

15:1-2; 15:1-5

LEGISLATIVE HISTORY CHECKLIST

NJSA: 15:1-2; 15:1-5

(Non-profit corporation - must file actual location with Secretary of State)

LAWS OF: 1983

CHAPTER: 79

Bill No: A1776

Sponsor(s): Kern, Felice and Herman

Date Introduced: Aug. 5, 1982

Committee: Assembly: Commerce and Industry

Senate: State Govt., Federal & Interstate Relations & Veterans Affairs

Amended during passage: Yes // Amendments during passage denoted by asterisks

Date of Passage: Assembly: Oct. 25, 1982

Senate: Jan. 31, 1983

Date of Approval: Feb. 24, 1983

Following statements are attached if available:

Sponsor statement: Yes //

Committee statement: Assembly Yes //

Senate Yes //

Fiscal Note: /// No

Veto Message: /// No

Message on Signing: /// ~~No~~ yes

Following were printed:

Reports: /// No

Hearings: /// No

1983

2-24-87

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ASSEMBLY, No. 1776

STATE OF NEW JERSEY

INTRODUCED AUGUST 5, 1982

By Assemblymen KERN, FELICE and HERMAN

AN ACT requiring nonprofit corporations to file certain information with the Secretary of State, amending R. S. 15:1-2 and R. S. 15:1-5.

1 BE IT ENACTED *by the Senate and General Assembly of the State*
2 *of New Jersey:*

1 1. R. S. 15:1-2 is amended to read as follows:

2 15:1-2. The certificate of incorporation shall set forth:

3 a. The name or title by which the corporation is to be known in
4 law;

5 b. The purpose for which it is formed;

6 c. The place where it is to be located, or its activities conducted;

7 d. The number of trustees, which shall not be less than three, and
8 the names and post-office addresses of the trustees selected for the
9 first-year of its existence; and

10 e. The name and **[post office]** **[complete]** address, *including*
11 *the *actual location as well as postal designation, if different**
12 **[number and street location and, if applicable the post office box*
12A *number.]** of the resident agent of said corporation upon whom
13 process against the corporation may be served.

14 The certificate of incorporation may prescribe the qualifications
15 of officers and members. It may require them to be members in good
16 standing of a fraternal, religious or beneficiary order or society
17 or of a fire or police force or to have other prescribed qualifications,
18 which provisions shall be binding on the officers and members. The
19 certificate may contain other provisions for the regulation of the
20 business and conduct of the affairs of the corporation, and any

EXPLANATION—Matter enclosed in bold-faced brackets [thus] in the above bill is not enacted and is intended to be omitted in the law.

Matter printed in italics thus is new matter.

Matter enclosed in asterisks or stars has been adopted as follows:

***—Assembly committee amendments adopted September 30, 1982.**

21 limitation or regulation of the powers of the corporation and of its
22 officers and members not inconsistent with law or the provisions of
23 this Title.

1 2. R. S. 15:1-5 is amended to read as follows:

2 15:1-5. The corporation shall maintain an office in this State,
3 with a resident agent in charge thereof during business hours, upon
4 whom process against it may be served.

5 Whenever any change of office in this State or the resident agent
6 is made, the secretary or other similar officer of the corporation
7 shall file a certificate under the seal of the corporation giving in the
8 case of a change of a resident agent the name, **[post-office]**
9 ***[complete]*** address, *including the **[number and street location]***
10 *and, if applicable the post office box number* ***[actual location as]**
11 *well as postal designation, if different**, and length of term, if any,
12 of said resident agent and in the case of a change of office, the old
13 and new **[post-office]** ***[complete]*** address, *including the **[num-***
14 *ber and street location and, if applicable the post office box num-*
15 *ber] ***[actual location as well as postal designation, if different***,
16 with the clerk of the county in which the certificate of incorporation
17 was filed and forwarded a copy thereof to the Secretary of State,
18 within 60 days following the change of resident agent or change of
19 office. There shall be paid to the county clerk a fee of \$1.00 for filing
20 and indexing each such certificate and to the Secretary of State a
21 fee of \$2.00 for filing the copy of each such certificate.*

22 In the event a certificate is filed indicating both a change of
23 resident agent and a change of office, the fee paid to the county clerk
24 shall be \$2.00 and to the Secretary of State \$4.00.

1 3. This act shall take effect immediately.

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23 this Title.

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6 is made, the secretary or other similar officer of the corporation
7 shall file a certificate under the seal of the corporation giving in the
8 case of a change of a resident agent the name, **[post-office]** *complete*
9 *address, including the number and street location and, if applicable*
10 *the post office box number, and length of term, if any, of said*
11 *resident agent and in the case of a change of office, the old and new*
12 **[post-office]** *complete address, including the number and street*
13 *location and, if applicable the post office box number, with the clerk*
14 *of the county in which the certificate of incorporation was filed and*
15 *forward a copy thereof to the Secretary of State, within 60 days*
16 *following the change of resident agent or change of office. There*
17 *shall be paid to the county clerk a fee of \$1.00 for filing and in-*
18 *dexing each such certificate and to the Secretary of State a fee of*
19 *\$2.00 for filing the copy of each such certificate.*

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21 resident agent and a change of office, the fee paid to the county clerk
22 shall be \$2.00 and to the Secretary of State \$4.00.

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STATEMENT

The purpose of this bill is to require a nonprofit corporation to file with the Secretary of State the complete address of its registered agent and office in this State, including the number and street location and, if applicable, the post office box number. In certain instances, the Secretary of State has accepted a certificate of incorporation which designates only a post office box number as the registered address of the corporation, making it difficult for process to be served.

A1776 (1983)

ASSEMBLY COMMERCE AND INDUSTRY COMMITTEE

STATEMENT TO

ASSEMBLY, No. 1776

with Assembly committee amendments

STATE OF NEW JERSEY

DATED: SEPTEMBER 30, 1982

The Assembly Commerce and Industry Committee favorably reports this bill, with amendments, to require nonprofit corporations to file, in their certificates of incorporation, the address of the corporation, including actual location as well as postal designation, if different, of its resident agent, and to file a certificate listing the same information for changes of a corporation's agent or office. The bill is designed to make service of process less difficult where only post office box numbers are available.

The language of the committee amendments is patterned on the somewhat similar provisions of Assembly Bill No. 366 Aca which creates Title 15A, a complete revision of the laws governing nonprofit corporations.

SENATE STATE GOVERNMENT, FEDERAL AND
INTERSTATE RELATIONS AND VETERANS AFFAIRS
COMMITTEE

STATEMENT TO

ASSEMBLY, No. 1776

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STATE OF NEW JERSEY

DATED: JANUARY 11, 1983

The bill requires nonprofit corporations to file their actual location as well as postal designation, if different, in their certificate of incorporation.

OFFICE OF THE GOVERNOR

RELEASE: IMMEDIATELY

CONTACT: PAUL WOLCOTT

THURSDAY, FEBRUARY 24, 1983

Governor Thomas H. Kean has signed the following bills:

S-1649, sponsored by State Senator Carmen A. Orechio (D-Essex), with a line-item veto. The bill originally authorized a supplemental appropriation of \$150,000 for the County and Municipal Government Study Commission. The line-item veto cuts the appropriation to \$65,000. A copy of the veto message is attached.

A-672, sponsored by Assemblyman David C. Schwartz, (D-Middlesex), which clarifies the law permitting tax abatement for buildings in blighted areas that have been converted to multi-family use. The bill makes clear that unused school buildings so converted are eligible for tax abatement.

A-1298, sponsored by Assemblyman Garabed Haytaian, (R-Warren), which limits the jurisdiction of the Board of Public Utilities over rural electric cooperatives which are exclusively owned and controlled by the customers served by the coop.

A-1776, sponsored by Assemblyman Walter M.D. Kern, (R-Bergen), which requires a non-profit corporation to file the complete address of its registered office with the Secretary of State, including the actual location, as well as the postal address.

S-1830, sponsored by State Senator John F. Russo, (D-Ocean), which establishes a procedure for the recording of aircraft liens in order to satisfy Federal Aviation Administration requirements.

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