Senate Bill 112

By: Senator James of the 35th

AS PASSED

A BILL TO BE ENTITLED

AN ACT

To amend Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships, and associations, so as to refer to the Office of Treasury and Fiscal Services in lieu of the Department of Administrative Services in certain instances; to repeal conflicting laws; and for other purposes.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

SECTION 1.

Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships, and associations, is amended by striking in its entirety subsection (a) of Code Section 14-2-1408, relating to articles of dissolution with regard to business corporations, and inserting in lieu thereof the following:

"(a) If a notice of intent to dissolve under Code Section 14-2-1403 has not been revoked, when all known debts, liabilities, and obligations of the corporation have been paid and discharged, or adequate provision made therefor, the corporation may dissolve by delivering to the Secretary of State for filing articles of dissolution setting forth:

(1) The name of the corporation;

(2) The date on which a notice of intent to dissolve was filed and a statement that it has not been revoked;

(3) A statement that all known debts, liabilities, and obligations of the corporation have been paid and discharged, or that adequate provision has been made therefor;

(4) A statement that all remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests, or that adequate provision has been made therefor, or that such property and assets have been deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services as provided in Code Section 14-2-1440; and

(5) A statement that there are no actions pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action."

SECTION 2.

Said title is further amended by striking in its entirety subsection (c) of Code Section 14-2-1433, relating to a decree of dissolution with regard to business corporations, and inserting in lieu thereof the following:

"(c) When the costs and expenses of dissolution proceedings and all debts, obligations, and liabilities of the corporation have been paid and discharged or provided for and all of its remaining assets distributed to its shareholders or provided for or such assets have been deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services as provided in Code Section 14-2-1440, the court shall enter a decree of dissolution, and upon filing of the decree with the Secretary of State, it shall have the same effect as articles of dissolution."

SECTION 3.

Said title is further amended by striking in its entirety Code Section 14-2-1440, relating to deposit of assets with the Department of Administrative Services with regard to business corporations, and inserting in lieu thereof the following:

"14-2-1440.

Assets of a dissolved corporation that should be transferred to a creditor, claimant, or shareholder of the corporation who cannot be found or who is not competent to receive them shall be reduced to cash and deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services for safekeeping. When the creditor, claimant, or shareholder furnishes satisfactory proof of entitlement to the amount deposited, the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services shall pay him or her or his or her representative that amount. After the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services has held the unclaimed cash for six months, the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services shall pay such cash to the Board of Regents of the University System of Georgia, to be held without liability for profit or interest until a claim for such cash shall be filed with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services by the parties entitled thereto. No such claim shall be made more than six years after such cash is deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services."

SECTION 4.

Said title is further amended by striking subsection (a) of Code Section 14-3-1409, relating to articles of dissolution with regard to nonprofit corporations, and inserting in lieu thereof the following:

"(a) If a notice of intent to dissolve under Code Section 14-3-1404 has not been revoked, when all known debts, liabilities, and obligations of the corporation have been paid and discharged, or adequate provision made therefor, the corporation may dissolve by delivering to the Secretary of State for filing articles of dissolution setting forth:

(1) The name of the corporation;

(2) The date on which a notice of intent to dissolve was filed and a statement that it has not been revoked;

(3) A statement that all known debts, liabilities, and obligations of the corporation have been paid and discharged, or that adequate provision has been made therefor;

(4) A statement that all remaining property and assets of the corporation have been distributed in accordance with the plan of dissolution, or that such property and assets have been deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services as provided in Code Section 14-3-1440;

(5) A statement that there are no actions pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending action; and

(6) A statement that, if required, it notified the Attorney General of its intent to dissolve."

SECTION 5.

Said title is further amended by striking in its entirety subsection (c) of Code Section 14-3-1433, relating to a decree of dissolution with regard to nonprofit corporations, and inserting in lieu thereof the following:

"(c) When the costs and expenses of dissolution proceedings and all debts, obligations, and liabilities of the corporation have been paid and discharged or provided for and all of its remaining assets distributed to its members or provided for or such assets have been deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services as provided in Code Section 14-3-1440, the court shall enter a decree of dissolution, and upon filing of the decree with the Secretary of State, it shall have the same effect as articles of dissolution."

SECTION 6.

Said title is further amended by striking Code Section 14-3-1440, relating to the deposit of assets with the Department of Administrative Services with regard to nonprofit corporations, and inserting in lieu thereof the following:

"14-3-1440.

Assets of a dissolved corporation that should be transferred to a creditor, claimant, or member of the corporation who cannot be found or who is not competent to receive them shall be reduced to cash and deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services for safekeeping. When the creditor, claimant, or member furnishes satisfactory proof of entitlement to the amount deposited, the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services shall pay him or her or his or her representative that amount. After the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services has held the unclaimed cash for six months, the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services shall pay such cash to the Board of Regents of the University System of Georgia, to be held without liability for profit or interest until a claim for such cash shall be filed with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services by the parties entitled thereto. No such claim shall be made more than six years after such cash is deposited with the ~~Department of Administrative Services~~ Office of Treasury and Fiscal Services."

SECTION 7.

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