

Introduced: 2/6/79  
Referred: Commerce and Finance

BY THE COMMERCE  
COMMITTEE

1 IN THE SENATE

2 SENATE BILL NO. 112

3 IN THE LEGISLATURE OF THE STATE OF ALASKA

4 ELEVENTH LEGISLATURE - FIRST SESSION

5 A BILL

6 For an Act entitled: "An Act relating to corporate dissolution and rein-  
7 statement, and fees paid by businesses and corpora-  
8 tions; and providing for an effective date."

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

10 \* Section 1. AS 10.05.039(a) is amended to read:

11 (a) The fee for registration of a corporate name shall be esta-  
12 blished by the department by regulation [IS \$2 FOR EACH MONTH, OR FRAC-  
13 TION OF EACH MONTH, BETWEEN THE DATE OF FILING THE APPLICATION AND  
14 DECEMBER 31 OF THE CALENDAR YEAR IN WHICH THE APPLICATION IS FILED].

15 \* Sec. 2. AS 10.05.042 is amended to read:

16 Sec. 10.05.042. RENEWAL OF REGISTERED NAME. A corporation which  
17 has registered its corporate name may renew the registration from year  
18 to year by filing an application for renewal each year setting out the  
19 facts required in an original application for registration and a certi-  
20 ficate of good standing required for an original registration and by  
21 paying a fee established by the department by regulation [OF \$10]. An  
22 application for renewal may be filed between October 1 and December 31  
23 in each year. The renewal of the registration extends the registration  
24 for the following calendar year.

25 \* Sec. 3. AS 10.05.519(d) is amended to read:

26 (d) A corporation dissolved by the commissioner under the pro-  
27 visions of this section may be reinstated by the commissioner at any  
28 time within two years from the date of the certificate of involuntary  
29 dissolution whenever it is established to the satisfaction of the com-

1 missioner that in fact there was no cause for the dissolution, or when-  
2 ever the neglect or delinquency resulting in dissolution has been cor-  
3 rected and payment made of double the amount delinquent along with  
4 the amount the corporation would have paid had it not been dissolved.  
5 Reinstatement may not be authorized if the same or a deceptively similar  
6 corporate, [LIMITED PARTNERSHIP,] reserved or registered name is cur-  
7 rently on file with the commissioner, unless the corporation being  
8 reinstated contemporaneously amends its articles of incorporation to  
9 change its name to conform with the provisions of this chapter.

10 \* Sec. 4. AS 10.05.594 is amended by adding new subsections to read:

11 (b) If a dissolved corporation is the owner of real or personal  
12 property, or claims an interest in or lien upon any real or personal  
13 property, the corporation through its board of directors, continues to  
14 exist for five years after the date of dissolution for the purpose of  
15 conveying, transferring, or releasing the real or personal property or  
16 interest in or lien upon that property. A dissolved corporation through  
17 its board of directors, continues to exist for the purpose of being made  
18 a party in any action or proceeding arising before its dissolution and  
19 involving the title to real or personal property or any interest in it.  
20 The action or proceeding may be instituted and maintained in the same  
21 manner as the dissolution of the corporation. This subsection does not  
22 affect or suspend any statute of limitations applicable to a claim.

23 (c) For the purpose of service of process, notice, or demand  
24 within the prescribed time following dissolution, the commissioner is an  
25 agent of the dissolved corporation upon whom service may be made in the  
26 manner prescribed in AS 10.05.057(b).

27 \* Sec. 5. AS 10.05.708(a) is amended to read:

28 (a) A domestic or foreign corporation which is required by law to  
29 file articles of incorporation with the department, except corporations

1 organized under AS 10.20 and foreign corporations organized under the  
2 laws of the United States or the laws of a state or territory of the  
3 United States or the laws of a foreign country for the same purposes as  
4 those allowed under AS 10.20, shall pay to the commissioner a filing  
5 fee established by the department by regulation. The filing fee shall  
6 be based on the amount of authorized capital stock of the corporation.

7 [,(1) IF THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS  
8 \$100,000, OR LESS, A FILING FEE OF \$30;

9 (2) IF THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION EX-  
10 CEEDS \$100,000, THE FEE SET FORTH IN (1) OF THIS SUBSECTION PLUS AN  
11 ADDITIONAL FEE OF 20 CENTS FOR EACH \$1,000, OR FRACTION OF \$1,000, OF  
12 AUTHORIZED CAPITAL STOCK ABOVE \$100,000;

13 (3) IF THE AUTHORIZED CAPITAL STOCK EXCEEDS \$1,000,000, THE  
14 FEES SET FORTH IN (1) AND (2) OF THIS SUBSECTION PLUS AN ADDITIONAL FEE  
15 OF \$15 FOR EACH \$1,000,000, OR FRACTION OF \$1,000,000, OF AUTHORIZED  
16 CAPITAL STOCK OVER \$1,000,000.]

17 \* Sec. 6. AS 10.05.711(a) is amended to read:

18 (a) A domestic or foreign corporation, except corporations organi-  
19 zed under AS 10.20 and foreign corporations organized under the laws of  
20 the United States or the laws of a state or territory of the United  
21 States or the laws of a foreign country for the same purposes as those  
22 allowed under AS 10.20, filing amendatory or supplemental articles of  
23 incorporation, or certificates of increase or decrease of capital stock  
24 with the department, shall pay to the commissioner

25 (1) for filing amendatory or supplemental articles which do  
26 not increase capital stock, or for filing a certificate of decrease of  
27 capital stock, a fee established by the department by regulation [OF  
28 \$10];

29 (2) for filing amendatory or supplemental articles which do

1 not increase capital stock, or for filing a certificate of increase of  
2 capital stock, a fee established by the department by regulation based  
3 on the amount of change in the authorized stock of the corporation. [OF  
4 \$10, PLUS

5 (A) A FURTHER FEE OF 20 CENTS PER \$1,000 OR FRACTION OF  
6 \$1,000 OF AUTHORIZED INCREASE OF CAPITAL STOCK ABOVE \$100,000 AND  
7 LESS THAN \$1,000,000;

8 (B) A FURTHER FEE OF \$15 PER \$1,000,000 OR AUTHORIZED  
9 INCREASE OVER \$1,000,000.]

10 \* Sec. 7. AS 10.05.714 is amended to read:

11 Sec. 10.05.714. FEES ON APPOINTMENT OR REVOCATION OF APPOINTMENT  
12 OF PROCESS AGENT. (a) A foreign corporation filing with the department  
13 a certificate of the appointment and consent of the agent residing in  
14 the state, or a certificate of revocation of the appointment of the  
15 resident agent shall pay a fee [OF \$5] to the commissioner established  
16 by the department by regulation.

17 (b) For filing a statement, mentioned in AS 10.05.054(a) and (b),  
18 of change of address of registered agent, the agent shall pay a fee [OF  
19 \$25] to the commissioner established by the department by regulation.

20 \* Sec. 8. AS 10.05.720 is amended to read:

21 Sec. 10.05.720. FAILURE TO PAY TAX OR MAKE REPORT AS PRECLUDING  
22 SUIT BY CORPORATION AND CERTIFICATE OF PAYMENT OR FILING AS EVIDENCE.  
23 No domestic or foreign corporation may commence or maintain a suit,  
24 action or proceeding in a court in the state without alleging and prov-  
25 ing that it has paid its annual corporation tax last due and has filed  
26 it annual report for the last calendar or fiscal year for which the  
27 report became due. A certificate of the payment of the annual tax and  
28 filing of the annual report is prima facie evidence of the payment of  
29 the tax and the filing of the annual report. The commissioner shall

1 issue the certificate or a duplicate for a fee established by the depart-  
2 ment by regulation [OF 25 CENTS].

3 \* Sec. 9. AS 10.05.747 is amended to read:

4 Sec. 10.05.747. OTHER FILING FEES [FOR INSTRUMENTS NOT OTHERWISE  
5 PROVIDED FOR]. (a) The filing fee for an instrument not otherwise pro-  
6 vided for in this chapter shall be established by the department by  
7 regulation [IS \$10].

8 (b) The department may by regulation charge each corporation  
9 subject to this chapter a fixed fee in place of the various fees speci-  
10 fied in this chapter, with the exception of AS 10.05.039, 10.05.708,  
11 and 10.05.711, and for routine administrative services rendered to a  
12 corporation by the department.

13 \* Sec. 10. As 10.05.750 is amended to read:

14 Sec. 10.05.750. FEES AND PENALTIES PAYABLE ON WITHDRAWAL OF FOR-  
15 EIGN CORPORATION. A registered foreign corporation may withdraw from  
16 the state upon payment of all annual coporation taxes and penalties due  
17 at the time of desired withdrawal, and by filing with the department  
18 [AND IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT WHERE ITS ARTICLES  
19 ARE ON FILE,] a certificate of withdrawal, signed by its proper officers  
20 and under its corporate seal. The fee for filing the certificate with  
21 the department shall be established by the department by regulation [IS  
22 \$5. HOWEVER, ALL WITHDRAWALS MADE IN THE STATE BEFORE MARCH 29, 1957,  
23 ARE VALIDATED AND CONFIRMED].

24 \* Sec. 11. AS 10.05.753 is amended to read:

25 Sec. 10.05.753. FEES ON DISSOLUTION OF DOMESTIC CORPORATION. A  
26 domestic corporation shall pay to the commissioner for the use of the  
27 state a fee established by the department by regulation [OF \$5] for  
28 filing the instruments mentioned in this chapter providing for the  
29 dissolution of domestic corporations.

1 \* Sec. 12. AS 10.05.756 is amended to read:

2       Sec. 10.05.756. TAXES, PENALTIES AND FEES ON FILING CERTIFICATE OF  
3 DISSOLUTION OF FOREIGN CORPORATION. A foreign corporation desiring to  
4 file a certificate of dissolution from the state of its origin may file  
5 the certificate, when signed by the proper state officer, under seal,  
6 upon payment of all annual corporation taxes and penalties due at the  
7 time of dissolution. The filing fee in the office of the commissioner  
8 shall be established by the department by regulation [IS \$5].

9 \* Sec. 13. AS 10.05.762 is amended to read:

10       Sec. 10.05.762. FEES FOR CERTIFIED COPIES OF INSTRUMENTS. The fee  
11 for furnishing a certified copy of any instrument shall be established  
12 by the department by regulation [IS \$1 FOR THE FIRST THREE FOLIOS OR  
13 LESS AND 20 CENTS A FOLIO FOR EACH ADDITIONAL FOLIO. HOWEVER, THE  
14 CHARGE FOR A CERTIFIED COPY OF ARTICLES OF INCORPORATION IS \$5 FOR THE  
15 FIRST 20 FOLIOS OR LESS AND 20 CENTS A FOLIO FOR EACH ADDITIONAL FOLIO].

16 \* Sec. 14. As 10.15.255 is amended to read:

17       Sec. 10.15.255. TERMINATION OF FILED CONTRACT. When a contract  
18 filed under AS 10.15.230 - 10.15.260 has been terminated in any manner,  
19 the cooperative shall upon demand, give a statement of termination to  
20 the member party to the contract, who may file the statement in the  
21 office of the precinct recorder where the contract was originally filed.  
22 The precinct recorder shall stamp "expired" after the name of the member  
23 in the alphabetical record. The fee for the filing and stamping shall  
24 be established by the department by regulation [IS 25 CENTS].

25 \* Sec. 15. AS 10.15.260 is amended to read:

26       Sec. 10.15.260. FILING OF LIST OF TERMINATED CONTRACTS. A cooper-  
27 ative may file in the office of the precinct recorder where the contract  
28 was originally filed a sworn list of the names of all persons whose  
29 contracts have been terminated in a manner other than by expiration of

1 their term. The precinct recorder shall stamp "expired" after the name  
2 of each of those persons in the alphabetical record. The fee for the  
3 filing and stamping shall be established by the department by regulation  
4 [IS TWO CENTS FOR EACH NAME].

5 \* Sec. 16. AS 10.15.535 is repealed and re-enacted to read:

6 Sec. 10.15.535. DETERMINATION OF LICENSE FEE FOR COOPERATIVE  
7 AUTHORIZED TO ISSUE CAPITAL STOCK. The license fee of each cooperative  
8 authorized by its articles to issue capital stock shall be established  
9 by the department by regulation based on the amount of authorized capi-  
10 tal stock.

11 \* Sec. 17. AS 10.15.545 is amended to read:

12 Sec. 10.15.545. LICENSE FEE FOR COOPERATIVE WITHOUT CAPITAL STOCK.  
13 The license fee of each cooperative having no authorized shares of  
14 capital stock shall be established by the department by regulation [IS  
15 \$25].

16 \* Sec. 18. AS 10.15.555 is amended to read:

17 Sec. 10.15.555. MISCELLANEOUS FEES AND CHARGES. (a) The depart-  
18 ment shall establish by regulation and charge and collect from a cooper-  
19 ative fees for filing

20 (1) articles of incorporation or articles of consolidation  
21 for a new cooperative [,\$15 TOGETHER WITH THE PROPORTIONATE PART OF THE  
22 ANNUAL LICENSE FEE PAYABLE FOR THE SUCCEEDING FRACTION OF THE FISCAL  
23 YEAR];

24 (2) articles of amendment, restated articles, or articles of  
25 merger, [\$10,] and, if the articles provide for an increase of the  
26 amount of authorized capital stock of the cooperative, the filing coop-  
27 erative shall also pay the proportionate part of the annual license fee  
28 for the succeeding fraction of the fiscal year, payable by a cooperative  
29 whose authorized shares equal the newly increased authorized shares of

1 the filing cooperative, less the annual license fee already paid for the  
2 succeeding fraction of the fiscal year by the filing cooperative; but  
3 filing articles decreasing the authorized shares does not reduce the  
4 annual license fee of the filing cooperative until the beginning of the  
5 fiscal year following that in which the articles were filed;

6 (3) statement of intent to dissolve [,\$5];

7 (4) statement of revocation of voluntary dissolution pro-  
8 ceedings [,\$5];

9 (5) articles of dissolution [,\$10];

10 (6) all other statements, except an annual statement [,\$5].

11 (b) The department may by regulation charge each cooperative  
12 corporation subject to this chapter a fixed annual fee in place of  
13 charging cooperative corporations the various fees specified in this  
14 chapter, with the exception of AS 10.15.535, (a)(1) of this section, and  
15 for routine administrative services rendered to the cooperative corpora-  
16 tion by the department.

17 \* Sec. 19. AS 10.20.450 is amended by adding new subsections to read:

18 (b) If a dissolved corporation is the owner of real or personal  
19 property, or claims any interest in or lien upon any real or personal  
20 property, the corporation through its board of directors, continues to  
21 exist for five years after the date of dissolution for the purpose of  
22 conveying, transferring, or releasing the real or personal property or  
23 interest in or lien upon that property. In addition, a dissolved cor-  
24 poration through its board of directors, continues to exist for the  
25 purpose of being made a party in any action or proceeding arising before  
26 dissolution and involving the title to real or personal property or any  
27 interest in it. The action or proceeding may be instituted and main-  
28 tained in the same manner as before the dissolution of the corporation.  
29 This subsection does not affect or suspend any statute of limitations

1 applicable to a claim.

2 (c) For the purpose of service of process, notice, or demand  
3 within the prescribed time following dissolution, the commissioner is an  
4 agent of the dissolved corporation upon whom service may be made in the  
5 manner prescribed in AS 10.05.057(b).

6 \* Sec. 20. AS 10.20.530 is amended to read:

7 Sec. 10.20.530. SERVICE ON COMMISSIONER. When a foreign corpora-  
8 tion authorized to transact business in the state, or not authorized to  
9 transact business in the state but doing so, fails to appoint or main-  
10 tain a registered agent in the state, or when a registered agent cannot  
11 with reasonable diligence be found at the registered office, or when the  
12 certificate of authority of a foreign corporation is suspended or re-  
13 voked, the commissioner is an agent upon whom process, notice, or demand  
14 may be served. Service on the commissioner shall be made by delivering  
15 to and leaving with him, or with a person designated by him in the  
16 corporation division of his office, duplicate copies of the process,  
17 notice or demand, accompanied by a fee established by the department  
18 by regulation [OF \$10]. The commissioner shall immediately have one  
19 copy forwarded by registered or certified mail, addressed to the cor-  
20 poration at its principal office in the state or country under whose  
21 laws it is incorporated. Service on the commissioner is returnable in  
22 not less than 30 days.

23 \* Sec. 21. AS 10.20.635 is amended to read:

24 Sec. 10.20.635. FEES FOR FILING DOCUMENTS AND ISSUING CERTIFI-  
25 CATES. (a) The commissioner shall establish by regulation, charge and  
26 collect for

27 (1) filing articles of incorporation and issuing a certifi-  
28 cate of incorporation [, \$30];

29 (2) filing articles of amendment and issuing a certificate of

1 amendment [,\$15];

2 (3) filing restated articles of incorporation and issuing  
3 restated certificate of incorporation [,\$15];

4 (4) filing articles of merger or consolidation and issuing a  
5 certificate of merger or consolidation [,\$15];

6 (5) filing a statement of change of address of registered  
7 office or change of registered agent, or both [,\$10];

8 (6) filing articles of dissolution [,\$10];

9 (7) filing an application of a foreign corporation for a  
10 certificate of authority to conduct affairs in this state and issuing a  
11 certificate of authority [,\$30];

12 (8) filing an application of a foreign corporation for an  
13 amended certificate of authority to conduct affairs in this state and  
14 issuing an amended certificate of authority [,\$15];

15 (9) filing a copy of an amendment to the articles of incorpo-  
16 ration of a foreign corporation holding a certificate of authority to  
17 conduct affairs in this state [,\$15];

18 (10) filing a copy of articles of merger of a foreign corpo-  
19 ration holding a certificate of authority to conduct affairs in this  
20 state [,\$15];

21 (11) filing an application for withdrawal of a foreign corpo-  
22 ration and issuing a certificate of withdrawal [,\$10];

23 (12) filing any other statement or report, including an  
24 annual report, of a domestic or foreign corporation [,\$5].

25 (b) The department may by regulation charge each corporation  
26 subject to this chapter a fixed annual fee in place of the various  
27 fees specified in this chapter, with the exception of (a)(1) of this  
28 section and for routine administrative services rendered to the corpo-  
29 ration by the department.

1 \* Sec. 22. AS 10.20.640 is amended to read:

2           Sec. 10.20.640. FEE FOR CERTIFIED COPIES OF INSTRUMENTS. The fee  
3 for furnishing a certified copy of any instrument shall be established  
4 by the department by regulation [IS \$1 FOR THE FIRST THREE FOLIOS OR  
5 LESS AND 20 CENTS A FOLIO FOR EACH ADDITIONAL FOLIO. HOWEVER, THE  
6 CHARGE FOR A CERTIFIED COPY OF ARTICLES OF INCORPORATION IS \$5 FOR THE  
7 FIRST 20 FOLIOS OR LESS AND 20 CENTS A FOLIO FOR EACH ADDITIONAL FOLIO].

8 \* Sec. 23. AS 10.25.530 is amended to read:

9           Sec. 10.25.530. FEES. (a) The commissioner shall establish by  
10 regulation, charge and collect filing fees for

- 11           (1) filing articles of incorporation [,\$15];  
12           (2) filing articles of amendment [,\$10];  
13           (3) filing articles of consolidation or merger [,\$10];  
14           (4) filing articles of conversion [,\$15];  
15           (5) filing certificate of election to dissolve [,\$5];  
16           (6) filing articles of dissolution [,\$10];  
17           (7) filing certificate of change of principal office and  
18 designation or change of registered office and registered agent [,\$5];  
19 and

20           (8) acting as agent for service of process [,\$10].

21           (b) The department may by regulation charge each cooperative  
22 subject to this chapter a fixed annual fee in place of the various  
23 fees specified in this chapter, with the exception of (a)(1) of this  
24 section, and for the routine administrative services rendered to the  
25 corporation by the department.

26 \* Sec. 24. AS 10.35.060 is amended to read:

27           Sec. 10.35.060. FEE FOR AND DURATION OF REGISTERED NAME. The fee  
28 for the initial registration of a business name shall be established  
29 by the department by regulation [IS \$20]. The year in which the regis-

1       tration becomes effective is considered a full year of registration and  
2       the registration is effective until the close of the fifth calendar year  
3       beginning with the year of initial registration.

4       \* Sec. 25. AS 10.35.070 is amended to read:

5               Sec. 10.35.070. RENEWAL OF REGISTERED NAME. A registered business  
6       name may be renewed every five years if an application for renewal is  
7       filed. An application for renewal must set out the facts required in an  
8       original application for registration and be accompanied by a renewal  
9       fee to be established by the department by regulation [OF \$20]. An  
10      application for renewal may be filed between October 1 and December 31  
11      of any year. The renewal of the registration extends the registration  
12      for the following five calendar years.

13      \* Sec. 26. AS 10.40.140(a) is amended to read:

14              (a) Any document required to be filed with the commissioner under  
15      this chapter shall be accompanied by a fee to be established by the  
16      department by regulation [OF \$10].

17      \* Sec. 27. This Act takes effect July 1, 1979.

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