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Place On Calendar

HOUSE FILE 637
BY COMMITTEE ON COMMERCE AND
REGULATION

(SUCCESSOR TO HSB 191)

Passed House ^(P.977) Date 4-2-97
Vote: Ayes 100 Nays 0
Approved _____

Passed Senate, ^(P.1491) Date 4/28/97
Vote: Ayes 50 Nays 0

A BILL FOR

1 An Act relating to the general operation of corporations,
2 partnerships, and associations, including provisions relating
3 to certain filings made by corporations and associations, the
4 filing of biennial reports by certain corporations and
5 cooperative associations, and establishing fees.

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

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HF 637

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1 Section 1. NEW SECTION. 486.44A CORRECTING FILED
2 DOCUMENTS.

3 1. A limited liability partnership may correct a document
4 filed by the secretary of state if the document satisfies one
5 or both of the following requirements:

6 a. The document contains an incorrect statement.

7 b. The document was defectively executed, attested,
8 sealed, verified, or acknowledged.

9 2. A document is corrected by complying with both of the
10 following:

11 a. Preparing articles of correction that satisfy all of
12 the following:

13 (1) The articles describe the document, including its
14 filing date, or a copy of the document is attached to the
15 articles.

16 (2) The articles specify the incorrect statement or manner
17 in which the execution was defective.

18 (3) The articles correct the incorrect statement or
19 defective execution.

20 b. Delivering the articles of correction to the secretary
21 of state for filing.

22 3. Articles of correction are effective on the effective
23 date of the document they correct except as to persons relying
24 on the uncorrected document and adversely affected by the
25 correction. As to persons relying on the uncorrected document
26 and adversely affected by the correction, the articles of
27 correction are effective when filed by the secretary of state.

28 Sec. 2. Section 487.202, subsection 1, paragraph b, Code
29 1997, is amended by striking the paragraph.

30 Sec. 3. Section 487.203, subsection 2, Code 1997, is
31 amended by striking the subsection.

32 Sec. 4. Section 487.206, unnumbered paragraph 1, Code
33 1997, is amended to read as follows:

34 A signed copy of the certificate of limited partnership and
35 a signed copy of any certificate of amendment or cancellation

1 or of any judicial decree of amendment or cancellation shall
2 be delivered for filing and recording as provided in this
3 subsection. The secretary of state may accept for filing a
4 document containing a copy of a signature, however made. A
5 person who executes a certificate as an agent or fiduciary
6 need not exhibit evidence of that authority as a prerequisite
7 to filing. It is required that each document required to be
8 filed and recorded be:

9 Sec. 5. Section 490.121, subsection 1, paragraph c, Code
10 1997, is amended to read as follows:

11 c. The ~~annual~~ biennial report.

12 Sec. 6. Section 490.122, subsection 1, paragraph w, Code
13 1997, is amended by striking the paragraph.

14 Sec. 7. Section 490.125, subsection 2, Code 1997, is
15 amended to read as follows:

16 2. The secretary of state files a document by stamping or
17 otherwise endorsing "filed", together with the secretary's
18 name and official title and the date and time of receipt, on
19 both the document and the receipt for the filing fee. After
20 filing a document, except the ~~annual~~ biennial report required
21 by section 490.1622, and except as provided in sections
22 490.503 and 490.1509, the secretary of state shall deliver the
23 document, with the filing fee receipt, or acknowledgment of
24 receipt if no fee is required, attached, to the domestic or
25 foreign corporation or its representative.

26 Sec. 8. Section 490.128, subsection 2, paragraph d, Code
27 1997, is amended to read as follows:

28 d. That its most recent ~~annual~~ biennial report required by
29 section 490.1622 has been filed by the secretary of state.

30 Sec. 9. Section 490.140, subsection 17, Code 1997, is
31 amended to read as follows:

32 17. "Principal office" means the office, in or out of this
33 state, so designated in the ~~annual~~ biennial report, where the
34 principal executive offices of a domestic or foreign
35 corporation are located.

1 Sec. 10. Section 490.141, subsection 4, Code 1997, is
2 amended to read as follows:

3 4. Written notice to a domestic or foreign corporation
4 authorized to transact business in this state may be addressed
5 to its registered agent at its registered office or to the
6 corporation or its secretary at its principal office shown in
7 its most recent ~~annual~~ biennial report or, in the case of a
8 foreign corporation that has not yet delivered ~~an-annual~~ a
9 biennial report, in its application for a certificate of
10 authority.

11 Sec. 11. Section 490.502, subsection 4, Code 1997, is
12 amended to read as follows:

13 4. A corporation may also change its registered office or
14 registered agent in its ~~annual~~ biennial report as provided in
15 section 490.1622.

16 Sec. 12. Section 490.1101, Code 1997, is amended to read
17 as follows:

18 490.1101 MERGER.

19 1. One or more corporations may merge with or into another
20 corporation any one or more limited liability companies or
21 corporations if the board of directors of each corporation
22 adopts and its shareholders, if required by section 490.1103,
23 approve a plan of merger and if the members of each limited
24 liability company approve a plan of merger.

25 2. The plan of merger must set forth all of the following:

26 a. The name of each corporation or limited liability
27 company planning to merge and the name of the surviving
28 corporation or limited liability company into which each other
29 corporation or limited liability company plans to merge.

30 b. The terms and conditions of the merger.

31 c. The manner and basis of converting the shares of each
32 corporation into shares, obligations, or other securities of
33 the surviving or any other corporation or into cash or other
34 property in whole or part.

35 3. The plan of merger may set forth:

1 a. Restated articles or amendments to the articles of
2 incorporation of the surviving corporation.

3 b. Other provisions relating to the merger.

4 Sec. 13. Section 490.1420, subsection 1, Code 1997, is
5 amended to read as follows:

6 1. The corporation has not delivered ~~an-annual~~ a biennial
7 report to the secretary of state in a form that meets the
8 requirements of section 490.1622, within sixty days after it
9 is due, or has not paid the filing fee as ~~provided-in-section~~
10 490.122 determined by the secretary of state, within sixty
11 days after it is due.

12 Sec. 14. Section 490.1508, subsection 3, Code 1997, is
13 amended to read as follows:

14 3. A corporation may also change its registered office or
15 registered agent in its ~~annual~~ biennial report as provided in
16 section 490.1622.

17 Sec. 15. Section 490.1510, subsection 2, unnumbered
18 paragraph 1, Code 1997, is amended to read as follows:

19 A foreign corporation may be served by registered or
20 certified mail, return receipt requested, addressed to the
21 secretary of the foreign corporation at its principal office
22 shown in its application for a certificate of authority or in
23 its most recent ~~annual~~ biennial report if the foreign
24 corporation meets any of the following conditions:

25 Sec. 16. Section 490.1530, subsection 1, Code 1997, is
26 amended to read as follows:

27 1. The foreign corporation does not deliver its ~~annual~~
28 biennial report to the secretary of state in a form that meets
29 the requirements of section 490.1622 within sixty days after
30 it is due.

31 Sec. 17. Section 490.1531, subsection 4, Code 1997, is
32 amended to read as follows:

33 4. The secretary of state's revocation of a foreign
34 corporation's certificate of authority appoints the secretary
35 of state the foreign corporation's agent for service of

1 process in any proceeding based on a cause of action which
2 arose during the time the foreign corporation was authorized
3 to transact business in this state. Service of process on the
4 secretary of state under this subsection is service on the
5 foreign corporation. Upon receipt of process, the secretary
6 of state shall mail a copy of the process to the secretary of
7 the foreign corporation at its principal office shown in its
8 most recent ~~annual~~ biennial report or in any subsequent
9 communication received from the corporation stating the
10 current mailing address of its principal office, or, if none
11 is on file, in its application for a certificate of authority.

12 Sec. 18. Section 490.1601, subsection 5, paragraph g, Code
13 1997, is amended to read as follows:

14 g. Its most recent ~~annual~~ biennial report delivered to the
15 secretary of state under section 490.1622.

16 Sec. 19. Section 490.1622, Code 1997, is amended to read
17 as follows:

18 490.1622 ~~ANNUAL~~ BIENNIAL REPORT FOR SECRETARY OF STATE.

19 1. Each domestic corporation, and each foreign corporation
20 authorized to transact business in this state, shall deliver
21 to the secretary of state for filing ~~an-annual~~ a biennial
22 report that sets forth all of the following:

23 a. The name of the corporation and the state or country
24 under whose law it is incorporated.

25 b. The address of its registered office and the name of
26 its registered agent at that office in this state, together
27 with the consent of any new registered agent.

28 c. The address of its principal office.

29 d. The names and addresses of the president, secretary,
30 treasurer, and one member of the board of directors.

31 2. Information in the ~~annual~~ biennial report must be
32 current as of the first day of January of the year in which
33 the report is due. The ~~annual~~ report shall be executed on
34 behalf of the corporation and signed as provided in section
35 490.120 or by any other person authorized by the board of

1 directors of the corporation.

2 3. The first ~~annual~~ biennial report shall be delivered to
3 the secretary of state between January 1 and April 1 of the
4 first even-numbered year following the calendar year in which
5 a domestic corporation was incorporated or a foreign
6 corporation was authorized to transact business. Subsequent
7 ~~annual~~ biennial reports must be delivered to the secretary of
8 state between January 1 and April 1 of the following even-
9 numbered calendar years. A filing fee for the biennial report
10 shall be determined by the secretary of state. For purposes
11 of this section, each biennial report shall contain
12 information related to the two-year period immediately
13 preceding the calendar year in which the report is filed.

14 4. If ~~an-annual~~ a biennial report does not contain the
15 information required by this section, the secretary of state
16 shall promptly notify the reporting domestic or foreign
17 corporation in writing and return the report to it for
18 correction. ~~If the report is corrected to contain the~~
19 ~~information required by this section and delivered to the~~
20 ~~secretary of state within thirty days after the effective date~~
21 ~~of notice, it is deemed to be timely filed.~~

22 5. The secretary of state may provide for the change of
23 registered office or registered agent on the form prescribed
24 by the secretary of state for the ~~annual~~ biennial report,
25 provided that the form contains the information required in
26 section 490.502 or 490.1508. If the secretary of state
27 determines that ~~an-annual~~ a biennial report does not contain
28 the information required by this section but otherwise meets
29 the requirements of section 490.502 or 490.1508 for the
30 purpose of changing the registered office or registered agent,
31 the secretary of state shall file the statement of change of
32 registered office or registered agent, effective as provided
33 in section 490.123, before returning the ~~annual~~ biennial
34 report to the corporation as provided in this section. A
35 statement of change of registered office or agent pursuant to

1 this subsection shall be executed by a person authorized to
2 execute the ~~annual~~ biennial report.

3 Sec. 20. Section 490.1701, subsection 3, paragraphs a and
4 b, Code 1997, are amended by striking the paragraphs and
5 inserting in lieu thereof the following:

6 a. The corporation shall amend or restate its articles of
7 incorporation to indicate that the corporation adopts this
8 chapter and designate the address of its initial registered
9 office and the name of its registered agent or agents at that
10 office and, if the name of the corporation is not in
11 compliance with the requirements of this chapter, change the
12 name of the corporation to one complying with the requirements
13 of this chapter.

14 Sec. 21. Section 490.1701, subsection 3, paragraph c,
15 unnumbered paragraph 1, Code 1997, is amended to read as
16 follows:

17 The instrument shall be delivered to the secretary of state
18 for filing and recording in the secretary of state's office,
19 and shall be filed and recorded in the office of the county
20 recorder. The corporation shall at the time it files the
21 instrument with the secretary of state deliver also to the
22 secretary of state for filing in the secretary of state's
23 office any ~~annual~~ biennial report which is then due.

24 Sec. 22. Section 490.1701, subsection 3, paragraph d,
25 subparagraph (3), Code 1997, is amended to read as follows:

26 (3) The secretary of state shall not file the instrument
27 with respect to a corporation unless at the time of filing the
28 corporation is validly existing and in good standing in that
29 office under the chapter under which it is incorporated. The
30 corporation shall be considered validly existing and in good
31 standing for the purpose of this chapter for a period of three
32 months following the expiration date of the corporation,
33 provided all ~~annual~~ biennial reports due have been filed and
34 all fees due in connection with the ~~annual~~ biennial reports
35 have been paid.

1 Sec. 23. Section 490.1701, subsection 5, paragraphs a and
2 b, Code 1997, are amended to read as follows:

3 a. The office of the corporation set forth in its first
4 ~~annual~~ biennial report filed under this chapter shall be
5 deemed its registered office until December 31, 1990, or until
6 it files a designation of registered office with the secretary
7 of state, whichever is earlier.

8 b. The person signing the first ~~annual~~ biennial report of
9 the corporation filed under this chapter shall be deemed the
10 registered agent until December 31, 1990, or a statement
11 designating a registered agent has been filed with the
12 secretary of state, whichever is earlier.

13 Sec. 24. Section 496C.21, subsection 1, Code 1997, is
14 amended to read as follows:

15 1. The name and address of each one shareholder.

16 Sec. 25. Section 497.22, Code 1997, is amended by striking
17 the section and inserting in lieu thereof the following:

18 497.22 BIENNIAL REPORT.

19 Sections 504A.83 and 504A.84 apply to a cooperative
20 association organized under this chapter in the same manner as
21 those sections apply to a corporation organized under chapter
22 504A. In addition to the information required to be set forth
23 in the biennial report under section 504A.83, the cooperative
24 association shall also set forth the total amount of business
25 transacted, number of members, total expense of operation,
26 total amount of indebtedness, and total profits or losses for
27 each calendar or fiscal year of the two-year period which
28 ended immediately preceding the first day of January of the
29 year in which the report is filed.

30 A cooperative association which fails to comply with this
31 section before April 1 of the year in which the report is due
32 is subject to a penalty of ten dollars.

33 Sec. 26. Section 497.25, Code 1997, is amended to read as
34 follows:

35 497.25 NOTICE TO DELINQUENTS.

1 On or before the first day of May of the year the report is
2 due the secretary of state shall ~~send-by-registered~~ mail to
3 each delinquent ~~and-to-each-of-its-officers,-as-may-be~~
4 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
5 ~~secretary-of-state,~~ association a notice of such delinquency
6 and of the penalties provided in section 497.22.

7 Sec. 27. Section 498.24, Code 1997, is amended by striking
8 the section and inserting in lieu thereof the following:

9 498.24 BIENNIAL REPORT.

10 Sections 504A.83 and 504A.84 apply to a cooperative
11 association organized under this chapter in the same manner as
12 those sections apply to a corporation organized under chapter
13 504A. In addition to the information required to be set forth
14 in the biennial report under section 504A.83, the cooperative
15 association shall also set forth the total amount of business
16 transacted, number of members, total expense of operation,
17 total amount of indebtedness, and total profits or losses for
18 each calendar or fiscal year of the two-year period which
19 ended immediately preceding the first day of January of the
20 year in which the report is filed.

21 A cooperative association which fails to comply with this
22 section before April 1 of the year in which the report is due
23 is subject to a penalty of ten dollars.

24 Sec. 28. Section 498.27, Code 1997, is amended to read as
25 follows:

26 498.27 NOTICE TO DELINQUENTS.

27 On or before the first day of May of the year the report is
28 due the secretary of state shall ~~send-by-certified~~ mail to
29 each delinquent ~~and-to-each-of-its-officers,-as-may-be~~
30 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
31 ~~secretary-of-state,~~ association a notice of such delinquency
32 and of the penalties provided in section 498.24.

33 Sec. 29. Section 499.45, Code 1997, is amended to read as
34 follows:

35 499.45 FEES.

1 A fee of twenty dollars shall be paid to the secretary of
2 state upon filing articles of incorporation, amendments, or
3 renewals.

4 Except as provided in this section, the association shall
5 pay the fees prescribed by section 490.122 when the documents
6 described in that section are delivered to the secretary of
7 state for filing.

8 Sec. 30. Section 499.49, Code 1997, is amended by striking
9 the section and inserting in lieu thereof the following:

10 499.49 BIENNIAL REPORT.

11 Sections 504A.83 and 504A.84 apply to a cooperative
12 organized under this chapter in the same manner as those
13 sections apply to a corporation organized under chapter 504A.
14 In addition to the information required to be set forth in the
15 biennial report under section 504A.83, the cooperative shall
16 also set forth the number of members of the cooperative, the
17 percentage of the cooperative's business done with or for its
18 own members during each of the fiscal or calendar years of the
19 preceding two-year period, the percentage of the cooperative's
20 business done with or for each class of nonmembers specified
21 in section 499.3, and any other information deemed necessary
22 by the secretary of state to advise the secretary whether the
23 cooperative is actually functioning as a cooperative.

24 Sec. 31. Section 499.76, subsection 1, Code 1997, is
25 amended by striking the subsection.

26 Sec. 32. Section 499.78, subsection 1, paragraph b, Code
27 1997, is amended to read as follows:

28 b. State that the ground or grounds for dissolution ~~either~~
29 ~~did-not-exist-or~~ have been eliminated.

30 Sec. 33. Section 501.103, Code 1997, is amended to read as
31 follows:

32 501.103 PERMISSIBLE MEMBERS -- LIMITED FARMING ACTIVITIES.

33 1. Notwithstanding section 9H.4, any person or entity,
34 subject to the limitations set forth in section 501.305, and
35 subject to the cooperative's articles and bylaws, is permitted

1 to own stock, including voting stock, in a cooperative.

2 ~~±~~ 2. Notwithstanding section 9H.4, a cooperative may,
3 directly or indirectly, acquire or otherwise obtain or lease
4 agricultural land in this state, for as long as the
5 cooperative continues to meet the following requirements:

6 a. Farming entities own sixty percent of the stock and are
7 eligible to cast sixty percent of the votes at member
8 meetings.

9 b. Authorized persons own at least **seventy-five** percent of
10 the stock and are eligible to cast at least **seventy-five**
11 percent of the votes at member meetings.

12 c. The cooperative does not, either directly or
13 indirectly, acquire or otherwise obtain or lease agricultural
14 land, if the total agricultural land either directly or
15 indirectly owned or leased by the cooperative would then
16 exceed six hundred forty acres.

17 ~~2-~~ 3. A cooperative that claims that it is exempt from the
18 restrictions of section 9H.4 pursuant to subsection ~~±~~ 2 shall
19 file an annual report with the secretary of state on or before
20 March 31 of each year on forms supplied by the secretary of
21 state. The report shall be signed by the president or the
22 vice president of the cooperative and shall contain the
23 following:

24 a. The cooperative's name and address.

25 b. A certification that the cooperative meets both of the
26 requirements of subsection ~~±~~ 2.

27 c. The number of acres of agricultural land owned, leased,
28 or held by the cooperative, including the following:

29 (1) The total number of acres in the state.

30 (2) The number of acres in each county identified by
31 county name.

32 (3) The number of acres owned.

33 (4) The number of acres leased.

34 (5) The number of acres held other than by ownership or
35 lease.

1 (6) The number of acres used for the production of row
2 crops.

3 ~~3-~~ 4. The president or the vice president of the
4 cooperative who falsifies a report ~~shall-be~~ is guilty of
5 perjury as provided in section 720.2.

6 ~~4-~~ 5. In the event of a transfer of stock by operation of
7 law as a result of death, divorce, bankruptcy, or pursuant to
8 a security interest, the cooperative may disregard the
9 transfer for purposes of determining compliance with
10 subsection ~~1~~ 2 for a period of two years after the transfer.

11 Sec. 34. Section 504A.9, subsection 6, unnumbered
12 paragraphs 5 and 6, Code 1997, are amended to read as follows:

13 Any registered agent of a corporation may resign as such
14 agent upon filing a written notice ~~thereof~~ of the resignation,
15 executed in duplicate, with the secretary of state, who shall
16 record one copy and forthwith mail the other copy ~~thereof~~ of
17 the notice of resignation to the corporation in care of an
18 officer, who is not the resigning registered agent, at the
19 address of such officer as shown by the most recent ~~annual~~
20 biennial report of the corporation. The appointment of such
21 agent shall terminate upon the expiration of thirty days after
22 receipt of such notice by the secretary of state.

23 The secretary of state may provide for the change of
24 registered office or registered agent on the form prescribed
25 by the secretary of state for the ~~annual~~ biennial report
26 pursuant to section 504A.83, provided that the form contains
27 the information required in this section. If the secretary of
28 state determines that ~~an-annual~~ a biennial report does not
29 contain the information required by section 504A.83 but
30 otherwise meets the requirements of this section for the
31 purpose of changing the registered office or registered agent,
32 the secretary of state shall file the statement of change of
33 registered office or registered agent before returning the
34 ~~annual~~ biennial report to the corporation pursuant to section
35 504A.84. A statement of change of registered office or

1 registered agent pursuant to this paragraph shall be executed
2 by a person authorized to execute the ~~annual~~ biennial report.

3 Sec. 35. Section 504A.32, subsection 2, Code 1997, is
4 amended to read as follows:

5 2. Except for a statement of change of registered office
6 or registered agent filed pursuant to section 504A.9 or
7 504A.73, and ~~an annual~~ a biennial report filed pursuant to
8 section 504A.83, any instrument required to be filed and
9 recorded in the office of the secretary of state only, shall
10 be returned by the secretary to the corporation or its
11 representative.

12 Sec. 36. Section 504A.36, subsection 1, Code 1997, is
13 amended to read as follows:

14 1. The name of the corporation ~~and the effective date of~~
15 ~~its incorporation, and its original name if different from the~~
16 present name.

17 Sec. 37. Section 504A.39, subsection 4, paragraph e,
18 unnumbered paragraph 2, Code 1997, is amended to read as
19 follows:

20 The restated articles of incorporation shall also set forth
21 a statement that they correctly set forth the provisions of
22 the articles of incorporation as ~~theretofore or thereby~~
23 amended, and that they have been duly adopted as required by
24 law ~~and that they supersede the original articles of~~
25 incorporation and all amendments thereto.

26 Sec. 38. Section 504A.53, Code 1997, is amended to read as
27 follows:

28 504A.53 INVOLUNTARY DISSOLUTION.

29 A corporation may be dissolved involuntarily by a decree of
30 the district court in an action filed by the attorney general
31 when ~~it is~~ any of the following are established ~~that:~~

32 1. The corporation has failed to file its ~~annual~~ biennial
33 report within the time required by this chapter, ~~or.~~

34 2. The corporation procured its articles of incorporation
35 through fraud, ~~or.~~

1 3. The corporation has continued to exceed or abuse the
2 authority conferred upon it by law~~er~~.

3 4. The corporation has failed for ninety days to appoint
4 and maintain a registered agent in this state~~er~~.

5 5. The corporation has failed for ninety days after change
6 of its registered agent to file in the office of the secretary
7 of state a statement of such change.

8 Sec. 39. Section 504A.54, Code 1997, is amended to read as
9 follows:

10 504A.54 NOTIFICATION TO ATTORNEY GENERAL.

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

30 If, before action is filed, the corporation files its
31 ~~annual~~ biennial report, or appoints or maintains a registered
32 agent as provided in this chapter, or files with the secretary
33 of state the required statement of change of registered agent,
34 that fact shall be forthwith certified by the secretary of
35 state to the attorney general and the attorney general shall

1 not file an action against the corporation for such cause.
2 If, after action is filed, the corporation files its ~~annual~~
3 biennial report, or appoints or maintains a registered agent
4 as provided in this chapter, or files with the secretary of
5 state the required statement of change of registered agent,
6 and pays the costs of the action, the action for such cause
7 shall abate.

8 Sec. 40. Section 504A.73, unnumbered paragraph 5, Code
9 1997, is amended to read as follows:

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

25 Sec. 41. Section 504A.80, Code 1997, is amended to read as
26 follows:

27 504A.80 REVOCATION OF CERTIFICATE OF AUTHORITY.

28 The certificate of authority of a foreign corporation to
29 conduct affairs in this state may be revoked by the secretary
30 of state upon the conditions prescribed in this section when
31 upon the occurrence of any of the following:

32 1. The corporation has failed to file its ~~annual~~ biennial
33 report within the time required by this chapter, or has failed
34 to pay any fees or penalties prescribed by this chapter when
35 the ~~same~~ fees or penalties have become due and payable~~7-or.~~

1 2. The corporation has failed to appoint and maintain a
2 registered agent in this state as required by this chapter;
3 or.

4 3. The corporation has failed, after change of its
5 registered office or registered agent, to file in the office
6 of the secretary of state a statement of such change as
7 required by this chapter; ~~or.~~

8 4. A misrepresentation has been made of any material
9 matter in any application, report, affidavit, or other
10 document submitted by ~~such~~ the corporation pursuant to this
11 chapter.

12 A certificate of authority of a foreign corporation shall
13 not be revoked by the secretary of state unless the secretary
14 has given the corporation not less than sixty days' notice by
15 mail addressed to the principal office of the corporation in
16 the state or country under the laws of which it is
17 incorporated, and the corporation fails prior to revocation to
18 file the ~~annual~~ biennial report, or pay the fees or penalties,
19 or file the required statement of change of registered agent
20 or registered office, or correct the misrepresentation.

21 Sec. 42. Section 504A.83, Code 1997, is amended to read as
22 follows:

23 504A.83 ANNUAL BIENNIAL REPORT OF DOMESTIC AND FOREIGN
24 CORPORATIONS.

25 Each domestic corporation, and each foreign corporation
26 authorized to conduct affairs in this state, shall file,
27 within the time prescribed by this chapter, ~~an-annual~~ a
28 biennial report setting forth:

29 1. The name of the corporation and the state or country
30 under the laws of which it is incorporated.

31 2. The address of the registered office of the corporation
32 in this state, and the name of its registered agent or agents
33 in this state at such address, and, in the case of a foreign
34 corporation, the address of its principal office in the state
35 or country under the laws of which it is incorporated.

1 ~~3.--A-brief-statement-of-the-character-of-the-affairs-which~~
2 ~~the-corporation-is-actually-conducting,-or,-in-the-case-of-a~~
3 ~~foreign-corporation,-which-the-corporation-is-actually~~
4 ~~conducting-in-this-state.~~

5 4. 3. The names and respective addresses of the directors
6 ~~and-officers-of-the-corporation~~ president, secretary,
7 treasurer, and one member of the board of directors.

8 The ~~annual~~ biennial report shall be made on forms
9 prescribed and furnished by the secretary of state, and the
10 information contained in the report shall be given as of the
11 date of the execution of the report. It shall be executed by
12 the corporation by a representative duly authorized by the
13 board of directors, or, if the corporation is in the hands of
14 a receiver, trustee, or assignee for benefit of creditors, it
15 shall be executed on behalf of the corporation by the
16 receiver, trustee, or assignee.

17 Sec. 43. Section 504A.84, Code 1997, is amended to read as
18 follows:

19 504A.84 FILING OF ~~ANNUAL~~ BIENNIAL REPORT OF DOMESTIC AND
20 FOREIGN CORPORATIONS.

21 ~~The-annual-report-of-a-domestic-or-foreign-corporation~~
22 ~~shall-be-delivered-to-the-secretary-of-state-for-filing-in-the~~
23 ~~secretary-of-state's-office-between-the-first-day-of-May-and~~
24 ~~the-thirty-first-day-of-July-of-each-year,-except-that-the~~
25 ~~first-annual-report-of-a-domestic-or-foreign-corporation-shall~~
26 ~~be-filed-between-the-first-day-of-May-and-the-thirty-first-day~~
27 ~~of-July-of-the-year-succeeding-the-calendar-year-in-which-its~~
28 ~~certificate-of-incorporation-or-its-certificate-of-authority,~~
29 ~~as-the-case-may-be,-was-issued-by-the-secretary-of-state.~~ The
30 first biennial report of a domestic or foreign corporation
31 shall be delivered to the secretary of state between January 1
32 and April 1 of the first odd-numbered year following the
33 calendar year in which a domestic corporation was incorporated
34 or a foreign corporation was authorized to transact business.
35 Subsequent biennial reports must be delivered to the secretary

1 of state between January 1 and April 1 of the following odd-
2 numbered calendar years. A filing fee for the biennial report
3 shall be determined by the secretary of state. For purposes
4 of this section, each biennial report shall contain
5 information related to the two-year period immediately
6 preceding the calendar year in which the report is filed.

7 The report shall be deemed filed within the required time
8 if deposited in the United States mail with postage prepaid in
9 a sealed envelope, properly addressed and postmarked on or
10 prior to the thirty-first day of ~~July~~ March of the year the
11 report is due. If the secretary of state finds that the
12 report conforms to the requirements of this chapter, the
13 secretary shall file the report. ~~If the secretary of state~~
14 ~~finds that it does not so conform, the secretary shall~~
15 ~~promptly return the report to the corporation for any~~
16 ~~necessary corrections, in which event the penalties prescribed~~
17 ~~for failure to file the report within the time provided shall~~
18 ~~not apply, if the report is corrected to conform to the~~
19 ~~requirements of this chapter, and is resubmitted to the~~
20 ~~secretary of state within thirty days from the date on which~~
21 ~~it was mailed to the corporation by the secretary of state.~~
22 If a biennial report does not contain the information required
23 by this section, the secretary of state shall promptly notify
24 the reporting domestic or foreign corporation in writing and
25 return the report to the corporation for correction.

26 Sec. 44. Section 504A.87, subsection 2, Code 1997, is
27 amended to read as follows:

28 2. The corporation has not delivered ~~an annual~~ a biennial
29 report to the secretary of state in a form that meets the
30 requirements of section 504A.83, within sixty days after it is
31 due.

32 Sec. 45. Section 504A.100, subsection 3, paragraph d, Code
33 1997, is amended to read as follows:

34 d. As to foreign corporations, such instrument shall be
35 delivered to the secretary of state for filing in the

1 secretary of state's office and the corporation shall at the
2 same time deliver also to the secretary of state for filing in
3 the secretary of state's office any ~~annual~~ biennial report
4 which is then due.

5 Sec. 46. Section 504A.100, subsection 8, Code 1997, is
6 amended to read as follows:

7 8. Within eight months after this chapter becomes
8 applicable to any foreign corporation pursuant to the
9 provisions of subsection 7 ~~of this section~~, the board of
10 directors of such foreign corporation shall adopt a resolution
11 designating the address of its registered office in this state
12 and the name of its registered agent or agents at such address
13 and, if the name of ~~such~~ the corporation does not comply with
14 this chapter, setting forth the name of the corporation with
15 the changes which ~~it~~ the board elects to make ~~therein~~ to the
16 name conforming to the requirements of this chapter for use in
17 this state.

18 Upon adoption of the required resolution or resolutions, an
19 instrument or instruments shall be executed by the foreign
20 corporation by its president or a vice president and by its
21 secretary or assistant secretary and verified by one of the
22 officers signing such instrument, which shall set forth the
23 name of the corporation, each resolution adopted as required
24 by the provisions of this subsection, and the date of the
25 adoption ~~thereof~~ of each resolution. ~~Such~~ The instrument
26 shall be delivered to the secretary of state for filing in the
27 secretary of state's office. Upon the filing of such
28 instrument by a foreign corporation the secretary of state
29 shall issue a certificate as to the filing of ~~such~~ the
30 instrument and deliver ~~such~~ the certificate to the corporation
31 or its representative. The secretary of state shall not file
32 any ~~annual~~ biennial report of any foreign corporation subject
33 to ~~the provisions of~~ this subsection unless and until ~~said~~ the
34 corporation has fully complied with the provisions of this
35 paragraph and, in such event, ~~such~~ the foreign corporation

1 ~~shall-be~~ is subject to the penalties prescribed in this
2 chapter for failure to file ~~such~~ the report within the time as
3 provided ~~therefor~~ in this chapter.

4 Sec. 47. Section 504A.100, subsection 9, Code 1997, is
5 amended by striking the subsection.

6 Sec. 48. Sections 499.50 and 504A.54, Code 1997, are
7 repealed.

8 EXPLANATION

9 This bill amends provisions relating to the general
10 operation of corporations, partnerships, and associations.

11 New section 486.44A is created and provides for the
12 correction of a document filed with the secretary of state by
13 a limited liability partnership. The partnership may correct
14 a document by preparing and filing articles of correction
15 which describe the document, specify the incorrect statement
16 or defective execution, and correct the incorrect state or
17 defective execution.

18 Code section 487.202 is amended by striking the requirement
19 that a limited partnership include the date of filing of the
20 certificate of limited partnership in a certificate of
21 amendment which amends the certificate of limited partnership.

22 Code section 487.203 is amended by striking the requirement
23 that a limited partnership include the date of filing of the
24 certificate of limited partnership in a certificate of
25 cancellation which cancels the certificate of limited
26 partnership.

27 Code section 487.206 is amended to permit the secretary of
28 state to accept for filing certain documents of a limited
29 partnership which contain a copy of a signature, however made.

30 Code section 490.122 is amended by striking the \$30 filing
31 fee for annual reports filed by a domestic or foreign
32 corporation.

33 Code section 490.1101 is amended to permit a corporation to
34 merge with one or more limited liability companies if the
35 members of the limited liability company approve.

1 Code section 490.1622 is amended to provide that a domestic
2 or foreign corporation's first biennial report is to be filed
3 with the secretary of state between January 1 and April 1 of
4 the first even-numbered year following the calendar year in
5 which the domestic corporation was incorporated or the foreign
6 corporation was authorized to transact business. Currently
7 such report is to be filed in the first year following the
8 calendar year in which the domestic corporation was
9 incorporated or the foreign corporation was authorized to
10 transact business. Subsequent annual reports are to be filed
11 between January 1 and April 1 of following even-numbered
12 years. The section is also amended to authorize the secretary
13 of state to establish a filing fee for the annual report.

14 Code section 490.1622 is also amended by striking language
15 which allows the secretary of state to consider a corrected
16 biennial report to be filed in a timely manner, if the
17 information required to be included in the biennial report is
18 delivered to the secretary of state within 30 days after the
19 effective date of the notice provided to the corporation that
20 the biennial report does not contain the required information.

21 Code section 490.1701 is amended to require a entity which
22 is not subject to chapter 490, but which would like to
23 voluntarily be subject to the provisions, to amend its
24 articles of incorporation to indicate that the corporation
25 adopts chapter 490 and designate the address of its initial
26 registered office and the name of its registered agent at that
27 office. Currently, the corporation must adopt a resolution
28 reciting that the corporation voluntarily adopts chapter 490
29 and the officers of the corporation must execute an instrument
30 containing certain information which is to be filed with the
31 secretary of state.

32 Code section 490A.124 is amended by increasing the filing
33 fee for a limited liability company's application for
34 reinstatement following an administrative dissolution from \$5
35 to \$25.

1 Code section 496C.21 is amended to require that the
2 biennial report of a domestic or foreign professional
3 corporation contain the name and address of one shareholder,
4 rather than each shareholder.

5 Code section 497.22 is amended to provide that the biennial
6 report which is to be filed by a cooperative association
7 organized under chapter 497 of the Code be filed in the same
8 manner as provided for a domestic or foreign corporation
9 organized under chapter 504A of the Code, the Iowa Nonprofit
10 Corporation Act. In addition to the items required under Code
11 sections 504A.83 and 504A.84, the association must also set
12 forth the total amount of business transacted, number of
13 members, total expense of operation, total amount of
14 indebtedness, and total profits or losses for each calendar or
15 fiscal year of the two-year period which ended immediately
16 preceding the first day of January of the year in which the
17 report is filed.

18 Code section 497.25 is amended by striking the requirement
19 that a notice of delinquency with respect to the filing of a
20 biennial report be sent by registered mail to each of the
21 association's officers. The bill provides that the
22 delinquency notice may be sent by mail, without specifying
23 type of delivery, to the association.

24 Code section 498.24 is amended to provide that the biennial
25 report which is to be filed by a cooperative association
26 organized under chapter 498 of the Code be filed in the same
27 manner as provided for a domestic or foreign corporation
28 organized under chapter 504A of the Code, the Iowa Nonprofit
29 Corporation Act. In addition to the items required under Code
30 sections 504A.83 and 504A.84, the association must also set
31 forth the total amount of business transacted, number of
32 members, total expense of operation, total amount of
33 indebtedness, and total profits or losses for each calendar or
34 fiscal year of the two-year period which ended immediately
35 preceding the first day of January of the year in which the

1 report is filed.

2 Code section 498.27 is amended by striking the requirement
3 that a notice of delinquency with respect to the filing of a
4 biennial report be sent by registered mail to each of the
5 association's officers. The bill provides that the
6 delinquency notice may be sent by mail, without specifying
7 type of delivery, to the association.

8 Code section 499.45 is amended to apply an existing fee of
9 \$20 to the filing of an application for reinstatement by a
10 cooperative association. The section is also amended to
11 provide that a cooperative association is subject to the fees
12 payable by business corporations for documents filed with the
13 secretary of state which are not provided for under the
14 section.

15 Code section 499.49 is amended to provide that the biennial
16 report which is to be filed by a cooperative association
17 organized under chapter 499 of the Code be filed in the same
18 manner as provided for a domestic or foreign corporation
19 organized under chapter 504A of the Code, the Iowa Nonprofit
20 Corporation Act. In addition to the items required under Code
21 sections 504A.83 and 504A.84, the cooperative shall also set
22 forth the number of members of the cooperative, the percentage
23 of the cooperative's business done with or for its own members
24 during each of the two preceding fiscal or calendar years, the
25 percentage of the cooperative's business done with or for each
26 class of nonmembers specified in Code section 499.3, and any
27 other information deemed necessary by the secretary of state
28 to advise the secretary whether the association is actually
29 functioning as a cooperative.

30 Code section 499.76 is amended by striking from the items
31 which may result in a proceeding for administrative
32 dissolution of a cooperative association, that the association
33 fails to pay any franchise taxes or penalties imposed under
34 chapter 499 or other law within 60 days after they are due.

35 Code section 499.78 is amended by providing that in an

1 application for reinstatement of a cooperative association
2 following administrative dissolution, the application must
3 state that the grounds for dissolution have been eliminated.
4 Currently, the application must state that the grounds have
5 been eliminated, or that the grounds did not exist.

6 Code section 501.133 is amended to provide that any person
7 or entity, subject to the limitations set forth in section
8 501.305 and subject to the cooperative's articles and bylaws,
9 is permitted to own stock, including voting stock in a
10 cooperative. Code section 501.305 provides that a person who
11 is a member owning 15 percent or more of a cooperative is not
12 eligible to be a member of any other cooperative organized
13 under chapter 501.

14 Code section 504A.36 is amended by eliminating the
15 requirement that the articles of incorporation include the
16 effective date of incorporation and its original name if
17 different from the present name.

18 Code section 504A.39 is amended by striking the requirement
19 that the restated articles of incorporation include a
20 statement that they supersede the original articles of
21 incorporation and all amendments to the original articles.

22 Code section 504A.83 is amended by striking the requirement
23 that a domestic or foreign nonprofit corporation include a
24 brief statement of the character of the affairs which the
25 corporation is actually conducting in its biennial report.
26 The section is also amended to provide that the report include
27 the names and addresses of the president, secretary,
28 treasurer, and one member of the board of directors.
29 Currently, the report must include the names and addresses of
30 the directors and officers of the corporation.

31 Code section 504A.84 is amended to provide that a domestic
32 or foreign nonprofit corporation's first biennial report is to
33 be filed with the secretary of state between January 1 and
34 April 1 of the first odd-numbered year following the calendar
35 year in which the domestic corporation was incorporated or the

1 foreign corporation was authorized to transact business.
2 Currently such report is to be filed in the first year
3 following the calendar year in which the domestic corporation
4 was incorporated or the foreign corporation was authorized to
5 transact business. Subsequent biennial reports are to be
6 filed between January 1 and April 1 of the following odd-
7 numbered years. The section is also amended to authorize the
8 secretary of state to establish a filing fee for the annual
9 report.

10 Code section 504A.84 is also amended by striking language
11 which would allow the secretary of state to consider a
12 corrected biennial report to be filed in a timely manner, if
13 the information required to be included in the biennial report
14 is delivered to the secretary of state within 30 days after
15 the effective date of the notice provided to the corporation
16 that the biennial report does not contain the required
17 information.

18 Code section 504A.85 is amended by establishing a fee of
19 \$20 for the filing of an application for reinstatement by a
20 nonprofit corporation.

21 Code sections 499.50 and 504A.54 are repealed. Code
22 section 499.50 requires the secretary of state to send a
23 notice of delinquency by certified mail to a cooperative
24 association failing to file a report or pay the appropriate
25 fee. Code section 504A.54 directs the secretary of state to
26 inform the attorney general of all nonprofit corporations
27 which have failed to timely file their annual reports. The
28 section provides for the commencement of dissolution
29 proceedings against such corporations.

30 A number of conforming amendments are made to sections
31 referencing the annual reports which are amended to be
32 biennial reports in this bill.

33
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35

**HOUSE FILE 637
FISCAL NOTE**

A fiscal note for House File 637 is hereby submitted pursuant to Joint Rule 17. Data used in developing this fiscal note is available from the Legislative Fiscal Bureau to members of the Legislature upon request.

House File 637 amends Chapter 486 of the Code of Iowa to permit corporate entities registered with the Secretary of State to file biennial, rather than annual, reports. It requires for-profit corporations to file reports in even-numbered years and the remaining cooperatives, professional corporations, and non-profit corporations to file reports in odd-numbered years.

ASSUMPTIONS

1. The Secretary of State would receive approximately 57,000 reports in even-numbered years and 31,000 reports in odd-numbered years.
2. The Secretary of State would employ fewer part-time employees than currently employed to process annual reports and would generate savings of approximately \$12,000 in even-numbered years and \$16,000 in odd-numbered years.
3. Postage expense would decrease by approximately \$10,000 in even-numbered years and \$18,000 in odd-numbered years.
4. Miscellaneous and support expenses would decrease by approximately \$8,000 in even-numbered years and \$14,000 in odd-numbered years.
5. Filing fee revenues would remain unchanged in even-numbered years, but would decrease by approximately \$1.7 million in odd-numbered years. At present, for-profit corporations pay an annual filing fee of \$30.00. The remaining corporate entities pay no annual filing fee.
6. House File 637 would permit the Secretary of State to determine an appropriate filing fee for biennial reports. An increased filing fee could eliminate the loss of filing fee revenue.

FISCAL IMPACT

The fiscal impact of House File 637 on the State General Fund cannot be determined because the Secretary of State has not yet determined the appropriate fee to charge for filing biennial reports.

House File 637 would decrease expenditures by approximately \$30,000 in even-numbered years and \$48,000 in odd-numbered years. If the Secretary of State continued to charge for-profit corporations a fee of \$30.00 for each report filed and to charge all other entities no fee, revenues paid to the State General Fund would increase by \$30,000 in even-numbered years and decrease by \$1.7 million in odd-numbered years.

SOURCES

Office of the Secretary of State

(LSB 1042hv, DAA)

FILED MARCH 24, 1997

BY DENNIS PROUTY, FISCAL DIRECTOR

HOUSE FILE 637

H-1520

1 Amend House File 637 as follows:

- 2 1. Page 3, line 31, by inserting after the word
3 "shares" the following: "or interests".
4 2. Page 3, line 32, by inserting after the word
5 "corporation" the following: "or limited liability
6 company".
7 3. Page 3, line 33, by inserting after the word
8 "corporation" the following: "or limited liability
9 company".
10 4. Page 4, line 2, by inserting after the word
11 "corporation" the following: "or restated articles or
12 amendments to the articles of organization of the
13 surviving limited liability company".

By CATALDO of Polk

H-1520 FILED APRIL 1, 1997

Adopted 4-2-97
(P. 977)

HOUSE FILE 637

H-1477

1 Amend House File 637 as follows:

- 2 1. Page 4, by inserting after line 3 the
3 following:
4 "Sec. ____ . Section 490.1326, subsection 1, Code
5 1997, is amended to read as follows:
6 1. If the corporation does not take the proposed
7 action within sixty one hundred eighty days after the
8 date set for demanding payment and depositing share
9 certificates, the corporation shall return the
10 deposited certificates and release the transfer
11 restrictions imposed on uncertificated shares."
12 2. By renumbering as necessary.

By CATALDO of Polk

H-1477 FILED MARCH 31, 1997

Adopted
4/2/97 (P. 977)

4-4/2/97 Commerce
S-4/10/97 Unfinished Bus. Calendar

HOUSE FILE 637
BY COMMITTEE ON COMMERCE AND
REGULATION

(SUCCESSOR TO HSB 191)

(As Amended and Passed by the House, April 2, 1997)

Passed House, Date ^{p. 977} 4/2/97 Passed Senate, Date ^{p. 1491} 4/28/97
Vote: Ayes 100 Nays 0 Vote: Ayes 50 Nays 0
Approved 5/19/97

A BILL FOR

1 An Act relating to the general operation of corporations,
2 partnerships, and associations, including provisions relating
3 to certain filings made by corporations and associations, the
4 filing of biennial reports by certain corporations and
5 cooperative associations, and establishing fees.

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

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House Amendments _____

1 Section 1. NEW SECTION. 486.44A CORRECTING FILED
2 DOCUMENTS.

3 1. A limited liability partnership may correct a document
4 filed by the secretary of state if the document satisfies one
5 or both of the following requirements:

6 a. The document contains an incorrect statement.

7 b. The document was defectively executed, attested,
8 sealed, verified, or acknowledged.

9 2. A document is corrected by complying with both of the
10 following:

11 a. Preparing articles of correction that satisfy all of
12 the following:

13 (1) The articles describe the document, including its
14 filing date, or a copy of the document is attached to the
15 articles.

16 (2) The articles specify the incorrect statement or manner
17 in which the execution was defective.

18 (3) The articles correct the incorrect statement or
19 defective execution.

20 b. Delivering the articles of correction to the secretary
21 of state for filing.

22 3. Articles of correction are effective on the effective
23 date of the document they correct except as to persons relying
24 on the uncorrected document and adversely affected by the
25 correction. As to persons relying on the uncorrected document
26 and adversely affected by the correction, the articles of
27 correction are effective when filed by the secretary of state.

28 Sec. 2. Section 487.202, subsection 1, paragraph b, Code
29 1997, is amended by striking the paragraph.

30 Sec. 3. Section 487.203, subsection 2, Code 1997, is
31 amended by striking the subsection.

32 Sec. 4. Section 487.206, unnumbered paragraph 1, Code
33 1997, is amended to read as follows:

34 A signed copy of the certificate of limited partnership and
35 a signed copy of any certificate of amendment or cancellation

1 or of any judicial decree of amendment or cancellation shall
2 be delivered for filing and recording as provided in this
3 subsection. The secretary of state may accept for filing a
4 document containing a copy of a signature, however made. A
5 person who executes a certificate as an agent or fiduciary
6 need not exhibit evidence of that authority as a prerequisite
7 to filing. It is required that each document required to be
8 filed and recorded be:

9 Sec. 5. Section 490.121, subsection 1, paragraph c, Code
10 1997, is amended to read as follows:

11 c. The ~~annual~~ biennial report.

12 Sec. 6. Section 490.122, subsection 1, paragraph w, Code
13 1997, is amended by striking the paragraph.

14 Sec. 7. ~~Section 490.125, subsection 2, Code 1997, is~~
15 amended to read as follows:

16 2. The secretary of state files a document by stamping or
17 otherwise endorsing "filed", together with the secretary's
18 name and official title and the date and time of receipt, on
19 both the document and the receipt for the filing fee. After
20 filing a document, except the ~~annual~~ biennial report required
21 by section 490.1622, and except as provided in sections
22 490.503 and 490.1509, the secretary of state shall deliver the
23 document, with the filing fee receipt, or acknowledgment of
24 receipt if no fee is required, attached, to the domestic or
25 foreign corporation or its representative.

26 Sec. 8. Section 490.128, subsection 2, paragraph d, Code
27 1997, is amended to read as follows:

28 d. That its most recent ~~annual~~ biennial report required by
29 section 490.1622 has been filed by the secretary of state.

30 Sec. 9. Section 490.140, subsection 17, Code 1997, is
31 amended to read as follows:

32 17. "Principal office" means the office, in or out of this
33 state, so designated in the ~~annual~~ biennial report, where the
34 principal executive offices of a domestic or foreign
35 corporation are located.

1 Sec. 10. Section 490.141, subsection 4, Code 1997, is
2 amended to read as follows:

3 4. Written notice to a domestic or foreign corporation
4 authorized to transact business in this state may be addressed
5 to its registered agent at its registered office or to the
6 corporation or its secretary at its principal office shown in
7 its most recent ~~annual~~ biennial report or, in the case of a
8 foreign corporation that has not yet delivered ~~an-annual~~ a
9 biennial report, in its application for a certificate of
10 authority.

11 Sec. 11. Section 490.502, subsection 4, Code 1997, is
12 amended to read as follows:

13 4. A corporation may also change its registered office or
14 registered agent in its ~~annual~~ biennial report as provided in
15 section 490.1622.

16 Sec. 12. Section 490.1101, Code 1997, is amended to read
17 as follows:

18 490.1101 MERGER.

19 1. One or more corporations may merge with or into another
20 corporation any one or more limited liability companies or
21 corporations if the board of directors of each corporation
22 adopts and its shareholders, if required by section 490.1103,
23 approve a plan of merger and if the members of each limited
24 liability company approve a plan of merger.

25 2. The plan of merger must set forth all of the following:

26 a. The name of each corporation or limited liability
27 company planning to merge and the name of the surviving
28 corporation or limited liability company into which each other
29 corporation or limited liability company plans to merge.

30 b. The terms and conditions of the merger.

31 c. The manner and basis of converting the shares or
32 interests of each corporation or limited liability company
33 into shares, obligations, or other securities of the surviving
34 or any other corporation or limited liability company or into
35 cash or other property in whole or part.

1 3. The plan of merger may set forth:

2 a. Restated articles or amendments to the articles of
3 incorporation of the surviving corporation or restated
4 articles or amendments to the articles of organization of the
5 surviving limited liability company.

6 b. Other provisions relating to the merger.

7 Sec. 13. Section 490.1326, subsection 1, Code 1997, is
8 amended to read as follows:

9 1. If the corporation does not take the proposed action
10 within ~~sixty~~ one hundred eighty days after the date set for
11 demanding payment and depositing share certificates, the
12 corporation shall return the deposited certificates and
13 release the transfer restrictions imposed on uncertificated
14 shares.

15 Sec. 14. Section 490.1420, subsection 1, Code 1997, is
16 amended to read as follows:

17 1. The corporation has not delivered ~~an-annual~~ a biennial
18 report to the secretary of state in a form that meets the
19 requirements of section 490.1622, within sixty days after it
20 is due, or has not paid the filing fee as ~~provided-in-section~~
21 ~~490-122~~ determined by the secretary of state, within sixty
22 days after it is due.

23 Sec. 15. Section 490.1508, subsection 3, Code 1997, is
24 amended to read as follows:

25 3. A corporation may also change its registered office or
26 registered agent in its ~~annual~~ biennial report as provided in
27 section 490.1622.

28 Sec. 16. Section 490.1510, subsection 2, unnumbered
29 paragraph 1, Code 1997, is amended to read as follows:

30 A foreign corporation may be served by registered or
31 certified mail, return receipt requested, addressed to the
32 secretary of the foreign corporation at its principal office
33 shown in its application for a certificate of authority or in
34 its most recent ~~annual~~ biennial report if the foreign
35 corporation meets any of the following conditions:

1 Sec. 17. Section 490.1530, subsection 1, Code 1997, is
2 amended to read as follows:

3 1. The foreign corporation does not deliver its ~~annual~~
4 biennial report to the secretary of state in a form that meets
5 the requirements of section 490.1622 within sixty days after
6 it is due.

7 Sec. 18. Section 490.1531, subsection 4, Code 1997, is
8 amended to read as follows:

9 4. The secretary of state's revocation of a foreign
10 corporation's certificate of authority appoints the secretary
11 of state the foreign corporation's agent for service of
12 process in any proceeding based on a cause of action which
13 arose during the time the foreign corporation was authorized
14 to transact business in this state. Service of process on the
15 secretary of state under this subsection is service on the
16 foreign corporation. Upon receipt of process, the secretary
17 of state shall mail a copy of the process to the secretary of
18 the foreign corporation at its principal office shown in its
19 most recent ~~annual~~ biennial report or in any subsequent
20 communication received from the corporation stating the
21 current mailing address of its principal office, or, if none
22 is on file, in its application for a certificate of authority.

23 Sec. 19. Section 490.1601, subsection 5, paragraph g, Code
24 1997, is amended to read as follows:

25 g. Its most recent ~~annual~~ biennial report delivered to the
26 secretary of state under section 490.1622.

27 Sec. 20. Section 490.1622, Code 1997, is amended to read
28 as follows:

29 490.1622 ~~ANNUAL~~ BIENNIAL REPORT FOR SECRETARY OF STATE.

30 1. Each domestic corporation, and each foreign corporation
31 authorized to transact business in this state, shall deliver
32 to the secretary of state for filing ~~an-annual~~ a biennial
33 report that sets forth all of the following:

34 a. The name of the corporation and the state or country
35 under whose law it is incorporated.

1 b. The address of its registered office and the name of
2 its registered agent at that office in this state, together
3 with the consent of any new registered agent.

4 c. The address of its principal office.

5 d. The names and addresses of the president, secretary,
6 treasurer, and one member of the board of directors.

7 2. Information in the ~~annual~~ biennial report must be
8 current as of the first day of January of the year in which
9 the report is due. The ~~annual~~ report shall be executed on
10 behalf of the corporation and signed as provided in section
11 490.120 or by any other person authorized by the board of
12 directors of the corporation.

13 3. The first ~~annual~~ biennial report shall be delivered to
14 the secretary of state between January 1 and April 1 of the
15 first even-numbered year following the calendar year in which
16 a domestic corporation was incorporated or a foreign
17 corporation was authorized to transact business. Subsequent
18 ~~annual~~ biennial reports must be delivered to the secretary of
19 state between January 1 and April 1 of the following even-
20 numbered calendar years. A filing fee for the biennial report
21 shall be determined by the secretary of state. For purposes
22 of this section, each biennial report shall contain
23 information related to the two-year period immediately
24 preceding the calendar year in which the report is filed.

25 4. If ~~an-annual~~ a biennial report does not contain the
26 information required by this section, the secretary of state
27 shall promptly notify the reporting domestic or foreign
28 corporation in writing and return the report to it for
29 correction. ~~If the report is corrected to contain the~~
30 ~~information required by this section and delivered to the~~
31 ~~secretary of state within thirty days after the effective date~~
32 ~~of notice, it is deemed to be timely filed.~~

33 5. The secretary of state may provide for the change of
34 registered office or registered agent on the form prescribed
35 by the secretary of state for the ~~annual~~ biennial report,

1 provided that the form contains the information required in
2 section 490.502 or 490.1508. If the secretary of state
3 determines that ~~an-annual~~ a biennial report does not contain
4 the information required by this section but otherwise meets
5 the requirements of section 490.502 or 490.1508 for the
6 purpose of changing the registered office or registered agent,
7 the secretary of state shall file the statement of change of
8 registered office or registered agent, effective as provided
9 in section 490.123, before returning the ~~annual~~ biennial
10 report to the corporation as provided in this section. A
11 statement of change of registered office or agent pursuant to
12 this subsection shall be executed by a person authorized to
13 execute the ~~annual~~ biennial report.

14 Sec. 21. Section 490.1701, subsection 3, paragraphs a and
15 b, Code 1997, are amended by striking the paragraphs and
16 inserting in lieu thereof the following:

17 a. The corporation shall amend or restate its articles of
18 incorporation to indicate that the corporation adopts this
19 chapter and designate the address of its initial registered
20 office and the name of its registered agent or agents at that
21 office and, if the name of the corporation is not in
22 compliance with the requirements of this chapter, change the
23 name of the corporation to one complying with the requirements
24 of this chapter.

25 Sec. 22. Section 490.1701, subsection 3, paragraph c,
26 unnumbered paragraph 1, Code 1997, is amended to read as
27 follows:

28 The instrument shall be delivered to the secretary of state
29 for filing and recording in the secretary of state's office,
30 and shall be filed and recorded in the office of the county
31 recorder. The corporation shall at the time it files the
32 instrument with the secretary of state deliver also to the
33 secretary of state for filing in the secretary of state's
34 office any ~~annual~~ biennial report which is then due.

35 Sec. 23. Section 490.1701, subsection 3, paragraph d,

1 subparagraph (3), Code 1997, is amended to read as follows:

2 (3) The secretary of state shall not file the instrument
3 with respect to a corporation unless at the time of filing the
4 corporation is validly existing and in good standing in that
5 office under the chapter under which it is incorporated. The
6 corporation shall be considered validly existing and in good
7 standing for the purpose of this chapter for a period of three
8 months following the expiration date of the corporation,
9 provided all ~~annual~~ biennial reports due have been filed and
10 all fees due in connection with the ~~annual~~ biennial reports
11 have been paid.

12 Sec. 24. Section 490.1701, subsection 5, paragraphs a and
13 b, Code 1997, are amended to read as follows:

14 a. The office of the corporation set forth in its first
15 ~~annual~~ biennial report filed under this chapter shall be
16 deemed its registered office until December 31, 1990, or until
17 it files a designation of registered office with the secretary
18 of state, whichever is earlier.

19 b. The person signing the first ~~annual~~ biennial report of
20 the corporation filed under this chapter shall be deemed the
21 registered agent until December 31, 1990, or a statement
22 designating a registered agent has been filed with the
23 secretary of state, whichever is earlier.

24 Sec. 25. Section 496C.21, subsection 1, Code 1997, is
25 amended to read as follows:

26 1. The name and address of ~~each~~ one shareholder.

27 Sec. 26. Section 497.22, Code 1997, is amended by striking
28 the section and inserting in lieu thereof the following:

29 497.22 BIENNIAL REPORT.

30 Sections 504A.83 and 504A.84 apply to a cooperative
31 association organized under this chapter in the same manner as
32 those sections apply to a corporation organized under chapter
33 504A. In addition to the information required to be set forth
34 in the biennial report under section 504A.83, the cooperative
35 association shall also set forth the total amount of business

1 transacted, number of members, total expense of operation,
2 total amount of indebtedness, and total profits or losses for
3 each calendar or fiscal year of the two-year period which
4 ended immediately preceding the first day of January of the
5 year in which the report is filed.

6 A cooperative association which fails to comply with this
7 section before April 1 of the year in which the report is due
8 is subject to a penalty of ten dollars.

9 Sec. 27. Section 497.25, Code 1997, is amended to read as
10 follows:

11 497.25 NOTICE TO DELINQUENTS.

12 On or before the first day of May of the year the report is
13 due the secretary of state shall ~~send-by-registered~~ mail to
14 each delinquent ~~and-to-each-of-its-officers,as-may-be~~
15 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
16 ~~secretary-of-state,~~ association a notice of such delinquency
17 and of the penalties provided in section 497.22.

18 Sec. 28. Section 498.24, Code 1997, is amended by striking
19 the section and inserting in lieu thereof the following:

20 498.24 BIENNIAL REPORT.

21 Sections 504A.83 and 504A.84 apply to a cooperative
22 association organized under this chapter in the same manner as
23 those sections apply to a corporation organized under chapter
24 504A. In addition to the information required to be set forth
25 in the biennial report under section 504A.83, the cooperative
26 association shall also set forth the total amount of business
27 transacted, number of members, total expense of operation,
28 total amount of indebtedness, and total profits or losses for
29 each calendar or fiscal year of the two-year period which
30 ended immediately preceding the first day of January of the
31 year in which the report is filed.

32 A cooperative association which fails to comply with this
33 section before April 1 of the year in which the report is due
34 is subject to a penalty of ten dollars.

35 Sec. 29. Section 498.27, Code 1997, is amended to read as

1 follows:

2 498.27 NOTICE TO DELINQUENTS.

3 On or before the first day of May of the year the report is
4 due the secretary of state shall ~~send-by-certified~~ mail to
5 each delinquent ~~and-to-each-of-its-officers,-as-may-be~~
6 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
7 ~~secretary-of-state,~~ association a notice of such delinquency
8 and of the penalties provided in section 498.24.

9 Sec. 30. Section 499.45, Code 1997, is amended to read as
10 follows:

11 499.45 FEES.

12 A fee of twenty dollars shall be paid to the secretary of
13 state upon filing articles of incorporation, amendments, or
14 renewals.

15 Except as provided in this section, the association shall
16 pay the fees prescribed by section 490.122 when the documents
17 described in that section are delivered to the secretary of
18 state for filing.

19 Sec. 31. Section 499.49, Code 1997, is amended by striking
20 the section and inserting in lieu thereof the following:

21 499.49 BIENNIAL REPORT.

22 Sections 504A.83 and 504A.84 apply to a cooperative
23 organized under this chapter in the same manner as those
24 sections apply to a corporation organized under chapter 504A.
25 In addition to the information required to be set forth in the
26 biennial report under section 504A.83, the cooperative shall
27 also set forth the number of members of the cooperative, the
28 percentage of the cooperative's business done with or for its
29 own members during each of the fiscal or calendar years of the
30 preceding two-year period, the percentage of the cooperative's
31 business done with or for each class of nonmembers specified
32 in section 499.3, and any other information deemed necessary
33 by the secretary of state to advise the secretary whether the
34 cooperative is actually functioning as a cooperative.

35 Sec. 32. Section 499.76, subsection 1, Code 1997, is

1 amended by striking the subsection.

2 Sec. 33. Section 499.78, subsection 1, paragraph b, Code
3 1997, is amended to read as follows:

4 b. State that the ground or grounds for dissolution ~~either~~
5 ~~did-not-exist-or~~ have been eliminated.

6 Sec. 34. Section 501.103, Code 1997, is amended to read as
7 follows:

8 501.103 PERMISSIBLE MEMBERS -- LIMITED FARMING ACTIVITIES.

9 1. Notwithstanding section 9H.4, any person or entity,
10 subject to the limitations set forth in section 501.305, and
11 subject to the cooperative's articles and bylaws, is permitted
12 to own stock, including voting stock, in a cooperative.

13 ~~1-~~ 2. Notwithstanding section 9H.4, a cooperative may,
14 directly or indirectly, acquire or otherwise obtain or lease
15 agricultural land in this state, for as long as the
16 cooperative continues to meet the following requirements:

17 a. Farming entities own sixty percent of the stock and are
18 eligible to cast sixty percent of the votes at member
19 meetings.

20 b. Authorized persons own at least seventy-five percent of
21 the stock and are eligible to cast at least seventy-five
22 percent of the votes at member meetings.

23 c. The cooperative does not, either directly or
24 indirectly, acquire or otherwise obtain or lease agricultural
25 land, if the total agricultural land either directly or
26 indirectly owned or leased by the cooperative would then
27 exceed six hundred forty acres.

28 ~~2-~~ 3. A cooperative that claims that it is exempt from the
29 restrictions of section 9H.4 pursuant to subsection ~~1~~ 2 shall
30 file an annual report with the secretary of state on or before
31 March 31 of each year on forms supplied by the secretary of
32 state. The report shall be signed by the president or the
33 vice president of the cooperative and shall contain the
34 following:

35 a. The cooperative's name and address.

1 b. A certification that the cooperative meets both of the
2 requirements of subsection \pm 2.

3 c. The number of acres of agricultural land owned, leased,
4 or held by the cooperative, including the following:

5 (1) The total number of acres in the state.

6 (2) The number of acres in each county identified by
7 county name.

8 (3) The number of acres owned.

9 (4) The number of acres leased.

10 (5) The number of acres held other than by ownership or
11 lease.

12 (6) The number of acres used for the production of row
13 crops.

14 ~~3-~~ 4. The president ~~or~~ the vice president of the
15 cooperative who falsifies a report ~~shall be~~ is guilty of
16 perjury as provided in section 720.2.

17 ~~4-~~ 5. In the event of a transfer of stock by operation of
18 law as a result of death, divorce, bankruptcy, or pursuant to
19 a security interest, the cooperative may disregard the
20 transfer for purposes of determining compliance with
21 subsection \pm 2 for a period of two years after the transfer.

22 Sec. 35. Section 504A.9, subsection 6, unnumbered
23 paragraphs 5 and 6, Code 1997, are amended to read as follows:

24 Any registered agent of a corporation may resign as such
25 agent upon filing a written notice thereof of the resignation,
26 executed in duplicate, with the secretary of state, who shall
27 record one copy and forthwith mail the other copy thereof of
28 the notice of resignation to the corporation in care of an
29 officer, who is not the resigning registered agent, at the
30 address of such officer as shown by the most recent annual
31 biennial report of the corporation. The appointment of such
32 agent shall terminate upon the expiration of thirty days after
33 receipt of such notice by the secretary of state.

34 The secretary of state may provide for the change of
35 registered office or registered agent on the form prescribed

1 by the secretary of state for the ~~annual~~ biennial report
2 pursuant to section 504A.83, provided that the form contains
3 the information required in this section. If the secretary of
4 state determines that ~~an-annual~~ a biennial report does not
5 contain the information required by section 504A.83 but
6 otherwise meets the requirements of this section for the
7 purpose of changing the registered office or registered agent,
8 the secretary of state shall file the statement of change of
9 registered office or registered agent before returning the
10 ~~annual~~ biennial report to the corporation pursuant to section
11 504A.84. A statement of change of registered office or
12 registered agent pursuant to this paragraph shall be executed
13 by a person authorized to execute the ~~annual~~ biennial report.

14 Sec. 36. Section 504A.32, subsection 2, Code 1997, is
15 amended to read as follows:

16 2. Except for a statement of change of registered office
17 or registered agent filed pursuant to section 504A.9 or
18 504A.73, and ~~an-annual~~ a biennial report filed pursuant to
19 section 504A.83, any instrument required to be filed and
20 recorded in the office of the secretary of state only, shall
21 be returned by the secretary to the corporation or its
22 representative.

23 Sec. 37. Section 504A.36, subsection 1, Code 1997, is
24 amended to read as follows:

25 1. The name of the corporation ~~and-the-effective-date-of~~
26 ~~its-incorporation, and-its-original-name-if-different-from-the~~
27 present-name.

28 Sec. 38. Section 504A.39, subsection 4, paragraph e,
29 unnumbered paragraph 2, Code 1997, is amended to read as
30 follows:

31 The restated articles of incorporation shall also set forth
32 a statement that they correctly set forth the provisions of
33 the articles of incorporation as ~~theretofore-or-thereby~~
34 amended, and that they have been duly adopted as required by
35 law ~~and-that-they-supersede-the-original-articles-of~~

1 ~~incorporation-and-all-amendments-thereto.~~

2 Sec. 39. Section 504A.53, Code 1997, is amended to read as
3 follows:

4 504A.53 INVOLUNTARY DISSOLUTION.

5 A corporation may be dissolved involuntarily by a decree of
6 the district court in an action filed by the attorney general
7 when ~~it is~~ any of the following are established that:

8 1. The corporation has failed to file its ~~annual~~ biennial
9 report within the time required by this chapter ~~;-or.~~

10 2. The corporation procured its articles of incorporation
11 through fraud ~~;-or.~~

12 3. The corporation has continued to exceed or abuse the
13 authority conferred upon it by law ~~;-or.~~

14 4. The corporation has failed for ninety days to appoint
15 and maintain a registered agent in this state ~~;-or.~~

16 5. The corporation has failed for ninety days after change
17 of its registered agent to file in the office of the secretary
18 of state a statement of such change.

19 Sec. 40. Section 504A.54, Code 1997, is amended to read as
20 follows:

21 504A.54 NOTIFICATION TO ATTORNEY GENERAL.

22 The secretary of state, on or before the first day of
23 November of each year, shall certify to the attorney general
24 the names of all corporations which have failed to file their
25 ~~annual~~ biennial reports in accordance with this chapter. The
26 secretary of state shall also certify, from time to time, the
27 names of all corporations which have given other cause for
28 dissolution as provided in this chapter, together with the
29 facts pertinent ~~thereto~~ to such cause. When the secretary of
30 state certifies the name of a corporation to the attorney
31 general as having given any cause for dissolution, the
32 secretary of state shall concurrently mail to the corporation
33 at its registered office a notice that the certification has
34 been made. Upon the receipt of the certification, the
35 attorney general shall file an action in the name of the state

1 against the corporation for its dissolution. A certificate
2 from the secretary of state to the attorney general pertaining
3 to the failure of a corporation to file ~~an-annual~~ a biennial
4 report shall be taken and received in all courts as prima
5 facie evidence of the facts ~~therein~~ stated in the certificate.

6 If, before action is filed, the corporation files its
7 ~~annual~~ biennial report, or appoints or maintains a registered
8 agent as provided in this chapter, or files with the secretary
9 of state the required statement of change of registered agent,
10 that fact shall be forthwith certified by the secretary of
11 state to the attorney general and the attorney general shall
12 not file an action against the corporation for such cause.

13 If, after action is filed, the corporation files its ~~annual~~
14 biennial report, or appoints or maintains a registered agent
15 as provided in this chapter, or files with the secretary of
16 state the required statement of change of registered agent,
17 and pays the costs of the action, the action for such cause
18 shall abate.

19 Sec. 41. Section 504A.73, unnumbered paragraph 5, Code
20 1997, is amended to read as follows:

21 The secretary of state may provide for the change of
22 registered office or registered agent on the form prescribed
23 by the secretary of state for the ~~annual~~ biennial report
24 pursuant to section 504A.83, provided that the form contains
25 the information required in this section. If the secretary of
26 state determines that ~~an-annual~~ a biennial report does not
27 contain the information required by section 504A.83 but
28 otherwise meets the requirements of this section for the
29 purpose of changing the registered office or registered agent,
30 the secretary of state shall file the statement of change of
31 registered office or registered agent before returning the
32 ~~annual~~ biennial report to the corporation pursuant to section
33 504A.84. A statement of change of registered office or
34 registered agent pursuant to this paragraph shall be executed
35 by a person authorized to execute the ~~annual~~ biennial report.

1 Sec. 42. Section 504A.80, Code 1997, is amended to read as
2 follows:

3 504A.80 REVOCATION OF CERTIFICATE OF AUTHORITY.

4 The certificate of authority of a foreign corporation to
5 conduct affairs in this state may be revoked by the secretary
6 of state upon the conditions prescribed in this section ~~when~~
7 upon the occurrence of any of the following:

8 1. The corporation has failed to file its ~~annual~~ biennial
9 report within the time required by this chapter, or has failed
10 to pay any fees or penalties prescribed by this chapter when
11 the ~~same~~ fees or penalties have become due and payable; ~~or.~~

12 2. The corporation has failed to appoint and maintain a
13 registered agent in this state as required by this chapter;
14 or.

15 3. The corporation has failed, after change of its
16 registered office or registered agent, to file in the office
17 of the secretary of state a statement of such change as
18 required by this chapter; ~~or.~~

19 4. A misrepresentation has been made of any material
20 matter in any application, report, affidavit, or other
21 document submitted by ~~such~~ the corporation pursuant to this
22 chapter.

23 A certificate of authority of a foreign corporation shall
24 not be revoked by the secretary of state unless the secretary
25 has given the corporation not less than sixty days' notice by
26 mail addressed to the principal office of the corporation in
27 the state or country under the laws of which it is
28 incorporated, and the corporation fails prior to revocation to
29 file the ~~annual~~ biennial report, or pay the fees or penalties,
30 or file the required statement of change of registered agent
31 or registered office, or correct the misrepresentation.

32 Sec. 43. Section 504A.83, Code 1997, is amended to read as
33 follows:

34 504A.83 ANNUAL BIENNIAL REPORT OF DOMESTIC AND FOREIGN
35 CORPORATIONS.

1 Each domestic corporation, and each foreign corporation
2 authorized to conduct affairs in this state, shall file,
3 within the time prescribed by this chapter, an-annual a
4 biennial report setting forth:

5 1. The name of the corporation and the state or country
6 under the laws of which it is incorporated.

7 2. The address of the registered office of the corporation
8 in this state, and the name of its registered agent or agents
9 in this state at such address, and, in the case of a foreign
10 corporation, the address of its principal office in the state
11 or country under the laws of which it is incorporated.

12 ~~3. A brief statement of the character of the affairs which~~
13 ~~the corporation is actually conducting, or, in the case of a~~
14 ~~foreign corporation, which the corporation is actually~~
15 ~~conducting in this state.~~

16 ~~4.~~ 3. The names and respective addresses of the directors
17 ~~and officers of the corporation~~ president, secretary,
18 treasurer, and one member of the board of directors.

19 The ~~annual~~ biennial report shall be made on forms
20 prescribed and furnished by the secretary of state, and the
21 information contained in the report shall be given as of the
22 date of the execution of the report. It shall be executed by
23 the corporation by a representative duly authorized by the
24 board of directors, or, if the corporation is in the hands of
25 a receiver, trustee, or assignee for benefit of creditors, it
26 shall be executed on behalf of the corporation by the
27 receiver, trustee, or assignee.

28 Sec. 44. Section 504A.84, Code 1997, is amended to read as
29 follows:

30 504A.84 FILING OF ~~ANNUAL~~ BIENNIAL REPORT OF DOMESTIC AND
31 FOREIGN CORPORATIONS.

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

1 ~~first-annual-report-of-a-domestic-or-foreign-corporation-shall~~
2 ~~be-filed-between-the-first-day-of-May-and-the-thirty-first-day~~
3 ~~of-July-of-the-year-succeeding-the-calendar-year-in-which-its~~
4 ~~certificate-of-incorporation-or-its-certificate-of-authority,~~
5 ~~as-the-case-may-be,-was-issued-by-the-secretary-of-state. The~~
6 first biennial report of a domestic or foreign corporation
7 shall be delivered to the secretary of state between January 1
8 and April 1 of the first odd-numbered year following the
9 calendar year in which a domestic corporation was incorporated
10 or a foreign corporation was authorized to transact business.
11 Subsequent biennial reports must be delivered to the secretary
12 of state between January 1 and April 1 of the following odd-
13 numbered calendar years. A filing fee for the biennial report
14 shall be determined by the secretary of state. For purposes
15 of this section, each biennial report shall contain
16 information related to the two-year period immediately
17 preceding the calendar year in which the report is filed.
18 The report shall be deemed filed within the required time
19 if deposited in the United States mail with postage prepaid in
20 a sealed envelope, properly addressed and postmarked on or
21 prior to the thirty-first day of ~~July~~ March of the year the
22 report is due. If the secretary of state finds that the
23 report conforms to the requirements of this chapter, the
24 secretary shall file the report. ~~If-the-secretary-of-state~~
25 ~~finds-that-it-does-not-so-conform,-the-secretary-shall~~
26 ~~promptly-return-the-report-to-the-corporation-for-any~~
27 ~~necessary-corrections,-in-which-event-the-penalties-prescribed~~
28 ~~for-failure-to-file-the-report-within-the-time-provided-shall~~
29 ~~not-apply,-if-the-report-is-corrected-to-conform-to-the~~
30 ~~requirements-of-this-chapter,-and-is-resubmitted-to-the~~
31 ~~secretary-of-state-within-thirty-days-from-the-date-on-which~~
32 ~~it-was-mailed-to-the-corporation-by-the-secretary-of-state.~~
33 If a biennial report does not contain the information required
34 by this section, the secretary of state shall promptly notify
35 the reporting domestic or foreign corporation in writing and

1 return the report to the corporation for correction.

2 Sec. 45. Section 504A.87, subsection 2, Code 1997, is
3 amended to read as follows:

4 2. The corporation has not delivered ~~an-annual~~ a biennial
5 report to the secretary of state in a form that meets the
6 requirements of section 504A.83, within sixty days after it is
7 due.

8 Sec. 46. Section 504A.100, subsection 3, paragraph d, Code
9 1997, is amended to read as follows:

10 d. As to foreign corporations, such instrument shall be
11 delivered to the secretary of state for filing in the
12 secretary of state's office and the corporation shall at the
13 same time deliver also to the secretary of state for filing in
14 the secretary of state's office any ~~annual~~ biennial report
15 which is then due.

16 Sec. 47. Section 504A.100, subsection 8, Code 1997, is
17 amended to read as follows:

18 8. Within eight months after this chapter becomes
19 applicable to any foreign corporation pursuant to the
20 provisions of subsection 7 ~~of this section~~, the board of
21 directors of such foreign corporation shall adopt a resolution
22 designating the address of its registered office in this state
23 and the name of its registered agent or agents at such address
24 and, if the name of ~~such~~ the corporation does not comply with
25 this chapter, setting forth the name of the corporation with
26 the changes which ~~it~~ the board elects to make therein to the
27 name conforming to the requirements of this chapter for use in
28 this state.

29 Upon adoption of the required resolution or resolutions, an
30 instrument or instruments shall be executed by the foreign
31 corporation by its president or a vice president and by its
32 secretary or assistant secretary and verified by one of the
33 officers signing such instrument, which shall set forth the
34 name of the corporation, each resolution adopted as required
35 by the provisions of this subsection, and the date of the

1 adoption thereof of each resolution. ~~Such~~ The instrument
 2 shall be delivered to the secretary of state for filing in the
 3 secretary of state's office. Upon the filing of such
 4 instrument by a foreign corporation the secretary of state
 5 shall issue a certificate as to the filing of ~~such~~ the
 6 instrument and deliver ~~such~~ the certificate to the corporation
 7 or its representative. The secretary of state shall not file
 8 any ~~annual~~ biennial report of any foreign corporation subject
 9 to ~~the provisions of~~ this subsection unless and until ~~said~~ the
 10 corporation has fully complied with the provisions of this
 11 paragraph and, in such event, ~~such~~ the foreign corporation
 12 ~~shall be~~ is subject to the penalties prescribed in this
 13 chapter for failure to file ~~such~~ the report within the time as
 14 provided ~~therefor~~ in this chapter.

15 Sec. 48. Section 504A.100, subsection 9, Code 1997, is
 16 amended by striking the subsection.

17 Sec. 49. Sections 499.50 and 504A.54, Code 1997, are
 18 repealed.

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Cataldo-Chair

Rants

Brunkhorst

HSB 191

COMMERCE AND REGULATION

Successed by
SF (HF) 637

SENATE/HOUSE FILE _____
BY (PROPOSED SECRETARY OF
STATE BILL)

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

A BILL FOR

1 An Act relating to the general operation of corporations,
2 partnerships, and associations, including provisions relating
3 to certain filings made by corporations and associations, the
4 filing of biennial reports by certain corporations and
5 cooperative associations, and establishing fees.

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

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1 Section 1. NEW SECTION. 486.44A CORRECTING FILED
2 DOCUMENTS.

3 1. A limited liability partnership may correct a document
4 filed by the secretary of state if the document satisfies one
5 or both of the following requirements:

6 a. The document contains an incorrect statement.

7 b. The document was defectively executed, attested,
8 sealed, verified, or acknowledged.

9 2. A document is corrected by complying with both of the
10 following:

11 a. Preparing articles of correction that satisfy all of
12 the following:

13 (1) The articles describe the document, including its
14 filing date, or a copy of the document is attached to the
15 articles.

16 (2) The articles specify the incorrect statement or manner
17 in which the execution was defective.

18 (3) The articles correct the incorrect statement or
19 defective execution.

20 b. Delivering the articles of correction to the secretary
21 of state for filing.

22 3. Articles of correction are effective on the effective
23 date of the document they correct except as to persons relying
24 on the uncorrected document and adversely affected by the
25 correction. As to persons relying on the uncorrected document
26 and adversely affected by the correction, the articles of
27 correction are effective when filed by the secretary of state.

28 Sec. 2. Section 487.202, subsection 1, paragraph b, Code
29 1997, is amended by striking the paragraph.

30 Sec. 3. Section 487.203, subsection 2, Code 1997, is
31 amended by striking the subsection.

32 Sec. 4. Section 487.206, unnumbered paragraph 1, Code
33 1997, is amended to read as follows:

34 A signed copy of the certificate of limited partnership and
35 a signed copy of any certificate of amendment or cancellation

1 or of any judicial decree of amendment or cancellation shall
2 be delivered for filing and recording as provided in this
3 subsection. The secretary of state may accept for filing a
4 document containing a copy of a signature, however made. A
5 person who executes a certificate as an agent or fiduciary
6 need not exhibit evidence of that authority as a prerequisite
7 to filing. It is required that each document required to be
8 filed and recorded be:

9 Sec. 5. Section 490.121, subsection 1, paragraph c, Code
10 1997, is amended to read as follows:

11 c. The ~~annual~~ biennial report.

12 Sec. 6. Section 490.122, subsection 1, paragraph w, Code
13 1997, is amended by striking the paragraph.

14 Sec. 7. Section 490.125, subsection 2, Code 1997, is
15 amended to read as follows:

16 2. The secretary of state files a document by stamping or
17 otherwise endorsing "filed", together with the secretary's
18 name and official title and the date and time of receipt, on
19 both the document and the receipt for the filing fee. After
20 filing a document, except the ~~annual~~ biennial report required
21 by section 490.1622, and except as provided in sections
22 490.503 and 490.1509, the secretary of state shall deliver the
23 document, with the filing fee receipt, or acknowledgment of
24 receipt if no fee is required, attached, to the domestic or
25 foreign corporation or its representative.

26 Sec. 8. Section 490.128, subsection 2, paragraph d, Code
27 1997, is amended to read as follows:

28 d. That its most recent ~~annual~~ biennial report required by
29 section 490.1622 has been filed by the secretary of state.

30 Sec. 9. Section 490.140, subsection 17, Code 1997, is
31 amended to read as follows:

32 17. "Principal office" means the office, in or out of this
33 state, so designated in the ~~annual~~ biennial report, where the
34 principal executive offices of a domestic or foreign
35 corporation are located.

1 Sec. 10. Section 490.141, subsection 4, Code 1997, is
2 amended to read as follows:

3 4. Written notice to a domestic or foreign corporation
4 authorized to transact business in this state may be addressed
5 to its registered agent at its registered office or to the
6 corporation or its secretary at its principal office shown in
7 its most recent ~~annual~~ biennial report or, in the case of a
8 foreign corporation that has not yet delivered an ~~annual~~ a
9 biennial report, in its application for a certificate of
10 authority.

11 Sec. 11. Section 490.502, subsection 4, Code 1997, is
12 amended to read as follows:

13 4. A corporation may also change its registered office or
14 registered agent in its ~~annual~~ biennial report as provided in
15 section 490.1622.

16 Sec. 12. Section 490.1101, Code 1997, is amended to read
17 as follows:

18 490.1101 MERGER.

19 1. One or more corporations may merge with or into another
20 corporation any one or more limited liability companies or
21 corporations if the board of directors of each corporation
22 adopts and its shareholders, if required by section 490.1103,
23 approve a plan of merger and if the members of each limited
24 liability company approve a plan of merger.

25 2. The plan of merger must set forth all of the following:

26 a. The name of each corporation or limited liability
27 company planning to merge and the name of the surviving
28 corporation or limited liability company into which each other
29 corporation or limited liability company plans to merge.

30 b. The terms and conditions of the merger.

31 c. The manner and basis of converting the shares of each
32 corporation into shares, obligations, or other securities of
33 the surviving or any other corporation or into cash or other
34 property in whole or part.

35 3. The plan of merger may set forth:

1 a. Restated articles or amendments to the articles of
2 incorporation of the surviving corporation.

3 b. Other provisions relating to the merger.

4 Sec. 13. Section 490.1701, subsection 3, paragraphs a and
5 b, Code 1997, are amended by striking the paragraphs and
6 inserting in lieu thereof the following:

7 a. The corporation shall amend or restate its articles of
8 incorporation to indicate that the corporation adopts this
9 chapter and designate the address of its initial registered
10 office and the name of its registered agent or agents at that
11 office and, if the name of the corporation is not in
12 compliance with the requirements of this chapter, change the
13 name of the corporation to one complying with the requirements
14 of this chapter.

15 Sec. 14. Section 490.1420, subsection 1, Code 1997, is
16 amended to read as follows:

17 1. The corporation has not delivered ~~an-annual~~ a biennial
18 report to the secretary of state in a form that meets the
19 requirements of section 490.1622, within sixty days after it
20 is due, or has not paid the filing fee as ~~provided-in-section~~
21 490-122 determined by the secretary of state, within sixty
22 days after it is due.

23 Sec. 15. Section 490.1508, subsection 3, Code 1997, is
24 amended to read as follows:

25 3. A corporation may also change its registered office or
26 registered agent in its ~~annual~~ biennial report as provided in
27 section 490.1622.

28 Sec. 16. Section 490.1510, subsection 2, unnumbered
29 paragraph 1, Code 1997, is amended to read as follows:

30 A foreign corporation may be served by registered or
31 certified mail, return receipt requested, addressed to the
32 secretary of the foreign corporation at its principal office
33 shown in its application for a certificate of authority or in
34 its most recent ~~annual~~ biennial report if the foreign
35 corporation meets any of the following conditions:

1 Sec. 17. Section 490.1530, subsection 1, Code 1997, is
2 amended to read as follows:

3 1. The foreign corporation does not deliver its ~~annual~~
4 biennial report to the secretary of state in a form that meets
5 the requirements of section 490.1622 within sixty days after
6 it is due.

7 Sec. 18. Section 490.1531, subsection 4, Code 1997, is
8 amended to read as follows:

9 4. The secretary of state's revocation of a foreign
10 corporation's certificate of authority appoints the secretary
11 of state the foreign corporation's agent for service of
12 process in any proceeding based on a cause of action which
13 arose during the time the foreign corporation was authorized
14 to transact business in this state. Service of process on the
15 secretary of state under this subsection is service on the
16 foreign corporation. Upon receipt of process, the secretary
17 of state shall mail a copy of the process to the secretary of
18 the foreign corporation at its principal office shown in its
19 most recent ~~annual~~ biennial report or in any subsequent
20 communication received from the corporation stating the
21 current mailing address of its principal office, or, if none
22 is on file, in its application for a certificate of authority.

23 Sec. 19. Section 490.1601, subsection 5, paragraph g, Code
24 1997, is amended to read as follows:

25 g. Its most recent ~~annual~~ biennial report delivered to the
26 secretary of state under section 490.1622.

27 Sec. 20. Section 490.1622, Code 1997, is amended to read
28 as follows:

29 490.1622 ANNUAL BIENNIAL REPORT FOR SECRETARY OF STATE.

30 1. Each domestic corporation, and each foreign corporation
31 authorized to transact business in this state, shall deliver
32 to the secretary of state for filing ~~an-annual~~ a biennial
33 report that sets forth all of the following:

34 a. The name of the corporation and the state or country
35 under whose law it is incorporated.

1 b. The address of its registered office and the name of
2 its registered agent at that office in this state, together
3 with the consent of any new registered agent.

4 c. The address of its principal office.

5 d. The names and addresses of the president, secretary,
6 treasurer, and one member of the board of directors.

7 2. Information in the ~~annual~~ biennial report must be
8 current as of the first day of January of the year in which
9 the report is due. The ~~annual~~ report shall be executed on
10 behalf of the corporation and signed as provided in section
11 490.120 or by any other person authorized by the board of
12 directors of the corporation.

13 3. The first ~~annual~~ biennial report shall be delivered to
14 the secretary of state between January 1 and April 1 of the
15 first even-numbered year following the calendar year in which
16 a domestic corporation was incorporated or a foreign
17 corporation was authorized to transact business. Subsequent
18 ~~annual~~ biennial reports must be delivered to the secretary of
19 state between January 1 and April 1 of the following even-
20 numbered calendar years. A filing fee for the biennial report
21 shall be determined by the secretary of state. For purposes
22 of this section, each biennial report shall contain
23 information related to the two-year period immediately
24 preceding the calendar year in which the report is filed.

25 4. If ~~an-annual~~ a biennial report does not contain the
26 information required by this section, the secretary of state
27 shall promptly notify the reporting domestic or foreign
28 corporation in writing and return the report to it for
29 correction. ~~If-the-report-is-corrected-to-contain-the~~
30 ~~information-required-by-this-section-and-delivered-to-the~~
31 ~~secretary-of-state-within-thirty-days-after-the-effective-date~~
32 ~~of-notice,-it-is-deemed-to-be-timely-filed-~~

33 5. The secretary of state may provide for the change of
34 registered office or registered agent on the form prescribed
35 by the secretary of state for the ~~annual~~ biennial report,

1 provided that the form contains the information required in
2 section 490.502 or 490.1508. If the secretary of state
3 determines that ~~an-annual~~ a biennial report does not contain
4 the information required by this section but otherwise meets
5 the requirements of section 490.502 or 490.1508 for the
6 purpose of changing the registered office or registered agent,
7 the secretary of state shall file the statement of change of
8 registered office or registered agent, effective as provided
9 in section 490.123, before returning the ~~annual~~ biennial
10 report to the corporation as provided in this section. A
11 statement of change of registered office or agent pursuant to
12 this subsection shall be executed by a person authorized to
13 execute the ~~annual~~ biennial report.

14 Sec. 21. Section 490.1701, subsection 3, paragraph c,
15 unnumbered paragraph 1, Code 1997, is amended to read as
16 follows:

17 The instrument shall be delivered to the secretary of state
18 for filing and recording in the secretary of state's office,
19 and shall be filed and recorded in the office of the county
20 recorder. The corporation shall at the time it files the
21 instrument with the secretary of state deliver also to the
22 secretary of state for filing in the secretary of state's
23 office any ~~annual~~ biennial report which is then due.

24 Sec. 22. Section 490.1701, subsection 3, paragraph d,
25 subparagraph (3), Code 1997, is amended to read as follows:

26 (3) The secretary of state shall not file the instrument
27 with respect to a corporation unless at the time of filing the
28 corporation is validly existing and in good standing in that
29 office under the chapter under which it is incorporated. The
30 corporation shall be considered validly existing and in good
31 standing for the purpose of this chapter for a period of three
32 months following the expiration date of the corporation,
33 provided all ~~annual~~ biennial reports due have been filed and
34 all fees due in connection with the ~~annual~~ biennial reports
35 have been paid.

1 Sec. 23. Section 490.1701, subsection 5, paragraphs a and
2 b, Code 1997, are amended to read as follows:

3 a. The office of the corporation set forth in its first
4 ~~annual~~ biennial report filed under this chapter shall be
5 deemed its registered office until December 31, 1990, or until
6 it files a designation of registered office with the secretary
7 of state, whichever is earlier.

8 b. The person signing the first ~~annual~~ biennial report of
9 the corporation filed under this chapter shall be deemed the
10 registered agent until December 31, 1990, or a statement
11 designating a registered agent has been filed with the
12 secretary of state, whichever is earlier.

13 Sec. 24. Section 496C.21, subsection 1, Code 1997, is
14 amended to read as follows:

15 1. The name and address of ~~each~~ one shareholder.

16 Sec. 25. Section 497.22, Code 1997, is amended by striking
17 the section and inserting in lieu thereof the following:

18 497.22 BIENNIAL REPORT.

19 Sections 504A.83 and 504A.84 apply to a cooperative
20 association organized under this chapter in the same manner as
21 those sections apply to a corporation organized under chapter
22 504A. In addition to the information required to be set forth
23 in the biennial report under section 504A.83, the cooperative
24 association shall also set forth the total amount of business
25 transacted, number of members, total expense of operation,
26 total amount of indebtedness, and total profits or losses for
27 each calendar or fiscal year of the two-year period which
28 ended immediately preceding the first day of January of the
29 year in which the report is filed.

30 A cooperative association which fails to comply with this
31 section before April 1 of the year in which the report is due
32 is subject to a penalty of ten dollars.

33 Sec. 26. Section 497.25, Code 1997, is amended to read as
34 follows:

497.25 NOTICE TO DELINQUENTS.

1 On or before the first day of May of the year the report is
2 due the secretary of state shall ~~send-by-registered~~ mail to
3 each delinquent ~~and-to-each-of-its-officers,-as-may-be~~
4 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
5 ~~secretary-of-state,~~ association a notice of such delinquency
6 and of the penalties provided in section 497.22.

7 Sec. 27. Section 498.24, Code 1997, is amended by striking
8 the section and inserting in lieu thereof the following:

9 498.24 BIENNIAL REPORT.

10 Sections 504A.83 and 504A.84 apply to a cooperative
11 association organized under this chapter in the same manner as
12 those sections apply to a corporation organized under chapter
13 504A. In addition to the information required to be set forth
14 in the biennial report under section 504A.83, the cooperative
15 association shall also set forth the total amount of business
16 transacted, number of members, total expense of operation,
17 total amount of indebtedness, and total profits or losses for
18 each calendar or fiscal year of the two-year period which
19 ended immediately preceding the first day of January of the
20 year in which the report is filed.

21 A cooperative association which fails to comply with this
22 section before April 1 of the year in which the report is due
23 is subject to a penalty of ten dollars.

24 Sec. 28. Section 498.27, Code 1997, is amended to read as
25 follows:

26 498.27 NOTICE TO DELINQUENTS.

27 On or before the first day of May of the year the report is
28 due the secretary of state shall ~~send-by-certified~~ mail to
29 each delinquent ~~and-to-each-of-its-officers,-as-may-be~~
30 ~~disclosed-by-the-latest-records-on-file-in-the-office-of-the~~
31 ~~secretary-of-state,~~ association a notice of such delinquency
32 and of the penalties provided in section 498.24.

33 Sec. 29. Section 499.45, Code 1997, is amended to read as
34 follows:

35 499.45 FEES.

1 A fee of twenty dollars shall be paid to the secretary of
2 state upon filing articles of incorporation, amendments, or
3 renewals.

4 Except as provided in this section, the association shall
5 pay the fees prescribed by section 490.122 when the documents
6 described in that section are delivered to the secretary of
7 state for filing.

8 Sec. 30. Section 499.49, Code 1997, is amended by striking
9 the section and inserting in lieu thereof the following:

10 499.49 BIENNIAL REPORT.

11 Sections 504A.83 and 504A.84 apply to a cooperative
12 organized under this chapter in the same manner as those
13 sections apply to a corporation organized under chapter 504A.
14 In addition to the information required to be set forth in the
15 biennial report under section 504A.83, the cooperative shall
16 also set forth the number of members of the cooperative, the
17 percentage of the cooperative's business done with or for its
18 own members during each of the fiscal or calendar years of the
19 preceding two-year period, the percentage of the cooperative's
20 business done with or for each class of nonmembers specified
21 in section 499.3, and any other information deemed necessary
22 by the secretary of state to advise the secretary whether the
23 cooperative is actually functioning as a cooperative.

24 Sec. 31. Section 499.76, subsection 1, Code 1997, is
25 amended by striking the subsection.

26 Sec. 32. Section 499.78, subsection 1, paragraph b, Code
27 1997, is amended to read as follows:

28 b. State that the ground or grounds for dissolution either
29 ~~did-not-exist-or~~ have been eliminated.

30 Sec. 33. Section 501.103, Code 1997, is amended to read as
31 follows:

32 501.103 PERMISSIBLE MEMBERS -- LIMITED FARMING ACTIVITIES.

33 1. Notwithstanding section 9H.4, any person or entity,
34 subject to the limitations set forth in section 501.305, and
35 subject to the cooperative's articles and bylaws, is permitted

1 to own stock, including voting stock, in a cooperative.

2 ~~±~~ 2. Notwithstanding section 9H.4, a cooperative may,
3 directly or indirectly, acquire or otherwise obtain or lease
4 agricultural land in this state, for as long as the
5 cooperative continues to meet the following requirements:
6 a. Farming entities own sixty percent of the stock and are
7 eligible to cast sixty percent of the votes at member
8 meetings.

9 b. Authorized persons own at least seventy-five percent of
10 the stock and are eligible to cast at least seventy-five
11 percent of the votes at member meetings.

12 c. The cooperative does not, either directly or
13 indirectly, acquire or otherwise obtain or lease agricultural
14 land, if the total agricultural land either directly or
15 indirectly owned or leased by the cooperative would then
16 exceed six hundred forty acres.

17 ~~2-~~ 3. A cooperative that claims that it is exempt from the
18 restrictions of section 9H.4 pursuant to subsection ~~±~~ 2 shall
19 file an annual report with the secretary of state on or before
20 March 31 of each year on forms supplied by the secretary of
21 state. The report shall be signed by the president or the
22 vice president of the cooperative and shall contain the
23 following:

24 a. The cooperative's name and address.

25 b. A certification that the cooperative meets both of the
26 requirements of subsection ~~±~~ 2.

27 c. The number of acres of agricultural land owned, leased,
28 or held by the cooperative, including the following:

29 (1) The total number of acres in the state.

30 (2) The number of acres in each county identified by
31 county name.

32 (3) The number of acres owned.

33 (4) The number of acres leased.

34 (5) The number of acres held other than by ownership or
35 lease.

1 (6) The number of acres used for the production of row
2 crops.

3 ~~3-~~ 4. The president or the vice president of the
4 cooperative who falsifies a report ~~shall-be~~ is guilty of
5 perjury as provided in section 720.2.

6 ~~4-~~ 5. In the event of a transfer of stock by operation of
7 law as a result of death, divorce, bankruptcy, or pursuant to
8 a security interest, the cooperative may disregard the
9 transfer for purposes of determining compliance with
10 subsection 1 for a period of two years after the transfer.

11 Sec. 34. Section 504A.9, subsection 6, unnumbered
12 paragraphs 5 and 6, Code 1997, are amended to read as follows:

13 Any registered agent of a corporation may resign as such
14 agent upon filing a written notice ~~thereof~~ of the resignation,
15 executed in duplicate, with the secretary of state, who shall
16 record one copy and forthwith mail the other copy ~~thereof~~ of
17 the notice of resignation to the corporation in care of an
18 officer, who is not the resigning registered agent, at the
19 address of such officer as shown by the most recent ~~annual~~
20 biennial report of the corporation. The appointment of such
21 agent shall terminate upon the expiration of thirty days after
22 receipt of such notice by the secretary of state.

23 The secretary of state may provide for the change of
24 registered office or registered agent on the form prescribed
25 by the secretary of state for the ~~annual~~ biennial report
26 pursuant to section 504A.83, provided that the form contains
27 the information required in this section. If the secretary of
28 state determines that ~~an-annual~~ a biennial report does not
29 contain the information required by section 504A.83 but
30 otherwise meets the requirements of this section for the
31 purpose of changing the registered office or registered agent,
32 the secretary of state shall file the statement of change of
33 registered office or registered agent before returning the
34 ~~annual~~ biennial report to the corporation pursuant to section
504A.84. A statement of change of registered office or

1 registered agent pursuant to this paragraph shall be executed
2 by a person authorized to execute the ~~annual~~ biennial report.

3 Sec. 35. Section 504A.32, subsection 2, Code 1997, is
4 amended to read as follows:

5 2. Except for a statement of change of registered office
6 or registered agent filed pursuant to section 504A.9 or
7 504A.73, and ~~an-annual~~ a biennial report filed pursuant to
8 section 504A.83, any instrument required to be filed and
9 recorded in the office of the secretary of state only, shall
10 be returned by the secretary to the corporation or its
11 representative.

12 Sec. 36. Section 504A.36, subsection 1, Code 1997, is
13 amended to read as follows:

14 1. The name of the corporation ~~and-the-effective-date-of~~
15 ~~its-incorporation,-and-its-original-name-if-different-from-the~~
16 ~~present-name.~~

17 Sec. 37. Section 504A.39, subsection 4, paragraph e,
18 unnumbered paragraph 2, Code 1997, is amended to read as
19 follows:

20 The restated articles of incorporation shall also set forth
21 a statement that they correctly set forth the provisions of
22 the articles of incorporation as ~~theretofore-or-thereby~~
23 ~~amended,~~ and that they have been duly adopted as required by
24 law ~~and-that-they-supersede-the-original-articles-of~~
25 ~~incorporation-and-all-amendments-thereto.~~

26 Sec. 38. Section 504A.53, Code 1997, is amended to read as
27 follows:

28 504A.53 INVOLUNTARY DISSOLUTION.

29 A corporation may be dissolved involuntarily by a decree of
30 the district court in an action filed by the attorney general
31 when ~~it-is~~ any of the following are established that:

32 1. The corporation has failed to file its ~~annual~~ biennial
33 report within the time required by this chapter, ~~or.~~

34 2. The corporation procured its articles of incorporation
35 through fraud, ~~or.~~

1 3. The corporation has continued to exceed or abuse the
2 authority conferred upon it by law~~er~~.

3 4. The corporation has failed for ninety days to appoint
4 and maintain a registered agent in this state~~er~~.

5 5. The corporation has failed for ninety days after change
6 of its registered agent to file in the office of the secretary
7 of state a statement of such change.

8 Sec. 39. Section 504A.54, Code 1997, is amended to read as
9 follows:

10 504A.54 NOTIFICATION TO ATTORNEY GENERAL.

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

30 If, before action is filed, the corporation files its
31 ~~annual~~ biennial report, or appoints or maintains a registered
32 agent as provided in this chapter, or files with the secretary
33 of state the required statement of change of registered agent,
34 that fact shall be forthwith certified by the secretary of
state to the attorney general and the attorney general shall

1 not file an action against the corporation for such cause.
2 If, after action is filed, the corporation files its ~~annual~~
3 biennial report, or appoints or maintains a registered agent
4 as provided in this chapter, or files with the secretary of
5 state the required statement of change of registered agent,
6 and pays the costs of the action, the action for such cause
7 shall abate.

8 Sec. 40. Section 504A.73, unnumbered paragraph 5, Code
9 1997, is amended to read as follows:

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

25 Sec. 41. Section 504A.80, Code 1997, is amended to read as
26 follows:

27 504A.80 REVOCATION OF CERTIFICATE OF AUTHORITY.

28 The certificate of authority of a foreign corporation to
29 conduct affairs in this state may be revoked by the secretary
30 of state upon the conditions prescribed in this section when
31 upon the occurrence of any of the following:

32 1. The corporation has failed to file its ~~annual~~ biennial
33 report within the time required by this chapter, or has failed
34 to pay any fees or penalties prescribed by this chapter when
35 the same fees or penalties have become due and payable~~-or.~~

1 2. The corporation has failed to appoint and maintain a
2 registered agent in this state as required by this chapter
3 ~~or~~.

4 3. The corporation has failed, after change of its
5 registered office or registered agent, to file in the office
6 of the secretary of state a statement of such change as
7 required by this chapter ~~or~~.

8 4. A misrepresentation has been made of any material
9 matter in any application, report, affidavit, or other
10 document submitted by such the corporation pursuant to this
11 chapter.

12 A certificate of authority of a foreign corporation shall
13 not be revoked by the secretary of state unless the secretary
14 has given the corporation not less than sixty days' notice by
15 mail addressed to the principal office of the corporation in
16 the state or country under the laws of which it is
17 incorporated, and the corporation fails prior to revocation to
18 file the ~~annual~~ biennial report, or pay the fees or penalties,
19 or file the required statement of change of registered agent
20 or registered office, or correct the misrepresentation.

21 Sec. 42. Section 504A.83, Code 1997, is amended to read as
22 follows:

23 504A.83 ANNUAL BIENNIAL REPORT OF DOMESTIC AND FOREIGN
24 CORPORATIONS.

25 Each domestic corporation, and each foreign corporation
26 authorized to conduct affairs in this state, shall file,
27 within the time prescribed by this chapter, ~~an annual~~ a
28 biennial report setting forth:

29 1. The name of the corporation and the state or country
30 under the laws of which it is incorporated.

31 2. The address of the registered office of the corporation
32 in this state, and the name of its registered agent or agents
33 in this state at such address, and, in the case of a foreign
34 corporation, the address of its principal office in the state
or country under the laws of which it is incorporated.

1 ~~3.--A-brief-statement-of-the-character-of-the-affairs-which~~
2 ~~the-corporation-is-actually-conducting,-or,-in-the-case-of-a~~
3 ~~foreign-corporation,-which-the-corporation-is-actually~~
4 ~~conducting-in-this-state-~~

5 4. 3. The names and respective addresses of the directors
6 ~~and-officers-of-the-corporation~~ president, secretary,
7 treasurer, and one member of the board of directors.

8 The ~~annual~~ biennial report shall be made on forms
9 prescribed and furnished by the secretary of state, and the
10 information contained in the report shall be given as of the
11 date of the execution of the report. It shall be executed by
12 the corporation by a representative duly authorized by the
13 board of directors, or, if the corporation is in the hands of
14 a receiver, trustee, or assignee for benefit of creditors, it
15 shall be executed on behalf of the corporation by the
16 receiver, trustee, or assignee.

17 Sec. 43. Section 504A.84, Code 1997, is amended to read as
18 follows:

19 504A.84 FILING OF ANNUAL BIENNIAL REPORT OF DOMESTIC AND
20 FOREIGN CORPORATIONS.

21 ~~The-annual-report-of-a-domestic-or-foreign-corporation~~
22 ~~shall-be-delivered-to-the-secretary-of-state-for-filing-in-the~~
23 ~~secretary-of-state's-office-between-the-first-day-of-May-and~~
24 ~~the-thirty-first-day-of-July-of-each-year,-except-that-the~~
25 ~~first-annual-report-of-a-domestic-or-foreign-corporation-shall~~
26 ~~be-filed-between-the-first-day-of-May-and-the-thirty-first-day~~
27 ~~of-July-of-the-year-succeeding-the-calendar-year-in-which-its~~
28 ~~certificate-of-incorporation-or-its-certificate-of-authority,~~
29 ~~as-the-case-may-be,-was-issued-by-the-secretary-of-state-~~ The
30 first biennial report of a domestic or foreign corporation
31 shall be delivered to the secretary of state between January 1
32 and April 1 of the first odd-numbered year following the
33 calendar year in which a domestic corporation was incorporated
34 or a foreign corporation was authorized to transact business.
35 Subsequent biennial reports must be delivered to the secretary

1 of state between January 1 and April 1 of the following odd-
 2 numbered calendar years. A filing fee for the biennial report
 3 shall be determined by the secretary of state. For purposes
 4 of this section, each biennial report shall contain
 5 information related to the two-year period immediately
 6 preceding the calendar year in which the report is filed.

7 The report shall be deemed filed within the required time
 8 if deposited in the United States mail with postage prepaid in
 9 a sealed envelope, properly addressed and postmarked on or
 10 prior to the thirty-first day of ~~July~~ March of the year the
 11 report is due. If the secretary of state finds that the
 12 report conforms to the requirements of this chapter, the
 13 secretary shall file the report. ~~If the secretary of state~~
 14 ~~finds that it does not so conform, the secretary shall~~
 15 ~~promptly return the report to the corporation for any~~
 16 ~~necessary corrections, in which event the penalties prescribed~~
 17 ~~for failure to file the report within the time provided shall~~
 18 ~~not apply, if the report is corrected to conform to the~~
 19 ~~requirements of this chapter, and is resubmitted to the~~
 20 ~~secretary of state within thirty days from the date on which~~
 21 ~~it was mailed to the corporation by the secretary of state.~~
 22 If a biennial report does not contain the information required
 23 by this section, the secretary of state shall promptly notify
 24 the reporting domestic or foreign corporation in writing and
 25 return the report to the corporation for correction.

26 Sec. 44. Section 504A.87, subsection 2, Code 1997, is
 27 amended to read as follows:

28 2. The corporation has not delivered ~~an annual~~ a biennial
 29 report to the secretary of state in a form that meets the
 30 requirements of section 504A.83, within sixty days after it is
 31 due.

32 Sec. 45. Section 504A.100, subsection 3, paragraph d, Code
 33 1997, is amended to read as follows:

34 d. As to foreign corporations, such instrument shall be
 delivered to the secretary of state for filing in the

1 secretary of state's office and the corporation shall at the
2 same time deliver also to the secretary of state for filing in
3 the secretary of state's office any ~~annual~~ biennial report
4 which is then due.

5 Sec. 46. Section 504A.100, subsection 8, Code 1997, is
6 amended to read as follows:

7 8. Within eight months after this chapter becomes
8 applicable to any foreign corporation pursuant to the
9 provisions of subsection 7 ~~of this section~~, the board of
10 directors of such foreign corporation shall adopt a resolution
11 designating the address of its registered office in this state
12 and the name of its registered agent or agents at such address
13 and, if the name of ~~such~~ the corporation does not comply with
14 this chapter, setting forth the name of the corporation with
15 the changes which ~~it~~ the board elects to make ~~therein~~ to the
16 name conforming to the requirements of this chapter for use in
17 this state.

18 Upon adoption of the required resolution or resolutions, an
19 instrument or instruments shall be executed by the foreign
20 corporation by its president or a vice president and by its
21 secretary or assistant secretary and verified by one of the
22 officers signing such instrument, which shall set forth the
23 name of the corporation, each resolution adopted as required
24 by the provisions of this subsection, and the date of the
25 adoption ~~thereof~~ of each resolution. ~~Such~~ The instrument
26 shall be delivered to the secretary of state for filing in the
27 secretary of state's office. Upon the filing of such
28 instrument by a foreign corporation the secretary of state
29 shall issue a certificate as to the filing of ~~such~~ the
30 instrument and deliver ~~such~~ the certificate to the corporation
31 or its representative. The secretary of state shall not file
32 any ~~annual~~ biennial report of any foreign corporation subject
33 to ~~the provisions of~~ this subsection unless and until ~~said~~ the
34 corporation has fully complied with the provisions of this
35 paragraph and, in such event, ~~such~~ the foreign corporation

1 ~~shall-be~~ is subject to the penalties prescribed in this
2 chapter for failure to file ~~such~~ the report within the time as
3 provided therefor in this chapter.

4 Sec. 47. Section 504A.100, subsection 9, Code 1997, is
5 amended by striking the subsection.

6 Sec. 48. Sections 499.50 and 504A.54, Code 1997, are
7 repealed.

8 EXPLANATION

9 This bill amends provisions relating to the general
10 operation of corporations, partnerships, and associations.

11 New section 486.44A is created and provides for the
12 correction of a document filed with the secretary of state by
13 a limited liability partnership. The partnership may correct
14 a document by preparing and filing articles of correction
15 which describe the document, specify the incorrect statement
16 or defective execution, and correct the incorrect state or
17 defective execution.

18 Code section 487.202 is amended by striking the requirement
19 that a limited partnership include the date of filing of the
20 certificate of limited partnership in a certificate of
21 amendment which amends the certificate of limited partnership.

22 Code section 487.203 is amended by striking the requirement
23 that a limited partnership include the date of filing of the
24 certificate of limited partnership in a certificate of
25 cancellation which cancels the certificate of limited
26 partnership.

27 Code section 487.206 is amended to permit the secretary of
28 state to accept for filing certain documents of a limited
29 partnership which contain a copy of a signature, however made.

30 Code section 490.122 is amended by striking the \$30 filing
31 fee for annual reports filed by a domestic or foreign
32 corporation.

33 Code section 490.1101 is amended to permit a corporation to
34 merge with one or more limited liability companies if the
members of the limited liability company approve.

1 Code section 490.1622 is amended to provide that a domestic
2 or foreign corporation's first biennial report is to be filed
3 with the secretary of state between January 1 and April 1 of
4 the first even-numbered year following the calendar year in
5 which the domestic corporation was incorporated or the foreign
6 corporation was authorized to transact business. Currently
7 such report is to be filed in the first year following the
8 calendar year in which the domestic corporation was
9 incorporated or the foreign corporation was authorized to
10 transact business. Subsequent annual reports are to be filed
11 between January 1 and April 1 of following even-numbered
12 years. The section is also amended to authorize the secretary
13 of state to establish a filing fee for the annual report.

14 Code section 490.1622 is also amended by striking language
15 which allows the secretary of state to consider a corrected
16 biennial report to be filed in a timely manner, if the
17 information required to be included in the biennial report is
18 delivered to the secretary of state within 30 days after the
19 effective date of the notice provided to the corporation that
20 the biennial report does not contain the required information.

21 Code section 490.1701 is amended to require a entity which
22 is not subject to chapter 490, but which would like to
23 voluntarily be subject to the provisions, to amend its
24 articles of incorporation to indicate that the corporation
25 adopts chapter 490 and designate the address of its initial
26 registered office and the name of its registered agent at that
27 office. Currently, the corporation must adopt a resolution
28 reciting that the corporation voluntarily adopts chapter 490
29 and the officers of the corporation must execute an instrument
30 containing certain information which is to be filed with the
31 secretary of state.

32 Code section 490A.124 is amended by increasing the filing
33 fee for a limited liability company's application for
34 reinstatement following an administrative dissolution from \$5
35 to \$25.

1 Code section 496C.21 is amended to require that the
2 biennial report of a domestic or foreign professional
3 corporation contain the name and address of one shareholder,
4 rather than each shareholder.

5 Code section 497.22 is amended to provide that the biennial
6 report which is to be filed by a cooperative association
7 organized under chapter 497 of the Code be filed in the same
8 manner as provided for a domestic or foreign corporation
9 organized under chapter 504A of the Code, the Iowa Nonprofit
10 Corporation Act. In addition to the items required under Code
11 sections 504A.83 and 504A.84, the association must also set
12 forth the total amount of business transacted, number of
13 members, total expense of operation, total amount of
14 indebtedness, and total profits or losses for each calendar or
15 fiscal year of the two-year period which ended immediately
16 preceding the first day of January of the year in which the
17 report is filed.

18 Code section 497.25 is amended by striking the requirement
19 that a notice of delinquency with respect to the filing of a
20 biennial report be sent by registered mail to each of the
21 association's officers. The bill provides that the
22 delinquency notice may be sent by mail, without specifying
23 type of delivery, to the association.

24 Code section 498.24 is amended to provide that the biennial
25 report which is to be filed by a cooperative association
26 organized under chapter 498 of the Code be filed in the same
27 manner as provided for a domestic or foreign corporation
28 organized under chapter 504A of the Code, the Iowa Nonprofit
29 Corporation Act. In addition to the items required under Code
30 sections 504A.83 and 504A.84, the association must also set
31 forth the total amount of business transacted, number of
32 members, total expense of operation, total amount of
33 indebtedness, and total profits or losses for each calendar or
34 fiscal year of the two-year period which ended immediately
preceding the first day of January of the year in which the

1 report is filed.

2 Code section 498.27 is amended by striking the requirement
3 that a notice of delinquency with respect to the filing of a
4 biennial report be sent by registered mail to each of the
5 association's officers. The bill provides that the
6 delinquency notice may be sent by mail, without specifying
7 type of delivery, to the association.

8 Code section 499.45 is amended to apply an existing fee of
9 \$20 to the filing of an application for reinstatement by a
10 cooperative association. The section is also amended to
11 provide that a cooperative association is subject to the fees
12 payable by business corporations for documents filed with the
13 secretary of state which are not provided for under the
14 section.

15 Code section 499.49 is amended to provide that the biennial
16 report which is to be filed by a cooperative association
17 organized under chapter 499 of the Code be filed in the same
18 manner as provided for a domestic or foreign corporation
19 organized under chapter 504A of the Code, the Iowa Nonprofit
20 Corporation Act. In addition to the items required under Code
21 sections 504A.83 and 504A.84, the cooperative shall also set
22 forth the number of members of the cooperative, the percentage
23 of the cooperative's business done with or for its own members
24 during each of the two preceding fiscal or calendar years, the
25 percentage of the cooperative's business done with or for each
26 class of nonmembers specified in Code section 499.3, and any
27 other information deemed necessary by the secretary of state
28 to advise the secretary whether the association is actually
29 functioning as a cooperative.

30 Code section 499.76 is amended by striking from the items
31 which may result in a proceeding for administrative
32 dissolution of a cooperative association, that the association
33 fails to pay any franchise taxes or penalties imposed under
34 chapter 499 or other law within 60 days after they are due.

35 Code section 499.78 is amended by providing that in an

1 application for reinstatement of a cooperative association
2 following administrative dissolution, the application must
3 state that the grounds for dissolution have been eliminated.
4 Currently, the application must state that the grounds have
5 been eliminated, or that the grounds did not exist.

6 Code section 501.133 is amended to provide that any person
7 or entity, subject to the limitations set forth in section
8 501.305 and subject to the cooperative's articles and bylaws,
9 is permitted to own stock, including voting stock in a
10 cooperative. Code section 501.305 provides that a person who
11 is a member owning 15 percent or more of a cooperative is not
12 eligible to be a member of any other cooperative organized
13 under chapter 501.

14 Code section 504A.36 is amended by eliminating the
15 requirement that the articles of incorporation include the
16 effective date of incorporation and its original name if
17 different from the present name.

18 Code section 504A.39 is amended by striking the requirement
19 that the restated articles of incorporation include a
20 statement that they supersede the original articles of
21 incorporation and all amendments to the original articles.

22 Code section 504A.83 is amended by striking the requirement
23 that a domestic or foreign nonprofit corporation include a
24 brief statement of the character of the affairs which the
25 corporation is actually conducting in its biennial report.
26 The section is also amended to provide that the report include
27 the names and addresses of the president, secretary,
28 treasurer, and one member of the board of directors.
29 Currently, the report must include the names and addresses of
30 the directors and officers of the corporation.

31 Code section 504A.84 is amended to provide that a domestic
32 or foreign nonprofit corporation's first biennial report is to
33 be filed with the secretary of state between January 1 and
34 April 1 of the first odd-numbered year following the calendar
year in which the domestic corporation was incorporated or the

1 foreign corporation was authorized to transact business.
2 Currently such report is to be filed in the first year
3 following the calendar year in which the domestic corporation
4 was incorporated or the foreign corporation was authorized to
5 transact business. Subsequent biennial reports are to be
6 filed between January 1 and April 1 of the following odd-
7 numbered years. The section is also amended to authorize the
8 secretary of state to establish a filing fee for the annual
9 report.

10 Code section 504A.84 is also amended by striking language
11 which would allow the secretary of state to consider a
12 corrected biennial report to be filed in a timely manner, if
13 the information required to be included in the biennial report
14 is delivered to the secretary of state within 30 days after
15 the effective date of the notice provided to the corporation
16 that the biennial report does not contain the required
17 information.

18 Code section 504A.85 is amended by establishing a fee of
19 \$20 for the filing of an application for reinstatement by a
20 nonprofit corporation.

21 Code sections 499.50 and 504A.54 are repealed. Code
22 section 499.50 requires the secretary of state to send a
23 notice of delinquency by certified mail to a cooperative
24 association failing to file a report or pay the appropriate
25 fee. Code section 504A.54 directs the secretary of state to
26 inform the attorney general of all nonprofit corporations
27 which have failed to timely file their annual reports. The
28 section provides for the commencement of dissolution
29 proceedings against such corporations.

30 A number of conforming amendments are made to sections
31 referencing the annual reports which are amended to be
32 biennial reports in this bill.

33

34

35

HOUSE FILE 637

AN ACT

RELATING TO THE GENERAL OPERATION OF CORPORATIONS,
PARTNERSHIPS, AND ASSOCIATIONS, INCLUDING PROVISIONS
RELATING TO CERTAIN FILINGS MADE BY CORPORATIONS AND
ASSOCIATIONS, THE FILING OF BIENNIAL REPORTS BY CER-
TAIN CORPORATIONS AND COOPERATIVE ASSOCIATIONS, AND
ESTABLISHING FEES.

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

Section 1. NEW SECTION. 486.44A CORRECTING FILED
DOCUMENTS.

1. A limited liability partnership may correct a document
filed by the secretary of state if the document satisfies one
or both of the following requirements:

- a. The document contains an incorrect statement.
- b. The document was defectively executed, attested,
sealed, verified, or acknowledged.

2. A document is corrected by complying with both of the
following:

a. Preparing articles of correction that satisfy all of
the following:

- (1) The articles describe the document, including its
filing date, or a copy of the document is attached to the
articles.
- (2) The articles specify the incorrect statement or manner
in which the execution was defective.
- (3) The articles correct the incorrect statement or
defective execution.

b. Delivering the articles of correction to the secretary
of state for filing.

3. Articles of correction are effective on the effective
date of the document they correct except as to persons relying
on the uncorrected document and adversely affected by the
correction. As to persons relying on the uncorrected document
and adversely affected by the correction, the articles of
correction are effective when filed by the secretary of state.

Sec. 2. Section 487.202, subsection 1, paragraph b, Code
1997, is amended by striking the paragraph.

Sec. 3. Section 487.203, subsection 2, Code 1997, is
amended by striking the subsection.

Sec. 4. Section 487.206, unnumbered paragraph 1, Code
1997, is amended to read as follows:

A signed copy of the certificate of limited partnership and
a signed copy of any certificate of amendment or cancellation
or of any judicial decree of amendment or cancellation shall
be delivered for filing and recording as provided in this
subsection. The secretary of state may accept for filing a
document containing a copy of a signature, however made. A
person who executes a certificate as an agent or fiduciary
need not exhibit evidence of that authority as a prerequisite
to filing. It is required that each document required to be
filed and recorded be:

Sec. 5. Section 490.121, subsection 1, paragraph c, Code
1997, is amended to read as follows:

c. The ~~annual~~ biennial report.

Sec. 6. Section 490.122, subsection 1, paragraph w, Code
1997, is amended by striking the paragraph.

Sec. 7. Section 490.125, subsection 2, Code 1997, is
amended to read as follows:

2. The secretary of state files a document by stamping or
otherwise endorsing "filed", together with the secretary's
name and official title and the date and time of receipt, on
both the document and the receipt for the filing fee. After

filing a document, except the ~~annual~~ biennial report required by section 490.1622, and except as provided in sections 490.503 and 490.1509, the secretary of state shall deliver the document, with the filing fee receipt, or acknowledgment of receipt if no fee is required, attached, to the domestic or foreign corporation or its representative.

Sec. 8. Section 490.128, subsection 2, paragraph d, Code 1997, is amended to read as follows:

d. That its most recent ~~annual~~ biennial report required by section 490.1622 has been filed by the secretary of state.

Sec. 9. Section 490.140, subsection 17, Code 1997, is amended to read as follows:

17. "Principal office" means the office, in or out of this state, so designated in the ~~annual~~ biennial report, where the principal executive offices of a domestic or foreign corporation are located.

Sec. 10. Section 490.141, subsection 4, Code 1997, is amended to read as follows:

4. Written notice to a domestic or foreign corporation authorized to transact business in this state may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office shown in its most recent ~~annual~~ biennial report or, in the case of a foreign corporation that has not yet delivered an ~~annual~~ biennial report, in its application for a certificate of authority.

Sec. 11. Section 490.502, subsection 4, Code 1997, is amended to read as follows:

4. A corporation may also change its registered office or registered agent in its ~~annual~~ biennial report as provided in section 490.1622.

Sec. 12. Section 490.1101, Code 1997, is amended to read as follows:

490.1101 MERGER.

1. One or more corporations may merge with or into another corporation any one or more limited liability companies or corporations if the board of directors of each corporation adopts and its shareholders, if required by section 490.1103, approve a plan of merger and if the members of each limited liability company approve a plan of merger.

2. The plan of merger must set forth all of the following:

a. The name of each corporation or limited liability company planning to merge and the name of the surviving corporation or limited liability company into which each other corporation or limited liability company plans to merge.

b. The terms and conditions of the merger.

c. The manner and basis of converting the shares or interests of each corporation or limited liability company into shares, obligations, or other securities of the surviving or any other corporation or limited liability company or into cash or other property in whole or part.

3. The plan of merger may set forth:

a. Restated articles or amendments to the articles of incorporation of the surviving corporation or restated articles or amendments to the articles of organization of the surviving limited liability company.

b. Other provisions relating to the merger.

Sec. 13. Section 490.1326, subsection 1, Code 1997, is amended to read as follows:

1. If the corporation does not take the proposed action within sixty one hundred eighty days after the date set for demanding payment and depositing share certificates, the corporation shall return the deposited certificates and release the transfer restrictions imposed on uncertificated shares.

Sec. 14. Section 490.1420, subsection 1, Code 1997, is amended to read as follows:

1. The corporation has not delivered an ~~annual~~ biennial 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~~ determined by the secretary of state, within sixty days after it is due.

Sec. 15. Section 490.1508, subsection 3, Code 1997, is amended to read as follows:

3. A corporation may also change its registered office or registered agent in its ~~annual~~ biennial report as provided in section 490.1622.

Sec. 16. Section 490.1510, subsection 2, unnumbered paragraph 1, Code 1997, is amended to read as follows:

A foreign corporation may be served by registered or certified mail, return receipt requested, addressed to the secretary of the foreign corporation at its principal office shown in its application for a certificate of authority or in its most recent ~~annual~~ biennial report if the foreign corporation meets any of the following conditions:

Sec. 17. Section 490.1530, subsection 1, Code 1997, is amended to read as follows:

1. The foreign corporation does not deliver its ~~annual~~ biennial report to the secretary of state in a form that meets the requirements of section 490.1622 within sixty days after it is due.

Sec. 18. Section 490.1531, subsection 4, Code 1997, is amended to read as follows:

4. The secretary of state's revocation of a foreign corporation's certificate of authority appoints the secretary of state the foreign corporation's agent for service of process in any proceeding based on a cause of action which arose during the time the foreign corporation was authorized to transact business in this state. Service of process on the secretary of state under this subsection is service on the foreign corporation. Upon receipt of process, the secretary of state shall mail a copy of the process to the secretary of the foreign corporation at its principal office shown in its

most recent ~~annual~~ biennial report or in any subsequent communication received from the corporation stating the current mailing address of its principal office, or, if none is on file, in its application for a certificate of authority.

Sec. 19. Section 490.1601, subsection 5, paragraph g, Code 1997, is amended to read as follows:

g. Its most recent ~~annual~~ biennial report delivered to the secretary of state under section 490.1622.

Sec. 20. Section 490.1622, Code 1997, is amended to read as follows:

490.1622 ANNUAL BIENNIAL REPORT FOR SECRETARY OF STATE.

1. Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing ~~an annual~~ a biennial report that sets forth all of the following:

- a. The name of the corporation and the state or country under whose law it is incorporated.
- b. The address of its registered office and the name of its registered agent at that office in this state, together with the consent of any new registered agent.
- c. The address of its principal office.
- d. The names and addresses of the president, secretary, treasurer, and one member of the board of directors.

2. Information in the ~~annual~~ biennial report must be current as of the first day of January of the year in which the report is due. The ~~annual~~ report shall be executed on behalf of the corporation and signed as provided in section 490.120 or by any other person authorized by the board of directors of the corporation.

3. The first ~~annual~~ biennial report shall be delivered to the secretary of state between January 1 and April 1 of the first even-numbered year following the calendar year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. Subsequent ~~annual~~ biennial reports must be delivered to the secretary of

state between January 1 and April 1 of the following even-numbered calendar years. A filing fee for the biennial report shall be determined by the secretary of state. For purposes of this section, each biennial report shall contain information related to the two-year period immediately preceding the calendar year in which the report is filed.

4. If ~~an annual~~ a biennial report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to it for correction. ~~If the report is corrected to contain the information required by this section and delivered to the secretary of state within thirty days after the effective date of notice, it is deemed to be timely filed.~~

5. The secretary of state may provide for the change of registered office or registered agent on the form prescribed by the secretary of state for the ~~annual~~ biennial report, provided that the form contains the information required in section 490.502 or 490.1508. If the secretary of state determines that ~~an annual~~ a biennial report does not contain the information required by this section but otherwise meets the requirements of section 490.502 or 490.1508 for the purpose of changing the registered office or registered agent, the secretary of state shall file the statement of change of registered office or registered agent, effective as provided in section 490.123, before returning the ~~annual~~ biennial report to the corporation as provided in this section. A statement of change of registered office or agent pursuant to this subsection shall be executed by a person authorized to execute the ~~annual~~ biennial report.

Sec. 21. Section 490.1701, subsection 3, paragraphs a and b, Code 1997, are amended by striking the paragraphs and inserting in lieu thereof the following:

a. The corporation shall amend or restate its articles of incorporation to indicate that the corporation adopts this

chapter and designate the address of its initial registered office and the name of its registered agent or agents at that office and, if the name of the corporation is not in compliance with the requirements of this chapter, change the name of the corporation to one complying with the requirements of this chapter.

Sec. 22. Section 490.1701, subsection 3, paragraph c, unnumbered paragraph 1, Code 1997, is amended to read as follows:

The instrument shall be delivered to the secretary of state for filing and recording in the secretary of state's office, and shall be filed and recorded in the office of the county recorder. The corporation shall at the time it files the instrument with the secretary of state deliver also to the secretary of state for filing in the secretary of state's office any ~~annual~~ biennial report which is then due.

Sec. 23. Section 490.1701, subsection 3, paragraph d, subparagraph (3), Code 1997, is amended to read as follows:

(3) The secretary of state shall not file the instrument with respect to a corporation unless at the time of filing the corporation is validly existing and in good standing in that office under the chapter under which it is incorporated. The corporation shall be considered validly existing and in good standing for the purpose of this chapter for a period of three months following the expiration date of the corporation, provided all ~~annual~~ biennial reports due have been filed and all fees due in connection with the ~~annual~~ biennial reports have been paid.

Sec. 24. Section 490.1701, subsection 5, paragraphs a and b, Code 1997, are amended to read as follows:

a. The office of the corporation set forth in its first ~~annual~~ biennial report filed under this chapter shall be deemed its registered office until December 31, 1990, or until it files a designation of registered office with the secretary of state, whichever is earlier.

b. The person signing the first ~~annual~~ biennial report of the corporation filed under this chapter shall be deemed the registered agent until December 31, 1990, or a statement designating a registered agent has been filed with the secretary of state, whichever is earlier.

Sec. 25. Section 496C.21, subsection 1, Code 1997, is amended to read as follows:

1. The name and address of each one shareholder.

Sec. 26. Section 497.22, Code 1997, is amended by striking the section and inserting in lieu thereof the following:

497.22 BIENNIAL REPORT.

Sections 504A.83 and 504A.84 apply to a cooperative association organized under this chapter in the same manner as those sections apply to a corporation organized under chapter 504A. In addition to the information required to be set forth in the biennial report under section 504A.83, the cooperative association shall also set forth the total amount of business transacted, number of members, total expense of operation, total amount of indebtedness, and total profits or losses for each calendar or fiscal year of the two-year period which ended immediately preceding the first day of January of the year in which the report is filed.

A cooperative association which fails to comply with this section before April 1 of the year in which the report is due is subject to a penalty of ten dollars.

Sec. 27. Section 497.25, Code 1997, is amended to read as follows:

497.25 NOTICE TO DELINQUENTS.

On or before the first day of May of the year the report is due the secretary of state shall ~~send-by-registered~~ mail to each delinquent ~~and-to-each-of-its-officers,-as-may-be disclosed-by-the-latest-records-on-file-in-the-office-of-the secretary-of-state,~~ association a notice of such delinquency and of the penalties provided in section 497.22.

Sec. 28. Section 498.24, Code 1997, is amended by striking the section and inserting in lieu thereof the following:

498.24 BIENNIAL REPORT.

Sections 504A.83 and 504A.84 apply to a cooperative association organized under this chapter in the same manner as those sections apply to a corporation organized under chapter 504A. In addition to the information required to be set forth in the biennial report under section 504A.83, the cooperative association shall also set forth the total amount of business transacted, number of members, total expense of operation, total amount of indebtedness, and total profits or losses for each calendar or fiscal year of the two-year period which ended immediately preceding the first day of January of the year in which the report is filed.

A cooperative association which fails to comply with this section before April 1 of the year in which the report is due is subject to a penalty of ten dollars.

Sec. 29. Section 498.27, Code 1997, is amended to read as follows:

498.27 NOTICE TO DELINQUENTS.

On or before the first day of May of the year the report is due the secretary of state shall ~~send-by-certified~~ mail to each delinquent ~~and-to-each-of-its-officers,-as-may-be disclosed-by-the-latest-records-on-file-in-the-office-of-the secretary-of-state,~~ association a notice of such delinquency and of the penalties provided in section 498.24.

Sec. 30. Section 499.45, Code 1997, is amended to read as follows:

499.45 FEES.

A fee of twenty dollars shall be paid to the secretary of state upon filing articles of incorporation, amendments, or renewals.

Except as provided in this section, the association shall pay the fees prescribed by section 490.122 when the documents described in that section are delivered to the secretary of state for filing.

Sec. 31. Section 499.49, Code 1997, is amended by striking the section and inserting in lieu thereof the following:

499.49 BIENNIAL REPORT.

Sections 504A.83 and 504A.84 apply to a cooperative organized under this chapter in the same manner as those sections apply to a corporation organized under chapter 504A. In addition to the information required to be set forth in the biennial report under section 504A.83, the cooperative shall also set forth the number of members of the cooperative, the percentage of the cooperative's business done with or for its own members during each of the fiscal or calendar years of the preceding two-year period, the percentage of the cooperative's business done with or for each class of nonmembers specified in section 499.3, and any other information deemed necessary by the secretary of state to advise the secretary whether the cooperative is actually functioning as a cooperative.

Sec. 32. Section 499.76, subsection 1, Code 1997, is amended by striking the subsection.

Sec. 33. Section 499.78, subsection 1, paragraph b, Code 1997, is amended to read as follows:

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

Sec. 34. Section 501.103, Code 1997, is amended to read as follows:

501.103 PERMISSIBLE MEMBERS -- LIMITED FARMING ACTIVITIES.

1. Notwithstanding section 9H.4, any person or entity, subject to the limitations set forth in section 501.305, and subject to the cooperative's articles and bylaws, is permitted to own stock, including voting stock, in a cooperative.

~~1-~~ 2. Notwithstanding section 9H.4, a cooperative may, directly or indirectly, acquire or otherwise obtain or lease agricultural land in this state, for as long as the cooperative continues to meet the following requirements:

a. Farming entities own sixty percent of the stock and are eligible to cast sixty percent of the votes at member meetings.

b. Authorized persons own at least seventy-five percent of the stock and are eligible to cast at least seventy-five percent of the votes at member meetings.

c. The cooperative does not, either directly or indirectly, acquire or otherwise obtain or lease agricultural land, if the total agricultural land either directly or indirectly owned or leased by the cooperative would then exceed six hundred forty acres.

~~2-~~ 3. A cooperative that claims that it is exempt from the restrictions of section 9H.4 pursuant to subsection ~~1~~ 2 shall file an annual report with the secretary of state on or before March 31 of each year on forms supplied by the secretary of state. The report shall be signed by the president or the vice president of the cooperative and shall contain the following:

- a. The cooperative's name and address.
- b. A certification that the cooperative meets both of the requirements of subsection ~~1~~ 2.
- c. The number of acres of agricultural land owned, leased, or held by the cooperative, including the following:
 - (1) The total number of acres in the state.
 - (2) The number of acres in each county identified by county name.
 - (3) The number of acres owned.
 - (4) The number of acres leased.
 - (5) The number of acres held other than by ownership or lease.
 - (6) The number of acres used for the production of row crops.

~~3-~~ 4. The president or the vice president of the cooperative who falsifies a report ~~shall-be~~ is guilty of perjury as provided in section 720.2.

~~4-~~ 5. In the event of a transfer of stock by operation of law as a result of death, divorce, bankruptcy, or pursuant to a security interest, the cooperative may disregard the

transfer for purposes of determining compliance with subsection ~~2~~ for a period of two years after the transfer.

Sec. 35. Section 504A.9, subsection 6, unnumbered paragraphs 5 and 6, Code 1997, are amended to read as follows:

Any registered agent of a corporation may resign as such agent upon filing a written notice ~~thereof~~ of the resignation, executed in duplicate, with the secretary of state, who shall record one copy and forthwith mail the other copy ~~thereof~~ of the notice of resignation to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent ~~annual~~ biennial report of the corporation. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice by the secretary of state.

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

Sec. 36. Section 504A.32, subsection 2, Code 1997, 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~~ a biennial 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.

Sec. 37. Section 504A.36, subsection 1, Code 1997, is amended to read as follows:

1. The name of the corporation ~~and the effective date of its incorporation, and its original name if different from the present name.~~

Sec. 38. Section 504A.39, subsection 4, paragraph e, unnumbered paragraph 2, Code 1997, is amended to read as follows:

The restated articles of incorporation shall also set forth a statement that they correctly set forth the provisions of the articles of incorporation as ~~theretofore or thereby~~ amended, and that they have been duly adopted as required by law ~~and that they supersede the original articles of incorporation and all amendments thereto.~~

Sec. 39. Section 504A.53, Code 1997, is amended to read as follows:

504A.53 INVOLUNTARY DISSOLUTION.

A corporation may be dissolved involuntarily by a decree of the district court in an action filed by the attorney general when ~~it is~~ any of the following are established ~~that:~~

1. The corporation has failed to file its ~~annual~~ biennial report within the time required by this chapter, ~~or.~~
2. The corporation procured its articles of incorporation through fraud, ~~or.~~
3. The corporation has continued to exceed or abuse the authority conferred upon it by law, ~~or.~~
4. The corporation has failed for ninety days to appoint and maintain a registered agent in this state, ~~or.~~
5. The corporation has failed for ninety days after change of its registered agent to file in the office of the secretary of state a statement of such change.

Sec. 40. Section 504A.54, Code 1997, is amended to read as follows:

504A.54 NOTIFICATION TO ATTORNEY GENERAL.

The secretary of state, on or before the first day of November of each year, shall certify to the attorney general the names of all corporations which have failed to file their annual biennial reports in accordance with this chapter. The secretary of state shall also certify, from time to time, the names of all corporations which have given other cause for dissolution as provided in this chapter, together with the facts pertinent thereto to such cause. When the secretary of state certifies the name of a corporation to the attorney general as having given any cause for dissolution, the secretary of state shall concurrently mail to the corporation at its registered office a notice that the certification has been made. Upon the receipt of the certification, the attorney general shall file an action in the name of the state against the corporation for its dissolution. A certificate from the secretary of state to the attorney general pertaining to the failure of a corporation to file ~~an-annual~~ a biennial report shall be taken and received in all courts as prima facie evidence of the facts ~~therein~~ stated in the certificate.

If, before action is filed, the corporation files its annual biennial report, or appoints or maintains a registered agent as provided in this chapter, or files with the secretary of state the required statement of change of registered agent, that fact shall be forthwith certified by the secretary of state to the attorney general and the attorney general shall not file an action against the corporation for such cause. If, after action is filed, the corporation files its annual biennial report, or appoints or maintains a registered agent as provided in this chapter, or files with the secretary of state the required statement of change of registered agent, and pays the costs of the action, the action for such cause shall abate.

Sec. 41. Section 504A.73, unnumbered paragraph 5, Code 1997, is amended to read as follows:

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

Sec. 42. Section 504A.80, Code 1997, is amended to read as follows:

504A.80 REVOCATION OF CERTIFICATE OF AUTHORITY.

The certificate of authority of a foreign corporation to conduct affairs in this state may be revoked by the secretary of state upon the conditions prescribed in this section ~~when~~ upon the occurrence of any of the following:

1. The corporation has failed to file its annual biennial report within the time required by this chapter, or has failed to pay any fees or penalties prescribed by this chapter when the same fees or penalties have become due and payable; ~~or.~~
2. The corporation has failed to appoint and maintain a registered agent in this state as required by this chapter; ~~or.~~
3. The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this chapter; ~~or.~~

4. A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such the corporation pursuant to this chapter.

A certificate of authority of a foreign corporation shall not be revoked by the secretary of state unless the secretary has given the corporation not less than sixty days' notice by mail addressed to the principal office of the corporation in the state or country under the laws of which it is incorporated, and the corporation fails prior to revocation to file the annual biennial report, or pay the fees or penalties, or file the required statement of change of registered agent or registered office, or correct the misrepresentation.

Sec. 43. Section 504A.83, Code 1997, is amended to read as follows:

504A.83 ANNUAL BIENNIAL REPORT OF DOMESTIC AND FOREIGN CORPORATIONS.

Each domestic corporation, and each foreign corporation authorized to conduct affairs in this state, shall file, within the time prescribed by this chapter, an annual a biennial report setting forth:

1. The name of the corporation and the state or country under the laws of which it is incorporated.

2. The address of the registered office of the corporation in this state, and the name of its registered agent or agents in this state at such address, and, in the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated.

~~3. A brief statement of the character of the affairs which the corporation is actually conducting, or, in the case of a foreign corporation, which the corporation is actually conducting in this state.~~

~~4. 3. The names and respective addresses of the directors and officers of the corporation president, secretary, treasurer, and one member of the board of directors.~~

The ~~annual~~ biennial report shall be made on forms prescribed and furnished by the secretary of state, and the information contained in the report shall be given as of the date of the execution of the report. It shall be executed by the corporation by a representative duly authorized by the board of directors, or, if the corporation is in the hands of a receiver, trustee, or assignee for benefit of creditors, it shall be executed on behalf of the corporation by the receiver, trustee, or assignee.

Sec. 44. Section 504A.84, Code 1997, is amended to read as follows:

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

~~The annual report of a domestic or foreign corporation shall be delivered to the secretary of state for filing in the secretary of state's office between the first day of May and the thirty-first day of July of each year, except that the first annual report of a domestic or foreign corporation shall be filed between the first day of May and the thirty-first day of July of the year succeeding the calendar year in which its certificate of incorporation or its certificate of authority, as the case may be, was issued by the secretary of state. The first biennial report of a domestic or foreign corporation shall be delivered to the secretary of state between January 1 and April 1 of the first odd-numbered year following the calendar year in which a domestic corporation was incorporated or a foreign corporation was authorized to transact business. Subsequent biennial reports must be delivered to the secretary of state between January 1 and April 1 of the following odd-numbered calendar years. A filing fee for the biennial report shall be determined by the secretary of state. For purposes of this section, each biennial report shall contain information related to the two-year period immediately preceding the calendar year in which the report is filed.~~

The report shall be deemed filed within the required time if deposited in the United States mail with postage prepaid in a sealed envelope, properly addressed and postmarked on or prior to the thirty-first day of ~~July~~ March of the year the report is due. If the secretary of state finds that the report conforms to the requirements of this chapter, the secretary shall file the report. ~~If the secretary of state finds that it does not so conform, the secretary shall promptly return the report to the corporation for any necessary corrections, in which event the penalties prescribed for failure to file the report within the time provided shall not apply, if the report is corrected to conform to the requirements of this chapter, and is resubmitted to the secretary of state within thirty days from the date on which it was mailed to the corporation by the secretary of state.~~ If a biennial report does not contain the information required by this section, the secretary of state shall promptly notify the reporting domestic or foreign corporation in writing and return the report to the corporation for correction.

Sec. 45. Section 504A.87, subsection 2, Code 1997, is amended to read as follows:

2. The corporation has not delivered ~~an annual~~ a biennial report to the secretary of state in a form that meets the requirements of section 504A.83, within sixty days after it is due.

Sec. 46. Section 504A.100, subsection 3, paragraph d, Code 1997, is amended to read as follows:

d. As to foreign corporations, such instrument shall be delivered to the secretary of state for filing in the secretary of state's office and the corporation shall at the same time deliver also to the secretary of state for filing in the secretary of state's office any ~~annual~~ biennial report which is then due.

Sec. 47. Section 504A.100, subsection 8, Code 1997, is amended to read as follows:

8. Within eight months after this chapter becomes applicable to any foreign corporation pursuant to the provisions of subsection 7 ~~of this section~~, the board of directors of such foreign corporation shall adopt a resolution designating the address of its registered office in this state and the name of its registered agent or agents at such address and, if the name of ~~such~~ the corporation does not comply with this chapter, setting forth the name of the corporation with the changes which ~~it~~ the board elects to make ~~therein to the name~~ conforming to the requirements of this chapter for use in this state.

Upon adoption of the required resolution or resolutions, an instrument or instruments shall be executed by the foreign corporation by its president or a vice president and by its secretary or assistant secretary and verified by one of the officers signing such instrument, which shall set forth the name of the corporation, each resolution adopted as required by the provisions of this subsection, and the date of the adoption ~~thereof~~ of each resolution. ~~Such~~ The instrument shall be delivered to the secretary of state for filing in the secretary of state's office. Upon the filing of such instrument by a foreign corporation the secretary of state shall issue a certificate as to the filing of ~~such~~ the instrument and deliver ~~such~~ the certificate to the corporation or its representative. The secretary of state shall not file any ~~annual~~ biennial report of any foreign corporation subject to the ~~provisions of~~ this subsection unless and until ~~said~~ the corporation has fully complied with the provisions of this paragraph and, in such event, ~~such~~ the foreign corporation ~~shall be~~ is subject to the penalties prescribed in this chapter for failure to file ~~such~~ the report within the time as provided ~~therefor~~ in this chapter.

Sec. 48. Section 504A.100, subsection 9, Code 1997, is amended by striking the subsection.

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Sec. 49. Sections 499.50 and 504A.54, Code 1997, are repealed.

RON J. CORBETT
Speaker of the House

MARY E. KRAMER
President of the Senate

I hereby certify that this bill originated in the House and is known as House File 637, Seventy-seventh General Assembly.

ELIZABETH ISAACSON
Chief Clerk of the House

Approved May 19, 1997

TERRY E. BRANSTAD
Governor

HF 637