

PROPOSED AMENDMENTS TO ENGROSSED HOUSE BILL NO. 1298

Page 1, line 5, after "reenact" insert "subsection 2 of section 10-01.1-03,", after the second comma insert "subsection 5 of section 10-15-38,", after "sections" insert "10-15-52.3,", and after "10-19.1-01" insert a comma

Page 1, line 6, remove "and" and after the first comma insert "and 10-19.1-23,"

Page 1, line 8, after the third comma insert "subsection 3 of section 10-19.1-104.4,"

Page 1, line 9, replace the first comma with "and", replace "and" with "subsection 2 of section 10-19.1-137, section", and after the third comma insert "subsection 26 of section 10-19.1-147,"

Page 1, line 10, replace the second "section" with "sections" and replace the fifth comma with "and 10-32-20,"

Page 1, line 13, after the second comma insert "subsection 3 of section 10-32-108.4,"

Page 1, line 14, after the first comma insert "subsection 3 of section 10-32-140," and after the second comma insert "section 10-32-150,"

Page 1, line 15, replace the first "section" with "sections" and replace the second comma with "and 10-33-18,"

Page 1, line 16, after the third comma insert "section 10-33-130,"

Page 1, line 17, after the first comma insert "subsection 2 of section 10-33-140,"

Page 1, line 18, after the second comma insert "subsection 8 of section 45-10.2-24,"

Page 1, line 19, after the first comma insert "subsection 2 of section 45-10.2-81, subsection 3 of section 45-10.2-97, subsection 26 of section 45-10.2-109,"

Page 1, line 20, after the second comma insert "subsection 2 of section 45-22-22,"

Page 1, line 21, remove the first "and" and after "45-23-01" insert ", and subsection 26 of section 45-23-08"

Page 2, after line 1, insert:

**"SECTION 1. AMENDMENT.** Subsection 2 of section 10-01.1-03 of the North Dakota Century Code is amended and reenacted as follows:

2. The secretary of state shall collect the following fees for copying and certifying a copy of any document filed under this chapter:
  - a. ~~One dollar for every four pages, or fraction thereof,~~ The fee provided in section 54-09-04 for copying a record;
  - b. Fifteen dollars for furnishing a certificate; and

- c. Five dollars for a search of records when supplying copies, certification, or written verification of facts."

Page 3, after line 16, insert:

**"SECTION 4. AMENDMENT.** Subsection 5 of section 10-15-38 of the North Dakota Century Code is amended and reenacted as follows:

5. A cooperative that amends its name and is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, or is a general partner in a limited partnership which is on file with the secretary of state, must change or amend its name in each registration when it files an amendment.

**SECTION 5. AMENDMENT.** Section 10-15-52.3 of the North Dakota Century Code is amended and reenacted as follows:

**10-15-52.3. Amended certificate of authority.** A foreign cooperative authorized to transact business in this state must procure an amended certificate of authority if it changes its cooperative name or desires to pursue in this state purposes other than those set forth in its prior application for a certificate of authority by making application to the secretary of state.

The requirements in respect to the application and the issuance of an amended certificate of authority and the effect thereof are the same as an original application for a certificate of authority.

In addition, an application must be accompanied by a certificate of fact of amendment duly authenticated by the proper officer of the state or country where the cooperative is incorporated.

A foreign cooperative which amends its name and applies for an amended certificate of authority, and is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, or is a general partner in a limited partnership which is on file with the secretary of state, must change or amend its name in each registration when it files an application for an amended certificate of authority."

Page 20, after line 26, insert:

**"SECTION 8. AMENDMENT.** Section 10-19.1-23 of the North Dakota Century Code is amended and reenacted as follows:

**10-19.1-23. Filing articles of amendment.** An original of the articles of amendment must be filed with the secretary of state. If the secretary of state finds that the articles of amendment conform to law and all fees have been paid as provided under section 10-19.1-147, the articles of amendment must be recorded in the office of the secretary of state. A corporation that amends the corporate name and is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, or is a general partner in a limited partnership or a limited liability limited partnership, or is a managing partner of a limited liability partnership that is on file with the secretary of state must change or amend the corporation's name in each registration when the corporation files an amendment."

Page 28, after line 15, insert:

**"SECTION 17. AMENDMENT.** Subsection 3 of section 10-19.1-104.4 of the North Dakota Century Code is amended and reenacted as follows:

3. A converting organization that is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in a limited partnership or a limited liability limited partnership, or is a managing partner in a limited liability partnership that is on file with the secretary of state must change or amend the name of the converting organization to the name of the converted organization in each registration when filing the articles of conversion."

Page 29, after line 16, insert:

**"SECTION 21. AMENDMENT.** Subsection 2 of section 10-19.1-137 of the North Dakota Century Code is amended and reenacted as follows:

2. A foreign corporation that changes the foreign corporation's name and applies for an amended certificate of authority, and is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in a limited partnership or limited liability limited partnership, or is a managing partner in a limited liability partnership that is on file with the secretary of state, shall change the foreign corporation's name in each of the foregoing registrations that is applicable when the foreign corporation files an application for an amended certificate of authority."

Page 32, after line 25, insert:

**"SECTION 23. AMENDMENT.** Subsection 26 of section 10-19.1-147 of the North Dakota Century Code is amended and reenacted as follows:

26. Furnishing a certified copy of any record, instrument, or paper relating to a corporation, ~~one dollar for every four pages or fraction~~ the fee provided in section 54-09-04 for copying a record and fifteen dollars for the certificate and affixing the seal thereto."

Page 47, after line 10, insert:

**"SECTION 30. AMENDMENT.** Section 10-32-20 of the North Dakota Century Code is amended and reenacted as follows:

**10-32-20. Filing of articles of amendment.** An original of the articles of amendment must be filed with the secretary of state. If the secretary of state finds that the articles of amendment conform to law, and that all fees have been paid as provided in section 10-32-150, then the articles of amendment must be recorded in the office of the secretary of state. A limited liability company that amends its name and which is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in a limited partnership or a limited liability limited partnership, or is a managing partner of a limited liability partnership that is on file with the secretary of state must change or amend the limited liability company's name in each registration when the limited liability company files an amendment."

Page 53, after line 30, insert:

**"SECTION 38. AMENDMENT.** Subsection 3 of section 10-32-108.4 of the North Dakota Century Code is amended and reenacted as follows:

3. A converting organization that is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in a limited partnership or a limited liability limited partnership, or is a managing partner of a limited liability partnership that is on file with the secretary of state must change or amend the name of the converting organization to the name of the converted organization in each registration when filing the articles of conversion."

Page 56, after line 28, insert:

**"SECTION 43. AMENDMENT.** Subsection 3 of section 10-32-140 of the North Dakota Century Code is amended and reenacted as follows:

3. A foreign limited liability company that changes the foreign limited liability company's name and applies for an amended certificate of authority and that is the owner of a service mark, trademark, or trade name, a general partner named in a fictitious name certificate, a general partner in a limited partnership or a limited liability limited partnership, or a managing partner in a limited liability partnership that is on file with the secretary of state shall change the foreign limited liability company's name in each of the foregoing registrations which is applicable when the foreign limited liability company files an application for an amended certificate of authority."

Page 57, after line 24, insert:

**"SECTION 45. AMENDMENT.** Section 10-32-150 of the North Dakota Century Code is amended and reenacted as follows:

**10-32-150. Secretary of state - Fees and charges.** The secretary of state shall charge and collect for:

1. Filing articles of organization and issuing a certificate of organization, one hundred thirty-five dollars.
2. Filing articles of amendment, fifty dollars.
3. Filing articles of correction, fifty dollars.
4. Filing restated articles of organization, one hundred twenty-five dollars.
5. Filing articles of conversion of a limited liability company, fifty dollars and:
  - a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or
  - b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees

provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.

6. Filing abandonment of conversion, fifty dollars.
7. Filing articles of merger and issuing a certificate of merger, fifty dollars.
8. Filing abandonment of merger or exchange, fifty dollars.
9. Filing an application to reserve a name, ten dollars.
10. Filing a notice of transfer of a reserved name, ten dollars.
11. Filing a cancellation of reserved name, ten dollars.
12. Filing a consent to use of name, ten dollars.
13. Filing a statement of change of address of registered office or change of registered agent or both, or a statement of change of address of registered office by registered agent, the fee provided in section 10-01.1-03.
14. Filing a resolution for the establishment of a class or series of membership interests, fifty dollars.
15. Filing a notice of dissolution, ten dollars.
16. Filing a statement of revocation of voluntary dissolution proceedings, ten dollars.
17. Filing articles of dissolution and termination, twenty dollars.
18. Filing an application of a foreign limited liability company for a certificate of authority to transact business in this state and issuing a certificate of authority, one hundred thirty-five dollars.
19. Filing an amendment to the certificate of authority by a foreign limited liability company, fifty dollars.
20. Filing a certificate of fact stating a merger of a foreign limited liability company holding a certificate of authority to transact business in this state, fifty dollars.
21. Filing a certified statement of conversion of a foreign limited liability company, fifty dollars.
22. Filing an application for withdrawal of a foreign limited liability company and issuing a certificate of withdrawal, twenty dollars.
23. Filing an annual report of a limited liability company or foreign limited liability company, fifty dollars.
  - a. The secretary of state shall charge and collect additional fees for late filing of the annual report as follows:
    - (1) After the date provided in subsection 3 of section 10-32-149, fifty dollars; and
    - (2) After the termination of the limited liability company, or the revocation of the certificate of authority of a foreign limited

liability company, the reinstatement fee of one hundred twenty-five dollars.

- b. Fees paid to the secretary of state according to this subsection are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 10-32-149, or the annual report lacks sufficient payment as required by this subsection.
24. Filing any process, notice, or demand for service, the fee provided in section 10-01.1-03.
  25. Submitting any record for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.
  26. Filing any other statement or report of a limited liability company or foreign limited liability company, ten dollars.
  27. Furnishing a copy of any record, or paper relating to a limited liability company or a foreign limited liability company:
    - a. ~~One dollar for every four pages, or fraction thereof~~ The fee provided in section 54-09-04 for copying a record; and
    - b. Five dollars for a search of records.
  28. Furnishing a certificate of good standing, existence, or authorization:
    - a. Fifteen dollars; and
    - b. Five dollars for a search of records.
  - ~~29. Each page of any record or form sent by electronic transmission, one dollar."~~

Page 65, after line 14, insert:

**"SECTION 48. AMENDMENT.** Section 10-33-18 of the North Dakota Century Code is amended and reenacted as follows:

**10-33-18. Filing articles of amendment.** An original of the articles of amendment must be filed with the secretary of state. If the secretary of state finds that the articles of amendment conform to the filing requirements of this chapter and that all fees have been paid as provided in section 10-33-140, then the articles of amendment must be recorded in the office of the secretary of state. A corporation that amends the corporate name and which is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in a limited partnership or a limited liability limited partnership, or is a managing partner of a limited liability partnership that is on file with the secretary of state must change or amend the corporation's name in each registration when the corporation files an amendment."

Page 68, after line 3, insert:

**"SECTION 54. AMENDMENT.** Section 10-33-130 of the North Dakota Century Code is amended and reenacted as follows:

**10-33-130. Foreign corporation - Amendments to the certificate of authority.** If any statement in the application for a certificate of authority by a foreign corporation is false when made or any arrangements or other facts described change, making the application inaccurate in any respect, the foreign corporation shall promptly file with the secretary of state an application for an amended certificate of authority executed by an authorized person correcting the statement and, in the case of a change in the foreign corporation's name, a certificate to that effect authenticated by the proper officer of the jurisdiction under the laws of which the foreign corporation is incorporated. In the case of a dissolution or merger, a foreign corporation that is not the surviving organization need not file an application for an amended certificate of authority but shall promptly file with the secretary of state a certificate to that effect authenticated by the proper officer of the jurisdiction under the laws of which the foreign corporation is incorporated. A foreign nonprofit corporation that changes the foreign nonprofit corporation's name and applies for an amended certificate of authority and that is the owner of a service mark, trademark, or trade name, a general partner named in a fictitious name certificate, a general partner in a limited partnership or a limited liability limited partnership, or a managing partner in a limited liability partnership that is on file with the secretary of state shall change the foreign nonprofit corporation's name in each of the foregoing registrations that apply if the foreign nonprofit corporation files an application for an amended certificate of authority."

Page 68, after line 28, insert:

**"SECTION 56. AMENDMENT.** Subsection 2 of section 10-33-140 of the North Dakota Century Code is amended and reenacted as follows:

2. The secretary of state shall charge and collect:
  - a. For furnishing a certified copy of any record, instrument, or paper relating to a corporation, ~~one dollar for every four pages or fraction thereof~~ the fee provided in section 54-09-04 for copying a record and fifteen dollars for the certificate and affixing the seal to the certificate.
  - b. At the time of any service of process on the secretary of state as resident agent of a corporation, twenty-five dollars, which may be recovered as taxable costs by the party to the claim for relief causing the service to be made if that party prevails in the suit or action."

Page 75, line 2, replace "one dollar for every four pages or fraction" with "the fee provided in section 54-09-04 for copying a record"

Page 75, line 3, remove "thereof"

Page 83, after line 30, insert:

**"SECTION 62. AMENDMENT.** Subsection 8 of section 45-10.2-24 of the North Dakota Century Code is amended and reenacted as follows:

8. A limited partnership that files an amendment to change its name and which is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in another limited partnership or limited liability limited partnership, or is a managing partner in a limited liability partnership that is on file with the secretary of state shall change the name of the limited partnership in each of the foregoing registrations that is applicable when the limited partnership files an amendment to the certificate of limited partnership."

Page 85, after line 20, insert:

**"SECTION 65. AMENDMENT.** Subsection 2 of section 45-10.2-81 of the North Dakota Century Code is amended and reenacted as follows:

2. A foreign limited partnership that changes its name and applies for an amended certificate of authority and which is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, is a general partner in another limited partnership or limited liability limited partnership, or is a managing partner in a limited liability partnership that is on file with the secretary of state, shall change the name of the foreign limited partnership in each of the foregoing registrations that is applicable when the foreign limited partnership files an application for an amended certificate of authority.

**SECTION 66. AMENDMENT.** Subsection 3 of section 45-10.2-97 of the North Dakota Century Code is amended and reenacted as follows:

3. A converting organization that is the owner of a service mark, trademark, or trade name, is a general partner named in a fictitious name certificate, or is a general partner in a limited partnership that is on file with the secretary of state must change or amend the name of the converting organization to the name of the converted organization in each registration when filing the articles of conversion.

**SECTION 67. AMENDMENT.** Subsection 26 of section 45-10.2-109 of the North Dakota Century Code is amended and reenacted as follows:

26. Furnishing a certified copy of any record, or paper relating to a limited partnership or foreign limited partnership:
  - a. ~~One dollar for every four pages or fraction~~ The fee provided in section 54-09-04 for copying a record;
  - b. Fifteen dollars for the certificate and affixing the seal thereto; and
  - c. Five dollars for a search of records."

Page 93, after line 31, insert:

**"SECTION 73. AMENDMENT.** Subsection 2 of section 45-22-22 of the North Dakota Century Code is amended and reenacted as follows:

2. The secretary of state shall charge and collect for:
  - a. Furnishing a copy of any record or paper relating to a domestic limited liability partnership or foreign limited liability partnership, ~~one dollar for every four pages, or fraction of pages~~ the fee provided in section 54-09-04 for copying a record.
  - b. A certificate certifying a copy or reciting facts related to a domestic limited liability partnership or foreign limited liability partnership, fifteen dollars.
  - e. ~~Each page of any record or form sent by electronic transmission, one dollar."~~

Page 97, after line 17, insert:

**"SECTION 76. AMENDMENT.** Subsection 26 of section 45-23-08 of the North Dakota Century Code is amended and reenacted as follows:

26. Furnishing a certified copy of any record or paper relating to a limited partnership or foreign limited partnership:
  - a. ~~One dollar for every four pages or fraction~~ The fee provided in section 54-09-04 for copying a record;
  - b. Fifteen dollars for the certificate and affixing the seal thereto; and
  - c. Five dollars for a search of records."

Renumber accordingly