

# A Foreign Corporation, Whether Or Not Dissolved, Is Not A Corporation

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In a recent ruling involving a motion to confirm an arbitration award involving a default, Judge [Vince Chhabria](#) asked the plaintiff for supplemental briefing on whether the defendant had been properly served. *Tetronics Int'l (United Kingdom) v. Blueoak Resources, Inc.*, 2020 U.S. Dist. LEXIS 199879. The plaintiff followed California Corporations Code Section 2011 when it served the defendant but Judge Chhabria found that "it is not clear that this section applies to a *foreign* corporation that has dissolved".

The relevant provision (Section 2011(b)) reads:

"Summons or other process against such a corporation may be served by delivering a copy thereof to an officer, director, or person having charge of its assets or, if no such person can be found, to any agent upon whom process might be served at the time of dissolution."

The key word in the statute is "corporation". Section 162 of the California General Corporation Law defines "corporation" as a corporation organized under the GCL or certain domestic corporations subject to the GCL pursuant to Section 102(a), unless the GCL expressly provides otherwise. The term "Foreign Corporation" is defined in Section 171 and means a corporation other than a corporation formed under the laws of California (*i.e.*, a "domestic corporation", as defined in Section 167) and in some cases a "foreign association".

If the legislature had intended that Section 2011(b) apply to "foreign corporations", it should have included that term in the statute.

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