

TITLE 4: ECONOMIC RESOURCES
DIVISION 4: CORPORATIONS, PARTNERSHIPS AND ASSOCIATIONS

§ 4205. Filing, Service, and Copying Fees.

(a) The following fees are imposed and shall be paid to the Department of Finance and proof of payment delivered to the Registrar of Corporations when the documents described in this subsection are delivered for filing:

- (1) \$150 Articles of Organization (LLC);
- (2) \$150 Articles of Incorporation;
- (3) \$250 Application for Reinstatement following Administrative Dissolution;
- (4) \$250 Application for Certificate of Authority for Foreign Corporation;
- (5) \$50 Application for Amended Certificate of Authority for Foreign Corporation;
- (6) \$30 Non-Profit Corporation (Petition, Charter & Bylaws);
- (7) \$100 Registration of Partnership;
- (8) \$100 Amended Articles of Organization;
- (9) \$100 Amended Articles of Incorporation;
- (10) \$100 Restated Articles of Incorporation;
- (11) \$50 Articles of Dissolution/Termination;
- (12) \$100 Articles of Merger or Share Exchange;
- (13) \$50 Articles of Revocation of Dissolution;
- (14) \$100 Annual & Initial Corporation Report for: Domestic, Foreign & Partnership, LLC.;
- (15) \$50 Application for Certificate of Withdrawal;
- (16) \$25 Articles of Correction;
- (17) \$200 Service of Process served on the Registrar of Corporations;
- (18) \$50 Any other document required or permitted to be filed, such as bylaws affidavit, minutes, resolution, Amendment annual report & amendment, by-law, operating agreement, stocks, resignation as officer or director;
- (19) \$10 Non-Profit Corporation Report, Initial;
- (20) \$50 Application for Certificate of Existence or Authorization or Good Standing;
- (21) \$50 Registered Agent Form;
- (22) \$10 Agent's statement of: change of registered office or resignation;
- (23) \$50 Application for Reservation of Name, Notice of Transfer of Reserved Name;
- (24) \$50 Application for Registered Name, Application for Renewal of Registered Name;
- (25) \$25 Corporation's statement of change of registered agent or registered office or both;
- (26) \$20 For Certificate or Certification of Document; \$1.00 for additional page for copying (Acct. No. 1300-62300);
- (27) \$100 Annual Subscription for the Commonwealth Register; and (Acct. No. 7745-45570);

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(28) \$30 Postage fee for the Commonwealth Register (Acct. No. 1170-62250);

(29) \$5 Per document, i.e., Articles of Inc., Bylaws, Annual Reports (uncertified copies), \$1.00 per copy of each additional attachments;

(30) \$150 Expedited Service fee, business organization document filing (fulfilled within 1 business day);

(31) \$150 Expedited Service fee, certified research request, i.e., certification requests of documents (fulfilled within 1 business day);

(32) \$150 Penalty for documents received after March 1st, i.e., Initial Reports, Annual Reports;

(33) \$10 Per day for Annual Reports received after March 2nd (in addition to \$150 Penalty for late filing);

(34) \$25 Penalty for late filing on Non-Profit Corporation Report, Annual & Minutes; and

(35) \$5 Per day for Non-Profit Annual Reports received after March 2nd (In addition to \$25 Penalty for late filing).

(b) The Secretary of Finance shall establish a separate account, Commerce Registrar of Corporation Account, and shall deposit 75% of the fees collected pursuant to 4 CMC § 4205 without fiscal year limitation. The Secretary of Commerce shall be the expenditure authority.

Source: PL 21-37, § 2 (Jan. 7, 2021).

Commission Comment: In addition to severability and savings clause provisions, PL 21-37 contained the following Findings and Purpose, and Sunset Provision Sections:

Section 1. Findings and Purpose. The Legislature finds that the existing fee structure for the Office of the Registrar of Corporations under the Department of Commerce, which was first established pursuant to Public Law 10-07, was officially amended and restructured pursuant to Executive Order No. 97-03. Upon the enactment of the specified Executive Order in January 1998, the Office of the Registrar of Corporations was mandated to transfer from the Office of the Attorney General to the Department of Commerce. The lateral transfer was put into effect in May 2003. The Legislature is cognizant that there have been a couple of attempts to amend the fee structure, namely in House Bill 15-123 and House Bill 16-216. Both attempts were unsuccessful in being signed into law and the fee structure has remained stagnant since the enactment of Executive Order No. 97-03.

The Legislature also finds that since the enactment of the aforementioned Executive Order in 1998, there has been an immense influx of businesses into our Commonwealth. Amending the current fee structure and earmarking a certain percentage of fees to the Department of Commerce will allow them to enhance their record keeping capabilities and provide more effective and efficient services to our corporations in the long run. The increase in the number of corporations

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has led to an increase in demand for a more sophisticated system that can be used to process and electronically access pertinent documents in the future to provide for both the needs of the Department and their clients.

Therefore, the purpose of this Act is to repeal 4 CMC § 4263 to impose a higher fee structure under 4 CMC § 4205 for the Department of Commerce, Office of the Registrar of Corporations and to designate a certain percentage to the Department to provide the necessary funds they need to upgrade and maintain their technology to carry out their duties and responsibilities more efficiently. Also, 4 CMC § 4103(c) is repealed since it duplicates some of the filing fees covered by the new 4 CMC § 4205.

Section 4. Sunset Provision. If the CNMI Department of Commerce is unable to procure and implement an online platform for the submission and processing of documents by December 31, 2022, all new and increased fees established by this act shall be reduced by 25%.