

**CHAPTER 1077****NONPROFIT CORPORATION REPORTS***S.F. 2280*

**AN ACT** relating to the time of filing a nonprofit corporation's annual report.

*Be It Enacted by the General Assembly of the State of Iowa:*

Section 1. Section 504A.6, subsection 4, unnumbered paragraph 4, Code 1987, is amended to read as follows:

At the time annual license fees are payable under this chapter, a corporation which has elected to adopt an assumed name shall pay to the secretary of state an annual fee of five dollars for the assumed name. However, if the assumed name was filed and became effective in ~~December~~ April of any year, the first annual fee of five dollars shall be paid at the time of filing of the annual report in the second year following the ~~December~~ April in which the assumed name was filed.

Sec. 2. Section 504A.54, Code 1987, is amended to read as follows:

**504A.54 NOTIFICATION TO ATTORNEY GENERAL.**

The secretary of state, on or before the first day of ~~July~~ November of each year, shall certify to the attorney general the names of all corporations which have failed to file their annual reports in accordance with the ~~provisions~~ of this chapter. The secretary of state shall also certify, from time to time, the names of all corporations which have given other cause for dissolution as provided in this chapter, together with the facts pertinent thereto. ~~Whenever~~ When the secretary of state ~~shall certify~~ certifies the name of a corporation to the attorney general as having given any cause for dissolution, the secretary of state shall concurrently mail to the corporation at its registered office a notice that ~~such~~ the certification has been made. Upon the receipt of ~~such~~ the certification, the attorney general shall file an action in the name of the state against ~~such~~ the corporation for its dissolution. ~~Every such~~ A certificate from the secretary of state to the attorney general pertaining to the failure of a corporation to file an annual report shall be taken and received in all courts as ~~prima-facie~~ prima facie evidence of the facts therein stated.

**PARAGRAPH DIVIDED.** If, before action is filed, the corporation ~~shall file~~ files its annual report, or ~~shall appoint~~ appoints or ~~maintain~~ maintains a registered agent as provided in this chapter, or ~~shall file~~ files with the secretary of state the required statement of change of registered agent, ~~such~~ that fact shall be forthwith certified by the secretary of state to the attorney general and the attorney general shall not file an action against ~~such~~ the corporation for such cause. If, after action is filed, the corporation ~~shall file~~ files its annual report, or ~~shall appoint~~ appoints or ~~maintain~~ maintains a registered agent as provided in this chapter, or ~~shall file~~ files with the secretary of state the required statement of change of registered agent, and ~~shall pay~~ pays the costs of ~~such~~ the action, the action for such cause shall abate.

Sec. 3. Section 504A.67, subsection 2, unnumbered paragraph 6, Code 1987, is amended to read as follows:

At the time annual license fees are payable under this chapter, a foreign corporation which has elected to adopt an assumed name shall pay to the secretary of state an annual fee of five dollars for the assumed name. However, if the assumed name was filed and became effective in ~~December~~ April of any year, the first annual fee of five dollars shall be paid at the time of filing of the annual report in the second year following the ~~December~~ April in which the assumed name was filed.

Sec. 4. Section 504A.84, Code 1987, is amended to read as follows:

**504A.84 FILING OF ANNUAL REPORT OF DOMESTIC AND FOREIGN CORPORATIONS.**

~~Such~~ The annual report of a domestic or foreign corporation shall be delivered to the secretary of state for filing in the secretary of state's office between the first day of ~~January~~ May and the thirty-first day of ~~March~~ July of each year, except that the first annual report of a domestic or foreign corporation shall be filed between the first day of ~~January~~ May and the thirty-first day of ~~March~~ July of the year succeeding the calendar year in which its certificate of incorporation or its certificate of authority, as the case may be, was issued by the secretary of state, and except that if the existence of ~~such~~ the domestic corporation or the authority of ~~such~~ the foreign corporation to conduct affairs in this state began in ~~December~~ April of any year, its first annual report shall be filed between the first day of ~~January~~ May and the thirty-first day of ~~March~~ July of the second year succeeding the calendar year in which ~~such~~ the corporate existence or authority to conduct affairs began.

**PARAGRAPH DIVIDED.** ~~Such~~ The report shall be deemed filed within the required time if deposited in the United States mail with postage prepaid in a sealed envelope, properly addressed and postmarked on or prior to the thirty-first day of ~~March~~ July. If the secretary of state finds that ~~such~~ the report conforms to the requirements of this chapter, the secretary shall file the ~~same~~ report. If the secretary of state finds that it does not so conform, the secretary shall promptly return the ~~same~~ report to the corporation for any necessary corrections, in which event the penalties ~~hereinafter~~ prescribed for failure to file ~~such~~ the report within the time ~~hereinabove~~ provided shall not apply, if ~~such~~ the report is corrected to conform to the requirements of this chapter, and is resubmitted to the secretary of state within thirty days from the date on which it was mailed to the corporation by the secretary of state.

Sec. 5. Section 504A.87, unnumbered paragraph 3, Code 1987, is amended to read as follows:

The secretary of state may cancel the certificate of incorporation of ~~any a~~ corporation that fails or refuses to file its annual report for any year prior to the first day of ~~June~~ October of the year in which it is due by issuing a certificate of ~~such~~ the cancellation at any time after the expiration of thirty days following the mailing to the corporation of notice of the certification to the attorney general of the failure of the corporation to file ~~such~~ the annual report as required by section 504A.54, provided the corporation has not filed ~~such~~ the annual report prior to the issuance of the certificate of cancellation. Upon the issuance of the certificate of cancellation, the secretary of state shall send the certificate to the corporation at its registered office and shall retain a copy ~~thereof~~ of the certificate in the permanent records of the secretary of state's office.

Sec. 6. Section 504A.100, subsection 9, Code 1987, is amended to read as follows:

9. The first annual report required to be filed by a domestic or foreign corporation under ~~the provisions~~ of this chapter shall be filed between ~~January~~ May 1 and ~~March~~ July 1 of the year next succeeding the calendar year in which it becomes subject to the chapter.

Sec. 7. The provisions of this Act shall apply to reports to be filed in 1989 for the 1988 calendar year.

Approved April 14, 1988