

## Is There A President AI In Your Corporation's Future?

Article By:

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Artificial intelligence (AI) has attracted a great deal of attention of late. Last week, for example, CNN headlined a recent story "[Elon Musk warns AI could cause 'civilization destruction' even as he invests in it](#)". If AI can write a credible term paper, could it perform just as well or even better than a human as corporate officer? Whether this comes to pass may well depend upon the wording of statutes written long before possibility of AI running things was thought likely.

Section 312 of the California Corporations Code specifies what officers a corporation must, or may, have. It does not expressly state that these officers must be natural persons. However, it does provide that "Any number of offices may be held by the same *person* unless the articles or bylaws provide otherwise". Corporations Code Section 18 provides "person" includes a corporation as well as a natural person. The use of "includes" in this definition introduces indeterminacy because "includes" is usually interpreted in statutes and rules as a term of enlargement, not limitation. *Hassan v. Mercy American River Hospital*, 31 Cal. 4th 709, 717 (2003). If "includes" is construed to be a term of enlargement, then perhaps a President AI is a possibility under the California General Corporation Law.

It would not be possible in Nevada. NRS 78.130(3) provides "All officers must be natural persons and must be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the board of directors. Any natural person may hold two or more offices." AI may compose like a natural person, but it is not a natural person.

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