

## CHAPTER 1183

## NONPROFIT CORPORATIONS

S. F. 364

AN ACT relating to nonprofit corporations.

*Be It Enacted by the General Assembly of the State of Iowa:*

1 SECTION 1. Section three hundred seventy-five point one (375.1),  
 2 Code 1966, is amended by inserting in line ten (10) after the word  
 3 and figure "chapter 504" the words "or chapter five hundred four A  
 4 (504A)".

1 SEC. 2. Section five hundred four A point ten (504A.10), Code  
 2 1966, is amended by striking from line sixteen (16) the words "or  
 3 with any clerk" and inserting in lieu thereof, the words "his deputy,  
 4 or with any person".

1 SEC. 3. Section five hundred four A point seventy-four (504A.74),  
 2 Code 1966, is amended as follows:

3 1. By striking from line twenty-one (21) the words "or with any  
 4 clerk" and inserting in lieu thereof the words "his deputy, or with  
 5 any person".

6 2. By adding after the third sentence in the second paragraph the  
 7 following sentence:

8 "Process, notice or demand served on the secretary of state upon a  
 9 foreign corporation which has withdrawn from this state shall be  
 10 mailed in the manner provided by this section to the corporation at  
 11 the address set forth in its application for withdrawal."

1 SEC. 4. Section five hundred four A point eighty (504A.80), Code  
 2 1966, is amended by striking from lines thirty-two (32) and thirty-  
 3 three (33) the words "its registered office in this state" and insert-  
 4 ing in lieu thereof the words "the principal office of the corporation  
 5 in the state or country under the laws of which it is incorporated".

1 SEC. 5. Section five hundred four A point eighty-one (504A.81),  
 2 Code 1966, is amended by striking from lines six (6) and seven (7)  
 3 the words "its registered office in this state" and inserting in lieu  
 4 thereof the words "the principal office of the corporation in the state  
 5 or country under the laws of which it is incorporated".

1 SEC. 6. Section five hundred four A point eighty-four (504A.84),  
 2 Code 1966, is amended as follows:

3 1. By striking from line five (5), the word "first" and inserting in  
 4 lieu thereof the word "thirty-first".

5 2. By striking from line eight (8), the second word "first" and in-  
 6 serting in lieu thereof the word "thirty-first".

7 3. By striking the second sentence and inserting in lieu thereof the  
 8 following:

9 "Such report shall be deemed filed within the required time if de-  
 10 posited in the United States mail with postage prepaid in a sealed en-  
 11 velope, properly addressed and postmarked on or prior to the thirty-  
 12 first day of March."

13 4. By inserting after the word "state" in line twelve (12) the fol-  
 14 lowing:

15 ", and except that if the existence of such domestic corporation or

16 the authority of such foreign corporation to conduct affairs in this  
17 state began in December of any year, its first annual report shall be  
18 filed between the first day of January and the thirty-first day of March  
19 of the second year succeeding the calendar year in which such corpo-  
20 rate existence or authority to conduct affairs began”.

1 SEC. 7. Section five hundred four A point eighty-five (504A.85),  
2 Code 1966, is amended by adding to subsection eight (8) the following  
3 sentence:

4 “If a single statement of change changes the address of the regis-  
5 tered office of more than one corporation, the fee shall be one dollar  
6 for each corporation the address of whose registered office is changed  
7 thereby.”

8 Section five hundred four A point eighty-five (504A.85), Code 1966,  
9 is hereby further amended by striking from line one (1) of subsection  
10 seven (7) the word “or” and inserting in lieu thereof the word “of”.

1 SEC. 8. Section five hundred four A point eighty-seven (504A.87),  
2 Code 1966, is amended by adding thereto the following:

3 “The secretary of state may cancel the certificate of incorporation  
4 of any corporation that fails or refuses to file its annual report for  
5 any year prior to the first day of June of the year in which it is due  
6 by issuing a certificate of such cancellation at any time after the ex-  
7 piration of thirty days following the mailing to the corporation of  
8 notice of the certification to the attorney general of the failure of the  
9 corporation to file such annual report as required by section five hun-  
10 dred four A point fifty-four (504A.54) of the Code, provided the cor-  
11 poration has not filed such annual report prior to the issuance of the  
12 certificate of cancellation. Upon the issuance of the certificate of  
13 cancellation, the secretary of state shall send the certificate to the  
14 corporation at its registered office and shall retain a copy thereof in  
15 the permanent records of his office.

16 Upon the issuance of the certificate of cancellation, the corporate  
17 existence of the corporation shall terminate, subject to right of rein-  
18 statement as herein provided, and the corporation shall cease to con-  
19 duct its affairs, except insofar as may be necessary for the ‘winding up’  
20 thereof or for securing reinstatement and the right of the corporation  
21 to the use of its name shall cease and such name shall thereupon be  
22 available to any other corporation or foreign corporation or for reser-  
23 vation as provided in this chapter. The cancellation of the certificate  
24 of incorporation of a corporation shall not take away or impair any  
25 remedy available to or against such corporation, its directors, officers  
26 or members for any right or claim existing or any liability incurred  
27 prior to such cancellation, but no action or proceeding thereon may be  
28 prosecuted by such corporation until it shall have been reinstated. Any  
29 such action or proceeding against such corporation may be defended  
30 by the corporation, if it has not been reinstated, in its corporate name  
31 to which there shall be appended the word ‘canceled’ followed by the  
32 date of the issuance of the certificate of cancellation. Unless the  
33 corporation is reinstated, the corporation, upon the issuance of the  
34 certificate of cancellation, shall proceed to liquidate its affairs as  
35 provided by this chapter in cases of voluntary dissolution. However,  
36 the district court in a suit in equity shall have full power to liquidate  
37 the assets and affairs of such a corporation upon application by such

38 corporation or in a suit by a member or director or creditor of such  
39 corporation when such corporation fails to proceed promptly with such  
40 liquidation or to make application to the court therefor. A copy of  
41 the certificate of cancellation, certified by the secretary of state, shall  
42 be taken and received in all courts as prima-facie evidence of the can-  
43 cellation of the certificate of incorporation as stated therein.

44 If the certificate of incorporation of a corporation has been can-  
45 celed by the secretary of state as provided in this section for failure  
46 to file an annual report, such corporation shall be reinstated by the  
47 secretary of state at any time within five years following the date of  
48 the issuance by the secretary of state of the certificate of cancellation  
49 upon:

50 1. The delivery by the corporation to the secretary of state for  
51 filing in his office of an application for reinstatement, executed by  
52 its president or vice-president and by its secretary or an assistant  
53 secretary and verified by one of the officers signing such application,  
54 which shall set forth:

55 a. The date of the issuance by the secretary of state of the certifi-  
56 cate of cancellation;

57 b. The name of the corporation at the time of the issuance of the  
58 certificate of cancellation and, if, at the time of the filing of the appli-  
59 cation for reinstatement, another corporation or foreign corporation  
60 is entitled to use such name or such name is then reserved or regis-  
61 tered as provided in this chapter, the name of the corporation as  
62 changed, which shall be a name then available under the laws of this  
63 state; and

64 c. The address, including street and number, if any, of the regis-  
65 tered office of the corporation upon the reinstatement thereof, which  
66 shall be located in the same county as the county in which the regis-  
67 tered office of the corporation was located at the time of the issuance  
68 of the certificate of cancellation, and the name of its registered agent  
69 or agents at such address upon the reinstatement of the corporation;

70 2. The filing with the secretary of state by the corporation of all  
71 annual reports then due and theretofore becoming due;

72 3. The payment to the secretary of state by the corporation of all  
73 annual license fees and penalties then due and theretofore becoming  
74 due and an additional penalty of twenty-five dollars.

75 The secretary of state, upon filing the application for reinstate-  
76 ment, shall issue a certificate of reinstatement and file and record the  
77 same in his office and, if the application for reinstatement shall set  
78 forth a change in the name of the corporation, as required by this  
79 section, the same shall constitute an amendment to the articles of in-  
80 corporation of the corporation and the certificate of reinstatement  
81 shall set forth such fact and shall be filed and recorded in the office of  
82 the county recorder. Upon the issuance of the certificate of reinstate-  
83 ment, the corporation shall be entitled to continue to act as a corpo-  
84 ration for the unexpired portion of its corporate period as fixed by its  
85 articles of incorporation, except, that the corporation shall not be  
86 entitled to use the name of the corporation at the time of the issuance

87 of the certificate of cancellation if another corporation or foreign  
88 corporation is entitled to use such name or such name is then reserved  
89 as provided in this chapter.”

Approved January 26, 1970.

## CHAPTER 1184

### DOCK BONDS

H. F. 1305

AN ACT relating to the issuance of bonds for dock purposes.

*Be It Enacted by the General Assembly of the State of Iowa:*

1 SECTION 1. Section three hundred eighty-four point three (384.3),  
2 subsection eleven (11), Code 1966, as amended by chapter eighty-seven  
3 (87), Acts of the Sixty-third General Assembly, First Session, is  
4 hereby further amended by striking lines one (1) through seven (7),  
5 inclusive, and inserting in lieu thereof the following:

6 “Cities and towns are hereby authorized to contract indebtedness  
7 and to issue general obligation bonds to provide funds to pay the cost  
8 of acquiring, purchasing, constructing, reconstructing, equipping, im-  
9 proving, relocating, repairing or remodeling any of the works or im-  
10 provements referred to in this chapter, including the grading and  
11 filling of lands and the acquisition of property of every kind and de-  
12 scription, whether real, personal or mixed, which is useful in the opera-  
13 tion of dock facilities. Whenever the dock board deems it necessary or  
14 advisable to issue bonds for any one or more of the foregoing purposes,  
15 said board shall petition”.

1 SEC. 2. Section three hundred ninety-four point two (394.2), Code  
2 1966, is hereby amended by striking from line twenty-one (21) the  
3 words “such improvement” and inserting in lieu thereof the words  
4 “acquiring, purchasing, constructing, reconstructing, equipping, im-  
5 proving, relocating, repairing or remodeling any of the works or  
6 improvements referred to in chapter three hundred eighty-four (384)  
7 of the Code including the grading and filling of lands and the acqui-  
8 sition of property of every kind and description, whether real, personal  
9 or mixed, which is useful in the operation of dock facilities.”

1 SEC. 3. This Act being deemed of immediate importance shall be  
2 in full force and effect from and after its final approval and publica-  
3 tion in *The Daily Gate City*, a newspaper published at Keokuk, Iowa,  
4 and *The Clinton Herald*, a newspaper published at Clinton, Iowa.

Approved April 2, 1970.

I hereby certify that the foregoing Act, House File 1305, was published in *The Daily Gate City*, Keokuk, Iowa, April 8, 1970, and in *The Clinton Herald*, Clinton, Iowa, April 7, 1970.

MELVIN D. SYNHORST, *Secretary of State.*