

The House Committee on Banks and Banking offers the following substitute to HB 465:

A BILL TO BE ENTITLED
AN ACT

1 To amend Article 1 of Chapter 5 of Title 14 of the Official Code of Georgia Annotated,
2 relating to general provisions for miscellaneous provisions relating to corporations, so as to
3 change provisions relating to the execution of instruments by corporations conveying interest
4 in real property or releasing security agreements; to include transfers of security instruments,
5 deeds to secure debt, and mortgages within the ambit of Code Section 14-5-7; to provide for
6 related matters; to repeal conflicting laws; and for other purposes.

7 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

8 **SECTION 1.**

9 Article 1 of Chapter 5 of Title 14 of the Official Code of Georgia Annotated, relating to
10 general provisions for miscellaneous provisions relating to corporations, is amended by
11 revising Code Section 14-5-7, relating to execution of instruments conveying interest in real
12 property or releasing security agreements, as follows:

13 "14-5-7.

14 (a) Instruments executed by a corporation conveying an interest in real property, when
15 signed by the president or vice-president and attested or countersigned by the secretary or
16 an assistant secretary or the cashier or assistant cashier of the corporation; shall,
17 notwithstanding the lack of a corporate seal, be conclusive evidence that the president or
18 vice-president of the corporation executing the document does in fact occupy the official
19 position indicated; that the signature of such officer subscribed thereto is genuine; and that
20 the execution of the document on behalf of the corporation has been duly authorized. Any
21 corporation may by proper resolution recorded with the document authorize the execution
22 of such instruments by other officers of the corporation.

23 (b) Instruments executed by a corporation releasing or transferring a deed to secure debt,
24 mortgage, or other security agreement, when signed by one officer the president,
25 vice-president, secretary, or assistant secretary of the corporation ~~or by an individual~~
26 ~~designated by the officers of the corporation by proper resolution, without the necessity of~~

27 ~~the corporation's seal being attached, shall be conclusive evidence that said officer signing~~
28 ~~is duly authorized to execute and deliver the same shall, notwithstanding the lack of a~~
29 corporate seal, be conclusive evidence that the officer of the corporation executing the
30 document does in fact occupy the official position indicated; that the signature of such
31 officer subscribed thereto is genuine; and that the execution of the document on behalf of
32 the corporation has been duly authorized. Any corporation may by proper resolution
33 recorded with the document authorize the execution of such instruments by other officers
34 of the corporation."

35 **SECTION 2.**

36 All laws and parts of laws in conflict with this Act are repealed.