

CS for SB 684

1 THE STATE SENATE  
2 Monday, February 22, 1999

3 Committee Substitute for  
4 Senate Bill No. 684

5 COMMITTEE SUBSTITUTE FOR SENATE BILL NO. 684 - By: COFFEE of the  
6 Senate and VAUGHN of the House.

7 [ business entities - Oklahoma Solicitation of Charitable  
8 Contributions Act - Oklahoma General Corporation Act -  
9 Oklahoma Limited Liability Company Act - Secretary of State  
10 - foreign limited liability company - general partnership -  
11 Oklahoma Revised Uniform Limited Partnership Act - foreign  
12 limited partnership - Oklahoma State Employee Charitable  
13 Contribution Campaign - codification -

14 effective date ]

15 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

16 SECTION 1. AMENDATORY 18 O.S. 1991, Section 552.2, is  
17 amended to read as follows:

18 Section 552.2 As used in this act:

19 1. "Person" means any individual, organization, group,  
20 association, partnership or corporation;

21 2. "Charitable organization" means any philanthropic,  
22 patriotic, eleemosynary, educational, social, civic, recreational,  
23 religious or any other person performing or purporting to perform  
24 acts beneficial to the public;

25 3. "Contribution" means the promise or grant of any money or  
26 property of any kind or value;

1           4. "Professional fund raiser" means any person who for  
2 compensation or other consideration plans, conducts or manages in  
3 this state the solicitation of contributions for or on behalf of any  
4 charitable organization or any other person, or who engages in the  
5 business of or holds himself out to persons in this state as  
6 independently engaged in the business of soliciting contributions  
7 for such purpose; ~~and~~

8           5. "Professional solicitor" means any person who is employed or  
9 retained for compensation or other consideration of any kind  
10 whatsoever by a professional fund raiser to solicit contributions in  
11 this state for or on behalf of any charitable organization or any  
12 other person; and

13           6. "Professional fund raising counsel" means an entity that,  
14 alone or through its employees and agents, provides services for  
15 compensation to a charitable organization in the solicitation of  
16 contributions, including, but not limited to, planning, managing, or  
17 preparing materials to be used in conjunction with any solicitation;  
18 provided, that the entity does not:

- 19           a. directly or indirectly solicit contributions alone or  
20           through its employees and agents, or  
21           b. receive, have access to, or control any contribution  
22           generated by the solicitation activity.

1 SECTION 2. AMENDATORY 18 O.S. 1991, Section 552.3, as  
2 last amended by Section 1, Chapter 334, O.S.L. 1997 (18 O.S. Supp.  
3 1998, Section 552.3), is amended to read as follows:

4 Section 552.3 No charitable organization, except those  
5 specifically exempt under Section 552.4 of this title, shall solicit  
6 or accept contributions from any person in this state by any means  
7 whatsoever until ~~such~~ the charitable organization shall have  
8 registered with the Office of the Secretary of State and filed  
9 information, as required by this act, on forms approved by that  
10 office. At the time of ~~such~~ registration, each charitable  
11 organization shall pay a fee of Fifteen Dollars (\$15.00). ~~Such~~  
12 ~~registration~~ Registration shall be valid for a period of one (1)  
13 year from the date of filing with the Secretary of State, and shall  
14 be subject to annual renewal. This registration shall not be deemed  
15 to constitute endorsement by the state or by the Secretary of State  
16 of the charitable organizations so registered, ~~and that office shall~~  
17 ~~immediately revoke the registration of any person who directly or~~  
18 ~~indirectly misrepresents the effect of registration hereunder to any~~  
19 ~~donor or prospective donor.~~ The information so filed shall be  
20 available to the general public as a matter of public record. The  
21 forms containing ~~such~~ the information shall be ~~sworn to~~ signed and  
22 acknowledged by a party duly authorized to sign on behalf of the  
23 charitable organization and shall include the following:

1        1. The legal name ~~under which~~ of the charitable organization  
2 ~~intends to solicit or accept contributions, and the identity of the~~  
3 ~~charitable organization by or for whom the solicitation is to be~~  
4 ~~conducted,~~ any other name the organization may be identified as or  
5 known as, and any distinctive names the organization uses for  
6 purposes of public solicitation;

7        2. The street address and the mailing address, if different, of  
8 the charitable organization ~~and the names and addresses of officers,~~  
9 ~~directors, trustees and executive personnel;~~

10       3. The name and street address of:

11            a. each officer, including each principal salaried  
12                    executive staff officer,

13            b. each director,

14            c. each trustee,

15            d. each person who will have custody of the contributions,  
16                    and

17            e. each person responsible for the distribution of funds  
18                    collected;

19        4. The purposes for which the contributions solicited or  
20 accepted are to be used; provided, however, no contribution or any  
21 portion thereof shall inure to the private benefit of any voluntary  
22 solicitor;

1       ~~4.~~ 5. A copy of Internal Revenue Form 990 as filed by the  
2 charitable organization for the most ~~recent tax~~ recently completed  
3 fiscal year; or, for the initial registration of a newly formed  
4 organization, a copy of a letter from the Internal Revenue Service,  
5 or other evidence, showing the tax exempt status of the charitable  
6 organization;

7       ~~5.~~ The person who will have custody of the contributions;

8       ~~6.~~ The persons responsible for the distribution of funds  
9 collected;

10       ~~7.~~ 6. The period of time during which ~~such~~ the solicitation is  
11 to be conducted;

12       ~~8.~~ 7. A description of the specific method or methods of  
13 solicitation ~~in such detail as may from time to time be determined~~  
14 ~~by the Secretary of State;~~

15       ~~9.~~ 8. Whether ~~such~~ the solicitation is to be conducted by  
16 voluntary unpaid solicitors, by paid solicitors, or both;

17       ~~10.~~ 9. If in whole or in part by paid solicitors, the name and  
18 address of each professional fund raiser supplying ~~such~~ the  
19 solicitors, which includes any fund raising counsel who is acting or  
20 has agreed to act on behalf of the organization; the basis of  
21 payment and the nature of the arrangement, including a copy of the  
22 contract or other agreement between the charitable organization and  
23 the professional fund raiser or fund raising counsel relating to

1 financial compensation or profit to be derived by the fund raisers  
2 or fund raising counsel, the specific amount or percentage of  
3 compensation, or property of any kind or value to be paid or paid to  
4 the professional fund raiser, the percentage value of ~~such~~  
5 compensation as compared ~~(a)~~:

- 6 a. to the total contributions received, ~~and (b)~~  
7 b. to the net amount of the total contributions received;  
8 and

9 ~~11. Such additional~~ 10. Additional information as may be  
10 deemed necessary and appropriate by the Secretary of State in the  
11 public interest or for the specific protection of contributors.

12 SECTION 3. NEW LAW A new section of law to be codified  
13 in the Oklahoma Statutes as Section 552.3a of Title 18, unless there  
14 is created a duplication in numbering, reads as follows:

15 Every registration instrument required to be filed with the  
16 Secretary of State pursuant to the Oklahoma Solicitation of  
17 Charitable contributions Act shall be executed and acknowledged as  
18 follows:

19 1. By formal acknowledgment of the person or persons signing  
20 the instrument that it is that person's act and deed or the act and  
21 deed of the organization, and that the facts stated therein are  
22 true. The acknowledgment shall be made before a person who is  
23 authorized by the law of the place of execution to take

1 acknowledgments of deeds and if that person has a seal of office,  
2 that person shall affix it to the instrument; or

3 2. By signature, without more, of the person or persons signing  
4 the instrument, in which case the signature or signatures shall  
5 constitute the affirmation or acknowledgment of the signatory, under  
6 penalties of perjury, that the instrument is that person's act and  
7 deed or the act and deed of the organization, and that the facts  
8 stated therein are true.

9 SECTION 4. AMENDATORY 18 O.S. 1991, Section 552.5, as  
10 last amended by Section 2, Chapter 334, O.S.L. 1997 (18 O.S. Supp.  
11 1998, Section 552.5), is amended to read as follows:

12 Section 552.5 A. ~~On or before March 31 of each year every~~  
13 Every charitable organization subject to the provisions of this act  
14 which has received contributions during the previous calendar year  
15 shall file a statement with the Secretary of State, executed and  
16 signed by a party duly authorized to act on behalf of the charitable  
17 organization, which contains the following most recent information  
18 ~~in the manner hereinbefore provided and on forms to be provided by~~  
19 ~~the Office of the Secretary of State, as follows:~~

20 1. The name, street address, and telephone number of the  
21 charitable organization;

22 2. The gross amount of the contributions pledged or collected;

1       ~~2.~~ 3. The gross amount ~~thereof~~ given or to be given to the  
2 charitable purpose represented;

3       ~~3.~~ 4. The aggregate amount paid and to be paid for the expenses  
4 of ~~such~~ solicitation; and

5       ~~4.~~ 5. The aggregate amount paid to and to be paid to  
6 professional fund raisers and solicitors.

7       B. ~~A charitable organization which maintains its books on other~~  
8 ~~than a calendar year basis may upon application to the Office of the~~  
9 ~~Secretary of State be permitted to file its report within ninety~~  
10 ~~(90) days after the close of its fiscal year. In addition, that~~  
11 ~~office may require that within ninety (90) days after the close of~~  
12 ~~any special period of solicitation the charitable organization~~  
13 ~~conducting such solicitation shall file a special report of the~~  
14 ~~information specified in this section for such special period of~~  
15 ~~solicitation. Such report when filed shall be a public record in~~  
16 ~~the Office of the Secretary of State~~ The financial statement  
17 prescribed in subsection A of this section shall be submitted with  
18 the initial registration, and with each annual renewal, thereafter.

19       SECTION 5.       AMENDATORY       18 O.S. 1991, Section 552.7, as  
20 last amended by Section 4, Chapter 334, O.S.L. 1997 (18 O.S. Supp.  
21 1998, Section 552.7), is amended to read as follows:

22       Section 552.7 No person shall act as a professional fund raiser  
23 for any charitable organization, including those organizations

1 listed under Section 552.4 of this title, until the person has first  
2 registered with the Office of the Secretary of State. Applications  
3 for ~~such~~ registrations ~~shall be in writing, under oath, in the form~~  
4 ~~prescribed by that office,~~ signed and acknowledged by a party duly  
5 authorized to act on behalf of the fund raiser, shall state the  
6 full, legal name of the professional fund raiser, the street address  
7 of the principal place of business of the fund raiser, the full,  
8 legal names and street addresses of the charitable organizations  
9 with which it has entered into contracts or agreements, and shall be  
10 accompanied by an annual fee in the sum of Fifty Dollars (\$50.00).  
11 The applicant shall, at the time of making application, file with  
12 ~~and have approved by~~ the Secretary of State a bond in which the  
13 applicant shall be the principal obligor, in the sum of Two Thousand  
14 Five Hundred Dollars (\$2,500.00), with one or more sureties whose  
15 liability in the aggregate as ~~such~~ sureties shall at least equal the  
16 ~~said~~ that sum. The ~~said~~ bond shall run to the Secretary of State  
17 for the use of the state and to any person, including a charitable  
18 organization, who may have a cause of action against the obligor of  
19 ~~said~~ the bond for any malfeasance or misfeasance of ~~such~~ the obligor  
20 or any professional solicitor employed by him or her in the conduct  
21 of ~~such~~ the solicitation. Registration ~~when affected~~ shall be valid  
22 for a period of one (1) year from the date of filing with the  
23 Secretary of State, ~~expiring on the thirty-first day of March,~~ and

1 may be renewed annually upon the filing of a renewal application  
2 accompanied by the bond and fee prescribed herein ~~for additional~~  
3 ~~one-year periods.~~

4 SECTION 6. AMENDATORY 18 O.S. 1991, Section 552.8, as  
5 last amended by Section 5, Chapter 334, O.S.L. 1997 (18 O.S. Supp.  
6 1998, Section 552.8), is amended to read as follows:

7 Section 552.8 All contracts or other agreements entered into by  
8 ~~such~~ professional fund raisers and charitable organizations shall be  
9 in writing and true and correct copies thereof shall be kept on file  
10 in the offices of the charitable organization and the professional  
11 fund raiser for a period of three (3) years from the date of  
12 solicitation of contributions provided for therein actually  
13 commences. ~~Such~~ These contracts shall be available for inspection  
14 and examination by the Office of the Secretary of State and other  
15 authorized agencies. At least one copy of every ~~such~~ contract or  
16 other agreement shall be on file at all times in that office and  
17 shall be available to the general public as a matter of public  
18 record. ~~The Secretary of State may require the use of standard~~  
19 ~~contract forms and no contract shall be valid unless prior approval~~  
20 ~~thereof is given by that office.~~

21 SECTION 7. AMENDATORY 18 O.S. 1991, Section 552.9, as  
22 last amended by Section 6, Chapter 334, O.S.L. 1997 (18 O.S. Supp.  
23 1998, Section 552.9), is amended to read as follows:

1           Section 552.9 Every professional solicitor employed or retained  
2 by a professional fund raiser required to register shall, before  
3 accepting employment by ~~such~~ the professional fund raiser, register  
4 with the Office of the Secretary of State. ~~Application~~ An  
5 application for ~~such~~ registration, signed by the solicitor and  
6 acknowledged, shall state the full, legal name and street address of  
7 the professional fund raiser that employs the solicitor ~~be in~~  
8 ~~writing, under oath, in the form prescribed by that office,~~ and  
9 shall be accompanied by a fee in the sum of Ten Dollars (\$10.00).  
10 ~~Such registration when affected~~ Registration shall be for a period  
11 of one (1) year from the date of filing by the Secretary of State,  
12 ~~expiring on the thirty-first day of March,~~ and may be renewed  
13 annually upon the filing of a renewal application accompanied by a  
14 payment of the fee prescribed herein ~~for additional one-year~~  
15 ~~periods.~~

16           SECTION 8.           AMENDATORY           18 O.S. 1991, Section 1024, is  
17 amended to read as follows:

18           Section 1024.

19                           CHANGE OF ADDRESS OR NAME OF REGISTERED AGENT

20           A. A registered agent may change the address of the registered  
21 office of the corporation or corporations for which he or she is the  
22 registered agent to another address in this state by filing with the  
23 Secretary of State a certificate in the name of each affected

1 corporation, executed and acknowledged by ~~such~~ the registered agent,  
2 setting forth the name of the corporation represented by ~~such~~ the  
3 registered agent, ~~the address at which the registered office for the~~  
4 ~~corporation has been maintained,~~ the new address to which the  
5 registered office will be changed ~~as of a given date and~~ at which  
6 ~~new address~~ such the registered agent will ~~thereafter~~ maintain the  
7 registered office for the corporation recited in the certificate.

8 B. In the event of a change of name of any person or  
9 corporation acting as registered agent in this state, ~~such~~ the  
10 registered agent shall file with the Secretary of State a  
11 certificate in the name of each affected corporation, executed and  
12 acknowledged by ~~such~~ the registered agent, setting forth the new  
13 name of ~~such~~ the registered agent, the name of ~~such~~ the registered  
14 agent before it was changed, the name of the corporation represented  
15 by ~~such~~ the registered agent, and the address ~~at which such~~  
16 ~~registered agent has maintained~~ of the registered office for the  
17 corporation.

18 SECTION 9. AMENDATORY 18 O.S. 1991, Section 1032, as  
19 amended by Section 6, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
20 Section 1032), is amended to read as follows:

21 Section 1032.

22 CLASSES AND SERIES OF STOCK; RIGHTS, ETC.

1       A. Every corporation may issue one or more classes of stock or  
2 one or more series of stock within any class thereof, any or all of  
3 which classes may be of stock with par value or stock without par  
4 value and which classes or series may have voting powers, full or  
5 limited, or no voting powers, and designations, preferences and  
6 relative, participating, optional, or other special rights, and  
7 qualifications, limitations, or restrictions thereof, as shall be  
8 stated and expressed in the certificate of incorporation or of any  
9 amendment thereto, or in the resolution or resolutions providing for  
10 the issue of the stock adopted by the board of directors pursuant to  
11 authority expressly vested in it by the provisions of its  
12 certificate of incorporation. Any of the voting powers,  
13 designations, preferences, rights, and qualifications, limitations  
14 or restrictions of any class or series of stock may be made  
15 dependent upon facts ascertainable outside the certificate of  
16 incorporation or of any amendment thereto, or outside the resolution  
17 or resolutions providing for the issue of the stock adopted by the  
18 board of directors pursuant to authority expressly vested in it by  
19 the provisions of its certificate of incorporation; provided, that  
20 the manner in which the facts shall operate upon the voting powers,  
21 designations, preferences, rights, and qualifications, limitations,  
22 or restrictions of the class or series of stock is clearly and  
23 expressly set forth in the certificate of incorporation or in the

1 resolution or resolutions providing for the issue of the stock  
2 adopted by the board of directors. The power to increase or  
3 decrease or otherwise adjust the capital stock as provided for in  
4 the Oklahoma General Corporation Act shall apply to all or any such  
5 classes of stock. The term "facts", as used in this subsection,  
6 includes, but is not limited to, the occurrence of any event,  
7 including a determination or action by any person or body, including  
8 the corporation.

9 B. ~~The stock of any class or series may be made subject to~~  
10 ~~redemption by the corporation at its option or at the option of the~~  
11 ~~holders of the stock or upon the happening of a specified event;~~  
12 ~~provided, however, that at the time of redemption, the corporation~~  
13 ~~shall have outstanding shares of at least one class or series of~~  
14 ~~stock with full voting powers which shall not be subject to~~  
15 ~~redemption.~~ Any stock of any class or series may be made subject to  
16 redemption by the corporation at its option or at the option of the  
17 holders of the stock or upon the happening of a specified event;  
18 provided however, immediately following any redemption, the  
19 corporation shall have outstanding one or more shares or one or more  
20 classes or series of stock, which share, or shares together, shall  
21 have full voting powers. Notwithstanding the limitation stated in  
22 the foregoing proviso:

1           1. Any stock of a regulated investment company registered under  
2 the Investment Company Act of 1940, as heretofore or hereafter  
3 amended, may be made subject to redemption by the corporation at its  
4 option or at the option of the holders of the stock.

5           2. Any stock of a corporation which directly or indirectly  
6 holds a license or franchise from a governmental agency to conduct  
7 its business or is a member of a national securities exchange, which  
8 license, franchise, or membership is conditioned upon some or all of  
9 the holders of its stock possessing prescribed qualifications, may  
10 be made subject to redemption by the corporation to the extent  
11 necessary to prevent the loss of the license, franchise, or  
12 membership or to reinstate it. Any stock which may be made  
13 redeemable under this section may be redeemed for cash, property, or  
14 rights, including securities of the same or another corporation, at  
15 such time or times, price or prices, or rate or rates, and with any  
16 adjustments, as shall be stated in the certificate of incorporation  
17 or in the resolution or resolutions providing for the issue of the  
18 stock adopted by the board of directors as provided for in  
19 subsection A of this section.

20           C. The holders of preferred or special stock of any class or of  
21 any series thereof shall be entitled to receive dividends at such  
22 rates, conditions, and times as shall be stated in the certificate  
23 of incorporation or in the resolution or resolutions providing for

1 the issue of the stock adopted by the board of directors as provided  
2 for in subsection A of this section, payable in preference to, or in  
3 relation to, the dividends payable on any other class or classes or  
4 of any other series of stock, and cumulative or noncumulative as  
5 shall be so stated and expressed. When dividends upon the preferred  
6 and special stocks, if any, to the extent of the preference to which  
7 the stocks are entitled, shall have been paid or declared and set  
8 apart for payment, a dividend on the remaining class or classes or  
9 series of stock may then be paid out of the remaining assets of the  
10 corporation available for dividends as otherwise provided for in the  
11 Oklahoma General Corporation Act.

12 D. The holders of the preferred or special stock of any class  
13 or of any series thereof shall be entitled to the rights upon the  
14 dissolution of, or upon any distribution of the assets of, the  
15 corporation as shall be stated in the certificate of incorporation  
16 or in the resolution or resolutions providing for the issue of the  
17 stock adopted by the board of directors as provided for in  
18 subsection A of this section.

19 E. Any stock of any class or of any series thereof may be made  
20 convertible into, or exchangeable for, at the option of either the  
21 holder or the corporation or upon the happening of a specified  
22 event, shares of any other class or classes or any other series of  
23 the same or any other class or classes of stock of the corporation,

1 at the price or prices or at the rate or rates of exchange, and with  
2 adjustments as shall be stated in the certificate of incorporation  
3 or in the resolution or resolutions providing for the issue of the  
4 stock adopted by the board of directors as provided for in  
5 subsection A of this section.

6 F. If any corporation shall be authorized to issue more than  
7 one class of stock or more than one series of any class, the powers,  
8 designations, preferences, and relative, participating, optional, or  
9 other special rights of each class of stock or series thereof and  
10 the qualifications, limitations, or restrictions of such preferences  
11 or rights shall be set forth in full or summarized on the face or  
12 back of the certificate which the corporation shall issue to  
13 represent the class or series of stock; provided that, except as  
14 otherwise provided for in Section 1055 of this title, in lieu of the  
15 foregoing requirements, there may be set forth on the face or back  
16 of the certificate which the corporation shall issue to represent  
17 the class or series of stock, a statement that the corporation will  
18 furnish without charge to each shareholder who so requests the  
19 powers, designations, preferences, and relative, participating,  
20 optional, or other special rights of each class of stock or series  
21 thereof and the qualifications, limitations, or restrictions of the  
22 preferences or rights. Within a reasonable time after the issuance  
23 or transfer of uncertificated stock, the corporation shall send to

1 the registered owner thereof a written notice containing the  
2 information required to be set forth or stated on certificates  
3 pursuant to this section or Section 1037, subsection A of Section  
4 1055 or subsection A of Section 1063 of this title, or with respect  
5 to this section a statement that the corporation will furnish  
6 without charge to each shareholder who so requests the powers,  
7 designations, preferences, and relative, participating, optional, or  
8 other special rights of each class of stock or series thereof and  
9 the qualifications, limitations, or restrictions of the preferences  
10 or rights. Except as otherwise expressly provided by law, the  
11 rights and obligations of the holders of uncertificated stock and  
12 the rights and obligations of the holder of certificates  
13 representing stock of the same class and series shall be identical.

14 G. 1. When any corporation desires to issue any shares of  
15 stock of any class or of any series of any class of which the  
16 powers, designations, preferences, and relative, participating,  
17 optional, or other rights, if any, or the qualifications,  
18 limitations, or restrictions thereof, if any, shall not have been  
19 set forth in the certificate of incorporation or in any amendment  
20 thereto but shall be provided for in a resolution or resolutions  
21 adopted by the board of directors pursuant to authority expressly  
22 vested in it by the provisions of the certificate of incorporation  
23 or any amendment thereto, a certificate of designations setting

1 forth a copy of the resolution or resolutions and the number of  
2 shares of stock of the class or series to which the resolution or  
3 resolutions apply shall be executed, acknowledged, and filed, and  
4 shall become effective, in accordance with the provisions of Section  
5 1007 of this title. Unless otherwise provided in any resolution or  
6 resolutions, the number of shares of stock of any series to which  
7 the resolution or resolutions apply may be increased, but not above  
8 the total number of authorized shares of the class, or decreased,  
9 but not below the number of shares thereof then outstanding, by a  
10 certificate likewise executed, acknowledged, and filed setting forth  
11 a statement that a specified increase or decrease therein had been  
12 authorized and directed by a resolution or resolutions likewise  
13 adopted by the board of directors. In case the number of the shares  
14 shall be decreased, the number of shares so specified in the  
15 certificate shall resume the status which they had prior to the  
16 adoption of the first resolution or resolutions. Unless otherwise  
17 provided in the certificate of incorporation, if no shares of stock  
18 have been issued of a class or series of stock established by a  
19 resolution of the board of directors, the voting powers,  
20 designations, preferences, and relative, participating, optional, or  
21 other rights, if any, or the qualifications, limitations, or  
22 restrictions thereof, may be amended by a resolution or resolutions  
23 adopted by the board of directors. A certificate which states that

1 no shares of the class or series have been issued, sets forth a copy  
2 of the resolution or resolutions, and, if the designation of the  
3 class or series is being changed, indicates the original designation  
4 and the new designation, shall be executed, acknowledged, and filed,  
5 and shall become effective, in accordance with the provisions of  
6 Section 1007 of this title. When no shares of any class or series  
7 are outstanding, either because none were issued or because no  
8 issued shares of any class or series remain outstanding, a  
9 certificate setting forth a resolution or resolutions adopted by the  
10 board of directors that none of the authorized shares of the class  
11 or series are outstanding, and that none will be issued subject to  
12 the certificate of designations previously filed with respect to the  
13 class or series, may be executed, acknowledged, and filed in  
14 accordance with the provisions of Section 1007 of this title and,  
15 when the certificate becomes effective, it shall have the effect of  
16 eliminating from the certificate of incorporation all matters set  
17 forth in the certificate of designations with respect to the class  
18 or series of stock.

19 2. When any certificate filed pursuant to the provisions of  
20 this subsection becomes effective, it shall have the effect of  
21 amending the certificate of incorporation; except that neither the  
22 filing of the certificate nor the filing of a restated certificate  
23 of incorporation pursuant to Section 1080 of this title shall

1 prohibit the board of directors from subsequently adopting  
2 resolutions as authorized by this subsection.

3 SECTION 10. AMENDATORY 18 O.S. 1991, Section 1060, is  
4 amended to read as follows:

5 Section 1060.

6 VOTING RIGHTS OF MEMBERS OF NONSTOCK

7 CORPORATIONS; QUORUM; PROXIES

8 A. The provisions of Sections ~~56~~ 1056 through ~~59~~ 1059 and ~~61~~  
9 1061 of this ~~act~~ title shall not apply to corporations not  
10 authorized to issue stock.

11 B. Unless otherwise provided for in the certificate of  
12 incorporation of a nonstock corporation, each member shall be  
13 entitled at every meeting of members to one vote in person or by  
14 proxy, but no proxy shall be voted on after three (3) years from its  
15 date, unless the proxy provides for a longer period.

16 C. Unless otherwise provided for in the Oklahoma General  
17 Corporation Act, the certificate of incorporation or bylaws of a  
18 nonstock corporation may specify the number of members having voting  
19 power who shall be present or represented by proxy at any meeting in  
20 order to constitute a quorum for, and the votes that shall be  
21 necessary for, the transaction of any business. In the absence of  
22 such specification in the certificate of incorporation or bylaws of  
23 a nonstock corporation~~;~~:

1        1. ~~one-third~~ One-third (1/3) of the members of ~~such~~ the  
2 corporation shall constitute a quorum at a meeting of ~~such~~ the  
3 members;

4        2. In all matters other than the election of the governing body  
5 of the corporation, and the affirmative vote of a majority of ~~such~~  
6 the members present in person or represented by proxy at the meeting  
7 and entitled to vote on the subject matter shall be the act of the  
8 members, unless the vote of a greater number is required by the  
9 provisions of the Oklahoma General Corporation Act, the certificate  
10 of incorporation or bylaws; and

11        3. Members of the governing body shall be elected by a  
12 plurality of the votes of the members of the corporation present in  
13 person or represented by proxy at the meeting and entitled to vote.

14        D. If the election of the governing body of any nonstock  
15 corporation shall not be held on the day designated by the bylaws,  
16 the governing body shall cause the election to be held as soon  
17 thereafter as convenient. The failure to hold such an election at  
18 the designated time shall not work any forfeiture or dissolution of  
19 the corporation, but the district court may summarily order such an  
20 election to be held upon the application of any member of the  
21 corporation. At any election pursuant to such order the persons  
22 entitled to vote in such election who shall be present at such  
23 meeting, either in person or by proxy, shall constitute a quorum for

1 such meeting, notwithstanding any provision of the certificate of  
2 incorporation or the bylaws of the corporation to the contrary.

3 SECTION 11. AMENDATORY 18 O.S. 1991, Section 1061, is  
4 amended to read as follows:

5 Section 1061.

6 QUORUM AND REQUIRED VOTE FOR STOCK CORPORATIONS

7 Subject to the provisions of the Oklahoma General Corporation  
8 Act, in respect of the vote that shall be required for a specified  
9 action, the certificate of incorporation or bylaws of any  
10 corporation authorized to issue stock may specify the number of  
11 shares and/or the amount of other securities having voting power the  
12 holders of which shall be present or represented by proxy at any  
13 meeting in order to constitute a quorum for, and the votes that  
14 shall be necessary for, the transaction of any business, but in no  
15 event shall a quorum consist of less than one-third (1/3) of the  
16 shares entitled to vote at the meeting, except that, where a  
17 separate vote by a class or series or classes or series is required,  
18 a quorum shall consist of no less than one-third (1/3) of the share  
19 of that class or series or classes or series. In the absence of  
20 such specification in the certificate of incorporation or bylaws of  
21 the corporation:

1        1. A majority of the shares entitled to vote, present in person  
2 or represented by proxy, shall constitute a quorum at a meeting of  
3 shareholders;

4        2. In all matters other than the election of directors, the  
5 affirmative vote of the majority of shares present in person or  
6 represented by proxy at the meeting and entitled to vote on the  
7 subject matter shall be the act of the shareholders;

8        3. Directors shall be elected by a plurality of the votes of  
9 the shares present in person or represented by proxy at the meeting  
10 and entitled to vote on the election of directors; and

11       4. Where a separate vote by a class or series or classes or  
12 series is required, a majority of the outstanding shares of such  
13 class or series or classes or series, present in person or  
14 represented by proxy, shall constitute a quorum entitled to take  
15 action with respect to that vote on that matter and the affirmative  
16 vote of the majority of shares of such class or series or classes or  
17 series present in person or represented by proxy at the meeting  
18 shall be the act of such class or series or classes or series.

19       SECTION 12.        AMENDATORY        18 O.S. 1991, Section 1077, as  
20 last amended by Section 14, Chapter 422, O.S.L. 1998 (18 O.S. Supp.  
21 1998, Section 1077), is amended to read as follows:

22        Section 1077.

23        AMENDMENT OF CERTIFICATE OF INCORPORATION AFTER RECEIPT

1                   OF PAYMENT FOR STOCK; NONSTOCK CORPORATIONS

2           A. 1. After a corporation has received payment for any of its  
3 capital stock, it may amend its certificate of incorporation, from  
4 time to time, in any and as many respects as may be desired, so long  
5 as its certificate of incorporation as amended would contain only  
6 provisions as it would be lawful and proper to insert in an original  
7 certificate of incorporation filed at the time of the filing of the  
8 amendment; and if a change in stock or the rights of shareholders,  
9 or an exchange, reclassification, subdivision, combination, or  
10 cancellation of stock or rights of shareholders is to be made,  
11 provisions as may be necessary to effect the change, exchange,  
12 reclassification, subdivision, combination, or cancellation. In  
13 particular, and without limitation upon the general power of  
14 amendment, a corporation may amend its certificate of incorporation,  
15 from time to time, so as:

- 16           a. to change its corporate name,  
17           b. to change, substitute, enlarge, or diminish the nature  
18               of its business or its corporate powers and purposes,  
19           c. to increase or decrease its authorized capital stock  
20               or to reclassify the same, by changing the number, par  
21               value, designations, preferences, or relative,  
22               participating, optional, or other special rights of  
23               the shares, or the qualifications, limitations, or

1 restrictions of such rights, or by changing shares  
2 with par value into shares without par value, or  
3 shares without par value into shares with par value  
4 either with or without increasing or decreasing the  
5 number of shares or by subdividing or combining the  
6 outstanding shares of any class or series of a class  
7 of shares into a greater or lesser number of  
8 outstanding shares,

9 d. to cancel or otherwise affect the right of the holders  
10 of the shares of any class to receive dividends which  
11 have accrued but have not been declared,

12 e. to create new classes of stock having rights and  
13 preferences either prior and superior or subordinate  
14 and inferior to the stock of any class then  
15 authorized, whether issued or unissued, or

16 f. to change the period of its duration.

17 2. Any or all changes or alterations provided for in paragraph  
18 1 of this subsection may be effected by one certificate of  
19 amendment.

20 B. Every amendment authorized by the provisions of subsection A  
21 of this section shall be made and effected in the following manner:

22 1. If the corporation has capital stock, its board of directors  
23 shall adopt a resolution setting forth the amendment proposed,

1 declaring its advisability, and either calling a special meeting of  
2 the shareholders entitled to vote in respect thereof for the  
3 consideration of the amendment or directing that the amendment  
4 proposed be considered at the next annual meeting of shareholders.  
5 The special or annual meeting shall be called and held upon notice  
6 in accordance with the provisions of Section 1067 of this title.  
7 The notice shall set forth the amendment in full or a brief summary  
8 of the changes to be effected thereby, as the directors shall deem  
9 advisable. At the meeting, a vote of the shareholders entitled to  
10 vote thereon shall be taken for and against the proposed amendment.  
11 If a majority of the outstanding stock entitled to vote thereon, and  
12 a majority of the outstanding stock of each class entitled to vote  
13 thereon as a class, has been voted in favor of the amendment, a  
14 certificate setting forth the amendment and certifying that the  
15 amendment has been duly adopted in accordance with the provisions of  
16 this section shall be executed, acknowledged, and filed and shall  
17 become effective in accordance with the provisions of Section 1007  
18 of this title.

19 2. The holders of the outstanding shares of a class shall be  
20 entitled to vote as a class upon a proposed amendment, whether or  
21 not entitled to vote thereon by the provisions of the certificate of  
22 incorporation, if the amendment would increase or decrease the  
23 aggregate number of authorized shares of the class, increase or

1 decrease the par value of the shares of the class, or alter or  
2 change the powers, preferences, or special rights of the shares of  
3 the class so as to affect them adversely. If any proposed amendment  
4 would alter or change the powers, preferences, or special rights of  
5 one or more series of any class so as to affect them adversely, but  
6 shall not so affect the entire class, then only the shares of the  
7 series so affected by the amendment shall be considered a separate  
8 class for the purposes of this paragraph. The number of authorized  
9 shares of any such class or classes of stock may be increased or  
10 decreased, but not below the number of shares thereof then  
11 outstanding, by the affirmative vote of the holders of a majority of  
12 the stock of the corporation entitled to vote irrespective of the  
13 provisions of this paragraph, if so provided in the original  
14 certificate of incorporation, in any amendment thereto which created  
15 the class or classes of stock or which was adopted prior to the  
16 issuance of any shares of the class or classes of stock, or in any  
17 amendment thereto which was authorized by a resolution or  
18 resolutions adopted by the affirmative vote of the holders of a  
19 majority of the class or classes of stock.

20 3. If the corporation has no capital stock, then the governing  
21 body thereof shall adopt a resolution setting forth the amendment  
22 proposed and declaring its advisability. If at a subsequent  
23 meeting, held upon notice stating the purpose thereof ~~and given in~~

1 ~~accordance with the provisions of Section 1067 of this title, not~~  
2 ~~earlier than fifteen (15) days and not later than sixty (60) days~~  
3 ~~from the meeting at which the resolution has been passed,~~ a majority  
4 of all the members of the governing body shall vote in favor of the  
5 amendment, a certificate thereof shall be executed, acknowledged,  
6 and filed and shall become effective in accordance with the  
7 provisions of Section 1007 of this title. The certificate of  
8 incorporation of a corporation without capital stock may contain a  
9 provision requiring an amendment thereto to be approved by a  
10 specified number or percentage of the members or of any specified  
11 class of members of the corporation in which event only one meeting  
12 of the governing body thereof shall be necessary, and the proposed  
13 amendment shall be submitted to the members or to any specified  
14 class of members of the corporation without capital stock in the  
15 same manner, so far as applicable, as is provided for in this  
16 section for an amendment to the certificate of incorporation of a  
17 stock corporation; and in the event of the adoption thereof, a  
18 certificate evidencing the amendment shall be executed,  
19 acknowledged, and filed and shall become effective in accordance  
20 with the provisions of Section 1007 of this title.

21 4. Whenever the certificate of incorporation shall require  
22 action by the board of directors, by the holders of any class or  
23 series of shares, or by the holders of any other securities having

1 voting power, the vote of a greater number or proportion than is  
2 required by the provisions of the Oklahoma General Corporation Act,  
3 the provision of the certificate of incorporation requiring a  
4 greater vote shall not be altered, amended, or repealed except by a  
5 greater vote.

6 C. The resolution authorizing a proposed amendment to the  
7 certificate of incorporation may provide that at any time prior to  
8 the effectiveness of the filing of the amendment with the Secretary  
9 of State, notwithstanding authorization of the proposed amendment by  
10 the shareholders of the corporation or by the members of a nonstock  
11 corporation, the board of directors or governing body may abandon  
12 the proposed amendment without further action by the shareholders or  
13 members.

14 SECTION 13. AMENDATORY 18 O.S. 1991, Section 1081, as  
15 amended by Section 15, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
16 Section 1081), is amended to read as follows:

17 Section 1081.

18 MERGER OR CONSOLIDATION OF DOMESTIC CORPORATIONS

19 A. Any two or more corporations existing under the laws of this  
20 state may merge into a single corporation, which may be any one of  
21 the constituent corporations or may consolidate into a new  
22 corporation formed by the consolidation, pursuant to an agreement of

1 merger or consolidation, as the case may be, complying and approved  
2 in accordance with the provisions of this section.

3 B. The board of directors of each corporation which desires to  
4 merge or consolidate shall adopt a resolution approving an agreement  
5 of merger or consolidation and declaring its advisability. The  
6 agreement shall state:

7 1. The terms and conditions of the merger or consolidation;

8 2. The mode of carrying the same into effect;

9 3. In the case of a merger, the amendments or changes in the  
10 certificate of incorporation of the surviving corporation as are  
11 desired to be effected by the merger, or, if no amendments or  
12 changes are desired, a statement that the certificate of  
13 incorporation of the surviving corporation shall be its certificate  
14 of incorporation of the surviving or resulting corporation;

15 4. In the case of a consolidation, that the certificate of  
16 incorporation of the resulting corporation shall be as is set forth  
17 in an attachment to the agreement;

18 5. The manner of converting the shares of each of the  
19 constituent corporations into shares or other securities of the  
20 corporation surviving or resulting from the merger or consolidation,  
21 and, if any shares of any of the constituent corporations are not to  
22 be converted solely into shares or other securities of the surviving  
23 or resulting corporation, the cash, property, rights, or securities

1 of any other corporation which the holders of the shares are to  
2 receive in exchange for or upon conversion of the shares and the  
3 surrender of any certificates evidencing them, which cash, property,  
4 rights, or securities of any other corporation may be in addition to  
5 or in lieu of shares or other securities of the surviving or  
6 resulting corporation; and

7 6. Other details or provisions as are deemed desirable,  
8 including without limiting the generality of the foregoing, a  
9 provision for the payment of cash in lieu of the issuance or  
10 recognition of fractional shares, interests or rights, or for any  
11 other arrangement with respect thereto, consistent with the  
12 provisions of Section 1036 of this title. The agreement so adopted  
13 shall be executed and acknowledged in accordance with the provisions  
14 of Section 1007 of this title. Any of the terms of the agreement of  
15 merger or consolidation may be made dependent upon facts  
16 ascertainable outside of the agreement; provided, that the manner in  
17 which these facts shall operate upon the terms of the agreement is  
18 clearly and expressly set forth in the agreement of merger or  
19 consolidation. The term "facts" as used in this paragraph,  
20 includes, but is not limited to, the occurrence of any event,  
21 including a determination or action by any person or body, including  
22 the corporation.

1 C. The agreement required by the provisions of subsection B of  
2 this section shall be submitted to the shareholders of each  
3 constituent corporation at an annual or special meeting thereof for  
4 the purpose of acting on the agreement. The terms of the agreement  
5 may require that the agreement be submitted to the shareholders  
6 whether or not the board of directors determines at any time  
7 subsequent to declaring its advisability that the agreement is no  
8 longer advisable and recommends that the shareholders reject it.  
9 Due notice of the time, place, and purpose of the meeting shall be  
10 mailed to each holder of stock whether voting or nonvoting, of the  
11 corporation at the address which appears on the records of the  
12 corporation, at least twenty (20) days prior to the date of the  
13 meeting. The notice shall contain a copy of the agreement or a  
14 brief summary thereof, as the directors shall deem advisable;  
15 provided, however, the notice shall be effective only with respect  
16 to mergers or consolidations for which the notice of the  
17 shareholders meeting to vote thereon has been mailed after November  
18 1, 1988. At the meeting the agreement shall be considered and a  
19 vote taken for its adoption or rejection. If a majority of the  
20 outstanding stock of the corporation entitled to vote thereon shall  
21 be voted for the adoption of the agreement, that fact shall be  
22 certified on the agreement by the secretary or the assistant  
23 secretary of the corporation. If the agreement shall be so adopted

1 and certified by each constituent corporation, it shall then be  
2 filed and shall become effective in accordance with the provisions  
3 of Section 1007 of this title. In lieu of filing an agreement of  
4 merger or consolidation required by this section, the surviving or  
5 resulting corporation may file a certificate of merger or  
6 consolidation executed in accordance with the provisions of Section  
7 1007 of this title and which states:

8 1. The name and state of incorporation of each of the  
9 constituent corporations;

10 2. That an agreement of merger or consolidation has been  
11 approved, adopted, certified, executed, and acknowledged by each of  
12 the constituent corporations in accordance with the provisions of  
13 this section;

14 3. The name of the surviving or resulting corporation;

15 4. In the case of a merger, the amendments or changes in the  
16 certificate of incorporation of the surviving corporation as are  
17 desired to be effected by the merger, or, if no amendments or  
18 changes are desired, a statement that the certificate of  
19 incorporation of the surviving corporation shall be its certificate  
20 of incorporation;

21 5. In the case of a consolidation, that the certificate of  
22 incorporation of the resulting corporation shall be as is set forth  
23 in an attachment to the certificate;

1           6. That the executed agreement of consolidation or merger is on  
2 file at the principal place of business of the surviving  
3 corporation, stating the address thereof; and

4           7. That a copy of the agreement of consolidation or merger will  
5 be furnished by the surviving corporation, on request and without  
6 cost, to any shareholder of any constituent corporation. For  
7 purposes of Sections 1084 and 1086 of this title, the term  
8 "shareholder" shall be deemed to include "member".

9           D. Any agreement of merger or consolidation may contain a  
10 provision that at any time prior to the time that the agreement, or  
11 a certificate filed with the Secretary of State in lieu thereof,  
12 becomes effective in accordance with Section 1007 of this title, the  
13 agreement may be terminated by the board of directors of any  
14 constituent corporation notwithstanding approval of the agreement by  
15 the shareholders of all or any of the constituent corporations;  
16 provided, if the agreement of merger or consolidation is terminated  
17 after the filing of the agreement, or a certificate filed with the  
18 Secretary of State in lieu thereof, but before the agreement or  
19 certificate has become effective, a certificate of termination of  
20 merger or consolidation shall be filed in accordance with Section  
21 1007 of this title. Any agreement of merger or consolidation may  
22 contain a provision that the boards of directors of the constituent  
23 corporations may amend the agreement at any time prior to the time

1 that the agreement, or a certificate filed with the Secretary of  
2 State in lieu thereof, becomes effective in accordance with Section  
3 1007 of this title; provided, that an amendment made subsequent to  
4 the adoption of the agreement by the shareholders of any constituent  
5 corporation shall not:

6 1. Alter or change the amount or kind of shares, securities,  
7 cash, property, or rights to be received in exchange for or on  
8 conversion of all or any of the shares of any class or series  
9 thereof of the constituent corporation;

10 2. Alter or change any term of the certificate of incorporation  
11 of the surviving corporation to be effected by the merger or  
12 consolidation; or

13 3. Alter or change any of the terms and conditions of the  
14 agreement if an alteration or change would adversely affect the  
15 holders of any class or series thereof of the constituent  
16 corporation.

17 If the agreement of merger or consolidation is amended after the  
18 filing of the agreement, or a certificate in lieu thereof, with the  
19 Secretary of State, but before the agreement or certificate has  
20 become effective, a certificate of amendment of merger or  
21 consolidation shall be filed in accordance with Section 1007 of this  
22 title.

1 E. In the case of a merger, the certificate of incorporation of  
2 the surviving corporation shall automatically be amended to the  
3 extent, if any, that changes in the certificate of incorporation are  
4 set forth in the certificate of merger.

5 F. Notwithstanding the requirements of subsection C of this  
6 section, unless required by its certificate of incorporation, no  
7 vote of shareholders of a constituent corporation surviving a merger  
8 shall be necessary to authorize a merger if:

9 1. The agreement of merger does not amend in any respect the  
10 certificate of incorporation of the constituent corporation;

11 2. Each share of stock of the constituent corporation  
12 outstanding immediately prior to the effective date of the merger is  
13 to be an identical outstanding or treasury share of the surviving  
14 corporation after the effective date of the merger; and

15 3. Either no shares of common stock of the surviving  
16 corporation and no shares, securities, or obligations convertible  
17 into such stock are to be issued or delivered under the plan of  
18 merger, or the authorized unissued shares or the treasury shares of  
19 common stock of the surviving corporation to be issued or delivered  
20 under the plan of merger plus those initially issuable upon  
21 conversion of any other shares, securities, or obligations to be  
22 issued or delivered under the plan do not exceed twenty percent  
23 (20%) of the shares of common stock of the constituent corporation

1 outstanding immediately prior to the effective date of the merger.  
2 No vote of shareholders of a constituent corporation shall be  
3 necessary to authorize a merger or consolidation if no shares of the  
4 stock of the corporation shall have been issued prior to the  
5 adoption by the board of directors of the resolution approving the  
6 agreement of merger or consolidation. If an agreement of merger is  
7 adopted by the constituent corporation surviving the merger, by  
8 action of its board of directors and without any vote of its  
9 shareholders pursuant to the provisions of this subsection, the  
10 secretary or assistant secretary of that corporation shall certify  
11 on the agreement that the agreement has been adopted pursuant to the  
12 provisions of this subsection and:

- 13 a. if it has been adopted pursuant to paragraph 1 of this  
14 subsection, that the conditions specified have been  
15 satisfied, or
- 16 b. if it has been adopted pursuant to paragraph 2 of this  
17 subsection, that no shares of stock of the corporation  
18 were issued prior to the adoption by the board of  
19 directors of the resolution approving the agreement of  
20 merger or consolidation.

21 The agreement so adopted and certified shall then be filed and shall  
22 become effective in accordance with the provisions of Section 1007  
23 of this title. Filing shall constitute a representation by the

1 person who executes the certificate that the facts stated in the  
2 certificate remain true immediately prior to filing.

3 G. 1. Notwithstanding the requirements of subsection C of this  
4 section, unless expressly required by its certificate of  
5 incorporation, no vote of shareholders of a constituent corporation  
6 shall be necessary to authorize a merger with or into a single  
7 direct or indirect wholly owned subsidiary of the constituent  
8 corporation if:

9 a. the constituent corporation and the direct or indirect  
10 wholly owned subsidiary of the constituent corporation  
11 are the only constituent corporations to the merger,

12 b. each share or fraction of a share of the capital stock  
13 of the constituent corporation outstanding immediately  
14 prior to the effective time of the merger is converted  
15 in the merger into a share or equal fraction of share  
16 of capital stock of a holding company having the same  
17 designations, rights, powers, and preferences, and the  
18 qualifications, limitations, and restrictions thereof,  
19 as the share of stock of the constituent corporation  
20 being converted in the merger,

21 c. the holding company and each of the constituent  
22 corporations to the merger are corporations of this  
23 state,

- 1           d.    the certificate of incorporation and bylaws of the  
2                   holding company immediately following the effective  
3                   time of the merger contain provisions identical to the  
4                   certificate of incorporation and bylaws of the  
5                   constituent corporation immediately prior to the  
6                   effective time of the merger, other than provisions,  
7                   if any, regarding the incorporator or incorporators,  
8                   the corporate name, the registered office and agent,  
9                   the initial board of directors, and the initial  
10                  subscribers of shares and provisions contained in any  
11                  amendment to the certificate of incorporation as were  
12                  necessary to effect a change, exchange,  
13                  reclassification, or cancellation of stock, if a  
14                  change, exchange, reclassification, or cancellation  
15                  has become effective,
- 16           e.    as a result of the merger, the constituent corporation  
17                   or its successor corporation becomes or remains a  
18                   direct or indirect wholly owned subsidiary of the  
19                   holding company,
- 20           f.    the directors of the constituent corporation become or  
21                   remain the directors of the holding company upon the  
22                   effective time of the merger,

1           g.    the certificate of incorporation of the surviving  
2                    corporation immediately following the effective time  
3                    of the merger is identical to the certificate of  
4                    incorporation of the constituent corporation  
5                    immediately prior to the effective time of the merger,  
6                    other than provisions, if any, regarding the  
7                    incorporator or incorporators, the corporate name, the  
8                    registered office and agent, the initial board of  
9                    directors, and the initial subscribers of shares and  
10                  provisions contained in any amendment to the  
11                  certificate of incorporation as were necessary to  
12                  effect a change, exchange, reclassification, or  
13                  cancellation of stock, if a change, exchange,  
14                  reclassification, or cancellation has become  
15                  effective; provided, however, that:

16                (1) the certificate of incorporation of the surviving  
17                    corporation shall be amended in the merger to  
18                    contain a provision requiring that any act or  
19                    transaction by or involving the surviving  
20                    corporation that requires for its adoption under  
21                    this title or its certificate of incorporation  
22                    the approval of the shareholders of the surviving  
23                    corporation shall, by specific reference to this

1 subsection, require, in addition, the approval of  
2 the shareholders of the holding company or any  
3 successor by merger, by the same vote as is  
4 required by this title or by the certificate of  
5 incorporation of the surviving corporation, and  
6 (2) the certificate of incorporation of the surviving  
7 corporation may be amended in the merger to  
8 reduce the number of classes and shares of  
9 capital stock that the surviving corporation is  
10 authorized to issue, and

11 h. the shareholders of the constituent corporation do not  
12 recognize gain or loss for federal income tax purposes  
13 as determined by the board of directors of the  
14 constituent corporation.

15 2. As used in this subsection, the term "holding company" means  
16 a corporation which, from its incorporation until consummation of a  
17 merger governed by this subsection, was at all times a direct or  
18 indirect wholly owned subsidiary of the constituent corporation and  
19 whose capital stock is issued in a merger.

20 3. From and after the effective time of a merger adopted by a  
21 constituent corporation by action of its board of directors and  
22 without any vote of shareholders pursuant to this subsection:

1           a.    to the extent the restriction of Section 1090.3 of  
2                    this title applied to the constituent corporation and  
3                    its shareholders at the effective time of the merger,  
4                    restrictions shall apply to the holding company and  
5                    its shareholders immediately after the effective time  
6                    of the merger as though it were the constituent  
7                    corporation, and all shareholders of stock of the  
8                    holding company acquired in the merger shall for  
9                    purposes of Section 1090.3 of this title be deemed to  
10                  have been acquired at the time that the shareholder of  
11                  stock of the constituent corporation converted in the  
12                  merger was acquired; provided, that any shareholder  
13                  who immediately prior to the effective time of the  
14                  merger was not an interested shareholder within the  
15                  meaning of Section 1090.3 of this title shall not  
16                  solely by reason of the merger become an interested  
17                  shareholder of the holding company, and  
18            b.    if the corporate name of the holding company  
19                    immediately following the effective time of the merger  
20                    is the same as the corporate name of the constituent  
21                    corporation immediately prior to the effective time of  
22                    the merger, the shares of capital stock of the holding  
23                    company into which the shares of capital stock of the

1 constituent corporation are converted shall be  
2 represented by the stock certificates that previously  
3 represented the shares of capital stock of the  
4 constituent corporation. If any agreement of merger  
5 is adopted by a constituent corporation by action of  
6 its board of directors and without any vote of  
7 shareholders pursuant to this subsection, the  
8 secretary or assistant secretary of the constituent  
9 corporation shall certify on the agreement that the  
10 agreement has been adopted pursuant to this subsection  
11 and that the conditions specified in this subparagraph  
12 have been satisfied. The agreement so adopted and  
13 certified shall then be filed and become effective in  
14 accordance with Section 1007 of this title. Filing  
15 shall constitute a representation by the person who  
16 executes the agreement that the facts stated in the  
17 certificate remain true immediately prior to the  
18 filing.

19 SECTION 14. AMENDATORY 18 O.S. 1991, Section 1082, as  
20 amended by Section 16, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
21 Section 1082), is amended to read as follows:

22 Section 1082.

23 MERGER OR CONSOLIDATION OF DOMESTIC AND FOREIGN CORPORATIONS;

1 SERVICE OF PROCESS UPON SURVIVING OR RESULTING CORPORATION

2 A. Any one or more corporations of this state may merge or  
3 consolidate with one or more other corporations of any other state  
4 or states of the United States, or of the District of Columbia, if  
5 the laws of the other state or states or of the District permit a  
6 corporation of the jurisdiction to merge or consolidate with a  
7 corporation of another jurisdiction. The constituent corporations  
8 may merge into a single corporation, which may be any one of the  
9 constituent corporations, or they may consolidate into a new  
10 corporation formed by the consolidation, which may be a corporation  
11 of the state of incorporation of any one of the constituent  
12 corporations, pursuant to an agreement of merger or consolidation,  
13 as the case may be, complying and approved in accordance with the  
14 provisions of this section. In addition, any one or more  
15 corporations organized under the laws of any jurisdiction other than  
16 one of the United States may merge or consolidate with one or more  
17 corporations existing under the laws of this state if the surviving  
18 or resulting corporation will be a corporation of this state, and if  
19 the laws under which the other corporation or corporations are  
20 formed permit a corporation of that jurisdiction to merge or  
21 consolidate with a corporation of another jurisdiction.

22 B. All the constituent corporations shall enter into an  
23 agreement of merger or consolidation. The agreement shall state:

1        1. The terms and conditions of the merger or consolidation;  
2        2. The mode of carrying the same into effect;  
3        3. The manner of converting the shares of each of the  
4 constituent corporations into shares or other securities of the  
5 corporation surviving or resulting from the merger or consolidation  
6 and, if any shares of any of the constituent corporations are not to  
7 be converted solely into shares or other securities of the surviving  
8 or resulting corporation, the cash, property, rights, or securities  
9 of any other corporation which the holder of the shares are to  
10 receive in exchange for, or upon conversion of, the shares and the  
11 surrender of any certificates evidencing them, which cash, property,  
12 rights, or securities of any other corporation may be in addition to  
13 or in lieu of the shares or other securities of the surviving or  
14 resulting corporation;  
15        4. Other details or provisions as are deemed desirable,  
16 including, without limiting the generality of the foregoing, a  
17 provision for the payment of cash in lieu of the issuance or  
18 recognition of fractional shares of the surviving or resulting  
19 corporation or of any other corporation the securities of which are  
20 to be received in the merger or consolidation, or for some other  
21 arrangement with respect thereto consistent with the provisions of  
22 Section 1036 of this title; and

1           5. Other provisions or facts as shall be required to be set  
2 forth in the certificate of incorporation by the laws of the state  
3 which are stated in the agreement to be the laws that shall govern  
4 the surviving or resulting corporation and that can be stated in the  
5 case of a merger or consolidation. Any of the terms of the  
6 agreement of merger or consolidation may be made dependent upon  
7 facts ascertainable outside of the agreement; provided, that the  
8 manner in which the facts shall operate upon the terms of the  
9 agreement is clearly and expressly set forth in the agreement of  
10 merger or consolidation. The term "facts" as used in this  
11 paragraph, includes, but is not limited to, the occurrence of any  
12 event, including a determination or action by any person or body,  
13 including the corporation.

14           C. The agreement shall be adopted, approved, executed, and  
15 acknowledged by each of the constituent corporations in accordance  
16 with the laws under which it is formed, and, in the case of an  
17 Oklahoma corporation, in the same manner as is provided for in  
18 Section 1081 of this title. The agreement shall be filed and shall  
19 become effective for all purposes of the laws of this state when and  
20 as provided for in Section 1081 of this title with respect to the  
21 merger or consolidation of corporations of this state. In lieu of  
22 filing the agreement of merger or consolidation, the surviving or  
23 resulting corporation may file a certificate of merger or

1 consolidation executed in accordance with the provisions of Section  
2 1007 of this title, which states:

3 1. The name and state of incorporation of each of the  
4 constituent corporations;

5 2. That an agreement of merger or consolidation has been  
6 approved, adopted, executed, and acknowledged by each of the  
7 constituent corporations in accordance with the provisions of this  
8 subsection;

9 3. The name of the surviving or resulting corporation;

10 4. In the case of a merger, the amendments or changes in the  
11 certificate of incorporation of the surviving corporation which are  
12 effected by the merger, or, if no amendments or changes are desired,  
13 a statement that the certificate of incorporation of the surviving  
14 corporation shall be its certificate of incorporation;

15 5. In the case of a consolidation, that the certificate of  
16 incorporation of the resulting corporation shall be as is set forth  
17 in an attachment to the certificate;

18 6. That the executed agreement of consolidation or merger is on  
19 file at the principal place of business of the surviving  
20 corporation, and the address thereof;

21 7. That a copy of the agreement of consolidation or merger will  
22 be furnished by the surviving corporation, on request and without  
23 cost, to any shareholder of any constituent corporation;

1       8. If the corporation surviving or resulting from the merger or  
2 consolidation is to be a corporation of this state, the authorized  
3 capital stock of each constituent corporation which is not a  
4 corporation of this state; and

5       9. The agreement, if any, required by the provisions of  
6 subsection D of this section. For purposes of Section 1085 of this  
7 title, the term "shareholder" in subsection D of this section shall  
8 be deemed to include "member".

9       D. If the corporation surviving or resulting from the merger or  
10 consolidation is to be governed by the laws of the District of  
11 Columbia or any state other than this state, it shall agree that it  
12 may be served with process in this state in any proceeding for  
13 enforcement of any obligation of any constituent corporation of this  
14 state, as well as for enforcement of any obligation of the surviving  
15 or resulting corporation arising from the merger or consolidation,  
16 including any suit or other proceeding to enforce the right of any  
17 shareholders as determined in appraisal proceedings pursuant to the  
18 provisions of Section 1091 of this title, and shall irrevocably  
19 appoint the Secretary of State as its agent to accept service of  
20 process in any suit or other proceedings and shall specify the  
21 address to which a copy of process shall be mailed by the Secretary  
22 of State. In the event of service upon the Secretary of State in  
23 accordance with the provisions of this subsection, the Secretary of

1 State shall immediately notify the surviving or resulting  
2 corporation thereof by letter, certified mail, return receipt  
3 requested, directed to the surviving or resulting corporation at the  
4 address specified unless the surviving or resulting corporation  
5 shall have designated in writing to the Secretary of State a  
6 different address for this purpose, in which case it shall be mailed  
7 to the last address so designated. The notice shall include a copy  
8 of the process and any other papers served on the Secretary of State  
9 pursuant to the provisions of this subsection. It shall be the duty  
10 of the plaintiff in the event of such service to serve process and  
11 any other papers in duplicate, to notify the Secretary of State that  
12 service is being effected pursuant to the provisions of this  
13 subsection, and to pay the Secretary of State the fee provided for  
14 in paragraph 7 of Section 1142 of this title, which fee shall be  
15 taxed as part of the costs in the proceeding. The Secretary of  
16 State shall maintain an alphabetical record of any such service  
17 setting forth the name of the plaintiff and the defendant, the  
18 title, docket number, and nature of the proceeding in which process  
19 has been served upon the Secretary of State, the fact that service  
20 has been effected pursuant to the provisions of this subsection, the  
21 return date thereof, and the date service was made. The Secretary of  
22 State shall not be required to retain such information longer than

1 five (5) years from receipt of the service of process by the  
2 Secretary of State.

3 E. The provisions of ~~subsection~~ subsections C and D of Section  
4 1081 of this title shall apply to any merger or consolidation  
5 pursuant to the provisions of this section. The provisions of  
6 subsection E of Section 1081 of this title shall apply to a merger  
7 pursuant to the provisions of this section in which the surviving  
8 corporation is a corporation of this state. The provisions of  
9 subsection F of Section 1081 of this title shall apply to any merger  
10 pursuant to the provisions of this section.

11 SECTION 15. AMENDATORY 18 O.S. 1991, Section 1086, is  
12 amended to read as follows:

13 Section 1086.

14 MERGER OR CONSOLIDATION OF DOMESTIC STOCK AND  
15 NONSTOCK CORPORATIONS

16 A. Any one or more nonstock corporations of this state, whether  
17 or not organized for profit, may merge or consolidate with one or  
18 more stock corporations of this state, whether or not organized for  
19 profit. The constituent corporations may merge into a single  
20 corporation, which may be any one of the constituent corporations,  
21 or they may consolidate into a new corporation formed by the  
22 consolidation, pursuant to an agreement of merger or consolidation,  
23 as the case may be, complying and approved in accordance with the

1 provisions of this section. The surviving constituent corporation  
2 or a new corporation may be organized for profit or not organized  
3 for profit and may be a stock corporation or a nonstock corporation.

4 B. The board of directors of each stock corporation which  
5 desires to merge or consolidate and the governing body of each  
6 nonstock corporation which desires to merge or consolidate shall  
7 adopt a resolution approving an agreement of merger or  
8 consolidation. The agreement shall state:

- 9 1. the terms and conditions of the merger or consolidation;
- 10 2. the mode carrying the same into effect;
- 11 3. such other provisions or facts required or permitted by the  
12 Oklahoma General Corporation Act to be stated in the certificate of  
13 incorporation as can be stated in the case of a merger or  
14 consolidation, stated in such altered form as the circumstances of  
15 the case require;
- 16 4. the manner of converting the shares of stock of a stock  
17 corporation and the interests of the members of nonstock corporation  
18 into shares or other securities of a stock corporation or membership  
19 interests of a nonstock corporation surviving or resulting from such  
20 merger or consolidation, and if any shares of any such stock  
21 corporation or membership interests of any such nonstock corporation  
22 are not to be converted solely into shares or other securities of  
23 the stock corporation or membership interests of the nonstock

1 corporation surviving or resulting from such merger or  
2 consolidation, the cash, property, rights or securities of any other  
3 corporation or entity which the holders of shares of any such stock  
4 corporation or membership interests of any such nonstock corporation  
5 are to receive in exchange for, or upon conversion of such shares or  
6 membership interests, and the surrender of any certificates  
7 evidencing them, which cash, property, rights or securities of any  
8 other corporation or entity may be in addition to or in lieu of  
9 shares or other securities of any stock corporation or membership  
10 interests of any nonstock corporation surviving or resulting from  
11 such merger or consolidation; and

12 5. such other details or provisions as are deemed desirable.

13 C. In a merger or consolidation provided for in this section,  
14 the interests of members of a constituent nonstock corporation may  
15 be treated in various ways so as to convert such interests into  
16 interests of value, other than shares of stock, in the surviving or  
17 resulting stock corporation or into shares of stock in the surviving  
18 or resulting stock corporation, voting or nonvoting, or into  
19 creditor interests or any other interests of value equivalent to  
20 their membership interests in their nonstock corporation. The  
21 voting rights of members of a constituent nonstock corporation need  
22 not be considered an element of value in measuring the reasonable  
23 equivalence of the value of the interests received in the surviving

1 or resulting stock corporation by members of a constituent nonstock  
2 corporation, nor need the voting rights of shares of stock in a  
3 constituent stock corporation be considered as an element of value  
4 in measuring the reasonable equivalence of the value of the  
5 interests in the surviving or resulting nonstock corporations  
6 received by shareholders of a constituent stock corporation, and the  
7 voting or nonvoting shares of a stock corporation may be converted  
8 into voting or nonvoting regular, life, general, special or other  
9 type of membership, however designated, creditor interests or  
10 participating interests, in the nonstock corporation surviving or  
11 resulting from such merger or consolidation of a stock corporation  
12 and a nonstock corporation. Any of the terms of the agreement of  
13 merger or consolidation may be made dependent upon facts  
14 ascertainable outside of such agreement, provided that the manner in  
15 which such facts shall operate upon the terms of the agreement is  
16 clearly and expressly set forth in the agreement of merger or  
17 consolidation.

18 D. The agreement, required by subsection B of this section in  
19 the case of each constituent stock corporation, shall be adopted,  
20 approved, certified, executed and acknowledged by each constituent  
21 corporation in the same manner as is provided for in Section 1081 of  
22 this title and, in the case of each constituent nonstock  
23 corporation, shall be adopted, approved, certified, executed and

1 acknowledged by each of said constituent corporations in the same  
2 manner as is provided for in Section 1084 of this title. The  
3 agreement shall be filed and shall become effective for all purposes  
4 of the laws of this state when and as provided for in Section 1081  
5 of this title with respect to the merger of stock corporations of  
6 this state. Insofar as they may be applicable, the provisions of  
7 paragraphs 1 through 7 of subsection C of Section 1081 of this title  
8 shall apply to a merger under this section.

9 E. The provisions of subsection E of Section 1081 of this title  
10 shall apply to a merger pursuant to the provisions of this section,  
11 if the surviving corporation is a corporation of this state. The  
12 provisions of ~~subsection~~ subsections C and D of Section 1081 of this  
13 title shall apply to any constituent stock corporation participating  
14 in a merger or consolidation pursuant to the provisions of this  
15 section. The provisions of subsection F of Section 1081 of this  
16 title shall apply to any constituent stock corporation participating  
17 in a merger pursuant to the provisions of this section.

18 F. Nothing in this section shall be construed to authorize the  
19 merger of a charitable nonstock corporation into a stock  
20 corporation, if the charitable status of such nonstock corporation  
21 would thereby be lost or impaired; but a stock corporation may be  
22 merged into a charitable nonstock corporation which shall continue  
23 as the surviving corporation.

1 SECTION 16. AMENDATORY 18 O.S. 1991, Section 1090.2, as  
2 amended by Section 19, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
3 Section 1090.2), is amended to read as follows:

4 Section 1090.2

5 MERGER OR CONSOLIDATION OF DOMESTIC CORPORATION

6 AND BUSINESS ENTITY

7 A. Any one or more corporations of this state may merge or  
8 consolidate with one or more business entities, of this state or of  
9 any other state or states of the United States, or of the District  
10 of Columbia, unless the laws of the other state or states or the  
11 District of Columbia forbid the merger or consolidation. A  
12 corporation or corporations and one or more business entities may  
13 merge with or into a corporation, which may be any one of the  
14 corporations, or they may merge with or into a business entity,  
15 which may be any one of the business entities, or they may  
16 consolidate into a new corporation or business entity formed by the  
17 consolidation, which shall be a corporation or business entity of  
18 this state or any other state of the United States, or the District  
19 of Columbia, which permits the merger or consolidation, pursuant to  
20 an agreement of merger or consolidation, as the case may be,  
21 complying and approved in accordance with this section. As used in  
22 this section, "business entity" means a domestic or foreign

1 partnership whether general or limited, limited liability company,  
2 business trust, common law trust, or other unincorporated business.

3 B. Each corporation and business entity merging or  
4 consolidating shall enter into a written agreement of merger or  
5 consolidation. The agreement shall state:

6 1. The terms and conditions of the merger or consolidation;

7 2. The mode of carrying the consolidation into effect;

8 3. The manner of converting the shares of stock of each such  
9 corporation and the ownership interests of each business entity into  
10 shares, ownership interests, or other securities of the entity  
11 surviving or resulting from the merger or consolidation, and if any  
12 shares of any corporation or any ownership interests of any business  
13 entity are not to be converted solely into shares, ownership  
14 interests, or other securities of the entity surviving or resulting  
15 from the merger or consolidation, the cash, property, rights, or  
16 securities of any other rights or securities of any other  
17 corporation or entity which the holders of such shares or ownership  
18 interests are to receive in exchange for, or upon conversion of, the  
19 shares or ownership interests and the surrender of any certificates  
20 evidencing them, which cash, property, rights, or securities of any  
21 other corporation or entity may be in addition to or in lieu of  
22 shares, ownership interests or other securities of the entity  
23 surviving or resulting from the merger or consolidation; and

1           4. Other details or provisions as are deemed desirable  
2 including, but not limited to, a provision for the payment of cash  
3 in lieu of the issuance of fractional shares or interests of the  
4 surviving or resulting corporation or business entity. Any of the  
5 terms of the agreement of merger or consolidation may be made  
6 dependent upon facts ascertainable outside of the agreement;  
7 provided, that the manner in which such facts shall operate upon the  
8 terms of the agreement is clearly and expressly set forth in the  
9 agreement of merger or consolidation. The term "facts" as used in  
10 this paragraph, includes, but is not limited to, the occurrence of  
11 any event, including a determination or action by any person or  
12 body, including the corporation.

13           C. The agreement required by subsection B of this section shall  
14 be adopted, approved, certified, executed, and acknowledged by each  
15 of the corporations in the same manner as is provided in Section  
16 1081 of this title and, in the case of the business entities, in  
17 accordance with their constituent agreements and in accordance with  
18 the laws of the state under which they are formed, as the case may  
19 be. The agreement shall be filed and recorded and shall become  
20 effective for all purposes of the laws of this state when and as  
21 provided in Section 1081 of this title with respect to the merger or  
22 consolidation of corporations of this state. In lieu of filing and  
23 recording the agreement of merger or consolidation, the surviving or

1 resulting corporation or business entity may file a certificate of  
2 merger or consolidation, executed in accordance with Section 1007 of  
3 this title if the surviving or resulting entity is a corporation, or  
4 by a person authorized to act for the business entity, if the  
5 surviving or resulting entity is a business entity, which states:

6 1. The name and state of domicile of each of the constituent  
7 entities;

8 2. That an agreement of merger or consolidation has been  
9 approved, adopted, certified, executed, and acknowledged by each of  
10 the constituent entities in accordance with this subsection;

11 3. The name of the surviving or resulting corporation or  
12 business entity;

13 4. In the case of a merger in which a corporation is the  
14 surviving entity, any amendments or changes in the certificate of  
15 incorporation of the surviving corporation as are desired to be  
16 effected by the merger, or, if no amendments or changes are desired,  
17 a statement that the certificate of incorporation of the surviving  
18 corporation shall be its certificate of incorporation;

19 5. In the case of a consolidation in which a corporation is the  
20 resulting entity, that the certificate of incorporation of the  
21 resulting corporation shall be as set forth in an attachment to the  
22 certificate;

1       6. In the case of a consolidation in which a business entity  
2 other than a corporation is the resulting entity, that the charter  
3 of the resulting entity shall be as set forth in an attachment to  
4 the certificate;

5       7. That the executed agreement of consolidation or merger is on  
6 file at the principal place of business of the surviving corporation  
7 or business entity and the address thereof;

8       ~~7.~~ 8. That a copy of the agreement of consolidation or merger  
9 shall be furnished by the surviving or resulting entity, on request  
10 and without cost, to any shareholder of any constituent corporation  
11 or any partner of any constituent business entity; and

12       ~~8.~~ 9. The agreement, if any, required by subsection D of this  
13 section.

14       D. If the entity surviving or resulting from the merger or  
15 consolidation is to be governed by the laws of the District of  
16 Columbia or any state other than this state, the entity shall agree  
17 that it may be served with process in this state in any proceeding  
18 for enforcement of any obligation of any constituent corporation or  
19 business entity of this state, as well as for enforcement of any  
20 obligation of the surviving or resulting corporation or business  
21 entity arising from the merger or consolidation, including any suit  
22 or other proceeding to enforce the right of any shareholders as  
23 determined in appraisal proceedings pursuant to the provisions of

1 Section 1091 of this title, and shall irrevocably appoint the  
2 Secretary of State as its agent to accept service of process in any  
3 such suit or other proceedings and shall specify the address to  
4 which a copy of any process shall be mailed by the Secretary of  
5 State. In the event of service upon the Secretary of State pursuant  
6 to this subsection, the Secretary of State shall forthwith notify  
7 the surviving or resulting corporation or business entity by a  
8 letter, sent by certified mail with return receipt requested,  
9 directed to the surviving or resulting corporation or business  
10 entity at its specified address, unless the surviving or resulting  
11 corporation or business entity shall have designated in writing to  
12 the Secretary of State a different address for that purpose, in  
13 which case it shall be mailed to the last address designated. Such  
14 letter shall enclose a copy of the process and any other papers  
15 served on the Secretary of State pursuant to this subsection. It  
16 shall be the duty of the plaintiff in the event of any service to  
17 serve process and any other papers in duplicate, to notify the  
18 Secretary of State that service is being effected pursuant to this  
19 subsection and to pay the Secretary of State the fee provided for in  
20 paragraph 7 of subsection A of Section 1142 of this title, which fee  
21 shall be taxed as part of the costs in the proceeding, if the  
22 plaintiff shall prevail therein. The Secretary of State shall  
23 maintain an alphabetical record of any such service, setting forth

1 the name of the plaintiff and the defendant, the title, docket  
2 number, and nature of the proceeding in which process has been  
3 served upon the Secretary of State, the fact that service has been  
4 served upon the Secretary of State, the fact that service has been  
5 effected pursuant to this subsection, the return date thereof, and  
6 the date service was made. The Secretary of State shall not be  
7 required to retain this information longer than five (5) years from  
8 the date of receipt of the service of process by the Secretary of  
9 State.

10 E. Subsections C, D, E, F and G of Section 1081 of this title  
11 and Sections 1088 through 1090 and 1127 of this title, insofar as  
12 they are applicable, shall apply to mergers or consolidations  
13 between corporations and business entities.

14 SECTION 17. AMENDATORY 18 O.S. 1991, Section 1090.3, as  
15 amended by Section 20, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
16 Section 1090.3), is amended to read as follows:

17 Section 1090.3

18 BUSINESS COMBINATIONS WITH INTERESTED SHAREHOLDERS

19 A. Notwithstanding any other provisions of this title, a  
20 corporation shall not engage in any business combination with any  
21 interested shareholder for a period of three (3) years following the  
22 time that the person became an interested shareholder, unless:

1           1. Prior to that time, the board of directors of the  
2 corporation approved either the business combination or the  
3 transaction which resulted in the person becoming an interested  
4 shareholder;

5           2. Upon consummation of the transaction which resulted in the  
6 person becoming an interested shareholder, the interested  
7 shareholder owned of record or beneficially at least eighty-five  
8 percent (85%) of the outstanding voting stock of the corporation at  
9 the time the transaction commenced, excluding for purposes of  
10 determining the voting power the votes attributable to those shares  
11 owned of record or beneficially by:

- 12           a. persons who are directors and also officers, and
- 13           b. employee stock plans in which employee participants do  
14                 not have the right to determine confidentially whether  
15                 shares held subject to the plan will be tendered in a  
16                 tender or exchange offer; or

17           3. At or subsequent to such time, the business combination is  
18 approved by the board of directors and authorized at an annual or  
19 special meeting of shareholders, and not by written consent, by the  
20 affirmative vote of at least two-thirds (2/3) of the outstanding  
21 voting stock which is not attributable to shares owned of record or  
22 beneficially by the interested shareholder.

1       B. The restrictions contained in this section shall not apply  
2 if:

3       1. The corporation's original certificate of incorporation  
4 contains a provision expressly electing not to be governed by this  
5 section;

6       2. The corporation, by action of its board of directors, adopts  
7 an amendment to its bylaws within ninety (90) days of the effective  
8 date of this section, expressly electing not to be governed by this  
9 section, which amendment shall not be further amended by the board  
10 of directors;

11       3. a. The corporation, by action of its shareholders, adopts  
12 an amendment to its certificate of incorporation or  
13 bylaws expressly electing not to be governed by this  
14 section; provided that, in addition to any other vote  
15 required by law, an amendment to the certificate of  
16 incorporation or bylaws must be approved by the  
17 affirmative vote of a majority of the outstanding  
18 voting stock of the corporation.

19       b. An amendment adopted pursuant to this paragraph shall  
20 be effective immediately in the case of a corporation  
21 that both:

1 (1) has never had a class of voting stock that falls  
2 within any of the three categories set out in  
3 paragraph 4 of this subsection, and

4 (2) has not elected by a provision in its original  
5 certificate of incorporation or any amendment  
6 thereto to be governed by this section.

7 c. In all other cases, an amendment adopted pursuant to  
8 this paragraph shall not be effective until twelve  
9 (12) months after the adoption of the amendment and  
10 shall not apply to any business combination between a  
11 corporation and any person who became an interested  
12 shareholder of the corporation on or prior to the  
13 adoption. A bylaw amendment adopted pursuant to this  
14 paragraph shall not be further amended by the board of  
15 directors;

16 4. The corporation does not have a class of voting stock that  
17 is:

- 18 a. listed on a national securities exchange,  
19 b. authorized for quotation on the NASDAQ Stock Market,  
20 or  
21 c. held of record by one thousand or more shareholders,  
22 unless any of the foregoing results from action taken,  
23 directly or indirectly, by an interested shareholder

1 or from a transaction in which a person becomes an  
2 interested shareholder;

3 5. A person becomes an interested shareholder inadvertently  
4 and:

5 a. as soon as practicable divests itself of ownership of  
6 sufficient shares so that the person ceases to be an  
7 interested shareholder, and

8 b. would not, at any time within the three-year period  
9 immediately prior to a business combination between  
10 the corporation and the person, have been an  
11 interested shareholder but for the inadvertent  
12 acquisition;

13 6. a. The business combination is proposed prior to the  
14 consummation or abandonment of, and subsequent to the  
15 earlier of the public announcement or the notice  
16 required hereunder of, a proposed transaction which:

17 (1) constitutes one of the transactions described in  
18 subparagraph b of this paragraph,

19 (2) is with or by a person who:

20 (a) was not an interested shareholder during the  
21 previous three (3) years, or

22 (b) became an interested shareholder with the  
23 approval of the corporation's board of

1 directors or during the period described in  
2 paragraph 7 of this subsection, and

3 (3) is approved or not opposed by a majority of the  
4 members of the board of directors then in office,  
5 but not less than one, who were directors prior  
6 to any person becoming an interested shareholder  
7 during the previous three (3) years or were  
8 recommended for election or elected to succeed  
9 the directors by a majority of the directors.

10 b. The proposed transactions referred to in subparagraph  
11 a of this paragraph are limited to:

12 (1) a share acquisition pursuant to Section 1090.1 of  
13 this title, or a merger or consolidation of the  
14 corporation, except for a merger in respect of  
15 which, pursuant to subsection F or G of Section  
16 1081 of this title, no vote of the shareholders  
17 of the corporation is required,

18 (2) a sale, lease, exchange, mortgage, pledge,  
19 transfer, or other disposition, in one  
20 transaction or a series of transactions, whether  
21 as part of a dissolution or otherwise, of assets  
22 of the corporation or of any direct or indirect  
23 majority-owned subsidiary of the corporation,

1 other than to any direct or indirect wholly owned  
2 subsidiary or to the corporation, having an  
3 aggregate market value equal to fifty percent  
4 (50%) or more of either the aggregate market  
5 value of all of the assets of the corporation  
6 determined on a consolidated basis or the  
7 aggregate market value of all the outstanding  
8 stock of the corporation, or

9 (3) a proposed tender or exchange offer for  
10 outstanding stock of the corporation which  
11 represents fifty percent (50%) or more of the  
12 outstanding voting stock of the corporation. The  
13 corporation shall give not less than twenty (20)  
14 days' notice to all interested shareholders prior  
15 to the consummation of any of the transactions  
16 described in divisions (1) or (2) of this  
17 subparagraph; or

18 7. The business combination is with an interested shareholder  
19 who became an interested shareholder at a time when the restriction  
20 contained in this section did not apply by reason of any of  
21 paragraphs 1 through 4 of this subsection; provided, however, that  
22 this paragraph shall not apply if, at the time the interested  
23 shareholder became an interested shareholder, the corporation's

1 certificate of incorporation contained a provision authorized by  
2 ~~this~~ subsection C of this section.

3 C. Notwithstanding paragraphs 1, 2, 3, and 4 of subsection B of  
4 this section, a corporation may elect by a provision of its original  
5 certificate of incorporation or any amendment thereto to be governed  
6 by this section; provided, that any amendment to the certificate of  
7 incorporation shall not apply to restrict a business combination  
8 between the corporation and an interested shareholder of the  
9 corporation if the interested shareholder became an interested  
10 shareholder prior to the effective date of the amendment.

11 D. As used in this section:

12 1. "Affiliate" means a person that directly, or indirectly  
13 through one or more intermediaries, controls, or is controlled by,  
14 or is under common control with, another person;

15 2. "Associate", when used to indicate a relationship with any  
16 person, means:

17 a. any corporation, partnership, unincorporated  
18 association, or other entity of which the person is a  
19 director, officer, or partner or is the owner, of  
20 record or beneficially of twenty percent (20%) or more  
21 of any class of the voting stock of the corporation,  
22 b. any trust or other estate in which the person has a  
23 beneficial interest of at least twenty percent (20%)

1 or as to which such person serves as trustee or in a  
2 similar fiduciary capacity, and

3 c. any relative or spouse of the person, or any relative  
4 of the spouse, who has the same residence as the  
5 person;

6 3. "Business combination", when used in reference to any  
7 corporation and any interested shareholder of the corporation,  
8 means:

9 a. any merger or consolidation of the corporation or any  
10 direct or indirect majority-owned subsidiary of the  
11 corporation with:

12 (1) the interested shareholder, or

13 (2) any other corporation, partnership,  
14 unincorporated association, or other entity if  
15 the merger or consolidation is caused by the  
16 interested shareholder and, as a result of the  
17 merger or consolidation subsection A of this  
18 section is not applicable to the surviving  
19 entity,

20 b. any sale, lease, exchange, mortgage, pledge, transfer,  
21 or other disposition, in one transaction or a series  
22 of transactions, except proportionately as a  
23 shareholder of the corporation, to or with the

1 interested shareholder, whether as part of a  
2 dissolution or otherwise, of assets of the corporation  
3 or of any direct or indirect majority-owned subsidiary  
4 of the corporation which assets have an aggregate  
5 market value equal to ten percent (10%) or more of  
6 either the aggregate market value of all the assets of  
7 the corporation determined on a consolidated basis or  
8 the aggregate market value of all the outstanding  
9 stock of the corporation,  
10 c. any transaction which results in the issuance or  
11 transfer by the corporation or by any direct or  
12 indirect majority-owned subsidiary of the corporation  
13 of any stock of the corporation or of the subsidiary  
14 to the interested shareholder, except:  
15 (1) pursuant to the exercise, exchange, or conversion  
16 of securities exercisable for, exchangeable for,  
17 or convertible into stock of the corporation or  
18 any subsidiary which securities were outstanding  
19 prior to the time that the interested shareholder  
20 became an interested shareholder,  
21 (2) pursuant to a merger under subsection G of  
22 Section 1081 of this title,

- 1 (3) pursuant to a dividend or distribution paid or  
2 made, or the exercise, exchange, or conversion of  
3 securities exercisable for, exchangeable for, or  
4 convertible into stock of the corporation or any  
5 subsidiary which security is distributed, pro  
6 rata, to all holders of a class or series of  
7 stock of the corporation subsequent to the time  
8 the interested shareholder became an interested  
9 shareholder, or
- 10 (4) pursuant to an exchange offer by the corporation  
11 to purchase stock made on the same terms to all  
12 holders of the stock;
- 13 (5) any issuance or transfer of stock by the  
14 corporation; provided, however, that in no case  
15 under divisions (3) through (5) of this  
16 subparagraph shall there be an increase in the  
17 interested shareholder's proportionate share of  
18 the stock of any class or series of the  
19 corporation or of the voting stock of the  
20 corporation,
- 21 d. any transaction involving the corporation or any  
22 direct or indirect majority-owned subsidiary of the  
23 corporation which has the effect, directly or

1 indirectly, of increasing the proportionate share of  
2 the stock of any class or series, or securities  
3 convertible into the stock of any class or series, or  
4 the outstanding voting stock, of the corporation or of  
5 any subsidiary which is owned by the interested  
6 shareholder, except as a result of immaterial changes  
7 due to fractional share adjustments or as a result of  
8 any purchase or redemption of any shares of stock not  
9 caused, directly or indirectly, by the interested  
10 shareholder,

11 e. any receipt by the interested shareholder of the  
12 benefit, directly or indirectly, except  
13 proportionately as a shareholder of the corporation,  
14 of any loans, advances, guarantees, pledges, or other  
15 financial benefits, other than those expressly  
16 permitted in subparagraphs a through d of this  
17 paragraph, provided by or through the corporation or  
18 any direct or indirect majority-owned subsidiary, or

19 f. any share acquisition by the interested shareholder  
20 from the corporation or any direct or indirect  
21 majority-owned subsidiary of the corporation pursuant  
22 to Section 1090.1 of this title;

1           4. "Control", including the terms "controlling", "controlled  
2 by" and "under common control with", means the possession, directly  
3 or indirectly, of the power to direct or cause the direction of the  
4 management and policies of a person, whether through the ownership  
5 of voting stock, by contract, or otherwise. A person who is the  
6 owner of twenty percent (20%) or more of the outstanding voting  
7 stock of any corporation, partnership, unincorporated association or  
8 other entity shall be presumed to have control of the entity, in the  
9 absence of proof by a preponderance of the evidence to the contrary.  
10 Notwithstanding the foregoing, a presumption of control shall not  
11 apply where the person holds stock, in good faith and not for the  
12 purpose of circumventing this section, as an agent, bank, broker,  
13 nominee, custodian, or trustee for one or more owners who do not  
14 individually or as a group have control of the entity;

15           5. a. "Interested shareholder" means:

16                       (1) any person, other than the corporation and any  
17                       direct or indirect majority-owned subsidiary of  
18                       the corporation, that:

19                               (a) is the owner of fifteen percent (15%) or  
20                               more of the outstanding voting stock of the  
21                               corporation, or

22                               (b) is an affiliate or associate of the  
23                               corporation and was the owner of fifteen

1 percent (15%) or more of the outstanding  
2 voting stock of the corporation at any time  
3 within the three-year period immediately  
4 prior to the date on which it is sought to  
5 be determined whether the person is an  
6 interested shareholder, and

7 (2) the affiliates and associates of the person.

8 b. "Interested shareholder" shall not mean:

9 (1) any person who:

10 (a) owned shares in excess of the fifteen  
11 percent (15%) limitation set forth herein as  
12 of, or acquired such shares pursuant to a  
13 tender offer commenced prior to, September  
14 1, 1991, or pursuant to an exchange offer  
15 announced prior to September 1, 1991, and  
16 commenced within ninety (90) days thereafter  
17 and either:

18 i. continued to own shares in excess of  
19 the fifteen percent (15%) limitation or  
20 would have but for action by the  
21 corporation, or

22 ii. is an affiliate or associate of the  
23 corporation and so continued, or so

1                   would have continued but for action by  
2                   the corporation, to be the owner of  
3                   fifteen percent (15%) or more of the  
4                   outstanding voting stock of the  
5                   corporation at any time within the  
6                   three-year period immediately prior to  
7                   the date on which it is sought to be  
8                   determined whether the person is an  
9                   interested shareholder, or  
10                  (b) acquired the shares from a person described  
11                   in subdivision (a) of this division by gift,  
12                   inheritance, or in a transaction in which no  
13                   consideration was exchanged, or  
14                  (2) any person whose ownership of shares in excess of  
15                   the fifteen percent (15%) limitation set forth  
16                   herein is the result of action taken solely by  
17                   the corporation; provided, that the person shall  
18                   be an interested shareholder if thereafter the  
19                   person acquires additional shares of voting stock  
20                   of the corporation, except as a result of further  
21                   corporate action not caused, directly or  
22                   indirectly, by the person.

1           c. For the purpose of determining whether a person is an  
2 interested shareholder, the stock of the corporation  
3 deemed to be outstanding shall include stock deemed to  
4 be owned by the person through application of  
5 paragraph 8 of this subsection, but shall not include  
6 any other unissued stock of the corporation which may  
7 be issuable pursuant to any agreement, arrangement, or  
8 understanding, or upon exercise of conversion rights,  
9 warrants, or options, or otherwise;

10          6. "Person" means any individual, corporation, partnership,  
11 unincorporated association, any other entity, any group and any  
12 member of a group;

13          7. "Stock" means, with respect to any corporation, capital  
14 stock and, with respect to any other entity, any equity interest;

15          8. "Voting stock" means, with respect to any corporation, stock  
16 of any class or series entitled to vote generally in the election of  
17 directors and, with respect to any entity that is not a corporation,  
18 any equity interest entitled to vote generally in the election of  
19 the governing body of the entity; and

20          9. "Owner", including the terms "own" and "owned", when used  
21 with respect to any stock, means a person who individually or with  
22 or through any of its affiliates or associates:

- 1           a.   beneficially owns the stock, directly or indirectly,  
2                    or  
3           b.   has:  
4                    (1) the right to acquire the stock, whether the right  
5                            is exercisable immediately or only after the  
6                            passage of time, pursuant to any agreement,  
7                            arrangement, or understanding, or upon the  
8                            exercise of conversion rights, exchange rights,  
9                            warrants, or options, or otherwise; provided,  
10                           however, that a person shall not be deemed the  
11                           owner of stock tendered pursuant to a tender or  
12                           exchange offer made by the person or any of the  
13                           person's affiliates or associates until the  
14                           tendered stock is accepted for purchase or  
15                           exchange, or  
16                    (2) the right to vote the stock pursuant to any  
17                           agreement, arrangement, or understanding;  
18                           provided, however, that a person shall not be  
19                           deemed the owner of any stock because of the  
20                           person's right to vote the stock if the  
21                           agreement, arrangement, or understanding to vote  
22                           the stock arises solely from a revocable proxy or

1 consent given in response to a proxy or consent  
2 solicitation made to ten or more persons, or  
3 c. has any agreement, arrangement, or understanding for  
4 the purpose of acquiring, holding, or voting, except  
5 voting pursuant to a revocable proxy or consent as  
6 described in division (2) of subparagraph b of this  
7 paragraph, or disposing of the stock with any other  
8 person that beneficially owns, or whose affiliates or  
9 associates beneficially own, directly or indirectly,  
10 the stock.

11 E. No provisions of a certificate of incorporation or bylaw  
12 shall require, for any vote of shareholders required by this  
13 section, a greater vote of shareholders than that specified in this  
14 section.

15 SECTION 18. AMENDATORY 18 O.S. 1991, Section 1097, is  
16 amended to read as follows:

17 Section 1097.

18 DISSOLUTION OF NONSTOCK CORPORATION; PROCEDURE

19 A. Whenever it shall be desired to dissolve any corporation  
20 having no capital stock, the governing body shall perform all the  
21 acts necessary for dissolution which are required by the provisions  
22 of Section 1096 of this title to be performed by the board of  
23 directors of a corporation having capital stock. If the members of

1 a corporation having no capital stock are entitled to vote for the  
2 election of members of its governing body, they shall perform all  
3 the acts necessary for dissolution which are required by the  
4 provisions of Section 1096 of this title to be performed by the  
5 shareholders of a corporation having capital stock. If there is no  
6 member entitled to vote thereon, the dissolution of the corporation  
7 shall be authorized at a meeting of the governing body, upon the  
8 adoption of a resolution to dissolve by the vote of a majority of  
9 members of its governing body then in office. In the event of the  
10 dissolution of a not for profit corporation, a notice of dissolution  
11 shall be published one (1) time in a newspaper having general  
12 circulation in the county in which the principal place of business  
13 of such corporation is located. ~~Proof of such publication shall be~~  
14 ~~filed in the Office of the Secretary of State.~~ In all other  
15 respects, the method and proceedings for the dissolution of a  
16 corporation having no capital stock shall conform as nearly as may  
17 be to the proceedings prescribed by the provisions of Section 1096  
18 of this title for the dissolution of corporations having capital  
19 stock.

20 B. If a corporation having no capital stock has not commenced  
21 the business for which the corporation was organized, a majority of  
22 the governing body or, if none, a majority of the incorporators may  
23 surrender all of the corporation rights and franchises by filing in

1 the Office of the Secretary of State a certificate, executed and  
2 acknowledged by a majority of the incorporators or governing body,  
3 conforming as nearly as may be to the certificate prescribed by  
4 Section 1095 of this title.

5 SECTION 19. AMENDATORY 18 O.S. 1991, Section 1100.2, as  
6 amended by Section 24, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
7 Section 1100.2), is amended to read as follows:

8 Section 1100.2

9 PAYMENT AND DISTRIBUTION TO CLAIMANTS AND SHAREHOLDERS

10 A. 1. A dissolved corporation or successor entity which has  
11 followed the procedures described in Section 1100.1 of this title  
12 shall:

- 13 a. pay the claims made and not rejected in accordance  
14 with subsection A of Section 1100.1 of this title;
- 15 b. post the security offered and not rejected pursuant to  
16 paragraph 2 of subsection B of Section 1100.1 of this  
17 title;
- 18 c. post any security ordered by the district court in any  
19 proceeding under subsection C of Section 1100.1 of  
20 this title; and
- 21 d. pay or make provision for all other claims that are  
22 mature, known, and uncontested or that have been

1 finally determined to be owing by the corporation or  
2 successor entity.

3 2. Claims or obligations shall be paid in full and any  
4 provision for payment shall be made in full if there are sufficient  
5 assets. If there are insufficient assets, the claims and  
6 obligations shall be paid or provided for according to their  
7 priority, and, among claims of equal priority, ratably to the extent  
8 of assets legally available therefor. Any remaining assets shall be  
9 distributed to the shareholders of the dissolved corporation;  
10 provided, however, that distribution shall not be made before the  
11 expiration of one hundred fifty (150) days from the date of the last  
12 notice of rejections given pursuant to paragraph 3 of subsection A  
13 of Section 1100.1 of this title. In the absence of actual fraud, the  
14 judgment of the directors of the dissolved corporation or the  
15 governing persons of the successor entity as to the provision made  
16 for the payment of all obligations under paragraph 4 of this  
17 subsection shall be conclusive.

18 B. A dissolved corporation or successor entity which has not  
19 followed the procedures described in Section 1100.1 of this title  
20 shall, prior to the expiration of the period described in Section  
21 1099 of this title, adopt a plan of distribution pursuant to which  
22 the dissolved corporation or successor entity ~~pays or makes~~  
23 ~~reasonable provision to pay all claims and obligations, including~~

1 ~~all contingent, conditional, or unmatured claims known to the~~  
2 ~~corporation or the successor entity or shall make provision as will~~  
3 ~~be reasonably likely to be sufficient to provide compensation for~~  
4 ~~any claim against the corporation which is the subject of a pending~~  
5 ~~action, suit, or proceeding to which the corporation is a party, but~~  
6 ~~for which the identity of the claimant is unknown:~~

7 1. Shall pay or make reasonable provision to pay all claims and  
8 obligations, including all contingent, conditional, or unmatured  
9 contractual claims known to the corporation or the successor entity;

10 2. Shall make provision as will be reasonably likely to be  
11 sufficient to provide compensation for any claim against the  
12 corporation which is the subject of a pending action, suit, or  
13 proceeding to which the corporation is a party; and

14 3. Shall make provision as will be reasonably likely to be  
15 sufficient to provide compensation for claims that have not been  
16 made known to the corporation or successor entity or that have not  
17 arisen but that, based on facts known to the corporation or  
18 successor entity, are likely to arise or to become known to the  
19 corporation or successor entity within ten (10) years after the date  
20 of dissolution. The plan of distribution shall provide that the  
21 claims shall be paid in full and any provision for payment made  
22 shall be made in full if there are sufficient assets. If there are  
23 insufficient assets, the plan shall provide that the claims and

1 obligations shall be paid or provided for according to their  
2 priority and, among claims of equal priority, ratably to the extent  
3 of assets legally available therefor. Any remaining assets shall be  
4 distributed to the shareholders of the dissolved corporation.

5 C. Directors of a dissolved corporation or governing persons of  
6 a successor entity which has complied with subsection A or B of this  
7 section shall not be personally liable to the claimants of the  
8 dissolved corporation.

9 D. As used in this section, the term "successor entity" has the  
10 meaning set forth in subsection E of Section 1100.1 of this title.

11 E. As used in this section, the term "priority" does not refer  
12 either to the order of payments set forth in paragraphs 1 through 4  
13 of subsection A of this section or to the relative times at which  
14 any claims mature or are reduced to judgment.

15 SECTION 20. AMENDATORY 18 O.S. 1991, Section 1130, as  
16 amended by Section 26, Chapter 422, O.S.L. 1998 (18 O.S. Supp. 1998,  
17 Section 1130), is amended to read as follows:

18 Section 1130.

19 FOREIGN CORPORATIONS; DEFINITION; QUALIFICATION

20 TO DO BUSINESS IN STATE; PROCEDURE

21 A. As used in the Oklahoma General Corporation Act, the words  
22 "foreign corporation" mean a corporation organized pursuant to the  
23 laws of any jurisdiction other than this state.

1           B. No foreign corporation shall do any business in this state,  
2 through or by branch offices, agents or representatives located in  
3 this state, until it shall have paid to the Secretary of State of  
4 this state the fees prescribed in Section 1142 of this title and  
5 shall have filed with the Secretary of State:

6           1. A certificate issued by an authorized officer of the  
7 jurisdiction of its incorporation evidencing its corporate  
8 existence. If such certificate is in a foreign language, a  
9 translation thereof, under oath of the translator, shall be attached  
10 thereto;

11           2. A statement executed by an authorized officer of the  
12 corporation and acknowledged in accordance with the provisions of  
13 Section 1007 of this title, setting forth:

- 14           a. the mailing address of the corporation's principal  
15 place of business, wherever located,  
16           b. the name and street address of its additional  
17 registered agent in this state, if any, which agent  
18 shall be either an individual resident in this state  
19 when appointed or another corporation, limited  
20 liability company, or limited partnership authorized  
21 to transact business in this state,  
22           c. the aggregate number of its authorized shares itemized  
23 by classes, par value of shares, shares without par

1 value, and series, if any, within any classes  
2 authorized, unless it has no authorized capital,  
3 d. a statement, as of a date not earlier than six (6)  
4 months prior to the filing date, of the assets and  
5 liabilities of the corporation,  
6 e. the business it proposes to do in this state and a  
7 statement that it is authorized to do that business in  
8 the jurisdiction of its incorporation, and  
9 f. a statement of the maximum amount of capital such  
10 corporation intends and expects to invest in the state  
11 at any time during the current fiscal year. "Invested  
12 capital" is defined as the value of the maximum amount  
13 of funds, credits, securities and property of whatever  
14 kind existing at any time during the fiscal year in  
15 the State of Oklahoma and used or employed by such  
16 corporation in its business carried on in this state.

17 C. The Secretary of State, upon payment to the Secretary of  
18 State of the fees prescribed in Section 1142 of this title, shall  
19 issue a sufficient number of certificates under the hand and  
20 official seal of the Secretary of State, evidencing the filing of  
21 the statement required by the provisions of subsection B of this  
22 section. The certificate of the Secretary of State shall be prima  
23 facie evidence of the right of the corporation to do business in

1 this state; provided that the Secretary of State shall not issue  
2 such certificate unless the name of the corporation is such as to  
3 distinguish it upon the records of the Office of the Secretary of  
4 State in accordance with the provisions of Section 1141 of this  
5 title.

6 D. A foreign corporation, upon receiving a certificate from the  
7 Secretary of State, shall enjoy the same rights and privileges as,  
8 but not greater than, a corporation organized under the laws of this  
9 state for the purposes set forth in the statement filed by the  
10 corporation with the Secretary of State pursuant to which such  
11 certificate is issued and, except as otherwise provided in the  
12 Oklahoma General Corporation Act, shall be subject to the same  
13 duties, restrictions, penalties and liabilities now or hereafter  
14 imposed upon a corporation organized under the laws of this state  
15 with like purpose and of like character.

16 SECTION 21. AMENDATORY 18 O.S. 1991, Section 1133, as  
17 last amended by Section 27, Chapter 422, O.S.L. 1998 (18 O.S. Supp.  
18 1998, Section 1133), is amended to read as follows:

19 Section 1133.

20 CHANGE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

21 A. 1. Any foreign corporation which has qualified to do  
22 business in this state may change its registered agent and  
23 substitute therefor another registered agent by filing a certificate

1 with the Secretary of State, acknowledged in accordance with the  
2 provisions of Section 1007 of this title, setting forth:

3 a. the name and street address of its registered agent  
4 designated in this state upon whom process directed to  
5 the corporation may be served, and

6 b. a revocation of all previous appointments of agent for  
7 such purposes.

8 2. The registered agent shall be either an individual residing  
9 in this state when appointed or a corporation, limited liability  
10 company, or limited partnership authorized to transact business in  
11 this state.

12 B. Any individual or corporation designated by a foreign  
13 corporation as its registered agent for service of process may  
14 resign by filing with the Secretary of State a signed statement that  
15 the agent is unwilling to continue to act as the registered agent of  
16 the corporation for service of process, including in the statement  
17 the post office address of the main or headquarters office of the  
18 foreign corporation, but the resignation shall not become effective  
19 until thirty (30) days after the statement is filed. The statement  
20 shall be acknowledged by the registered agent and shall contain a  
21 representation that written notice of resignation was given to the  
22 corporation at least thirty (30) days prior to the filing of the

1 statement by mailing or delivering the notice to the corporation at  
2 its address given in the statement.

3 C. If any agent designated and certified as required by the  
4 provisions of Section 1130 of this title shall die, remove himself  
5 from this state or resign, then the foreign corporation for which  
6 the agent had been so designated and certified, within ten (10) days  
7 after the death, removal or resignation of its agent, shall  
8 substitute, designate and certify to the Secretary of State, the  
9 name of another registered agent for the purposes of the Oklahoma  
10 General Corporation Act, and all process, orders, rules and notices  
11 may be served on or given to the substituted agent with like effect.

12 SECTION 22. AMENDATORY 18 O.S. 1991, Section 1140, as  
13 last amended by Section 9, Chapter 69, O.S.L. 1996 (18 O.S. Supp.  
14 1998, Section 1140), is amended to read as follows:

15 Section 1140.

16 TRADE NAMES

17 A. A corporation or other business entity doing business in  
18 this state under any name other than its legal name shall file a  
19 report with the Secretary of State setting forth the legal name of  
20 the corporation or business entity, the jurisdiction of organization  
21 of the corporation or business entity, the trade name under which  
22 the business is carried on, a brief description of the kind of  
23 business transacted under the name, and the address wherein the

1 business is to be carried on. The report shall be executed by a  
2 representative of the business entity authorized to sign on its  
3 behalf. In the case of a corporation, the report shall be signed  
4 and filed in accordance with Section 1007 of this title. The trade  
5 name adopted shall be such as to be distinguishable upon the records  
6 in the Office of the Secretary of State from:

7 1. Names of other business entities organized under the laws of  
8 this state and filed with the Secretary of State then existing or  
9 which existed at any time during the preceding three (3) years; or

10 2. Names of foreign business entities qualified to do business  
11 in this state and filed with the Secretary of State then existing or  
12 which existed at any time during the preceding three (3) years; or

13 3. Trade names or fictitious names filed with the Secretary of  
14 State; or

15 4. Names reserved with the Secretary of State.

16 B. As used in this section, "business entity" means a  
17 corporation, a business trust, a common law trust, a limited  
18 liability company, or any unincorporated business, including any  
19 form of partnership.

20 SECTION 23. NEW LAW A new section of law to be codified  
21 in the Oklahoma Statutes as Section 1140.3 of Title 18, unless there  
22 is created a duplication in numbering, reads as follows:

23 A. A trade name report shall be amended when:

1           1. There is a false or erroneous statement in the trade name  
2 report;

3           2. There is a change in the kind of business transacted under  
4 the trade name; or

5           3. There is a change in or an additional address where the  
6 business is to be carried on under the trade name.

7           B. An amended trade name report shall set forth the trade name  
8 and specify the amendment therein. The report shall be executed by  
9 a party duly authorized to sign on behalf of the corporation or  
10 other business entity. In the case of a corporation, the report  
11 shall be acknowledged and filed in accordance with Section 1007 of  
12 Title 18 of the Oklahoma Statutes.

13           SECTION 24.           AMENDATORY           18 O.S. 1991, Section 2005, as  
14 last amended by Section 3, Chapter 145, O.S.L. 1997 (18 O.S. Supp.  
15 1998, Section 2005), is amended to read as follows:

16           Section 2005. A. The articles of organization shall set forth:

17           1. The name of the limited liability company;

18           2. The term of the existence of the limited liability company  
19 which may be perpetual; and

20           3. The street address of its principal place of business ~~in~~  
21 ~~this state, wherever located,~~ and the name and street address of its  
22 resident agent which shall be identical to its registered office in  
23 this state.

1 B. It is not necessary to set out in the articles of  
2 organization any of the powers enumerated in this act.

3 SECTION 25. AMENDATORY Section 9, Chapter 148, O.S.L.  
4 1992, as amended by Section 5, Chapter 366, O.S.L. 1993 (18 O.S.  
5 Supp. 1998, Section 2008), is amended to read as follows:

6 Section 2008. The name of each limited liability company as set  
7 forth in its articles of organization:

8 1. Shall contain either the words "limited liability company"  
9 or "limited company" or the abbreviations "LLC", "LC", "L.L.C.", or  
10 "L.C." The word "limited" may be abbreviated as "LTD." and the word  
11 "Company" may be abbreviated as "CO."; and

12 2. a. May not be the same as or indistinguishable from:

13 (1) names upon the records in the Office of the  
14 Secretary of State of then existing limited  
15 liability companies whether organized pursuant to  
16 the laws of this state or licensed or registered  
17 as foreign limited liability companies, or

18 (2) names upon the records in the Office of the  
19 Secretary of State of corporations organized  
20 under the laws of this state or of foreign  
21 corporations registered in accordance with the  
22 laws of this state then existing or which existed

1 at any time during the preceding three (3) years,  
2 or

3 (3) names upon the records in the Office of the  
4 Secretary of State of limited partnerships formed  
5 under the laws of this state or of foreign  
6 limited partnerships registered in accordance  
7 with the laws of this state, or

8 (4) trade names, fictitious names, or other names  
9 reserved with the Secretary of State.

10 b. The provisions of subparagraph a of this paragraph  
11 shall not apply if one of the following is filed with  
12 the Secretary of State:

13 (1) the written consent of the other limited  
14 liability company, corporation, limited  
15 partnership, or holder of the trade name,  
16 fictitious name or other reserved name to use the  
17 same or indistinguishable name with the addition  
18 of one or more words, numerals, numbers or  
19 letters to make that name distinguishable upon  
20 the records of the Secretary of State, except  
21 that the addition of words, numerals, numbers or  
22 letters to make the name distinguishable shall  
23 not be required where such written consent states

1           that the consenting entity is about to change its  
2           name, cease to do business, withdraw from the  
3           state or be wound up, or

4           (2) a certified copy of a final decree of a court of  
5           competent jurisdiction establishing the prior  
6           right of such limited liability company or holder  
7           of a limited liability company name to the use of  
8           such name in this state.

9           SECTION 26.        AMENDATORY        Section 11, Chapter 148, O.S.L.  
10          1992, as amended by Section 6, Chapter 366, O.S.L. 1993 (18 O.S.  
11          Supp. 1998, Section 2010), is amended to read as follows:

12          Section 2010. A. ~~Each~~ Every domestic limited liability company  
13          shall continuously maintain in this state:

14           1. A ~~principal~~ registered office which may be, but need not be,  
15          the same as its principal place of business; and

16           2. A resident agent for service of process on the limited  
17          liability company that ~~is~~ may be the domestic limited liability  
18          company itself, an individual resident of this state, or a domestic  
19          or qualified foreign corporation, limited liability company, or  
20          limited partnership. Each registered agent shall maintain a  
21          business office identical with the registered office which is open  
22          during regular business hours to accept service of process and  
23          otherwise perform the functions of a registered agent.

1           B. 1. A limited liability company may designate or change its  
2 resident agent, registered office, or principal office by filing  
3 with the Office of the Secretary of State a statement authorizing  
4 the designation or change and signed by any manager.

5           2. A limited liability company may change the street address of  
6 its ~~resident agent~~ registered office by filing with the Office of  
7 the Secretary of State a statement of the change signed by any  
8 manager.

9           3. A designation or change of a principal office or resident  
10 agent or street address of the ~~resident agent~~ registered office for  
11 a limited liability company under this subsection is effective when  
12 the Office of the Secretary of State files the statement.

13          C. 1. A resident agent who changes his or her street address  
14 in the state may notify the Office of the Secretary of State of the  
15 change by filing with the Office of the Secretary of State a  
16 statement of the change signed by ~~him~~ the agent or on ~~his~~ the  
17 agent's behalf.

18          2. The statement shall include:

- 19           a. the name of the limited liability company for which  
20           the change is effective,  
21           b. the new street address of the resident agent, and  
22           c. the date on which the change is effective, if to be  
23           effective after the filing date.

1           3. If the new address of the resident agent is the same as the  
2 new address of the principal office of the limited liability  
3 company, the statement may include a change of address of the  
4 principal office if:

- 5           a. the resident agent notifies the limited liability  
6                company of the change in writing, and
- 7           b. the statement recites that the resident agent has done  
8                so.

9           4. Unless otherwise provided in the statement, the change of  
10 address of the resident agent or principal office is effective when  
11 the Office of the Secretary of State files the statement.

12           D. 1. A resident agent may resign by filing with the Office of  
13 the Secretary of State a counterpart or photocopy of the signed  
14 resignation.

15           2. Unless a later time is specified in the resignation, it is  
16 effective thirty (30) days after it is filed.

17           SECTION 27.           AMENDATORY           Section 13, Chapter 148, O.S.L.  
18 1992 (18 O.S. Supp. 1998, Section 2012), is amended to read as  
19 follows:

20           Section 2012. A. If any document filed with the Office of the  
21 Secretary of State under this act contains any typographical error,  
22 error of transcription, or other technical error or has been

1 defectively executed, the document may be corrected by the filing of  
2 articles of correction.

3 B. Articles of correction shall set forth:

4 1. The title of the document being corrected;

5 2. ~~The name of each party to the document being corrected;~~

6 ~~3.~~ The date that the document being corrected was filed; and

7 ~~4.~~ 3. The provision in the document as previously filed and as  
8 corrected and, if execution of the document was defective, the  
9 manner in which it was defective.

10 C. Articles of correction may not make any other change or  
11 amendment which would not have complied in all respects with the  
12 requirements of this act at the time the document being corrected  
13 was filed.

14 D. Articles of correction shall be executed in the same manner  
15 in which the document being corrected was required to be executed.

16 E. Articles of correction may not:

17 1. Change the effective date of the document being corrected;

18 or

19 2. Affect any right or liability accrued or incurred before its  
20 filing, except that any right or liability accrued or incurred by  
21 reason of the error or defect being corrected shall be extinguished  
22 by the filing if the person having the right has not detrimentally  
23 relied on the original document.

1 F. Notwithstanding that any instrument authorized to be filed  
2 with the Secretary of State pursuant to the provisions of this act  
3 is, when filed inaccurately, defectively, or erroneously executed,  
4 sealed or acknowledged, or otherwise defective in any respect, the  
5 Secretary of State shall not be liable to any person for the  
6 preclearance for filing, or the filing and indexing of the  
7 instrument by the Secretary of State.

8 SECTION 28. AMENDATORY Section 44, Chapter 148, O.S.L.  
9 1992 (18 O.S. Supp. 1998, Section 2043), is amended to read as  
10 follows:

11 Section 2043. Before transacting business in this state, a  
12 foreign limited liability company shall register with the Office of  
13 the Secretary of State. In order to register, a foreign limited  
14 liability company shall:

15 1. Pay to the Secretary of State a registration fee required by  
16 Section 56 of this act;

17 2. Provide the Secretary of State with an original certificate  
18 from the certifying officer of the jurisdiction of the foreign  
19 limited liability company's organization attesting to the foreign  
20 limited liability company's organization under the laws of such  
21 jurisdiction; and

22 3. Submit to the Office of the Secretary of State an  
23 application in duplicate for registration as a foreign limited

1 liability company, signed by a manager, member, or other person, and  
2 setting forth:

- 3 a. the name of the foreign limited liability company and,  
4 if different, the name under which it proposes to  
5 transact business in this state,
- 6 b. the state or other jurisdiction and date of its  
7 organization,
- 8 c. the name and street address of a registered agent in  
9 this state which agent shall be an individual resident  
10 of this state, or a domestic or qualified foreign  
11 ~~corporation, a foreign corporation having a place of~~  
12 ~~business and authorized to do business in this state,~~  
13 ~~a domestic limited liability company, or a foreign~~  
14 ~~limited liability company having a place of business~~  
15 ~~and authorized to do business in this state~~ limited  
16 partnership. Each registered agent shall maintain a  
17 business office identical with the registered office  
18 which is open during regular business hours to accept  
19 service of process and otherwise perform the functions  
20 of a registered agent. If an additional registered  
21 agent is designated, service of process shall be on  
22 that agent and not on the Secretary of State,

- 1           d.    a statement that the Office of the Secretary of State  
2                    is appointed the agent of the foreign limited  
3                    liability company for service of process if no agent  
4                    has been appointed under subparagraph c of this  
5                    paragraph, or if appointed, the agent's authority has  
6                    been revoked or if the agent cannot be found or served  
7                    with the exercise of reasonable diligence,  
8            e.    the address of the office required to be maintained in  
9                    the state of its organization by the laws of that  
10                  state or, if not so required, of the principal office  
11                  of the foreign limited liability company, and  
12            f.    such additional information as may be necessary or  
13                  appropriate in order to enable the Office of the  
14                  Secretary of State to determine whether such limited  
15                  liability company is entitled to transact business in  
16                  this state.

17           SECTION 29.        AMENDATORY        Section 46, Chapter 148, O.S.L.  
18    1992, as amended by Section 14, Chapter 69, O.S.L. 1996 (18 O.S.  
19    Supp. 1998, Section 2045), is amended to read as follows:

20           Section 2045. ~~No certificate of registration shall be issued to~~  
21    Subject to the provisions of Section 2008 of this title, a foreign  
22    limited liability company ~~unless the name of such company satisfies~~  
23    ~~the requirements of Section 2008 of this title~~ may register with the

1 Secretary of State under the name which it is registered in its  
2 jurisdiction of organization and that could be registered by a  
3 domestic limited liability company. If the name of a foreign  
4 limited liability company does not satisfy the requirements of  
5 Section 2008 of this title, ~~to obtain or maintain a certificate of~~  
6 ~~registration,~~ the foreign limited liability company may file with  
7 the Secretary of State a statement by its manager duly adopting a  
8 fictitious name that is available, and which satisfies the  
9 requirements of Section 2008 of this title, which shall be used to  
10 the exclusion of its true name when transacting business within this  
11 state.

12 SECTION 30. AMENDATORY Section 47, Chapter 148, O.S.L.  
13 1992 (18 O.S. Supp. 1998, Section 2046), is amended to read as  
14 follows:

15 Section 2046. A. If any statement in the application for  
16 registration of a foreign limited liability company was false when  
17 made or any arrangements or other facts described have changed,  
18 making the application inaccurate in any respect, the foreign  
19 limited liability company shall promptly file in the Office of the  
20 Secretary of State a certificate, signed by a manager, member, or  
21 other person, correcting the statement and pay the fee provided for  
22 in Section ~~56~~ 2055 of this ~~act~~ title.

1 B. A registered foreign limited liability company shall record  
2 any changes in its principal office, its registered agent, or the  
3 registered agent's address, by filing with the Office of the  
4 Secretary of State a statement of the change and paying the fee  
5 provided for in Section ~~56~~ 2055 of this ~~act~~ title.

6 C. A foreign limited liability company authorized to transact  
7 business in this state shall promptly file a certificate, issued by  
8 the proper officer of the state or jurisdiction of its organization,  
9 attesting to the occurrence of a merger, in the Office of the  
10 Secretary of State and pay the fee provided for in Section 2056 of  
11 this title, whenever it is the surviving limited liability company  
12 and the merger:

13 1. Changes any statement in the application of registration of  
14 the foreign limited liability company; or

15 2. Involves any other foreign business entity authorized to  
16 transact business in this state.

17 D. If the merger changes any arrangements or other facts  
18 described in the application for registration of the surviving  
19 foreign limited liability company, it shall also comply with the  
20 provisions of Section 2046 of this title; provided that it will not  
21 be required to pay an additional fee.

22 E. Whenever a foreign limited liability company authorized to  
23 transact business in this state ceases to exist because of a

1 statutory merger or consolidation with a foreign business entity not  
2 qualified to transact business in this state, it shall comply with  
3 the provisions of Section 2047 of this title.

4 SECTION 31. AMENDATORY 54 O.S. 1991, Section 83, as  
5 amended by Section 66, Chapter 399, O.S.L. 1997 (54 O.S. Supp. 1998,  
6 Section 83), is amended to read as follows:

7 Section 83. The certificate required by Section 81 of this  
8 title ~~must~~ shall be signed by at least two of the partners ~~and~~  
9 ~~acknowledged before an officer authorized to take acknowledgments of~~  
10 ~~conveyances of real property.~~ Persons doing business as partners,  
11 under a fictitious name, contrary to the provisions of this article,  
12 shall not maintain any action on or on account of any contracts made  
13 or transactions had in their partnership name in any court of this  
14 state until they have first filed the certificate; provided however,  
15 that if the partners shall at any time comply with the provisions of  
16 Sections 81 through 86 of this title, the partnership shall have the  
17 right to maintain an action in all partnership contracts and  
18 transactions entered into prior to as well as after compliance, and  
19 the disabilities imposed on partnerships for failure to comply shall  
20 be thereby removed.

21 SECTION 32. NEW LAW A new section of law to be codified  
22 in the Oklahoma Statutes as Section 84.1 of Title 54, unless there  
23 is created a duplication in numbering, reads as follows:



- 1 (1) names upon the records in the Office of the  
2 Secretary of State of then existing limited  
3 partnerships whether organized pursuant to the  
4 laws of this state or registered as foreign  
5 limited partnerships in this state, or  
6 (2) names upon the records in the Office of the  
7 Secretary of State of corporations organized  
8 under the laws of this state then existing or  
9 which existed at any time during the preceding  
10 three (3) years, or  
11 (3) names upon the records in the Office of the  
12 Secretary of State of foreign corporations  
13 registered in accordance with the laws of this  
14 state then existing or which existed at any time  
15 during the preceding three (3) years, or  
16 (4) trade names or fictitious names filed with the  
17 Secretary of State, or  
18 (5) corporate, limited liability company or limited  
19 partnership names reserved with the Secretary of  
20 State, or  
21 (6) names of then existing limited liability  
22 companies whether organized pursuant to the laws

1                   of this state or registered as foreign limited  
2                   liability companies in this state.

3           b.    The provisions of subparagraph a of this paragraph  
4                   shall not apply if one of the following is filed with  
5                   the Secretary of State:

6                   (1)   The written consent of the other limited  
7                           partnership, corporation or holder of the trade  
8                           name, fictitious name or reserved corporate or  
9                           limited partnership name to use the same or  
10                          indistinguishable name with the addition of one  
11                          or more words, numerals, numbers or letters to  
12                          make that name distinguishable upon the records  
13                          of the Secretary of State, except that the  
14                          addition of words, numerals, numbers or letters  
15                          to make the name distinguishable shall not be  
16                          required where such written consent states that  
17                          the consenting entity is about to change its  
18                          name, cease to do business, withdraw from the  
19                          state or be wound up, or

20                   (2)   A certified copy of a final decree of a court of  
21                           competent jurisdiction establishing the prior  
22                           right of such limited partnership or holder of a



1 may see fit. ~~Such~~ This change may be made by filing in the office  
2 of the Secretary of State a certificate, signed by a general partner  
3 ~~and acknowledged by a notary public~~, showing the change. At the  
4 time of filing of any such certificate, a fee in the amount of  
5 Twenty-five Dollars (\$25.00) shall be paid to the Secretary of  
6 State.

7 B. A domestic limited partnership may change its registered  
8 agent at any time as it may see fit. Such change may be made by  
9 filing in the office of the Secretary of State a certificate, signed  
10 by a general partner and acknowledged by a notary public, showing  
11 the change. At the time of filing of any such certificate, a fee in  
12 the amount of Twenty-five Dollars (\$25.00) shall be paid to the  
13 Secretary of State.

14 C. The registered agent of a limited partnership may resign  
15 without appointing a successor by filing in the name of the limited  
16 partnership a certificate with the Secretary of State; but such  
17 resignation shall not become effective until thirty (30) days after  
18 each certificate is filed. There shall be included in the  
19 certificate a statement of such registered agent, if an individual,  
20 or of the president, a vice-president, or the secretary thereof, if  
21 a corporation, that at least thirty (30) days prior to the date of  
22 the filing of the certificate, due notice of the resignation of the  
23 registered agent was sent by certified or registered mail to the

1 limited partnership for which such registered agent was acting, at  
2 the principal office thereof, if known to the registered agent or,  
3 if not, to the last-known address of the attorney or other  
4 individual at whose request the registered agent was appointed for  
5 such corporation.

6 D. After receipt of the notice of the resignation of its  
7 registered agent provided for in subsection C of this section, the  
8 limited partnership for which such registered agent was acting shall  
9 obtain and designate a new registered agent to take the place of the  
10 registered agent so resigning in the same manner as provided for in  
11 subsection B of this section for change of registered agent. If  
12 such limited partnership, being a limited partnership of this state,  
13 fails to obtain and designate a new registered agent prior to the  
14 expiration of the period of thirty (30) days after the filing by the  
15 registered agent of the certificate of resignation, the Secretary of  
16 State shall be deemed to be the registered agent of ~~such corporation~~  
17 the limited partnership until a new registered agent is designated.  
18 The Office of the Secretary of State shall charge the fee prescribed  
19 by Section ~~24~~ 350.1 of this ~~act~~ title for acting as registered  
20 agent.

21 E. If a limited partnership has no registered agent or the  
22 registered agent cannot be found, then service on the limited  
23 partnership may be made by serving the Secretary of State as its

1 agent as provided in Section 2004 of Title 12 of the Oklahoma  
2 Statutes.

3 SECTION 36. AMENDATORY 54 O.S. 1991, Section 309, as  
4 amended by Section 31, Chapter 422, O.S.L. 1998 (54 O.S. Supp. 1998,  
5 Section 309), is amended to read as follows:

6 Section 309.

7 CERTIFICATE OF LIMITED PARTNERSHIP

8 A. In order to form a limited partnership, a certificate of  
9 limited partnership must be executed and filed in the Office of the  
10 Secretary of State. The certificate shall set forth:

11 1. The name of the limited partnership;

12 2. The street address of the office and the name and address of  
13 the agent for service of process as required pursuant to Section 305  
14 of this title;

15 3. The name and the business address of each general partner;

16 4. The term of the existence of the limited partnership which  
17 may be perpetual; and

18 5. Any other matters the general partners determine to include  
19 therein.

20 B. A limited partnership is formed at the time of the filing of  
21 the certificate of limited partnership in the Office of the  
22 Secretary of State or at any later time specified in the certificate

1 of limited partnership if, in either case, there has been  
2 substantial compliance with the requirements of this section.

3 SECTION 37. AMENDATORY 54 O.S. 1991, Section 350, as  
4 last amended by Section 23, Chapter 69, O.S.L. 1996 (54 O.S. Supp.  
5 1998, Section 350), is amended to read as follows:

6 Section 350.

7 REGISTRATION

8 Before transacting business in this state, a foreign limited  
9 partnership shall register with the Secretary of State. In order to  
10 register, a foreign limited partnership shall:

11 1. Pay to the Secretary of State a registration fee in the  
12 amount of Three Hundred Dollars (\$300.00);

13 2. Provide the Secretary of State with a certificate from the  
14 certifying officer of the jurisdiction of the foreign limited  
15 partnership's organization attesting to the foreign limited  
16 partnership's organization under the laws of such jurisdiction; and

17 3. Submit to the Secretary of State, in duplicate, an  
18 application for registration as a foreign limited partnership,  
19 signed by a general partner and setting forth:

20 a. the name of the foreign limited partnership and, if  
21 different, the name under which it proposes to  
22 register and transact business in this state,

23 b. the jurisdiction and date of its formation,

- 1           c.    the name and street address of any agent for service  
2                   of process on the foreign limited partnership whom the  
3                   foreign limited partnership elects to appoint; the  
4                   agent must be an individual resident of this state, a  
5                   domestic corporation ~~or~~, limited partnership, limited  
6                   liability company or a foreign corporation, limited  
7                   partnership, or limited liability company ~~having a~~  
8                   ~~place of business in and~~ authorized to do business in  
9                   this state,
- 10          d.    a statement that the Secretary of State is appointed  
11                   the agent of the foreign limited partnership for  
12                   service of process if no agent has been appointed  
13                   pursuant to subparagraph c of this paragraph or, if  
14                   appointed, the agent's authority has been revoked or  
15                   if the agent cannot be found or served with the  
16                   exercise of reasonable diligence,
- 17          e.    the address of the office required to be maintained in  
18                   the jurisdiction of its organization by the laws of  
19                   that jurisdiction or, if not so required, of the  
20                   principal office of the foreign limited partnership,
- 21          f.    the name and business address of each general partner,  
22                   and



1 attesting to the occurrence of a merger, in the Office of the  
2 Secretary of State and pay the fee provided for in subsection A of  
3 this section, whenever the foreign limited partnership is the  
4 surviving foreign limited partnership and the merger:

5 1. Changes any statement in the application of registration of  
6 the foreign limited partnership; or

7 2. Involves any other foreign business entity authorized to  
8 transact business in this state.

9 C. If the merger changes any arrangements or other facts  
10 described in the application for registration of the surviving  
11 foreign limited partnership, it shall also comply with subsection A  
12 of this section; provided, that it shall not be required to pay an  
13 additional fee.

14 D. Whenever a foreign limited partnership authorized to  
15 transact business in this state ceases to exist because of a  
16 statutory merger or consolidation with a foreign business entity not  
17 qualified to transact business in this state, it shall comply with  
18 the provisions of Section 354 of this title.

19 SECTION 39. AMENDATORY Section 27, Chapter 69, O.S.L.  
20 1996 (54 O.S. Supp. 1998, Section 353.1), is amended to read as  
21 follows:

22 Section 353.1 A. A foreign limited partnership may change the  
23 location of its registered office or its registered agent in this

1 state at any time as it may see fit. Such change may be made by  
2 filing in the office of the Secretary of State a certificate, signed  
3 by a general partner, detailing the change or changes. At the time  
4 of filing of any such certificate, a fee in the amount of Twenty-  
5 five Dollars (\$25.00) shall be paid to the Secretary of State.

6 B. 1. If any statement in the application for registration of  
7 a foreign limited partnership changes due to a merger or  
8 consolidation involving the foreign limited partnership, the foreign  
9 limited partnership shall file a certificate, issued by the proper  
10 office of the state or jurisdiction of its formation, attesting to  
11 the occurrence of the merger or consolidation with the Office of the  
12 Secretary of State and pay the fee provided for in subsection A of  
13 this section.

14 2. Regardless of whether any statement in the application of  
15 registration has changed, a registered foreign limited partnership  
16 may file a certificate, issued by the proper office of the state or  
17 jurisdiction of its formation, attesting to the occurrence of the  
18 merger or consolidation with the Office of the Secretary of State  
19 and pay the fee provided for in subsection A of this section.

20 SECTION 40. NEW LAW A new section of law to be codified  
21 in the Oklahoma Statutes as Section 353.3 of Title 54, unless there  
22 is created a duplication in numbering, reads as follows:

1 If a registered agent resigns or an agent was not appointed in  
2 the application for registration, a foreign limited partnership may  
3 appoint or designate a registered agent and street address of its  
4 registered office at any time. The appointment or designation shall  
5 be made in the same manner as prescribed in Section 353.1 of Title  
6 54 of the Oklahoma Statutes.

7 SECTION 41. AMENDATORY 66 O.S. 1991, Section 17, is  
8 amended to read as follows:

9 Section 17. The contracts herein authorized shall be ~~recorded~~  
10 filed by the Secretary of State ~~in a book of records to be kept for~~  
11 ~~that purpose.~~ Upon payment of the full purchase money and the  
12 performance of the terms and conditions stipulated in any such  
13 contract, a declaration ~~in writing~~ to that effect may be made by the  
14 vendor, or lessor or bailor or ~~his or its~~ an assignee, ~~which~~  
15 ~~declaration may be made on the margin of the record of the contract~~  
16 by a separate instrument, duly attested, ~~or it may be made by a~~  
17 ~~separate instrument to be~~ and acknowledged by the vendor, lessor or  
18 bailor or ~~his or its~~ an assignee, and ~~recorded~~ filed as aforesaid.  
19 For ~~such~~ these services the Secretary of the State shall ~~be entitled~~  
20 ~~to~~ collect a fee of Twenty-five Dollars (\$25.00) for ~~recording~~  
21 filing each of ~~said~~ the contracts and each of ~~said~~ the declarations  
22 ~~and a fee of Five Dollars (\$5.00) for noting such declaration on the~~  
23 ~~margin of the record.~~

1 SECTION 42. AMENDATORY 74 O.S. 1991, Section 7009, as  
2 amended by Section 8, Chapter 103, O.S.L. 1993 (74 O.S. Supp. 1998,  
3 Section 7009), is amended to read as follows:

4 Section 7009. A. Participation in the Oklahoma State Employee  
5 Charitable Contribution Campaign shall be limited to voluntary,  
6 charitable, health and welfare agencies that provide or support  
7 direct health and welfare services to individuals or their families  
8 and meet the criteria set out in this section. ~~Such~~ The health and  
9 welfare services ~~must~~ shall be available to state employees, unless  
10 they are rendered to needy persons overseas. ~~Such~~ The services ~~must~~  
11 shall directly benefit human beings, whether children, youth,  
12 adults, the aged, the ill and infirm, or the mentally or physically  
13 handicapped. ~~Such~~ The services ~~must~~ shall consist of care,  
14 research, or education in the fields of human health or social  
15 adjustment and rehabilitation; relief for victims of natural  
16 disasters and other emergencies; or assistance to those who are  
17 impoverished and, therefore, in need of food, shelter, clothing, and  
18 basic human welfare services.

19 B. For the purposes of the Oklahoma State Employee Charitable  
20 Contribution Campaign, basic human welfare service shall not  
21 include:

22 1. Organizations whose primary purpose is the direct or  
23 indirect support of institutions of higher education;

- 1        2. Lobbying; and  
2        3. Religious activities.

3        C. To be included in the Oklahoma State Employee Charitable  
4 Contribution Campaign, a voluntary charitable agency, in addition to  
5 meeting the other requirements set forth in this section, shall:

6        1. Be a nonprofit, tax-exempt charitable organization and  
7 submit to the participating federation a 501(c)(3) exemption from  
8 the Internal Revenue Service;

9        2. Be incorporated or authorized to do business in this state  
10 as a private, nonprofit organization;

11       3. ~~Secure Register, annually, a license from the Oklahoma Tax~~  
12 ~~Commission with the Oklahoma Secretary of State to raise funds~~  
13 solicit or accept contributions in this state;

14       4. Submit to the participating federation an audit of the  
15 agency, conducted by an accounting firm or individual holding a  
16 permit to practice public accounting in this state according to the  
17 generally accepted standards of accounting for nonprofit  
18 organizations; and

19       5. Submit to the participating federation a copy of the annual  
20 form 990.

21       D. Applications to the Oklahoma State Employee Charitable  
22 Contribution Campaign shall be submitted to the State Agency Review  
23 Committee from local federations which shall include United Ways,

1 United Funds, Combined Health Appeals, International Social Service  
2 Agencies and any other local federation consisting of at least five  
3 local agencies which meet the requirements of this section. Each  
4 federation shall certify the application for its member agencies and  
5 shall give state charitable agencies precedence over national  
6 agencies if both qualify for the charitable contribution campaign.  
7 Applications from individual agencies shall not be accepted.

8 SECTION 43. This act shall become effective November 1, 1999.

9 COMMITTEE REPORT BY: COMMITTEE ON JUDICIARY, dated 2-16-99 - DO  
10 PASS, As Amended.