

[Colo. Rev. Stat. § 10-1-108.]

§ 10-1-108. Duties of commissioner—reports—publications— fees— disposition of funds— adoption of rules—examinations and investigations: Insurance – General Provisions.

As used in this title 7, except as otherwise defined for the purpose of any section, subpart, part, or article of this title 7, or unless the context otherwise requires:

(1) "Address" means a mailing address or a street address.

(1.3) (Deleted by amendment, L. 2010, (HB 10-1403), ch. 404, p. 1995, § 12, effective August 11, 2010.)

(1.5) "Articles of association" means, with respect to a domestic limited partnership association, the articles of association as defined in the "Colorado Limited Partnership Association Act", article 63 of this title. With respect to a foreign limited partnership association or partnership association, "articles of association" means the corresponding document filed with the jurisdiction under the law of which the limited partnership association is formed.

(2) "Articles of incorporation" means, with respect to:

(a) A domestic cooperative that is not a domestic limited cooperative association, a domestic corporation, or other domestic entity that is formed under or subject to the "Colorado Business Corporation Act", articles 101 to 117 of this title, articles of incorporation as that term is used in the "Colorado Business Corporation Act";

(b) A corporation formed under or subject to article 40 of this title, a certificate of incorporation as that term is used in article 40 of this title;

(c) A domestic cooperative, a domestic nonprofit corporation, or other domestic entity that is formed under or subject to the "Colorado Revised Nonprofit Corporation Act", articles 121 to 137 of this title, articles of incorporation as that term is used in the "Colorado Revised Nonprofit Corporation Act"; and

(d) A foreign corporation or foreign nonprofit corporation, the corresponding document filed with the jurisdiction, under the law of which the corporation or nonprofit corporation is formed.

(3) "Articles of organization" means, with respect to:

(a) A domestic limited liability company, the articles of organization as defined in the "Colorado Limited Liability Company Act", article 80 of this title;

(b) A foreign limited liability company, the corresponding document filed with the filing officer of the jurisdiction under the law of which the foreign limited liability company is formed; and

(c) A domestic limited cooperative association, the articles of organization as defined in the "Colorado Uniform Limited Cooperative Association Act", article 58 of this title.

(3.3) "Assumed entity name" means an entity name assumed by a foreign entity pursuant to the provisions of section 7-90-603.

(3.5) Repealed.

(3.7) (Deleted by amendment, L. 2002, p. 1837, § 87, effective July 1, 2002; p. 1702, § 85, effective October 1, 2002.)

(3.8) [Editor's note: Subsection (3.8) is effective ninety days following certification by the secretary of state. (See the editor's note following this section.)] "Commercial registered agent" means a registered agent who has filed the appropriate documentation with the secretary of state to become listed as a commercial registered agent pursuant to section 7-90-707.

(3.9) (Deleted by amendment, L. 2004, p. 1465, § 201, effective July 1, 2004.)

(4) "Constituent document" means a constituent filed document or a constituent operating document.

(5) "Constituent entity" means, with respect to a merger, each merging entity and the surviving entity; with respect to a conversion, the converting entity and the resulting entity; and, with respect to a share or equity capital exchange, each entity whose owner's interests will be acquired and each entity acquiring those interests.

(6) "Constituent filed document" means the articles of incorporation, articles of organization, certificate of limited partnership, articles of association, statement of registration, or other document of similar import filed or recorded by or for an entity in the jurisdiction under the law of which the entity is formed, by which it is formed, or by which the entity obtains its status as an entity or the entity or any or all of its owners obtain the attribute of limited liability. Where a constituent filed document has been amended or restated, "constituent filed document" means the constituent filed document as last amended or restated.

(7) "Constituent operating document" means articles of incorporation, operating agreement, or partnership agreement, and bylaws of a corporation, nonprofit corporation, cooperative, or limited partnership association.

(8) "Converting entity" means the entity that converts into a resulting entity pursuant to section 7-90-201.

(9) "Cooperative" means a domestic cooperative or a foreign cooperative.

(9.5) Repealed.

(10) "Corporation" means a domestic corporation or a foreign corporation.

(10.3) "Delinquent entity" means an entity that has been declared delinquent pursuant to section 7-90-902 and that has not cured its delinquency.

(10.5) "Deliver" includes mail; except that delivery to the secretary of state means actual receipt by the secretary of state. "Deliver" to any person by the secretary of state includes delivery or mail to the registered agent address of the person's registered agent, or to the principal office address of the person, unless otherwise specified in section 7-90-902 or by an organic statute other than this article. "Deliver" by the secretary of state to a person that has neither a principal office address nor a registered agent address includes delivery to the address that such person may have provided to the secretary of state for such purpose, unless otherwise specified by an organic statute other than this article.

(11) "Domestic cooperative" means an entity formed under article 55 of this title; an entity formed under the "Colorado Cooperative Act", article 56 of this title; an entity formed under the "Colorado Uniform Limited Cooperative Association Act", article 58 of this title; or an entity formed under any other act of the state of Colorado that has elected to be subject to the "Colorado Cooperative Act".

(11.5) (Deleted by amendment, L. 2003, p. 2276, § 194, effective July 1, 2004.)

(12) "Domestic corporation" means a corporation formed under or subject to the "Colorado Business Corporation Act", articles 101 to 117 of this title.

(13) "Domestic entity" means a domestic corporation, a domestic general partnership, a domestic cooperative, a domestic limited liability company, a domestic limited partnership, a domestic limited partnership association, a domestic nonprofit association, a domestic nonprofit corporation, or any other organization or association that is formed under a statute or common law of this state or as to which the law of this state governs relations among the owners and between the owners and the organization or association and that is recognized under the law of this state as a separate legal entity.

(13.5) "Domestic entity name" means the name of a domestic entity as stated in the entity's constituent filed document or as changed pursuant to section 7-90-601.5 or 7-90-601.6.

(14) "Domestic general partnership" means a partnership as defined in the "Uniform Partnership Law", article 60 of this title, or as defined in the "Colorado Uniform Partnership Act", article 64 of this title if, in either case, the law of this state governs relations among the partners and between the partners and the partnership. The term includes a limited liability partnership as defined in the "Uniform Partnership Law", article 60 of this title, or as defined in the "Colorado Uniform Partnership Act (1997)", article 64 of this title.

(14.5) "Domestic limited cooperative association" means a limited cooperative association formed under or subject to the "Colorado Uniform Limited Cooperative Association Act", article 58 of this title.

(15) "Domestic limited liability company" means a limited liability company formed under the "Colorado Limited Liability Company Act", article 80 of this title.

(15.3) "Domestic limited liability limited partnership" means a domestic limited partnership that is registered as a limited liability limited partnership under section 7-60-144 or 7-64-1002.

(15.5) "Domestic limited liability partnership" means a domestic general partnership that is a limited liability partnership as defined in the "Uniform Partnership Law", article 60 of this title, or as defined in the "Colorado Uniform Partnership Act (1997)", article 64 of this title.

- (16) "Domestic limited partnership" means a limited partnership as defined in the "Uniform Limited Partnership Law of 1931", article 61 of this title, or as defined in the "Colorado Uniform Limited Partnership Act of 1981", article 62 of this title. The term includes a limited partnership that is a limited liability limited partnership.
- (17) "Domestic limited partnership association" means a limited partnership association formed under the "Colorado Limited Partnership Association Act", article 63 of this title.
- (18) "Domestic nonprofit association" means a nonprofit association as defined in the "Uniform Unincorporated Nonprofit Association Act", article 30 of this title.
- (19) "Domestic nonprofit corporation" means a corporation formed under or subject to article 40 of this title or the "Colorado Revised Nonprofit Corporation Act", articles 121 to 137 of this title.
- (19.3) (Deleted by amendment, L. 2004, p. 1465, § 201, effective July 1, 2004.)
- (19.5) "Effective date", when referring to a document filed by the secretary of state, means the time and date determined in accordance with section 7-90-304.
- (19.7) "Effective date of dissolution of an entity" means, with respect to any domestic entity other than a general partnership that was a reporting entity before dissolution, the earlier of the effective date of the entity's articles of dissolution or statement of dissolution or the date as shown by the records of the secretary of state on which the entity was administratively or judicially dissolved.
- (20) "Entity" means a domestic entity or a foreign entity.
- (20.5) "Entity name" means a domestic entity name or a foreign entity name.
- (20.6) "Fee" means a fee determined and collected by the secretary of state as provided in section 24-21-104, C.R.S., and includes a fee imposed as a penalty for a late filing or otherwise.
- (20.7) "Filed document" means any document filed by the secretary of state pursuant to this title, whether or not effective.
- (21) "Foreign cooperative" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic cooperative.
- (21.5) (Deleted by amendment, L. 2003, p. 2276, § 194, effective July 1, 2004.)
- (22) "Foreign corporation" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic corporation.
- (23) "Foreign entity" means a foreign corporation, a foreign cooperative, a foreign general partnership, a foreign limited liability partnership, a foreign limited liability company, a foreign limited partnership, a foreign limited liability limited partnership, a foreign limited partnership association, a foreign nonprofit association, a foreign nonprofit corporation, or any other organization or association that is formed under a statute or

common law of a jurisdiction other than this state or as to which the law of a jurisdiction other than this state governs relations among the owners and between the owners and the organization or association and is recognized under the law of such jurisdiction as a separate legal entity.

(23.3) "Foreign entity name" means:

(a) The name of a foreign entity under which it is authorized to transact business or conduct activities in this state, whether such name is its true name or an assumed entity name, as such name may be changed pursuant to section 7-90-601.6; or

(b) As to a foreign entity that is not authorized to transact business or conduct activities in this state but that has registered its true name pursuant to section 7-90-604, that true name.

(23.5) "Foreign general partnership" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic general partnership.

(23.7) "Foreign limited cooperative association" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic limited cooperative association.

(24) "Foreign limited liability company" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic limited liability company.

(24.3) "Foreign limited liability limited partnership" means an entity that is functionally equivalent to a domestic limited liability limited partnership and is formed under the law of a jurisdiction other than this state or as to which the law of a jurisdiction other than this state governs relations among the owners and between the owners and the entity and is recognized under the law of this state as a separate legal entity.

(24.5) "Foreign limited liability partnership" means an entity that is functionally equivalent to a domestic limited liability partnership and is formed under the law of a jurisdiction other than this state or as to which the law of a jurisdiction other than this state governs relations among the owners and between the owners and the entity and is recognized under the law of this state as a separate legal entity.

(25) "Foreign limited partnership" means a partnership formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic limited partnership.

(26) "Foreign limited partnership association" means a limited partnership association formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic limited partnership association.

(27) (Deleted by amendment, L. 2000, p. 959, § 44, effective July 1, 2000.)

(28) "Foreign nonprofit association" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic nonprofit association.

(29) "Foreign nonprofit corporation" means an entity formed under the law of a jurisdiction other than this state that is functionally equivalent to a domestic nonprofit corporation.

(29.3) (Deleted by amendment, L. 2004, p. 1465, § 201, effective July 1, 2004.)

(29.5) "Formed" includes incorporated, created, and organized, and each of the terms includes the others as the context may require. With respect to an entity that was initially formed under the law of one jurisdiction and, by merger, conversion, consolidation, redomestication, or other action, is treated, after such action, according to the law of the jurisdiction under which it was initially formed, as having been formed under the law of a second jurisdiction, the entity shall be considered to have been formed under the law of the second jurisdiction for purposes of this title.

(30) "General partner" means a partner in a general partnership and a general partner in a limited partnership.

(31) "General partnership" means a domestic general partnership or a foreign general partnership.

(31.1) "Health care coverage cooperative" shall have the same meaning as set forth in section 10-16-1002 (2), C.R.S., or a successor statute.

(31.3) "Include" or its variants, when used in reference to any definition or list, indicates that the definition or list is partial and not exclusive.

(31.5) "Individual" means a natural person.

(31.7) "Jurisdiction" includes the United States, a state of the United States, a foreign country or other foreign governmental authority, and any agency, instrumentality, or subdivision thereof.

(32) "Limited liability company" means a domestic limited liability company or a foreign limited liability company.

(32.5) "Limited liability limited partnership" means a domestic limited liability limited partnership or a foreign limited liability limited partnership.

(32.7) "Limited liability partnership" means a domestic limited liability partnership or a foreign limited liability partnership.

(33) "Limited partner" means a limited partner in a limited partnership.

(34) "Limited partnership" means a domestic limited partnership or a foreign limited partnership.

(35) "Limited partnership association" means a domestic limited partnership association or a foreign limited partnership association.

(35.5) "Mail" means deposit in the United States mail, properly addressed, first class postage prepaid, and includes registered, certified, express, or priority mail for which the proper fee has been paid.

(35.6) "Mailing address" means, with respect to any person, a physical location to which mail for such person may be delivered, which physical location shall be described by its street name and number or post office box number, city, state, and (if not the United States) country, and the postal code, if any, for delivery of mail to the location. If the person has no post office box and, by reason of rural location or otherwise, a street name

and number, city, or town does not exist, "mailing address" shall mean an appropriate description fixing as nearly as possible the actual physical location to which mail for that person is delivered, but, for all locations in the United States, the county or parish and, if any, the rural free delivery route and the United States postal code shall be included.

(35.7) "Manager" means:

- (a) A member of a limited liability company in which management is not vested in managers rather than members;
- (b) A manager of a limited liability company in which management is vested in managers rather than members;
- (c) A member of a limited partnership association in which management is not vested in managers rather than members;
- (d) A manager of a limited partnership association in which management is vested in managers rather than members;
- (e) A general partner;
- (f) An officer or director of a corporation, a nonprofit corporation, a cooperative, or a limited partnership association; or
- (g) Any person whose position with respect to an entity, as determined under the constituent documents and organic statutes of the entity, without regard to the person's title, is the functional equivalent of any of the positions described in paragraphs (a) to (f) of this subsection (35.7).

(35.9) "Means" denotes an exhaustive definition or list.

(36) "Member" means:

- (a) A member of a cooperative;
 - (a.5) A member of a limited cooperative association as defined in section 7-58-102;
 - (b) A member of a nonprofit association;
 - (c) A member of a limited liability company;
 - (d) In the case of a nonprofit corporation with one or more classes of voting members, a voting member of a nonprofit corporation; or
 - (e) In the case of a nonprofit corporation with no voting members, a director of a nonprofit corporation.
- (37) "Merging entity" means any entity that merges into a surviving entity pursuant to section 7-90-203 or pursuant to the organic statutes other than this article.

- (38) "Nonprofit association" means a domestic nonprofit association or a foreign nonprofit association.
- (39) "Nonprofit corporation" means a domestic nonprofit corporation or a foreign nonprofit corporation.
- (40) "Nonprofit entity" means a nonprofit corporation or a nonprofit association.
- (40.5) "Obligation" means any debt, obligation, duty, or liability whether sounding in tort, contract, or otherwise.
- (40.7) "On file in the records of the secretary of state", "on file in the office of the secretary of state", and "on file with the secretary of state", with reference to a document, means that the document has been filed by the secretary of state and has become effective pursuant to section 7-90-304 or otherwise pursuant to law and that, subsequent to the commencement of the document's effectiveness, no action has been taken, or omission has occurred, that has caused the document to become ineffective or to be superseded in effect.
- (41) "Operating agreement" means the operating agreement of a domestic limited liability company or the functionally equivalent document of a foreign limited liability company.
- (42) "Organic statutes" means, with respect to any entity:
- (a) This article;
 - (b) The statute, whether of this state or of another jurisdiction, under which the entity is formed; and
 - (c) All other statutes of this state or such other jurisdiction that govern the organization and internal affairs of the entity.
- (43) "Owner" means a shareholder of a corporation, a member, a partner, or a person having an interest in any other entity that is functionally equivalent to an owner's interest.
- (44) "Owner's interest" means the shares of stock in a corporation, a membership in a nonprofit corporation, a membership interest in a limited liability company, the interest of a member in a cooperative or in a limited cooperative association, a partnership interest in a limited partnership, a partnership interest in a partnership, and the interest of a member in a limited partnership association.
- (45) "Partner" means a general partner and a limited partner.
- (46) "Partnership" means a domestic general partnership, a foreign general partnership, a domestic limited partnership, or a foreign limited partnership.
- (47) "Partnership agreement" means the partnership agreement of a domestic general partnership or a domestic limited partnership, or the functional equivalent for a foreign general partnership or a foreign limited partnership.
- (47.1) (Deleted by amendment, L. 2000, p. 959, § 44, effective July 1, 2000.)
- (48) (Deleted by amendment, L. 2003, p. 2276, § 194, effective July 1, 2004.)

(48.5) "Periodic report" means the report required by section 7-90-501.

(49) "Person" means an individual, an estate, a trust, an entity, or a state or other jurisdiction.

(50) "Primary constituent documents" means articles of incorporation with respect to a corporation and constituent documents with respect to other entities.

(50.5) (a) "Principal address" means principal office address or, for a person that has no principal office address, the street address of the person's usual place of business in this state if it has one, the street address of the person's residence in this state if it has one but has no principal place of business in this state, the street address of the person's usual place of business outside this state if it has one but has no usual place of business or residence in this state, or the street address of the person's residence outside this state if it has one but has no principal place of business anywhere and no residence in this state.

(b) In each case enumerated in paragraph (a) of this subsection (50.5), for a person that has no principal office address, "principal address" means the mailing address of the person if it is different from the address determined pursuant to paragraph (a) of this subsection (50.5).

(51) "Principal office" means the office of an entity located at the principal office address of the entity.

(51.5) "Principal office address" means the street address and, if different, the mailing address inside or outside this state, that has been stated by or for an entity to be the principal office address of the entity in the first filed document, in which document the entity or another person has been required, by a provision of this title or by a form or cover sheet the use of which is required by the secretary of state, to state the entity's principal office address; or, if the entity's principal office address has been changed pursuant to section 7-90-705, the principal office address of the entity as last so changed.

(52) "Proceeding" includes a civil suit, arbitration, or mediation and a criminal, administrative, or investigatory action.

(53) "Provider network" means an entity created pursuant to part 3 of article 18 of title 6, C.R.S., or any functionally equivalent entity formed under any subsequently enacted statute of this state.

(54) "Receive", when used in reference to receipt of a writing or other document by an entity, means that the entity actually obtains the writing or other document.

(55) [Editor's note: This version of subsection (55) is effective until ninety days following certification by the secretary of state. (See the editor's note following this section.)) "Registered agent" means the registered agent required to be maintained by an entity pursuant to part 7 of this article or appointed pursuant to article 70 of this title.

(55) [Editor's note: This version of subsection (55) is effective ninety days following certification by the secretary of state. (See the editor's note following this section.)) "Registered agent" means the registered agent required to be maintained by an entity pursuant to part 7 of this article or appointed pursuant to article 70 of this title. "Registered agent" includes a commercial registered agent.

(56) "Registered agent address" means the street address and, if different, the mailing address of the registered agent's primary residence in this state or usual place of business in this state if the registered agent is an individual, or of the registered agent's usual place of business in this state if the registered agent is an entity.

(56.5) "Registered agent name" means, with respect to a registered agent who is an individual or a domestic entity, the true name of the registered agent and, with respect to a registered agent that is a foreign entity, the foreign entity name of the foreign entity.

(57) (Deleted by amendment, L. 2004, p. 1465, § 201, effective July 1, 2004.)

(58) "Reporting entity" means any domestic entity as to which a constituent filed document is on file in the records of the secretary of state other than a domestic limited partnership that is not a reporting limited partnership and any foreign entity authorized to transact business or conduct activities in this state. An entity ceases to be a reporting entity upon the dissolution of the entity, the entity becoming delinquent, the relinquishment of the entity's authority to transact business or conduct activities in this state, or, if the entity is a limited liability partnership or a limited liability limited partnership that is not a reporting limited partnership, its withdrawal of its statement of registration. A dissolved entity that was a reporting entity before its dissolution again becomes a reporting entity upon its reinstatement under part 10 of this article, and a delinquent entity again becomes a reporting entity upon the curing of its delinquency pursuant to section 7-90-904.

(58.5) "Reporting limited partnership" means:

(a) A domestic limited partnership formed after July 26, 2009;

(b) A domestic limited partnership formed under article 61 of this title that elects after July 26, 2009, to be governed by article 62 of this title;

(c) A domestic limited partnership formed under or governed by article 62 of this title for which, after July 26, 2009, a statement of registration is delivered to the secretary of state, for filing pursuant to part 3 of this article, and which is subsequently on file in the records of the secretary of state; or

(d) Any other domestic limited partnership formed under or governed by article 62 of this title as to which a statement of election to be a reporting entity is on file in the records of the secretary of state after July 26, 2009.

(59) "Resulting entity" means the entity that results from the conversion of an entity pursuant to section 7-90-201.

(60) (Deleted by amendment, L. 2003, p. 2276, § 194, effective July 1, 2004.)

(60.5) "Signature" or "signed", unless otherwise provided in the constituent document, includes an "electronic signature" as that term is defined in the "Uniform Electronic Transactions Act", section 24-71.3-102 (8), C.R.S.

(61) "State", when referring to a part of the United States, includes the following:

- (a) A state;
 - (b) A commonwealth;
 - (c) The District of Columbia;
 - (d) All agencies, instrumentalities, and subdivisions of a state, a commonwealth, or the District of Columbia; or
 - (e) Any territory or insular possessions of the United States together with all agencies and governmental subdivisions thereof.
- (61.1) "Statement of change" means a statement of change as described in section 7-90-305.5.
- (61.3) "Statement of conversion" means a statement of conversion as described in section 7-90-201.7.
- (61.4) "Statement of correction" means a statement of correction as described in section 7-90-305.
- (61.5) "Statement of election to be a reporting entity" means a statement of election to be a reporting entity as described in section 7-90-501 (7.5).
- (61.6) "Statement of merger" means a statement of merger as described in section 7-90-203.7.
- (61.7) "Statement of registration" means, with respect to a domestic limited liability partnership or a domestic limited liability limited partnership, the statement of registration as described in section 7-60-144 or section 7-64-1002. With respect to a foreign limited liability partnership or a foreign limited liability limited partnership, "statement of registration" means the corresponding document filed with the filing officer of the jurisdiction under the law of which the foreign limited liability partnership or the foreign limited liability limited partnership is formed.
- (62) "Street address" means, with respect to a physical location, the street name and number, city, state, and (if not the United States) country, and the postal code, if any, that is required for delivery of mail to the location. If, by reason of rural location or otherwise, a street name and number, city, or town does not exist, "street address" shall mean an appropriate description fixing as nearly as possible the actual physical location, but, for all locations in the United States, the county or parish and, if any, the rural free delivery route and the United States postal code shall be included.
- (63) "Surviving entity" means the entity into which a merging entity or entities have merged pursuant to section 7-90-203 or pursuant to the organic statutes other than this article.
- (63.3) "Trade name" means a name of a person other than the true name of the person, or, in the case of a general partnership that is not a limited liability partnership, other than the true name of each general partner of the general partnership, under which the person may transact business or conduct activities pursuant to the provisions of article 71 of this title.
- (63.7) "True name" means, with respect to an individual, the first name and surname of the individual; with respect to a domestic entity, the domestic entity name, if any, of the domestic entity, or, if the domestic entity

does not have a domestic entity name, the name under which the domestic entity most commonly transacts business or conducts activities in this state; and, with respect to a foreign entity, the functional equivalent of such a name.

(64) "United States" includes any district, authority, office, bureau, commission, department, and any other agency of the United States of America.

(65) "Unit owner's association" means an entity created pursuant to part 3 of article 33.3 of title 38, C.R.S., or any functionally equivalent entity formed under any subsequently enacted statute of this state.

(66) "Writing" or "written", unless otherwise provided in the constituent document, includes an "electronic record" as that term is defined in the "Uniform Electronic Transactions Act", section 24-71.3-102 (7), C.R.S.