



2022 South Dakota Legislature

Senate Bill 117

HOUSE STATE AFFAIRS ENGROSSED

This bill has been extensively amended (hoghoused) and may no longer be consistent with the original intention of the sponsor.

Introduced by: **Senator Schoenbeck**

1 **An Act to repeal and revise certain fees collected by the Office of the Secretary of**
2 **State.**

3 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF SOUTH DAKOTA:

4 **Section 1. That § 47-1A-122 be AMENDED:**

5 **47-1A-122.** The Office of the Secretary of State shall collect the following fees
6 when the documents described in this section are delivered for filing:

- 7 (1) Articles of incorporation, ~~-\$150~~ no charge;
- 8 (2) Application for use of indistinguishable name, \$25;
- 9 (3) Application for reserved name, \$25;
- 10 (4) Notice of transfer of reserved name, \$15;
- 11 (5) Application for registered name, \$25;
- 12 (6) Application for renewal of registered name, \$15. A renewal application may be filed
13 between the first day of October and the thirty-first day of December in each year
14 and shall extend the registration for the following year;
- 15 ~~(7) to (9) Repealed by SL 2008, ch 275, § 27;~~
- 16 ~~(10)~~(7) Articles of domestication, ~~-\$150~~ no charge;
- 17 ~~(11)~~(8) Articles of charter surrender, \$150;
- 18 ~~(12)~~(9) Articles of domestication and conversion, ~~-\$150~~ no charge;
- 19 ~~(13)~~(10) Articles of entity conversion, \$150;
- 20 ~~(14)~~(11) Amendment of articles of incorporation, \$60;
- 21 ~~(15)~~(12) Restatement of articles of incorporation, \$60;
- 22 ~~(16)~~(13) Articles of merger or share exchange, \$60;
- 23 ~~(17)~~(14) Articles of dissolution, \$10;
- 24 ~~(18)~~(15) Articles of revocation of dissolution, \$10;
- 25 ~~(19)~~(16) Certificate of administrative dissolution, no charge;

1 ~~(20)~~(17) Application for reinstatement following administrative dissolution, plus any
 2 delinquent annual report filing fees for the period before the reinstatement
 3 application, \$300;

4 ~~(21)~~(18) Certificate of reinstatement, no charge;

5 ~~(22)~~(19) Certificate of judicial dissolution, no charge;

6 ~~(23)~~(20) Application for certificate of authority, \$750;

7 ~~(24)~~(21) Application for amended certificate of authority, \$250;

8 ~~(25)~~(22) Application for certificate of withdrawal, \$10;

9 ~~(26)~~(23) Application for transfer of authority, \$25;

10 ~~(27)~~(24) Certificate of revocation of authority to transact business, no charge;

11 ~~(28)~~(25) ~~Annual~~Domestic annual report, \$50 no charge; foreign annual report, \$50.

12 Each entity that does not file or refuses to file its annual report within the time
 13 prescribed is subject to a penalty of fifty dollars to be assessed by the secretary of
 14 state;

15 ~~(29)~~(26) Articles of correction, \$25;

16 ~~(30)~~(27) Application for certificate of existence or authorization, \$20;

17 ~~(31)~~(28) Amended annual report, \$25;

18 ~~(32)~~(29) Any other document required or permitted to be filed by this chapter, \$20.

19 The Office of the Secretary of State shall collect a fee of thirty dollars each time
 20 process is served on the Office of the Secretary of State under this chapter. The party to
 21 a proceeding causing service of process is entitled to recover this fee as costs if the party
 22 prevails in the proceeding.

23 **Section 2. That § 47-20-7 be AMENDED:**

24 **47-20-7.** The annual report shall be delivered to the secretary of state pursuant
 25 to §§ 59-11-24 to 59-11-26, inclusive. ~~A fee of thirty dollars shall be paid to the secretary~~
 26 ~~of state for filing the report.~~ If the report does not conform to requirements, it shall the
 27 report must be returned to the cooperative for necessary corrections.

28 **Section 3. That § 47-21-43 be AMENDED:**

29 **47-21-43.** The secretary of state shall ~~charge and collect for~~ collect the following
 30 fees when the documents described in this section are delivered for filing:

31 (1) ~~Filing articles~~Articles of incorporation, ~~ten dollars~~ no charge;

32 (2) ~~Filing articles~~Articles of consolidation or merger, ten dollars;

33 (3) ~~Filing articles~~Articles of amendment, ten dollars;

- 1 (4) ~~Filing articles~~Articles of conversion, ten dollars;
 2 (5) ~~Filing certificate~~Certificate of election to dissolve, two dollars;
 3 (6) ~~Filing articles~~Articles of dissolution, two dollars; and
 4 (7) ~~Filing certificate~~Certificate of change of principal office, one dollar.

5 **Section 4. That § 47-28-6 be AMENDED:**

6 **47-28-6.** The secretary of state shall ~~charge and collect for~~ collect the following
 7 fees when the documents described in this section are delivered for filing:

- 8 (1) ~~Filing articles~~Articles of incorporation and issuing a certificate of incorporation,
 9 ~~thirty dollars~~ no charge;
 10 (2) ~~Filing articles~~Articles of amendment and issuing a certificate of amendment, fifteen
 11 dollars;
 12 (3) ~~Filing articles~~Articles of merger or consolidation and issuing a certificate of merger
 13 or consolidation, fifteen dollars;
 14 ~~(4) Repealed by SL 2008, ch 275, § 72;~~
 15 ~~(5)~~(4) ~~Filing articles~~Articles of dissolution, five dollars;
 16 ~~(6)~~(5) ~~Filing an application~~Application of a foreign corporation for a certificate of authority
 17 to conduct affairs in this state and issuing a certificate of authority, one hundred
 18 twenty-five dollars;
 19 ~~(7)~~(6) ~~Filing an application~~Application of a foreign corporation for an amended certificate
 20 of authority to conduct affairs in this state and issuing an amended certificate of
 21 authority, twenty-five dollars;
 22 ~~(8)~~(7) ~~Filing an application~~Application for withdrawal of a foreign corporation and issuing
 23 a certificate of withdrawal, five dollars;
 24 ~~(9)~~(8) ~~Filing any~~Any other statement or report, including an annual report, of a foreign
 25 corporation, ten dollars;
 26 ~~(10)~~(9) ~~Filing an annual~~Annual report of a domestic nonprofit corporation under chapter
 27 47-24, ~~ten dollars~~ no charge;
 28 ~~(11)~~(10) ~~Filing a petition~~Petition for reinstatement and issuing a certificate of
 29 reinstatement, thirty dollars; and
 30 ~~(12)~~(11) ~~Filing a notice~~Notice of sale, transfer, or merger, fifteen dollars.

31 **Section 5. That § 47-34A-212 be AMENDED:**

32 **47-34A-212.** The secretary of state shall charge and collect for:

- 1 (a) Filing the articles of organization in the case of a domestic limited liability company,
2 ~~a filing fee of one hundred fifty dollars~~ no charge. Filing the articles of organization
3 in the case of a foreign limited liability company, a filing fee of seven hundred fifty
4 dollars;
- 5 (b) No charge for the filing of each domestic liability company annual report. A
6 reporting fee of fifty dollars, due and payable with the filing of each foreign limited
7 liability company annual report. Each entity that does not file or refuses to file its
8 annual report within the time prescribed is subject to a penalty of fifty dollars to
9 be assessed by the secretary of state;
- 10 (c) Filing the articles of organization in the case of a domestic limited liability company,
11 where the articles of organization contain a notice that the limited liability company
12 is authorized to establish one or more series, ~~a filing fee of two hundred dollars~~ no
13 charge. Filing an application for a certificate of authority in the case of a foreign
14 limited liability company authorized to establish a series under the laws of another
15 state or jurisdiction, or series of such limited liability company on its own behalf, a
16 filing fee of eight hundred dollars.

17 **Section 6. That § 47-34A-1206 be AMENDED:**

18 **47-34A-1206.** The secretary of state may ~~charge~~ collect the following fees when
19 the documents described in this section are delivered:

- 20 (a) For amending or restating the articles of organization in the case of a domestic
21 limited liability company, a filing fee of sixty dollars. For amending the certificate
22 of authority in the case of a foreign limited liability company, a filing fee of seven
23 hundred fifty dollars;
- 24 (b) For filing articles of termination, ten dollars;
- 25 (c) For filing articles of merger, sixty dollars;
- 26 (d) For filing a statement of dissociation, ten dollars;
- 27 (e) For filing an application to reserve a name, twenty-five dollars;
- 28 (f) For issuing a certificate of existence, twenty dollars;
- 29 (g) For filing an application for registration of name, twenty-five dollars;
- 30 (h) For filing an annual renewal of registration, a limited liability company which has
31 in effect a registration of its name, may renew such registration from year to year
32 by annually filing an application for renewal setting forth the facts required to be
33 set forth in an original application for registration and a certificate of good standing
34 as required for the original registration and by paying a fee of fifteen dollars. A

renewal application may be filed between the first day of October and the thirty-first day of December in each year and shall extend the registration for the following year. Delivery may be made by electronic transmission if and to the extent permitted by the Office of the Secretary of State. If the document is filed in typewritten or printed form and not transmitted electronically, the Office of the Secretary of State may require one exact or conformed copy to be delivered with the document;

~~(i)~~ For acting as agent for service of process the secretary of state shall charge and collect at the time of such service thirty dollars which may be recoverable as taxable costs by the party to the suit or action causing the service to be made if the party prevails in the suit or action;

~~(j)~~(i) For filing articles of domestication, ~~one hundred fifty dollars~~ no charge;

~~(k)~~(j) For filing articles of organization surrender, one hundred fifty dollars;

~~(l)~~(k) For filing a plan of conversion, one hundred fifty dollars;

~~(m)~~(l) For amending or restating the articles of organization in the case of a domestic limited liability company or for filing an application to amend or restate the certificate of authority in the case of a foreign limited liability company, where the amendment contains a notice that the limited liability company is authorized to establish one or more series, a filing fee of one hundred ten dollars;

~~(n)~~(m) For filing an application for a certificate of designation, ~~fifty dollars~~ no charge.

For acting as agent for service of process, the secretary of state shall charge and collect at the time of such service thirty dollars that may be recoverable as taxable costs by the party to the suit or action causing the service to be made if the party prevails in the suit or action.

Section 7. That § 48-7-206.1 be AMENDED:

48-7-206.1. There is no fee for filing for a domestic certificate of limited partnership. The provisions of § 1-8-10 notwithstanding, the fee for filing any other document required under this chapter with the secretary of state is one hundred twenty-five dollars.

Section 8. That § 48-7A-1208 be AMENDED:

48-7A-1208. The provisions of § 1-8-10 notwithstanding, the fee for filing the statements and reports provided for in the following sections with the secretary of state is as follows:

- 1 (1) Section 48-7A-303, ~~Statement of Authority~~ statement of authority, ~~one hundred~~
2 ~~twenty-five dollars~~ no charge;
- 3 (2) Section 48-7A-304, ~~Statement of Denial~~ statement of denial, ten dollars;
- 4 (3) Section 48-7A-704, ~~Statement of Dissociation~~ statement of dissociation, ten
5 dollars;
- 6 (4) Section 48-7A-805, ~~Statement of Dissolution~~ statement of dissolution, ten dollars;
- 7 (5) Section 48-7A-907, ~~Statement of Merger~~ statement of merger, sixty dollars;
- 8 (6) Section 48-7A-1001, ~~Statement of Qualification~~ statement of qualification, ~~one~~
9 ~~hundred twenty-five dollars~~ no charge;
- 10 ~~(6A)(7)~~ (7) Section 48-7A-1001, ~~Statement of Change~~ statement of change, ten dollars;
- 11 ~~(7)(8)~~ (8) Section 48-7A-1003, ~~Annual Report~~ domestic limited liability partnership annual
12 report, ~~fifty dollars~~ no charge. Section 48-7A-1003, foreign limited liability
13 partnership annual report, fifty dollars. Each limited liability partnership, domestic
14 or foreign, that does not file or refuses to file its annual report within the time
15 prescribed is subject to a penalty of fifty dollars to be assessed by the secretary of
16 state;
- 17 ~~(8)(9)~~ (9) Section 48-7A-1001.1, ~~Statement of Amendment~~ statement of amendment, fifteen
18 dollars;
- 19 ~~(9)(10)~~ (10) Section 48-7A-1001.2, ~~Statement of Cancellation~~ statement of cancellation, ten
20 dollars;
- 21 ~~(10)(11)~~ (11) Section 48-7A-1102, ~~Statement of Foreign Qualification~~ statement of foreign
22 qualification, one hundred twenty-five dollars;
- 23 ~~(11)(12)~~ (12) Section 48-7A-1102.1, ~~Statement of Amendment of Foreign Qualification~~
24 statement of amendment of foreign qualification, fifteen dollars;
- 25 ~~(12)(13)~~ (13) Section 48-7A-1102.2, ~~Statement of Cancellation~~ statement of cancellation, ten
26 dollars; and
- 27 ~~(13)(14)~~ (14) Filing any other statement, ten dollars.