

Substituted for HF 2367  
(P. 1552) 4-11-96

FILED MAR 4 1996

SENATE FILE 2422  
BY COMMITTEE ON JUDICIARY

(SUCCESSOR TO SSB 2172)

Passed Senate, Date 4/1/96 (p. 1149) Passed House, Date 4/1/96  
Vote: Ayes 49 Nays 0 Vote: Ayes 95 Nays 0  
Approved 4/23/96

**A BILL FOR**

1 An Act removing the requirement that a corporation which has  
2 adopted a corporate seal affix the seal to all documents  
3 affecting real estate executed by the corporation.

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

5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23

**SENATE FILE 2422**

S-5233

1 Amend Senate File 2422 as follows:

2 1. Page 1, line 7, by inserting after the word

3 "may" the following: "but need not".

4 2. Page 1, line 12, by inserting after the word

5 "may" the following: "but need not".

By STEVEN D. HANSEN

S-5233 FILED MARCH 6, 1996

*Adopted 4/1/96 (1149)*

S.F. 2422

1 Section 1. Section 558.2, Code 1995, is amended to read as  
2 follows:

3 558.2 CORPORATION HAVING SEAL.

4 In the execution of any written instrument conveying,  
5 encumbering, or affecting real estate by a corporation that  
6 has adopted a corporate seal, the seal of such corporation  
7 ~~shall~~ may be attached or affixed to such written instrument.

8 Sec. 2. Section 558.3, Code 1995, is amended to read as  
9 follows:

10 558.3 CORPORATION NOT HAVING SEAL.

11 If the corporation has not adopted a corporate seal, such  
12 fact ~~shall~~ may be stated in such written instrument.

13 Sec. 3. Section 558.39, subsection 3, Code 1995, is  
14 amended to read as follows:

15 3. In the case of corporations or joint-stock  
16 associations:

17 / On this ... day of ....., A.D. 19..., before me, a .....  
18 (Insert title of acknowledging officer) in and for said  
19 county, personally appeared ....., to me personally known,  
20 who being by me duly (sworn or affirmed) did say that that  
21 person is ..... (Insert title of executing officer) of said  
22 (corporation or association), ~~that the seal affixed to said~~  
23 ~~instrument is the seal of said or no seal has been procured by~~  
24 ~~the said} (corporation or association)~~ and that said  
25 instrument was signed and sealed on behalf of the said  
26 (corporation or association) by authority of its board of  
27 (directors or trustees) and the said ..... acknowledged the  
28 execution of said instrument to be the voluntary act and deed  
29 of said (corporation or association) by it voluntarily  
30 executed.

31 Sec. 4. Section 558.39, subsection 3A, Code 1995, is  
32 amended to read as follows:

33 3A. In the case of limited liability companies:

34 On this ... day of ....., A.D. 19..., before me, a .....  
35 (Insert title of acknowledging officer) in and for said

1 county, personally appeared ....., to me personally known,  
2 who being by me duly (sworn or affirmed) did say that that  
3 person is ..... (Insert title of executing member) of said  
4 (limited liability company) ~~that the seal affixed to said~~  
5 ~~instrument is the seal of said or no seal has been procured by~~  
6 ~~the said limited liability company~~ and that said instrument  
7 was signed ~~and sealed~~ on behalf of the said (limited liability  
8 company) by authority of its managers and the said .....  
9 acknowledged the execution of said instrument to be the  
10 voluntary act and deed of said (limited liability company) by  
11 it voluntarily executed.

12 Sec. 5. Section 558.39, subsection 6, Code 1995, is  
13 amended to read as follows:

14 6. In the case of a corporate fiduciary:

15 On this ... day of ....., 19..., before me, the  
16 undersigned, a Notary Public in and for the State of Iowa,  
17 personally appeared ..... and ....., to me personally known,  
18 who, being by me duly sworn, did say that they are the  
19 ..... and ....., respectively, of the corporation  
20 executing the foregoing instrument; ~~that no seal has been~~  
21 ~~procured by the seal affixed thereto is the seal of the~~  
22 ~~corporation~~; that the instrument was signed ~~and sealed~~ on  
23 behalf of the corporation by authority of its Board of  
24 Directors; that ..... and ..... acknowledged the execution  
25 of the instrument to be the voluntary act and deed of the  
26 corporation and of the fiduciary, by it, by them and as the  
27 fiduciary voluntarily executed.

28 Sec. 6. Section 558.39, subsection 7, Code 1995, is  
29 amended to read as follows:

30 7. In the case of a limited partnership with corporate  
31 general partner:

32 On this ... day of ....., 19..., before me, the  
33 undersigned, a Notary Public in and for the State of Iowa,  
34 personally appeared ....., to me personally known, who  
35 being by me duly sworn did say that the person is the .....

1 of ....., the General Partner of ....., a ..... limited  
2 partnership, executing the foregoing instrument, ~~that no seal~~  
3 ~~has been procured by the corporation~~; that the instrument was  
4 signed on behalf of the corporation as General Partner of  
5 ....., a ..... limited partnership, by authority of the  
6 corporation's Board of Directors; and that ..... as that  
7 officer acknowledged execution of the instrument to be the  
8 voluntary act and deed of the corporation and limited  
9 partnership by it and by the officer voluntarily executed.

10 Sec. 7. Section 558.39, subsection 9, Code 1995, is  
11 amended to read as follows:

12 9. In the case of joint ventures:

13 On this ... day of ....., 19..., before me, the  
14 undersigned, a Notary Public in and for the State of Iowa,  
15 personally appeared ..... and ....., to me personally  
16 known, who, being by me duly sworn, did say that they are the  
17 ..... and ....., respectively, of ....., an Iowa  
18 corporation, a joint venturer of ....., a joint venture,  
19 executing the foregoing instrument, ~~that (no seal has been~~  
20 ~~procured by) (the seal affixed thereto is the seal of) the~~  
21 ~~corporation~~; that the instrument was signed ~~(and sealed)~~ on  
22 behalf of the corporation as a joint venturer of ....., a  
23 joint venture, by authority of its Board of Directors; and  
24 that ..... and ....., as such officers, acknowledged the  
25 execution of the instrument to be the voluntary act and deed  
26 of the corporation and joint venture, by the corporation and  
27 joint venture and by them voluntarily executed.

28 Sec. 8. Section 558.39, subsection 13, Code 1995, is  
29 amended to read as follows:

30 13. In the case of corporations or national banking  
31 associations acting as custodians pursuant to chapter 565B or  
32 any other Uniform Transfers to Minors Act:

33 On this ... day of ....., 19..., before me, the  
34 undersigned, a Notary Public in and for said State, personally  
35 appeared ..... and ....., to me personally known, who, by me

1 duly sworn, did say that they are the ..... and .....,  
2 respectively, of the Corporation executing the foregoing  
3 instrument; ~~that-(no-seal-has-been-procured-by)-(the-seal~~  
4 ~~affixed-thereto-is-the-seal-of)-the-corporation;~~ that the  
5 instrument was signed ~~(and-sealed)~~ on behalf of the  
6 Corporation by authority of its Board of Directors; that  
7 ..... and ..... acknowledged the execution of the  
8 instrument as custodian of ..... (name of minor), under the  
9 ..... (State) Uniform Transfers to Minors Act, to be the  
10 voluntary act and deed of the person and of the custodian.

11 (In all cases add signature and title of the officer taking  
12 the acknowledgment, and strike from between the parentheses  
13 the word or clause not used, as the case may be.)

14 Sec. 9. Section 589.6, Code 1995, is amended to read as  
15 follows:

16 589.6 INSTRUMENTS AFFECTING REAL ESTATE.

17 All instruments in writing executed by a corporation before  
18 July 1, 1996, which are more than ten-years-earlier one year  
19 old, conveying, encumbering, or affecting real estate,  
20 including releases, satisfactions of mortgages, judgments, or  
21 any other liens by entry of the release or satisfaction upon  
22 the page where the lien appears recorded or entered, where the  
23 corporate seal of the corporation has not been affixed or  
24 attached, and which are otherwise legally and properly  
25 executed, are legal, valid, and binding as though the  
26 corporate seal had been attached or affixed.

27 EXPLANATION

28 This bill removes the requirement that a corporation which  
29 has adopted a corporate seal affix it to all documents  
30 executed by it affecting real estate. The bill also deletes  
31 from the acknowledgment form the requirement of including an  
32 indication of whether the corporation has adopted a seal. The  
33 bill also legalizes instruments, executed before the effective  
34 date of this bill, which are more than one year old and which  
35 do not have a corporate seal affixed.

Hansen  
Giannetto  
Vilsack  
Maddox  
Bartz

SSB-2/72  
Judiciary  
Succeeded by  
SF/HF 2422

SENATE FILE \_\_\_\_\_  
BY (PROPOSED COMMITTEE ON  
JUDICIARY BILL BY  
CHAIRPERSON GIANNETTO)

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

A BILL FOR

1 An Act removing the requirement that a corporation which has  
2 adopted a corporate seal affix the seal to all documents  
3 affecting real estate executed by the corporation.

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

- 5
- 6
- 7
- 8
- 9
- 10
- 11
- 12
- 13
- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23

1 Section 1. Section 558.2, Code 1995, is amended to read as  
2 follows:

3 558.2 CORPORATION HAVING SEAL.

4 In the execution of any written instrument conveying,  
5 encumbering, or affecting real estate by a corporation that  
6 has adopted a corporate seal, the seal of such corporation  
7 shall may be attached or affixed to such written instrument.

8 Sec. 2. Section 558.3, Code 1995, is amended to read as  
9 follows:

10 558.3 CORPORATION NOT HAVING SEAL.

11 If the corporation has not adopted a corporate seal, such  
12 fact shall may be stated in such written instrument.

13 Sec. 3. Section 558.39, subsection 3, Code 1995, is  
14 amended to read as follows:

15 3. In the case of corporations or joint-stock  
16 associations:

17 On this ... day of ....., A.D. 19..., before me, a .....  
18 (Insert title of acknowledging officer) in and for said  
19 county, personally appeared ....., to me personally known,  
20 who being by me duly (sworn or affirmed) did say that that  
21 person is ..... (Insert title of executing officer) of said  
22 (corporation or association), ~~that the seal affixed to said~~  
23 ~~instrument is the seal of said or no seal has been procured by~~  
24 ~~the said} (corporation or association)~~ and that said  
25 instrument was signed ~~and sealed~~ on behalf of the said  
26 (corporation or association) by authority of its board of  
27 (directors or trustees) and the said ..... acknowledged the  
28 execution of said instrument to be the voluntary act and deed  
29 of said (corporation or association) by it voluntarily  
30 executed.

31 Sec. 4. Section 558.39, subsection 3A, Code 1995, is  
32 amended to read as follows:

33 3A. In the case of limited liability companies:

34 On this ... day of ....., A.D. 19..., before me, a .....  
35 (Insert title of acknowledging officer) in and for said

1 county, personally appeared ....., to me personally known,  
2 who being by me duly (sworn or affirmed) did say that that  
3 person is ..... (Insert title of executing member) of said  
4 (limited liability company) ~~that the seal affixed to said~~  
5 ~~instrument is the seal of said or no seal has been procured by~~  
6 ~~the said} {limited liability company}~~ and that said instrument  
7 was signed ~~and sealed~~ on behalf of the said (limited liability  
8 company) by authority of its managers and the said .....  
9 acknowledged the execution of said instrument to be the  
10 voluntary act and deed of said (limited liability company) by  
11 it voluntarily executed.

12 Sec. 5. Section 558.39, subsection 6, Code 1995, is  
13 amended to read as follows:

14 6. In the case of a corporate fiduciary:

15 On this ... day of ....., 19..., before me, the  
16 undersigned, a Notary Public in and for the State of Iowa,  
17 personally appeared ..... and ....., to me personally known,  
18 who, being by me duly sworn, did say that they are the  
19 ..... and ....., respectively, of the corporation  
20 executing the foregoing instrument; ~~that no seal has been~~  
21 ~~procured by} {the seal affixed thereto is the seal of} the~~  
22 ~~corporation;~~ that the instrument was signed ~~(and sealed)~~ on  
23 behalf of the corporation by authority of its Board of  
24 Directors; that ..... and ..... acknowledged the execution  
25 of the instrument to be the voluntary act and deed of the  
26 corporation and of the fiduciary, by it, by them and as the  
27 fiduciary voluntarily executed.

28 Sec. 6. Section 558.39, subsection 7, Code 1995, is  
29 amended to read as follows:

30 7. In the case of a limited partnership with corporate  
31 general partner:

32 On this ... day of ....., 19..., before me, the  
33 undersigned, a Notary Public in and for the State of Iowa,  
34 personally appeared ....., to me personally known, who  
35 being by me duly sworn did say that the person is the .....

1 of ....., the General Partner of ....., a ..... limited  
2 partnership, executing the foregoing instrument, ~~that no seal~~  
3 ~~has been procured by the corporation;~~ that the instrument was  
4 signed on behalf of the corporation as General Partner of  
5 ....., a ..... limited partnership, by authority of the  
6 corporation's Board of Directors; and that ..... as that  
7 officer acknowledged execution of the instrument to be the  
8 voluntary act and deed of the corporation and limited  
9 partnership by it and by the officer voluntarily executed.

10 Sec. 7. Section 558.39, subsection 9, Code 1995, is  
11 amended to read as follows:

12 9. In the case of joint ventures:

13 On this ... day of ....., 19..., before me, the  
14 undersigned, a Notary Public in and for the State of Iowa,  
15 personally appeared ..... and ....., to me personally  
16 known, who, being by me duly sworn, did say that they are the  
17 ..... and ....., respectively, of ....., an Iowa  
18 corporation, a joint venturer of ....., a joint venture,  
19 executing the foregoing instrument, ~~that (no seal has been~~  
20 ~~procured by) (the seal affixed thereto is the seal of) the~~  
21 ~~corporation;~~ that the instrument was signed ~~(and sealed)~~ on  
22 behalf of the corporation as a joint venturer of ....., a  
23 joint venture, by authority of its Board of Directors; and  
24 that ..... and ....., as such officers, acknowledged the  
25 execution of the instrument to be the voluntary act and deed  
26 of the corporation and joint venture, by the corporation and  
27 joint venture and by them voluntarily executed.

28 Sec. 8. Section 558.39, subsection 13, Code 1995, is  
29 amended to read as follows:

30 13. In the case of corporations or national banking  
31 associations acting as custodians pursuant to chapter 565B or  
32 any other Uniform Transfers to Minors Act:

33 On this ... day of ....., 19..., before me, the  
34 undersigned, a Notary Public in and for said State, personally  
35 appeared ..... and ....., to me personally known, who, by me

1 duly sworn, did say that they are the ..... and .....,  
2 respectively, of the Corporation executing the foregoing  
3 instrument; ~~that-(no-seal-has-been-secured-by)-(the-seal~~  
4 ~~affixed-thereto-is-the-seal-of)-the-corporation;~~ that the  
5 instrument was signed ~~(and-sealed)~~ on behalf of the  
6 Corporation by authority of its Board of Directors; that  
7 ..... and ..... acknowledged the execution of the  
8 instrument as custodian of ..... (name of minor), under the  
9 ..... (State) Uniform Transfers to Minors Act, to be the  
10 voluntary act and deed of the person and of the custodian.

11 (In all cases add signature and title of the officer taking  
12 the acknowledgment, and strike from between the parentheses  
13 the word or clause not used, as the case may be.)

14 Sec. 9. Section 589.6, Code 1995, is amended to read as  
15 follows:

16 589.6 INSTRUMENTS AFFECTING REAL ESTATE.

17 All instruments in writing executed by a corporation before  
18 July 1, 1996, which are more than ~~ten-years-earlier~~ one year  
19 old, conveying, encumbering, or affecting real estate,  
20 including releases, satisfactions of mortgages, judgments, or  
21 any other liens by entry of the release or satisfaction upon  
22 the page where the lien appears recorded or entered, where the  
23 corporate seal of the corporation has not been affixed or  
24 attached, and which are otherwise legally and properly  
25 executed, are legal, valid, and binding as though the  
26 corporate seal had been attached or affixed.

27 EXPLANATION

28 This bill removes the requirement that a corporation which  
29 has adopted a corporate seal affix it to all documents  
30 executed by it affecting real estate. The bill also deletes  
31 from the acknowledgment form the requirement of including an  
32 indication of whether the corporation has adopted a seal. The  
33 bill also legalizes instruments, executed before the effective  
34 date of this bill, which are more than one year old and which  
35 do not have a corporate seal affixed.

SENATE FILE 2422

AN ACT

REMOVING THE REQUIREMENT THAT A CORPORATION WHICH HAS ADOPTED A CORPORATE SEAL AFFIX THE SEAL TO ALL DOCUMENTS AFFECTING REAL ESTATE EXECUTED BY THE CORPORATION.

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

Section 1. Section 558.2, Code 1995, is amended to read as follows:

558.2 CORPORATION HAVING SEAL.

In the execution of any written instrument conveying, encumbering, or affecting real estate by a corporation that has adopted a corporate seal, the seal of such corporation shall may but need not be attached or affixed to such written instrument.

Sec. 2. Section 558.3, Code 1995, is amended to read as follows:

558.3 CORPORATION NOT HAVING SEAL.

If the corporation has not adopted a corporate seal, such fact shall may but need not be stated in such written instrument.

Sec. 3. Section 558.39, subsection 3, Code 1995, is amended to read as follows:

3. In the case of corporations or joint-stock associations:

On this ... day of ....., A.D. 19..., before me, a ..... (Insert title of acknowledging officer) in and for said county, personally appeared ....., to me personally known, who being by me duly (sworn or affirmed) did say that that person is ..... (Insert title of executing officer) of said (corporation or association), ~~that the seal affixed to said instrument is the seal of said or no seal has been procured by the said (corporation or association)~~ and that said

instrument was signed ~~and sealed~~ on behalf of the said (corporation or association) by authority of its board of (directors or trustees) and the said ..... acknowledged the execution of said instrument to be the voluntary act and deed of said (corporation or association) by it voluntarily executed.

Sec. 4. Section 558.39, subsection 3A, Code 1995, is amended to read as follows:

3A. In the case of limited liability companies:

On this ... day of ....., A.D. 19..., before me, a ..... (Insert title of acknowledging officer) in and for said county, personally appeared ....., to me personally known, who being by me duly (sworn or affirmed) did say that that person is ..... (Insert title of executing member) of said (limited liability company), ~~that the seal affixed to said instrument is the seal of said or no seal has been procured by the said (limited liability company)~~ and that said instrument was signed ~~and sealed~~ on behalf of the said (limited liability company) by authority of its managers and the said ..... acknowledged the execution of said instrument to be the voluntary act and deed of said (limited liability company) by it voluntarily executed.

Sec. 5. Section 558.39, subsection 6, Code 1995, is amended to read as follows:

6. In the case of a corporate fiduciary:

On this ... day of ....., 19..., before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared ..... and ....., to me personally known, who, being by me duly sworn, did say that they are the ..... and ....., respectively, of the corporation executing the foregoing instrument; ~~that no seal has been procured by (the seal affixed thereto is the seal of) the corporation;~~ that the instrument was signed ~~and sealed~~ on behalf of the corporation by authority of its Board of Directors; that ..... and ..... acknowledged the execution

of the instrument to be the voluntary act and deed of the corporation and of the fiduciary, by it, by them and as the fiduciary voluntarily executed.

Sec. 6. Section 558.39, subsection 7, Code 1995, is amended to read as follows:

7. In the case of a limited partnership with corporate general partner:

On this ... day of ....., 19..., before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared ....., to me personally known, who being by me duly sworn did say that the person is the ..... of ....., the General Partner of ....., a ..... limited partnership, executing the foregoing instrument, ~~that no seal has been procured by the corporation;~~ that the instrument was signed on behalf of the corporation as General Partner of ....., a ..... limited partnership, by authority of the corporation's Board of Directors; and that ..... as that officer acknowledged execution of the instrument to be the voluntary act and deed of the corporation and limited partnership by it and by the officer voluntarily executed.

Sec. 7. Section 558.39, subsection 9, Code 1995, is amended to read as follows:

9. In the case of joint ventures:

On this ... day of ....., 19..., before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared ..... and ....., to me personally known, who, being by me duly sworn, did say that they are the ..... and ....., respectively, of ....., an Iowa corporation, a joint venturer of ....., a joint venture, executing the foregoing instrument, ~~that no seal has been procured by the corporation; that the seal affixed thereto is the seal of the corporation;~~ that the instrument was signed ~~and sealed~~ on behalf of the corporation as a joint venturer of ....., a joint venture, by authority of its Board of Directors; and that ..... and ....., as such officers, acknowledged the

execution of the instrument to be the voluntary act and deed of the corporation and joint venture, by the corporation and joint venture and by them voluntarily executed.

Sec. 8. Section 558.39, subsection 13, Code 1995, is amended to read as follows:

13. In the case of corporations or national banking associations acting as custodians pursuant to chapter 565B or any other Uniform Transfers to Minors Act:

On this ... day of ....., 19..., before me, the undersigned, a Notary Public in and for said State, personally appeared ..... and ....., to me personally known, who, by me duly sworn, did say that they are the ..... and ....., respectively, of the Corporation executing the foregoing instrument; ~~that no seal has been procured by the corporation; that the seal affixed thereto is the seal of the corporation;~~ that the instrument was signed ~~and sealed~~ on behalf of the Corporation by authority of its Board of Directors; that ..... and ..... acknowledged the execution of the instrument as custodian of ..... (name of minor), under the ..... (State) Uniform Transfers to Minors Act, to be the voluntary act and deed of the person and of the custodian.

(In all cases add signature and title of the officer taking the acknowledgment, and strike from between the parentheses the word or clause not used, as the case may be.)

Sec. 9. Section 589.6, Code 1995, is amended to read as follows:

#### 589.6 INSTRUMENTS AFFECTING REAL ESTATE.

All instruments in writing executed by a corporation before July 1, 1996, which are more than ten years earlier one year old, conveying, encumbering, or affecting real estate, including releases, satisfactions of mortgages, judgments, or any other liens by entry of the release or satisfaction upon the page where the lien appears recorded or entered, where the corporate seal of the corporation has not been affixed or attached, and which are otherwise legally and properly

executed, are legal, valid, and binding as though the corporate seal had been attached or affixed.

---

LEONARD L. BOSWELL  
President of the Senate

---

RON J. CORBETT  
Speaker of the House

I hereby certify that this bill originated in the Senate and is known as Senate File 2422, Seventy-sixth General Assembly.

---

JOHN F. DWYER  
Secretary of the Senate

Approved 4/23, 1996

---

TERRY E. BRANSTAD  
Governor

SF 2422