

1 **HOUSE OF REPRESENTATIVES - FLOOR VERSION**

2 STATE OF OKLAHOMA

3 1st Session of the 60th Legislature (2025)

4 COMMITTEE SUBSTITUTE
5 FOR
6 HOUSE BILL NO. 2762

By: Caldwell (Trey) of the
House

and

Woods of the Senate

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10 COMMITTEE SUBSTITUTE

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

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

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

1 Section 2 of this act shall be known and may be cited as the
2 "International Corporation Agent Political Activity Oversight Act of
3 2025".

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

7 A. As used in this section:

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

11 2. "International corporation agent" means:

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

21 For purposes of this definition, "representing" means taking
22 efforts on behalf of the international corporation in exchange for
23 compensation.

1 B. Except for those covered under the provisions of a national
2 security agreement with the Committee on Foreign Investments in the
3 United States (CFIUS), no individual shall advocate:

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

6 2. For funding from this state that would benefit an associated
7 international corporation;

8 until such individual shall have paid to the Secretary of State of
9 this state the fees prescribed in Section 1142 of Title 18 of the
10 Oklahoma Statutes, and shall have filed with the Secretary of State
11 of this state a completed filing, as an international corporation
12 agent under the provisions of this Section.

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

19 D. The Secretary of State may promulgate rules, develop forms,
20 and implement procedures as necessary to execute the provisions of
21 this section.

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

24 Section 1142.

1 9. For filing and issuing certificates of incorporation, the
2 fee shall be one-tenth of one percent (1/10 of 1%) of the authorized
3 capital stock of such corporation; provided, that the minimum fee
4 for any such service shall be Fifty Dollars (\$50.00); provided
5 further, that not-for-profit corporations shall only be required to
6 pay a fee of Twenty-five Dollars (\$25.00);

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

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

3 12. For filing and issuing a certificate of conversion,
4 whenever the resulting corporation is a domestic corporation, the
5 minimum fee shall be One Hundred Dollars (\$100.00); provided,
6 however, if the certificate of incorporation of the resulting
7 corporation authorizes capital stock in excess of Fifty Thousand
8 Dollars (\$50,000.00), the filing fee shall be an amount equal to
9 one-tenth of one percent (1/10 of 1%) of such authorized capital.
10 If the resulting domestic corporation is not for profit, it shall
11 only be required to pay a fee of Fifty Dollars (\$50.00);

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

22 14. For amended certificate of qualification of a foreign
23 corporation, a fee of Two Hundred Dollars (\$200.00); provided,
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1 however, for a certificate solely reflecting a change of mailing
2 address, a fee of Ten Dollars (\$10.00);

3 15. For filing a certificate of consolidation, if the resulting
4 corporation is a foreign corporation, or merger, if the surviving
5 corporation is a foreign corporation, the fee shall be One Hundred
6 Dollars (\$100.00);

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

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

1 provided for in this paragraph after it shall have paid a filing fee
2 on its total authorized capitalization;

3 18. For acting as the registered agent, a fee of One Hundred
4 Dollars (\$100.00) payable on the first day of July each year, and if
5 not paid before the next ensuing September 1st, the Oklahoma Tax
6 Commission shall suspend and forfeit the charter of the delinquent
7 corporation pursuant to the procedures prescribed in Section 1212 of
8 Title 68 of the Oklahoma Statutes. The Tax Commission shall collect
9 and audit the registered agent fee authorized pursuant to this
10 paragraph in conjunction with the collection and audit of franchise
11 taxes as provided for in Sections 1201 through 1214 of Title 68 of
12 the Oklahoma Statutes. All monies received by the Tax Commission
13 pursuant to the provisions of this paragraph shall be paid to the
14 State Treasurer for deposit in the General Revenue Fund;

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

22 20. For any response by means of telecommunications to
23 inquiries regarding information required to be maintained by the
24 Secretary of State, a fee of Five Dollars (\$5.00), unless otherwise

1 provided. Fees collected pursuant to this paragraph shall be
2 deposited in the Revolving Fund for the Office of the Secretary of
3 State; and

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

6 B. Except as otherwise provided by law, fees paid to the
7 Secretary of State in accordance with the provisions of the Oklahoma
8 General Corporation Act shall be properly accounted for and shall be
9 paid monthly to the State Treasurer for deposit in the General
10 Revenue Fund.

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

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

1 E. The provisions contained in this section relating to the
2 payment of incorporation fees by foreign corporations are not
3 intended and shall not be construed to relieve such corporations,
4 where applicable, of the payment of the annual corporate franchise
5 tax to the Tax Commission.

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

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

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

15 2. By a nationally recognized credit card issued to the
16 applicant. The Secretary of State may add a convenience fee, not to
17 exceed four percent (4%) of the amount of such payment for services
18 provided through telephonic or electronic media. For purposes of
19 this paragraph, "nationally recognized credit card" means any
20 instrument or device, whether known as a credit card, credit plate,
21 charge plate, or by any other name, issued with or without fee by an
22 issuer for the use of the cardholder in obtaining goods, services,
23 or anything else of value on credit which is accepted by over one
24 thousand merchants in this state. The Secretary of State shall

1 determine which nationally recognized credit cards will be accepted;
2 provided, however, the Secretary of State must ensure that no loss
3 of state revenue will occur by the use of such card. The
4 convenience fee collected pursuant to this paragraph shall be
5 credited to the Revolving Fund for the Office of the Secretary of
6 State, as established in Section 276.1 of Title 62 of the Oklahoma
7 Statutes.

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

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10 COMMITTEE REPORT BY: COMMITTEE ON APPROPRIATIONS AND BUDGET, dated
11 02/17/2025 - DO PASS, As Amended and Coauthored.

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