

504A.32 Procedure for filing and recording of documents.

1. If in this chapter, it is required that any document be:

a. Filed in the office of the secretary of state, the secretary of state, when the secretary finds that such document conforms to law and when all fees and taxes due the secretary have been paid as in this chapter prescribed, shall endorse on such document, the word "Filed", and the month, day and year of the filing thereof and file the same in the secretary of state's office;

b. Recorded in the office of the secretary of state, the secretary of state, upon filing thereof, shall record the same.

2. Except for a statement of change of registered office or registered agent filed pursuant to section 504A.9 or 504A.73, and a biennial report filed pursuant to section 504A.83, any instrument required to be filed and recorded in the office of the secretary of state only, shall be returned by the secretary to the corporation or its representative.

3. A document that is filed in the office of the secretary of state shall be executed:

a. By the presiding officer of the board of directors of the corporation or the foreign corporation, its president, or another of its officers.

b. If directors have not been selected or the corporation has not been formed, by an incorporator.

c. If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

4. The person executing the document shall sign it and state beneath or opposite the signature, the person's name and the capacity in which the person signs. The secretary of state may accept for filing a document containing a copy of a signature, however made. The document may, but need not, contain:

a. The corporate seal.

b. An attestation by the secretary or an assistant secretary.

c. An acknowledgment, verification, or proof.

5. The secretary of state may adopt rules permitting the electronic filing of documents in the office of the secretary of state, and for the certification of copies of electronically filed documents.

[C66, 71, 73, 75, 77, 79, 81, § 504A.32]

89 Acts, ch 171, §3; 90 Acts, ch 1164, § 13; 93 Acts, ch 109, § 5; 94 Acts, ch 1055, §15; 97 Acts, ch 171, §36