

17-7908. Execution of filings. All documents required by this act to be filed with the secretary of state shall be executed as follows:

(a) Documents related to corporations shall be executed in the following manner:

(1) The articles of incorporation for all corporations shall be signed by the incorporator or incorporators, and any other document to be filed before the election of the initial board of directors, if the initial directors were not named in the articles of incorporation, shall be signed by the incorporator or incorporators. If any incorporator is not available by reason of death, incapacity or refusal or neglect to act, then the document may be signed by any person for whom or on whose behalf such incorporator was acting as an employee or agent. The document shall state that the incorporator is not available and the reason therefore, that such incorporator was acting as an employee or agent for or on behalf of such person and that such person's signature is authorized.

(2) All documents related to a corporation that are not addressed by subsection (a)(1), shall be signed: (A) By any authorized officer of the corporation; (B) if it appears from the document that there are no such officers, by a majority of the directors or by such directors as may be designated by the board; (C) if it appears from the document that there are no such officers or directors, by the holders of record, or such of them as may be designated by the holders of record, of a majority of all outstanding shares of stock; or (D) by the holders of record of all outstanding shares of stock.

(b) Documents related to limited liability companies shall be executed in the following manner: All documents shall be signed by one or more authorized persons. Unless otherwise provided in an operating agreement, any person may sign the articles, any certificate, any amendment thereof, or enter into an operating agreement or amendment thereof by an agent.

(c) Documents related to limited partnerships shall be executed in the following manner:

(1) An initial certificate of limited partnership must be signed by all general partners;

(2) a certificate of amendment must be signed by at least one general partner and by each other general partner who is designated in the certificate of amendment as a new general partner; and

(3) a certificate of cancellation must be signed by all general partners or, if there is no general partner, by a majority of the limited partners.

(d) Documents related to limited liability partnerships shall be executed by an authorized person.

(e) This section shall take effect on and after January 1, 2015.

History: L. 2014, ch. 121, § 8; July 1.