

# CORPORATIONS

## CHAPTER 83

SENATE BILL NO. 2211  
(Committee on State and Federal Government)  
(At the request of the Secretary of State)

### CORPORATION FILING FEES

AN ACT to amend and reenact sections 10-15-54, 10-23-04, 10-23-05, 10-23-06, 10-28-01, 10-28-02, subsection 2 of section 45-10-02, and subsection 1 of section 54-09-04 of the North Dakota Century Code, relating to filing fees for various documents and increasing such fees.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF THE  
STATE OF NORTH DAKOTA:

SECTION 1. AMENDMENT.) Section 10-15-54 of the 1973 Supplement to the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-15-54. FEES.) No document may be filed or recorded nor any certificate issued until all fees therefor have been paid. Any fee or penalty due under this chapter may be recovered in a suit brought by the attorney general in the name of the state. The secretary of state shall charge and collect from any association for:

1. Filing articles of association and issuing a certificate of association, twenty dollars;
2. Filing articles of amendment and issuing a certificate of amendment, twenty dollars;
3. Filing restated articles of association, twenty dollars;
4. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, twenty dollars;
5. Filing articles or decree of dissolution, five dollars;
6. Receiving service of any process, notice, or demand, five dollars;
7. Filing an application of a foreign cooperative for a certificate of authority to do business in this state and issuing a certificate therefor, twenty-five dollars; and

8. Filing any other document or statement, or issuing any other certificate, five dollars.

SECTION 2. AMENDMENT.) Section 10-23-04 of the 1973 Supplement to the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-23-04. FEES FOR FILING DOCUMENTS AND ISSUING CERTIFICATES.) The secretary of state shall charge and collect for:

1. Filing articles of incorporation and issuing a certificate of incorporation, twenty dollars;
2. Filing articles of amendment and issuing a certificate of amendment, twenty dollars;
3. Filing restated articles of incorporation, twenty dollars;
4. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, twenty dollars;
5. Filing an application to reserve a corporate name, five dollars;
6. Filing a notice of transfer of a reserved corporate name, five dollars;
7. Filing a statement of change of address of registered office or change of registered agent, or both, five dollars;
8. Filing a statement of the establishment of a series of shares, ten dollars;
9. Filing a statement of cancellation of shares, ten dollars;
10. Filing a statement of reduction of stated capital, ten dollars;
11. Filing a statement of intent to dissolve, five dollars;
12. Filing a statement of revocation of voluntary dissolution proceedings, five dollars;
13. Filing articles of dissolution, five dollars;
14. Filing an application of a foreign corporation for a certificate of authority to transact business in this state and issuing a certificate of authority, twenty-five dollars;
15. Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, twenty-five dollars;

16. Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to transact business in this state, ten dollars;
17. Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to transact business in this state, ten dollars;
18. Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ten dollars;
19. Filing annual report of domestic corporation, ten dollars; of foreign corporation, twenty dollars; any other statement or report of either, two dollars; and
20. Filing statement of change of address of registered office by registered agent, five dollars for each corporation affected by such change.

SECTION 3. AMENDMENT.) Section 10-23-05 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-23-05. MISCELLANEOUS CHARGES.) The secretary of state shall charge and collect:

1. For furnishing a certified copy of any document, instrument, or paper relating to a corporation, one dollar for every four pages, or fraction thereof, and two dollars for the certificate and affixing the seal thereto; and
2. At the time of any service of process on him as resident agent of a corporation, five dollars, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

SECTION 4. AMENDMENT.) Section 10-23-06 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-23-06. LICENSE FEES PAYABLE BY DOMESTIC CORPORATIONS - EXEMPTING BUILDING AND LOAN AND SAVINGS AND LOAN ASSOCIATIONS.) The secretary of state shall charge and collect from each domestic corporation license fees, based upon the value of its authorized shares, at the time of:

1. Filing articles of incorporation;
2. Filing articles of amendment increasing the number or value of authorized shares; and
3. Filing articles of merger or consolidation increasing the number or value of authorized shares which the

surviving or new corporation, if a domestic corporation, will have authority to issue above the aggregate number or value of shares which the constituent domestic corporations and constituent foreign corporations authorized to transact business in this state had authority to issue.

The license fees shall be the sum of thirty dollars for the first thirty thousand dollars of its authorized shares, or fraction thereof, and the further sum of ten dollars for every additional ten thousand dollars of its authorized shares or fraction thereof, in excess of thirty thousand dollars.

The license fees payable on an increase in authorized shares shall be imposed only on the additional shares, but the amount of previously authorized shares shall be taken into account in determining the rate applicable to the additional authorized shares.

For the purposes of this section, shares without par value shall be considered worth one hundred dollars per share.

The provisions of this section shall not apply to a building and loan or savings and loan association.

SECTION 5. AMENDMENT.) Section 10-28-01 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-28-01. FEES FOR FILING DOCUMENTS AND ISSUING CERTIFICATES.) The secretary of state shall charge and collect for:

1. Filing articles of incorporation and issuing a certificate of incorporation, twenty dollars;
2. Filing articles of amendment and issuing a certificate of amendment, twenty dollars;
3. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, twenty dollars;
4. Filing a statement of change of address of registered office or change of registered agent, or both, five dollars;
5. Filing articles of dissolution, five dollars;
6. Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, twenty-five dollars;
7. Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state and issuing an amended certificate of authority, twenty-five dollars;

8. Filing a copy of an amendment to the articles of incorporation of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars;
9. Filing a copy of articles of merger of a foreign corporation holding a certificate of authority to conduct affairs in this state, ten dollars;
10. Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, ten dollars; and
11. Filing any other statement or report, of a domestic or foreign corporation, five dollars.

SECTION 6. AMENDMENT.) Section 10-28-02 of the 1973 Supplement to the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-28-02. MISCELLANEOUS CHARGES.) The secretary of state shall charge and collect:

1. For furnishing a certified copy of any document, instrument, or paper relating to a corporation, one dollar for every four pages or fraction thereof and two dollars for the certificate and affixing the seal thereto.
2. At the time of any service of process on him as resident agent of a corporation, five dollars, which amount may be recovered as taxable costs by the party to the suit or action causing such service to be made if such party prevails in the suit or action.

SECTION 7. AMENDMENT.) Subsection 2 of section 45-10-02 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

2. File the certificate in the office of the clerk of the district court wherein the principal place of business of the partnership is located, and file a certified copy thereof, together with a fee of ten dollars, in the office of the secretary of state.

SECTION 8. AMENDMENT.) Subsection 1 of section 54-09-04 of the 1973 Supplement to the North Dakota Century Code is hereby amended and reenacted to read as follows:

1. For a copy of any law, resolution, record, or other document or paper on file in his office, one dollar for every four pages or fraction thereof;

Approved March 13, 1975

## CHAPTER 84

HOUSE BILL NO. 1469  
(Royse, Goetz)

## INVOLUNTARY DISSOLUTION

AN ACT to create and enact a new section to chapter 10-21 of the North Dakota Century Code, relating to involuntary dissolution of a corporation by the secretary of state; to amend and reenact sections 10-21-13 and 10-21-14 of the North Dakota Century Code, relating to involuntary dissolution of a corporation by court decree in an action filed by the attorney general and to notifying the attorney general of all corporations which failed to file annual reports; and to repeal section 10-23-03.1 of the North Dakota Century Code, relating to corporations that fail to file annual reports.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF THE  
STATE OF NORTH DAKOTA:

SECTION 1.) A new section to chapter 10-21 of the North Dakota Century Code is hereby created and enacted to read as follows:

INVOLUNTARY DISSOLUTION BY SECRETARY OF STATE.) The secretary of state shall notify any corporation failing to file its annual report within three months after the date required under section 10-23-02 that its certificate of incorporation has been terminated. If, however, such corporation shall file its annual report within three months after its termination date, together with a fee of twenty dollars, its charter shall be reinstated by the secretary of state. Such charter may be reinstated by the district court of the county where such corporation has its registered office, upon petition filed within one year after the date required by section 10-23-02 and upon condition that it file the annual report required together with a fee of thirty dollars. Upon the expiration of the one-year limitation period, a corporation shall forfeit any right to its name and such name may be assigned by the secretary of state to any corporation applying therefor.

SECTION 2. AMENDMENT.) Section 10-21-13 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-21-13. INVOLUNTARY DISSOLUTION BY ATTORNEY GENERAL.) A corporation may be dissolved involuntarily by a decree of the district court in an action filed by the attorney general when it is established that:

1. The corporation procured its articles of incorporation through fraud; or
2. The corporation has continued to exceed or abuse the authority conferred upon it by law; or
3. The corporation has failed for thirty days to appoint and maintain a registered agent in this state; or
4. The corporation has failed for thirty days after change of its registered office or registered agent to file in the office of the secretary of state a statement of such change.

SECTION 3. AMENDMENT.) Section 10-21-14 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

10-21-14. NOTIFICATION TO ATTORNEY GENERAL.) The secretary of state shall certify to the attorney general, from time to time, the names of all corporations which have given a cause for dissolution as provided in section 10-21-13, together with the facts pertinent thereto. Whenever the secretary of state shall certify the name of a corporation to the attorney general as having given any cause for dissolution, the secretary of state shall concurrently mail to the corporation at its registered office a notice that such certification has been made. Upon the receipt of such certification, the attorney general may in his discretion file an action in the name of the state against such corporation for its dissolution. If, before action is filed, the corporation shall appoint or maintain a registered agent as provided in chapter 10-19, or shall file with the secretary of state the required statement of change of registered office or registered agent, such fact shall be forthwith certified by the secretary of state to the attorney general, and he shall not file an action against such corporation for such cause. If, after action is filed, the corporation shall appoint or maintain a registered agent as provided in chapter 10-19, or shall file with the secretary of state the required statement of change of registered office or registered agent, and shall pay the costs of such action, the action for such cause shall abate.

SECTION 4. REPEAL.) Section 10-23-03.1 of the 1973 Supplement to the North Dakota Century Code is hereby repealed.

Approved March 22, 1975

## CHAPTER 85

SENATE BILL NO. 2167  
(Committee on Judiciary)  
(At the request of the Secretary of State)

### NONPROFIT CORPORATIONS

AN ACT to create and enact a new section of chapter 10-24 of the North Dakota Century Code, relating to the right of nonprofit corporations to restate their articles of incorporation, and amend and reenact section 10-28-01 of the North Dakota Century Code, relating to filing fees for nonprofit corporations.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF THE STATE OF NORTH DAKOTA:

SECTION 1.) A new section of chapter 10-24 of the North Dakota Century Code is hereby created and enacted to read as follows:

RESTATED ARTICLES OF INCORPORATION.) A nonprofit domestic corporation may at any time restate its articles of incorporation as amended, in the following manner:

1. Where there are members having voting rights, the board of directors shall adopt a resolution setting forth the proposed restated articles of incorporation and directing that they be submitted to a vote at a meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed restated articles of incorporation shall be given each member entitled to vote at such meeting within the time and in the manner provided in this act for the giving of notice of meetings of members. The proposed restated articles of incorporation shall be adopted upon receiving at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.
2. Where there are no members, or no members having voting rights, proposed restated articles of incorporation shall be adopted at a meeting of the board of directors upon receiving the vote of a majority of the directors in office.

3. Upon their approval the restated articles of incorporation shall be executed in duplicate by the corporation by its president or a vice-president and by its secretary or assistant secretary, and verified by one of the officers signing such articles, and shall set forth:
  - a. The name of the corporation;
  - b. The period of its duration, which may be perpetual;
  - c. The purpose or purposes which the corporation is then authorized to pursue;
  - d. Any provisions, not inconsistent with law, which are then set forth in the articles of incorporation as theretofore amended, for the regulation of the internal affairs of the corporation;
  - e. A statement that the restated articles of incorporation correctly set forth without change the corresponding provisions of the articles of incorporation as theretofore amended, and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

Duplicate originals of the restated articles of incorporation shall be delivered to the secretary of state. If the secretary of state finds that such restated articles of incorporation conform to law, and all fees have been paid, he shall endorse on each of such duplicate originals the word "Filed" and the month, day, and year of the filing thereof, file one of such duplicate originals in his office, and issue a restated certificate of incorporation to which he shall affix the other duplicate original.

The restated certificate of incorporation, together with the duplicate original of the restated articles of incorporation affixed thereto by the secretary of state, shall be returned to the corporation or its representative.

Upon the issuance of the restated certificate of incorporation by the secretary of state, the restated articles of incorporation shall become effective and shall supersede the original articles of incorporation and all amendments thereto.

SECTION 2. AMENDMENT.) Subsection 2 of section 10-28-01 of the North Dakota Century Code is hereby amended and reenacted to read as follows:

2. Filing articles of amendment and issuing a certificate of amendment, or filing restated articles of incorporation, twenty dollars.

Approved April 8, 1975