

Sen. State Gov.
S. 1034-89 (p. 1203)
S. 1097-89 (p. 1097)

MAR 20 1989

Place On Calendar

HOUSE FILE 678
BY COMMITTEE ON STATE
GOVERNMENT

(SUCCESSOR TO HSB 137)

Passed House, Date 3-23-89 (p. 979) Passed Senate, Date 4-1-89 (p. 1344)
Vote: Ayes 96 Nays 0 Vote: Ayes 48 Nays 0
Approved May 15, 1989

A BILL FOR

1 An Act relating to certain filings with the secretary of state by
2 nonprofit corporations.

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

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HF 678

1 Section 1. Section 504A.9, unnumbered paragraph 2, Code
2 1989, is amended to read as follows:

3 Such statement shall be executed by the corporation by its
4 president or a vice president. ~~If the registered office is~~
5 ~~changed from one county to another, such statement shall be~~
6 ~~executed in duplicate.~~ Such statement shall be delivered to
7 the secretary of state for filing and recording in the
8 secretary of state's office, and the statement shall be filed
9 and recorded in the office of the county recorder, ~~and if the~~
10 ~~registered office is changed from one county to another, the~~
11 ~~same shall be filed and recorded in the office of the recorder~~
12 ~~of the county in which the registered office was located prior~~
13 ~~to the filing of such statement in the office of the secretary~~
14 ~~of state, and in the office of the recorder of the county to~~
15 ~~which the registered office is changed.~~ If the registered
16 office is changed from one county to another, the statement
17 shall be filed and recorded in the office of the county
18 recorder of the county to which the registered office is
19 changed, and a certified copy of the statement shall be
20 furnished by the secretary of state and delivered to the
21 office of the county recorder for filing in the county in
22 which the registered office was located prior to the filing of
23 the statement.

24 Sec. 2. Section 504A.9, Code 1989, is amended by adding
25 the following new unnumbered paragraph:

26 NEW UNNUMBERED PARAGRAPH. The secretary of state may
27 provide for the change of registered office or registered
28 agent on the form prescribed by the secretary of state for the
29 annual report pursuant to section 504A.83, provided that the
30 form contains the information required in this section. If
31 the secretary of state determines that an annual report does
32 not contain the information required by section 504A.83 but
33 otherwise meets the requirements of this section for the
34 purpose of changing the registered office or registered agent,
35 the secretary of state shall file the statement of change of

1 registered office or registered agent before returning the
2 annual report to the corporation pursuant to section 504A.84.
3 The secretary of state shall deliver a notice certifying the
4 change in registered office or registered agent to the office
5 of the county recorder for filing and recording. A statement
6 of change of registered office or registered agent pursuant to
7 this paragraph shall be executed by a person authorized to
8 execute the annual report.

9 Sec. 3. Section 504A.32, unnumbered paragraph 2, Code
10 1989, is amended to read as follows:

11 Any Except for a statement of change of registered office
12 or registered agent filed pursuant to section 504A.9 or
13 504A.73, and an annual report filed pursuant to section
14 504A.83, any instrument required to be filed and recorded in
15 the office of the secretary of state only, shall be returned
16 by the secretary to the corporation or its representative.
17 Any instrument required to be filed and recorded in the office
18 of the county recorder shall be returned by the recorder to
19 the corporation or its representative.

20 Sec. 4. Section 504A.69, unnumbered paragraph 2, Code
21 1989, is amended to read as follows:

22 ~~Such~~ The application shall be made on forms prescribed and
23 furnished by the secretary of state and shall be executed in
24 duplicate by the corporation by its president or a vice
25 president and by its secretary or an assistant secretary, and
26 verified by one of the officers signing such application.

27 Sec. 5. Section 504A.70, Code 1989, is amended to read as
28 follows:

29 504A.70 FILING OF APPLICATION FOR CERTIFICATE OF
30 AUTHORITY.

31 ~~Duplicate originals of the~~ The application of the
32 corporation for a certificate of authority, together with a
33 certificate of good standing or existence, duly certified by
34 the proper officer of the state or country under the laws of
35 which it is incorporated, shall be delivered to the secretary

1 of state for filing in the secretary of state's office.

2 Upon the filing of the application the secretary of state
3 shall issue a certificate of authority to conduct affairs in
4 this state to which the secretary shall affix the ~~other~~
5 ~~duplicate-original~~ application, and send the same to the
6 corporation or its representative.

7 Sec. 6. Section 504A.73, Code 1989, is amended by adding
8 the following new unnumbered paragraph:

9 NEW UNNUMBERED PARAGRAPH. The secretary of state may
10 provide for the change of registered office or registered
11 agent on the form prescribed by the secretary of state for the
12 annual report pursuant to section 504A.83, provided that the
13 form contains the information required in this section. If
14 the secretary of state determines that an annual report does
15 not contain the information required by section 504A.83 but
16 otherwise meets the requirements of this section for the
17 purpose of changing the registered office or registered agent,
18 the secretary of state shall file the statement of change of
19 registered office or registered agent before returning the
20 annual report to the corporation pursuant to section 504A.84.
21 The secretary of state shall deliver a notice certifying the
22 change in registered office or registered agent to the office
23 of the county recorder for filing and recording. A statement
24 of change of registered office or registered agent pursuant to
25 this paragraph shall be executed by a person authorized to
26 execute the annual report.

27 Sec. 7. Section 504A.77, unnumbered paragraph 2, Code
28 1989, is amended to read as follows:

29 The requirements in respect to the form and contents of
30 such ~~the~~ application, the manner of its execution, the filing
31 ~~of duplicate-originals thereof~~ of the application with the
32 secretary of state, the issuance of an amended certificate of
33 authority and the effect thereof, shall be the same as in the
34 case of an original application for a certificate of
35 authority.

1 Sec. 8. Section 504A.79, unnumbered paragraph 1, Code
2 1989, is amended to read as follows:

3 ~~Duplicate originals of such~~ The application for withdrawal
4 shall be delivered to the secretary of state. If the
5 secretary of state finds that such application conforms to the
6 provisions of this chapter, the secretary shall, when all fees
7 due the secretary have been paid as in this chapter
8 prescribed:

9 Sec. 9. Section 504A.85, subsection 8, Code 1989, is
10 amended by striking the subsection.

11 Sec. 10. Section 504A.85, subsection 13, Code 1989, is
12 amended to read as follows:

13 13. Filing any other statement or report, except a
14 statement of change of registered office or registered agent,
15 of a domestic or foreign corporation, five dollars.

16 Sec. 11. Section 504A.87, subsection 3, Code 1989, is
17 amended to read as follows:

18 3. The payment to the secretary of state by the
19 corporation of all annual license fees and penalties then due
20 and ~~heretofore becoming due and an additional penalty of~~
21 ~~twenty-five dollars.~~

22 EXPLANATION

23 This bill amends chapter 504A regarding nonprofit
24 corporations.

25 Section 1 eliminates the requirement to file duplicates of
26 a change of office form to simplify notice and recordkeeping
27 provisions both for the corporation and the secretary of
28 state.

29 Sections 2 and 6 permit the secretary of state to permit
30 notice of change of registered agent or office within the
31 annual corporate report.

32 Section 3 removes the requirement to return to the
33 corporation certain original documents filed with the
34 secretary of state.

35 Section 4 removes the requirement that certain forms be

1 filed in duplicate.

2 Section 5 removes the requirement that applications for a
3 certificate of authority be filed in duplicate.

4 Sections 7 and 8 similarly provide that applications for
5 amended certificates of authority and withdrawal need no
6 longer be filed in duplicate.

7 Sections 9 and 10 remove the filing fee for any statement
8 of change of registered agent or registered office to conform
9 with sections 2 and 6 which grant permission to provide such
10 information in the annual report.

11 Section 11 removes the current twenty-five dollar penalty
12 for a domestic corporation which reinstates its certificate of
13 incorporation after cancellation.

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HSB 137

STATE GOVERNMENT

HOUSE FILE 671

BY (PROPOSED SECRETARY OF STATE
BILL)

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

A BILL FOR

1 An Act relating to certain filings with the secretary of state by
2 nonprofit corporations.

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

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1 Section 1. Section 504A.9, unnumbered paragraph 2, Code
2 1989, is amended to read as follows:

3 Such statement shall be executed by the corporation by its
4 president or a vice president. ~~If the registered office is~~
5 ~~changed from one county to another, such statement shall be~~
6 ~~executed in duplicate.~~ Such statement shall be delivered to
7 the secretary of state for filing and recording in the
8 secretary of state's office, and the statement shall be filed
9 and recorded in the office of the county recorder, ~~and if the~~
10 ~~registered office is changed from one county to another, the~~
11 ~~same shall be filed and recorded in the office of the recorder~~
12 ~~of the county in which the registered office was located prior~~
13 ~~to the filing of such statement in the office of the secretary~~
14 ~~of state, and in the office of the recorder of the county to~~
15 ~~which the registered office is changed.~~ If the registered
16 office is changed from one county to another, the statement
17 shall be filed and recorded in the office of the county
18 recorder of the county to which the registered office is
19 changed, and a certified copy of the statement shall be
20 furnished by the secretary of state and delivered to the
21 office of the county recorder of the county in which the
22 registered office was located prior to the filing of the
23 statement.

24 Sec. 2. Section 504A.9, Code 1989, is amended by adding
25 the following new unnumbered paragraph:

26 NEW UNNUMBERED PARAGRAPH. The secretary of state may
27 provide for the change of registered office or registered
28 agent on the form prescribed by the secretary of state for the
29 annual report pursuant to section 504A.83, provided that the
30 form contains the information required in this section. If
31 the secretary of state determines that an annual report does
32 not contain the information required by section 504A.83 but
33 otherwise meets the requirements of this section for the
34 purpose of changing the registered office or registered agent,
35 the secretary of state shall file the statement of change of

1 registered office or registered agent before returning the
2 annual report to the corporation pursuant to section 504A.84.
3 The secretary of state shall deliver a notice certifying the
4 change in registered office or registered agent to the office
5 of the county recorder for filing and recording. A statement
6 of change of registered office or registered agent pursuant to
7 this paragraph shall be executed by a person authorized to
8 execute the annual report.

9 Sec. 3. Section 504A.32, unnumbered paragraph 2, Code
10 1989, is amended to read as follows:

11 Any Except for a statement of change of registered office
12 or registered agent filed pursuant to section 504A.9 and an
13 annual report filed pursuant to section 504A.83, any
14 instrument required to be filed and recorded in the office of
15 the secretary of state only, shall be returned by the
16 secretary to the corporation or its representative. Any
17 instrument required to be filed and recorded in the office of
18 the county recorder shall be returned by the recorder to the
19 corporation or its representative.

20 Sec. 4. Section 504A.69, unnumbered paragraph 2, Code
21 1989, is amended to read as follows:

22 ~~Such~~ The application shall be made on forms prescribed and
23 furnished by the secretary of state and shall be executed in
24 ~~duplicate~~ by the corporation by its president or a vice
25 president and by its secretary or an assistant secretary, and
26 verified by one of the officers signing such application.

27 Sec. 5. Section 504A.73, Code 1989, is amended by adding
28 the following new unnumbered paragraph:

29 NEW UNNUMBERED PARAGRAPH. The secretary of state may
30 provide for the change of registered office or registered
31 agent on the form prescribed by the secretary of state for the
32 annual report pursuant to section 504A.83, provided that the
33 form contains the information required in this section. If
34 the secretary of state determines that an annual report does
35 not contain the information required by section 504A.83 but

1 otherwise meets the requirements of this section for the
2 purpose of changing the registered office or registered agent,
3 the secretary of state shall file the statement of change of
4 registered office or registered agent before returning the
5 annual report to the corporation pursuant to section 504A.84.
6 The secretary of state shall deliver a notice certifying the
7 change in registered office or registered agent to the office
8 of the county recorder for filing and recording. A statement
9 of change of registered office or registered agent pursuant to
10 this paragraph shall be executed by a person authorized to
11 execute the annual report.

12 Sec. 6. Section 504A.85, subsection 8, Code 1989, is
13 amended by striking the subsection.

14 Sec. 7. Section 504A.85, subsection 13, Code 1989, is
15 amended to read as follows:

16 13. Filing any other statement or report, except a
17 statement of change of registered office or registered agent,
18 of a domestic or foreign corporation, five dollars.

19 Sec. 8. Section 504A.87, subsection 3, Code 1989, is
20 amended to read as follows:

21 3. The payment to the secretary of state by the
22 corporation of all annual license fees and penalties then due
23 and theretofore becoming due ~~and-an-additional-penalty-of~~
24 ~~twenty-five-dollars.~~

25 EXPLANATION

26 This bill amends chapter 504A regarding nonprofit
27 corporations.

28 Section 1 eliminates the requirement to file duplicates of
29 a change of office form to simplify notice and recordkeeping
30 provisions both for the corporation and the secretary of
31 state.

32 Sections 2 and 5 permit the secretary of state to permit
33 notice of change of registered agent or office within the
34 annual corporate report.

35 Section 3 removes the requirement to return to the

1 corporation certain original documents filed with the
2 secretary of state.

3 Section 4 removes the requirement that certain forms be
4 filed in duplicate.

5 Sections 6 and 7 remove the filing fee for any statement of
6 change of registered agent or registered office to conform
7 with sections 2 and 5 which grant permission to provide such
8 information in the annual report.

9 Section 8 removes the current twenty-five dollar penalty
10 for a domestic corporation which reinstates its certificate of
11 incorporation after cancellation.

12 BACKGROUND STATEMENT

13 SUBMITTED BY THE AGENCY

14 1. Eliminate Duplicate Filing of Change of Office Form.

15 The purpose of section 1 is to remove the requirement that a
16 statement of change of registered agent or office be filed in
17 duplicate when the change of office involves a change in
18 county. Currently, two documents must be completed, signed,
19 verified and filed with the Secretary of State; one is
20 forwarded to the county where the new office is located and
21 the other is forwarded to the county where the old office is
22 located. The purpose of this section is to require a single
23 filing with the Secretary of State. The Secretary of State
24 will forward the original to the county where the new office
25 is located, and certify a copy for filing in the county where
26 the old office is located.

27 2. Permit Change of Registered Agent/Office on Annual
28 Report. The purpose of sections 2 and 5 is to permit the
29 Secretary of State to provide for the change of registered
30 agent or office on the corporate annual report form.

31 Section 2 permits the change on the annual report of a
32 domestic corporation. The section provides a method for
33 recording the change at the office of the county recorder.

34 Section 5 permits the change on the annual report of a
35 foreign corporation.

1 A change made on the annual report is to be executed by
2 anyone authorized to execute the annual report. This is
3 broader than the usual method, which requires execution by the
4 president or vice president.

5 3. Return of Documents to Corporations. The purpose of
6 section 3 is to remove the requirement that the following
7 documents be returned by the Secretary of State to the
8 corporation: (1) a statement of change of registered agent or
9 office, and (2) the annual report.

10 4. Eliminate Duplicate Filing. The purpose of section 4
11 is to remove the requirement that an application for
12 certificate of authority be filed in duplicate.

13 5. Remove Filing Fee for Change of Registered
14 Agent/Office. The purpose of sections 6 and 7 is to remove
15 the filing fee for any statement of change of registered agent
16 or registered office.

17 6. Remove Penalty for Reinstatement. The purpose of
18 section 8 is to remove the \$25 penalty for a domestic
19 corporation which reinstates its certificate of incorporation
20 after cancellation of the certificate by the Secretary of
21 State.

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HOUSE FILE 678

AN ACT

RELATING TO CERTAIN FILINGS WITH THE SECRETARY OF STATE BY
NONPROFIT CORPORATIONS.

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

Section 1. Section 504A.9, unnumbered paragraph 2, Code 1989, is amended to read as follows:

Such statement shall be executed by the corporation by its president or a vice president. ~~if the registered office is changed from one county to another, such statement shall be executed in duplicate.~~ Such statement shall be delivered to the secretary of state for filing and recording in the secretary of state's office, and the statement shall be filed and recorded in the office of the county recorder; ~~and if the registered office is changed from one county to another, the same shall be filed and recorded in the office of the recorder of the county in which the registered office was located prior to the filing of such statement in the office of the secretary of state and in the office of the recorder of the county to which the registered office is changed.~~ If the registered office is changed from one county to another, the statement shall be filed and recorded in the office of the county recorder of the county to which the registered office is changed, and a certified copy of the statement shall be furnished by the secretary of state and delivered to the office of the county recorder for filing in the county in which the registered office was located prior to the filing of the statement.

Sec. 2. Section 504A.9, Code 1989, is amended by adding the following new unnumbered paragraph:

NEW UNNUMBERED PARAGRAPH. The secretary of state may provide for the change of registered office or registered agent on the form prescribed by the secretary of state for the annual report pursuant to section 504A.83, provided that the form contains the information required in this section. If the secretary of state determines that an annual report does not contain the information required by section 504A.83 but otherwise meets the requirements of this section for the purpose of changing the registered office or registered agent, the secretary of state shall file the statement of change of registered office or registered agent before returning the annual report to the corporation pursuant to section 504A.84. The secretary of state shall deliver a notice certifying the change in registered office or registered agent to the office of the county recorder for filing and recording. A statement of change of registered office or registered agent pursuant to this paragraph shall be executed by a person authorized to execute the annual report.

Sec. 3. Section 504A.32, unnumbered paragraph 2, Code 1989, is amended to read as follows:

Any Except for a statement of change of registered office or registered agent filed pursuant to section 504A.9 or 504A.73, and an annual 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. Any instrument required to be filed and recorded in the office of the county recorder shall be returned by the recorder to the corporation or its representative.

Sec. 4. Section 504A.69, unnumbered paragraph 2, Code 1989, is amended to read as follows:

Such The application shall be made on forms prescribed and furnished by the secretary of state and shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one of the officers signing such application.

Sec. 5. Section 504A.70, Code 1989, is amended to read as follows:

504A.70 FILING OF APPLICATION FOR CERTIFICATE OF AUTHORITY.

~~Duplicate-originais-of-the~~ The application of the corporation for a certificate of authority, together with a certificate of good standing or existence, duly certified by the proper officer of the state or country under the laws of which it is incorporated, shall be delivered to the secretary of state for filing in the secretary of state's office.

Upon the filing of the application the secretary of state shall issue a certificate of authority to conduct affairs in this state to which the secretary shall affix the other ~~duplicate-originais~~ application, and send the same to the corporation or its representative.

Sec. 6. Section 504A.73, Code 1989, is amended by adding the following new unnumbered paragraph:

NEW UNNUMBERED PARAGRAPH. The secretary of state may provide for the change of registered office or registered agent on the form prescribed by the secretary of state for the annual report pursuant to section 504A.83, provided that the form contains the information required in this section. If the secretary of state determines that an annual report does not contain the information required by section 504A.83 but otherwise meets the requirements of this section for the purpose of changing the registered office or registered agent, the secretary of state shall file the statement of change of registered office or registered agent before returning the annual report to the corporation pursuant to section 504A.84.

The secretary of state shall deliver a notice certifying the change in registered office or registered agent to the office of the county recorder for filing and recording. A statement of change of registered office or registered agent pursuant to this paragraph shall be executed by a person authorized to execute the annual report.

Sec. 7. Section 504A.77, unnumbered paragraph 2, Code 1989, is amended to read as follows:

The requirements in respect to the form and contents of such the application, the manner of its execution, the filing ~~of-duplicate-originais-thereof of the application~~ with the secretary of state, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

Sec. 8. Section 504A.79, unnumbered paragraph 1, Code 1989, is amended to read as follows:

~~Duplicate-originais-of-such~~ The application for withdrawal shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this chapter, the secretary shall, when all fees due the secretary have been paid as in this chapter prescribed:

Sec. 9. Section 504A.85, subsection 8, Code 1989, is amended by striking the subsection.

Sec. 10. Section 504A.85, subsection 13, Code 1989, is amended to read as follows:

13. Filing any other statement or report, except a statement of change of registered office or registered agent, of a domestic or foreign corporation, five dollars.

Sec. 11. Section 504A.87, subsection 3, Code 1989, is amended to read as follows:

3. The payment to the secretary of state by the corporation of all annual license fees and penalties then due

and theretofore becoming due and-an-additional-penalty-of
twenty-five-dollars.

DONALD D. AVENSON
Speaker of the House

JO ANN ZIMMERMAN
President of the Senate

I hereby certify that this bill originated in the House and
is known as House File 678, Seventy-third General Assembly.

Approved May 15, 1989

JOSEPH O'HERN
Chief Clerk of the House

TERRY E. BRANSTAD
Governor

HF 678