

# REPRINTED

FEB 27 1996

Place On Calendar

HOUSE FILE

2370

BY COMMITTEE ON JUDICIARY

(SUCCESSOR TO HSB 614)

Passed House, <sup>(p. 784)</sup> Date 3/18/96 Passed Senate, Date 3/26/96 (p. 1041)  
 Vote: Ayes 96 Nays 2 Vote: Ayes 48 Nays 0  
 Approved 4/25/96

## A BILL FOR

1 An Act relating to limited liability companies and corporations,  
 2 including the period within which a limited liability company  
 3 subject to dissolution may be continued, use of trade names by  
 4 corporations and limited liability companies, and providing an  
 5 exemption from the real estate transfer tax for certain  
 6 transfers involving limited liability companies.

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

8

9

### HOUSE FILE 2370

H-5417

1 Amend House File 2370 as follows:

2 1. By striking page 1, line 22, through page 2,  
3 line 3.

4 2. Title page, by striking lines 3 and 4 and  
5 inserting the following: "subject to dissolution may  
6 be continued, and providing an".

By WEIGEL of Chickasaw

H-5417 FILED MARCH 14, 1996

*adopted 3/18/96 (p. 783)*

*HF 2370*

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1 Section 1. Section 428A.2, subsection 14, Code Supplement  
2 1995, is amended to read as follows:

3 14. The making or delivering of instruments of transfer  
4 resulting from a corporate merger, consolidation, or  
5 reorganization or a merger, consolidation, or reorganization  
6 of a limited liability company under the laws of the United  
7 States or any state thereof, where such instrument states such  
8 fact on the face thereof.

9 Sec. 2. Section 490A.1301, subsection 3, Code Supplement  
10 1995, is amended to read as follows:

11 3. Unless otherwise provided in the articles of  
12 organization or an operating agreement, upon the death,  
13 insanity, retirement, resignation, withdrawal, expulsion,  
14 bankruptcy, or dissolution of a member or occurrence of any  
15 other event that terminates the continued membership of a  
16 member in the limited liability company, unless the business  
17 of the limited liability company is continued by the consent  
18 of the members in the manner stated in the articles of  
19 organization or an operating agreement or if not so stated, by  
20 the unanimous consent of the remaining members within ninety  
21 days of the occurrence of the event.

22 Sec. 3. Section 547.1, Code 1995, is amended to read as  
23 follows:

24 547.1 USE OF TRADE NAME -- VERIFIED STATEMENT REQUIRED.

25 A person or copartnership shall not engage in or conduct a  
26 business under a trade name, or an assumed name of a character  
27 other than the true surname of each person owning or having an  
28 interest in the business, unless the person first records with  
29 the county recorder of the county in which the business is to  
30 be conducted a verified statement showing the name, post  
31 office address, and residence address of each person owning or  
32 having an interest in the business, and the address where the  
33 business is to be conducted. However, this provision does not  
34 apply to any corporation or limited liability company  
35 incorporated or organized in this state or any foreign

1 corporation or foreign limited liability company authorized to  
2 do business in this state or doing business pursuant to an  
3 exemption in chapter 490 or 490A.

4

EXPLANATION

5 This bill provides that transfers of real estate in  
6 connection with a merger, consolidation, or reorganization of  
7 a limited liability company are exempt from the real estate  
8 transfer tax.

9 The bill also provides that the approval of the remaining  
10 members of a limited liability company to continue the company  
11 after the occurrence of an event requiring dissolution of the  
12 company must occur within 90 days of the event. A dissolution  
13 event includes the loss of a member due to death, retirement,  
14 or expulsion.

15 In addition, the bill provides that corporations and  
16 limited liability companies operating under trade names are  
17 exempt from the requirement that the trade names be registered  
18 with the county recorder in each county in which business is  
19 to be conducted by the corporation or limited liability  
20 company.

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Substituted for S. F. 2429 (as amended)  
3/26/96 (p. 1040)

S - You know  
3/19/96 as Pass W/S-5417

HOUSE FILE **2370**  
BY COMMITTEE ON JUDICIARY

(SUCCESSOR TO HSB 614)

(As Amended and Passed by the House, March 18, 1996)

Re-Passed House, Date 4/9/96 (p. 1463) Passed Senate, Date 3/26/96 (p. 1041)  
Vote: Ayes 97 Nays 0 Vote: Ayes 48 Nays 0  
Approved 4/25/96  
*Passed 4/12/96 (p. 1361)  
Vote 48-0*

A BILL FOR

1 An Act relating to limited liability companies and corporations,  
2 including the period within which a limited liability company  
3 subject to dissolution may be continued, and providing an  
4 exemption from the real estate transfer tax for certain  
5 transfers involving limited liability companies.

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

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House Amendments \_\_\_\_\_

Deleted Language \*

1 Section 1. Section 428A.2, subsection 14, Code Supplement  
2 1995, is amended to read as follows:

3 14. The making or delivering of instruments of transfer  
4 resulting from a corporate merger, consolidation, or  
5 reorganization or a merger, consolidation, or reorganization  
6 of a limited liability company under the laws of the United  
7 States or any state thereof, where such instrument states such  
8 fact on the face thereof.

9 Sec. 2. Section 490A.1301, subsection 3, Code Supplement  
10 1995, is amended to read as follows:

11 3. Unless otherwise provided in the articles of  
12 organization or an operating agreement, upon the death,  
13 insanity, retirement, resignation, withdrawal, expulsion,  
14 bankruptcy, or dissolution of a member or occurrence of any  
15 other event that terminates the continued membership of a  
16 member in the limited liability company, unless the business  
17 of the limited liability company is continued by the consent  
18 of the members in the manner stated in the articles of  
19 organization or an operating agreement or if not so stated, by  
20 the unanimous consent of the remaining members within ninety  
21 days of the occurrence of the event.

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## HOUSE FILE 2370

H-5858

1 Amend the Senate amendment, H-5621, to House File  
2 2370 as amended, passed, and reprinted by the House,  
3 as follows:  
4 1. Page 1, by inserting after line 2 the  
5 following:  
6 "\_\_\_\_. Page 1, by inserting after line 8 the  
7 following:  
8 Sec. \_\_\_\_\_. Section 490.121, subsection 1, paragraph  
9 a, Code 1995, is amended by striking the paragraph.  
10 Sec. \_\_\_\_\_. Section 490.125, subsection 3, Code  
11 1995, is amended to read as follows:  
12 3. If the secretary of state refuses to file a  
13 document, the secretary of state shall return it to  
14 the domestic or foreign corporation or its  
15 representative ~~within ten days after the document was~~  
16 ~~received by the secretary of state~~, together with a  
17 brief, written explanation of the reason for the  
18 refusal.  
19 Sec. \_\_\_\_\_. Section 490.401, subsection 4,  
20 unnumbered paragraph 1, Code 1995, is amended to read  
21 as follows:  
22 A corporation may use the name, including the  
23 fictitious name, of another domestic or foreign  
24 corporation that is used in this state if the other  
25 corporation is incorporated or authorized to transact  
26 business in this state and the proposed user  
27 corporation ~~meets~~ submits documentation to the  
28 satisfaction of the secretary of state establishing  
29 one of the following conditions:  
30 Sec. \_\_\_\_\_. Section 490.502, subsection 1,  
31 paragraphs b and d, Code 1995, are amended by striking  
32 the paragraphs.  
33 Sec. \_\_\_\_\_. Section 490.503, Code 1995, is amended  
34 to read as follows:  
35 490.503 RESIGNATION OF REGISTERED AGENT.  
36 1. A registered agent may resign the agent's  
37 agency appointment by signing and delivering to the  
38 secretary of state for filing the signed original ~~and~~  
39 ~~two exact or conformed copies of a~~ statement of  
40 resignation. The statement may include a statement  
41 that the registered office is also discontinued. The  
42 registered agent shall send a copy of the statement of  
43 resignation by certified mail to the corporation at  
44 its principal office and to the registered office, if  
45 not discontinued. The registered agent shall certify  
46 to the secretary of state that the copies have been  
47 sent to the corporation, including the date the copies  
48 were sent.  
49 ~~2. After filing the statement the secretary of~~  
50 ~~state shall mail one copy to the registered office, if~~

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~~1 not-discontinued,--and-the-other-copy-to-the  
2 corporation-at-its-principal-office.~~

3 ~~---3-~~ 2. The agency appointment is terminated, and  
4 the registered office discontinued if so provided, on  
5 the ~~thirty-first-day-after-the~~ date on which the  
6 statement was filed.

7 Sec. \_\_\_\_\_. Section 490.504, subsection 3, Code  
8 1995, is amended by striking the subsection and  
9 inserting in lieu thereof the following:

10 3. A corporation may be served pursuant to this  
11 section, as provided in other provisions of this  
12 chapter, or as provided in sections 617.3 through  
13 617.6, unless the manner of service is otherwise  
14 specifically provided for by statute.

15 Sec. \_\_\_\_\_. Section 490.902, Code 1995, is amended  
16 to read as follows:

17 490.902 FOREIGN INSURANCE COMPANIES BECOMING  
18 DOMESTIC.

19 The secretary of state, upon a corporation  
20 complying with this section and upon the filing of  
21 articles of incorporation and upon receipt of the fees  
22 as provided in this chapter, shall issue ~~a-certificate~~  
23 ~~of-incorporation~~ an acknowledgment of receipt of  
24 document as of the date of the corporation's original  
25 incorporation-in-its-state-of-original-incorporation  
26 filing of the articles of incorporation with the  
27 secretary of state. The certificate-of-incorporation  
28 acknowledgment of receipt of document shall state on  
29 its face that it is issued in accordance with this  
30 section. The-secretary-of-state-shall-forward-the  
31 articles-as-provided-in-this-chapter-to-the-county  
32 recorder-where-the-principal-place-of-business-of-the  
33 corporation-is-to-be-located. The secretary of state  
34 shall then notify the appropriate officer of the state  
35 or country of the corporation's last domicile that the  
36 corporation is now a domestic corporation domiciled in  
37 this state. This section applies to life insurance  
38 companies, and to insurance companies doing business  
39 under chapter 515.

40 Sec. \_\_\_\_\_. Section 490.1420, subsection 1, Code  
41 1995, is amended by striking the subsection.

42 Sec. \_\_\_\_\_. Section 490.1420, subsection 2, Code  
43 1995, is amended to read as follows:

44 2. The corporation has not delivered an annual  
45 report to the secretary of state in a form that meets  
46 the requirements of section 490.1622, within sixty  
47 days after it is due, or has not paid the filing fee  
48 as provided in section 490.122, within sixty days  
49 after it is due.

50 Sec. \_\_\_\_\_. Section 490.1421, Code 1995, is amended

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1 by adding the following new subsection:

2 NEW SUBSECTION. 5. The secretary of state's  
3 administrative dissolution of a corporation pursuant  
4 to this section appoints the secretary of state the  
5 corporation's agent for service of process in any  
6 proceeding based on a cause of action which arose  
7 during the time the corporation was authorized to  
8 transact business in this state. Service of process  
9 on the secretary of state under this subsection is  
10 service on the corporation. Upon receipt of process,  
11 the secretary of state shall serve a copy of the  
12 process on the corporation as provided in section  
13 490.504. This subsection does not preclude service on  
14 the corporation's registered agent, if any.

15 Sec. \_\_\_\_\_. Section 490.1422, subsection 1, Code  
16 1995, is amended to read as follows:

17 1. A corporation administratively dissolved under  
18 section 490.1421 may apply to the secretary of state  
19 for reinstatement within two years after the effective  
20 date of dissolution. The application must meet all of  
21 the following requirements:

22 a. Recite the name of the corporation at its date  
23 of dissolution and the effective date of its  
24 administrative dissolution.

25 b. State that the ground or grounds for  
26 dissolution ~~either-did-not-exist-or~~ have been  
27 eliminated.

28 c. State a corporate name that satisfies the  
29 requirements of section 490.401.

30 d. State the state federal tax identification  
31 number of the corporation.

32 Sec. \_\_\_\_\_. Section 490.1422, subsection 2,  
33 paragraph a, Code 1995, is amended to read as follows:

34 a. The secretary of state shall refer the state  
35 federal tax identification number contained in the  
36 application for reinstatement to the department of  
37 revenue and finance. The department of revenue and  
38 finance shall report to the secretary of state the tax  
39 status of the corporation. If the department reports  
40 to the secretary of state that a filing delinquency or  
41 liability exists against the corporation, the  
42 secretary of state shall not cancel the certificate of  
43 dissolution until the filing delinquency or liability  
44 is satisfied.

45 Sec. \_\_\_\_\_. Section 490.1503, subsection 2, Code  
46 1995, is amended to read as follows:

47 2. The foreign corporation shall deliver with the  
48 completed application to the secretary of state, and  
49 also deliver to the secretary of state a certificate  
50 of existence or a document of similar import duly

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1 authenticated by the secretary of state or other  
2 official having custody of corporate records in the  
3 state or country under whose law it is incorporated  
4 which is dated no earlier than ninety days prior to  
5 the date the application is filed with the secretary  
6 of state.

7 Sec. \_\_\_\_ . Section 490.1506, subsection 4, Code  
8 1995, is amended to read as follows:

9 4. A foreign corporation may use in this state the  
10 name, including the fictitious name, of another  
11 domestic or foreign corporation that is used in this  
12 state if the other corporation is incorporated or  
13 authorized to transact business in this state and the  
14 foreign corporation has done filed documentation  
15 satisfactory to the secretary of state of the  
16 occurrence of any of the following:

17 a. Merged The foreign corporation has merged with  
18 the other corporation.

19 b. Been The foreign corporation has been formed by  
20 reorganization of the other corporation.

21 c. Acquired The foreign corporation has acquired  
22 all or substantially all of the assets, including the  
23 corporate name, of the other corporation.

24 Sec. \_\_\_\_ . Section 490.1508, subsection 1,  
25 paragraphs b and d, Code 1995, are amended by the  
26 striking the paragraphs.

27 Sec. \_\_\_\_ . Section 490.1509, Code 1995, is amended  
28 to read as follows:

29 490.1509 RESIGNATION OF REGISTERED AGENT OF  
30 FOREIGN CORPORATION.

31 1. The registered agent of a foreign corporation  
32 may resign the agency appointment by signing and  
33 delivering to the secretary of state for filing the  
34 signed original and two exact or conformed copies of a  
35 statement of resignation. The statement of  
36 resignation may include a statement that the  
37 registered office is also discontinued. The  
38 registered agent shall send a copy of the statement of  
39 resignation by certified mail to the corporation at  
40 its principal office and to the registered office, if  
41 not discontinued. The registered agent shall certify  
42 to the secretary of state that the copies have been  
43 sent to the corporation, including the date the copies  
44 were sent.

45 ~~2. After filing the statement, the secretary of~~  
46 ~~state shall attach the filing receipt to one copy and~~  
47 ~~mail the copy and receipt to the registered office if~~  
48 ~~not discontinued. The secretary of state shall mail~~  
49 ~~the other copy of the foreign corporation to its~~  
50 ~~principal office address shown in its most recent~~

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1 ~~annual-report.~~

2 ---3. 2. The agency appointment is terminated, and  
3 the registered office discontinued if so provided, on  
4 the ~~thirty-first-day-after-the~~ date on which the  
5 statement was filed.

6 Sec. \_\_\_\_\_. Section 490.1520, subsection 2,  
7 paragraph e, Code 1995, is amended by striking the  
8 paragraph.

9 Sec. \_\_\_\_\_. Section 490.1530, subsection 2, Code  
10 1995, is amended by striking the subsection.

11 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
12 paragraph d, Code 1995, is amended to read as follows:

13 d. The names and ~~business~~ addresses of its  
14 ~~directors-and-principal-officers~~ the president,  
15 secretary, treasurer, and one member of the board of  
16 directors.

17 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
18 paragraphs e, f, g, and h, Code 1995, are amended by  
19 striking the paragraphs."

20 2. Page 1, line 27, by inserting after the word  
21 "companies," the following: "certain reporting and  
22 filing requirements and procedures, establishing  
23 fees,".

24 3. By renumbering as necessary.

By NUTT of Woodbury

H-5858 FILED APRIL 3, 1996

WITHDRAWN 4/9/96 (p. 1458)

## HOUSE FILE 2370

H-5868

1 Amend the Senate amendment, H-5621, to House File  
2 2370 as amended, passed, and reprinted by the House,  
3 as follows:  
4 1. Page 1, by inserting after line 2 the  
5 following:  
6 " \_\_\_\_ . Page 1, by inserting after line 8 the  
7 following:  
8 Sec. \_\_\_\_ . Section 490.121, subsection 1, paragraph  
9 a, Code 1995, is amended by striking the paragraph.  
10 Sec. \_\_\_\_ . Section 490.125, subsection 3, Code  
11 1995, is amended to read as follows:  
12 3. If the secretary of state refuses to file a  
13 document, the secretary of state shall return it to  
14 the domestic or foreign corporation or its  
15 representative ~~within ten days after the document was~~  
16 ~~received by the secretary of state,~~ together with a  
17 brief, written explanation of the reason for the  
18 refusal.  
19 Sec. \_\_\_\_ . Section 490.401, subsection 4,  
20 unnumbered paragraph 1, Code 1995, is amended to read  
21 as follows:  
22 A corporation may use the name, including the  
23 fictitious name, of another domestic or foreign  
24 corporation that is used in this state if the other  
25 corporation is incorporated or authorized to transact  
26 business in this state and the proposed user  
27 corporation ~~meets~~ submits documentation to the  
28 satisfaction of the secretary of state establishing  
29 one of the following conditions:  
30 Sec. \_\_\_\_ . Section 490.502, subsection 1,  
31 paragraphs b and d, Code 1995, are amended by striking  
32 the paragraphs.  
33 Sec. \_\_\_\_ . Section 490.503, Code 1995, is amended  
34 to read as follows:  
35 490.503 RESIGNATION OF REGISTERED AGENT.  
36 1. A registered agent may resign the agent's  
37 agency appointment by ~~signing and delivering to the~~  
38 ~~secretary of state for filing the signed original and~~  
39 ~~two-exact-or-conformed-copies-of-a~~ statement of  
40 resignation. The statement may include a statement  
41 that the registered office is also discontinued. The  
42 registered agent shall send a copy of the statement of  
43 resignation by certified mail to the corporation at  
44 its principal office and to the registered office, if  
45 not discontinued. The registered agent shall certify  
46 to the secretary of state that the copies have been  
47 sent to the corporation, including the date the copies  
48 were sent.  
49 ~~2.--After filing the statement the secretary of~~  
50 ~~state shall mail one copy to the registered office, if~~  
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Page 2

~~1 not-discontinued, and the other copy to the~~  
~~2 corporation at its principal office.~~

~~3 ---3-~~ 2. The agency appointment is terminated, and  
4 the registered office discontinued if so provided, on  
5 the ~~thirty-first day after the~~ date on which the  
6 statement was filed.

7 Sec. \_\_\_\_\_. Section 490.504, subsection 3, Code  
8 1995, is amended by striking the subsection and  
9 inserting in lieu thereof the following:

10 3. A corporation may be served pursuant to this  
11 section, as provided in other provisions of this  
12 chapter, or as provided in sections 617.3 through  
13 617.6, unless the manner of service is otherwise  
14 specifically provided for by statute.

15 Sec. \_\_\_\_\_. Section 490.902, Code 1995, is amended  
16 to read as follows:

17 490.902 FOREIGN INSURANCE COMPANIES BECOMING  
18 DOMESTIC.

19 The secretary of state, upon a corporation  
20 complying with this section and upon the filing of  
21 articles of incorporation and upon receipt of the fees  
22 as provided in this chapter, shall issue ~~a certificate~~  
23 ~~of incorporation~~ an acknowledgment of receipt of  
24 document as of the date of the corporation's original  
25 incorporation in its state of original incorporation  
26 filing of the articles of incorporation with the  
27 secretary of state. The certificate of incorporation  
28 acknowledgment of receipt of document shall state on  
29 its face that it is issued in accordance with this  
30 section. The secretary of state shall forward the  
31 articles as provided in this chapter to the county  
32 recorder where the principal place of business of the  
33 corporation is to be located. The secretary of state  
34 shall then notify the appropriate officer of the state  
35 or country of the corporation's last domicile that the  
36 corporation is now a domestic corporation domiciled in  
37 this state. This section applies to life insurance  
38 companies, and to insurance companies doing business  
39 under chapter 515.

40 Sec. \_\_\_\_\_. Section 490.1420, subsection 1, Code  
41 1995, is amended by striking the subsection.

42 Sec. \_\_\_\_\_. Section 490.1420, subsection 2, Code  
43 1995, is amended to read as follows:

44 2. The corporation has not delivered an annual  
45 report to the secretary of state in a form that meets  
46 the requirements of section 490.1622, within sixty  
47 days after it is due, or has not paid the filing fee  
48 as provided in section 490.122, within sixty days  
49 after it is due.

50 Sec. \_\_\_\_\_. Section 490.1421, Code 1995, is amended

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Page 3

1 by adding the following new subsection:

2 NEW SUBSECTION. 5. The secretary of state's  
3 administrative dissolution of a corporation pursuant  
4 to this section appoints the secretary of state the  
5 corporation's agent for service of process in any  
6 proceeding based on a cause of action which arose  
7 during the time the corporation was authorized to  
8 transact business in this state. Service of process  
9 on the secretary of state under this subsection is  
10 service on the corporation. Upon receipt of process,  
11 the secretary of state shall serve a copy of the  
12 process on the corporation as provided in section  
13 490.504. This subsection does not preclude service on  
14 the corporation's registered agent, if any.

15 Sec. \_\_\_\_ . Section 490.1422, subsection 1, Code  
16 1995, is amended to read as follows:

17 1. A corporation administratively dissolved under  
18 section 490.1421 may apply to the secretary of state  
19 for reinstatement within two years after the effective  
20 date of dissolution. The application must meet all of  
21 the following requirements:

22 a. Recite the name of the corporation at its date  
23 of dissolution and the effective date of its  
24 administrative dissolution.

25 b. State that the ground or grounds for  
26 dissolution ~~either-did-not-exist-or~~ have been  
27 eliminated.

28 c. State a corporate name that satisfies the  
29 requirements of section 490.401.

30 d. State the state federal tax identification  
31 number of the corporation.

32 Sec. \_\_\_\_ . Section 490.1422, subsection 2,  
33 paragraph a, Code 1995, is amended to read as follows:

34 a. The secretary of state shall refer the state  
35 federal tax identification number contained in the  
36 application for reinstatement to the department of  
37 revenue and finance. The department of revenue and  
38 finance shall report to the secretary of state the tax  
39 status of the corporation. If the department reports  
40 to the secretary of state that a filing delinquency or  
41 liability exists against the corporation, the  
42 secretary of state shall not cancel the certificate of  
43 dissolution until the filing delinquency or liability  
44 is satisfied.

45 Sec. \_\_\_\_ . Section 490.1503, subsection 2, Code  
46 1995, is amended to read as follows:

47 2. The foreign corporation shall deliver with the  
48 completed application to the secretary of state, and  
49 also deliver to the secretary of state a certificate  
50 of existence or a document of similar import duly

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1 authenticated by the secretary of state or other  
2 official having custody of corporate records in the  
3 state or country under whose law it is incorporated  
4 which is dated no earlier than ninety days prior to  
5 the date the application is filed with the secretary  
6 of state.

7 Sec. \_\_\_\_\_. Section 490.1506, subsection 4, Code  
8 1995, is amended to read as follows:

9 4. A foreign corporation may use in this state the  
10 name, including the fictitious name, of another  
11 domestic or foreign corporation that is used in this  
12 state if the other corporation is incorporated or  
13 authorized to transact business in this state and the  
14 foreign corporation has ~~done~~ filed documentation  
15 satisfactory to the secretary of state of the  
16 occurrence of any of the following:

17 a. ~~Merged~~ The foreign corporation has merged with  
18 the other corporation.

19 b. ~~Been~~ The foreign corporation has been formed by  
20 reorganization of the other corporation.

21 c. ~~Acquired~~ The foreign corporation has acquired  
22 all or substantially all of the assets, including the  
23 corporate name, of the other corporation.

24 Sec. \_\_\_\_\_. Section 490.1508, subsection 1,  
25 paragraphs b and d, Code 1995, are amended by the  
26 striking the paragraphs.

27 Sec. \_\_\_\_\_. Section 490.1509, Code 1995, is amended  
28 to read as follows:

29 490.1509 RESIGNATION OF REGISTERED AGENT OF  
30 FOREIGN CORPORATION.

31 1. The registered agent of a foreign corporation  
32 may resign the agency appointment by signing and  
33 delivering to the secretary of state for filing the  
34 signed original and two exact or conformed copies of a  
35 statement of resignation. The statement of  
36 resignation may include a statement that the  
37 registered office is also discontinued. The  
38 registered agent shall send a copy of the statement of  
39 resignation by certified mail to the corporation at  
40 its principal office and to the registered office, if  
41 not discontinued. The registered agent shall certify  
42 to the secretary of state that the copies have been  
43 sent to the corporation, including the date the copies  
44 were sent.

45 ~~2.--After filing the statement, the secretary of~~  
46 ~~state shall attach the filing receipt to one copy and~~  
47 ~~mail the copy and receipt to the registered office if~~  
48 ~~not discontinued.--The secretary of state shall mail~~  
49 ~~the other copy of the foreign corporation to its~~  
50 ~~principal office address shown in its most recent~~

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- 1 ~~annual-report.~~  
2 ---3- 2. The agency appointment is terminated, and  
3 the registered office discontinued if so provided, on  
4 the ~~thirty-first-day-after-the~~ date on which the  
5 statement was filed.  
6 Sec. \_\_\_\_\_. Section 490.1520, subsection 2,  
7 paragraph e, Code 1995, is amended by striking the  
8 paragraph.  
9 Sec. \_\_\_\_\_. Section 490.1530, subsection 2, Code  
10 1995, is amended by striking the subsection.  
11 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
12 paragraph d, Code 1995, is amended to read as follows:  
13 d. The names and ~~business~~ addresses of ~~its~~  
14 ~~directors-and-principal-officers~~ the president,  
15 secretary, treasurer, and one member of the board of  
16 directors.  
17 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
18 paragraphs e, f, g, and h, Code 1995, are amended by  
19 striking the paragraphs."  
20 2. Page 1, line 27, by inserting after the word  
21 "companies," the following: "certain reporting and  
22 filing requirements and procedures,".  
23 3. By renumbering as necessary.

By NUTT of Woodbury

H-5868 FILED APRIL 8, 1996

*Adopted 4/9/96 (p. 1462)*

HOUSE AMENDMENT TO SENATE AMENDMENT TO  
HOUSE FILE 2370

S-5696

1 Amend the Senate amendment, H-5621, to House File  
2 2370 as amended, passed, and reprinted by the House,  
3 as follows:  
4 1. Page 1, by inserting after line 2 the  
5 following:  
6 "\_\_\_\_. Page 1, by inserting after line 8 the  
7 following:  
8 Sec. \_\_\_\_\_. Section 490.121, subsection 1, paragraph  
9 a, Code 1995, is amended by striking the paragraph.  
10 Sec. \_\_\_\_\_. Section 490.125, subsection 3, Code  
11 1995, is amended to read as follows:  
12 3. If the secretary of state refuses to file a  
13 document, the secretary of state shall return it to  
14 the domestic or foreign corporation or its  
15 representative ~~within ten days after the document was~~  
16 ~~received by the secretary of state,~~ together with a  
17 brief, written explanation of the reason for the  
18 refusal.  
19 Sec. \_\_\_\_\_. Section 490.401, subsection 4,  
20 unnumbered paragraph 1, Code 1995, is amended to read  
21 as follows:  
22 A corporation may use the name, including the  
23 fictitious name, of another domestic or foreign  
24 corporation that is used in this state if the other  
25 corporation is incorporated or authorized to transact  
26 business in this state and the proposed user  
27 corporation ~~meets~~ submits documentation to the  
28 satisfaction of the secretary of state establishing  
29 one of the following conditions:  
30 Sec. \_\_\_\_\_. Section 490.502, subsection 1,  
31 paragraphs b and d, Code 1995, are amended by striking  
32 the paragraphs.  
33 Sec. \_\_\_\_\_. Section 490.503, Code 1995, is amended  
34 to read as follows:  
35 490.503 RESIGNATION OF REGISTERED AGENT.  
36 1. A registered agent may resign the agent's  
37 agency appointment by signing and delivering to the  
38 secretary of state for filing the signed original ~~and~~  
39 ~~two exact or conformed copies of a~~ statement of  
40 resignation. The statement may include a statement  
41 that the registered office is also discontinued. The  
42 registered agent shall send a copy of the statement of  
43 resignation by certified mail to the corporation at  
44 its principal office and to the registered office, if  
45 not discontinued. The registered agent shall certify  
46 to the secretary of state that the copies have been  
47 sent to the corporation, including the date the copies  
48 were sent.  
49 ~~2. After filing the statement the secretary of~~  
50 ~~state shall mail one copy to the registered office, if~~  
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Page 2

~~1 not-discontinued,--and-the-other-copy-to-the  
2 corporation-at-its-principal-office-~~

3 ---3. 2. The agency appointment is terminated, and  
4 the registered office discontinued if so provided, on  
5 the ~~thirty-first-day-after-the~~ date on which the  
6 statement was filed.

7 Sec. \_\_\_\_\_. Section 490.504, subsection 3, Code  
8 1995, is amended by striking the subsection and  
9 inserting in lieu thereof the following:

10 3. A corporation may be served pursuant to this  
11 section, as provided in other provisions of this  
12 chapter, or as provided in sections 617.3 through  
13 617.6, unless the manner of service is otherwise  
14 specifically provided for by statute.

15 Sec. \_\_\_\_\_. Section 490.902, Code 1995, is amended  
16 to read as follows:

17 490.902 FOREIGN INSURANCE COMPANIES BECOMING  
18 DOMESTIC.

19 The secretary of state, upon a corporation  
20 complying with this section and upon the filing of  
21 articles of incorporation and upon receipt of the fees  
22 as provided in this chapter, shall issue ~~a-certificate~~  
23 ~~of-incorporation~~ an acknowledgment of receipt of  
24 document as of the date of the corporation's-original  
25 incorporation-in-its-state-of-original-incorporation  
26 filing of the articles of incorporation with the  
27 secretary of state. The certificate-of-incorporation  
28 acknowledgment of receipt of document shall state on  
29 its face that it is issued in accordance with this  
30 section. ~~The-secretary-of-state-shall-forward-the~~  
31 ~~articles-as-provided-in-this-chapter-to-the-county~~  
32 ~~recorder-where-the-principal-place-of-business-of-the~~  
33 ~~corporation-is-to-be-located.~~ The secretary of state  
34 shall then notify the appropriate officer of the state  
35 or country of the corporation's last domicile that the  
36 corporation is now a domestic corporation domiciled in  
37 this state. This section applies to life insurance  
38 companies, and to insurance companies doing business  
39 under chapter 515.

40 Sec. \_\_\_\_\_. Section 490.1420, subsection 1, Code  
41 1995, is amended by striking the subsection.

42 Sec. \_\_\_\_\_. Section 490.1420, subsection 2, Code  
43 1995, is amended to read as follows:

44 2. The corporation has not delivered an annual  
45 report to the secretary of state in a form that meets  
46 the requirements of section 490.1622, within sixty  
47 days after it is due, or has not paid the filing fee  
48 as provided in section 490.122, within sixty days  
49 after it is due.

50 Sec. \_\_\_\_\_. Section 490.1421, Code 1995, is amended

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Page 3

1 by adding the following new subsection:

2 NEW SUBSECTION. 5. The secretary of state's  
3 administrative dissolution of a corporation pursuant  
4 to this section appoints the secretary of state the  
5 corporation's agent for service of process in any  
6 proceeding based on a cause of action which arose  
7 during the time the corporation was authorized to  
8 transact business in this state. Service of process  
9 on the secretary of state under this subsection is  
10 service on the corporation. Upon receipt of process,  
11 the secretary of state shall serve a copy of the  
12 process on the corporation as provided in section  
13 490.504. This subsection does not preclude service on  
14 the corporation's registered agent, if any.

15 Sec. \_\_\_\_\_. Section 490.1422, subsection 1, Code  
16 1995, is amended to read as follows:

17 1. A corporation administratively dissolved under  
18 section 490.1421 may apply to the secretary of state  
19 for reinstatement within two years after the effective  
20 date of dissolution. The application must meet all of  
21 the following requirements:

22 a. Recite the name of the corporation at its date  
23 of dissolution and the effective date of its  
24 administrative dissolution.

25 b. State that the ground or grounds for  
26 dissolution ~~either-did-not-exist-or~~ have been  
27 eliminated.

28 c. State a corporate name that satisfies the  
29 requirements of section 490.401.

30 d. State the state federal tax identification  
31 number of the corporation.

32 Sec. \_\_\_\_\_. Section 490.1422, subsection 2,  
33 paragraph a, Code 1995, is amended to read as follows:

34 a. The secretary of state shall refer the state  
35 federal tax identification number contained in the  
36 application for reinstatement to the department of  
37 revenue and finance. The department of revenue and  
38 finance shall report to the secretary of state the tax  
39 status of the corporation. If the department reports  
40 to the secretary of state that a filing delinquency or  
41 liability exists against the corporation, the  
42 secretary of state shall not cancel the certificate of  
43 dissolution until the filing delinquency or liability  
44 is satisfied.

45 Sec. \_\_\_\_\_. Section 490.1503, subsection 2, Code  
46 1995, is amended to read as follows:

47 2. The foreign corporation shall deliver with the  
48 completed application to the secretary of state, and  
49 also deliver to the secretary of state a certificate  
50 of existence or a document of similar import duly

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Page 4

1 authenticated by the secretary of state or other  
2 official having custody of corporate records in the  
3 state or country under whose law it is incorporated  
4 which is dated no earlier than ninety days prior to  
5 the date the application is filed with the secretary  
6 of state.

7 Sec. \_\_\_\_ . Section 490.1506, subsection 4, Code  
8 1995, is amended to read as follows:

9 4. A foreign corporation may use in this state the  
10 name, including the fictitious name, of another  
11 domestic or foreign corporation that is used in this  
12 state if the other corporation is incorporated or  
13 authorized to transact business in this state and the  
14 foreign corporation has ~~done~~ filed documentation  
15 satisfactory to the secretary of state of the  
16 occurrence of any of the following:

17 a. Merged The foreign corporation has merged with  
18 the other corporation.

19 b. Been The foreign corporation has been formed by  
20 reorganization of the other corporation.

21 c. Acquired The foreign corporation has acquired  
22 all or substantially all of the assets, including the  
23 corporate name, of the other corporation.

24 Sec. \_\_\_\_ . Section 490.1508, subsection 1,  
25 paragraphs b and d, Code 1995, are amended by the  
26 striking the paragraphs.

27 Sec. \_\_\_\_ . Section 490.1509, Code 1995, is amended  
28 to read as follows:

29 490.1509 RESIGNATION OF REGISTERED AGENT OF  
30 FOREIGN CORPORATION.

31 1. The registered agent of a foreign corporation  
32 may resign the agency appointment by signing and  
33 delivering to the secretary of state for filing the  
34 ~~signed original and two exact or conformed copies of a~~  
35 statement of resignation. The statement of  
36 resignation may include a statement that the  
37 registered office is also discontinued. The  
38 registered agent shall send a copy of the statement of  
39 resignation by certified mail to the corporation at  
40 its principal office and to the registered office, if  
41 not discontinued. The registered agent shall certify  
42 to the secretary of state that the copies have been  
43 sent to the corporation, including the date the copies  
44 were sent.

45 ~~2. After filing the statement, the secretary of~~  
46 ~~state shall attach the filing receipt to one copy and~~  
47 ~~mail the copy and receipt to the registered office if~~  
48 ~~not discontinued. The secretary of state shall mail~~  
49 ~~the other copy of the foreign corporation to its~~  
50 ~~principal office address shown in its most recent~~

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Page 5

1 ~~annual report.~~

2 ---3. 2. The agency appointment is terminated, and  
3 the registered office discontinued if so provided, on  
4 the ~~thirty-first-day-after-the~~ date on which the  
5 statement was filed.

6 Sec. \_\_\_\_\_. Section 490.1520, subsection 2,  
7 paragraph e, Code 1995, is amended by striking the  
8 paragraph.

9 Sec. \_\_\_\_\_. Section 490.1530, subsection 2, Code  
10 1995, is amended by striking the subsection.

11 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
12 paragraph d, Code 1995, is amended to read as follows:

13 d. The names and ~~business~~ addresses of ~~its~~  
14 ~~directors-and-principal-officers~~ the president,  
15 secretary, treasurer, and one member of the board of  
16 directors.

17 Sec. \_\_\_\_\_. Section 490.1622, subsection 1,  
18 paragraphs e, f, g, and h, Code 1995, are amended by  
19 striking the paragraphs."

20 2. Page 1, line 27, by inserting after the word  
21 "companies," the following: "certain reporting and  
22 filing requirements and procedures,".

23 3. By renumbering as necessary.

RECEIVED FROM THE HOUSE

S-5696 FILED APRIL 9, 1996

*Senate Concurred 4/12/96 (p.1361)*

## HOUSE FILE 2370

S-5428

- 1 Amend House File 2370, as amended, passed, and  
2 reprinted by the House, as follows:  
3 1. Page 1, by inserting after line 21 the  
4 following:  
5 "Sec. \_\_\_\_ . Section 547.1, Code 1995, is amended to  
6 read as follows:  
7 547.1 USE OF TRADE NAME -- VERIFIED STATEMENT  
8 REQUIRED.  
9 A person or copartnership shall not engage in or  
10 conduct a business under a trade name, or an assumed  
11 name of a character other than the true surname of  
12 each person owning or having an interest in the  
13 business, unless the person first records with the  
14 county recorder of the county in which the business is  
15 to be conducted a verified statement showing the name,  
16 post office address, and residence address of each  
17 person owning or having an interest in the business,  
18 and the address where the business is to be conducted.  
19 However, this provision does not apply to any  
20 corporation or limited liability company incorporated  
21 or organized in this state or any foreign corporation  
22 or foreign limited liability company authorized to do  
23 business in this state or doing business pursuant to  
24 an exemption in chapter 490 or 490A."  
25 2. Title page, line 3, by inserting after the  
26 word "continued," the following: "use of trade names  
27 by corporations and limited liability companies,".  
28 3. By renumbering as necessary.

By O. GENE MADDOX

S-5428 FILED MARCH 20, 1996

*Adopted 3/26/96 (p. 104)*

## SENATE AMENDMENT TO HOUSE FILE 2370

H-5621

1 Amend House File 2370, as amended, passed, and  
2 reprinted by the House, as follows:

3 1. Page 1, by inserting after line 21 the  
4 following:

5 "Sec. \_\_\_\_ . Section 547.1, Code 1995, is amended to  
6 read as follows:

7 547.1 USE OF TRADE NAME -- VERIFIED STATEMENT  
8 REQUIRED.

9 A person or copartnership shall not engage in or  
10 conduct a business under a trade name, or an assumed  
11 name of a character other than the true surname of  
12 each person owning or having an interest in the  
13 business, unless the person first records with the  
14 county recorder of the county in which the business is  
15 to be conducted a verified statement showing the name,  
16 post office address, and residence address of each  
17 person owning or having an interest in the business,  
18 and the address where the business is to be conducted.  
19 However, this provision does not apply to any  
20 corporation or limited liability company incorporated  
21 or organized in this state or any foreign corporation  
22 or foreign limited liability company authorized to do  
23 business in this state or doing business pursuant to  
24 an exemption in chapter 490 or 490A."

25 2. Title page, line 3, by inserting after the  
26 word "continued," the following: "use of trade names  
27 by corporations and limited liability companies,".

28 3. By renumbering as necessary.

RECEIVED FROM THE SENATE

H-5621 FILED MARCH 26, 1996

*House concurred as amended 4/9/96 (p.1462)*

NUTT  
MOON  
MORELAND

HSB 614

JUDICIARY

Succeeded By  
SF/HF 2370

HOUSE FILE \_\_\_\_\_  
BY (PROPOSED COMMITTEE ON  
JUDICIARY BILL BY  
CHAIRPERSON HURLEY)

Passed House, Date \_\_\_\_\_ Passed Senate, Date \_\_\_\_\_  
Vote: Ayes \_\_\_\_\_ Nays \_\_\_\_\_ Vote: Ayes \_\_\_\_\_ Nays \_\_\_\_\_  
Approved \_\_\_\_\_

A BILL FOR

1 An Act relating to limited liability companies and corporations,  
2 including the period within which a limited liability company  
3 subject to dissolution may be continued, use of trade names by  
4 corporations and limited liability companies, and providing an  
5 exemption from the real estate transfer tax for certain  
6 transfers involving limited liability companies.

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

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1 Section 1. Section 428A.2, subsection 14, Code Supplement  
2 1995, is amended to read as follows:

3 14. The making or delivering of instruments of transfer  
4 resulting from a corporate merger, consolidation, or  
5 reorganization or a merger, consolidation, or reorganization  
6 of a limited liability company under the laws of the United  
7 States or any state thereof, where such instrument states such  
8 fact on the face thereof.

9 Sec. 2. Section 490A.1301, subsection 3, Code Supplement  
10 1995, is amended to read as follows:

11 3. Unless otherwise provided in the articles of  
12 organization or an operating agreement, upon the death,  
13 insanity, retirement, resignation, withdrawal, expulsion,  
14 bankruptcy, or dissolution of a member or occurrence of any  
15 other event that terminates the continued membership of a  
16 member in the limited liability company, unless the business  
17 of the limited liability company is continued by the consent  
18 of the members in the manner stated in the articles of  
19 organization or an operating agreement or if not so stated, by  
20 the unanimous consent of the remaining members within ninety  
21 days of the occurrence of the event.

22 Sec. 3. Section 547.1, Code 1995, is amended to read as  
23 follows:

24 547.1 USE OF TRADE NAME -- VERIFIED STATEMENT REQUIRED.

25 A person or copartnership shall not engage in or conduct a  
26 business under a trade name, or an assumed name of a character  
27 other than the true surname of each person owning or having an  
28 interest in the business, unless the person first records with  
29 the county recorder of the county in which the business is to  
30 be conducted a verified statement showing the name, post  
31 office address, and residence address of each person owning or  
32 having an interest in the business, and the address where the  
33 business is to be conducted. However, this provision does not  
34 apply to any corporation or limited liability company  
35 incorporated or organized in this state or any foreign



1 corporation or foreign limited liability company authorized to  
2 do business in this state or doing business pursuant to an  
3 exemption in chapter 490 or 490A.

4 EXPLANATION

5 This bill provides that transfers of real estate in  
6 connection with a merger, consolidation, or reorganization of  
7 a limited liability company are exempt from the real estate  
8 transfer tax.

9 The bill also provides that the approval of the remaining  
10 members of a limited liability company to continue the company  
11 after the occurrence of an event requiring dissolution of the  
12 company must occur within 90 days of the event. A dissolution  
13 event includes the loss of a member due to death, retirement,  
14 or expulsion.

15 In addition, the bill provides that corporations and  
16 limited liability companies operating under trade names are  
17 exempt from the requirement that the trade names be registered  
18 with the county recorder in each county in which business is  
19 to be conducted by the corporation or limited liability  
20 company.

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HOUSE FILE 2370

AN ACT

RELATING TO LIMITED LIABILITY COMPANIES AND CORPORATIONS, INCLUDING THE PERIOD WITHIN WHICH A LIMITED LIABILITY COMPANY SUBJECT TO DISSOLUTION MAY BE CONTINUED, USE OF TRADE NAMES BY CORPORATIONS AND LIMITED LIABILITY COMPANIES, CERTAIN REPORTING AND FILING REQUIREMENTS AND PROCEDURES, AND PROVIDING AN EXEMPTION FROM THE REAL ESTATE TRANSFER TAX FOR CERTAIN TRANSFERS INVOLVING LIMITED LIABILITY COMPANIES.

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

Section 1. Section 428A.2, subsection 14, Code Supplement 1995, is amended to read as follows:

14. The making or delivering of instruments of transfer resulting from a corporate merger, consolidation, or reorganization or a merger, consolidation, or reorganization of a limited liability company under the laws of the United States or any state thereof, where such instrument states such fact on the face thereof.

Sec. 2. Section 490.121, subsection 1, paragraph a, Code 1995, is amended by striking the paragraph.

Sec. 3. Section 490.125, subsection 3, Code 1995, is amended to read as follows:

3. If the secretary of state refuses to file a document, the secretary of state shall return it to the domestic or foreign corporation or its representative ~~within ten days after the document was received by the secretary of state,~~ together with a brief, written explanation of the reason for the refusal.

Sec. 4. Section 490.401, subsection 4, unnumbered paragraph 1, Code 1995, is amended to read as follows:

A corporation may use the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the proposed user corporation meets submits documentation to the satisfaction of the secretary of state establishing one of the following conditions:

Sec. 5. Section 490.502, subsection 1, paragraphs b and d, Code 1995, are amended by striking the paragraphs.

Sec. 6. Section 490.503, Code 1995, is amended to read as follows:

490.503 RESIGNATION OF REGISTERED AGENT.

1. A registered agent may resign the agent's agency appointment by signing and delivering to the secretary of state for filing the signed original ~~and two exact or conformed copies of a~~ statement of resignation. The statement may include a statement that the registered office is also discontinued. The registered agent shall send a copy of the statement of resignation by certified mail to the corporation at its principal office and to the registered office, if not discontinued. The registered agent shall certify to the secretary of state that the copies have been sent to the corporation, including the date the copies were sent.

~~2.--After filing the statement the secretary of state shall mail one copy to the registered office, if not discontinued, and the other copy to the corporation at its principal office.~~

3. ~~2.~~ The agency appointment is terminated, and the registered office discontinued if so provided, on the ~~thirty-first-day-after-the~~ date on which the statement was filed.

Sec. 7. Section 490.504, subsection 3, Code 1995, is amended by striking the subsection and inserting in lieu thereof the following:

3. A corporation may be served pursuant to this section, as provided in other provisions of this chapter, or as provided in sections 617.3 through 617.6, unless the manner of service is otherwise specifically provided for by statute.

Sec. 8. Section 490.902, Code 1995, is amended to read as follows:

490.902 FOREIGN INSURANCE COMPANIES BECOMING DOMESTIC.

The secretary of state, upon a corporation complying with 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 an acknowledgment of receipt of document~~ as of the date of the ~~corporation's original incorporation in its state of original incorporation filing of the articles of incorporation with the secretary of state.~~ The certificate of incorporation acknowledgment of receipt of document shall state on its face that it is issued in accordance with this section. ~~The secretary of state shall forward the 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. 9. Section 490.1420, subsection 1, Code 1995, is amended by striking the subsection.

Sec. 10. Section 490.1420, subsection 2, Code 1995, is amended to read as follows:

2. The corporation has not delivered an annual report to the secretary of state in a form that meets the requirements of section 490.1622, within sixty days after it is due, or has not paid the filing fee as provided in section 490.122, within sixty days after it is due.

Sec. 11. Section 490.1421, Code 1995, is amended by adding the following new subsection:

NEW SUBSECTION. 5. The secretary of state's administrative dissolution of a corporation pursuant to this section appoints the secretary of state the corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the corporation was authorized to transact business in this state. Service of process on the secretary of state under this subsection is service on the corporation. Upon receipt of process, the secretary of state shall serve a copy of the process on the corporation as provided in section 490.504. This subsection does not preclude service on the corporation's registered agent, if any.

Sec. 12. Section 490.1422, subsection 1, Code 1995, is amended to read as follows:

1. A corporation administratively dissolved under section 490.1421 may apply to the secretary of state for reinstatement within two years after the effective date of dissolution. The application must meet all of the following requirements:

- a. Recite the name of the corporation at its date of dissolution and the effective date of its administrative dissolution.
- b. State that the ground or grounds for dissolution ~~either did not exist or~~ have been eliminated.
- c. State a corporate name that satisfies the requirements of section 490.401.
- d. State the state federal tax identification number of the corporation.

Sec. 13. Section 490.1422, subsection 2, paragraph a, Code 1995, is amended to read as follows:

a. The secretary of state shall refer the state federal tax identification number contained in the application for reinstatement to the department of revenue and finance. The department of revenue and finance shall report to the secretary of state the tax status of the corporation. If the department reports to the secretary of state that a filing delinquency or liability exists against the corporation, the secretary of state shall not cancel the certificate of dissolution until the filing delinquency or liability is satisfied.

Sec. 14. Section 490.1503, subsection 2, Code 1995, is amended to read as follows:

2. The foreign corporation shall deliver with the completed application to the secretary of state, and also deliver to the secretary of state a certificate of existence or a document of similar import duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated which is dated no earlier than ninety days prior to the date the application is filed with the secretary of state.

Sec. 15. Section 490.1506, subsection 4, Code 1995, is amended to read as follows:

4. A foreign corporation may use in this state the name, including the fictitious name, of another domestic or foreign corporation that is used in this state if the other corporation is incorporated or authorized to transact business in this state and the foreign corporation has done filed documentation satisfactory to the secretary of state of the occurrence of any of the following:

a. Merged The foreign corporation has merged with the other corporation.

b. Been The foreign corporation has been formed by reorganization of the other corporation.

c. Acquired The foreign corporation has acquired all or substantially all of the assets, including the corporate name, of the other corporation.

Sec. 16. Section 490.1508, subsection 1, paragraphs b and d, Code 1995, are amended by striking the paragraphs.

Sec. 17. Section 490.1509, Code 1995, is amended to read as follows:

490.1509 RESIGNATION OF REGISTERED AGENT OF FOREIGN CORPORATION.

1. The registered agent of a foreign corporation may resign the agency appointment by signing and delivering to the secretary of state for filing the signed original and two exact-or-conformed-copies-of a statement of resignation. The statement of resignation may include a statement that the registered office is also discontinued. The registered agent shall send a copy of the statement of resignation by certified mail to the corporation at its principal office and to the registered office, if not discontinued. The registered agent shall certify to the secretary of state that the copies have been sent to the corporation, including the date the copies were sent.

~~2--After filing the statement, the secretary of state shall attach the filing receipt to one copy and mail the copy and receipt to the registered office if not discontinued--The secretary of state shall mail the other copy of the foreign corporation to its principal office address shown in its most recent annual report--~~

~~3- 2.~~ The agency appointment is terminated, and the registered office discontinued if so provided, on the ~~thirty-first-day-after~~ the date on which the statement was filed.

Sec. 18. Section 490.1520, subsection 2, paragraph e, Code 1995, is amended by striking the paragraph.

Sec. 19. Section 490.1530, subsection 2, Code 1995, is amended by striking the subsection.

Sec. 20. Section 490.1622, subsection 1, paragraph d, Code 1995, is amended to read as follows:

d. The names and business addresses of ~~its directors and principal officers~~ the president, secretary, treasurer, and one member of the board of directors.

Sec. 21. Section 490.1622, subsection 1, paragraphs e, f, g, and h, Code 1995, are amended by striking the paragraphs.

Sec. 22. Section 490A.1301, subsection 3, Code Supplement 1995, is amended to read as follows:

3. Unless otherwise provided in the articles of organization or an operating agreement, upon the death, insanity, retirement, resignation, withdrawal, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the limited liability company, unless the business of the limited liability company is continued by the consent of the members in the manner stated in the articles of organization or an operating agreement or if not so stated, by the unanimous consent of the remaining members within ninety days of the occurrence of the event.

Sec. 23. Section 547.1, Code 1995, is amended to read as follows:

547.1 USE OF TRADE NAME -- VERIFIED STATEMENT REQUIRED.

A person or copartnership shall not engage in or conduct a business under a trade name, or an assumed name of a character other than the true surname of each person owning or having an interest in the business, unless the person first records with the county recorder of the county in which the business is to be conducted a verified statement showing the name, post office address, and residence address of each person owning or having an interest in the business, and the address where the business is to be conducted. However, this provision does not apply to any corporation or limited liability company

incorporated or organized in this state or any foreign corporation or foreign limited liability company authorized to do business in this state or doing business pursuant to an exemption in chapter 490 or 490A.

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RON J. CORBETT  
Speaker of the House

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LEONARD L. BOSWELL  
President of the Senate

I hereby certify that this bill originated in the House and is known as House File 2370, Seventy-sixth General Assembly.

Approved 4/25, 1996

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ELIZABETH ISAACSON  
Chief Clerk of the House

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TERRY E. BRANSTAD  
Governor