

[First Reprint]
ASSEMBLY, No. 2844

STATE OF NEW JERSEY

INTRODUCED MARCH 24, 1997

By Assemblymen BATEMAN and CARABALLO

1 AN ACT concerning nonprofit corporations and amending ¹N.J.S.
2 15A:4-3, ¹ N.J.S.15A:4-5 ¹and N.J.S.15A:15-1¹.

3

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

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7 ¹1. N.J.S. 15A:4-3 is amended to read as follows:

8 15A:4-3. Change of Registered Office or Registered Agent.

9 a. A domestic corporation or a foreign corporation authorized to
10 conduct activities in this State may change its registered office or its
11 registered agent, or both. When the registered office is changed, or
12 when the registered agent is changed, or dies, resigns or becomes
13 disqualified, the corporation shall, by resolution of the board,
14 forthwith fix the address of the new registered office or designate the
15 successor registered agent or both, as the case may be.

16 b. The corporation shall forthwith file in the office of the Secretary
17 of State a certificate executed on behalf of the corporation setting
18 forth:

19 (1) The name of the corporation;

20 (2) If the registered agent is not being changed, the name of the
21 registered agent;

22 (3) If the registered agent is being changed, the names of the
23 registered agent being succeeded and of the successor registered
24 agent;

25 (4) If the registered office is not being changed, the address of the
26 then registered office;

27 (5) If the registered office is being changed, the address of the
28 registered office immediately prior to the change, and the address of
29 the new registered office;

30 (6) That the address of its registered office and the address of its
31 registered agent will be identical after the change; and

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

Matter underlined thus is new matter.

Matter enclosed in superscript numerals has been adopted as follows:

¹ Assembly AJU committee amendments adopted May 1, 1997.

1 (7) That the change in registered office, or registered agent, or
2 both, is made pursuant to resolution of the board.

3 c. The registered agent of one or more domestic or foreign
4 corporations may change the registered office of the corporation or
5 corporations to another address in this State by filing in the office of
6 the Secretary of State a certificate executed by the agent and setting
7 forth:

8 (1) The names of all the corporations whose registered offices are
9 being changed and for which it is the registered agent, listed in
10 alphabetical order;

11 (2) The address of the registered office of each corporation
12 immediately prior to the change, and the address of the new registered
13 office;

14 (3) That the address of the registered office of each corporation and
15 the address of its registered agent will be identical after the change;
16 and

17 (4) A statement that at least 20 days' prior notice of the change has
18 been given to each corporation in writing.

19 The change of the registered office of each of the corporations
20 named in the certificate shall become effective upon the date of the
21 filing or at a later time, not to exceed 30 days after the date of filing,
22 as may be set forth in the certificate.

23 d. [If any certificate of change required by this section is not filed,
24 the corporation shall, after written demand by the Secretary of State
25 by certified mail addressed to the corporation at the last address
26 appearing of record in his office, forfeit to the State a penalty of
27 \$200.00 to be recovered with costs in a civil action prosecuted by the
28 Attorney General. No corporation shall be subject to penalty if it
29 shall, within 30 days after written demand, file the certificate of
30 change required by law and pay to the Secretary of State the fee
31 provided by law for the filing of each certificate of change. In lieu of
32 the civil action, the Secretary of State, after expiration of the 30-day
33 period, may issue a certificate to the Clerk of the Superior Court that
34 the corporation is indebted for the payment of the penalty, and the
35 clerk shall immediately enter upon the record of docketed judgments
36 the name of the corporation as the judgment debtor and of the State
37 as the judgment creditor, a statement that the penalty is imposed
38 under this section, the amount of the penalty, and the date of the
39 certificate. The entry shall have the same force as a judgment
40 docketed in the Superior Court. The Secretary of State within 5 days
41 after the entry shall give notice thereof to the corporation by certified
42 mail addressed to the corporation at the last address appearing of
43 record in the office of the Secretary of State.] Deleted by
44 amendment, P.L. c. (now pending before the Legislature as this
45 bill).¹

46 (cf:P.L.1983, c. 127, s. 15A:4-3)

1 ¹[1.]2.¹ N.J.S.15A:4-5 is amended to read as follows:

2 15A:4-5. Annual Report to Secretary of State.

3 a. Every domestic corporation and every foreign corporation
4 authorized to conduct activities in this State shall file in the office of
5 the Secretary of State, within the time prescribed by this section, an
6 annual report, executed on behalf of the corporation, setting forth:

7 (1) the name of the corporation and, in the case of a foreign
8 corporation, the jurisdiction of its incorporation;

9 (2) the address, including the actual location as well as postal
10 designation, if different, of the registered office of the corporation in
11 this State, and the name of its registered agent in this State at that
12 address, and, if a foreign corporation, the address of its main or
13 headquarters office; and

14 (3) the names and addresses of the trustees and the officers of the
15 corporation, which addresses shall be either the residence address of
16 that person or other address where that person regularly receives mail
17 and which is not the address of the corporation.

18 b. The Secretary of State shall designate a date for filing annual
19 reports for each corporation required to submit a report pursuant to
20 this section and shall annually notify the corporation of the date so
21 designated not less than 60 days prior to that date. The corporation
22 shall file the report within 30 days before or within 30 days after the
23 date so designated. If the date so designated is not more than 6
24 months after the date on which an annual report pursuant to the
25 provisions of prior law was filed or on which the certificate of
26 incorporation became effective, the corporation shall not be required
27 to file an annual report until 1 year after the first occurrence of the
28 date so designated.

29 c. If the report is not filed for 2 consecutive years, the certificate
30 of incorporation of the corporation or the certificate of authority of a
31 foreign corporation shall, after written demand for the reports by the
32 Secretary of State by certified mail addressed to the corporation at the
33 last address appearing of record in the office of the Secretary of State,
34 be revoked for the failure to file reports. No corporation shall be
35 subject to the revocation of its certificate of incorporation or its
36 certificate of authority if it shall, within 60 days after the written
37 demand, file the reports required by law and pay to the Secretary of
38 State the fee provided by law for the filing of each report. [Any
39 corporation having its certificate of incorporation or its certificate of
40 authority revoked may, within 2 years of the revocation, cause a
41 reinstatement of the certificate upon payment to the Secretary of State
42 of double the amount of the fee then payable upon the filing of the
43 certificate and upon filing a current annual report.] ¹[If the certificate
44 of incorporation of a domestic corporation or a certificate of authority
45 of a foreign corporation has been revoked, the certificate shall be
46 reinstated by proclamation of the Secretary of State upon payment to

1 the Secretary of State by the corporation of double the amount of the
 2 annual fee payable for each year for which it failed to file an annual
 3 report and upon filing a current annual report.] Any corporation
 4 having its certificate of incorporation or its certificate of authority
 5 revoked may cause a reinstatement of the certificate upon payment to
 6 the Secretary of State of : the fee then payable upon the filing of the
 7 certificate of incorporation; a current annual report fee; and payment
 8 of a reinstatement filing assessment as set forth in N.J.S. 15A:15-1.¹
 9 The reinstatement relates back to the date of ¹[revocation of] issuance
 10 of the proclamation revoking ¹ the certificate of incorporation or the
 11 certificate of authority and shall validate all actions taken in the
 12 interim. In the event that in the interim the corporate name has become
 13 unavailable, the Secretary of State shall issue the certificate upon, in
 14 the case of a domestic corporation, the filing of an amendment to its
 15 certificate of incorporation to change the corporate name to an
 16 available name, and, in the case of a foreign corporation, the filing of
 17 an amended certificate of authority adopting an ¹ [assumed] alternate¹
 18 name. ¹ The Secretary of State shall provide the forms necessary to
 19 effect annual report reinstatements.¹

20 d. The Secretary of State shall furnish annual report forms, shall
 21 keep all the reports and shall prepare an alphabetical index thereof.
 22 The reports and index shall be open to public inspection at proper
 23 hours.

24 (cf: P.L.1983, c.127, s.15A:4-5)

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26 ¹3. N.J.S. 15A:15-1 is amended to read as follows:

27 15A:15-1. Filing Fees of the Secretary of State. On filing any
 28 certificate or other papers relative to corporations in the office of the
 29 Secretary of State, there shall be paid to the Secretary of State filing
 30 fees as follows:

31 a. Certificate of incorporation and amendments thereto:

32 (1) for filing the original certificate of incorporation \$50.00

33 (2) for filing a certificate of amendment of the certificate of
 34 incorporation including any number of amendments \$50.00

35 (3) for filing a certificate of abandonment of one or more
 36 amendments of the certificate of incorporation \$50.00

37 (4) for filing a certificate of merger or a certificate of
 38 consolidation \$50.00

39 (5) for filing a certificate of abandonment of a merger or
 40 consolidation \$50.00

41 b. Restated certificate of incorporation: for filing a restated
 42 certificate of incorporation including any amendments of the
 43 certificate of incorporation concurrently adopted \$50.00

44 c. Dissolution of corporation:

45 (1) for filing a certificate of dissolution \$50.00

46 (2) for filing a certificate of revocation of dissolution

- 1 proceedings \$50.00
- 2 d. Admission and withdrawal of foreign corporation:
- 3 (1) for filing an application for a certificate of authority to conduct
- 4 activities in this State and issuing a certificate of
- 5 authority.....\$100.00
- 6 (2) for filing an application for an amended certificate of authority
- 7 to conduct activities in this State and issuing an amended
- 8 certificate of authority\$50.00
- 9 (3) for filing an application for withdrawal from this State and
- 10 issuing a certificate of withdrawal\$50.00
- 11 (4) for filing a certificate of change of post office address to which
- 12 process may be mailed by the Secretary of State \$25.00
- 13 (5) for filing a certificate, order or decree with respect to the
- 14 dissolution of a foreign corporation, the termination of its existence,
- 15 or the cancellation of its authority, and issuing a certificate of
- 16 withdrawal\$50.00
- 17 e. Registered office and registered agent:
- 18 (1) for filing a certificate of change of address of registered office,
- 19 or change of registered agent or both\$10.00
- 20 (2) for filing a certificate of change of address of registered agent
- 21 where such certificate effects a change in the address of the registered
- 22 office of one or more corporations, for each corporation named in
- 23 the certificate\$10.00
- 24 (3) for filing an affidavit of resignation of a registered
- 25 agent.....\$10.00
- 26 f. Annual report:
- 27 for each such report required to be filed\$15.00
- 28 g. Reinstatement filing assessment:
- 29 payment of a reinstatement filing assessment.....\$50.00¹
- 30 (cf:P.L.1987, c.435, s.12)

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32 ¹[2.] 4.¹ This act shall take effect immediately.

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37 Removes certain limitations on reinstatements of certificates of

38 incorporations of nonprofit corporations.