

STATE OF OKLAHOMA

1st Session of the 60th Legislature (2025)

SENATE BILL 580

By: Hall

AS INTRODUCED

An Act relating to registered agents; amending 18 O.S. 2021, Section 1142, which relates to filing fees; transferring duty to collect and enforce registered agent fee to the Secretary of State; and providing an effective date.

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

SECTION 1. 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);

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);

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);

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

21       10. For filing and issuing amended certificates of  
22 incorporation or certificates of restatement, reorganization,  
23 revival, extension or dissolution, the fee shall be Fifty Dollars  
24 (\$50.00); provided, however, not-for-profit corporations shall only

1 be required to pay a fee of Twenty-five Dollars (\$25.00). If an  
2 amendment shall provide for an increase in authorized capital in  
3 excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall  
4 be an amount equal to one-tenth of one percent (1/10 of 1%) of such  
5 increase;

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

16 12. For filing and issuing a certificate of conversion,  
17 whenever the resulting corporation is a domestic corporation, the  
18 minimum fee shall be One Hundred Dollars (\$100.00); provided,  
19 however, if the certificate of incorporation of the resulting  
20 corporation authorizes capital stock in excess of Fifty Thousand  
21 Dollars (\$50,000.00), the filing fee shall be an amount equal to  
22 one-tenth of one percent (1/10 of 1%) of such authorized capital.  
23 If the resulting domestic corporation is not for profit, it shall  
24 only be required to pay a fee of Fifty Dollars (\$50.00);

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

11        14. For amended certificate of qualification of a foreign  
12 corporation, a fee of Two Hundred Dollars (\$200.00); provided,  
13 however, for a certificate solely reflecting a change of mailing  
14 address, a fee of Ten Dollars (\$10.00);

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

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

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

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

15 18. For acting as the registered agent, a fee of One Hundred  
16 Dollars (\$100.00) payable on the first day of July each year, and if  
17 not paid before the next ensuing September 1st, the ~~Oklahoma Tax~~  
18 ~~Commission~~ Secretary of State shall suspend and forfeit the charter  
19 of the delinquent corporation pursuant to the procedures prescribed  
20 in Section 1212 of Title 68 of the Oklahoma Statutes. The ~~Tax~~  
21 ~~Commission~~ Secretary of State shall collect and audit the registered  
22 agent fee authorized pursuant to this paragraph ~~in conjunction with~~  
23 ~~the collection and audit of franchise taxes as provided for in~~  
24 ~~Sections 1201 through 1214 of Title 68 of the Oklahoma Statutes.~~

1 All monies received by the ~~Tax Commission~~ Secretary of State  
2 pursuant to the provisions of this paragraph shall be paid to the  
3 State Treasurer for deposit in the General Revenue Fund;

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

11 20. 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 certificate supplied by the county clerk, such clerk  
23 shall receive a fee of One Dollar (\$1.00). Such fees shall be  
24 properly accounted for and shall be paid into the county treasury in

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

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

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

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

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

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        SECTION 2. This act shall become effective November 1, 2025.  
21

22        60-1-935            QD            1/19/2025 5:39:09 AM  
23  
24  
25