

HOUSE BILL NO. 345

IN THE LEGISLATURE OF THE STATE OF ALASKA

TWENTIETH LEGISLATURE - SECOND SESSION

BY THE HOUSE RULES COMMITTEE BY REQUEST OF THE GOVERNOR

Introduced: 1/23/98

Referred: House Special Committee on Telecommunications, Labor and Commerce

A BILL

FOR AN ACT ENTITLED

1 "An Act relating to electronic records and signatures, revising certain requirements
2 that signatures be notarized or verified, and providing for electronic records in
3 the state archives; relating to the permanency of records in the state archives;
4 and providing for an effective date."

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

6 * **Section 1.** AS 01 is amended by adding a new chapter to read:

7 **Chapter 15. Electronic Records and Signatures.**

8 **Sec. 01.15.010. Purposes and construction.** This chapter shall be construed
9 consistently with what is commercially reasonable under the circumstances and to
10 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;

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

3 (4) to establish, in coordination with multiple states, uniform standards
4 regarding the authentication and reliability of electronic messages, records, and
5 signatures; and

6 (5) to promote the development of electronic government and electronic
7 commerce.

8 **Sec. 01.15.015. Electronic records and signatures.** (a) A person, including
9 an entity or the state or its political subdivisions, may accept or agree to be bound by
10 an electronic record executed or adopted with an electronic signature. If a person
11 accepts or agrees to be bound by an electronic record executed or adopted with an
12 electronic signature,

13 (1) any legal requirement that mandates a record of that type to be in
14 writing is considered satisfied;

15 (2) any legal requirement that mandates a record be on a specified form
16 is considered satisfied if the electronic record is submitted in the prescribed format;
17 and

18 (3) any legal requirement that requires a signature on the record is
19 considered satisfied.

20 (b) A state agency, including the office of the lieutenant governor, that intends
21 to accept or agree to be bound by an electronic record executed or adopted with an
22 electronic signature shall adopt regulations necessary to interpret and implement this
23 section.

24 (c) If a regulation adopted by a state agency under (b) of this section conflicts
25 with a written record or written signature requirement of another statute, the state
26 agency's regulation controls.

27 **Sec. 01.15.900. Definitions.** In this chapter, unless the context requires
28 otherwise,

29 (1) "electronic signature" means an electronic or digital method,
30 executed or adopted by a person with the intent to be bound by or to authenticate a
31 record, that is unique to the person using it, is capable of verification, is under the sole

1 control of the person using it, and is linked to data in such a manner that if the data
2 are changed the electronic signature is invalidated;

3 (2) "record" means information that is inscribed on a tangible medium
4 or that is stored in an electronic or other medium and is retrievable in perceivable
5 form; "record" includes both electronic records and printed, typewritten, and tangible
6 records.

7 * **Sec. 2.** AS 06.05.045(a) is amended to read:

8 (a) Each state bank shall make at least four reports of condition each year to
9 the department on days designated by, and on forms prescribed by, the department.
10 The report shall be signed by a duly authorized officer of the bank, and shall be
11 **signed** [VERIFIED] by at least three directors who certify under **penalty of unsworn**
12 **falsification under AS 11.56.210** [OATH] that they and each of them have personal
13 knowledge of the facts stated in the report and that the facts are true. The reports shall
14 exhibit in detail and under appropriate heads the resources and liabilities of the bank,
15 and must be received by the department within 30 calendar days after the end of the
16 period covered by the report.

17 * **Sec. 3.** AS 09.25.120(a) is amended to read:

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

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

22 (2) records pertaining to juveniles unless disclosure is authorized by
23 law;

24 (3) medical and related public health records;

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

27 (5) to the extent the records are required to be kept confidential under
28 20 U.S.C. 1232g and the regulations adopted under 20 U.S.C. 1232g in order to secure
29 or retain federal assistance;

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

1 (A) could reasonably be expected to interfere with enforcement
2 proceedings;

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

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

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

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

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

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

16 (7) names, addresses, and other information identifying a person as a
17 participant in the advance college tuition payment program under AS 14.40.803 -
18 14.40.817;

19 **(8) records containing information that would disclose or might**
20 **lead to the disclosure of any component in the process used to execute or adopt**
21 **an electronic signature if the disclosure would or might cause the electronic**
22 **signature to cease being under the sole control of the person using it; in this**
23 **paragraph, "electronic signature" has the meaning given that term in**
24 **AS 01.15.900.**

25 * Sec. 4. AS 10.06.165 is amended to read:

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

29 (1) the name of the corporation;

30 (2) the address of its registered office;

31 (3) the address of its new registered office if the registered office is to

1 be changed;

2 (4) the name of its registered agent;

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

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

7 (b) If the commissioner finds that the [VERIFIED] statement **described in (a)**
8 **of this section** complies with this chapter, the commissioner shall file it in the
9 commissioner's office. The change becomes effective when the statement is filed.

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

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

23 * **Sec. 6.** AS 10.06.205 is amended to read:

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

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

29 (a) Before the issuance of shares of a class the rights, preferences, privileges,
30 and restrictions of which have been fixed by resolution of the board, or before the
31 issuance of shares of a series established by resolution of the board, the corporation

1 shall file with the commissioner a statement, and an exact copy of the statement,
 2 signed by the president or vice-president and the secretary or assistant secretary,
 3 [VERIFIED BY ONE OF THE OFFICERS SIGNING THE STATEMENT,] and
 4 setting out:

5 (1) the name of the corporation;

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

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

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

12 * **Sec. 8.** AS 10.06.510 is amended to read:

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

17 (1) name of the corporation;

18 (2) amendment adopted;

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

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

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

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

31 * **Sec. 9.** AS 10.06.516 is amended to read:

1 **Sec. 10.06.516. Restated articles of incorporation.** A domestic corporation
 2 may, by resolution adopted by the board, restate its articles of incorporation as
 3 amended up to that time. Upon the adoption of the resolution, restated articles shall
 4 be executed by the corporation by its president or a vice-president and by its secretary
 5 or assistant secretary [AND VERIFIED BY ONE OF THE OFFICERS SIGNING THE
 6 ARTICLES] and shall set out all of the operative provisions of the articles as amended
 7 up to that time together with a statement that the restated articles correctly set out
 8 without change the corresponding provisions of the articles as amended up to that time
 9 and that the restated articles supersede the original articles and all amendments to
 10 them.

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

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

20 * **Sec. 11.** AS 10.06.550 is amended to read:

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

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

27 (2) number of shares outstanding of each corporation, and, if the shares
 28 of a class were entitled to vote as a class, the designation and number of outstanding
 29 shares of the class; and

30 (3) number of shares voted for and against the plan, and, if the shares
 31 of a class were entitled to vote as a class, the number of shares of the class voted for

1 and against the plan.

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

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

7 (1) plan of merger;

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

11 (3) date of the mailing to shareholders of the subsidiary corporation of
12 the plan of merger.

13 * **Sec. 13.** AS 10.06.608(b) is amended to read:

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

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

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

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

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

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

1 (a) A voluntary election to wind up and dissolve under AS 10.06.605 may be
2 revoked before distribution of assets by an election to revoke made in the same manner
3 as an election under AS 10.06.605. A certificate evidencing the election to revoke
4 shall be signed[, VERIFIED,] and filed in the manner prescribed in AS 10.06.608.

5 * **Sec. 15.** AS 10.06.620 is amended to read:

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

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

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

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

23 (4) the corporation is dissolved.

24 * **Sec. 16.** AS 10.06.733 is amended to read:

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

1 issuance of a certificate of authority.

2 * **Sec. 17.** AS 10.06.760 is amended to read:

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

10 * **Sec. 18.** AS 10.06.783 is amended to read:

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

18 * **Sec. 19.** AS 10.06.920 is amended to read:

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

1 * **Sec. 20.** AS 10.15.335 is amended to read:

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

6 * **Sec. 21.** AS 10.15.380 is amended to read:

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

- 12 (1) the name of the cooperative;
- 13 (2) if an amendment changes a provision of the original or amended
14 articles, an identification by reference or description of the affected provision and a
15 statement of its text as it is amended to read, or if an amendment strikes or deletes a
16 provision of the original or amended articles, an identification by reference or
17 description of the provision stricken or deleted and a statement that it is stricken or
18 deleted, and if the amendment is an addition to the original or amended articles, a
19 statement of that fact and the full text of the provision added;
- 20 (3) the date of the adoption of the amendment by the members;
- 21 (4) the numbers of members voting for and against the amendment;
- 22 (5) if affected shareholders had the right to vote, the number of affected
23 shareholders, the number of shareholder votes entitled to be voted on the amendment,
24 and the number of shareholder votes cast for and against the amendment.

25 * **Sec. 22.** AS 10.15.420 is amended to read:

26 **Sec. 10.15.420. Execution of articles of merger or consolidation.** Upon
27 adoption of the plan of merger or consolidation, articles of merger or articles of
28 consolidation, as the case may be, shall be executed in duplicate by each cooperative
29 by its president or a vice president and by its secretary or an assistant secretary[, AND
30 VERIFIED BY ONE OF THE OFFICERS OF EACH COOPERATIVE SIGNING
31 THE ARTICLES].

1 * **Sec. 23.** AS 10.15.465 is amended to read:

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

7 (1) the name of the cooperative;

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

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

10 (4) a copy of the resolution adopted authorizing the dissolution of the
11 cooperative;

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

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

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

17 * **Sec. 24.** AS 10.15.485 is amended to read:

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

26 * **Sec. 25.** AS 10.15.495 is amended to read:

27 **Sec. 10.15.495. Articles of dissolution.** If voluntary dissolution proceedings
28 have not been revoked, when all debts, liabilities and obligations of the cooperative
29 have been paid and discharged, or adequate provision has been made for their payment
30 and discharge, and all of the remaining property and assets of the cooperative have
31 been distributed to the persons entitled to them, articles of dissolution shall be

1 executed in duplicate by the cooperative by its president or a vice president and its
 2 secretary or assistant secretary[, AND VERIFIED BY ONE OF THE OFFICERS
 3 SIGNING THE ARTICLES]. The articles of dissolution must set out

4 (1) the name of the cooperative;

5 (2) that the department has filed a statement of intent to dissolve the
 6 cooperative, and the date on which the statement was filed;

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

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

14 * **Sec. 26.** AS 10.20.036 is amended to read:

15 **Sec. 10.20.036. Change of registered office or agent.** (a) A corporation,
 16 domestic or foreign, may change its registered office, agent, or both, by filing with the
 17 department a [VERIFIED] statement signed by the president or the vice president
 18 setting out

19 (1) the name of the corporation;

20 (2) the address of its registered office;

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

23 (4) the name of its registered agent;

24 (5) the name of its new registered agent, if its registered agent is to be
 25 changed; **and**

26 (6) that the change is authorized by resolution of its board of directors.

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

30 * **Sec. 27.** AS 10.20.041(b) is amended to read:

31 (b) The statement in (a) of this section shall be executed by the registered

1 agent in the agent's individual name and, if the agent is a corporation, domestic or
2 foreign, it shall be executed [AND VERIFIED] by its president or a vice president.
3 The statement shall be delivered to the commissioner who, upon finding that it
4 complies with this chapter, shall file it in the commissioner's office. The change
5 becomes effective when the statement is filed.

6 * **Sec. 28.** AS 10.20.146 is amended to read:

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

11 * **Sec. 29.** AS 10.20.201 is amended to read:

12 **Sec. 10.20.201. Execution of restated articles of incorporation.** Upon
13 approval, the restated articles of incorporation shall be executed in duplicate by the
14 corporation by its president or a vice president, and by its secretary or assistant
15 secretary[, AND VERIFIED BY ONE OF THE OFFICERS SIGNING THE
16 ARTICLES].

17 * **Sec. 30.** AS 10.20.246 is amended to read:

18 **Sec. 10.20.246. Execution [AND VERIFICATION] of articles of merger or**
19 **consolidation.** Upon approval of the plan of merger or consolidation, articles of
20 merger or articles of consolidation shall be executed in duplicate by each corporation
21 by its president or a vice president and its secretary or an assistant secretary[, AND
22 VERIFIED BY ONE OF THE OFFICERS OF EACH CORPORATION SIGNING
23 THE ARTICLES].

24 * **Sec. 31.** AS 10.20.290(e) is amended to read:

25 (e) Following the adoption of a resolution to dissolve, a copy of it executed
26 by the corporation's president or vice-president and a secretary or assistant secretary
27 [AND VERIFIED BY ONE OF THE OFFICERS SIGNING] shall be immediately
28 filed with the commissioner. The resolution shall state the number of members and
29 the number of directors voting for and against it.

30 * **Sec. 32.** AS 10.20.310 is amended to read:

31 **Sec. 10.20.310. Articles of dissolution.** If voluntary dissolution proceedings

1 have not been revoked, then after all debts, liabilities, and obligations of the
 2 corporation have been paid and discharged, or adequate provision made for payment,
 3 and all of the remaining property and assets of the corporation transferred, conveyed,
 4 or distributed in accordance with the provisions of this chapter, articles of dissolution
 5 shall be executed in duplicate by the corporation by its president or a vice president,
 6 and its secretary or an assistant secretary[, AND VERIFIED BY ONE OF THE
 7 OFFICERS SIGNING THE ARTICLES]. The articles of dissolution must set out

8 (1) the name of the corporation;

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

10 (A) a statement setting out the date of the meeting of members
 11 at which the resolution to dissolve was adopted, that a quorum was present at
 12 the meeting, and that the resolution received at least two-thirds of the votes
 13 **that** [WHICH] members present at the meeting or represented by proxy were
 14 entitled to cast, or

15 (B) a statement that the resolution was adopted by a consent in
 16 writing signed by all members entitled to vote;

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

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

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

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

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

31 * **Sec. 33.** AS 10.20.490 is amended to read:

1 **Sec. 10.20.490. Form of application.** The application shall be on forms
2 prescribed and furnished by the commissioner and shall be executed in duplicate by
3 the corporation, by its president or vice president, and by its secretary or an assistant
4 secretary[, AND VERIFIED BY ONE OF THE OFFICERS SIGNING THE
5 APPLICATION].

6 * **Sec. 34.** AS 10.20.520 is amended to read:

7 **Sec. 10.20.520. Filing of statement.** The statement shall be executed by the
8 corporation, by its president or a vice president[, AND VERIFIED BY THAT
9 PERSON,] and delivered to the commissioner. Upon finding that the statement
10 conforms to the provisions of this chapter, the commissioner shall file the statement
11 in the commissioner's office, and upon filing the statement, the change of address of
12 the registered office, or the change of registered agent, or both, becomes effective.

13 * **Sec. 35.** AS 10.20.570 is amended to read:

14 **Sec. 10.20.570. Form of application for withdrawal.** The application for
15 withdrawal shall be made on forms prescribed and furnished by the commissioner and
16 shall be executed by the corporation, by its president or a vice president and by its
17 secretary or an assistant secretary, [AND VERIFIED BY ONE OF THE OFFICERS
18 SIGNING THE APPLICATION,] or, if the corporation is in the hands of a receiver
19 or trustee, the application shall be executed on behalf of the corporation by the
20 receiver or trustee [AND VERIFIED BY THE RECEIVER OR TRUSTEE].

21 * **Sec. 36.** AS 10.25.480 is amended to read:

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

29 * **Sec. 37.** AS 10.50.060 is amended to read:

30 **Sec. 10.50.060. Change of registered office or agent.** (a) A limited liability
31 company may change its registered office, agent, or both, by filing with the department

1 a [VERIFIED] signed statement that includes

2 (1) the name of the company;

3 (2) the address of its registered office;

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

6 (4) the name of its registered agent;

7 (5) the name of its new registered agent, if the registered agent is to
8 be changed; and

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

11 (b) If the department finds that the [VERIFIED] statement **described in (a)**
12 **of this section** complies with this chapter, the department shall file it in the
13 department's office. The change becomes effective when the statement is filed.

14 * **Sec. 38.** AS 10.50.063(a) is amended to read:

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

27 * **Sec. 39.** AS 32.05.540(a) is amended to read:

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

31 (1) the name of the partnership;

- 1 (2) the address of its registered office;
2 (3) the address of its new registered office if the registered office is to
3 be changed;
4 (4) the name of its registered agent;
5 (5) the name of its new registered agent if the registered agent is to be
6 changed; and
7 (6) a statement that the change was authorized by one or more of the
8 partners.

9 * **Sec. 40.** AS 32.05.540(c) is amended to read:

10 (c) A registered agent of a limited liability partnership 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 limited liability partnership for which the person is acting
13 as registered agent by filing in the department a statement setting out the name of the
14 agent, the address of the agent's office before change, the address to which the office
15 is changed, and a list of companies for which the person is the registered agent. The
16 statement shall be executed by the registered agent in the individual name of the agent,
17 or, if the agent is a corporation, it shall be executed [AND VERIFIED] by its president
18 or vice-president. The statement shall be delivered to the department and the limited
19 liability partnership, 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. 41.** AS 32.11.830(b) is amended to read:

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

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

1 changed; and

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

4 * **Sec. 42.** AS 34.45.280(b) is amended to read:

5 (b) The report must **be made on a form bearing notice that statements are**
6 **made under penalty of unsworn falsification under AS 11.56.210** [BE VERIFIED]
7 and must include

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

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

18 (3) in the case of the contents of a safe deposit box or other
19 safekeeping repository or of other tangible personal property, a description of the
20 property and the place where it is held and may be inspected by the department, and
21 any amounts owing to the holder;

22 (4) the nature and identifying number, if any, or description of the
23 property and the amount appearing from the records to be due; items of value under
24 \$100 each may be reported in the aggregate;

25 (5) the date the property became payable, demandable, or returnable,
26 and the date of the last transaction with the apparent owner with respect to the
27 property; and

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

30 * **Sec. 43.** AS 34.45.290(a) is amended to read:

31 (a) The department may require a person who has not filed a report under

1 AS 34.45.280 to file a [VERIFIED] report, **made under penalty of unsworn**
 2 **falsification under AS 11.56.210**, stating whether the person is holding unclaimed
 3 property reportable or deliverable under AS 34.45.110 - 34.45.780.

4 * **Sec. 44.** AS 34.45.320(b) is amended to read:

5 (b) If the owner establishes the right to receive the abandoned property to the
 6 satisfaction of the holder before the property has been delivered or if it appears that
 7 the presumption of abandonment is erroneous, the holder need not pay or deliver the
 8 property to the department, and the property is no longer presumed abandoned. The
 9 holder shall file with the department a [VERIFIED] written explanation, **made under**
 10 **penalty of unsworn falsification under AS 11.56.210**, of the proof of claim or of the
 11 error in the presumption of abandonment.

12 * **Sec. 45.** AS 34.45.380(a) is amended to read:

13 (a) A person, excluding another state, claiming an interest in property paid or
 14 delivered to the department may file a claim on a form **bearing notice that**
 15 **statements are made under penalty of unsworn falsification under AS 11.56.210**,
 16 prescribed by the department [AND VERIFIED BY THE CLAIMANT].

17 * **Sec. 46.** AS 40.21.120 is amended to read:

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

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

28 * **Sec. 47.** AS 40.21.130 is amended to read:

29 **Sec. 40.21.130. Alteration and replacement of public records.** An original
 30 public record that is worn or damaged may be replaced by a reproduction made in
 31 accordance with this chapter. Certification by the agency having custody of the record

1 that the replacement is a true and correct copy of the original shall appear at the end
2 of the reproduction. When original public records are [PHOTOGRAPHED OR
3 OTHERWISE MECHANICALLY] reproduced under the provisions of this chapter and
4 the [PHOTOGRAPHIC OR OTHER MECHANICAL] reproductions are placed in
5 conveniently accessible files and provisions made for preserving and using them, the
6 original records from which they were made may be destroyed only with the approval
7 of the state archivist.

8 * **Sec. 48.** AS 40.21.150(5) is amended to read:

9 (5) "record" means any document, paper, book, letter, drawing, map,
10 plat, photo, photographic file, motion picture film, microfilm, microphotograph,
11 exhibit, magnetic or paper tape, punched card, **electronic record**, or other document
12 of any other material, regardless of physical form or characteristic, developed or
13 received under law or in connection with the transaction of official business and
14 preserved or appropriate for preservation by an agency or political subdivision, as
15 evidence of the organization, function, policies, decisions, procedures, operations or
16 other activities of the state or political subdivision or because of the informational
17 value in them; "**record**" [THE TERM] does not include library and museum material
18 developed or acquired and preserved solely for reference, historical or exhibition
19 purposes, extra copies of documents preserved solely for convenience of reference, or
20 stocks of publications and processed documents;

21 * **Sec. 49.** AS 40.21.150 is amended by adding a new paragraph to read:

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

24 * **Sec. 50.** AS 45.50.020 is amended to read:

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

30 (1) the name and business address of the registrant and, if the registrant
31 is a

- 1 (A) corporation, the state of incorporation; or
 2 (B) partnership, the state in which the partnership is organized
 3 and the names of the general partners;
 4 (2) the goods or services on or in connection with which the mark is
 5 used, the manner in which the mark is used on or in connection with the goods or
 6 services, and the class of the goods or services;
 7 (3) the date when the mark was first used anywhere and the date when
 8 it was first used in this state by the applicant or a predecessor in interest;
 9 (4) a statement that the applicant is the owner of the mark, that the
 10 mark is in use, and that, to the knowledge of the individual signing [VERIFYING] the
 11 application, no other person has the right to use the mark either in the identical form
 12 or in a near resemblance to it as to be likely, when applied to the goods or services
 13 of another person, to cause confusion or mistake, or to deceive; and
 14 (5) a statement as to whether the applicant, or a predecessor in interest,
 15 has filed an application to register the mark, or portions or a composite of the mark,
 16 with the United States Patent and Trademark Office, and, if so, information regarding
 17 that application, including the filing date and serial number, the status of that
 18 application, whether that application was refused registration or otherwise did not
 19 result in a registration, and, if so, the reasons that application did not result in a
 20 registration.

21 * **Sec. 51.** AS 45.50.030 is amended to read:

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

27 * **Sec. 52.** AS 45.50.070(b) amended to read:

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

1 * **Sec. 53.** AS 45.50.125(a) is amended to read:

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

7 * **Sec. 54.** TRANSITION: REGULATIONS. Notwithstanding sec. 56 of this Act, a state
8 agency affected by this Act that has regulation-adopting authority may proceed to adopt
9 regulations necessary to implement the changes made by this Act. The regulations take effect
10 under AS 44.62 (Administrative Procedure Act), but not before the effective date of the
11 relevant provision of this Act.

12 * **Sec. 55.** Section 54 of this Act takes effect immediately under AS 01.10.070(c).

13 * **Sec. 56.** Except as provided in sec. 55 of this Act, this Act takes effect September 1,
14 1998.