

An Act

ENROLLED HOUSE
BILL NO. 2762

By: Caldwell (Trey) of the
House

and

Woods of the Senate

An Act relating to international corporation agents; creating the International Corporation Agent Political Activity Oversight Act of 2025; defining terms; prohibiting certain acts under certain conditions; requiring filing to perform certain acts; requiring certain information be included in filing; providing exception; amending 18 O.S. 2021, Section 1142, which relates to Secretary of State filing and service fees; establishing filing fee and establishing amount; authorizing certain acts to facilitate implementation; providing for noncodification; providing for codification; and providing an effective date.

SUBJECT: International corporation agents

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

SECTION 1. NEW LAW A new section of law not to be codified in the Oklahoma Statutes reads as follows:

Section 2 of this act shall be known and may be cited as the "International Corporation Agent Political Activity Oversight Act of 2025".

SECTION 2. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 1144-1 of Title 18, unless there is created a duplication in numbering, reads as follows:

A. As used in this section:

1. "Completed filing" means a form developed and made available by the Secretary of State of this state, completed accurately in its entirety; and

2. "International corporation agent" means:

- a. an individual representing the interests of a corporation or a business entity incorporated or headquartered outside the United States of America, or
- b. an individual representing the interests of a corporation or a business entity with a fifty-one percent (51%) or greater interest owned or controlled by a corporation or a business entity incorporated, headquartered, or domiciled outside the United States of America.

For purposes of this definition, "representing" means taking efforts on behalf of the international corporation in exchange for compensation.

B. Except for those covered under the provisions of a national security agreement with the Committee on Foreign Investments in the United States (CFIUS), no individual shall advocate:

1. To influence the laws of this state as they apply to an associated international corporation; or

2. For funding from this state that would benefit an associated international corporation,

until such individual shall have paid to the Secretary of State of this state the fees prescribed in Section 1142 of Title 18 of the Oklahoma Statutes, and shall have filed with the Secretary of State of this state a completed filing, as an international corporation agent under the provisions of this section.

C. The Secretary of State shall develop a filing form and make it available to the public to facilitate compliance with the provisions of this section. Such form shall include, but not be limited to, the name of such international corporation being advocated for and the time period for which such advocacy is to occur.

D. The Secretary of State may promulgate rules, develop forms, and implement procedures as necessary to execute the provisions of this section.

SECTION 3. AMENDATORY 18 O.S. 2021, 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 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 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 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;

14. For amended certificate of qualification of a foreign corporation, 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);

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 ($\frac{1}{10}$ 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;

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 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 Tax Commission pursuant to the provisions of this paragraph shall be paid to the State Treasurer for deposit in the General Revenue Fund;

19. For filing a change of address for any individual, corporation, limited liability company or limited partnership designated by a corporation as its registered agent for service of process, or for the change of name or the resignation of a registered agent, a fee of Twenty-five Dollars (\$25.00), for the first forty corporations and Five Dollars (\$5.00) for each additional corporation within any bulk filing; ~~and~~

20. 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; and

21. For receiving a filing of an international corporation agent, a fee of Twenty-five Dollars (\$25.00).

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 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 a convenience fee, not to exceed four percent (4%) of the amount of such payment 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 of the Oklahoma Statutes.

SECTION 4. This act shall become effective November 1, 2025.

Passed the House of Representatives the 27th day of February,
2025.

Presiding Officer of the House
of Representatives

Passed the Senate the 7th day of May, 2025.

Presiding Officer of the Senate

OFFICE OF THE GOVERNOR

Received by the Office of the Governor this _____
day of _____, 20_____, at _____ o'clock _____ M.
By: _____

Approved by the Governor of the State of Oklahoma this _____
day of _____, 20_____, at _____ o'clock _____ M.

Governor of the State of Oklahoma

OFFICE OF THE SECRETARY OF STATE

Received by the Office of the Secretary of State this _____
day of _____, 20_____, at _____ o'clock _____ M.
By: _____