

Topic: Identification of Filers

Question by: Hayley Clarke

Jurisdiction: Nova Scotia

Date: 28 July 2010

Jurisdiction	Question(s)			
	<b>Does your jurisdiction request ID from any of your filers respecting partnerships/sole proprietorships?</b>	<b>Does your jurisdiction request ID from any of your filers respecting corporate filings?</b>	<b>If you answered yes to either 1 or 2 above, please describe the form of ID you require in person? By mail? Online (if applicable)?</b>	<b>If you answered no to either 1 or 2 above, do you have other specific safeguards to protect against fraudulent filings? Can you describe your rationale for not asking for ID?</b>
<b>Manitoba</b>				
<b>Corporations Canada</b>	N/A. Corporations Canada only incorporates. It does not deal with partnerships or sole proprietorships	No, Corporations Canada does not normally verify the identity of filers. See below concerning online filings.	N/A	Filers online must first provide a valid login credential to file changes to a corporation's directors or registered officers, or a voluntary dissolution. However, this is less a verification of their identity than it is a verification of their authority to make the filing. We don't feel like we are the best ones to answer this question, since it is more a policy question than an operational one. However, we can tell you that we do not currently have any plans to begin asking for identification. From our past experience, we believe that this would probably be mostly a question of assessing and comparing the cost and benefit of the safeguards proposed.
<b>Alabama</b>				
<b>Alaska</b>				
<b>Arizona</b>				

<b>Arkansas</b>	Arkansas does not register sole props or partnerships at State level, but does require a state business license. No Id required.	No	N/A	Filings are accepted at face value. All filers must sign under penalty of perjury.
<b>California</b>	No	No	N/A	California law does not require identification from anyone filing corporate documents in our office. We merely accept and process filings, and do not have the authority to verify the filers identity and/or validity of the documents or information contained within the documents.
<b>Colorado</b>	No. We require the name and address of the person causing the document to be delivered for filing, but we do not check an ID.	No. We require the name and address of the person causing the document to be delivered for filing, but we do not check an ID.		We provide a free e-mail notification system that alerts a subscriber to changes to the entity's record. Any number of people can subscribe to e-mail notification for the same record. We also created <a href="http://www.protectyourbusiness.us">www.protectyourbusiness.us</a> , which provides information on how to protect your business from ID theft and what to do if you suspect your business's identity has been stolen. We have no statutory authority to require ID. We are a ministerial filing office, not a regulatory office, so we have very little authority to pursue investigations or spend time determining who is truly authorized to file on behalf of an entity.
<b>Connecticut</b>				
<b>Delaware</b>				
<b>District of Columbia</b>	No for partnership. My office does not register sole-proprietors with the exception of trade name.	We request for nonprofit corporations to notarize the incorporator's signatures.	Notary is required for nonprofit corporations only.	We have perjury statement that is included in all corporate forms. Customers can be made accountable if we find that false information is provided. We have investigation division and Attorney General's Office that might be involved in the case of false information submitted, etc. Many filings are conducted by the individuals other than the filers themselves. Verifying IDs for all filings will significantly slow the processing.
<b>Florida</b>	No	No	N/A	It's a third degree felony to submit a false or

				fraudulent document to the DOS for filing. We act as a ministerial filing office only.
<b>Georgia</b>				
<b>Hawaii</b>	No	No	N/A	Hawaii law does not require identification from anyone filing corporate documents in our office. We merely accept and process filings, and do not have the authority to verify the filers identity and/or validity of the documents or information contained within the documents. All documents filed with our office have executions with certification statements and we have penalties for signing false documents. The offense is a Class C felony.
<b>Idaho</b>				
<b>Illinois</b>	No	No	N/A	They file under the penalty of perjury and we function in the capacity of a ministerial filing office only.
<b>Indiana</b>				
<b>Iowa</b>				
<b>Kansas</b>				
<b>Kentucky</b>				
<b>Louisiana</b>	No	No	N/A	Louisiana law does not require identification from anyone filing corporate documents in our office. We merely accept and process filings, and do not have the authority to verify the filers identity and/or validity of the documents or information contained within the documents.
<b>Maine</b>	No	No	N/A	Maine law does not require identification from anyone filing corporate documents in our office. We merely accept and process filings, and do not have the authority to verify the filers identity and/or validity of the documents or information contained within the documents.
<b>Maryland</b>				
<b>Massachusetts</b>				
<b>Michigan</b>	Partnerships and	For corporations, LLCs	In a few instances	Rather than require the agency to delay filing a

	<p>sole proprietorships file with the counties in Michigan.</p>	<p>and limited partnerships we do not request any identification. Prior to 1972 the entity statutes all required notarized signatures. To aid the formation of entities, the Legislature repeal most provisions requiring documents submitted to our office to be notarized and eliminated any requirement for person filing under power of attorney to provide the agency with a copy of the power of attorney. In addition, recent amendments to the entity statutes have added provisions which permit most documents to be signed by "an authorized agent" but do not require the "authorized agent" to present any evidence of identify or authorization as agent.</p>	<p>some entity statutes still require the signature to be notarized. See MCL 450.179 and MCL 450.180 regarding ecclesiastical corporations. <a href="http://legislature.mi.gov/doc.aspx?mcl-450-179">http://legislature.mi.gov/doc.aspx?mcl-450-179</a> and <a href="http://legislature.mi.gov/doc.aspx?mcl-450-180">http://legislature.mi.gov/doc.aspx?mcl-450-180</a> and MCL 456.102 regarding rural cemetery corporations <a href="http://legislature.mi.gov/doc.aspx?mcl-456-102">http://legislature.mi.gov/doc.aspx?mcl-456-102</a> which require signatures to have "acknowledgement".</p>	<p>document while it verifies the person signing the document is authorized to do so, the Legislature has provided other remedies.</p> <p>Section 932 of the Business Corporation Act, MCL 450.1932, provides that a person who knowingly makes or files or a person who knowingly assist in the making or filing of a false or fraudulent document or statement is guilty of a misdemeanor and subject to a fine. <a href="http://legislature.mi.gov/doc.aspx?mcl-450-1932">http://legislature.mi.gov/doc.aspx?mcl-450-1932</a> The Nonprofit Corporation Act has a similar provision in MCL 450.2932. <a href="http://legislature.mi.gov/doc.aspx?mcl-450-2932">http://legislature.mi.gov/doc.aspx?mcl-450-2932</a> In addition, section 935 of the Nonprofit Corporation Act, provides that person who knowingly or wrongfully authorizes, signs, or makes a false report, certificate or other statement or notice or authorizing the making of the wrongful alteration are jointly and severally personally liable to a person who becomes a creditor, shareholder, or member of the corporation upon the faith of the false material representation or alteration for damages. <a href="http://legislature.mi.gov/doc.aspx?mcl-450-2935">http://legislature.mi.gov/doc.aspx?mcl-450-2935</a></p> <p>The entity statutes all contain provisions providing the Attorney General with authority to seek dissolution of the entity if procured organization through fraud, exceeded its authority, conducted business in an unlawful manner or on other statutory or common law grounds. See MCL 450.1821 for an example. <a href="http://legislature.mi.gov/doc.aspx?mcl-450-1821">http://legislature.mi.gov/doc.aspx?mcl-450-1821</a></p>
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<b>Minnesota</b>				
<b>Mississippi</b>				
<b>Missouri</b>	No	No	N/A	All filers sign under penalty of fraud
<b>Montana</b>	<p>Registering of business entities is a ministerial function only. We do not ask for ID from the filer nor do we have a statute or law that requires it. If a fraudulent circumstance arises, we deal with it on a case by case basis and it would be handled by our Attorney General's Office.</p>			

<b>Nebraska</b>				
<b>Nevada</b>	Nevada does not register sole props or partnerships at State level, but does require a state business license. No Id required.	No	N/A	Filings are accepted at face value. All filers must sign under penalty of perjury. It is a class C felony to file a fraudulent document.
<b>New Hampshire</b>	We do not ask for ID for any filings, documents are accepted as is.			
<b>New Jersey</b>				
<b>New Mexico</b>				
<b>New York</b>				
<b>North Carolina</b>				
<b>North Dakota</b>				
<b>Ohio</b>	No	No	N/A	Ohio law does not require identification from anyone filing corporate documents in our office. We merely accept and process filings, and do not have the authority to verify the filers identity and/or validity of the documents or information contained within the documents.
<b>Oklahoma</b>	No	No	N/A	No
<b>Oregon</b>	Oregon doesn't file partnerships or sole proprietorships, but does file ABNs. In any case, no ID requirement.	No, but the Levin bill (S.569) may change that for all of us.	N/A	Signers sign on penalty of perjury. Electronic, fax, and many paper filings use credit cards, which establishes some audit trail. Our office is, moreover, ministerial and does not investigate nor establish the validity of the filing - that's in the law. "Protecting against fraudulent filings" would require a rewrite of the law and a complete sea change in philosophy - resulting in additional barriers to business and increased delays and expense for all parties.
<b>Pennsylvania</b>				
<b>Rhode Island</b>				

<b>South Carolina</b>				
<b>South Dakota</b>				
<b>Tennessee</b>				
<b>Texas</b>	Sole proprietorships and general partnerships do not file organizational documents with the Texas SOS.	No		Our filing duties are ministerial in nature. SOS has no authority to check the identity or authority of the person submitting filings. All filings are submitted under criminal and civil penalties for false statements.
<b>Utah</b>	In Utah, the business registry is a ministerial function. We do not ask for ID of the filer. We do not have a statute or law that requires it. If a fraudulent circumstance arises, we deal with it on a case by case basis.			
<b>Vermont</b>				
<b>Virginia</b>				
<b>Washington</b>	With respect to corporate filings, Washington State does not ask for ID from filers, whether by mail, online, or in person. The statutes say that our role is ministerial and that the person filing the documents is liable for the information.			Our main safeguard is that everything is public information and easily available.
<b>West Virginia</b>				

Wisconsin				
Wyoming				

Additional comments:

I have a question for Colorado.

You have a free notification to those that subscribe to changes to the entity record. What is the criteria for being a subscriber, can I sign up for a corporation if I'm a shareholder but my name is not listed on any documents in your office? What procedures do you have in place for making sure the person or persons subscribing are who they claim to be? For example if I became an e-mail subscriber to a entity that didn't have any other subscribers would there be a possibility that I could amend or file an annual report and change officers/directors, get a good standing and go to the bank for a loan?

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Anyone can sign up for the e-mail notification service. We do not require that the person be affiliated with the entity or state their interest in the entity when subscribing to e-mail notification. We allow an unlimited number of subscribers per entity. (A new subscription does not over-write an old subscription. To unsubscribe, a person must go to the entity's record, click on "Unsubscribe from e-mail notification" and then enter the e-mail address that they want to unsubscribe from receiving notifications.)

Documents filed with us are filed under penalty of perjury and must include the name and address of the individual causing the document to be delivered for filing. We do not check the name of the individual causing the document to be delivered against a list of names associated with the entity.

I hope that this helps! Please let me know if you have any questions.

Thanks!

Sarah

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Full text of email:

All:

Our auditor general's office has noted that when an individual comes to register a partnership or sole proprietorship, they do not have to show valid ID to prove their identity. This is true, and would also be true of our corporate filings which may be signed by directors/officers/agents from whom we do not ask for ID. It would also be true if for any filings received by mail, or through a law firm subscriber to our registry system. The auditor's concern generally relates to the prevention of fraud.

My questions are as follows:

1. Does your jurisdiction request ID from any of your filers respecting partnerships/sole proprietorships?
2. Does your jurisdiction request ID from any of your filers respecting corporate filings?
3. If you answered yes to either 1 or 2 above, please describe the form of ID you require in person? by mail? online (if applicable)?
4. If you answered no to either 1 or 2 above, do you have other specific safeguards to protect against fraudulent filings? Can you describe your rationale for not asking for ID?

Thanks in advance, and my apologies if this is a topic area that has previously been addressed in this forum.

Kind regards,

Hayley

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