

# TITLE 7

## CORPORATIONS AND PARTNERSHIPS

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### Chapter 56

#### 1985 REPLACEMENT PART

#### Corporation Division

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**56.005 Definitions for ORS 56.005 to 56.110.** As used in ORS 56.005 to 56.110:

(1) "Commissioner" means the Corporation Commissioner, who is the administrator of the Corporation Division.

(2) "Division" means the Corporation Division of the Department of Commerce. [1963 c.580 §10]

**56.010** [Repealed by 1963 c 580 §103]

**56.012 Corporation Division established; Corporation Commissioner; appointment; term; bond.** (1) The Corporation Division is established within the Department of Commerce.

(2) The Corporation Division shall be under the supervision and control of an administrator who shall be known as the Corporation Commissioner. The Director of Commerce shall, with the approval of the Governor, appoint the Corporation Commissioner who shall be qualified to perform the duties of the office. The commissioner shall hold office at the pleasure of the Director of Commerce and shall be responsible for the performance of the duties imposed upon the division. The Corporation Commissioner shall receive such salary as may be provided by law.

(3) Before entering upon the duties of office the commissioner shall give to the state a fidelity bond with one or more corporate sureties authorized to do business in this state in the sum fixed by the Director of Commerce. The premium for the bond shall be paid by the division. [1963 c 580 §§11, 12]

**56.015** [1955 c.349 §1; 1957 c.80 §1, repealed by 1963 c.580 §103]

**56.018 Power of Corporation Commissioner.** The Corporation Commissioner shall have the power to:

(1) For the purpose of administration, with the approval of the Director of Commerce, organize and reorganize, as necessary, the division in the manner that the commissioner deems necessary to properly conduct the work of the division.

(2) Appoint all subordinate officers and employes of the division and prescribe their duties and fix their compensation, subject to the applicable provisions of the State Personnel Relations Law. Subject to any other applicable law regulating travel expenses, the officers and employes of the division shall be allowed such reasonable and necessary travel and other expenses as may be incurred in the performance of their duties.

(3) Require a fidelity bond of any officer or employee of the division who has charge of, handles or has access to any state money or property, and who is not otherwise required by law to give a bond. The amount of the bond shall be fixed by the commissioner, except as otherwise provided by law, and the sureties shall be approved by the commissioner. The division shall pay the premium on the bonds. [1963 c.580 §13]

**56.020** [Amended by 1961 c.280 §4; repealed by 1963 c.580 §103]

**56.022 Authority of commissioner to administer laws under commissioner's jurisdiction.** The Corporation Commissioner shall have the power and authority reasonably necessary to enable the commissioner to administer the laws under the commissioner's jurisdiction and to perform the duties therein imposed upon the commissioner, including the authority to promulgate rules governing the procedure and form for submitting documents to be filed by the commissioner and the procedure and form for filing and retaining the documents and any other records required to be kept. [1985 c.728 §5]

**Note:** 56.022 was added to and made a part of ORS chapter 56 by legislative action but was not added to any smaller series therein. See Preface to Oregon Revised Statutes for further explanation.

**56.025 Designation of persons to sign papers.** The Corporation Commissioner may designate one or more of the clerks, deputies or assistants of the commissioner, in the name of the commissioner, to sign or countersign papers, documents, orders and certificates requiring the signature of the Corporation Commissioner. Any paper, document, order or certificate signed in the name of the Corporation Commissioner by the designated clerk, deputy or assistant shall have the same force and effect as if signed by the Corporation Commissioner. [1959 c.173 §1]

**56.030** [Amended by 1961 c.280 §5, repealed by 1963 c.580 §103]

**56.035 Documents filed with Corporation Commissioner; verification.** Where a document is required by law to be verified before it may be filed with the Corporation Commissioner, the document shall include or be accompanied by a written declaration, prepared under penalties of perjury by the person executing the document, to the effect that the person has examined the document and to the best of the knowledge and belief of the person it is true, correct and complete. An acknowledgment before a notary public or other officer is not required. [1971 c.200 §2]

**56.040** [Repealed by 1961 c.280 §2]

**56.041 Net receipts to be deposited in General Fund.** Except as provided in section 20, chapter 551, Oregon Laws 1963, the net amount accruing to the Corporation Division from all fees, charges, interest, fines, penalties and miscellaneous revenues from all other sources shall, after deduction of refunds, be paid over to the State Treasurer and deposited in the General Fund at least monthly and become available for general governmental expenses. [1961 c.280 §10; 1963 c.551 §16, 1981 c.633 §1]

**56.045 Disposition of moneys collected to reimburse travel, tuition and registration costs of division.** Notwithstanding the provisions of ORS 56.041, moneys collected by the Corporation Division from payments made by any private or public entity to reimburse actual travel, tuition and registration costs incurred by the Corporation Division shall be deposited into the Commerce Administration Account as established in ORS 184.570. [1985 c.383 §8]

**Note:** 56.045 was enacted into law by the Legislative Assembly but was not added to or made a part of ORS chapter 56 or any series therein by legislative action. See Preface to Oregon Revised Statutes for further explanation.

**56.050 Copies of records as evidence; fees for copies.** (1) Copies of all records and papers of the Corporation Division, certified by the commissioner, shall be received in evidence in all cases equally and with like effect as the original.

(2) The Corporation Division shall collect a fee as set by rule for making copies of any document filed in its office. For certifying the document it shall collect, in addition, a fee of \$2. [Amended by 1953 c 549 §138; 1957 c 227 §1; 1963 c 580 §14; 1985 c.351 §1; 1985 c 728 §1]

**Note:** See note under 56.120 regarding fee surcharge.

**56.060 Records of commissioner.** The Corporation Commissioner shall keep, as records of office, books showing all acts, matters and things done by the commissioner under ORS chapters 56 to 62, 69, 128, 554, 647 and 648. [Amended by 1983 c.740 §6; 1985 c.728 §§2, 2a]

**56.070 Waiving collection of fees, charges or interest amounting to \$3 or less.**

The Corporation Commissioner may waive collection of any fee, charge or interest, or portion of a fee, charge or interest, which is collectible by the Corporation Commissioner and is no more than \$3. [1955 c.185 §1; 1971 c.184 §1]

**56.080 Withdrawal of certificates issued and filings accepted; withdrawal from filing.** (1) Except as provided in subsec-

tions (2) and (3) of this section, the commissioner, within one year after a filing, at any time after a hearing held not less than 20 days after written notice to the company or individual who submitted the document to the division, may withdraw any certificate issued or document filed by the commissioner, except filings pursuant to ORS chapters 59 and 647, on any ground existing at the time of the filing for which the commissioner could have originally refused to issue the certificate or file the document. The written notice of such hearing shall state the reason for the proposed withdrawal.

(2) The commissioner, within one year after a filing, may withdraw from filing any document filed by the commissioner when the person who submitted the document advises the division that the document was submitted prematurely or by inadvertence or mistake. The person requesting the withdrawal shall accompany the request with a written statement reflecting the basis of the person's authority to initiate the withdrawal.

(3) The commissioner may withdraw without notice or hearing a certificate that the commissioner has issued or a document the commissioner has filed when the fee was paid with a check that was returned to the division for lack of sufficient funds. Such withdrawal shall be retroactive to the date of filing.

(4) Any decision under this section may be reviewed in accordance with the provisions of ORS 183.310 to 183.550.

(5) A withdrawal from filing of a document under this section is retroactive to the date of the filing but shall not relieve a person of any liability the person may have incurred while the document was filed with the division. The commissioner is not required to refund any fees paid in conjunction with the document withdrawn. [1967 c 576 §2; 1981 c.633 §2; 1983 c.717 §4; 1985 c.728 §§3, 3a]

**56.090 Access to records; commissioner not responsible for accuracy of information.**

(1) The Corporation Commissioner by rule shall adopt a schedule establishing priority of access among members of the general public, governmental agencies and other persons to records of the commissioner and the division for use at times that the commissioner finds that demands for access to the records and to the time and resources of the commissioner and the division cannot be satisfied readily.

(2) The commissioner shall not be responsible for the accuracy of information contained in the records and provided under this section or ORS 192.410 to 192.500. [1983 c.717 §2]

**56.100 Electronic materials not subject to public records law.** Except as the commissioner provides by rule, the following are not public records for the purposes of ORS 192.410 to 192.500:

(1) Electronic data processing programs of the division; and

(2) Electronic media used to record, process or store documents filed with the Corporation Division. [1983 c 717 §2a]

**56.110 Evidentiary effect of certificates and other documents issued by commissioner.** All certificates issued by the Corporation Commissioner and all copies of documents filed in the office of the commissioner, when certified by the commissioner, 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 commissioner under the seal of the Corporation Division of the Department of Commerce, State of Oregon, as to the compliance or noncompliance of the document with provisions of law administered by the Corporation Division, 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 commissioner, 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. [1983 c.717 §3]

**56.120 Fees for computer records copies and access.** Notwithstanding ORS 192.410 to 192.500 and except as provided in this section, the Corporation Commissioner shall establish by rule reasonable fees for:

(1) Computer generated lists on paper and electronic data processing media;

(2) Terminal access to the division's files;

(3) Microfilm records of the division's files; and

(4) Copies of the programs and files on paper or electronic data processing media. [1983 c 87 §4]

### **AUTOMATED SYSTEM REPAYMENT ACCOUNT**

**Note:** Sections 1, 2, 3, 5 and 6, chapter 87, Oregon Laws 1983 as amended by section 27, chapter 87, Oregon Laws 1985, provide:

**Sec. 1.** The Corporation Division Automated System Repayment Account is established in the General Fund of the State Treasury. [1983 c.87 §1]

**Sec. 2.** The State Treasurer, pursuant to ORS 293.210, may transfer such funds to the Corporation Division Automated System Repayment Account as are necessary to finance the cost of acquisition and installation of an automated record keeping system within the Corporation Division. The Corporation Commissioner shall notify the State Treasurer of the total amount necessary upon the approval of the legislative review agency, as defined by ORS 291.371, of a total allowable transfer [1983 c 87 §2]

**Sec. 3.** Subject to approval of the legislative review agency of the plan submitted under section 2, chapter 87, Oregon Laws 1983, and in addition to the fees established by ORS chapters 56, 57, 61, 62, 69, 128, 647 and 648, the Corporation Commissioner shall, commencing on the effective date of this 1985 Act [September 20, 1985], charge the following amounts:

(1) A \$5 surcharge on fees specified by ORS 57.761 (1)(a), 57.767, 62.805, 62.810 (1)(a), 69.180 (2), 69.510 (5)(a), 128.575 (2)(a), 128.595 (1)(a), 554.310 (1) and 648.115 and on fees for profit corporations under ORS 554.310 (3)

(2) A \$20 surcharge on fees specified by ORS 57.761 (1)(c), 57.769, 57.822, 69.440 (1), 69.510 (5)(b), 128.575 (2)(b) and 128.595 (1)(b)

(3) A \$10 surcharge on fees specified by ORS 57.075 (3)(a), 57.766 (2), 69.500 (3)(a), and 648.070

(4) A \$4 surcharge on fees charged for certification specified by ORS 56.050 (2) and 57.766 (1) [1983 c.87 §3, 1985 c.351 §2]

**Sec. 5.** All moneys received by the Corporation Commissioner under sections 3 and 4 of this Act, except sums sufficient to meet administrative costs created by this Act, shall be paid into the State Treasury, deposited in the General Fund to the credit of the Corporation Division Automated System Repayment Account. Moneys in the account are continuously appropriated to the commissioner for the repayment of any obligation created by section 2 of this Act. Upon certification by the State Treasurer that repayment of the obligation has been accomplished, sections 1, 2, 3, 5 and 6 of this Act are repealed. However, in no instance shall the surcharges on fees created by section 3 of this Act extend beyond December 31, 1987. [1983 c 87 §5]

**Sec. 6.** Upon repayment of the obligation, any balance in the Corporation Division Automated System Repayment Account that is unexpended and unobligated on the effective date of the repeal of sections 1, 2, 3, 5 and 6 of this Act, and all moneys that would have been deposited in the account had this Act remained in effect, shall revert to the General Fund and be available for general governmental expenses. [1983 c.87 §6]

