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FILED MAR 3 1988

SENATE FILE 2280
BY COMMITTEE ON JUDICIARY

Approved (p. 610)
(formerly 55B 2239)

Passed Senate, Date 3/15/88 (p. 806) Passed House, Date _____

Vote: Ayes 45 Nays 0 Vote: Ayes _____ Nays _____

Approved April 14, _____

A BILL FOR

1 An Act relating to the time of filing a nonprofit corporation's
2 annual report.

3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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SF 2280

5254 ?

1 Section 1. Section 504A.54, Code 1987, is amended to read
2 as follows:

3 504A.54 NOTIFICATION TO ATTORNEY GENERAL.

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

24 PARAGRAPH DIVIDED. If, before action is filed, the
25 corporation ~~shall file~~ files its annual report, or ~~shall~~
26 ~~appoint~~ appoints or ~~maintain~~ maintains a registered agent as
27 provided in this chapter, or ~~shall file~~ files with the
28 secretary of state the required statement of change of
29 registered agent, ~~such that~~ that fact shall be forthwith certified
30 by the secretary of state to the attorney general and the
31 attorney general shall not file an action against ~~such the~~
32 corporation for such cause. If, after action is filed, the
33 corporation ~~shall file~~ files its annual report, or ~~shall~~
34 ~~appoint~~ appoints or ~~maintain~~ maintains a registered agent as
35 provided in this chapter, or ~~shall file~~ files with the

1 secretary of state the required statement of change of
2 registered agent, and ~~shall pay~~ pays the costs of such the
3 action, the action for such cause shall abate.

4 Sec. 2. Section 504A.84, Code 1987, is amended to read as
5 follows:

6 504A.84 FILING OF ANNUAL REPORT OF DOMESTIC AND FOREIGN
7 CORPORATIONS.

8 Such The annual report of a domestic or foreign corporation
9 shall be delivered to the secretary of state for filing in the
10 secretary of state's office between the first day of January
11 May and the thirty-first day of March July of each year,
12 except that the first annual report of a domestic or foreign
13 corporation shall be filed between the first day of January
14 May and the thirty-first day of March July of the year
15 succeeding the calendar year in which its certificate of
16 incorporation or its certificate of authority, as the case may
17 be, was issued by the secretary of state, and except that if
18 the existence of such the domestic corporation or the
19 authority of such the foreign corporation to conduct affairs
20 in this state began in December April of any year, its first
21 annual report shall be filed between the first day of January
22 May and the thirty-first day of March July of the second year
23 succeeding the calendar year in which such the corporate
24 existence or authority to conduct affairs began.

25 PARAGRAPH DIVIDED. Such The report shall be deemed filed
26 within the required time if deposited in the United States
27 mail with postage prepaid in a sealed envelope, properly
28 addressed and postmarked on or prior to the thirty-first day
29 of March July. If the secretary of state finds that such the
30 report conforms to the requirements of this chapter, the
31 secretary shall file the same report. If the secretary of
32 state finds that it does not so conform, the secretary shall
33 promptly return the same report to the corporation for any
34 necessary corrections, in which event the penalties
35 hereinafter prescribed for failure to file such the report

1 within the time hereinabove provided shall not apply, if such
2 the report is corrected to conform to the requirements of this
3 chapter, and is resubmitted to the secretary of state within
4 thirty days from the date on which it was mailed to the
5 corporation by the secretary of state.

6 Sec. 3. Section 504A.87, unnumbered paragraph 3, Code
7 1987, is amended to read as follows:

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

24 Sec. 4. Section 504A.100, subsection 9, Code 1987, is
25 amended to read as follows:

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

52547

31 EXPLANATION

32 This bill changes the dates for filing a nonprofit
33 corporation's annual report, making them four months later.

34 SUCCESSOR TO SSB 2239 (LSB 8328SC)

35

SEVENTY-SECOND GENERAL ASSEMBLY
1987 REGULAR SESSION

DAILY
SENATE CLIP SHEET

MARCH 9, 1988

SENATE FILE 2280

S-5254

1 Amend Senate File 2280 as follows:

2 1. Page 1, by inserting before line 1 the
3 following:

4 "Sec. _____. Section 504A.6, subsection 4,
5 unnumbered paragraph 4, Code 1987, is amended to read
6 as follows:

7 At the time annual license fees are payable under
8 this chapter, a corporation which has elected to adopt
9 an assumed name shall pay to the secretary of state an
10 annual fee of five dollars for the assumed name.

11 However, if the assumed name was filed and became
12 effective in ~~December~~ April of any year, the first
13 annual fee of five dollars shall be paid at the time
14 of filing of the annual report in the second year
15 following the ~~December~~ April in which the assumed name
16 was filed."

17 2. Page 2, by inserting after line 3 the
18 following:

19 "Sec. _____. Section 504A.67, subsection 2,
20 unnumbered paragraph 6, Code 1987, is amended to read
21 as follows:

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

32 3. Page 3, by inserting after line 30 the
33 following:

34 "Sec. _____. The provisions of this Act shall apply
35 to reports to be filed in 1989 for the 1988 calendar
36 year."

37 4. Renumber as necessary.

S-5254

Filed March 8, 1988

Adopted 3/15 (7 806)

BY RICHARD VARN

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

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

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

13 504A.54 NOTIFICATION TO ATTORNEY GENERAL.

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

34 PARAGRAPH DIVIDED. If, before action is filed, the
35 corporation ~~shall file~~ files its annual report, or ~~shall~~

1 ~~appoint~~ appoints or ~~maintain~~ maintains a registered agent as
2 provided in this chapter, or ~~shall-file~~ files with the
3 secretary of state the required statement of change of
4 registered agent, ~~such that~~ fact shall be forthwith certified
5 by the secretary of state to the attorney general and the
6 attorney general shall not file an action against ~~such the~~
7 corporation for such cause. If, after action is filed, the
8 corporation ~~shall-file~~ files its annual report, or ~~shall~~
9 ~~appoint~~ appoints or ~~maintain~~ maintains a registered agent as
10 provided in this chapter, or ~~shall-file~~ files with the
11 secretary of state the required statement of change of
12 registered agent, and ~~shall-pay~~ pays the costs of ~~such the~~
13 action, the action for such cause shall abate.

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

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

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

27 504A.84 FILING OF ANNUAL REPORT OF DOMESTIC AND FOREIGN
28 CORPORATIONS.

29 Such ~~The~~ annual report of a domestic or foreign corporation
30 shall be delivered to the secretary of state for filing in the
31 secretary of state's office between the first day of ~~January~~
32 ~~May~~ and the thirty-first day of ~~March~~ July of each year,
33 except that the first annual report of a domestic or foreign
34 corporation shall be filed between the first day of ~~January~~
35 ~~May~~ and the thirty-first day of ~~March~~ July of the year

1 succeeding the calendar year in which its certificate of
2 incorporation or its certificate of authority, as the case may
3 be, was issued by the secretary of state, and except that if
4 the existence of ~~such~~ the domestic corporation or the
5 authority of ~~such~~ the foreign corporation to conduct affairs
6 in this state began in ~~December~~ April of any year, its first
7 annual report shall be filed between the first day of ~~January~~
8 May and the thirty-first day of ~~March~~ July of the second year
9 succeeding the calendar year in which ~~such~~ the corporate
10 existence or authority to conduct affairs began.

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

27 Sec. 5. Section 504A.87, unnumbered paragraph 3, Code
28 1987, is amended to read as follows:

29 The secretary of state may cancel the certificate of
30 incorporation of ~~any~~ a corporation that fails or refuses to
31 file its annual report for any year prior to the first day of
32 ~~June~~ October of the year in which it is due by issuing a
33 certificate of ~~such~~ the cancellation at any time after the
34 expiration of thirty days following the mailing to the
35 corporation of notice of the certification to the attorney

1 general of the failure of the corporation to file such the
2 annual report as required by section 504A.54, provided the
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4 issuance of the certificate of cancellation. Upon the
5 issuance of the certificate of cancellation, the secretary of
6 state shall send the certificate to the corporation at its
7 registered office and shall retain a copy thereof of the
8 certificate in the permanent records of the secretary of
9 state's office.

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

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

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

19 SUCCESSOR TO SSB 2239 (LSB 8328SC)

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CSA

SSB 2239

JUDICIARY: Varn, Chair; Deluhery and Taylor

Varn, Ch.
Deluhery
Taylor

SSB 2239
JUDICIARY

7000

SENATE FILE 2280
BY (PROPOSED COMMITTEE ON
JUDICIARY BILL)

Passed Senate, Date _____ Passed House, Date _____
Vote: Ayes _____ Nays _____ Vote: Ayes _____ Nays _____
Approved _____

A BILL FOR

1 An Act relating to the time of filing a nonprofit corporation's
2 annual report.

3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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31

EXPLANATION

32 This bill changes the dates for filing a nonprofit
33 corporation's annual report, making them four months later.

34

35

SENATE FILE 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.

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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.

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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.

JO ANN ZIMMERMAN
President of the Senate

DONALD D. AVENSON
Speaker of the House

I hereby certify that this bill originated in the Senate and is known as Senate File 2280, Seventy-second General Assembly.

JOHN F. DWYER
Secretary of the Senate

Approved April 14, 1988

TERRY E. BRANSTAD
Governor

SF 2280