

ASSEMBLY BILL

No. 657

**Introduced by Assembly Member Gordon
(Coauthor: Assembly Member Buchanan)**

February 16, 2011

An act to amend Sections 1363.5 and 1363.6 of the Civil Code, to amend Sections 1502, 2117, 2204, 2205, 6210, 6810, 8210, 8810, 12570, 12670, 17060, 17651, 17653, and 17654 of the Corporations Code, to amend Section 14101.6 of the Financial Code, and to amend Sections 12186 and 12190 of the Government Code, relating to corporations.

LEGISLATIVE COUNSEL'S DIGEST

AB 657, as introduced, Gordon. Corporations: statement of information: Secretary of State.

Existing law requires corporations to register with the Secretary of State and file annual statements of information with specified information. Existing law requires the Secretary of State to annually mail a notice of compliance three months prior to the close of the applicable filing period.

This bill would revise and recast those provisions and would instead allow a corporation to receive the annual renewal notice provided by the Secretary of State by electronic mail. The bill would make conforming changes to the statement of information, including with regard to mailing and street addresses. The bill would also make conforming and other changes to provisions that apply to credit unions and common interest developments, as specified.

Vote: majority. Appropriation: no. Fiscal committee: yes.
State-mandated local program: no.

The people of the State of California do enact as follows:

1 SECTION 1. Section 1363.5 of the Civil Code is amended to
2 read:

3 1363.5. (a) The articles of incorporation of a common interest
4 development association filed with the Secretary of State ~~on or~~
5 ~~after January 1, 1995~~, shall include a statement, which shall be in
6 addition to the statement of purposes of the corporation, that does
7 all of the following:

8 (1) Identifies the corporation as an association formed to manage
9 a common interest development under the Davis-Stirling Common
10 Interest Development Act.

11 (2) States the business or corporate office of the association, if
12 any, and, if the office is not on the site of the common interest
13 development, states the ~~nine-digit ZIP Code~~, front street, and
14 nearest cross street for the physical location of the common interest
15 development.

16 (3) States the name and address of the association’s managing
17 agent, as defined in Section 1363.1, if any.

18 (b) ~~The statement of principal business activity contained in the~~
19 ~~annual statement~~ filed by an incorporated association with the
20 Secretary of State pursuant to Section ~~1502 8210~~ of the
21 Corporations Code shall also contain ~~the~~ a statement ~~specified in~~
22 ~~subdivision (a)~~ *identifying the corporation as an association formed*
23 *to manage a common interest development association under the*
24 *Davis-Stirling Common Interest Development Act.*

25 SEC. 2. Section 1363.6 of the Civil Code is amended to read:

26 1363.6. (a) To assist with the identification of common interest
27 developments, each association, whether incorporated or
28 unincorporated, shall submit to the Secretary of State, on a form
29 and for a fee not to exceed thirty dollars (\$30) that the Secretary
30 of State shall prescribe, the following information concerning the
31 association and the development that it manages:

32 (1) A statement that the association is formed to manage a
33 common interest development under the Davis-Stirling Common
34 Interest Development Act.

35 (2) The name of the association.

36 (3) *The street address of the business or corporate office of the*
37 *association, if any.*

38 (3)

1 (4) The street address of the association's onsite office, ~~or, if~~
2 ~~none~~, *if different from the street address of the business or*
3 *corporate office, or if there is no onsite office, the street address*
4 of the responsible officer or managing agent of the association.

5 ~~(4)~~

6 (5) The name, address, and either the daytime telephone number
7 or e-mail address of the president of the association, other than the
8 address, telephone number, or e-mail address of the association's
9 onsite office or managing agent of the association.

10 ~~(5)~~

11 (6) The name, street address, and daytime telephone number of
12 the association's managing agent, if any.

13 ~~(6)~~

14 (7) The county, and if in an incorporated area, the city in which
15 the development is physically located. If the boundaries of the
16 development are physically located in more than one county, each
17 of the counties in which it is located.

18 ~~(7)~~

19 (8) If the development is in an unincorporated area, the city
20 closest in proximity to the development.

21 ~~(8)~~

22 (9) ~~The nine-digit ZIP Code~~, front street, and nearest cross street
23 of the physical location of the development.

24 ~~(9)~~

25 (10) The type of common interest development, as defined in
26 subdivision (c) of Section 1351, managed by the association.

27 ~~(10)~~

28 (11) The number of separate interests, as defined in subdivision
29 (l) of Section 1351, in the development.

30 (b) The association shall submit the information required by
31 this section as follows:

32 (1) By incorporated associations, within 90 days after the filing
33 of its original articles of incorporation, and thereafter at the time
34 the association files its ~~biennial~~ statement of principal business
35 activity with the Secretary of State pursuant to Section 8210 of
36 the Corporations Code.

37 (2) By unincorporated associations, in July of 2003, and in that
38 same month biennially thereafter. Upon changing its status to that
39 of a corporation, the association shall comply with the filing
40 deadlines in paragraph (1).

1 (c) The association shall notify the Secretary of State of any
2 change in the street address of the association's onsite office or of
3 the responsible officer or managing agent of the association in the
4 form and for a fee prescribed by the Secretary of State, within 60
5 days of the change.

6 (d) On and after January 1, 2006, the penalty for an incorporated
7 association's noncompliance with the initial or biennial filing
8 requirements of this section shall be suspension of the association's
9 rights, privileges, and powers as a corporation and monetary
10 penalties, to the same extent and in the same manner as suspension
11 and monetary penalties imposed pursuant to Section 8810 of the
12 Corporations Code.

13 (e) *The statement required by this section may be filed,*
14 *notwithstanding suspension of the corporate powers, rights, and*
15 *privileges under this section or under provisions of the Revenue*
16 *and Taxation Code. Upon the filing of a statement under this*
17 *section by a corporation that has suffered suspension under this*
18 *section, the Secretary of State shall certify that fact to the Franchise*
19 *Tax Board and the corporation may thereupon be relieved from*
20 *suspension, unless the corporation is held in suspension by the*
21 *Franchise Tax Board by reason of Section 23301, 23301.5, or*
22 *23775 of the Revenue and Taxation Code.*

23 (e)
24 (f) The Secretary of State shall make the information submitted
25 pursuant to paragraph ~~(4)~~ (5) of subdivision (a) available only for
26 governmental purposes and only to Members of the Legislature
27 and the Business, Transportation and Housing Agency, upon
28 written request. All other information submitted pursuant to this
29 section shall be subject to public inspection pursuant to the
30 California Public Records Act, Chapter 3.5 (commencing with
31 Section 6250) of Division 7 of Title 1 of the Government Code.
32 The information submitted pursuant to this section shall be made
33 available for governmental or public inspection, as the case may
34 be, on or before July 1, 2004, and thereafter.

35 (g) *Whenever any form is filed pursuant to this section, it*
36 *supersedes any previously filed form.*

37 (h) *The Secretary of State may destroy or otherwise dispose of*
38 *any form filed pursuant to this section after it has been superseded*
39 *by the filing of a new form.*

1 SEC. 3. Section 1502 of the Corporations Code is amended to
2 read:

3 1502. (a) Every corporation shall file, within 90 days after the
4 filing of its original articles and annually thereafter during the
5 applicable filing period, on a form prescribed by the Secretary of
6 State, a statement containing all of the following:

7 (1) *The name of the corporation and the Secretary of State's*
8 *file number.*

9 ~~(1)~~

10 (2) The names and complete business or residence addresses of
11 its incumbent directors.

12 ~~(2)~~

13 (3) The number of vacancies on the board, if any.

14 ~~(3)~~

15 (4) The names and complete business or residence addresses of
16 its chief executive officer, secretary, and chief financial officer.

17 ~~(4)~~

18 (5) The street address of its principal executive office.

19 ~~(5)~~

20 (6) The mailing address of the corporation, if different from the
21 street address of its principal executive office.

22 ~~(6)~~

23 (7) If the address of its principal executive office is not in this
24 state, the street address of its principal business office in this state,
25 if any.

26 (8) *A valid electronic mail address, if available.*

27 (9) *If applicable, a statement that the corporation chooses to*
28 *receive renewal notices and any other notifications from the*
29 *Secretary of State by electronic mail instead of by United States*
30 *mail.*

31 ~~(7)~~

32 (10) A statement of the general type of business that constitutes
33 the principal business activity of the corporation (for example,
34 manufacturer of aircraft; wholesale liquor distributor; or retail
35 department store).

36 (b) The statement required by subdivision (a) shall also
37 designate, as the agent of the corporation for the purpose of service
38 of process, a natural person residing in this state or a corporation
39 that has complied with Section 1505 and whose capacity to act as
40 an agent has not terminated. If a natural person is designated, the

1 statement shall set forth that person's complete business or
2 residence street address. If a corporate agent is designated, no
3 address for it shall be set forth.

4 (c) If there has been no change in the information in the last
5 filed statement of the corporation on file in the Secretary of State's
6 office, the corporation may, in lieu of filing the statement required
7 by subdivisions (a) and (b), advise the Secretary of State, on a
8 form prescribed by the Secretary of State, that no changes in the
9 required information have occurred during the applicable filing
10 period.

11 (d) For the purposes of this section, the applicable filing period
12 for a corporation shall be the calendar month during which its
13 original articles were filed and the immediately preceding five
14 calendar months. The Secretary of State shall ~~mail~~ *provide* a notice
15 ~~for compliance to each corporation to comply with this section to~~
16 ~~each corporation~~ approximately three months prior to the close of
17 the applicable filing period. The notice shall state the due date for
18 compliance and shall be ~~mailed~~ *sent* to the last address of the
19 corporation according to the records of the Secretary of State *or*
20 *to the last electronic mail address according to the records of the*
21 *Secretary of the State if the corporation has elected to receive*
22 *notices from the Secretary of State by electronic mail.* The failure
23 of the corporation to receive the notice is not an excuse for failure
24 to comply with this section.

25 (e) Whenever any of the information required by subdivision
26 (a) is changed, the corporation may file a current statement
27 containing all the information required by subdivisions (a) and
28 (b). In order to change its agent for service of process or the address
29 of the agent, the corporation must file a current statement
30 containing all the information required by subdivisions (a) and
31 (b). Whenever any statement is filed pursuant to this section, it
32 supersedes any previously filed statement and the statement in the
33 articles as to the agent for service of process and the address of
34 the agent.

35 (f) The Secretary of State may destroy or otherwise dispose of
36 any statement filed pursuant to this section after it has been
37 superseded by the filing of a new statement.

38 (g) This section shall not be construed to place any person
39 dealing with the corporation on notice of, or under any duty to

1 inquire about, the existence or content of a statement filed pursuant
2 to this section.

3 (h) The statement required by subdivision (a) shall be available
4 and open to the public for inspection. The Secretary of State shall
5 provide access to all information contained in this statement by
6 means of an online database.

7 (i) In addition to any other fees required, a corporation shall
8 pay a five-dollar (\$5) disclosure fee when filing the statement
9 required by subdivision (a). One-half of the fee shall be utilized
10 to further the provisions of this section, including the development
11 and maintenance of the online database required by subdivision
12 (h), and one-half shall be deposited into the Victims of Corporate
13 Fraud Compensation Fund established in Section 1502.5.

14 (j) A corporation shall certify that the information it provides
15 pursuant to subdivisions (a) and (b) is true and correct. No claim
16 may be made against the state for inaccurate information contained
17 in the statements.

18 SEC. 4. Section 2117 of the Corporations Code is amended to
19 read:

20 2117. (a) Every foreign corporation (other than a foreign
21 association) qualified to transact intrastate business shall file, *within*
22 *90 days after the filing of its original statement and designation*
23 *of foreign corporation and annually thereafter* during the applicable
24 filing period, on a form prescribed by the Secretary of State, a
25 statement containing the following:

26 (1) *The name of the corporation as registered in California and*
27 *the California Secretary of State's file number.*

28 ~~(1)~~

29 (2) The names and complete business or residence addresses of
30 its chief executive officer, secretary, and chief financial officer.

31 ~~(2)~~

32 (3) The street address of its principal executive office.

33 ~~(3)~~

34 (4) The mailing address of the corporation, if different from the
35 street address of its principal executive office.

36 ~~(4)~~

37 (5) The street address of its principal business office in this
38 state, if any.

39 (6) *A valid electronic mail address, if available.*

1 (7) *If applicable, a statement that the corporation chooses to*
2 *receive renewal notices and any other notifications from the*
3 *Secretary of State by electronic mail instead of by United States*
4 *mail.*

5 ~~(5)~~

6 (8) A statement of the general type of business that constitutes
7 the principal business activity of the corporation (for example,
8 manufacturer of aircraft; wholesale liquor distributor; or retail
9 department store).

10 (b) The statement required by subdivision (a) shall also
11 designate, as the agent of the corporation for the purpose of service
12 of process, a natural person residing in this state or a corporation
13 that has complied with Section 1505 and whose capacity to act as
14 the agent has not terminated. If a natural person is designated, the
15 statement shall set forth the person's complete business or
16 residence street address. If a corporate agent is designated, no
17 address for it shall be set forth.

18 (c) The statement required by subdivision (a) shall be available
19 and open to the public for inspection. The Secretary of State shall
20 provide access to all information contained in the statement by
21 means of an online database.

22 (d) In addition to any other fees required, a foreign corporation
23 shall pay a five-dollar (\$5) disclosure fee upon filing the statement
24 required by subdivision (a). One-half of the fee shall be utilized
25 to further the provisions of this section, including the development
26 and maintenance of the online database required by subdivision
27 (d), and one-half shall be deposited into the Victims of Corporate
28 Fraud Compensation Fund established in Section 1502.5.

29 (e) Whenever any of the information required by subdivision
30 (a) is changed, the corporation may file a current statement
31 containing all the information required by subdivisions (a) and
32 (b). In order to change its agent for service of process or the address
33 of the agent, the corporation shall file a current statement
34 containing all the information required by subdivisions (a) and
35 (b). Whenever any statement is filed pursuant to this section, it
36 supersedes any previously filed statement and the statement in the
37 filing pursuant to Section 2105.

38 (f) Subdivisions (c), (d), (f), and (g) of Section 1502 apply to
39 statements filed pursuant to this section, except that "articles" shall

1 mean the filing pursuant to Section 2105, and “corporation” shall
2 mean a foreign corporation.

3 SEC. 5. Section 2204 of the Corporations Code is amended to
4 read:

5 2204. (a) Upon the failure of a corporation to file the statement
6 required by Section 1502, the Secretary of State shall ~~mail~~ *provide*
7 a notice of that delinquency to the corporation. The notice shall
8 also contain information concerning the application of this section,
9 advise the corporation of the penalty imposed by Section 19141
10 of the Revenue and Taxation Code for failure to timely file the
11 required statement after notice of *the* delinquency has been ~~mailed~~
12 *provided* by the Secretary of State, and shall advise the corporation
13 of its right to request relief from the Secretary of State because of
14 reasonable cause or unusual circumstances that justify the failure
15 to file. If, within 60 days ~~after the mailing of the providing~~ notice
16 of *the* delinquency, a statement pursuant to Section 1502 has not
17 been filed by the corporation, the Secretary of State shall certify
18 the name of the corporation to the Franchise Tax Board.

19 (b) Upon certification pursuant to subdivision (a), the Franchise
20 Tax Board shall assess against the corporation the penalty provided
21 in Section 19141 of the Revenue and Taxation Code.

22 (c) The penalty herein provided shall not apply to a corporation
23 that on or prior to the date of certification pursuant to subdivision
24 (a) has dissolved or has been merged into another corporation.

25 (d) The penalty herein provided shall not apply and the Secretary
26 of State need not ~~mail~~ *provide* a notice of *the* delinquency to a
27 corporation if the corporate powers, rights, and privileges have
28 been suspended by the Franchise Tax Board pursuant to Section
29 23301, 23301.5, or 23775 of the Revenue and Taxation Code on
30 or prior to, and remain suspended on, the last day of the filing
31 period pursuant to Section 1502. The Secretary of State need not
32 ~~mail a form~~ *provide notice of the filing requirement* pursuant to
33 Section 1502 to a corporation if the corporate powers, rights and
34 privileges have been so suspended by the Franchise Tax Board on
35 or prior to, and remain suspended on, the day the Secretary of State
36 prepares the ~~forms for mailing~~ *notice for sending*.

37 (e) If, after certification pursuant to subdivision (a), the Secretary
38 of State finds (1) the required statement was filed before the
39 expiration of the 60-day period ~~after mailing of the providing~~ notice
40 of *the* delinquency, or (2) the failure to provide notice of

1 delinquency was due to an error of the Secretary of State, the
2 Secretary of State shall promptly decertify the name of the
3 corporation to the Franchise Tax Board. The Franchise Tax Board
4 shall then promptly abate any penalty assessed against the
5 corporation pursuant to Section 19141 of the Revenue and Taxation
6 Code.

7 (f) If the Secretary of State determines that the failure of a
8 corporation to file the statement required by Section 1502 is
9 excusable because of reasonable cause or unusual circumstances
10 that justify the failure, the Secretary of State may waive the penalty
11 imposed by this section and by Section 19141 of the Revenue and
12 Taxation Code, in which case the Secretary of State shall not certify
13 the name of the corporation to the Franchise Tax Board, or if
14 already certified, the Secretary of State shall promptly decertify
15 the name of the corporation.

16 SEC. 6. Section 2205 of the Corporations Code is amended to
17 read:

18 2205. (a) A corporation that (1) fails to file a statement
19 pursuant to Section 1502 for an applicable filing period, (2) has
20 not filed a statement pursuant to Section 1502 during the preceding
21 24 months, and (3) was certified for penalty pursuant to Section
22 2204 for the same filing ~~period, is period, is~~ *period, is* subject to suspension
23 pursuant to this section rather than to penalty pursuant to Section
24 2204.

25 (b) When subdivision (a) is applicable, the Secretary of State
26 shall ~~mail~~ *provide* a notice to the corporation informing the
27 corporation that its corporate powers, rights, and privileges will
28 be suspended after 60 days if it fails to file a statement pursuant
29 to Section 1502.

30 (c) After the expiration of the 60-day period without any
31 statement filed pursuant to Section 1502, the Secretary of State
32 shall notify the Franchise Tax Board of the suspension and ~~mail~~
33 *provide* a notice of the suspension to the corporation, and
34 thereupon, the corporate powers, rights, and privileges of the
35 corporation are suspended, except for the purpose of filing an
36 application for exempt status or amending the articles of
37 incorporation as necessary either to perfect that application or to
38 set forth a new name.

39 (d) A statement pursuant to Section 1502 may be filed
40 notwithstanding suspension of the corporate powers, rights, and

1 privileges pursuant to this section or Section 23301, 23301.5, or
2 23775 of the Revenue and Taxation Code. Upon the filing of a
3 statement pursuant to Section 1502 by a corporation that has
4 suffered suspension pursuant to this section, the Secretary of State
5 shall certify that fact to the Franchise Tax Board and the
6 corporation may thereupon be relieved from suspension unless the
7 corporation is held in suspension by the Franchise Tax Board by
8 reason of Section 23301, 23301.5, or 23775 of the Revenue and
9 Taxation Code.

10 SEC. 7. Section 6210 of the Corporations Code is amended to
11 read:

12 6210. (a) Every corporation shall, within 90 days after the
13 filing of its original articles and biennially thereafter during the
14 applicable filing period, file, on a form prescribed by the Secretary
15 of State, a statement containing: (1) *the name of the corporation*
16 *and the Secretary of State's file number*; (2) the names and
17 complete business or residence addresses of its chief executive
18 officer, secretary, and chief financial officer; ~~(2) (3) the street~~
19 ~~address of its principal office in this state, if any; and (3) (4) the~~
20 mailing address of the corporation, if different from the street
21 address of its principal executive office or if the corporation has
22 no principal office address in this state; (5) *a valid electronic mail*
23 *address, if available; and (6) if applicable, a statement that the*
24 *corporation chooses to receive renewal notices and any other*
25 *notifications from the Secretary of State by electronic mail instead*
26 *of by United States mail.*

27 (b) The statement required by subdivision (a) shall also
28 designate, as the agent of the corporation for the purpose of service
29 of process, a natural person residing in this state or any domestic
30 or foreign or foreign business corporation that has complied with
31 Section 1505 and whose capacity to act as an agent has not
32 terminated. If a natural person is designated, the statement shall
33 set forth the person's complete business or residence street address.
34 If a corporate agent is designated, no address for it shall be set
35 forth.

36 (c) For the purposes of this section, the applicable filing period
37 for a corporation shall be the calendar month during which its
38 original articles were filed and the immediately preceding five
39 calendar months. The Secretary of State shall ~~mail~~ *provide* a notice
40 ~~for compliance to each corporation to comply with this section to~~

1 ~~each corporation~~ approximately three months prior to the close of
2 the applicable filing period. The notice shall state the due date for
3 compliance and shall be ~~mailed~~ *sent* to the last address of the
4 corporation according to the records of the Secretary of State *or*
5 *to the last electronic mail address according to the records of the*
6 *Secretary of State if the corporation has elected to receive notices*
7 *from the Secretary of State by electronic mail.* Neither the failure
8 of the Secretary of State to ~~mail~~ *send* the notice nor the failure of
9 the corporation to receive it is an excuse for failure to comply with
10 this section.

11 (d) Whenever any of the information required by subdivision
12 (a) is changed, the corporation may file a current statement
13 containing all the information required by subdivisions (a) and
14 (b). In order to change its agent for service of process or the address
15 of the agent, the corporation must file a current statement
16 containing all the information required by subdivisions (a) and
17 (b). Whenever any statement is filed pursuant to this section, it
18 supersedes any previously filed statement and the statement in the
19 articles as to the agent for service of process and the address of
20 the agent.

21 (e) The Secretary of State may destroy or otherwise dispose of
22 any statement filed pursuant to this section after it has been
23 superseded by the filing of a new statement.

24 (f) This section shall not be construed to place any person
25 dealing with the corporation on notice of, or under any duty to
26 inquire about, the existence or content of a statement filed pursuant
27 to this section.

28 SEC. 8. Section 6810 of the Corporations Code is amended to
29 read:

30 6810. (a) Upon the failure of a corporation to file the statement
31 required by Section 6210, the Secretary of State shall ~~mail~~ *provide*
32 a notice of that delinquency to the corporation. The notice shall
33 also contain information concerning the application of this section,
34 and advise the corporation of the penalty imposed by Section 19141
35 of the Revenue and Taxation Code for failure to timely file the
36 required statement after notice of delinquency has been ~~mailed~~
37 *provided* by the Secretary of State. If, within 60 days after ~~the~~
38 ~~mailing~~ *of providing* the notice of delinquency, a statement
39 pursuant to Section 6210 has not been filed by the corporation, the

1 Secretary of State ~~may pursuant to regulation~~ shall certify the name
2 of the corporation to the Franchise Tax Board.

3 (b) Upon certification pursuant to subdivision (a), the Franchise
4 Tax Board shall assess against the corporation a penalty of fifty
5 dollars (\$50) pursuant to Section 19141 of the Revenue and
6 Taxation Code.

7 (c) The penalty herein provided shall not apply to a corporation
8 that on or prior to the date of certification pursuant to subdivision
9 (a) has dissolved or has been merged into another corporation.

10 (d) The penalty herein provided shall not apply and the Secretary
11 of State need not ~~mail~~ provide a notice of *the* delinquency to a
12 corporation the corporate powers, rights, and privileges of which
13 have been suspended by the Franchise Tax Board pursuant to
14 Section 23301, 23301.5, or 23775 of the Revenue and Taxation
15 Code on or prior to, and remain suspended on, the last day of the
16 filing period pursuant to Section 6210. The Secretary of State need
17 not ~~mail a form~~ provide notice of the filing requirement pursuant
18 to Section 6210 to a corporation the corporate powers, rights, and
19 privileges of which have been so suspended by the Franchise Tax
20 Board on or prior to, and remain suspended on, the day the
21 Secretary of State prepares the forms for mailing notice for sending.

22 (e) If, after certification pursuant to subdivision (a), the Secretary
23 of State finds the required statement was filed before the expiration
24 of the 60-day period after ~~mailing of the~~ providing notice of the
25 delinquency, the Secretary of State shall promptly decertify the
26 name of the corporation to the Franchise Tax Board. The Franchise
27 Tax Board shall then promptly abate any penalty assessed against
28 the corporation pursuant to Section 19141 of the Revenue and
29 Taxation Code.

30 (f) If the Secretary of State determines that the failure of a
31 corporation to file a statement required by Section 6210 is
32 excusable because of reasonable cause or unusual circumstances
33 that justify the failure, the Secretary of State may waive the penalty
34 imposed by this section and by Section 19141 of the Revenue and
35 Taxation Code, in which case the Secretary of State shall not certify
36 the name of the corporation to the Franchise Tax Board, or if
37 already certified, the Secretary of State shall promptly decertify
38 the name of the corporation.

39 SEC. 9. Section 8210 of the Corporations Code is amended to
40 read:

1 8210. (a) Every corporation shall, within 90 days after the
2 filing of its original articles and biennially thereafter during the
3 applicable filing period, file, on a form prescribed by the Secretary
4 of State, a statement containing: (1) *the name of the corporation*
5 *and the Secretary of State's file number*; (2) the names and
6 complete business or residence addresses of its chief executive
7 officer, secretary, and chief financial officer, ~~(2)~~; (3) the street
8 address of its principal office in this state, if any, ~~and (3)~~; (4) the
9 mailing address of the corporation, if different from the street
10 address of its principal executive office or if the corporation has
11 no principal office address in this state; (5) *a valid electronic mail*
12 *address, if available; and (6) if applicable, a statement that the*
13 *corporation chooses to receive renewal notices and any other*
14 *notifications from the Secretary of State by electronic mail instead*
15 *of by United States mail.*

16 (b) The statement required by subdivision (a) shall also
17 designate, as the agent of the corporation for the purpose of service
18 of process, a natural person residing in this state or any domestic
19 or foreign or foreign business corporation that has complied with
20 Section 1505 and whose capacity to act as an agent has not
21 terminated. If a natural person is designated, the statement shall
22 set forth the person's complete business or residence street address.
23 If a corporate agent is designated, no address for it shall be set
24 forth.

25 (c) For the purposes of this section, the applicable filing period
26 for a corporation shall be the calendar month during which its
27 original articles were filed and the immediately preceding five
28 calendar months. The Secretary of State shall ~~mail~~ *provide* a notice
29 ~~for compliance to each corporation to comply with this section to~~
30 ~~each corporation~~ approximately three months prior to the close of
31 the applicable filing period. The notice shall state the due date for
32 compliance and shall be ~~mailed~~ *sent* to the last address of the
33 corporation according to the records of the Secretary of State *or*
34 *to the last electronic mail address according to the records of the*
35 *Secretary of State if the corporation has elected to receive notices*
36 *from the Secretary of State by electronic mail.* Neither the failure
37 of the Secretary of State to ~~mail~~ *send* the notice nor the failure of
38 the corporation to receive it is an excuse for failure to comply with
39 this section.

1 (d) Whenever any of the information required by subdivision
2 (a) is changed, the corporation may file a current statement
3 containing all the information required by subdivisions (a) and
4 (b). In order to change its agent for service of process or the address
5 of the agent, the corporation must file a current statement
6 containing all the information required by subdivisions (a) and
7 (b). Whenever any statement is filed pursuant to this section, it
8 supersedes any previously filed statement and the statement in the
9 articles as to the agent for service of process and the address of
10 the agent.

11 (e) The Secretary of State may destroy or otherwise dispose of
12 any statement filed pursuant to this section after it has been
13 superseded by the filing of a new statement.

14 (f) This section shall not be construed to place any person
15 dealing with the corporation on notice of, or under any duty to
16 inquire about, the existence or content of a statement filed pursuant
17 to this section.

18 SEC. 10. Section 8810 of the Corporations Code is amended
19 to read:

20 8810. (a) Upon the failure of a corporation to file the statement
21 required by Section 8210, the Secretary of State shall ~~mail~~ *provide*
22 a notice of such delinquency to the corporation. The notice shall
23 also contain information concerning the application of this section,
24 and advise the corporation of the penalty imposed by Section 19141
25 of the Revenue and Taxation Code for failure to timely file the
26 required statement after notice of delinquency has been ~~mailed~~
27 *provided* by the Secretary of State. If, within 60 days after ~~the~~
28 ~~mailing of the providing~~ notice of *the* delinquency, a statement
29 pursuant to Section 8210 has not been filed by the corporation, the
30 Secretary of State ~~may pursuant to regulation~~ *shall* certify the name
31 of ~~such~~ *the* corporation to the Franchise Tax Board.

32 (b) Upon certification pursuant to subdivision (a), the Franchise
33 Tax Board shall assess against the corporation a penalty of fifty
34 dollars (\$50) pursuant to Section 19141 of the Revenue and
35 Taxation Code.

36 (c) The penalty herein provided shall not apply to a corporation
37 which on or prior to the date of certification pursuant to subdivision
38 (a) has dissolved or has been merged into another corporation.

39 (d) The penalty herein provided shall not apply and the Secretary
40 of State need not ~~mail~~ *provide* a notice of *the* delinquency to a

1 corporation the corporate powers, rights and privileges of which
 2 have been suspended by the Franchise Tax Board pursuant to
 3 Section 23301, 23301.5, or 23775 of the Revenue and Taxation
 4 Code on or prior to, and remain suspended on, the last day of the
 5 filing period pursuant to Section 8210. The Secretary of State need
 6 ~~not mail a form~~ *provide notice of the filing requirement* pursuant
 7 to Section 8210, to a corporation the corporate powers, rights and
 8 privileges of which have been so suspended by the Franchise Tax
 9 Board on or prior to, and remain suspended on, the day the
 10 Secretary of State prepares the ~~forms for mailing~~ *notice for sending*.

11 (e) If, after certification pursuant to subdivision (a) the Secretary
 12 of State finds the required statement was filed before the expiration
 13 of the 60-day period after mailing of the notice of delinquency,
 14 the Secretary of State shall promptly decertify the name of the
 15 corporation to the Franchise Tax Board. The Franchise Tax Board
 16 shall then promptly abate any penalty assessed against the
 17 corporation pursuant to Section 19141 of the Revenue and Taxation
 18 Code.

19 (f) If the Secretary of State determines that the failure of a
 20 corporation to file a statement required by Section 8210 is
 21 excusable because of reasonable cause or unusual circumstances
 22 which justify the failure, the Secretary of State may waive the
 23 penalty imposed by this section and by Section 19141 of the
 24 Revenue and Taxation Code, in which case the Secretary of State
 25 shall not certify the name of the corporation to the Franchise Tax
 26 Board, or if already certified, the Secretary of State shall promptly
 27 decertify the name of the corporation.

28 SEC. 11. Section 12570 of the Corporations Code is amended
 29 to read:

30 12570. (a) Every corporation shall, within 90 days after the
 31 filing of its original articles and annually thereafter during the
 32 applicable filing period in each year, file, on a form prescribed by
 33 the Secretary of State, a statement containing: (1) *the name of the*
 34 *corporation and the Secretary of State's file number*; (2) the names
 35 and complete business or residence addresses of its chief executive
 36 officer or general manager, secretary, and chief financial officer;
 37 ~~and (2)~~ (3) the street address of its principal office in this state, if
 38 any; (4) *the mailing address of the corporation, if different from*
 39 *the street address of its principal office in this state*; (5) *a valid*
 40 *electronic mail address, if available*; and (6) *if applicable, a*

1 *statement that the corporation chooses to receive renewal notices*
2 *and any other notifications from the Secretary of State by electronic*
3 *mail instead of by United States mail.*

4 (b) The statement required by subdivision (a) shall also
5 designate, as the agent of the corporation for the purpose of service
6 of process, a natural person residing in this state or any domestic
7 or foreign corporation which has complied with Section 1505 and
8 whose capacity to act as such agent has not terminated. If a natural
9 person is designated, the statement shall set forth the person's
10 complete business or residence address. If a corporate agent is
11 designated, no address for it shall be set forth.

12 (c) For the purposes of this section, the applicable filing period
13 for a corporation shall be the calendar month during which its
14 original articles were filed and the immediately preceding five
15 calendar months. The Secretary of State shall ~~mail a form for~~
16 ~~compliance~~ *provide a notice to each corporation to comply with*
17 *this section to each corporation* approximately three months prior
18 to the close of the applicable filing period. The ~~form~~ *notice* shall
19 state the due date ~~thereof for compliance~~ and shall be ~~mailed~~ *sent*
20 to the last address of the corporation according to the records of
21 the Secretary of State *or to the last electronic mail address*
22 *according to the records of the Secretary of State if the corporation*
23 *has elected to receive notices from the Secretary of State by*
24 *electronic mail.* Neither the failure of the Secretary of State to ~~mail~~
25 ~~the form~~ *send the notice* nor the failure of the corporation to receive
26 it is an excuse for failure to comply with this section.

27 (d) Whenever any of the information required by subdivision
28 (a) is changed, the corporation may file a current statement
29 containing all the information required by subdivisions (a) and
30 (b). In order to change its agent for service of process or the address
31 of the agent, the corporation must file a current statement
32 containing all the information required by subdivisions (a) and
33 (b). Whenever any statement is filed pursuant to this section, it
34 supersedes any previously filed statement and the statement in the
35 articles as to the agent for service of process and the address of
36 the agent.

37 (e) The Secretary of State may destroy or otherwise dispose of
38 any statement filed pursuant to this section after it has been
39 superseded by the filing of a new statement.

1 (f) This section shall not be construed to place any person
2 dealing with the corporation on notice of, or under any duty to
3 inquire about, the existence or content of a statement filed pursuant
4 to this section.

5 SEC. 12. Section 12670 of the Corporations Code is amended
6 to read:

7 12670. (a) Upon the failure of a corporation to file the
8 statement required by Section 12570, the Secretary of State shall
9 ~~mail~~ *provide* a notice of that delinquency to the corporation. The
10 notice shall also contain information concerning the application
11 of this section, and shall advise the corporation of the penalty
12 imposed by Section 19141 of the Revenue and Taxation Code for
13 failure to timely file the required statement after notice of
14 delinquency has been ~~mailed~~ *provided* by the Secretary of State.
15 If, within 60 days after ~~the mailing of the providing~~ notice of *the*
16 delinquency, a statement pursuant to Section 12570 has not been
17 filed by the corporation, the Secretary of State ~~may pursuant to~~
18 ~~regulation~~ *shall* certify the name of ~~that~~ *the* corporation to the
19 Franchise Tax Board.

20 (b) Upon certification pursuant to subdivision (a), the Franchise
21 Tax Board shall assess against the corporation a penalty of fifty
22 dollars (\$50) pursuant to Section 19141 of the Revenue and
23 Taxation Code.

24 (c) The penalty herein provided shall not apply to a corporation
25 which on or prior to the date of certification pursuant to subdivision
26 (a) has dissolved or has been merged into another corporation.

27 (d) The penalty herein provided shall not apply and the Secretary
28 of State need not ~~mail~~ *provide* a notice of *the* delinquency to a
29 corporation the corporate powers, rights and privileges of which
30 have been suspended by the Franchise Tax Board pursuant to
31 Section 23301, 23301.5, or 23775 of the Revenue and Taxation
32 Code on or prior to, and remain suspended on, the last day of the
33 filing period pursuant to Section 12570. The Secretary of State
34 need not ~~mail a form~~ *provide notice of the filing requirement*
35 pursuant to Section 12570, to a corporation the corporate powers,
36 rights and privileges of which have been so suspended by the
37 Franchise Tax Board on or prior to, and remain suspended on, the
38 day the Secretary of State prepares the ~~forms for mailing~~ *notice*
39 *for sending*.

1 (e) If, after certification pursuant to subdivision (a) the Secretary
2 of State finds the required statement was filed before the expiration
3 of the 60-day period after ~~mailing of the~~ *providing* notice of the
4 delinquency, the Secretary of State shall promptly decertify the
5 name of the corporation to the Franchise Tax Board. The Franchise
6 Tax Board shall then promptly abate any penalty assessed against
7 the corporation pursuant to Section 19141 of the Revenue and
8 Taxation Code.

9 (f) If the Secretary of State determines that the failure of a
10 corporation to file a statement required by Section 12570 is
11 excusable because of reasonable cause or unusual circumstances
12 which justify the failure, the Secretary of State may waive the
13 penalty imposed by this section and by Section 19141 of the
14 Revenue and Taxation Code, in which case the Secretary of State
15 shall not certify the name of the corporation to the Franchise Tax
16 Board, or if already certified, the Secretary of State shall promptly
17 decertify the name of the corporation.

18 SEC. 13. Section 17060 of the Corporations Code is amended
19 to read:

20 17060. (a) Every limited liability company and every foreign
21 limited liability company registered to transact intrastate business
22 in this state shall file within 90 days after the filing of its original
23 articles of organization and biennially thereafter during the
24 applicable filing period, on a form prescribed by the Secretary of
25 State, a statement containing:

26 (1) The name of the limited liability company and the Secretary
27 of State's file number and, in the case of a foreign limited liability
28 company, the state under the laws of which it is organized.

29 (2) The name and address of the agent for service of process
30 required to be maintained pursuant to subdivision (b) of Section
31 17057. If a corporate agent is designated, only the name of the
32 agent shall be set forth.

33 (3) The street address of its principal executive office and, in
34 the case of a domestic limited liability company, of the office
35 required to be maintained pursuant to Section 17057.

36 (4) *The mailing address of the limited liability company, if*
37 *different from the street address of its principal executive office.*

38 ~~(4)~~

39 (5) The name and complete business or residence addresses of
40 any manager or managers and the chief executive officer, if any,

1 appointed or elected in accordance with the articles of organization
2 or operating agreement or, if no manager has been so elected or
3 appointed, the name and business or residence address of each
4 member.

5 (6) *A valid electronic mail address, if available.*

6 (7) *If applicable, a statement that the corporation chooses to*
7 *receive renewal notices and any other notifications from the*
8 *Secretary of State by electronic mail instead of by United States*
9 *mail.*

10 ~~(5)~~

11 (8) The general type of business that constitutes the principal
12 business activity of the limited liability company (for example,
13 manufacturer of aircraft; wholesale liquor distributor; or retail
14 department store).

15 (b) If there has been no change in the information in the last
16 filed statement of the limited liability company on file in the
17 Secretary of State's office, the limited liability company may, in
18 lieu of filing the statement required by subdivision (a), advise the
19 Secretary of State, on a form prescribed by the Secretary of State,
20 that no changes in the required information have occurred during
21 the applicable filing period.

22 (c) For the purposes of this section, the applicable filing period
23 for a limited liability company shall be the calendar month during
24 which its original articles of organization were filed or, in the case
25 of a foreign limited liability company, the month during which its
26 application for registration was filed, and the immediately
27 preceding five calendar months. The Secretary of State shall ~~mail~~
28 ~~a form for compliance~~ *provide a notice to each limited liability*
29 *company to comply with this section to each limited liability*
30 ~~company~~ *company* approximately three months prior to the close of the
31 applicable filing period. The ~~form~~ *notice* shall state the due date
32 ~~thereof for compliance~~ and shall be ~~mailed~~ *sent* to the last address
33 of the limited liability company according to the records of the
34 Secretary of State *or to the last electronic mail address according*
35 *to the records of the Secretary of State if the limited liability*
36 *company has elected to receive notices from the Secretary of State*
37 *by electronic mail.* The failure of the limited liability company to
38 receive the form shall not exempt the limited liability company
39 from complying with this section.

1 (d) Whenever any of the information required by subdivision
2 (a) changes, other than the name and address of the agent for
3 service of process, the limited liability company may file a current
4 statement containing all the information required by subdivision
5 (a). When changing its agent for service of process or when the
6 address of the agent changes, the limited liability company shall
7 file a current statement containing all the information required by
8 subdivision (a). Whenever any statement is filed pursuant to this
9 section changing the name and address of the agent for service of
10 process, that statement supersedes any previously filed statement
11 pursuant to this section, the statement in the original articles of
12 organization, and the statement in any restated articles of
13 organization that have been filed, or in the case of a foreign limited
14 liability company, in the application for registration. Whenever
15 restated articles of organization are filed, the statement therein, if
16 any, of the name and address of the agent for service of process
17 supersedes any previously filed statement pursuant to this section.

18 (e) The Secretary of State may destroy or otherwise dispose of
19 any statement filed pursuant to this section after it has been
20 superseded by the filing of a new statement.

21 (f) This section shall not be construed to place any person
22 dealing with the limited liability company on notice of, or under
23 any duty to inquire about, the existence or content of a statement
24 filed pursuant to this section.

25 SEC. 14. Section 17651 of the Corporations Code is amended
26 to read:

27 17651. (a) Every limited liability company that neglects, fails,
28 or refuses to keep or cause to be kept or maintained the documents,
29 books, and records required by Section 17058 to be kept or
30 maintained shall be subject to a penalty of twenty-five dollars
31 (\$25) for each day that the failure or refusal continues, beginning
32 30 days after receipt of written request by any member that the
33 duty be performed, up to a maximum of one thousand five hundred
34 dollars (\$1,500). The penalty shall be paid to the member or
35 members jointly making the request for performance of the duty
36 and damaged by the neglect, failure, or refusal, if suit therefor is
37 commenced within 90 days after the written request is made; but
38 the maximum daily penalty because of failure to comply with any
39 number of separate requests made on any one day or for the same
40 act shall be two hundred fifty dollars (\$250).

1 (b) Upon the failure of a limited liability company, or a foreign
2 limited liability company registered to transact intrastate business
3 in this state, to file the statement required by Section 17060, the
4 Secretary of State shall ~~mail~~ *provide* a notice of that delinquency
5 to the limited liability company or foreign limited liability
6 company. The notice shall also contain information concerning
7 the application of this section, advise the limited liability company
8 or foreign limited liability company of the penalty imposed by this
9 subdivision for failure to timely file the required statement after
10 notice of delinquency has been ~~mailed~~ *provided* by the Secretary
11 of State, and shall advise the limited liability company or foreign
12 limited liability company of its right to request relief from the
13 Secretary of State because of reasonable cause or unusual
14 circumstances that justify the failure to file. If, within 60 days after
15 ~~the mailing of the~~ *providing* notice of *the* delinquency, a statement
16 pursuant to Section 17060 has not been filed by the limited liability
17 company or foreign limited liability company, the limited liability
18 company or foreign limited liability company shall be subject to
19 a penalty of two hundred fifty dollars (\$250).

20 SEC. 15. Section 17653 of the Corporations Code is amended
21 to read:

22 17653. (a) Upon the failure of a limited liability company to
23 file the statement required by Section 17060, the Secretary of State
24 shall ~~mail~~ *provide* a notice of the delinquency to the limited liability
25 company. The notice shall also contain information concerning
26 the application of this section, advise the limited liability company
27 of the penalty imposed by Section 19141 of the Revenue and
28 Taxation Code for failure to timely file the required statement after
29 notice of *the* delinquency has been ~~mailed~~ *provided* by the
30 Secretary of State, and shall advise the limited liability company
31 of its right to request relief from the Secretary of State because of
32 reasonable cause or unusual circumstances that justify such failure
33 to file. If, within 60 days after ~~the mailing of the~~ *providing* notice
34 of *the* delinquency, a statement pursuant to Section 17060 has not
35 been filed by the limited liability company, the Secretary of State
36 shall certify the name of ~~such~~ *the* limited liability company to the
37 Franchise Tax Board.

38 (b) Upon certification pursuant to subdivision (a), the Franchise
39 Tax Board shall assess against the limited liability company the

1 penalty provided in Section 19141 of the Revenue and Taxation
2 Code.

3 (c) The penalty provided by Section 19141 shall not apply to a
4 limited liability company that on or prior to the date of certification
5 pursuant to subdivision (a) has dissolved or has been merged into
6 another limited liability company or other business entity.

7 (d) The penalty herein provided shall not apply and the Secretary
8 of State need not ~~mail~~ *provide* notice of *the* delinquency to a
9 limited liability company the powers, rights and privileges of which
10 have been suspended by the Franchise Tax Board pursuant to
11 Section 23301, 23301.5 or 23775 of the Revenue and Taxation
12 Code on or prior to, and remain suspended on, the last day of the
13 filing period pursuant to Section 17060. The Secretary of State
14 need not ~~mail a form~~ *provide notice of the filing requirement*
15 pursuant to Section 17060 to a limited liability company the
16 powers, rights and privileges of which have been so suspended by
17 the Franchise Tax Board on or prior to, and remain suspended on,
18 the day the Secretary of State prepares the ~~forms for mailing~~ *notice*
19 *for sending*.

20 (e) If, after certification pursuant to subdivision (a) the Secretary
21 of State finds (1) the required statement was filed or the required
22 fee was paid before the expiration of the 60-day period after
23 ~~mailing of the~~ *providing* notice of *the* delinquency, or (2) the failure
24 to provide notice of delinquency was due to an error of the
25 Secretary of State, the Secretary of State shall promptly decertify
26 the name of the limited liability company to the Franchise Tax
27 Board. The Franchise Tax Board shall then promptly abate any
28 penalty assessed against the limited liability company pursuant to
29 Section 19141 of the Revenue and Taxation Code.

30 (f) If the Secretary of State determines that the failure of a
31 limited liability company to file the statement required by Section
32 17060 is excusable because of reasonable cause or unusual
33 circumstances that justify such failure, the Secretary of State may
34 waive the penalty imposed by this section and by Section 19141
35 of the Revenue and Taxation Code, in which case the Secretary
36 of State shall not certify the name of the limited liability company
37 to the Franchise Tax Board, or if already certified, the Secretary
38 of State shall promptly decertify the name of the limited liability
39 company.

1 SEC. 16. Section 17654 of the Corporations Code is amended
2 to read:

3 17654. (a) A limited liability company that (1) fails to file a
4 statement pursuant to Section 17060 for an applicable filing period,
5 (2) has not filed a statement pursuant to Section 17060 during the
6 preceding 24 months, and (3) was certified for penalty pursuant
7 to Section 17653 for the same filing period, shall be subject to
8 suspension pursuant to this section rather than to penalty pursuant
9 to Section 17653.

10 (b) When subdivision (a) is applicable, the Secretary of State
11 shall ~~mail a notice to the limited liability company informing~~ *notify*
12 the limited liability company that its powers, rights, and privileges
13 will be suspended after 60 days if it fails to file a statement
14 pursuant to Section 17060.

15 (c) After the expiration of the 60-day period without any
16 statement filed pursuant to Section 17060, the Secretary of State
17 shall notify the Franchise Tax Board of the suspension, and mail
18 a notice of the suspension to the limited liability company and
19 thereupon, except for the purpose of amending the articles of
20 organization to set forth a new name, the powers, rights, and
21 privileges of the limited liability company are suspended.

22 (d) A statement pursuant to Section 17060 may be filed
23 notwithstanding suspension of the powers, rights, and privileges
24 pursuant to this section or Section 23301 or 23301.5 of the Revenue
25 and Taxation Code. Upon the filing of a statement pursuant to
26 Section 17060 by a limited liability company that has suffered
27 suspension pursuant to this section, the Secretary of State shall
28 certify that fact to the Franchise Tax Board and the limited liability
29 company may thereupon be relieved from suspension unless the
30 limited liability company is held in suspension by the Franchise
31 Tax Board by reason of Section 23301 or 23301.5 of the Revenue
32 and Taxation Code.

33 SEC. 17. Section 14101.6 of the Financial Code is amended
34 to read:

35 14101.6. (a) Every credit union shall, within 90 days after the
36 filing of its original articles and annually thereafter during the
37 applicable filing period in each year, file, in a form prescribed by
38 the Secretary of State, a statement containing: (1) *the name of the*
39 *credit union and the Secretary of State's file number*; (2) the names
40 and complete business or residence addresses of its chief executive

1 officers, secretary and chief financial officer; ~~(2)~~ (3) the street
2 address of its principal office, if any; and ~~(3)~~ the name and address
3 of a natural person residing in this state who will serve as the credit
4 union's agent for service of process (4) a valid electronic mail
5 address, if available; (5) if applicable, a statement that the credit
6 union chooses to receive renewal notices and any other
7 notifications from the Secretary of State by electronic mail instead
8 of by United States mail; and (6) the mailing address of the credit
9 union, if different from the street address of its principal office.

10 The

11 (b) The statement required by subdivision (a) shall also
12 designate, as the agent of the credit union for the purpose of service
13 of process, a natural person residing in this state or any domestic
14 or foreign business corporation that has complied with Section
15 1505 of the Corporations Code and whose capacity to act as an
16 agent has not terminated. If a natural person is designated, the
17 statement shall set forth that person's complete business or
18 residence street address. If a corporate agent is designated, no
19 address for it shall be set forth.

20 (c) For the purposes of this section, the applicable filing period
21 for a credit union shall be the calendar month during which its
22 original articles were filed and the immediately preceding five
23 calendar months. The Secretary of State shall ~~mail a form for~~
24 ~~compliance~~ provide a notice to each credit union to comply with
25 this section to each credit union approximately three months prior
26 to the close of the applicable filing period. The ~~form notice~~ shall
27 state the due date ~~thereof for compliance~~ and shall be ~~mailed~~ sent
28 to the last address of the credit union according to the records of
29 the Secretary of State *if the credit union has elected to receive*
30 *notices from the Secretary of State by electronic mail.* Neither the
31 failure of the Secretary of State to ~~mail~~ provide the ~~form~~ notice
32 nor the failure of the credit union to receive it is an excuse for
33 failure to comply with this section.

34 (b)

35 (d) Whenever any of the information required by subdivision
36 (a) is changed, the credit union may file a current statement
37 containing all the information required thereby. In order to change
38 its agent for service of process or the address of the agent, the
39 corporation must file a current statement containing all the
40 information required by ~~subdivision~~ subdivisions (a) and (b).

1 Whenever any statement is filed pursuant to this section, it
2 supersedes any previously filed statement and the statement in the
3 articles as to the agent for service of process and the address of
4 the agent.

5 (e)

6 (e) An agent designated for service of process pursuant to
7 subdivision ~~(a)~~ (b) may file a signed and acknowledged written
8 statement of resignation as such agent. Thereupon the authority
9 of the agent to act in such capacity shall cease and the Secretary
10 of State forthwith shall ~~give written notice of the filing of the~~
11 ~~statement of resignation by mail to the credit union addressed to~~
12 ~~its principal office~~ *notify the credit union of the filing of the*
13 *statement of resignation.*

14 (d)

15 (f) If a natural person who has been designated agent for service
16 of process pursuant to subdivision ~~(a)~~ (b) dies or resigns or no
17 longer resides in the state, *or if the corporate agent for such*
18 *purpose resigns, dissolves, withdraws from the state, forfeits its*
19 *right to transact intrastate business, has its corporate rights,*
20 *powers, and privileges suspended or ceases to exist,* the credit
21 union shall forthwith file a ~~designation of new statement~~
22 *designating* a new agent conforming to the requirements of
23 subdivision (a).

24 (g) *Under regulations adopted by the Secretary of State, the*
25 *resignation of an agency may be effective if the agent disclaims*
26 *having been properly appointed as the agent.*

27 (e)

28 (h) The Secretary of State may destroy or otherwise dispose of
29 any statement filed pursuant to this section after it has been
30 superseded by the filing of a new statement.

31 (f)

32 (i) This section shall not be construed to place any person
33 dealing with the credit union on notice of or in any duty to inquire
34 about the existence or content of the statement filed pursuant to
35 this section.

36 SEC. 18. Section 12186 of the Government Code is amended
37 to read:

38 12186. The fees for corporate filings are the following:

39 (a) Issuing a certificate of reservation of corporate name: Ten
40 dollars (\$10).

- 1 (b) Registering a corporate name for the calendar year pursuant
2 to Section 2101 of the Corporations Code: Fifty dollars (\$50).
- 3 (c) Filing articles of incorporation providing for shares: One
4 hundred dollars (\$100).
- 5 (d) Filing articles of incorporation not providing for shares:
6 Thirty dollars (\$30).
- 7 (e) Filing the statement and designation upon the qualification
8 of a foreign, nonprofit, nonstock corporation, and of a foreign
9 corporation organized for educational, religious, scientific, or
10 charitable purposes, and not issuing shares: Thirty dollars (\$30).
- 11 (f) Filing the statement and designation upon the qualification
12 of any other foreign corporation not provided for in subdivision
13 (e): One hundred dollars (\$100).
- 14 (g) Filing the statement of information for every corporation
15 pursuant to Sections 1502, 6210, 8210, ~~and~~ 9660, *and 12570* of
16 the Corporations Code *and Section 14101.6 of the Financial Code*:
17 Twenty dollars (\$20).
- 18 (h) Filing the statement of information for every foreign
19 corporation (other than a foreign association) qualified to transact
20 intrastate business pursuant to Section 2117 of the Corporations
21 Code: Twenty dollars (\$20).
- 22 (i) Filing changes to any statement of information subject to
23 subdivisions (g) and (h): No fee.
- 24 (j) Filing the statement pursuant to Section 1502.1 or 2117.1 of
25 the Corporations Code: No fee.
- 26 (k) Filing for the merger of one corporation solely with one or
27 more other corporations: One hundred dollars (\$100).
- 28 (l) Filing for the merger of one or more corporations with one
29 or more other types of business entities: One hundred fifty dollars
30 (\$150).
- 31 (m) Filing a certificate of amendment changing the status of a
32 nonprofit corporation into a stock corporation: Seventy dollars
33 (\$70).
- 34 (n) Filing a certificate of election to dissolve a corporation, a
35 certificate of dissolution of a corporation, or a certificate of
36 surrender, or of change of address: No fee.
- 37 (o) Filing a statement of address by a foreign lending institution
38 on or before June 30 of each year pursuant to Section 2104 of the
39 Corporations Code: Fifty dollars (\$50).

- 1 (p) Filing any other instrument by or on behalf of a corporation,
2 unless another fee is specified by law: Thirty dollars (\$30).
- 3 SEC. 19. Section 12190 of the Government Code is amended
4 to read:
- 5 12190. The limited liability company filing fees are the
6 following:
- 7 (a) Issuing a certificate of reservation of limited liability
8 company name: Ten dollars (\$10).
- 9 (b) Filing articles of organization of a limited liability company:
10 Seventy dollars (\$70).
- 11 (c) Filing an application for registration as a foreign limited
12 liability company: Seventy dollars (\$70).
- 13 (d) Filing a certificate of amendment to the articles of
14 organization of a limited liability company: Thirty dollars (\$30).
- 15 (e) Filing restated articles of organization of a limited liability
16 company: Thirty dollars (\$30).
- 17 (f) Filing an amendment to the application for registration as a
18 foreign limited liability company: Thirty dollars (\$30).
- 19 (g) Filing a certificate of correction for a limited liability
20 company: Thirty dollars (\$30).
- 21 (h) Filing a certificate of continuation for a limited liability
22 company after a certificate of dissolution has been filed: Thirty
23 dollars (\$30).
- 24 (i) Filing a certificate of merger for a merger of a limited liability
25 company with one or more other limited liability companies:
26 Seventy dollars (\$70).
- 27 (j) Filing a certificate of merger for a merger of one or more
28 limited liability companies with one or more other business entities:
29 One hundred fifty dollars (\$150).
- 30 (k) Filing the ~~biennial~~ statement of information of a limited
31 liability company or of a foreign limited liability company *pursuant*
32 *to Section 17060 of the Corporations Code*: Twenty dollars (\$20).
- 33 (l) Filing changes to any ~~biennial~~ statement of information: No
34 fee.
- 35 (m) Filing a certificate of dissolution or a certificate of
36 cancellation of articles of organization for purposes of the
37 dissolution of a limited liability company: No fee.
- 38 (n) Filing a certificate of cancellation for purposes of the
39 cancellation of registration of a foreign limited liability company:
40 No fee.

- 1 (o) Filing any instrument by or on behalf of a limited liability
- 2 company, unless another fee is specified by law or the law specifies
- 3 that no fee is to be charged: Thirty dollars (\$30).

O