

Topic: Original Signatures on Documents

Question by: Judy Jobman

Jurisdiction: Nebraska

Date: 9 June 2010

<b>Jurisdiction</b>	<b>Question:</b> Does your State require original signatures for your Corporation in house filings?	If your State does not require original signatures have you had any problems with fraudulent documents being filed?  If so, would you provide an example?
<b>Bermuda</b>		
<b>New Zealand</b>		
<b>Alberta</b>		
<b>British Columbia</b>		
<b>Manitoba</b>		
<b>New Brunswick</b>		
<b>Newfoundland and Labrador</b>		
<b>Northwest Territories</b>		
<b>Nova Scotia</b>		
<b>Nunavut</b>		
<b>Ontario</b>		
<b>Prince Edward Island</b>		
<b>Quebec</b>		
<b>Saskatchewan</b>		
<b>Yukon</b>		
<b>Corporations Canada</b>	Corporations Canada does not require original signatures for paper based filings. If the filer completes the documentation in our offices, the document must be	To the best of our knowledge, we do not have issues regarding fraudulent activity due to the lack of an original signature.

	signed. However, we do not witness that signature, nor do we insist on a witness. Furthermore, we accept forms sent by fax and e-mail which do not bear original signatures. Nor do we verify that documents sent by mail bear the original signature as opposed to a copy of the signature.	
<b>Alabama</b>		
<b>Alaska</b>		
<b>Arizona</b>		
<b>Arkansas</b>	Yes	No
<b>California</b>	Per California Corporations Code section 17.1, signatures in a facsimile Business Entity document presented to the California Secretary of State are acceptable. Statements of Information (annual reports) do not require a signature.	We get fraudulent filings with original signatures, so the original signature is not necessarily a deterrent. We have not noticed an increase in fraudulent documents due to the change in allowing facsimile signatures.
<b>Colorado</b>	Colorado does not require signatures on filings for business organizations, trade names or trademarks.	All documents are submitted under penalty of perjury. We have experienced the occasional concern about someone not being authorized to file the document. Many of the issues seem to arise from disputes within the entity. We have also had some concerns about someone filing a document in order to "hijack" the entity.
<b>Connecticut</b>		
<b>Delaware</b>		
<b>District of Columbia</b>	Yes, for all filings except for LLCs.	We have had few cases where customers alleged bogus signatures, etc. Our position was that we are not the signature experts and that customers can record amended filings and/or involves the courts. We also have perjury statement on each form required by D.C. Code.
<b>Florida</b>	Yes, original signatures are required for "paper" documents, other than those submitted through our Fax Filing process and LLCs.	There are more incidents of fraudulent filings with electronic filings "signed" with "typed" signatures than problems with original signatures on paper documents. There aren't many problems with either type but they do occur occasionally.
<b>Georgia</b>		
<b>Hawaii</b>	No	No
<b>Idaho</b>		
<b>Illinois</b>		
<b>Indiana</b>		
<b>Iowa</b>		

<b>Kansas</b>		
<b>Kentucky</b>		
<b>Louisiana</b>	No, we accept fax filings and online filings.	Not so far but like other states if this happened we would advise the customer to seek legal counsel.
<b>Maine</b>	Maine requires original signatures on all paper filings. Pursuant to UETA, online filings require the typed signature, which has the same legal effect as a hand written signature.	
<b>Maryland</b>		
<b>Massachusetts</b>	Massachusetts is similar to ME. Original signature required on paper filings received through the mail or over the counter, electronic and fax filings require signature .	
<b>Michigan</b>		
<b>Minnesota</b>		
<b>Mississippi</b>		
<b>Missouri</b>	Signatures are required on registration reports.	We get fraudulent filings with original signatures, so the original signature is not necessarily a deterrent. We have not noticed an increase in fraudulent documents due to the change in allowing facsimile signatures.
<b>Montana</b>	Only annual reports can be filed online. Signature not required.	Not any more so than we had with original signatures.
<b>Nebraska</b>		
<b>Nevada</b>	Original signatures are not required in Nevada.	There are no more issues with a facsimile of a signature than with an original.
<b>New Hampshire</b>		
<b>New Jersey</b>		
<b>New Mexico</b>		
<b>New York</b>		
<b>North Carolina</b>	Any signature on the document may be a facsimile or an electronic signature in a form acceptable to the Secretary of State. NCGS 55D-10(b)(6). Most documents come in with an original signature; however, if there are problems with the document we use e-mail and fax to correspond with the filer. The final document being filed may be a facsimile or electronic version of the original.	Not really.

<b>North Dakota</b>		
<b>Ohio</b>	No	Yes. We have been contacted by customers stating documents were filed by an unauthorized person, most commonly on the record of a nonprofit corporation. We have explained that our office does not have the authority to verify the authenticity of business filings, and the customer should seek private legal counsel to obtain relief from the court.
<b>Oklahoma</b>	No	No
<b>Oregon</b>	Oregon's pretty much like California. We have specific statutes on facsimile signatures, put in before we adopted UETA. We believe that issue is well-covered by both. Plus, there is a credit card trail, so in some ways, there's more info about the signature than with paper.	We get fraudulent filings with original signatures, so the original signature is not necessarily a deterrent. We have not noticed an increase in fraudulent documents due to the change in allowing facsimile signatures.
<b>Pennsylvania</b>		
<b>Rhode Island</b>		
<b>South Carolina</b>		
<b>South Dakota</b>		
<b>Tennessee</b>		
<b>Texas</b>	No. Under the Texas Business Organizations Code, "a 'signature' is any symbol executed or adopted by a person with present intention to authenticate a writing. Unless the context requires otherwise, the term includes a digital signature, an electronic signature, and a facsimile of a signature." [BOC§4.003]. Texas courts have held that a signature may be typewritten.  Further, the TBOC in section 4.003 specifically provides for electronic filing. In addition, Texas has adopted the Uniform Electronic Transactions Act.	Not any more so than we had with original signatures.
<b>Utah</b>	When we put our documents online the signature issue was a problem. Luckily two things were in our favor: signatures are not authenticated so we take what we get in good faith; and Utah passed the Uniform Electronic Transactions Act which states that an electronic (typed in) signature has the same legal effect as a hand written signature. So, with our online documents that require a	

	signature, we have a space to type the name in. For some of the others we eliminated the signature requirement.	
<b>Vermont</b>		
<b>Virginia</b>		
<b>Washington</b>	<p>The great state of Washington addressed this problem with legislation. They amended RCW 23B.01.200 (2) to give our office rule-making authority for signatures. This was actually added to the profit, nonprofit, and LLC laws.</p> <p>The rules we wrote for online services are WAC 434-112-065 thru 075. These statutes and rules can be found online at <a href="http://www.leg.wa.gov/LawsAndAgencyRules/Pages/default.aspx">http://www.leg.wa.gov/LawsAndAgencyRules/Pages/default.aspx</a> .</p> <p>What we actually did was give the incorporator a signature box at the end of the online filing process, that contains the following language and ask him or her to type in their full name:</p> <p>“By clicking the continue button below, I certify that I am authorized to file this document on behalf of the above named corporation.</p> <p>By submitting this application for filing I am declaring under penalty of perjury that the information contained in the application is true and correct to the best of my knowledge.</p> <p>I understand that the RCW 43.07.210 provides that knowingly submitting false information to the Secretary of State is punishable as a gross misdemeanor. A gross misdemeanor is punishable by up to one year imprisonment and up to a \$5000 fine. “</p> <p>While the laws still reference original signatures, any filing that is “electronic” does not have to have an original signature by statute. We have stretched “electronic” to include emailing a scanned document containing an</p>	<p>We have not had a problem with fraudulent documents that we know of. We did have one problem with an LLC formed online. The gentleman forming it gave us his correct information, but put in an employee as the registered agent and a member. When he skipped town owing lots of money, state agencies and creditors went after the employee. Because an investigation showed that he was only an employee, and not a member, he was allowed to resign as both. That’s the only issue I am aware of in the past two years.</p>

	original signature.	
<b>West Virginia</b>		
<b>Wisconsin</b>		
<b>Wyoming</b>		

Additional comments:

Full text of email:

Hi!

Nebraska would like your help please.

For our Corporation Division

We currently only have Biennial reports available for on line filings but are working out the details for putting other things on line.

We require original signatures in house so the question has been posed to us will that alleviate original signatures for documents filed in the office?

My questions:

1. Does your State require original signatures for your Corporation in house filings?
2. If your State does not require original signatures have you had any problems with fraudulent documents being filed?

If so, would you provide an example?

Thank you for your assistance!

**Judy Jobman**

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