



LAWS OF ALASKA

1998

Source

CSSB 232(JUD)

Chapter No.

65

AN ACT

Relating to electronic signatures, electronic records, requirements for records, and the reproduction of public records.

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

THE ACT FOLLOWS ON PAGE 1

Approved by the Governor: June 3, 1998

Actual Effective Date: September 1, 1998

AN ACT

1 Relating to electronic signatures, electronic records, requirements for records, and the
2 reproduction of public records.

3

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:

Chapter 65

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

Chapter 65

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:

Chapter 65

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:

Chapter 65

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

Chapter 65

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

Chapter 65

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

Chapter 65

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;

Chapter 65

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

Chapter 65

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

Chapter 65

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.