

**CS FOR SENATE BILL NO. 232(JUD)**

IN THE LEGISLATURE OF THE STATE OF ALASKA

TWENTIETH LEGISLATURE - SECOND SESSION

BY THE SENATE JUDICIARY COMMITTEE

Offered: 4/21/98

Referred: Rules

Sponsor(s): SENATOR PARNELL

REPRESENTATIVE Kemplen

**A BILL**

**FOR AN ACT ENTITLED**

1 "An Act relating to electronic signatures, electronic records, requirements for  
2 records, and the reproduction of public records."

3 **BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:**

4 \* **Section 1.** AS 06.05.045(a) is amended to read:

5 (a) Each state bank shall make at least four reports of condition each year to  
6 the department on days designated by, and on forms prescribed by, the department.

7 The report shall be signed by a duly authorized officer of the bank [,] and shall be  
8 **signed** [VERIFIED] by at least three directors who certify under **penalty of unsworn**

9 **falsification under AS 11.56.210** [OATH] that they, and each of them, have personal  
10 knowledge of the facts stated in the report and that the facts are true. The reports

11 **must** [SHALL] exhibit in detail and under appropriate heads the resources and  
12 liabilities of the bank [,] and must be received by the department within 30 calendar

13 days after the end of the period covered by the report.

14 \* **Sec. 2.** AS 09.25.120(a) is amended to read:

1 (a) Every person has a right to inspect a public record in the state, including  
2 public records in recorders' offices, except

3 (1) records of vital statistics and adoption proceedings, which shall be  
4 treated in the manner required by AS 18.50;

5 (2) records pertaining to juveniles unless disclosure is authorized by  
6 law;

7 (3) medical and related public health records;

8 (4) records required to be kept confidential by a federal law or  
9 regulation or by state law;

10 (5) to the extent the records are required to be kept confidential under  
11 20 U.S.C. 1232g and the regulations adopted under 20 U.S.C. 1232g in order to secure  
12 or retain federal assistance;

13 (6) records or information compiled for law enforcement purposes, but  
14 only to the extent that the production of the law enforcement records or information

15 (A) could reasonably be expected to interfere with enforcement  
16 proceedings;

17 (B) would deprive a person of a right to a fair trial or an  
18 impartial adjudication;

19 (C) could reasonably be expected to constitute an unwarranted  
20 invasion of the personal privacy of a suspect, defendant, victim, or witness;

21 (D) could reasonably be expected to disclose the identity of a  
22 confidential source;

23 (E) would disclose confidential techniques and procedures for  
24 law enforcement investigations or prosecutions;

25 (F) would disclose guidelines for law enforcement investigations  
26 or prosecutions if the disclosure could reasonably be expected to risk  
27 circumvention of the law; or

28 (G) could reasonably be expected to endanger the life or  
29 physical safety of an individual;

30 (7) names, addresses, and other information identifying a person as a  
31 participant in the advance college tuition payment program under AS 14.40.803 -

1 14.40.817;

2 (8) public records containing information that would disclose or  
 3 might lead to the disclosure of a component in the process used to execute or  
 4 adopt an electronic signature if the disclosure would or might cause the electronic  
 5 signature to cease being under the sole control of the person using it.

6 \* **Sec. 3.** AS 09.25 is amended by adding new sections to read:

7 **Article 6. Electronic Signatures.**

8 **Sec. 09.25.500. Purposes and construction.** AS 09.25.500 - 09.25.520 shall  
 9 be construed consistently with what is commercially reasonable under the  
 10 circumstances and to effectuate the following purposes:

11 (1) to facilitate government business and private commerce by means  
 12 of reliable electronic messages, records, and signatures;

13 (2) to minimize the incidence of forged electronic signatures and fraud  
 14 in electronic commerce;

15 (3) to implement legally uniform standards for state, national, and  
 16 international telecommunications;

17 (4) to establish, in coordination with other states, uniform rules  
 18 regarding the authentication and reliability of electronic messages, records, and  
 19 signatures; and

20 (5) to promote the development of electronic government and electronic  
 21 commerce.

22 **Sec. 09.25.510. Electronic records and signatures.** (a) Any person or entity,  
 23 including a state agency or political subdivision, may accept or agree to be bound by  
 24 an electronic record executed or adopted with an electronic signature. Where a person  
 25 accepts or agrees to be bound by an electronic record executed or adopted with an  
 26 electronic signature, a rule of law that requires

27 (1) a record of that type to be in writing shall be considered satisfied;  
 28 and

29 (2) a signature shall be considered satisfied.

30 (b) A state agency may not act as a certifying authority for an electronic  
 31 signature unless at least one of the parties to the transaction requiring the action is a

1 state agency. The lieutenant governor may establish, by regulation adopted under  
 2 AS 44.62 (Administrative Procedure Act), a system for registering persons to act as  
 3 certifying authorities for electronic signatures. In this subsection, "certifying authority"  
 4 means a person who issues a computer-based record that verifies an electronic  
 5 signature.

6 (c) Except as provided under (b) of this section, the lieutenant governor or a  
 7 state agency that chooses to accept or agrees to be bound by an electronic record  
 8 executed or adopted with an electronic signature shall adopt, under AS 44.62  
 9 (Administrative Procedure Act), regulations necessary to implement this section.

10 **Sec. 09.25.520. Definitions.** (a) In this chapter, "electronic signature" means  
 11 an electronic or a digital method that is

12 (1) executed or adopted by a person, including a state agency, with the  
 13 intent to be bound by or to authenticate a record;

14 (2) unique to the person using it;

15 (3) capable of verification;

16 (4) under the sole contract of the person using it; and

17 (5) linked to data in a manner that, if the data is changed, the electronic  
 18 signature is invalidated.

19 (b) In AS 09.25.500 - 09.25.520, "record" means information that is inscribed  
 20 on a tangible medium or that is stored in an electronic or other medium and retrievable  
 21 in perceivable form and includes both electronic records and printed, typewritten, or  
 22 tangible records.

23 \* **Sec. 4.** AS 10.06.165 is amended to read:

24 **Sec. 10.06.165. Change of registered office or agent.** (a) A corporation may  
 25 change its registered office, agent, or both, by filing with the department a  
 26 [VERIFIED] statement signed by the president or a vice-president including

27 (1) the name of the corporation;

28 (2) the address of its registered office;

29 (3) the address of its new registered office if the registered office is to  
 30 be changed;

31 (4) the name of its registered agent;

1 (5) the name of its new registered agent [,] if the registered agent is to  
2 be changed; and

3 (6) a statement that the change is authorized by resolution of its board  
4 of directors.

5 (b) If the commissioner finds that the [VERIFIED] statement complies with  
6 this chapter, the commissioner shall file it in the commissioner's office. The change  
7 becomes effective when the statement is filed.

8 \* **Sec. 5.** AS 10.06.170(a) is amended to read:

9 (a) A registered agent of a domestic or foreign corporation may change the  
10 location of the agent's office from one address to another in this state. The agent may  
11 change the registered office for each corporation for which the person is acting as  
12 registered agent by filing in the office of the commissioner a statement setting out (1)  
13 the name of the agent; (2) the address of the agent's office before change; (3) the  
14 address to which the office is changed; and (4) a list of corporations for which the  
15 person is the registered agent. The statement shall be executed by the registered agent  
16 in the individual name of the agent or, if the agent is a corporation, it shall be  
17 executed [AND VERIFIED] by its president or a vice-president. The statement shall  
18 be delivered to the commissioner and, if the commissioner finds that the statement  
19 complies with this chapter, the commissioner shall file it in the commissioner's office.  
20 The change becomes effective when the statement is filed.

21 \* **Sec. 6.** AS 10.06.205 is amended to read:

22 **Sec. 10.06.205. Incorporators.** One or more natural persons at least 18 years  
23 of age may act as incorporators of a corporation by signing [, VERIFYING,] and  
24 delivering to the commissioner an original and an exact copy of the articles of  
25 incorporation for the corporation.

26 \* **Sec. 7.** AS 10.06.320(a) is amended to read:

27 (a) Before the issuance of shares of a class the rights, preferences, privileges,  
28 and restrictions of which have been fixed by resolution of the board, or before the  
29 issuance of shares of a series established by resolution of the board, the corporation  
30 shall file with the commissioner a statement, and an exact copy of the statement,  
31 signed by the president or vice-president and the secretary or assistant secretary,

1 [VERIFIED BY ONE OF THE OFFICERS SIGNING THE STATEMENT, AND]  
 2 setting out [:]

3 (1) the name of the corporation;

4 (2) a copy of the resolution determining the rights, preferences,  
 5 privileges, and restrictions of the wholly unissued class, or of the resolution  
 6 establishing and designating a series, and fixing and determining the relative rights and  
 7 preferences of the series;

8 (3) the date of the adoption of the resolution;

9 (4) that the resolution was adopted by the board.

10 \* **Sec. 8.** AS 10.06.510 is amended to read:

11 **Sec. 10.06.510. Articles of amendment.** The articles of amendment shall be  
 12 executed by the corporation by its president or vice-president and by its secretary or  
 13 an assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS SIGNING  
 14 THE ARTICLES OF AMENDMENT,] and shall set out the

15 (1) name of the corporation;

16 (2) amendment adopted;

17 (3) date of the approval of the amendment by the board and outstanding  
 18 shares, or by the board if shares have not been issued;

19 (4) number of shares outstanding and the number of shares entitled to  
 20 vote, and, if the shares of a class are entitled to vote as a class, the designation and  
 21 number of outstanding shares of each class entitled to vote;

22 (5) number of shares voted for and against the amendment and, if the  
 23 shares of a class are entitled to vote as a class, the number of shares of each class  
 24 voted for and against the amendment [,] or, if shares have not been issued, a statement  
 25 to that effect; and

26 (6) manner in which an exchange, reclassification, or cancellation of  
 27 issued shares is to be carried out if the amendment provides for an exchange,  
 28 reclassification, or cancellation of issued shares and is not set out in the amendment.

29 \* **Sec. 9.** AS 10.06.516 is amended to read:

30 **Sec. 10.06.516. Restated articles of incorporation.** A domestic corporation  
 31 may, by resolution adopted by the board, restate its articles of incorporation as

1 amended up to that time. Upon the adoption of the resolution, restated articles shall  
 2 be executed by the corporation by its president or a vice-president and by its secretary  
 3 or an assistant secretary [AND VERIFIED BY ONE OF THE OFFICERS SIGNING  
 4 THE ARTICLES] and must [SHALL] set out all of the operative provisions of the  
 5 articles as amended up to that time together with a statement that the restated articles  
 6 correctly set out without change the corresponding provisions of the articles as  
 7 amended up to that time and that the restated articles supersede the original articles  
 8 and all amendments to them.

9 \* **Sec. 10.** AS 10.06.522(c) is amended to read:

10 (c) Articles of amendment approved by decree or order of a court shall be  
 11 executed [AND VERIFIED] by the person or persons the court designates or appoints  
 12 for the purpose [,] and must [SHALL] set out the name of the corporation, the  
 13 amendments of the articles approved by the court, the date of the decree or order  
 14 approving the articles of amendment, the title of the proceedings in which the decree  
 15 or order was entered, and a statement that the decree or order was entered by a court  
 16 having jurisdiction of the proceedings for the reorganization of the corporation under  
 17 an applicable statute of the United States.

18 \* **Sec. 11.** AS 10.06.550 is amended to read:

19 **Sec. 10.06.550. Articles of merger, consolidation, or exchange.** After  
 20 approval, articles of merger, articles of consolidation, or articles of exchange shall be  
 21 executed by each corporation by its president or a vice-president and by its secretary  
 22 or an assistant secretary, [AND VERIFIED BY ONE OF THE OFFICERS OF EACH  
 23 CORPORATION SIGNING THE ARTICLES,] and must [SHALL] set out the

24 (1) plan of merger, consolidation, or exchange;

25 (2) number of shares outstanding of each corporation [,] and, if the  
 26 shares of a class were entitled to vote as a class, the designation and number of  
 27 outstanding shares of the class; and

28 (3) number of shares voted for and against the plan [,] and, if the  
 29 shares of a class were entitled to vote as a class, the number of shares of the class  
 30 voted for and against the plan.

31 \* **Sec. 12.** AS 10.06.556(c) is amended to read:

1 (c) Articles of merger shall be executed by the surviving corporation by its  
2 president or a vice-president and by its secretary or an assistant secretary [, AND  
3 VERIFIED BY ONE OF ITS OFFICERS SIGNING THE ARTICLES,] and **must**  
4 [SHALL] set out the

5 (1) plan of merger;

6 (2) number of outstanding shares of each class of the subsidiary  
7 corporation and the number of those shares of each class owned by the surviving  
8 corporation; and

9 (3) date of the mailing to shareholders of the subsidiary corporation of  
10 the plan of merger.

11 \* **Sec. 13.** AS 10.06.068(b) is amended to read:

12 (b) The certificate **must** [SHALL] be an officers' certificate or shall be signed  
13 [AND VERIFIED] by at least a majority of the directors then in office, by one or more  
14 shareholders authorized to do so by the shareholders holding shares representing 50  
15 percent or more of the voting power, or by the officer or shareholder designated in the  
16 written consent and must set out

17 (1) the name of the corporation, the names and addresses of its officers  
18 under AS 10.06.483, the names and addresses of its directors, and the statement that  
19 the corporation has elected to wind up and dissolve;

20 (2) the number of shares voting for the election if the election was  
21 made by the vote of shareholders and a statement that the election was made by  
22 shareholders representing at least two-thirds of the voting power under  
23 AS 10.06.605(a)(1);

24 (3) a copy of the written consent signed by all shareholders of the  
25 corporation if the election was made by the written consent of the shares;

26 (4) circumstances showing the corporation to be within one of the  
27 categories described in AS 10.06.605(b) if the election was made by the board under  
28 that subsection.

29 \* **Sec. 14.** AS 10.06.610(a) is amended to read:

30 (a) A voluntary election to wind up and dissolve under AS 10.06.605 may be  
31 revoked before distribution of assets by an election to revoke made in the same manner



1 as an election under AS 10.06.605. A certificate evidencing the election to revoke  
2 shall be signed [, VERIFIED,] and filed in the manner prescribed in AS 10.06.608.

3 \* **Sec. 15.** AS 10.06.620 is amended to read:

4 **Sec. 10.06.620. Articles of dissolution: contents.** If a corporation has been  
5 completely wound up without court proceedings, a majority of the directors then in  
6 office shall sign [AND VERIFY] articles of dissolution stating that

7 (1) the corporation has been completely wound up;

8 (2) its known debts and liabilities have been actually paid, or  
9 adequately provided for under AS 10.06.668, or paid or adequately provided for as far  
10 as the assets of the corporation permit, or that it has incurred no known debts or  
11 liabilities; if there are known debts or liabilities for which adequate provision for  
12 payment has been made, the articles of dissolution **must** [SHALL] state what provision  
13 has been made, setting out the name and address of the corporation, person, or  
14 governmental agency that has assumed or guaranteed payment, or the name and  
15 address of the depository with which deposit has been made and such other  
16 information as may be necessary to enable the creditor or other person to whom  
17 payment is to be made to appear and claim payment of the debt or liability;

18 (3) its known assets have been distributed to shareholders, or, if there  
19 are no shareholders, to persons entitled to the assets, or wholly applied or deposited  
20 on account of its debts and liabilities or that it acquired no known assets;

21 (4) the corporation is dissolved.

22 \* **Sec. 16.** AS 10.06.733 is amended to read:

23 **Sec. 10.06.733. Execution and filing of application for certificate of**  
24 **authority.** The application of the corporation for a certificate of authority shall be on  
25 forms prescribed and furnished by the commissioner. The application shall be  
26 executed by the president or vice-president of the corporation and by its secretary or  
27 an assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS SIGNING  
28 THE APPLICATION]. The original application and an exact copy of it shall be  
29 delivered to the commissioner for processing according to AS 10.06.910 and for  
30 issuance of a certificate of authority.

31 \* **Sec. 17.** AS 10.06.760 is amended to read:

1           **Sec. 10.06.760. Filing of statement of change.** A statement of change under  
 2 AS 10.06.758 shall be executed [AND VERIFIED] by the corporation by its president  
 3 or a vice-president [,] and delivered to the commissioner. If the commissioner finds  
 4 that the statement conforms to the provisions of this chapter, the commissioner shall  
 5 file the statement in the office of the commissioner [,] and, upon the filing, the change  
 6 of address of the registered office, or the appointment of a new registered agent, or  
 7 both, as the case may be, becomes effective.

8 \* **Sec. 18.** AS 10.06.783 is amended to read:

9           **Sec. 10.06.783. Form of application for withdrawal.** An application for  
 10 withdrawal shall be made on forms prescribed and furnished by the commissioner and  
 11 shall be executed by the corporation by its president or a vice-president [,] and by its  
 12 secretary or an assistant secretary, [AND VERIFIED BY ONE OF THE OFFICERS  
 13 SIGNING THE APPLICATION,] or, if the corporation is in the hands of a receiver  
 14 or trustee, the application shall be executed [AND VERIFIED] on behalf of the  
 15 corporation by the receiver or trustee.

16 \* **Sec. 19.** AS 10.06.920 is amended to read:

17           **Sec. 10.06.920. Writings; corrections.** A writing relating to a corporation  
 18 filed by the commissioner under this chapter may be corrected if it contains an error  
 19 apparent on the face or defect in the execution of the writing, including the deletion  
 20 of a matter not permitted to be stated in the writing. A certificate, entitled "Certificate  
 21 of Correction of . . . (correct title of writing and name of corporation)", shall be signed  
 22 [, VERIFIED, OR ACKNOWLEDGED] in the same manner as the original writing  
 23 and shall be delivered to the commissioner. The certificate shall set out the name of  
 24 the corporation, the date the writing to be corrected was filed by the commissioner, the  
 25 provision in the writing corrected or eliminated, and, if the execution was defective,  
 26 the proper execution. The filing of the certificate by the commissioner does not alter  
 27 the effective time of the writing being corrected and does not affect any right or  
 28 liability accrued or incurred before the filing. A corporate name may not be changed  
 29 or corrected under this section.

30 \* **Sec. 20.** AS 10.06.990(26) is amended to read:

31           (26) "officers' certificate" means a certificate signed [AND VERIFIED]

1 by the **chair** [CHAIRMAN] of the board, the president or a vice-president and by the  
 2 secretary, the treasurer, or an assistant secretary or assistant treasurer;

3 \* **Sec. 21.** AS 10.15.335 is amended to read:

4 **Sec. 10.15.335. Procedure for incorporation.** Three or more natural persons  
 5 at least 19 years of age may act as incorporators of a cooperative by signing [,  
 6 VERIFYING] and delivering articles for the cooperative in duplicate to the  
 7 commissioner.

8 \* **Sec. 22.** AS 10.15.380 is amended to read:

9 **Sec. 10.15.380. Execution of articles of amendment.** Following adoption of  
 10 an amendment to the articles, it shall be executed in duplicate by the cooperative by  
 11 its president or a **vice-president** [VICE PRESIDENT] and by its secretary or an  
 12 assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS SIGNING THE  
 13 ARTICLES,] and **must** [SHALL] set **out** [FORTH]

14 (1) the name of the cooperative;

15 (2) if an amendment changes a provision of the original or amended  
 16 articles, an identification by reference or description of the affected provision and a  
 17 statement of its text as it is amended to read, or, if an amendment strikes or deletes  
 18 a provision of the original or amended articles, an identification by reference or  
 19 description of the provision stricken or deleted and a statement that it is stricken or  
 20 deleted, and, if the amendment is an addition to the original or amended articles, a  
 21 statement of that fact and the full text of the provision added;

22 (3) the date of the adoption of the amendment by the members;

23 (4) the numbers of members voting for and against the amendment;

24 (5) if affected shareholders had the right to vote, the number of affected  
 25 shareholders, the number of shareholder votes entitled to be voted on the amendment,  
 26 and the number of shareholder votes cast for and against the amendment.

27 \* **Sec. 23.** AS 10.15.420 is amended to read:

28 **Sec. 10.15.420. Execution of articles of merger or consolidation.** Upon  
 29 adoption of the plan of merger or consolidation, articles of merger or articles of  
 30 consolidation, as the case may be, shall be executed in duplicate by each cooperative  
 31 by its president or a **vice-president** [VICE PRESIDENT] and by its secretary or an

1 assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS OF EACH  
2 COOPERATIVE SIGNING THE ARTICLES].

3 \* **Sec. 24.** AS 10.15.465 is amended to read:

4 **Sec. 10.15.465. Execution of statement of intent to dissolve.** Upon the  
5 adoption of the resolution, a statement of intent to dissolve shall be executed in  
6 duplicate by the cooperative by its president or a **vice-president** [VICE PRESIDENT]  
7 and by its secretary or an assistant secretary [, AND VERIFIED BY ONE OF ITS  
8 OFFICERS SIGNING THE STATEMENT,] and must set **out** [FORTH]

9 (1) the name of the cooperative;

10 (2) the names and addresses of its officers;

11 (3) the names and addresses of its directors;

12 (4) a copy of the resolution adopted authorizing the dissolution of the  
13 cooperative;

14 (5) the date of the adoption of the resolution;

15 (6) the number of member votes for and against the resolution;

16 (7) if shareholders were authorized to vote on the resolution, the total  
17 number of authorized shareholder votes, the number of votes cast for and against the  
18 resolution, and the number of votes required by the articles for adoption.

19 \* **Sec. 25.** AS 10.15.485 is amended to read:

20 **Sec. 10.15.485. Execution of statement of revocation of voluntary**  
21 **dissolution proceedings.** Upon the adoption of the resolution of revocation, a  
22 statement of revocation of voluntary dissolution proceedings shall be executed in  
23 duplicate by the cooperative by its president or a **vice-president** [VICE PRESIDENT]  
24 and its secretary or an assistant secretary [, AND VERIFIED BY ONE OF THE  
25 OFFICERS SIGNING THE STATEMENT,] and must set **out** [FORTH] a copy of the  
26 adopted resolution and other pertinent information as required by AS 10.15.460 and  
27 10.15.465 to be set **out** [FORTH] in a statement of intent to dissolve.

28 \* **Sec. 26.** AS 10.15.495 is amended to read:

29 **Sec. 10.15.495. Articles of dissolution.** If voluntary dissolution proceedings  
30 have not been revoked, when all debts, liabilities, and obligations of the cooperative  
31 have been paid and discharged, or adequate provision has been made for their payment

1 and discharge, and all of the remaining property and assets of the cooperative have  
 2 been distributed to the persons entitled to them, articles of dissolution shall be  
 3 executed in duplicate by the cooperative by its president or a **vice-president** [VICE  
 4 PRESIDENT] and its secretary or **an** assistant secretary [, AND VERIFIED BY ONE  
 5 OF THE OFFICERS SIGNING THE ARTICLES]. The articles of dissolution must  
 6 set out

7 (1) the name of the cooperative;

8 (2) that the department has filed a statement of intent to dissolve the  
 9 cooperative [,] and the date on which the statement was filed;

10 (3) that all the property and assets of the cooperative remaining after  
 11 payment or discharge, or adequate provision for payment or discharge of all debts,  
 12 obligations, and liabilities of the cooperative, have been distributed to the persons  
 13 entitled to them in accordance with their rights and interests;

14 (4) that there are no suits pending against the cooperative in any court,  
 15 or that adequate provision has been made for the satisfaction of any judgment, order,  
 16 or decree **that** [WHICH] may be entered against it in a pending suit.

17 \* **Sec. 27.** AS 10.15.520 is amended to read:

18 **Sec. 10.15.520. Deposit with department of amount due persons who**  
 19 **cannot be found.** Upon the voluntary or involuntary dissolution of a cooperative, the  
 20 portion of the assets distributable to a creditor, member, shareholder, or patron or other  
 21 person unknown or who cannot be found, or who is under a disability with no person  
 22 legally competent to receive the distributive portion, shall be reduced to cash [,] and,  
 23 within six months after the final dividend in the liquidation or winding up is payable,  
 24 shall be deposited with the department. The receiver or other liquidating agent shall  
 25 prepare in duplicate [AND UNDER OATH] a statement containing the names and last  
 26 known addresses of the persons entitled to the funds [,] and shall file the statement  
 27 with the department. The department shall handle the funds in accordance with  
 28 AS 34.45.110 - 34.45.780.

29 \* **Sec. 28.** AS 10.20.036 is amended to read:

30 **Sec. 10.20.036. Change of registered office or agent.** (a) A corporation,  
 31 domestic or foreign, may change its registered office, agent, or both, by filing with the

1 department a [VERIFIED] statement signed by the president or the **vice-president**  
 2 [VICE PRESIDENT] setting out

- 3 (1) the name of the corporation;  
 4 (2) the address of its registered office;  
 5 (3) the address of its new registered office if the registered office is to  
 6 be changed;  
 7 (4) the name of its registered agent;  
 8 (5) the name of its new registered agent [,] if its registered agent is to  
 9 be changed;  
 10 (6) that the change is authorized by resolution of its board of directors.

11 (b) Upon finding that the [VERIFIED] statement complies with this chapter,  
 12 the commissioner shall file it in the commissioner's office. The change becomes  
 13 effective when the statement is filed.

14 \* **Sec. 29.** AS 10.20.041(b) is amended to read:

15 (b) The statement in (a) of this section shall be executed by the registered  
 16 agent in the agent's individual name and, if the agent is a corporation, domestic or  
 17 foreign, it shall be executed [AND VERIFIED] by its president or a **vice-president**  
 18 [VICE PRESIDENT]. The statement shall be delivered to the commissioner who,  
 19 upon finding that it complies with this chapter, shall file it in the commissioner's  
 20 office. The change becomes effective when the statement is filed.

21 \* **Sec. 30.** AS 10.20.146 is amended to read:

22 **Sec. 10.20.146. Incorporators.** Three or more natural persons at least 19  
 23 years of age may act as incorporators of a corporation by signing [, VERIFYING] and  
 24 delivering in duplicate to the commissioner articles of incorporation for the  
 25 corporation.

26 \* **Sec. 31.** AS 10.20.201 is amended to read:

27 **Sec. 10.20.201. Execution of restated articles of incorporation.** Upon  
 28 approval, the restated articles of incorporation shall be executed in duplicate by the  
 29 corporation by its president or a **vice-president** [VICE PRESIDENT,] and by its  
 30 secretary or assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS  
 31 SIGNING THE ARTICLES].

1 \* **Sec. 32.** AS 10.20.246 is amended to read:

2           **Sec. 10.20.246. Execution and verification of articles of merger or**  
 3           **consolidation.** Upon approval of the plan of merger or consolidation, articles of  
 4 merger or articles of consolidation shall be executed in duplicate by each corporation  
 5 by its president or a **vice-president** [VICE PRESIDENT] and its secretary or an  
 6 assistant secretary [, AND VERIFIED BY ONE OF THE OFFICERS OF EACH  
 7 CORPORATION SIGNING THE ARTICLES].

8 \* **Sec. 33.** AS 10.20.290(e) is amended to read:

9           (e) Following the adoption of a resolution to dissolve, a copy of it executed  
 10 by the corporation's president or vice-president and a secretary or assistant secretary  
 11 [AND VERIFIED BY ONE OF THE OFFICERS SIGNING] shall be immediately  
 12 filed with the commissioner. The resolution **must** [SHALL] state the number of  
 13 members and the number of directors voting for and against it.

14 \* **Sec. 34.** AS 10.20.310 is amended to read:

15           **Sec. 10.20.310. Articles of dissolution.** If voluntary dissolution proceedings  
 16 have not been revoked, then, after all debts, liabilities, and obligations of the  
 17 corporation have been paid and discharged, or adequate provision made for payment,  
 18 and all of the remaining property and assets of the corporation transferred, conveyed,  
 19 or distributed in accordance with the provisions of this chapter, articles of dissolution  
 20 shall be executed in duplicate by the corporation by its president or a **vice-president**  
 21 [VICE PRESIDENT,] and its secretary or an assistant secretary [, AND VERIFIED BY  
 22 ONE OF THE OFFICERS SIGNING THE ARTICLES]. The articles of dissolution  
 23 must set out

24                           (1) the name of the corporation;

25                           (2) if there are members entitled to vote,

26   (A) a statement setting out the date of the meeting of members  
 27 at which the resolution to dissolve was adopted, that a quorum was present at  
 28 the meeting, and that the resolution received at least two-thirds of the votes  
 29 **that** [WHICH] members present at the meeting or represented by proxy were  
 30 entitled to cast; [,] or

31   (B) a statement that the resolution was adopted by a consent in

1 writing signed by all members entitled to vote;

2 (3) if there are no members, or no members entitled to vote, a  
3 statement of the fact, the date of the meeting of the board of directors at which the  
4 resolution to dissolve was adopted, and a statement of the fact that the resolution  
5 received the vote of a majority of the directors in office;

6 (4) that all debts, obligations, and liabilities of the corporation have  
7 been paid and discharged or that adequate provision has been made for the payment;

8 (5) a copy of the plan of distribution, if any, as adopted by the  
9 corporation, or a statement that no plan was adopted;

10 (6) that all the remaining property and assets of the corporation have  
11 been transferred, conveyed, or distributed in accordance with the provisions of this  
12 chapter;

13 (7) that there are no suits pending against the corporation in any court,  
14 or that adequate provision has been made for the satisfaction of a judgment, order, or  
15 decree that [WHICH] may be entered against it in a pending suit.

16 \* **Sec. 35.** AS 10.20.490 is amended to read:

17 **Sec. 10.20.490. Form of application.** The application must [SHALL] be on  
18 forms prescribed and furnished by the commissioner and shall be executed in duplicate  
19 by the corporation [,] by its president or vice-president [VICE PRESIDENT,] and by  
20 its secretary or an assistant secretary [, AND VERIFIED BY ONE OF THE  
21 OFFICERS SIGNING THE APPLICATION].

22 \* **Sec. 36.** AS 10.20.520 is amended to read:

23 **Sec. 10.20.520. Filing of statement.** The statement shall be executed by the  
24 corporation [,] by its president or a vice-president [VICE PRESIDENT, AND  
25 VERIFIED BY THAT PERSON,] and delivered to the commissioner. Upon finding  
26 that the statement conforms to the provisions of this chapter, the commissioner shall  
27 file the statement in the commissioner's office, and, upon filing the statement, the  
28 change of address of the registered office, or the change of registered agent, or both,  
29 becomes effective.

30 \* **Sec. 37.** AS 10.20.570 is amended to read:

31 **Sec. 10.20.570. Form of application for withdrawal.** The application for



1 withdrawal shall be made on forms prescribed and furnished by the commissioner and  
 2 shall be executed by the corporation [,] by its president or a **vice-president** [VICE  
 3 PRESIDENT] and by its secretary or an assistant secretary, [AND VERIFIED BY  
 4 ONE OF THE OFFICERS SIGNING THE APPLICATION,] or, if the corporation is  
 5 in the hands of a receiver or trustee, the application shall be executed on behalf of the  
 6 corporation by the receiver or trustee [AND VERIFIED BY THE RECEIVER OR  
 7 TRUSTEE].

8 \* **Sec. 38.** AS 10.20.655(b) is amended to read:

9 (b) The interrogatories shall be answered within 30 days after mailing, or  
 10 within the additional time fixed by the commissioner, and the answers shall be full and  
 11 complete, in writing and under **penalty of unsworn falsification under AS 11.56.210**  
 12 [OATH]. If the interrogatories are directed to an individual, they shall be answered  
 13 by that individual [,] and, if directed to a corporation, they shall be answered by the  
 14 president, **vice-president** [VICE PRESIDENT], secretary, or assistant secretary of the  
 15 corporation.

16 \* **Sec. 39.** AS 10.25.480 is amended to read:

17 **Sec. 10.25.480. Execution and filing of statement.** The statement of change  
 18 of office or agent shall be executed by the cooperative by its presiding officer [,  
 19 VERIFIED BY THE PERSON EXECUTING THE STATEMENT,] and directed to  
 20 the commissioner. If the commissioner finds that the statement conforms to this  
 21 chapter, the commissioner shall file it in the commissioner's office. Upon the filing,  
 22 the change of address of the registered office, and the appointment of the registered  
 23 agent, or both, as the case may be, is effective.

24 \* **Sec. 40.** AS 10.50.060 is amended to read:

25 **Sec. 10.50.060. Change of registered office or agent.** (a) A limited liability  
 26 company may change its registered office, agent, or both, by filing with the department  
 27 a [VERIFIED] signed statement that includes

- 28 (1) the name of the company;  
 29 (2) the address of its registered office;  
 30 (3) the address of its new registered office if the registered office is to  
 31 be changed;

1 (4) the name of its registered agent;  
 2 (5) the name of its new registered agent [,] if the registered agent is to  
 3 be changed; and

4 (6) a statement that the change is authorized by the company's manager,  
 5 or, if the company is not managed by a manager, by the members.

6 (b) If the department finds that the [VERIFIED] statement complies with this  
 7 chapter, the department shall file it in the department's office. The change becomes  
 8 effective when the statement is filed.

9 \* **Sec. 41.** AS 10.50.063(a) is amended to read:

10 (a) A registered agent of a limited liability company may change the location  
 11 of the agent's office from one address to another in this state. The agent may change  
 12 the registered office for each company for which the person is acting as registered  
 13 agent by filing in the department a statement setting out the name of the agent, the  
 14 address of the agent's office before change, the address to which the office is changed,  
 15 and a list of companies for which the person is the registered agent. The statement  
 16 shall be executed by the registered agent in the individual name of the agent or, if the  
 17 agent is a corporation, it shall be executed [AND VERIFIED] by its president or a  
 18 vice-president. The statement shall be delivered to the department and the limited  
 19 liability company and, if the department finds that the statement complies with this  
 20 chapter, the department shall file it. The change becomes effective when the statement  
 21 is filed.

22 \* **Sec. 42.** AS 32.05.540(a) is amended to read:

23 (a) A registered limited liability partnership may change its registered office,  
 24 agent, or both, by filing with the department a [VERIFIED] signed statement that  
 25 includes

26 (1) the name of the partnership;  
 27 (2) the address of its registered office;  
 28 (3) the address of its new registered office if the registered office is to  
 29 be changed;  
 30 (4) the name of its registered agent;  
 31 (5) the name of its new registered agent if the registered agent is to be

1 changed; and

2 (6) a statement that the change was authorized by one or more of the  
3 partners.

4 \* **Sec. 43.** AS 32.05.540(c) is amended to read:

5 (c) A registered agent of a limited liability partnership may change the location  
6 of the agent's office from one address to another in this state. The agent may change  
7 the registered office for each limited liability partnership for which the person is acting  
8 as registered agent by filing in the department a statement setting out the name of the  
9 agent, the address of the agent's office before change, the address to which the office  
10 is changed, and a list of companies for which the person is the registered agent. The  
11 statement shall be executed by the registered agent in the individual name of the agent,  
12 or, if the agent is a corporation, it shall be executed [AND VERIFIED] by its president  
13 or a vice-president. The statement shall be delivered to the department and the limited  
14 liability partnership, and, if the department finds that the statement complies with this  
15 chapter, the department shall file it. The change becomes effective when the statement  
16 is filed.

17 \* **Sec. 44.** AS 32.11.830(b) is amended to read:

18 (b) A limited partnership may change its registered office, registered agent, or  
19 both, by filing with the department a [VERIFIED] statement signed by a general  
20 partner stating

21 (1) the name of the limited partnership;

22 (2) the address of its registered office;

23 (3) the address of its new registered office if the registered office is  
24 being changed;

25 (4) the name of its registered agent;

26 (5) the name of its new registered agent if the registered agent is being  
27 changed; and

28 (6) a statement that the change has been approved by all of the general  
29 partners.

30 \* **Sec. 45.** AS 34.45.280(b) is amended to read:

31 (b) The report must be **made on a form bearing a notice that statements are**

1 **made under penalty of unsworn falsification** [VERIFIED] and must include

2 (1) except with respect to traveler's checks and money orders, the name,  
3 if known, and last known address, if any, of each person appearing from the records  
4 of the holder to be the owner of property, the value of which is \$100 or more,  
5 presumed abandoned under AS 34.45.110 - 34.45.430 and other statutes specifically  
6 made subject to this reporting requirement;

7 (2) in the case of unclaimed money amounting to \$100 or more, held  
8 or owing under a life or endowment insurance policy or annuity contract, the full name  
9 and last known address of the insured or annuitant and of the beneficiary or other  
10 person who is entitled to the proceeds according to the records of the insurance  
11 company holding or owing the funds;

12 (3) in the case of the contents of a safe deposit box or other  
13 safekeeping repository or of other tangible personal property, a description of the  
14 property and the place where it is held and may be inspected by the department [,] and  
15 any amounts owing to the holder;

16 (4) the nature and identifying number, if any, or description of the  
17 property and the amount appearing from the records to be due; items of value under  
18 \$100 each may be reported in the aggregate;

19 (5) the date the property became payable, demandable, or returnable,  
20 and the date of the last transaction with the apparent owner with respect to the  
21 property; and

22 (6) other information that the department prescribes by regulation as  
23 necessary for the administration of this chapter.

24 \* **Sec. 46.** AS 34.45.290(a) is amended to read:

25 (a) The department may require a person who has not filed a report under  
26 AS 34.45.280 to file a [VERIFIED] report, **made under penalty of unsworn**  
27 **falsification**, stating whether the person is holding unclaimed property reportable or  
28 deliverable under AS 34.45.110 - 34.45.780.

29 \* **Sec. 47.** AS 34.45.320(b) is amended to read:

30 (b) If the owner establishes the right to receive the abandoned property to the  
31 satisfaction of the holder before the property has been delivered or if it appears that

1 the presumption of abandonment is erroneous, the holder need not pay or deliver the  
 2 property to the department, and the property is no longer presumed abandoned. The  
 3 holder shall file with the department a [VERIFIED] written explanation, **made under**  
 4 **penalty of unsworn falsification**, of the proof of claim or of the error in the  
 5 presumption of abandonment.

6 \* **Sec. 48.** AS 34.45.380(a) is amended to read:

7 (a) A person, excluding another state, claiming an interest in property paid or  
 8 delivered to the department may file a claim on a form prescribed by the department  
 9 and **bearing a notice that statements are made under penalty of unsworn**  
 10 **falsification** [VERIFIED BY THE CLAIMANT].

11 \* **Sec. 49.** AS 34.45.760 is amended by adding a new paragraph to read:

12 (17) "unsworn falsification" means the offense described in  
 13 AS 11.56.210.

14 \* **Sec. 50.** AS 40.21.120 is amended to read:

15 **Sec. 40.21.120. Standards of clarity, accuracy, and permanency of copies.**

16 When a public officer performing duties under this chapter is required or authorized  
 17 by law to record, copy, recopy, or replace any public record, the officer may do so by  
 18 photostatic, photographic, microphotographic, microfilm, or other mechanical **or**  
 19 **optical disk imaging system** process that produces a clear **and** [,] accurate [AND  
 20 PERMANENT] copy or reproduction of the original record. **If a record is considered**  
 21 **to be of permanent or archival value, a reproduction of the record must meet**  
 22 **archival standards approved** [, IN ACCORDANCE WITH THE LATEST  
 23 STANDARDS APPROVED FOR THE REPRODUCTION OF PERMANENT  
 24 RECORDS] by the department.

25 \* **Sec. 51.** AS 40.21.150(5) is amended to read:

26 (5) "record" means any document, paper, book, letter, drawing, map,  
 27 plat, photo, photographic file, motion picture film, microfilm, microphotograph,  
 28 exhibit, magnetic or paper tape, punched card, **electronic record**, or other document  
 29 of any other material, regardless of physical form or characteristic, developed or  
 30 received under law or in connection with the transaction of official business and  
 31 preserved or appropriate for preservation by an agency or **a** political subdivision, as

1 evidence of the organization, function, policies, decisions, procedures, operations, or  
2 other activities of the state or political subdivision or because of the informational  
3 value in them; the term does not include library and museum material developed or  
4 acquired and preserved solely for reference, historical, or exhibition purposes, extra  
5 copies of documents preserved solely for convenience of reference, or stocks of  
6 publications and processed documents;

7 \* **Sec. 52.** AS 40.21.150 is amended by adding a new paragraph to read:

8 (8) "electronic record" means any information that is recorded in  
9 machine readable form.

10 \* **Sec. 53.** AS 45.50.020 is amended to read:

11 **Sec. 45.50.020. Application for registration.** Subject to limitations under  
12 AS 45.50.010 - 45.50.205, a person who uses a mark in the state may file with the  
13 commissioner, on a form furnished by the department and in a manner complying with  
14 AS 45.50.010 - 45.50.205, an application for registration of that mark setting out the  
15 following information:

16 (1) the name and business address of the registrant and, if the registrant  
17 is a

18 (A) corporation, the state of incorporation; or

19 (B) partnership, the state in which the partnership is organized

20 and the names of the general partners;

21 (2) the goods or services on or in connection with which the mark is  
22 used, the manner in which the mark is used on or in connection with the goods or  
23 services, and the class of the goods or services;

24 (3) the date when the mark was first used anywhere and the date when  
25 it was first used in this state by the applicant or a predecessor in interest;

26 (4) a statement that the applicant is the owner of the mark, that the  
27 mark is in use, and that, to the knowledge of the individual **signing** [VERIFYING] the  
28 application, no other person has the right to use the mark either in the identical form  
29 or in a near resemblance to it as to be likely, when applied to the goods or services  
30 of another person, to cause confusion or mistake, or to deceive; and

31 (5) a statement as to whether the applicant, or a predecessor in interest,

1 has filed an application to register the mark, or portions or a composite of the mark,  
2 with the United States Patent and Trademark Office, and, if so, information regarding  
3 that application, including the filing date and serial number, the status of that  
4 application, whether that application was refused registration or otherwise did not  
5 result in a registration, and, if so, the reasons that application did not result in a  
6 registration.

7 \* **Sec. 54.** AS 45.50.030 is amended to read:

8 **Sec. 45.50.030. Form of application.** The application shall be signed [AND  
9 VERIFIED] by the applicant or by a member of the firm or an officer of the  
10 corporation, partnership, or association applying. The application shall be  
11 accompanied by three specimens showing the actual use of the mark on or in  
12 connection with the goods or services.

13 \* **Sec. 55.** AS 45.50.070(b) is amended to read:

14 (b) An application for renewal of a registration must include a **signed**  
15 [VERIFIED] statement that the mark has been used and is still in use. Three  
16 specimens showing actual use of the mark on or in connection with the goods or  
17 services shall be submitted with the renewal application.

18 \* **Sec. 56.** AS 45.50.125(a) is amended to read:

19 (a) The name of a registrant or applicant may be changed by filing the change  
20 of name with the commissioner on a form furnished by the department that has been  
21 signed [AND VERIFIED] by the registrant or applicant and paying a filing fee of \$25.  
22 The commissioner shall issue in the changed name of a registrant an amended  
23 certificate of registration.