

State of Arkansas  
92nd General Assembly  
Regular Session, 2019

# A Bill

SENATE BILL 356

By: Senator Rapert  
By: Representative Gazaway

## For An Act To Be Entitled

AN ACT TO MAKE TECHNICAL CORRECTIONS TO TITLE 4 OF  
THE ARKANSAS CODE CONCERNING BUSINESS AND COMMERCIAL  
LAW; AND FOR OTHER PURPOSES.

### Subtitle

TO MAKE TECHNICAL CORRECTIONS TO TITLE 4  
OF THE ARKANSAS CODE CONCERNING BUSINESS  
AND COMMERCIAL LAW.

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

SECTION 1. Arkansas Code § 4-26-1202 is repealed to remove obsolete language.

~~4-26-1202. Fees—Secretary of State [Fee schedule superseded by § 4-27-1705 effective midnight December 31, 1987.]~~

~~The fees chargeable by the Secretary of State for services under this chapter shall be:~~

~~(1) For filing original articles of incorporation, including issuance of certificate showing such filing:~~

~~(A) Par Stock. The fee shall be based on the aggregate par value of the total number of shares authorized to be issued as follows:~~  
~~From \$1.00 to \$100,000 . . . . .~~

~~. . . . . \$15.00~~

~~From \$100,001 to \$1,000,000, for each \$10,000 par value or fractional part~~



thereof . . . . .

. . . . .

1.00

~~\$1,000,001 to \$10,000,000, for each \$20,000 par value or fractional part thereof . . . . .~~

. . . . .

. . . . .

1.00

~~In excess of \$10,000,000, for each \$40,000 par value or fractional part thereof . . . . .~~

. . . . .

. . . . .

1.00

~~In no case shall the fee be less than fifteen dollars (\$15.00), and all fees shall be computed to the nearest dollar.~~

~~(B) Nonpar Stock. The fee shall be based on the number of shares authorized to be issued as follows:~~

~~From one (1) share to 2,000 shares . . . . .~~

. . . . .

\$15.00

~~From 2,001 shares to 10,000 shares, for each 1,000 shares or fractional part thereof . . . . .~~

. . . . .

5.00

~~10,001 shares to 100,000 shares, for each 1,000 shares or fractional part thereof . . . . .~~

. . . . .

. . . . .

2.50

~~In excess of 100,000 shares, for each 1,000 shares or fractional part thereof~~

. . . . .

. . . . .

1.00

~~In no case shall the minimum fee be less than fifteen dollars (\$15.00), and all fees shall be computed to the nearest dollar.~~

~~(C) Both Par Stock and Nonpar Stock.—If both par stock and nonpar stock are authorized under the articles, the foregoing computations shall be applied to each class of stock, and the total figure resulting from the separate computations shall represent the fee; the minimum fee for the filing is to be fifteen dollars (\$15.00).~~

~~(2) For filing articles of amendment, including issuance of certificate showing such filing:~~

~~(A) If the amendment increases the number of authorized shares, compute the fee on the capitalization authorized under the articles of incorporation as amended and credit this fee with the amount chargeable on the capitalization which was authorized prior to the amendment; the fee, however, is never to be less than fifteen dollars (\$15.00).~~

~~(B) In all other cases, the fee for filing articles of amendment shall be fifteen dollars (\$15.00).~~

~~(3) For filing articles of merger or consolidation, including issuance of certificate showing such filing, the fee shall be twenty-five dollars (\$25.00) unless the capitalization of the surviving or new corporation exceeds two hundred fifty thousand (250,000) shares, in which last event the fee shall be fifty dollars (\$50.00).~~

~~(4) For filing a resignation of registered agent, a change of registered agent or a change of registered office, three dollars (\$3.00).~~

~~(5) For filing a change of address of registered office by a registered agent representing one (1) or more corporations, three dollars (\$3.00) for each corporation; provided that the maximum fee shall be two hundred dollars (\$200).~~

~~(6) For filing application for right to do business under fictitious name, ten dollars (\$10.00).~~

~~(7) For any other filing under this chapter, with annexed certificate, five dollars (\$5.00).~~

~~(8) For any certificate pursuant to § 4-26-106 or § 4-26-207 or any other certificate not provided for in this section, five dollars (\$5.00).~~

~~(9) For furnishing a certified copy of any document, fifty cents (50¢) per page and one dollar (\$1.00) for the certificate thereto.~~

~~(10) For receiving service of process on behalf of a corporation, five dollars (\$5.00), which may be recovered as taxable costs by the party causing service to be made if such party prevails in this~~

~~litigation.~~

SECTION 2. Arkansas Code § 4-28-105(b)(1), concerning capacity to assert and defend, is amended to correct a grammatical error to read as follows:

(1) One (1) or more members of the nonprofit organization have standing to assert a claim in their ~~own right~~ own rights;

SECTION 3. DO NOT CODIFY. CONSTRUCTION AND LEGISLATIVE INTENT.

It is the intent of the General Assembly that:

(1) The enactment and adoption of this act shall not expressly or impliedly repeal an act passed during the regular session of the Ninety-Second General Assembly;

(2) To the extent that a conflict exists between an act of the regular session of the Ninety-Second General Assembly and this act:

(A) The act of the regular session of the Ninety-Second General Assembly shall be treated as a subsequent act passed by the General Assembly for the purposes of:

(i) Giving the act of the regular session of the Ninety-Second General Assembly its full force and effect; and

(ii) Amending or repealing the appropriate parts of the Arkansas Code of 1987; and

(B) Section 1-2-107 shall not apply; and

(3) This act shall make only technical, not substantive, changes to the Arkansas Code of 1987.

**APPROVED: 3/8/19**