

Assembly Bill No. 657

Passed the Assembly May 12, 2011

Chief Clerk of the Assembly

Passed the Senate August 18, 2011

Secretary of the Senate

This bill was received by the Governor this _____ day
of _____, 2011, at _____ o'clock ____M.

Private Secretary of the Governor

CHAPTER _____

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, 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.

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

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

1363.5. (a) The articles of incorporation of a common interest development association filed with the Secretary of State shall include a statement, which shall be in addition to the statement of purposes of the corporation, that does all of the following:

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

(2) States the business or corporate office of the association, if any, and, if the office is not on the site of the common interest development, states the front street and nearest cross street for the physical location of the common interest development.

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

(b) The statement filed by an incorporated association with the Secretary of State pursuant to Section 8210 of the Corporations Code shall also contain a statement identifying the corporation as an association formed to manage a common interest development association under the Davis-Stirling Common Interest Development Act.

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

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

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

(2) The name of the association.

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

(4) The street address of the association's onsite office, if different from the street address of the business or corporate office, or if there is no onsite office, the street address of the responsible officer or managing agent of the association.

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

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

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

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

(9) The front street and nearest cross street of the physical location of the development.

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

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

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

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

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

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

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

(e) The statement required by this section may be filed, notwithstanding suspension of the corporate powers, rights, and privileges under this section or under provisions of the Revenue and Taxation Code. Upon the filing of a statement under this section by a corporation that has suffered suspension under this section, the Secretary of State shall certify that fact to the Franchise Tax Board and the corporation may thereupon be relieved from suspension, unless the corporation is held in suspension by the

Franchise Tax Board by reason of Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code.

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

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

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

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

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

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

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

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

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

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

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

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

(8) If the corporation chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the corporation shall include

a valid electronic mail address for the corporation or for the corporation's designee to receive those notices.

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

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

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

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

(e) Whenever any of the information required by subdivision (a) is changed, the corporation may file a current statement containing all the information required by subdivisions (a) and (b). In order to change its agent for service of process or the address of the agent, the corporation must file a current statement containing all the information required by subdivisions (a) and

(b). Whenever any statement is filed pursuant to this section, it supersedes any previously filed statement and the statement in the articles as to the agent for service of process and the address of the agent.

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

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

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

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

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

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

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

- (1) The name of the corporation as registered in California and the California Secretary of State's file number.
- (2) The names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer.
- (3) The street address of its principal executive office.

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

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

(6) If the corporation chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the corporation shall include a valid electronic mail address for the corporation or for the corporation's designee to receive those notices.

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

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

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

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

(e) Whenever any of the information required by subdivision (a) is changed, the corporation may file a current statement containing all the information required by subdivisions (a) and (b). In order to change its agent for service of process or the address of the agent, the corporation shall file a current statement containing all the information required by subdivisions (a) and (b). Whenever any statement is filed pursuant to this section, it

supersedes any previously filed statement and the statement in the filing pursuant to Section 2105.

(f) Subdivisions (c), (d), (f), and (g) of Section 1502 apply to statements filed pursuant to this section, except that “articles” shall mean the filing pursuant to Section 2105, and “corporation” shall mean a foreign corporation.

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

2204. (a) Upon the failure of a corporation to file the statement required by Section 1502, the Secretary of State shall provide a notice of that delinquency to the corporation. The notice shall also contain information concerning the application of this section, advise the corporation of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of the delinquency has been provided by the Secretary of State, and shall advise the corporation of its right to request relief from the Secretary of State because of reasonable cause or unusual circumstances that justify the failure to file. If, within 60 days of providing notice of the delinquency, a statement pursuant to Section 1502 has not been filed by the corporation, the Secretary of State shall certify the name of the corporation to the Franchise Tax Board.

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

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

(d) The penalty herein provided shall not apply and the Secretary of State need not provide a notice of the delinquency to a corporation if the corporate powers, rights, and privileges have been suspended by the Franchise Tax Board pursuant to Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 1502. The Secretary of State need not provide notice of the filing requirement pursuant to Section 1502 to a corporation if the corporate powers, rights, and privileges have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

(e) If, after certification pursuant to subdivision (a), the Secretary of State finds (1) the required statement was filed before the expiration of the 60-day period after providing notice of the delinquency, or (2) the failure to provide notice of delinquency was due to an error of the Secretary of State, the Secretary of State shall promptly decertify the name of the corporation to the Franchise Tax Board. The Franchise Tax Board shall then promptly abate any penalty assessed against the corporation pursuant to Section 19141 of the Revenue and Taxation Code.

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

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

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

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

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

(d) A statement pursuant to Section 1502 may be filed notwithstanding suspension of the corporate powers, rights, and privileges pursuant to this section or Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code. Upon the filing of a statement pursuant to Section 1502 by a corporation that has suffered suspension pursuant to this section, the Secretary of State shall certify that fact to the Franchise Tax Board and the corporation may thereupon be relieved from suspension unless the corporation is held in suspension by the Franchise Tax Board by reason of Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code.

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

6210. (a) Every corporation shall, within 90 days after the filing of its original articles and biennially thereafter during the applicable filing period, file, on a form prescribed by the Secretary of State, a statement containing: (1) the name of the corporation and the Secretary of State's file number; (2) the names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (3) the street address of its principal office in this state, if any; (4) the mailing address of the corporation, if different from the street address of its principal executive office or if the corporation has no principal office address in this state; and (5) if the corporation chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the corporation shall include a valid electronic mail address for the corporation or for the corporation's designee to receive those notices.

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

(c) For the purposes of this section, the applicable filing period for a corporation shall be the calendar month during which its

original articles were filed and the immediately preceding five calendar months. The Secretary of State shall provide a notice to each corporation to comply with this section approximately three months prior to the close of the applicable filing period. The notice shall state the due date for compliance and shall be sent to the last address of the corporation according to the records of the Secretary of State or to the last electronic mail address according to the records of the Secretary of State if the corporation has elected to receive notices from the Secretary of State by electronic mail. Neither the failure of the Secretary of State to send the notice nor the failure of the corporation to receive it is an excuse for failure to comply with this section.

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

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

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

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

6810. (a) Upon the failure of a corporation to file the statement required by Section 6210, the Secretary of State shall provide a notice of that delinquency to the corporation. The notice shall also contain information concerning the application of this section, and advise the corporation of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of delinquency has been provided by the Secretary of State. If, within 60 days after providing the notice of delinquency, a statement pursuant to Section 6210 has

not been filed by the corporation, the Secretary of State shall certify the name of the corporation to the Franchise Tax Board.

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

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

(d) The penalty herein provided shall not apply and the Secretary of State need not provide a notice of the delinquency to a corporation the corporate powers, rights, and privileges of which have been suspended by the Franchise Tax Board pursuant to Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 6210. The Secretary of State need not provide notice of the filing requirement pursuant to Section 6210 to a corporation the corporate powers, rights, and privileges of which have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

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

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

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

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

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

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

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

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

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

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

8810. (a) Upon the failure of a corporation to file the statement required by Section 8210, the Secretary of State shall provide a notice of such delinquency to the corporation. The notice shall also contain information concerning the application of this section, and advise the corporation of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of delinquency has been provided by the Secretary of State. If, within 60 days after providing notice of the delinquency, a statement pursuant to Section 8210 has not been filed by the corporation, the Secretary of State shall certify the name of the corporation to the Franchise Tax Board.

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

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

(d) The penalty herein provided shall not apply and the Secretary of State need not provide a notice of the delinquency to a corporation the corporate powers, rights, and privileges of which

have been suspended by the Franchise Tax Board pursuant to Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 8210. The Secretary of State need not provide notice of the filing requirement pursuant to Section 8210, to a corporation the corporate powers, rights, and privileges of which have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

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

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

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

12570. (a) Every corporation shall, within 90 days after the filing of its original articles and annually thereafter during the applicable filing period in each year, file, on a form prescribed by the Secretary of State, a statement containing: (1) the name of the corporation and the Secretary of State's file number; (2) the names and complete business or residence addresses of its chief executive officer or general manager, secretary, and chief financial officer; (3) the street address of its principal office in this state, if any; (4) the mailing address of the corporation, if different from the street address of its principal office in this state; and (5) if the corporation chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States

mail, the corporation shall include a valid electronic mail address for the corporation or for the corporation's designee to receive those notices.

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

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

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

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

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

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

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

12670. (a) Upon the failure of a corporation to file the statement required by Section 12570, the Secretary of State shall provide a notice of that delinquency to the corporation. The notice shall also contain information concerning the application of this section, and shall advise the corporation of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of delinquency has been provided by the Secretary of State. If, within 60 days after providing notice of the delinquency, a statement pursuant to Section 12570 has not been filed by the corporation, the Secretary of State shall certify the name of the corporation to the Franchise Tax Board.

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

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

(d) The penalty herein provided shall not apply and the Secretary of State need not provide a notice of the delinquency to a corporation the corporate powers, rights, and privileges of which have been suspended by the Franchise Tax Board pursuant to Section 23301, 23301.5, or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 12570. The Secretary of State need not provide notice of the filing requirement pursuant to Section 12570, to a corporation the corporate powers, rights, and privileges of which have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

(e) If, after certification pursuant to subdivision (a) the Secretary of State finds the required statement was filed before the expiration of the 60-day period after providing notice of the delinquency, the Secretary of State shall promptly decertify the name of the corporation to the Franchise Tax Board. The Franchise Tax Board

shall then promptly abate any penalty assessed against the corporation pursuant to Section 19141 of the Revenue and Taxation Code.

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

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

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

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

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

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

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

(5) The name and complete business or residence addresses of any manager or managers and the chief executive officer, if any, appointed or elected in accordance with the articles of organization or operating agreement or, if no manager has been so elected or appointed, the name and business or residence address of each member.

(6) If the limited liability company chooses to receive renewal notices and any other notifications from the Secretary of State by

electronic mail instead of by United States mail, the limited liability company shall include a valid electronic mail address for the limited liability company or for the limited liability company's designee to receive those notices.

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

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

(c) For the purposes of this section, the applicable filing period for a limited liability company shall be the calendar month during which its original articles of organization were filed or, in the case of a foreign limited liability company, the month during which its application for registration was filed, and the immediately preceding five calendar months. The Secretary of State shall provide a notice to each limited liability company to comply with this section approximately three months prior to the close of the applicable filing period. The notice shall state the due date for compliance and shall be sent to the last address of the limited liability company according to the records of the Secretary of State or to the last electronic mail address according to the records of the Secretary of State if the limited liability company has elected to receive notices from the Secretary of State by electronic mail. The failure of the limited liability company to receive the form shall not exempt the limited liability company from complying with this section.

(d) Whenever any of the information required by subdivision (a) changes, other than the name and address of the agent for service of process, the limited liability company may file a current statement containing all the information required by subdivision (a). When changing its agent for service of process or when the address of the agent changes, the limited liability company shall file a current statement containing all the information required by subdivision (a). Whenever any statement is filed pursuant to this

section changing the name and address of the agent for service of process, that statement supersedes any previously filed statement pursuant to this section, the statement in the original articles of organization, and the statement in any restated articles of organization that have been filed, or in the case of a foreign limited liability company, in the application for registration. Whenever restated articles of organization are filed, the statement therein, if any, of the name and address of the agent for service of process supersedes any previously filed statement pursuant to this section.

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

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

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

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

(b) Upon the failure of a limited liability company, or a foreign limited liability company registered to transact intrastate business in this state, to file the statement required by Section 17060, the Secretary of State shall provide a notice of that delinquency to the limited liability company or foreign limited liability company. The notice shall also contain information concerning the application of this section, advise the limited liability company or foreign limited liability company of the penalty imposed by this

subdivision for failure to timely file the required statement after notice of delinquency has been provided by the Secretary of State, and shall advise the limited liability company or foreign limited liability company of its right to request relief from the Secretary of State because of reasonable cause or unusual circumstances that justify the failure to file. If, within 60 days after providing notice of the delinquency, a statement pursuant to Section 17060 has not been filed by the limited liability company or foreign limited liability company, the limited liability company or foreign limited liability company shall be subject to a penalty of two hundred fifty dollars (\$250).

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

17653. (a) Upon the failure of a limited liability company to file the statement required by Section 17060, the Secretary of State shall provide a notice of the delinquency to the limited liability company. The notice shall also contain information concerning the application of this section, advise the limited liability company of the penalty imposed by Section 19141 of the Revenue and Taxation Code for failure to timely file the required statement after notice of the delinquency has been provided by the Secretary of State, and shall advise the limited liability company of its right to request relief from the Secretary of State because of reasonable cause or unusual circumstances that justify such failure to file. If, within 60 days after providing notice of the delinquency, a statement pursuant to Section 17060 has not been filed by the limited liability company, the Secretary of State shall certify the name of the limited liability company to the Franchise Tax Board.

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

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

(d) The penalty herein provided shall not apply and the Secretary of State need not provide notice of the delinquency to a limited liability company the powers, rights, and privileges of which have been suspended by the Franchise Tax Board pursuant to Section

23301, 23301.5 or 23775 of the Revenue and Taxation Code on or prior to, and remain suspended on, the last day of the filing period pursuant to Section 17060. The Secretary of State need not provide notice of the filing requirement pursuant to Section 17060 to a limited liability company the powers, rights, and privileges of which have been so suspended by the Franchise Tax Board on or prior to, and remain suspended on, the day the Secretary of State prepares the notice for sending.

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

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

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

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

(b) When subdivision (a) is applicable, the Secretary of State shall notify the limited liability company that its powers, rights,

and privileges will be suspended after 60 days if it fails to file a statement pursuant to Section 17060.

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

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

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

14101.6. (a) Every credit union shall, within 90 days after the filing of its original articles and annually thereafter during the applicable filing period in each year, file, in a form prescribed by the Secretary of State, a statement containing: (1) the name of the credit union and the Secretary of State's file number; (2) the names and complete business or residence addresses of its chief executive officers, secretary and chief financial officer; (3) the street address of its principal office, if any; (4) if the credit union chooses to receive renewal notices and any other notifications from the Secretary of State by electronic mail instead of by United States mail, the credit union shall include a valid electronic mail address for the credit union or for the credit union's designee to receive those notices; and (5) the mailing address of the credit union, if different from the street address of its principal office.

(b) The statement required by subdivision (a) shall also designate, as the agent of the credit union for the purpose of service of process, a natural person residing in this state or any domestic or foreign business corporation that has complied with Section

1505 of the Corporations Code and whose capacity to act as an agent has not terminated. If a natural person is designated, the statement shall set forth that person's complete business or residence street address. If a corporate agent is designated, no address for it shall be set forth.

(c) For the purposes of this section, the applicable filing period for a credit union shall be the calendar month during which its original articles were filed and the immediately preceding five calendar months. The Secretary of State shall provide a notice to each credit union to comply with this section approximately three months prior to the close of the applicable filing period. The notice shall state the due date for compliance and shall be sent to the last address of the credit union according to the records of the Secretary of State if the credit union has elected to receive notices from the Secretary of State by electronic mail. Neither the failure of the Secretary of State to provide the notice nor the failure of the credit union to receive it is an excuse for failure to comply with this section.

(d) Whenever any of the information required by subdivision (a) is changed, the credit union may file a current statement containing all the information required thereby. In order to change its agent for service of process or the address of the agent, the corporation must file a current statement containing all the information required by subdivisions (a) and (b). Whenever any statement is filed pursuant to this section, it supersedes any previously filed statement and the statement in the articles as to the agent for service of process and the address of the agent.

(e) An agent designated for service of process pursuant to subdivision (b) may file a signed and acknowledged written statement of resignation as such agent. Thereupon the authority of the agent to act in such capacity shall cease and the Secretary of State forthwith shall notify the credit union of the filing of the statement of resignation.

(f) If a natural person who has been designated agent for service of process pursuant to subdivision (b) dies or resigns or no longer resides in the state, or if the corporate agent for such purpose resigns, dissolves, withdraws from the state, forfeits its right to transact intrastate business, has its corporate rights, powers, and privileges suspended or ceases to exist, the credit union shall

forthwith file a new statement designating a new agent conforming to the requirements of subdivision (a).

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

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

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

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

12186. The fees for corporate filings are the following:

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

(b) Registering a corporate name for the calendar year pursuant to Section 2101 of the Corporations Code: Fifty dollars (\$50).

(c) Filing articles of incorporation providing for shares: One hundred dollars (\$100).

(d) Filing articles of incorporation not providing for shares: Thirty dollars (\$30).

(e) Filing the statement and designation upon the qualification of a foreign, nonprofit, nonstock corporation, and of a foreign corporation organized for educational, religious, scientific, or charitable purposes, and not issuing shares: Thirty dollars (\$30).

(f) Filing the statement and designation upon the qualification of any other foreign corporation not provided for in subdivision (e): One hundred dollars (\$100).

(g) Filing the statement of information for every corporation pursuant to Sections 1502, 6210, 8210, 9660, and 12570 of the Corporations Code and Section 14101.6 of the Financial Code: Twenty dollars (\$20).

(h) Filing the statement of information for every foreign corporation (other than a foreign association) qualified to transact intrastate business pursuant to Section 2117 of the Corporations Code: Twenty dollars (\$20).

(i) Filing changes to any statement of information subject to subdivisions (g) and (h): No fee.

(j) Filing the statement pursuant to Section 1502.1 or 2117.1 of the Corporations Code: No fee.

(k) Filing for the merger of one corporation solely with one or more other corporations: One hundred dollars (\$100).

(l) Filing for the merger of one or more corporations with one or more other types of business entities: One hundred fifty dollars (\$150).

(m) Filing a certificate of amendment changing the status of a nonprofit corporation into a stock corporation: Seventy dollars (\$70).

(n) Filing a certificate of election to dissolve a corporation, a certificate of dissolution of a corporation, or a certificate of surrender, or of change of address: No fee.

(o) Filing a statement of address by a foreign lending institution on or before June 30 of each year pursuant to Section 2104 of the Corporations Code: Fifty dollars (\$50).

(p) Filing any other instrument by or on behalf of a corporation, unless another fee is specified by law: Thirty dollars (\$30).

SEC. 19. Section 12190 of the Government Code is amended to read:

12190. The limited liability company filing fees are the following:

(a) Issuing a certificate of reservation of limited liability company name: Ten dollars (\$10).

(b) Filing articles of organization of a limited liability company: Seventy dollars (\$70).

(c) Filing an application for registration as a foreign limited liability company: Seventy dollars (\$70).

(d) Filing a certificate of amendment to the articles of organization of a limited liability company: Thirty dollars (\$30).

(e) Filing restated articles of organization of a limited liability company: Thirty dollars (\$30).

(f) Filing an amendment to the application for registration as a foreign limited liability company: Thirty dollars (\$30).

(g) Filing a certificate of correction for a limited liability company: Thirty dollars (\$30).

(h) Filing a certificate of continuation for a limited liability company after a certificate of dissolution has been filed: Thirty dollars (\$30).

(i) Filing a certificate of merger for a merger of a limited liability company with one or more other limited liability companies: Seventy dollars (\$70).

(j) Filing a certificate of merger for a merger of one or more limited liability companies with one or more other business entities: One hundred fifty dollars (\$150).

(k) Filing the statement of information of a limited liability company or of a foreign limited liability company pursuant to Section 17060 of the Corporations Code: Twenty dollars (\$20).

(l) Filing changes to any statement of information: No fee.

(m) Filing a certificate of dissolution or a certificate of cancellation of articles of organization for purposes of the dissolution of a limited liability company: No fee.

(n) Filing a certificate of cancellation for purposes of the cancellation of registration of a foreign limited liability company: No fee.

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

Approved _____, 2011

Governor