

**2023 HOUSE GOVERNMENT AND VETERANS AFFAIRS**

**HB 1084**

# 2023 HOUSE STANDING COMMITTEE MINUTES

## Government and Veterans Affairs Committee Pioneer Room, State Capitol

HB 1084  
1/5/2023

Relating to business filing requirements with the secretary of state.

Chairman Schauer called the meeting to order at 12:59 PM

Chairman Austen Schauer, Vice Chairmen Bernie Satrom, Reps. Landon Bahl, Claire Cory, Jeff A. Hoverson, Jorin Johnson, Karen Karls, Scott Louser, Carrie McLeod, Karen M. Rohr, Vicky Steiner, Steve Vetter, Mary Schneider. All present.

### **Discussion Topics:**

- New language
- Foreign businesses and farmland
- Foreign non-profit corporations and limited liability companies
- Out-of-state businesses
- Drafting forms
- Anchorage description
- Out-of-country ownership of farmland

Michael Monroe, the Director of Business Services with the Secretary of State office, introduced the HB 1084 with supportive testimony (#12441).

Barbara Seigel, former Director of Business Services with the Secretary of State office, verbally testified in support of HB 1084.

Chairman Schauer closed the hearing on HB 1084.

Chairman Schauer adjourned the meeting at 1:18 PM

*Phillip Jacobs, Committee Clerk By: Leah Kuball*

# 2023 HOUSE STANDING COMMITTEE MINUTES

## Government and Veterans Affairs Committee Pioneer Room, State Capitol

HB 1084  
1/12/2023

Relating to business filing requirements with the secretary of state.

Chairman Schauer called the meeting to order at 3:11 PM.

Chairman Austen Schauer, Vice Chairmen Bernie Satrom, Reps. Landon Bahl, Jeff A. Hoverson, Jorin Johnson, Karen Karls, Scott Louser, Carrie McLeod, Karen M. Rohr, Vicky Steiner, Steve Vetter, and Mary Schneider present. Rep. Claire Cory not present.

### Discussion Topics:

- Committee work

Chairman Schauer called for a discussion on HB 1084.

Rep. Schneider moved a do pass on HB 1084.

Seconded by Rep. Vetter.

Roll Call Vote:

Representatives	Vote
Representative Austen Schauer	Y
Representative Bernie Satrom	Y
Representative Landon Bahl	Y
Representative Claire Cory	AB
Representative Jeff A. Hoverson	Y
Representative Jorin Johnson	Y
Representative Karen Karls	Y
Representative Scott Louser	Y
Representative Carrie McLeod	Y
Representative Karen M. Rohr	Y
Representative Mary Schneider	Y
Representative Vicky Steiner	Y
Representative Steve Vetter	Y

Motion carries 12-0-1.

Carried by Rep. Schneider.

Chairman Schauer adjourned the meeting at 3:15PM.

*Phillip Jacobs, Committee Clerk*

**REPORT OF STANDING COMMITTEE**

**HB 1084: Government and Veterans Affairs Committee (Rep. Schauer, Chairman)**  
recommends **DO PASS** (12 YEAS, 0 NAYS, 1 ABSENT AND NOT VOTING). HB  
1084 was placed on the Eleventh order on the calendar.

**2023 SENATE STATE AND LOCAL GOVERNMENT**

**HB 1084**

# 2023 SENATE STANDING COMMITTEE MINUTES

State and Local Government Committee  
Room JW216, State Capitol

HB 1084  
3/2/2023

Relating to business filing requirements with the secretary of state.

10:30 AM Chair Roers opened the hearing. Present: Chair Roers, Vice Chair Barta, Sen Cleary, Sen Estenson, Sen J Lee, and Sen Braunberger.

### Discussion Topics:

- Cleanup bill
- Definition of foreign
- On-line service

Barbara Siegel, Sec of State Office, testified in support #21630.

Sen Cleary moved a DO PASS.

Sen Estenson seconded.

Senators	Vote
Senator Kristin Roers	Y
Senator Jeff Barta	Y
Senator Ryan Braunberger	Y
Senator Sean Cleary	Y
Senator Judy Estenson	Y
Senator Judy Lee	Y

VOTE: YES – 6    NO – 0    Absent – 0

Motion PASSED

Sen Barta will carry the bill.

10:45 AM Chair Roers closed the hearing.

*Pam Dever, Committee Clerk*

**REPORT OF STANDING COMMITTEE**

**HB 1084: State and Local Government Committee (Sen. K. Roers, Chairman)** recommends **DO PASS** (6 YEAS, 0 NAYS, 0 ABSENT AND NOT VOTING). HB 1084 was placed on the Fourteenth order on the calendar. This bill does not affect workforce development.

**TESTIMONY**

**HB 1084**



MICHAEL HOWE  
SECRETARY OF STATE

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**House Bill 1084**  
**House Government and Veterans Affairs Committee**  
January 5, 2023

Chairman Schauer and Members of the House Government and Veterans Affairs Committee, my name is Michael Monroe. I am the Director of Business Services with the Secretary of State's office. I am here in support of House Bill 1084 which relates to requirements for certain business filings with our office.

This bill seeks to adjust a statute to make it more consistent with the requirements of many other filings received by our office.

The changes found in **Section 1** (page 1, line 11) apply to farm and ranch limited liability companies under North Dakota Century Code ch. 10-06.1, and it creates consistency. Changes were made last session (SB 2210) to ensure foreign (out-of-state) farm and ranch entities were appropriately addressed in North Dakota Century Code ch. 10-06.1 and the amendment continues that assurance. The proposed amendment does not change underlying requirements of the chapter but removes language that treats foreign farm and ranch limited liability companies differently than domestic (in-state) farm and ranch limited liability companies.

The changes in the following sections, which I have outlined below, would require a form prescribed by the Secretary of State be used when a foreign entity applies for a certificate of authority to transact business in North Dakota, seeks to amend that certificate of authority, and/or withdraws the certificate of authority. Currently, a prescribed form is required for all annual reports, and filings relating to fictitious partnership names, trade names, trademarks, and registered agent changes. The forms are available through FirstStop, the Secretary of State's online business and licensing system.

- **Section 2** (page 1, line 19), **Section 3** (page 2, lines 20 – 21), and **Section 4** (page 3, line 10) apply to foreign business, professional, and farm/ranch corporation certificate of authority applications, amendments, and withdrawals.
- **Section 5** (page 3, line 27), **Section 6** (page 4, line 8), and **Section 7** (page 4, lines 17 – 18) apply to foreign business, professional, and farm/ranch limited liability company certificate of authority applications, amendments, and withdrawals.
- **Section 8** (page 5, line 3), **Section 9** (page 5, lines 13 – 14), and **Section 10** (page 6, line 2) apply to foreign nonprofit corporations and limited liability company certificate of authority applications, amendments, and withdrawals.

Completing the form on FirstStop provides many benefits to customers including more accurate completion of their filings; faster processing time; access to real-time status of the filings; simplification of future filings for that entity; and online access at any time to their certificates, receipts, and filings. Once the form has been completed on FirstStop, it may either be printed and mailed, or submitted online for processing.

I request your support of HB 1084 and would be happy to stand for any questions.

MICHAEL C. HOWE  
SECRETARY OF STATE

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**SENATE STATE AND LOCAL GOVERNMENT COMMITTEE**  
**SENATOR KRISTIN ROERS, CHAIRMAN**

**HOUSE BILL NO. 1084**  
**MARCH 2, 2023**

**TESTIMONY PRESENTED BY**

**BARBARA SIEGEL, OFFICE OF SECRETARY OF STATE**

Chairman Roers and members of the Senate State and Local Government Committee, I am Barbara Siegel with the Secretary of State's office and the former Director of Business Services. I am here in support of House Bill 1084 which promotes consistency with requirements of many other filings received by our office.

The amendment in **Section 1** (page 1, line 11) is consistent with changes made last session (SB 2210) to ensure farm and ranch entities created in another state that want to register in North Dakota are appropriately addressed in North Dakota Century Code ch. 10-06.1. Specifically, this change would ensure that foreign (out-of-state) farm/ranch limited liability companies are required to comply with limited liability laws in NDCC ch. 10-32.1 when appropriate, as do domestic (in-state) entities.

The remaining sections would require a form prescribed by the Secretary of State be used when a foreign entity applies for a certificate of authority to transact business in North Dakota, seeks to amend a certificate of authority, or withdraws a certificate of authority.

Currently, a prescribed form is required for all annual reports, and for all filings relating to fictitious partnership names, trade names, trademarks, and registered agent changes. The forms are available through FirstStop, the Secretary of State's online business and licensing system.

- **Section 2** (page 1, line 19), **Section 3** (page 2, lines 20 – 21), and **Section 4** (page 3, line 10) apply to foreign business, professional, and farm/ranch corporation certificate of authority applications, amendments, and withdrawals.
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- **Section 8** (page 5, line 3), **Section 9** (page 5, lines 13 – 14), and **Section 10** (page 6, line 2) apply to foreign nonprofit corporations and limited liability company certificate of authority applications, amendments, and withdrawals.

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I request your support of HB 1084 and would be happy to take any questions.