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INTRODUCED BY Senator Pavley

FEBRUARY 24, 2012

An act to amend Section 2103 of the Code of Civil Procedure, to amend Sections 110, 202, 900, 902, 910, 1505, 2105, 2602, 5008, 5008.6, 5130, 5810, 5812, 5813.5, 5819, 7130, 7810, 7812, 7813.5, 7819, 8810, 9130, 9621, 9913, 12214, 12310, 12500, 12502, 12504, 12510, 12570, 13226, 15901.16, 15902.01, 15909.02, 16303, 16309, 16953, 16959, 17051, 17054, 17060, 17062, 17451, 17454, 17654, and 18200 of, to repeal Part 8 (commencing with Section 14350) of, and to repeal Part 10 (commencing with Section 14450) of, Division 3 of Title 1 of, the Corporations Code, to amend Section 14101 of the Financial Code, and to amend Sections 12178.1, 12185, and 12191 of the Government Code, relating to business filings.

LEGISLATIVE COUNSEL'S DIGEST

SB 1532, Pavley. Business filings.

(1) Existing law provides for the formation and governance of various business entities, including, but not limited to, limited liability companies, limited liability partnerships, and corporations. Existing law requires a business entity to file specified documents disclosing information regarding the entity with the Secretary of State. Existing law specifies the information to be provided by business entities in the filings, including, but not limited to, the address of their principal office.

This bill would specify that the required address information is the initial street address, and would require the business entity to provide its initial mailing address, if different from its street address.

(2) Under existing law, a corporation may amend or restate its articles of incorporation, as specified, but shall not amend its articles to alter any statement which may appear in its original articles of the names and addresses of the first directors or initial agent for service of process. Existing law requires approval by a corporation's members or shareholders to amend the corporation's articles, except that an amendment deleting those names and addresses may be approved by the board alone. Under existing law, a corporation that restates its articles shall omit those names and addresses, except as specified.

This bill would apply the same provisions to the initial street address and initial mailing address of a corporation and would

prohibit a corporation from amending its articles to add any statement, in addition to altering any statement, regarding the above information.

(3) Under existing law, a public benefit corporation, mutual benefit corporation, or religious corporation may amend its articles to change its status to a different corporate form. Existing law requires the amended articles to contain information that would have been required in original articles of incorporation for the new corporate form, except the names and addresses of the first directors, if applicable, and of the initial agent for service of process.

This bill would include in that exception the corporation's initial street address and initial mailing address.

(4) Existing law prohibits a corporation from constructing, or taking tolls on, a bridge, ferry, wharf, chute, or pier until that authority has been granted by the board of supervisors, or other governing body, as appropriate. Existing law specifies the circumstances and timeframes under which these corporations may dissolve. Existing law requires the president and secretary of each of those corporations to report annually to the board of supervisors, or other governing body having authority, as specified, certain information about the corporation's operations. Existing law provides for the formation and operation of water and canal corporations for the purpose of supplying water to cities and towns, and specifies the circumstances under which these corporations may impose a charge for water supply services.

This bill would eliminate the above provisions pertaining to those forms of special purpose corporations.

(5) Existing law specifies the manner in which the secretary shall maintain forms filed with the secretary, including requirements that the secretary cause specified federal lien notice filings to be marked, held, and indexed in accordance with specified provisions of the Commercial Code. Existing law requires the secretary to return to an unincorporated association a copy of a statement, noting the file number and filing date, filed by the association. Existing law requires that upon receipt of a filing pursuant to the Corporations Code, accompanied by a fee of \$25 or more, the secretary shall compare and certify 2 copies of the filing free of charge, provided the copies were submitted with the original filing.

This bill would revise those requirements, as specified. The bill would state the findings, declarations, and intent of the Legislature. The bill would also make conforming changes.

THE PEOPLE OF THE STATE OF CALIFORNIA DO ENACT AS FOLLOWS:

SECTION 1. (a) The Legislature finds and declares all of the following:

(1) Businesses file many documents with the Secretary of State.

(2) The current filing process is manual, very time consuming, and paper intensive for the Secretary of State and businesses.

(3) California Business Connect will replace the manual, time consuming, and paper-intensive process with a program that will allow businesses to file documents and request records via the Internet at any time of day.

(4) Existing law needs to be updated and standardized to more efficiently facilitate the development of California Business Connect.

(b) It is the intent of the Legislature to amend applicable

provisions of existing law to make it easier and less expensive for the Secretary of State's office to design and build California Business Connect.

SEC. 2. Section 2103 of the Code of Civil Procedure is amended to read:

2103. (a) If a notice of federal lien, a refiling of a notice of federal lien, or a notice of revocation of any certificate described in subdivision (b) is presented to a filing officer who is:

(1) The Secretary of State, he or she shall cause the notice to be filed, indexed, and marked in accordance with the provisions of Sections 9515, 9516, and 9522 of the Commercial Code as if the notice were a financing statement within the meaning of that code; or

(2) A county recorder, he or she shall accept for filing, file for record in the manner set forth in Section 27320 of the Government Code, and index the document by the name of the person against whose interest the lien applies in the general index.

(b) If a certificate of release, nonattachment, discharge, or subordination of any lien is presented to the Secretary of State for filing he or she shall:

(1) Cause a certificate of release or nonattachment to be filed, indexed, and marked as if the certificate were a termination statement within the meaning of the Commercial Code.

(2) Cause a certificate of discharge or subordination to be filed, indexed, and marked as if the certificate were a release of collateral within the meaning of the Commercial Code.

(c) If a refiled notice of federal lien referred to in subdivision (a) or any of the certificates or notices referred to in subdivision (b) is presented for filing to a county recorder, he or she shall accept for filing, file for record in the manner set forth in Section 27320 of the Government Code, and index the document by the name of the person against whose interest the lien applies in the general index.

(d) Upon request of any person, the filing officer shall issue his or her certificate showing whether there is on file, on the date and hour stated therein, any notice of lien or certificate or notice affecting any lien filed after January 1, 1968, under this title or former Chapter 14 (commencing with Section 7200) of Division 7 of Title 1 of the Government Code, naming a particular person, and if a notice or certificate is on file, giving the date and hour of filing of each notice or certificate. Upon request, the filing officer shall furnish a copy of any notice of federal lien, or notice or certificate affecting a federal lien. If the filing officer is a county recorder, the fee for a certificate for each name searched shall be set by the filing officer in an amount that covers actual costs, and the fee for copies shall be in accordance with Section 27366 of the Government Code. If the filing officer is the Secretary of State, the certificate shall be issued as part of a combined certificate pursuant to Section 9528 of the Commercial Code, and the fee for the certificate and copies shall be in accordance with that section.

SEC. 3. Section 110 of the Corporations Code is amended to read:

110. (a) Upon receipt of any instrument by the Secretary of State for filing pursuant to this division, if it conforms to law, it shall be filed by, and in the office of, the Secretary of State and the date of filing endorsed thereon. Except for instruments filed pursuant to Section 1502, the date of filing shall be the date the instrument is received by the Secretary of State unless the instrument provides that it is to be withheld from filing until a future date or unless in the judgment of the Secretary of State the filing is intended to be coordinated with the filing of some other

corporate document which cannot be filed. The Secretary of State shall file a document as of any requested future date not more than 90 days after its receipt, including a Saturday, Sunday, or legal holiday, if the document is received in the Secretary of State's office at least one business day prior to the requested date of filing. An instrument does not fail to conform to law because it is not accompanied by the full filing fee if the unpaid portion of the fee does not exceed the limits established by the policy of the Secretary of State for extending credit in these cases.

(b) If the Secretary of State determines that an instrument submitted for filing or otherwise submitted does not conform to law and returns it to the person submitting it, the instrument may be resubmitted accompanied by a written opinion of the member of the State Bar of California submitting the instrument, or representing the person submitting it, to the effect that the specific provision of the instrument objected to by the Secretary of State does conform to law and stating the points and authorities upon which the opinion is based. The Secretary of State shall rely, with respect to any disputed point of law (other than the application of Sections 201, 2101, and 2106), upon that written opinion in determining whether the instrument conforms to law. The date of filing in that case shall be the date the instrument is received on resubmission.

(c) Any instrument filed with respect to a corporation (other than original articles) may provide that it is to become effective not more than 90 days subsequent to its filing date. In case such a delayed effective date is specified, the instrument may be prevented from becoming effective by a certificate stating that by appropriate corporate action it has been revoked and is null and void, executed in the same manner as the original instrument and filed before the specified effective date. In the case of a merger agreement, the certificate revoking the earlier filing need only be executed on behalf of one of the constituent corporations. If no revocation certificate is filed, the instrument becomes effective on the date specified.

SEC. 4. Section 202 of the Corporations Code is amended to read:

202. The articles of incorporation shall set forth:

(a) The name of the corporation; provided, however, that in order for the corporation to be subject to the provisions of this division applicable to a close corporation (Section 158), the name of the corporation must contain the word "corporation," "incorporated," or "limited" or an abbreviation of one of such words.

(b) (1) The applicable one of the following statements:

(A) The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code; or

(B) The purpose of the corporation is to engage in the profession of ____ (with the insertion of a profession permitted to be incorporated by the California Corporations Code) and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

(2) In case the corporation is a corporation subject to the Banking Law (Division 1 (commencing with Section 99) of the Financial Code), the articles shall set forth a statement of purpose which is prescribed in the applicable provision of the Banking Law.

(3) In case the corporation is a corporation subject to the Insurance Code as an insurer, the articles shall additionally state that the business of the corporation is to be an insurer.

(4) If the corporation is intended to be a "professional corporation" within the meaning of the Moscone-Knox Professional Corporation Act (Part 4 (commencing with Section 13400) of Division 3), the articles shall additionally contain the statement required by Section 13404.

The articles shall not set forth any further or additional statement with respect to the purposes or powers of the corporation, except by way of limitation or except as expressly required by any law of this state other than this division or any federal or other statute or regulation (including the Internal Revenue Code and regulations thereunder as a condition of acquiring or maintaining a particular status for tax purposes).

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 1502.

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

(f) If the corporation is authorized to issue only one class of shares, the total number of shares which the corporation is authorized to issue.

(g) If the corporation is authorized to issue more than one class of shares, or if any class of shares is to have two or more series:

(1) The total number of shares of each class the corporation is authorized to issue, and the total number of shares of each series which the corporation is authorized to issue or that the board is authorized to fix the number of shares of any such series;

(2) The designation of each class, and the designation of each series or that the board may determine the designation of any such series; and

(3) The rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes or series of shares or the holders thereof, or that the board, within any limits and restrictions stated, may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series the number of shares of which is authorized to be fixed by the board, the articles may also authorize the board, within the limits and restrictions stated therein or stated in any resolution or resolutions of the board originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

SEC. 5. Section 900 of the Corporations Code is amended to read:

900. (a) By complying with the provisions of this chapter, a corporation may amend its articles from time to time, in any and as many respects as may be desired, so long as its articles as amended contain only such provisions as it would be lawful to insert in original articles filed at the time of the filing of the amendment and, if a change in shares or the rights of shareholders or an exchange, reclassification or cancellation of shares or rights of shareholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. It is the intent of the Legislature in adopting this section to exercise to the fullest extent the reserve power of the state over

corporations and to authorize any amendment of the articles covered by the preceding sentence regardless of whether any provision contained in the amendment was permissible at the time of the original incorporation of the corporation.

(b) A corporation shall not amend its articles to add any statement or to alter any statement that may appear in the original articles of the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent, except to correct an error in the statement or to delete the information after the corporation has filed a statement under Section 1502.

SEC. 6. Section 902 of the Corporations Code is amended to read:

902. (a) After any shares have been issued, amendments may be adopted if approved by the board and approved by the outstanding shares (Section 152), either before or after the approval by the board.

(b) Notwithstanding subdivision (a), an amendment extending the corporate existence or making the corporate existence perpetual may be adopted by a corporation organized prior to August 14, 1929, with approval by the board alone.

(c) Notwithstanding subdivision (a), unless the corporation has more than one class of shares outstanding, an amendment effecting only a stock split (including an increase in the authorized number of shares in proportion thereto) may be adopted with approval by the board alone.

(d) Notwithstanding subdivision (a), an amendment deleting the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent may be adopted with approval by the board alone.

(e) Whenever the articles require for corporate action the vote of a larger proportion or of all of the shares of any class or series, or of a larger proportion or of all of the directors, than is otherwise required by this division, the provision in the articles requiring such greater vote shall not be altered, amended or repealed except by such greater vote unless otherwise provided in the articles.

(f) Notwithstanding subdivision (a), any amendment reducing the vote required for an amendment pursuant to subdivision (c) of Section 158 may not be adopted unless approved by the affirmative vote of at least two-thirds of each class of outstanding shares or such other vote as may then be specified by the articles of the corporation.

SEC. 7. Section 910 of the Corporations Code is amended to read:

910. (a) A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to Sections 901 and 906, a certificate signed and verified by a majority of the incorporators or the board, as applicable, entitled "Restated Articles of Incorporation of (insert name of corporation)" which shall set forth the articles as amended to the date of the filing of the certificate, except that the signatures and acknowledgments of the articles by the incorporators and any statements regarding the effect of any prior amendment upon outstanding shares and any provisions of agreements of merger (other than amendments to the articles of the surviving corporation) and the initial street address and initial mailing address of the corporation and the names and addresses of the first directors and of the initial agent for service of process shall be omitted (except that the initial street address and initial mailing address of the corporation, the names and addresses of the

initial agent for service of process and, if previously set forth in the articles, the initial directors, shall not be omitted prior to the time that the corporation has filed a statement under Section 1502). Such omissions are not alterations or amendments of the articles. The certificate may also itself alter or amend the articles in any respect, in which case the certificate must comply with Section 905 or 906, as the case may be, and Section 907.

(b) If the certificate does not itself alter or amend the articles in any respect, it shall be approved by the board or, prior to the issuance of any shares and the naming and election of directors, by a majority of the incorporators, and shall be subject to the provisions of this chapter relating to an amendment of the articles not requiring any approval of the outstanding shares (Section 152). If the certificate does itself alter or amend the articles, it shall be subject to the provisions of this chapter relating to the amendment or amendments so made and, except for certificates approved by a majority of the incorporators, the certificate shall also state that the board has approved the restated articles.

(c) Certificates of determination are a part of the articles within the meaning of this section. The provisions of such a certificate shall be given an article designation in the restated articles.

(d) Restated articles of incorporation filed pursuant to this section shall supersede for all purposes the original articles and all amendments and certificates of determination filed prior thereto.

SEC. 8. Section 1505 of the Corporations Code is amended to read:

1505. (a) Any domestic or foreign corporation, before it may be designated as the agent for the purpose of service of process of any entity pursuant to any law which refers to this section, shall file a certificate executed in the name of the corporation by an officer thereof stating all of the following:

(1) The complete street address of its office or offices in this state, wherein any entity designating it as such agent may be served with process.

(2) The name of each person employed by it at each such office to whom it authorizes the delivery of a copy of any such process.

(3) Its consent that delivery thereof to any such person at the office where the person is employed shall constitute delivery of any such copy to it, as such agent.

(b) Any corporation which has filed the certificate provided for in subdivision (a) may file any number of supplemental certificates containing all the statements provided for in subdivision (a), which, upon the filing thereof, shall supersede the statements contained in the original or in any supplemental certificate previously filed.

(c) No domestic or foreign corporation may file a certificate pursuant to this section unless it is currently authorized to engage in business in this state and is in good standing on the records of the Secretary of State.

SEC. 9. Section 2105 of the Corporations Code is amended to read:

2105. (a) A foreign corporation shall not transact intrastate business without having first obtained from the Secretary of State a certificate of qualification. To obtain that certificate it shall file, on a form prescribed by the Secretary of State, a statement and designation signed by a corporate officer stating:

(1) Its name and the state or place of its incorporation or organization.

(2) The street address of its principal executive office.

(3) The street address of its principal office within this state, if any.

(4) The mailing address of its principal executive office, if different from the addresses specified pursuant to paragraphs (2) and (3).

(5) The name of an agent upon whom process directed to the corporation may be served within this state. The designation shall comply with the provisions of subdivision (b) of Section 1502.

(6) (A) Its irrevocable consent to service of process directed to it upon the agent designated and to service of process on the Secretary of State if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

(B) Consent under this paragraph extends to service of process directed to the foreign corporation's agent in California for a search warrant issued pursuant to Section 1524.2 of the Penal Code, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the foreign corporation and are located inside or outside of this state. This subparagraph shall apply to a foreign corporation that is a party or a nonparty to the matter for which the search warrant is sought. For purposes of this subparagraph, "properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or facsimile to a person or entity listed in Section 2110 of the Corporations Code.

(7) If it is a corporation which will be subject to the Insurance Code as an insurer, it shall so state that fact.

(b) Annexed to that statement and designation shall be a certificate by an authorized public official of the state or place of incorporation of the corporation to the effect that the corporation is an existing corporation in good standing in that state or place or, in the case of an association, an officers' certificate stating that it is a validly organized and existing business association under the laws of a specified foreign jurisdiction.

(c) Before it may be designated by any foreign corporation as its agent for service of process, any corporate agent must comply with Section 1505.

SEC. 10. Section 2602 of the Corporations Code is amended to read:

2602. The articles of incorporation shall set forth:

(a) The name of the flexible purpose corporation that shall contain the words "flexible purpose corporation" or an abbreviation of those words.

(b) (1) Either of the following statements, as applicable:

(A) "The purpose of this flexible purpose corporation is to engage in any lawful act or activity for which a flexible purpose corporation may be organized under Division 1.5 of the California Corporations Code, other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code, for the benefit of the long-term and the short-term interests of the flexible purpose corporation and its shareholders and in furtherance of the following enumerated purposes ____."

(B) "The purpose of this flexible purpose corporation is to engage in the profession of ____ (with the insertion of a profession permitted to be incorporated by the California Corporations Code) and any other lawful activities, other than the banking or trust company business, not prohibited to a flexible purpose corporation engaging in that profession by applicable laws and regulations, for the benefit of the long-term and the short-term interests of the flexible purpose corporation and its shareholders."

(2) A statement that a purpose of the flexible purpose corporation is to engage in one or more of the following purposes, in addition to the purpose stated pursuant to paragraph (1):

(A) One or more charitable or public purpose activities that a nonprofit public benefit corporation is authorized to carry out.

(B) The purpose of promoting positive short-term or long-term effects of, or minimizing adverse short-term or long-term effects of, the flexible purpose corporation's activities upon any of the following:

(i) The flexible purpose corporation's employees, suppliers, customers, and creditors.

(ii) The community and society.

(iii) The environment.

(3) A statement that the flexible purpose corporation is organized as a flexible purpose corporation under the Corporate Flexibility Act of 2011.

(4) If the flexible purpose corporation is a flexible purpose corporation subject to the Banking Law (Division 1 (commencing with Section 99) of the Financial Code), the articles shall set forth a statement of purpose that is prescribed by the applicable provision of the Banking Law (Division 1 (commencing with Section 99) of the Financial Code).

(5) If the flexible purpose corporation is a flexible purpose corporation subject to the Insurance Code as an insurer, the articles shall additionally state that the business of the flexible purpose corporation is to be an insurer.

(6) If the flexible purpose corporation is intended to be a professional corporation within the meaning of the Moscone-Knox Professional Corporation Act (Part 4 (commencing with Section 13400) of Division 3), the articles shall additionally contain the statement required by Section 13404. The articles shall not set forth any further or additional statement with respect to the purposes or powers of the flexible purpose corporation, except by way of limitation or except as expressly required by any law of this state, other than this division, or any federal or other statute or regulation, including the Internal Revenue Code and regulations thereunder as a condition of acquiring or maintaining a particular status for tax purposes.

(7) If the flexible purpose corporation is a close flexible purpose corporation, a statement as required by subdivision (a) of Section 158.

(c) The name and street address in this state of the flexible purpose corporation's initial agent for service of process in accordance with subdivision (b) of Section 1502.

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

(f) If the flexible purpose corporation is authorized to issue only one class of shares, the total number of shares that the flexible purpose corporation is authorized to issue.

(g) If the flexible purpose corporation is authorized to issue more than one class of shares, or if any class of shares is to have two or more series, the articles shall state:

(1) The total number of shares of each class that the flexible purpose corporation is authorized to issue and the total number of shares of each series that the flexible purpose corporation is authorized to issue or that the board is authorized to fix the number of shares of any such series.

(2) The designation of each class and the designation of each series or that the board may determine the designation of any such

series.

(3) The rights, preferences, privileges, and restrictions granted to or imposed upon the respective classes or series of shares or the holders thereof, or that the board, within any limits and restrictions stated, may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares. As to any series the number of shares of which is authorized to be fixed by the board, the articles may also authorize the board, within the limits and restrictions stated in the article or in any resolution or resolutions of the board originally fixing the number of shares constituting any series, to increase or decrease, but not below the number of shares of such series then outstanding, the number of shares of any series subsequent to the issue of shares of that series. If the number of shares of any series shall be so decreased, the shares constituting that decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of that series.

SEC. 11. Section 5008 of the Corporations Code is amended to read:

5008. (a) Upon receipt of any instrument by the Secretary of State for filing pursuant to this part, Part 2, Part 3, Part 4 or Part 5, if it conforms to law, it shall be filed by, and in the office of the Secretary of State and the date of filing endorsed thereon. Except for instruments filed pursuant to Section 6210, 8210, or 9660 the date of filing shall be the date the instrument is received by the Secretary of State unless the instrument provides that it is to be withheld from filing until a future date or unless in the judgment of the Secretary of State the filing is intended to be coordinated with the filing of some other corporate document which cannot be filed. The Secretary of State shall file a document as of any requested future date not more than 90 days after its receipt, including a Saturday, Sunday or legal holiday, if the document is received in the Secretary of State's office at least one business day prior to the requested date of filing. An instrument does not fail to conform to law because it is not accompanied by the full filing fee if the unpaid portion of such fee does not exceed the limits established by the policy of the Secretary of State for extending credit in such cases.

(b) If the Secretary of State determines that an instrument submitted for filing or otherwise submitted does not conform to law and returns it to the person submitting it, the instrument may be resubmitted accompanied by a written opinion of a member of the State Bar of California submitting the instrument, or representing the person submitting it, to the effect that the specific provision of the instrument objected to by the Secretary of State does conform to law and stating the points and authorities upon which the opinion is based. The Secretary of State shall rely, with respect to any disputed point of law (other than the application of Section 5122, 7122, or 9122), upon such written opinion in determining whether the instrument conforms to law. The date of filing in such case shall be the date the instrument is received on resubmission.

(c) Any instrument filed with respect to a corporation (other than original articles) may provide that it is to become effective not more than 90 days subsequent to its filing date. In case such a delayed effective date is specified, the instrument may be prevented from becoming effective by a certificate stating that by appropriate corporate action it has been revoked and is null and void, executed in the same manner as the original instrument and filed before the

specified effective date. In the case of a merger agreement, such certificate revoking the earlier filing need only be executed on behalf of one of the constituent corporations. If no such revocation certificate is filed, the instrument becomes effective on the date specified.

SEC. 12. Section 5008.6 of the Corporations Code is amended to read:

5008.6. (a) A corporation that (1) fails to file a statement pursuant to Section 6210, 8210, or 9660 for an applicable filing period, (2) has not filed a statement pursuant to Section 6210, 8210, or 9660 during the preceding 24 months, and (3) was certified for penalty pursuant to Section 6810, 8810, or 9690 for the same filing period, shall be subject to suspension pursuant to this section rather than to penalty under Section 6810 or 8810.

(b) When subdivision (a) is applicable, the Secretary of State shall provide a notice to the corporation informing the corporation that its corporate powers, rights, and privileges will be suspended 60 days from the date of the notice if the corporation does not file the statement required by Section 6210, 8210, or 9660.

(c) If the 60-day period expires without the delinquent corporation filing the required statement, the Secretary of State shall notify the Franchise Tax Board of the suspension, and provide a notice of the suspension to the corporation. Thereupon, except for the purpose of filing an application for exempt status or amending the articles of incorporation as necessary either to perfect that application or to set forth a new name, the corporate powers, rights, and privileges of the corporation are suspended.

(d) A statement required by Section 6210, 8210, or 9660 may be filed, notwithstanding suspension of the corporate powers, rights, and privileges under this section or under provisions of the Revenue and Taxation Code. Upon the filing of a statement under Section 6210, 8210, or 9660, by a corporation that has suffered suspension under this section, the Secretary of State shall certify that fact to the Franchise Tax Board and the corporation may thereupon be relieved from suspension, unless the corporation is held in suspension by the Franchise Tax Board because of Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code.

SEC. 13. Section 5130 of the Corporations Code is amended to read:

5130. The articles of incorporation of a corporation formed under this part shall set forth:

- (a) The name of the corporation.
- (b) The following statement:

"This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for (public or charitable insert one or both) purposes."

If the purposes include "public" purposes, the articles shall, and in all other cases the articles may, include a further description of the corporation's purposes.]

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 6210.

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

SEC. 14. Section 5810 of the Corporations Code is amended to read:

5810. (a) By complying with the provisions of this chapter, a corporation may amend its articles from time to time, in any and as many respects as may be desired, so long as its articles as amended contain only such provisions as it would be lawful to insert in original articles filed at the time of the filing of the amendment or as authorized by Section 5813.5 and, if a change in the rights of members or an exchange, reclassification or cancellation of memberships is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. It is the intent of the Legislature in adopting this section to exercise to the fullest extent the reserve power of the state over corporations and to authorize any amendment of the articles covered by the preceding sentence regardless of whether any provision contained in the amendment was permissible at the time of the original incorporation of the corporation.

(b) A corporation shall not amend its articles to add any statement or to alter any statement which may appear in the original articles of the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent, except to correct an error in the statement or to delete the information after the corporation has filed a statement under Section 6210.

SEC. 15. Section 5812 of the Corporations Code is amended to read:

5812. (a) Except as provided in this section or Section 5813.5, amendments may be adopted if approved by the board and approved by the members (Section 5034) and approved by such other person or persons, if any, as required by the articles. The approval by the members or other person or persons may be before or after the approval by the board.

(b) Notwithstanding subdivision (a), the following amendments may be adopted by approval of the board alone:

(1) An amendment extending the corporate existence or making the corporate existence perpetual, if the corporation was organized prior to August 14, 1929.

(2) An amendment deleting the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent.

(3) Any amendment, at a time the corporation has no members; provided, however, that if the articles require approval by any person for an amendment, that an amendment may not be adopted without such approval.

(4) An amendment adopted pursuant to Section 9913.

(c) Whenever the articles require for corporate action the approval of a particular class of members or of a larger proportion of, or all of, the votes of any class, or of a larger proportion of, or all of, the directors, than is otherwise required by this part, the provision in the articles requiring such greater vote shall not be altered, amended or repealed except by such class or such greater vote, unless otherwise provided in the articles.

SEC. 16. Section 5813.5 of the Corporations Code is amended to read:

5813.5. (a) A public benefit corporation may amend its articles to change its status to that of a mutual benefit corporation, a religious corporation, a business corporation, or a cooperative corporation by complying with this section and the other sections of this chapter.

The Secretary of State shall notify the Franchise Tax Board, in the manner and at the times agreed upon by the Secretary of State and the Franchise Tax Board, of any amendments to a public benefit

corporation's articles.

(b) If the public benefit corporation has any assets, an amendment to change its status to a mutual benefit corporation, business corporation, or cooperative corporation shall be approved in advance in writing by the Attorney General. If the public benefit corporation has no assets, the Attorney General shall be given a copy of the amendment at least 20 days before the amendment is filed.

(c) Amended articles authorized by this section shall include the provisions which would have been required (other than the initial street address and initial mailing address of the corporation and the name of the initial agent for service of process if a statement has been filed pursuant to Section 6210), and may in addition only include those provisions which would have been permitted, in original articles filed by the type of corporation (mutual benefit, religious, business, or cooperative) into which the public benefit corporation is changing its status.

(d) In the case of a change of status to a business corporation or cooperative corporation, if the Franchise Tax Board has issued a determination exempting the corporation from tax as provided in Section 23701 of the Revenue and Taxation Code, the corporation shall be subject to Section 23221 of the Revenue and Taxation Code upon filing the certificate of amendment.

SEC. 17. Section 5819 of the Corporations Code is amended to read:

5819. (a) A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to Sections 5811 and 5815, a certificate signed and verified by a majority of the incorporators or the board, as applicable, entitled "Restated Articles of Incorporation of (insert name of corporation)" that shall set forth the articles as amended to the date of filing of the certificate, except that the signatures and acknowledgments of the articles by the incorporators and any statements regarding the effect of any prior amendment upon memberships and any provisions of agreements of merger (other than amendments to the articles of the surviving corporation), and the initial street address and initial mailing address of the corporation and the names and addresses of the first directors and of the initial agent for service of process shall be omitted (except that the initial street address and initial mailing address of the corporation and the names and addresses of the initial agent for service of process and, if previously set forth in the articles, the initial directors, shall not be omitted prior to the time that the corporation has filed a statement under Section 6210). Those omissions are not alterations or amendments of the articles. The certificate may also itself alter or amend the articles in any respect, in which case the certificate must comply with Section 5814 or 5815, as the case may be, and Section 5816.

(b) If the certificate does not itself alter or amend the articles in any respect, it shall be approved by the board or, prior to the issuance of any memberships and the naming and election of directors, by a majority of the incorporators, and shall be subject to the provisions of this chapter relating to an amendment of the articles not requiring approval of the members (Section 5034). If the certificate does itself alter or amend the articles, it shall be subject to the provisions of this chapter relating to the amendment or amendments so made.

(c) Restated articles of incorporation filed pursuant to this section shall supersede for all purposes the original articles and all amendments filed prior thereto.

SEC. 18. Section 7130 of the Corporations Code is amended to read:

7130. The articles of incorporation of a corporation formed under this part shall set forth the following:

(a) The name of the corporation.

(b) (1) Except as provided in paragraph (2), the following statement:

"This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law."

(2) In the case of a corporation formed under this part that is subject to the California Credit Union Law (Chapter 1 (commencing with Section 14000) of Division 5 of the Financial Code), the articles shall set forth a statement of purpose that is prescribed in the applicable provisions of the California Credit Union Law.

(3) The articles may include a further definition of the corporation's purposes.

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 8210.

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

SEC. 19. Section 7810 of the Corporations Code is amended to read:

7810. (a) By complying with the provisions of this chapter, a corporation may amend its articles from time to time, in any and as many respects as may be desired, so long as its articles as amended contain only such provisions as it would be lawful to insert in original articles filed at the time of the filing of the amendment or as authorized by Section 7813.5 and, if a change in the rights of members or an exchange, reclassification or cancellation of memberships is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. It is the intent of the Legislature in adopting this section to exercise to the fullest extent the reserve power of the state over corporations and to authorize any amendment of the articles covered by the preceding sentence regardless of whether any provision contained in the amendment was permissible at the time of the original incorporation of the corporation.

(b) A corporation shall not amend its articles to add any statement or to alter any statement which may appear in the original articles of the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent, except to correct an error in the statement or to delete the information after the corporation has filed a statement under Section 8210.

SEC. 20. Section 7812 of the Corporations Code is amended to read:

7812. (a) Except as provided in this section or Section 7813, amendments may be adopted if approved by the board and approved by the members (Section 5034) and approved by such other person or persons, if any, as required by the articles. The approval by the members or other person or persons may be before or after the approval by the board.

(b) Notwithstanding subdivision (a), the following amendments may be adopted by approval of the board alone:

(1) An amendment extending the corporate existence or making the

corporate existence perpetual, if the corporation was organized prior to August 14, 1929.

(2) An amendment deleting the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent.

(3) Any amendment, at a time the corporation has no members; provided, however, that if the articles require approval by any person for an amendment, an amendment may not be adopted without such approval.

(4) An amendment adopted pursuant to Section 9913.

(c) Whenever the articles require for corporate action the approval of a particular class of members or of a larger proportion of, or all of, the votes of any class, or of a larger proportion of, or all of, the directors, than is otherwise required by this part, the provision in the articles requiring such greater vote shall not be altered, amended or repealed except by such class or such greater vote, unless otherwise provided in the articles.

SEC. 21. Section 7813.5 of the Corporations Code is amended to read:

7813.5. (a) A mutual benefit corporation may amend its articles to change its status to that of a public benefit corporation, a religious corporation, a business corporation, or a cooperative corporation by complying with this section and the other sections of this chapter.

(b) Except as authorized by Section 7811 or unless the corporation has no members, an amendment to change its status to a public benefit corporation or religious corporation shall: (i) be approved by the members (Section 5034), and the fairness of the amendment to the members shall be approved by the Commissioner of Corporations pursuant to Section 25142; (ii) be approved by the members (Section 5034) in an election conducted by written ballot pursuant to Section 7513 in which no negative votes are cast; or (iii) be approved by 100 percent of the voting power.

(c) Amended articles authorized by this section shall include the provisions which would have been required (other than the initial street address and initial mailing address of the corporation and the name of the initial agent for service of process if a statement has been filed pursuant to Section 8210), and may in addition only include those provisions which would have been permitted, in original articles filed by the type of corporation (public benefit, religious, business, or cooperative) into which the mutual benefit corporation is changing its status.

(d) At the time of filing a certificate of amendment to change status to a public benefit corporation, a corporation shall furnish an additional copy of the certificate of amendment to the Secretary of State who shall forward that copy to the Attorney General.

(e) In the case of a change of status to a business corporation or a cooperative corporation, if the Franchise Tax Board has issued a determination exempting the corporation from tax as provided in Section 23701 of the Revenue and Taxation Code, the corporation shall be subject to Section 23221 of the Revenue and Taxation Code upon filing the certificate of amendment.

SEC. 22. Section 7819 of the Corporations Code is amended to read:

7819. (a) A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate or, in circumstances where incorporators or the board may amend a corporation's articles pursuant to Sections 7811 and 7815, a certificate signed and verified by a majority of the incorporators or the board, as applicable, entitled "Restated Articles of

Incorporation of (insert name of corporation)" which shall set forth the articles as amended to the date of filing of the certificate, except that the signatures and acknowledgments of the articles by the incorporators and any statements regarding the effect of any prior amendment upon memberships and any provisions of agreements of merger (other than amendments to the articles of the surviving corporation), and the initial street address and initial mailing address of the corporation, and the names and addresses of the first directors and of the initial agent for service of process shall be omitted (except that the initial street address and initial mailing address of the corporation and the names and addresses of the initial agent for service of process and, if previously set forth in the articles, the initial directors, shall not be omitted prior to the time that the corporation has filed a statement under Section 8210). Such omissions are not alterations or amendments of the articles. The certificate may also itself alter or amend the articles in any respect, in which case the certificate must comply with Section 7814 or 7815, as the case may be, and Section 7816.

(b) If the certificate does not itself alter or amend the articles in any respect, it shall be approved by the board or, prior to the issuance of any memberships and the naming and election of directors, by a majority of the incorporators, and shall be subject to the provisions of this chapter relating to an amendment of the articles not requiring approval of the members (Section 5034). If the certificate does itself alter or amend the articles, it shall be subject to the provisions of this chapter relating to the amendment or amendments so made.

(c) Restated articles of incorporation filed pursuant to this section shall supersede for all purposes the original articles and all amendments filed prior thereto.

SEC. 23. Section 8810 of the Corporations Code is amended to read:

8810. (a) Upon the failure of a corporation to file the statement required by Section 8210, the Secretary of State shall provide a notice of such delinquency to the corporation. The notice shall also contain information concerning the application of this section, and advise the corporation of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of delinquency has been provided by the Secretary of State. If, within 60 days after providing notice of the delinquency, a statement pursuant to Section 8210 has not been filed by the corporation, the Secretary of State shall certify the name of the corporation to the Franchise Tax Board.

(b) Upon certification pursuant to subdivision (a), the Franchise Tax Board shall assess against the corporation a penalty of fifty dollars (\$50) pursuant to Section 19141 of the Revenue and Taxation Code.

(c) The penalty herein provided shall not apply to a corporation which on or prior to the date of certification pursuant to subdivision (a) has dissolved or has been merged into another corporation.

(d) The penalty herein provided shall not apply and the Secretary of State need not provide a notice of the delinquency to a corporation the corporate powers, rights, and privileges of which have been suspended by the Franchise Tax Board pursuant to Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 8210. The Secretary of State need not provide notice of the filing requirement pursuant to Section 8210, to a corporation the corporate powers, rights, and privileges of which

have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

(e) If, after certification pursuant to subdivision (a) the Secretary of State finds the required statement was filed before the expiration of the 60-day period after providing the notice of delinquency, the Secretary of State shall promptly decertify the name of the corporation to the Franchise Tax Board. The Franchise Tax Board shall then promptly abate any penalty assessed against the corporation pursuant to Section 19141 of the Revenue and Taxation Code.

(f) If the Secretary of State determines that the failure of a corporation to file a statement required by Section 8210 is excusable because of reasonable cause or unusual circumstances which justify the failure, the Secretary of State may waive the penalty imposed by this section and by Section 19141 of the Revenue and Taxation Code, in which case the Secretary of State shall not certify the name of the corporation to the Franchise Tax Board, or if already certified, the Secretary of State shall promptly decertify the name of the corporation.

SEC. 24. Section 9130 of the Corporations Code is amended to read:

9130. The articles of incorporation of a corporation formed under this part shall set forth:

- (a) The name of the corporation.
- (b) The following statement:

"This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law (primarily or exclusively insert one or both)] for religious purposes." The articles may include a further description of the corporation's purpose.]

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 6210 (made applicable pursuant to Section 9660).

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

SEC. 25. Section 9621 of the Corporations Code is amended to read:

9621. (a) A religious corporation may amend its articles to change its status to that of (1), a public benefit corporation, by complying with this section and the other sections of Chapter 8 (commencing with Section 5810) of Part 2 (made applicable pursuant to Section 9620) or (2), a mutual benefit corporation, business corporation, or cooperative corporation by complying with Chapter 8 (commencing with Section 5810) of Part 2.

(b) Amended articles authorized by this section shall include the provisions which would have been required (other than the initial street address and initial mailing address of the corporation and the name of the initial agent for service of process if a statement has been filed pursuant to Section 6210, made applicable pursuant to Section 9660) and may in addition only include those provisions which would have been permitted, in original articles filed by the type of corporation (public benefit, mutual benefit, business, or cooperative) into which the religious corporation is changing its status.

SEC. 26. Section 9913 of the Corporations Code is amended to read:

9913. (a) The provisions of Sections 5130, 5131 and 5132 of the new Public Benefit Corporation Law relating to the contents of articles of incorporation do not apply to subject corporations designated as public benefit corporations unless and until an amendment of the articles is filed stating that the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under this part.

(b) The provisions of Sections 7130, 7131, and 7132 of the new Mutual Benefit Corporation Law relating to the contents of articles of incorporation do not apply to subject corporations governed by the Mutual Benefit Corporation Law unless and until an amendment of the articles of incorporation is filed stating that the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under this part.

(c) The provisions of Sections 9130, 9131, and 9132 of the new Religious Corporation Law relating to the contents of articles of incorporation do not apply to subject corporations governed by the Religious Corporation Law unless and until an amendment of the articles is filed stating that the corporation elects to be governed by all of the provisions of the new law not otherwise applicable to it under this part.

(d) The amendment described in subdivision (a) may be adopted by the board alone, except that if such amendment makes any change in the articles other than conforming the statement of purposes of the public benefit corporation to Section 5130 and the deletion of any references to the location of principal office and deleting any statement regarding the number of directors or conforming any such statement to Section 5151 (subject to Section 9915), it shall also be approved by the members (Section 5034) if such approval is otherwise required for the changes made.

(e) The amendment described in subdivision (b) may be adopted by the board alone, except that if such amendment makes any change in the articles other than conforming the statement of purposes of the mutual benefit corporation to subdivisions (a) and (b) of Section 7130 and the deletion of any references to the location of principal office and deleting any statement regarding the number of directors or conforming any such statement to Section 7151 (subject to Section 9915), it shall also be approved by the members (Section 5034) if such approval is otherwise required for the changes made.

(f) The amendment described in subdivision (c) may be adopted by the board alone, except that if such amendment makes any change in the articles other than conforming the statement of purposes of the religious corporation to Section 9130 and the deletion of any references to the location of principal office and deleting any statement regarding the number of directors or conforming any such statement to Section 9151 (subject to Section 9915), it shall also be approved by the members (Section 5034) if such approval is otherwise required for the changes made.

(g) The amendment shall not contain the initial street address or initial mailing address of the corporation or name the corporation's initial agent for service of process if a statement required by Section 6210, 8210, or 6210 (made applicable by Section 9660), as the case may be, has been filed.

SEC. 27. Section 12214 of the Corporations Code is amended to read:

12214. (a) Upon receipt of any instrument by the Secretary of State for filing pursuant to this part, if it conforms to law, it shall be filed by, and in the office of the Secretary of State and the date of filing endorsed thereon. Except for instruments filed pursuant to Section 12570 the date of filing shall be the date the

instrument is received by the Secretary of State unless the instrument provides that it is to be withheld from filing until a future date or unless in the judgment of the Secretary of State the filing is intended to be coordinated with the filing of some other corporate document which cannot be filed. The Secretary of State shall file a document as of any requested future date not more than 90 days after its receipt, including a Saturday, Sunday or legal holiday, if the document is received in the Secretary of State's office at least one business day prior to the requested date of filing. An instrument does not fail to conform to law because it is not accompanied by the full filing fee if the unpaid portion of such fee does not exceed the limits established by the policy of the Secretary of State for extending credit in such cases.

(b) If the Secretary of State determines that an instrument submitted for filing or otherwise submitted does not conform to law and returns it to the person submitting it, the instrument may be resubmitted accompanied by a written opinion of a member of the State Bar of California submitting the instrument, or representing the person submitting it, to the effect that the specific provision of the instrument objected to by the Secretary of State does conform to law and stating the points and authorities upon which the opinion is based. The Secretary of State shall rely, with respect to any disputed point of law (other than the application of Section 12302), upon such written opinion in determining whether the instrument conforms to law. The date of filing in such case shall be the date the instrument is received on resubmission.

(c) Any instrument filed with respect to a corporation (other than original articles) may provide that it is to become effective not more than 90 days subsequent to its filing date. In case such a delayed effective date is specified, the instrument may be prevented from becoming effective by a certificate stating that by appropriate corporate action it has been revoked and is null and void, executed in the same manner as the original instrument and filed before the specified effective date. In the case of a merger agreement, such certificate revoking the earlier filing need only be executed on behalf of one of the constituent corporations. If no such revocation certificate is filed, the instrument becomes effective on the date specified.

SEC. 28. Section 12310 of the Corporations Code is amended to read:

12310. The articles of incorporation of a corporation formed under this part shall set forth:

- (a) The name of the corporation.
- (b) The following statement:

"This corporation is a cooperative corporation organized under the Consumer Cooperative Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law."

The articles may include a further description of the corporation's purpose.]

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 12570.

(d) The initial street address of the corporation.

(e) The initial mailing address of the corporation, if different from the initial street address.

(f) Whether the voting power or the proprietary interests of the members are equal or unequal. If the voting power or proprietary

interests of the members are unequal, the articles shall state either (i) the general rule or rules by which the voting power and proprietary interests of the members shall be determined or (ii) that such rule or rules shall be prescribed in the corporation's bylaws. Equal voting power means voting power apportioned on the basis of one vote for each member. Equal proprietary rights means property rights apportioned on the basis of one proprietary unit for each member.

SEC. 29. Section 12500 of the Corporations Code is amended to read:

12500. (a) By complying with the provisions of this chapter, a corporation may amend its articles from time to time, in any and as many respects as may be desired, so long as its articles as amended contain only such provisions as it would be lawful to insert in original articles filed at the time of the filing of the amendment or as authorized by Section 12504 and, if a change in the rights of members or an exchange, reclassification or cancellation of memberships is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. It is the intent of the Legislature in adopting this section to exercise to the fullest extent the reserve power of the state over corporations and to authorize any amendment of the articles covered by the preceding sentence regardless of whether any provision contained in the amendment was permissible at the time of the original incorporation of the corporation.

(b) A corporation shall not amend its articles to add any statement or to alter any statement which may appear in the original articles of the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent, except to correct an error in the statement or to delete the information after the corporation has filed a statement under Section 12570.

SEC. 30. Section 12502 of the Corporations Code is amended to read:

12502. (a) Except as provided in this section or Section 12503, amendments may be adopted if approved by the board and approved by the members before or after the approval by the board.

(b) Notwithstanding subdivision (a), the following amendments may be adopted by approval of the board alone:

(1) An amendment extending the corporate existence or making the corporate existence perpetual, if the corporation was organized prior to August 14, 1929.

(2) An amendment deleting the initial street address and initial mailing address of the corporation, the names and addresses of the first directors, or the name and address of the initial agent.

(3) Any amendment, at a time the corporation has no members.

(c) Whenever the articles require for corporate action the approval of a particular class of members or of a larger proportion of, or all of, the votes of any class, or of a larger proportion of, or all of, the directors, than is otherwise required by this part, the provision in the articles requiring such greater vote shall not be altered, amended or repealed except by such class or such greater vote, unless otherwise provided in the articles.

SEC. 31. Section 12504 of the Corporations Code is amended to read:

12504. (a) A corporation may amend its articles to change its status to that of a nonprofit public benefit corporation, a nonprofit mutual benefit corporation, a nonprofit religious corporation, or a business corporation by complying with this section and the other sections of this chapter.

(b) Except as authorized by Section 12501 or unless the

corporation has no members, an amendment to change its status to a nonprofit public benefit corporation or a nonprofit religious corporation shall: (1) be approved by the members (Section 12224), and the fairness of the amendment to the members shall be approved by the Commissioner of Corporations pursuant to Section 25142; or (2) be approved by the members (Section 12224) in an election conducted by written ballot pursuant to Section 12463 in which no negative votes are cast; or (3) be approved by 100 percent of the voting power.

(c) Amended articles authorized by this section shall include the provisions which would have been required (other than the initial street address and initial mailing address of the corporation and the name of the initial agent for service of process if a statement has been filed pursuant to Section 12570), and may in addition only include those provisions which would have been permitted, in original articles filed by the type of corporation (nonprofit public benefit, nonprofit mutual benefit, nonprofit religious, or business) into which the corporation is changing its status.

(d) At the time of filing a certificate of amendment to change status to a nonprofit public benefit corporation, a corporation shall furnish an additional copy of the certificate of amendment to the Secretary of State who shall forward that copy to the Attorney General.

SEC. 32. Section 12510 of the Corporations Code is amended to read:

12510. (a) A corporation may restate in a single certificate the entire text of its articles as amended by filing an officers' certificate entitled "Restated Articles of Incorporation of (insert name of corporation)" which shall set forth the articles as amended to the date of filing of the certificate, except that the signatures and acknowledgments of the incorporators and any statements regarding the effect of any prior amendment upon memberships and any provisions of agreements of merger (other than amendments to the articles of the surviving corporation) and the names, addresses, signatures and acknowledgments of the first directors and the initial street address and initial mailing address of the corporation and of the initial agent for service of process shall be omitted (except that the initial street address and initial mailing address of the corporation and the names and addresses of the initial agent for service of process and the first directors shall not be omitted prior to the time that the corporation has filed a statement under Section 12570). Such omissions are not alterations or amendments of the articles. The certificate may also itself alter or amend the articles in any respect, in which case the certificate must comply with Sections 12505 and 12506, as the case may be, and Section 12507.

(b) If the certificate does not itself alter or amend the articles in any respect, it shall be approved by the board and shall be subject to the provisions of this chapter relating to an amendment of the articles not requiring approval of the members (Section 12224). If the certificate does itself alter or amend the articles, it shall be subject to the provisions of this chapter relating to the amendment or amendments so made.

(c) Restated articles of incorporation filed pursuant to this section shall supersede for all purposes the original articles and all amendments filed prior thereto.

SEC. 33. Section 12570 of the Corporations Code is amended to read:

12570. (a) Every corporation shall, within 90 days after the filing of its original articles and annually thereafter during the applicable filing period in each year, file, on a form prescribed by

the Secretary of State, a statement containing: (1) the name of the corporation and the Secretary of State's file number; (2) the names and complete business or residence addresses of its chief executive officer or general manager, secretary, and chief financial officer; (3) the street address of its principal office in this state, if any; (4) the mailing address of the corporation, if different from the street address of its principal office in this state; and (5) if the corporation chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the corporation shall include a valid electronic mail address for the corporation or for the corporation's designee to receive those notices.

(b) The statement required by subdivision (a) shall also designate, as the agent of the corporation for the purpose of service of process, a natural person residing in this state or any domestic or foreign corporation that has complied with Section 1505 and whose capacity to act as an agent has not terminated. If a natural person is designated, the statement shall set forth the person's complete business or residence street address. If a corporate agent is designated, no address for it shall be set forth.

(c) For the purposes of this section, the applicable filing period for a corporation shall be the calendar month during which its original articles were filed and the immediately preceding five calendar months. The Secretary of State shall provide a notice to each corporation to comply with this section approximately three months prior to the close of the applicable filing period. The notice shall state the due date for compliance and shall be sent to the last address of the corporation according to the records of the Secretary of State or to the last electronic mail address according to the records of the Secretary of State if the corporation has elected to receive notices from the Secretary of State by electronic mail. Neither the failure of the Secretary of State to send the notice nor the failure of the corporation to receive it is an excuse for failure to comply with this section.

(d) Whenever any of the information required by subdivision (a) is changed, the corporation may file a current statement containing all the information required by subdivisions (a) and (b). In order to change its agent for service of process or the address of the agent, the corporation must file a current statement containing all the information required by subdivisions (a) and (b). Whenever any statement is filed pursuant to this section, it supersedes any previously filed statement and the statement in the articles as to the agent for service of process and the address of the agent.

(e) The Secretary of State may destroy or otherwise dispose of any statement filed pursuant to this section after it has been superseded by the filing of a new statement.

(f) This section shall not be construed to place any person dealing with the corporation on notice of, or under any duty to inquire about, the existence or content of a statement filed pursuant to this section.

SEC. 34. Section 13226 of the Corporations Code is amended to read:

13226. The articles of incorporation shall state:

(a) The name of the association.

(b) The purposes for which it is formed.

(c) The county where the principal office for the transaction of business of the corporation is to be located.

(d) The number of directors thereof, which shall be not less than three and may be any number in excess thereof; the term of office of such directors; and the names and residence of those who are to serve

as directors for the first year, or until election and qualification of their successors.

(e) The initial street address of the association.

(f) The initial mailing address of the association, if different from the initial street address.

(g) The name and street address in this state of the association's initial agent for service of process in accordance with subdivision (b) of Section 1502.

SEC. 35. Part 8 (commencing with Section 14350) of Division 3 of Title 1 of the Corporations Code is repealed.

SEC. 36. Part 10 (commencing with Section 14450) of Division 3 of Title 1 of the Corporations Code is repealed.

SEC. 37. Section 15901.16 of the Corporations Code is amended to read:

15901.16. (a) In addition to Chapter 4 (commencing with Section 413.10) of Title 5 of Part 2 of the Code of Civil Procedure, process may be served upon limited partnerships and foreign limited partnerships as provided in this section.

(b) Personal service of a copy of any process against the limited partnership or the foreign limited partnership will constitute valid service on the limited partnership if delivered either (1) to any individual designated by it as agent or, if a limited partnership, to any general partner or (2) if the designated agent or, if a limited partnership, general partner is a corporation, to any person named in the latest certificate of the corporate agent filed pursuant to Section 1505 of the Corporations Code at the office of the corporate agent or to any officer of the general partner, shall constitute valid service on the limited partnership or the foreign limited partnership. No change in the address of the agent for service of process where the agent is an individual or appointment of a new agent for service of process shall be effective (1) for a limited partnership until an amendment to the certificate of limited partnership is filed or (2) for a foreign limited partnership until an amendment to the application for registration is filed. In the case of a foreign limited partnership that has appointed the Secretary of State as agent for service of process by reason of subdivision (b) of Section 15909.07, process shall be delivered by hand to the Secretary of State, or to any person employed in the capacity of assistant or deputy, which shall be one copy of the process for each defendant to be served, together with a copy of the court order authorizing the service and the fee therefor. The order shall include and set forth an address to which the process shall be sent by the Secretary of State.

(c) (1) If an agent for service of process has resigned and has not been replaced or if the agent designated cannot with reasonable diligence be found at the address designated for personal delivery of the process, and it is shown by affidavit to the satisfaction of the court that process against a limited partnership or foreign limited partnership cannot be served with reasonable diligence upon the designated agent or, if a foreign limited partnership, upon any general partner by hand in the manner provided in Section 415.10, subdivision (a) of Section 415.20, or subdivision (a) of Section 415.30 of the Code of Civil Procedure, the court may make an order that the service shall be made upon a domestic limited partnership which has filed a certificate or upon a foreign limited partnership which has a certificate of registration to transact business in this state by delivering by hand to the Secretary of State, or to any person employed in the Secretary of State's office in the capacity of assistant or deputy, one copy of the process for each defendant to be served, together with a copy of the order authorizing the service.

Service in this manner shall be deemed complete on the 10th day after delivery of the process to the Secretary of State.

(2) Upon receipt of any such copy of process and the fee therefor, the Secretary of State shall give notice of the service of the process to the limited partnership or foreign limited partnership, at its principal office, by forwarding to that office, by registered mail with request for return receipt, the copy of the process.

(3) The Secretary of State shall keep a record of all process served upon the Secretary of State under this chapter and shall record therein the time of service and the Secretary of State's action with reference thereto. A certificate under the Secretary of State's official seal, certifying to the receipt of process, the giving of notice thereof to the limited partnership or foreign limited partnership, and the forwarding of the process pursuant to this section, shall be competent and prima facie evidence of the matters stated therein.

(d) (1) The certificate of a limited partnership and the application for a certificate of registration of a foreign limited partnership shall designate, as the agent for service of process, an individual residing in this state or a corporation which has complied with Section 1505 of the Corporations Code and whose capacity to act as an agent has not terminated. If an individual is designated, the statement shall set forth that person's complete business or residence street address in this state. If a corporate agent is designated, no address for it shall be set forth.

(2) An agent designated for service of process may file with the Secretary of State a signed and acknowledged written statement of resignation as an agent. Thereupon the authority of the agent to act in that capacity shall cease and the Secretary of State forthwith shall give written notice of the filing of the certificate of resignation by mail to the limited partnership or foreign limited partnership addressed to its designated office.

(3) If an individual who has been designated agent for service of process dies or resigns or no longer resides in the state or if the corporate agent for that purpose, resigns, dissolves, withdraws from the state, forfeits its right to transact intrastate business, has its corporate rights, powers and privileges suspended or ceases to exist, (A) the limited partnership shall promptly file an amendment to the certificate designating a new agent or (B) the foreign limited partnership shall promptly file an amendment to the application for registration.

(e) In addition to any other discovery rights which may exist, in any case pending in a California court having jurisdiction in which a party seeks records from a partnership formed under this chapter, whether or not the partnership is a party, the court shall have the power to order the production in California of the books and records of the partnership on the terms and conditions that the court deems appropriate.

SEC. 38. Section 15902.01 of the Corporations Code is amended to read:

15902.01. (a) In order for a limited partnership to be formed, a certificate of limited partnership must be filed with and on a form prescribed by the Secretary of State and, either before or after the filing of a certificate of limited partnership, the partners shall have entered into a partnership agreement. The certificate must state:

(1) the name of the limited partnership, which shall comply with Section 15901.08;

(2) the street address of the initial designated office;

(3) the name and street address of the initial agent for service

of process in accordance with paragraph (1) of subdivision (d) of Section 15901.16;

(4) the name and the address of each general partner; and

(5) the mailing address of the limited partnership, if different from the address of the initial designated office.

(b) A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in subdivision (b) of Section 15901.10 in a manner inconsistent with that section.

(c) Subject to subdivision (c) of Section 15902.06 a limited partnership is formed when the Secretary of State files the certificate of limited partnership.

(d) Subject to subdivision (b), if any provision of a partnership agreement is inconsistent with the filed certificate of limited partnership or with a filed certificate of dissociation, cancellation, or amendment or filed certificate of conversion or merger:

(1) the partnership agreement prevails as to partners and transferees; and

(2) the filed certificate of limited partnership, certificate of dissociation, cancellation, or amendment or filed certificate of conversion or merger prevails as to persons, other than partners and transferees, that reasonably rely on the filed record to their detriment.

(e) A limited partnership may record in the office of the county recorder of any county in this state a certified copy of the certificate of limited partnership, or any amendment thereto, which has been filed by the Secretary of State. A foreign limited partnership may record in the office of the county recorder of any county in the state a certified copy of the application for registration to transact business, together with the certificate of registration, referred to in Section 15909.02, or any amendment thereto, which has been filed by the Secretary of State. The recording shall create a conclusive presumption in favor of any bona fide purchaser or encumbrancer for value of the partnership real property located in the county in which the certified copy has been recorded, that the persons named as general partners therein are the general partners of the partnership named and that they are all of the general partners of the partnership.

(f) The Secretary of State may cancel the filing of certificates of limited partnership if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. For partners and transferees, the partnership agreement is paramount. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given 20 days or more after the first notice and 90 days or less after the original filing.

(g) The Secretary of State shall include with instructional materials, provided in conjunction with the form for filing a certificate of limited partnership under subdivision (a), a notice that the filing of the certificate of limited partnership will obligate the limited partnership to pay an annual tax for that taxable year to the Franchise Tax Board pursuant to Section 17935 of the Revenue and Taxation Code. That notice shall be updated annually to specify the dollar amount of the annual tax.

SEC. 39. Section 15909.02 of the Corporations Code is amended to read:

15909.02. (a) A foreign limited partnership may apply for a certificate of registration to transact business in this state by delivering an application signed and acknowledged by a general partner of the foreign limited partnership to, and on a form prescribed by, the Secretary of State for filing. The application shall state:

(1) the name of the foreign limited partnership and, if the name does not comply with Section 15901.08, an alternate name adopted pursuant to subdivision (a) of Section 15909.05;

(2) the name of the state or other jurisdiction under whose law the foreign limited partnership is organized and the date of its formation;

(3) the street address of the foreign limited partnership's designated office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the address of the required office;

(4) the mailing address of the foreign limited partnership's designated office, if different from the street address;

(5) the name and street address of the foreign limited partnership's initial agent for service of process in this state in accordance with paragraph (1) of subdivision (d) of Section 15901.16;

(6) the name and address of each of the foreign limited partnership's general partners; and

(7) whether the foreign limited partnership is a foreign limited liability limited partnership.

(b) A foreign limited partnership shall deliver with the completed application a certificate of existence or a record of similar import signed by the Secretary of State or other official having custody of the foreign limited partnership's publicly filed records in the state or other jurisdiction under whose law the foreign limited partnership is organized.

SEC. 40. Section 16303 of the Corporations Code is amended to read:

16303. (a) A partnership may file a statement of partnership authority, which is subject to all of the following:

(1) The statement shall include all of the following:

(A) The name of the partnership.

(B) The street address of its chief executive office and of one office in this state, if there is one.

(C) The mailing address of its chief executive office, if different from the street addresses specified pursuant to subparagraph (B).

(D) The names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subdivision (b).

(E) The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership.

(2) The statement may specify the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.

(b) If a statement of partnership authority names an agent, the agent shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown.

(c) If a filed statement of partnership authority is executed pursuant to subdivision (c) of Section 16105 and states the name of the partnership but does not contain all of the other information

required by subdivision (a), the statement nevertheless operates with respect to a person not a partner as provided in subdivisions (d) and (e).

(d) A filed statement of partnership authority supplements the authority of a partner to enter into transactions on behalf of the partnership as follows:

(1) Except for transfers of real property, a grant of authority contained in a filed statement of partnership authority is conclusive in favor of a person who gives value without knowledge to the contrary, so long as and to the extent that a limitation on that authority is not then contained in another filed statement. A filed cancellation of a limitation on authority revives the previous grant of authority.

(2) A grant of authority to transfer real property held in the name of the partnership contained in a certified copy of a filed statement of partnership authority recorded in the office for recording transfers of that real property is conclusive in favor of a person who gives value without knowledge to the contrary, so long as and to the extent that a certified copy of a filed statement containing a limitation on that authority is not then of record in the office for recording transfers of that real property. The recording in the office for recording transfers of that real property of a certified copy of a filed cancellation of a limitation on authority revives the previous grant of authority.

(e) A person not a partner is deemed to know of a limitation on the authority of a partner to transfer real property held in the name of the partnership if a certified copy of the filed statement containing the limitation on authority is of record in the office for recording transfers of that real property.

(f) Except as otherwise provided in subdivisions (d) and (e) and Sections 16704 and 16805, a person not a partner is not deemed to know of a limitation on the authority of a partner merely because the limitation is contained in a filed statement.

SEC. 41. Section 16309 of the Corporations Code is amended to read:

16309. (a) The statement of partnership authority may designate an agent for service of process. The agent may be an individual residing in this state or a corporation that has complied with Section 1505 and whose capacity to act as an agent has not terminated. If an individual is designated, the statement shall include that person's complete business or residence street address in this state. If a corporate agent is designated, no address for that agent shall be set forth.

(b) An agent designated for service of process may file with the Secretary of State a signed and acknowledged written statement of resignation as an agent. On filing of the statement of resignation, the authority of the agent to act in that capacity shall cease and the Secretary of State shall give written notice of the filing of the statement of resignation by mail to the partnership, addressed to its principal executive office.

(c) If an individual who has been designated agent for service of process dies or resigns or no longer resides in the state, or if the corporate agent for that purpose resigns, dissolves, withdraws from the state, forfeits its right to transact intrastate business, has its corporate rights, powers, and privileges suspended, or ceases to exist, the partnership or foreign partnership shall promptly file an amended statement of partnership authority, designating a new agent.

SEC. 42. Section 16953 of the Corporations Code is amended to read:

16953. (a) To become a registered limited liability partnership,

a partnership, other than a limited partnership, shall file with the Secretary of State a registration, executed by one or more partners authorized to execute a registration, stating all of the following:

- (1) The name of the partnership.
- (2) The street address of its principal office.
- (3) The mailing address of its principal office, if different from the street address.
- (4) The name and street address of the agent for service of process on the limited liability partnership in California in accordance with subdivision (a) of Section 16309.
- (5) A brief statement of the business in which the partnership engages.
- (6) Any other matters that the partnership determines to include.
- (7) That the partnership is registering as a registered limited liability partnership.

(b) The registration shall be accompanied by a fee as set forth in subdivision (a) of Section 12189 of the Government Code.

(c) The Secretary of State shall register as a registered limited liability partnership any partnership that submits a completed registration with the required fee.

(d) The Secretary of State may cancel the filing of the registration if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given 20 days or more after the first notice and 90 days or less after the date of the original filing.

(e) A partnership becomes a registered limited liability partnership at the time of the filing of the initial registration with the Secretary of State or at any later date or time specified in the registration and the payment of the fee required by subdivision (b). A partnership continues as a registered limited liability partnership until a notice that it is no longer a registered limited liability partnership has been filed pursuant to subdivision (b) of Section 16954 or, if applicable, until it has been dissolved and finally wound up. The status of a partnership as a registered limited liability partnership and the liability of a partner of the registered limited liability partnership shall not be adversely affected by errors or subsequent changes in the information stated in a registration under subdivision (a) or an amended registration or notice under Section 16954.

(f) The fact that a registration or amended registration pursuant to this section is on file with the Secretary of State is notice that the partnership is a registered limited liability partnership and of those other facts contained therein that are required to be set forth in the registration or amended registration.

(g) The Secretary of State shall provide a form for a registration under subdivision (a), which shall include the form for confirming compliance with the optional security requirement pursuant to subdivision (c) of Section 16956. The Secretary of State shall include with instructional materials provided in conjunction with the form for a registration under subdivision (a) a notice that filing the registration will obligate the limited liability partnership to pay an annual tax for that taxable year to the Franchise Tax Board pursuant to Section 17948 of the Revenue and Taxation Code. That

notice shall be updated annually to specify the dollar amount of the tax.

(h) A limited liability partnership providing professional limited liability partnership services in this state shall comply with all statutory and administrative registration or filing requirements of the state board, commission, or other agency that prescribes the rules and regulations governing the particular profession in which the partnership proposes to engage, pursuant to the applicable provisions of the Business and Professions Code relating to that profession. The state board, commission, or other agency shall not disclose, unless compelled by a subpoena or other order of a court of competent jurisdiction, any information it receives in the course of evaluating the compliance of a limited liability partnership with applicable statutory and administrative registration or filing requirements, provided that nothing in this section shall be construed to prevent a state board, commission, or other agency from disclosing the manner in which the limited liability partnership has complied with the requirements of Section 16956, or the compliance or noncompliance by the limited liability partnership with any other requirements of the state board, commission, or other agency.

SEC. 43. Section 16959 of the Corporations Code, as amended by Section 9 of Chapter 634 of the Statutes of 2010, is amended to read:

16959. (a) (1) Before transacting intrastate business in this state, a foreign limited liability partnership shall comply with all statutory and administrative registration or filing requirements of the state board, commission, or agency that prescribes the rules and regulations governing a particular profession in which the partnership proposes to be engaged, pursuant to the applicable provisions of the Business and Professions Code relating to the profession or applicable rules adopted by the governing board. A foreign limited liability partnership that transacts intrastate business in this state shall within 30 days after the effective date of the act enacting this section or the date on which the foreign limited liability partnership first transacts intrastate business in this state, whichever is later, register with the Secretary of State by submitting to the Secretary of State an application for registration as a foreign limited liability partnership, signed by a person with authority to do so under the laws of the jurisdiction of formation of the foreign limited liability partnership, stating the name of the partnership, the street address of its principal office, the mailing address of the principal office if different from the street address, the name and street address of its agent for service of process in this state in accordance with subdivision (a) of Section 16309, a brief statement of the business in which the partnership engages, and any other matters that the partnership determines to include.

(2) Annexed to the application for registration shall be a certificate from an authorized public official of the foreign limited liability partnership's jurisdiction of organization to the effect that the foreign limited liability partnership is in good standing in that jurisdiction, if the laws of that jurisdiction permit the issuance of those certificates, or, in the alternative, a statement by the foreign limited liability partnership that the laws of its jurisdiction of organization do not permit the issuance of those certificates.

(b) The registration shall be accompanied by a fee as set forth in subdivision (b) of Section 12189 of the Government Code.

(c) The Secretary of State shall register as a foreign limited liability partnership any partnership that submits a completed

application for registration with the required fee.

(d) The Secretary of State may cancel the filing of the registration if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given 20 days or more after the first notice and 90 days or less after the original filing.

(e) A partnership becomes registered as a foreign limited liability partnership at the time of the filing of the initial registration with the Secretary of State or at any later date or time specified in the registration and the payment of the fee required by subdivision (b). A partnership continues to be registered as a foreign limited liability partnership until a notice that it is no longer so registered as a foreign limited liability partnership has been filed pursuant to Section 16960 or, if applicable, once it has been dissolved and finally wound up. The status of a partnership registered as a foreign limited liability partnership and the liability of a partner of that foreign limited liability partnership shall not be adversely affected by errors or subsequent changes in the information stated in an application for registration under subdivision (a) or an amended registration or notice under Section 16960.

(f) The fact that a registration or amended registration pursuant to Section 16960 is on file with the Secretary of State is notice that the partnership is a foreign limited liability partnership and of those other facts contained therein that are required to be set forth in the registration or amended registration.

(g) The Secretary of State shall provide a form for a registration under subdivision (a), which shall include the form for confirming compliance with the optional security requirement pursuant to subdivision (c) of Section 16956. The Secretary of State shall include with instructional materials, provided in conjunction with the form for registration under subdivision (a), a notice that filing the registration will obligate the limited liability partnership to pay an annual tax for that taxable year to the Franchise Tax Board pursuant to Section 17948 of the Revenue and Taxation Code. That notice shall be updated annually to specify the dollar amount of this tax.

(h) A foreign limited liability partnership transacting intrastate business in this state shall not maintain any action, suit, or proceeding in any court of this state until it has registered in this state pursuant to this section.

(i) Any foreign limited liability partnership that transacts intrastate business in this state without registration is subject to a penalty of twenty dollars (\$20) for each day that unauthorized intrastate business is transacted, up to a maximum of ten thousand dollars (\$10,000).

(j) A partner of a foreign limited liability partnership is not liable for the debts or obligations of the foreign limited liability partnership solely by reason of its having transacted business in this state without registration.

(k) A foreign limited liability partnership, transacting business in this state without registration, appoints the Secretary of State as its agent for service of process with respect to causes of action

arising out of the transaction of business in this state.

(l) "Transact intrastate business" as used in this section means to repeatedly and successively provide professional limited liability partnership services in this state, other than in interstate or foreign commerce.

(m) Without excluding other activities that may not be considered to be transacting intrastate business, a foreign limited liability partnership shall not be considered to be transacting intrastate business merely because its subsidiary or affiliate transacts intrastate business, or merely because of its status as any one or more of the following:

(1) A shareholder of a domestic corporation.

(2) A shareholder of a foreign corporation transacting intrastate business.

(3) A limited partner of a foreign limited partnership transacting intrastate business.

(4) A limited partner of a domestic limited partnership.

(5) A member or manager of a foreign limited liability company transacting intrastate business.

(6) A member or manager of a domestic limited liability company.

(n) Without excluding other activities that may not be considered to be transacting intrastate business, a foreign limited liability partnership shall not be considered to be transacting intrastate business within the meaning of this subdivision solely by reason of carrying on in this state any one or more of the following activities:

(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.

(2) Holding meetings of its partners or carrying on any other activities concerning its internal affairs.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability partnership's securities or maintaining trustees or depositories with respect to those securities.

(5) Effecting sales through independent contractors.

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where those orders require acceptance without this state before becoming binding contracts.

(7) Creating or acquiring evidences of debt or mortgages, liens, or security interest in real or personal property.

(8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(9) Conducting an isolated transaction that is completed within 180 days and not in the course of a number of repeated transactions of a like nature.

(o) A person shall not be deemed to be transacting intrastate business in this state merely because of its status as a partner of a registered limited liability partnership or a foreign limited liability company whether or not registered to transact intrastate business in this state.

(p) The Attorney General may bring an action to restrain a foreign limited liability partnership from transacting intrastate business in this state in violation of this chapter.

(q) Nothing in this section is intended to, or shall, augment, diminish, or otherwise alter existing provisions of law, statutes, or court rules relating to services by a California architect, California public accountant, California engineer, California land surveyor, or California attorney in another jurisdiction, or services

by an out-of-state architect, out-of-state public accountant, out-of-state engineer, out-of-state land surveyor, or out-of-state attorney in California.

(r) This section shall remain in effect only until January 1, 2016, and as of that date is repealed, unless a later enacted statute, that is enacted before January 1, 2016, deletes or extends that date.

SEC. 44. Section 16959 of the Corporations Code, as added by Section 10 of Chapter 634 of the Statutes of 2010, is amended to read:

16959. (a) (1) Before transacting intrastate business in this state, a foreign limited liability partnership shall comply with all statutory and administrative registration or filing requirements of the state board, commission, or agency that prescribes the rules and regulations governing a particular profession in which the partnership proposes to be engaged, pursuant to the applicable provisions of the Business and Professions Code relating to the profession or applicable rules adopted by the governing board. A foreign limited liability partnership that transacts intrastate business in this state shall within 30 days after the effective date of the act enacting this section or the date on which the foreign limited liability partnership first transacts intrastate business in this state, whichever is later, register with the Secretary of State by submitting to the Secretary of State an application for registration as a foreign limited liability partnership, signed by a person with authority to do so under the laws of the jurisdiction of formation of the foreign limited liability partnership, stating the name of the partnership, the street address of its principal office, the mailing address of the principal office if different from the street address, the name and street address of its agent for service of process in this state in accordance with subdivision (a) of Section 16309, a brief statement of the business in which the partnership engages, and any other matters that the partnership determines to include.

(2) Annexed to the application for registration shall be a certificate from an authorized public official of the foreign limited liability partnership's jurisdiction of organization to the effect that the foreign limited liability partnership is in good standing in that jurisdiction, if the laws of that jurisdiction permit the issuance of those certificates, or, in the alternative, a statement by the foreign limited liability partnership that the laws of its jurisdiction of organization do not permit the issuance of those certificates.

(b) The registration shall be accompanied by a fee as set forth in subdivision (b) of Section 12189 of the Government Code.

(c) The Secretary of State shall register as a foreign limited liability partnership any partnership that submits a completed application for registration with the required fee.

(d) The Secretary of State may cancel the filing of the registration if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given 20 days or more after the first notice and 90 days or less after the original filing.

(e) A partnership becomes registered as a foreign limited liability partnership at the time of the filing of the initial registration with the Secretary of State or at any later date or time specified in the registration and the payment of the fee required by subdivision (b). A partnership continues to be registered as a foreign limited liability partnership until a notice that it is no longer so registered as a foreign limited liability partnership has been filed pursuant to Section 16960 or, if applicable, once it has been dissolved and finally wound up. The status of a partnership registered as a foreign limited liability partnership and the liability of a partner of that foreign limited liability partnership shall not be adversely affected by errors or subsequent changes in the information stated in an application for registration under subdivision (a) or an amended registration or notice under Section 16960.

(f) The fact that a registration or amended registration pursuant to Section 16960 is on file with the Secretary of State is notice that the partnership is a foreign limited liability partnership and of those other facts contained therein that are required to be set forth in the registration or amended registration.

(g) The Secretary of State shall provide a form for a registration under subdivision (a), which shall include the form for confirming compliance with the optional security requirement pursuant to subdivision (c) of Section 16956. The Secretary of State shall include with instructional materials, provided in conjunction with the form for registration under subdivision (a), a notice that filing the registration will obligate the limited liability partnership to pay an annual tax for that taxable year to the Franchise Tax Board pursuant to Section 17948 of the Revenue and Taxation Code. That notice shall be updated annually to specify the dollar amount of this tax.

(h) A foreign limited liability partnership transacting intrastate business in this state shall not maintain any action, suit, or proceeding in any court of this state until it has registered in this state pursuant to this section.

(i) Any foreign limited liability partnership that transacts intrastate business in this state without registration is subject to a penalty of twenty dollars (\$20) for each day that unauthorized intrastate business is transacted, up to a maximum of ten thousand dollars (\$10,000).

(j) A partner of a foreign limited liability partnership is not liable for the debts or obligations of the foreign limited liability partnership solely by reason of its having transacted business in this state without registration.

(k) A foreign limited liability partnership, transacting business in this state without registration, appoints the Secretary of State as its agent for service of process with respect to causes of action arising out of the transaction of business in this state.

(l) "Transact intrastate business" as used in this section means to repeatedly and successively provide professional limited liability partnership services in this state, other than in interstate or foreign commerce.

(m) Without excluding other activities that may not be considered to be transacting intrastate business, a foreign limited liability partnership shall not be considered to be transacting intrastate business merely because its subsidiary or affiliate transacts intrastate business, or merely because of its status as any one or more of the following:

- (1) A shareholder of a domestic corporation.
- (2) A shareholder of a foreign corporation transacting intrastate

business.

(3) A limited partner of a foreign limited partnership transacting intrastate business.

(4) A limited partner of a domestic limited partnership.

(5) A member or manager of a foreign limited liability company transacting intrastate business.

(6) A member or manager of a domestic limited liability company.

(n) Without excluding other activities that may not be considered to be transacting intrastate business, a foreign limited liability partnership shall not be considered to be transacting intrastate business within the meaning of this subdivision solely by reason of carrying on in this state any one or more of the following activities:

(1) Maintaining or defending any action or suit or any administrative or arbitration proceeding, or effecting the settlement thereof or the settlement of claims or disputes.

(2) Holding meetings of its partners or carrying on any other activities concerning its internal affairs.

(3) Maintaining bank accounts.

(4) Maintaining offices or agencies for the transfer, exchange, and registration of the foreign limited liability partnership's securities or maintaining trustees or depositories with respect to those securities.

(5) Effecting sales through independent contractors.

(6) Soliciting or procuring orders, whether by mail or through employees or agents or otherwise, where those orders require acceptance without this state before becoming binding contracts.

(7) Creating or acquiring evidences of debt or mortgages, liens, or security interest in real or personal property.

(8) Securing or collecting debts or enforcing mortgages and security interests in property securing the debts.

(9) Conducting an isolated transaction that is completed within 180 days and not in the course of a number of repeated transactions of a like nature.

(o) A person shall not be deemed to be transacting intrastate business in this state merely because of its status as a partner of a registered limited liability partnership or a foreign limited liability company whether or not registered to transact intrastate business in this state.

(p) The Attorney General may bring an action to restrain a foreign limited liability partnership from transacting intrastate business in this state in violation of this chapter.

(q) Nothing in this section is intended to, or shall, augment, diminish, or otherwise alter existing provisions of law, statutes, or court rules relating to services by a California architect, California public accountant, or California attorney in another jurisdiction, or services by an out-of-state architect, out-of-state public accountant, or out-of-state attorney in California.

(r) This section shall become operative on January 1, 2016.

SEC. 45. Section 17051 of the Corporations Code is amended to read:

17051. (a) The articles of organization shall set forth:

(1) The name of the limited liability company.

(2) The following statement:

"The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea Limited Liability Company Act."

(3) RESERVED]

(4) The name and street address of the initial agent for service of process on the limited liability company who meets the qualifications specified in paragraph (1) of subdivision (d) of Section 17061, unless a corporate agent is designated, in which case only the name of the agent shall be set forth.

(5) The initial street address of the limited liability company.

(6) The initial mailing address of the limited liability company, if different from the initial street address.

(7) If the limited liability company is to be managed by one or more managers and not by all its members, the statement referred to in subdivision (b) of Section 17151. If the limited liability company is to be managed by only one manager, the articles of organization shall contain a statement to that effect.

(b) It is not necessary to set out in the articles of organization any of the powers of a limited liability company enumerated in this title.

(c) The articles of organization may contain any other provision not inconsistent with law, including, but not limited to:

(1) A provision limiting or restricting the business in which the limited liability company may engage or the powers that the limited liability company may exercise or both.

(2) Provisions governing the admission of members to the limited liability company.

(3) The time at which the limited liability company is to dissolve.

(4) Any events that will cause a dissolution of the limited liability company.

(5) A statement of whether there are limitations on the authority of managers or members to bind the limited liability company, and, if so, what the limitations are.

(6) The names of the managers of the limited liability company.

(d) No limitation upon the business, purposes, or powers of the limited liability company contained in or implied by the articles of organization or the operating agreement may be asserted by any person, except in one of the following types of proceedings:

(1) In a proceeding by a member or the state to enjoin the doing of unauthorized business by the limited liability company or its managers or officers, if third parties have not acquired rights thereby.

(2) In a proceeding to dissolve the limited liability company.

(3) In a derivative proceeding by the limited liability company or by a member suing on the company's behalf against the officers or managers of the limited liability company for violation of their authority. However, the limitation may not be asserted if the person asserting the limitation had actual knowledge of the limitation at the time of the act or event complained of.

(e) The Secretary of State may cancel the filing of articles of organization if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall be effective at that time. The second notice shall be given 20 days or more after the first notice and 90 days or less after the original filing.

SEC. 46. Section 17054 of the Corporations Code is amended to read:

17054. (a) Subject to subdivision (b) of Section 17103, the articles of organization may be amended at any time and in any manner as the members may determine, as long as the articles of organization as amended contain only those provisions as it would be lawful to insert in original articles of organization filed at the time of the filing of the amendment. The articles of organization may be amended regardless of whether any provision contained in the amendment was permissible at the time of the original organization of the limited liability company.

(b) The articles of organization shall be amended by filing a certificate of amendment thereto duly executed by at least one manager, unless a greater number is provided in the articles of organization. The certificate of amendment shall be filed with, and on a form prescribed by, the Secretary of State, and shall set forth all of the following:

(1) The name and the Secretary of State's file number of the limited liability company.

(2) The text of the amendment to the articles of organization.

(c) A limited liability company shall not amend its articles of organization to alter any statement that may appear in the original articles of organization of the street address and mailing address of the limited liability company, or name and address of the initial agent for service of process, except to correct an error in the statement or to delete the information after filing a statement pursuant to Section 17060. A certificate of amendment to the articles of organization shall be filed to effect any of the following:

(1) A change in the name of the limited liability company.

(2) Any change in the statement referred to in subdivision (b) of Section 17151.

(3) Any change in the time as stated in the articles of organization for the dissolution of the limited liability company.

(4) Any change in the events that will cause a dissolution of the limited liability company.

(d) The managers shall cause to be filed a certificate of amendment to the articles of organization within 30 days of the discovery by any of the managers of any false or erroneous material statement contained in the articles of organization or any amendment thereto.

(e) Any manager who executes a certificate of amendment shall be liable for any statement materially inconsistent with the operating agreement or any material misstatement of fact contained in the certificate of amendment if the manager knew or should have known that the statement was false when made or that the statement became false and an amendment required by subdivision (d) was not filed, and the person suffering the loss relied on the statement or misstatement.

(f) Articles of organization may be restated at any time. Restated articles of organization shall be filed with, and on a form prescribed by, the Secretary of State, shall be specifically designated as restated in the heading, shall set forth the limited liability company's name and the Secretary of State's file number, and may set forth any other matters that may be set forth as authorized by Section 17051, except that if the limited liability company has filed the statement required by Section 17060, the initial street address and initial mailing address of the limited liability company, and name and address of the initial agent for service of process shall not be set forth. If the name of the limited liability company is to be changed by the filing of the restated articles of organization, the old name shall also be set forth in a manner to indicate the intent to change the name. The restated

articles of organization shall supersede the initial articles of organization and all amendments thereto previously filed with the Secretary of State.

SEC. 47. Section 17060 of the Corporations Code is amended to read:

17060. (a) Every limited liability company and every foreign limited liability company registered to transact intrastate business in this state shall file within 90 days after the filing of its original articles of organization and biennially thereafter during the applicable filing period, on a form prescribed by the Secretary of State, a statement containing:

(1) The name of the limited liability company and the Secretary of State's file number and, in the case of a foreign limited liability company, the state under the laws of which it is organized.

(2) The name and street address of the agent for service of process required to be maintained pursuant to subdivision (b) of Section 17057. If a corporate agent is designated, only the name of the agent shall be set forth.

(3) The street address of its principal executive office. In the case of a domestic limited liability company, the street address of the office required to be maintained pursuant to Section 17057, and in the case of a foreign limited liability company, the street address of its principal business office in this state, if any.

(4) The mailing address of the limited liability company or foreign limited liability company, if different from the street address of its principal executive office or principal business address in this state, or in the case of a domestic limited liability company, the office required to be maintained pursuant to Section 17057.

(5) The name and complete business or residence addresses of any manager or managers and the chief executive officer, if any, appointed or elected in accordance with the articles of organization or operating agreement or, if no manager has been so elected or appointed, the name and business or residence address of each member.

(6) If the limited liability company chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the limited liability company shall include a valid electronic mail address for the limited liability company or for the limited liability company's designee to receive those notices.

(7) The general type of business that constitutes the principal business activity of the limited liability company (for example, manufacturer of aircraft; wholesale liquor distributor; or retail department store).

(b) If there has been no change in the information in the last filed statement of the limited liability company on file in the Secretary of State's office, the limited liability company may, in lieu of filing the statement required by subdivision (a), advise the Secretary of State, on a form prescribed by the Secretary of State, that no changes in the required information have occurred during the applicable filing period.

(c) For the purposes of this section, the applicable filing period for a limited liability company shall be the calendar month during which its original articles of organization were filed or, in the case of a foreign limited liability company, the month during which its application for registration was filed, and the immediately preceding five calendar months. The Secretary of State shall provide a notice to each limited liability company to comply with this section approximately three months prior to the close of the

applicable filing period. The notice shall state the due date for compliance and shall be sent to the last address of the limited liability company according to the records of the Secretary of State or to the last electronic mail address according to the records of the Secretary of State if the limited liability company has elected to receive notices from the Secretary of State by electronic mail. The failure of the limited liability company to receive the form shall not exempt the limited liability company from complying with this section.

(d) Whenever any of the information required by subdivision (a) changes, other than the name and address of the agent for service of process, or whenever the street address, mailing address, or electronic mail address of the limited liability company changes, the limited liability company may file a current statement containing all the information required by subdivision (a). Whenever changing its agent for service of process or whenever the address of the agent changes, or whenever the street address, mailing address, or electronic mail address of the limited liability company changes, the limited liability company shall file a current statement containing all the information required by subdivision (a). Whenever any statement is filed pursuant to this section, that statement supersedes any previously filed statement pursuant to this section, the statement in the original articles of organization, and the statement in any previously filed restated articles of organization that have been filed, or in the case of a foreign limited liability company, in the application for registration.

(e) The Secretary of State may destroy or otherwise dispose of any statement filed pursuant to this section after it has been superseded by the filing of a new statement.

(f) This section shall not be construed to place any person dealing with the limited liability company on notice of, or under any duty to inquire about, the existence or content of a statement filed pursuant to this section.

SEC. 48. Section 17062 of the Corporations Code is amended to read:

17062. An instrument shall be deemed filed, and the date of filing endorsed thereon, upon receipt by the Secretary of State of any instrument accompanied by the fee prescribed in Article 3 (commencing with Section 12180) of Chapter 3 of Part 2 of Division 3 of Title 2 of the Government Code. The date of filing shall be the date the instrument is received by the Secretary of State unless the instrument provides that it is to be withheld from filing until a future date not to exceed 90 days from receipt or unless, in the judgment of the Secretary of State, the filing is intended to be coordinated with the filing of some other document that cannot be filed. The Secretary of State shall file a document as of any requested future date not more than 90 days after its receipt, including a Saturday, Sunday, or legal holiday, if that document is received in the Secretary of State's office at least one business day prior to the requested date of filing. Upon receipt and after filing of any document under this title, the Secretary of State may microfilm or reproduce by other techniques any filings or documents and destroy the original filing or document. The microfilm or other reproduction of any document under the provision of this section shall be admissible in any court of law.

SEC. 49. Section 17451 of the Corporations Code is amended to read:

17451. (a) Before transacting intrastate business in this state, a foreign limited liability company shall register with the Secretary of State. In order to register, a foreign limited liability company

shall submit to the Secretary of State an application for registration as a foreign limited liability company, signed by a person with authority to do so under the laws of the state of its organization, on a form prescribed by the Secretary of State and setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state.

(2) The state and date of its organization and a statement that the foreign limited liability company is authorized to exercise its powers and privileges in that state.

(3) The name and street address of an agent for service of process on the foreign limited liability company meeting the qualifications specified in paragraph (1) of subdivision (d) of Section 17061, unless a corporate agent is designated, in which case only the name of the agent shall be set forth.

(4) A statement that the Secretary of State is appointed the agent of the foreign limited liability company for service of process if the agent has resigned and has not been replaced or if the agent cannot be found or served with the exercise of reasonable diligence.

(5) The street address of the principal executive office of the foreign limited liability company and of its principal business office in this state, if any.

(6) The mailing address of the foreign limited liability company if different from the street address of the principal executive office or principal business office in this state.

(b) Annexed to the application for registration shall be a certificate from an authorized public official of the foreign limited liability company's jurisdiction of organization to the effect that the foreign limited liability company is in good standing in that jurisdiction, if the laws of that jurisdiction permit the issuance of those certificates; or, in the alternative, a statement by the foreign limited liability company that the laws of its jurisdiction of organization do not permit the issuance of those certificates.

(c) The Secretary of State may cancel the application and certificate of registration of a foreign limited liability company if a check or other remittance accepted in payment of the filing fee is not paid upon presentation. Upon receiving written notification that the item presented for payment has not been honored for payment, the Secretary of State shall give a first written notice of the applicability of this section to the agent for service of process or to the person submitting the instrument. Thereafter, if the amount has not been paid by cashier's check or equivalent, the Secretary of State shall give a second written notice of cancellation and the cancellation shall thereupon be effective. The second notice shall be given 20 days or more after the first notice and 90 days or less after the original filing.

(d) The Secretary of State shall include with instructional materials, provided in conjunction with registration under subdivision (a), a notice that filing the registration will obligate the limited liability company to pay an annual tax to the Franchise Tax Board pursuant to Section 17941 of the Revenue and Taxation Code. That notice shall be updated annually to specify the dollar amount of the tax.

SEC. 50. Section 17454 of the Corporations Code is amended to read:

17454. If any statement in the application for registration of a foreign limited liability company (other than the initial street address and initial mailing address or the name of the initial agent for service of process if a statement has been filed pursuant to

Section 17060), was false when made or any statements made have become erroneous, the foreign limited liability company shall promptly file in the office of the Secretary of State an amendment to the application for registration, signed by a person with authority to do so under the laws of the state of its organization, amending the statement.

SEC. 51. Section 17654 of the Corporations Code is amended to read:

17654. (a) A limited liability company that (1) fails to file a statement pursuant to Section 17060 for an applicable filing period, (2) has not filed a statement pursuant to Section 17060 during the preceding 24 months, and (3) was certified for penalty pursuant to Section 17653 for the same filing period, shall be subject to suspension pursuant to this section rather than to penalty pursuant to Section 17653.

(b) When subdivision (a) is applicable, the Secretary of State shall notify the limited liability company that its powers, rights, and privileges will be suspended after 60 days if it fails to file a statement pursuant to Section 17060.

(c) After the expiration of the 60-day period without any statement filed pursuant to Section 17060, the Secretary of State shall notify the Franchise Tax Board of the suspension, and provide a notice of the suspension to the limited liability company and thereupon, except for the purpose of amending the articles of organization to set forth a new name, the powers, rights, and privileges of the limited liability company are suspended.

(d) A statement pursuant to Section 17060 may be filed notwithstanding suspension of the powers, rights, and privileges pursuant to this section or Section 23301 or 23301.5 of the Revenue and Taxation Code. Upon the filing of a statement pursuant to Section 17060 by a limited liability company that has suffered suspension pursuant to this section, the Secretary of State shall certify that fact to the Franchise Tax Board and the limited liability company may thereupon be relieved from suspension unless the limited liability company is held in suspension by the Franchise Tax Board by reason of Section 23301 or 23301.5 of the Revenue and Taxation Code.

SEC. 52. Section 18200 of the Corporations Code is amended to read:

18200. (a) An unincorporated association may file with the Secretary of State, on a form prescribed by the Secretary of State, a statement containing either of the following:

(1) A statement designating the location and complete street address of the unincorporated association's principal office in this state. Only one place may be designated.

(2) A statement (A) designating the location and complete street address of the unincorporated association's principal office in this state in accordance with paragraph (1) or, if the unincorporated association does not have an office in this state, designating the complete street address and mailing address, if different, of the unincorporated association to which the Secretary of State shall send any notices required to be sent to the association under Sections 18210 and 18215, and (B) designating as agent of the association for service of process any natural person residing in this state or any corporation that has complied with Section 1505 and whose capacity to act as an agent has not terminated.

(b) If a natural person is designated as agent for service of process, the statement shall include the person's complete business or residence street address. If a corporate agent is designated, no address for it shall be included.

(c) Filing is deemed complete on acceptance by the Secretary of State of the statement and the filing fee.

(d) At any time, an unincorporated association that has filed a statement under this section may file a new statement superseding the last previously filed statement. If the new statement does not designate an agent for service of process, the filing of the new statement shall be deemed to revoke the designation of an agent previously designated. A statement filed under this section expires five years from December 31 following the date it was filed in the office of the Secretary of State, unless previously superseded by the filing of a new statement.

(e) Delivery by hand of a copy of any process against the unincorporated association (1) to any natural person designated by it as agent, or (2) if the association has designated a corporate agent, to any person named in the last certificate of the corporate agent filed pursuant to Section 1505 at the office of the corporate agent shall constitute valid service on the association.

(f) For filing a statement as provided in this section, the Secretary of State shall charge and collect the fee provided in paragraph (1) of subdivision (b) of Section 12191 of the Government Code for filing a designation of agent.

(g) Notwithstanding Section 18055, a statement filed by a partnership under former Section 24003 is subject to this chapter until the statement is revoked or expires.

SEC. 53. Section 14101 of the Financial Code is amended to read:

14101. The articles of incorporation of every credit union shall set forth the following:

(a) The name of the corporation, which shall include the phrase "credit union."

(b) (1) The following statement:

The purpose of the corporation is to engage in credit union business and any other lawful activities which are not prohibited to a credit union by applicable laws or regulations.

(2) By December 31, 2003, each credit union that immediately prior to the enactment of this section was authorized to operate as a credit union shall amend its articles to comply with the provisions of paragraph (1). Notwithstanding Section 7813.5 of the Corporations Code, the amendment of the articles of a credit union as required by paragraph (1) may be adopted by approval of the board alone.

(c) The name and street address in this state of the corporation's initial agent for service of process in accordance with subdivision (b) of Section 8210 of the Corporations Code.

(d) The names and addresses of five or more persons appointed to act as initial directors.

(e) The street address of the corporation.

(f) The mailing address of the corporation, if different from the street address.

SEC. 54. Section 12178.1 of the Government Code is amended to read:

12178.1. (a) Except for copies of documents on file prepared pursuant to Section 12182, the fee for preparing a copy of any law, resolution, record, or other document on file in the office of the Secretary of State, is one dollar (\$1) for the first page, and fifty cents (\$.50) for each additional page.

(b) Except for copies of documents on file prepared pursuant to subdivision (a), the Secretary of State shall provide compilations, indexes, extracts, or summaries of information, including computer information, contained in the public records of the Secretary of State at a charge sufficient to recover costs. Except where a fee or charge is prescribed by statute, the fee or charge imposed pursuant

to this subdivision shall not exceed ten dollars (\$10) per inquiry.

(c) The Secretary of State may enter into contracts to provide information and copies and access to information, including direct access to computer information. The contracts may include reasonable conditions for access to information. The amounts payable pursuant to these contracts shall be sufficient to recover costs.

(d) The Secretary of State may require persons and firms regularly using the research facilities of the Secretary of State to use those research facilities only pursuant to a contract under subdivision (c).

(e) All fees, reimbursements, and contract amounts pursuant to this section shall be accounted as Secretary of State expenditure reimbursements.

(f) Fees for special handling pursuant to Section 12182 are in addition to amounts pursuant to this section.

SEC. 55. Section 12185 of the Government Code is amended to read:

12185. Upon the filing of any document pursuant to any provision of the Corporations Code for which there is a filing fee of twenty-five dollars (\$25) or more, at the time of filing the Secretary of State shall provide a copy without charge.

SEC. 56. Section 12191 of the Government Code is amended to read:

12191. The miscellaneous business entity filing fees are the following:

(a) Foreign Associations, as defined in Sections 170 and 171 of the Corporations Code:

(1) Filing the statement and designation upon the qualification of a foreign association pursuant to Section 2105 of the Corporations Code: One hundred dollars (\$100).

(2) Filing an amended statement and designation by a foreign association pursuant to Section 2107 of the Corporations Code: Thirty dollars (\$30).

(3) Filing a certificate showing the surrender of the right of a foreign association to transact intrastate business pursuant to Section 2112 of the Corporations Code: No fee.

(b) Unincorporated Associations:

(1) Filing a statement in accordance with Section 18200 of the Corporations Code as to principal place of office or place for sending notices or designating agent for service: Twenty-five dollars (\$25).

(2) Insignia Registrations: Ten dollars (\$10).

(c) Community Associations and Common Interest Developments:

(1) Filing a statement by a community association in accordance with Section 1363.6 of the Civil Code to register the common interest development that it manages: An amount not to exceed thirty dollars (\$30).

(2) Filing an amended statement by a community association in accordance with Section 1363.6 of the Civil Code: No fee.