

Introduced: 2/14/80
Referred: Resources

1 IN THE HOUSE

BY THE RESOURCES COMMITTEE

2 HOUSE BILL NO. 767

3 IN THE LEGISLATURE OF THE STATE OF ALASKA

4 ELEVENTH LEGISLATURE - SECOND SESSION

5 A BILL

6 For an Act entitled: "An Act relating to the disclosure of alien affiliates
7 in Alaska businesses; and providing for an effective
8 date."

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

10 * Section 1. AS 10.05.250 is amended to read:

11 Sec. 10.05.250. REORGANIZATION; DISCLOSURE OF ALIEN AFFILIATES
12 [INTERESTS]. Not less than 20 days before the consummation of a corpo-
13 rate reorganization the corporation which is to survive or control shall
14 deliver to the commissioner the following information:

15 (1) a list of the names and addresses of each alien affiliate
16 of the surviving corporation [WHICH IS A NONRESIDENT ALIEN OR CORPORA-
17 TION WHOSE PLACE OF INCORPORATION IS OUTSIDE THE UNITED STATES, AND];

18 (2) the percentage of outstanding shares controlled by each
19 alien affiliate; and

20 (3) a specific description of the nature of the affiliation
21 between the surviving or controlling corporation and its alien affiliate.

22 * Sec. 2. AS 10.05.255(a)(3) is amended to read:

23 (3) the purpose or purposes for which the corporation is
24 organized and the code number from the identification code established
25 under AS 10.05.703 which most closely describes the activity in which
26 the corporation will initially engage;

27 * Sec. 3. AS 10.05.255(a)(13) is amended to read:

28 (13) the name and address of each alien affiliate and a speci-
29 fic description of the nature of the affiliation between the corporation

1 and its alien affiliate [WHICH IS A NONRESIDENT ALIEN OR A CORPORATION
2 WHOSE PLACE OF INCORPORATION IS OUTSIDE THE UNITED STATES].

3 * Sec. 4. AS 10.05.519(a)(1) is amended to read:

4 (1) the corporation is delinquent three [SIX] months in
5 filing its annual report or in paying a license filing fee or penalty;

6 * Sec. 5. AS 10.05.519(a) is amended by adding a new paragraph to read:

7 (6) a misrepresentation of a material matter has been made in
8 an application, report, affidavit, or other document submitted under
9 this chapter.

10 * Sec. 6. AS 10.05.615(5) is amended to read:

11 (5) the purpose the corporation proposes to pursue in the
12 transaction of business in the state and the code number from the iden-
13 tification code established under AS 10.05.703 which most closely de-
14 scribes the activity in which the corporation will engage in the state;

15 * Sec. 7. AS 10.05.615(12) is amended to read:

16 (12) the name and address of each alien affiliate, [WHICH IS A
17 NONRESIDENT ALIEN OR A CORPORATION WHOSE PLACE OF INCORPORATION IS
18 OUTSIDE THE UNITED STATES AND] the percentage of outstanding shares
19 controlled by each alien affiliate, and a specific description of the
20 nature of the affiliation between the foreign corporation and its alien
21 affiliate; [.]

22 * Sec. 8. AS 10.05.702(3) is amended to read:

23 (3) a brief statement of the character of the business in
24 which the corporation is engaged in the state and the code number from
25 the identification code established under AS 10.05.703 which most
26 closely describes the activity in which the corporation is engaged in
27 the state;

28 * Sec. 9. AS 10.05.702(8) is amended to read:

29 (8) the name and address of each alien affiliate, [WHICH IS A

1 NONRESIDENT ALIEN OR A CORPORATION WHOSE PLACE OF INCORPORATION IS
2 OUTSIDE THE UNITED STATES AND] the percentage of outstanding shares
3 controlled by each alien affiliate, and a specific description of the
4 nature of the affiliation between the corporation and its alien affi-
5 liates; [.]

6 * Sec. 10. AS 10.05 is amended by adding new sections to read:

7 Sec. 10.05.700. STOCKHOLDER REPORTS. A domestic corporation or
8 foreign corporation which publishes a report to its stockholders shall
9 submit a copy of its most recent stockholder report with the annual
10 report required in AS 10.05.699.

11 Sec. 10.05.703. IDENTIFICATION CODE. The commissioner of commerce
12 and economic development and the commissioner of revenue shall jointly
13 establish, adopt and publish a numerically coded list of business acti-
14 vities and shall make the list available to the public.

15 * Sec. 11. AS 10.05.771 is amended to read:

16 Sec. 10.05.771. PENALTY FOR FAILURE TO FILE ANNUAL REPORT. Each
17 domestic or foreign corporation that fails or refuses to file its annual
18 report within the time set by this chapter is subject to a penalty of 10
19 percent of the amount of the franchise tax for each month that the
20 corporation fails or refuses to file the annual report. If the amount
21 of the franchise tax as originally assessed is adjusted in accordance
22 with this chapter, the amount of the penalty shall also be adjusted to
23 10 percent of the amount of the adjusted franchise tax for each month
24 the corporation fails or refuses to file the annual report. The amount
25 of the franchise tax and the amount of the penalty shall be separately
26 stated in a notice to the corporation.

27 * Sec. 12. AS 10.05.783 is amended to read:

28 Sec. 10.05.783. FAILURE TO ANSWER INTERROGATORIES. Each domestic
29 or foreign corporation that fails or refuses to answer truthfully and

1 fully within the time prescribed by this chapter interrogatories propo-
2 pounded by the commissioner in accordance with this chapter is guilty of
3 a misdemeanor [AND UPON CONVICTION MAY BE FINED IN AN AMOUNT NOT EX-
4 CEEDING \$500].

5 * Sec. 13. AS 10.05.786 is amended to read:

6 Sec. 10.05.786. PENALTIES IMPOSED UPON OFFICERS AND DIRECTORS.

7 Each officer and director of a domestic or foreign corporation who fails
8 or refuses within the time prescribed by this chapter to answer truth-
9 fully and fully interrogatories propounded to him by the commissioner in
10 accordance with this chapter, or who signs any articles, statement,
11 report, application or other document filed with the commissioner which
12 is known to the officer or director to be false in any material respect,
13 is guilty of a misdemeanor [, AND UPON CONVICTION MAY BE FINED IN AN
14 AMOUNT NOT EXCEEDING \$500].

15 * Sec. 14. AS 10.05.825(18) is repealed and re-enacted to read:

16 (18) "affiliate" includes but is not limited to

17 (A) a person directly or indirectly owning, controlling
18 or holding with power to vote, five percent or more of the out-
19 standing securities of a person subject to this chapter;

20 (B) a person five percent or more of whose outstanding
21 securities are directly or indirectly owned, controlled, or held
22 with power to vote by a person subject to this chapter;

23 (C) a person directly or indirectly controlling, con-
24 trolled by, or under common control with, a person subject to this
25 chapter;

26 (D) a director, officer, or partner of a person subject
27 to this chapter; or

28 (E) a person under whose name business is transacted by
29 another person who is subject to this chapter;

1 * Sec. 15. AS 10.05.825(20) is amended to read:

2 (20) "person" means an individual, a corporation, a partner-
3 ship, an association, a joint-stock company, a joint venture, a com-
4 pany, a firm, a society, an estate, a trust where the interests of the
5 beneficiaries are evidenced by a security, an unincorporated organiza-
6 tion, a government, or a political subdivision of a government;

7 * Sec. 16. AS 10.05.825 is amended by adding new paragraphs to read:

8 (22) "alien" means

9 (A) an individual who is not a citizen or national of
10 the United States, or who is not lawfully admitted to the United
11 States for permanent residence, or paroled into the United States
12 under the Immigration and Nationality Act (8 U.S.C. secs. 1101 -
13 1503), as amended; or

14 (B) a person, other than an individual, that was not
15 created or organized under the laws of the United States, or whose
16 principal place of business is not located in any state;

17 (23) "state" means any of the United States, the District of
18 Columbia, the Commonwealth of Puerto Rico, the Northern Mariana Islands,
19 Guam, the Virgin Islands, American Samoa, the Trust Territory of the
20 Pacific Islands, or any other territory or possession of the United
21 States.

22 * Sec. 17. This Act takes effect January 1, 1981.
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