

**SENATE, No. 2088**

**STATE OF NEW JERSEY**  
**214th LEGISLATURE**

INTRODUCED JUNE 21, 2010

**Sponsored by:**  
**Senator PHILIP E. HAINES**  
**District 8 (Burlington)**

**SYNOPSIS**

Increases and establishes certain business filing fees.

**CURRENT VERSION OF TEXT**

As introduced.



S2088 HAINES

1 AN ACT concerning certain business filing fees, amending various  
2 parts of the statutory law and supplementing P.L.2000, c.161  
3 (C.42:1A-1 et seq.).  
4

5 **BE IT ENACTED** by the Senate and General Assembly of the State  
6 of New Jersey:  
7

8 1. N.J.S.14A:15-2 is amended to read as follows:

9 14A:15-2. On filing any certificate or other papers relative to  
10 corporations in the Department of the Treasury, there shall be paid  
11 to the State Treasurer, filing fees as follows:

- 12 (1) Certificate of incorporation and amendments thereto:  
13 (a) for filing the original certificate of incorporation  
14 .....**[\$125.00]** \$156.00  
15 (b) for filing a certificate of amendment of  
16 the certificate of incorporation, including  
17 any number of amendments.....75.00  
18 (c) for filing a certificate of abandonment  
19 of one or more amendments of the  
20 certificate of incorporation.....75.00  
21 (d) for filing a certificate of merger  
22 or a certificate of consolidation.....75.00  
23 (e) for filing a certificate of abandonment  
24 of a merger or consolidation.....75.00  
25 (2) Restated certificate of incorporation:  
26 for filing a restated certificate of incorporation,  
27 including any amendments of the certificate of  
28 incorporation concurrently adopted.....75.00  
29 (3) Dissolution of corporation:  
30 (a) for filing a certificate of dissolution.....75.00  
31 (b) for filing a certificate of revocation  
32 of dissolution proceedings.....75.00  
33 (4) Admission and withdrawal of foreign corporation:  
34 (a) for filing an application for a certificate of  
35 authority to transact business in this State and  
36 issuing a certificate of authority..... **[125.00]** 156.00  
37 (b) for filing an application for an amended  
38 certificate of authority to transact business  
39 in this State and issuing an amended  
40 certificate of authority.....75.00  
41 (c) for filing an application for withdrawal  
42 from this State and issuing a  
43 certificate of withdrawal.....75.00  
44 (d) for filing a certificate of change of post-office  
45 address to which process may be mailed by the

**EXPLANATION** – Matter enclosed in bold-faced brackets **[thus]** in the above bill is not enacted and is intended to be omitted in the law.

Matter underlined thus is new matter.

S2088 HAINES

1 State Treasurer.....25.00  
2 (e) for filing a certificate, order or decree  
3 with respect to the dissolution of a  
4 foreign corporation, the termination of  
5 its existence, or the cancellation of its  
6 authority, and issuing a certificate  
7 of withdrawal.....75.00  
8 (5) Registered office and registered agent:  
9 (a) for filing a certificate of change of address  
10 of registered office, or change of  
11 registered agent, or both.....25.00  
12 (b) (i) for filing a certificate of change of address  
13 of registered agent, where such certificate effects  
14 a change in the address of the registered office  
15 of one to 499 corporations or of 500 or more  
16 corporations in cases where the filing information  
17 is not transmitted to the State Treasurer  
18 in a machine readable format agreeable to the  
19 Division of Commercial Recording, for each  
20 corporation named in the certificate.....25.00  
21 (ii) for filing a certificate of change of address  
22 of registered agent, where such certificate  
23 effects a change in the address of the registered  
24 office of 500 or more corporations in cases  
25 where the filing information is transmitted  
26 to the State Treasurer in a machine readable format  
27 agreeable to the Division of Commercial Recording.....5,000.00  
28 (iii) In addition to the fee imposed pursuant to  
29 subparagraph (ii) of this paragraph, the  
30 State Treasurer may assess an additional fee  
31 not to exceed those administrative costs  
32 associated with the technical transmission of  
33 the filing information.  
34 (c) for filing an affidavit of resignation of  
35 a registered agent.....25.00  
36 (6) Annual report:  
37 for each such report required to be filed.....**[50.00]** 63.00  
38 (7) Tax clearance certificate from the Director of  
39 the Division of Taxation: for each such certificate  
40 required to be filed.....20.00  
41 (cf: P.L.2002, c.34, s.20)

42  
43 2. Section 11 of P.L.1987, c.435 (C.22A:4-1a) is amended to  
44 read as follows:

45 11. For services herein enumerated the State Treasurer shall  
46 collect the following fees:

47 a. For filing any original business certificate for which no other  
48 fee is fixed by statute or regulation, **[\$125]** \$156.

S2088 HAINES

1 For filing any change or amendment to a previously filed  
2 document for which no other fee is fixed by statute or regulation,  
3 \$75.

4 For issuing any certificate or filing any other document for  
5 which no other fee is fixed by statute or regulation, \$25.00, except  
6 that the provisions of this subsection shall not apply to:

- 7 (1) certificates of appointments for gubernatorial appointees;
- 8 (2) documents filed by public bodies under the "Senator Byron  
9 M. Baer Open Public Meetings Act," P.L.1975, c.231 (C.10:4-6 et  
10 seq.);
- 11 (3) financial disclosures filed by State officials;
- 12 (4) oaths of office;
- 13 (5) resignation of office holders;
- 14 (6) documents filed by other State government entities indexed  
15 in the department's miscellaneous file.

16 b. For certification or exemplification of any document on file,  
17 \$25.00.

18 c. For certification or exemplification of any signature on file,  
19 including the issuance of a certificate for proving a document  
20 outside the United States, also known as an apostille, \$25.00;  
21 except that in cases of adoption of a child, the fee for an apostille  
22 shall be \$5.00.

23 d. For filing a certified copy of an order of change of name,  
24 \$50.00.

25 e. For a paper copy of any document on file, \$1.00 per page. If  
26 a roll of microfilm images is requested, the State Treasurer shall  
27 collect a fee of \$1.00 for each image on the microfilm roll. If a  
28 microfiche copy of a microfiche is requested, \$3.00.

29 f. For filing a proof of publication, \$10.00.

30 g. For filing any periodic report for which no other fee is fixed  
31 by statute or regulation, \$63.00.

32 (cf: P.L.2002, c.34, s.34)

33

34 3. Section 65 of P.L.1983, c.489 (C.42:2A-68) is amended to  
35 read as follows:

36 65. Filing fees of the State Treasurer. On filing any certificate  
37 or other papers relative to limited partnerships in the Department of  
38 the Treasury, there shall be paid to the State Treasurer, filing fees,  
39 in addition to any applicable recording fees:

- 40 a. Filing an application to reserve  
41 a specified limited partnership name and  
42 issuing a certificate of reservation.....\$50.00  
43 If application is for the first name available  
44 for limited partnership use among not more  
45 than three specified names.....\$50.00
- 46 b. Filing a notice of transfer of a  
47 reserved limited partnership name.....\$50.00
- 48 c. Filing original certificate of limited

S2088 HAINES

1 partnership.....**[\$125.00]** \$156.00  
2 d. Filing a certificate of amendment to the  
3 certificate of limited partnership, including  
4 any number of amendments.....\$75.00  
5 e. Filing certificate of cancellation.....\$75.00  
6 f. Filing order or judgment amending certificate  
7 of limited partnership or cancellation.....\$75.00  
8 g. Filing application by a foreign limited  
9 partnership to transact business in this State  
10 and issuing a certificate of authority.....**[\$125.00]** \$156  
11 h. Filing application by a foreign limited  
12 partnership for amended certificate to  
13 transact business in this State and issuing  
14 an amended certificate of authority.....\$75.00  
15 i. Filing annual report.....**[\$50.00]** \$63.00  
16 j. Filing a certificate or registration  
17 of an alternate name.....\$50.00  
18 k. Filing a renewal of registration of  
19 alternate name.....\$50.00  
20 l. Limited partnership status reports-  
21 per name.....\$5.00  
22 m. Filing a change of agent or office,  
23 or both.....\$25.00  
24 n. All other certificates issued or papers filed  
25 but not otherwise provided for .....**[\$125.00]** \$156.00  
26 o. Issuing a standing certificate.....\$25.00  
27 p. Issuing a certificate or providing name  
28 availability up to three names.....\$25.00  
29 q. Filing a certificate of  
30 correction.....\$50.00

31 (cf: P.L.2002, c.34, s.35)

32  
33 4. Section 65 of P.L.1993, c.210 (C.42:2B-65) is amended to  
34 read as follows:

35 65. a. No document required to be filed under this act shall be  
36 effective until the applicable fee required by this section is paid.  
37 The following fees shall be paid to and collected by the State  
38 Treasurer for the use of the State:

39 (1) Upon the receipt for filing of a certificate of registration of  
40 alternate name or a certificate of renewal pursuant to section 4 of  
41 this act, a fee in the amount of \$50.

42 (2) Upon the receipt for filing of an application for reservation  
43 of name, an application for renewal of reservation or a notice of  
44 transfer or cancellation of reservation pursuant to section 5 of this  
45 act, a fee in the amount of \$50.

46 (3) Upon the receipt for filing of a certificate under subsection  
47 b. of section 6 of this act, a fee in the amount of \$25, upon the  
48 receipt for filing of a certificate under subsection b. of section 7 of

S2088 HAINES

6

1 this act, a fee in the amount of \$25 and a further fee of \$10 for each  
2 limited liability company affected by such certificate.

3 (4) Upon the receipt for filing of a notice of resignation and  
4 affidavit pursuant to subsection c. of section 7 of this act, a fee in  
5 the amount of \$25 and upon the receipt for filing of a certificate of  
6 change pursuant to subsection c. of section 7 of this act, a fee in the  
7 amount of \$25.

8 (5) Upon the receipt for filing of a certificate of formation under  
9 section 11 of this act a fee in the amount of ~~[\$125]~~ \$156; and upon  
10 receipt for filing, a certificate of correction under section 12 of this  
11 act, a certificate of amendment under section 13 of this act, a  
12 certificate of cancellation under section 14 of this act, a certificate  
13 of merger or consolidation under section 20 of this act or a restated  
14 certificate of formation under section 19 of this act, a fee in the  
15 amount of \$100.

16 (6) Upon filing of an annual report, a fee in the amount of  
17 ~~[\$50.00]~~ \$63.00.

18 (7) Upon requesting a reinstatement of a certificate of a limited  
19 liability company, a late filing fee of \$200.00 and a reinstatement  
20 filing fee of \$75.00.

21 (8) For certifying copies of any paper on file as provided for by  
22 this act, a fee in the amount of \$25 for each copy certified.

23 (9) The State Treasurer may issue photocopies of instruments on  
24 file as well as other copies, and for all of those copies, whether  
25 certified or not, a fee in the amount of \$10 for the first page and \$2  
26 per page thereafter shall be paid.

27 (10) Upon the receipt for filing of an application for registration  
28 as a foreign limited liability company under section 53 of this act or  
29 a certificate of cancellation under section 56 of this act, a fee in the  
30 amount of ~~[\$125]~~ \$156.

31 (11) For preclearance of any document for filing, a fee in the  
32 amount of \$50.

33 (12) For preparing and providing a written report of a record  
34 search, a fee in the amount of \$50.

35 (13) For issuing any certificate of the State Treasurer, including  
36 but not limited to a certificate of good standing, other than a  
37 certification of a copy under paragraph (6) of this subsection, a fee  
38 in the amount of \$50, except that for issuing any certificate of the  
39 State Treasurer that recites all of a limited liability company's  
40 filings with the State Treasurer, a fee of \$100 shall be paid for each  
41 such certificate.

42 (14) For receiving and filing and/or indexing any certificate,  
43 affidavit, agreement or any other paper provided for by this act, for  
44 which no different fee is specifically prescribed, a fee in the amount  
45 of \$75.

46 (15) The State Treasurer may in the Treasurer's discretion charge  
47 a fee of \$50 for each check received for payment of any fee that is

S2088 HAINES

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1 returned due to insufficient funds or the result of a stop payment  
2 order.

3 b. In addition to those fees charged under subsection a. of this  
4 section, there shall be collected by and paid to the State Treasurer  
5 the following:

6 (1) for all services described in subsection a. of this section that  
7 are requested to be completed within the same day as the day of the  
8 request, an additional sum of up to \$50; and

9 (2) for all services described in subsection a. of this section that  
10 are requested to be completed within a 24-hour period from the time  
11 of the request, an additional sum of up to \$25.

12 The State Treasurer shall establish (and may from time to time  
13 amend) a schedule of specific fees payable pursuant to this  
14 subsection.

15 c. The State Treasurer may in his discretion permit the  
16 extension of credit for the fees required by this section upon such  
17 terms as he shall deem to be appropriate.

18 (cf: P.L.2002, c.34, s.38)

19

20 5. (New section) No document required to be filed pursuant to  
21 section 47, 49 or 51 of P.L.2000, c.161 (C.42:1A-47, 42:1A-49 or  
22 42:1A-51) shall be effective until the applicable fee required by this  
23 section is paid. The following fees shall be paid to and collected by  
24 the State Treasurer for the use of the State:

25 a. Upon the receipt for filing a statement of qualification  
26 pursuant to section 47 of P.L.2000, c.161 (C.42:1A-47), a fee in the  
27 amount of \$156.

28 b. Upon the filing of an annual report pursuant to section 49 of  
29 P.L.2000, c.161 (C.42:1A-49), a fee in the amount of \$63.

30 c. Upon the receipt for filing a statement of foreign  
31 qualification pursuant to section 51 of P.L.2000, c.161 (C.42:1A-  
32 51), a fee in the amount of \$156.

33

34 6. This act shall take effect on July 1, 2010.

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STATEMENT

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39 This bill increases certain business filing fees by approximately  
40 25 percent and establishes new fees for filing certain documents  
41 required for certain partnership statements.

42 Specifically, the bill increases by 25 percent the following  
43 business fees: filing an original certificate of incorporation, from  
44 \$125 to \$156; filing an application for a certificate of authority to  
45 transact business in this State and issuing a certificate of authority  
46 to a foreign corporation, from \$125 to \$156; and filing an annual  
47 report, from \$50 to \$63. The bill increases the fees for filing any  
48 original business certificate for which there is no other fixed fee,

**S2088 HAINES**

1 from \$125 to \$156 and establishes a new \$63 fee for filing any  
2 periodic report for which there is no other fixed fee.

3 The bill also increases by 25 percent certain fees associated with  
4 establishing or maintaining a limited partnership, specifically: filing  
5 an original certificate of limited partnership, from \$125 to \$156;  
6 filing an application by a foreign limited partnership to transact  
7 business in this State and issuing a certificate of authority, from  
8 \$125 to \$156; filing an annual report, from \$50 to \$63; and all other  
9 certificates issued or papers filed for which there is no other fixed  
10 fee, from \$125 to \$156.

11 Furthermore, the bill increases the following fees associated with  
12 the establishment and maintenance of limited liability companies:  
13 for filing a certificate of formation, from \$125 to \$156; filing an  
14 annual report, from \$50 to \$63; for filing an application for  
15 registration as a foreign limited liability company, from \$125 to  
16 \$156; or a certificate of cancellation, from \$125 to \$156.

17 Lastly, the bill supplements the "Uniform Partnership Act,"  
18 P.L.2000, c.161 (C.42:1A-1 et seq.) to establish fees for the  
19 following actions: for filing a statement of qualifications, \$156;  
20 filing an annual report, \$63; and for filing a statement of foreign  
21 qualifications, \$156.