

LEGISLATIVE BILL 524

Approved by the Governor April 16, 2003

Introduced by Mines, 18; Bromm, 23

AN ACT relating to state government; to amend sections 21-302, 21-303, 21-305, 21-311, 21-314, 21-321, 21-323.01, 21-325.01, 21-330, 21-20,182, 21-20,188, 21-2216, and 21-2217, Reissue Revised Statutes of Nebraska, and sections 21-301, 21-304, 21-306, 21-313, 21-323, 21-325, and 33-101, Revised Statutes Supplement, 2002; to change corporate occupation tax provisions; to change fees relating to certain records of the Secretary of State; to eliminate obsolete provisions; to harmonize provisions; to provide operative dates; and to repeal the original sections.

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

Section 1. Section 21-301, Revised Statutes Supplement, 2002, is amended to read:

21-301. (1) Each corporation organized under the laws of this state, for profit, shall make a report in writing to the Secretary of State, as of January 1, ~~annually~~ of each even-numbered year, in such form as the Secretary of State may prescribe. The report shall be signed by one of the following: The president, a vice president, a secretary, or a treasurer of the corporation. The report and ~~annual~~ biennial fee shall be forwarded to the Secretary of State. The report and fee shall be due on March 1 of each even-numbered year and shall become delinquent if not filed and paid by April 15 of each even-numbered year. If the Secretary of State finds that such report and ~~annual~~ biennial fee conform to the requirements of the law, the Secretary of State shall file the report. If the Secretary of State finds that the report or fee does not conform, the Secretary of State shall return the report and fee to the corporation for any necessary corrections.

(2) ~~In each even-numbered year, the~~ Secretary of State shall cause a notice to be sent by United States mail to each corporation for which a report and ~~annual~~ fee as described in this section has not been received as of March 1. The notice shall state that the report has not been received, that the report and fee are due on March 1, and that the corporation will be dissolved if the report and proper fee are not received by April 15.

Sec. 2. Section 21-302, Reissue Revised Statutes of Nebraska, is amended to read:

21-302. ~~(1) An annual report required under section 21-301 from a domestic corporation shall show (a) the exact corporate name of the corporation, (b) the location of its registered office, (c) the names of the president, secretary, treasurer and members of the board of directors, with street address of each, (d) the amount of paid-up capital stock, (e) the nature and kind of business in which the corporation is engaged, and (f) the change or changes, if any, in the above particulars made since the last annual report.~~

~~(2) Commencing January 1, 1996, an annual~~ The biennial report required under section 21-301 from a domestic corporation subject to the Business Corporation Act shall show:

~~(a) (1) The exact corporate name of the corporation;~~
~~(b) (2) The street address of the corporation's registered office and the name of its registered agent at that office in this state;~~
~~(c) (3) The street address of the corporation's principal office;~~
~~(d) (4) The names and street addresses of the corporation's directors and principal officers, which shall include the president, secretary, and treasurer;~~
~~(e) (5) A brief description of the nature of the corporation's business;~~
~~(f) (6) The amount of paid-up capital stock; and~~
~~(g) (7) The change or changes, if any, in the above particulars made since the last annual biennial report.~~

Sec. 3. Section 21-303, Reissue Revised Statutes of Nebraska, is amended to read:

21-303. (1) At the time of filing ~~such annual~~ the report under section 21-301 each even-numbered year, it shall be the duty of every corporation for profit, and registered in the office of the Secretary of State on January 1, whether incorporated under the laws of this state or incorporated under the laws of any other state when such corporations have domesticated in this state, to pay to the Secretary of State an annual a

biennial fee for ~~the~~ each even-numbered calendar year beginning January 1, which fee shall be due and assessable on such date and delinquent if not paid on or before April 15 of each even-numbered year.

(2) ~~Except as provided in subsection (3) of this section, the annual~~ The biennial fee shall be as follows: When the paid-up capital stock of a corporation does not exceed ten thousand dollars, a fee of ~~thirteen~~ twenty-six dollars; when such paid-up capital stock exceeds ten thousand dollars but does not exceed twenty thousand dollars, a fee of ~~twenty~~ forty dollars; when such paid-up capital stock exceeds twenty thousand dollars but does not exceed thirty thousand dollars, a fee of ~~thirty~~ sixty dollars; when such paid-up capital stock exceeds thirty thousand dollars but does not exceed forty thousand dollars, a fee of ~~forty~~ eighty dollars; when such paid-up capital stock exceeds forty thousand dollars but does not exceed fifty thousand dollars, a fee of ~~fifty~~ one hundred dollars; when such paid-up capital stock exceeds fifty thousand dollars but does not exceed sixty thousand dollars, a fee of ~~sixty~~ one hundred twenty dollars; when such paid-up capital stock exceeds sixty thousand dollars but does not exceed seventy thousand dollars, a fee of ~~seventy~~ one hundred forty dollars; when such paid-up capital stock exceeds seventy thousand dollars but does not exceed eighty thousand dollars, a fee of ~~eighty~~ one hundred sixty dollars; when such paid-up capital stock exceeds eighty thousand dollars but does not exceed ninety thousand dollars, a fee of ~~ninety~~ one hundred eighty dollars; when such paid-up capital stock exceeds ninety thousand dollars but does not exceed one hundred thousand dollars, a fee of ~~one~~ two hundred dollars; when such paid-up capital stock exceeds one hundred thousand dollars but does not exceed one hundred twenty-five thousand dollars, a fee of ~~one hundred~~ forty two hundred eighty dollars; when such paid-up capital stock exceeds one hundred twenty-five thousand dollars but does not exceed one hundred fifty thousand dollars, a fee of ~~one hundred~~ forty two hundred eighty dollars; when such paid-up capital stock exceeds one hundred fifty thousand dollars but does not exceed one hundred seventy-five thousand dollars, a fee of ~~one hundred~~ sixty three hundred twenty dollars; when such paid-up capital stock exceeds one hundred seventy-five thousand dollars but does not exceed two hundred thousand dollars, a fee of ~~one hundred~~ eighty three hundred sixty dollars; when such paid-up capital stock exceeds two hundred thousand dollars but does not exceed two hundred twenty-five thousand dollars, a fee of ~~two~~ four hundred dollars; when such paid-up capital stock exceeds two hundred twenty-five thousand dollars but does not exceed two hundred fifty thousand dollars, a fee of ~~two~~ hundred twenty four hundred forty dollars; when such paid-up capital stock exceeds two hundred fifty thousand dollars but does not exceed two hundred seventy-five thousand dollars, a fee of ~~two~~ hundred forty four hundred eighty dollars; when such paid-up capital stock exceeds two hundred seventy-five thousand dollars but does not exceed three hundred thousand dollars, a fee of ~~two~~ hundred sixty five hundred twenty dollars; when such paid-up capital stock exceeds three hundred thousand dollars but does not exceed three hundred twenty-five thousand dollars, a fee of ~~two~~ hundred eighty five hundred sixty dollars; when such paid-up capital stock exceeds three hundred twenty-five thousand dollars but does not exceed three hundred fifty thousand dollars, a fee of ~~three~~ six hundred dollars; when such paid-up capital stock exceeds three hundred fifty thousand dollars but does not exceed four hundred thousand dollars, a fee of ~~three~~ hundred thirty-three six hundred sixty-six dollars; when such paid-up capital stock exceeds four hundred thousand dollars but does not exceed four hundred fifty thousand dollars, a fee of ~~three~~ hundred sixty-five seven hundred thirty dollars; when such paid-up capital stock exceeds four hundred fifty thousand dollars but does not exceed five hundred thousand dollars, a fee of ~~four~~ eight hundred dollars; when such paid-up capital stock exceeds five hundred thousand dollars but does not exceed six hundred thousand dollars, a fee of ~~four~~ hundred fifty-five nine hundred ten dollars; when such paid-up capital stock exceeds six hundred thousand dollars but does not exceed seven hundred thousand dollars, a fee of ~~five~~ hundred five one thousand ten dollars; when such paid-up capital stock exceeds seven hundred thousand dollars but does not exceed eight hundred thousand dollars, a fee of ~~five~~ hundred sixty one thousand one hundred twenty dollars; when such paid-up capital stock exceeds eight hundred thousand dollars but does not exceed nine hundred thousand dollars, a fee of ~~six~~ hundred fifteen one thousand two hundred thirty dollars; when such paid-up capital stock exceeds nine hundred thousand dollars but does not exceed one million dollars, a fee of ~~six~~ hundred sixty-five one thousand three hundred thirty dollars; when such paid-up capital stock exceeds one million dollars but does not exceed ten million dollars, a fee of ~~six~~ hundred sixty-five one thousand three hundred thirty dollars, and ~~four~~ eight hundred dollars additional for each million or fraction thereof over and above one million dollars; when such paid-up capital

stock exceeds ten million dollars but does not exceed fifteen million dollars, a fee of ~~six~~ twelve thousand dollars; when such paid-up capital stock exceeds fifteen million dollars but does not exceed twenty million dollars, a fee of ~~seven thousand three hundred thirty~~ fourteen thousand six hundred sixty dollars; when such paid-up capital stock exceeds twenty million dollars but does not exceed twenty-five million dollars, a fee of ~~eight thousand six hundred sixty-five~~ seventeen thousand three hundred thirty dollars; when such paid-up capital stock exceeds twenty-five million dollars but does not exceed fifty million dollars, a fee of ~~ten thousand three hundred thirty~~ twenty thousand six hundred sixty dollars; when such paid-up capital stock exceeds fifty million dollars but does not exceed one hundred million dollars, a fee of ~~ten thousand six hundred sixty-five~~ twenty-one thousand three hundred thirty dollars; and when such paid-up capital stock exceeds one hundred million dollars, a fee of ~~eleven thousand nine hundred ninety-five~~ twenty-three thousand nine hundred ninety dollars. The minimum annual biennial fee for filing such report shall be ~~thirteen~~ twenty-six dollars. For purposes of determining the annual fee, the stock of corporations incorporated under the laws of any other state, which corporations have domesticated in this state and which stock is without par value, shall be deemed to have a par value of an amount equal to the amount paid in as capital for such shares at the time of the issuance thereof.

(3) For 1993 and 1994, the annual fee shall be as follows: When the paid-up capital stock of a corporation does not exceed ten thousand dollars, a fee of ~~forty-three~~ dollars; when such paid-up capital stock exceeds ten thousand dollars but does not exceed twenty thousand dollars, a fee of fifty dollars; when such paid-up capital stock exceeds twenty thousand dollars but does not exceed thirty thousand dollars, a fee of sixty dollars; when such paid-up capital stock exceeds thirty thousand dollars but does not exceed forty thousand dollars, a fee of seventy dollars; when such paid-up capital stock exceeds forty thousand dollars but does not exceed fifty thousand dollars, a fee of eighty dollars; when such paid-up capital stock exceeds fifty thousand dollars but does not exceed sixty thousand dollars, a fee of ninety dollars; when such paid-up capital stock exceeds sixty thousand dollars but does not exceed seventy thousand dollars, a fee of one hundred dollars; when such paid-up capital stock exceeds seventy thousand dollars but does not exceed eighty thousand dollars, a fee of one hundred ten dollars; when such paid-up capital stock exceeds eighty thousand dollars but does not exceed ninety thousand dollars, a fee of one hundred twenty dollars; when such paid-up capital stock exceeds ninety thousand dollars but does not exceed one hundred thousand dollars, a fee of one hundred thirty dollars; when such paid-up capital stock exceeds one hundred thousand dollars but does not exceed one hundred twenty-five thousand dollars, a fee of one hundred eighty dollars; when such paid-up capital stock exceeds one hundred twenty-five thousand dollars but does not exceed one hundred fifty thousand dollars, a fee of two hundred dollars; when such paid-up capital stock exceeds one hundred fifty thousand dollars but does not exceed one hundred seventy-five thousand dollars, a fee of two hundred twenty dollars; when such paid-up capital stock exceeds one hundred seventy-five thousand dollars but does not exceed two hundred thousand dollars, a fee of two hundred forty dollars; when such paid-up capital stock exceeds two hundred thousand dollars but does not exceed two hundred twenty-five thousand dollars, a fee of two hundred sixty dollars; when such paid-up capital stock exceeds two hundred twenty-five thousand dollars but does not exceed two hundred fifty thousand dollars, a fee of two hundred eighty dollars; when such paid-up capital stock exceeds two hundred fifty thousand dollars but does not exceed two hundred seventy-five thousand dollars, a fee of three hundred dollars; when such paid-up capital stock exceeds two hundred seventy-five thousand dollars but does not exceed three hundred thousand dollars, a fee of three hundred twenty dollars; when such paid-up capital stock exceeds three hundred thousand dollars but does not exceed three hundred twenty-five thousand dollars, a fee of three hundred forty dollars; when such paid-up capital stock exceeds three hundred twenty-five thousand dollars but does not exceed three hundred fifty thousand dollars, a fee of three hundred ninety dollars; when such paid-up capital stock exceeds three hundred fifty thousand dollars but does not exceed four hundred thousand dollars, a fee of four hundred twenty-three dollars; when such paid-up capital stock exceeds four hundred thousand dollars but does not exceed four hundred fifty thousand dollars, a fee of four hundred fifty-five dollars; when such paid-up capital stock exceeds four hundred fifty thousand dollars but does not exceed five hundred thousand dollars, a fee of four hundred ninety dollars; when such paid-up capital stock exceeds five hundred thousand dollars but does not exceed six hundred thousand dollars, a fee of five hundred forty-five dollars; when such paid-up capital stock exceeds six

hundred thousand dollars but does not exceed seven hundred thousand dollars, a fee of five hundred ninety-five dollars, when such paid-up capital stock exceeds seven hundred thousand dollars but does not exceed eight hundred thousand dollars, a fee of six hundred fifty dollars, when such paid-up capital stock exceeds eight hundred thousand dollars but does not exceed nine hundred thousand dollars, a fee of seven hundred five dollars, when such paid-up capital stock exceeds nine hundred thousand dollars but does not exceed one million dollars, a fee of seven hundred fifty-five dollars, when such paid-up capital stock exceeds one million dollars but does not exceed ten million dollars, a fee of seven hundred eighty-five dollars, and four hundred dollars additional for each million or fraction thereof over and above one million dollars, when such paid-up capital stock exceeds ten million dollars but does not exceed fifteen million dollars, a fee of six thousand one hundred twenty dollars, when such paid-up capital stock exceeds fifteen million dollars but does not exceed twenty million dollars, a fee of seven thousand four hundred fifty dollars, when such paid-up capital stock exceeds twenty million dollars but does not exceed twenty-five million dollars, a fee of eight thousand seven hundred eighty-five dollars, when such paid-up capital stock exceeds twenty-five million dollars but does not exceed fifty million dollars, a fee of ten thousand four hundred fifty dollars, when such paid-up capital stock exceeds fifty million dollars but does not exceed one hundred million dollars, a fee of ten thousand seven hundred eighty-five dollars, and when such paid-up capital stock exceeds one hundred million dollars, a fee of twelve thousand one hundred fifteen dollars. The minimum annual fee for filing such report shall be forty-three dollars. For purposes of determining the annual fee, the stock of corporations incorporated under the laws of any other state, which corporations have domesticated in this state and which stock is without par value, shall be deemed to have a par value of an amount equal to the amount paid in as capital for such shares at the time of the issuance thereof.

Sec. 4. Section 21-304, Revised Statutes Supplement, 2002, is amended to read:

21-304. (1) Each foreign corporation for profit, doing business in this state, owning or using a part or all of its capital or plant in this state, and subject to compliance with all other provisions of law shall, in addition to all other statements required by law, make an annual biennial report in writing, to the Secretary of State, as of January 1 of each even-numbered year, in such form as the Secretary of State may prescribe. The report shall be signed by one of the following: The president, a vice president, a secretary, or a treasurer of the corporation. The report and annual biennial fee shall be forwarded to the Secretary of State. The report and fee shall be due on March 1 of each even-numbered year and shall become delinquent if not filed and paid by April 15 of each even-numbered year. If the Secretary of State finds that such report and annual biennial fee conform to the requirements of the law, the Secretary of State shall file the report. If the Secretary of State finds that the report and fee do not conform, the Secretary of State shall return the report and fee to the corporation for any necessary corrections.

(2) In each even-numbered year, the ~~The~~ Secretary of State shall cause a notice to be sent by United States mail to each corporation for which a report and annual fee as described in this section has not been received as of March 1. The notice shall state that the report has not been received, that the report and fee are due on March 1, and that the corporation will be dissolved if the report and proper fee are not received by April 15 of each even-numbered year.

Sec. 5. Section 21-305, Reissue Revised Statutes of Nebraska, is amended to read:

21-305. ~~(1) An annual report required under section 21-304 from a foreign corporation shall show (a) the exact corporate name of the corporation, (b) under the laws of what state or country organized, (c) the location of its registered office in Nebraska, (d) the mailing address of the corporation, (e) the names of the president, secretary, treasurer, and members of the board of directors, with the street address of each, (f) the nature and kind of business in which the company is engaged, (g) the value of the property owned and used by the company in Nebraska and where such property is situated, and (h) the change or changes, if any, in the above particulars made since the last annual report.~~

~~(2) Commencing January 1, 1996, an annual~~ The biennial report required under section 21-304 from a foreign corporation subject to the Business Corporation Act shall show:

~~(a)~~ (1) The exact corporate name of the foreign corporation and the name of the state or country under whose law it is incorporated;

~~(b)~~ (2) The street address of the foreign corporation's registered office and the name of its registered agent at that office in this state;

~~(c)~~ (3) The street address of the foreign corporation's principal office;

~~(d)~~ (4) The names and street addresses of the foreign corporation's directors and principal officers which shall include the president, secretary, and treasurer;

~~(e)~~ (5) A brief description of the nature of the foreign corporation's business;

~~(f)~~ (6) The value of the property owned and used by the foreign corporation in Nebraska and where such property is situated; and

~~(g)~~ (7) The change or changes, if any, in the above particulars made since the last annual report.

Sec. 6. Section 21-306, Revised Statutes Supplement, 2002, is amended to read:

21-306. Upon the filing of ~~such report~~ the biennial report required under section 21-304 with the Secretary of State, it shall be the duty of every foreign corporation for profit, doing business in this state, to pay to the Secretary of State ~~an annual~~ a biennial fee which shall be for ~~the~~ each ~~even-numbered~~ calendar year beginning January 1 and become due and assessable on March 1 of that year and become delinquent if not paid by April 15 of each ~~even-numbered~~ year. The fee shall be measured by the property employed by the foreign corporation in the conduct of its business in the State of Nebraska. For such purpose the property shall consist of the sum total of the actual value of all real estate and personal property employed in Nebraska by such foreign corporation in the transaction of its business. The ~~annual~~ biennial fee to be paid by such foreign corporation shall be based upon the sum so determined, and shall be considered the capital stock of such foreign corporation in this state for the purpose of the ~~annual~~ biennial fee. The schedule of payment shall be double the fees set forth in section 21-303, or any amendments thereto, except that the fee shall not exceed ~~fifteen~~ thirty thousand dollars, and the Secretary of State, or any person deputized by the Secretary of State, shall have authority to investigate and obtain information from such corporation or any state, county, or city official. Such officers are authorized by this section to furnish such information to the Secretary of State, or anyone deputized by the Secretary of State, in order to determine all facts and give effect to the collection of the ~~annual~~ biennial fee.

Sec. 7. Section 21-311, Reissue Revised Statutes of Nebraska, is amended to read:

21-311. The Secretary of State shall make a report monthly to the Tax Commissioner of the ~~annual~~ biennial fees collected under sections 21-301 to 21-325 and shall pay the same into the state treasury to the credit of the General Fund. The report shall include the amount of any refunds paid out under section 21-328.

Sec. 8. Section 21-313, Revised Statutes Supplement, 2002, is amended to read:

21-313. If a corporation required to file the report and pay the fee prescribed in sections 21-301 to 21-325 fails or neglects to make such report or pay such fee by April 15 of each even-numbered year, such corporation shall be automatically dissolved on April 16 of such year.

Sec. 9. Section 21-314, Reissue Revised Statutes of Nebraska, is amended to read:

21-314. Such ~~annual~~ biennial fee or fees to be paid as provided in sections 21-301 to 21-325 may be recovered by an action in the name of the state and on collection shall be paid into the treasury to the credit of the General Fund.

Sec. 10. Section 21-321, Reissue Revised Statutes of Nebraska, is amended to read:

21-321. All banking, insurance, and building and loan association corporations paying fees and making reports to the Auditor of Public Accounts or the Director of Banking and Finance and all other corporations paying an ~~annual~~ occupation tax to the state under any other statutory provisions than those of sections 21-301 to 21-325 shall be exempt from the provisions of such sections.

Sec. 11. Section 21-323, Revised Statutes Supplement, 2002, is amended to read:

21-323. (1) Prior to January 1 of each even-numbered year, the Secretary of State shall cause to be mailed by first-class mail to the last-named and appointed registered agent at the last-named street address of the registered office of each domestic corporation subject to sections 21-301 to 21-325 a notice stating that on or before March 1 of each even-numbered year occupation taxes are due to be paid and a properly executed and signed

report is due to be filed. If occupation taxes are not paid and the report is not filed by April 15 of each even-numbered year, (a) such taxes and report shall become delinquent, (b) the delinquent corporation shall be automatically dissolved on April 16 of such year for nonpayment of occupation taxes and failure to file the report, and (c) the delinquent occupation tax shall be a lien upon the assets of the corporation subsequent only to state, county, and municipal taxes.

(2) Upon the failure of any domestic corporation to pay its occupation tax and file the report within the time limited by sections 21-301 to 21-325, the Secretary of State shall on April 16 of such year automatically dissolve the corporation for nonpayment of taxes and make such entry and showing upon the records of his or her office.

(3)(a) The Secretary of State shall automatically dissolve a corporation subject to the Business Corporation Act by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the corporation under section 21-2034.

(b) A corporation automatically dissolved continues its corporate existence but may not carry on any business, except that business necessary to wind up and liquidate its business and affairs under section 21-20,155 and notify claimants under sections 21-20,156 and 21-20,157.

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

(4) All delinquent occupation taxes of the corporation shall be a lien upon the assets of the corporation, subsequent only to state, county, and municipal taxes. ~~Occupation taxes existing and delinquent on August 28, 1943, shall cease to be a lien as against any mortgagee, pledgee, purchaser, or judgment creditor unless a notice of the lien is filed by the Secretary of State, within one year after March 9, 1957, with the county clerk of the county wherein the personal property sought to be charged with such lien is situated, and with the county clerk or register of deeds of the county wherein the real estate sought to be charged with such lien is situated.~~

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

Sec. 12. Section 21-323.01, Reissue Revised Statutes of Nebraska, is amended to read:

21-323.01. (1) A corporation automatically dissolved under section 21-323 may apply to the Secretary of State for reinstatement. The application shall:

(a) Recite the name of the corporation and the effective date of its automatic dissolution;

(b) State that the ground or grounds for dissolution either did not exist or have been eliminated;

(c) State that the corporation's name satisfies the requirements of section 21-2028; and

(d) Be accompanied by a fee in the amount prescribed in section 21-2005, as such section may from time to time be amended, for an application for reinstatement.

(2) If the Secretary of State determines (a) that the application contains the information required by subsection (1) of this section and that the information is correct and (b) that the corporation has complied with subsection (4) of this section, he or she shall cancel the certificate of dissolution, prepare a certificate of reinstatement that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation under section 21-2034.

(3) When the reinstatement is effective, it shall relate back to and take effect as of the effective date of the automatic dissolution and the corporation shall resume carrying on its business as if the automatic dissolution had never occurred.

(4) A corporation applying for reinstatement under this section shall:

(a)(i) Pay to the Secretary of State a sum equal to all occupation taxes delinquent at the time the corporation was automatically dissolved, plus a sum equal to all occupation taxes which would otherwise have been due for the years the corporation was automatically dissolved; and (ii) forward to the Secretary of State a properly executed and signed ~~annual~~ biennial report for the ~~current~~ most recent even-numbered year; and

(b) Pay to the Secretary of State an additional amount derived by multiplying the rate specified in section 45-104.02, as such rate may from time to time be adjusted, times the amount of occupation taxes required to be paid by it for each year that such corporation was automatically dissolved.

Sec. 13. Section 21-325, Revised Statutes Supplement, 2002, is amended to read:

21-325. (1) Prior to January 1 of each even-numbered year, the Secretary of State shall cause to be mailed by first-class mail to the last-known address of each foreign corporation subject to sections 21-301 to 21-325 a notice stating that on or before March 1 of each even-numbered year occupation taxes are due to be paid and a properly executed and signed report is due to be filed. If such occupation taxes are not paid and such report is not filed by April 15 of each even-numbered year, (a) such taxes and report shall become delinquent, (b) the delinquent corporation shall be automatically dissolved on April 16 of such year for nonpayment of occupation taxes and failure to file the report, and (c) the delinquent occupation tax shall be a lien upon the assets of the corporation subject only to state, county, and municipal taxes.

(2) Upon the failure of any foreign corporation to pay its occupation tax and file the report within the time limited by sections 21-301 to 21-325, the Secretary of State shall on April 16 of such year automatically dissolve the corporation for nonpayment of taxes and shall bar the corporation from doing business in the State of Nebraska under the corporation laws of the state and make such entry and showing upon the records of his or her office.

(3) (a) The Secretary of State shall automatically dissolve a foreign corporation subject to the Business Corporation Act by signing a certificate of revocation of authority to transact business in this state that recites the ground or grounds for revocation and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the foreign corporation under section 21-20,177.

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

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

(4) All delinquent corporation taxes of the corporation shall be a lien upon the assets of the corporation within the state, subsequent only to state, county, and municipal taxes. Nothing in sections 21-322 to 21-325 shall be construed to allow a foreign corporation to do business in Nebraska without complying with the laws of the State of Nebraska.

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

Sec. 14. Section 21-325.01, Reissue Revised Statutes of Nebraska, is amended to read:

21-325.01. (1) A foreign corporation, the certificate of authority of which has been revoked under section 21-325, may apply to the Secretary of State for reinstatement. The application shall:

(a) Recite the name of the foreign corporation and the effective date of the revocation;

(b) State that the ground or grounds for revocation either did not exist or have been eliminated;

(c) State that the foreign corporation's name satisfies the requirements of section 21-20,173; and

(d) Be accompanied by a fee in the amount prescribed in section 21-2005, as such section may from time to time be amended, for an application for reinstatement.

(2) If the Secretary of State determines (a) that the application contains the information required by subsection (1) of this section and that the information is correct and (b) that the foreign corporation has complied with subsection (4) of this section, he or she shall cancel the certificate of revocation, prepare a certificate of reinstatement that recites his or her determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the foreign corporation under section 21-20,177.

(3) When the reinstatement is effective, it shall relate back to and take effect as of the effective date of the revocation and the foreign corporation shall resume carrying on its business as if the revocation had never occurred.

(4) A foreign corporation applying for reinstatement under this section shall:

(a) (i) Pay to the Secretary of State a sum equal to all occupation taxes delinquent as of the effective date of the revocation, plus a sum equal to all occupation taxes which would otherwise have been due for the years the foreign corporation's certificate of authority was revoked; and (ii) forward to the Secretary of State a properly executed and signed ~~annual~~ biennial

report for the ~~current~~ most recent even-numbered year; and

(b) Pay to the Secretary of State an additional amount derived by multiplying the rate specified in section 45-104.02, as such rate may from time to time be adjusted, times the amount of occupation taxes required to be paid by it for each year that such foreign corporation's certificate of authority was revoked.

Sec. 15. Section 21-330, Reissue Revised Statutes of Nebraska, is amended to read:

21-330. Any corporation which has paid tax in excess of the proper amount of the occupation tax imposed in sections 21-301 to 21-325 ~~for any year~~ shall be entitled to a refund of such excess payment. Claims for refund shall be filed with the Secretary of State or may be submitted by the Secretary of State based on his or her own investigation. If approved or submitted by the Secretary of State, the claim shall be forwarded to the State Treasurer for payment from the General Fund.

Sec. 16. Section 21-20,182, Reissue Revised Statutes of Nebraska, is amended to read:

21-20,182. (1) A corporation shall keep as permanent records the minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

(2) A corporation shall maintain appropriate accounting records.

(3) A corporation or its agent shall maintain a record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of shares held by each shareholder.

(4) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(5) A corporation shall keep a copy of the following records at its principal office:

(a) Its articles or restated articles of incorporation and all amendments thereto currently in effect;

(b) Its bylaws or restated bylaws and all amendments thereto currently in effect;

(c) Resolutions adopted by its board of directors creating one or more classes or series of shares and fixing their relative rights, preferences, and limitations if shares issued pursuant to those resolutions are outstanding;

(d) The minutes of all shareholders' meetings and records of all action taken by shareholders without a meeting for the past three years;

(e) All written communications to shareholders generally within the past three years, including the financial statements furnished for the past three years under section 21-20,186;

(f) A list of the names and business addresses of its current directors and officers; and

(g) Its most recent ~~annual~~ biennial report delivered to the Secretary of State under section 21-301.

Sec. 17. Section 21-20,188, Reissue Revised Statutes of Nebraska, is amended to read:

21-20,188. Each domestic corporation and each foreign corporation authorized to transact business in this state shall deliver to the Secretary of State for filing ~~an annual~~ a biennial report as required under section 21-301 or 21-304.

Sec. 18. Section 21-2216, Reissue Revised Statutes of Nebraska, is amended to read:

21-2216. (1) No corporation shall open, operate, or maintain an establishment or do business for any purposes set forth in the Nebraska Professional Corporation Act without (a) filing with the Secretary of State a certificate of registration from the regulating board of the particular profession for which the professional corporation is organized to do business, which certificate shall set forth the name and residence addresses of all shareholders as of the last day of the month preceding such filing, and (b) certifying that all shareholders, directors, and officers, except the secretary and the assistant secretary, are duly licensed to render the same professional services as those for which the corporation was organized. Application for a certificate of registration shall be made by the professional corporation to the regulating board in writing and shall contain the names of all officers, directors, shareholders, and professional employees of the professional corporation, the street address at which the applicant proposes to perform professional services, and such other information as may be required by the regulating board.

If it appears to the regulating board that each shareholder, officer, director, and professional employee of the applicant, except the secretary and the assistant secretary, is licensed to practice the profession of the applicant and that each shareholder, officer, director, or professional employee is not otherwise disqualified from performing the professional services of the applicant, such regulating board shall certify, in duplicate upon a form bearing its date of issuance and prescribed by such regulating board, that such proposed or existing professional corporation complies with the provisions of the act and of the applicable rules and regulations of such regulating board. Each applicant for such registration certificate shall pay such regulating board a fee of twenty-five dollars for the issuance of such duplicate certificate.

One copy of such certificate shall be prominently exposed to public view upon the premises of the principal place of business of each professional corporation organized under the act, and one copy shall be filed by the professional corporation with the Secretary of State who shall charge a fee of twenty-five dollars for filing the same. The certificate from the regulating board shall be filed in the office of the Secretary of State together with the articles of incorporation. A registration certificate bearing an issuance date more than twelve months old shall not be eligible for filing with the Secretary of State.

(2) When licensing records of regulating boards are electronically accessible, the Secretary of State shall access the records. The access shall be made in lieu of the certificate of registration or registration certificate being prepared and issued by the regulating board. The professional corporation shall file with the Secretary of State an application setting forth the name and residence addresses of all officers, directors, shareholders, and professional employees as of the last day of the month preceding the date of the application and shall file with the Secretary of State ~~an annual~~ a biennial update thereafter. Each application shall be accompanied by a licensure verification fee of fifty dollars. The Secretary of State shall verify that all of the directors, officers, shareholders, and professional employees listed on the application, except for the secretary and assistant secretary, are duly licensed or otherwise legally authorized to render the same professional service or an ancillary service as those for which the professional corporation was organized. Verification shall be done by electronically accessing the regulating board's licensing records. If any director, officer, shareholder, or professional employee is not licensed or otherwise legally authorized to perform the professional service that the professional corporation was organized to render, the corporation will be suspended. The ~~annual~~ biennial report and tax cannot be filed and paid in the office of the Secretary of State until the corporation attests in writing that the director, officer, shareholder, or professional employee is licensed or otherwise legally authorized to practice, which shall be verified by the Secretary of State, or is no longer a director, officer, shareholder, or professional employee of the corporation. When the ~~annual~~ biennial report and the tax become delinquent, the corporation shall be dissolved for nonpayment of taxes in compliance with section 21-323.

Sec. 19. Section 21-2217, Reissue Revised Statutes of Nebraska, is amended to read:

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~~ biennial 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 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. 20. Section 33-101, Revised Statutes Supplement, 2002, is amended to read:

33-101. There shall be paid to the Secretary of State the following fees:

- (1) For certificate or exemplification with seal, ten dollars;
- (2) For copies of records, for each page, a fee of one dollar;

(3) For accessing records by electronic means:

(a) ~~For information in the Secretary of State's business division data base on a business or nonprofit corporation, limited liability company, limited liability partnership, or limited partnership. Seventy-five cents for each business entity searched on an individual basis, and for batch requests of business entity information, fifteen dollars for up to one thousand business entities accessed and an additional fifteen dollars for each additional one thousand business entities accessed over one thousand;~~

(b) For information in the Secretary of State's Uniform Commercial Code Division data base, including records filed pursuant to the Uniform Commercial Code, Chapter 52, article 2, 5, 7, 9, 10, 11, 12, or 14, Chapter 54, article 2, or the Uniform State Tax Lien Registration and Enforcement Act, for batch requests searched by debtor location, fifteen dollars for up to one thousand records accessed and an additional fifteen dollars for each additional one thousand records accessed over one thousand;

(c) For an electronically transmitted letter indicating whether a business is properly registered with the Secretary of State and authorized to do business in the state, six dollars and fifty cents; ~~and~~

(d) For the entire contents of the data base regarding corporations and the Uniform Commercial Code, but excluding electronic images, three hundred dollars weekly subscription rate, one thousand dollars monthly subscription rate for a twice-monthly service, and eight hundred dollars monthly subscription rate;

(e) For images of records accessed over the Internet or by other electronic means other than facsimile machine, forty-five cents for each page or image of a page, not to exceed two thousand dollars per request for batch requests; and

(f) For the entire contents of the image data base regarding corporations and the Uniform Commercial Code, eight hundred dollars monthly subscription rate;

(4) For recording articles of association or incorporation, amendments, revised or restated articles, changes of registered office or registered agent, increase or decrease of capital stock, merger or consolidation, statement of intent to dissolve, and consent to dissolution, revocation of dissolution, articles of dissolution, domestic or foreign, profit or nonprofit, five dollars per page;

(5) For taking acknowledgment, ten dollars;

(6) For administering oath, ten dollars;

(7) For filings by for-profit corporations and associations required or permitted by law to file articles of incorporation or organization with the Secretary of State, the fees provided in section 21-2005 unless otherwise specifically provided by law; and

(8) For filings by nonprofit corporations and associations required or permitted by law to file articles of incorporation or organization with the Secretary of State, the fees provided in section 21-1905 unless otherwise specifically provided by law.

All fees collected pursuant to subdivision (3) of this section shall be deposited in the Records Management Cash Fund and shall be distributed as provided in any agreements between the State Records Board and the Secretary of State.

Sec. 21. Sections 20 to 22 of this act become operative three calendar months after adjournment of this legislative session. The other sections of this act become operative on January 1, 2004.

Sec. 22. Original section 33-101, Revised Statutes Supplement, 2002, is repealed.

Sec. 23. Original sections 21-302, 21-303, 21-305, 21-311, 21-314, 21-321, 21-323.01, 21-325.01, 21-330, 21-20,182, 21-20,188, 21-2216, and 21-2217, Reissue Revised Statutes of Nebraska, and sections 21-301, 21-304, 21-306, 21-313, 21-323, and 21-325, Revised Statutes Supplement, 2002, are repealed.