

The House Committee on Judiciary offers the following substitute to SB 64:

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 change provisions relating to the execution of instruments by corporations
5 conveying interest in real property or releasing security agreements; to include transfers of
6 security instruments, deeds to secure debt, and mortgages within the ambit of Code Section
7 14-5-7; to provide for related matters; to repeal conflicting laws; and for other purposes.

8 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

9 SECTION 1.

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

13 "(12) Application for reinstatement ~~100.00~~ 250.00"

14 SECTION 2.

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

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

- 20 (1) Recite the name of the corporation and the effective date of its administrative
- 21 dissolution;
- 22 (2) State that the ground or grounds for dissolution either did not exist or have been
- 23 eliminated;
- 24 (3) Either be executed by the registered agent or an officer, director, or shareholder of
- 25 the corporation, in each case as set forth in the most recent annual registration of the

26 corporation filed with the Secretary of State, or be accompanied by a notarized statement,
 27 executed by a person who was an officer, director, or shareholder, or an heir, successor,
 28 or assign of a person who was an officer, director, or shareholder, of the corporation at
 29 the time that the corporation was administratively dissolved, stating that such person or
 30 decedent was an officer, director, or shareholder of the corporation at the time of
 31 administrative dissolution and such person has knowledge of and assents to the
 32 application for reinstatement;

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

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

39 **SECTION 3.**

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

42 "(11) Application for reinstatement ~~100.00~~ 250.00"

43 **SECTION 4.**

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

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

49 (1) Recite the name of the corporation and the effective date of its administrative
 50 dissolution;

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

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

60 administrative dissolution and such person has knowledge of and assents to the
61 application for reinstatement;

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

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

68 **SECTION 5.**

69 Said title is further amended by revising Code Section 14-5-7, relating to execution of
70 instruments conveying interest in real property or releasing security agreements, as follows:

71 "14-5-7.

72 (a) Instruments executed by a corporation conveying an interest in real property, when
73 signed by the president or vice-president and attested or countersigned by the secretary or
74 an assistant secretary or the cashier or assistant cashier of the corporation; shall,
75 notwithstanding the lack of a corporate seal, be conclusive evidence that the president or
76 vice-president of the corporation executing the ~~document~~ instrument does in fact occupy
77 the official position indicated; ~~that the signature of such officer subscribed thereto is~~
78 ~~genuine;~~ and that the execution of the document instrument on behalf of the corporation
79 has been duly authorized. Any corporation may by proper resolution recorded with the
80 instrument or otherwise filed of record and referenced on the face of the instrument
81 authorize the execution of such instruments by other officers of the corporation.

82 (b) Instruments executed by a corporation releasing or transferring a deed to secure debt,
83 mortgage, or other security agreement, when signed by ~~one officer~~ the president,
84 vice-president, secretary, or assistant secretary of the corporation ~~or by an individual~~
85 ~~designated by the officers of the corporation by proper resolution, without the necessity of~~
86 ~~the corporation's seal being attached, shall be conclusive evidence that said officer signing~~
87 ~~is duly authorized to execute and deliver the same~~ shall, notwithstanding the lack of a
88 corporate seal, be conclusive evidence that the officer of the corporation executing the
89 instrument does in fact occupy the official position indicated, that the signature of such
90 officer subscribed thereto is genuine, and that the execution of the instrument on behalf of
91 the corporation has been duly authorized. Any corporation may by proper resolution
92 recorded with the instrument or otherwise filed of record and referenced on the face of the
93 instrument authorize the execution of such instruments by other officers of the
94 corporation."

95 **SECTION 6.**

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

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

104 **SECTION 7.**

105 Said title is further amended by revising paragraph (4) of subsection (b) of Code Section
 106 14-11-603, relating to judicial and administrative dissolution and reservation of name of
 107 limited liability companies, as follows:

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

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

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

115 (C) Either be executed by the registered agent or a member or manager of the limited
 116 liability company, in each case as set forth in the most recent annual registration of the
 117 limited liability company filed with the Secretary of State, or be accompanied by a
 118 notarized statement, executed by a person who was a member or manager, or an heir,
 119 successor, or assign of a person who was a member or manager, of the limited liability
 120 company at the time that the limited liability company was administratively dissolved,
 121 stating that such person or decedent was a member or manager of the limited liability
 122 company at the time of administrative dissolution and such person has knowledge of
 123 and assents to the application for reinstatement;

124 (D) Contain a statement by the limited liability company reciting that all taxes owed
 125 by the limited liability company have been paid; and

126 (E) Be accompanied by ~~an amount equal to the total annual registration fees and~~
 127 ~~penalties that would have been payable during the periods between dissolution and~~
 128 ~~reinstatement, plus the fee required for the application for reinstatement, and any other~~
 129 ~~fees and penalties payable for earlier periods~~ contained in Code Section 14-11-1101.

130 If the Secretary of State determines that the application contains the information required
 131 by this paragraph and that the information is correct, he or she shall prepare a certificate
 132 of reinstatement that recites his or her determination and the effective date of
 133 reinstatement, file the original of the certificate, and serve a copy on the limited liability
 134 company. When the reinstatement is effective, it relates back to and takes effect as of the
 135 effective date of the administrative dissolution, and the limited liability company resumes
 136 carrying on its business as if the administrative dissolution had never occurred."

SECTION 8.

137
 138 Said title is further amended by revising paragraph (16) of subsection (a) of Code Section
 139 14-11-1101, relating to filing fees and penalties of limited liability companies, as follows:

140 "(16) Reinstatement fee ~~100.00~~ 250.00"

SECTION 9.

141
 142 All laws and parts of laws in conflict with this Act are repealed.