

1 IN THE SENATE

BY SENATOR METCALF

2 SENATE BILL NO. 279

3 IN THE LEGISLATURE OF THE STATE OF ALASKA

4 SECOND LEGISLATURE - SECOND SESSION

5 A BILL

6 For an Act entitled: "An Act relating to incorporation fees or  
7 filing fees for business and nonprofit cor-  
8 porations and fees for other corporate mat-  
9 ters; and providing for an effective date."

10 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF ALASKA:

11 Section 1. Subparagraph (b) of Sec. 9, Ch. 126, SLA 1957  
12 is amended to read:

13 (b) Paying to the Department of Commerce  
14 [DIRECTOR OF FINANCE] a registration fee in the amount of  
15 four [TWO] dollars for each month, or fraction thereof,  
16 between the date of filing such application and December  
17 31st of the calendar year in which such application is  
18 filed.

19 Such registration shall be effective until the close  
20 of the calendar year in which the application for registra-  
21 tion is filed.

22 Sec. 2. Sec. 120, Ch. 126, SLA 1957 is repealed and re-  
23 enacted to read:

24 Sec. 120. INCORPORATION OR FILING FEES. (a) Incor-  
25 porators forming a corporation under the laws of this state  
26 shall file articles of incorporation with and pay to the  
27 Department of Commerce a filing fee based upon the amount  
28 of capital stock authorized in the articles of incorporation  
29 according to the following schedule:

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FEE	AMOUNT OF AUTHORIZED CAPITAL STOCK
\$50.00	.....on the first \$100,000; plus
10.00	.....for each additional \$100,000 or fraction thereof, up to \$1,000,000; plus
5.00	.....for each additional \$100,000 or fraction thereof, up to \$5,000,000; plus
2.50	.....for each additional \$100,000 or fraction thereof over \$5,000,000.

(b) Corporations not incorporated under the laws of this state shall file their articles of incorporation with and pay to the Department of Commerce a filing fee based upon the amount of capital stock authorized in their articles of incorporation according to the following schedule:

FEE	AMOUNT OF AUTHORIZED CAPITAL STOCK
\$60.00	.....on the first \$100,000; plus
12.00	.....for each additional \$100,000 or fraction thereof, up to \$1,000,000; plus
6.00	.....for each additional \$100,000 or fraction thereof, up to \$5,000,000; plus
3.00	.....for each additional \$100,000 or fraction thereof, up to \$1 billion; plus
2.00	.....for each additional \$100,000 or fraction thereof over \$1 billion.

(c) Shares of no par value are assumed to be of the par value of \$1 each for the purposes of computing the

1 amount of the filing fees under subsecs. (a) and (b) of  
2 this section.

3 (d) Nonprofit corporations mentioned in Sec. 36-6-4,  
4 ACLA 1949 do not pay filing fees under this section.

5 Sec. 3. Sec. 121, Ch. 126, SLA 1957 is repealed and re-  
6 enacted to read:

7 Sec. 121. FEES FOR FILING AMENDATORY ARTICLES,  
8 CERTIFICATES CHANGING CAPITAL STOCK AND CERTIFICATES OF  
9 CONSOLIDATION OR MERGER. (a) The fee for filing amendatory  
10 or supplemental articles if capital stock is not increased  
11 or for filing a certificate decreasing capital stock is  
12 \$15 for either domestic or foreign corporations.

13 (b) The fee for filing amendatory or supplemental  
14 articles increasing capital stock is the amount arrived at  
15 by subtracting the fee under Sec. 120(a) of this Act for a  
16 domestic corporation or Sec. 120(b) of this Act for a  
17 foreign corporation excluding the proposed increase, from  
18 the fee under Sec. 120(a) or (b) of this Act, including  
19 the proposed increase.

20 (c) The fee for filing a certificate of consolidation  
21 or merger of two or more domestic corporations is the fee  
22 under Sec. 120(a) of this Act on the amount of capital  
23 stock arrived at by subtracting the aggregate amount of the  
24 authorized capital stock of the consolidating or merging  
25 corporations from the authorized capital stock of the  
26 newly consolidated or merged corporation. If the newly  
27 consolidated or merged corporation's authorized capital  
28 stock is the same as or less than the aggregate amount of  
29 the authorized capital stock of the consolidating or merging

1 corporations the fee is fifty dollars.

2 (d) The fee for filing a certificate of consolidation  
3 or merger of one or more domestic corporations and one or  
4 more foreign corporations is the fee under Sec. 120 (b) of  
5 this Act on the amount of capital stock arrived at by sub-  
6 tracting the aggregate amount of authorized capital stock,  
7 of the consolidating or merging corporations that have paid  
8 fees under Sec. 120 (a) and (b) of this Act from the  
9 authorized capital stock of the newly consolidated or merged  
10 corporation. If all fees have not been paid under Sec.  
11 120 (a) and (b) of this Act, the newly consolidated or  
12 merged corporation pays the fee on its authorized capital  
13 stock under Sec. 120 (b) of this Act. If the newly consoli-  
14 dated or merged corporation's authorized capital stock is  
15 the same as or less than the aggregate amount of the author-  
16 ized capital stock of the consolidating or merging corpora-  
17 tions the fee is sixty dollars.

18 (e) All fees under this section are paid to the De-  
19 partment of Commerce.

20 Sec. 4. Sec. 122, Ch. 126, SLA 1957 is amended to read:

21 Sec. 122. FEES ON APPOINTMENT OR REVOCATION OF APPOINT-  
22 MENT OF PROCESS AGENT. Every foreign corporation filing in  
23 the office of the Department of Commerce [DIRECTOR OF FINANCE]  
24 a certificate of the appointment and consent of the agent  
25 residing in the state [ALASKA], or a certificate or revoca-  
26 tion of such appointment of the resident agent, shall pay to  
27 the Department of Commerce [DIRECTOR OF FINANCE] a fee of  
28 ten [FIVE] dollars.

29 Sec. 5. Sec. 123, Ch. 126, SLA 1957 is amended to read:

1           Sec. 123. ANNUAL CORPORATION TAX: PENALTY FOR NON-  
2 PAYMENT. Every corporation incorporated under the laws of  
3 this state [ALASKA] and every foreign corporation having  
4 its articles of incorporation on file in the office of the  
5 Department of Commerce [DIRECTOR OF FINANCE], shall, before  
6 January 2nd of each year [ON OR BEFORE THE FIRST DAY OF  
7 JANUARY OF EACH AND EVERY YEAR], pay to the Department of  
8 Commerce [DIRECTOR OF FINANCE, FOR THE USE OF ALASKA,] an  
9 annual corporation tax of twenty-five [FIFTEEN] dollars.  
10 Every corporation which fails [HAS FAILED OR HEREAFTER  
11 FAILS,] to pay the [SAID] annual corporation tax before  
12 January 2nd of each year [ON OR BEFORE THE FIRST DAY OF  
13 JANUARY OF EACH AND EVERY YEAR], shall pay to the Department  
14 of Commerce [DIRECTOR OF FINANCE, FOR THE USE OF ALASKA,] in  
15 addition to the [SAID] annual corporation tax, the further  
16 sum of five [TWO] dollars [AND FIFTY CENTS] as a penalty  
17 for such failure.

18           Corporations organized under Section 36-6-4 ACLA 1949  
19 are [SHALL] not [BE] required to pay such annual corporation  
20 tax.

21           Sec. 6. Sec. 124, Ch. 126, SLA 1957 is amended to read:

22           Sec. 124. FAILURE TO PAY TAX OR MAKE REPORT AS PRECLUD-  
23 ING SUIT BY CORPORATION: EVIDENCE OF PAYMENT: ENFORCEMENT  
24 OF PAYMENT. No corporation, foreign or domestic, shall be  
25 permitted to commence or maintain any suit, action or pro-  
26 ceeding in any court in the state [ALASKA] without alleging  
27 and proving that it has paid its annual corporation tax  
28 last due and has filed its annual report for the last cal-  
29 endar or fiscal year for which such report became due for

1 filing. A certificate of the payment of such annual tax  
2 and filing of said annual report shall be prima facie evi-  
3 dence of the payment of such tax and the filing of such  
4 annual report; and the Department of Commerce [DIRECTOR OF  
5 FINANCE] is hereby required to issue such certificate or  
6 duplicate thereof at a charge of one dollar [TWENTY-FIVE  
7 CENTS].

8 The Attorney General may institute suits in the name  
9 of the state [ALASKA] to enforce the payment of any annual  
10 corporation tax due from any corporation, provided, that  
11 corporations mentioned in Section 36-6-4 ACLA 1949 are ex-  
12 empted from the payment thereof.

13 Sec. 7. Sec. 132, Ch. 126, SLA 1957 is amended to read:

14 Sec. 132. FILING FEES FOR INSTRUMENTS NOT OTHERWISE  
15 PROVIDED FOR. The filing fee for any instrument not other-  
16 wise provided for shall be ten [FIVE] dollars.

17 Sec. 8. Sec. 133, Ch. 126, SLA 1957 is amended to read:

18 Sec. 133. FEES AND PENALTIES PAYABLE ON WITHDRAWAL OF  
19 FOREIGN CORPORATION. Any foreign corporation registered  
20 with the Department of Commerce [IN THE OFFICE OF THE DIREC-  
21 TOR OF FINANCE] desiring to withdraw from the state [ALASKA]  
22 may do so upon payment of all annual corporation taxes and  
23 penalties due at the time of such desired withdrawal, and  
24 filing in the office of the Department of Commerce [DIRECTOR  
25 OF FINANCE], and in any office of the Clerk of the Court  
26 where its articles are on file, a certificate of withdrawal,  
27 signed by its proper officers and under its corporate seal.  
28 The filing fee in the office of the Department of Commerce  
29 [DIRECTOR OF FINANCE] shall be twenty-five [FIVE] dollars.

1 Provided, that all withdrawals heretofore had in the state  
2 [ALASKA] are hereby validated and confirmed in every respect.  
3 Sec. 9. Sec. 134, Ch. 126, SLA 1957 is amended to read:

4 Sec. 134. FEES ON DISSOLUTION OF DOMESTIC CORPORATION.  
5 Every corporation incorporated under the laws of this state  
6 [ALASKA] shall pay to the Department of Commerce [DIRECTOR  
7 OF FINANCE, FOR THE USE OF ALASKA] , a fee of fifteen [FIVE]  
8 dollars for filing the instruments mentioned in Section  
9 36-1-146 ACLA 1949, providing for the dissolution of dom-  
10 estic corporations.

11 Sec. 10. Sec. 135, Ch. 126, SLA 1957 is amended to read:

12 Sec. 135. TAXES, PENALTIES AND FEES ON FILING CERTIFI-  
13 CATE OF DISSOLUTION OF FOREIGN CORPORATION. A foreign  
14 corporation desiring to file a certificate of dissolution  
15 from the state of its origin, may file such certificate,  
16 when signed by the proper state officer, under seal, upon  
17 payment of all annual corporation taxes and penalties due at  
18 the time of such dissolution. The filing fee in the office  
19 of the Department of Commerce [DIRECTOR OF FINANCE OF ALASKA]  
20 for filing such certificate of dissolution shall be twenty-  
21 five [FIVE] dollars.

22 Sec. 11. Sec. 136, Ch. 126, SLA 1957 is amended to read:

23 Sec. 136. FEE FOR FILING ANNUAL REPORT. Every cor-  
24 poration incorporated under the laws of this state [ALASKA]  
25 shall pay to the Department of Commerce [DIRECTOR OF  
26 FINANCE, FOR THE USE OF ALASKA] , a fee of five [TWO AND ONE-  
27 HALF] dollars for filing an annual report. Every registered  
28 foreign corporation shall pay to the Department of Commerce  
29 a fee of ten dollars for filing an annual report.

1           Sec. 12. Sec. 36-6-4, ACLA 1949 is repealed and re-enacted  
2 to read:

3           Sec. 36-6-4. INCORPORATION AND FILING FEES OF NONPROFIT  
4 CORPORATIONS AND ASSOCIATIONS. (a) Nonprofit corporations  
5 incorporated under Sec. 36-4-1--36-4-6, ACLA 1949 and foreign  
6 nonprofit corporations doing business in the state shall file  
7 their articles of incorporation with the Department of Com-  
8 merce. The fee for filing articles of incorporation for a  
9 domestic nonprofit corporation or a foreign nonprofit corpora-  
10 tion is twenty-five dollars. The fee for filing amended  
11 articles is five dollars for a domestic nonprofit corporation  
12 and ten dollars for a foreign nonprofit corporation.

13           (b) "Nonprofit corporation" under Subsec. (a) of this  
14 section includes college, seminary, church, library, or any  
15 other benevolent, fraternal, social, religious, educational,  
16 charitable, or scientific associations, trade unions or  
17 other labor organizations, commercial clubs, and business-  
18 men's associations.

19           Sec. 13. This Act takes effect on the day after its passage  
20 and approval or on the day it becomes law without such approval.  
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