

Senate Bill 64

By: Senators McKoon of the 29th, Millar of the 40th, Shafer of the 48th, Rogers of the 21st, Crosby of the 13th and others

**AS PASSED SENATE**

**A BILL TO BE ENTITLED  
AN ACT**

1 To amend Title 14 of the Official Code of Georgia Annotated, relating to corporations,  
2 partnerships, and associations, so as to change the amount of fees and penalties for  
3 application for reinstatement for corporations, nonprofit corporations, and limited liability  
4 companies; to provide for related matters; to provide for an effective date; to repeal  
5 conflicting laws; and for other purposes.

6 **BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:**

7 **SECTION 1.**

8 Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships,  
9 and associations, is amended by revising paragraph (12) of Code Section 14-2-122, relating  
10 to fees for filings related to business corporations, as follows:

11 "(12) Application for reinstatement . . . . . ~~100.00~~ 250.00"

12 **SECTION 2.**

13 Said title is further amended by revising subsection (a) of Code Section 14-2-1422, relating  
14 to reinstatement following administrative dissolution of business corporations, as follows:

15 "(a) A corporation administratively dissolved under Code Section 14-2-1421 may apply  
16 to the Secretary of State for reinstatement within five years after the effective date of such  
17 dissolution. The application shall:

18 (1) Recite the name of the corporation and the effective date of its administrative  
19 dissolution;

20 (2) State that the ground or grounds for dissolution either did not exist or have been  
21 eliminated;

22 (3) Either be executed by the registered agent or an officer, director, or shareholder of  
23 the corporation, in each case as set forth in the most recent annual registration of the  
24 corporation filed with the Secretary of State, or be accompanied by a notarized statement,  
25 executed by a person who was an officer, director, or shareholder, or an heir, successor,

26 or assign of a person who was an officer, director, or shareholder, of the corporation at  
27 the time that the corporation was administratively dissolved, stating that such person or  
28 decedent was an officer, director, or shareholder of the corporation at the time of  
29 administrative dissolution and such person has knowledge of and assents to the  
30 application for reinstatement;

31 (4) Contain a statement by the corporation reciting that all taxes owed by the corporation  
32 have been paid; and

33 (5) Be accompanied by ~~an amount equal to the total annual registration fees and penalties~~  
34 ~~that would have been payable during the periods between dissolution and reinstatement,~~  
35 ~~plus the fee required for the application for reinstatement, and any other fees and~~  
36 ~~penalties payable for earlier periods~~ contained in Code Section 14-2-122."

37 **SECTION 3.**

38 Said title is further amended by revising paragraph (11) of Code Section 14-3-122, relating  
39 to filing fees for nonprofit corporations, as follows:

40 "(11) Application for reinstatement . . . . . ~~100.00~~ 250.00"

41 **SECTION 4.**

42 Said title is further amended by revising subsection (a) of Code Section 14-3-1422, relating  
43 to reinstatement following administrative dissolution of nonprofit corporations, as follows:

44 "(a) A corporation administratively dissolved under Code Section 14-3-1421 may apply  
45 to the Secretary of State for reinstatement within five years after the effective date of such  
46 dissolution. The application shall:

47 (1) Recite the name of the corporation and the effective date of its administrative  
48 dissolution;

49 (2) State that the ground or grounds for dissolution either did not exist or have been  
50 eliminated;

51 (3) Either be executed by the registered agent or an officer, director, or shareholder of  
52 the corporation, in each case as set forth in the most recent annual registration of the  
53 corporation filed with the Secretary of State, or be accompanied by a notarized statement,  
54 executed by a person who was an officer, director, or shareholder, or an heir, successor,  
55 or assign of a person who was an officer, director, or shareholder, of the corporation at  
56 the time that the corporation was administratively dissolved, stating that such person or  
57 decedent was an officer, director, or shareholder of the corporation at the time of  
58 administrative dissolution and such person has knowledge of and assents to the  
59 application for reinstatement;

60 (4) Contain a statement by the corporation reciting that all taxes owed by the corporation  
61 have been paid; and

62 (5) Be accompanied by ~~an amount equal to the total annual registration fees and penalties~~  
63 ~~that would have been payable during the periods between dissolution and reinstatement,~~  
64 ~~plus the fee required for the application for reinstatement, and any other fees and~~  
65 ~~penalties payable for earlier periods~~ contained in Code Section 14-3-122."

66 **SECTION 5.**

67 Said title is further amended by revising subsection (a) of Code Section 14-10-4, relating to  
68 recording fees for formation of professional associations, as follows:

69 "(2) **Recording; fees.** The clerk shall record the articles of association and any  
70 amendments thereto or instruments of dissolution thereof in the same manner as required  
71 for articles of incorporation and shall receive a fee as required by paragraph (1) of  
72 subsection (g) of Code Section 15-6-77. Articles shall not be required to be published or  
73 recorded elsewhere. Such record of the articles, when so recorded, shall be notice of the  
74 articles to the world as well as to all parties dealing with such association."

75 **SECTION 6.**

76 Said title is further amended by revising paragraph (4) of subsection (b) of Code Section  
77 14-11-603, relating to judicial and administrative dissolution and reservation of name of  
78 limited liability companies, as follows:

79 "(4) A limited liability company administratively dissolved under this Code section may  
80 apply to the Secretary of State for reinstatement within five years after the effective date  
81 of such dissolution. The application shall:

82 (A) Recite the name of the limited liability company and the effective date of its  
83 administrative dissolution;

84 (B) State that the ground or grounds for dissolution either did not exist or have been  
85 eliminated;

86 (C) Either be executed by the registered agent or a member or manager of the limited  
87 liability company, in each case as set forth in the most recent annual registration of the  
88 limited liability company filed with the Secretary of State, or be accompanied by a  
89 notarized statement, executed by a person who was a member or manager, or an heir,  
90 successor, or assign of a person who was a member or manager, of the limited liability  
91 company at the time that the limited liability company was administratively dissolved,  
92 stating that such person or decedent was a member or manager of the limited liability  
93 company at the time of administrative dissolution and such person has knowledge of  
94 and assents to the application for reinstatement;

95 (D) Contain a statement by the limited liability company reciting that all taxes owed  
 96 by the limited liability company have been paid; and  
 97 (E) Be accompanied by ~~an amount equal to the total annual registration fees and~~  
 98 ~~penalties that would have been payable during the periods between dissolution and~~  
 99 ~~reinstatement, plus the fee required for the application for reinstatement, and any other~~  
 100 ~~fees and penalties payable for earlier periods contained in Code Section 14-11-1101.~~  
 101 If the Secretary of State determines that the application contains the information required  
 102 by this paragraph and that the information is correct, he or she shall prepare a certificate  
 103 of reinstatement that recites his or her determination and the effective date of  
 104 reinstatement, file the original of the certificate, and serve a copy on the limited liability  
 105 company. When the reinstatement is effective, it relates back to and takes effect as of the  
 106 effective date of the administrative dissolution, and the limited liability company resumes  
 107 carrying on its business as if the administrative dissolution had never occurred."

**SECTION 7.**

108  
 109 Said title is further amended by revising paragraph (16) of subsection (a) of Code Section  
 110 14-11-1101, relating to filing fees and penalties of limited liability companies, as follows:

111 "(16) Reinstatement fee ..... ~~100.00~~ 250.00"

**SECTION 8.**

112  
 113 This Act shall become effective on July 1, 2011.

**SECTION 9.**

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