§STATE OF OKLAHOMA

1st Session of the 48th Legislature (2001)

COMMITTEE SUBSTITUTE
FOR
SENATE BILL 662 By: Coffee

COMMITTEE SUBSTITUTE

[Secretary of State - amending various sections relating to rights and duties - codification - repealer - emergency]

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. AMENDATORY 12A O.S. 1991, Section 9-307.3, as amended by Section 43, Chapter 371, O.S.L. 2000, and as renumbered by Section 183, Chapter 371, O.S.L. 2000 (12A O.S. Supp. 2000, Section 1-9-320.3), is amended to read as follows:

Section 1-9-320.3

FORMS; DUTY OF ~~STATE AUDITOR AND INSPECTOR~~ SECRETARY OF STATE

The ~~State Auditor and Inspector~~ Secretary of State shall develop and maintain a standard form for an effective financing statement and for a statement of continuation, partial release, amendment, or assignment thereof, which shall be consistent with the provisions of Sections 1-9-320.1 through 1-9-320.7 of this title.

SECTION 2. AMENDATORY 12A O.S. 1991, Section 9-307.6, as amended by Section 46, Chapter 371, O.S.L. 2000, and as renumbered by Section 183, Chapter 371, O.S.L. 2000 (12A O.S. Supp. 2000, Section 1-9-320.6), is amended to read as follows:

Section 1-9-320.6

CENTRAL FILING SYSTEM RELATING TO FARM PRODUCTS

(1) The Secretary of State shall be responsible for developing and implementing the central filing system. This responsibility shall include obtaining the necessary certification for the system

from the United States Department of Agriculture ("USDA"). The effective date for the implementation of the central filing system was October 24, 1988.

(2) The Secretary of State may promulgate, in accordance with the applicable provisions of the ~~Oklahoma~~ Administrative Procedures Act, appropriate rules for the implementation and operation of the central filing system.

(3) The Office of State Finance shall assist the Secretary of State in developing and implementing the central filing system.

(4) The central filing system shall conform to the following requirements:

(a) The Secretary of State shall record the date and hour of the filing of each effective financing statement;

(b) The Secretary of State shall compile all effective financing statements into a master list:

(i) organized according to farm products;

(ii) arranged within each such product:

(A) in alphabetical order according to the last name of the individual debtors or, in the case of debtors doing business other than as individuals, the first word in the name of the debtors;

(B) in numerical order according to the social security number of the individual debtors or, in the case of debtors doing business other than as individuals, the Internal Revenue Service taxpayer identification number of the debtors;

(C) geographically by county produced; and

(D) by crop year; and

(iii) containing the information provided for in subparagraph (iv) of paragraph (d) ~~of subsection (1)~~ of Section 1-9-320.2 of this title;

(iv) portions of the master list ~~may~~ will be available in hard copy or electronic formats, and may be organized by other sorting methods in addition to the methods listed above.

(c) The Secretary of State shall maintain records of all buyers of farm products, commission merchants, selling agents and others who register with the Secretary of State, on a form containing:

(i) the name and address of each registrant;

(ii) the information on the farm product or products that the registrant is requesting;

(iii) the name of each county where the product is produced or to be produced, or a blanket code covering all seventy-seven (77) counties of this state; and

(iv) an authorized signature.

(d) (i) A copy of those portions of the master list covering the information requested by a registrant shall be distributed to such registrants by the Secretary of State on or before the last business day of each month and shall be presumed to have been received by the third ~~working~~ business day of the following month.

(ii) Registrants shall be deemed to be registered only as to those portions of the master list for which they register, and shall be deemed to have failed to register and shall not be considered to be

registrants as to those portions for which they do not register.

(iii) Registrants are subject only to security interests shown on the portions of the master list which they receive as a consequence of registration with the Secretary of State.

(iv) If a particular security interest is shown on the master list, but was included since the last regular distribution of portions of the master list to registrants, registrants shall not be subject to that security interest;

(e) The duration of the registration with the Secretary of State of a buyer of farm products, commission merchant, selling agent or other registrant shall be one (1) year from the effective date of the registration with the Secretary of State.

(f) (i) Upon request, within twenty-four (24) hours of any inquiry, for information, the Secretary of State shall provide verbal confirmation of the existence or nonexistence of any effective financing statement on file. By the close of the business day following the day on which the request was received, written confirmation of the existence of an effective financing statement will be provided to buyers of farm products, commission merchants, and selling agents who have not registered, and others who request it.

(ii) The state or political subdivision shall not be liable if a loss or claim results from any confirmation of the existence or nonexistence of any effective financing statement on file in the Office of the Secretary of State made in good

faith by an employee of the Office of the Secretary of State as required by the provisions of Section 1-9-320.6 of this title.

(5) The filing in the office of the Secretary of State under this section shall be in addition to the filing requirements provided for in this article.

(6) A financing or continuation statement covering farm products that has not lapsed and which was filed pursuant to Section 9-401 of Title 12A of the Oklahoma Statutes between December 23, 1986, and October 24, 1988, inclusive, and for which no written notice was furnished as provided in Section ~~9-307.7~~ 1-9-320.7 of this title, shall become ineffective as to a buyer of farm products, commission merchant or selling agent, unless the secured party files an effective financing statement in the office of the Secretary of State.

(7) An effective financing statement shall not be deemed filed in accordance with the provisions of this section until all fees authorized by Section 111 of Title 28 of the Oklahoma Statutes relating to the filing of the statement are tendered to the Secretary of State.

(8) The secured party shall file a termination statement within twenty (20) days after there is no outstanding secured obligation or commitment to make advances, incur obligations or otherwise give value. The secured party shall not be required to file a termination statement if the debtor, in writing, addressed to the secured party, requests that a ~~statement~~ termination not be filed. The request shall be signed by the debtor or an authorized representative and the request may be made at any time prior to the expiration date of an effective financing statement set forth herein. If the affected secured party fails to file a termination statement as required by this subsection, the party shall be liable to the Secretary of State for Five Hundred Dollars ($500.00). In

addition the affected secured party shall be liable to the debtor for any loss caused to the debtor by the failure to terminate the effective financing statement.

(9) The Attorney General shall be responsible for enforcing the provisions of subsection (8) of this section on behalf of the Secretary of State and is authorized to take appropriate actions to collect any penalties owed to the Secretary of State pursuant to subsection (8) of this section. When collected, the Attorney General shall cause the penalty to be deposited into the Central Filing System Revolving Fund created pursuant to Section 276.3 of Title 62 of the Oklahoma Statutes.

SECTION 3. AMENDATORY 28 O.S. 1991, Section 111, as last amended by Section 15, Chapter 385, O.S.L. 2000 (28 O.S. Supp. 2000, Section 111), is amended to read as follows:

Section 111. A. In addition to other fees provided for by law, the Secretary of State shall collect the following fees:

1. For affixing the certificate of the Secretary and the seal of the State of Oklahoma, Ten Dollars ($10.00);

2. For copying any paper or document, One Dollar ($1.00) per page, provided the minimum charge shall not be less than Two Dollars ($2.00);

3. For filing an effective financing statement in the office of the Secretary of State pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

4. For filing a continuation statement, partial release, assignment of or amendment to an effective financing statement filed in the office of the Secretary of State pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

5. For filing a termination statement for an effective financing statement filed in the office of the Secretary of State

pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

6. For registering a buyer of farm products, commission merchant ~~or~~, selling agent or other interested party as provided for in Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Fifty Dollars ($50.00) per year;

7. For distributing a copy of the master list or portions thereof to buyers of farm products, commission merchants, and selling agents, as provided for in Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, or for providing a copy of such master list or portions thereof to other interested parties, in accordance with the following fee schedule. Such fees may be paid annually or semi-annually:

a. For information requested for five or less counties:

	Number of Farm Products	~~Photostatic~~ Paper Reproduction	Microfiche
(1)	1 to 5 products	$150 per year ...	$25 per year
(2)	6 to 10 products	$200 per year ...	$50 per year
(3)	11 to 20 products	$250 per year ...	$75 per year
(4)	over 20 products	$300 per year ..	$100 per year

b. For information requested for six to twenty-five counties:

	Number of Farm Products	~~Photostatic~~ Paper Reproduction	Microfiche
(1)	1 to 10 products	$200 per year ...	$50 per year
(2)	11 to 20 products	$250 per year ...	$75 per year
(3)	over 20 products	$300 per year ..	$100 per year

c. For information requested for twenty-six ~~(26)~~ to fifty counties:

	Number of Farm Products	~~Photostatic~~ Paper Reproduction	Microfiche
(1)	1 to 10 products	$250 per year ...	$75 per year

(2) 11 to 20 products ..... $300 per year ...$100 per year

(3) over 20 products ..... $350 per year ...$125 per year

d. For information requested for over fifty counties:

Number of Products	~~Photostatic~~ Paper Reproduction	Microfiche
(1) 1 to 10 products	.....$300 per year	...$100 per year
(2) 11 to 20 products	.....$350 per year	...$125 per year
(3) over 20 products	.....$400 per year	...$150 per year;

8. a. The Secretary of State is authorized to provide for the distribution of the master list or portions thereof to those persons specified in paragraph 7 of this subsection through electronic data or machine readable equipment or other communication media in such form and manner as is specified by the Secretary of State.

b. The Secretary of State is authorized to establish a fee system for such transfer of information pursuant to this paragraph. Such fee shall not exceed the amount necessary to cover the costs of the Secretary of State in providing such transfer of information.

c. In providing for the transfer of the information specified by this paragraph, the Secretary of State shall ensure the integrity of confidential information within the office of the Secretary of State through data security measures, internal controls and appropriate data base management;

9. For issuing a written confirmation of the existence or nonexistence of ~~any~~ active effective financing statements on file for a debtor in the office of the Secretary of State, Six Dollars ($6.00);

10. The Secretary of State shall collect a fee of Twenty-five Dollars ($25.00) for every apostille issued. For the purposes of

this paragraph, an apostille is a special certificate attached to a public record, as required by the 1961 Hague Convention, Fed. R. Civ. P. 44 (28 U.S.C.A.), to certify the authenticity of the signature, the capacity in which the person signing the document has acted and, where appropriate, the identity of the seal or stamp which it bears; provided, however, a fee of Ten Dollars ($10.00) shall be collected for any apostille requested for an international adoption; and

11. For each service rendered and not specified in this section, such fees as are allowed for similar services in other cases.

B. All fees shall be properly accounted for and shall be paid into the State Treasury monthly. The fees generated by paragraphs 1, 2, 10 and 11 of subsection A of this section shall be deposited to the credit of the Revolving Fund for the Office of the Secretary of State created pursuant to Section 276.1 of Title 62 of the Oklahoma Statutes. The fees generated by paragraphs 3 through 9 of subsection A of this section <u>and other fees collected by the Central Filing System</u> shall be deposited to the credit of the Central Filing System Revolving Fund created pursuant to Section 276.3 of Title 62 of the Oklahoma Statutes.

SECTION 4. AMENDATORY 15 O.S. 1991, Section 217, is amended to read as follows:

Section 217. Every contract by which any one is restrained from exercising a lawful profession, trade or business of any kind, otherwise than as provided by Sections 218 and 219 of this title, <u>or otherwise than as provided by Section 2 of this act,</u> is to that extent void.

SECTION 5. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 219A of Title 15, unless there is created a duplication in numbering, reads as follows:

A. A person who makes an agreement with an employer, whether in writing or verbally, not to compete with the employer after the employment relationship has been terminated, shall be permitted to engage in the same business as that conducted by the former employer or in a similar business as that conducted by the former employer as long as the former employee does not directly solicit the sale of goods, services or a combination of goods and services from the established customers of the former employer.

B. Any provision in a contract between an employer and an employee in conflict with the provisions of this section shall be void and unenforceable.

SECTION 6. AMENDATORY 18 O.S. 1991, Section 552.5, as last amended by Section 4, Chapter 421, O.S.L. 1999 (18 O.S. Supp. 2000, Section 552.5), is amended to read as follows:

Section 552.5 A. Every charitable organization subject to the provisions of Section 552.1 et seq. of this ~~act~~ title which has received contributions during the previous calendar year shall file a statement with the Secretary of State, executed and signed by a party duly authorized to act on behalf of the charitable organization, which contains the most recent information, as follows:

1. The name, street address, and telephone number of the charitable organization;

2. The gross amount of the contributions pledged or collected;

3. The gross amount given or to be given to the charitable purpose represented;

4. The aggregate amount paid and to be paid for the expenses of solicitation; and

5. The aggregate amount paid to and to be paid to professional fund raisers and solicitors.

B. The financial statement prescribed in subsection A of this section shall be submitted with the initial registration, and with each annual renewal, thereafter.

C. Every charitable organization registered with the Secretary of State to solicit contributions in the State of Oklahoma which shall change its name or the mailing address of its principal office, prior to its annual renewal date shall file with the Secretary of State a statement executed by an authorized officer of the organization setting forth its new name and/or mailing address and pay a filing fee of Fifteen Dollars ($15.00).

SECTION 7. AMENDATORY 18 O.S. 1991, Section 552.7, as last amended by Section 3, Chapter 6, O.S.L. 2000 (18 O.S. Supp. 2000, Section 552.7), is amended to read as follows:

Section 552.7 A. No person shall act as a professional fund-raiser for any charitable organization, including those organizations listed under Section 552.4 of this title, until the person has first registered with the Office of the Secretary of State. Applications for registrations, signed and acknowledged by a party duly authorized to act on behalf of the fund-raiser, shall state the full, legal name of the professional fund-raiser, the street address of the principal place of business of the fund-raiser, the full, legal names and street addresses of the charitable organizations with which it has entered into contracts or agreements, and shall be accompanied by an annual fee in the sum of Fifty Dollars ($50.00), to be deposited to the General Revenue Fund of the State Treasury. The applicant shall, at the time of making application, file with the Secretary of State a bond in which the applicant shall be the principal obligor, in the sum of Two Thousand Five Hundred Dollars ($2,500.00), with one or more sureties whose liability in the aggregate as sureties shall at least equal that sum. The bond shall run to the Secretary of State for the use of the state and to any person, including a charitable organization,

who may have a cause of action against the obligor of the bond for any malfeasance or misfeasance of the obligor or any professional solicitor employed by him or her in the conduct of the solicitation. Registration shall be valid for a period of one (1) year from the date of filing with the Secretary of State, and may be renewed annually upon the filing of a renewal application accompanied by the bond and fee prescribed herein.

B. No professional ~~fundraiser~~ fund-raiser or solicitor shall engage in fundraising activities for a charitable organization which is not registered with the Secretary of State unless the organization is exempt from registration.

C. Every professional fund-raiser registered with the Secretary of State which shall change its name or the mailing address of its principal office, prior to its annual renewal date shall file with the Secretary of State a statement executed by an authorized officer of the organization setting forth its new name or mailing address and pay a filing fee of Twenty-five Dollars ($25.00).

SECTION 8. AMENDATORY 18 O.S. 1991, Section 807, as last amended by Section 2, Chapter 69, O.S.L. 1996 (18 O.S. Supp. 2000, Section 807), is amended to read as follows:

Section 807. The name of every professional entity shall end with one or more of the words or abbreviations permitted in the applicable associated acts; provided, that such words or abbreviations shall be modified by the word "professional" or some abbreviation of the combination, with or without punctuation, including, without limitation: "P.C.", "P.L.P." or "P.L.L.C.". Provided further, each of the regulating boards may by rule adopt further requirements as to the names of professional entities organized to render professional services within the jurisdiction of such regulating board.

SECTION 9. AMENDATORY 18 O.S. 1991, Section 808, is amended to read as follows:

Section 808. The principal office of the professional ~~corporation~~ business entity shall be designated by street address in the ~~certificate of incorporation~~ formation instrument and shall not be changed without amendment of the ~~certificate of incorporation~~ formation instrument.

SECTION 10. AMENDATORY 18 O.S. 1991, Section 1142, as last amended by Section 1, Chapter 267, O.S.L. 1994 (18 O.S. Supp. 2000, Section 1142), is amended to read as follows:

Section 1142.

FILING AND OTHER SERVICE FEES

A. The Secretary of State, for services performed in the ~~office~~ Office of the Secretary of State and for expense of mailing, shall charge and collect the following fees:

1. For any report, document, or other paper required to be filed in the Office of the Secretary of State, a fee of Twenty-five Dollars ($25.00);

2. For reservation of corporate name, a fee of Ten Dollars ($10.00);

3. For issuing extra copies of any certificate not requiring any extra filing of papers or documents of any kind, a fee of Ten Dollars ($10.00);

4. For issuing any other certificate, a fee of Ten Dollars ($10.00);

5. For receiving a filing or indexing the annual certificate of a foreign corporation doing business in this state, or both when filed together, a fee of Ten Dollars ($10.00);

6. For preclearance of any document for filing, a fee of Fifty Dollars ($50.00);

7. For each service of process made upon and accepted by the Secretary of State, a fee of Twenty-five Dollars ($25.00);

8. For preparing and providing a ~~written~~ report of a record search, a fee of Five Dollars ($5.00);

9. For filing and issuing certificates of incorporation, the fee shall be one-tenth of one percent (1/10 of 1%) of the authorized capital stock of such corporation; provided, that the minimum fee for any such service shall be Fifty Dollars ($50.00); provided further, that not for profit corporations shall only be required to pay a fee of Twenty-five Dollars ($25.00);

10. For filing and issuing amended certificates of incorporation or certificates of ~~consolidation, if the resulting corporation is a domestic corporation, merger, if the surviving corporation is a domestic corporation,~~ restatement, reorganization, revival, extension or dissolution, the fee shall be Fifty Dollars ($50.00); provided, however, not for profit corporations shall only be required to pay a fee of Twenty-five Dollars ($25.00). If an amendment shall provide for an increase in authorized capital in excess of Fifty Thousand Dollars ($50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such increase;

11. For filing and issuing certificates of consolidation, if the resulting corporation is a domestic corporation, or merger, if the surviving corporation is a domestic corporation, the fee shall be One Hundred Dollars ($100.00); provided, however, not-for-profit corporations shall only be required to pay a fee of Twenty-five Dollars ($25.00). If the merger or consolidation shall increase the authorized capital of the surviving or resulting corporation in excess of Fifty Thousand Dollars ($50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such increase;

12. For filing and issuing a certificate of conversion, whenever the resulting corporation is a domestic corporation, the minimum fee shall be One Hundred Dollars ($100.00); provided, however, if the certificate of incorporation of the resulting corporation authorizes capital stock in excess of Fifty Thousand

Dollars ($50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such authorized capital. If the resulting domestic corporation is not-for-profit, it shall only be required to pay a fee of Fifty Dollars ($50.00);

13. For issuing a certificate to a foreign corporation to do business in this state, and filing a certificate and statement of such corporation required pursuant to the provisions of Section 1130 of this title, the fee shall be one-tenth of one percent (1/10 of 1%) of the maximum amount of capital invested by such corporation in the state at any time during the fiscal year such certificate is issued to any such foreign corporation; provided, that the minimum fee for any such service shall be Three Hundred Dollars ($300.00); provided further, that no such corporation shall be required to pay a fee on an amount in excess of its authorized capital;

~~12.~~ 14. For amended certificate of qualification of a foreign corporation, ~~or certificate of consolidation, if the resulting corporation is a foreign corporation, merger, if the surviving corporation is a foreign corporation, or withdrawal to a foreign corporation doing business in this state,~~ a fee of Two Hundred Dollars ($200.00); provided, however, for a certificate solely reflecting a change of mailing address, a fee of Ten Dollars ($10.00);

15. For filing a certificate of consolidation, if the resulting corporation is a foreign corporation, or merger, if the surviving corporation is a foreign corporation, the fee shall be One Hundred Dollars ($100.00);

16. For filing a certificate of withdrawal of a foreign corporation doing business in this state, a fee of One Hundred Dollars ($100.00);

~~13.~~ 17. Every foreign corporation on the anniversary of its qualification in this state each year, shall cause to be filed with the Secretary of State a certificate of its president,

vice-president or other managing officers, in which shall be stated and shown the maximum amount of capital the corporation had invested in the state at any time subsequent to the issuance to it of a certificate to do business in this state and the amount of capital previously paid upon. If the amount of capital so invested as shown by said certificate exceeds the amount formerly paid upon, the corporation, at the time of filing said certificate, shall pay to the Secretary of State an additional fee equal to one-tenth of one percent (1/10 of 1%) of the amount of such excess capital so invested by the corporation in the state; provided, that no such corporation shall be required to pay a filing fee on an amount in excess of its authorized capital, or to file the certificate provided for in this paragraph after it shall have paid a filing fee on its total authorized capitalization;

~~14.~~ 18. For acting as the registered agent, a fee of One Hundred Dollars ($100.00) payable on the first day of July each year, and if not paid before the next ensuing September 1st, the Oklahoma Tax Commission shall suspend and forfeit the charter of the delinquent corporation pursuant to the procedures prescribed in Section 1212 of Title 68 of the Oklahoma Statutes. The Oklahoma Tax Commission shall collect and audit the registered agent fee authorized pursuant to this paragraph in conjunction with the collection and audit of franchise taxes as provided for in Sections 1201 through 1214 of Title 68 of the Oklahoma Statutes. All monies received by the Oklahoma Tax Commission pursuant to the provisions of this paragraph shall be paid to the State Treasurer for deposit in the General Revenue Fund; and

~~15.~~ 19. For any response by means of telecommunications to inquiries regarding information required to be maintained by the Secretary of State, a fee of Five Dollars ($5.00), unless otherwise provided. Fees collected pursuant to this paragraph shall be

deposited in the Revolving Fund for the Office of the Secretary of State.

B. Except as otherwise provided by law, fees paid to the Secretary of State in accordance with the provisions of the Oklahoma General Corporation Act shall be properly accounted for and shall be paid monthly to the State Treasurer for deposit in the General Revenue Fund.

C. For any certificate supplied by the county clerk, such clerk shall receive a fee of One Dollar ($1.00). Such fees shall be properly accounted for and shall be paid into the county treasury in the same manner as other fees collected by the county clerk for the filing and recording of mortgages and deeds.

D. In any court proceeding pursuant to the provisions of the Oklahoma General Corporation Act requiring the filing of any decree, order, report or other document in the Office of the Secretary of State or in the office of any county clerk, in addition to the usual court costs and the costs for filing in the office of the clerk of the court, fees equal to the amounts provided for in this section for such required filing shall be collected as costs in such proceedings and such amount shall be forwarded to the Secretary of State and the county clerk with the papers to be filed.

E. The provisions contained in this section relating to the payment of incorporation fees by foreign corporations are not intended and shall not be construed to relieve such corporations, where applicable, of the payment of the annual corporate franchise tax to the Oklahoma Tax Commission.

F. For the purposes of computing the fees to be collected by the Secretary of State pursuant to the provisions of this section, each share without par value shall be treated the same as a share with a par value of Fifty Dollars ($50.00), and the fees thereon shall be collected accordingly.

G. Payments for any required fees except as otherwise provided by law may be made as follows:

1. By the applicant's personal or company check, cash, or money order; or

2. By a nationally recognized credit card issued to the applicant. The Secretary of State may add ~~an amount equal to the amount of the service charge incurred~~ a convenience fee, not to exceed four percent (4%) of the amount of such payment ~~as a service charge for the acceptance of such credit card~~ for services provided through telephonic or electronic media. For purposes of this paragraph, "nationally recognized credit card" means any instrument or device, whether known as a credit card, credit plate, charge plate, or by any other name, issued with or without fee by an issuer for the use of the cardholder in obtaining goods, services, or anything else of value on credit which is accepted by over one thousand merchants in this state. The Secretary of State shall determine which nationally recognized credit cards will be accepted; provided, however, the Secretary of State must ensure that no loss of state revenue will occur by the use of such card. The convenience fee collected pursuant to this paragraph shall be credited to the Revolving Fund for the Office of the Secretary of State, as established in Section 276.1 of Title 62.

SECTION 11. AMENDATORY Section 11, Chapter 148, O.S.L. 1992, as last amended by Section 26, Chapter 421, O.S.L. 1999 (18 O.S. Supp. 2000, Section 2010), is amended to read as follows:

Section 2010. A. Every domestic limited liability company shall continuously maintain in this state:

1. A registered office which may be, but need not be, the same as its principal place of business; and

2. A resident agent for service of process on the limited liability company that may be the domestic limited liability company itself, an individual resident of this state, or a domestic or

qualified foreign corporation, limited liability company, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent.

B. 1. A limited liability company may designate or change its resident agent, registered office, or principal office by filing with the Office of the Secretary of State a statement authorizing the designation or change and signed by any manager.

2. A limited liability company may change the street address of its registered office by filing with the Office of the Secretary of State a statement of the change signed by any manager.

3. A designation or change of a principal office or resident agent or street address of the registered office for a limited liability company under this subsection is effective when the Office of the Secretary of State files the statement.

C. 1. A resident agent who changes his or her street address in the state may notify the Office of the Secretary of State of the change by filing with the Office of the Secretary of State a statement of the change signed by the agent or on the agent's behalf.

2. The statement shall include:

a. the name of the limited liability company for which the change is effective,

b. the new street address of the resident agent, and

c. the date on which the change is effective, if to be effective after the filing date.

3. If the new address of the resident agent is the same as the new address of the principal office of the limited liability company, the statement may include a change of address of the principal office if:

a. the resident agent notifies the limited liability company of the change in writing, and

b. the statement recites that the resident agent has done so.

4. Unless otherwise provided in the statement, the change of address of the resident agent or principal office is effective when the Office of the Secretary of State files the statement.

D. 1. A resident agent may resign by filing with the Office of the Secretary of State a ~~counterpart or photocopy of the signed resignation~~ copy of the resignation, signed and acknowledged by the registered agent, which contains a statement that notice of the resignation was given to the limited liability company at least thirty (30) days prior to the filing of the resignation by mailing or delivering the notice to the limited liability company at its address last known to the registered agent and specify such address therein.

2. Unless a later time is specified in the resignation, it is effective thirty (30) days after it is filed.

3. If a domestic limited liability company fails to obtain and designate a new registered agent prior to the expiration of the thirty (30) days after the filing by the registered agent of a resignation statement, the Secretary of State shall be deemed to be the registered agent of such limited liability company until a new registered agent is designated.

E. If a limited liability company has no registered agent or the registered agent cannot be found, then service of process on the limited liability company may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 12. AMENDATORY Section 47, Chapter 148, O.S.L. 1992, as amended by Section 30, Chapter 421, O.S.L. 1999 (18 O.S. Supp. 2000, Section 2046), is amended to read as follows:

Section 2046. A. If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited liability company shall promptly file in the Office of the Secretary of State a certificate, signed by a manager, member, or other person, correcting the statement and pay the fee provided for in Section 2055 of this title.

B. A registered foreign limited liability company shall record any changes in its principal office, its registered agent, or the registered agent's address, by filing with the Office of the Secretary of State a statement of the change and paying the fee provided for in Section 2055 of this title.

C. A foreign limited liability company authorized to transact business in this state shall promptly file a certificate, issued by the proper officer of the state or jurisdiction of its organization, attesting to the occurrence of a merger, in the Office of the Secretary of State and pay the fee provided for in Section ~~2056~~ 2055 of this title, whenever it is the surviving limited liability company and the merger:

1. Changes any statement in the application of registration of the foreign limited liability company; or

2. Involves any other foreign business entity authorized to transact business in this state.

D. If the merger changes any arrangements or other facts described in the application for registration of the surviving foreign limited liability company, it shall also comply with the provisions of ~~Section 2046 of this title~~ this section; provided that it will not be required to pay an additional fee.

E. Whenever a foreign limited liability company authorized to transact business in this state ceases to exist because of a statutory merger or consolidation with a foreign business entity not

qualified to transact business in this state, it shall comply with the provisions of Section 2047 of this title.

F. A registered agent of a foreign limited liability company may resign by filing with the Office of the Secretary of State a copy of the resignation, signed and acknowledged by the agent, which contains a statement that notice of the resignation was given to the limited liability company at least thirty (30) days prior to the filing of the resignation by mailing or delivering the notice to the limited liability company at its address last known to the registered agent and specify such address therein.

1. Unless a later time is specified in the resignation, it is effective thirty (30) days after it is filed.

2. If a foreign limited liability company fails to obtain and designate a new registered agent prior to the expiration of the thirty (30) days after the filing by the registered agent of a resignation statement, the Secretary of State shall be deemed to be the registered agent of such limited liability company.

G. If a limited liability company has no registered agent or the registered agent cannot be found, then service of process on the limited liability company may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 13. AMENDATORY Section 56, Chapter 148, O.S.L. 1992, as last amended by Section 19, Chapter 382, O.S.L. 1994 (18 O.S. Supp. 2000, Section 2055), is amended to read as follows:

Section 2055. The Secretary of State shall charge and collect the following fees:

1. For filing the original articles of organization, a fee of One Hundred Dollars ($100.00);

2. For filing amended, corrected or restated articles of organization, a fee of Fifty Dollars ($50.00);

3. For filing articles of merger or consolidation and issuing a certificate of merger or consolidation, a fee of One Hundred Dollars ($100.00);

4. For filing articles of dissolution and issuing a certificate of cancellation, a fee of Fifty Dollars ($50.00);

5. For filing a certificate of correction of statements in an application for registration of a foreign limited liability company, a fee of One Hundred Dollars ($100.00); provided, however, for a certificate solely reflecting a change of mailing address, a fee of Ten Dollars ($10.00);

6. For issuing a certificate for any purpose whatsoever, a fee of Ten Dollars ($10.00);

7. For filing an application for reservation of a name, or for filing a notice of the transfer or cancellation of any name reservation, a fee of Ten Dollars ($10.00);

8. For filing a statement of change of address of the principal office or resident agent, or both, or the resignation of a resident agent, a fee of Twenty-five Dollars ($25.00);

9. For filing an application for registration as a foreign limited liability company, a fee of Three Hundred Dollars ($300.00);

10. For filing an application of withdrawal as provided in Section 2047 of this title, a fee of One Hundred Dollars ($100.00);

11. For any service of notice, demand, or process upon the Secretary of State as resident agent of a limited liability company, a fee of ~~Ten Dollars ($10.00)~~ Twenty-five Dollars ($25.00), which amount may be recovered as taxable costs by the party to be sued, action, or proceeding causing such service to be made if such party prevails therein; and

12. For acting as the registered agent, a fee of Forty Dollars ($40.00) shall be paid on the first day of July each year to the ~~office~~ Office of the Secretary of State.

All fees shall be properly accounted for and shall be paid into the State Treasury monthly. All fees received by the ~~Oklahoma~~ Secretary of State pursuant to the provisions of this section shall be paid to the credit of the ~~revolving fund~~ Revolving Fund for the Office of the Secretary of State created pursuant to Section 276.1 of Title 62 of the Oklahoma Statutes.

SECTION 14. AMENDATORY 28 O.S. 1991, Section 111, as last amended by Section 15, Chapter 385, O.S.L. 2000 (28 O.S. Supp. 2000, Section 111), is amended to read as follows:

Section 111. A. In addition to other fees provided for by law, the Secretary of State shall collect the following fees:

1. For affixing the certificate of the Secretary of State and the seal of the State of Oklahoma, Ten Dollars ($10.00);

2. For copying any paper or document, One Dollar ($1.00) per page, provided the minimum charge shall not be less than Two Dollars ($2.00);

3. For filing an effective financing statement in the ~~office~~ Office of the Secretary of State pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

4. For filing a continuation statement, partial release, assignment of or amendment to an effective financing statement filed in the Office of the Secretary of State pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

5. For filing a termination statement for an effective financing statement filed in the ~~office~~ Office of the Secretary of State pursuant to Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00);

6. For registering a buyer of farm products, commission merchant ~~or~~, selling agent or other interested party as provided for in Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes, Fifty Dollars ($50.00) per year;

7. For distributing a copy of the master list or portions thereof to ~~buyers of farm products, commission merchants, and selling agents~~ registrants, as provided for in Section ~~9-307.6~~ 1-9-320.6 of Title 12A of the Oklahoma Statutes~~, or for providing a copy of such master list or portions thereof to other interested parties,~~ in accordance with the following fee schedule. Such fees may be paid annually or ~~semi-annually~~ semiannually:

a. For information requested for five or less counties:

Number of Farm Products	~~Photostatic~~ Paper ~~Reproduction~~	Microfiche
(1) 1 to 5 products	$150 per year ...	$25 per year
(2) 6 to 10 products	$200 per year ...	$50 per year
(3) 11 to 20 products	$250 per year ...	$75 per year
(4) over 20 products	$300 per year ..	$100 per year

b. For information requested for six to twenty-five counties:

Number of Farm Products	~~Photostatic~~ Paper ~~Reproduction~~	Microfiche
(1) 1 to 10 products	$200 per year ...	$50 per year
(2) 11 to 20 products	$250 per year ...	$75 per year
(3) over 20 products	$300 per year ..	$100 per year

c. For information requested for twenty-six ~~(26)~~ to fifty counties:

Number of Farm Products	~~Photostatic~~ Paper ~~Reproduction~~	Microfiche
(1) 1 to 10 products	$250 per year ...	$75 per year
(2) 11 to 20 products	$300 per year ...	$100 per year
(3) over 20 products	$350 per year ...	$125 per year

d. For information requested for over fifty counties:

Number of Farm Products	~~Photostatic~~ Paper ~~Reproduction~~	Microfiche
(1) 1 to 10 products	$300 per year ...	$100 per year

(2) 11 to 20 products .... $350 per year ...$125 per year

(3) over 20 products .... $400 per year ...$150 per year;

8. a. The Secretary of State is authorized to provide for the distribution of the master list or portions thereof to those persons specified in paragraph 7 of this subsection through electronic data or machine readable equipment or other communication media in such form and manner as is specified by the Secretary of State.

b. The Secretary of State is authorized to establish a fee system for such transfer of information pursuant to this paragraph. Such fee shall not exceed the amount necessary to cover the costs of the Secretary of State in providing such transfer of information.

c. In providing for the transfer of the information specified by this paragraph, the Secretary of State shall ensure the integrity of confidential information within the ~~office~~ Office of the Secretary of State through data security measures, internal controls and appropriate data base management;

9. For issuing a written confirmation of the existence or nonexistence of ~~any~~ active effective financing ~~statement~~ statements on file for a debtor in the ~~office~~ Office of the Secretary of State, Six Dollars ($6.00);

10. The Secretary of State shall collect a fee of Twenty-five Dollars ($25.00) for every apostille issued. For the purposes of this paragraph, an apostille is a special certificate attached to a public record, as required by the 1961 Hague Convention, Fed. R. Civ. P. 44 (28 U.S.C.A.), to certify the authenticity of the signature, the capacity in which the person signing the document has acted and, where appropriate, the identity of the seal or stamp which it bears; provided, however, a fee of Ten Dollars ($10.00)

shall be collected for any apostille requested for an international adoption; and

11. For each service rendered and not specified in this section, such fees as are allowed for similar services in other cases.

B. All fees shall be properly accounted for and shall be paid into the State Treasury monthly. The fees generated by paragraphs 1, 2, 10 and 11 of subsection A of this section shall be deposited to the credit of the Revolving Fund for the Office of the Secretary of State created pursuant to Section 276.1 of Title 62 of the Oklahoma Statutes. The fees generated by paragraphs 3 through 9 of subsection A of this section <u>and other fees collected by the Central Filing System</u> shall be deposited to the credit of the Central Filing System Revolving Fund created pursuant to Section 276.3 of Title 62 of the Oklahoma Statutes.

SECTION 15. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 1.1 of Title 49, unless there is created a duplication in numbering, reads as follows:

The application for a notary commission shall set forth:

1. The printed name of the applicant;

2. Former names, if applicable;

3. If a resident of this state, the county of residence and street address;

4. If a resident of another state, the county and street address of employment in Oklahoma and residence address;

5. A statement that the applicant is at least eighteen (18) years of age;

6. A designation of new, renewal or expired commission including an expiration date if applicable; and

7. Signature of the applicant.

SECTION 16. AMENDATORY 49 O.S. 1991, Section 2, as amended by Section 2, Chapter 77, O.S.L. 1997 (49 O.S. Supp. 2000, Section 2), is amended to read as follows:

Section 2. A. Before entering upon the duties of his or her office every notary public so appointed and commissioned shall file in the office of the court clerk, in his or her capacity as clerk of the district court, of the county in which such notary resides or is employed, if the notary is a nonresident, at the time he or she is commissioned, the commission issued to him or her, the notary's oath of office, the notary's official signature, an impression of the notary's official seal, and a good and sufficient bond to the State of Oklahoma, in the sum of One Thousand Dollars ($1,000.00), ~~with one or more sureties~~ to be approved by the court clerk, conditioned for the faithful performance of the duties of the notary's office. The bond shall be signed by:

1. An insurance agent licensed by the State of Oklahoma;

2. An attorney in fact on behalf of an insurance company with a power of attorney attached; or

3. One or more individual sureties who are property owners in the county of residence of the notary.

B. Such commission~~, bond, and oath~~ shall be recorded in the office of such court clerk, as clerk of the district court~~. The~~, and the commission shall be returned to the notary. ~~The bond and oath shall be transmitted by the court clerk to the Secretary of State to be filed and recorded in that office.~~ The filing of such commission, loyalty oath, bond, official signature, and impression of official seal in the office of the court clerk shall be deemed sufficient evidence to enable the court clerk to certify that the person so commissioned is a notary public, duly commissioned and acting as such, during the time such commission is in force. Upon the filing of his or her commission with the court clerk, every notary public shall pay to the court clerk the sum of Five Dollars

($5.00) to be held and accounted for by the court clerk as fees of that office.

C. ~~The Secretary of State shall record and file the bond and oath of each notary of this state~~ The court clerk shall notify the Secretary of State in writing within thirty (30) days of a bond filing for each notary of this state. The written notification shall include the name of the notary, the date the commission was issued and the commission number. The Secretary of State shall record the filing of each bond.

D. Upon the receipt of a final judgment against an Oklahoma notary public for performing a false or fraudulent notarial act from an Oklahoma District Court or its equivalent from a foreign jurisdiction, the Secretary of State shall revoke the appointment of said notary and notify the clerk of the district court of the county in which the notary resides of said revocation.

E. The court clerk shall charge a fee of Three Dollars ($3.00) for authenticating a notary commission.

SECTION 17. AMENDATORY 49 O.S. 1991, Section 5, as amended by Section 3, Chapter 77, O.S.L. 1997 (49 O.S. Supp. 2000, Section 5), is amended to read as follows:

Section 5. Every notary shall ~~provide~~ obtain a notarial seal containing the words "State of Oklahoma" and "Notary Public", the notary's name, and county of residence or county of employment~~,~~ if the notary is a non-resident. This seal may be either a metal seal which leaves an embossed impression or a rubber stamp used in conjunction with a stamp pad and ink. Each notary shall authenticate all official acts, attestations and instruments with this seal; and shall add to the notary's official signature the date of expiration of his or her commission as such notary public. If a rubber stamp is used, this date may be a part of the stamp. If any notary public shall neglect or refuse to attach to the notary's official signature the date of expiration of the notary's

commission, the notary shall be deemed guilty of a misdemeanor, and upon conviction thereof shall be fined in any sum not exceeding Fifty Dollars ($50.00).

SECTION 18. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 11 of Title 49, unless there is created a duplication in numbering, reads as follows:

A. If a notary's resident address changes, the notary must inform the Secretary of State in writing within thirty (30) days of such change. The notary is not required to file a new bond if they move from one county to another or obtain another seal.

B. If a name change occurs in the middle of a term, the notary has two options:

1. The notary may continue to use the former name as issued on the existing commission until it expires; or

2. The notary may use the notary's new name by completing and filing an application with the Secretary of State with a fee of Twenty-five Dollars ($25.00). A new commission expiration date will be established. It will be necessary for the notary to purchase a new seal and obtain a new bond for filing with the court clerk.

SECTION 19. AMENDATORY 51 O.S. 1991, Section 36.3, as last amended by Section 1, Chapter 65, O.S.L. 2000 (51 O.S. Supp. 2000, Section 36.3), is amended to read as follows:

Section 36.3 A. The oath or affirmation required by Section 36.2A of this title and taken and subscribed to by:

1. Every state officer shall be filed with the Secretary of State;

2. Every state employee shall be filed with the personnel officer of the state entity employing the state employee;

3. All other officers shall be filed with the office of the county clerk of the county of official residence of the officer; ~~and~~

4. All other employees shall be filed with the office of the county clerk of the county in which the entity employing the employee is located; and

5. Every notary public shall be filed with the office of the court clerk of the county of official residence of the notary, or if a nonresident, the county of employment.

B. No fee shall be charged for the filings or for the administration of the oaths or affirmation.

C. Blank oath forms will be furnished, without charge, by the Secretary of State to such officers and employees upon request.

D. The provisions of paragraphs 3 ~~and~~, 4 and 5 of subsection A of this section shall not apply to municipal officers and employees. All oaths or affirmations of municipal officers or employees shall be filed in the office of the municipal clerk of the municipality for which the officer or employee serves or by which the officer or employee is employed.

SECTION 20. AMENDATORY 54 O.S. 1991, Section 81, as amended by Section 65, Chapter 399, O.S.L. 1997 (54 O.S. Supp. 2000, Section 81), is amended to read as follows:

Section 81. A. Except as otherwise provided by law, every partnership transacting business in this state under a fictitious name, or a designation not showing the names of the persons interested as partners in the business, must file for recording with the Secretary of State, a certificate, stating the names in full of all the members of the partnership, their ~~places of residence and mailing~~ resident street addresses, the state or other jurisdiction of its organization and the ~~mailing address and~~ physical office address of the partnership.

B. The provisions of subsection A of this section shall not apply to partnerships or limited partnerships which are transacting business under a name filed with the Secretary of State in compliance with other law.

SECTION 21. AMENDATORY 54 O.S. 1991, Section 303, as last amended by Section 33, Chapter 421, O.S.L. 1999 (54 O.S. Supp. 2000, Section 303), is amended to read as follows:

Section 303.

NAME

The name of each limited partnership as set forth in its certificate of limited partnership:

1. Shall contain the words "limited partnership" or the abbreviations "L.P." or “LP”;

2. May not contain the name of a limited partner unless:

a. it is also the name of a general partner or the corporate name of a corporate general partner, or

b. the business of the limited partnership had been carried on under that name before the admission of that limited partner; and

3. a. May not be the same as or indistinguishable from:

(1) names upon the records in the Office of the Secretary of State of then existing limited partnerships whether organized pursuant to the laws of this state or registered as foreign limited partnerships in this state, or

(2) names upon the records in the Office of the Secretary of State of corporations organized under the laws of this state then existing or which existed at any time during the preceding three (3) years, or

(3) names upon the records in the Office of the Secretary of State of foreign corporations registered in accordance with the laws of this state then existing or which existed at any time during the preceding three (3) years, or

(4) trade names or fictitious names filed with the Secretary of State, or

(5) corporate, limited liability company or limited partnership names reserved with the Secretary of State, or

(6) names of then existing limited liability companies whether organized pursuant to the laws of this state or registered as foreign limited liability companies in this state.

b. The provisions of subparagraph a of this paragraph shall not apply if one of the following is filed with the Secretary of State:

(1) The written consent of the other limited partnership, corporation, limited liability company or holder of the trade name, fictitious name or reserved corporate, limited liability company or limited partnership name to use the same or indistinguishable name with the addition of one or more words, numerals, numbers or letters to make that name distinguishable upon the records of the Secretary of State, except that the addition of words, numerals, numbers or letters to make the name distinguishable shall not be required where such written consent states that the consenting entity is about to change its name, cease to do business, withdraw from the state or be wound up, or

(2) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of such limited partnership or holder of a limited partnership name to the use of such name in this state.

SECTION 22. AMENDATORY 54 O.S. 1991, Section 309, as last amended by Section 36, Chapter 421, O.S.L. 1999 (54 O.S. Supp. 2000, Section 309), is amended to read as follows:

Section 309.

CERTIFICATE OF LIMITED PARTNERSHIP

A. In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the Office of the Secretary of State. The certificate shall set forth:

1. The name of the limited partnership;

2. The street address of the office and the name and street address of the agent for service of process as required pursuant to Section 305 of this title;

3. The name and the business address of each general partner;

4. The term of the existence of the limited partnership which may be perpetual; and

5. Any other matters the general partners determine to include therein.

B. A limited partnership is formed at the time of the filing of the certificate of limited partnership in the Office of the Secretary of State or at any later time specified in the certificate of limited partnership if, in either case, there has been substantial compliance with the requirements of this section.

SECTION 23. AMENDATORY 54 O.S. 1991, Section 354, as amended by Section 29, Chapter 69, O.S.L. 1996 (54 O.S. Supp. 2000, Section 354), is amended to read as follows:

Section 354.

CANCELLATION OF REGISTRATION

A foreign limited partnership may cancel its registration by filing with the Secretary of State a certificate of cancellation signed by a general partner and paying a cancellation fee in the amount of One Hundred Dollars ($100.00). A cancellation does not terminate the authority of the Secretary of State to accept service

of process on the foreign limited partnership with respect to causes of action arising out of the transactions of business in this state, and must include the address to which the Secretary of State may mail any service of process against the limited partnership that may be served upon the Secretary of State.

SECTION 24. AMENDATORY 78 O.S. 1991, Section 23, as last amended by Section 31, Chapter 69, O.S.L. 1996 (78 O.S. Supp. 2000, Section 23), is amended to read as follows:

Section 23. A. Subject to the limitations set forth in this title, any person who adopts and uses a trademark in this state may file in the Office of the Secretary of State, on a form to be furnished by the Secretary of State, an application for registration of that trademark setting forth, but not limited to, the following information:

1. The name and business address of the person applying for the registration, and, if a corporation, the state of incorporation;

2. The goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with the goods or services and the class in which the goods or services are categorized;

3. The date when the trademark was first used anywhere and the date when it was first used in this state by the applicant or ~~his~~ the predecessor in business; and

4. A statement that the applicant is the owner of the trademark and that no other person has the right to use such trademark in this state either in the identical form thereof or in such near resemblance thereto as might be calculated to deceive or to be mistaken therefor.

B. The application shall be signed by the applicant or by a member of the firm or an officer of the corporation or association applying.

C. The application shall be accompanied by a specimen or facsimile of such trademark which shall be in a form compatible with electronic scanning.

D. The application for registration shall be accompanied by a filing fee of Fifty Dollars ($50.00), payable to the Secretary of State.

E. Any signature on any instrument authorized to be filed with the Secretary of State under this act may be a facsimile.

SECTION 25. REPEALER 28 O.S. 1991, Section 47, and 49 O.S. 1991, Sections 8 and 9, as amended by Section 4, Chapter 77, O.S.L. 1997 (49 O.S. Supp. 2000, Section 9), are hereby repealed.

SECTION 26. It being immediately necessary for the preservation of the public peace, health and safety, an emergency is hereby declared to exist, by reason whereof this act shall take effect and be in full force from and after its passage and approval.

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