

Second Regular Session
Sixty-seventh General Assembly
STATE OF COLORADO

INTRODUCED

LLS NO. 10-1041.01 Thomas Morris

HOUSE BILL 10-1403

HOUSE SPONSORSHIP

Kerr A.,

SENATE SPONSORSHIP

(None),

House Committees
State, Veterans, & Military Affairs

Senate Committees

A BILL FOR AN ACT

101 CONCERNING COMMERCIAL NOTIFICATIONS WITH REGARD TO THE
102 SECRETARY OF STATE.

Bill Summary

(Note: This summary applies to this bill as introduced and does not reflect any amendments that may be subsequently adopted. If this bill passes third reading in the house of introduction, a bill summary that applies to the reengrossed version of this bill will be available at <http://www.leg.state.co.us/billssummaries.>)

Section 1 of the bill allows the secretary of state (secretary) to notify persons regulated under the charitable solicitations law regarding missed filing deadlines by means other than the mail. **Section 15** allows the secretary to notify any person about any matter arising under Colorado's corporation, partnership, and association laws in a manner

Shading denotes HOUSE amendment. Double underlining denotes SENATE amendment.
Capital letters indicate new material to be added to existing statute.
Dashes through the words indicate deletions from existing statute.

determined by the secretary. **Sections 10, 11, 21, 24, and 25** repeal redundant notification laws. **Section 13** allows the secretary to charge a fee for giving a notice by mail.

Current law requires corporations, partnerships, and associations to file annual reports with the secretary. **Section 16** allows reporting entities to elect biennial reporting rather than annual reporting and to select an anniversary month different from the default anniversary month. The remaining sections of the bill change references to "annual" reporting to "periodic" reporting and make conforming amendments or other nonsubstantive changes to the law.

1 *Be it enacted by the General Assembly of the State of Colorado:*

2 **SECTION 1.** 6-16-114, Colorado Revised Statutes, is amended
3 to read:

4 **6-16-114. Fine - late filing fee - rules.** Any charitable
5 organization, professional fund-raising consultant, or paid solicitor who,
6 after sufficient notification by the secretary of state, fails to properly
7 register, renew a registration, file a solicitation notice, or file a financial
8 report of a solicitation campaign under this article by the end of the
9 seventh day following the issuance of the final notice, is liable for a fine
10 or late filing fee in an amount to be established by rule promulgated by
11 the secretary of state. The late fee for filing a registration renewal,
12 solicitation notice, or solicitation campaign financial report late shall not
13 exceed one hundred dollars per year for charities or two hundred dollars
14 per year for paid solicitors. Sufficient notification ~~shall consist~~ CONSISTS
15 of at least two notices ~~sent by mail~~ GIVEN to the organization and
16 registered agent of the charitable organization, professional fund-raising
17 consultant, or paid solicitor. The fine or late filing fee is in addition to
18 any other filing fee provided by this article.

19 **SECTION 2.** 7-55-121, Colorado Revised Statutes, is amended
20 to read:

1 **7-55-121. Periodic report.** Part 5 of article 90 of this title,
2 providing for ~~annual~~ PERIODIC reports from reporting entities, applies to
3 associations formed under or subject to this article.

4 **SECTION 3.** 7-56-106 (1), Colorado Revised Statutes, is
5 amended to read:

6 **7-56-106. Periodic and other reports.** (1) Part 5 of article 90
7 of this title, providing for ~~annual~~ PERIODIC reports from reporting entities,
8 applies to cooperatives formed under or subject to this article.

9 **SECTION 4.** 7-56-107 (4) (g), Colorado Revised Statutes, is
10 amended to read:

11 **7-56-107. Cooperative records.** (4) A cooperative shall keep a
12 copy of each of the following records at its principal office:

13 (g) A copy of its most recent ~~annual~~ PERIODIC report delivered to
14 the secretary of state pursuant to part 5 of article 90 of this title; and

15 **SECTION 5.** 7-60-149, Colorado Revised Statutes, is amended
16 to read:

17 **7-60-149. Limited liability partnership periodic reports.** Part
18 5 of article 90 of this title, providing for ~~annual~~ PERIODIC reports from
19 reporting entities, applies to limited liability partnerships subject to this
20 article.

21 **SECTION 6.** The introductory portion to 7-63-108 (3) and
22 7-63-108 (3) (a), Colorado Revised Statutes, are amended to read:

23 **7-63-108. Reference to corporation law.** (3) Except as
24 otherwise provided in this article, article 90 of this title and, to the extent
25 not addressed in said article 90, the law of this state applicable to a
26 corporation formed under the "Colorado Business Corporation Act",
27 articles 101 to 117 of this title, ~~shall~~ apply to an association with respect

1 to the following matters:

2 (a) The filing by the secretary of state of articles for the formation
3 or dissolution of an association, ~~annual~~ PERIODIC reports concerning an
4 association, change of principal office, change of registered agent or
5 registered agent address, and other documents including withdrawal and
6 restatement of, amendments to, and statements with respect to any
7 articles, ~~annual~~ PERIODIC reports, and other documents;

8 **SECTION 7.** 7-64-1007, Colorado Revised Statutes, is amended
9 to read:

10 **7-64-1007. Periodic reports.** Part 5 of article 90 of this title,
11 providing for PERIODIC reports from reporting entities, applies to domestic
12 limited liability partnerships and domestic limited liability limited
13 partnerships and applies to foreign limited liability partnerships and
14 foreign limited liability limited partnerships that are authorized to transact
15 business or conduct activities in this state pursuant to part 8 of article 90
16 of this title.

17 **SECTION 8.** 7-71-104 (1) (b), Colorado Revised Statutes, is
18 amended to read:

19 **7-71-104. Effect of filing a statement of trade name.** (1) (b) A
20 filed statement of trade name of a delinquent entity shall remain effective
21 only through the last day of the twelfth calendar month following the
22 calendar month of the effective date of delinquency under section
23 7-90-902 ~~(2)~~ (1), unless it is renewed in accordance with section
24 7-71-105; except that this paragraph (b) shall not apply to a filed
25 statement of trade name of a delinquent entity that cures its delinquency
26 pursuant to section 7-90-904 (1) while such filed statement of trade name
27 is effective.

1 **SECTION 9.** 7-80-301, Colorado Revised Statutes, is amended
2 to read:

3 **7-80-301. Limited liability companies - registered agents -**
4 **service of process - periodic reports.** Part 7 of article 90 of this title,
5 providing for registered agents and service of process, applies to limited
6 liability companies formed under this article. Part 5 of article 90 of this
7 title, providing for ~~annual~~ PERIODIC reports, applies to limited liability
8 companies formed under this article.

9 **SECTION 10. Repeal.** 7-70-104 (4), Colorado Revised Statutes,
10 is repealed as follows:

11 **7-70-104. Duration and renewal.** (4) ~~No earlier than one~~
12 ~~hundred eighty days and no later than sixty days before the expiration of~~
13 ~~the then-current term of each statement of trademark registration, the~~
14 ~~secretary of state shall deliver to the registrant notice regarding renewal~~
15 ~~of the effectiveness of the statement of trademark registration in a form~~
16 ~~prescribed by the secretary of state. The notice regarding renewal shall~~
17 ~~be delivered to the last-known mailing address of the registrant; except~~
18 ~~that the secretary of state shall not be required to deliver to a registrant a~~
19 ~~notice regarding renewal for any statement of trademark registration for~~
20 ~~which a statement of renewal of trademark registration has previously~~
21 ~~been filed pursuant to subsection (2) of this section for the current~~
22 ~~renewal period. The failure of the secretary of state to deliver a notice~~
23 ~~regarding renewal with respect to any statement of trademark registration~~
24 ~~shall not affect the requirement that a statement of renewal of trademark~~
25 ~~registration be filed to maintain the effectiveness of the statement of~~
26 ~~trademark registration, and no person shall have a cause of action if the~~
27 ~~notice is not delivered.~~

1 **SECTION 11. Repeal.** 7-71-105 (2), Colorado Revised Statutes,
2 is repealed as follows:

3 **7-71-105. Renewal of statement of trade name.** (2) The
4 secretary of state shall deliver a notice regarding renewal, in such form
5 as prescribed by the secretary of state, to each person that is not a
6 reporting entity and has an effective statement of trade name on file in the
7 records of the secretary of state no later than the first day of the calendar
8 month preceding the calendar month in which the statement of trade name
9 is no longer effective pursuant to section 7-71-104 (1) or subsection (1)
10 of this section; except that the secretary of state shall not be required to
11 deliver to a person a notice regarding renewal for any trade name of that
12 person for any renewal period for which a statement of trade name
13 renewal has previously been filed pursuant to subsection (1) of this
14 section. The failure of the secretary of state to deliver a notice regarding
15 renewal to any person shall not affect the requirement that any statement
16 of trade name of that person be renewed in accordance with this section
17 in order to remain effective.

18 **SECTION 12.** 7-90-102 (1.3), Colorado Revised Statutes, is
19 amended, and the said 7-90-102 is further amended BY THE ADDITION
20 OF A NEW SUBSECTION, to read:

21 **7-90-102. Definitions.** As used in this title, except as otherwise
22 defined for the purpose of any section, subpart, part, or article of this title,
23 or unless the context otherwise requires:

24 (1.3) "~~Annual report~~" means the report required by section
25 7-90-501.

26 (48.5) "PERIODIC REPORT" MEANS THE REPORT REQUIRED BY
27 SECTION 7-90-501.

1 **SECTION 13.** 7-90-303 (1) (c) and (1) (f), Colorado Revised
2 Statutes, are amended, and the said 7-90-303 (1) is further amended BY
3 THE ADDITION OF A NEW PARAGRAPH, to read:

4 **7-90-303. Filing, service, and copying fees - subpoenas.**

5 (1) The secretary of state shall charge and collect fees and other charges,
6 which shall be determined and collected pursuant to section 24-21-104
7 (3), C.R.S., for:

8 (c) Furnishing a copy of any filed document; ~~or~~

9 (f) Processing any document delivered to the secretary of state for
10 filing as required or permitted under part 3 of article 18 of title 6, ~~or~~ part
11 10 of article 16 of title 10, ~~or~~ part 3 of article 33.3 of title 38, C.R.S., or
12 this title; AND

13 (g) GIVING A NOTICE UNDER THE AUTHORITY OF SECTION 7-90-403
14 (1) BY MAIL.

15 **SECTION 14.** 7-90-306 (3), Colorado Revised Statutes, is
16 amended to read:

17 **7-90-306. Filing duty of secretary of state - manner of filing.**

18 (3) If the secretary of state permits a document to be delivered in a
19 physical medium and if the secretary of state refuses to file the document,
20 the secretary of state shall return it to any individual who has been
21 identified, pursuant to section 7-90-301 (8), as having caused the
22 document to be delivered for filing at the address provided for that
23 individual, together with a written notice providing a brief explanation of
24 the reason for the refusal, within ten days after the document was
25 delivered to the secretary of state; except that no return or notice shall be
26 required with respect to ~~an annual~~ A PERIODIC report that the secretary of
27 state has refused to file.

1 **SECTION 15.** Part 4 of article 90 of title 7, Colorado Revised
2 Statutes, is amended BY THE ADDITION OF A NEW SECTION to
3 read:

4 **7-90-403. Notices by the secretary of state.** (1) (a) THE
5 SECRETARY OF STATE MAY GIVE NOTICE, IN SUCH MANNER AS THE
6 SECRETARY OF STATE MAY DETERMINE, TO ANY PERSON ABOUT ANY
7 MATTER ARISING UNDER OR WITH RESPECT TO THIS TITLE, INCLUDING
8 NOTICE REGARDING:

- 9 (I) THE DUE DATE OF A PERIODIC REPORT;
- 10 (II) THE EXISTENCE OF GROUNDS FOR DELINQUENCY;
- 11 (III) THE PENDENCY OF DISSOLUTION UPON EXPIRATION OF PERIOD
12 OF DURATION;
- 13 (IV) THE DISSOLUTION UPON EXPIRATION OF PERIOD OF DURATION;
- 14 (V) THE DUE DATE OF A TRADE NAME RENEWAL; AND
- 15 (VI) THE DUE DATE OF A TRADEMARK RENEWAL.

16 (b) THIS SUBSECTION (1) DOES NOT AFFECT A REQUIREMENT THAT
17 THE SECRETARY OF STATE GIVE NOTICE UNDER ANOTHER PROVISION OF
18 LAW.

19 (2) NEITHER THE DETERMINATION OF THE SECRETARY OF STATE TO
20 GIVE, OR NOT TO GIVE, ANY NOTICE UNDER THE AUTHORITY OF
21 SUBSECTION (1) OF THIS SECTION NOR THE FAILURE OF ANY PERSON TO
22 RECEIVE ANY NOTICE SO GIVEN AFFECTS ANY OBLIGATION UNDER OR
23 REQUIREMENT OF ANY PROVISION OF THIS TITLE OR EXCUSES ANY
24 NONCOMPLIANCE BY ANY PERSON OF ANY OBLIGATION UNDER OR
25 REQUIREMENT OF ANY PROVISION OF THIS TITLE.

26 **SECTION 16.** The introductory portion to 7-90-501 (1) and
27 7-90-501 (4) (c), (4) (d), (5.5), and (7), Colorado Revised Statutes, are

1 amended to read:

2 **7-90-501. Periodic reports.** (1) Each reporting entity shall
3 deliver to the secretary of state, for filing pursuant to part 3 of this article,
4 ~~an annual~~ A PERIODIC report that states the entity name of the reporting
5 entity, the jurisdiction under the law of which the reporting entity is
6 formed, and:

7 (4) (c) (I) ~~The~~ UNLESS OTHERWISE ELECTED AS PROVIDED IN
8 SUBPARAGRAPH (II) OF THIS PARAGRAPH (c), A REPORTING ENTITY SHALL
9 DELIVER ITS first ~~annual~~ PERIODIC report ~~for a reporting entity shall be~~
10 ~~delivered~~ to the secretary of state, for filing pursuant to part 3 of this
11 article, no later than the last day of the second calendar month following
12 the first anniversary OF THE CALENDAR month in which the reporting
13 entity's constituent filed document or statement of foreign entity authority,
14 as the case may be, became effective or, in the case of a reporting entity
15 that has been reinstated or that has cured its delinquency, no later than the
16 last day of the second calendar month following the first anniversary of
17 the calendar month in which the reinstatement or curing of delinquency
18 occurred. UNLESS OTHERWISE ELECTED AS PROVIDED IN SUBPARAGRAPH
19 (II) OR (III) OF THIS PARAGRAPH (c), thereafter, the ~~annual~~ PERIODIC report
20 shall be delivered to the secretary of state by each reporting entity
21 annually.

22 (II) THE SECRETARY OF STATE MAY PERMIT, ON SUCH CONDITIONS
23 AS THE SECRETARY OF STATE MAY DETERMINE, A REPORTING ENTITY TO
24 SELECT AN ANNIVERSARY MONTH DIFFERENT THAN THE ANNIVERSARY
25 MONTH AS ESTABLISHED IN SUBPARAGRAPH (I) OF THIS PARAGRAPH (c) BY
26 DELIVERING TO THE SECRETARY OF STATE, FOR FILING PURSUANT TO PART
27 3 OF THIS ARTICLE, A STATEMENT OF ELECTION OF ALTERNATIVE

1 ANNIVERSARY MONTH.

2 (III) THE SECRETARY OF STATE MAY PERMIT, ON SUCH CONDITIONS
3 AS THE SECRETARY OF STATE MAY DETERMINE, A REPORTING ENTITY TO
4 ELECT TO FILE THE PERIODIC REPORT REQUIRED BY THIS SECTION
5 BIENNIALLY BY DELIVERING TO THE SECRETARY OF STATE, FOR FILING
6 PURSUANT TO PART 3 OF THIS ARTICLE, A STATEMENT OF ELECTION OF
7 BIENNIAL REPORTING.

8 (d) Information in the ~~annual~~ PERIODIC report shall be current as
9 of the date the ~~annual~~ PERIODIC report is delivered to the secretary of
10 state, for filing pursuant to part 3 of this article, on behalf of the reporting
11 entity. No ~~annual~~ PERIODIC report shall state a delayed effective date.

12 (5.5) ~~No later than sixty days prior to the due date of a reporting~~
13 ~~entity's annual report as established pursuant to paragraph (c) of~~
14 ~~subsection (4) of this section, the secretary of state shall deliver notice to~~
15 ~~the reporting entity of such due date at its registered agent address. The~~
16 ~~failure of the secretary of state to provide such notice shall not affect the~~
17 ~~requirement that the reporting entity deliver its annual report pursuant to~~
18 ~~paragraph (c) of subsection (4) of this section.~~

19 (7) Each reporting entity that fails or refuses to deliver to the
20 secretary of state ~~an annual~~ A PERIODIC report for filing ~~within the time~~
21 ~~ON OR BEFORE THE DUE DATE~~ prescribed by subsection (4) of this section
22 and pay the prescribed processing fee ~~shall be~~ IS subject to a penalty,
23 which shall be determined and collected pursuant to section 24-21-104
24 (3), C.R.S. ~~except that no such penalty shall be imposed if the notice~~
25 ~~required to be furnished by the secretary of state pursuant to subsection~~
26 ~~(5.5) of this section is not timely delivered to the reporting entity by the~~
27 ~~secretary of state and such nondelivery causes the failure to file within the~~

1 ~~time prescribed in subsection (4) of this section.~~

2 **SECTION 17.** 7-90-601.6 (1), Colorado Revised Statutes, is
3 amended to read:

4 **7-90-601.6. Entity name of delinquent entity.** (1) The entity
5 name of a delinquent entity shall include the word "delinquent", followed
6 by the month, day, and year of the effective date of the entity's
7 delinquency, after the four-hundredth day after the effective date of its
8 delinquency under section 7-90-902 ~~(2)~~ (1).

9 **SECTION 18.** 7-90-702 (1) (b), Colorado Revised Statutes, is
10 amended to read:

11 **7-90-702. Change or resignation of registered agent.** (1) An
12 entity that maintains a registered agent pursuant to this part 7 may change
13 its registered agent, the registered agent address, or the registered agent
14 name of its registered agent only by stating a different registered agent,
15 different registered agent address, or different registered agent name for
16 its registered agent, as the case may be, in one of the following:

17 (b) ~~An annual~~ A PERIODIC report filed pursuant to section
18 7-90-501; or

19 **SECTION 19.** 7-90-705 (1) (b), Colorado Revised Statutes, is
20 amended to read:

21 **7-90-705. Change of principal office address.** (1) An entity that
22 has stated a principal office address in a document filed by the secretary
23 of state may change its principal office address only by stating a different
24 principal office address in one of the following:

25 (b) ~~An annual~~ A PERIODIC report filed pursuant to section
26 7-90-501;

27 **SECTION 20.** 7-90-806 (2), Colorado Revised Statutes, is

1 amended to read:

2 **7-90-806. Withdrawal of foreign entity.** (2) If a foreign entity
3 causes a statement of foreign entity withdrawal to be delivered to the
4 secretary of state for filing pursuant to part 3 of this article before the date
5 on which ~~an annual~~ A PERIODIC report for the foreign entity is due
6 pursuant to part 5 of this article, the foreign entity ~~shall be~~ IS relieved of
7 its obligation to file such annual report or pay the fee therefor.

8 **SECTION 21.** 7-90-902, Colorado Revised Statutes, is amended
9 to read:

10 **7-90-902. Declaration of delinquency.** (1) If the secretary of
11 state determines that one or more grounds exist under section 7-90-901
12 for declaring an entity delinquent ~~the secretary of state shall deliver~~
13 ~~written notice stating such grounds to the entity at the entity's principal~~
14 ~~office address and to the registered agent address of the entity's most~~
15 ~~recent registered agent. The notice shall state that, if the entity does not~~
16 ~~correct each ground for declaring it delinquent or demonstrate to the~~
17 ~~reasonable satisfaction of the secretary of state that such ground does not~~
18 ~~exist within sixty days after delivery of the notice, the entity shall be~~
19 ~~delinquent following the expiration of such sixty days~~ AND THE ENTITY
20 DOES NOT CORRECT EACH GROUND FOR DECLARING IT DELINQUENT OR
21 DEMONSTRATE TO THE REASONABLE SATISFACTION OF THE SECRETARY OF
22 STATE THAT SUCH GROUND DOES NOT EXIST WITHIN SIXTY DAYS AFTER
23 THE SECRETARY OF STATE MAKES SUCH DETERMINATION, THE ENTITY
24 BECOMES DELINQUENT FOLLOWING THE EXPIRATION OF SUCH SIXTY DAYS.

25 (2) ~~If the entity does not correct each ground identified in the~~
26 ~~notice of the secretary of state for declaring it delinquent or demonstrate~~
27 ~~to the reasonable satisfaction of the secretary of state that such ground~~

1 ~~does not exist within sixty days after delivery of the notice, the entity~~
2 ~~shall be delinquent following the expiration of such sixty days.~~

3 **SECTION 22.** 7-90-905 (1), Colorado Revised Statutes, is
4 amended to read:

5 **7-90-905. Appeal from declaration of delinquency.** (1) An
6 entity may appeal a declaration under section 7-90-902 ~~(2)~~ (1) that it is
7 delinquent to the district court for the county in this state in which the
8 street address of the entity's principal office is located, or, if the entity has
9 no principal office in this state, to the district court for the county in
10 which the street address of its registered agent is located or, if the entity
11 has no registered agent, to the district court for the city and county of
12 Denver within thirty days after the effective date of its delinquency. The
13 entity shall commence such appeal by petitioning the court to set aside the
14 declaration of its delinquency or to determine that the entity has cured its
15 delinquency and attaching to the petition copies of such documents in the
16 secretary of state's records as may be relevant.

17 **SECTION 23.** 7-90-906, Colorado Revised Statutes, is amended
18 to read:

19 **7-90-906. Limited liability partnerships and limited liability**
20 **limited partnerships.** Each limited liability partnership and limited
21 liability limited partnership to which section 7-60-152 or section
22 7-64-1008 was applicable on September 30, 2005, shall be deemed
23 delinquent pursuant to section 7-90-902 ~~(2)~~ (1), effective October 1,
24 2005.

25 **SECTION 24. Repeal.** 7-90-907 (1), Colorado Revised Statutes,
26 is repealed as follows:

27 **7-90-907. Dissolution upon expiration of term.** (1) ~~If the~~

1 ~~secretary of state determines from the records of the secretary of state that~~
2 ~~the period of duration of a domestic entity will expire, the secretary of~~
3 ~~state shall deliver written notice of the pendency of the expiration to the~~
4 ~~entity's principal office address by either the ninetieth day before such~~
5 ~~expiration or the fifth day after the secretary of state makes the~~
6 ~~determination, whichever is later. The secretary of state need not give~~
7 ~~such notice if the secretary of state does not make the determination~~
8 ~~sooner than ten days before the expiration. The failure of the secretary of~~
9 ~~state to deliver a notice contemplated by this subsection (1) shall not~~
10 ~~affect the automatic dissolution of the entity pursuant to subsection (2) of~~
11 ~~this section. No person shall have a cause of action if the secretary of~~
12 ~~state does not make the determination or give the notice contemplated in~~
13 ~~this subsection (1).~~

14 **SECTION 25. Repeal.** 7-90-909, Colorado Revised Statutes, is
15 repealed as follows:

16 **7-90-909. Notice of dissolution upon expiration of term.** ~~Upon~~
17 ~~the dissolution, pursuant to section 7-90-907 (2), of a domestic entity to~~
18 ~~which notice was delivered pursuant to section 7-90-907 (1), the secretary~~
19 ~~of state shall deliver written notice of the dissolution, stating the effective~~
20 ~~date of dissolution, to the principal office address of the principal office~~
21 ~~of the entity.~~

22 **SECTION 26.** 7-116-101 (5) (f), Colorado Revised Statutes, is
23 amended to read:

24 **7-116-101. Corporate records.** (5) A corporation shall keep a
25 copy of each of the following records at its principal office:

26 (f) A copy of its most recent ~~annual~~ PERIODIC report pursuant to
27 part 5 of article 90 of this title; and

1 **SECTION 27.** 7-116-107, Colorado Revised Statutes, is amended
2 to read:

3 **7-116-107. Periodic report to secretary of state.** Part 5 of
4 article 90 of this title, providing for ~~annual~~ PERIODIC reports from
5 reporting entities, applies to domestic corporations and applies to foreign
6 corporations that are authorized to transact business or conduct activities
7 in this state.

8 **SECTION 28.** 7-136-101 (5) (g), Colorado Revised Statutes, is
9 amended to read:

10 **7-136-101. Corporate records.** (5) A nonprofit corporation
11 shall keep a copy of each of the following records at its principal office:

12 (g) A copy of its most recent ~~annual~~ PERIODIC report pursuant to
13 part 5 of article 90 of this title; and

14 **SECTION 29.** 7-136-107, Colorado Revised Statutes, is amended
15 to read:

16 **7-136-107. Periodic report to secretary of state.** Part 5 of
17 article 90 of this title, providing for ~~annual~~ PERIODIC reports from
18 reporting entities, applies to domestic nonprofit corporations and applies
19 to foreign nonprofit corporations that are authorized to transact business
20 or conduct activities in this state.

21 **SECTION 30.** 7-137-102 (1) and (3), Colorado Revised Statutes,
22 are amended to read:

23 **7-137-102. Pre-1968 corporate entities - failure to file reports**
24 **and designate registered agents - dissolution.** (1) Corporate entities
25 that were formed prior to January 1, 1968, and that did not elect to be
26 governed by articles 20 to 29 of this title and could, if they so elected,
27 elect to be governed by articles 121 to 137 of this title, but that have not

1 done so, are nevertheless reporting entities that are subject to part 5 of
2 article 90 of this title, providing for ~~annual~~ PERIODIC reports from
3 reporting entities, and are domestic entities that are subject to part 7 of
4 article 90 of this title, providing for registered agents and service of
5 process.

6 (3) If any corporate entity, formed prior to January 1, 1968, that
7 could elect to be governed by articles 20 to 29 or 121 to 137 of this title,
8 but that has not so elected and has failed to file ~~annual~~ PERIODIC reports
9 or maintain a registered agent, may be declared delinquent pursuant to
10 section 7-90-902.

11 **SECTION 31.** 7-137-201 (5), Colorado Revised Statutes, is
12 amended to read:

13 **7-137-201. Procedure to elect to accept articles 121 to 137 of**
14 **this title.** (5) All corporate entities accepting articles 121 to 137 of this
15 title ~~shall be~~ ARE reporting entities subject to part 5 of article 90 of this
16 title, providing for ~~annual~~ PERIODIC reports from reporting entities, and
17 ~~shall be~~ ARE subject to part 7 of article 90 of this title, providing for
18 registered agents and service of process.

19 **SECTION 32. Act subject to petition - effective date -**
20 **applicability.** (1) This act shall take effect at 12:01 a.m. on the day
21 following the expiration of the ninety-day period after final adjournment
22 of the general assembly (August 11, 2010, if adjournment sine die is on
23 May 12, 2010); except that, if a referendum petition is filed pursuant to
24 section 1 (3) of article V of the state constitution against this act or an
25 item, section, or part of this act within such period, then the act, item,
26 section, or part shall not take effect unless approved by the people at the
27 general election to be held in November 2010 and shall take effect on the

- 1 date of the official declaration of the vote thereon by the governor.
- 2 (2) The provisions of this act shall apply to conduct occurring on
- 3 or after the applicable effective date of this act.