer or authorized representative of any governmental entity described in and meeting the qualifications of paragraph (d) of this subsection.

(f) The Attorney General, assistants and employees in the Department of Justice, or other legal representative of the State of Oregon, to the extent the department deems disclosure or access necessary for the performance of the duties of advising or representing the department pursuant to ORS 180.010 to 180.240 and the tax laws of the state.

(g) Employees of the State of Oregon, other than of the Department of Revenue or Department of Justice, to the extent the department deems disclosure or access necessary for such employees to perform their duties under contracts or agreements between the department and any other department, agency or subdivision of the State of Oregon, in the department's administration of the tax laws.

(h) Other persons, partnerships, corporations and other legal entities, and their employees, to the extent the department deems disclosure or access necessary for the performance of such others' duties under contracts or agreements between the department and such legal entities, in the department's administration of the tax laws.

(i) The Legislative Revenue Officer or authorized representatives upon compliance with ORS 173.850. Such officer or representative shall not remove from the premises of the department any materials that would reveal the identity of any taxpayer or any other person.

(j) The Department of Consumer and Business Services, to the extent the department requires such information to determine whether it is appropriate to adjust those workers' compensation benefits the amount of which is based pursuant to ORS chapter 656 on the amount of wages or earned income received by an individual.

(k) Any agency of the State of Oregon, or any person, or any officer or employee of such agency or person to whom disclosure or access is given by state law and not otherwise

referred to in this section, including but not limited to the Secretary of State as Auditor of Public Accounts under Article VI, section 2, of the Oregon Constitution; the Department of Human Services pursuant to ORS 412.094; the Division of Child Support of the Department of Justice and district attorney regarding cases for which they are providing child support services under ORS 25.080; the State Board of Tax Practitioners, pursuant to ORS 673.710; and the Oregon Board of Accountancy, pursuant to ORS 673.415.

(L) The Director of the Department of Consumer and Business Services to determine that a person complies with ORS chapter 656 and the Director of the Employment Department to determine that a person complies with ORS chapters 657 and 657B, the following employer information:

(A) Identification numbers.

(B) Names and addresses.

(C) Inception date as employer.

(D) Nature of business.

(E) Entity changes.

(F) Date of last payroll.

(m) The Director of the Oregon Health Authority to determine that a person has the ability to pay for care that includes services provided by the Oregon State Hospital, or the Oregon Health Authority to collect any unpaid cost of care as provided by ORS chapter 179.

(n) Employees of the Employment Department:

(A) To the extent the Department of Revenue deems that the disclosure of or access to information on a combined tax report filed under ORS 316.168, an annual report filed under ORS 316.202 or a return filed under ORS 314.360 is necessary for the performance of the department's duties in administering and enforcing the tax imposed by ORS chapter 657 and the family and medical leave insurance program under ORS chapter 657B; or

(B) To the extent the Department of Revenue deems that the disclosure of or access to the information is helpful for the performance of the department's duties in administering and enforcing the tax imposed by ORS chapter 657 and the family and medical leave insurance program under ORS chapter 657B and for detecting the occurrence of identity theft or fraud through the examination of the following taxpayer particulars:

(i) Individual taxpayer identification number.

(ii) Name, address and date of birth.

(iii) Employer name, employer identification number and amount of wages paid.

(iv) Self-employment income amount and source.

(v) Other particulars of the return as defined in ORS 314.835, at the discretion of the Director of the Department of Revenue, on a case-by-case basis.

(o) The State Fire Marshal to assist the State Fire Marshal in carrying out duties, functions and powers under ORS 453.307 to 453.414, the employer or agent name, address, telephone number and standard industrial classification, if available.

(p) Employees of the Department of State Lands or State Treasurer for the purposes of returning unclaimed property and identifying, locating and publishing lists of taxpayers entitled to unclaimed refunds under ORS 98.302 to 98.436.

(q) In addition to the disclosure allowed under ORS 305.225, state or local law enforcement agencies to assist in the investigation or prosecution of the following criminal activities:

(A) Mail theft of a check, in which case the information that may be disclosed shall be limited to the stolen document, the name, address and taxpayer identification number of the payee, the amount of the check and the date printed on the check.

(B) The counterfeiting, forging or altering of a check submitted by a taxpayer to the Department of Revenue or issued by the Department of Revenue to a taxpayer, in which case the information that may be disclosed shall be limited to the counterfeit, forged or altered document, the name, address and taxpayer identification number of the payee, the amount of the check, the date printed on the check and the altered name and address.

(r) The United States Postal Inspection Service or a federal law enforcement agency, including but not limited to the United States Department of Justice, to assist in the investigation of the following criminal activities:

(A) Mail theft of a check, in which case the information that may be disclosed shall be limited to the stolen document, the name, address and taxpayer identification number of the payee, the amount of the check and the date printed on the check.

(B) The counterfeiting, forging or altering of a check submitted by a taxpayer to the Department of Revenue or issued by the Department of Revenue to a taxpayer, in which case the information that may be disclosed shall be limited to the counterfeit, forged or altered

document, the name, address and taxpayer identification number of the payee, the amount of the check, the date printed on the check and the altered name and address.

(s) The United States Financial Management Service, for purposes of facilitating the offsets described in ORS 305.612.

(t) A municipal corporation of this state for purposes of assisting the municipal corporation in the administration of a tax of the municipal corporation that is imposed on or measured by income, wages or net earnings from self-employment. Any disclosure under this paragraph may be made only pursuant to a written agreement between the Department of Revenue and the municipal corporation that ensures the confidentiality of the information disclosed.

(u) A consumer reporting agency, to the extent necessary to carry out the purposes of ORS 314.843.

(v) The Public Employees Retirement Board, to the extent necessary to carry out the purposes of ORS 238.372 to 238.384, and to any public employer, to the extent necessary to carry out the purposes of ORS 237.635 (3) and 237.637 (2).

(w) The Secretary of State for the purpose of initiating or supporting a recommendation under ORS 60.032 (3) or 63.032 (3) **or section 66 of this 2027 Act** to administratively dissolve a corporation or limited liability company that the Director of the Department of Revenue determines has failed to comply with applicable tax laws of the state.

(x)(A) A multijurisdictional information sharing organization formed with oversight by the Internal Revenue Service to combat identity theft and fraud, if the Department of Revenue is a member of the organization; and

(B) Tax preparation software vendors that are members of an organization described in subparagraph (A) of this paragraph, if information described in ORS 314.835 is shared for the purpose of investigating industry leads of potential identity theft or fraud.

(y) The State Treasurer, for the purpose of providing employer responses, as indicated on annual withholding reports submitted to the Department of Revenue, about whether an employer offers a qualified retirement savings plan as listed in ORS 178.215.

(z) The Oregon 529 Savings Board, for the purpose of facilitating the establishment of accounts by personal income taxpayers under ORS 178.335 within the Oregon 529 Savings Network through the use of income tax return forms.

(3)(a) Each officer or employee of the department and each person described or referred to in subsection (2)(a), (b), (f) to (L), (n) to (q) or (w) of this section to whom disclosure or access to the tax information is given under subsection (2) of this section or any other provision of state law, prior to beginning employment or the performance of duties involving such disclosure or access, shall be advised in writing of the provisions of ORS 314.835 and 314.991, relating to penalties for the violation of ORS 314.835, and shall as a condition of employment or performance of duties execute a certificate for the department, in a form prescribed by the department, stating in substance that the person has read these provisions of law, that the person has had them explained and that the person is aware of the penalties for the violation of ORS 314.835.

(b) The disclosure authorized in subsection (2)(r) of this section shall be made only after a written agreement has been entered into between the Department of Revenue and the person described in subsection (2)(r) of this section to whom disclosure or access to the tax information is given, providing that:

(A) Any information described in ORS 314.835 that is received by the person pursuant to subsection (2)(r) of this section is confidential information that may not be disclosed, except to the extent necessary to investigate or prosecute the criminal activities described in subsection (2)(r) of this section;

(B) The information shall be protected as confidential under applicable federal and state laws; and

(C) The United States Postal Inspection Service or the federal law enforcement agency shall give notice to the Department of Revenue of any request received under the federal Freedom of Information Act, 5 U.S.C. 552, or other federal law relating to the disclosure of information.

(4) The Department of Revenue may recover the costs of furnishing the information described in subsection (2)(L), (m) and (o) to (q) of this section from the respective agencies.

SECTION 201a. The amendments to ORS 314.840 by section 201 of this 2027 Act become operative on January 1, 2029.

SECTION 202. ORS 314.840, as amended by section 6, chapter 87, Oregon Laws 2026, and section 201 of this 2027 Act, is amended to read:

314.840. (1) The Department of Revenue may:

(a) Furnish any taxpayer, representative authorized to represent the taxpayer under ORS 305.239 or section 2, chapter 87, Oregon Laws 2026, or person designated by the taxpayer under ORS 305.193, upon request of the taxpayer, representative or designee, with a copy of the taxpayer's income tax return filed with the department for any year, or with a copy of any report filed by the taxpayer in connection with the return, or with any other information the department considers necessary.

(b) Publish lists of taxpayers who are entitled to unclaimed tax refunds.

(c) Publish statistics so classified as to prevent the identification of income or any particulars contained in any report or return.

(d) Disclose a taxpayer's name, address, telephone number, refund amount, amount due, Social Security number, employer identification number or other taxpayer identification number to the extent necessary in connection with collection activities or the processing and mailing of correspondence or of forms for any report or return required in the administration of any local tax under ORS 305.620 or any law imposing a tax upon or measured by net income.

(2) The department also may disclose and give access to information described in ORS 314.835 to:

(a) The Governor of the State of Oregon or the authorized representative of the Governor with respect to an individual who is designated as being under consideration for appointment or reappointment to an office or for employment in the office of the Governor. The information disclosed shall be confined to whether the individual:

(A) Has filed returns with respect to the taxes imposed by ORS chapter 316 for those of not more than the three immediately preceding years for which the individual was required to file an Oregon individual income tax return.

(B) Has failed to pay any tax within 30 days from the date of mailing of a deficiency notice or otherwise respond to a deficiency notice within 30 days of its mailing.

(C) Has been assessed any penalty under the Oregon personal income tax laws and the nature of the penalty.

(D) Has been or is under investigation for possible criminal offenses under the Oregon personal income tax laws. Information disclosed pursuant to this paragraph shall be used only for the purpose of making the appointment, reappointment or decision to employ or

not to employ the individual in the office of the Governor.

(b) An officer or employee of the Oregon Department of Administrative Services duly authorized or employed to prepare revenue estimates, or a person contracting with the Oregon Department of Administrative Services to prepare revenue estimates, in the preparation of revenue estimates required for the Governor's budget under ORS 291.201 to 291.224, or required for submission to the Emergency Board or the Joint Interim Committee on Ways and Means, or if the Legislative Assembly is in session, to the Joint Committee on Ways and Means, and to the Legislative Revenue Officer or Legislative Fiscal Officer under ORS 291.342, 291.348 and 291.445. The Department of Revenue shall disclose and give access to the information described in ORS 314.835 for the purposes of this paragraph only if:

(A) The request for information is made in writing, specifies the purposes for which the request is made and is signed by an authorized representative of the Oregon Department of Administrative Services. The form for request for information shall be prescribed by the Oregon Department of Administrative Services and approved by the Director of the Department of Revenue.

(B) The officer, employee or person receiving the information does not remove from the premises of the Department of Revenue any materials that would reveal the identity of a personal or corporate taxpayer.

(c) The Commissioner of Internal Revenue or authorized representative, for tax administration and compliance purposes only.

(d) For tax administration and compliance purposes, the proper officer or authorized representative of any of the following entities that has or is governed by a provision of law that meets the requirements of any applicable provision of the Internal Revenue Code as to confidentiality:

(A) A state;

(B) A city, county or other political subdivision of a state;

(C) The District of Columbia; or

(D) An association established exclusively to provide services to federal, state or local taxing authorities.

(e) The Multistate Tax Commission or its authorized representatives, for tax administration and compliance purposes only. The Multistate Tax Commission may make the

information available to the Commissioner of Internal Revenue or the proper officer or authorized representative of any governmental entity described in and meeting the qualifications of paragraph (d) of this subsection.

(f) The Attorney General, assistants and employees in the Department of Justice, or other legal representative of the State of Oregon, to the extent the department deems disclosure or access necessary for the performance of the duties of advising or representing the department pursuant to ORS 180.010 to 180.240 and the tax laws of the state.

(g) Employees of the State of Oregon, other than of the Department of Revenue or Department of Justice, to the extent the department deems disclosure or access necessary for such employees to perform their duties under contracts or agreements between the department and any other department, agency or subdivision of the State of Oregon, in the department's administration of the tax laws.

(h) Other persons, partnerships, corporations and other legal entities, and their employees, to the extent the department deems disclosure or access necessary for the performance of such others' duties under contracts or agreements between the department and such legal entities, in the department's administration of the tax laws.

(i) The Legislative Revenue Officer or authorized representatives upon compliance with ORS 173.850. Such officer or representative shall not remove from the premises of the department any materials that would reveal the identity of any taxpayer or any other person.

(j) The Department of Consumer and Business Services, to the extent the department requires such information to determine whether it is appropriate to adjust those workers' compensation benefits the amount of which is based pursuant to ORS chapter 656 on the amount of wages or earned income received by an individual.

(k) Any agency of the State of Oregon, or any person, or any officer or employee of such agency or person to whom disclosure or access is given by state law and not otherwise referred to in this section, including but not limited to the Secretary of State as Auditor of Public Accounts under Article VI, section 2, of the Oregon Constitution; the Department of Human Services pursuant to ORS 412.094; the Division of Child Support of the Department of Justice and district attorney regarding cases for which they are providing child support services under ORS 25.080; the State Board of Tax Practitioners, pursuant to ORS 673.710; and the Oregon Board of Accountancy, pursuant to ORS 673.415.

(L) The Director of the Department of Consumer and Business Services to determine that a person complies with ORS chapter 656 and the Director of the Employment Department to determine that a person complies with ORS chapters 657 and 657B, the following employer information:

(A) Identification numbers.

(B) Names and addresses.

(C) Inception date as employer.

(D) Nature of business.

(E) Entity changes.

(F) Date of last payroll.

(m) The Director of the Oregon Health Authority to determine that a person has the ability to pay for care that includes services provided by the Oregon State Hospital, or the Oregon Health Authority to collect any unpaid cost of care as provided by ORS chapter 179.

(n) Employees of the Employment Department:

(A) To the extent the Department of Revenue deems that the disclosure of or access to information on a combined tax report filed under ORS 316.168, an annual report filed under ORS 316.202 or a return filed under ORS 314.360 is necessary for the performance of the department's duties in administering and enforcing the tax imposed by ORS chapter 657 and the family and medical leave insurance program under ORS chapter 657B; or

(B) To the extent the Department of Revenue deems that the disclosure of or access to the information is helpful for the performance of the department's duties in administering and enforcing the tax imposed by ORS chapter 657 and the family and medical leave insurance program under ORS chapter 657B and for detecting the occurrence of identity theft or fraud through the examination of the following taxpayer particulars:

(i) Individual taxpayer identification number.

(ii) Name, address and date of birth.

(iii) Employer name, employer identification number and amount of wages paid.

(iv) Self-employment income amount and source.

(v) Other particulars of the return as defined in ORS 314.835, at the discretion of the Director of the Department of Revenue, on a case-by-case basis.

(o) The State Fire Marshal to assist the State Fire Marshal in carrying out duties,

functions and powers under ORS 453.307 to 453.414, the employer or agent name, address, telephone number and standard industrial classification, if available.

(p) Employees of the Department of State Lands or State Treasurer for the purposes of returning unclaimed property and identifying, locating and publishing lists of taxpayers entitled to unclaimed refunds under ORS 98.302 to 98.436.

(q) In addition to the disclosure allowed under ORS 305.225, state or local law enforcement agencies to assist in the investigation or prosecution of the following criminal activities:

(A) Mail theft of a check, in which case the information that may be disclosed shall be limited to the stolen document, the name, address and taxpayer identification number of the payee, the amount of the check and the date printed on the check.

(B) The counterfeiting, forging or altering of a check submitted by a taxpayer to the Department of Revenue or issued by the Department of Revenue to a taxpayer, in which case the information that may be disclosed shall be limited to the counterfeit, forged or altered document, the name, address and taxpayer identification number of the payee, the amount of the check, the date printed on the check and the altered name and address.

(r) The United States Postal Inspection Service or a federal law enforcement agency, including but not limited to the United States Department of Justice, to assist in the investigation of the following criminal activities:

(A) Mail theft of a check, in which case the information that may be disclosed shall be limited to the stolen document, the name, address and taxpayer identification number of the payee, the amount of the check and the date printed on the check.

(B) The counterfeiting, forging or altering of a check submitted by a taxpayer to the Department of Revenue or issued by the Department of Revenue to a taxpayer, in which case the information that may be disclosed shall be limited to the counterfeit, forged or altered document, the name, address and taxpayer identification number of the payee, the amount of the check, the date printed on the check and the altered name and address.

(s) The United States Financial Management Service, for purposes of facilitating the offsets described in ORS 305.612.

(t) A municipal corporation of this state for purposes of assisting the municipal corporation in the administration of a tax of the municipal corporation that is imposed on or

measured by income, wages or net earnings from self-employment. Any disclosure under this paragraph may be made only pursuant to a written agreement between the Department of Revenue and the municipal corporation that ensures the confidentiality of the information disclosed.

(u) A consumer reporting agency, to the extent necessary to carry out the purposes of ORS 314.843.

(v) The Public Employees Retirement Board, to the extent necessary to carry out the purposes of ORS 238.372 to 238.384, and to any public employer, to the extent necessary to carry out the purposes of ORS 237.635 (3) and 237.637 (2).

(w) The Secretary of State for the purpose of initiating or supporting a recommendation under ORS 60.032 (3) [*or 63.032 (3)*] or section 66 of this 2027 Act to administratively dissolve a corporation or limited liability company that the Director of the Department of Revenue determines has failed to comply with applicable tax laws of the state.

(x)(A) A multijurisdictional information sharing organization formed with oversight by the Internal Revenue Service to combat identity theft and fraud, if the Department of Revenue is a member of the organization; and

(B) Tax preparation software vendors that are members of an organization described in subparagraph (A) of this paragraph, if information described in ORS 314.835 is shared for the purpose of investigating industry leads of potential identity theft or fraud.

(y) The State Treasurer, for the purpose of providing employer responses, as indicated on annual withholding reports submitted to the Department of Revenue, about whether an employer offers a qualified retirement savings plan as listed in ORS 178.215.

(z) The Oregon 529 Savings Board, for the purpose of facilitating the establishment of accounts by personal income taxpayers under ORS 178.335 within the Oregon 529 Savings Network through the use of income tax return forms.

(3)(a) Each officer or employee of the department and each person described or referred to in subsection (2)(a), (b), (f) to (L), (n) to (q) or (w) of this section to whom disclosure or access to the tax information is given under subsection (2) of this section or any other provision of state law, prior to beginning employment or the performance of duties involving such disclosure or access, shall be advised in writing of the provisions of ORS 314.835 and 314.991, relating to penalties for the violation of ORS 314.835, and shall as a condition of

employment or performance of duties execute a certificate for the department, in a form prescribed by the department, stating in substance that the person has read these provisions of law, that the person has had them explained and that the person is aware of the penalties for the violation of ORS 314.835.

(b) The disclosure authorized in subsection (2)(r) of this section shall be made only after a written agreement has been entered into between the Department of Revenue and the person described in subsection (2)(r) of this section to whom disclosure or access to the tax information is given, providing that:

(A) Any information described in ORS 314.835 that is received by the person pursuant to subsection (2)(r) of this section is confidential information that may not be disclosed, except to the extent necessary to investigate or prosecute the criminal activities described in subsection (2)(r) of this section;

(B) The information shall be protected as confidential under applicable federal and state laws; and

(C) The United States Postal Inspection Service or the federal law enforcement agency shall give notice to the Department of Revenue of any request received under the federal Freedom of Information Act, 5 U.S.C. 552, or other federal law relating to the disclosure of information.

(4) The Department of Revenue may recover the costs of furnishing the information described in subsection (2)(L), (m) and (o) to (q) of this section from the respective agencies.

SECTION 203. The amendments to ORS 314.840 by section 202 of this 2027 Act become operative on January 1, 2030.

SECTION 204. ORS 401.690 is amended to read:

401.690. (1) Disaster or emergency related work conducted by an out-of-state business may not be used as the sole basis for:

(a) Notwithstanding ORS 317.018 and 317.080, a finding that the out-of-state business is doing business in this state;

(b) Imposition of the taxes imposed under ORS 314.725 or ORS chapter 316 or 317;

(c) Notwithstanding ORS 60.704, 63.704, 65.704, 67.705 and 70.355 **and section 76 of this 2027 Act**, a requirement that the out-of-state business register with or obtain authority to transact business from the Secretary of State during the disaster response period; or

(d) A requirement that the out-of-state business or an out-of-state employee comply with state or local business or professional licensing or registration requirements or state and local taxes or fees including unemployment insurance, state or local occupational licensing fees and ad valorem tax on equipment brought into this state for use during the disaster response period and subsequently removed from this state.

(2) For purposes of any state or local tax on or measured by, in whole or in part, net or gross income or receipts, all activity of the out-of-state business that is conducted in this state, or equipment brought into this state, pursuant to ORS 401.685 to 401.695 shall be disregarded with respect to the filing requirements of ORS 317.710 and 317.715 and the apportionment provisions of ORS 314.605 to 314.675. Receipts from disaster or emergency related work may not be sourced to and may not otherwise impact or increase the amount of income, revenue or receipts apportioned to this state.

(3) For purposes of ORS chapter 316, an out-of-state employee is not taxed as a resident, nonresident or part-year resident and is not considered to have established domicile or residence in this state. Wages paid for disaster or emergency related work are not subject to the withholding provisions of ORS 316.162 to 316.221.

(4) Out-of-state businesses and out-of-state employees shall be required to pay transaction taxes and fees including fuel taxes, transient lodging taxes, car rental taxes or applicable fees during the disaster response period, unless an exemption applies to the taxes or fees during the disaster response period.

(5) Any out-of-state business that transacts business in this state or out-of-state employee who remains in this state after the end of the disaster response period will become subject to this state's normal standards for establishing domicile or residency or doing business in this state and will become responsible for any business or employee tax requirements that ensue.

(6) ORS 401.990 does not apply to ORS 401.685 to 401.695.

SECTION 204a. The amendments to ORS 401.690 by section 204 of this 2027 Act become operative on January 1, 2029.

SECTION 205. ORS 401.690, as amended by section 204 of this 2027 Act, is amended to read:

401.690. (1) Disaster or emergency related work conducted by an out-of-state business may not be used as the sole basis for:

(a) Notwithstanding ORS 317.018 and 317.080, a finding that the out-of-state business is doing business in this state;

(b) Imposition of the taxes imposed under ORS 314.725 or ORS chapter 316 or 317;

(c) Notwithstanding ORS 60.704, [*63.704,*] 65.704, 67.705 and 70.355 and section 76 of this 2027 Act, a requirement that the out-of-state business register with or obtain authority to transact business from the Secretary of State during the disaster response period; or

(d) A requirement that the out-of-state business or an out-of-state employee comply with state or local business or professional licensing or registration requirements or state and local taxes or fees including unemployment insurance, state or local occupational licensing fees and ad valorem tax on equipment brought into this state for use during the disaster response period and subsequently removed from this state.

(2) For purposes of any state or local tax on or measured by, in whole or in part, net or gross income or receipts, all activity of the out-of-state business that is conducted in this state, or equipment brought into this state, pursuant to ORS 401.685 to 401.695 shall be disregarded with respect to the filing requirements of ORS 317.710 and 317.715 and the apportionment provisions of ORS 314.605 to 314.675. Receipts from disaster or emergency related work may not be sourced to and may not otherwise impact or increase the amount of income, revenue or receipts apportioned to this state.

(3) For purposes of ORS chapter 316, an out-of-state employee is not taxed as a resident, nonresident or part-year resident and is not considered to have established domicile or residence in this state. Wages paid for disaster or emergency related work are not subject to the withholding provisions of ORS 316.162 to 316.221.

(4) Out-of-state businesses and out-of-state employees shall be required to pay transaction taxes and fees including fuel taxes, transient lodging taxes, car rental taxes or applicable fees during the disaster response period, unless an exemption applies to the taxes or fees during the disaster response period.

(5) Any out-of-state business that transacts business in this state or out-of-state employee who remains in this state after the end of the disaster response period will become subject to this state's normal standards for establishing domicile or residency or doing business in this state and will become responsible for any business or employee tax requirements that ensue.

(6) ORS 401.990 does not apply to ORS 401.685 to 401.695.

SECTION 206. The amendments to ORS 401.690 by section 205 of this 2027 Act become operative on January 1, 2030.

SECTION 207. ORS 648.005 is amended to read:

648.005. As used in this chapter:

(1)(a) "Assumed business name" means one or more words or numerals, or a combination of words and numerals, that a person uses to identify a business that the person carries on, conducts or transacts, if at the time and place that the person carries on, conducts or transacts the business, the person does not conspicuously disclose the real and true name of each person that is carrying on, conducting or transacting the business.

(b) "Assumed business name" includes a name that a person uses to identify a business that incorporates a word or phrase that suggests the existence of additional owners, such as "Company," "& Company," "& Daughters," "& Associates," or a similar word or phrase, unless the name is the real and true name of the person that carries on, conducts or transacts the business.

(2) "Business" means activity carried on, conducted or transacted by or on behalf of nonprofit, social, fraternal and charitable entities and unincorporated associations, or for commercial gain.

(3) "Carry on, conduct or transact business" means:

(a) To sell, purchase or lease real estate, goods, intangible property or services from or to another person;

(b) To solicit an investment in or a donation to a business;

(c) To knowingly permit another person to solicit an investment in or a donation to a business in which a person has an interest; or

(d) To apply for an extension of credit.

(4) "Entity" means a foreign or domestic corporation, foreign or domestic nonprofit corporation, foreign or domestic profit or nonprofit unincorporated association, foreign or domestic business trust, foreign or domestic limited partnership, foreign or domestic general partnership, foreign or domestic limited liability company, two or more persons that have a joint or common economic interest, a state, the United States, a federally recognized Native American or American Indian tribal government or a foreign government.

(5) "Person" means an individual or an entity.

(6) "Real and true name" means:

(a) The surname of an individual coupled with a combination of the individual's given names or initials;

(b) The corporate name of a domestic corporation stated in the articles of incorporation or amendment filed with the office of the Secretary of State or the corporate name of a foreign corporation as stated under ORS 60.707 (1);

(c) The name of a foreign or domestic limited partnership stated in the documents filed with the office of the Secretary of State under ORS chapter 70;

(d) The name of a foreign or domestic limited liability company stated in the documents filed with the office of the Secretary of State under ORS chapter 63 **or, if appropriate, under sections 1 to 125 of this 2027 Act**;

(e) The name of a foreign or domestic nonprofit corporation stated in the documents filed with the office of the Secretary of State under ORS chapter 65;

(f) The name of a foreign or domestic general partnership stated in the documents filed with the office of the Secretary of State under this chapter; or

(g) The name of a foreign or domestic business trust or estate stated in the documents filed with the office of the Secretary of State.

(7) "Registrant" means a person for which the Secretary of State has registered an application filed under ORS 648.012.

(8) "Service mark" has the meaning given in ORS 647.005.

SECTION 207a. The amendments to ORS 648.005 by section 207 of this 2027 Act become operative on January 1, 2029.

SECTION 208. ORS 648.005, as amended by section 207 of this 2027 Act, is amended to read:

648.005. As used in this chapter:

(1)(a) "Assumed business name" means one or more words or numerals, or a combination of words and numerals, that a person uses to identify a business that the person carries on, conducts or transacts, if at the time and place that the person carries on, conducts or transacts the business, the person does not conspicuously disclose the real and true name of each person that is carrying on, conducting or transacting the business.

(b) "Assumed business name" includes a name that a person uses to identify a business

that incorporates a word or phrase that suggests the existence of additional owners, such as "Company," "& Company," "& Daughters," "& Associates," or a similar word or phrase, unless the name is the real and true name of the person that carries on, conducts or transacts the business.

(2) "Business" means activity carried on, conducted or transacted by or on behalf of nonprofit, social, fraternal and charitable entities and unincorporated associations, or for commercial gain.

(3) "Carry on, conduct or transact business" means:

(a) To sell, purchase or lease real estate, goods, intangible property or services from or to another person;

(b) To solicit an investment in or a donation to a business;

(c) To knowingly permit another person to solicit an investment in or a donation to a business in which a person has an interest; or

(d) To apply for an extension of credit.

(4) "Entity" means a foreign or domestic corporation, foreign or domestic nonprofit corporation, foreign or domestic profit or nonprofit unincorporated association, foreign or domestic business trust, foreign or domestic limited partnership, foreign or domestic general partnership, foreign or domestic limited liability company, two or more persons that have a joint or common economic interest, a state, the United States, a federally recognized Native American or American Indian tribal government or a foreign government.

(5) "Person" means an individual or an entity.

(6) "Real and true name" means:

(a) The surname of an individual coupled with a combination of the individual's given names or initials;

(b) The corporate name of a domestic corporation stated in the articles of incorporation or amendment filed with the office of the Secretary of State or the corporate name of a foreign corporation as stated under ORS 60.707 (1);

(c) The name of a foreign or domestic limited partnership stated in the documents filed with the office of the Secretary of State under ORS chapter 70;

(d) The name of a foreign or domestic limited liability company stated in the documents filed with the office of the Secretary of State under [*ORS chapter 63 or, if appropriate, under*]

sections 1 to 125 of this 2027 Act;

(e) The name of a foreign or domestic nonprofit corporation stated in the documents filed with the office of the Secretary of State under ORS chapter 65;

(f) The name of a foreign or domestic general partnership stated in the documents filed with the office of the Secretary of State under this chapter; or

(g) The name of a foreign or domestic business trust or estate stated in the documents filed with the office of the Secretary of State.

(7) "Registrant" means a person for which the Secretary of State has registered an application filed under ORS 648.012.

(8) "Service mark" has the meaning given in ORS 647.005.

SECTION 209. The amendments to ORS 648.005 by section 208 of this 2027 Act become operative on January 1, 2030.

SECTION 210. ORS 648.081 is amended to read:

648.081. (1) No person shall procure or maintain the registration of an assumed business name with the Office of the Secretary of State by knowingly making any false or fraudulent representation or declaration, orally or in writing, or by any other fraudulent means. No person shall register or use an assumed business name with an intent to create a likelihood of confusion with another person.

(2) A person that is not a corporation, limited liability company, business trust or limited partnership violates subsection (1) of this section if the person registers an assumed business name that contains the words "corporation," "incorporated," "limited liability company," "limited partnership" or "business trust" or an abbreviation of any of those terms.

(3) A foreign or domestic profit or nonprofit corporation may register as an assumed business name its corporate name minus the word, abbreviation or phrase that ORS 60.094 or 60.717 requires.

(4) A foreign or domestic limited liability company may register as an assumed business name its limited liability company name minus the word, abbreviation or phrase that ORS 63.094 or 63.717 **or section 13 of this 2027 Act** requires.

(5) A foreign or domestic limited partnership may register as an assumed business name its limited partnership name minus the word, abbreviation or phrase that ORS 70.010 or 70.365 requires.

(6) A foreign or domestic business trust may register as an assumed business name its business trust name minus the word, abbreviation or phrase that ORS 60.094 or 60.717 requires.

(7) The Secretary of State shall cancel the registration of a conflicting assumed business name if a person other than the registrant submits to the Office of the Secretary of State a certified copy of a final judgment of a court that finds that the person has a right superior to that of the registrant to use the name in this state. Nothing in this subsection shall preclude the Secretary of State from seeking a civil penalty under ORS 648.990 after cancellation if the former registrant continues to carry on, to conduct or to transact business under the assumed business name.

(8) Nothing in this section shall limit any person's right to seek a remedy under ORS 646.638 or to seek an injunction under ORS 647.107.

SECTION 210a. The amendments to ORS 648.081 by section 210 of this 2027 Act become operative on January 1, 2029.

SECTION 211. ORS 648.081, as amended by section 210 of this 2027 Act, is amended to read:

648.081. (1) No person shall procure or maintain the registration of an assumed business name with the Office of the Secretary of State by knowingly making any false or fraudulent representation or declaration, orally or in writing, or by any other fraudulent means. No person shall register or use an assumed business name with an intent to create a likelihood of confusion with another person.

(2) A person that is not a corporation, limited liability company, business trust or limited partnership violates subsection (1) of this section if the person registers an assumed business name that contains the words "corporation," "incorporated," "limited liability company," "limited partnership" or "business trust" or an abbreviation of any of those terms.

(3) A foreign or domestic profit or nonprofit corporation may register as an assumed business name its corporate name minus the word, abbreviation or phrase that ORS 60.094 or 60.717 requires.

(4) A foreign or domestic limited liability company may register as an assumed business name its limited liability company name minus the word, abbreviation or phrase that [*ORS 63.094 or 63.717 or*] section 13 of this 2027 Act requires.

(5) A foreign or domestic limited partnership may register as an assumed business name its limited partnership name minus the word, abbreviation or phrase that ORS 70.010 or 70.365 requires.

(6) A foreign or domestic business trust may register as an assumed business name its business trust name minus the word, abbreviation or phrase that ORS 60.094 or 60.717 requires.

(7) The Secretary of State shall cancel the registration of a conflicting assumed business name if a person other than the registrant submits to the Office of the Secretary of State a certified copy of a final judgment of a court that finds that the person has a right superior to that of the registrant to use the name in this state. Nothing in this subsection shall preclude the Secretary of State from seeking a civil penalty under ORS 648.990 after cancellation if the former registrant continues to carry on, to conduct or to transact business under the assumed business name.

(8) Nothing in this section shall limit any person's right to seek a remedy under ORS 646.638 or to seek an injunction under ORS 647.107.

SECTION 212. The amendments to ORS 648.081 by section 211 of this 2027 Act become operative on January 1, 2030.

SECTION 213. ORS 656.735 is amended to read:

656.735. (1) The Director of the Department of Consumer and Business Services shall assess any person who violates ORS 656.052 (1) a civil penalty of not more than $1,000 or twice the premium that would have been due for the period of noncompliance, whichever is the greater.

(2) The director shall assess any person who continues to violate ORS 656.052 (1), after an order issued pursuant to ORS 656.052 (2) has become final, a civil penalty, in addition to any penalty assessed under subsection (1) of this section, of not more than $250 for each day such violation continues.

(3)(a) When a noncomplying employer is a corporation, such corporation and the officers and directors thereof shall be jointly and severally liable for any civil penalties assessed under this section and any claim costs incurred under ORS 656.054.

(b) When a noncomplying employer is a limited liability company, the company and its members and managers shall be jointly and severally liable for any civil penalties assessed

by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "limited liability company," "manager" and "member" have the meanings for those terms provided in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(c) When a noncomplying employer is a limited liability partnership or foreign limited liability partnership, the partnership and its limited liability partners shall be jointly and severally liable for any civil penalties assessed by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "limited liability partnership" and "foreign limited liability partnership" have the meanings for those terms provided in ORS 67.005.

(d) When a noncomplying employer is a partnership, the partnership and its partners shall be jointly and severally liable for any civil penalties assessed by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "partnership" has the meaning for that term provided in ORS 67.005.

(4) When an order assessing a civil penalty becomes final by operation of law or on appeal, unless the amount of penalty is paid within 10 days after the order becomes final, it constitutes a judgment and may be recorded with the county clerk in any county of this state. The clerk shall thereupon record the name of the person incurring the penalty and the amount of the penalty in the County Clerk Lien Record. The penalty provided in the order so recorded shall become a lien upon the title to any interest in property owned by the person against whom the order is entered, and execution may be issued upon the order in the same manner as execution upon a judgment of a court of record.

(5) Civil penalties, and judgments entered thereon, due to the director under this section from any person shall be deemed preferred to all general claims in all bankruptcy proceedings, trustee proceedings, and proceedings for the administration of estates and receiverships involving the person liable therefor or the property of such person.

(6) All moneys collected under this section shall be paid into the Workers' Benefit Fund.

SECTION 213a. The amendments to ORS 656.735 by section 213 of this 2027 Act become operative on January 1, 2029.

SECTION 214. ORS 656.735, as amended by section 213 of this 2027 Act, is amended to read:

656.735. (1) The Director of the Department of Consumer and Business Services shall assess any person who violates ORS 656.052 (1) a civil penalty of not more than $1,000 or twice the premium that would have been due for the period of noncompliance, whichever is the greater.

(2) The director shall assess any person who continues to violate ORS 656.052 (1), after an order issued pursuant to ORS 656.052 (2) has become final, a civil penalty, in addition to any penalty assessed under subsection (1) of this section, of not more than $250 for each day such violation continues.

(3)(a) When a noncomplying employer is a corporation, such corporation and the officers and directors thereof shall be jointly and severally liable for any civil penalties assessed under this section and any claim costs incurred under ORS 656.054.

(b) When a noncomplying employer is a limited liability company, the company and its members and managers shall be jointly and severally liable for any civil penalties assessed by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "limited liability company," "manager" and "member" have the meanings for those terms provided in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(c) When a noncomplying employer is a limited liability partnership or foreign limited liability partnership, the partnership and its limited liability partners shall be jointly and severally liable for any civil penalties assessed by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "limited liability partnership" and "foreign limited liability partnership" have the meanings for those terms provided in ORS 67.005.

(d) When a noncomplying employer is a partnership, the partnership and its partners shall be jointly and severally liable for any civil penalties assessed by the director under this section and any claim costs incurred under ORS 656.054. As used in this paragraph, "partnership" has the meaning for that term provided in ORS 67.005.

(4) When an order assessing a civil penalty becomes final by operation of law or on appeal, unless the amount of penalty is paid within 10 days after the order becomes final, it constitutes a judgment and may be recorded with the county clerk in any county of this state. The clerk shall thereupon record the name of the person incurring the penalty and the

amount of the penalty in the County Clerk Lien Record. The penalty provided in the order so recorded shall become a lien upon the title to any interest in property owned by the person against whom the order is entered, and execution may be issued upon the order in the same manner as execution upon a judgment of a court of record.

(5) Civil penalties, and judgments entered thereon, due to the director under this section from any person shall be deemed preferred to all general claims in all bankruptcy proceedings, trustee proceedings, and proceedings for the administration of estates and receiverships involving the person liable therefor or the property of such person.

(6) All moneys collected under this section shall be paid into the Workers' Benefit Fund.

SECTION 215. The amendments to ORS 656.735 by section 214 of this 2027 Act become operative on January 1, 2030.

SECTION 216. ORS 657.044 is amended to read:

657.044. (1) As used in this chapter, "employment" does not include service performed for:

(a) A corporation by corporate officers who:

(A) Are directors of the corporation;

(B) Have a substantial ownership interest in the corporation; and

(C) Are members of the same family.

(b) A corporation by an individual who is the sole corporate officer and director of the corporation and who has a substantial ownership interest in the corporation.

(c) A limited liability company by a member, including members who are managers, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(d) A limited liability partnership by a partner as described in ORS chapter 67.

(2)(a) The exclusion under subsection (1)(a) or (b) of this section is effective only if the corporation elects not to provide coverage for the individuals described respectively in subsection (1)(a) or (b) of this section.

(b) The election must be in writing and is effective on the first day of the current calendar quarter or, upon request, on the first day of the calendar quarter preceding the calendar quarter in which the request is submitted.

(3) The provisions of this section do not apply to service performed for:

(a) A nonprofit employing unit;

(b) This state;

(c) A political subdivision of this state; or

(d) An Indian tribe.

(4) As used in this section, "members of the same family" means persons who are members of a family as parents, stepparents, grandparents, spouses, sons-in-law, daughters-in-law, brothers, sisters, children, stepchildren, adopted children or grandchildren.

SECTION 216a. The amendments to ORS 657.044 by section 216 of this 2027 Act become operative on January 1, 2029.

SECTION 217. ORS 657.044, as amended by section 216 of this 2027 Act, is amended to read:

657.044. (1) As used in this chapter, "employment" does not include service performed for:

(a) A corporation by corporate officers who:

(A) Are directors of the corporation;

(B) Have a substantial ownership interest in the corporation; and

(C) Are members of the same family.

(b) A corporation by an individual who is the sole corporate officer and director of the corporation and who has a substantial ownership interest in the corporation.

(c) A limited liability company by a member, including members who are managers, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(d) A limited liability partnership by a partner as described in ORS chapter 67.

(2)(a) The exclusion under subsection (1)(a) or (b) of this section is effective only if the corporation elects not to provide coverage for the individuals described respectively in subsection (1)(a) or (b) of this section.

(b) The election must be in writing and is effective on the first day of the current calendar quarter or, upon request, on the first day of the calendar quarter preceding the calendar quarter in which the request is submitted.

(3) The provisions of this section do not apply to service performed for:

(a) A nonprofit employing unit;

(b) This state;

(c) A political subdivision of this state; or

(d) An Indian tribe.

(4) As used in this section, "members of the same family" means persons who are members of a family as parents, stepparents, grandparents, spouses, sons-in-law, daughters-in-law, brothers, sisters, children, stepchildren, adopted children or grandchildren.

SECTION 218. The amendments to ORS 657.044 by section 217 of this 2027 Act become operative on January 1, 2030.

SECTION 218a. ORS 671.047 is amended to read:

671.047. Unless inconsistent with ORS 671.041 to 671.047, ORS chapters 58, 60, 62, 63, 65, 67 and 70 **and sections 1 to 125 of this 2027 Act** apply as appropriate to the form of business entity in which an architectural firm is organized. The provisions of ORS 671.041 to 671.047 take precedence in governing the powers, privileges, duties, restrictions and liabilities of an architectural firm over conflicting provisions of ORS chapter 58, 60, 62, 63, 65, 67 or 70 **or sections 1 to 125 of this 2027 Act**.

SECTION 218b. The amendments to ORS 671.047 by section 218a of this 2027 Act become operative on January 1, 2029.

SECTION 218c. ORS 671.047, as amended by section 218a of this 2027 Act, is amended to read:

671.047. Unless inconsistent with ORS 671.041 to 671.047, ORS chapters 58, 60, 62, [*63,*] 65, 67 and 70 and sections 1 to 125 of this 2027 Act apply as appropriate to the form of business entity in which an architectural firm is organized. The provisions of ORS 671.041 to 671.047 take precedence in governing the powers, privileges, duties, restrictions and liabilities of an architectural firm over conflicting provisions of ORS chapter 58, 60, 62, [*63,*] 65, 67 or 70 or sections 1 to 125 of this 2027 Act.

SECTION 218d. The amendments to ORS 671.047 by section 218c of this 2027 Act become operative on January 1, 2030.

SECTION 219. ORS 696.030 is amended to read:

696.030. ORS 696.010 to 696.375, 696.392, 696.395 to 696.430, 696.490, 696.600 to 696.785, 696.990 and 696.995 do not apply to:

(1)(a) A nonlicensed individual who is a full-time employee of an owner of real estate and whose real estate activity:

(A) Involves only the real estate of the employer; and

(B)(i) Is incidental to the employee's normal, nonreal estate activities; or

(ii) Is the employee's principal activity, but the employer's principal activity or business is not the sale, exchange, lease option or acquisition of real estate.

(b) For the purpose of this subsection, "owner of real estate" means:

(A) A person who has a sole ownership interest in the real estate; or

(B) More than one person, each of whom has an ownership interest in the real estate, if the ownership interest is by survivorship, tenancy in common or tenancy by the entirety.

(2) A nonlicensed individual who acts as attorney in fact under a duly executed power of attorney from the owner or purchaser authorizing the supervision of the closing of or supervision of the performance of a contract for the sale, leasing or exchanging of real estate if the power of attorney was executed prior to July 1, 2002, in compliance with the requirements of law at the time of execution or if:

(a) The power of attorney is recorded in the office of the recording officer for the county in which the real estate is located;

(b) The power of attorney specifically describes the real estate; and

(c) The nonlicensed individual does not use the power of attorney as a device to engage in professional real estate activity without obtaining the necessary real estate license.

(3) A nonlicensed individual who acts as attorney in fact under a duly executed power of attorney in which the authorized agent is the spouse of the principal, or the child, grandchild, parent, grandparent, sibling, aunt, uncle, niece or nephew of the principal or of the spouse of the principal, authorizing real estate activity if the power of attorney is recorded in the office of the recording officer for the county in which the real estate to be sold, leased or exchanged is located.

(4) A nonlicensed individual who is an attorney at law rendering services in the performance of duties as an attorney at law.

(5) A nonlicensed individual who acts in the nonlicensed individual's official capacity as a receiver, a conservator, a trustee in bankruptcy, a personal representative or a trustee, or a regular salaried employee of the trustee, acting under a trust agreement, deed of trust or will.

(6) A nonlicensed individual who performs an act of professional real estate activity under order of a court.

(7) A nonlicensed individual who is a regular full-time employee of a single corporation,

partnership, association, limited liability company or nonlicensed individual owner of real property acting for the corporation, partnership, association, limited liability company or nonlicensed individual owner in the rental or management of the real property, but not in the sale, exchange, lease option or purchase of the real property.

(8) A nonlicensed individual who is a registered professional engineer or architect rendering services in performance of duties as a professional engineer or architect.

(9) A nonlicensed individual who is employed by a managing principal broker engaged in the management of rental real estate or by a licensed real estate property manager and who acts on behalf of the managing principal broker or licensed real estate property manager pursuant to a written delegation of the managing principal broker's or licensed real estate property manager's authority, as provided by the agency by rule, if the real estate activity of the nonlicensed individual is limited to:

(a) Negotiating rental or lease agreements;

(b) Checking tenant and credit references;

(c) Physically maintaining the real estate;

(d) Conducting tenant relations;

(e) Collecting the rent;

(f) Supervising the premises' managers;

(g) Discussing financial matters relating to the management of the real estate with the owner; and

(h) Receiving and disbursing trust funds in a clients' trust account under ORS 696.241.

(10) A nonlicensed individual who sells or leases cemetery lots, parcels or units while engaged in the disposition of human bodies under ORS 97.010 to 97.040, 97.110 to 97.450, 97.510 to 97.730, 97.810 to 97.920 and 97.990 or an employee of the nonlicensed individual performing similar activities.

(11) A nonlicensed individual who is a salaried employee of the State of Oregon, or any of its political subdivisions, engaging in professional real estate activity as a part of such employment.

(12) A nonlicensed individual who analyzes or provides advice regarding permissible land use alternatives, environmental impact, building and use permit procedures, development alternatives or demographic market studies or who performs development

management, or a regular full-time employee of the nonlicensed individual performing similar activities. This exclusion does not apply to marketing, procuring prospects, leasing or the handling of transactional negotiations for transfer of an interest in real estate.

(13) An individual who is a hotelkeeper or innkeeper as defined by ORS 699.005 arranging the rental of transient lodging at a hotel or inn in the course of business as a hotelkeeper or innkeeper.

(14) A nonlicensed individual who is a travel agent arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a travel agent for compensation. For the purpose of this subsection, "travel agent" means a person, and employees of the person, regularly representing and selling travel services to the public directly or through other travel agents.

(15) A nonlicensed individual who is a common carrier arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a common carrier. For the purpose of this subsection, "common carrier" means a person that transports or purports to be willing to transport individuals from place to place by rail, motor vehicle, boat or aircraft for hire, compensation or consideration.

(16) A nonlicensed individual who is a hotel representative arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a hotel representative. For the purpose of this subsection, "hotel representative" means a person that provides reservations or sale services to independent hotels, airlines, steamship companies and government tourist agencies.

(17) A nonlicensed individual transferring or acquiring an interest in real estate owned or to be owned by the nonlicensed individual.

(18) A nonlicensed individual who is a general partner for a domestic or foreign limited partnership duly registered and operating within this state under ORS chapter 70 engaging in the sale of limited partnership interests and the acquisition, sale, exchange, lease, transfer or management of the real estate of the limited partnership.

(19) A nonlicensed individual who is a membership camping contract broker or salesperson registered with the Real Estate Agency selling membership camping contracts.

(20) A nonlicensed individual who is a professional forester or farm manager engaging in property management activity on forestland or farmland when the activity is incidental to

the nonreal estate duties involving overall management of forest or farm resources.

(21) A nonlicensed individual who is a registered investment adviser under the Investment Advisers Act of 1940, 15 U.S.C. 80b-1 et seq., rendering real estate investment services for the office of the State Treasurer or the Oregon Investment Council.

(22) A nonlicensed individual who refers a new tenant for compensation to a real estate licensee acting as the property manager for a residential building or facility while the nonlicensed individual resides in the building or facility or within six months after termination of the nonlicensed individual's tenancy.

(23) A nonlicensed individual who gives an opinion in an administrative or judicial proceeding regarding the value of real estate for taxation or representing a taxpayer under ORS 305.239 or 309.100.

(24) A nonlicensed individual acting as a paid fiduciary whose real estate activity is limited to negotiating a contract to obtain the services of a real estate licensee.

(25) A nonlicensed individual who is acting as a fiduciary under a court order, without regard to whether the court order specifically authorizes real estate activity.

(26) A nonlicensed individual who is a representative of a financial institution or trust company, as those terms are defined in ORS 706.008, that is attorney in fact under a duly executed power of attorney from the owner or purchaser authorizing real estate activity, if the power of attorney is recorded in the office of the county clerk for the county in which the real estate to be sold, leased or exchanged is located.

(27) A nonlicensed individual who is a member of a domestic or foreign limited liability company duly registered and operating within this state under ORS chapter 63 **or sections 1 to 125 of this 2027 Act** and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the limited liability company if:

(a) The limited liability company is member-managed; or

(b) The limited liability company is manager-managed, and the nonlicensed individual is a manager.

(28) A nonlicensed individual who is a partner in a partnership as defined in ORS 67.005 and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the partnership.

(29) A nonlicensed individual who is an officer or director of a domestic or foreign

corporation duly registered and operating within this state under ORS chapter 60 and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the corporation.

(30) A nonlicensed individual who transfers a timeshare:

(a) By deed in lieu of foreclosure;

(b) As part of a foreclosure sale; or

(c) As part of a resale by a managing entity of a timeshare that has been acquired by the managing entity:

(A) As a result of terminating a contractual right of occupancy;

(B) By deed in lieu of foreclosure, other transfer or termination; or

(C) At a foreclosure sale.

(31) A nonlicensed individual who offers for sale a timeshare owned by the individual.

SECTION 219a. The amendments to ORS 696.030 by section 219 of this 2027 Act become operative on January 1, 2029.

SECTION 220. ORS 696.030, as amended by section 219 of this 2027 Act, is amended to read:

696.030. ORS 696.010 to 696.375, 696.392, 696.395 to 696.430, 696.490, 696.600 to 696.785, 696.990 and 696.995 do not apply to:

(1)(a) A nonlicensed individual who is a full-time employee of an owner of real estate and whose real estate activity:

(A) Involves only the real estate of the employer; and

(B)(i) Is incidental to the employee's normal, nonreal estate activities; or

(ii) Is the employee's principal activity, but the employer's principal activity or business is not the sale, exchange, lease option or acquisition of real estate.

(b) For the purpose of this subsection, "owner of real estate" means:

(A) A person who has a sole ownership interest in the real estate; or

(B) More than one person, each of whom has an ownership interest in the real estate, if the ownership interest is by survivorship, tenancy in common or tenancy by the entirety.

(2) A nonlicensed individual who acts as attorney in fact under a duly executed power of attorney from the owner or purchaser authorizing the supervision of the closing of or supervision of the performance of a contract for the sale, leasing or exchanging of real estate if the

power of attorney was executed prior to July 1, 2002, in compliance with the requirements of law at the time of execution or if:

(a) The power of attorney is recorded in the office of the recording officer for the county in which the real estate is located;

(b) The power of attorney specifically describes the real estate; and

(c) The nonlicensed individual does not use the power of attorney as a device to engage in professional real estate activity without obtaining the necessary real estate license.

(3) A nonlicensed individual who acts as attorney in fact under a duly executed power of attorney in which the authorized agent is the spouse of the principal, or the child, grandchild, parent, grandparent, sibling, aunt, uncle, niece or nephew of the principal or of the spouse of the principal, authorizing real estate activity if the power of attorney is recorded in the office of the recording officer for the county in which the real estate to be sold, leased or exchanged is located.

(4) A nonlicensed individual who is an attorney at law rendering services in the performance of duties as an attorney at law.

(5) A nonlicensed individual who acts in the nonlicensed individual's official capacity as a receiver, a conservator, a trustee in bankruptcy, a personal representative or a trustee, or a regular salaried employee of the trustee, acting under a trust agreement, deed of trust or will.

(6) A nonlicensed individual who performs an act of professional real estate activity under order of a court.

(7) A nonlicensed individual who is a regular full-time employee of a single corporation, partnership, association, limited liability company or nonlicensed individual owner of real property acting for the corporation, partnership, association, limited liability company or nonlicensed individual owner in the rental or management of the real property, but not in the sale, exchange, lease option or purchase of the real property.

(8) A nonlicensed individual who is a registered professional engineer or architect rendering services in performance of duties as a professional engineer or architect.

(9) A nonlicensed individual who is employed by a managing principal broker engaged in the management of rental real estate or by a licensed real estate property manager and who acts on behalf of the managing principal broker or licensed real estate property manager pursuant to a written delegation of the managing principal broker's or licensed real

estate property manager's authority, as provided by the agency by rule, if the real estate activity of the nonlicensed individual is limited to:

(a) Negotiating rental or lease agreements;

(b) Checking tenant and credit references;

(c) Physically maintaining the real estate;

(d) Conducting tenant relations;

(e) Collecting the rent;

(f) Supervising the premises' managers;

(g) Discussing financial matters relating to the management of the real estate with the owner; and

(h) Receiving and disbursing trust funds in a clients' trust account under ORS 696.241.

(10) A nonlicensed individual who sells or leases cemetery lots, parcels or units while engaged in the disposition of human bodies under ORS 97.010 to 97.040, 97.110 to 97.450, 97.510 to 97.730, 97.810 to 97.920 and 97.990 or an employee of the nonlicensed individual performing similar activities.

(11) A nonlicensed individual who is a salaried employee of the State of Oregon, or any of its political subdivisions, engaging in professional real estate activity as a part of such employment.

(12) A nonlicensed individual who analyzes or provides advice regarding permissible land use alternatives, environmental impact, building and use permit procedures, development alternatives or demographic market studies or who performs development management, or a regular full-time employee of the nonlicensed individual performing similar activities. This exclusion does not apply to marketing, procuring prospects, leasing or the handling of transactional negotiations for transfer of an interest in real estate.

(13) An individual who is a hotelkeeper or innkeeper as defined by ORS 699.005 arranging the rental of transient lodging at a hotel or inn in the course of business as a hotelkeeper or innkeeper.

(14) A nonlicensed individual who is a travel agent arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a travel agent for compensation. For the purpose of this subsection, "travel agent" means a person, and employees of the person, regularly representing and selling travel services to the public directly

or through other travel agents.

(15) A nonlicensed individual who is a common carrier arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a common carrier. For the purpose of this subsection, "common carrier" means a person that transports or purports to be willing to transport individuals from place to place by rail, motor vehicle, boat or aircraft for hire, compensation or consideration.

(16) A nonlicensed individual who is a hotel representative arranging the rental of transient lodging at a hotel or inn as defined in ORS 699.005 in the course of business as a hotel representative. For the purpose of this subsection, "hotel representative" means a person that provides reservations or sale services to independent hotels, airlines, steamship companies and government tourist agencies.

(17) A nonlicensed individual transferring or acquiring an interest in real estate owned or to be owned by the nonlicensed individual.

(18) A nonlicensed individual who is a general partner for a domestic or foreign limited partnership duly registered and operating within this state under ORS chapter 70 engaging in the sale of limited partnership interests and the acquisition, sale, exchange, lease, transfer or management of the real estate of the limited partnership.

(19) A nonlicensed individual who is a membership camping contract broker or salesperson registered with the Real Estate Agency selling membership camping contracts.

(20) A nonlicensed individual who is a professional forester or farm manager engaging in property management activity on forestland or farmland when the activity is incidental to the nonreal estate duties involving overall management of forest or farm resources.

(21) A nonlicensed individual who is a registered investment adviser under the Investment Advisers Act of 1940, 15 U.S.C. 80b-1 et seq., rendering real estate investment services for the office of the State Treasurer or the Oregon Investment Council.

(22) A nonlicensed individual who refers a new tenant for compensation to a real estate licensee acting as the property manager for a residential building or facility while the nonlicensed individual resides in the building or facility or within six months after termination of the nonlicensed individual's tenancy.

(23) A nonlicensed individual who gives an opinion in an administrative or judicial proceeding regarding the value of real estate for taxation or representing a taxpayer under ORS

305.239 or 309.100.

(24) A nonlicensed individual acting as a paid fiduciary whose real estate activity is limited to negotiating a contract to obtain the services of a real estate licensee.

(25) A nonlicensed individual who is acting as a fiduciary under a court order, without regard to whether the court order specifically authorizes real estate activity.

(26) A nonlicensed individual who is a representative of a financial institution or trust company, as those terms are defined in ORS 706.008, that is attorney in fact under a duly executed power of attorney from the owner or purchaser authorizing real estate activity, if the power of attorney is recorded in the office of the county clerk for the county in which the real estate to be sold, leased or exchanged is located.

(27) A nonlicensed individual who is a member of a domestic or foreign limited liability company duly registered and operating within this state under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the limited liability company if:

(a) The limited liability company is member-managed; or

(b) The limited liability company is manager-managed, and the nonlicensed individual is a manager.

(28) A nonlicensed individual who is a partner in a partnership as defined in ORS 67.005 and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the partnership.

(29) A nonlicensed individual who is an officer or director of a domestic or foreign corporation duly registered and operating within this state under ORS chapter 60 and who is engaging in the acquisition, sale, exchange, lease, transfer or management of the real estate of the corporation.

(30) A nonlicensed individual who transfers a timeshare:

(a) By deed in lieu of foreclosure;

(b) As part of a foreclosure sale; or

(c) As part of a resale by a managing entity of a timeshare that has been acquired by the managing entity:

(A) As a result of terminating a contractual right of occupancy;

(B) By deed in lieu of foreclosure, other transfer or termination; or

(C) At a foreclosure sale.

(31) A nonlicensed individual who offers for sale a timeshare owned by the individual.

SECTION 221. The amendments to ORS 696.030 by section 220 of this 2027 Act become operative on January 1, 2030.

SECTION 222. ORS 701.160 is amended to read:

701.160. Notwithstanding ORS 9.320:

(1) A party may appear or be represented by an individual who is not a licensee of the Oregon State Bar in a proceeding before the Construction Contractors Board if:

(a) The party is a corporation and the individual is an officer of the corporation;

(b) The party is a partnership, or a limited liability partnership or foreign limited liability partnership as those terms are defined in ORS 67.005, and the individual is a partner in the partnership, limited liability partnership or foreign limited liability partnership;

(c) The party is a limited partnership as defined in ORS 70.005 and the individual is a general partner in the partnership;

(d) The party is a manager-managed limited liability company as defined in ORS 63.001 **or section 2 of this 2027 Act** and the individual is a manager of the company; or

(e) The party is a member-managed limited liability company as defined in ORS 63.001 **or section 2 of this 2027 Act** and the individual is a member of the company.

(2) In addition to parties described in subsection (1) of this section, the board, by rule, may recognize particular business forms as parties that may appear or be represented by an individual who is not a licensee of the Oregon State Bar in a proceeding before the board. A board rule adopted under this subsection must identify the business form of the party and specify the required relationship between the party and the individual. The board may allow appearance or representation of a party only by an individual who is a director, officer, partner, trustee, manager or authorized regular employee of the party.

SECTION 222a. The amendments to ORS 701.160 by section 222 of this 2027 Act become operative on January 1, 2029.

SECTION 223. ORS 701.160, as amended by section 222 of this 2027 Act, is amended to read:

701.160. Notwithstanding ORS 9.320:

(1) A party may appear or be represented by an individual who is not a licensee of the

Oregon State Bar in a proceeding before the Construction Contractors Board if:

(a) The party is a corporation and the individual is an officer of the corporation;

(b) The party is a partnership, or a limited liability partnership or foreign limited liability partnership as those terms are defined in ORS 67.005, and the individual is a partner in the partnership, limited liability partnership or foreign limited liability partnership;

(c) The party is a limited partnership as defined in ORS 70.005 and the individual is a general partner in the partnership;

(d) The party is a manager-managed limited liability company as defined in [*ORS 63.001 or*] section 2 of this 2027 Act and the individual is a manager of the company; or

(e) The party is a member-managed limited liability company as defined in [*ORS 63.001 or*] section 2 of this 2027 Act and the individual is a member of the company.

(2) In addition to parties described in subsection (1) of this section, the board, by rule, may recognize particular business forms as parties that may appear or be represented by an individual who is not a licensee of the Oregon State Bar in a proceeding before the board. A board rule adopted under this subsection must identify the business form of the party and specify the required relationship between the party and the individual. The board may allow appearance or representation of a party only by an individual who is a director, officer, partner, trustee, manager or authorized regular employee of the party.

SECTION 224. The amendments to ORS 701.160 by section 223 of this 2027 Act become operative on January 1, 2030.

SECTION 225. ORS 707.007 is amended to read:

707.007. (1) As an alternative to being organized as a corporation under this chapter, an Oregon bank may be organized as a limited liability company.

(2) With respect to any Oregon bank that is organized as a limited liability company, as used in the Bank Act:

(a) "Articles of incorporation" means the Oregon bank's articles of organization, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(b) "Bylaws" means the Oregon bank's operating agreement, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(c) "Certificate of incorporation" means a certificate of organization issued to the Oregon bank **or, as appropriate, articles of organization issued to the Oregon bank**.

(d) "Corporation," means a limited liability company, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(e) "Director," "directors" or "board of directors" means the Oregon bank's manager or managers, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(f) "Dividends" means distributions, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**, declared or paid by the Oregon bank.

(g) "Incorporator" means the Oregon bank's organizer, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(h) "Share" or "stock" means a membership interest in the Oregon bank, as defined in ORS 63.001 **or, as appropriate, an interest that a person has as a member, as defined in section 2 of this 2027 Act, of the Oregon bank**.

(i) "Stockholder," "stockholders," "shareholder" or "shareholders" means the Oregon bank's member or members, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(3) An Oregon bank organized as a limited liability company shall be organized under the authority of the Director of the Department of Consumer and Business Services under this chapter. Except as set forth in subsection (4) of this section, with respect to all other aspects of its operation and existence, an Oregon bank that is organized as a limited liability company is subject to the provisions of ORS chapter 63 **or, as appropriate, to the provisions of sections 1 to 125 of this 2027 Act**, to the extent that ORS chapter 63 [*does*] **or, as appropriate, sections 1 to 125 of this 2027 Act do** not conflict with the Bank Act. In the event of any conflict between the Bank Act and ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, the Bank Act controls.

(4)(a) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, the articles of organization of an Oregon bank that is organized as a limited liability company shall:

(A) State that the existence of the Oregon bank is perpetual; and

(B) Provide that the Oregon bank is to be managed by a board of not fewer than five managers.

(b) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, an Oregon bank that is organized as a limited liability company shall be managed

exclusively by its board of managers in substantially the same manner as an Oregon bank that is organized as a corporation is managed by its board of directors. The board of managers of an Oregon bank that is organized as a limited liability company has substantially the same rights, powers, privileges, duties and responsibilities as the board of directors of an Oregon bank that is organized as a corporation and is subject to the provisions of this chapter pertaining to directors.

(c) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, membership interests in an Oregon bank that is organized as a limited liability company are freely transferable, and consent of the Oregon bank or its members or managers is not required for a person to acquire or transfer a membership interest in the Oregon bank. Immediately upon the completion of the transfer of the membership interest to a person, the person becomes a member and has all the rights of a member.

(d) ORS 63.621 (2) to (4) **and section 58 (1)(a) to (c) of this 2027 Act** do not apply to an Oregon bank organized as a limited liability company.

(5) The articles of organization of an Oregon bank that is organized as a limited liability company shall require that liquidation of the Oregon bank conform with the requirements of the Bank Act.

(6) An Oregon bank that is organized as a limited liability company shall have the officers described in ORS 707.700. The officers shall be elected by the board of managers of the Oregon bank and are subject to the provisions of this chapter.

(7) Each Oregon bank that is organized as a limited liability company shall have a written operating agreement containing any provisions for the affairs of the Oregon bank as may be agreed upon by its members and that are consistent with the Bank Act.

(8) Any number of persons, not fewer than five, may act as organizers of an Oregon bank that is organized as a limited liability company.

SECTION 225a. The amendments to ORS 707.007 by section 225 of this 2027 Act become operative on January 1, 2029.

SECTION 226. ORS 707.007, as amended by section 225 of this 2027 Act, is amended to read:

707.007. (1) As an alternative to being organized as a corporation under this chapter, an Oregon bank may be organized as a limited liability company.

(2) With respect to any Oregon bank that is organized as a limited liability company, as used in the Bank Act:

(a) "Articles of incorporation" means the Oregon bank's articles of organization, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(b) "Bylaws" means the Oregon bank's operating agreement, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(c) "Certificate of incorporation" means a certificate of organization issued to the Oregon bank or, as appropriate, articles of organization issued to the Oregon bank.

(d) "Corporation," means a limited liability company, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(e) "Director," "directors" or "board of directors" means the Oregon bank's manager or managers, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(f) "Dividends" means distributions, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act, declared or paid by the Oregon bank.

(g) "Incorporator" means the Oregon bank's organizer, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(h) "Share" or "stock" means a membership interest in the Oregon bank[*, as defined in ORS 63.001 or, as appropriate, an interest*] that a person has as a member, as defined in section 2 of this 2027 Act, of the Oregon bank.

(i) "Stockholder," "stockholders," "shareholder" or "shareholders" means the Oregon bank's member or members, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(3) An Oregon bank organized as a limited liability company shall be organized under the authority of the Director of the Department of Consumer and Business Services under this chapter. Except as set forth in subsection (4) of this section, with respect to all other aspects of its operation and existence, an Oregon bank that is organized as a limited liability company is subject to the provisions of [*ORS chapter 63 or, as appropriate, to the provisions of*] sections 1 to 125 of this 2027 Act, to the extent that [*ORS chapter 63 or, as appropriate,*] sections 1 to 125 of this 2027 Act do not conflict with the Bank Act. In the event of any conflict between the Bank Act and [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, the Bank Act controls.

(4)(a) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, the articles of organization of an Oregon bank that is organized as a limited liability company shall:

(A) State that the existence of the Oregon bank is perpetual; and

(B) Provide that the Oregon bank is to be managed by a board of not fewer than five managers.

(b) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, an Oregon bank that is organized as a limited liability company shall be managed exclusively by its board of managers in substantially the same manner as an Oregon bank that is organized as a corporation is managed by its board of directors. The board of managers of an Oregon bank that is organized as a limited liability company has substantially the same rights, powers, privileges, duties and responsibilities as the board of directors of an Oregon bank that is organized as a corporation and is subject to the provisions of this chapter pertaining to directors.

(c) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, membership interests in an Oregon bank that is organized as a limited liability company are freely transferable, and consent of the Oregon bank or its members or managers is not required for a person to acquire or transfer a membership interest in the Oregon bank. Immediately upon the completion of the transfer of the membership interest to a person, the person becomes a member and has all the rights of a member.

(d) [*ORS 63.621 (2) to (4) and*] section 58 (1)(a) to (c) of this 2027 Act [*do*] **does** not apply to an Oregon bank organized as a limited liability company.

(5) The articles of organization of an Oregon bank that is organized as a limited liability company shall require that liquidation of the Oregon bank conform with the requirements of the Bank Act.

(6) An Oregon bank that is organized as a limited liability company shall have the officers described in ORS 707.700. The officers shall be elected by the board of managers of the Oregon bank and are subject to the provisions of this chapter.

(7) Each Oregon bank that is organized as a limited liability company shall have a written operating agreement containing any provisions for the affairs of the Oregon bank as may be agreed upon by its members and that are consistent with the Bank Act.

(8) Any number of persons, not fewer than five, may act as organizers of an Oregon bank that is organized as a limited liability company.

SECTION 227. The amendments to ORS 707.007 by section 226 of this 2027 Act become operative on January 1, 2030.

SECTION 228. ORS 709.015 is amended to read:

709.015. (1) As an alternative to being organized as a corporation pursuant to the provisions of ORS chapter 707 and this chapter, an Oregon trust company may be organized as a limited liability company.

(2) With respect to any Oregon trust company that is organized as a limited liability company, as used in the Bank Act:

(a) "Articles of incorporation" means the Oregon trust company's articles of organization, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(b) "Bylaws" means the Oregon trust company's operating agreement, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(c) "Certificate of incorporation" means a certificate of organization issued to the Oregon trust company.

(d) "Corporation" means a limited liability company, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(e) "Director," "directors" or "board of directors" means the Oregon trust company's manager or managers, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(f) "Dividends" means distributions, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**, declared or paid by the Oregon trust company.

(g) "Incorporator" means the Oregon trust company's organizer, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(h) "Share" or "stock" means a membership interest in the Oregon trust company, as defined in ORS 63.001 **or, if appropriate, an interest that a person has as a member, as defined in section 2 of this 2027 Act, of the Oregon trust company**.

(i) "Stockholder," "stockholders," "shareholder" or "shareholders" means the Oregon trust company's member or members, as defined in ORS 63.001 **or, as appropriate, in section 2 of this 2027 Act**.

(3) An Oregon trust company organized as a limited liability company shall be organized under the authority of the Director of the Department of Consumer and Business Services under this chapter and ORS chapter 707. Except as set forth in subsection (4) of this section, with respect to all other aspects of its operation and existence, an Oregon trust company that is organized as a limited liability company is subject to the provisions of ORS chapter 63 **or, as appropriate, to the provisions of sections 1 to 125 of this 2027 Act**, to the extent that ORS chapter 63 [*does*] **or, as appropriate, sections 1 to 125 of this 2027 Act do** not conflict with the Bank Act. In the event of any conflict between the Bank Act and ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, the Bank Act controls.

(4)(a) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, the articles of organization of an Oregon trust company that is organized as a limited liability company shall:

(A) State that the existence of the Oregon trust company is perpetual; and

(B) Provide that the Oregon trust company is to be managed by a board of not fewer than five managers.

(b) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, an Oregon trust company that is organized as a limited liability company shall be managed exclusively by its board of managers in substantially the same manner as an Oregon trust company that is organized as a corporation is managed by its board of directors. The board of managers of an Oregon trust company that is organized as a limited liability company has substantially the same rights, powers, privileges, duties and responsibilities as the board of directors of an Oregon trust company that is organized as a corporation and is subject to the provisions of ORS chapter 707 and this chapter pertaining to directors.

(c) Notwithstanding any provision of ORS chapter 63 **or sections 1 to 125 of this 2027 Act**, membership interests in an Oregon trust company that is organized as a limited liability company are freely transferable, and consent of the Oregon trust company or its members or managers is not required for a person to acquire or transfer a membership interest in the Oregon trust company. Immediately upon the completion of the transfer of the membership interest to a person, the person becomes a member, and has all the rights of a member.

(d) ORS 63.621 (2) to (4) **and section 58 (1)(a) to (c) of this 2027 Act** do not apply to an Oregon trust company organized as a limited liability company.

(5) The articles of organization of an Oregon trust company that is organized as a limited liability company shall require that liquidation of the Oregon trust company conform with the requirements of the Bank Act.

(6) An Oregon trust company that is organized as a limited liability company shall have the officers described in ORS 707.700. The officers shall be elected by the board of managers of the Oregon trust company and shall be subject to the provisions of this chapter and ORS chapter 707.

(7) Each Oregon trust company that is organized as a limited liability company shall have a written operating agreement containing any provisions for the affairs of the Oregon trust company as may be agreed upon by its members and that are consistent with the Bank Act.

(8) Any number of persons, not fewer than five, may act as organizers of an Oregon trust company that is organized as a limited liability company.

SECTION 228a. The amendments to ORS 709.015 by section 228 of this 2027 Act become operative on January 1, 2029.

SECTION 229. ORS 709.015, as amended by section 228 of this 2027 Act, is amended to read:

709.015. (1) As an alternative to being organized as a corporation pursuant to the provisions of ORS chapter 707 and this chapter, an Oregon trust company may be organized as a limited liability company.

(2) With respect to any Oregon trust company that is organized as a limited liability company, as used in the Bank Act:

(a) "Articles of incorporation" means the Oregon trust company's articles of organization, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(b) "Bylaws" means the Oregon trust company's operating agreement, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(c) "Certificate of incorporation" means a certificate of organization issued to the Oregon trust company.

(d) "Corporation" means a limited liability company, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(e) "Director," "directors" or "board of directors" means the Oregon trust company's

manager or managers, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(f) "Dividends" means distributions, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act, declared or paid by the Oregon trust company.

(g) "Incorporator" means the Oregon trust company's organizer, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(h) "Share" or "stock" means a membership interest in the Oregon trust company[*, as defined in ORS 63.001 or, if appropriate, an interest*] that a person has as a member, as defined in section 2 of this 2027 Act, of the Oregon trust company.

(i) "Stockholder," "stockholders," "shareholder" or "shareholders" means the Oregon trust company's member or members, as defined in [*ORS 63.001 or, as appropriate, in*] section 2 of this 2027 Act.

(3) An Oregon trust company organized as a limited liability company shall be organized under the authority of the Director of the Department of Consumer and Business Services under this chapter and ORS chapter 707. Except as set forth in subsection (4) of this section, with respect to all other aspects of its operation and existence, an Oregon trust company that is organized as a limited liability company is subject to the provisions of [*ORS chapter 63 or, as appropriate, to the provisions of*] sections 1 to 125 of this 2027 Act, to the extent that [*ORS chapter 63 or, as appropriate,*] sections 1 to 125 of this 2027 Act do not conflict with the Bank Act. In the event of any conflict between the Bank Act and [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, the Bank Act controls.

(4)(a) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, the articles of organization of an Oregon trust company that is organized as a limited liability company shall:

(A) State that the existence of the Oregon trust company is perpetual; and

(B) Provide that the Oregon trust company is to be managed by a board of not fewer than five managers.

(b) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, an Oregon trust company that is organized as a limited liability company shall be managed exclusively by its board of managers in substantially the same manner as an Oregon trust company that is organized as a corporation is managed by its board of directors. The

board of managers of an Oregon trust company that is organized as a limited liability company has substantially the same rights, powers, privileges, duties and responsibilities as the board of directors of an Oregon trust company that is organized as a corporation and is subject to the provisions of ORS chapter 707 and this chapter pertaining to directors.

(c) Notwithstanding any provision of [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act, membership interests in an Oregon trust company that is organized as a limited liability company are freely transferable, and consent of the Oregon trust company or its members or managers is not required for a person to acquire or transfer a membership interest in the Oregon trust company. Immediately upon the completion of the transfer of the membership interest to a person, the person becomes a member, and has all the rights of a member.

(d) [*ORS 63.621 (2) to (4) and*] section 58 (1)(a) to (c) of this 2027 Act [*do*] **does** not apply to an Oregon trust company organized as a limited liability company.

(5) The articles of organization of an Oregon trust company that is organized as a limited liability company shall require that liquidation of the Oregon trust company conform with the requirements of the Bank Act.

(6) An Oregon trust company that is organized as a limited liability company shall have the officers described in ORS 707.700. The officers shall be elected by the board of managers of the Oregon trust company and shall be subject to the provisions of this chapter and ORS chapter 707.

(7) Each Oregon trust company that is organized as a limited liability company shall have a written operating agreement containing any provisions for the affairs of the Oregon trust company as may be agreed upon by its members and that are consistent with the Bank Act.

(8) Any number of persons, not fewer than five, may act as organizers of an Oregon trust company that is organized as a limited liability company.

SECTION 230. The amendments to ORS 709.015 by section 229 of this 2027 Act become operative on January 1, 2030.

SECTION 231. ORS 713.140 is amended to read:

713.140. (1) To procure a certificate of authority to conduct banking business in this state, an out-of-state bank or extranational institution shall apply to the Director of the Department of Consumer and Business Services. The application must state:

(a) The name, in accordance with the provisions of ORS 713.130.

(b) The state or country under the laws of which the out-of-state bank or extranational institution is organized.

(c) The date of organization.

(d) The period of duration of the out-of-state bank or extranational institution, if the duration is not perpetual.

(e) A mailing address to which the director may send notices.

(f) The address of the main office of the out-of-state bank or extranational institution in the state or country under the laws of which the out-of-state bank or extranational institution is organized.

(g) The name of the proposed registered agent and the street address in this state of the proposed registered office that will receive service of process for the out-of-state bank or extranational institution.

(h) The names and addresses of the president and secretary of the out-of-state bank or extranational institution.

(i) Additional information that the director by rule requires.

(2) The director may prescribe and furnish forms for the application. The president or a vice president and secretary or an assistant secretary of the out-of-state bank or extranational institution shall sign the application.

(3) The out-of-state bank or extranational institution shall also take the steps necessary to become authorized to transact business:

(a) If a corporation, as a foreign corporation under ORS chapter 60;

(b) If a limited partnership, as a foreign limited partnership under ORS chapter 70;

(c) If a limited liability company, as a foreign limited liability company under ORS chapter 63 **or sections 1 to 125 of this 2027 Act**; or

(d) If a business trust, as a business trust under ORS 128.560 to 128.600.

(4) If the out-of-state bank is an unincorporated company, partnership or association, the out-of-state bank shall register the out-of-state bank's name as an assumed business name as provided in ORS chapter 648.

SECTION 231a. The amendments to ORS 713.140 by section 231 of this 2027 Act become operative on January 1, 2029.

SECTION 232. ORS 713.140, as amended by section 231 of this 2027 Act, is amended to read:

713.140. (1) To procure a certificate of authority to conduct banking business in this state, an out-of-state bank or extranational institution shall apply to the Director of the Department of Consumer and Business Services. The application must state:

(a) The name, in accordance with the provisions of ORS 713.130.

(b) The state or country under the laws of which the out-of-state bank or extranational institution is organized.

(c) The date of organization.

(d) The period of duration of the out-of-state bank or extranational institution, if the duration is not perpetual.

(e) A mailing address to which the director may send notices.

(f) The address of the main office of the out-of-state bank or extranational institution in the state or country under the laws of which the out-of-state bank or extranational institution is organized.

(g) The name of the proposed registered agent and the street address in this state of the proposed registered office that will receive service of process for the out-of-state bank or extranational institution.

(h) The names and addresses of the president and secretary of the out-of-state bank or extranational institution.

(i) Additional information that the director by rule requires.

(2) The director may prescribe and furnish forms for the application. The president or a vice president and secretary or an assistant secretary of the out-of-state bank or extranational institution shall sign the application.

(3) The out-of-state bank or extranational institution shall also take the steps necessary to become authorized to transact business:

(a) If a corporation, as a foreign corporation under ORS chapter 60;

(b) If a limited partnership, as a foreign limited partnership under ORS chapter 70;

(c) If a limited liability company, as a foreign limited liability company under [*ORS chapter 63 or*] sections 1 to 125 of this 2027 Act; or

(d) If a business trust, as a business trust under ORS 128.560 to 128.600.

(4) If the out-of-state bank is an unincorporated company, partnership or association, the out-of-state bank shall register the out-of-state bank's name as an assumed business name as provided in ORS chapter 648.

SECTION 233. The amendments to ORS 713.140 by section 232 of this 2027 Act become operative on January 1, 2030.

SECTION 234. ORS 713.200 is amended to read:

713.200. (1) An out-of-state bank or extranational institution that has a certificate of authority to conduct banking business in this state shall deliver copies of documents that the out-of-state bank or extranational institution filed with the Secretary of State pursuant to ORS chapters 60, 63, 70 and 648 and ORS 128.560 to 128.600 **and sections 1 to 125 of this 2027 Act** to the Director of the Department of Consumer and Business Services promptly after filing the documents with the Secretary of State.

(2) If an out-of-state bank or an extranational institution that has a certificate of authority to conduct banking business in this state changes the out-of-state bank's or extranational institution's name or duration, the out-of-state bank or extranational institution shall apply to the director to amend the certificate of authority.

(3) The requirements for signing and submitting the application described in subsection (2) of this section to the director and that prescribe the form and contents of the application are the same as in the case of an original application for a certificate of authority under ORS 713.140. Filing the application for the amended certificate of authority by the director has the same legal effect as filing the original certificate of authority.

SECTION 234a. The amendments to ORS 713.200 by section 234 of this 2027 Act become operative on January 1, 2029.

SECTION 235. ORS 713.200, as amended by section 234 of this 2027 Act, is amended to read:

713.200. (1) An out-of-state bank or extranational institution that has a certificate of authority to conduct banking business in this state shall deliver copies of documents that the out-of-state bank or extranational institution filed with the Secretary of State pursuant to ORS chapters 60, [*63,*] 70 and 648 and ORS 128.560 to 128.600 and sections 1 to 125 of this 2027 Act to the Director of the Department of Consumer and Business Services promptly after filing the documents with the Secretary of State.

(2) If an out-of-state bank or an extranational institution that has a certificate of authority to conduct banking business in this state changes the out-of-state bank's or extranational institution's name or duration, the out-of-state bank or extranational institution shall apply to the director to amend the certificate of authority.

(3) The requirements for signing and submitting the application described in subsection (2) of this section to the director and that prescribe the form and contents of the application are the same as in the case of an original application for a certificate of authority under ORS 713.140. Filing the application for the amended certificate of authority by the director has the same legal effect as filing the original certificate of authority.

SECTION 236. The amendments to ORS 713.200 by section 235 of this 2027 Act become operative on January 1, 2030.

SECTION 237. ORS 726.050 is amended to read:

726.050. The Director of the Department of Consumer and Business Services may not issue a license to a corporation, limited liability company or limited liability partnership or to a person using an assumed business name unless:

(1) The limited liability company or limited liability partnership has filed the required documents under ORS chapter 63 or 67 **or sections 1 to 125 of this 2027 Act**;

(2) The person using the assumed business name has registered the name under ORS chapter 648; or

(3) The corporation is an Oregon corporation in good standing or a foreign corporation legally qualified to do business in this state.

SECTION 237a. The amendments to ORS 726.050 by section 237 of this 2027 Act become operative on January 1, 2029.

SECTION 238. ORS 726.050, as amended by section 237 of this 2027 Act, is amended to read:

726.050. The Director of the Department of Consumer and Business Services may not issue a license to a corporation, limited liability company or limited liability partnership or to a person using an assumed business name unless:

(1) The limited liability company or limited liability partnership has filed the required documents under ORS chapter [*63 or*] 67 or sections 1 to 125 of this 2027 Act;

(2) The person using the assumed business name has registered the name under ORS

chapter 648; or

(3) The corporation is an Oregon corporation in good standing or a foreign corporation legally qualified to do business in this state.

SECTION 239. The amendments to ORS 726.050 by section 238 of this 2027 Act become operative on January 1, 2030.

CAPTIONS

SECTION 240. The unit and section captions and leadlines used in this 2027 Act are provided only for the convenience of the reader and do not become part of the statutory law of this state or express any legislative intent in the enactment of this 2027 Act.

REPEAL OF CHAPTER 63

SECTION 241. ORS 63.001, 63.002, 63.004, 63.007, 63.011, 63.014, 63.016, 63.017, 63.021, 63.024, 63.027, 63.031, 63.032, 63.034, 63.044, 63.047, 63.051, 63.054, 63.057, 63.074, 63.077, 63.094, 63.097, 63.101, 63.111, 63.114, 63.117, 63.121, 63.130, 63.140, 63.155, 63.160, 63.165, 63.170, 63.175, 63.180, 63.185, 63.195, 63.200, 63.205, 63.209, 63.219, 63.225, 63.229, 63.235, 63.239, 63.245, 63.249, 63.255, 63.259, 63.265, 63.431, 63.434, 63.437, 63.441, 63.444, 63.467, 63.470, 63.473, 63.476, 63.479, 63.481, 63.487, 63.494, 63.497, 63.621, 63.625, 63.629, 63.631, 63.637, 63.641, 63.644, 63.645, 63.647, 63.651, 63.654, 63.657, 63.661, 63.664, 63.671, 63.674, 63.701, 63.704, 63.707, 63.711, 63.714, 63.717, 63.721, 63.724, 63.727, 63.731, 63.734, 63.737, 63.741, 63.744, 63.747, 63.771, 63.777, 63.781, 63.784, 63.787, 63.801, 63.810, 63.951, 63.955, 63.960, 63.965, 63.990 and 63.992 are repealed on January 1, 2030.