

Stricken language would be deleted from and underlined language would be added to the law as it existed prior to this session of the General Assembly.

1 State of Arkansas
2 83rd General Assembly
3 Regular Session, 2001
4

A Bill

Act 454 of 2001
HOUSE BILL 1560

5 By: Representative Ferguson
6
7

For An Act To Be Entitled

9 AN ACT TO ALLOW A CORPORATION TO CHANGE ITS STATE OF
10 INCORPORATION; AND FOR OTHER PURPOSES.

Subtitle

13 TO ALLOW A CORPORATION TO CHANGE ITS
14 STATE OF INCORPORATION.
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17 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:
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19 SECTION 1. (a)(1) Any business corporation may change its state of
20 incorporation from this state to any other jurisdiction which authorizes this
21 change.

22 (2) Any foreign corporation may change its jurisdiction of
23 incorporation to this state from any other jurisdiction which authorizes this
24 change.

25 (b)(1) This change may be made by a business corporation:

26 (A) Only pursuant to authorization by a majority of the
27 voting power present, or by a larger vote as the articles may require;

28 (B) At an annual or special meeting of shareholders; and

29 (C) If the notice sets forth the consideration of this
30 action as the purpose of the meeting.

31 (2)(A) There shall be filed with the Secretary of State a
32 certificate as to the authorization by the shareholders, signed by the
33 president or vice president and the secretary and acknowledged by the
34 president or vice president.

35 (B) The certificate may be delivered to the Secretary of
36 State for filing as of any specified date within thirty (30) days after the

1 date of delivery.

2 (3) When all taxes, fees, and charges have been paid as required
3 by law, the Secretary of State shall record the certificate in the Secretary
4 of State's office and issue to the corporation a certificate reciting that it
5 has taken all action required under the laws of this state to change its
6 state of incorporation to the other jurisdiction.

7 (4) The corporation shall, upon complying with the laws of the
8 new jurisdiction, no longer be under the laws of this state.

9 (5) Certified copies of the certificate of incorporation or
10 other official certificate evidencing the corporation's incorporation under
11 the laws of the other jurisdiction shall be filed with the Secretary of State
12 within thirty (30) days of receipt by the business corporation.

13 (c)(1) The change may be made by a foreign corporation by filing with
14 the Secretary of State:

15 (A) A certified copy of its original or restated articles
16 and all amendments subsequent to the latest restatement, which were filed in
17 the other jurisdiction;

18 (B) The original of a Certificate of Good Standing from
19 the state of original jurisdiction dated not more than thirty (30) days
20 earlier than the date of filing in this state;

21 (C) An application for incorporation pursuant to this act,
22 signed by the corporation, by its president or vice president, and its
23 secretary or assistant secretary and acknowledged by one of the signing
24 officers, setting forth the requirements of Arkansas Code 4-27-202;

25 (D) A franchise tax contact sheet provided by the
26 Secretary of State; and

27 (E) A certificate by the Secretary of State or other
28 proper officer of the jurisdiction in which the corporation is incorporated,
29 reciting that the corporation has taken all action required under the laws of
30 the jurisdiction to become a corporation incorporated under the laws of this
31 state.

32 (2)(A) These documents may be delivered to the Secretary of
33 State for filing as of any specified date within thirty (30) days after the
34 date of delivery.

35 (B) When all fees and charges have been paid as required
36 by law, the Secretary of State shall record the documents in the Secretary of

1 State's office and issue a certificate of incorporation of the corporation
2 under the laws of this state.

3 (3) The certificate of incorporation shall be conclusive
4 evidence of the fact that the corporation has been duly incorporated under
5 the laws of this state.

6 (4) Effective as of the time of filing the documents with the
7 Secretary of State, the corporation shall be incorporated solely under the
8 laws of this state and no longer under the laws of the other jurisdiction.

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11 APPROVED: 2/27/2001
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