

State of Arkansas

77th General Assembly

Regular Session, 1989

A Bill

SENATE BILL

591

By: Senator Wilson

For An Act To Be Entitled

"AN ACT TO AMEND TITLE 4, CHAPTER 27, SUBCHAPTER ONE OF THE ARKANSAS CODE OF 1987 TO SET AN ANNUAL CORPORATION FEE; TO PROVIDE FOR A PENALTY FOR NON-PAYMENT; TO REQUIRE ANNUAL REPORTS; AND FOR OTHER PURPOSES."

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:

SECTION 1. Title 4, Chapter 27, Subchapter One of the Arkansas Code of 1987 is hereby amended by adding the following new sections:

"4-27-131.(a) There is hereby authorized an Annual Corporation Fee to be paid by any corporation, domestic or foreign, active or inactive, which is organized in or qualified under the laws of the State of Arkansas and which has filed with the Secretary of State. The fee shall be collected at the following rates by the Secretary of State:

Authorized Stock multiplied times Par Value	Annual Fee
No par value	\$25.00
0 - 25,000	25.00
25,001 - 50,000	50.00
50,001 - 100,000	100.00
100,001 - 200,000	200.00
200,001 - 300,000	300.00
300,001 - 400,000	400.00
400,001 - 500,000	500.00
over 500,000	1,000.00

(b) The annual corporation fee shall be due and payable upon each

anniversary date of filing.

(c) A penalty calculated by multiplying the annual fee times two (2) shall be assessed for all fees paid after the anniversary date.

(d) All fees and penalties due under this section shall continue to be due and payable until articles of dissolution or withdrawal are filed by the corporation with the Secretary of State or until the corporation merges out of existence or the period of time allowed to reactivate the corporation has elapsed.

4-27-132. Inactive Status. (a) Any corporation which fails to pay the fee and penalty within sixty (60) days after it becomes due and payable, shall be declared by the Secretary of State to be inactive.

(b) The Secretary of State shall notify the corporation of its inactive status by notice sent by regular mail to the last known address.

(c) Such notice shall also contain a provision informing the corporation that no documents will be accepted for filing with the Secretary of State and that a Certificate of Existence shall not be issued for the corporation as a result of the inactive status.

(d) A corporation under inactive status shall have two (2) years from the date of the mailing of the notice by the Secretary of State to reactivate.

4-27-133. Dissolution. (a) Corporations not reactivating within the two (2) year period shall have a Certificate of Dissolution issued by the Secretary of State.

(b) The Secretary of State shall mail a certified copy of the certificate to the corporation by regular mail.

(c) The Secretary of State shall notify the Department of Finance and Administration of the dissolution of the corporation. This notification shall be in report form provided each calendar quarter.

4-27-134. Reactivation. To reactivate, the corporation must pay all fees and penalties due for each year during inactive status and file an annual report.

4-27-135. Annual Report. (a) The payment of fees hereunder shall be accompanied by an annual report.

(b) The annual report shall contain the following information:

- (1) Corporate name and any fictitious names
- (2) Corporate address
- (3) Date of incorporation or qualification

- (4) Registered agent and address
- (5) Corporate officers
- (6) Authorized shares and classes
- (7) Par value (if \$0.00 then \$25.00)

(c) The report shall be signed under penalty of perjury by the president, vice-president, secretary or any corporate officer.

(d) Annual reports must be of record in the corporate documents filed with the Secretary of State. Any change in fee rate or report information must be by amendment to the articles or certificate of authority of the corporation.

4-27-136. Exemptions. The provisions of Ark. Code §§4-27-131 through 135 shall not apply to nonprofit corporations, corporations which are organizations exempt from federal income tax, or organizations formed pursuant to the Uniform Partnership Act, Ark. Code §§4-42-101 et seq., or the Uniformed Limited Partnership Act, Ark. Code §§4-44-101 et seq.

4-27-137. (a) Any contract entered by a corporation which is under inactive status according to the records of the Secretary of State shall be void and unenforceable in law or in equity in this state.

(b) The reactivation of the corporation after the date such contract is entered or after any suit upon such contract has been filed shall not validate the contract."

SECTION 2. All provisions of this act of a general and permanent nature are amendatory to the Arkansas Code of 1987 Annotated and the Arkansas Code Revision Commission shall incorporate the same in the Code.

SECTION 3. Ark. Code §§26-54-101 through 113 is hereby repealed.

SECTION 4. All laws and parts of laws in conflict with this act are hereby repealed.

SECTION 5. EMERGENCY. It is hereby found and determined by the General Assembly that the effectiveness of this Act on July 1, 1989 is essential to the operation of corporations registered in the State of Arkansas and that in the event of an extension of the Regular Session, the delay in the effective date of this Act beyond July 1, 1989 could work irreparable harm upon the

proper administration and provision of essential governmental programs.  
Therefore, an emergency is hereby declared to exist and this Act being  
necessary for the preservation of the public peace, health and safety shall be  
in full force and effect from and after July 1, 1989.