

LEGISLATURE OF NEBRASKA  
ONE HUNDRED NINTH LEGISLATURE  
FIRST SESSION

**LEGISLATIVE BILL 315**

Introduced by Sorrentino, 39.

Read first time January 16, 2025

Committee: Banking, Commerce and Insurance

1 A BILL FOR AN ACT relating to corporations; to amend sections 21-301,  
2 21-303, 21-304, 21-306, 21-313, 21-323, and 21-325, Reissue Revised  
3 Statutes of Nebraska; to provide a sunset date for required biennial  
4 reports of and occupation taxes on domestic and foreign  
5 corporations; to harmonize provisions; and to repeal the original  
6 sections.

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

1           **Section 1.** Section 21-301, Reissue Revised Statutes of Nebraska, is  
2 amended to read:

3           21-301 (1) Each domestic corporation subject to the Nebraska Model  
4 Business Corporation Act shall deliver a biennial report to the Secretary  
5 of State, as of January 1 of each even-numbered year before January 1,  
6 2026, in such form as the Secretary of State may prescribe. The report  
7 shall be signed by one of the following: The president, a vice president,  
8 a secretary, or a treasurer of the corporation. The signature may be  
9 digital or electronic if it conforms to section 86-611. The report and  
10 occupation tax shall be delivered to the Secretary of State. The report  
11 and occupation tax shall be due on March 1 of each even-numbered year  
12 before January 1, 2026, and shall become delinquent if not filed and paid  
13 by April 15 of each even-numbered year before January 1, 2026. If the  
14 Secretary of State finds that such report and occupation tax conform to  
15 the requirements of the law, the Secretary of State shall file the  
16 report. If the Secretary of State finds that the report or occupation tax  
17 does not conform, the Secretary of State shall not file the report or  
18 accept the occupation tax but shall return the report and occupation tax  
19 to the corporation for any necessary corrections. A correction or  
20 amendment to the report may be filed at any time.

21           (2) In each even-numbered year before January 1, 2026, the Secretary  
22 of State shall cause a notice to be sent either by United States mail or  
23 electronically transmitted to each corporation for which a report and  
24 occupation tax as described in this section have not been received as of  
25 March 1. The notice shall state that the report has not been received,  
26 that the report and occupation tax are due on March 1, and that the  
27 corporation will be administratively dissolved if the report and proper  
28 occupation tax are not received by April 15.

29           **Sec. 2.** Section 21-303, Reissue Revised Statutes of Nebraska, is  
30 amended to read:

31           21-303 (1) Upon the delivery of the biennial report required under

1 section 21-301 to the Secretary of State, it shall be the duty of every  
2 corporation for profit, registered in the office of the Secretary of  
3 State on January 1, whether incorporated under the laws of this state or  
4 incorporated under the laws of any other state when such corporations  
5 have domesticated in this state pursuant to section 21-2,220.01, to pay  
6 to the Secretary of State an occupation tax in each even-numbered  
7 calendar year before January 1, 2026, beginning January 1, which  
8 occupation tax shall be due and assessable on such date and delinquent if  
9 not paid on or before April 15 of each even-numbered year before January  
10 1, 2026.

11 (2) The occupation tax shall be as follows: When the paid-up capital  
12 stock of a corporation does not exceed ten thousand dollars, an  
13 occupation tax of twenty-six dollars; when such paid-up capital stock  
14 exceeds ten thousand dollars but does not exceed twenty thousand dollars,  
15 an occupation tax of forty dollars; when such paid-up capital stock  
16 exceeds twenty thousand dollars but does not exceed thirty thousand  
17 dollars, an occupation tax of sixty dollars; when such paid-up capital  
18 stock exceeds thirty thousand dollars but does not exceed forty thousand  
19 dollars, an occupation tax of eighty dollars; when such paid-up capital  
20 stock exceeds forty thousand dollars but does not exceed fifty thousand  
21 dollars, an occupation tax of one hundred dollars; when such paid-up  
22 capital stock exceeds fifty thousand dollars but does not exceed sixty  
23 thousand dollars, an occupation tax of one hundred twenty dollars; when  
24 such paid-up capital stock exceeds sixty thousand dollars but does not  
25 exceed seventy thousand dollars, an occupation tax of one hundred forty  
26 dollars; when such paid-up capital stock exceeds seventy thousand dollars  
27 but does not exceed eighty thousand dollars, an occupation tax of one  
28 hundred sixty dollars; when such paid-up capital stock exceeds eighty  
29 thousand dollars but does not exceed ninety thousand dollars, an  
30 occupation tax of one hundred eighty dollars; when such paid-up capital  
31 stock exceeds ninety thousand dollars but does not exceed one hundred

1 thousand dollars, an occupation tax of two hundred dollars; when such  
2 paid-up capital stock exceeds one hundred thousand dollars but does not  
3 exceed one hundred twenty-five thousand dollars, an occupation tax of two  
4 hundred forty dollars; when such paid-up capital stock exceeds one  
5 hundred twenty-five thousand dollars but does not exceed one hundred  
6 fifty thousand dollars, an occupation tax of two hundred eighty dollars;  
7 when such paid-up capital stock exceeds one hundred fifty thousand  
8 dollars but does not exceed one hundred seventy-five thousand dollars, an  
9 occupation tax of three hundred twenty dollars; when such paid-up capital  
10 stock exceeds one hundred seventy-five thousand dollars but does not  
11 exceed two hundred thousand dollars, an occupation tax of three hundred  
12 sixty dollars; when such paid-up capital stock exceeds two hundred  
13 thousand dollars but does not exceed two hundred twenty-five thousand  
14 dollars, an occupation tax of four hundred dollars; when such paid-up  
15 capital stock exceeds two hundred twenty-five thousand dollars but does  
16 not exceed two hundred fifty thousand dollars, an occupation tax of four  
17 hundred forty dollars; when such paid-up capital stock exceeds two  
18 hundred fifty thousand dollars but does not exceed two hundred seventy-  
19 five thousand dollars, an occupation tax of four hundred eighty dollars;  
20 when such paid-up capital stock exceeds two hundred seventy-five thousand  
21 dollars but does not exceed three hundred thousand dollars, an occupation  
22 tax of five hundred twenty dollars; when such paid-up capital stock  
23 exceeds three hundred thousand dollars but does not exceed three hundred  
24 twenty-five thousand dollars, an occupation tax of five hundred sixty  
25 dollars; when such paid-up capital stock exceeds three hundred twenty-  
26 five thousand dollars but does not exceed three hundred fifty thousand  
27 dollars, an occupation tax of six hundred dollars; when such paid-up  
28 capital stock exceeds three hundred fifty thousand dollars but does not  
29 exceed four hundred thousand dollars, an occupation tax of six hundred  
30 sixty-six dollars; when such paid-up capital stock exceeds four hundred  
31 thousand dollars but does not exceed four hundred fifty thousand dollars,

1 an occupation tax of seven hundred thirty dollars; when such paid-up  
2 capital stock exceeds four hundred fifty thousand dollars but does not  
3 exceed five hundred thousand dollars, an occupation tax of eight hundred  
4 dollars; when such paid-up capital stock exceeds five hundred thousand  
5 dollars but does not exceed six hundred thousand dollars, an occupation  
6 tax of nine hundred ten dollars; when such paid-up capital stock exceeds  
7 six hundred thousand dollars but does not exceed seven hundred thousand  
8 dollars, an occupation tax of one thousand ten dollars; when such paid-up  
9 capital stock exceeds seven hundred thousand dollars but does not exceed  
10 eight hundred thousand dollars, an occupation tax of one thousand one  
11 hundred twenty dollars; when such paid-up capital stock exceeds eight  
12 hundred thousand dollars but does not exceed nine hundred thousand  
13 dollars, an occupation tax of one thousand two hundred thirty dollars;  
14 when such paid-up capital stock exceeds nine hundred thousand dollars but  
15 does not exceed one million dollars, an occupation tax of one thousand  
16 three hundred thirty dollars; when such paid-up capital stock exceeds one  
17 million dollars but does not exceed ten million dollars, an occupation  
18 tax of one thousand three hundred thirty dollars, and eight hundred  
19 dollars additional for each million or fraction thereof over and above  
20 one million dollars; when such paid-up capital stock exceeds ten million  
21 dollars but does not exceed fifteen million dollars, an occupation tax of  
22 twelve thousand dollars; when such paid-up capital stock exceeds fifteen  
23 million dollars but does not exceed twenty million dollars, an occupation  
24 tax of fourteen thousand six hundred sixty dollars; when such paid-up  
25 capital stock exceeds twenty million dollars but does not exceed twenty-  
26 five million dollars, an occupation tax of seventeen thousand three  
27 hundred thirty dollars; when such paid-up capital stock exceeds twenty-  
28 five million dollars but does not exceed fifty million dollars, an  
29 occupation tax of twenty thousand six hundred sixty dollars; when such  
30 paid-up capital stock exceeds fifty million dollars but does not exceed  
31 one hundred million dollars, an occupation tax of twenty-one thousand

1 three hundred thirty dollars; and when such paid-up capital stock exceeds  
2 one hundred million dollars, an occupation tax of twenty-three thousand  
3 nine hundred ninety dollars. The minimum occupation tax for filing such  
4 report shall be twenty-six dollars. For purposes of determining the  
5 occupation tax, the stock of corporations incorporated under the laws of  
6 any other state, which corporations have domesticated in this state  
7 pursuant to section 21-2,220.01 and which stock is without par value,  
8 shall be deemed to have a par value of an amount equal to the amount paid  
9 in as capital for such shares at the time of the issuance thereof.

10 **Sec. 3.** Section 21-304, Reissue Revised Statutes of Nebraska, is  
11 amended to read:

12 21-304 (1) Each foreign corporation subject to the Nebraska Model  
13 Business Corporation Act, doing business in this state, owning or using a  
14 part or all of its capital or plant in this state, and subject to  
15 compliance with all other provisions of law shall, in addition to all  
16 other statements required by law, deliver a biennial report to the  
17 Secretary of State, as of January 1 of each even-numbered year, in such  
18 form as the Secretary of State may prescribe. The report shall be signed  
19 by one of the following: The president, a vice president, a secretary  
20 before January 1, 2026, or a treasurer of the corporation. The signature  
21 may be digital or electronic if it conforms to section 86-611. The report  
22 and occupation tax shall be delivered to the Secretary of State. The  
23 report and occupation tax shall be due on March 1 of each even-numbered  
24 year and shall become delinquent if not filed and paid by April 15 of  
25 each even-numbered year before January 1, 2026. If the Secretary of State  
26 finds that such report and occupation tax conform to the requirements of  
27 the law, the Secretary of State shall file the report. If the Secretary  
28 of State finds that the report or occupation tax does not conform, the  
29 Secretary of State shall not file the report or accept the occupation tax  
30 but shall return the report and occupation tax to the corporation for any  
31 necessary corrections. A correction or amendment to the report may be

1 filed at any time.

2 (2) In each even-numbered year before January 1, 2026, the Secretary  
3 of State shall cause a notice to be sent either by United States mail or  
4 electronically transmitted to each corporation for which a report and  
5 occupation tax as described in this section have not been received as of  
6 March 1. The notice shall state that the report has not been received,  
7 that the report and occupation tax are due on March 1, and that the  
8 authority of the corporation to transact business in this state will be  
9 administratively revoked if the report and proper occupation tax are not  
10 received by April 15 of each even-numbered year before January 1, 2026.

11 **Sec. 4.** Section 21-306, Reissue Revised Statutes of Nebraska, is  
12 amended to read:

13 21-306 Upon the delivery of the biennial report required under  
14 section 21-304 to the Secretary of State, it shall be the duty of every  
15 foreign corporation doing business in this state to pay to the Secretary  
16 of State an occupation tax each even-numbered calendar year before  
17 January 1, 2026, beginning January 1 and become due and assessable on  
18 March 1 of that year and become delinquent if not paid by April 15 of  
19 each even-numbered year before January 1, 2026. The occupation tax shall  
20 be measured by the property employed by the foreign corporation in the  
21 conduct of its business in this state. For such purpose the property  
22 shall consist of the sum total of the actual value of all real estate and  
23 personal property employed in this state by such foreign corporation in  
24 the transaction of its business. The occupation tax to be paid by such  
25 foreign corporation shall be based upon the sum so determined and shall  
26 be considered the capital stock of such foreign corporation in this state  
27 for the purpose of the occupation tax. The schedule of payment shall be  
28 double the occupation tax set forth in section 21-303, or any amendments  
29 thereto, except that the occupation tax shall not exceed thirty thousand  
30 dollars, and the Secretary of State, or any person deputized by the  
31 Secretary of State, shall have authority to investigate and obtain

1 information from such corporation or any state, county, or city official.  
2 Such officers are authorized by this section to furnish such information  
3 to the Secretary of State, or anyone deputized by the Secretary of State,  
4 in order to determine all facts and give effect to the collection of the  
5 occupation tax.

6 **Sec. 5.** Section 21-313, Reissue Revised Statutes of Nebraska, is  
7 amended to read:

8 21-313 (1) If a domestic corporation required to deliver the  
9 biennial report and pay the occupation tax prescribed in sections 21-301  
10 to 21-330 fails or neglects to deliver such report or pay such occupation  
11 tax by April 15 of each even-numbered year before January 1, 2026, such  
12 corporation shall be administratively dissolved on April 16 of such year.

13 (2) If a foreign corporation required to deliver the biennial report  
14 and pay the occupation tax prescribed in sections 21-301 to 21-330 fails  
15 or neglects to deliver such report or pay such occupation tax by April 15  
16 of each even-numbered year before January 1, 2026, the authority of such  
17 corporation to transact business in this state shall be administratively  
18 revoked on April 16 of such year.

19 **Sec. 6.** Section 21-323, Reissue Revised Statutes of Nebraska, is  
20 amended to read:

21 21-323 (1) Prior to January 1 of each even-numbered year before  
22 January 1, 2026, the Secretary of State shall cause to be mailed by  
23 first-class mail to the last-named and appointed registered agent at the  
24 last-named street address of the registered office of each domestic  
25 corporation subject to sections 21-301 to 21-330 a notice stating that on  
26 or before March 1 of each even-numbered year occupation taxes are due to  
27 be paid and a properly executed and signed biennial report is due to be  
28 filed. If such occupation taxes are not paid and the report is not filed  
29 by April 15 of each even-numbered year before January 1, 2026, (a) such  
30 taxes and report shall become delinquent, (b) the delinquent corporation  
31 shall be administratively dissolved on April 16 of such year for



1 nonpayment of occupation taxes and failure to file the report, and (c)  
2 the delinquent occupation tax shall be a lien upon the assets of the  
3 corporation subsequent only to state, county, and municipal taxes.

4 (2) Upon the failure of any domestic corporation to pay its  
5 occupation tax and deliver the biennial report within the time limited by  
6 sections 21-301 to 21-330, the Secretary of State shall on April 16 of  
7 such year administratively dissolve the corporation for nonpayment of  
8 taxes and make such entry and showing upon the records of his or her  
9 office.

10 (3)(a) The Secretary of State shall administratively dissolve a  
11 corporation by signing a certificate of dissolution that recites the  
12 ground or grounds for dissolution and its effective date. The Secretary  
13 of State shall file the original of the certificate and serve a copy on  
14 the corporation under section 21-236.

15 (b) A corporation administratively dissolved continues its corporate  
16 existence but may not carry on any business, except that business  
17 necessary to wind up and liquidate its business and affairs under section  
18 21-2,188 and notify claimants under sections 21-2,189 and 21-2,190.

19 (c) The administrative dissolution of a corporation shall not  
20 terminate the authority of its registered agent.

21 (4) All delinquent occupation taxes of the corporation shall be a  
22 lien upon the assets of the corporation, subsequent only to state,  
23 county, and municipal taxes.

24 (5) No domestic corporation shall be voluntarily dissolved until all  
25 occupation taxes and fees due to or assessable by the state have been  
26 paid and the biennial report filed by such corporation.

27 **Sec. 7.** Section 21-325, Reissue Revised Statutes of Nebraska, is  
28 amended to read:

29 21-325 (1) Prior to January 1 of each even-numbered year before  
30 January 1, 2026, the Secretary of State shall cause to be mailed by  
31 first-class mail to the last-known address of each foreign corporation

1 subject to sections 21-301 to 21-330 a notice stating that on or before  
2 March 1 of each even-numbered year occupation taxes are due to be paid  
3 and a properly executed and signed biennial report is due to be filed. If  
4 such occupation taxes are not paid and the report is not filed by April  
5 15 of each even-numbered year before January 1, 2026, (a) such taxes and  
6 report shall become delinquent, (b) the authority of the delinquent  
7 corporation to transact business in this state shall be administratively  
8 revoked on April 16 of such year for nonpayment of occupation taxes and  
9 failure to file the report, and (c) the delinquent occupation tax shall  
10 be a lien upon the assets of the corporation subject only to state,  
11 county, and municipal taxes.

12 (2) Upon the failure of any foreign corporation to pay its  
13 occupation tax and deliver the biennial report within the time limited by  
14 sections 21-301 to 21-330, the Secretary of State shall on April 16 of  
15 such year administratively revoke the authority of the corporation to  
16 transact business in this state for nonpayment of taxes and shall bar the  
17 corporation from doing business in this state under the corporation laws  
18 of this state and make such entry and showing upon the records of his or  
19 her office.

20 (3)(a) The Secretary of State shall administratively revoke the  
21 authority of a foreign corporation by signing a certificate of revocation  
22 of authority to transact business in this state that recites the ground  
23 or grounds for revocation and its effective date. The Secretary of State  
24 shall file the original of the certificate and serve a copy on the  
25 foreign corporation under section 21-2,212.

26 (b) The authority of a foreign corporation to transact business in  
27 this state shall cease on the date shown on the certificate revoking its  
28 certificate of authority.

29 (c) Revocation of a foreign corporation's certificate of authority  
30 shall not terminate the authority of the registered agent of the  
31 corporation.

1           (4) All delinquent corporation occupation taxes of the foreign  
2 corporation shall be a lien upon the assets of the corporation within the  
3 state, subsequent only to state, county, and municipal taxes. Nothing in  
4 sections 21-322 to 21-330 shall be construed to allow a foreign  
5 corporation to do business in this state without complying with the laws  
6 of this state.

7           (5) No foreign corporation shall be voluntarily withdrawn until all  
8 occupation taxes due to or assessable by this state have been paid and  
9 the biennial report filed by such corporation.

10           **Sec. 8.** Original sections 21-301, 21-303, 21-304, 21-306, 21-313,  
11 21-323, and 21-325, Reissue Revised Statutes of Nebraska, are repealed.