

RALPH DLG. TORRES
Governor



GOV. COMAL 22-3
(HOUSE)

ARNOLD I. PALACIOS
Lieutenant Governor

COMMONWEALTH OF THE NORTHERN MARIANA ISLANDS
OFFICE OF THE GOVERNOR

07 JAN 2021

The Honorable Blas Jonathan "BJ" T. Attao
Speaker, House of Representatives
Twenty-First Northern Marianas
Commonwealth Legislature
Saipan, MP 96950

The Honorable Victor B. Hocog
Senate President, The Senate
Twenty-First Northern Marianas
Commonwealth Legislature
Saipan, MP 96950

Dear Mr. Speaker and Mr. President:

This is to inform you that I have signed into law **House Bill No. 21-19, HS1**, entitled, "To impose a higher fee structure for the Department of Commerce, Office of the Registrar of Corporations; and for other purposes." which was passed by the House of Representatives and the Senate of the Twenty-First Northern Marianas Commonwealth Legislature.

This bill becomes **Public Law No. 21-37**. Copies bearing my signature are forwarded for your reference.

Sincerely,



RALPH DLG. TORRES
Governor

cc: Lt. Governor; Press Secretary; Secretary of Finance; Department of Commerce; Law Revision Commission; Public Auditor; Special Assistant for Administration; Special Assistant for Programs and Legislative Review

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10:30am



Twenty-First Legislature
of the
Commonwealth of the Northern Mariana Islands

IN THE HOUSE OF REPRESENTATIVES

FIRST REGULAR SESSION

FEBRUARY 20, 2019

REPRESENTATIVE JOSEPH LEEPAN T. GUERRERO of Saipan, Precinct 1 (*for himself*.) in an open and public meeting with an opportunity for the public to comment, introduced the following Bill:

H. B. No. 21-19, HS1

AN ACT

TO IMPOSE A HIGHER FEE STRUCTURE FOR THE DEPARTMENT OF COMMERCE, OFFICE OF THE REGISTRAR OF CORPORATIONS; AND FOR OTHER PURPOSES.

The Bill was referred to the House Committee on Ways and Means, which submitted Standing Committee Report No. 21-29; adopted 9/6/2019.

THE BILL WAS PASSED BY THE HOUSE OF REPRESENTATIVES ON FIRST AND FINAL READING, SEPTEMBER 10, 2019;
with amendments in the form of H. B. No. 21-19, HS1 and transmitted to the
THE SENATE.

The Bill was referred to the Senate Committee on Fiscal Affairs.
THE BILL WAS PASSED BY THE SENATE ON FIRST AND FINAL READING, DECEMBER 1, 2020;
without amendments and was returned to
THE HOUSE OF REPRESENTATIVES.

THE BILL WAS FINALLY PASSED ON SEPTEMBER 10, 2019.



Linda B. Muña, House Clerk



Twenty-First Legislature
of the
Commonwealth of the Northern Mariana Islands
IN THE HOUSE OF REPRESENTATIVES

FOURTH DAY, SECOND REGULAR SESSION

SEPTEMBER 10, 2019

H. B. No. 21-19, HS1

AN ACT

**TO IMPOSE A HIGHER FEE STRUCTURE FOR THE DEPARTMENT
OF COMMERCE, OFFICE OF THE REGISTRAR OF
CORPORATIONS; AND FOR OTHER PURPOSES.**

**BE IT ENACTED BY THE TWENTY-FIRST NORTHERN
MARIANAS COMMONWEALTH LEGISLATURE:**

1 **SECTION 1. FINDINGS AND PURPOSE.**

2 The Legislature finds that the existing fee structure for the Office of the Registrar of
3 Corporations under the Department of Commerce, which was first established pursuant to
4 Public Law 10-07, was officially amended and restructured pursuant to Executive Order No.
5 97-03. Upon the enactment of the specified Executive Order in January 1998, the Office of the
6 Registrar of Corporations was mandated to transfer from the Office of the Attorney General to
7 the Department of Commerce. The lateral transfer was put into effect in May 2003. The
8 Legislature is cognizant that there have been a couple of attempts to amend the fee structure,
9 namely in House Bill 15-123 and House Bill 16-216. Both attempts were unsuccessful in being
10 signed into law and the fee structure has remained stagnant since the enactment of Executive
11 Order No. 97-03.

HOUSE BILL 21-19, HS1

1 The Legislature also finds that since the enactment of the aforementioned Executive
2 Order in 1998, there has been an immense influx of businesses into our Commonwealth.
3 Amending the current fee structure and earmarking a certain percentage of fees to the
4 Department of Commerce will allow them to enhance their record keeping capabilities and
5 provide more effective and efficient services to our corporations in the long run. The increase
6 in the number of corporations has led to an increase in demand for a more sophisticated system
7 that can be used to process and electronically access pertinent documents in the future to
8 provide for both the needs of the Department and their clients.

9 Therefore, the purpose of this Act is to repeal 4 CMC §4263 to impose a higher fee
10 structure under 4 CMC §4205 for the Department of Commerce, Office of the Registrar of
11 Corporations and to designate a certain percentage to the Department to provide the necessary
12 funds they need to upgrade and maintain their technology to carry out their duties and
13 responsibilities more efficiently. Also, 4 CMC §4103(c) is repealed since it duplicates some
14 of the filing fees covered by the new 4 CMC §4205.

15 **SECTION 2. REPEAL AND REENACT.**

16 4 CMC §4263 of the Commonwealth Code is hereby repealed and re-enacted as
17 4 CMC §4205 to read as follows:

18 “(a) The following fees are imposed and shall be paid to the Department of
19 Finance and proof of payment delivered to the Registrar of Corporations when the
20 documents described in this subsection are delivered for filing:

- 21 (1) \$150 Articles of Organization (LLC);
- 22 (2) \$150 Articles of Incorporation;
- 23 (3) \$250 Application for Reinstatement following Administrative
24 Dissolution;
- 25 (4) \$250 Application for Certificate of Authority for Foreign
26 Corporation;
- 27 (5) \$50 Application for Amended Certificate of Authority for Foreign
28 Corporation;
- 29 (6) \$30 Non-Profit Corporation (Petition, Charter & Bylaws);
- 30 (7) \$100 Registration of Partnership;
- 31 (8) \$100 Amended Articles of Organization;
- 32 (9) \$100 Amended Articles of Incorporation;
- 33 (10) \$100 Restated Articles of Incorporation;
- 34 (11) \$50 Articles of Dissolution/Termination;

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- (12) \$100 Articles of Merger or Share Exchange;
- (13) \$50 Articles of Revocation of Dissolution;
- (14) \$100 Annual & Initial Corporation Report for: Domestic, Foreign & Partnership, LLC.;
- (15) \$50 Application for Certificate of Withdrawal;
- (16) \$25 Articles of Correction;
- (17) \$200 Service of Process served on the Registrar of Corporations;
- (18) \$50 Any other document required or permitted to be filed, such as bylaws affidavit, minutes, resolution, Amendment annual report & amendment, by-law, operating agreement, stocks, resignation as officer or director;
- (19) \$10 Non-Profit Corporation Report, Initial;
- (20) \$50 Application for Certificate of Existence or Authorization or Good Standing;
- (21) \$50 Registered Agent Form;
- (22) \$10 Agent's statement of: change of registered office or resignation;
- (23) \$50 Application for Reservation of Name, Notice of Transfer of Reserved Name;
- (24) \$50 Application for Registered Name, Application for Renewal of Registered Name;
- (25) \$25 Corporation's statement of change of registered agent or registered office or both;
- (26) \$20 For Certificate or Certification of Document; \$1.00 for additional page for copying (Acct. No. 1300-62300);
- (27) \$100 Annual Subscription for the Commonwealth Register; and (Acct. No. 7745-45570);
- (28) \$30 Postage fee for the Commonwealth Register (Acct. No. 1170-62250);
- (29) \$5 Per document, i.e., Articles of Inc., Bylaws, Annual Reports (uncertified copies), \$1.00 per copy of each additional attachments;
- (30) \$150 Expedited Service fee, business organization document filing (fulfilled within 1 business day);
- (31) \$150 Expedited Service fee, certified research request, i.e., certification requests of documents (fulfilled within 1 business day);

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1 (32) \$150 Penalty for documents received after March 1st, i.e., Initial
2 Reports. Annual Reports;

3 (33) \$10 Per day for Annual Reports received after March 2nd (in
4 addition to \$150 Penalty for late filing);

5 (34) \$25 Penalty for late filing on Non-Profit Corporation Report,
6 Annual & Minutes; and

7 (35) \$5 Per day for Non-Profit Annual Reports received after March 2nd
8 (In addition to \$25 Penalty for late filing).”

9 (b) The Secretary of Finance shall establish a separate account, Commerce
10 Registrar of Corporation Account, and shall deposit 75% of the fees collected pursuant
11 to 4 CMC §4205 without fiscal year limitation. The Secretary of Commerce shall be
12 the expenditure authority.”

13 **SECTION 3. REPEAL.**

14 4 CMC §4103(c) is hereby repealed.

15 **SECTION 4. SUNSET PROVISION.**

16 If the CNMI Department of Commerce is unable to procure and implement an online
17 platform for the submission and processing of documents by December 31, 2022, all new and
18 increased fees established by this act shall be reduced by 25%.

19 **SECTION 5. SEVERABILITY.**

20 If any provision of this Act or the application of any such provision to any person or
21 circumstance should be held invalid by a court of competent jurisdiction, the remainder of this
22 Act or the application of its provisions to persons or circumstances other than those to which
23 it is held invalid shall not be affected thereby.

24 **SECTION 6. SAVINGS CLAUSE.**


25 This Act and any repealer contained herein shall not be construed as affecting any
26 existing right acquired under contract or acquired under statutes repealed or under any rule,
27 regulation or order adopted under the statutes. Repealers contained in this Act shall not affect
28 any proceeding instituted under or pursuant to prior law. The enactment of this Act shall not
29 have the effect of terminating, or in any way modifying, any liability civil or criminal, which
30 shall already be in existence at the date this Act becomes effective.

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SECTION 6. EFFECTIVE DATE.

This Act shall take effect upon its approval by the Governor or upon its becoming law without such approval.

Attested to by:


Linda B. Muña, House Clerk

Certified by:


SPEAKER BLAS JONATHAN "BJ" T. ATTAO
House of Representatives
21st Northern Marianas Commonwealth Legislature

Approved this 7th day of January, 2021


RALPH DLG. TORRES
Governor

Commonwealth of the Northern Mariana Islands