

LEGISLATIVE BILL 186

Approved by the Governor March 20, 1987

Introduced by Korshoj, 16

AN ACT relating to corporations; to amend sections 21-2012 and 21-2217, Reissue Revised Statutes of Nebraska, 1943; to change a date; to provide an operative date; and to repeal the original sections.

Be it enacted by the people of the State of Nebraska,

Section 1. That section 21-2012, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-2012. A corporation may change its registered office or change its registered agent, or both, upon filing and recording in the office of the Secretary of State a statement setting forth:

- (1) The name of the corporation;
- (2) The street address of its previously designated registered office;
- (3) If the street address of its registered office is to be changed, the street address to which the registered office is to be changed;
- (4) The name of its previously designated registered agent;
- (5) If its registered agent is to be changed, the name of its successor registered agent;
- (6) That the street address of its registered office and the street address of the office of its registered agent, as changed, will be identical; and
- (7) That the change of registered agent or registered office is authorized by the board of directors and the date on which the resolution authorizing such change was approved.

Such statement shall be executed by the corporation by its president or a vice president and delivered to the Secretary of State in duplicate on forms furnished by the Secretary of State. If the Secretary of State finds that such statement conforms to the provisions of sections 21-2001 to 21-20,144, he or she shall file such statement in his or her office. The duplicate statement, bearing the date of filing in the office of the Secretary of State shall be recorded in the office of the county clerk of the county where the registered office of the corporation is located in

Nebraska. If the statement changes the location of the registered office to another county, the statement bearing the date of the filing in the office of the Secretary of State shall be filed in both counties.

The location of the registered office of any registered agent of such corporation, and the registered office of such corporation, in any city or village of this state may be transferred from one street address to another in the same city or village upon the making and executing by such registered agent of a statement, setting forth the correct corporate names in alphabetical order represented by such registered agent, and the street address at which such registered agent has maintained the registered office for each of such corporations, and further certifying to the new street address and ZIP code to which such registered agent and registered office will be transferred on a given day, and at which new street address and ZIP code such registered agent will thereafter maintain the registered office for each of the corporations recited in the said statement. Upon the filing of the original and a duplicate copy of such statement with the Secretary of State, the registered office in this state of each of the corporations recited in the said statement and the registered office of their registered agent shall be located at the new street address of the registered agent thereof as given in the statement. The statement shall be accompanied by payment to the Secretary of State of the required fees. The Secretary of State shall file the original in his or her office and return the duplicate copy, stamped with the date of filing in the office of the Secretary of State, to the registered agent. The registered agent shall record such returned duplicate copy in the office of the county clerk in the county where the registered office of the corporation is located.

Any registered agent of a corporation may resign as such agent upon filing a written notice thereof, executed in duplicate, with the Secretary of State, who shall forthwith mail a copy thereof to the corporation at its last-known street address. The appointment of such agent shall terminate upon the expiration of thirty days after receipt of such notice of resignation by the Secretary of State.

Failure to comply with the provisions of this section shall result in the suspension of such corporation. A registered agent must be appointed to remove such suspension of the corporation.

If the corporation is suspended, the annual

report and tax cannot be filed and paid in the office of the Secretary of State until a registered agent is appointed. If the report is not filed, the tax paid, and the registered agent appointed by ~~August 2~~ April 16 of the current year, when the report and tax become delinquent, the corporation shall be dissolved for nonpayment of taxes in compliance with section 21-323.

Sec. 2. That section 21-2217, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-2217. Each registration certificate issued to each applicant shall expire by its own terms one year from the date of issuance and may not be renewed. Each professional corporation must annually apply to its regulating board for a registration certificate in the manner provided in section 21-2216. A certificate from the regulating board as provided in section 21-2216 must annually be filed with the Secretary of State within thirty days of the expiration date of the last certificate on file in the office of the Secretary of State, or such corporation shall be suspended. If the corporation is suspended, the annual report and tax cannot be filed and paid in the office of the Secretary of State until the certificate from the regulating board is filed in the office of the Secretary of State. If the report is not filed, the tax paid, and the certificate filed by ~~August 2~~ April 16 of the current year, when the report and tax become delinquent, the corporation shall be dissolved for nonpayment of taxes in compliance with section 21-323. Registration certificates shall not be transferable or assignable.

Sec. 3. This act shall become operative on January 1, 1988.

Sec. 4. That original sections 21-2012 and 21-2217, Reissue Revised Statutes of Nebraska, 1943, are repealed.