

AMENDMENTS TO LB 528

Introduced by Banking, Commerce and Insurance.

1 1. Insert the following new sections:

2 Section 1. Section 21-2003, Reissue Revised Statutes of
3 Nebraska, is amended to read:

4 21-2003 (1) A document shall satisfy the requirements of
5 this section and of any other provision of law that adds to or
6 varies these requirements to be entitled to filing by the Secretary
7 of State.

8 (2) The Business Corporation Act shall require or permit
9 filing the document in the office of the Secretary of State.

10 (3) The document shall contain the information required
11 by the act. It may contain other information as well.

12 (4) The document shall be typewritten or printed.

13 (5) The document shall be in the English language. A
14 corporate name shall not be required to be in English if written
15 in English letters or Arabic or Roman numerals. The certificate of
16 existence required of foreign corporations shall not be required to
17 be in English if accompanied by a reasonably authenticated English
18 translation.

19 (6) The document shall be executed:

20 (a) By the chairperson of the board of directors of a
21 domestic or foreign corporation, by its president, or by another of
22 its officers;

23 (b) If directors have not been selected or the

1 corporation has not been formed, by an incorporator; or

2 (c) If the corporation is in the hands of a receiver,
3 trustee, or other court-appointed fiduciary, by that fiduciary.

4 (7) The person executing the document shall sign it and
5 state beneath or opposite his or her signature his or her name
6 and the capacity in which he or she signs. The document may, but
7 shall not be required to, contain (a) the corporate seal, (b) an
8 attestation by the secretary or an assistant secretary, and (c) an
9 acknowledgment, verification, or proof.

10 (8) If the Secretary of State has prescribed a mandatory
11 form for the document under section 21-2004, the document shall be
12 in or on the prescribed form.

13 (9) The document shall be delivered to the Secretary of
14 State for filing and shall be accompanied by one exact or conformed
15 copy, except as provided in sections 21-2033 and 21-20,176, the
16 correct filing fee, and any tax, license fee, or penalty required
17 by law. For purposes of this subsection, delivered means physical
18 delivery of the document by hand, mail, or commercial delivery and
19 does not include delivery by electronic transmission.

20 Sec. 5. Section 21-20,186, Reissue Revised Statutes of
21 Nebraska, is amended to read:

22 21-20,186 (1) A corporation shall furnish its
23 shareholders annual financial statements which may be consolidated
24 or combined statements of the corporation and one or more of its
25 subsidiaries, as appropriate, that include a balance sheet as of
26 the end of the fiscal year, an income statement for that year, and
27 a statement of changes in shareholders' equity for that year unless

1 such information appears elsewhere in the financial statements. If
2 financial statements are prepared for the corporation on the basis
3 of generally accepted accounting principles, the annual financial
4 statements shall also be prepared on that basis.

5 (2) If the annual financial statements are reported upon
6 by a public accountant, the accountant's report shall accompany
7 the financial statements. If not, the financial statements shall
8 be accompanied by a statement of the president or the person
9 responsible for the corporation's accounting records:

10 (a) Stating his or her reasonable belief whether the
11 financial statements were prepared on the basis of generally
12 accepted accounting principles and, if not, describing the basis of
13 preparation; and

14 (b) Describing any respects in which the statements
15 were not prepared on a basis of accounting consistent with the
16 statements prepared for the preceding year.

17 (3) A corporation shall ~~mail~~ deliver the annual financial
18 statements to each shareholder within one hundred twenty days after
19 the close of each fiscal year. Thereafter, on written request from
20 a shareholder who was not ~~mailed~~ delivered the statements, the
21 corporation shall ~~mail~~ deliver to him or her the latest financial
22 statements.

23 2. On page 5, line 23, strike the second comma and show
24 as stricken; and in line 25 strike "voice mail".

25 3. On page 9, line 19, after "sections" insert
26 "21-2003,", strike "and", and after the last comma insert "and
27 21-20,186,".

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4. Renumber the remaining sections accordingly.