

[Passed Both Houses]

[First Reprint]

**ASSEMBLY, No. 2844**

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**STATE OF NEW JERSEY**

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INTRODUCED MARCH 24, 1997

**By Assemblymen BATEMAN, CARABALLO, Kramer,  
Corodemus, Senators Ewing and Kyrillos**

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

3

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

6

7 <sup>1</sup>1. 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

**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:**

<sup>1</sup> Assembly AJU committee amendments adopted May 1, 1997.

1 registered office immediately prior to the change, and the address of  
2 the new registered office;

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

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

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

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

15 (2) The address of the registered office of each corporation  
16 immediately prior to the change, and the address of the new registered  
17 office;

18 (3) That the address of the registered office of each corporation and  
19 the address of its registered agent will be identical after the change;  
20 and

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

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

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

1 record in the office of the Secretary of State.] Deleted by  
2 amendment, P.L. c. (now pending before the Legislature as this  
3 bill).<sup>1</sup>

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

5 <sup>1</sup>[1.]2.<sup>1</sup> N.J.S.15A:4-5 is amended to read as follows:

6 15A:4-5. Annual Report to Secretary of State.

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

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

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

18 (3) the names and addresses of the trustees and the officers of the  
19 corporation, which addresses shall be either the residence address of  
20 that person or other address where that person regularly receives mail  
21 and which is not the address of the corporation.

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

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

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

24 d. The Secretary of State shall furnish annual report forms, shall  
 25 keep all the reports and shall prepare an alphabetical index thereof.  
 26 The reports and index shall be open to public inspection at proper  
 27 hours.

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

29  
 30 <sup>1</sup>3. N.J.S. 15A:15-1 is amended to read as follows:

31 15A:15-1. Filing Fees of the Secretary of State. On filing any  
 32 certificate or other papers relative to corporations in the office of the  
 33 Secretary of State, there shall be paid to the Secretary of State filing  
 34 fees as follows:

35 a. Certificate of incorporation and amendments thereto:

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

37 (2) for filing a certificate of amendment of the certificate of  
 38 incorporation including any number of amendments ..... \$50.00

39 (3) for filing a certificate of abandonment of one or more  
 40 amendments of the certificate of incorporation ..... \$50.00

41 (4) for filing a certificate of merger or a certificate of  
 42 consolidation ..... \$50.00

43 (5) for filing a certificate of abandonment of a merger or  
 44 consolidation ..... \$50.00

45 b. Restated certificate of incorporation: for filing a restated  
 46 certificate of incorporation including any amendments of the

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

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36 <sup>1</sup>[2.] 4.<sup>1</sup> This act shall take effect immediately.  
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41 \_\_\_\_\_  
42 Removes certain limitations on reinstatements of certificates of  
incorporations of nonprofit corporations.