

Arizona Incorporation LLC Laws and Governance

Chapter 1

GENERAL PROVISIONS

Article 2

Filing Documents and Fees

[10-120](#) Filing requirements

[10-121](#) Forms

[10-122](#) Filing, service and copying fees; expedited report filing and access; same day and next day services; posted wait times; advance monies; definition

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

[10-123](#) Effective time and date of document

[10-124](#) Correcting filed document; articles of incorporation; authority to transact business

[10-125](#) Filing duty of commission

[10-127](#) Evidentiary effect of copy of filed document

[10-128](#) Certificate of good standing

Article 3

Arizona Corporation Commission

[10-130](#) Powers

Article 4

Definitions, Notice and Shareholders

[10-140](#) Definitions

[10-141](#) Notice

[10-142](#) Number of shareholders

Chapter 2

INCORPORATION AND TRANSFER OF DOMICILE

Article 1

Incorporation

[10-201](#) Incorporators

[10-202](#) Articles of incorporation

[10-203](#) Incorporation

[10-204](#) Liability for no-ncorporate transactions

[10-205](#) Organization of corporation

[10-206](#) Bylaws

[10-207](#) Emergency bylaws

Article 2 Transfer of Domicile

[10-220](#) Transfer of domicile

[10-221](#) Adoption of articles of domestication

[10-222](#) Articles of domestication

[10-223](#) Certificate of disclosure and certificate of good standing

[10-224](#) Recording and publication of articles of domestication

[10-225](#) Effect of change of domicile

[10-226](#) Transfer of domicile from this state

Chapter 3

PURPOSES AND POWERS

Article 1

General Provisions

[10-301](#) Purposes

[10-302](#) General powers

[10-303](#) Emergency powers

[10-304](#) Validity of actions

Chapter 4

NAME Article 1

General Provisions

[10-401](#) Corporate name

[10-402](#) Reserved name

[10-403](#) Registered name

Chapter 5

OFFICE AND AGENT

Article 1

Place of Business and Agent

[10-501](#) Known place of business and statutory agent

[10-502](#) Change of known place of business or statutory agent

[10-503](#) Resignation of statutory agent

[10-504](#) Service on corporation

Chapter 6

HARES AND DISTRIBUTIONS

Article 1

Shares

[10-601](#) Authorized shares

[10-602](#) Terms of class or series determined by board of directors

[10-603](#) Issued and outstanding shares

[10-604](#) Fractional shares

Article 2

Issuance of Shares

[10-620](#) Subscription for shares

[10-621](#) Issuance of shares

[10-622](#) Liability of subscribers and shareholders

[10-623](#) Share dividends

[10-624](#) Share rights, options and warrants

[10-625](#) Form and content of certificates

[10-626](#) Shares without certificates

[10-627](#) Restriction on transfer of shares and other securities; definition

[10-628](#) Expense of issue

[10-629](#) Adjustment of terms of rights, options and warrants; conditions to exercise of rights, options and warrants

Article 3

Subsequent Acquisition of Shares by Shareholders and Corporation

[10-630](#) Shareholders' preemptive rights; definition

[10-631](#) Corporation's acquisition of its own shares

Article 4

Distributions

[10-640](#) Distribution to shareholders

Chapter 7 SHAREHOLDERS

Article 1

Meetings

[10-701](#) Annual meeting

[10-702](#) Special meeting

[10-703](#) Court ordered meeting

[10-704](#) Action by shareholders without meeting

[10-705](#) Notice of meeting

[10-706](#) Waiver of notice

[10-707](#) Record date

[10-708](#) Participation in shareholders' meeting

Article 2 Voting

[10-720](#) Shareholders' list for meeting

[10-721](#) Voting entitlement of shares

[10-722](#) Proxies

[10-723](#) Shares held by nominees

[10-724](#) Corporation's acceptance of votes

[10-725](#) Quorum and voting requirements for voting groups

[10-726](#) Action by single and multiple voting groups

[10-727](#) Greater quorum or voting requirements

[10-728](#) Voting for directors; cumulative voting

Article 3 Voting Trusts and Agreements

[10-730](#) Voting trusts

[10-731](#) Voting agreements

[10-732](#) Shareholder agreements

Article 4 Derivative Proceedings

[10-740](#) Definitions

[10-741](#) Standing

[10-742](#) Demand

[10-743](#) Stay of proceedings

[10-744](#) Dismissal

[10-745](#) Discontinuance or settlement

[10-746](#) Payment of expenses

[10-747](#) Applicability to foreign corporations

Chapter 8

DIRECTORS AND OFFICERS

Article 1

[10-801](#) Board of directors

[10-802](#) Qualification of directors

[10-803](#) Number and election of directors

[10-804](#) Election of directors by certain classes or series of shareholders

[10-805](#) Terms of directors generally

[10-806](#) Staggered terms for directors

[10-807](#) Resignation of directors

[10-808](#) Removal of directors by shareholders

[10-809](#) Removal of directors by judicial proceeding

[10-810](#) Vacancy on board

[10-811](#) Compensation of directors

Article 2

Meetings and Action of the Board

[10-820](#) Meetings

[10-821](#) Action by directors without meeting

[10-822](#) Notice of meetings

[10-823](#) Waiver of notice

[10-824](#) Quorum and voting

[10-825](#) Committees

Article 3 Standards of Conduct

[10-830](#) General standards for directors; presumption

[10-833](#) Liability for unlawful distributions

Article 4 Officers

[10-840](#) Required officers

[10-841](#) Duties of officers

[10-842](#) Standards of conduct for officers; presumption

[10-843](#) Resignation and removal of officers

[10-844](#) Contract rights of officers

Article 5

Indemnification

[10-850](#) Definitions

[10-851](#) Authority to indemnify

[10-852](#) Mandatory indemnification

[10-853](#) Advance for expenses

[10-854](#) Court ordered indemnification

[10-855](#) Determination and authorization of indemnification

[10-856](#) Indemnification of officers

[10-857](#) Insurance

[10-858](#) Application of article **Article 6 Director's Conflicting Interest Transactions**

[10-860](#) Definitions

[10-861](#) Judicial action

[10-862](#) Directors' action; definition

[10-863](#) Shareholders' action; definition

Chapter 9

RESERVED

Chapter 10

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

Article 1

Amendment of Articles of Incorporation

[10-1001](#) Authority to amend

[10-1002](#) Amendment by board of directors

[10-1003](#) Amendment by board of directors and shareholders

[10-1004](#) Voting on amendments by voting groups

[10-1005](#) Amendment before issuance of shares

[10-1006](#) Articles of amendment

[10-1007](#) Restated articles of incorporation

[10-1008](#) Amendment pursuant to reorganization

[10-1009](#) Effect of amendments

Article 2

Amendment of Bylaws

[10-1020](#) Amendment by board of directors or shareholders

[10-1021](#) Bylaw increasing quorum or voting requirement for shareholders

[10-1022](#) Bylaw increasing quorum or voting requirement for directors

Chapter 11

MERGER AND SHARE EXCHANGE

Article 1

General Provisions

[10-1101](#) Merger

[10-1102](#) Share exchange

[10-1103](#) Action on plan of merger or share exchange

[10-1104](#) Merger of subsidiary

[10-1105](#) Articles of merger or share exchange; publication

[10-1106](#) Effect of merger or share exchange

[10-1107](#) Merger or share exchange with foreign corporation

[10-1108](#) Merger or exchange of shares and interests with a limited liability company, limited partnership or registered limited liability partnership

Chapter 12 SALE OF ASSETS

Article 1

General Provisions

[10-1201](#) Sale of assets in regular course of business and mortgage of assets

[10-1202](#) Sale of assets other than in regular course of business

Chapter 13 DISSENTERS' RIGHTS

Article 1

Dissent and Payment for Shares

[10-1301](#) Definitions [10-1302](#) Right to dissent

[10-1303](#) Dissent by nominees and beneficial owners

Article 2

Procedure for Exercise of Dissenters' Rights

[10-1320](#) Notice of dissenters' rights

[10-1321](#) Notice of intent to demand payment

[10-1322](#) Dissenters' notice

[10-1323](#) Duty to demand payment

[10-1324](#) Share restrictions

[10-1325](#) Payment

[10-1326](#) Failure to take action

[10-1327](#) After-acquired shares

[10-1328](#) Procedure if shareholder dissatisfied with payment or offer **Article 3 Judicial Appraisal of Shares**

[10-1330](#) Court action

[10-1331](#)

Court costs and attorney fees

Chapter 14 DISSOLUTION

Article 1

Voluntary Dissolution

[10-1401](#) Dissolution by incorporators or initial directors

[10-1402](#) Dissolution by board of directors and shareholders

[10-1403](#) Articles of dissolution; effective date of dissolution

[10-1404](#) Revocation of dissolution [10-1405](#) Effect of dissolution

[10-1406](#) Known claims against dissolved corporation; definition

[10-1407](#) Unknown claims against dissolved corporation

Article 2

Administrative Dissolution

[10-1420](#) Grounds for administrative dissolution

[10-1421](#) Procedure for and effect of administrative dissolution

[10-1422](#) Reinstatement following administrative dissolution

Article 3

Judicial Dissolution

[10-1430](#) Grounds for judicial dissolution or equitable relief

[10-1431](#) Procedure for judicial dissolution or equitable relief

[10-1432](#) Receivership [10-1433](#) Decree of dissolution

[10-1434](#) Election to purchase in lieu of dissolution

Article 4

Miscellaneous

[10-1440](#) Deposit with department of revenue

Chapter 15

FOREIGN CORPORATION

Article 1

Grant of Authority

[10-1501](#) Authority to transact business required

[10-1502](#) Consequences of transacting business without authority; penalty

[10-1503](#) Application for authority to transact business

[10-1504](#) Delivery of changes; changes requiring new authority

[10-1505](#) Effect of grant of authority

[10-1506](#) Corporate name of foreign corporation

[10-1507](#) Known place of business and statutory agent of foreign corporation

[10-1508](#) Change of known place of business or statutory agent of foreign corporation

[10-1509](#) Resignation of statutory agent of foreign corporation

[10-1510](#) Service on foreign corporation **Article 2 Withdrawal**

[10-1520](#) Withdrawal of foreign corporation

[10-1521](#) Withdrawal by duly authorized officers; foreign corporations

Article 3

Revocation of Grant of Authority

[10-1530](#) Grounds for revocation

[10-1531](#) Procedure for and effect of revocation; reinstatement

Chapter 16

RECORDS AND REPORTS

Article 1

Records

[10-1601](#) Corporate records

[10-1602](#) Inspection of records by shareholders

[10-1603](#) Scope of inspection right; charge

[10-1604](#) Court-ordered inspection

Article 2

Reports

[10-1620](#) Financial statements for shareholders

[10-1621](#) Other reports to shareholders

[10-1622](#) Annual report

[10-1623](#) Statement of bankruptcy or receivership; interrogatories before subsequent incorporation; violation; classification; definitions

Article 3

Miscellaneous Provisions

[10-1630](#) Certificate of good standing; license and registration renewal

[10-1631](#) Civil liability for false statements

[10-1632](#) Interrogatory or signature violations; corporate records; classification

[10-1633](#) Interrogatories by the commission

[10-1634](#) Information disclosed by interrogatories [10-1635](#) Certified copies received in evidence

Chapter 17

TRANSITION PROVISIONS

Article 1

General Provisions

[10-1701](#) Application to existing domestic corporations

[10-1702](#) Application to qualified foreign corporations

Chapter 18

MISCELLANEOUS PROVISIONS AND CORPORATIONS

Article 1

Close Corporations

[10-1801](#) Law applicable to close corporations

[10-1802](#) Definitions

[10-1803](#) Mandatory provisions of articles of incorporation

[10-1804](#) Optional provisions of articles of incorporation

[10-1805](#) Managers

[10-1806](#) Settlement of disputes; arbitration

[10-1807](#) Option to dissolve

[10-1808](#) Purposes

[10-1809](#) Capital units, transfers and encumbrances

[10-1810](#) Definition of relative rights of capital units

[10-1811](#) Changes in investor relationships

[10-1812](#) Variable relative rights

[10-1813](#) Limitation of liability

[10-1814](#) Appointment of conservator

[10-1815](#) Involuntary dissolution or liquidation pursuant to court order

[10-1816](#) Court relief other than dissolution, liquidation or appointment of conservator

[10-1817](#) Merger of close corporations

[10-1818](#) Conversion of corporate status

Article 2 Unclaimed Shares and Dividends

[10-1841](#) Claim for unclaimed shares or dividends

[10-1842](#) Payment of claim

[10-1843](#) Court action upon refusal to pay claim

Article 4 Business Trusts

[10-1871](#) Definitions

[10-1872](#) Classifications of business trusts

[10-1873](#) Form of association authorized

[10-1874](#) Required delivery to commission; certified copy of trust instrument

[10-1876](#) Amendments to trust instrument; filing; recordation

[10-1877](#) Powers; construction of instrument; binding effect of terms and conditions

[10-1878](#) Taxation

[10-1879](#) Corporation laws applicable

Chapter 19

CORPORATIONS AND ASSOCIATIONS NOT FOR PROFIT

Article 1

Cooperative Marketing Associations

[10-2001](#) Definitions

[10-2002](#) Law governing associations

[10-2003](#) Requirements for formation; limitation on association profits

[10-2004](#) Articles of incorporation; amendments

[10-2005](#) Powers of association

[10-2006](#) Bylaws; renewal upon expiration of contract period

[10-2007](#) By-laws concerning property rights of members; amendment

[10-2008](#) Eligibility for membership

[10-2009](#) Membership certificates; voting; liability

[10-2010](#) Appraisal of interest and payment upon withdrawal or expulsion of member

[10-2011](#) General powers of directors; election; compensation

[10-2012](#) Organization of board of directors

[10-2013](#) Removal of officer or director

[10-2014](#) General and special meetings of association; notice

[10-2015](#) Referral to membership

[10-2016](#) Marketing contract; remedies for breach

[10-2017](#) Pilot agreement; list of other agreements; recording

[10-2018](#) Investments; limitation; disposition of profits

[10-2019](#) Annual reports

[10-2020](#) License and other fees; tax exemption

[10-2021](#) Distribution of unclaimed reserves

[10-2022](#) Associations not deemed in restraint of trade

[10-2023](#) Inducing breach of contract; spreading false report; classification

[10-2024](#) Producer-distributor agreement not to join, become or remain member of cooperative or trade association

[10-2025](#) Exemption from security law

Article 2

Electric Cooperative Nonprofit Membership Corporations

[10-2051](#) Definitions

[10-2052](#) Purpose

[10-2053](#) Requirements for formation

[10-2054](#) Name

[10-2055](#) Articles of incorporation

[10-2056](#) Amendment of articles

[10-2057](#) Powers of electric cooperative

[10-2058](#) Board of directors; compensation; term; quorum

[10-2059](#) Officers of cooperative

[10-2060](#) Members in cooperative

[10-2061](#) Nonliability of members for cooperative indebtedness

[10-2062](#) Annual and special meetings of members; notice; quorum; voting

[10-2063](#) Waiver of notice of meeting

[10-2064](#) Bylaws

[10-2065](#) Districts; boundaries

[10-2066](#) Change of location of principal office

[10-2067](#) Nonprofit operation

[10-2068](#) Disposition of property

[10-2069](#) Recording of mortgages; effect

[10-2070](#) Use of roads and streets; notice; protest

[10-2073](#) Consolidation

[10-2074](#) Merger

[10-2075](#) Effect of consolidation or merger

[10-2076](#) Conversion of existing corporations

[10-2077](#) Dissolution

[10-2078](#) Filing of articles

[10-2079](#) Fees

[10-2080](#) Exemption from securities regulations

[10-2081](#) Exemption from antitrust statutes

[10-2082](#) Taking of acknowledgments by officer or member

[10-2083](#) Construction of article

Article 3

Fraternal and Benevolent Societies

[10-2101](#) Requirements for formation

[10-2102](#) Powers of trustees

[10-2103](#) Title to property of society

[10-2104](#) Election, removal and meetings of trustees

[10-2105](#) Filing facsimile of society insignia

[10-2106](#) Wearing insignia of patriotic or fraternal order without authority to obtain aid; classification

Article 4

Nonprofit Electric Generation and Transmission Cooperative Corporations

[10-2121](#) Definitions

[10-2122](#) Purpose

[10-2123](#) Incorporators

[10-2124](#) Use of name

[10-2125](#) Articles of incorporation

[10-2126](#) Amendment of articles; change of location of principal office

[10-2127](#) Powers of a generation and transmission cooperative

[10-2128](#) Membership in a generation and transmission cooperative; voting; nonliability

[10-2129](#) Annual and special meetings of members; notice; quorum [10-2130](#) Board of directors; term; compensation; quorum

[10-2131](#) Officers of a generation and transmission cooperative

[10-2132](#) Bylaws

[10-2133](#) Nonprofit operation

[10-2134](#) Disposition of property

[10-2135](#) Recording of mortgages; effect

[10-2136](#) Use of roads and streets; notice; protest

[10-2138](#) Prohibition of duplication of service

[10-2139](#) Consolidation

[10-2140](#) Merger

[10-2141](#) Conversion of cooperatives into generation and transmission cooperatives

[10-2142](#) Effect of consolidation or merger

[10-2143](#) Dissolution

[10-2144](#) Filing of articles

[10-2145](#) Fees

[10-2146](#) Exemption from securities regulations

[10-2147](#) Exemption from antitrust statutes

[10-2148](#) Taking of acknowledgments by officer or member

[10-2149](#) Admission of foreign generation and transmission cooperatives

Chapter 20 PROFESSIONAL CORPORATIONS

Article 1

General Provisions

[10-2201](#) Definitions

[10-2202](#) Application of Arizona business corporation act

Article 2 Creation

[10-2210](#) Election of professional corporation status

[10-2211](#) Purposes

[10-2212](#) General powers

[10-2213](#) Rendering professional services; applicability

[10-2214](#) Prohibited activities; authorized investments

[10-2215](#) Corporation name

Article 3

Shares

[10-2220](#) Issuance of shares

[10-2221](#) Shares and professional corporation status on shares

[10-2222](#) Share transfer restriction

[10-2223](#) Compulsory acquisition of shares after death, dissolution or disqualification of shareholder

[10-2224](#) Acquisition procedure

[10-2225](#) Court action to appraise shares

[10-2226](#) Court costs and fees of experts

[10-2227](#) Cancellation of disqualified shares

[10-2228](#) Definition of disqualified shareholder

Article 4

Governance

[10-2230](#) Directors and officers

[10-2231](#) Voting of shares

[10-2232](#) Professional relationship

[10-2233](#) Privileged communications

[10-2234](#) Responsibility for professional services

Article 5

Reorganization and Termination

[10-2240](#) Merger

[10-2241](#) Termination of professional corporation status

[10-2242](#) Judicial dissolution

Article 6 Foreign Professional Corporations

[10-2244](#) Authority to transact business

[10-2245](#) Application for authority to transact business

[10-2246](#) Revocation of certificate of authority

Article 8

Transition Provisions

[10-2249](#) Application to existing corporations

Chapter 21 BUSINESS DEVELOPMENT CORPORATIONS

Article 1

Formation and Operation

[10-2251](#) Definitions

[10-2252](#) Purposes

[10-2253](#) General powers

[10-2254](#) Capital stock

[10-2255](#) Loans by members

[10-2256](#) Authority to become shareholders

[10-2257](#) Temporary board of directors

[10-2258](#) Board of directors

[10-2259](#) Method of incorporation

[10-2260](#) Approval of articles of incorporation; incorporation

[10-2261](#) Authorization to commence business

[10-2262](#) Surplus and dividends

[10-2263](#) Investment of excess funds

[10-2264](#) Members as agents for corporations

[10-2265](#) Supervision and reports

[10-2266](#) Dissolution or liquidation

Chapter 23

CORPORATE TAKEOVERS

Article 1 In General

[10-2701](#) Definitions

[10-2702](#) Duties of director

[10-2703](#) Special meetings of shareholders

[10-2704](#) Limitation on share repurchases; definition

[10-2705](#) Compensation agreements

[10-2706](#) Application

Article 2

Control Share Acquisitions

[10-2721](#) Control share acquisitions; exemption from article

[10-2722](#) Information statement

[10-2723](#) Meeting of shareholders

[10-2724](#) Financing

[10-2725](#) Voting rights

[10-2726](#) Rights of action

[10-2727](#) Redemption

Article 3

Business Combinations

[10-2741](#) Business combination with interested shareholder; approval by committee of the directors

[10-2742](#) Requirements after three years

[10-2743](#) Business combinations; exemptions

Chapter 24

GENERAL PROVISIONS-NONPROFIT CORPORATIONS

Article 1

Short Title

[10-3101](#) Short title

[10-3102](#) Reservation of power to amend or repeal

Article 2

Filing Documents and Fees-Nonprofit Corporations

[10-3120](#) Filing requirements

[10-3121](#) Forms

[10-3122](#) Filing, service and copying fees; public access fund; expedited report filing and access; same day and next day services

[10-3123](#) Effective time and date of document

[10-3124](#) Correcting filed document; articles of incorporation; application for authority to conduct affairs

[10-3125](#) Filing duty of commission

[10-3127](#) Evidentiary effect of copy of filed document

[10-3128](#) Certificate of good standing

Article 3

Arizona Corporation Commission

[10-3130](#) Powers

Article 4 Definitions, Notice, Private Foundations, Judicial Relief and Religious Organizations

[10-3140](#) Definitions

[10-3141](#) Notice

[10-3150](#) Private foundations; definition

[10-3160](#) Judicial relief

[10-3180](#) Religious corporations; constitutional protections

Chapter 25 INCORPORATION AND TRANSFER OF DOMICILE-NONPROFIT CORPORATIONS

Article 1 Incorporation

[10-3201](#) Incorporators

[10-3202](#) Articles of incorporation

[10-3203](#) Incorporation

[10-3204](#) Liability for noncorporate transactions

[10-3205](#) Organization of corporation

[10-3206](#) Bylaws

[10-3207](#) Emergency bylaws

Article 2

Transfer of Domicile

[10-3220](#) Transfer of domicile

[10-3221](#) Adoption of articles of domestication

[10-3222](#) Articles of domestication

[10-3223](#) Certificate of disclosure and certificate of good standing

[10-3224](#) Recording and publication of articles of domestication

[10-3225](#) Effect of change of domicile

[10-3226](#) Transfer of domicile from this state

Chapter 26

PURPOSES AND POWERS-NONPROFIT CORPORATIONS

Article 1

General Provisions

[10-3301](#) Purposes

[10-3302](#) General powers

[10-3303](#) Emergency powers

[10-3304](#) Validity of actions

Chapter 27

NAME-NONPROFIT CORPORATIONS Article 1 General Provisions

[10-3401](#) Corporate name

[10-3402](#) Reserved name

[10-3403](#) Registered name

Chapter 28

OFFICE AND AGENT-NONPROFIT CORPORATIONS Article 1 Place of Business and Agent

[10-3501](#) Known place of business and statutory agent

[10-3502](#) Change of known place of business and statutory agent

[10-3503](#) Resignation of statutory agent

[10-3504](#) Service on corporation

Chapter 29

MEMBERS AND MEMBERSHIP-NONPROFIT CORPORATIONS

Article 1 Admission of Members

[10-3601](#) Admission

[10-3602](#) Consideration

[10-3603](#) No requirement of members

Article 2 Types of Memberships-Members' Rights and Obligations

[10-3610](#) Difference in rights and obligations of members

[10-3611](#) Transfers

[10-3612](#) Member's liability to third parties

[10-3613](#) Member's liability for dues, assessments and fees

[10-3614](#) Creditor's action against member

Article 3 Resignation and Termination

[10-3620](#) Resignation

[10-3621](#) Termination, expulsion and suspension

[10-3622](#) Purchase of memberships

Article 4 Derivative Suits

[10-3630](#) Definitions

[10-3631](#) Standing

[10-3632](#) Demand

[10-3633](#) Stay of proceedings

[10-3634](#) Dismissal

[10-3635](#) Discontinuance or settlement

[10-3636](#) Payment of expenses

[10-3637](#) Applicability to foreign corporations

Article 5

Delegates

[10-3640](#) Delegates

Chapter 30

MEMBERS' MEETINGS AND VOTING-NONPROFIT CORPORATIONS Article 1 Meetings and Action Without Meetings

[10-3701](#) Annual and regular meetings; exceptions

[10-3702](#) Special meeting

[10-3703](#) Court ordered meeting; costs; attorney fees

[10-3704](#) Action by written consent; definition

[10-3705](#) Notice of meeting

[10-3706](#) Waiver of notice

[10-3707](#) Record date; determining members entitled to notice and vote

[10-3708](#) Action by written ballot

Article 2

Voting

[10-3720](#) Members' list for meeting

[10-3721](#) Voting entitlement generally

[10-3722](#) Quorum requirements

[10-3723](#) Voting requirements

[10-3724](#) Proxies

[10-3725](#) Cumulative voting for directors

[10-3726](#) Other methods of electing directors

[10-3727](#) Corporation's acceptance of votes

Article 3

Voting Agreement and Trusts

[10-3730](#) Voting trusts

[10-3731](#) Voting agreements

[10-3732](#) Member agreements

Chapter 31

DIRECTORS AND OFFICERS-NONPROFIT CORPORATIONS

Article 1

Board of Directors

[10-3801](#) Requirement for and duties of board

[10-3802](#) Qualifications of directors

[-3803](#) Number of directors

[10-3804](#) Election, designation and appointment of directors

[10-3805](#) Terms of directors generally

[10-3806](#) Staggered terms for directors

[10-3807](#) Resignation of directors

[10-3808](#) Removal of directors elected by members or directors

[10-3809](#) Removal of designated or appointed directors

[10-3810](#) Removal of directors by judicial proceeding

[10-3811](#) Vacancy on board

[10-3812](#) Compensation of directors

Article 2

Meetings and Action of the Board

[10-3820](#) Regular and special meetings

[10-3821](#) Action without meeting

[10-3822](#) Call and notice of meetings

[10-3823](#) Waiver of notice

[10-3824](#) Quorum and voting

[10-3825](#) Committees of the board **Article 3 Standards of Conduct**

[10-3830](#) General standards for directors

[10-3833](#) Liability for unlawful distributions

Article 4

Officers

[10-3840](#) Officers

[10-3841](#) Duties and authority of officers

[10-3842](#) Standards of conduct for officers

[10-3843](#) Resignation and removal of officers

[10-3844](#) Contract rights of officers

[10-3845](#) Officers' authority to execute documents

Article 5

Indemnification

[10-3850](#) Definitions

[10-3851](#) Authority to indemnify

[10-3852](#) Mandatory indemnification

[10-3853](#) Advance for expenses

[10-3854](#) Court ordered indemnification

[10-3855](#) Determination and authorization of indemnification

[10-3856](#) Indemnification of officers

[10-3857](#) Insurance

[10-3858](#) Application of article

Article 6

Director's Conflicting Interest Transactions

[10-3860](#) Definitions

[10-3861](#) Judicial action

[10-3862](#) Directors' action; definition

[10-3863](#) Members' action; definition

[10-3864](#) Conflict of interest policy; exceptions

Chapter 33

AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS-NONPROFIT CORPORATIONS

Article 1 Articles of Incorporation

[10-11001](#) Authority to amend

[10-11002](#) Amendment by board of directors

[10-11003](#) Amendment by board of directors and members

[10-11004](#) Class voting by members on amendments

[10-11006](#) Articles of amendment

[10-11007](#) Restated articles of incorporation

[10-11008](#) Amendment pursuant to reorganization

[10-11009](#) Effect of amendment and restatement

Article 2 Bylaws

[10-11020](#) Amendment by board of directors

[10-11021](#) Amendment by board of directors or members

[10-11022](#) Class voting by members on amendments

[10-11023](#) Bylaw increasing quorum or voting requirement for members

[10-11024](#) Bylaw increasing quorum or voting requirement for directors

Article 3

Articles of Incorporation and Bylaws

[10-11030](#) Approval by third persons

[10-11031](#) Amendment terminating members or redeeming or canceling memberships

Chapter 34

MERGERS-NONPROFIT CORPORATIONS Article 1 General Provisions

[10-11101](#) Approval of plan of merger

[10-11102](#) Membership exchange

[10-11103](#) Action on plan by board, members and third persons

[10-11105](#) Articles of merger or membership exchange; publication

[10-11106](#) Effect of merger or membership exchange

[10-11107](#) Merger or exchange with other entities

[10-11108](#) Requests, devises and gifts

Chapter 35

SALE OF ASSETS-NONPROFIT CORPORATIONS

Article 1

General Provisions

[10-11201](#) Sale of assets in regular course of activities and mortgage of assets

[10-11202](#) Sale of assets other than in regular course of activities

Chapter 35.1

HOSPITAL AND COMMUNITY HEALTH CENTER MERGERS AND OTHER TRANSACTIONS

Article 1

General Provisions

[10-11251](#) Definitions

[10-11252](#) Scope; included transactions; excluded transactions

[10-11253](#) Public hearing; notice; requirements; summary report

[10-11254](#) Applicability

Chapter 36

DISTRIBUTIONS-NONPROFIT CORPORATIONS

Article 1

General Provisions

[10-11301](#) Prohibited distributions

[10-11302](#) Authorized distributions

Chapter 37

DISSOLUTION-NONPROFIT CORPORATIONS

Article 1

Voluntary Dissolution

[10-11401](#) Dissolution by incorporators or directors and third persons

[10-11402](#) Dissolution by directors and third persons

[10-11403](#) Articles of dissolution

[10-11404](#) Revocation of dissolution

[10-11405](#) Effect of dissolution

[10-11406](#) Known claims against dissolved corporation

[10-11407](#) Unknown claims against dissolved corporation

Article 2

Administrative Dissolution

[10-11420](#) Grounds for administrative dissolution

[10-11421](#) Procedure for and effect of administrative dissolution

[10-11422](#) Reinstatement following administrative dissolution

Article 3 Judicial Dissolution

[10-11430](#) Grounds for judicial dissolution

[10-11431](#) Procedure for judicial dissolution

[10-11432](#) Receivership

[10-11433](#) Decree of dissolution

Article 4 Miscellaneous

[10-11440](#) Deposit with department of revenue

Chapter 38

FOREIGN CORPORATIONS-NONPROFIT CORPORATIONS

Article 1

Grant of Authority

[10-11501](#) Authority to conduct affairs required

[10-11502](#) Consequences of conducting affairs without authority

[10-11503](#) Application for certificate of authority

[10-11504](#) Changes requiring new authority

[10-11505](#) Effect of grant of authority

[10-11506](#) Corporate name of foreign corporation

[10-11507](#) Known place of business and statutory agent of foreign corporation

[10-11508](#) Change of known place of business or statutory agent of foreign corporation

[10-11509](#) Resignation of statutory agent of foreign corporation

[10-11510](#) Service on foreign corporation

Article 2

Withdrawal

[10-11520](#) Withdrawal of foreign corporation

[10-11521](#) Withdrawal by directors or members; foreign corporations

Article 3

Revocation of Certificate of Authority

[10-11530](#) Grounds for revocation

[10-11531](#) Procedure for and effect of revocation; reinstatement

Chapter 39

RECORDS AND REPORTS-NONPROFIT CORPORATIONS

Article 1 Records

[10-11601](#) Corporate records

[10-11602](#) Inspection of records by members; applicability

[10-11603](#) Scope of inspection rights; charge

[10-11604](#) Court ordered inspection

[10-11605](#) Limitations on use of membership list; applicability

Article 2 Reports

[10-11620](#) Financial statements for members

[10-11621](#) Report of indemnification to members

[10-11622](#) Annual report

[10-11623](#) Statement of bankruptcy or receivership; interrogatories before subsequent incorporation; violation; classification; definition

Article 3

Miscellaneous Provisions

[10-11630](#) Certificate of good standing; license and registration renewal

[10-11631](#) Civil liability for false statements

[10-11632](#) Interrogatory or signature violations; corporate records; classification

[10-11633](#) Interrogatories by the commission

[10-11634](#) Information disclosed by interrogatories

[10-11635](#) Certified copies received in evidence

Chapter 40

TRANSITION PROVISIONS-NONPROFIT CORPORATIONS

Article 1

General Provisions

[10-11701](#) Application to existing domestic corporations

[10-11702](#) Application to qualified foreign corporations

Chapter 41

INVESTMENTS FOR ELEEMOSYNARY PURPOSES

Article 1

Management of Charitable Funds General Provisions

[10-11801](#) Definitions

[10-11802](#) Managing and investing institutional funds; standard of conduct

[10-11803](#) Appropriation for expenditure or accumulation of endowment fund; construction

[10-11804](#) Delegation of management and investment functions

[10-11805](#) Release or modification of restrictions on management, investment or purpose

[10-11806](#) Applicability

Chapter 42

CORPORATE SOLE

Article 1 General Provisions

[10-11901](#) Purposes for which corporation sole may be formed

[10-11902](#) Requirements for formation

[10-11903](#) Articles of incorporation; amendment

[10-11904](#) Powers of corporation sole

[10-11905](#) Execution of instruments

[10-11906](#) Succession of title and authority

[10-11907](#) Succession of title to religious property held by person not incorporated as corporation sole

[10-11908](#) Officer; director; law applicable to corporations sole