HB230 ENROLLED



- 1 HB230
- 2 C459QQW-3
- 3 By Representatives Wilcox, Underwood
- 4 RFD: State Government
- 5 First Read: 27-Feb-24



- 1 Enrolled, An Act,
- 2 Relating to corporations; to amend Section 10A-1-7.12, Section
- 3 10A-2A-1.40, as last amended by Act 2023-503, 2023 Regular
- 4 Session, and Sections 10A-2A-1.41 and 10A-2A-16.01, Code of
- 5 Alabama 1975, and repeal Section 10A-2A-16.11, Code of Alabama
- 6 1975, to remove the requirement that corporations file an
- 7 annual report with the Secretary of State and remove any
- 8 reference to an annual report.
- 9 BE IT ENACTED BY THE LEGISLATURE OF ALABAMA:
- 10 Section 1. Section 10A-1-7.12, Section 10A-2A-1.40, as
- 11 last amended by Act 2023-503, 2023 Regular Session, and
- 12 Sections 10A-2A-1.41 and 10A-2A-16.01, Code of Alabama 1975,
- 13 are amended to read as follows:
- 14 "\$10A-1-7.12
- The Secretary of State may commence a proceeding under
- 16 Section 10A-1-7.13 to revoke the registration of a foreign
- 17 entity authorized to transact business in this state if:
- 18 (1) the foreign entity does not deliver its annual
- 19 report, if required by law, to the Secretary of State within
- 20 180 days after it is due;
- $\frac{(2)}{(1)}$ the foreign entity does not pay within 180 days
- 22 after they are due any applicable privilege or corporation
- 23 share tax, qualification fee or admission tax, or interest or
- 24 penalties imposed by this title or other law;
- 25 $\frac{(3)}{(2)}$ the foreign entity is without a registered agent
- or registered office in this state for 60 days or more;
- $\frac{(4)}{(3)}$ the foreign entity does not file a statement of
- 28 change of registered agent or registered office with the



29 Secretary of State under Section 10A-1-5.32 within 60 days of

30 the change or its registered agent does not file a change of

31 name or change of address of the registered office with the

32 Secretary of State under Section 10A-1-5.33 within 60 days of

33 the change;

(5) (4) an organizer, governing person, or agent of the foreign entity signed a document he or she knew was false in any material respect with intent that the document be delivered to the Secretary of State for filing; or

(6) (5) the Secretary of State receives a duly authenticated certificate from the Secretary of State or other official having custody of entity records in the state or country under whose laws the foreign entity is formed or is governed stating that the foreign entity has been terminated."

"\$10A-2A-1.40

As used in this chapter, unless otherwise specified or unless the context otherwise requires, the following terms have the following meanings:

- (1) AUTHORIZED STOCK means the stock of all classes and series a corporation or foreign corporation is authorized to issue.
- (2) BENEFICIAL STOCKHOLDER means a person who owns the beneficial interest in stock, which is either a record stockholder or a person on whose behalf shares of stock are registered in the name of an intermediary or nominee.
- (3) CERTIFICATE OF INCORPORATION means the certificate of incorporation described in Section 10A-2A-2.02, all amendments to the certificate of incorporation, and any other



57 documents permitted or required to be delivered for filing by 58 a corporation with the Secretary of State under this chapter 59 or Chapter 1 that modify, amend, supplement, restate, or 60 replace the certificate of incorporation. After an amendment of the certificate of incorporation or any other document 61 62 filed under this chapter or Chapter 1 that restates the 63 certificate of incorporation in its entirety, the certificate 64 of incorporation shall not include any prior documents. When 65 used with respect to a corporation incorporated and existing on December 31, 2019, under a predecessor law of this state, 66 67 the term "certificate of incorporation" means articles of incorporation, charter, or similar incorporating document, and 68 all amendments and restatements to the certificate of 69 70 incorporation, charter, or similar incorporating document. 71 When used with respect to a foreign corporation, a nonprofit corporation, or a foreign nonprofit corporation, the 72 73 "certificate of incorporation" of such an entity means the 74 document of such entity that is equivalent to the certificate 75 of incorporation of a corporation. The term "certificate of 76 incorporation" as used in this chapter is synonymous to the term "certificate of formation" used in Chapter 1. 77 78 (4) CORPORATION, except in the phrase foreign 79

corporation, means an entity incorporated or existing under this chapter.

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(5) DELIVER or DELIVERY means any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery, and, if authorized in accordance with Section 10A-2A-1.41, by electronic



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- (6) DISTRIBUTION means a direct or indirect transfer of cash or other property (except a corporation's own stock) or incurrence of indebtedness by a corporation to or for the benefit of its stockholders in respect of any of its stock. A distribution may be in the form of a payment of a dividend; a purchase, redemption, or other acquisition of stock; a distribution of indebtedness; a distribution in liquidation; or otherwise.
 - (7) DOCUMENT means a writing as defined in Chapter 1.
- (8) EFFECTIVE DATE, when referring to a document accepted for filing by the Secretary of State, means the time and date determined in accordance with Article 4 of Chapter 1.
- (9) ELECTRONIC MAIL means an electronic transmission directed to a unique electronic mail address.
- (10) ELECTRONIC MAIL ADDRESS means a destination,

 commonly expressed as a string of characters, consisting of a

 unique user name or mailbox (commonly referred to as the

 "local part" of the address) and a reference to an internet

 domain (commonly referred to as the "domain part" of the

 address), whether or not displayed, to which electronic mail

 can be sent or delivered.
- 107 (11) ELIGIBLE ENTITY means an unincorporated entity,
 108 foreign unincorporated entity, nonprofit corporation, or
 109 foreign nonprofit corporation.
- 110 (12) ELIGIBLE INTERESTS means interests or memberships.
- 111 (13) EMPLOYEE includes an officer, but not a director.
- 112 A director may accept duties that make the director also an



- employee.
- 114 (14) ENTITY includes corporation; foreign corporation;
- 115 nonprofit corporation; foreign nonprofit corporation; estate;
- 116 trust; unincorporated entity; foreign unincorporated entity;
- and state, United States, and foreign government.
- 118 (15) EXPENSES means reasonable expenses of any kind
- 119 that are incurred in connection with a matter.
- 120 (16) FILING ENTITY means an unincorporated entity,
- 121 other than a limited liability partnership, that is of a type
- that is created by filing a public organic record or is
- 123 required to file a public organic record that evidences its
- 124 creation.
- 125 (17) FOREIGN CORPORATION means a corporation
- 126 incorporated under a law other than the law of this state
- 127 which would be a corporation if incorporated under the law of
- 128 this state.
- 129 (18) FOREIGN NONPROFIT CORPORATION means a corporation
- incorporated under a law other than the law of this state
- 131 which would be a nonprofit corporation if incorporated under
- the law of this state.
- 133 (19) GOVERNING STATUTE means the statute governing the
- internal affairs of a corporation, foreign corporation,
- 135 nonprofit corporation, foreign nonprofit corporation,
- 136 unincorporated entity, or foreign unincorporated entity.
- 137 (20) GOVERNMENTAL SUBDIVISION includes authority,
- 138 county, district, and municipality.
- 139 (21) INCLUDES and INCLUDING denote a partial definition
- 140 or a nonexclusive list.



- 141 (22) INTEREST means either or both of the following
 142 rights under the governing statute governing an unincorporated
 143 entity:
- 144 (i) the right to receive distributions from the entity 145 either in the ordinary course or upon liquidation; or
- 146 (ii) the right to receive notice or vote on issues
 147 involving its internal affairs, other than as an agent,
 148 assignee, proxy, or person responsible for managing its
 149 business and affairs.
- 150 (23) INTEREST HOLDER means a person who holds of record
 151 an interest.
- 152 (24) KNOWLEDGE is determined as follows:
- 153 (a) A person knows a fact when the person:
- 154 (1) has actual knowledge of it; or
- 155 (2) is deemed to know it under law other than this chapter.
- 157 (b) A person has notice of a fact when the person:
- 158 (1) knows of it;
- 159 (2) receives notification of it in accordance with 160 Section 10A-2A-1.41;
- 161 (3) has reason to know the fact from all of the facts
 162 known to the person at the time in question; or
- 163 (4) is deemed to have notice of the fact under 164 subsection (d).
- 165 (c) A person notifies another of a fact by taking steps
 166 reasonably required to inform the other person in ordinary
 167 course in accordance with Section 10A-2A-1.41, whether or not
 168 the other person knows the fact.



- 169 (d) A person is deemed to have notice of a 170 corporation's:
- 171 (1) matters included in the certificate of 172 incorporation upon filing;
- 173 (2) dissolution, 90 days after a certificate of 174 dissolution under Section 10A-2A-14.03 becomes effective;
- 175 (3) conversion, merger, or interest exchange under 176 Article 9 or Article 11, 90 days after a statement of 177 conversion, or statement of merger or interest exchange 178 becomes effective;
- 179 (4) conversion or merger under Article 8 of Chapter 1,
 180 90 days after a statement of conversion or statement of merger
 181 becomes effective; and
- 182 (5) revocation of dissolution and reinstatement, 90
 183 days after certificate of revocation of dissolution and
 184 reinstatement under Section 10A-2A-14.04 becomes effective.
- 185 (e) A stockholder's knowledge, notice, or receipt of a
 186 notification of a fact relating to the corporation is not
 187 knowledge, notice, or receipt of a notification of a fact by
 188 the corporation solely by reason of the stockholder's capacity
 189 as a stockholder.
- 190 (f) The date and time of the effectiveness of a notice 191 delivered in accordance with Section 10A-2A-1.41, is 192 determined by Section 10A-2A-1.41.
- 193 (25) MEANS denotes an exhaustive definition.
- 194 (26) MEMBERSHIP means the rights of a member in a 195 nonprofit corporation or foreign nonprofit corporation.
- 196 (27) ORGANIZATIONAL DOCUMENTS means the public organic



- record and private organizational documents of a corporation, foreign corporation, or eligible entity.
- 199 (28) PRINCIPAL OFFICE means the office (in or out of
 200 this state) so designated in the annual report where the
 201 principal executive offices of a the corporation or foreign
 202 corporation are located.
- 203 (29) PRIVATE ORGANIZATIONAL DOCUMENTS means (i) the 204 bylaws of a corporation, foreign corporation, nonprofit 205 corporation, or foreign nonprofit corporation, or (ii) the 206 rules, regardless of whether in writing, that govern the 207 internal affairs of an unincorporated entity or foreign unincorporated entity, are binding on all its interest 208 209 holders, and are not part of its public organic record, if 210 any. Where private organizational documents have been amended 211 or restated, the term means the private organizational documents as last amended or restated. 212
- 213 (30) PROCEEDING includes any civil suit and criminal, 214 administrative, and investigatory action.
- 215 (31) PUBLIC ORGANIC RECORD means (i) the certificate of 216 incorporation of a corporation, foreign corporation, nonprofit 217 corporation, or foreign nonprofit corporation, or (ii) the 218 document, if any, the filing of which is required to create an 219 unincorporated entity or foreign unincorporated entity, or 220 which creates the unincorporated entity or foreign 221 unincorporated entity and is required to be filed. Where a 222 public organic record has been amended or restated, the term means the public organic record as last amended or restated. 223
 - (32) RECORD DATE means the date fixed for determining



the identity of the corporation's stockholders and their stockholdings for purposes of this chapter. Unless another time is specified when the record date is fixed, the determination shall be made as of the close of business at the principal office of the corporation on the date so fixed.

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- (33) RECORD STOCKHOLDER means (i) the person in whose name shares of stock are registered in the records of the corporation, or (ii) the person identified as the beneficial owner of stock in a beneficial ownership certificate pursuant to Section 10A-2A-7.23 on file with the corporation to the extent of the rights granted by such certificate.
- 236 (34) SECRETARY means the corporate officer to whom the 237 board of directors has delegated responsibility under Section 238 10A-2A-8.40(c) to maintain the minutes of the meetings of the 239 board of directors and of the stockholders and for 240 authenticating records of the corporation.
- 241 (35) STOCK EXCHANGE means a transaction pursuant to 242 Section 10A-2A-11.03.
- 243 (36) STOCKHOLDER means a record stockholder.
- 244 (37) STOCK means the units into which the proprietary 245 interests in a corporation or foreign corporation are divided.
- 246 (38) TYPE OF ENTITY means a generic form of entity: (i)
 247 recognized at common law; or (ii) formed under a governing
 248 statute, regardless of whether some entities formed under that
 249 law are subject to provisions of that law that create
 250 different categories of the form of entity.
- 251 (39) UNINCORPORATED ENTITY means an organization or 252 artificial legal person that either has a separate legal



253 existence or has the power to acquire an estate in real 254 property in its own name and that is not any of the following: 255 a corporation, foreign corporation, nonprofit corporation, 256 foreign nonprofit corporation, a series of a limited liability 257 company or of another type of entity, an estate, a trust, a 258 state, United States, or foreign government. The term includes 259 a general partnership, limited liability company, limited 260 partnership, business trust, joint stock association, and

262 (40) UNITED STATES includes any district, authority, 263 bureau, commission, department, and any other agency of the 264 United States.

unincorporated nonprofit association.

- 265 (41) UNRESTRICTED VOTING TRUST BENEFICIAL OWNER means,
 266 with respect to any stockholder rights, a voting trust
 267 beneficial owner whose entitlement to exercise the stockholder
 268 right in question is not inconsistent with the voting trust
 269 agreement.
- 270 (42) VOTING GROUP means all stock of one or more
 271 classes or series that under the certificate of incorporation
 272 or this chapter are entitled to vote and be counted together
 273 collectively on a matter at a meeting of stockholders. All
 274 stock entitled by the certificate of incorporation or this
 275 chapter to vote generally on the matter is for that purpose a
 276 single voting group.
- 277 (43) VOTING POWER means the current power to vote in the election of directors.
- 279 (44) VOTING TRUST BENEFICIAL OWNER means an owner of a beneficial interest in stock of the corporation held in a





voting trust established pursuant to Section 10A-2A-7.30(a)."

282 "\$10A-2A-1.41

in English.

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- 283 (a) A notice under this chapter must be in writing
 284 unless oral notice is reasonable in the circumstances. Unless
 285 otherwise agreed between the sender and the recipient, words
 286 in a notice or other communication under this chapter must be
- 288 (b) A notice or other communication may be given by any 289 method of delivery, except that notice or other communication 290 by electronic transmission must be in accordance with this 291 section. If the methods of delivery are impracticable, a 292 notice or other communication from the corporation may be 293 given by means of a broad non-exclusionary distribution to the 294 public (which may include a newspaper of general circulation 295 in the area where published; radio, television, or other form 296 of public broadcast communication; or other methods of 297 distribution that the corporation has previously identified to 298 its stockholders).
 - (c) A notice or other communication to a corporation or to a foreign corporation registered to transact business in this state may be delivered to the corporation's registered agent at its registered office or to the secretary at the corporation's principal office shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its foreign registration under Chapter 1.
 - (d) A notice or other communications from the corporation to a stockholder may be delivered by electronic



309 mail to the electronic mail address for that stockholder 310 required to be included in the record of stockholders 311 maintained pursuant to Section 10A-2A-16.01(d), unless that 312 stockholder has previously notified the corporation in writing 313 that the stockholder objects to receiving notices and other 314 communications by electronic mail. Any notice or communication 315 may be delivered by another form of electronic transmission if 316 consented to by the stockholder or if authorized by subsection 317 (j). Any notice or other communication from the corporation to any other person may be delivered by electronic transmission 318 319 if consented to by the recipient or if authorized by subsection (j). Any consent given under this subsection or 321 subsection (j) may be revoked with respect to future notices 322 or communications by the person who consented by written 323 notice to the person to whom the consent was delivered.

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(e) A notice or other communication may no longer be delivered to an electronic mail address or other electronic transmission address pursuant to subsection (d) if (i) the corporation receives notice from the information processing system into which the notice or other communication was entered that two consecutive notices or other communications given by electronic transmissions have not been delivered to the electronic mail address or other electronic transmission address to which the notice or other communication was directed, and (ii) the notice of non-delivery becomes known to the secretary or an assistant secretary or to the transfer agent, or another person responsible for the giving of notices or other communications for the corporation; provided,



however, the inadvertent failure to recognize the notice of non-delivery as a cessation of authority to provide a stockholder with notice by electronic mail or other electronic transmission shall not invalidate any meeting or other action.

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- (f) Unless otherwise agreed between the sender and the recipient, a notice or other communication by electronic transmission is received when:
- (1) it enters an information processing system directed to (i) in the case of a stockholder, the electronic mail address for the stockholder required to be included in the record of stockholders maintained pursuant to Section 10A-2A-16.01(d) or other electronic transmission address at which the stockholder has consented to receive notice or other communications by electronic transmission, or (ii) in the case of any other recipient, the electronic transmission address at which the recipient has consented to receive notice or other communications by electronic transmission; and
- 354 (2) it is in a form capable of being processed by that system.
 - (g) Receipt of an electronic acknowledgement from an information processing system described in subsection (f)(1) establishes that an electronic transmission was received but, by itself, does not establish that the content sent corresponds to the content received.
- 361 (h) An electronic transmission is received under this 362 section even if no person is aware of its receipt.
- 363 (i) A notice or other communication, if in a
 364 comprehensible form or manner, is effective at the earliest of



- 365 the following:
- 366 (1) if in a physical form, the earliest of when it is 367 actually received, or when it is left at:
- 368 (i) a stockholder's address included in the record of stockholders maintained pursuant to Section 10A-2A-16.01(d);
- 370 (ii) a director's residence or usual place of business;
 371 or
- 372 (iii) the corporation's principal office;
- 373 (2) if mailed by United States mail postage prepaid and 374 addressed to a stockholder at the stockholder's address 375 included in the record of stockholders maintained pursuant to 376 Section 10A-2A-16.01(d), upon deposit in the mail;
- 377 (3) if mailed by United States mail postage prepaid and 378 addressed to a recipient other than a stockholder at the 379 address included in the corporation's records, the earliest of 380 when it is actually received, or:
- 381 (i) if sent by registered or certified mail, return 382 receipt requested, the date shown on the return receipt signed 383 by or on behalf of the addressee; or
- 384 (ii) five days after it is deposited in the United 385 States mail;
- 386 (4) if sent by a nationally recognized commercial
 387 carrier that issues a receipt or other confirmation of
 388 delivery, the earliest of when it is actually received or the
 389 date shown on the receipt or other confirmation of delivery
 390 issued by the commercial carrier;
- 391 (5) if an electronic transmission, when it is received as provided in subsection (f); and



393 (6) if oral, when communicated.

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- 394 (i) A notice or other communication may be in the form 395 of an electronic transmission that cannot be directly 396 reproduced in paper form by the recipient through an automated 397 process used in conventional commercial practice only if (i) 398 the electronic transmission is otherwise retrievable in 399 perceivable form, and (ii) the sender and the recipient have 400 consented in writing to the use of such form of electronic 401 transmission.
- (k) If this chapter prescribes requirements for notices 402 403 or other communications in particular circumstances, those requirements govern. If the certificate of incorporation or 404 405 bylaws prescribe requirements for notices or other 406 communications, not inconsistent with this section or other 407 provisions of this chapter, those requirements govern. The 408 certificate of incorporation or bylaws may authorize or 409 require delivery of notices of meetings of directors by 410 electronic transmission.
 - (1) In the event that any provisions of this chapter are deemed to modify, limit, or supersede the federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. §§_7001 et seq., the provisions of this chapter shall control to the maximum extent permitted by Section 102(a)(2) of that federal act.
- 417 (m) Whenever a notice or communication would otherwise 418 be required to be given under this chapter to a stockholder, 419 the notice or communication need not be given if the 420 corporation is not permitted to deliver the notice or



- communication by electronic transmission pursuant to subsections (d) and (e) and:
- (1) notices and communications to stockholders of two
 consecutive annual meetings, and all notices and
 communications of meetings during the period between those two
 consecutive annual meetings, have been sent to that
 stockholder at that stockholder's address included in the
 record of stockholders maintained pursuant to Section
- 10A-2A-16.01(d) and have been returned undeliverable or could
- 430 not be delivered; or
- 431 (2) all, but not less than two, distributions to
 432 stockholders during a 12-month period, or two consecutive
 433 distributions to stockholders during a period of more than 12
 434 months, have been sent to that stockholder at that
 435 stockholder's address included in the record of stockholders
 436 maintained pursuant to Section 10A-2A-16.01(d) and have been
 437 returned undeliverable or could not be delivered; or
- 438 (3) no address has been provided to the corporation by
 439 or on behalf of a stockholder and the corporation has not
 440 otherwise obtained an address for that stockholder it believes
 441 to be reliable.
- In addition, if any stockholder to which this
 subsection (m) applies delivers to the corporation a written
 notice or communication setting forth that stockholder's
 then-current address, the requirement that notice and
 communication be given to that stockholder shall be
 reinstated.
- 448 (n) Whenever a notice or communication is required to



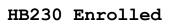
449 be given, under this chapter or the certificate of incorporation or bylaws of any corporation, to any person with 450 451 whom notice to or communication with is unlawful, the giving 452 of the notice or communication to that person shall not be 453 required and there shall be no duty to apply to any 454 governmental authority or agency for a license or permit to 455 give the notice or communication to that person. Any action or 456 meeting which shall be taken or held without notice or 457 communication to the person with whom notice to or communication with is unlawful shall have the same force and 458 459 effect as if the notice or communication had been duly given. 460 In the event that the action taken by the corporation is such 461 as to require the filing of a certificate or other filing 462 instrument under any other sections of this chapter, the 463 certificate or other filing instrument shall state, if that is 464 the fact and if notice or communication is required, that 465 notice or communication was given to all persons entitled to 466 receive notice or communication except those persons with whom 467 notice to or communication with is unlawful." 468 "\$10A-2A-16.01 469 (a) A corporation shall maintain the following records: 470 (1) its certificate of incorporation as currently in 471 effect; 472 (2) any notices to stockholders referred to in Section 473 10A-2A-1.20(c)(5) specifying facts on which a filed document is dependent if those facts are not included in the 474 certificate of incorporation or otherwise available as 475 476 specified in Section 10A-2A-1.20(c)(5);



477 (3) its bylaws as currently in effect;

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- 478 (4) all written communications within the past three 479 years to stockholders generally;
- 480 (5) minutes of all meetings of, and records of all
 481 actions taken without a meeting by, its stockholders, its
 482 board of directors, and board committees established under
 483 Section 10A-2A-8.25; and
- 484 (6) a list of the names and business addresses of its
 485 current directors and officers; and
 - (7) its most recent annual report delivered to the Secretary of State under Section 10A-2A-16.11.
- 488 (b) A corporation shall maintain all annual financial 489 statements prepared for the corporation for its last three 490 fiscal years (or any shorter period of existence) and any 491 audit or other reports with respect to those financial 492 statements.
- 493 (c) A corporation shall maintain accounting records in 494 a form that permits preparation of its financial statements.
- 495 (d) A corporation shall maintain a record of its 496 current stockholders in alphabetical order by class or series 497 of stock showing the address of each stockholder to which 498 notices and other communications from the corporation are to 499 be sent, and which shall include the number and class or 500 series of stock held by each stockholder. In addition, if a 501 stockholder has provided an electronic mail address to the 502 corporation or has consented to receive notices or other communications by electronic mail or other electronic 503 504 transmission, the record of stockholders shall include the





505	electronic mail or other electronic transmission address of
506	the stockholder if notices or other communications are being
507	delivered by the corporation to the stockholder at that
508	electronic mail or other electronic transmission address
509	pursuant to Section 10A-2A-1.41(d). An electronic mail address
510	of a stockholder shall be deemed to be provided by a
511	stockholder if it is contained in a communication to the
512	corporation by or on behalf of the stockholder, unless the
513	communication expressly indicates that the electronic mail
514	address may not be used to deliver notices or other
515	communications.
516	(e) A corporation shall maintain the records specified
517	in this section in a manner so that they may be made available
518	for inspection within a reasonable time."
519	Section 2. Section 10A-2A-16.11 of the Code of Alabama
520	1975, requiring each corporation, including foreign
521	corporations authorized to transact business in this state, to
522	file an annual report with the Secretary of State, is
523	repealed.
524	Section 3. This act shall become effective on October
525	1, 2024.



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533		Speaker of the House of Representatives	
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538		President and Presiding Officer of the Senate	
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541		House of Representatives	
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543		hereby certify that the within Act originated	in and
544	was pass	ed by the House 19-Mar-24, as amended.	
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546		John Treadwell	
547		Clerk	
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553	Senate	25-Apr-24	Passed
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