

Senate Study Bill 3165 - Introduced

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

A BILL FOR

1 An Act providing for certain business entities acting under
2 the jurisdiction of the secretary of state by providing for
3 the removal of information from a filing based on a sworn
4 affidavit and administrative dissolution based on the response
5 to interrogatories.

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

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DIVISION I
PARTNERSHIPS

Section 1. Section 486A.1205, subsection 1, Code 2026, is amended to read as follows:

1. If Except as provided in subsection 5, if a document delivered to the office of the secretary of state for filing satisfies the requirements of section 486A.1201, the secretary of state shall file it and issue any necessary certificate.

Sec. 2. Section 486A.1205, Code 2026, is amended by adding the following new subsection:

NEW SUBSECTION. 5. a. The secretary of state may require a document to be delivered by mail or in person if the secretary of state receives credible information that the document is being submitted for filing fraudulently or may be used to accomplish a fraudulent, criminal, or unlawful purpose.

b. As used in paragraph "a", "*credible information*" means any of the following:

- (1) An affidavit of unauthorized use as provided in section 486A.1214A.
- (2) Information provided to the secretary of state by another government agency.
- (3) Information collected by the secretary of state from a credible third-party data set.

Sec. 3. NEW SECTION. **486A.1214A Statement of removal — removal of information not authorized to be provided.**

1. a. A person whose name, street address, mailing address, or email address has, without that person's authorization, been provided to the secretary of state as that of the registered agent or of the principal office in a partnership's filing may deliver to the secretary of state a notarized, sworn affidavit of unauthorized use that does all of the following:

- (1) Identifies the partnership registration by name and business number.
- (2) Indicates the affiant's mailing address.
- (3) States that neither the affiant nor any agent of the

1 affiant has authorized the filing identifying the affiant as
2 the registered agent, providing the affiant's street address
3 or mailing address as an address of the registered agent or
4 principal office, or providing the affiant's email address as
5 that of the registered agent.

6 b. The affiant shall specify in the affidavit of unauthorized
7 use the information that was not authorized to be provided.

8 c. The secretary of state may reject an affidavit that is
9 incomplete or that the secretary of state believes was delivered
10 to the secretary of state with the intent to harass or defraud
11 the partnership or the individual named as affiant.

12 d. The office of the secretary of state shall adopt an
13 affidavit of unauthorized use form in accordance with this
14 section.

15 2. The secretary of state shall conduct an administrative
16 review to determine whether the filing was authorized to identify
17 the stated information as applicable.

18 3. If the secretary of state concludes that the filing was
19 not authorized to provide the information identified in the
20 affidavit, the secretary of state shall promptly file a statement
21 of removal with respect to the identified information, and shall
22 promptly cause the identified information to cease to be listed
23 as identified for the partnership.

24 4. The secretary of state shall not charge a fee for the
25 filing of an affidavit of unauthorized use under subsection 1 or
26 a statement of removal under subsection 3. The filing office
27 shall not return any fee paid for filing the partnership filing
28 identified in the affidavit.

29 5. Upon filing a statement of removal, the secretary of state
30 shall send to the principal office address or registered agent's
31 mailing address on record for the partnership, if any, a notice
32 stating that the statement of removal has been filed and is
33 effective immediately. The notice shall also state that the
34 partnership is without a registered agent or registered agent
35 address, as applicable.

1 6. The secretary of state shall adopt rules pursuant to
2 chapter 17A necessary or desirable to administer this section.

3 Sec. 4. NEW SECTION. **486A.1214B Interrogatories.**

4 1. a. The secretary of state may serve one or more
5 written interrogatories regarding any matter that pertains to a
6 partnership and that is within the purview of the secretary of
7 state if the secretary of state receives credible information
8 that a partnership is being used to accomplish a fraudulent,
9 criminal, or unlawful purpose.

10 b. As used in paragraph "a", "credible information" means any
11 of the following:

12 (1) An affidavit of unauthorized use as provided in section
13 486A.1214A.

14 (2) Information provided to the secretary of state by another
15 government agency.

16 (3) Information collected by the secretary of state from a
17 credible third-party data set.

18 2. The secretary of state shall serve such interrogatories
19 on the partnership that is the subject of the interrogatories
20 by mail at the address of the registered agent that appears on
21 the secretary of state's records at the time the information
22 required by subsection 1 is received, or if the partnership
23 has no registered agent, at the partnership's principal office
24 address shown on the partnership's most recent filing.

25 3. The interrogatories must be answered by a person with
26 the authority to answer on behalf of the partnership that
27 is the subject of the interrogatories. Each interrogatory
28 must be answered in writing separately and in a manner that
29 is responsive to the interrogatory. The declaration on the
30 completed interrogatories form must be signed by a person with
31 the authority to sign on behalf of the partnership.

32 4. To be considered responsive, the completed and signed
33 interrogatories form must be received by the secretary of state
34 by mail or in-person delivery within twenty-one calendar days
35 after the form was mailed.

1 5. A response to any interrogatory that indicates to the
2 secretary of state that the partnership violated any provision
3 of this chapter constitutes the partnership's concession to such
4 violation.

5 6. A failure to respond to any interrogatory within the
6 allotted time constitutes the partnership's concession that the
7 partnership violated a provision or provisions of this chapter
8 that are the subjects of the interrogatories.

9 7. If the secretary of state receives a response to each
10 interrogatory that indicates to the secretary of state that the
11 partnership has not violated any provision of this chapter, the
12 secretary of state shall take no action.

13 8. The secretary of state shall adopt rules pursuant to
14 chapter 17A necessary or desirable to administer this section.

15 DIVISION II

16 LIMITED PARTNERSHIPS

17 Sec. 5. Section 488.206, subsection 1, unnumbered paragraph
18 1, Code 2026, is amended to read as follows:

19 A record authorized or required to be delivered to the
20 secretary of state for filing under this chapter must be
21 captioned to describe the record's purpose, contain the
22 information required by this chapter but may include other
23 information as well, and be in a medium permitted by the
24 secretary of state. The document must be typewritten or printed.
25 If the document is electronically transmitted, it must be in a
26 format that can be retrieved or reproduced in typewritten or
27 printed form. The document must be delivered to the office of
28 the secretary of state for filing. Delivery may be made by
29 electronic transmission if and to the extent permitted by the
30 secretary of state. The secretary of state may adopt rules
31 for the electronic filing of documents and the certification of
32 electronically filed documents. If it is filed in typewritten or
33 printed form and not transmitted electronically, the secretary of
34 state may require an exact or conformed copy to be delivered with
35 the document. ~~Unless~~ Except as provided in subsection 6, unless

1 the secretary of state determines that a record does not comply
2 with the filing requirements of this chapter, and if all filing
3 fees have been paid, the secretary of state shall file the record
4 and perform all of the following:

5 Sec. 6. Section 488.206, Code 2026, is amended by adding the
6 following new subsection:

7 NEW SUBSECTION. 6. a. The secretary of state may require a
8 record to be delivered by mail or in person if the secretary
9 of state receives credible information that the record is being
10 submitted for filing fraudulently or may be used to accomplish a
11 fraudulent, criminal, or unlawful purpose.

12 b. As used in paragraph "a", "credible information" means any
13 of the following:

14 (1) An affidavit of unauthorized use as provided in section
15 488.210A.

16 (2) Information provided to the secretary of state by another
17 government agency.

18 (3) Information collected by the secretary of state from a
19 credible third-party data set.

20 Sec. 7. NEW SECTION. **488.210A Statement of removal —**
21 **removal of information not authorized to be provided.**

22 1. a. A person whose name, street address, mailing address,
23 or email address has, without that person's authorization, been
24 provided to the secretary of state as that of the registered
25 agent or of the principal office in a limited partnership's
26 filing may deliver to the secretary of state a notarized, sworn
27 affidavit of unauthorized use that does all of the following:

28 (1) Identifies the limited partnership registration by name
29 and business number.

30 (2) Indicates the affiant's mailing address.

31 (3) States that neither the affiant nor any agent of the
32 affiant has authorized the filing identifying the affiant as
33 the registered agent, providing the affiant's street address
34 or mailing address as an address of the registered agent or
35 principal office, or providing the affiant's email address as

1 that of the registered agent.

2 b. The affiant shall specify in the affidavit of unauthorized
3 use the information that was not authorized to be provided.

4 c. The secretary of state may reject an affidavit of
5 unauthorized use that is incomplete or that the secretary of
6 state believes was delivered to the secretary of state with
7 the intent to harass or defraud the limited partnership or the
8 individual named as affiant.

9 d. The office of the secretary of state shall adopt an
10 affidavit of unauthorized use form in accordance with this
11 section.

12 2. The secretary of state shall conduct an administrative
13 review to determine whether the filing was authorized to identify
14 the stated information as applicable.

15 3. If the secretary of state concludes that the filing was
16 not authorized to provide the information identified in the
17 affidavit, the secretary of state shall promptly file a statement
18 of removal with respect to the identified information, and shall
19 promptly cause the identified information to cease to be listed
20 as identified for the limited partnership.

21 4. The secretary of state shall not charge a fee for the
22 filing of an affidavit of unauthorized use under subsection 1 or
23 a statement of removal under subsection 3. The filing office
24 shall not return any fee paid for filing the limited partnership
25 filing identified in the affidavit.

26 5. Upon filing a statement of removal, the secretary of state
27 shall send to the principal office address or registered agent's
28 mailing address on record for the limited partnership, if any, a
29 notice stating that the statement of removal has been filed and
30 is effective immediately. The notice shall also state that the
31 limited partnership is without a registered agent or registered
32 agent address, as applicable.

33 6. The secretary of state shall adopt rules pursuant to
34 chapter 17A necessary or desirable to administer this section.

35 Sec. 8. NEW SECTION. **488.210B Interrogatories.**

1 1. a. The secretary of state may serve one or more written
2 interrogatories regarding any matter that pertains to a limited
3 partnership and that is within the purview of the secretary of
4 state if the secretary of state receives credible information
5 that a limited partnership is being used to accomplish a
6 fraudulent, criminal, or unlawful purpose.

7 b. As used in paragraph "a", "*credible information*" means any
8 of the following:

9 (1) An affidavit of unauthorized use as provided in section
10 488.210A.

11 (2) Information provided to the secretary of state by another
12 government agency.

13 (3) Information collected by the secretary of state from a
14 credible third-party data set.

15 2. The secretary of state shall serve such interrogatories
16 on the limited partnership that is the subject of the
17 interrogatories by mail at the address of the registered agent
18 that appears on the secretary of state's records at the
19 time the information required by subsection 1 is received, or
20 if the limited partnership has no registered agent, at the
21 limited partnership's principal office address shown on the
22 limited partnership's most recent biennial report filed with the
23 secretary of state.

24 3. The interrogatories must be answered by a person with
25 the authority to answer on behalf of the limited partnership
26 that is the subject of the interrogatories. Each interrogatory
27 must be answered in writing separately and in a manner that
28 is responsive to the interrogatory. The declaration on the
29 completed interrogatories form must be signed by a person with
30 the authority to sign on behalf of the limited partnership.

31 4. To be considered responsive, the completed and signed
32 interrogatories form must be received by the secretary of state
33 by mail or in-person delivery within twenty-one calendar days
34 after the form was mailed.

35 5. A response to any interrogatory that indicates to the

1 secretary of state that the limited partnership violated any
2 provision of this chapter constitutes the limited partnership's
3 concession to such violation.

4 6. A failure to respond to any interrogatory within the
5 allotted time constitutes the limited partnership's concession
6 that the partnership violated a provision or provisions of this
7 chapter that are the subjects of the interrogatories.

8 7. If the secretary of state receives a response to each
9 interrogatory that indicates to the secretary of state that
10 the limited partnership has not violated any provision of any
11 chapter, the secretary of state shall take no action.

12 8. The secretary of state shall adopt rules pursuant to
13 chapter 17A necessary or desirable to administer this section.

14 Sec. 9. Section 488.809, subsections 1, 2, and 3, Code 2026,
15 are amended to read as follows:

16 1. The Except as provided in subsection 6, the secretary of
17 state may dissolve a limited partnership administratively if the
18 limited partnership does not, within sixty days after the due
19 date, do any of the following:

20 a. Pay any fee, tax, or penalty under this chapter or other
21 law due the secretary of state.

22 b. Deliver its biennial report to the secretary of state.

23 2. If Except as provided in subsection 6, if the secretary
24 of state determines that a ground exists for administratively
25 dissolving a limited partnership, the secretary of state shall
26 file a record of the determination and serve the limited
27 partnership with a copy of the filed record.

28 3. If Except as provided in subsection 6, if within sixty
29 days after service of the copy the limited partnership does
30 not correct each ground for dissolution or demonstrate to the
31 reasonable satisfaction of the secretary of state that each
32 ground determined by the secretary of state does not exist, the
33 secretary of state shall administratively dissolve the limited
34 partnership by preparing, signing, and filing a declaration
35 of dissolution that states the grounds for dissolution. The

1 secretary of state shall serve the limited partnership with a
2 copy of the filed declaration.

3 Sec. 10. Section 488.809, Code 2026, is amended by adding the
4 following new subsection:

5 NEW SUBSECTION. 6. If the limited partnership concedes that
6 the limited partnership has violated a provision or provisions
7 of this chapter that are the subjects of interrogatories
8 served on the limited partnership pursuant to section 488.210B,
9 the secretary of state may immediately dissolve the limited
10 partnership administratively by preparing, signing, and filing
11 a declaration of dissolution that states the grounds for the
12 dissolution. The secretary of state shall serve the limited
13 partnership with a copy of the filed declaration.

14 DIVISION III

15 LIMITED LIABILITY COMPANIES

16 Sec. 11. Section 489.210, subsection 1, Code 2026, is amended
17 to read as follows:

18 1. The Except as provided in subsection 7, the secretary of
19 state shall file a record delivered to the secretary of state for
20 filing which satisfies this chapter. The duty of the secretary
21 of state under this section is ministerial.

22 Sec. 12. Section 489.210, Code 2026, is amended by adding the
23 following new subsection:

24 NEW SUBSECTION. 7. a. The secretary of state may require a
25 record to be delivered by mail or in person if the secretary
26 of state receives credible information that the record is being
27 submitted for filing fraudulently or may be used to accomplish a
28 fraudulent, criminal, or unlawful purpose.

29 b. As used in paragraph "a", "*credible information*" means any
30 of the following:

31 (1) An affidavit of unauthorized use as provided in section
32 489.212A.

33 (2) Information provided to the secretary of state by another
34 government agency.

35 (3) Information collected by the secretary of state from a

1 credible third-party data set.

2 Sec. 13. NEW SECTION. **489.212A Statement of removal —**
3 **removal of information not authorized to be provided.**

4 1. a. A person whose name, street address, mailing address,
5 or email address has, without that person's authorization, been
6 provided to the secretary of state as that of the registered
7 agent or of the principal office in a limited liability company
8 or foreign limited liability company filing may deliver to the
9 secretary of state a notarized, sworn affidavit of unauthorized
10 use that does all of the following:

11 (1) Identifies the limited liability company or foreign
12 limited liability company registration by name and business
13 number.

14 (2) Indicates the affiant's mailing address.

15 (3) States that neither the affiant nor any agent of the
16 affiant has authorized the filing identifying the affiant as
17 the registered agent, providing the affiant's street address
18 or mailing address as an address of the registered agent or
19 principal office, or providing the affiant's email address as
20 that of the registered agent.

21 b. The affiant shall specify in the affidavit of unauthorized
22 use the information that was not authorized to be provided.

23 c. The secretary of state may reject an affidavit of
24 unauthorized use that is incomplete or that the secretary of
25 state believes was delivered to the secretary of state with the
26 intent to harass or defraud the limited liability company or
27 foreign limited liability company or the individual named as
28 affiant.

29 d. The office of the secretary of state shall adopt an
30 affidavit of unauthorized use form in accordance with this
31 section.

32 2. The secretary of state shall conduct an administrative
33 review to determine whether the filing was authorized to identify
34 the stated information as applicable.

35 3. If the secretary of state concludes that the filing was

1 not authorized to provide the information identified in the
2 affidavit, the secretary of state shall promptly file a statement
3 of removal with respect to the identified information, and shall
4 promptly cause the identified information to cease to be listed
5 as identified for the limited liability company or foreign
6 limited liability company.

7 4. The secretary of state shall not charge a fee for the
8 filing of an affidavit of unauthorized use under subsection 1 or
9 a statement of removal under subsection 3. The filing office
10 shall not return any fee paid for filing the limited liability
11 company or foreign limited liability company filing identified in
12 the affidavit.

13 5. Upon filing a statement of removal, the secretary of state
14 shall send to the principal office address or registered agent's
15 mailing address on record for the limited liability company or
16 foreign limited liability company, if any, a notice stating
17 that the statement of removal has been filed and is effective
18 immediately. The notice shall also state that the company
19 is without a registered agent or registered agent address, as
20 applicable.

21 6. The secretary of state shall adopt rules pursuant to
22 chapter 17A necessary or desirable to administer this section.

23 Sec. 14. NEW SECTION. **489.212B Interrogatories.**

24 1. a. The secretary of state may serve one or more written
25 interrogatories regarding any matter that pertains to a limited
26 liability company or foreign limited liability company and that
27 is within the purview of the secretary of state if the secretary
28 of state receives credible information that a company is being
29 used to accomplish a fraudulent, criminal, or unlawful purpose.

30 b. As used in paragraph "a", "*credible information*" means any
31 of the following:

32 (1) An affidavit of unauthorized use as provided in section
33 488.212A.

34 (2) Information provided to the secretary of state by another
35 government agency.

1 (3) Information collected by the secretary of state from a
2 credible third-party data set.

3 2. The secretary of state shall serve such interrogatories
4 on the limited liability company or foreign limited liability
5 company that is the subject of the interrogatories by mail at
6 the address of the registered agent that appears on the secretary
7 of state's records at the time the information required by
8 subsection 1 is received, or if the company has no registered
9 agent, at the company's principal office address shown on the
10 company's most recent biennial report filed with the secretary of
11 state.

12 3. The interrogatories must be answered by a person with the
13 authority to answer on behalf of the limited liability company
14 or foreign limited liability company that is the subject of
15 the interrogatories. Each interrogatory must be answered in
16 writing separately and in a manner that is responsive to the
17 interrogatory. The declaration on the completed interrogatories
18 form must be signed by a person with the authority to sign on
19 behalf of the company.

20 4. To be considered responsive, the completed and signed
21 interrogatories form must be received by the secretary of state
22 by mail or in-person delivery within twenty-one calendar days
23 after the form was mailed.

24 5. A response to any interrogatory that indicates to the
25 secretary of state that the limited liability company or foreign
26 limited liability company violated any provision of this chapter
27 constitutes the company's concession to such violation.

28 6. A failure to respond to any interrogatory within the
29 allotted time constitutes the limited liability company's or
30 foreign limited liability company's concession that the company
31 violated a provision or provisions of this chapter that are the
32 subjects of the interrogatories.

33 7. If the secretary of state receives a response to each
34 interrogatory that indicates to the secretary of state that the
35 limited liability company or foreign limited liability company

1 has not violated any provision of this chapter, the secretary of
2 state shall take no action.

3 8. The secretary of state shall adopt rules pursuant to
4 chapter 17A necessary or desirable to administer this section.

5 Sec. 15. Section 489.708, Code 2026, is amended by adding the
6 following new subsection:

7 NEW SUBSECTION. 6. The limited liability company or foreign
8 limited liability company concedes that the company has violated
9 a provision or provisions of this chapter that are the subjects
10 of the interrogatories served on the company pursuant to section
11 489.212B.

12 Sec. 16. Section 489.709, subsections 1 and 2, Code 2026, are
13 amended to read as follows:

14 1. If the secretary of state determines that one or more
15 grounds exist under section 489.708, subsections 1 through 5, for
16 dissolving a limited liability company, the secretary of state
17 shall serve the company with written notice of such determination
18 under section 489.119.

19 2. ~~If~~ Except as specified in subsection 5, if the limited
20 liability company does not correct each ground for dissolution
21 or demonstrate to the reasonable satisfaction of the secretary of
22 state that each ground determined by the secretary of state does
23 not exist within sixty days after service of the notice under
24 section 489.119, the secretary of state shall administratively
25 dissolve the company by signing a certificate of dissolution
26 that recites the ground or grounds for dissolution and its
27 effective date. The secretary of state shall file the original
28 of the certificate and serve a copy on the company under section
29 489.119.

30 Sec. 17. Section 489.709, Code 2026, is amended by adding the
31 following new subsection:

32 NEW SUBSECTION. 5. If the limited liability company or
33 foreign limited liability company concedes that the company has
34 violated a provision or provisions of this chapter that are the
35 subjects of the interrogatories served on the company pursuant

1 to section 489.212B, the secretary of state may immediately
2 administratively dissolve the company by signing a certificate of
3 dissolution that recites the ground or grounds for dissolution
4 and its effective date. The secretary of state shall file the
5 original of the certificate and serve a copy on the company under
6 section 489.119.

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DIVISION IV
BUSINESS CORPORATIONS

9 Sec. 18. Section 490.125, subsection 1, Code 2026, is amended
10 to read as follows:

11 1. ~~If~~ Except as provided in subsection 5, if a document
12 delivered to the office of the secretary of state for filing
13 satisfies the requirements of section 490.120, the secretary of
14 state shall file it.

15 Sec. 19. Section 490.125, Code 2026, is amended by adding the
16 following new subsection:

17 NEW SUBSECTION. 5. a. The secretary of state may require a
18 record to be delivered by mail or in person if the secretary of
19 state receives credible information that the document is being
20 submitted for filing fraudulently or may be used to accomplish a
21 fraudulent, criminal, or unlawful purpose.

22 b. As used in paragraph "a", "*credible information*" means any
23 of the following:

24 (1) An affidavit of unauthorized use as provided in section
25 490.1621A.

26 (2) Information provided to the secretary of state by another
27 government agency.

28 (3) Information collected by the secretary of state from a
29 credible third-party data set.

30 Sec. 20. Section 490.1420, Code 2026, is amended by adding
31 the following new subsection:

32 NEW SUBSECTION. 6. The corporation concedes that the
33 corporation has violated a provision or provisions of this
34 chapter that are the subjects of the interrogatories served on
35 the corporation pursuant to section 490.1621B.

1 Sec. 21. Section 490.1421, subsections 1 and 2, Code 2026,
2 are amended to read as follows:

3 1. If the secretary of state determines that one or more
4 grounds exist under section 490.1420, subsections 1 through 5,
5 for dissolving a corporation, the secretary of state shall serve
6 the corporation with written notice of such determination under
7 section 490.504.

8 2. ~~If~~ Except as specified in subsection 5, the corporation
9 does not correct each ground for dissolution or demonstrate
10 to the reasonable satisfaction of the secretary of state that
11 each ground determined by the secretary of state does not exist
12 within sixty days after service of the notice under section
13 490.504, the secretary of state shall administratively dissolve
14 the corporation by signing a certificate of dissolution that
15 recites the ground or grounds for dissolution and its effective
16 date. The secretary of state shall file the original of the
17 certificate and serve a copy on the corporation under section
18 490.504.

19 Sec. 22. Section 490.1421, Code 2026, is amended by adding
20 the following new subsection:

21 NEW SUBSECTION. 5. If the corporation concedes that the
22 corporation has violated a provision or provisions of this
23 chapter that are the subject of the interrogatories served on
24 the corporation pursuant to section 490.1621B, the secretary of
25 state may immediately administratively dissolve the corporation
26 by signing a certificate of dissolution that recites the ground
27 or grounds for dissolution and its effective date. The secretary
28 of state shall file the original of the certificate and serve a
29 copy on the corporation under section 490.504.

30 Sec. 23. NEW SECTION. **490.1621A Statement of removal —**
31 **removal of information not authorized to be provided.**

32 1. a. A person whose name, street address, mailing address,
33 or email address has, without that person's authorization, been
34 provided to the secretary of state as that of the registered
35 agent or of the principal office in a domestic or foreign

1 corporation filing may deliver to the secretary of state a
2 notarized, sworn affidavit of unauthorized use that does all of
3 the following:

4 (1) Identifies the domestic or foreign corporation
5 registration by name and business number.

6 (2) Indicates the affiant's mailing address.

7 (3) States that neither the affiant nor any agent of the
8 affiant has authorized the filing identifying the affiant as
9 the registered agent, providing the affiant's street address
10 or mailing address as an address of the registered agent or
11 principal office, or providing the affiant's email address as
12 that of the registered agent.

13 b. The affiant shall specify in the affidavit of unauthorized
14 use the information that was not authorized to be provided.

15 c. The secretary of state may reject an affidavit of
16 unauthorized use that is incomplete or that the secretary of
17 state believes was delivered to the secretary of state with the
18 intent to harass or defraud the domestic or foreign corporation
19 or the individual named as affiant.

20 d. The office of the secretary of state shall adopt an
21 affidavit of unauthorized use form in accordance with this
22 section.

23 2. The secretary of state shall conduct an administrative
24 review to determine whether the filing was authorized to identify
25 the stated information as applicable.

26 3. If the secretary of state concludes that the filing was
27 not authorized to provide the information identified in the
28 affidavit, the secretary of state shall promptly file a statement
29 of removal with respect to the identified information, and shall
30 promptly cause the identified information to cease to be listed
31 as identified for the domestic or foreign corporation.

32 4. The secretary of state shall not charge a fee for the
33 filing of an affidavit of unauthorized use under subsection 1 or
34 a statement of removal under subsection 3. The filing office
35 shall not return any fee paid for filing the domestic or foreign

1 corporation filing identified in the affidavit.

2 5. Upon filing a statement of removal, the secretary of
3 state shall send to the principal office address or registered
4 agent's mailing address on record for the domestic or foreign
5 corporation, if any, a notice stating that the statement of
6 removal has been filed and is effective immediately. The notice
7 shall also state that the corporation is without a registered
8 agent or registered agent address, as applicable.

9 6. The secretary of state shall adopt rules pursuant to
10 chapter 17A necessary or desirable to administer this section.

11 Sec. 24. NEW SECTION. **490.1621B Interrogatories.**

12 1. a. The secretary of state may serve one or more written
13 interrogatories regarding any matter that pertains to a domestic
14 or foreign corporation and that is within the purview of the
15 secretary of state if the secretary of state receives credible
16 information that a corporation is being used to accomplish a
17 fraudulent, criminal, or unlawful purpose.

18 b. As used in paragraph "a", "*credible information*" means any
19 of the following:

20 (1) An affidavit of unauthorized use as provided in section
21 490.1621A.

22 (2) Information provided to the secretary of state by another
23 government agency.

24 (3) Information collected by the secretary of state from a
25 credible third-party data set.

26 2. The secretary of state shall serve such interrogatories
27 on the domestic or foreign corporation that is the subject of
28 the interrogatories by mail at the address of the registered
29 agent that appears on the secretary of state's records at the
30 time the information required by subsection 1 is received, or
31 if the corporation has no registered agent, at the corporation's
32 principal office address shown on the corporation's most recent
33 biennial report filed with the secretary of state.

34 3. The interrogatories must be answered by a person with
35 the authority to answer on behalf of the domestic or foreign

1 corporation that is the subject of the interrogatories. Each
2 interrogatory must be answered in writing separately and in a
3 manner that is responsive to the interrogatory. The declaration
4 on the completed interrogatories form must be signed by a person
5 with the authority to sign on behalf of the corporation.

6 4. To be considered responsive, the completed and signed
7 interrogatories form must be received by the secretary of state
8 by mail or in-person delivery within twenty-one calendar days
9 after the form was mailed.

10 5. A response to any interrogatory that indicates to the
11 secretary of state that the domestic or foreign corporation
12 violated any provision of this chapter constitutes the
13 corporation's concession to such violation.

14 6. A failure to respond to any interrogatory within the
15 allotted time constitutes the domestic or foreign corporation's
16 concession that the corporation violated a provision or
17 provisions of this chapter that are the subjects of the
18 interrogatories.

19 7. If the secretary of state receives a response to each
20 interrogatory that indicates to the secretary of state that the
21 domestic or foreign corporation has not violated any provision of
22 this chapter, the secretary of state shall take no action.

23 8. The secretary of state shall adopt rules pursuant to
24 chapter 17A necessary or desirable to administer this section.

25 DIVISION V

26 TRADITIONAL COOPERATIVE ASSOCIATIONS

27 Sec. 25. Section 499.44, subsection 1, Code 2026, is amended
28 to read as follows:

29 1. The Except as provided in subsection 6, the secretary of
30 state shall record all documents submitted to and required to be
31 filed with the secretary of state under this chapter.

32 Sec. 26. Section 499.44, Code 2026, is amended by adding the
33 following new subsection:

34 NEW SUBSECTION. 6. a. The secretary of state may require a
35 document to be delivered by mail or in person if the secretary

1 of state receives credible information that the document is being
2 submitted for filing fraudulently or may be used to accomplish a
3 fraudulent, criminal, or unlawful purpose.

4 b. As used in paragraph "a", "credible information" means any
5 of the following:

6 (1) An affidavit of unauthorized use as provided in section
7 499.50.

8 (2) Information provided to the secretary of state by another
9 government agency.

10 (3) Information collected by the secretary of state from a
11 credible third-party data set.

12 Sec. 27. NEW SECTION. **499.50 Statement of removal —**
13 **removal of information not authorized to be provided.**

14 1. a. A person whose name, street address, mailing address,
15 or email address has, without that person's authorization, been
16 provided to the secretary of state as that of the registered
17 agent or of the principal office in an association filing may
18 deliver to the secretary of state a notarized, sworn affidavit of
19 unauthorized use that does all of the following:

20 (1) Identifies the association registration by name and
21 business number.

22 (2) Indicates the affiant's mailing address.

23 (3) States that neither the affiant nor any agent of the
24 affiant has authorized the filing identifying the affiant as
25 the registered agent, providing the affiant's street address
26 or mailing address as an address of the registered agent or
27 principal office, or providing the affiant's email address as
28 that of the registered agent.

29 b. The affiant shall specify in the affidavit the information
30 of unauthorized use that was not authorized to be provided.

31 c. The secretary of state may reject an affidavit of
32 unauthorized use that is incomplete or that the secretary of
33 state believes was delivered to the secretary of state with the
34 intent to harass or defraud the association or the individual
35 named as affiant.

1 d. The office of the secretary of state shall adopt an
2 affidavit of unauthorized use form in accordance with this
3 section.

4 2. The secretary of state shall conduct an administrative
5 review to determine whether the filing was authorized to identify
6 the stated information as applicable.

7 3. If the secretary of state concludes that the filing was
8 not authorized to provide the information identified in the
9 affidavit, the secretary of state shall promptly file a statement
10 of removal with respect to the identified information, and shall
11 promptly cause the identified information to cease to be listed
12 as identified for the association.

13 4. The secretary of state shall not charge a fee for the
14 filing of an affidavit of unauthorized use under subsection 1 or
15 a statement of removal under subsection 3. The filing office
16 shall not return any fee paid for filing the association filing
17 identified in the affidavit.

18 5. Upon filing a statement of removal, the secretary of state
19 shall send to the principal office address or registered agent's
20 mailing address on record for the association, if any, a notice
21 stating that the statement of removal has been filed and is
22 effective immediately. The notice shall also state that the
23 association is without a registered agent or registered agent
24 address, as applicable.

25 6. The secretary of state shall adopt rules pursuant to
26 chapter 17A necessary or desirable to administer this section.

27 Sec. 28. NEW SECTION. **499.51 Interrogatories.**

28 1. a. The secretary of state may serve one or more
29 written interrogatories regarding any matter that pertains to an
30 association and that is within the purview of the secretary of
31 state if the secretary of state receives credible information
32 that an association is being used to accomplish a fraudulent,
33 criminal, or unlawful purpose.

34 b. As used in paragraph "a", "*credible information*" means any
35 of the following:

1 (1) An affidavit of unauthorized use as provided in section
2 499.50.

3 (2) Information provided to the secretary of state by another
4 government agency.

5 (3) Information collected by the secretary of state from a
6 credible third-party data set.

7 2. The secretary of state shall serve such interrogatories
8 on the association that is the subject of the interrogatories
9 by mail at the address of the registered agent that appears on
10 the secretary of state's records at the time the information
11 required by subsection 1 is received, or if the association
12 has no registered agent, at the association's principal office
13 address shown on the association's most recent biennial report
14 filed with the secretary of state.

15 3. The interrogatories must be answered by a person with
16 the authority to answer on behalf of the association that
17 is the subject of the interrogatories. Each interrogatory
18 must be answered in writing separately and in a manner that
19 is responsive to the interrogatory. The declaration on the
20 completed interrogatories form must be signed by a person with
21 the authority to sign on behalf of the association.

22 4. To be considered responsive, the completed and signed
23 interrogatories form must be received by the secretary of state
24 by mail or in-person delivery within twenty-one calendar days
25 after the form was mailed.

26 5. A response to any interrogatory that indicates to the
27 secretary of state that the association violated any provision
28 of this chapter constitutes the association's concession to such
29 violation.

30 6. A failure to respond to any interrogatory within the
31 allotted time constitutes the association's concession that the
32 association violated a provision or provisions of this chapter
33 that are the subjects of the interrogatories.

34 7. If the secretary of state receives a response to each
35 interrogatory that indicates to the secretary of state that the

1 association has not violated any provision of this chapter, the
2 secretary of state shall take no action.

3 8. The secretary of state shall adopt rules pursuant to
4 chapter 17A necessary or desirable to administer this section.

5 Sec. 29. Section 499.76, Code 2026, is amended by adding the
6 following new subsection:

7 NEW SUBSECTION. 5. The association concedes that the
8 association has violated a provision or provisions of this
9 chapter that are the subjects of the interrogatories served on
10 the association pursuant to section 599.51.

11 Sec. 30. Section 499.77, subsections 1 and 2, Code 2026, are
12 amended to read as follows:

13 1. If the secretary of state determines that one or more
14 grounds exist under section 499.76, subsections 1 through 4, for
15 dissolving an association, the secretary of state shall serve the
16 association by ordinary mail with written notice of the secretary
17 of state's determination pursuant to section 499.75.

18 2. ~~If~~ Except as specified in subsection 5, if the association
19 does not correct each ground for dissolution or demonstrate to
20 the reasonable satisfaction of the secretary of state that each
21 ground determined by the secretary of state does not exist within
22 sixty days after service of the notice is perfected pursuant
23 to section 499.75, the secretary of state shall administratively
24 dissolve the association by signing a certificate of dissolution
25 that recites the ground or grounds for dissolution and its
26 effective date. The secretary of state shall file the original
27 of the certificate and serve a copy on the association pursuant
28 to section 499.75.

29 Sec. 31. Section 499.77, Code 2026, is amended by adding the
30 following new subsection:

31 NEW SUBSECTION. 5. If the association concedes that it has
32 violated a provision or provisions of this chapter that are
33 the subjects of the interrogatories served on the association
34 pursuant to section 499.51, the secretary of state may
35 immediately administratively dissolve the association by signing

1 a certificate of dissolution that recites the ground or grounds
2 for dissolution and its effective date. The secretary of state
3 shall file the original of the certificate and serve a copy on
4 the association under section 499.75.

5 DIVISION VI

6 MULTIPLE HOUSING COOPERATIVES

7 Sec. 32. Section 499A.1, Code 2026, is amended by adding the
8 following new subsection:

9 NEW SUBSECTION. 3. a. The secretary of state may require a
10 document to be delivered by mail or in person if the secretary
11 of state receives credible information that the document is being
12 submitted for filing fraudulently or may be used to accomplish a
13 fraudulent, criminal, or unlawful purpose.

14 b. As used in paragraph "a", "*credible information*" means any
15 of the following:

16 (1) An affidavit of unauthorized use. The secretary of
17 state shall accept and review an affidavit of unauthorized use
18 completed and submitted to the secretary of state under this
19 section in the same manner as the secretary of state accepts and
20 reviews a submitted affidavit of unauthorized use under section
21 499.50.

22 (2) Information provided to the secretary of state by another
23 government agency.

24 (3) Information collected by the secretary of state from a
25 credible third-party data set.

26 DIVISION VII

27 CLOSE COOPERATIVES

28 Sec. 33. Section 501.105, Code 2026, is amended by adding the
29 following new subsection:

30 NEW SUBSECTION. 7. a. The secretary of state may require a
31 document to be delivered by mail or in person if the secretary
32 of state receives credible information that the document is being
33 submitted for filing fraudulently or may be used to accomplish a
34 fraudulent, criminal, or unlawful purpose.

35 b. As used in paragraph "a", "*credible information*" means any

1 of the following:

2 (1) An affidavit of unauthorized use as provided in section
3 501.713A.

4 (2) Information provided to the secretary of state by another
5 government agency.

6 (3) Information collected by the secretary of state from a
7 credible third-party data set.

8 Sec. 34. NEW SECTION. **501.713A Statement of removal —**
9 **removal of information not authorized to be provided.**

10 1. a. A person whose name, street address, mailing address,
11 or email address has, without that person's authorization, been
12 provided to the secretary of state as that of the registered
13 agent or of the principal office in a cooperative filing may
14 deliver to the secretary of state a notarized, sworn affidavit
15 of unauthorized use that does all of the following:

16 (1) Identifies the cooperative registration by name and
17 business number.

18 (2) Indicates the affiant's mailing address.

19 (3) States that neither the affiant nor any agent of the
20 affiant has authorized the filing identifying the affiant as
21 the registered agent, providing the affiant's street address
22 or mailing address as an address of the registered agent or
23 principal office, or providing the affiant's email address as
24 that of the registered agent.

25 b. The affiant shall specify in the affidavit of unauthorized
26 use the information that was not authorized to be provided.

27 c. The secretary of state may reject an affidavit of
28 unauthorized use that is incomplete or that the secretary of
29 state believes was delivered to the secretary of state with the
30 intent to harass or defraud the cooperative or the individual
31 named as affiant.

32 d. The office of the secretary of state shall adopt an
33 affidavit of unauthorized use form in accordance with this
34 section.

35 2. The secretary of state shall conduct an administrative

1 review to determine whether the filing was authorized to identify
2 the stated information as applicable.

3 3. If the secretary of state concludes that the filing was
4 not authorized to provide the information identified in the
5 affidavit, the secretary of state shall promptly file a statement
6 of removal with respect to the identified information, and shall
7 promptly cause the identified information to cease to be listed
8 as identified for the cooperative.

9 4. The secretary of state shall not charge a fee for the
10 filing of an affidavit of unauthorized use under subsection 1 or
11 a statement of removal under subsection 3. The filing office
12 shall not return any fee paid for filing the cooperative filing
13 identified in the affidavit.

14 5. Upon filing a statement of removal, the secretary of state
15 shall send to the principal office address or registered agent's
16 mailing address on record for the cooperative, if any, a notice
17 stating that the statement of removal has been filed and is
18 effective immediately. The notice shall also state that the
19 cooperative is without a registered agent or registered agent
20 address, as applicable.

21 6. The secretary of state shall adopt rules pursuant to
22 chapter 17A necessary or desirable to administer this section.

23 Sec. 35. NEW SECTION. **501.713B Interrogatories.**

24 1. a. The secretary of state may serve one or more
25 written interrogatories regarding any matter that pertains to a
26 cooperative and that is within the purview of the secretary of
27 state if the secretary of state receives credible information
28 that a cooperative is being used to accomplish a fraudulent,
29 criminal, or unlawful purpose.

30 b. As used in paragraph "a", "*credible information*" means any
31 of the following:

32 (1) An affidavit of unauthorized use as provided in section
33 501.713A.

34 (2) Information provided to the secretary of state by another
35 government agency.

1 (3) Information collected by the secretary of state from a
2 credible third-party data set.

3 2. The secretary of state shall serve such interrogatories
4 on the cooperative that is the subject of the interrogatories
5 by mail at the address of the registered agent that appears on
6 the secretary of state's records at the time the information
7 required by subsection 1 is received, or if the cooperative
8 has no registered agent, at the cooperative's principal office
9 address shown on the cooperative's most recent biennial report
10 filed with the secretary of state.

11 3. The interrogatories must be answered by a person with
12 the authority to answer on behalf of the cooperative that
13 is the subject of the interrogatories. Each interrogatory
14 must be answered in writing separately and in a manner that
15 is responsive to the interrogatory. The declaration on the
16 completed interrogatories form must be signed by a person with
17 the authority to sign on behalf of the cooperative.

18 4. To be considered responsive, the completed and signed
19 interrogatories form must be received by the secretary of state
20 by mail or in-person delivery within twenty-one calendar days
21 after the form was mailed.

22 5. A response to any interrogatory that indicates to the
23 secretary of state that the cooperative violated any provision
24 of this chapter constitutes the cooperative concession to such
25 violation.

26 6. A failure to respond to any interrogatory within the
27 allotted time constitutes the cooperative's concession that the
28 cooperative violated a provision or provisions of this chapter
29 that are the subjects of the interrogatories.

30 7. If the secretary of state receives a response to each
31 interrogatory that indicates to the secretary of state that the
32 cooperative has not violated any provision of this chapter, the
33 secretary shall take no action.

34 8. The secretary of state shall adopt rules pursuant to
35 chapter 17A necessary or desirable to administer this section.

1 Sec. 36. Section 501.811, Code 2026, is amended by adding the
2 following new subsection:

3 NEW SUBSECTION. 5. The cooperative concedes that the
4 cooperative has violated a provision or provisions of this
5 chapter that are the subjects of the interrogatories served on
6 the cooperative pursuant to section 501.713B.

7 Sec. 37. Section 501.812, subsections 1 and 2, Code 2026, are
8 amended to read as follows:

9 1. If the secretary of state determines that one or more
10 grounds exist under section 501.811, subsections 1 through 4,
11 for dissolving a cooperative, the secretary of state shall serve
12 the cooperative with written notice of the secretary of state's
13 determination under section 501.106.

14 2. ~~If~~ Except as provided in subsection 6, if the cooperative
15 does not correct each ground for dissolution or demonstrate to
16 the reasonable satisfaction of the secretary of state that each
17 ground determined by the secretary of state does not exist within
18 sixty days after service of the notice is perfected under section
19 501.106, the secretary of state shall administratively dissolve
20 the cooperative by signing a certificate of dissolution that
21 recites the ground or grounds for dissolution and its effective
22 date. The secretary of state shall file the original of the
23 certificate and serve a copy on the cooperative under section
24 501.106.

25 Sec. 38. Section 501.812, Code 2026, is amended by adding the
26 following new subsection:

27 NEW SUBSECTION. 6. If the cooperative concedes that the
28 cooperative has violated a provision or provisions of this
29 chapter that are the subjects of the interrogatories served on
30 the cooperative pursuant to section 501.713B, the secretary of
31 state may immediately administratively dissolve the cooperative
32 by signing a certificate of dissolution that recites the ground
33 or grounds for dissolution and its effective date. The secretary
34 of state shall file the original of the certificate and serve a
35 copy on the cooperative under section 501.106.

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DIVISION VIII

501A CLOSE COOPERATIVES

Sec. 39. Section 501A.202, subsection 1, Code 2026, is amended to read as follows:

1. If Except as provided in subsection 5, if a document delivered to the secretary of state for filing satisfies the requirements of section 501A.201, the secretary of state shall file it and issue any necessary certificate.

Sec. 40. Section 501A.202, Code 2026, is amended by adding the following new subsection:

NEW SUBSECTION. 5. a. The secretary of state may require a document to be delivered by mail or in person if the secretary of state receives credible information that the document is being submitted for filing fraudulently or may be used to accomplish a fraudulent, criminal, or unlawful purpose.

b. As used in paragraph "a", "*credible information*" means any of the following:

- (1) An affidavit of unauthorized use as provided in section 501A.231A.
- (2) Information provided to the secretary of state by another government agency.
- (3) Information collected by the secretary of state from a credible third-party data set.

Sec. 41. NEW SECTION. **501A.231A Statement of removal — removal of information not authorized to be provided.**

1. a. A person whose name, street address, mailing address, or email address has, without that person's authorization, been provided to the secretary of state as that of the registered agent or of the principal office in a cooperative filing may deliver to the secretary of state a notarized, sworn affidavit of unauthorized use that does all of the following:

- (1) Identifies the cooperative registration by name and business number.
- (2) Indicates the affiant's mailing address.
- (3) States that neither the affiant nor any agent of the

1 affiant has authorized the filing identifying the affiant as
2 the registered agent, providing the affiant's street address
3 or mailing address as an address of the registered agent or
4 principal office, or providing the affiant's email address as
5 that of the registered agent.

6 b. The affiant shall specify in the affidavit of unauthorized
7 use the information that was not authorized to be provided.

8 c. The secretary of state may reject an affidavit of
9 unauthorized use that is incomplete or that the secretary of
10 state believes was delivered to the secretary of state with the
11 intent to harass or defraud the cooperative or the individual
12 named as affiant.

13 d. The office of the secretary of state shall adopt an
14 affidavit of unauthorized use form in accordance with this
15 section.

16 2. The secretary of state shall conduct an administrative
17 review to determine whether the filing was authorized to identify
18 the stated information as applicable.

19 3. If the secretary of state concludes that the filing was
20 not authorized to provide the information identified in the
21 affidavit, the secretary of state shall promptly file a statement
22 of removal with respect to the identified information, and shall
23 promptly cause the identified information to cease to be listed
24 as identified for the cooperative.

25 4. The secretary of state shall not charge a fee for the
26 filing of an affidavit of unauthorized use under subsection 1 or
27 a statement of removal under subsection 3. The filing office
28 shall not return any fee paid for filing the cooperative filing
29 identified in the affidavit.

30 5. Upon filing a statement of removal, the secretary of state
31 shall send to the principal office address or registered agent's
32 mailing address on record for the cooperative, if any, a notice
33 stating that the statement of removal has been filed and is
34 effective immediately. The notice shall also state that the
35 cooperative is without a registered agent or registered agent

1 address, as applicable.

2 6. The secretary of state shall adopt rules pursuant to
3 chapter 17A necessary or desirable to administer this section.

4 Sec. 42. NEW SECTION. **501A.231B Interrogatories.**

5 1. a. The secretary of state may serve one or more
6 written interrogatories regarding any matter that pertains to a
7 cooperative and that is within the purview of the secretary of
8 state if the secretary of state receives credible information
9 that a cooperative is being used to accomplish a fraudulent,
10 criminal, or unlawful purpose.

11 b. As used in paragraph "a", "credible information" means any
12 of the following:

13 (1) An affidavit of unauthorized use as provided in section
14 501A.231A.

15 (2) Information provided to the secretary of state by another
16 government agency.

17 (3) Information collected by the secretary of state from a
18 credible third-party data set.

19 2. The secretary of state shall serve such interrogatories
20 on the cooperative that is the subject of the interrogatories
21 by mail at the address of the registered agent that appears on
22 the secretary of state's records at the time the information
23 required by subsection 1 is received, or if the cooperative
24 has no registered agent, at the cooperative's principal office
25 address shown on the cooperative's most recent biennial report
26 filed with the secretary of state.

27 3. The interrogatories must be answered by a person with
28 the authority to answer on behalf of the cooperative that
29 is the subject of the interrogatories. Each interrogatory
30 must be answered in writing separately and in a manner that
31 is responsive to the interrogatory. The declaration on the
32 completed interrogatories form must be signed by a person with
33 the authority to sign on behalf of the cooperative.

34 4. To be considered responsive, the completed and signed
35 interrogatories form must be received by the secretary of state

1 by mail or in-person delivery within twenty-one calendar days
2 after the form was mailed.

3 5. A response to any interrogatory that indicates to the
4 secretary of state that the cooperative violated any provision
5 of this chapter constitutes the cooperative concession to such
6 violation.

7 6. A failure to respond to any interrogatory within the
8 allotted time constitutes the cooperative's concession that the
9 cooperative violated a provision or provisions of this chapter
10 that are the subjects of the interrogatories.

11 7. If the secretary of state receives a response to each
12 interrogatory that indicates to the secretary of state that the
13 cooperative has not violated any provision of this chapter, the
14 secretary of state shall take no action.

15 8. The secretary of state shall adopt rules pursuant to
16 chapter 17A necessary or desirable to administer this section.

17 DIVISION IX

18 NONPROFIT CORPORATIONS

19 Sec. 43. Section 504.116, subsection 1, Code 2026, is amended
20 to read as follows:

21 1. If Except as provided in subsection 5, if a document
22 delivered to the office of the secretary of state for filing
23 satisfies the requirements of section 504.111, the secretary of
24 state shall file it.

25 Sec. 44. Section 504.116, Code 2026, is amended by adding the
26 following new subsection:

27 NEW SUBSECTION. 5. a. The secretary of state may require a
28 document to be delivered by mail or in person if the secretary
29 of state receives credible information that the document is being
30 submitted for filing fraudulently or may be used to accomplish a
31 fraudulent, criminal, or unlawful purpose.

32 b. As used in paragraph "a", "*credible information*" means any
33 of the following:

34 (1) An affidavit of unauthorized use as provided in section
35 504.1621A.

1 (2) Information provided to the secretary of state by another
2 government agency.

3 (3) Information collected by the secretary of state from a
4 credible third-party data set.

5 Sec. 45. Section 504.1421, Code 2026, is amended by adding
6 the following new subsection:

7 NEW SUBSECTION. 5. The corporation concedes that the
8 corporation has violated a provision or provisions of this
9 chapter that are the subjects of the interrogatories served on
10 the corporation pursuant to section 504.1621B.

11 Sec. 46. Section 504.1422, subsections 1 and 2, Code 2026,
12 are amended to read as follows:

13 1. Upon determining that one or more grounds exist under
14 section 504.1421, subsections 1 through 4, for dissolving a
15 corporation, the secretary of state shall serve the corporation
16 with written notice of that determination under section 504.504.

17 2. ~~If~~ Except as specified in subsection 6, the corporation
18 does not correct each ground for dissolution or demonstrate to
19 the reasonable satisfaction of the secretary of state that each
20 ground determined by the secretary of state does not exist within
21 at least sixty days after service of notice is perfected under
22 section 504.504, the secretary of state may administratively
23 dissolve the corporation by signing a certificate of dissolution
24 that recites the ground or grounds for dissolution and its
25 effective date. The secretary of state shall file the original
26 of the certificate of dissolution and serve a copy on the
27 corporation under section 504.504.

28 Sec. 47. Section 504.1422, Code 2026, is amended by adding
29 the following new subsection:

30 NEW SUBSECTION. 6. If the corporation concedes that the
31 corporation has violated a provision or provisions of this
32 chapter that are the subjects of the interrogatories served on
33 the corporation pursuant to section 504.1621B, the secretary of
34 state may immediately administratively dissolve the corporation
35 by signing a certificate of dissolution that recites the ground

1 or grounds for dissolution and its effective date. The secretary
2 of state shall file the original of the certificate and serve a
3 copy on the corporation under section 504.504.

4 Sec. 48. NEW SECTION. **504.1621A Statement of removal —**
5 **removal of information not authorized to be provided.**

6 1. a. A person whose name, street address, mailing address,
7 or email address has, without that person's authorization, been
8 provided to the secretary of state as that of the registered
9 agent or of the principal office in a domestic or foreign
10 corporation filing may deliver to the secretary of state a
11 notarized, sworn affidavit of unauthorized use that does all of
12 the following:

13 (1) Identifies the domestic or foreign corporation
14 registration by name and business number.

15 (2) Indicates the affiant's mailing address.

16 (3) States that neither the affiant nor any agent of the
17 affiant has authorized the filing identifying the affiant as
18 the registered agent, providing the affiant's street address
19 or mailing address as an address of the registered agent or
20 principal office, or providing the affiant's email address as
21 that of the registered agent.

22 b. The affiant shall specify in the affidavit of unauthorized
23 use the information that was not authorized to be provided.

24 c. The secretary of state may reject an affidavit of
25 unauthorized use that is incomplete or that the secretary of
26 state believes was delivered to the secretary of state with the
27 intent to harass or defraud the domestic or foreign corporation
28 or the individual named as affiant.

29 d. The office of the secretary of state shall adopt an
30 affidavit of unauthorized use form in accordance with this
31 section.

32 2. The secretary of state shall conduct an administrative
33 review to determine whether the filing was authorized to identify
34 the stated information as applicable.

35 3. If the secretary of state concludes that the filing was

1 not authorized to provide the information identified in the
2 affidavit, the secretary of state shall promptly file a statement
3 of removal with respect to the identified information, and shall
4 promptly cause the identified information to cease to be listed
5 as identified for the domestic or foreign corporation.

6 4. The secretary of state shall not charge a fee for the
7 filing of an affidavit of unauthorized use under subsection 1 or
8 a statement of removal under subsection 3. The filing office
9 shall not return any fee paid for filing the domestic or foreign
10 corporation filing identified in the affidavit.

11 5. Upon filing a statement of removal, the secretary of
12 state shall send to the principal office address or registered
13 agent's mailing address on record for the domestic or foreign
14 corporation, if any, a notice stating that the statement of
15 removal has been filed and is effective immediately. The notice
16 shall also state that the corporation is without a registered
17 agent or registered agent address, as applicable.

18 6. The secretary of state shall adopt rules pursuant to
19 chapter 17A necessary or desirable to administer this section.

20 Sec. 49. NEW SECTION. **504.1621B Interrogatories.**

21 1. a. The secretary of state may serve one or more written
22 interrogatories regarding any matter that pertains to a domestic
23 or foreign corporation and that is within the purview of the
24 secretary of state if the secretary of state receives credible
25 information that a corporation is being used to accomplish a
26 fraudulent, criminal, or unlawful purpose.

27 b. As used in paragraph "a", "*credible information*" means any
28 of the following:

29 (1) An affidavit of unauthorized use as provided in section
30 504.1621A.

31 (2) Information provided to the secretary of state by another
32 government agency.

33 (3) Information collected by the secretary of state from a
34 credible third-party data set.

35 2. The secretary of state shall serve such interrogatories

1 on the domestic or foreign corporation that is the subject of
2 the interrogatories by mail at the address of the registered
3 agent that appears on the secretary of state's records at the
4 time the information required by subsection 1 is received, or
5 if the corporation has no registered agent, at the corporation's
6 principal office address shown on the corporation's most recent
7 biennial report filed with the secretary of state.

8 3. The interrogatories must be answered by a person with
9 the authority to answer on behalf of the domestic or foreign
10 corporation that is the subject of the interrogatories. Each
11 interrogatory must be answered in writing separately and in
12 a manner that is responsive to the interrogatories. The
13 declaration on the completed interrogatories form must be signed
14 by a person with the authority to sign on behalf of the
15 corporation.

16 4. To be considered responsive, the completed and signed
17 interrogatories form must be received by the secretary of state
18 by mail or in-person delivery within twenty-one calendar days
19 after the form was mailed.

20 5. A response to any interrogatory that indicates to the
21 secretary of state that the domestic or foreign corporation
22 violated any provision of this chapter constitutes the
23 corporation's concession to such violation.

24 6. A failure to respond to any interrogatory within the
25 allotted time constitutes the domestic or foreign corporation's
26 concession that the corporation violated a provision or
27 provisions of this chapter that are the subjects of the
28 interrogatories.

29 7. If the secretary of state receives a response to each
30 interrogatory that indicates to the secretary of state that the
31 domestic or foreign corporation has not violated any provision of
32 this chapter, the secretary of state shall take no action.

33 8. The secretary of state shall adopt rules pursuant to
34 chapter 17A necessary or desirable to administer this section.

35 Sec. 50. DIRECTIONS TO CODE EDITOR. The Code editor shall

1 organize sections 504.1621 through 504.1630 as a new part of
2 chapter 504, subchapter XVI.

3 EXPLANATION

4 The inclusion of this explanation does not constitute agreement with
5 the explanation's substance by the members of the general assembly.

6 BACKGROUND. This bill amends or enacts provisions relating
7 to different types of business entities existing under the
8 jurisdiction of the secretary of state (secretary), and
9 specifically the secretary's filing office. A business entity
10 is composed of one or more persons holding a legal interest
11 in a for-profit business entity, cooperative interest in a
12 cooperative association, or beneficial interest in a nonprofit
13 business entity, with the interest holders pooling capital, and
14 being shielded from personal liability from the acts or omissions
15 of the business entity. Specifically, the bill provides for
16 business entities formed in this state (domestic) or formed
17 outside this state and authorized to do or transact business in
18 this state (foreign) as provided in their respective governing
19 Code chapters. These business entities include partnerships
20 (Code chapter 486A), including limited liability partnerships;
21 limited partnerships (Code chapter 488); limited liability
22 companies (Code chapter 489); business corporations (Code chapter
23 490); traditional cooperative associations (Code chapter 499);
24 housing cooperatives (Code chapter 499A); closed cooperatives
25 (Code chapter 501); cooperative associations (Code chapter 501A);
26 and nonprofit corporations (Code chapter 504). Generally, to
27 be recognized as a business entity, the entity must comply
28 with a number of requirements as set forth in its governing
29 Code chapter. It must file a number of specified documents or
30 records relating to the organization or management of the entity,
31 including a document or record establishing its existence (e.g.,
32 for a domestic business corporation, articles of incorporation
33 and for a foreign business corporation, a foreign registration
34 statement). A business entity must maintain a registered
35 agent in the state who may accept service of process. The

1 business entity may also be subject to administrative dissolution
2 proceedings by the secretary under certain circumstances (e.g., a
3 failure to pay taxes, a failure to deliver a biennial report, or
4 a failure to retain a registered agent).

5 BILL'S PROVISIONS — GENERAL. The bill amends provisions
6 governing business entities in two ways: (1) by providing
7 for the removal of false information in a filing, and (2) by
8 providing for the administrative dissolution of the business
9 entity based on the responses to interrogatories served on
10 the business entity indicating the business entity's wrongful
11 conduct.

12 BILL'S PROVISIONS — STATEMENT OF REMOVAL. The bill authorizes
13 the secretary to file a statement of removal (statement) which
14 removes information from a filing. The secretary files the
15 statement based on a review of an affidavit of unauthorized
16 use submitted by a person (affiant) swearing that personal
17 information regarding the affiant was wrongfully included in the
18 filing, including by identifying the affiant as the business
19 entity's registered agent, providing the affiant's street
20 address, mailing address, or email address as the address of the
21 registered agent or the business entity's principal office. Upon
22 filing a statement of removal, the secretary must send a notice
23 to the business entity informing the business entity of the
24 secretary's decision that the statement is immediately effective.

25 BILL'S PROVISIONS — INTERROGATORIES. The bill authorizes the
26 secretary to commence administrative dissolution proceedings
27 against a business entity based on a determination by
28 the secretary that the business entity is being used to
29 commit a fraudulent, criminal, or unlawful purpose. The
30 secretary's determination is based on a review of responses
31 to interrogatories served by the secretary on the business
32 entity. The secretary serves the interrogatories based on
33 credible information which includes an affidavit of unauthorized
34 use, information provided by a government agency, or information
35 collected by the secretary from a credible third-party data

S.F. _____ H.F. _____

1 set. To be considered responsive, a completed and signed
2 interrogatories form must be received by the secretary within 21
3 calendar days after the form was mailed.

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