House Bill 1359

By: Representatives Ramsey of the 72nd, Tumlin of the 38th, and Lindsey of the 54th

A BILL TO BE ENTITLED AN ACT

- To amend Title 14 of the Official Code of Georgia Annotated, relating to corporations, 1
- 2 partnerships, and associations, so as to provide for certain filing fees for late filing of annual
- 3 registration, filing of articles of dissolution or intent to dissolve, or application of withdrawal
- for a business corporation, a nonprofit corporation, a foreign limited liability partnership, a 4
- 5 partnership under the "Georgia Revised Uniform Limited Partnership Act," or a limited
- liability company; to change provisions relating to reinstatement of a corporation, nonprofit 6
- corporation, or limited liability company after such entity was administratively dissolved; to 7
- provide for related matters; to repeal conflicting laws; and for other purposes. 8

9 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

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11 Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships,

SECTION 1.

- 12 and associations, is amended by revising Code Section 14-2-122, relating to filing fees and
- 13 penalties, as follows:
- 14 "14-2-122.
- The Secretary of State shall collect the following fees and penalties when the documents 15
- described in this Code section are delivered to him or her for filing: 16

17	<u>Document</u>	<u>Fee</u>
18	(1) Articles of incorporation\$	100.00
19	(2) Application for certificate of authority	225.00
20	(3) Annual registration	30.00
21	(4) Penalty for late filing of annual registration	<u>40.00</u>
22	(4)(5) Agent's statement of resignation	No fee
23	(5)(6) Certificate of judicial dissolution	No fee
24	(7) Articles of dissolution or intent to dissolve	No fee
25	(8) Application of withdrawal	No fee

1	(6)(9) Application for reservation of a corporate name
2	(7)(10) Civil penalty for a foreign corporation transacting business in this state
3	without a certificate of authority
4	(8)(11) Statement of change of address of registered agent\$5.00 per
5	corporation but not less than
6	(9)(12) Application for reinstatement
7	(10)(13) Certificate of conversion
8	(11)(14) Any other document required or permitted to be filed by this chapter 20.00"
9	SECTION 2.
10	Said title is further amended by revising subsections (a) and (b) of Code Section 14-2-1422,
11	relating to reinstatement following administrative dissolution, as follows:
12	"(a) A corporation administratively dissolved under Code Section 14-2-1421 may apply
13	to the Secretary of State for reinstatement within five years after the effective date of such
14	<u>dissolution</u> . The application <u>must</u> <u>shall</u> :
15	(1) Recite the name of the corporation and the effective date of its administrative
16	dissolution;
17	(2) State that the ground or grounds for dissolution either did not exist or have been
18	eliminated;
19	(3) State that the name by which the corporation will be known after reinstatement
20	satisfies the requirements of Code Section 14-2-401 Be accompanied by a notarized
21	statement, signed by a person who was an officer of the corporation at the time that the
22	corporation was administratively dissolved, stating that such officer has knowledge of
23	and assents to the application for reinstatement;
24	(4) Contain a statement by the corporation reciting that all taxes owed by the corporation
25	have been paid; and
26	(5) Be accompanied by an amount equal to the total annual registration fees and penalties
27	that would have been payable during the periods between dissolution and reinstatement,
28	plus the fee required for the application for reinstatement, and any other fees and
29	penalties payable for earlier periods.
30	(b) If the corporation's name no longer satisfies the requirements of Code Section
31	14-2-401, the corporation shall, as a condition of reinstatement, include in its application
32	for reinstatement the adoption of a corporate name that is available in accordance with
33	Code Section 14-2-401 and that has been reserved pursuant to Code Section 14-2-402. If
34	the application for reinstatement contains a new corporate name, the articles of
35	incorporation shall be deemed to have been amended to change the name of the corporation

to the name so adopted. The Secretary of State shall reserve the name of a corporation

administratively dissolved under Code Section 14-2-1421 for such corporation's specific

use for a period of five years after the effective date of the dissolution or until the

corporation is reinstated, whichever is sooner."

5 SECTION 3.

Said title is further amended by revising Code Section 14-3-122, relating to filing fees for
 nonprofit corporations, as follows:

- 8 "14-3-122.
- 9 (a) The Secretary of State shall collect the following fees when the documents described in this subsection Code section are delivered for filing:

11	<u>Document</u>	<u>Fee</u>
12	(1) Articles of incorporation\$	100.00
13	(2) Application for certificate of authority	225.00
14	(3) Annual registration	30.00
15	(4) Penalty for late filing of annual registration	<u>40.00</u>
16	(4)(5) Agent's statement of resignation	No fee
17	(5)(6) Certificate of judicial dissolution	No fee
18	(7) Articles of dissolution or intent to dissolve	No fee
19	(8) Application of withdrawal	No fee
20	(6)(9) Application for reservation of a corporate name	25.00
21	(7)(10) Statement of change of address of registered agent\$5.00 per	
22	corporation but not less than	20.00
23	(8)(11) Application for reinstatement	100.00
24	(9)(12) Any other document required or permitted to be filed by this chapter	20.00
25	(b) Each corporation, domestic or foreign, that fails or refuses to file its annual re	eport for
26	any year shall not be required to pay any penalty for so failing or refusing to file it	s annual
27	report, but such corporation may be subject to administrative dissolution as pro-	vided in
28	Code Section 14-3-1420."	

SECTION 4.

- 30 Said title is further amended by revising subsections (a) and (b) of Code Section 14-3-1422,
- 31 relating to reinstatement following administrative dissolution of a nonprofit corporation, as
- 32 follows:

"(a) A corporation administratively dissolved under Code Section 14-3-1421 may apply 1 2 to the Secretary of State for reinstatement within five years after the effective date of such 3 dissolution. The application must shall: 4 (1) Recite the name of the corporation and the effective date of its administrative 5 dissolution; (2) State that the ground or grounds for dissolution either did not exist or have been 6 7 eliminated; 8 (3) State that the name by which the corporation will be known after reinstatement 9 satisfies the requirements of Code Section 14-3-401 Be accompanied by a notarized 10 statement, signed by a person who was an officer of the corporation at the time that the corporation was administratively dissolved, stating that such officer has knowledge of 11 12 and assents to the application for reinstatement; (4) Contain a statement by the corporation reciting that all taxes owed by the corporation 13 14 have been paid; and 15 (5) Be accompanied by an amount equal to the total annual registration fees and penalties 16 that would have been payable during the periods between dissolution and reinstatement, plus the fee required for the application for reinstatement, and any other fees and 17 18 penalties payable for earlier periods. 19 (b) If the corporation's name no longer satisfies the requirements of Code Section 20 14-3-401, the corporation shall, as a condition of reinstatement, include in its application 21 for reinstatement the adoption of a corporate name that is available in accordance with 22 Code Section 14-3-401 and that has been reserved pursuant to Code Section 14-3-402. If 23 the application for reinstatement contains a new corporate name, the articles of 24 incorporation shall be deemed to have been amended to change the name of the corporation 25 to the name so adopted. The Secretary of State shall reserve the name of a corporation administratively dissolved under Code Section 14-2-1421 for such corporation's specific 26 use for a period of five years after the effective date of the dissolution or until the 27 corporation is reinstated, whichever is sooner." 28 29 **SECTION 5** Said title is further amended by revising Code Section 14-8-57, relating to filing fees 30 31 pertaining to foreign limited liability partnerships, as follows: "14-8-57. 32 The Secretary of State shall collect the following fees and penalties when the documents 33 34 described below are delivered to the Secretary of State for filing pursuant to the chapter: 35 Document Fee

(1) Application for certificate of authority to transact business\$ 200.00

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1	(2) Statement of change of registered office or registered agent\$5.00 per	
2	foreign limited liability partnership, but not less than	20.00
3	(3) Registered agent's statement of resignation pursuant to subsection (e) of	
4	Code Section 14-8-46	No fee
5	(4) Annual registration	25.00
6	(5) Penalty for late filing of annual registration	<u>40.00</u>
7	(6) Application of withdrawal	No fee
8	(5)(7) Any other document required or permitted to be filed by this chapter	20.00"
9	SECTION 6.	
10	Said title is further amended by revising Code Section 14-9-1101, relating to fees u	nder the
11	"Georgia Revised Uniform Limited Partnership Act," as follows:	
12	"14-9-1101.	
13	The Secretary of State shall charge and collect for <u>filing</u> :	
14	<u>Document</u>	<u>Fee</u>
15	(1) Filing a <u>A</u> certificate of limited partnership\$	100.00
16	(2) Filing a A registration of a foreign limited partnership	225.00
17	(3) Filing an An annual registration	30.00
18	(4) Penalty for late filing of annual registration	<u>40.00</u>
19	(4)(5) Agent's statement of resignation	No fee
20	(6) Certificate of cancellation	No fee
21	(7) Application of withdrawal	No fee
22	(5)(8) Statement of change of address of registered agent or registered office	
23	\$5.00 per limited partnership but not less than	20.00
24	(6) Filing of an An amendment to a certificate of limited partnership for the	
25	purpose of becoming a limited liability partnership	100.00
26	(7)(10) Certificate of election to become a limited partnership	80.00
27	(8)(11) Certificate of conversion	95.00
28	(9)(12) Application for reservation of a name	25.00
29	(10)(13) Filing any Any other document required or permitted pursuant to this	
30	chapter	20.00"

SECTION 7.

2 Said title is further amended by revising paragraph (4) of subsection (b) of Code Section

- 3 14-11-603, relating to judicial and administrative dissolution of limited liability companies,
- 4 as follows:
- 5 "(4) A limited liability company administratively dissolved under this Code section may
- 6 apply to the Secretary of State for reinstatement within five years after the effective date
- 7 <u>of such dissolution</u>. The application must shall:
- 8 (A) Recite the name of the limited liability company and the effective date of its
- 9 administrative dissolution;
- 10 (B) State that the ground or grounds for dissolution either did not exist or have been
- 11 eliminated;
- 12 (C) State that the limited liability company's name satisfies the requirements of Code
- 13 Section 14-11-207 Be accompanied by a notarized statement, signed by a person who
- was a manager or member of the limited liability company at the time that the limited
- 15 <u>liability company was administratively dissolved, stating that such individual has</u>
- knowledge of and assents to the application for reinstatement;
- 17 (D) Contain a statement by the limited liability company reciting that all taxes owed
- by the limited liability company have been paid; and
- 19 (E) Be accompanied by an amount equal to the total annual registration fees and
- penalties that would have been payable during the periods between dissolution and
- reinstatement, plus the fee required for the application for reinstatement, and any other
- fees and penalties payable for earlier periods.
- 23 If the Secretary of State determines that the application contains the information required
- by this paragraph and that the information is correct, he or she shall prepare a certificate
- of reinstatement that recites his or her determination and the effective date of
- company. When the reinstatement is effective, it relates back to and takes effect as of the

reinstatement, file the original of the certificate, and serve a copy on the limited liability

- effective date of the administrative dissolution, and the limited liability company resumes
- 29 carrying on its business as if the administrative dissolution had never occurred."

30 **SECTION 8.**

- 31 Said title is further amended by adding a new paragraph to subsection (b) of Code Section
- 32 14-11-603, relating to judicial and administrative dissolution of limited liability companies,
- 33 to read as follows:

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- 34 "(6) The Secretary of State shall reserve the name of a limited liability company
- 35 <u>administratively dissolved under Code Section 14-2-1421 for such limited liability</u>

1 <u>company's specific use for a period of five years after the effective date of the dissolution</u>

or until the limited liability company is reinstated, whichever is sooner."

3	SECTION 9.	
4	Said title is further amended by revising subsection (a) of Code Section 14-11-1101, relating	
5	to filing fees and penalties for limited liability companies, as follows:	
6	"(a) The Secretary of State shall collect the following fees when the document	s described
7	below are delivered to the Secretary of State for filing pursuant to this chapter	r:
8	<u>Document</u>	<u>Fee</u>
9	(1) Articles of organization	100.00
10	(2) Articles of amendment	20.00
11	(3) Articles of merger	20.00
12	(4) Certificate of election under Code Section 14-11-212 (together with	
13	articles of organization)	95.00
14	(5) Application for certificate of authority to transact business	225.00
15	(6) Statement of commencement of winding up	00 <u>No Fee</u>
16	(7) Certificate of termination	00 <u>No Fee</u>
17	(8) Application of withdrawal	No fee
18	(8)(9) Articles of correction	20.00
19	(9)(10) Application for reservation of a name	25.00
20	(10)(11) Statement of change of registered office or registered	
21	agent\$5.00 per limited liability company (foreign or domestic), but not	
22	less than	20.00
23	(11)(12) Registered agent's statement of resignation pursuant to subsection	
24	(d) of Code Section 14-11-209 or subsection (d) of Code Section	
25	14-11-703	No fee
26	(12)(13) Certificate of judicial dissolution	No fee
27	(13)(14) Annual registration (foreign or domestic)	30.00
28	(15) Penalty for late filing of annual registration	<u>40.00</u>
29	(14)(16) Reinstatement fee	100.00
30	(15)(17) Any other document required or permitted to be filed by this	
31	chapter	20.00
32	(16)(18) Certificate of conversion	95.00"

1 SECTION 10.

2 All laws and parts of laws in conflict with this Act are repealed.