

1 STATE OF OKLAHOMA

2 1st Session of the 52nd Legislature (2009)

3 SENATE BILL 616

By: Brogdon

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5  
6 AS INTRODUCED

7 An Act relating to corporations; amending 18 O.S.  
8 2001, Section 1142, which relates to filing fees;  
9 modifying certain fees; requiring online access to  
10 certain documents; and providing an effective date.

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

12 SECTION 1. AMENDATORY 18 O.S. 2001, Section 1142, is  
13 amended to read as follows:

14 Section 1142.

15 FILING AND OTHER SERVICE FEES

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

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

22 2. For reservation of corporate name, a fee of Ten Dollars  
23 (\$10.00);  
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1 3. For issuing extra copies of any certificate not requiring  
2 any extra filing of papers or documents of any kind, a fee of ~~Ten~~  
3 ~~Dollars (\$10.00)~~ twenty-five cents (0.25);

4 4. For issuing any other certificate, a fee of Ten Dollars  
5 (\$10.00);

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

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

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

13 ~~8.~~ For preparing and providing a report of a record search, a  
14 fee of Five Dollars (\$5.00); provided, however, a record search  
15 shall be made available online at no charge;

16 ~~9.~~ 7. For filing and issuing certificates of incorporation, the  
17 fee shall be ~~one-tenth of one percent (1/10 of 1%)~~ of the authorized  
18 ~~capital stock of such corporation; provided, that the minimum fee~~  
19 ~~for any such service shall be Fifty Dollars (\$50.00)~~ Ten Dollars  
20 (\$10.00); provided further, that not-for-profit corporations shall  
21 only be required to pay a fee of ~~Twenty-five Dollars (\$25.00)~~ Ten  
22 Dollars (\$10.00);

23 ~~10.~~ 8. For filing and issuing amended certificates of  
24 incorporation or certificates of restatement, reorganization,

1 revival, extension or dissolution, the fee shall be ~~Fifty Dollars~~  
2 ~~(\$50.00)~~ Ten Dollars (\$10.00); provided, however, not-for-profit  
3 corporations shall only be required to pay a fee of ~~Twenty-five~~  
4 ~~Dollars (\$25.00)~~. ~~If an amendment shall provide for an increase in~~  
5 ~~authorized capital in excess of Fifty Thousand Dollars (\$50,000.00),~~  
6 ~~the filing fee shall be an amount equal to one tenth of one percent~~  
7 ~~(1/10 of 1%) of such increase~~ Ten Dollars (\$10.00);

8 ~~11.~~ 9. For filing and issuing certificates of consolidation, if  
9 the resulting corporation is a domestic corporation, or merger, if  
10 the surviving corporation is a domestic corporation, the fee shall  
11 be ~~One Hundred Dollars (\$100.00)~~ Twenty-five Dollars (\$25.00);  
12 provided, however, not-for-profit corporations shall only be  
13 required to pay a fee of ~~Twenty-five Dollars (\$25.00)~~. ~~If the~~  
14 ~~merger or consolidation shall increase the authorized capital of the~~  
15 ~~surviving or resulting corporation in excess of Fifty Thousand~~  
16 ~~Dollars (\$50,000.00), the filing fee shall be an amount equal to~~  
17 ~~one tenth of one percent (1/10 of 1%) of such increase;~~

18 ~~12.~~ 10. For filing and issuing a certificate of conversion,  
19 whenever the resulting corporation is a domestic corporation, the  
20 minimum fee shall be ~~One Hundred Dollars (\$100.00)~~; provided,  
21 however, if the certificate of incorporation of the resulting  
22 corporation authorizes capital stock in excess of ~~Fifty Thousand~~  
23 ~~Dollars (\$50,000.00), the filing fee shall be an amount equal to~~  
24 ~~one tenth of one percent (1/10 of 1%) of such authorized capital~~

1 Fifty Dollars (\$50.00). If the resulting domestic corporation is  
2 ~~not for profit~~ not-for-profit, it shall only be required to pay a  
3 fee of Fifty Dollars (\$50.00);

4 ~~13.~~ 11. For issuing a certificate to a foreign corporation to  
5 do business in this state, and filing a certificate and statement of  
6 such corporation required pursuant to the provisions of Section 1130  
7 of this title, the fee shall be ~~one-tenth of one percent (1/10 of~~  
8 ~~1%) of the maximum amount of capital invested by such corporation in~~  
9 ~~the state at any time during the fiscal year such certificate is~~  
10 ~~issued to any such foreign corporation; provided, that the minimum~~  
11 ~~fee for any such service shall be Three Hundred Dollars (\$300.00);~~  
12 ~~provided further, that no such corporation shall be required to pay~~  
13 ~~a fee on an amount in excess of its authorized capital~~ Seventy-five  
14 Dollars (\$75.00);

15 ~~14.~~ 12. For amended certificate of qualification of a foreign  
16 corporation, a fee of ~~Two Hundred Dollars (\$200.00)~~ Fifty Dollars  
17 (\$50.00); provided, however, for a certificate solely reflecting a  
18 change of mailing address, a fee ~~of Ten Dollars (\$10.00)~~ equal to  
19 the current first class mail price;

20 ~~15.~~ 13. For filing a certificate of consolidation, if the  
21 resulting corporation is a foreign corporation, or merger, if the  
22 surviving corporation is a foreign corporation, the fee shall be ~~One~~  
23 ~~Hundred Dollars (\$100.00)~~ Fifty Dollars (\$50.00);

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1       ~~16.~~ 14. For filing a certificate of withdrawal of a foreign  
2 corporation doing business in this state, a fee of ~~One Hundred~~  
3 ~~Dollars (\$100.00)~~ Fifty Dollars (\$50.00);

4       ~~17.~~ Every foreign corporation on the anniversary of its  
5 ~~qualification in this state each year, shall cause to be filed with~~  
6 ~~the Secretary of State a certificate of its president,~~  
7 ~~vice-president or other managing officers, in which shall be stated~~  
8 ~~and shown the maximum amount of capital the corporation had invested~~  
9 ~~in the state at any time subsequent to the issuance to it of a~~  
10 ~~certificate to do business in this state and the amount of capital~~  
11 ~~previously paid upon. If the amount of capital so invested as shown~~  
12 ~~by said certificate exceeds the amount formerly paid upon, the~~  
13 ~~corporation, at the time of filing said certificate, shall pay to~~  
14 ~~the Secretary of State an additional fee equal to one tenth of one~~  
15 ~~percent (1/10 of 1%) of the amount of such excess capital so~~  
16 ~~invested by the corporation in the state; provided, that no such~~  
17 ~~corporation shall be required to pay a filing fee on an amount in~~  
18 ~~excess of its authorized capital, or to file the certificate~~  
19 ~~provided for in this paragraph after it shall have paid a filing fee~~  
20 ~~on its total authorized capitalization;~~

21       ~~18.~~ 15. For acting as the registered agent, a fee of ~~One~~  
22 ~~Hundred Dollars (\$100.00)~~ Twenty-five Dollars (\$25.00) payable on  
23 the first day of July each year, and if not paid before the next  
24 ensuing September 1st, the Oklahoma Tax Commission shall suspend and

1 forfeit the charter of the delinquent corporation pursuant to the  
2 procedures prescribed in Section 1212 of Title 68 of the Oklahoma  
3 Statutes. The ~~Oklahoma~~ Tax Commission shall collect and audit the  
4 registered agent fee authorized pursuant to this paragraph in  
5 conjunction with the collection and audit of franchise taxes as  
6 provided for in Sections 1201 through 1214 of Title 68 of the  
7 Oklahoma Statutes. All monies received by the ~~Oklahoma~~ Tax  
8 Commission pursuant to the provisions of this paragraph shall be  
9 paid to the State Treasurer for deposit in the ~~General Revenue Fund~~  
10 Tax Commission Fund; and

11 ~~19. For any response by means of telecommunications to~~  
12 ~~inquiries regarding information required to be maintained by the~~  
13 ~~Secretary of State, a fee of Five Dollars (\$5.00), unless otherwise~~  
14 ~~provided. Fees collected pursuant to this paragraph shall be~~  
15 ~~deposited in the Revolving Fund for the Office of the Secretary of~~  
16 ~~State.~~

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

22 C. For any paper certificate supplied by the county clerk, such  
23 clerk shall receive a fee of ~~One Dollar (\$1.00)~~ twenty-five cents  
24 (\$0.25). Such fees shall be properly accounted for and shall be

1 paid into the county treasury in the same manner as other fees  
2 collected by the county clerk for the filing and recording of  
3 mortgages and deeds.

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

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

18 ~~F. For the purposes of computing the~~ E. The fees to be  
19 collected by the Secretary of State pursuant to the provisions of  
20 this section, ~~each share without par value shall be treated the same~~  
21 ~~as a share with a par value of Fifty Dollars (\$50.00), and the fees~~  
22 ~~thereon shall be~~ Twenty-five Dollars (\$25.00) ~~collected accordingly.~~

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

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

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

20 G. All documents recorded pursuant to this section shall be  
21 posted on the Secretary of State website and accessible to the  
22 public at no cost.

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SECTION 2. This act shall become effective November 1, 2009.

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