

district department shall furnish or contract for those services necessary to provide a community-based correctional program which meets the needs of that judicial district. The district department shall be is under the direction of a board of directors, selected as provided in section 905.3, and shall be administered by a director employed by the board. A district department is a state agency for purposes of chapter 25A.

Approved May 2, 1986

CHAPTER 1173
REQUIREMENTS FOR BUSINESS ENTITIES
H.F. 2388

AN ACT relating to statutory requirements for corporations and limited partnerships by revising provisions governing filings, fees, reports, service of process, and publication of notice.

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

Section 1. Section 172C.8, subsection 1, Code 1985, is amended by striking the subsection.

Sec. 2. Section 496A.108, unnumbered paragraph 1, Code 1985, is amended to read as follows:

Duplicate originals of the application of the corporation for a certificate of authority, together with a copy of its articles of incorporation and all amendments thereto certificate of good standing or existence, duly certified by the proper officer of the state or country under the laws of which it is incorporated, shall be delivered to the secretary of state for filing in the secretary of state's office.

Sec. 3. Section 496A.118, subsection 4, Code 1985, is amended by striking the subsection and renumbering the remaining subsection.

Sec. 4. Section 496A.118, unnumbered paragraph 2, Code 1985, is amended to read as follows:

~~No~~ A certificate of authority of a foreign corporation shall not be revoked by the secretary of state unless ~~(a)~~ the secretary shall have has given the corporation not less than sixty days' notice thereof by mail addressed to the principal office of the corporation in the state or country under the laws of which it is incorporated, and ~~(b)~~ the corporation shall fail fails prior to revocation to file such the annual report, or pay such the fees or penalties, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such the misrepresentation.

Sec. 5. Section 496A.121, Code 1985, is amended by adding the following new subsections, following subsection 7, and renumbering the remaining subsections:

NEW SUBSECTION. 8. A statement of the amount of land in this state owned by the corporation.

NEW SUBSECTION. 9. Whether the corporation is a family farm corporation as defined in section 172C.1.

Sec. 6. Section 496A.121, unnumbered paragraph 2, Code 1985, is amended to read as follows:

~~Such~~ The annual report shall be made on forms prescribed and furnished by the secretary of state, and the information ~~therein~~ contained in the report shall be given as of the first day of January of the year in which the report is due. It shall be executed by the corporation by its president, a vice president, secretary, an assistant secretary, or treasurer a representative

duly authorized by the board of directors, or, if the corporation is in the hands of a receiver, trustee, or assignee for benefit of creditors, it shall be executed on behalf of the corporation by ~~such~~ the receiver, trustee, or assignee.

Sec. 7. Section 496A.124, subsections 14 and 15, Code 1985, are amended to read as follows:

14. Filing an application of a foreign corporation for a certificate of authority to transact business in this state and issuing a certificate of authority, ~~eighty one~~ one hundred dollars.

15. Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, ~~eighty one~~ one hundred dollars.

Sec. 8. Section 496A.124, subsections 16, 17, and 18, Code 1985, are amended by striking the subsections and renumbering the remaining subsections.

Sec. 9. Section 496A.130, unnumbered paragraph 6, Code 1985, is amended to read as follows:

If the certificate of incorporation of a corporation has been canceled by the secretary of state as provided in this section for failure to file an annual report, or failure to pay fees or penalties, ~~such~~ the corporation shall be reinstated by the secretary of state at any time within ~~five ten~~ years following the date of the issuance by the secretary of state of the certificate of cancellation upon:

Sec. 10. Section 504A.70, unnumbered paragraph 1, Code 1985, is amended to read as follows:

Duplicate originals of the application of the corporation for a certificate of authority, together with a ~~copy of its articles of incorporation and all amendments thereto~~ certificate of good standing or existence, duly certified by the proper officer of the state or country under the laws of which it is incorporated, shall be delivered to the secretary of state for filing in the secretary of state's office.

Sec. 11. Section 504A.80, subsection 4, Code 1985, is amended by striking the subsection and renumbering the remaining subsection.

Sec. 12. Section 504A.80, unnumbered paragraph 2, Code 1985, is amended to read as follows:

~~No~~ A certificate of authority of a foreign corporation shall not be revoked by the secretary of state unless ~~(a)~~ the secretary ~~shall have~~ has given the corporation not less than sixty days' notice ~~thereof~~ by mail addressed to the principal office of the corporation in the state or country under the laws of which it is incorporated, and ~~(b)~~ the corporation ~~shall fail~~ fails prior to revocation to file ~~such~~ the annual report, or pay ~~such~~ the fees or penalties, or file the required statement of change of registered agent or registered office ~~or file such articles of amendment or articles of merger, or correct such~~ the misrepresentation.

Sec. 13. Section 504A.83, unnumbered paragraph 2, Code 1985, is amended to read as follows:

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

Sec. 14. Section 504A.85, subsections 10 and 11, Code 1985, are amended to read as follows:

10. Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, ~~twenty~~ twenty-five dollars.

11. Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state and issuing an amended certificate of authority, ~~twenty~~ twenty-five dollars.

Sec. 15. Section 504A.85, subsections 12 and 13, Code 1985, are amended by striking the subsections and renumbering the remaining subsections.

Sec. 16. Section 545.104, Code 1985, is amended by adding the following new subsections:

NEW SUBSECTION. 3. An agent for service of process may resign as agent upon filing and recording in accordance with section 545.206 a written notice of resignation, executed in duplicate, with the secretary of state. The secretary of state shall forthwith mail a copy of the resignation to the limited partnership at its principal place of business. The appointment of the agent terminates upon the expiration of thirty days after receipt of the notice by the secretary of state.

NEW SUBSECTION. 4. If a limited partnership fails to appoint or maintain an agent for service of process or if its agent cannot with reasonable diligence be found at the address of the agent recorded with the secretary of state, then the secretary of state is an agent of the limited partnership upon whom any process, notice, or demand may be served. Service may be made by delivering to the secretary of state duplicate copies of the process, notice, or demand. If the process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies to be forwarded by certified mail, addressed to the limited partnership at its principal place of business. A limited partnership served in accordance with this subsection is not in default until thirty days have elapsed following the service on the secretary of state.

The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this subsection, and shall record the time of the service and the action taken.

This subsection does not limit or affect the right to serve any process, notice, or demand required or permitted by law to be served upon a limited partnership in any other manner permitted by law.

Sec. 17. NEW SECTION. 545.909 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

An agent for service of process of a foreign limited partnership may resign as agent upon filing a written notice of the resignation, executed in duplicate, with the secretary of state. The secretary of state shall forthwith mail a copy of the resignation to the foreign limited partnership at its principal office or office required to be maintained in the state of its organization. The appointment of the agent terminates upon the expiration of thirty days after receipt of the notice by the secretary of state.

Sec. 18. NEW SECTION. 545.910 SERVICE OF PROCESS ON FOREIGN LIMITED PARTNERSHIP.

If a foreign limited partnership registered with the secretary of state fails to appoint or maintain an agent for service of process in this state or if its agent cannot with reasonable diligence be found, then service of process may be made upon the secretary of state in accordance with section 545.104, subsection 4.

Sec. 19. Section 545.1105, Code 1985, is amended by adding the following new subsections following subsection 6 and renumbering the remaining subsection:

NEW SUBSECTION. 7. A notice of transfer of reservation of name: ten dollars.

NEW SUBSECTION. 8. A notice of resignation of agent for service of process: five dollars.

Sec. 20. Sections 172C.5, 496A.52, 496A.113, 496A.114, 504A.75, and 504A.76, Code 1985, are repealed.

Approved May 2, 1986