

14A: 4-3

LEGISLATIVE HISTORY CHECKLIST

HJSA 14A:4-3, 14A:15-2 (Corporation-change of address of registered agent-simplifies filing with Secretary of State)

LAWS OF 1977 CHAPTER 34

Bill No. A1237

Sponsor(s) Barbour

Date Introduced Pre-filed

Committee: Assembly Commerce, Banking & Insurance

Senate -----

Amended during passage Yes x Amendments during passage denoted by asterisks

Date of Passage: Assembly November 9, 1976

Senate December 14, 1976

Date of approval March 8, 1977

Following statements are attached if available:

Sponsor statement	Yes	X Below
Committee Statement: Assembly	Yes	X
Senate	X	No
Fiscal Note	X	No
Veto Message	X	No
Message on signing	X	No

Following were printed:

Reports	X	No
Hearings	X	No

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Sponsor's Statement:

This bill will facilitate the filing with the Secretary of State of notices of a change of address for the registered agent of a corporation by eliminating the limitation of the new location and permits a single filing for 25 corporations. Relocation of law offices and other offices of registered agents necessitates such filings.

9/1/73

34
3/8/17

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ASSEMBLY, No. 1237

STATE OF NEW JERSEY

PRE-FILED FOR INTRODUCTION IN THE 1976 SESSION

By Assemblyman BARBOUR

AN ACT concerning change of registered office under the New Jersey Business Corporation Act and amending N. J. S. 14A:4-3 and N. J. S. 14A:15-2.

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

1 1. N. J. S. 14A:4-3 is amended to read as follows:

2 14A:4-3. Change of registered office or registered agent.

3 (1) A domestic corporation or a foreign corporation authorized
4 to transact business in this State may change its registered office or
5 its registered agent, or both. When the registered office is changed,
6 or when the registered agent is changed, or dies, resigns or be-
7 comes disqualified, the corporation shall, by resolution of the board,
8 forthwith fix the address of the new registered office or designate
9 the successor registered agent or both, as the case may be.

10 (2) Such corporation shall forthwith file in the office of the
11 Secretary of State a certificate executed on behalf of the corpora-
12 tion setting forth

13 (a) the name of the corporation;

14 (b) if the registered agent is not being changed, the name
15 of the registered agent;

16 (c) if the registered agent is being changed, the names of
17 the registered agent being succeeded and of the successor
18 registered agent;

19 (d) if the registered office is not being changed, the address
20 of the then registered office;

21 (e) if the registered office is being changed, the address of
22 the registered office immediately prior to the change, and the
23 address of the new registered office;

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

24 (f) that the address of its registered office and the address
25 of its registered agent will be identical after the change; and

26 (g) that the change in registered office, or registered agent,
27 or both, is made pursuant to resolution of the board.

28 (3) The registered agent of one or more domestic or foreign
29 corporations may change the registered office of such corporation
30 or corporations to another address in [the same municipality or
31 county of] this State by filing in the office of the Secretary of State
32 a certificate executed by such agent and setting forth

33 (a) the names of all the corporations whose registered
34 offices are being changed and for which he or it is the regis-
35 tered agent, listed in alphabetical order;

36 (b) the address of the registered office of each such corpora-
37 tion immediately prior to the change, and the address of the
38 new registered office;

39 (c) that the address of the registered office of each such
40 corporation and the address of its registered agent will be
41 identical after the change; and

42 (d) a statement that at least 20 days' prior notice of the
43 change has been given to each such corporation in writing.

44 The change of the registered office of each of the corporations
45 named in the certificate shall become effective upon the date of such
46 filing or at such later time, not to exceed 30 days after the date of
47 filing, as may be set forth in the certificate.

48 (4) If any certificate of change required by this section is not
49 filed, the corporation shall, after written demand therefor by the
50 Secretary of State by certified mail addressed to the corporation at
51 the last address appearing of record in his office, forfeit to the State
52 a penalty of \$200.00 to be recovered with costs in a civil action
53 prosecuted by the Attorney General. No corporation shall be sub-
54 ject to penalty if it shall, within 30 days after written demand,
55 file the certificate of change required by law and pay to the Secre-
56 tary of State the fee provided by law for the filing of each such
57 certificate of change. In lieu of such civil action, the Secretary
58 of State, after expiration of such 30-day period, may issue a
59 certificate to the Clerk of the Superior Court that the corporation
60 is indebted for the payment of such penalty, and thereupon the
61 clerk shall immediately enter upon his record of docketed judg-
62 ments the name of such corporation as the judgment debtor and
63 of the State as the judgment creditor, a statement that the penalty
64 is imposed under this section, the amount of the penalty, and the
65 date of such certificate. Such entry shall have the same force as a

66 judgment docketed in the Superior Court. The Secretary of State
 67 within 5 days after such entry shall give notice thereof to the cor-
 68 poration by certified mail addressed to the corporation at the last
 69 address appearing of record in his office.

1 2. N. J. S. 14A :15-2 is amended to read as follows:

2 14A :15-2. Filing fees of the Secretary of State.

3 On filing any certificate or other papers relative to corporations
 4 in the office of the Secretary of State, there shall be paid to the
 5 Secretary of State for the use of the State, filing fees as follows,
 6 in addition to any applicable license fee:

7	(1) Certificate of incorporation and amendments thereto:	
8	(a) for filing the original certificate of incorporation	\$35.00
9	(b) for filing a certificate of amendment of the	
10	certificate of incorporation, including any number	
11	of amendments	\$35.00
12	(c) for filing a certificate of abandonment of one or	
13	more amendments of the certificate of incorpora-	
14	tion	\$20.00
15	(d) for filing a certificate of merger or a certificate	
16	of consolidation	\$35.00
17	(e) for filing a certificate of abandonment of a	
18	merger or consolidation	\$20.00
19	(2) Restated certificate of incorporation:	
20	For filing a restated certificate of incorporation,	
21	including any amendments of the certificate of	
22	incorporation concurrently adopted	\$35.00
23	(3) Dissolution of corporation:	
24	(a) for filing a certificate of dissolution	\$25.00
25	(b) for filing an affidavit of the publication and of	
26	the mailing of a notice to creditors	\$10.00
27	(c) for filing a certificate of revocation of dissolution	
28	proceedings	\$25.00
29	(4) Admission and withdrawal of foreign corporation:	
30	(a) for filing an application for a certificate of	
31	authority to transact business in this State and	
32	issuing a certificate of authority	\$165.00
33	(b) for filing an application for an amended certifi-	
34	cate of authority to transact business in this State	
35	and issuing an amended certificate of authority . .	\$30.00
36	(c) for filing an application for withdrawal from this	
37	State and issuing a certificate of withdrawal	\$30.00

38	(d) for filing a certificate of change of post-office	
39	address to which process may be mailed by the	
40	Secretary of State	\$10.00
41	(e) for filing a certificate, order or decree with	
42	respect to the dissolution of a foreign corpora-	
43	tion, the termination of its existence, or the	
44	cancellation of its authority, and issuing a	
45	certificate of withdrawal	\$30.00
46	(5) Registered office and registered agent:	
47	(a) for filing a certificate of change of address of	
48	registered office, or change of registered agent . . .	\$5.00
49	if both are changed	\$10.00
50	(b) for filing a certificate of change of address of	
51	registered agent [within the same municipality	
52	or county], where such certificate effects a change	
53	in the address of the registered office of one or	
54	more corporations, for each [corporation] *cor-	
55	poration* *[of the first 25 corporations]*	
56	named in the certificate	\$5.00
57	*[for each additional corporation in excess of 25	
57A	corporations	\$2.50]*
58	(c) for filing an affidavit of resignation of a regis-	
59	tered agent	\$5.00
60	(6) Annual report:	
61	For each such report required to be filed	\$15.00
62	(7) Tax clearance certificate from the Director of the	
63	Division of Taxation:	
64	For each such certificate required to be filed	\$10.00
1	3. This act shall take effect immediately.	

REFERENCE USE ONLY

ASSEMBLY COMMERCE, BANKING AND INSURANCE
COMMITTEE

STATEMENT TO

ASSEMBLY, No. 1237

with Assembly committee amendments

STATE OF NEW JERSEY

DATED: MAY 20, 1976

This legislation amends N. J. S. 14A :4-3 by eliminating the requirement that the registered office of a corporation may be changed to only another address in the same municipality or county where the present office is located.

The committee amendment eliminates the provision of the bill that would permit a single filing for 25 corporations and eliminates the additional \$2.50 fee for each corporation in excess of 25 corporations.