

Arizona Revised Statutes
Chapter 1: General Provisions

Article 2: Filing Documents and Fees

- [10-120](#)
- Filing requirements
- [10-120. Filing requirements](#)
- A. In order to qualify for filing by the commission, a document shall satisfy the requirements of this section and any other section of chapters 1 through 17 of this title that adds to or varies these requirements.
- B. Chapters 1 through 17 of this title require or permit filing of the document in the office of the commission.
- C. The document shall contain the information required by chapters 1 through 17 of this title. It may contain other information.
- D. The document shall be typewritten or printed and shall be legible and capable of microfilm or other process reduction and subsequent reproduction as determined by the commission.
- E. The document and any exhibits to the document shall be in the English language or accompanied by an English translation certified as accurate by or on behalf of the person causing the document to be delivered for filing.
- F. The document shall be executed either:
 - 1. By the chairman of the board of directors of a domestic or foreign corporation, by its president or by another of its officers.
 - 2. If directors have not been selected or the corporation has not been formed, by an incorporator.
 - 3. If the corporation is in the hands of any receiver, trustee or other court appointed fiduciary, by that fiduciary.
- G. The document shall state the name of each person who signs it and the capacity in which each person signs. The document may but need not contain:
 - 1. The corporate seal.
 - 2. An attestation by the secretary or an assistant secretary.
 - 3. An acknowledgment, verification or proof.
- H. If the commission has prescribed a mandatory form for the document under section 10-121, the document shall be in or on the prescribed form.
- I. Except as provided in subsection J of this section and sections 10-503 and 10-1509, the document shall be delivered to the office of the commission for filing and shall be accompanied by the correct fee and any other payment or penalty required by chapters 1 through 17 of this title or other law.
- J. Notwithstanding subsection I of this section:
 - 1. A person may deliver by means of a fax or electronic transmission a document that is required or permitted by chapters 1 through 17 of this title to be delivered to the commission for filing. The person shall retain the original document for at least twelve months in the books and records of the corporation or of the person making the delivery for filing, if the delivery is not made on behalf of the corporation, and the person shall make the original document available for inspection and copying by the commission on reasonable notice.
 - 2. A document that is reproduced at a fax machine or through an electronic transmission at the commission is deemed delivered to the commission:

- (a) On the date of the reproduction if reproduced on or before 5:00 p.m. mountain standard time and if the day is a business day of the commission.
- (b) On the next succeeding business day if reproduced after 5:00 p.m. mountain standard time or on a day that is not a business day of the commission.
- 3. On the request of the person transmitting the document, the commission shall confirm by fax or electronic transmission or other writing the receipt of the document.
- 4. A person shall pay and deliver to the commission any fee or penalty imposed by section 10-122 or by any other section of chapters 1 through 17 of this title with respect to delivery of a document to the commission for filing in the manner as the commission determines.
- 5. If the commission determines that the legality of the document reproduced by means of a fax or electronic transmission is not sufficient, the commission may require that either:
 - (a) The document be delivered to the commission by means of an additional fax or electronic transmission.
 - (b) An original document be delivered to the commission by means other than a fax or electronic transmission.
- 6. The commission shall not file a document if any required amount is not paid as provided in paragraph 4 of this subsection or if any required additional counterpart is not delivered as provided in paragraph 5 of this subsection.
- 7. A reproduced document delivered under this subsection is deemed to satisfy any requirement in chapters 1 through 17 of this title for delivery of an original and one or more copies of the document. A document subject to this paragraph is deemed to have been delivered on the date on which it was delivered as provided in paragraph 2 of this subsection only if the first reproduction at a minimum permits identification of the corporation to which the document pertains and of the general nature of the document and the commission subsequently determines that paragraphs 4 and 5 of this subsection and any other requirements of chapters 1 through 17 of this title regarding the document have been satisfied.
- 8. The commission may prescribe the format of an electronic document delivered to the commission pursuant to this subsection.

- [10-121](#)

- Forms

- [10-121. Forms](#)

- A. Certificates, reports and statements required by section 10-202, subsection D and sections 10-1622 and 10-1623 to be delivered to and filed by the commission shall be made on the forms that are prescribed and furnished by the commission.
- B. The commission may prescribe and furnish on request forms for other documents required or permitted to be filed by chapters 1 through 17 of this title, but their use is not mandatory.

- [10-122](#)

- Filing, service and copying fees; expedited report filing and access; same day and next day services; posted wait times; advance monies; definition

- 10-122. Filing, service and copying fees; expedited report filing and access; same day and next day services; posted wait times; advance monies; definition
- A. The commission shall collect and deposit, pursuant to sections 35-146 and 35-147, the following nonrefundable fees when the documents described in this subsection are delivered to the commission:
 - Document Fee
 - 1. Articles of incorporation \$50
 - 2. Application for use of indistinguishable name 10
 - 3. Application for reserved name 10
 - 4. Notice of transfer of reserved name 10
 - 5. Application for registered name 10
 - 6. Application for renewal of registered name 10
 - 7. Agent's statement of resignation 10
 - 8. Amendment of articles of incorporation 25
 - 9. Restatement of articles of incorporation with amendment of articles 25
 - 10. Statement of merger, interest exchange, conversion, domestication or division if the entity responsible for filing the statement is a corporation 100
 - 11. Articles of dissolution 25
 - 12. Articles of revocation of dissolution 25
 - 13. Application for reinstatement following administrative dissolution, in addition to other fees and penalties due 100
 - 14. Application for authority 150
 - 15. Application for withdrawal 25
 - 16. Annual report 45
 - 17. Articles of correction 25
 - 18. Application for certificate of good standing 10
 - 19. Any other document required or permitted to be filed by chapters 1 through 17 of this title 25
- B. The commission shall collect a nonrefundable fee of twenty-five dollars each time process is served on it under chapters 1 through 17 of this title. The party to a proceeding causing service of process is entitled to recover this fee as costs if the party prevails in the proceeding.
- C. The commission shall charge and collect a reasonable fee for copying documents on request, provided the fee does not exceed the cost of providing the service as determined by the commission. The commission shall also charge a reasonable fee for certifying the copy of a filed document, provided the fee does not exceed the cost of providing the service as determined by the commission.
- D. A penalty of one hundred dollars payable in addition to other fees accrues and is payable if a foreign corporation fails to file an amendment, restated articles that include an amendment, or articles of merger within sixty days after the time of filing in the jurisdiction in which the corporation is domiciled. The penalty collected pursuant to this

subsection shall be deposited, pursuant to sections 35-146 and 35-147, in the state general fund.

- E. One-third of the fees for the annual report of domestic and foreign corporations paid pursuant to subsection A, paragraph 16 of this section shall be deposited in the Arizona arts trust fund established by section 41-983.01 and two-thirds of these fees shall be deposited, pursuant to sections 35-146 and 35-147, in the public access fund established by section 10-122.01.
- F. The commission shall provide for and establish an expedited service for the filing of all documents and services provided pursuant to this title as follows:
 - 1. The expedited filing shall be a priority service to be completed as soon as possible after the documents are delivered to the commission.
 - 2. In addition to any other fees required by this section or any other law, the commission shall charge a nonrefundable fee for expedited services, including those requested by fax. The fee shall be determined by a supermajority vote of the commissioners.
 - 3. The commission may provide for and establish same day and next day services for the filing of any documents and services provided pursuant to this title as follows:
 - (a) The commission shall suspend same day or next day service if the commission determines that it does not have the necessary resources to perform the service within the established time period.
 - (b) In addition to any other fees required by this section or any other law, the commissioners may charge a nonrefundable fee for the same day or next day service or both. The fee shall be determined by a supermajority vote of the commissioners.
 - 4. The commission shall publicly post the current wait times for processing regular, expedited and same day and next day services.
- G. The commission may charge persons who access the commission's data processing system that is maintained pursuant to section 10-122.01 from remote locations and persons requesting special computer generated printouts, reports and tapes a reasonable fee that does not exceed the cost of the time, equipment and personnel necessary to provide this service or product as determined by the commission.
- H. Except as provided in section 10-122.01, subsection B, paragraph 3, in addition to any fee charged pursuant to this section, the commission may charge and collect the following nonrefundable fees to help defray the cost of the improved data processing system that is maintained pursuant to section 10-122.01:
 - 1. Filing articles of incorporation of a domestic corporation, ten dollars.
 - 2. Filing an application of a foreign corporation for authority to transact business in this state, twenty-five dollars.
- I. All monies received pursuant to subsections F, G and H of this section shall be deposited, pursuant to sections 35-146 and 35-147, in the public access fund established by section 10-122.01.
- J. Fees charged pursuant to this section are exempt from section 39-121.03, subsection A, paragraph 3.
- K. The commission may allow any person to advance monies to the commission to pay fees required pursuant to this section for future filings and services. All monies received pursuant to this subsection shall be deposited, pursuant to sections 35-146 and 35-147, in the money on deposit account in the public access fund established by section 10-122.01.

- L. In addition to any other fees prescribed by law, the commission may establish a fee for the filing of an annual benefit report delivered to the commission pursuant to section 10-2442. The fee shall be determined by a majority vote of the commissioners.
- M. For the purposes of this section, "supermajority" means an affirmative vote of at least four commissioners.

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- [10-122.01](#)

- Public access fund; purpose; exemption; money on deposit account

- [10-122.01. Public access fund; purpose; exemption; money on deposit account](#)

- A. A public access fund is established. The commission shall administer the fund. The fund consists of monies received pursuant to:
 - 1. Section 10-122, subsections E, F, G, H and K.
 - 2. Section 10-3122, subsections I and K.
 - 3. Section 29-851, subsections E and F.
- B. Except as provided in subsection C of this section:
 - 1. Monies in the fund are subject to legislative appropriation.
 - 2. The commission shall spend monies in the fund for a part of the general administrative and legal expenses of the commission and to purchase, install and maintain an improved data processing system on the premises of the commission. The data processing system shall be designed to allow direct online access by any person at a remote location to all public records that are filed with the commission pursuant to this title and title 29, chapter 4.
- 3. When sufficient monies have been collected pursuant to section 10-122, subsections F, G and H, section 10-3122, subsection I and section 29-851, subsection E to pay for the purchase and installation of the data processing system, the commission shall not charge and collect the fees prescribed in section 10-122, subsection H or section 10-3122, subsection H.
- 4. Monies in the fund are exempt from the provisions of section 35-190 relating to lapsing of appropriations, except that any unencumbered monies in excess of two hundred thousand dollars at the end of each fiscal year revert to the state general fund.
- C. The money on deposit account is established in the public access fund as a separate account consisting of monies received pursuant to section 10-122, subsection K, section 10-3122, subsection K and section 29-851, subsection F. Monies in the money on deposit account:
 - 1. Are held in trust by the commission.
 - 2. May be withdrawn by the commission only:
 - (a) To cover fees that are due pursuant to this title or title 29, chapter 4 on delivery of documents for filing or on a request for services by a person who advanced monies to the commission pursuant to section 10-122, subsection K, section 10-3122, subsection K or section 29-851, subsection F.
 - (b) To refund the monies advanced in subdivision (a) of this paragraph if the person who requested services pursuant to subdivision (a) of this paragraph requests the refund.
 - (c) For the disposition of unclaimed property pursuant to title 44, chapter 3.
- 3. Are not subject to either:
 - (a) Legislative appropriation.

- (b) Reversion to the state general fund.
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- [10-123](#)
- Effective time and date of document
- [10-123. Effective time and date of document](#)
- A. Except as provided in subsections B and C of this section, a document delivered to the commission for filing is effective when the document is delivered to the commission for filing.
- B. A document may specify a delayed effective time or date, or both, and if so, the document is effective at the time and date specified. If a delayed effective date but no time is specified, the document is effective at 12:01 a.m. mountain standard time on that date. A delayed effective date for a document may not be later than the ninetieth day after the date it is delivered.
- C. Subject to section 10-124, if the commission determines that the requirements of chapters 1 through 17 of this title for filing have not been met, the document shall not be filed and, except as provided in section 10-203, the delivery of the document is ineffective. If the commission determines that the requirements for filing have been met, the commission shall file the document as provided in section 10-125 and the filing is effective as of the date and time determined pursuant to subsection A or B of this section.
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- [10-124](#)
- Correcting filed document; articles of incorporation; authority to transact business
- [10-124. Correcting filed document; articles of incorporation; authority to transact business](#)
- A. A domestic or foreign corporation may correct a document that has been filed by the commission pursuant to chapters 1 through 17 of this title if the document either:
 - 1. Contains an incorrect statement and the correction does not materially alter a substantive provision.
 - 2. Was defectively executed, attested, verified or acknowledged.
- B. A document is corrected by both:
 - 1. Preparing articles of correction that:
 - (a) Describe the document or attach a copy of it to the articles.
 - (b) Specify the date the document was delivered to the commission.
 - (c) Specify the incorrect statement and the reason it is incorrect or the manner in which the execution was defective.
 - (d) Correct the incorrect statement or other defect.
 - 2. Delivering the articles to the commission for filing.
- C. Articles of correction are effective on the effective date of the document they correct except as to persons who rely on the incorrect statement or other defect and who are adversely affected by the correction. As to those persons, articles of correction are effective as provided in section 10-123.
- D. If articles of incorporation, articles of domestication or an application for authority to transact business is rejected for filing by the commission, the articles or application may be resubmitted within thirty days after the date of rejection. If the resubmitted articles or

application cures the defect that caused the rejection, the resubmitted articles or application shall be filed by the commission and is effective on the date that would have been the effective date of filing the articles or application if the articles or application had not been rejected.

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- [10-125](#)
- Filing duty of commission
- [10-125. Filing duty of commission](#)
- A. At the time of delivery of a document to the commission, the commission shall stamp, endorse or attach the date and time of delivery of the document.
- B. The commission shall file a document delivered to the commission for filing if both of the following apply:
 - 1. The commission determines that the document satisfies the requirements of chapters 1 through 17 of this title.
 - 2. The corporation filing the document or on whose behalf the document is being filed is in good standing within the meaning of section 10-128.
- C. The commission may file a document delivered to the commission in which either the corporation has filed articles of dissolution or the corporation has filed a document that is required to bring the corporation into good standing. The commission shall provide notice of the filing to the domestic or foreign corporation or its representative.
- D. If the commission refuses to file a document, it shall provide notice of the refusal to the domestic or foreign corporation or its representative within five days after the determination of refusal to file, together with a brief written explanation of the reason for the refusal.
- E. The filing or refusing to file a document by the commission does not:
 - 1. Affect the validity or invalidity of the document in whole or part, except to the extent that filing is required to make the document valid.
 - 2. Relate to the correctness or incorrectness of information contained in the document.
 - 3. Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect.
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- [10-127](#)
- Evidentiary effect of copy of filed document
- [10-127. Evidentiary effect of copy of filed document](#)
- A stamp affixed to a copy of a document filed by the commission, bearing the signature of the executive director of the commission, which may be in facsimile or electronic form, and the seal of the commission, is conclusive evidence that the original document is on file with the commission.
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- [10-128](#)
- Certificate of good standing
- [10-128. Certificate of good standing](#)

- A. A person may apply to the commission to furnish a certificate of good standing for a domestic or foreign corporation.
- B. A certificate of good standing sets forth all of the following:
 - 1. The domestic corporation's corporate name or the foreign corporation's corporate name used in this state.
 - 2. That either:
 - (a) The domestic corporation is incorporated under the laws of this state and the date of its incorporation.
 - (b) The foreign corporation is authorized to transact business in this state.
 - 3. That all affidavits and annual reports required before the date of the certificate have been filed with the commission.
 - 4. That all annual filing fees due before the date of the certificate have been paid.
 - 5. That, according to the records of the commission, the corporation is in good standing in this state.
- C. Subject to any qualification stated in the certificate, a certificate of good standing issued by the commission may be relied on as conclusive evidence of the matters stated in the certificate.
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Article 3: Arizona Corporation Commission

- [10-130](#)
- Powers; duties; database
- [10-130. Powers; duties; database](#)
- A. The commission has the power and authority reasonably necessary to enable it to administer this title efficiently and to perform the duties imposed on it by this title, including the power and authority to make rules for those purposes.
- B. The commission shall establish and maintain a database for documents filed pursuant to sections 10-203, 10-1006, 10-1007, 10-1008, 10-1105, 10-1403, 10-1503, 10-1520, 10-2077, 10-2143, 10-3203, 10-11006, 10-11007, 10-11008, 10-11105, 10-11403, 10-11503, 10-11520, 29-633, 29-635, 29-754, 29-3201, 29-3202 and 29-4005. The database shall only include documents that are filed for a corporation with a known place of business that is located in a county with a population of more than eight hundred thousand persons and for a limited liability company whose statutory agent's street address is located in a county with a population of more than eight hundred thousand persons. The commission shall post the database on its website to allow the public to search for business information, including an entity's name, approval date and county of the known place of business. The information must be maintained in the database for at least ninety days. The commission may not charge a fee to any entity for information entered into the database pursuant to this subsection.
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Article 4: Definitions, Notice and Shareholders

- [10-140](#)
- Definitions

- 10-140. Definitions
- In chapters 1 through 17 of this title, unless the context otherwise requires:
- 1. "Acknowledged" or "acknowledgment" means either an acknowledgment pursuant to title 33, chapter 4, article 5 or the signature, without more, of the person or persons signing the instrument, in which case the signature or signatures constitute the affirmation or acknowledgment of the signatory, under penalties of perjury, that the instrument is the act and deed of the signatory and that the facts stated in the instrument are true.
- 2. "Act of the board of directors" means either:
 - (a) An act of the majority of the directors present at a duly called meeting at which a quorum is present, unless the act of a greater number is required by chapters 1 through 17 of this title, the articles of incorporation or the bylaws.
 - (b) Action taken by written consent of the directors in accordance with chapters 1 through 17 of this title.
- 3. "Act of the shareholders" means either:
 - (a) An act adopted or rejected by a majority of the votes entitled to be cast by each class of shareholders entitled to vote on the act at a duly called meeting at which a quorum is present, unless a greater number of votes is required by chapters 1 through 17 of this title, the articles of incorporation or the bylaws.
 - (b) An action taken by written consent of the shareholders in accordance with chapters 1 through 17 of this title.
- 4. "Address" means a mailing address.
- 5. "Affiliate" means a person that directly or indirectly, through one or more intermediaries controls, is controlled by or is under common control with the person specified.
- 6. "Articles of incorporation" means the original or restated articles of incorporation or articles of merger and all amendments to the articles of incorporation or merger and includes amended and restated articles of incorporation and articles of amendment and merger.
- 7. "Authorized shares" means the shares of all classes that a domestic or foreign corporation is authorized to issue.
- 8. "Board of directors" means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which the group is designated and includes the governing body or bodies of a water users' association if the articles of incorporation of such water users' association provide for a governing body or bodies denominated other than as a board of directors.
- 9. "Business day" means a day that is not a Saturday, a Sunday or any other legal holiday in this state.
- 10. "Bylaws" means the code of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name by which those rules are designated.
- 11. "Certificate of disclosure" means the certificate of disclosure described in section 10-202.
- 12. "Commission" means the Arizona corporation commission.
- 13. "Conspicuous" means so written that a reasonable person against whom the writing is to operate should have noticed it. For example, printing in italics, boldface or contrasting color or typing in capitals or underlined is conspicuous.

- 14. "Corporation" or "domestic corporation" means a corporation for profit that is not a foreign corporation and that is incorporated under or subject to chapters 1 through 17 of this title.
- 15. "Court" means the superior court of this state.
- 16. "Deliver" includes sending by mail, private courier, fax or electronic transmission.
- 17. "Delivery" means actual receipt by the person or entity to which directed and for electronic transmissions means receipt as described in section 44-7015, subsection B.
- 18. "Dissolved" means the status of a corporation on either:
 - (a) Effectiveness of articles of dissolution pursuant to section 10-1403, subsection B or section 10-1421, subsection B.
 - (b) A decree pursuant to section 10-1433, subsection B becoming final.
- 19. "Distribution" means a direct or indirect transfer of money or other property, except its own shares, or incurrence of indebtedness by a corporation to or for the benefit of its shareholders in respect of any of its shares. A distribution may be in the form of any of the following:
 - (a) A declaration or payment of a dividend.
 - (b) Any purchase, redemption or other acquisition of shares.
 - (c) A distribution of indebtedness.
 - (d) Otherwise.
- 20. "Effective date of notice" is as prescribed in section 10-141.
- 21. "Electronic transmission" means an electronic record as defined in section 44-7002 that is sent pursuant to section 44-7015.
- 22. "Employee" includes an officer but not a director. A director may accept duties that make the director also an employee.
- 23. "Entity" includes a corporation, foreign corporation, not for profit corporation, profit and not for profit unincorporated association, nonprofit corporation, close corporation, corporation sole or limited liability company, a professional corporation, association or limited liability company, a business trust, estate, partnership, registered limited liability partnership, trust or joint venture, two or more persons having a joint or common economic interest, any person other than an individual and a state, the United States and a foreign government.
- 24. "Executed by the corporation" means executed by manual or facsimile signature on behalf of the corporation by a duly authorized officer or, if the corporation is in the hands of a receiver or trustee, by the receiver or trustee.
- 25. "Filing" means the commission completing the following procedure with respect to any document delivered for that purpose:
 - (a) Determining that the filing fee requirements of section 10-122 have been satisfied.
 - (b) Determining that the document appears in all respects to conform to the requirements of chapters 1 through 17 of this title.
 - (c) On making the determinations, endorsement of the word "filed" with the applicable date on or attached to the document and the return of notice of the filing to the person who delivered the document or the person's representative.
- 26. "Foreign corporation" means a corporation for profit that is incorporated under a law other than the law of this state.
- 27. "Governmental subdivision" includes an authority, county, district, municipality and political subdivision.

- 28. "Includes" and "including" denotes a partial definition.
- 29. "Individual" includes the estate of an incompetent or deceased individual.
- 30. "Insolvent" means inability of a corporation to pay its debts as they become due in the usual course of its business.
- 31. "Known place of business" means the known place of business required to be maintained pursuant to section 10-501.
- 32. "Liquidate its assets and business" includes the distribution of assets, the payment of obligations and debts, the discontinuance of business or any one or more of the distribution, payment or discontinuance.
- 33. "Mail", "to mail" or "have mailed" means to deposit or have deposited a communication in the United States mail with first class or airmail postage prepaid.
- 34. "Means" denotes an exhaustive definition.
- 35. "Newspaper" has the meaning set forth in section 39-201.
- 36. "Notice" and "notify" are as prescribed in section 10-141.
- 37. "Person" includes an individual and entity.
- 38. "President" means that officer designated as the president in the articles of incorporation or bylaws or, if not so designated, that officer authorized in the articles of incorporation, bylaws or otherwise to perform the functions of the chief executive officer, irrespective of the name by which designated.
- 39. "Principal office" means the office, in or out of this state, so designated in the annual report where the principal executive offices of a domestic or foreign corporation are located or in any other document executed by the corporation by an officer and delivered to the commission for filing. If an office has not been so designated, principal office means the known place of business of the corporation.
- 40. "Proceeding" includes a civil suit and a criminal, administrative and investigatory action.
- 41. "Publish" means to publish in a newspaper of general circulation in the county of the known place of business for three consecutive publications.
- 42. "Record date" means the date established under chapter 6 or 7 of this title on which a corporation determines the identity of its shareholders and their shareholdings for purposes of chapters 1 through 17 of this title. The determinations shall be made as of the close of business on the record date unless another time for doing so is specified when the record date is fixed.
- 43. "Secretary" means that officer designated as the secretary in the articles of incorporation or bylaws or that officer authorized in the articles of incorporation, the bylaws or otherwise to perform the functions of secretary, irrespective of the name by which designated.
- 44. "Shareholder" means the person in whose name shares are registered in the records of a corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with a corporation.
- 45. "Shares" means the units into which the proprietary interests in a corporation are divided.
- 46. "State", if referring to a part of the United States, includes a state and commonwealth and their agencies and governmental subdivisions and a territory and insular possession of the United States and their agencies and governmental subdivisions.

- 47. "Subscriber" means a person who subscribes for shares in a corporation, whether before or after incorporation.
- 48. "Treasurer" means that officer designated as the treasurer in the articles of incorporation or bylaws or that officer authorized in the articles of incorporation or bylaws or otherwise to perform the functions of treasurer, irrespective of the name by which designated.
- 49. "United States" includes a district, authority, bureau, commission and department and any other agency of the United States.
- 50. "Vice-president" means an officer designated as the vice-president in the articles of incorporation or bylaws or an officer authorized in the articles of incorporation, the bylaws or otherwise to perform the functions of a vice-president, irrespective of the name by which designated.
- 51. "Voting group" means all shares of one or more classes or series that under the articles of incorporation or chapters 1 through 17 of this title are entitled to vote and be counted together collectively on a matter at a meeting of shareholders. All shares entitled by the articles of incorporation or chapters 1 through 17 of this title to vote generally on the matter are for that purpose a single voting group.
- 52. "Water users' association" means a corporation that operates a federal reclamation project pursuant to a contract with the United States.
- 53. "Writing" or "written" includes blockchain technology as defined in section 44-7061.
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- [10-141](#)
- Notice
- [10-141. Notice](#)
- A. Notice under chapters 1 through 17 of this title must be in writing unless oral notice is reasonable under the circumstances. Oral notice is not permitted if written notice is required under chapters 1 through 17 of this title.
- B. Notice may be communicated in person, by telephone, telegraph, teletype, fax, electronic transmission or other form of wire or wireless communication or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published or by radio, television or other form of public broadcast communication.
- C. Written notice by a domestic or foreign corporation to its shareholders, if in a comprehensible form, is effective when mailed, if mailed postpaid and correctly addressed to the shareholder's address shown in the corporation's current record of shareholders. If in comprehensible form, notice given by electronic transmission is effective when directed to an e-mail address shown on the corporation's current record of shareholders.
- D. Written notice to a domestic or foreign corporation that is authorized to transact business in this state may be addressed to its statutory agent at its known place of business or to the corporation or its secretary at its principal office shown in its most recent annual report on file with the commission, or in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority. Unless otherwise prohibited in chapters 1 through 17 of this title, written

notice may also be given by electronic transmission when directed to an e-mail address that the corporation or its statutory agent provides.

- E. Except as provided in subsection C, written notice, if in a comprehensible form, is effective at the earliest of the following:
 - 1. When received.
 - 2. Five days after its deposit in the United States mail as evidenced by the postmark, if mailed postpaid and correctly addressed.
 - 3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and if the receipt is signed by or on behalf of the addressee.
- F. Oral notice is effective when communicated if communicated in a comprehensible manner.
- G. If chapters 1 through 17 of this title prescribe notice requirements for particular circumstances, those requirements govern. If articles of incorporation or bylaws prescribe notice requirements that are not inconsistent with this section or other provisions of chapters 1 through 17 of this title, those requirements govern.
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- [10-142](#)
- Number of shareholders
- [10-142. Number of shareholders](#)
- A. For purposes of chapters 1 through 17 of this title, the following identified as a shareholder in a corporation's current record of shareholders constitutes one shareholder:
 - 1. Three or fewer co-owners.
 - 2. Any corporation, partnership, trust, estate or other entity.
 - 3. The trustees, guardians, custodians or other fiduciaries of a single trust, estate or account.
- B. For purposes of chapters 1 through 17 of this title, shareholdings registered in substantially similar names constitute one shareholder if it is reasonable to believe that the names represent the same person.
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