

Memorandum 76-56

Subject: Study 77.250 - Nonprofit Corporations (Division 4)

At the last meeting, the Commission determined to compile in a new Division 4 provisions applicable to corporations generally. The reasons for this decision are set out in the Minutes of the April 22-24 Meeting at pages 30-31.

Attached to this memorandum is a tentative draft of a portion of Division 4. The same material is included in the binder we have sent to the State Bar Committee for review and comment. The material does not present any great number of important policy questions, but some of the provisions have not previously been reviewed by the Commission, and there are a few technical policy issues that should be reviewed at the May meeting if time permits.

We have not included in this division the provisions relating to the filing of statements of chief executive officer, principal office, and designation of agent for service. When the Commission has reviewed the comments of the State Bar Committee on those provisions, the Commission can then decide whether the provisions should be compiled in Division 4. As presently drafted, there are substantial differences between the provisions relating to nonprofit corporations and those relating to business corporations.

Other memoranda presented for consideration at the May meeting would add additional provisions to Division 4.

Respectfully submitted,

John H. DeMouilly
Executive Secretary

404/994

§ 14800

Staff Draft April 1976

SEC. ____ Division 4 (commencing with Section 14800) is added to Title 1 of the Corporations Code, to read:

DIVISION 4. PROVISIONS APPLICABLE TO
CORPORATIONS GENERALLY

CHAPTER 1. GENERAL PROVISIONS

§ 14800. Corporation defined

14800. Unless otherwise expressly provided, as used in this division, "corporation" means a corporation formed under the laws of this state.

Comment. Section 14800 adopts the substance of the definition of corporation provided in former Section 106.

Policy Issue:

Should the Division, as was former Division 1, be limited to "domestic corporations?" Staff recommendation: No (unless particular provision should be so limited).

404/995

§ 14801

Staff Draft April 1976

§ 14801. Scope of division

14801. The provisions of this division apply to every private corporation, profit or nonprofit, stock or nonstock, now existing or hereafter formed, unless:

(a) The corporation is expressly excepted from the operation thereof;

or

(b) There is a special provision applicable to the corporation inconsistent with some provision of this division, in which case the special provision prevails.

Comment. Section 14801 adopts the substance of the first paragraph of former Section 119. The second paragraph of Section 119 has been omitted as unnecessary.

Note. The provisions of the new General Corporation Law that duplicate provisions of this division would be preserved by subdivision (b) of Section 14801 if it is desired to retain those provisions in the General Corporation Law. However, the duplicating provisions of the new General Corporation Law could be repealed and the duplication thus avoided. Also, it should be noted that the enactment of this division makes it unnecessary to save the comparable provisions of the former General Corporation Law to cover a corporation that (1) is not a nonprofit corporation and (2) is not covered by Section 102 of the new General Corporation Law. The views of the State Bar Committee on Corporations will be solicited to determine whether the duplicating provisions in the new General Corporation Law should be repealed. If those provisions are not repealed, the provisions in new Division 4 would apply to all nonprofit corporations and also to any other corporation that is not covered by the new General Corporation Law unless the provision otherwise provides. See Section 102 (application of new General Corporation Law) as proposed to be amended in Assembly Bill 2849. If the duplicating provisions of the new General Corporation Law are repealed, new Division 4 would apply to all corporations unless the provision otherwise provides.

404/996

§ 14802

Staff Draft April 1976

§ 14802. Suit against corporation or association

14802. A corporation or association may be sued as provided in the Code of Civil Procedure.

Comment. Section 14802 continues the substance of former Section 128.

Note. Enactment of this section would permit the repeal of Section 105.

§ 14803. Subjection of corporate property to attachment

14803. A corporation shall, as a condition of its existence as a corporation, be subject to the provisions of the Code of Civil Procedure authorizing the attachment of property.

Comment. Section 14803 is based on former Section 126.1, but Section 126.1 was limited in its application to corporations formed under Division 1 of the Corporations Code (General Corporation Law) while Section 14803 is not so limited. This expansion of the scope of application of Section 126.1 is consistent with the scope of the applicability of the Attachment Law itself. See Code Civ. Proc. § 483.010, as amended by [AB 2864, 1976 Regular Session], which permits attachment of property of nonprofit corporations. See the Comment to Section 483.010, printed in Senate Journal for April 22, 1976, discussing scope attachment of property of nonprofit corporations.

Note. The enactment of this section permits the repeal of Section 106.

§ 14804. Money; issuance and circulation

14804. No corporation, association, or individual shall issue or put in circulation, as money, anything but the lawful money of the United States.

Comment. Section 14804 is the same as former Section 129.

Note. Section 129 was added to the Corporations Code as a result of the work of the Constitution Revision Commission. The section would appear to be more appropriately compiled in the Financial Code, but there is no appropriate place in that code for the section. We have not investigated the need for the provisions although we suspect that the matter might be covered by federal law.

Note. The enactment of this section permits the repeal of Section 107.

§ 14805. Federal corporations

14805. Every corporation organized under the laws of this state, any other state of the United States or the District of Columbia or under an act of the Congress of the United States, all of the capital stock of which is beneficially owned by the United States, an agency or instrumentality of the United States or any corporation the whole of the capital stock of which is owned by the United States or by an agency or instrumentality of the United States, is conclusively presumed to be an agency and instrumentality of the United States and is entitled to all privileges and immunities to which the holders of all of its stock are entitled as agencies of the United States.

Comment. Section 14805 is the same as former Section 123.

Note. The staff is unclear as to the purpose of Section 123, but the section would appear to be one of general application that should not be limited as provided in Section 102.

Note. The enactment of this section permits the repeal of Section 103.

§ 14806. Information to assessor

14806. Upon request of an assessor, a domestic or foreign corporation owning, claiming, possessing, or controlling property in this state subject to local assessment shall make available at the corporation's principal office in California or at a place mutually acceptable to the

§ 14807

assessor and the corporation a true copy of the records relevant to the amount, cost, and value of all property that it owns, claims, possesses, or controls within the country.

Comment. Section 14806 is the same in substance as Section 1506, which extended the scope of application of former Section 3001.1 to include foreign corporations.

Note. The enactment of this section permits the repeal of Section 1506.

405/932

§ 14807
Staff Draft April 1976

§ 14807. Amendment or repeal; reservation of power; savings clause

14807. (a) This title of the Corporations Code, and any division, part, chapter, article, or section thereof, may at any time be amended or repealed.

(b) Neither the enactment of this title, nor the amendment, repeal, or reenactment of this title or any portion thereof, nor of any other statute affecting corporations, shall take away or impair any existing liability or cause of action existing or incurred against any corporation, its shareholders, members, directors, or officers incurred prior to the time of such enactment, amendment, repeal, or reenactment.

Comment. Section 14807 continues the substance of former Section 126, but the language of Section 14807 has been rephrased to adopt language used in subdivision (c) of Section 102.

Note. The enactment of this section would permit repeal of subdivision (b) of Section 100. Subdivision (c) of Section 102 should be retained.

Policy Issue:

Should subdivision (a) be expanded to include "or any other statute affecting corporations?" Staff recommendation: Yes.

043/186

§ 14820

Tentatively Approved February 1976

Staff Revision and Renumbering April 1976

CHAPTER 2. CORPORATE NAME

§ 14820. Reservation of corporate name

14820. (a) Any applicant may, upon payment of the fee prescribed therefor in the Government Code, obtain from the Secretary of State a certificate of reservation of corporate name for any name not prohibited by this chapter and, upon the issuance of the certificate, the name stated therein shall be reserved for a period of 60 days.

(b) The Secretary of State shall not issue certificates reserving the same name for two or more consecutive 60-day periods to the same applicant or for the use or benefit of the same corporation; nor shall consecutive reservations be made by or for the use or benefit of the same corporation of names so similar as to fall within the prohibitions of Section 14821.

Comment. Section 14820 is the same in substance as Section 201(c) (General Corporation Law). It continues provisions of former Section 310. The fee for a certificate of reservation of corporate name is now four dollars. Govt. Code § 12199.

Note. The staff has not yet resolved the problem that may occur where a corporate name reservation expires during a period of dispute over whether the Secretary of State will file corporate articles.

Note. The enactment of this chapter would permit the repeal of subdivisions (b) and (c) of Section 201.

043/185

§ 14821

Tentatively Approved February 1976

Staff Revision and Renumbering April 1976

§ 14821. Name which tends to deceive

14821. A corporation shall not adopt a name which is the same as, or resembles so closely as to tend to deceive, any of the following:

- (a) The name of a domestic corporation.
- (b) The name of a foreign corporation which is authorized to transact intrastate business or has registered its name pursuant to Section 2101 or 7101.
- (c) A name which a foreign corporation has assumed under subdivision (b) of Section 2106 or 7106.
- (d) A name which will become the record name of a domestic or foreign corporation upon the effective date of a filed corporate instrument where there is a delayed effective date pursuant to Section 14831.
- (e) A name which is under reservation for another corporation.

Comment. Section 14821 is the same in substance as a portion of Section 201(b)(General Corporation Law). It continues provisions of former Section 310.

In addition to the prohibitions contained in Section 14821, there may be other applicable name limitations in other statutes. See, e.g., Sections 14823 (names likely to mislead), 12950 (use of word "cooperative"); Fin. Code § 5501 (building and loan and savings and loan associations); 36 U.S.C. § 379 (use of words "Olympic" or "Olympiad").

Note. The staff has not yet considered whether any of these provisions may be extended to associations which have registered with the Secretary of State. The Comment will be expanded to list other applicable name limitations in other statutes if any are discovered.

043/184

§ 14822

Tentatively Approved February 1976

Staff Revision and Renumbering April 1976

§ 14822. Agreement to use name that is substantially the same

14822. (a) Notwithstanding Section 14821, a corporation may adopt a name that is substantially the same as the name of either of the following:

- (1) An existing domestic corporation.

(2) A foreign corporation which is authorized to transact intrastate business or has registered its name pursuant to Section 2101 or 7101.

(b) A corporation may adopt a name pursuant to subdivision (a) only if both of the following conditions are satisfied:

(1) The corporation proves the consent by the affected domestic or foreign corporation.

(2) The Secretary of State finds that, under the circumstances, the public is not likely to be misled.

Comment. Section 14822 is the same in substance as a portion of Section 201(b)(General Corporation Law). This provision is new for nonprofit corporations.

404/937

§ 14823

Substance Tentatively Approved February 1976
Staff Revision and Renumbering April 1976

§ 14823. Name which is likely to mislead or contains the word "charitable"

14823. A corporation shall not adopt either of the following:

(a) A name which is likely to mislead the public.

(b) A name in which the word "charitable" or its equivalent appears unless the corporation is a nonprofit corporation organized for charitable purposes.

Comment. Subdivision (a) of Section 14823 is the same in substance as a portion of Section 201(b)(General Corporation Law). It continues a provision of former Section 310.

Subdivision (b) of Section 14823 is new. It is a specific application of the general rule stated in subdivision (a). A nonprofit corporation that is organized for charitable purposes must so state in its articles (Section 5250) and is subject to Article 7 (commencing with Section 12580) of Chapter 6 of Part 2 of Division 3 of Title 2 of the Government Code (Uniform Supervision of Trustees for Charitable Purposes Act).

Note. The staff has not yet investigated the advisability of a grandfather clause for those corporations now existing which might violate subdivision (b) upon its enactment.

043/180

§ 14824

Tentatively Approved February 1976

Staff Revision and Renumbering April 1976

§ 14824. Sanctions for name violations

14824. (a) The Secretary of State shall not file articles which violate the provisions of this chapter.

(b) The use by a corporation of a name in violation of this chapter may be enjoined notwithstanding the filing of its articles by the Secretary of State.

Comment. Section 14824 is comparable to portions of Section 201(b) (General Corporation Law). It continues portions of former Section 310. It should be noted that a nonprofit corporation may not use a name that is deceptively similar to that of a domestic nonprofit association. Law v. Crist, 41 Cal. App.2d 862, 107 P.2d 953 (1941).

405/933

§ 14825

Staff Draft April 1976

**CHAPTER 3. FILING OF INSTRUMENTS;
CERTIFICATES OF CORRECTION**

Article 1. Application of Chapter

§ 14825. Application of chapter

14825. Unless the particular provision otherwise provides, the provisions of this chapter apply to instruments required or permitted to be filed with the Secretary of State with respect to domestic and foreign corporations, whether or not filed pursuant to this title.

Comment. Section 14830 makes the provisions of this chapter (unless the particular provision otherwise provides) applicable to all instruments required or permitted to be filed with the Secretary of State. This may broaden the applicability of the provisions of former law.

Note. If it is determined that a definition of "instrument" is necessary or other definitions are necessary, those definitions can be included in this article.

Policy Issue:

Should the policy reflected in this section be adopted? Note that some sections included in this chapter are limited in their application. See Section 14833(c). Staff recommendation: Yes.

404/373

§ 14830

Substance Tentatively Approved January 1976

Staff Revision and Renumbering April 1976

Article 2. Filing of Instruments

§ 14830. Filing by Secretary of State

14830. (a) Upon receipt of any instrument for filing, the Secretary of State shall, if it conforms to law, file the instrument in the office of the Secretary of State and endorse the date of filing thereon.

(b) The Secretary of State shall file a document as of any requested future date, not more than 180 days after its receipt, including a Saturday, Sunday, or legal holiday, if the document is received in the Secretary of State's office at least one business day prior to the requested date of filing.

(c) The date of filing is the date the instrument is received by the Secretary of State unless withheld from filing for a period of time pursuant to a request by the party submitting it for filing or unless in

the judgment of the Secretary of State the filing is intended to be coordinated with the filing of some other corporate document which cannot be filed. In the case of an instrument resubmitted for filing pursuant to Section 14833, the date of filing is the date the instrument was first received by the Secretary of State.

Comment. Section 14830 is the same in substance as Section 110(a) (General Corporation Law). The last sentence is new.

Note. The staff has not yet developed a definition of "instrument" or distinguished between "instruments" (subdivisions (a) and (c)) and "documents" (subdivisions (b) and (c)).

The staff will follow the proposed amendment to Section 110(a) in Assembly Bill 2849. These amendments have been included in Section 14830.

Note. The enactment of this article permits the repeal of Sections 108 and 110.

043/199

§ 14831

Tentatively Approved January 1976

Staff Revision and Renumbering April 1976

§ 14831. Delayed effective date of instruments

14831. (a) Any instrument filed with respect to a corporation (other than original articles) may specify that the instrument is to become effective on a date not later than 90 days after the filing date.

(b) If no revocation certificate is filed, the instrument becomes effective on the date specified.

Comment. Section 14831 is the same in substance as portions of Section 110(c) (General Corporation Law).

404/933

§ 14832

Not Approved; See Minutes January 1976

Staff Revision and Renumbering April 1976

§ 14832. Revocation certificates

14832. (a) An instrument filed with a delayed effective date may be prevented from becoming effective by a revocation certificate filed on or before the specified effective date.

(b) The revocation certificate shall state that, by appropriate corporate action, the instrument has been revoked and is null and void.

(c) The revocation certificate shall be executed in the same manner as the original instrument except that, in the case of a merger agreement, the certificate need only be executed on behalf of one of the constituent corporations.

Comment. Section 14832 is the same in substance as portions of Section 110(c)(General Corporation Law).

Note. The staff has yet to check with the Secretary of State concerning the meaning of the phrase "by appropriate corporate action."

The Commission has not yet reviewed the provisions relating to mergers.

968/612

§ 14833

Tentatively Approved January 1976

Staff Revision and Renumbering April 1976

§ 14833. Instruments conforming to law

14833. (a) If the Secretary of State determines that an instrument submitted for filing or otherwise submitted does not conform to law, the Secretary of State may return the instrument to the person submitting it. An instrument does not fail to conform to law because it is not accompanied by the full filing fee if the unpaid portion of the fee does not exceed the limits established by the policy of the Secretary of State for extending credit in such cases.

(b) An instrument returned pursuant to subdivision (a) may be resubmitted accompanied by a written opinion of the member of the State Bar of California submitting the instrument, or representing the person submitting it, to the effect that the specific provision of the instrument objected to by the Secretary of State does conform to law and stating the points and authorities upon which the opinion is based.

(c) If the instrument is submitted pursuant to Division 1 (commencing with Section ____), Division 2 (commencing with Section ____), or Division 3 (commencing with Section ____), the Secretary of State shall rely, with respect to any disputed point of law (other than the application of Sections 201, 2101, 2106, and [other reference to sections relating to corporate names]), upon a written opinion pursuant to subdivision (b) in determining whether the instrument conforms to law.

Comment. Section 41833 is the same in substance as portions of Section 110(b), (c).

Note. The references in subdivision (c) are to corporate name provisions and will be completed when those provisions have been drafted. Note that subdivision (c) applies to Divisions 2 and 3, as well as Division 1. This will require a careful review of the provisions in Division 3 to make sure any exceptions relating to corporate name are included.

406/002

§ 14834
Staff Draft

§ 14834. Filing fees

14834. The fees of the Secretary of State for filing instruments by or on behalf of corporations are prescribed in Article 3 (commencing with Section 12180) of Chapter 3 of Part 2 of Division 3 of Title 2 of the Government Code.

Comment. Section 14834 is the same in substance as former Section 124.

Note. The staff has not yet investigated whether there will be a need for amendments to the Government Code fee provisions.

Note. The enactment of this section permits the repeal of Section 108.

Policy Issue:

Should a section like this be included in each law relating to corporations rather than being included in the new Division 4?

968/652

§ 14835

Tentatively Approved March 1976
Staff Revision and Renumbering April 1976

Article 3. Certificates of Correction

§ 14835. Correction of instruments

14835. An agreement, certificate, or other instrument relating to a corporation may be corrected with respect to a misstatement of fact contained therein, a defect in the execution thereof, or any other error or defect contained therein by filing a certificate of correction.

Comment. Article 2 (commencing with Section 14835) is the same in substance as Section 109 (General Corporation Law) but may have broader application. See Section 14825. Article 2 continues provisions of former Section 127.

Note. The enactment of this section permits the repeal of Section 109.

968/667

§ 14836

Tentatively Approved March 1976
Staff Revision and Renumbering April 1976

§ 14836. Contents of certificate of correction

14836. The certificate of correction shall be entitled "Certificate of Correction of _____" (insert here the title of

the agreement, certificate, or other instrument to be corrected and name(s) of corporation or corporations)" and shall set forth the following:

- (a) The name or names of the corporation or corporations.
- (b) The date the agreement, certificate, or other instrument being corrected was filed.
- (c) The provision in the agreement, certificate, or other instrument as corrected and, if the execution was defective, wherein it was defective.

Comment. See Comment to Section 14835.

968/668

§ 14837

Tentatively Approved March 1976

Staff Revision and Renumbering April 1976

§ 14837. Execution of certificate of correction

14837. The certificate of correction shall be signed and verified or acknowledged as provided in the applicable statute with respect to the agreement, certificate, or other instrument being corrected.

Comment. See Comment to Section 14835.

Note. This section will need to be reviewed if the scope of this article is expanded to cover instruments executed pursuant to sections in other codes by corporations incorporated under the Corporations Code provisions or incorporated under statutes compiled in other codes. This review can take place when these other statutes are reviewed to conform them to Division 1 or Division 2.

968/669

§ 14838

Tentatively Approved March 1976

Staff Revision and Renumbering April 1976

§ 14838. Limitations on certificate of correction

14838. (a) No certificate of correction shall alter the wording of any resolution which was in fact adopted by the board or the shareholders or members.

(b) No certificate of correction shall effect a corrected amendment of articles which amendment as so corrected would not in all respects have complied with the statutory requirements in effect at the time of filing of the agreement, certificate, or other instrument being corrected.

Comment. See Comment to Section 14835.

Note. Subdivision (b) is to be reviewed for need and for clarity.

968/670

§ 14839

Tentatively Approved March 1976

Renumbered April 1976

§ 14839. Effective date of corrected instrument unaffected by filing certificate of correction

14839. The filing of the certificate of correction shall not alter the effective date of the agreement, certificate, or instrument being corrected, which shall remain as its original effective date.

Comment. See Comment to Section 14835.

968/671

§ 14840

Tentatively Approved March 1976

Renumbered April 1976

§ 14840. Rights and liabilities affected by filing certificate of correction

14840. The filing of the certificate of correction does not affect any right or liability accrued or incurred before the filing except that any right or liability accrued or incurred by reason of the error or defect being corrected is extinguished by the filing if the person having the right has not detrimentally relied on the original instrument.

Comment. See Comment to Section 14835.

Note. The staff has not yet investigated the problem of notice to persons who might have relied on the incorrect instrument.

406/173

§ 14850

Tentatively Approved April 1976

Staff Revision and Renumbering April 1976

CHAPTER 4. SERVICE OF PROCESS ON DOMESTIC CORPORATIONS

Article 1. Manner of Service Generally

§ 14850. Additional method for serving domestic corporation

14850. In addition to the provisions of Chapter 4 (commencing with Section 413.10) of Title 5 of Part 2 of the Code of Civil Procedure, process may be served upon domestic corporations as provided in this chapter.

Comment. Chapter 4 (commencing with Section 14850) is the same in substance as Sections 1700-1702 of the Corporations Code. The phrase "personal delivery" has been substituted in this chapter for "delivery

by hand" to which appears in Sections 1701 and 1702 to conform the terminology to that used in the Code of Civil Procedure. See Code Civ. Proc. §§ 415.10 and 415.20. Section 1702, as proposed to be amended by Assembly Bill 2849 of the 1975-76 Regular Session, has been used in preparing this chapter. The following table shows the source of each section in this chapter.

<u>Section</u>	<u>Source (Corp. Code Sections)</u>
14850	1700
14851	1701
14852	1702(a)
14853	1702(b)(first two sentences)
14854	1702(c)

Note. The enactment of this Chapter would permit repeal of Sections 1700, 1701, and 1702.

405/935

§ 14851

Tentatively Approved April 1976

Staff Revision and Renumbering April 1976

Article 2. Service on Designated Agent.

§ 14851. Service on designated agent for service

14851. Personal delivery of a copy of any process against the corporation (a) to any natural person designated by it as agent or (b), if a corporate agent has been designated, to any person named in the latest certificate of the corporate agent filed pursuant to Section 1505 at the office of such corporate agent shall constitute valid service on the corporation.

Comment. See the Comment to Section 14850.

405/934

§ 14852

Tentatively Approved April 1976

Staff Revision and Renumbering April 1976

Article 3. Service on Secretary of State

§ 14852. Service on Secretary of State

14852. If an agent for the purpose of service of process has resigned and has not been replaced or if the agent designated cannot

with reasonable diligence be found at the address designated for personal delivery of the process, and it is shown by affidavit to the satisfaction of the court that process against a domestic corporation cannot be served with reasonable diligence upon the designated agent by personal delivery in the manner provided in Section 415.10, subdivision (a) of Section 415.20 or subdivision (a) of Section 415.30 of the Code of Civil Procedure or upon the corporation in the manner provided in subdivision (a), (b), or (c) of Section 416.10 or subdivision (a) of Section 416.20 of the Code of Civil Procedure, the court may make an order that the service be made upon the corporation by personal delivery to the Secretary of State, or to any person employed in the Secretary of State's office in the capacity of assistant or deputy, one copy of the process for each defendant to be served, together with a copy of the order authorizing such service. Service in this manner is deemed complete on the 10th day after delivery of the process to the Secretary of State.

Comment. See the Comment to Section 14850.

406/174

§ 14853

Tentatively Approved April 1976

Staff Revision and Renumbering April 1976

§ 14853. Notice to corporation

14853. (a) Upon the receipt of any such copy of process and the fee therefor, the Secretary of State shall give notice of the service of the process to the corporation by:

(1) Forwarding to the corporation at its principal executive office by registered or certified mail, with request for return receipt, the copy of the process; or

(2) If the records of the Secretary of State do not disclose an address for the company's principal executive office, forwarding such

copy in the same manner to the last designated agent for service of process who has not resigned.

(b) If the agent for service of process has resigned and has not been replaced and the records of the Secretary of State do not disclose an address for the company's principal executive office, no action need be taken by the Secretary of State.

Comment. See the Comment to Section 14850.

Policy Issue:

Should the Secretary of State be required to send a copy of the process both to the corporation at its principal executive office and to its last designated agent for service of process? Staff recommendation: Yes.

405/936

§ 14854

Tentatively Approved April 1976

Staff Revision and Renumbering April 1976

§ 14854. Record of service; certificate of Secretary of State as evidence

14854. (a) The Secretary of State shall keep a record of all process served upon the Secretary of State under this article and shall record therein the time of service and the Secretary of State's action with reference thereto.

(b) The certificate of the Secretary of State, under the Secretary of State's official seal, certifying to the receipt of process, the giving of notice thereof to the corporation, and the forwarding of such process pursuant to this article, shall be competent and prima facie evidence of the matters stated therein.

Comment. See the Comment to Section 14850.

405/479

CHAPTER 5. [RESERVED]

CHAPTER 6. FOREIGN CORPORATIONS

Not included--See Memorandum 76-55--May 1976 Meeting

CHAPTER 7. [RESERVED]

CHAPTER 8. CRIMES AND PENALTIES

Not included--See Memorandum 76-57--May 1976 Meeting