

(p 778) 3/2/94 Senate Human Resources
(p 838) 3/2/94 Senate - Do Pass

HOUSE FILE 2401
BY COMMITTEE ON LOCAL GOVERNMENT

MAR 10 1994

Place On Calendar

(SUCCESSOR TO HSB 720)

Passed House, ^(p. 781) Date 3-21-94 Passed Senate, ^(p. 904) Date 3/29/94
Vote: Ayes 96 Nays 1 Vote: Ayes 46 Nays 0
Approved April 8, 1994

A BILL FOR

1 An Act relating to the recording duties of county recorders for
2 limited partnerships, corporations for profit, cooperative
3 associations, and nonprofit corporations.

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

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HF 2401

1 Section 1. Section 331.602, subsections 26, 28, 29, and
2 33, Code 1993, are amended by striking the subsections.

3 Sec. 2. Section 331.607, subsection 6, Code 1993, is
4 amended by striking the subsection.

5 Sec. 3. Section 487.206, subsection 3, Code 1993, is
6 amended by striking the subsection.

7 Sec. 4. Section 491.5, unnumbered paragraph 1, Code 1993,
8 is amended to read as follows:

9 Before commencing any business except their own
10 organization, they must adopt articles of incorporation, which
11 must be signed and acknowledged by the incorporators. Said
12 articles shall then be forwarded to the secretary of state.
13 Upon the filing of such articles, the secretary of state shall
14 issue a certificate of incorporation and record said articles
15 in a book kept for that purpose. ~~The secretary of state shall~~
16 ~~then forward said articles to the county recorder of deeds of~~
17 ~~the county where the principal place of business is to be~~
18 ~~located, there to be recorded in a book kept therefor, and the~~
19 ~~recorder shall endorse thereon the book and page where the~~
20 ~~record will be found:~~

21 Sec. 5. Section 491.23, Code 1993, is amended to read as
22 follows:

23 491.23 DISSOLUTION -- NOTICE OF -- FILING WITH SECRETARY
24 OF STATE.

25 A corporation may be dissolved prior to the period fixed in
26 the articles of incorporation, by unanimous consent, or in
27 accordance with the provisions of its articles, and notice
28 thereof must be given in the same manner and for the same time
29 as is required for its organization; provided, however, that
30 the notice of such dissolution shall be deemed sufficient if
31 signed by the officers of such corporation and published as
32 required by law. Notice thereof shall also be given by the
33 filing in the office of the secretary of state the proof of
34 publication of notice of dissolution and said proof shall be
35 recorded by the secretary of state in the same manner as the

1 recording of amendments, and a recording fee of one dollar
2 shall apply thereto, ~~and the secretary of state shall forward~~
3 ~~said proof of publication to the county recorder of the county~~
4 ~~wherein the corporation maintains its place of business, there~~
5 ~~to be recorded in a book kept therefor.~~

6 Sec. 6. Section 491.27, Code 1993, is amended to read as
7 follows:

8 491.27 EXECUTION OF RENEWAL -- RECORD REQUIRED.

9 After the said action of the stockholders for the renewal
10 of any corporation, a certificate, showing the proceedings
11 resulting in such the renewal, sworn to by the president and
12 secretary of the corporation, or by such other officers as may
13 be designated by the stockholders, together with the articles
14 of incorporation, which may be the original articles of
15 incorporation or amended and substituted articles, shall be
16 filed with the secretary of state and be recorded by the
17 secretary in a book kept for that purpose. ~~The secretary of~~
18 ~~state shall then forward said renewal articles to the recorder~~
19 ~~of deeds of the county where the principal place of business~~
20 ~~is located, and the recorder shall record said renewal~~
21 ~~articles and endorse thereon the book and page where the~~
22 ~~record will be found.~~

23 Sec. 7. Section 491.33, Code 1993, is amended to read as
24 follows:

25 491.33 FOREIGN INSURANCE COMPANIES BECOMING DOMESTIC.

26 The secretary of state upon a corporation complying with
27 the provisions of this section and upon the filing of articles
28 of incorporation and upon receipt of the fees as provided in
29 this chapter shall issue a certificate of incorporation as of
30 the date of the corporation's original incorporation in its
31 state of original incorporation. The certificate of
32 incorporation shall state on its face that it is issued in
33 accordance with the provisions of this section. ~~The secretary~~
34 ~~of state shall forward said articles as provided in this~~
35 ~~chapter to the county recorder where the principal place of~~

1 ~~business-of-the-corporation-is-to-be-located:~~ The secretary
2 of state shall then notify the appropriate officer of the
3 state or country of the corporation's last domicile that the
4 corporation is now a domestic corporation domiciled in this
5 state. This section applies to life insurance companies, and
6 to insurance companies doing business under chapter 515.

7 Sec. 8. Section 491.107, unnumbered paragraph 1, Code
8 1993, is amended to read as follows:

9 A duly executed and acknowledged copy of the articles of
10 merger or consolidation shall be forwarded to the secretary of
11 state for filing and recording as provided in section 491.5,
12 ~~and-if-a-new-corporation-is-created-under-the-provisions-of~~
13 ~~this-chapter-as-the-result-of-consolidation-or-if-an-existing~~
14 ~~Iowa-corporation-becomes-the-survivor-corporation-as-the~~
15 ~~result-of-a-merger-the-secretary-of-state-shall-then-forward~~
16 ~~said-articles-to-the-county-recorder-of-deeds-of-the-county~~
17 ~~where-the-principal-place-of-business-of-the-new-corporation~~
18 ~~or-the-existing-Iowa-corporation-is-located-as-provided-in~~
19 ~~section-491.5.~~

20 Sec. 9. Section 497.3, Code 1993, is amended to read as
21 follows:

22 497.3 FILING -- CERTIFICATE OF INCORPORATION.

23 The original articles of incorporation of associations
24 organized under this chapter shall be filed with the secretary
25 of state, and be by the secretary recorded in a book kept for
26 that purpose; and if such articles comply with the provisions
27 of sections 497.1 and 497.2, the secretary shall issue a
28 certificate of incorporation to the association. ~~The~~
29 ~~secretary-of-state-shall-then-forward-said-articles-of~~
30 ~~incorporation-to-the-recorder-of-deeds-of-the-county-where-the~~
31 ~~principal-place-of-business-is-to-be-located,-and-the-same~~
32 ~~shall-be-there-recorded-by-such-recorder-who-shall-endorse~~
33 ~~thereon-the-book-and-page-where-the-record-will-be-found-and~~
34 ~~the-date-of-the-record.~~ No publication of notice of the
35 incorporation of such an association shall be required.

1 Sec. 10. Section 497.4, Code 1993, is amended to read as
2 follows:

3 497.4 FEE.

4 For filing the articles of incorporation of associations
5 organized under this chapter, there shall be paid to the
6 secretary of state ten dollars, and for the filing of an
7 amendment to such articles, five dollars; provided that when
8 the capital stock of such corporation shall be less than five
9 hundred dollars, such fee for filing either the articles of
10 incorporation or amendments thereto shall be one dollar. In
11 all cases there shall be paid a recording fee of fifty cents
12 per page. ~~For recording copy of such articles, the recorder~~
13 ~~of deeds shall receive the usual fee for recording.~~

14 Sec. 11. Section 497.9, Code 1993, is amended to read as
15 follows:

16 497.9 RECORD OF AMENDMENTS.

17 Within thirty days after the adoption of an amendment to
18 its articles of incorporation, an association shall cause a
19 copy of such the amendment adopted to be recorded in the
20 office of the secretary of state ~~and of the recorder of deeds~~
21 ~~of the county where its principal place of business is~~
22 ~~located.~~

23 Sec. 12. Section 497.29, Code 1993, is amended to read as
24 follows:

25 497.29 CHAPTER EXTENDED TO FORMER COMPANIES.

26 All co-operative corporations, companies, or associations
27 heretofore organized and doing business under prior statutes,
28 or which have attempted to so organize and do business, shall
29 have the benefit of all the provisions of this chapter and be
30 bound thereby, on filing with the secretary of state ~~and the~~
31 ~~county recorder of the county in which the principal place of~~
32 ~~business is located,~~ amended and substituted articles of
33 incorporation drawn in accordance with the provisions of this
34 chapter and a written declaration, signed and sworn to by the
35 president and secretary to the effect that said co-operative

1 company or association has by a majority vote of its
2 stockholders decided to accept the benefits of and to be bound
3 by the provisions hereof.

4 Sec. 13. Section 499.43A, subsection 2, unnumbered
5 paragraph 1, Code 1993, is amended to read as follows:

6 The instrument shall be filed with the secretary of state
7 ~~and with the county recorder in the county in which the~~
8 ~~principal office of the cooperative association is located.~~

9 The cooperative association shall amend its articles of
10 incorporation pursuant to section 499.41 to comply with the
11 provisions of this chapter. The secretary of state shall not
12 file the instrument unless the cooperative association is in
13 compliance with the provisions of chapter 498 at the time of
14 filing. A cooperative association shall file an annual report
15 which is due pursuant to section 499.49. Upon filing the
16 instrument with the secretary, all of the following shall
17 apply:

18 Sec. 14. Section 499.67, unnumbered paragraph 2, Code
19 1993, is amended to read as follows:

20 The articles of merger or articles of consolidation shall
21 be delivered to the secretary of state for filing, ~~and shall~~
22 ~~be filed and recorded in the office of the county recorder.~~

23 Sec. 15. Section 504A.32, subsection 2, Code Supplement
24 1993, is amended to read as follows:

25 2. Except for a statement of change of registered office
26 or registered agent filed pursuant to section 504A.9 or
27 504A.73, and an annual report filed pursuant to section
28 504A.83, any instrument required to be filed and recorded in
29 the office of the secretary of state only, shall be returned
30 by the secretary to the corporation or its representative.
31 ~~Any instrument required to be filed and recorded in the office~~
32 ~~of the county recorder shall be returned by the recorder to~~
33 ~~the corporation or its representative.~~

34 Sec. 16. REPEAL. Section 491.4, Code 1993, is repealed.

35

EXPLANATION

1 This bill strikes the county recorder's duties relating to
2 recording and indexing of certificates of registration and
3 other official documents for limited partnerships, articles of
4 incorporation and amendments for nonprofit corporations and
5 corporations for profit, and articles of incorporation and
6 amendments for cooperative associations. These documents will
7 continue to be recorded with the secretary of state.

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HSB 720

LOCAL GOVERNMENT
HOUSE FILE HB 2401
BY (PROPOSED COMMITTEE ON LOCAL
GOVERNMENT BILL BY CHAIR-
PERSON IVERSON)

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

A BILL FOR

1 An Act relating to the recording duties of county recorders for
2 limited partnerships, corporations for profit, cooperative
3 associations, and nonprofit corporations.

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

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1 Section 1. Section 331.602, subsections 26, 28, 29, and
2 33, Code 1993, are amended by striking the subsections.

3 Sec. 2. Section 331.607, subsection 6, Code 1993, is
4 amended by striking the subsection.

5 Sec. 3. Section 487.206, subsection 3, Code 1993, is
6 amended by striking the subsection.

7 Sec. 4. Section 491.5, unnumbered paragraph 1, Code 1993,
8 is amended to read as follows:

9 Before commencing any business except their own
10 organization, they must adopt articles of incorporation, which
11 must be signed and acknowledged by the incorporators. Said
12 articles shall then be forwarded to the secretary of state.
13 Upon the filing of such articles, the secretary of state shall
14 issue a certificate of incorporation and record said articles
15 in a book kept for that purpose. ~~The secretary of state shall~~
16 ~~then forward said articles to the county recorder of deeds of~~
17 ~~the county where the principal place of business is to be~~
18 ~~located, there to be recorded in a book kept therefor, and the~~
19 ~~recorder shall endorse thereon the book and page where the~~
20 ~~record will be found.~~

21 Sec. 5. Section 491.23, Code 1993, is amended to read as
22 follows:

23 491.23 DISSOLUTION -- NOTICE OF -- FILING WITH SECRETARY
24 OF STATE.

25 A corporation may be dissolved prior to the period fixed in
26 the articles of incorporation, by unanimous consent, or in
27 accordance with the provisions of its articles, and notice
28 thereof must be given in the same manner and for the same time
29 as is required for its organization; provided, however, that
30 the notice of such dissolution shall be deemed sufficient if
31 signed by the officers of such corporation and published as
32 required by law. Notice thereof shall also be given by the
33 filing in the office of the secretary of state the proof of
34 publication of notice of dissolution and said proof shall be
35 recorded by the secretary of state in the same manner as the

1 recording of amendments, and a recording fee of one dollar
2 shall apply thereto,~~and the secretary of state shall forward~~
3 ~~said proof of publication to the county recorder of the county~~
4 ~~wherein the corporation maintains its place of business, there~~
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6 Sec. 6. Section 491.27, Code 1993, is amended to read as
7 follows:

8 491.27 EXECUTION OF RENEWAL -- RECORD REQUIRED.

9 After the said the action of the stockholders for the
10 renewal of any corporation, a certificate, showing the
11 proceedings resulting in such the renewal, sworn to by the
12 president and secretary of the corporation, or by such other
13 officers as may be designated by the stockholders, together
14 with the articles of incorporation, which may be the original
15 articles of incorporation or amended and substituted articles,
16 shall be filed with the secretary of state and be recorded by
17 the secretary in a book kept for that purpose. ~~The secretary~~
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19 ~~recorder of deeds of the county where the principal place of~~
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22 ~~the record will be found.~~

23 Sec. 7. Section 491.33, Code 1993, is amended to read as
24 follows:

25 491.33 FOREIGN INSURANCE COMPANIES BECOMING DOMESTIC.

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27 the provisions of this section and upon the filing of articles
28 of incorporation and upon receipt of the fees as provided in
29 this chapter shall issue a certificate of incorporation as of
30 the date of the corporation's original incorporation in its
31 state of original incorporation. The certificate of
32 incorporation shall state on its face that it is issued in
33 accordance with the provisions of this section. ~~The secretary~~
34 ~~of state shall forward said articles as provided in this~~
35 ~~chapter to the county recorder where the principal place of~~

1 ~~business-of-the-corporation-is-to-be-located-~~ The secretary
2 of state shall then notify the appropriate officer of the
3 state or country of the corporation's last domicile that the
4 corporation is now a domestic corporation domiciled in this
5 state. This section applies to life insurance companies, and
6 to insurance companies doing business under chapter 515.

7 Sec. 8. Section 491.107, unnumbered paragraph 1, Code
8 1993, is amended to read as follows:

9 A duly executed and acknowledged copy of the articles of
10 merger or consolidation shall be forwarded to the secretary of
11 state for filing and recording as provided in section 491.5,
12 ~~and-if-a-new-corporation-is-created-under-the-provisions-of~~
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19 ~~section-491-5.~~

20 Sec. 9. Section 497.3, Code 1993, is amended to read as
21 follows:

22 497.3 FILING -- CERTIFICATE OF INCORPORATION.

23 The original articles of incorporation of associations
24 organized under this chapter shall be filed with the secretary
25 of state, and be by the secretary recorded in a book kept for
26 that purpose; and if such articles comply with the provisions
27 of sections 497.1 and 497.2, the secretary shall issue a
28 certificate of incorporation to the association. ~~The~~
29 ~~secretary-of-state-shall-then-forward-said-articles-of~~
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32 ~~shall-be-there-recorded-by-such-recorder-who-shall-indorse~~
33 ~~thereon-the-book-and-page-where-the-record-will-be-found-and~~
34 ~~the-date-of-the-record-~~ No publication of notice of the
35 incorporation of such an association shall be required.

1 Sec. 10. Section 497.4, Code 1993, is amended to read as
2 follows:

3 497.4 FEE.

4 For filing the articles of incorporation of associations
5 organized under this chapter, there shall be paid to the
6 secretary of state ten dollars, and for the filing of an
7 amendment to such articles, five dollars; provided that when
8 the capital stock of such corporation shall be less than five
9 hundred dollars, such fee for filing either the articles of
10 incorporation or amendments thereto shall be one dollar. In
11 all cases there shall be paid a recording fee of fifty cents
12 per page. ~~For recording copy of such articles, the recorder~~
13 ~~of deeds shall receive the usual fee for recording.~~

14 Sec. 11. Section 497.9, Code 1993, is amended to read as
15 follows:

16 497.9 RECORD OF AMENDMENTS.

17 Within thirty days after the adoption of an amendment to
18 its articles of incorporation, an association shall cause a
19 copy of such the amendment adopted to be recorded in the
20 office of the secretary of state ~~and of the recorder of deeds~~
21 ~~of the county where its principal place of business is~~
22 ~~located.~~

23 Sec. 12. Section 497.29, Code 1993, is amended to read as
24 follows:

25 497.29 CHAPTER EXTENDED TO FORMER COMPANIES.

26 All co-operative corporations, companies, or associations
27 heretofore organized and doing business under prior statutes,
28 or which have attempted to so organize and do business, shall
29 have the benefit of all the provisions of this chapter and be
30 bound thereby, on filing with the secretary of state ~~and the~~
31 ~~county recorder of the county in which the principal place of~~
32 ~~business is located,~~ amended and substituted articles of
33 incorporation drawn in accordance with the provisions of this
34 chapter and a written declaration, signed and sworn to by the
35 president and secretary to the effect that said co-operative

1 company or association has by a majority vote of its
2 stockholders decided to accept the benefits of and to be bound
3 by the provisions hereof.

4 Sec. 13. section 499.43A, subsection 2, unnumbered
5 paragraph 1, Code 1993, is amended to read as follows:

6 The instrument shall be filed with the secretary of state
7 ~~and-with-the-county-recorder-in-the-county-in-which-the~~
8 ~~principal-office-of-the-cooperative-association-is-located.~~

9 The cooperative association shall amend its articles of
10 incorporation pursuant to section 499.41 to comply with the
11 provisions of this chapter. The secretary of state shall not
12 file the instrument unless the cooperative association is in
13 compliance with the provisions of chapter 498 at the time of
14 filing. A cooperative association shall file an annual report
15 which is due pursuant to section 499.49. Upon filing the
16 instrument with the secretary, all of the following shall
17 apply:

18 Sec. 14. Section 499.67, unnumbered paragraph 2, Code
19 1993, is amended to read as follows:

20 The articles of merger or articles of consolidation shall
21 be delivered to the secretary of state for filing, ~~and shall~~
22 ~~be filed and recorded in the office of the county recorder.~~

23 Sec. 15. Section 504A.32, subsection 2, Code Supplement
24 1993, is amended to read as follows:

25 2. Except for a statement of change of registered office
26 or registered agent filed pursuant to section 504A.9 or
27 504A.73, and an annual report filed pursuant to section
28 504A.83, any instrument required to be filed and recorded in
29 the office of the secretary of state only, shall be returned
30 by the secretary to the corporation or its representative.

31 ~~Any instrument required to be filed and recorded in the office~~
32 ~~of the county recorder shall be returned by the recorder to~~
33 ~~the corporation or its representative.~~

34 Sec. 16. REPEAL. Section 491.4, Code 1993, is repealed.

35

EXPLANATION

1 This bill strikes the county recorder's duties relating to
2 recording and indexing of certificates of registration and
3 other official documents for limited partnerships, articles of
4 incorporation and amendments for nonprofit corporations and
5 corporations for profit, and articles of incorporation and
6 amendments for cooperative associations. These documents will
7 continue to be recorded with the secretary of state.

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HOUSE FILE 2401

AN ACT

RELATING TO THE RECORDING DUTIES OF COUNTY RECORDERS FOR LIMITED PARTNERSHIPS, CORPORATIONS FOR PROPIT, COOPERATIVE ASSOCIATIONS, AND NONPROFIT CORPORATIONS.

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

Section 1. Section 331.602, subsections 26, 28, 29, and 33, Code 1993, are amended by striking the subsections.

Sec. 2. Section 331.607, subsection 6, Code 1993, is amended by striking the subsection.

Sec. 3. Section 487.206, subsection 3, Code 1993, is amended by striking the subsection.

Sec. 4. Section 491.5, unnumbered paragraph 1, Code 1993, is amended to read as follows:

Before commencing any business except their own organization, they must adopt articles of incorporation, which must be signed and acknowledged by the incorporators. Said articles shall then be forwarded to the secretary of state. Upon the filing of such articles, the secretary of state shall issue a certificate of incorporation and record said articles in a book kept for that purpose. ~~The secretary of state shall then forward said articles to the county recorder of deeds of the county where the principal place of business is to be located; there to be recorded in a book kept therefor; and the recorder shall endorse thereon the book and page where the record will be found.~~

Sec. 5. Section 491.23, Code 1993, is amended to read as follows:

491.23 DISSOLUTION -- NOTICE OF -- FILING WITH SECRETARY OF STATE.

A corporation may be dissolved prior to the period fixed in the articles of incorporation, by unanimous consent, or in accordance with the provisions of its articles, and notice

thereof must be given in the same manner and for the same time as is required for its organization; provided, however, that the notice of such dissolution shall be deemed sufficient if signed by the officers of such corporation and published as required by law. Notice thereof shall also be given by the filing in the office of the secretary of state the proof of publication of notice of dissolution and said proof shall be recorded by the secretary of state in the same manner as the recording of amendments, and a recording fee of one dollar shall apply thereto; ~~and the secretary of state shall forward said proof of publication to the county recorder of the county wherein the corporation maintains its place of business; there to be recorded in a book kept therefor.~~

Sec. 6. Section 491.27, Code 1993, is amended to read as follows:

491.27 EXECUTION OF RENEWAL -- RECORD REQUIRED.

After the said action of the stockholders for the renewal of any corporation, a certificate, showing the proceedings resulting in such the renewal, sworn to by the president and secretary of the corporation, or by such other officers as may be designated by the stockholders, together with the articles of incorporation, which may be the original articles of incorporation or amended and substituted articles, shall be filed with the secretary of state and be recorded by the secretary in a book kept for that purpose. ~~The secretary of state shall then forward said renewal articles to the recorder of deeds of the county where the principal place of business is located; and the recorder shall record said renewal articles and endorse thereon the book and page where the record will be found.~~

Sec. 7. Section 491.33, Code 1993, is amended to read as follows:

491.33 FOREIGN INSURANCE COMPANIES BECOMING DOMESTIC.

The secretary of state upon a corporation complying with the provisions of this section and upon the filing of articles of incorporation and upon receipt of the fees as provided in

this chapter shall issue a certificate of incorporation as of the date of the corporation's original incorporation in its state of original incorporation. The certificate of incorporation shall state on its face that it is issued in accordance with the provisions of this section. ~~The secretary of state shall forward said articles as provided in this chapter to the county recorder where the principal place of business of the corporation is to be located.~~ The secretary of state shall then notify the appropriate officer of the state or country of the corporation's last domicile that the corporation is now a domestic corporation domiciled in this state. This section applies to life insurance companies, and to insurance companies doing business under chapter 515.

Sec. 8. Section 491.107, unnumbered paragraph 1, Code 1993, is amended to read as follows:

A duly executed and acknowledged copy of the articles of merger or consolidation shall be forwarded to the secretary of state for filing and recording as provided in section 491.57 ~~and if a new corporation is created under the provisions of this chapter as the result of consolidation or if an existing Iowa corporation becomes the survivor corporation as the result of a merger the secretary of state shall then forward said articles to the county recorder of deeds of the county where the principal place of business of the new corporation or the existing Iowa corporation is located as provided in section 491.5.~~

Sec. 9. Section 497.3, Code 1993, is amended to read as follows:

497.3 FILING -- CERTIFICATE OF INCORPORATION.

The original articles of incorporation of associations organized under this chapter shall be filed with the secretary of state, and be by the secretary recorded in a book kept for that purpose; and if such articles comply with the provisions of sections 497.1 and 497.2, the secretary shall issue a certificate of incorporation to the association. ~~The secretary of state shall then forward said articles of~~

~~incorporation to the recorder of deeds of the county where the principal place of business is to be located; and the same shall be there recorded by such recorder who shall endorse thereon the book and page where the record will be found and the date of the record.~~ No publication of notice of the incorporation of such an association shall be required.

Sec. 10. Section 497.4, Code 1993, is amended to read as follows:

497.4 FEE.

For filing the articles of incorporation of associations organized under this chapter, there shall be paid to the secretary of state ten dollars, and for the filing of an amendment to such articles, five dollars; provided that when the capital stock of such corporation shall be less than five hundred dollars, such fee for filing either the articles of incorporation or amendments thereto shall be one dollar. In all cases there shall be paid a recording fee of fifty cents per page. ~~For recording copy of such articles, the recorder of deeds shall receive the same fee for recording.~~

Sec. 11. Section 497.9, Code 1993, is amended to read as follows:

497.9 RECORD OF AMENDMENTS.

Within thirty days after the adoption of an amendment to its articles of incorporation, an association shall cause a copy of such the amendment adopted to be recorded in the office of the secretary of state and of the recorder of deeds ~~of the county where its principal place of business is located.~~

Sec. 12. Section 497.29, Code 1993, is amended to read as follows:

497.29 CHAPTER EXTENDED TO FORMER COMPANIES.

All co-operative corporations, companies, or associations heretofore organized and doing business under prior statutes, or which have attempted to so organize and do business, shall have the benefit of all the provisions of this chapter and be bound thereby, on filing with the secretary of state and the

~~county recorder of the county in which the principal place of business is located,~~ amended and substituted articles of incorporation drawn in accordance with the provisions of this chapter and a written declaration, signed and sworn to by the president and secretary to the effect that said co-operative company or association has by a majority vote of its stockholders decided to accept the benefits of and to be bound by the provisions hereof.

Sec. 13. Section 499.43A, subsection 2, unnumbered paragraph 1, Code 1993, is amended to read as follows:

~~The instrument shall be filed with the secretary of state and with the county recorder in the county in which the principal office of the cooperative association is located.~~ The cooperative association shall amend its articles of incorporation pursuant to section 499.41 to comply with the provisions of this chapter. The secretary of state shall not file the instrument unless the cooperative association is in compliance with the provisions of chapter 498 at the time of filing. A cooperative association shall file an annual report which is due pursuant to section 499.49. Upon filing the instrument with the secretary, all of the following shall apply:

Sec. 14. Section 499.67, unnumbered paragraph 2, Code 1993, is amended to read as follows:

The articles of merger or articles of consolidation shall be delivered to the secretary of state for filing ~~and shall be filed and recorded in the office of the county recorder.~~

Sec. 15. Section 504A.32, subsection 2, Code Supplement 1993, is amended to read as follows:

2. 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. 16. REPEAL. Section 491.4, Code 1993, is repealed.

HAROLD VAN MAANEN
Speaker of the House

LEONARD L. BOSWELL
President of the Senate

I hereby certify that this bill originated in the House and is known as House File 2401, Seventy-fifth General Assembly.

ELIZABETH ISAACSON
Chief Clerk of the House

Approved *April 8*, 1994

TERRY E. BRANSTAD
Governor