

1 ENGROSSED HOUSE
2 BILL NO. 2762

By: Caldwell (Trey) of the
House

3 and

4 Woods of the Senate

5
6
7 An Act relating to international corporation agents;
8 creating the International Corporation Agent
Political Activity Oversight Act of 2025; defining
9 terms; prohibiting certain acts under certain
conditions; requiring filing to perform certain acts;
requiring certain information be included in filing;
providing exception; amending 18 O.S. 2021, Section
10 1142, which relates to Secretary of State filing and
service fees; establishing filing fee and
establishing amount; authorizing certain acts to
facilitate implementation; providing for
noncodification; providing for codification; and
providing an effective date.

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

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

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15 Section 2 of this act shall be known and may be cited as the
16 "International Corporation Agent Political Activity Oversight Act of
17 2025".

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

1 A. As used in this section:

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

5 2. "International corporation agent" means:

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

15 For purposes of this definition, "representing" means taking
16 efforts on behalf of the international corporation in exchange for
17 compensation.

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

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

23 2. For funding from this state that would benefit an associated
24 international corporation,

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

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

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

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

17 Section 1142.

18 FILING AND OTHER SERVICE FEES

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

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

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

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

6 4. For issuing any other certificate, a fee of Ten Dollars
7 (\$10.00);

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

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

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

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

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

23 10. For filing and issuing amended certificates of
24 incorporation or certificates of restatement, reorganization,

1 revival, extension or dissolution, the fee shall be Fifty Dollars
2 (\$50.00); provided, however, not-for-profit corporations shall only
3 be required to pay a fee of Twenty-five Dollars (\$25.00). If an
4 amendment shall provide for an increase in authorized capital in
5 excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall
6 be an amount equal to one-tenth of one percent (1/10 of 1%) of such
7 increase;

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

18 12. For filing and issuing a certificate of conversion,
19 whenever the resulting corporation is a domestic corporation, the
20 minimum fee shall be One Hundred Dollars (\$100.00); provided,
21 however, if the certificate of incorporation of the resulting
22 corporation authorizes capital stock in excess of Fifty Thousand
23 Dollars (\$50,000.00), the filing fee shall be an amount equal to
24 one-tenth of one percent (1/10 of 1%) of such authorized capital.

1 If the resulting domestic corporation is not for profit, it shall
2 only be required to pay a fee of Fifty Dollars (\$50.00);

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

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

17 15. For filing a certificate of consolidation, if the resulting
18 corporation is a foreign corporation, or merger, if the surviving
19 corporation is a foreign corporation, the fee shall be One Hundred
20 Dollars (\$100.00);

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

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

18 18. For acting as the registered agent, a fee of One Hundred
19 Dollars (\$100.00) payable on the first day of July each year, and if
20 not paid before the next ensuing September 1st, the Oklahoma Tax
21 Commission shall suspend and forfeit the charter of the delinquent
22 corporation pursuant to the procedures prescribed in Section 1212 of
23 Title 68 of the Oklahoma Statutes. The Tax Commission shall collect
24 and audit the registered agent fee authorized pursuant to this

1 paragraph in conjunction with the collection and audit of franchise
2 taxes as provided for in Sections 1201 through 1214 of Title 68 of
3 the Oklahoma Statutes. All monies received by the Tax Commission
4 pursuant to the provisions of this paragraph shall be paid to the
5 State Treasurer for deposit in the General Revenue Fund;

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

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

19 21. For receiving a filing of an international corporation
20 agent, a fee of Twenty-five Dollars (\$25.00).

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

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

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

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

22 F. For the purposes of computing the fees to be collected by
23 the Secretary of State pursuant to the provisions of this section,
24 each share without par value shall be treated the same as a share

1 with a par value of Fifty Dollars (\$50.00), and the fees thereon
2 shall be collected accordingly.

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

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

7 2. By a nationally recognized credit card issued to the
8 applicant. The Secretary of State may add a convenience fee, not to
9 exceed four percent (4%) of the amount of such payment for services
10 provided through telephonic or electronic media. For purposes of
11 this paragraph, "nationally recognized credit card" means any
12 instrument or device, whether known as a credit card, credit plate,
13 charge plate, or by any other name, issued with or without fee by an
14 issuer for the use of the cardholder in obtaining goods, services,
15 or anything else of value on credit which is accepted by over one
16 thousand merchants in this state. The Secretary of State shall
17 determine which nationally recognized credit cards will be accepted;
18 provided, however, the Secretary of State must ensure that no loss
19 of state revenue will occur by the use of such card. The
20 convenience fee collected pursuant to this paragraph shall be
21 credited to the Revolving Fund for the Office of the Secretary of
22 State, as established in Section 276.1 of Title 62 of the Oklahoma
23 Statutes.

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

1 | Passed the House of Representatives the 27th day of February,
2025.

Presiding Officer of the House
of Representatives

6 Passed the Senate the _____ day of _____, 2025.

Presiding Officer of the Senate