

Second Regular Session
Seventy-fifth General Assembly
STATE OF COLORADO

REVISED

*This Version Includes All Amendments Adopted
on Second Reading in the Second House*

LLS NO. 26-0617.01 Jery Payne x2157

HOUSE BILL 26-1088

HOUSE SPONSORSHIP

Clifford and Taggart, Keltie, Mauro, Rutinel, Titone

SENATE SPONSORSHIP

Cutter and Kolker,

House Committees

State, Civic, Military, & Veterans Affairs
Appropriations

Senate Committees

State, Veterans, & Military Affairs
Appropriations

A BILL FOR AN ACT

101 CONCERNING ENTITY FILINGS MADE WITH THE SECRETARY OF STATE,
102 AND, IN CONNECTION THEREWITH, MAKING AN APPROPRIATION.

Bill Summary

(Note: This summary applies to this bill as introduced and does not reflect any amendments that may be subsequently adopted. If this bill passes third reading in the house of introduction, a bill summary that applies to the reengrossed version of this bill will be available at <http://leg.colorado.gov>.)

The bill authorizes the secretary of state (secretary) to:

- Mark as void or remove from the system an entity filing if an electronic payment for the entity filing fee is reversed or is not completed;
- Suspend or dismiss a complaint if the secretary determines that a relationship exists between the complainant and the

Shading denotes HOUSE amendment. Double underlining denotes SENATE amendment.
Capital letters or bold & italic numbers indicate new material to be added to existing law.
Dashes through the words or numbers indicate deletions from existing law.

SENATE
Amended 2nd Reading
April 24, 2026

HOUSE
3rd Reading Unamended
March 9, 2026

HOUSE
Amended 2nd Reading
March 6, 2026

person that is the subject of the complaint alleging a fraudulent filing; and

- Mark a business record with a notice that an entity is unauthorized or fraudulent without referring a complaint about the entity to the attorney general if the secretary receives a notice from the attorney general that the entity being listed as the registered agent was created or registered without authorization or for fraudulent purposes.

The bill prohibits using a fraudulent entity as a registered agent in a business entity filing.

Current law provides an administrative process for determining if an entity filing is made fraudulently or otherwise violates the law when a complaint is made. If such a determination is made, the entity filings may be canceled and the filers penalized. The procedures require the attorney general to notify the entity's registered agent. If the entity does not reply within 21 days after the notification, another notice is mailed, and if the entity does not reply to that notice within 21 days, the complaint is deemed to be conceded. The bill:

- Authorizes the attorney general to provide written notice to any other point of contact that the attorney general determines through investigation to be a means to reach the entity, if the address of the registered agent is the same as the address of the complainant;
- Repeals the second 21-day notice period; and
- Authorizes a person that is injured by such a violation to bring an action to dissolve the entity.

Under current law, actions to dissolve an entity must be brought in the district court for the county where the entity's principal office is located; if the entity has no principal office in this state, where the registered agent is located; or, if the entity has no registered agent, in Denver. The bill authorizes the action to be brought in Denver when the dissolution is based on a fraudulent filing.

1 *Be it enacted by the General Assembly of the State of Colorado:*

2 **SECTION 1.** In Colorado Revised Statutes, 7-90-303, **add** (5) as
3 follows:

4 **7-90-303. Filing, service, and copying fees - subpoenas.**

5 (5) IF PAYMENT FOR A DOCUMENT SUBMITTED TO THE SECRETARY
6 OF STATE FOR FILING IS NOT SUCCESSFULLY PROCESSED, INCLUDING
7 REVERSAL OF THE ELECTRONIC PAYMENT, THE DOCUMENT HAS NOT BEEN

1 SUCCESSFULLY FILED, NOTWITHSTANDING THE TIME OR DATE INITIALLY
2 STAMPED ON THE DOCUMENT. THE SECRETARY OF STATE MAY EITHER:

3 (a) MARK THE DOCUMENT AS VOID AND ADJUST THE ENTITY'S
4 RESULTING STATUS; OR

5 (b) REMOVE THE DOCUMENT FROM THE ONLINE FILING SYSTEM.

6 **SECTION 2.** In Colorado Revised Statutes, 7-90-314, **amend**
7 (1)(b), (1)(c), (3)(a), (4)(a), (4)(f), and (5); **repeal** (4)(e); and **add** (1)(d),
8 (4)(g)(VIII), and (4)(g)(IX) as follows:

9 **7-90-314. Fraudulent filings - complaint - review - referral to**
10 **attorney general - referral to administrative law judge - marking**
11 **filing as fraudulent - deceptive trade practice - definition.**

12 (1) **Fraudulent filings.** The following actions are prohibited:

13 (b) Including an address in a document filed in the secretary of
14 state's office under this part 3 without the consent of the owner of or
15 occupant of the included address; ~~and~~

16 (c) Delivering a document regarding an entity to the secretary of
17 state's office if the individual who makes the delivery lacks the necessary
18 written consent or authority to do so; AND

19 (d) USING A FRAUDULENT ENTITY, INCLUDING AN ENTITY THAT IS
20 HELD TO BE FRAUDULENT UNDER SUBSECTION (4)(g)(V) OF THIS SECTION,
21 AS A REGISTERED AGENT.

22 (3) **Review - secretary of state.**

23 (a) Upon receipt of a complaint submitted pursuant to subsection
24 (2) of this section, the secretary of state shall review the complaint and
25 evaluate whether the complaint indicates a violation of subsection (1) of
26 this section and satisfies the requirements of subsection (2) of this
27 section. If so, the secretary of state, using electronic means: shall:

1 (I) SHALL refer the complaint to the attorney general for review
2 and investigation under the "Colorado Consumer Protection Act", article
3 1 of title 6; AND

4 (II) MAY MARK THE BUSINESS RECORD WITH A NOTICE THAT THE
5 ENTITY HAS RECEIVED A COMPLAINT OR IS UNDER INVESTIGATION.

6

7 (4) **Review - attorney general - hearing and findings -**
8 **administrative law judge - definition.**

9 (a) Upon receipt of a complaint referred by the secretary of state
10 in accordance with subsection (3)(a) of this section, the attorney general
11 shall review the complaint and determine whether the complaint should
12 be investigated. If the attorney general determines that the complaint
13 should be investigated, the attorney general:

14 (I) Shall mail a written notice and demand to the street address or
15 mailing address, if different from the street address, as well as to the
16 email address, if available, of the registered agent of record listed in the
17 secretary of state's online filing system for the entity at issue; EXCEPT
18 THAT, IF THE ADDRESS OF THE REGISTERED AGENT IS THE SAME AS THE
19 ADDRESS OF THE COMPLAINANT, THE ATTORNEY GENERAL MAY PROVIDE
20 WRITTEN NOTICE TO ANY OTHER POINT OF CONTACT THAT THE ATTORNEY
21 GENERAL DETERMINES THROUGH INVESTIGATION TO BE A MEANS TO
22 REACH THE ENTITY AT ISSUE;

23 (I.5) ~~and, if a telephone number is available, the attorney general~~
24 ~~shall~~ MAY contact the registered agent by telephone IF A TELEPHONE
25 NUMBER IS AVAILABLE; and

26 (II) May provide written or verbal notice and demand to any other
27 point of contact that the attorney general determines through investigation

1 to be a means by which to reach the entity at issue.

2 (e) ~~If, within twenty-one days after mailing a notice and demand,~~
3 ~~the attorney general does not receive a response in writing or otherwise,~~
4 ~~the attorney general shall send a second notice and demand, consistent~~
5 ~~with the requirements of this subsection (4), and allow twenty-one days~~
6 ~~for a response, which must comply with subsection (4)(c) of this section.~~

7 (f) (I) If the attorney general does not receive a response within
8 twenty-one days after mailing a ~~second~~ notice and demand ~~as described~~
9 ~~in subsection (4)(c)~~ IN ACCORDANCE WITH SUBSECTION (4)(c) of this
10 section, each allegation in the notice and demand is deemed conceded by
11 the person that did not respond, and the attorney general may certify that
12 fact to the secretary of state. Upon receiving the certification, the
13 secretary of state shall take the appropriate remedial action under
14 subsections (4)(g)(V) and (4)(g)(VI) of this section based on the
15 conceded notice and demand.

16 (II) As used in this subsection (4)(f), "conceded notice and
17 demand" means a notice and demand described in ~~subsection (4)(c)~~
18 SUBSECTION (4)(c) of this section sent by the attorney general to which
19 the attorney general did not receive a response and in which, pursuant to
20 subsection (4)(f)(I) of this section, each allegation is deemed conceded by
21 the person that did not respond.

22 (g) (VIII) IN THE SITUATION DESCRIBED IN THE INTRODUCTORY
23 PORTION OF SUBSECTION (4)(g)(V) OF THIS SECTION, THE SECRETARY OF
24 STATE MAY TAKE ANY OF THE ACTIONS DESCRIBED IN SUBSECTIONS
25 (4)(g)(V)(A) TO (4)(g)(V)(C) OF THIS SECTION AGAINST ANY OTHER
26 ENTITY THAT USES AN ENTITY AS THE REGISTERED AGENT THAT HAS BEEN
27 CONCEDED OR HAS BEEN FOUND TO BE FRAUDULENT OR UNAUTHORIZED

1 AS THE REGISTERED AGENT.

2 (IX) IF A DOCUMENT SUBMITTED TO THE SECRETARY OF STATE FOR
3 FILING INCLUDES A REFERENCE TO THE SECRETARY OF STATE, THE
4 SECRETARY OF STATE'S ADDRESS OR VARIATIONS OF EITHER THE NAME OR
5 ADDRESS, THE SECRETARY OF STATE MAY, WITHOUT THE NEED FOR A FILED
6 COMPLAINT, TAKE ANY OF THE ACTIONS DESCRIBED IN SUBSECTIONS
7 (4)(g)(V)(A) TO (4)(g)(V)(C) OF THIS SECTION CONCERNING THE ENTITY
8 OR FILING.

9 (5) **Enforcement - deceptive trade practice - private right of**
10 **action.**

11 (a) A violation of subsection (1) of this section is a deceptive trade
12 practice under section 6-1-105 (1)(ppp) and is subject to enforcement by
13 the department of law in addition to the enforcement described in this
14 section. A determination by the administrative law judge as provided by
15 subsection (4)(g)(IV) of this section or a failure to timely respond to a
16 notice and demand as provided by subsection (4)(f) of this section
17 constitutes a prima facie showing that subsection (1) of this section was
18 violated.

19 (b) A PERSON THAT IS INJURED BY AN ENTITY THAT HAS VIOLATED
20 SUBSECTION (1) OF THIS SECTION MAY BRING AN ACTION TO DISSOLVE THE
21 ENTITY IN ACCORDANCE WITH PART 7 OF ARTICLE 56 OF THIS TITLE 7, PART
22 8 OF ARTICLE 80 OF THIS TITLE 7, PART 3 OF ARTICLE 114 OF THIS TITLE 7,
23 PART 3 OF ARTICLE 134 OF THIS TITLE 7, OR THE COMMON LAW OF
24 COLORADO, AS APPLICABLE. THE COURT MAY DISSOLVE THE ENTITY IF THE
25 COURT FINDS THAT:

26 (I) THE ENTITY OBTAINED ITS ARTICLES OF INCORPORATION OR
27 ORGANIZATION THROUGH FRAUD; OR

1 (II) THE ENTITY HAS CONTINUED TO EXCEED OR ABUSE THE
2 AUTHORITY CONFERRED UPON IT BY LAW.

3 **SECTION 3.** In Colorado Revised Statutes, 7-56-715, **amend** (1)
4 as follows:

5 **7-56-715. Procedure for judicial dissolution.**

6 (1) (a) A proceeding to dissolve a cooperative brought by the
7 attorney general ~~shall~~ MUST be brought:

8 (I) In the district court for the county in this state in which the
9 street address of the cooperative's principal office is located; ~~or~~,

10 (II) If the cooperative has no principal office in this state, in the
11 district court for the county in which the street address of its registered
12 agent is located; ~~or~~,

13 (III) If the cooperative has no registered agent, in the district court
14 for the city and county of Denver; OR

15 (IV) IF THE DISSOLUTION IS BASED ON A FRAUDULENT FILING WITH
16 THE SECRETARY OF STATE, IN THE DISTRICT COURT FOR THE CITY AND
17 COUNTY OF DENVER.

18 (b) IF SUBSECTION (1)(a) OF THIS SECTION DOES NOT APPLY, a
19 proceeding brought by any other party named in section 7-56-714 ~~shall~~
20 MUST be brought:

21 (I) In the district court for the county in this state in which the
22 street address of the cooperative's principal office is located; ~~or~~,

23 (II) If the cooperative has no principal office in this state, in the
24 district court for the county in which the street address of its registered
25 agent is located; or

26 (III) If the cooperative has no registered agent, in the district court
27 for the city and county of Denver.

1 **SECTION 4.** In Colorado Revised Statutes, 7-80-811, **amend** (1)
2 as follows:

3 **7-80-811. Procedure for judicial dissolution.**

4 (1) (a) A judicial proceeding by the attorney general to dissolve
5 a limited liability company ~~shall~~ **MUST** be brought:

6 (I) In the district court for the county in this state in which the
7 street address of the limited liability company's principal office or the
8 street address of its registered agent is located; ~~or~~;

9 (II) If the limited liability company has no principal office in this
10 state and no registered agent, in the district court for the city and county
11 of Denver; OR

12 (III) IF THE DISSOLUTION IS BASED ON A FRAUDULENT FILING WITH
13 THE SECRETARY OF STATE, IN THE DISTRICT COURT FOR THE CITY AND
14 COUNTY OF DENVER.

15 (b) IF SUBSECTION (1)(a) OF THIS SECTION DOES NOT APPLY, a
16 judicial proceeding brought by ~~any other~~ A party named in section
17 7-80-810 to dissolve a limited liability company ~~shall~~ **MUST** be brought:

18 (I) In the district court for the county in this state in which the
19 street address of the limited liability company's principal office is located;
20 ~~or~~;

21 (II) If ~~it~~ THE LIMITED LIABILITY COMPANY has no principal office
22 in this state, in the district court for the county in which the street address
23 of its registered agent is located; or

24 (III) If the limited liability company has no registered agent, in the
25 district court for the city and county of Denver.

26 **SECTION 5.** In Colorado Revised Statutes, 7-90-402, **add** (6) as
27 follows:

1 **7-90-402. Interrogatories by secretary of state - fraudulent**
2 **business records.**

3 **(6) (a) IF THE SECRETARY OF STATE HAS A REASONABLE BASIS TO**
4 **BELIEVE THAT A RECORD IS FRAUDULENT OR UNAUTHORIZED BASED ON**
5 **THE RESPONSE OR FAILURE TO RESPOND TO AN INTERROGATORY, THE**
6 **SECRETARY OF STATE MAY:**

7 **(I) MARK THE RECORD WITH A NOTICE THAT THE RECORD IS**
8 **UNAUTHORIZED OR FRAUDULENT AND DECLARE THE ENTITY DELINQUENT**
9 **PURSUANT TO SECTIONS 7-90-901 AND 7-90-902;**

10 **(II) REDACT THE UNAUTHORIZED ADDRESS OR NAME FROM THE**
11 **RECORD AND FROM ANY OTHER RELEVANT RECORDS;**

12 **(III) DISABLE ADDITIONAL FILING FUNCTIONALITY ON THE**
13 **ENTITY'S RECORDS; AND**

14 **(IV) TAKE ACTIONS AUTHORIZED IN SECTION 7-90-314**
15 **(4)(g)(VIII).**

16 **(b) AS USED IN THIS SECTION, "REASONABLE BASIS" MEANS THE**
17 **SECRETARY OF STATE HAS INFORMATION REASONABLY DEMONSTRATING**
18 **THAT A FILING HAS VIOLATED SECTION 7-90-314 (1). THIS INFORMATION**
19 **INCLUDES A RECORD HAVING THE FOLLOWING WITH RESPECT TO A RECORD**
20 **DETERMINED TO BE FRAUDULENT OR UNAUTHORIZED UNDER SECTION**
21 **7-90-314:**

22 **(I) A MATCH OR CLOSE SIMILARITY IN AN ENTITY OR CONTACT**
23 **NAME OR ADDRESS WITH THE FRAUDULENT OR UNAUTHORIZED RECORD;**

24 **(II) PATTERNS OF ACTIVITY CONSISTENT WITH THE FRAUDULENT**
25 **OR UNAUTHORIZED RECORD; OR**

26 **(III) ELECTRONIC IDENTIFIERS ASSOCIATED WITH THE FRAUDULENT**
27 **OR UNAUTHORIZED RECORD.**

1 (c) A PERSON AGGRIEVED BY AN ACTION TAKEN BY THE
2 SECRETARY OF STATE UNDER SUBSECTION (6)(a) OF THIS SECTION MAY
3 REQUEST THE SECRETARY OF STATE TO REVERSE THE ACTIONS TAKEN. THE
4 REQUEST MUST BE SUBMITTED IN A FORM PRESCRIBED BY THE SECRETARY
5 OF STATE AND INCLUDE EVIDENCE SHOWING THAT THE ACTION WAS AN
6 ERROR. IF THE SECRETARY OF STATE DENIES THE REQUEST, THE
7 AGGRIEVED PERSON MAY SEEK JUDICIAL REVIEW BY BRINGING AN ACTION
8 IN THE DISTRICT COURT IN AND FOR THE CITY AND COUNTY OF DENVER.

9 **SECTION 6.** In Colorado Revised Statutes, 7-114-302, **amend**
10 (1) as follows:

11 **7-114-302. Procedure for judicial dissolution.**

12 (1) (a) A proceeding by the attorney general to dissolve a
13 corporation ~~shall~~ MUST be brought:

14 (I) In the district court for the county in this state in which the
15 street address of the corporation's principal office or the street address of
16 its registered agent is located; ~~or~~;

17 (II) If the corporation has no principal office in this state and no
18 registered agent, in the district court for the city and county of Denver; OR

19 (III) IF THE DISSOLUTION IS BASED ON A FRAUDULENT FILING WITH
20 THE SECRETARY OF STATE, IN THE DISTRICT COURT FOR THE CITY AND
21 COUNTY OF DENVER.

22 (b) IF SUBSECTION (1)(a) OF THIS SECTION DOES NOT APPLY, a
23 proceeding brought by ~~any other~~ A party named in section 7-114-301 ~~shall~~
24 MUST be brought:

25 (I) In the district court for the county in this state in which the
26 street address of the corporation's principal office is located; ~~or~~;

27 (II) If ~~it~~ THE CORPORATION has no principal office in this state, in

1 the district court for the county in which the street address of its
2 registered agent is located; or

3 (III) If the corporation has no registered agent, in the district court
4 for the city and county of Denver.

5 **SECTION 7.** In Colorado Revised Statutes, 7-134-302, **amend**
6 (1) as follows:

7 **7-134-302. Procedure for judicial dissolution.**

8 (1) (a) A proceeding by the attorney general to dissolve a
9 nonprofit corporation ~~shall~~ MUST be brought:

10 (I) In the district court for the county in this state in which the
11 street address of the nonprofit corporation's principal office or the street
12 address of its registered agent is located; ~~or~~,

13 (II) If the nonprofit corporation has no principal office in this state
14 and no registered agent, in the district court for the city and county of
15 Denver; OR

16 (III) IF THE DISSOLUTION IS BASED ON A FRAUDULENT FILING WITH
17 THE SECRETARY OF STATE, IN THE DISTRICT COURT FOR THE CITY AND
18 COUNTY OF DENVER.

19 (b) IF SUBSECTION (1)(a) OF THIS SECTION DOES NOT APPLY, a
20 proceeding brought by any other party named in section 7-134-301 ~~shall~~
21 MUST be brought:

22 (I) In the district court for the county in this state in which the
23 street address of the nonprofit corporation's principal office is located; ~~or~~,

24 (II) If ~~it~~ THE NONPROFIT CORPORATION has no principal office in
25 this state, in the district court for the county in which the street address of
26 its registered agent is located; or

27 (III) If the nonprofit corporation has no registered agent, in the

1 district court for the city and county of Denver.

2 **SECTION 8. Appropriation.** (1) For the 2026-27 state fiscal
3 year, \$193,954 is appropriated to the department of state. This
4 appropriation is from the department of state cash fund created in section
5 24-21-104 (3)(b), C.R.S. To implement this act, the department may use
6 this appropriation as follows:

7 (a) \$37,860 for use by the business and licensing division for
8 personal services, which amount is based on an assumption that the
9 division will require an additional 0.8 FTE;

10 (b) \$5,400 for use by the business and licensing division for
11 operating expenses;

12 (c) \$147,686 for use by the information technology division for
13 personal services, which amount is based on an assumption that the
14 division will require an additional 0.3 FTE; and

15 (d) \$3,008 for use by the information technology division for
16 operating expenses.

17 **SECTION 9. Act subject to petition - effective date -**
18 **applicability.** (1) This act takes effect at 12:01 a.m. on the day following
19 the expiration of the ninety-day period after final adjournment of the
20 general assembly (August 12, 2026, if adjournment sine die is on May 13,
21 2026); except that, if a referendum petition is filed pursuant to section 1
22 (3) of article V of the state constitution against this act or an item, section,
23 or part of this act within such period, then the act, item, section, or part
24 will not take effect unless approved by the people at the general election
25 to be held in November 2026 and, in such case, will take effect on the
26 date of the official declaration of the vote thereon by the governor.

1 (2) This act applies to complaints filed on or after the applicable
2 effective date of this act.