

LEGISLATIVE BILL 800

Approved by the Governor February 3, 1988

Introduced by Labedz, 5, Chairperson, Executive Board

AN ACT relating to corporations; to amend sections 21-312, 21-314, 21-318, 21-319, 21-321, 21-1337, 21-1513, and 21-1519 to 21-1521, Reissue Revised Statutes of Nebraska, 1943; to eliminate references to repealed sections; and to repeal the original sections.

Be it enacted by the people of the State of Nebraska,

Section 1. That section 21-312, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-312. The fees required to be paid by sections 21-301 to ~~21-327~~, ~~21-325~~ shall be the first and best lien on all property of the corporation, whether such real or personal property is employed by the corporation in the prosecution of its business or is in the hands of an assignee, trustee, or receiver for the benefit of the creditors and stockholders thereof. ~~The~~ ~~;~~ ~~PROVIDED~~, ~~that~~ ~~the~~ ~~Secretary~~ ~~of~~ ~~State~~ ~~may~~, ~~in~~ ~~his~~ ~~discretion~~, file notice of such lien in the office of the county clerk of the county wherein the personal property sought to be charged with such lien is situated, and with the county clerk or register of deeds of the county wherein the real estate sought to be charged with such lien is situated. ~~The~~ ~~;~~ ~~and~~ ~~the~~ ~~lien~~ provided for in this section shall be invalid as to any mortgagee or pledgee whose lien is filed, ~~or~~ as against any judgment lien which attached, or as against any purchaser whose rights accrued, prior to the filing of such notice.

Sec. 2. That section 21-314, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-314. Such annual fee or fees to be paid as provided in sections 21-301 to ~~21-327~~ ~~21-325~~ may be recovered by an action in the name of the state, and on collection shall be paid into the treasury to the credit of the General Fund.

Sec. 3. That section 21-318, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-318. It shall be the duty of the Secretary

of State to prepare and keep a correct list of all corporations subject to the provisions of sections 21-301 to ~~21-327~~, 21-325 and engaged in business within the State of Nebraska. For the purpose of obtaining the necessary information, the Secretary of State, or other person deputized by him or her, shall have access to the records of the offices of the county clerks of the state.

Sec. 4. That section 21-319, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-319. Any county clerk shall, upon request of the Secretary of State, furnish him or her with such information as is shown by the records of his or her office concerning corporations located within his or her county, and subject to the provisions of sections 21-301 to ~~21-327~~ 21-325. The Secretary of State, or any person deputized by him or her for the purpose of determining the amount of fees due from such corporation, shall have authority to investigate and determine the facts showing the proportion of the paid-up capital stock of the company represented by its property and business in Nebraska.

Sec. 5. That section 21-321, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-321. All banking, insurance, and building and loan association corporations, paying fees and making reports to the Auditor of Public Accounts or the Director of Banking and Finance, and all other corporations paying an annual occupation tax to the state under any other statutory provisions than those of sections 21-301 to ~~21-327~~, 21-325 shall be are exempt from the provisions of said such sections. ; PROVIDED, a corporation shall not be required to file its first annual report under said sections until the proper month hereinbefore provided for the filing of such report next following the expiration of seven months from the date of its incorporation or admission to do business in this state.

Sec. 6. That section 21-1337, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1337. Upon the filing of the report and the payment of the fee provided for in section 21-1336, the Secretary of State shall make out and deliver to such corporation a certificate witnessing the compliance by such corporation with section 21-1336 and the payment of the annual fee therein provided for. No further

compliance with the provisions of sections 21-301 to ~~21-327~~ ~~21-325~~ shall be required of such cooperative farm land companies.

Sec. 7. That section 21-1513, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1513. A corporation subject to the provisions of sections 21-1509 to ~~21-1522~~ ~~21-1521~~ may issue contracts only when the department has by formal certificate or license authorized it to do so. Application for such certificate of authority or license shall be made on forms to be supplied by the department, containing such information as it shall deem necessary. Each application for a certificate or license shall be accompanied by copies of the following documents: (1) Certificate of incorporation; (2) bylaws; (3) proposed contracts between the corporation and participating hospitals showing terms under which hospital service is to be furnished to subscribers; (4) contracts to be issued to subscribers showing a table of the rates to be charged and the benefits to which they are entitled; and (5) financial statement of the corporation, including the amounts of contribution paid or agreed to be paid to the corporation for working capital and the name or names of each contributor and the terms of each contribution.

Sec. 8. That section 21-1519, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1519. The funds of any corporation subject to the provisions of sections 21-1509 to ~~21-1522~~ ~~21-1521~~ shall be invested only in securities permitted by the law of this state for the investment of assets of fire insurance companies. ~~A~~ ~~;~~ ~~PROVIDED,~~ ~~that~~ ~~a~~ ~~corporation~~ ~~shall~~ ~~not~~ ~~invest~~ ~~an~~ ~~amount~~ ~~in~~ ~~excess~~ ~~of~~ ~~twenty-five~~ ~~percent~~ ~~of~~ ~~its~~ ~~assets~~ ~~in~~ ~~the~~ ~~shares~~ ~~of~~ ~~capital~~ ~~stock~~ ~~of~~ ~~corporations~~ ~~set~~ ~~forth~~ ~~in~~ ~~section~~ ~~44-309.01.~~ ~~The~~ ~~;~~ ~~and~~ ~~provided~~ ~~further,~~ ~~that~~ ~~the~~ ~~investments~~ ~~provided~~ ~~for~~ ~~in~~ ~~subdivision~~ ~~(11)~~ ~~of~~ ~~section~~ ~~44-309~~ ~~shall~~ ~~not~~ ~~be~~ ~~considered~~ ~~under~~ ~~the~~ ~~limitations~~ ~~of~~ ~~investments~~ ~~as~~ ~~set~~ ~~forth~~ ~~in~~ ~~this~~ ~~section.~~

Sec. 9. That section 21-1520, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1520. Any dispute arising between a corporation subject to the provisions of sections 21-1509 to ~~21-1522~~ ~~21-1521~~ and any hospital with which such corporation has a contract for hospital service, may be submitted to the department for its decision with

respect thereto. Any decision and finding of the department made under ~~the provisions of said~~ such sections shall not be any bar to constituted legal procedure in a court of competent jurisdiction.

Sec. 10. That section 21-1521, Reissue Revised Statutes of Nebraska, 1943, be amended to read as follows:

21-1521. Any dissolution or liquidation of a corporation subject to ~~the provisions of~~ sections 21-1509 to ~~21-1522~~ 21-1521 shall be conducted under the supervision of the department which shall have all power with respect thereto under the provisions of law with respect to the dissolution and liquidation of insurance companies.

Sec. 11. That original sections 21-312, 21-314, 21-318, 21-319, 21-321, 21-1337, 21-1513, and 21-1519 to 21-1521, Reissue Revised Statutes of Nebraska, 1943, are repealed.