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SENATE BILL NO. 400

Offered January 13, 2010

Prefiled January 13, 2010

A BILL to amend and reenact §§ 12.1-20, 12.1-21.1, and 12.1-21.2 of the Code of Virginia, relating to the clerk of the State Corporation Commission; fees.

Patron—Stosch

Referred to Committee on Commerce and Labor

Be it enacted by the General Assembly of Virginia:

1. That §§ 12.1-20, 12.1-21.1, and 12.1-21.2 of the Code of Virginia are amended and reenacted as follows:

§ 12.1-20. Facts to be certified by clerk upon request; signing and sealing; fees.

The clerk of the Commission shall, when requested, certify any one or more of the following facts:

1. That a named domestic corporation is organized and existing under and by virtue of the laws of Virginia and is in good standing.

2. That a named foreign corporation of a named state is authorized to do business in Virginia.

3. That the corporate existence of a named domestic corporation has been terminated, together with the date of termination and the reason for the termination.

4. That a named domestic corporation has filed articles of dissolution, together with the date thereof, and whether or not voluntary dissolution proceedings have been revoked.

5. That a named domestic corporation whose corporate existence was automatically terminated has been reinstated, together with the date thereof.

6. That a named foreign corporation of a named state is not authorized to do business in Virginia; and, if it was previously authorized to do business in Virginia, the date when it ceased to be so authorized, and the reason therefor.

7. That a name alleged or supposed to be the name of a corporation is not the name of a domestic corporation or of a foreign corporation authorized to do business in Virginia.

8. The names and addresses of the officers and directors of a corporation contained in its annual report of a particular date.

9. The name and address of the registered agent and registered office of a corporation, together with the date of his appointment.

10. The name and address of a former registered agent and registered office of a corporation, together with the date of his appointment and the date when the corporation filed a statement appointing a new registered agent.

11. That a particular security has or has not been registered for sale in Virginia pursuant to the provisions of the Securities Act (§ 13.1-501 et seq.).

12. That a statement or other document required or permitted by law to be filed in the office of the clerk of the Commission has not been filed in his office.

13. The existence or nonexistence of any other fact appearing from the official records of the Commission, unless the disclosure of such fact is forbidden by law.

The certificate shall be signed by the clerk or by a member of his staff and shall be sealed with the seal of the Commission, *or a facsimile thereof*. When so sealed, the certificate shall be admitted in evidence in all cases, civil and criminal, as prima facie evidence of the facts contained in it.

~~Except as otherwise provided in~~ *For each certificate, the clerk shall charge and collect fees pursuant to § 12.1-21.1 or subsection D C of § 12.1-21.2; the clerk shall charge and collect a fee of six dollars for each certificate.*

§ 12.1-21.1. Fees to be charged by clerk for certain information and certificates.

A. When a request made under subdivision 3 of § 12.1-19 or under § 12.1-20 relates to the Uniform Commercial Code, or when a request for information is made under Title 8.9A, the clerk of the Commission shall charge and collect the following fees, except as otherwise provided in subsection D C of § 12.1-21.2:

1. For a search and written response, \$7;

2. For a search and provision of a copy of a record, \$7 plus \$0.50 per page;

3. For affixing the seal of the Commission to a certificate, \$3; and

4. For furnishing or making available information contained in the Commission's records by computer or other means, reasonable fees as are fixed by Commission order or rule that reflect all costs related to furnishing or making available the information and providing the service.

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59 B. Any response or certificate shall be signed by the clerk or a member of his staff. Any signature
60 may be a facsimile.

61 C. Any certificate to which the seal of the Commission, *or a facsimile thereof*, is affixed shall be
62 admitted in evidence in all cases, civil and criminal, as prima facie evidence of the facts contained in it.

63 D. No action shall be brought against the Commission or any member of its staff claiming damages
64 for alleged errors or omissions in any response or certificate.

65 E. Notwithstanding the provisions of § 8.9A-525, if the Commission determines that a person was
66 falsely identified as a debtor on a financing statement filed in the office of its clerk, it may waive
67 payment of the fees for that person to file a termination statement pursuant to subdivision (d) (2) of
68 § 8.9A-509 and a correction statement pursuant to § 8.9A-518.

69 § 12.1-21.2. Miscellaneous charges.

70 A. ~~The Commission shall charge and collect for furnishing a copy of any document, instrument or~~
71 ~~paper \$0.50 per page and three dollars for the certificate and affixing the seal thereto.~~

72 ~~B. For making up, certifying and transmitting a record on appeal the clerk shall charge and collect~~
73 ~~fifty dollars \$50.~~

74 ~~CB. Except as otherwise provided by law, the Commission shall fix the charge and collect~~
75 ~~reasonable fees to be charged for furnishing and certifying a copy of any document or any information~~
76 ~~from or otherwise its records and may charge and collect reasonable fees for providing access to or~~
77 ~~utilization of the Commission's its records by computer or other means. Such fees shall as nearly as~~
78 ~~practicable reflect all costs of furnishing the information and providing the service, and, when collected,~~
79 ~~shall be set aside and paid into the special fund created under § 13.1-775.1.~~

80 DC. In addition to other fees prescribed by law, the Commission may charge and collect fees for (i)
81 requested expedited or special handling of business entity or Uniform Commercial Code filings
82 processed in its Clerk's Office, (ii) requested expedited provision of copies of records in its Clerk's
83 Office, or (iii) requested expedited provision of services, or the issuance of certificates, pursuant to
84 subdivision 3 of § 12.1-19, or under § 12.1-20 or § 12.1-21.1. Such fees, when collected, shall be set
85 aside and paid into the special fund created under § 13.1-775.1.