

Lamberti  
DeLuherg  
King

SSB-3173  
State Government

Succeeded By  
SF/HF 2388

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 filing of reports with the secretary of  
2 state by corporate entities.  
3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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1 Section 1. Section 9H.9, subsection 2, Code 1999, is  
2 amended to read as follows:

3 2. The total number of hogs and the total number of cattle  
4 owned and fed more than thirty days by the processor during  
5 the preceding calendar year or fiscal year.

6 Sec. 2. NEW SECTION. 10B.4A SUSPENSION OF OTHER FILING  
7 REQUIREMENTS.

8 The secretary of state shall not prepare or distribute  
9 forms for reports or file reports otherwise required pursuant  
10 to section 9H.5A, 501.103, or 567.8. A person required to  
11 file a report pursuant to this chapter is not required to file  
12 a report under those sections.

13 Sec. 3. Section 495.3, Code 1999, is amended to read as  
14 follows:

15 495.3 ANNUAL BIENNIAL REPORT -- FEE.

16 All corporations subject to the provisions of this chapter  
17 are hereby required to pay the ~~annual~~ fee and to make the  
18 ~~annual~~ biennial report in the form and manner and at the time  
19 as specified in chapter 490.

20 Sec. 4. Section 496C.21, unnumbered paragraph 1, Code  
21 1999, is amended to read as follows:

22 Each ~~annual~~ biennial report of a professional corporation  
23 or foreign professional corporation shall, in addition to the  
24 information required by the Iowa business corporation Act, set  
25 forth:

26 Sec. 5. Section 496C.21, unnumbered paragraph 3, Code  
27 1999, is amended by striking the unnumbered paragraph, and  
28 inserting in lieu thereof the following:

29 A corporation subject to the provisions of this chapter  
30 shall pay the biennial filing fee and make the biennial report  
31 in a form and manner and at the time specified in chapter 490.

32 Sec. 6. Section 497.26, Code 1999, is amended to read as  
33 follows:

34 497.26 CANCELLATION.

35 If the ~~annual~~ biennial report required is not filed and

1 penalties paid on or before the last day of June the secretary  
2 of state shall, on the first day of July following, cancel the  
3 name of any delinquent corporation from the list of live  
4 corporations in the secretary of state's office, and enter  
5 such cancellation on the proper records.

6 Sec. 7. Section 498.28, Code 1999, is amended to read as  
7 follows:

8 498.28 CANCELLATION.

9 If the ~~annual~~ biennial report required is not filed and  
10 penalties paid on or before the last day of June the secretary  
11 of state shall, on the first day of July following, cancel the  
12 name of any delinquent corporation from the list of live  
13 corporations in the secretary of state's office, and enter  
14 such cancellation on the proper records.

15 Sec. 8. Section 499.43A, subsection 2, unnumbered  
16 paragraph 1, Code 1999, is amended to read as follows:

17 The instrument shall be filed with the secretary of state.  
18 The cooperative association shall amend its articles of  
19 incorporation pursuant to section 499.41 to comply with the  
20 provisions of this chapter. The secretary of state shall not  
21 file the instrument unless the cooperative association is in  
22 compliance with the provisions of chapter 498 at the time of  
23 filing. A cooperative association shall file ~~an-annual~~ a  
24 biennial report which is due pursuant to section 499.49. Upon  
25 filing the instrument with the secretary, all of the following  
26 shall apply:

27 Sec. 9. Section 499.53, Code 1999, is amended to read as  
28 follows:

29 499.53 QUO WARRANTO.

30 The right of an association to exist or continue under this  
31 chapter may be inquired into by the attorney general, but not  
32 otherwise. If from its ~~annual~~ biennial report or otherwise,  
33 the secretary of state is informed that it is not functioning  
34 as a cooperative, the secretary shall so notify the attorney  
35 general, who, if the attorney general finds reasonable cause

1 so to believe, shall bring action to oust it and wind up its  
2 affairs.

3 Sec. 10. Section 499.73, subsection 4, Code 1999, is  
4 amended to read as follows:

5 4. An association may also appoint or change its  
6 registered office or registered agent in its ~~annual~~ biennial  
7 report.

8 Sec. 11. Section 499.76, subsection 1, Code 1999, is  
9 amended to read as follows:

10 1. The association has not delivered ~~an-annual~~ a biennial  
11 report to the secretary of state in a form that meets the  
12 requirements of section 499.49, within sixty days after it is  
13 due.

14 Sec. 12. Section 501.106, subsection 4, Code 1999, is  
15 amended to read as follows:

16 4. A cooperative may also change its registered office or  
17 registered agent in its ~~annual~~ biennial report.

18 Sec. 13. Section 501.701, subsection 5, paragraph g, Code  
19 Supplement 1999, is amended to read as follows:

20 g. Its most recent ~~annual~~ biennial report delivered to the  
21 secretary of state under section 501.713.

22 Sec. 14. Section 501.713, subsection 1, unnumbered  
23 paragraph 1, Code Supplement 1999, is amended to read as  
24 follows:

25 Each cooperative authorized to transact business in this  
26 state shall deliver to the secretary of state for filing an  
27 ~~annual~~ a biennial report that sets forth all of the following:

28 Sec. 15. Section 501.713, subsections 2 through 5, Code  
29 Supplement 1999, are amended to read as follows:

30 2. Information in the ~~annual~~ biennial report must be  
31 current as of the first day of January of the year in which  
32 the report is due. The report shall be executed on behalf of  
33 the cooperative and signed as provided in section 501.105 or  
34 by any other person authorized by the board of directors of  
35 the cooperative.

1 3. The first ~~annual~~ biennial report shall be delivered to  
 2 the secretary of state between January 1 and April 1 of the  
 3 first even-numbered year following the calendar year in which  
 4 a cooperative was organized. Subsequent ~~annual~~ biennial  
 5 reports must be delivered to the secretary of state between  
 6 January 1 and April 1 of the following even-numbered calendar  
 7 years. A filing fee for the ~~annual~~ biennial report shall be  
 8 determined by the secretary of state.

9 4. If ~~an-annual~~ a biennial report does not contain the  
 10 information required by this section, the secretary of state  
 11 shall promptly notify the reporting cooperative in writing and  
 12 return the report to the cooperative for correction.

13 5. The secretary of state may provide for the change of  
 14 registered office or registered agent on the form prescribed  
 15 by the secretary of state for the ~~annual~~ biennial report,  
 16 provided that the form contains the information required in  
 17 section 501.106. If the secretary of state determines that ~~an~~  
 18 ~~annual~~ a biennial report does not contain the information  
 19 required by this section but otherwise meets the requirements  
 20 of section 501.106 for the purpose of changing the registered  
 21 office or registered agent, the secretary of state shall file  
 22 the statement of change of registered office or registered  
 23 agent, effective as provided in section 501.105, before  
 24 returning the ~~annual~~ biennial report to the cooperative as  
 25 provided in this section. A statement of change of registered  
 26 office or agent pursuant to this subsection shall be executed  
 27 by a person authorized to execute the ~~annual~~ biennial report.

28 Sec. 16. Section 501.811, subsection 1, Code 1999, is  
 29 amended to read as follows:

30 1. The cooperative has not delivered ~~an-annual~~ a biennial  
 31 report to the secretary of state in a form that meets the  
 32 requirements of section 501.713, within sixty days after it is  
 33 due, or has not paid the filing fee as determined by the  
 34 secretary of state, within sixty days after it is due.

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EXPLANATION

1 This bill amends a number of provisions which provide for  
2 filing reports with the secretary of state.

3 The bill amends Code section 9H.9, which provides for the  
4 filing of reports by meat processors regarding the number of  
5 head of livestock fed and slaughtered. Generally, the reports  
6 must be filed for the processor's calendar or fiscal year.  
7 Subsection 2 of Code section 9H.9 currently requires that the  
8 processor file information about the total number of hogs and  
9 cattle owned and fed more than 30 days by the processor during  
10 the preceding calendar year. This bill provides that the  
11 information may be based on a calendar or fiscal year,  
12 consistent with the other provisions.

13 Prior to 1998, a number of different Code chapters required  
14 persons to file reports with the secretary of state. Several  
15 of these chapters required reports to be filed by corporate  
16 entities holding agricultural land in this state. Code  
17 section 9H.5A required reports to be filed by corporations,  
18 including authorized corporations; limited partnerships;  
19 trusts; and limited liability companies. Code section 501.103  
20 required reports to be filed by cooperative corporations (now  
21 referred to as "cooperatives"). Code section 567.8 required  
22 reports to be filed by nonresident aliens, foreign businesses,  
23 and foreign governments. In 1998, the general assembly  
24 enacted House File 2335, which combined these reporting  
25 requirements into several provisions in Code chapter 10B. The  
26 Act also provided that reporting requirements under those  
27 other chapters were suspended until July 1, 2000. This bill  
28 provides that the reporting requirements found in the other  
29 chapters are permanently suspended.

30 In 1997, the general assembly enacted House File 637 (1997  
31 Iowa Acts, ch. 171), which provided that a number of corporate  
32 entities organized under various provisions of the Code were  
33 required to file reports with the secretary of state on a  
34 biennial rather than annual basis. However, the Act did not  
35 change the filing requirement for all corporate entities, and

1 it did not amend provisions in all chapters where biennial  
2 filing was required.

3 This bill changes the reporting requirement for foreign  
4 public utility corporations organized under Code chapter 495  
5 and professional corporations and foreign professional  
6 corporations organized under Code chapter 496C. The bill  
7 requires biennial reporting for those entities.

8 This bill amends various sections in chapters where  
9 biennial reporting is required in order to provide consistency  
10 with other provisions in the chapters. Thus, the bill amends  
11 provisions governing cooperative associations organized under  
12 Code chapters 497, 498, and 499, to require biennial rather  
13 than annual reporting in all relevant sections.

14 In 1996, the general assembly enacted Senate File 2135  
15 (1996 Iowa Acts, ch. 1010), which created cooperative  
16 corporations eligible to hold agricultural land. The Act  
17 provided for the filing of annual reports with the secretary  
18 of state. In 1998, the general assembly amended the chapter  
19 in Senate File 2404 (1998 Iowa Acts, ch. 1152). That Act  
20 changed the name of these entities to simply cooperatives and  
21 made a number of other changes based on provisions in Code  
22 chapter 490 governing corporations. The Act provided for the  
23 filing of an annual report, but also referred to a biennial  
24 report requirement. In 1999, the general assembly enacted  
25 Senate File 102 (1999 Iowa Acts, ch. 96), the nonsubstantive  
26 Code editor's bill. The Act corrected the reference to an  
27 annual report.

28 This bill provides that reports filed by cooperatives under  
29 Code chapter 501 must also be filed on a biennial basis.

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Memo

To: Members of the General Assembly

FROM: Secretary of State Chet Culver

DATE: February 11, 2000

Re: Business Services Technical/Corrective Code Changes

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Iowa Code section 9H.9(2) provides for the filing of reports by beef and pork processors. This amendment simply makes subsection 2 consistent with the other subsections of 9H.9 in terms of the period of reporting.

Before 1998, three different code chapters required reporting entities to file different annual agricultural reports with the secretary of state. In 1998, the general assembly enacted House File 2335, which suspended these annual agricultural reporting requirements until July 1, 2000. The three reports were merged into a consolidated report under chapter 10B. This bill provides that the three individual annual agricultural reporting requirements be permanently suspended, and reporting remains combined under chapter 10B.

In 1997, the general assembly enacted House File 637 (1997 Iowa Acts, ch. 171), which provided that a number of business entities organized under various Code chapters were required to file reports with the secretary of state on a biennial, rather than annual, basis. The Act did not, however, change the filing requirements for certain other business entities as intended (chapters 495 and 496C), nor did it consistently amend all provisions in those chapters requiring biennial reporting (chapters 497, 498, 499 and 501). This bill amends the Code to provide consistency for biennial filing of reports.



H-3/9/00 State Gov  
H 3/12/00 Do Pass

FILED FEB 28 '00

SENATE FILE **2388**  
BY COMMITTEE ON STATE  
GOVERNMENT

(SUCCESSOR TO SSB 3173)

Passed Senate, Date <sup>(P.572)</sup> 3/8/00 Passed House, <sup>(P.899)</sup> Date 3/22/00  
Vote: Ayes 49 Nays 0 Vote: Ayes 98 Nays 0  
Approved 3/30/00

**A BILL FOR**

1 An Act relating to the filing of reports with the secretary of  
2 state by corporate entities.

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

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SF 2388

1 Section 1. Section 9H.9, subsection 2, Code 1999, is  
2 amended to read as follows:

3 2. The total number of hogs and the total number of cattle  
4 owned and fed more than thirty days by the processor during  
5 the preceding calendar year or fiscal year.

6 Sec. 2. NEW SECTION. 10B.4A SUSPENSION OF OTHER FILING  
7 REQUIREMENTS.

8 The secretary of state shall not prepare or distribute  
9 forms for reports or file reports otherwise required pursuant  
10 to section 9H.5A, 501.103, or 567.8. A person required to  
11 file a report pursuant to this chapter is not required to file  
12 a report under those sections.

13 Sec. 3. Section 495.3, Code 1999, is amended to read as  
14 follows:

15 495.3 ANNUAL BIENNIAL REPORT -- FEE.

16 All corporations subject to the provisions of this chapter  
17 are hereby required to pay the ~~annual~~ fee and to make the  
18 ~~annual~~ biennial report in the form and manner and at the time  
19 as specified in chapter 490.

20 Sec. 4. Section 496C.21, unnumbered paragraph 1, Code  
21 1999, is amended to read as follows:

22 Each ~~annual~~ biennial report of a professional corporation  
23 or foreign professional corporation shall, in addition to the  
24 information required by the Iowa business corporation Act, set  
25 forth:

26 Sec. 5. Section 496C.21, unnumbered paragraph 3, Code  
27 1999, is amended by striking the unnumbered paragraph, and  
28 inserting in lieu thereof the following:

29 A corporation subject to the provisions of this chapter  
30 shall pay the biennial filing fee and make the biennial report  
31 in a form and manner and at the time specified in chapter 490.

32 Sec. 6. Section 497.26, Code 1999, is amended to read as  
33 follows:

34 497.26 CANCELLATION.

35 If the ~~annual~~ biennial report required is not filed and

1 penalties paid on or before the last day of June the secretary  
2 of state shall, on the first day of July following, cancel the  
3 name of any delinquent corporation from the list of live  
4 corporations in the secretary of state's office, and enter  
5 such cancellation on the proper records.

6 Sec. 7. Section 498.28, Code 1999, is amended to read as  
7 follows:

8 498.28 CANCELLATION.

9 If the ~~annual~~ biennial report required is not filed and  
10 penalties paid on or before the last day of June the secretary  
11 of state shall, on the first day of July following, cancel the  
12 name of any delinquent corporation from the list of live  
13 corporations in the secretary of state's office, and enter  
14 such cancellation on the proper records.

15 Sec. 8. Section 499.43A, subsection 2, unnumbered  
16 paragraph 1, Code 1999, is amended to read as follows:

17 The instrument shall be filed with the secretary of state.  
18 The cooperative association shall amend its articles of  
19 incorporation pursuant to section 499.41 to comply with the  
20 provisions of this chapter. The secretary of state shall not  
21 file the instrument unless the cooperative association is in  
22 compliance with the provisions of chapter 498 at the time of  
23 filing. A cooperative association shall file ~~an-annual~~ a  
24 biennial report which is due pursuant to section 499.49. Upon  
25 filing the instrument with the secretary, all of the following  
26 shall apply:

27 Sec. 9. Section 499.53, Code 1999, is amended to read as  
28 follows:

29 499.53 QUO WARRANTO.

30 The right of an association to exist or continue under this  
31 chapter may be inquired into by the attorney general, but not  
32 otherwise. If from its ~~annual~~ biennial report or otherwise,  
33 the secretary of state is informed that it is not functioning  
34 as a cooperative, the secretary shall so notify the attorney  
35 general, who, if the attorney general finds reasonable cause

1 so to believe, shall bring action to oust it and wind up its  
2 affairs.

3 Sec. 10. Section 499.73, subsection 4, Code 1999, is  
4 amended to read as follows:

5 4. An association may also appoint or change its  
6 registered office or registered agent in its ~~annual~~ biennial  
7 report.

8 Sec. 11. Section 499.76, subsection 1, Code 1999, is  
9 amended to read as follows:

10 1. The association has not delivered ~~an-annual~~ a biennial  
11 report to the secretary of state in a form that meets the  
12 requirements of section 499.49, within sixty days after it is  
13 due.

14 Sec. 12. Section 501.106, subsection 4, Code 1999, is  
15 amended to read as follows:

16 4. A cooperative may also change its registered office or  
17 registered agent in its ~~annual~~ biennial report.

18 Sec. 13. Section 501.701, subsection 5, paragraph g, Code  
19 Supplement 1999, is amended to read as follows:

20 g. Its most recent ~~annual~~ biennial report delivered to the  
21 secretary of state under section 501.713.

22 Sec. 14. Section 501.713, subsection 1, unnumbered  
23 paragraph 1, Code Supplement 1999, is amended to read as  
24 follows:

25 Each cooperative authorized to transact business in this  
26 state shall deliver to the secretary of state for filing an  
27 ~~annual~~ a biennial report that sets forth all of the following:

28 Sec. 15. Section 501.713, subsections 2 through 5, Code  
29 Supplement 1999, are amended to read as follows:

30 2. Information in the ~~annual~~ biennial report must be  
31 current as of the first day of January of the year in which  
32 the report is due. The report shall be executed on behalf of  
33 the cooperative and signed as provided in section 501.105 or  
34 by any other person authorized by the board of directors of  
35 the cooperative.

1 3. The first ~~annual~~ biennial report shall be delivered to  
2 the secretary of state between January 1 and April 1 of the  
3 first even-numbered year following the calendar year in which  
4 a cooperative was organized. Subsequent ~~annual~~ biennial  
5 reports must be delivered to the secretary of state between  
6 January 1 and April 1 of the following even-numbered calendar  
7 years. A filing fee for the ~~annual~~ biennial report shall be  
8 determined by the secretary of state.

9 4. If ~~an-annual~~ a biennial report does not contain the  
10 information required by this section, the secretary of state  
11 shall promptly notify the reporting cooperative in writing and  
12 return the report to the cooperative for correction.

13 5. The secretary of state may provide for the change of  
14 registered office or registered agent on the form prescribed  
15 by the secretary of state for the ~~annual~~ biennial report,  
16 provided that the form contains the information required in  
17 section 501.106. If the secretary of state determines that ~~an~~  
18 ~~annual~~ a biennial report does not contain the information  
19 required by this section but otherwise meets the requirements  
20 of section 501.106 for the purpose of changing the registered  
21 office or registered agent, the secretary of state shall file  
22 the statement of change of registered office or registered  
23 agent, effective as provided in section 501.105, before  
24 returning the ~~annual~~ biennial report to the cooperative as  
25 provided in this section. A statement of change of registered  
26 office or agent pursuant to this subsection shall be executed  
27 by a person authorized to execute the ~~annual~~ biennial report.

28 Sec. 16. Section 501.811, subsection 1, Code 1999, is  
29 amended to read as follows:

30 1. The cooperative has not delivered ~~an-annual~~ a biennial  
31 report to the secretary of state in a form that meets the  
32 requirements of section 501.713, within sixty days after it is  
33 due, or has not paid the filing fee as determined by the  
34 secretary of state, within sixty days after it is due.

35 EXPLANATION

1 This bill amends a number of provisions which provide for  
2 filing reports with the secretary of state.

3 The bill amends Code section 9H.9, which provides for the  
4 filing of reports by meat processors regarding the number of  
5 head of livestock fed and slaughtered. Generally, the reports  
6 must be filed for the processor's calendar or fiscal year.  
7 Subsection 2 of Code section 9H.9 currently requires that the  
8 processor file information about the total number of hogs and  
9 cattle owned and fed more than 30 days by the processor during  
10 the preceding calendar year. This bill provides that the  
11 information may be based on a calendar or fiscal year,  
12 consistent with the other provisions.

13 Prior to 1998, a number of different Code chapters required  
14 persons to file reports with the secretary of state. Several  
15 of these chapters required reports to be filed by corporate  
16 entities holding agricultural land in this state. Code  
17 section 9H.5A required reports to be filed by corporations,  
18 including authorized corporations; limited partnerships;  
19 trusts; and limited liability companies. Code section 501.103  
20 required reports to be filed by cooperative corporations (now  
21 referred to as "cooperatives"). Code section 567.8 required  
22 reports to be filed by nonresident aliens, foreign businesses,  
23 and foreign governments. In 1998, the general assembly  
24 enacted House File 2335, which combined these reporting  
25 requirements into several provisions in Code chapter 10B. The  
26 Act also provided that reporting requirements under those  
27 other chapters were suspended until July 1, 2000. This bill  
28 provides that the reporting requirements found in the other  
29 chapters are permanently suspended.

30 In 1997, the general assembly enacted House File 637 (1997  
31 Iowa Acts, ch. 171), which provided that a number of corporate  
32 entities organized under various provisions of the Code were  
33 required to file reports with the secretary of state on a  
34 biennial rather than annual basis. However, the Act did not  
35 change the filing requirement for all corporate entities, and

1 it did not amend provisions in all chapters where biennial  
2 filing was required.

3 This bill changes the reporting requirement for foreign  
4 public utility corporations organized under Code chapter 495  
5 and professional corporations and foreign professional  
6 corporations organized under Code chapter 496C. The bill  
7 requires biennial reporting for those entities.

8 This bill amends various sections in chapters where  
9 biennial reporting is required in order to provide consistency  
10 with other provisions in the chapters. Thus, the bill amends  
11 provisions governing cooperative associations organized under  
12 Code chapters 497, 498, and 499, to require biennial rather  
13 than annual reporting in all relevant sections.

14 In 1996, the general assembly enacted Senate File 2135  
15 (1996 Iowa Acts, ch. 1010), which created cooperative  
16 corporations eligible to hold agricultural land. The Act  
17 provided for the filing of annual reports with the secretary  
18 of state. In 1998, the general assembly amended the chapter  
19 in Senate File 2404 (1998 Iowa Acts, ch. 1152). That Act  
20 changed the name of these entities to simply cooperatives and  
21 made a number of other changes based on provisions in Code  
22 chapter 490 governing corporations. The Act provided for the  
23 filing of an annual report, but also referred to a biennial  
24 report requirement. In 1999, the general assembly enacted  
25 Senate File 102 (1999 Iowa Acts, ch. 96), the nonsubstantive  
26 Code editor's bill. The Act corrected the reference to an  
27 annual report.

28 This bill provides that reports filed by cooperatives under  
29 Code chapter 501 must also be filed on a biennial basis.

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SENATE FILE 2388

AN ACT

RELATING TO THE FILING OF REPORTS WITH THE SECRETARY OF  
STATE BY CORPORATE ENTITIES.

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

Section 1. Section 9H.9, subsection 2, Code 1999, is amended to read as follows:

2. The total number of hogs and the total number of cattle owned and fed more than thirty days by the processor during the preceding calendar year or fiscal year.

Sec. 2. NEW SECTION. 10B.4A SUSPENSION OF OTHER FILING REQUIREMENTS.

The secretary of state shall not prepare or distribute forms for reports or file reports otherwise required pursuant to section 9H.5A, 501.103, or 567.8. A person required to file a report pursuant to this chapter is not required to file a report under those sections.

Sec. 3. Section 495.3, Code 1999, is amended to read as follows:

495.3 ANNUAL BIENNIAL REPORT -- FEE.

All corporations subject to the provisions of this chapter are hereby required to pay the annual fee and to make the annual biennial report in the form and manner and at the time as specified in chapter 490.

Sec. 4. Section 496C.21, unnumbered paragraph 1, Code 1999, is amended to read as follows:

Each annual biennial report of a professional corporation or foreign professional corporation shall, in addition to the information required by the Iowa business corporation Act, set forth:

Sec. 5. Section 496C.21, unnumbered paragraph 3, Code 1999, is amended by striking the unnumbered paragraph, and

inserting in lieu thereof the following:

A corporation subject to the provisions of this chapter shall pay the biennial filing fee and make the biennial report in a form and manner and at the time specified in chapter 490.

Sec. 6. Section 497.26, Code 1999, is amended to read as follows:

497.26 CANCELLATION.

If the annual biennial report required is not filed and penalties paid on or before the last day of June the secretary of state shall, on the first day of July following, cancel the name of any delinquent corporation from the list of live corporations in the secretary of state's office, and enter such cancellation on the proper records.

Sec. 7. Section 498.28, Code 1999, is amended to read as follows:

498.28 CANCELLATION.

If the annual biennial report required is not filed and penalties paid on or before the last day of June the secretary of state shall, on the first day of July following, cancel the name of any delinquent corporation from the list of live corporations in the secretary of state's office, and enter such cancellation on the proper records.

Sec. 8. Section 499.43A, subsection 2, unnumbered paragraph 1, Code 1999, is amended to read as follows:

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



Sec. 9. Section 499.53, Code 1999, is amended to read as follows:

499.53 QUO WARRANTO.

The right of an association to exist or continue under this chapter may be inquired into by the attorney general, but not otherwise. If from its annual biennial report or otherwise, the secretary of state is informed that it is not functioning as a cooperative, the secretary shall so notify the attorney general, who, if the attorney general finds reasonable cause so to believe, shall bring action to oust it and wind up its affairs.

Sec. 10. Section 499.73, subsection 4, Code 1999, is amended to read as follows:

4. An association may also appoint or change its registered office or registered agent in its annual biennial report.

Sec. 11. Section 499.76, subsection 1, Code 1999, is amended to read as follows:

1. The association has not delivered an-annual a biennial report to the secretary of state in a form that meets the requirements of section 499.49, within sixty days after it is due.

Sec. 12. Section 501.106, subsection 4, Code 1999, is amended to read as follows:

4. A cooperative may also change its registered office or registered agent in its annual biennial report.

Sec. 13. Section 501.701, subsection 5, paragraph g, Code Supplement 1999, is amended to read as follows:

g. Its most recent annual biennial report delivered to the secretary of state under section 501.713.

Sec. 14. Section 501.713, subsection 1, unnumbered paragraph 1, Code Supplement 1999, is amended to read as follows:

Each cooperative 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:

Sec. 15. Section 501.713, subsections 2 through 5, Code Supplement 1999, are amended to read as follows:

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 report shall be executed on behalf of the cooperative and signed as provided in section 501.105 or by any other person authorized by the board of directors of the cooperative.

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 cooperative was organized. 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 annual biennial report shall be determined by the secretary of state.

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 cooperative in writing and return the report to the cooperative for correction.

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 501.106. If the secretary of state determines that an annual a biennial report does not contain information required by this section but otherwise meets the requirements of section 501.106 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 501.105, before returning the annual biennial report to the cooperative 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. 16. Section 501.811, subsection 1, Code 1999, is amended to read as follows:

1. The cooperative has not delivered ~~an annual~~ a biennial report to the secretary of state in a form that meets the requirements of section 501.713, within sixty days after it is due, or has not paid the filing fee as determined by the secretary of state, within sixty days after it is due.

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MARY E. KRAMER  
President of the Senate

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BRENT SIEGRIST  
Speaker of the House

I hereby certify that this bill originated in the Senate and is known as Senate File 2388, Seventy-eighth General Assembly.

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MICHAEL E. MARSHALL  
Secretary of the Senate

Approved 3/30, 2000

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THOMAS J. VILSACK  
Governor