

1 STATE OF OKLAHOMA

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

3 COMMITTEE SUBSTITUTE
4 FOR

5 HOUSE BILL NO. 2762

6 By: Caldwell (Trey)

7 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 providing exception; amending 18 O.S. 2021, Section
15 1142, which relates to Secretary of State filing and
16 service fees; establishing filing fee and
17 establishing amount; authorizing certain acts to
18 facilitate implementation; providing for
19 noncodification; providing for codification; and
20 providing an 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. Except for those covered under the provisions of a national
22 security agreement with the Committee on Foreign Investments in the
23 United States (CFIUS), no individual shall advocate:

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

3 2. For funding from this state that would benefit an associated
4 international corporation;

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

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

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

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

21 Section 1142.

22 FILING AND OTHER SERVICE FEES
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1 A. The Secretary of State, for services performed in the Office
2 of the Secretary of State and for expense of mailing, shall charge
3 and collect the following fees:

4 1. For any report, document, or other paper required to be
5 filed in the Office of the Secretary of State, a fee of Twenty-five
6 Dollars (\$25.00);

7 2. For reservation of corporate name, a fee of Ten Dollars
8 (\$10.00);

9 3. For issuing extra copies of any certificate not requiring
10 any extra filing of papers or documents of any kind, a fee of Ten
11 Dollars (\$10.00);

12 4. For issuing any other certificate, a fee of Ten Dollars
13 (\$10.00);

14 5. For receiving a filing or indexing the annual certificate of
15 a foreign corporation doing business in this state, or both when
16 filed together, a fee of Ten Dollars (\$10.00);

17 6. For preclearance of any document for filing, a fee of Fifty
18 Dollars (\$50.00);

19 7. For each service of process made upon and accepted by the
20 Secretary of State, a fee of Twenty-five Dollars (\$25.00);

21 8. For preparing and providing a report of a record search, a
22 fee of Five Dollars (\$5.00);

23 9. For filing and issuing certificates of incorporation, the
24 fee shall be one-tenth of one percent (1/10 of 1%) of the authorized

1 capital stock of such corporation; provided, that the minimum fee
2 for any such service shall be Fifty Dollars (\$50.00); provided
3 further, that not-for-profit corporations shall only be required to
4 pay a fee of Twenty-five Dollars (\$25.00);

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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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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