

**COMMITTEE AMENDMENT**  
HOUSE OF REPRESENTATIVES  
State of Oklahoma

SPEAKER:

CHAIR:

I move to amend HB2762 \_\_\_\_\_  
Of the printed Bill  
Page \_\_\_\_\_ Section \_\_\_\_\_ Lines \_\_\_\_\_  
Of the Engrossed Bill

By deleting the content of the entire measure, and by inserting in lieu thereof the following language:

**AMEND TITLE TO CONFORM TO AMENDMENTS**

Adopted: \_\_\_\_\_

Amendment submitted by: Trey Caldwell \_\_\_\_\_

\_\_\_\_\_  
Reading Clerk

1 STATE OF OKLAHOMA

2 1st Session of the 60th Legislature (2025)

3 PROPOSED COMMITTEE  
4 SUBSTITUTE  
5 FOR  
6 HOUSE BILL NO. 2762

By: Caldwell (Trey)

7 PROPOSED COMMITTEE SUBSTITUTE

8 An Act relating to international corporation agents;  
9 creating the International Corporation Agent  
10 Political Activity Oversight Act of 2025; defining  
11 terms; prohibiting certain acts under certain  
12 conditions; requiring filing to perform certain acts;  
13 requiring certain information be included in filing;  
14 amending 18 O.S. 2021, Section 1142, which relates to  
15 Secretary of State filing and service fees;  
16 establishing filing fee and establishing amount;  
17 authorizing certain acts to facilitate  
18 implementation; providing for noncodification;  
19 providing for codification; and providing an  
20 effective date.

21 BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

22 SECTION 1. NEW LAW A new section of law not to be  
23 codified in the Oklahoma Statutes reads as follows:

24 Section 2 of this act shall be known and may be cited as the  
"International Corporation Agent Political Activity Oversight Act of  
2025".

1 SECTION 2. NEW LAW A new section of law to be codified  
2 in the Oklahoma Statutes as Section 1144-1 of Title 18, unless there  
3 is created a duplication in numbering, reads as follows:

4 A. As used in this section:

5 1. "Completed filing" means a form developed and made available  
6 by the Secretary of State of this state, completed accurately in its  
7 entirety; and

8 2. "International corporation agent" means:

9 a. an individual representing the interests of a  
10 corporation or a business entity incorporated or  
11 headquartered outside the United States of America, or

12 b. an individual representing the interests of a  
13 corporation or a business entity with a fifty-one  
14 percent (51%) or greater interest owned or controlled  
15 by a corporation or a business entity incorporated,  
16 headquartered, or domiciled outside the United States  
17 of America.

18 For purposes of this definition, "representing" means taking  
19 efforts on behalf of the international corporation in exchange for  
20 compensation.

21 B. No individual shall advocate:

22 1. To influence the laws of this state as they apply to an  
23 associated international corporation; or

24

1 2. For funding from this state that would benefit an associated  
2 international corporation, until such individual shall have paid to  
3 the Secretary of State of this state the fees prescribed in Section  
4 1142 of Title 18 of the Oklahoma Statutes, and shall have filed with  
5 the Secretary of State of this state a completed filing, as an  
6 international corporation agent under the provisions of this  
7 Section.

8 C. The Secretary of State shall develop a filing form and make  
9 it available to the public to facilitate compliance with the  
10 provisions of this section. Such form shall include, but not be  
11 limited to, the name of such international corporation being  
12 advocated for and the time-period for which such advocacy is to  
13 occur.

14 D. The Secretary of State may promulgate rules, develop forms,  
15 and implement procedures as necessary to execute the provisions of  
16 this section.

17 SECTION 3. AMENDATORY 18 O.S. 2021, Section 1142, is  
18 amended to read as follows:

19 Section 1142.

20 FILING AND OTHER SERVICE FEES

21 A. The Secretary of State, for services performed in the Office  
22 of the Secretary of State and for expense of mailing, shall charge  
23 and collect the following fees:

24

- 1        1. For any report, document, or other paper required to be  
2 filed in the Office of the Secretary of State, a fee of Twenty-five  
3 Dollars (\$25.00);
- 4        2. For reservation of corporate name, a fee of Ten Dollars  
5 (\$10.00);
- 6        3. For issuing extra copies of any certificate not requiring  
7 any extra filing of papers or documents of any kind, a fee of Ten  
8 Dollars (\$10.00);
- 9        4. For issuing any other certificate, a fee of Ten Dollars  
10 (\$10.00);
- 11       5. For receiving a filing or indexing the annual certificate of  
12 a foreign corporation doing business in this state, or both when  
13 filed together, a fee of Ten Dollars (\$10.00);
- 14       6. For preclearance of any document for filing, a fee of Fifty  
15 Dollars (\$50.00);
- 16       7. For each service of process made upon and accepted by the  
17 Secretary of State, a fee of Twenty-five Dollars (\$25.00);
- 18       8. For preparing and providing a report of a record search, a  
19 fee of Five Dollars (\$5.00);
- 20       9. For filing and issuing certificates of incorporation, the  
21 fee shall be one-tenth of one percent (1/10 of 1%) of the authorized  
22 capital stock of such corporation; provided, that the minimum fee  
23 for any such service shall be Fifty Dollars (\$50.00); provided  
24

1 further, that not-for-profit corporations shall only be required to  
2 pay a fee of Twenty-five Dollars (\$25.00);

3 10. For filing and issuing amended certificates of  
4 incorporation or certificates of restatement, reorganization,  
5 revival, extension or dissolution, the fee shall be Fifty Dollars  
6 (\$50.00); provided, however, not-for-profit corporations shall only  
7 be required to pay a fee of Twenty-five Dollars (\$25.00). If an  
8 amendment shall provide for an increase in authorized capital in  
9 excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall  
10 be an amount equal to one-tenth of one percent (1/10 of 1%) of such  
11 increase;

12 11. For filing and issuing certificates of consolidation, if  
13 the resulting corporation is a domestic corporation, or merger, if  
14 the surviving corporation is a domestic corporation, the fee shall  
15 be One Hundred Dollars (\$100.00); provided, however, not-for-profit  
16 corporations shall only be required to pay a fee of Twenty-five  
17 Dollars (\$25.00). If the merger or consolidation shall increase the  
18 authorized capital of the surviving or resulting corporation in  
19 excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall  
20 be an amount equal to one-tenth of one percent (1/10 of 1%) of such  
21 increase;

22 12. For filing and issuing a certificate of conversion,  
23 whenever the resulting corporation is a domestic corporation, the  
24 minimum fee shall be One Hundred Dollars (\$100.00); provided,

1 however, if the certificate of incorporation of the resulting  
2 corporation authorizes capital stock in excess of Fifty Thousand  
3 Dollars (\$50,000.00), the filing fee shall be an amount equal to  
4 one-tenth of one percent (1/10 of 1%) of such authorized capital.  
5 If the resulting domestic corporation is not for profit, it shall  
6 only be required to pay a fee of Fifty Dollars (\$50.00);

7 13. For issuing a certificate to a foreign corporation to do  
8 business in this state, and filing a certificate and statement of  
9 such corporation required pursuant to the provisions of Section 1130  
10 of this title, the fee shall be one-tenth of one percent (1/10 of  
11 1%) of the maximum amount of capital invested by such corporation in  
12 the state at any time during the fiscal year such certificate is  
13 issued to any such foreign corporation; provided, that the minimum  
14 fee for any such service shall be Three Hundred Dollars (\$300.00);  
15 provided further, that no such corporation shall be required to pay  
16 a fee on an amount in excess of its authorized capital;

17 14. For amended certificate of qualification of a foreign  
18 corporation, a fee of Two Hundred Dollars (\$200.00); provided,  
19 however, for a certificate solely reflecting a change of mailing  
20 address, a fee of Ten Dollars (\$10.00);

21 15. For filing a certificate of consolidation, if the resulting  
22 corporation is a foreign corporation, or merger, if the surviving  
23 corporation is a foreign corporation, the fee shall be One Hundred  
24 Dollars (\$100.00);

1       16. For filing a certificate of withdrawal of a foreign  
2 corporation doing business in this state, a fee of One Hundred  
3 Dollars (\$100.00);

4       17. Every foreign corporation on the anniversary of its  
5 qualification in this state each year, shall cause to be filed with  
6 the Secretary of State a certificate of its president, vice-  
7 president or other managing officers, in which shall be stated and  
8 shown the maximum amount of capital the corporation had invested in  
9 the state at any time subsequent to the issuance to it of a  
10 certificate to do business in this state and the amount of capital  
11 previously paid upon. If the amount of capital so invested as shown  
12 by said certificate exceeds the amount formerly paid upon, the  
13 corporation, at the time of filing said certificate, shall pay to  
14 the Secretary of State an additional fee equal to one-tenth of one  
15 percent (1/10 of 1%) of the amount of such excess capital so  
16 invested by the corporation in the state; provided, that no such  
17 corporation shall be required to pay a filing fee on an amount in  
18 excess of its authorized capital, or to file the certificate  
19 provided for in this paragraph after it shall have paid a filing fee  
20 on its total authorized capitalization;

21       18. For acting as the registered agent, a fee of One Hundred  
22 Dollars (\$100.00) payable on the first day of July each year, and if  
23 not paid before the next ensuing September 1st, the Oklahoma Tax  
24 Commission shall suspend and forfeit the charter of the delinquent



1 corporation pursuant to the procedures prescribed in Section 1212 of  
2 Title 68 of the Oklahoma Statutes. The Tax Commission shall collect  
3 and audit the registered agent fee authorized pursuant to this  
4 paragraph in conjunction with the collection and audit of franchise  
5 taxes as provided for in Sections 1201 through 1214 of Title 68 of  
6 the Oklahoma Statutes. All monies received by the Tax Commission  
7 pursuant to the provisions of this paragraph shall be paid to the  
8 State Treasurer for deposit in the General Revenue Fund;

9 19. For filing a change of address for any individual,  
10 corporation, limited liability company or limited partnership  
11 designated by a corporation as its registered agent for service of  
12 process, or for the change of name or the resignation of a  
13 registered agent, a fee of Twenty-five Dollars (\$25.00), for the  
14 first forty corporations and Five Dollars (\$5.00) for each  
15 additional corporation within any bulk filing; ~~and~~

16 20. For any response by means of telecommunications to  
17 inquiries regarding information required to be maintained by the  
18 Secretary of State, a fee of Five Dollars (\$5.00), unless otherwise  
19 provided. Fees collected pursuant to this paragraph shall be  
20 deposited in the Revolving Fund for the Office of the Secretary of  
21 State; and

22 21. For receiving a filing of an International Corporation  
23 Agent, a fee of Twenty-five Dollars (\$25.00).  
24

1 B. Except as otherwise provided by law, fees paid to the  
2 Secretary of State in accordance with the provisions of the Oklahoma  
3 General Corporation Act shall be properly accounted for and shall be  
4 paid monthly to the State Treasurer for deposit in the General  
5 Revenue Fund.

6 C. For any certificate supplied by the county clerk, such clerk  
7 shall receive a fee of One Dollar (\$1.00). Such fees shall be  
8 properly accounted for and shall be paid into the county treasury in  
9 the same manner as other fees collected by the county clerk for the  
10 filing and recording of mortgages and deeds.

11 D. In any court proceeding pursuant to the provisions of the  
12 Oklahoma General Corporation Act requiring the filing of any decree,  
13 order, report or other document in the Office of the Secretary of  
14 State or in the office of any county clerk, in addition to the usual  
15 court costs and the costs for filing in the office of the clerk of  
16 the court, fees equal to the amounts provided for in this section  
17 for such required filing shall be collected as costs in such  
18 proceedings and such amount shall be forwarded to the Secretary of  
19 State and the county clerk with the papers to be filed.

20 E. The provisions contained in this section relating to the  
21 payment of incorporation fees by foreign corporations are not  
22 intended and shall not be construed to relieve such corporations,  
23 where applicable, of the payment of the annual corporate franchise  
24 tax to the Tax Commission.

1 F. For the purposes of computing the fees to be collected by  
2 the Secretary of State pursuant to the provisions of this section,  
3 each share without par value shall be treated the same as a share  
4 with a par value of Fifty Dollars (\$50.00), and the fees thereon  
5 shall be collected accordingly.

6 G. Payments for any required fees except as otherwise provided  
7 by law may be made as follows:

8 1. By the applicant's personal or company check, cash, or money  
9 order; or

10 2. By a nationally recognized credit card issued to the  
11 applicant. The Secretary of State may add a convenience fee, not to  
12 exceed four percent (4%) of the amount of such payment for services  
13 provided through telephonic or electronic media. For purposes of  
14 this paragraph, "nationally recognized credit card" means any  
15 instrument or device, whether known as a credit card, credit plate,  
16 charge plate, or by any other name, issued with or without fee by an  
17 issuer for the use of the cardholder in obtaining goods, services,  
18 or anything else of value on credit which is accepted by over one  
19 thousand merchants in this state. The Secretary of State shall  
20 determine which nationally recognized credit cards will be accepted;  
21 provided, however, the Secretary of State must ensure that no loss  
22 of state revenue will occur by the use of such card. The  
23 convenience fee collected pursuant to this paragraph shall be  
24 credited to the Revolving Fund for the Office of the Secretary of

1 State, as established in Section 276.1 of Title 62 of the Oklahoma  
2 Statutes.

3 SECTION 4. This act shall become effective November 1, 2025.

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5 60-1-12336 JM 02/04/25

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