

Alice K. Martin

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DATE: December 11, 2020
RE: Act 2020-73
FROM: Alice K. Martin, Judge of Probate, Calhoun County

Ladies and Gentlemen:

Commencing January 1, 2021, Act 2020-73 mandates that all domestic corporation filings shall be filed with the Office of the Secretary of State. This 299 page Act can be reviewed at www.sos.alabama.gov; (top tool bar, go to Records, then select Legislative Acts). Also, I suggest you take a look at the online services provided by the Office of the Secretary of State, which include required forms.

For your convenience, we have attached a copy of documentation provided to us by the Office of the Secretary of State which may provide answers to any questions you have regarding the Act and requirements associated therewith.

We suggest you contact the Office of the Secretary of State, Business Entities, (334) 242-5324, or send an email to Business.Services@sos.alabama.gov with any questions you have as they may related to Act 2020-73, and the changes mandated by said Act.

Alice K. Martin
Judge of Probate, Calhoun County

See Attachment

Alabama Secretary of State's Office

Business Services Division

Frequently Asked Questions

Domestic Filings – Act No. 2020-73

(Effective January 1, 2021)

Creating a Business Entity:

1. What documents are required when creating a business entity?
 - a. In order to create a business entity, you will need a Name Reservation and a Certificate of Formation. The required forms can be obtained from Business Forms on our website or the name reservation and formation can be completed online.
2. How do I reserve the name of my business entity?
 - a. Reservations can be made through a paper form (\$25) or online (\$28). The paper form would be mailed to us for processing and mailed back. The online reservation is immediate and the customer will print the certificate from their printer.
 - b. The name cannot be the same as another entity (minus entity ending) and must be distinguishable from an active business entity name.
3. Where do I file to create a business entity?
 - a. Mail the formation document, name reservation certificate and \$200 filing fee to our office, PO BOX 5616, Montgomery, AL 36103. If a copy is requested, include a second copy and a self-addressed, stamped envelope.
 - b. Through our online services, sos.alabama.gov, Domestic Formation. You will complete the online services prompts, input your credit card information and print out your Formation documents from your printer.
4. What is the fee required by the Secretary of State when filing a business formation?
 - a. The required amount is \$200.
5. Can I use a credit card to pay the necessary fees?
 - a. Yes, there is a credit card slip attached to the form that may be used for the filing fee or you may use your credit card when filing online.
6. How do I know when my entity has been formed?
 - a. Once the formation documents have been processed, your entity will be issued an Entity ID number (this is NOT an EIN number) and your status will change to "Exists" in the Secretary of State's website. You may check your entity at anytime through our website at sos.alabama.gov, Business Services, Business Entity and Name Search.
7. What is an Employer Identification Number (EIN)?
 - a. An Employer Identification Number is a 9 digit tax identification number issued by the IRS (irs.gov). It acts as the social security number for a business. This number should NOT be put on any of your formation documents for the state filing.

Amending a Business:

1. I want to change my business entity's name. How do I do this?
 - a. In order to change the name of your business entity, you will first need to obtain a Name Reservation Certificate with the new name you would like to use. You would then complete an amendment form from the appropriate category pertaining to your entity type by going

to Business Forms on our website. Once complete, mail the amendment form and the name reservation certificate to our office with a \$100 filing fee.

2. I want to add/remove members or change our address. What form would I use?
 - a. To make changes to your entity, other than registered agent changes, you would use an amendment form specific to your entity type. All changes will be included on the second page of the form. You will submit the forms to our office at PO BOX 5616, Montgomery, AL 36103 with the filing fee of \$100 and 2 copies of the form with a self-addressed, stamped envelope.
3. Can I change my Registered Agent or Registered Office address?
 - a. Not with an amendment form. Agent change information included on an amendment form will NOT be changed. You will need to fill out a Change of Registered Agent or Registered Office by Entity form (to change the agent) or a Change by Agent of Agent Name and/or Registered Office Address form (to be used by current agent to change their address or their actual name). You will complete the form, filing fee of \$100 and 2 copies of the form with a self-addressed, stamped envelope to our office at PO BOX 5616, Montgomery, AL 36103.
4. I want to resign my position as Registered Agent of my entity, what do I do?
 - a. Fill out the Notice of Registered Agent Resignation Form located under Business Forms in the Registered Agent category. Mail two copies to the Secretary of State's Business Services Division, PO Box 5616, Montgomery, AL 36103. There is no fee involved with this filing.

Dissolving a Business:

1. My business entity is inactive and I want to dissolve it. What do I do?
 - a. Mail the dissolution form for your specific entity type and a \$100 filing fee to our office, PO BOX 5616, Montgomery, AL 36103. If a copy is requested, include a second copy and a self-addressed, stamped envelope.
 - b. Through our online services, sos.alabama.gov, Domestic Dissolution. You will complete the online services prompts, input your credit card information and print out your dissolution documents from your printer.
2. What happens if I do not dissolve my entity when no longer conducting business?
 - a. Any entity that shows a status of "exists" in the Secretary of State's website is subject to being taxed. You may not backdate a dissolution to the date you stopped conducting business. The dissolution is in effect as of the date received by the Secretary of State's office.
3. How do I know when my entity has been officially dissolved?
 - a. Once the dissolution documents have been processed, your status will change to "dissolved" in the Secretary of State's website. You may check your entity at anytime through our website at sos.alabama.gov, Business Services, Business Entity and Name Search.

Additional Information:

All paper forms must be physically signed. PDF signatures will not be accepted.

Credit card slips must include complete card number, expiration date, name and address from credit card statement and have a physical signature. Do not include cvv number.

Rejections will be sent to the "prepared by" name and address. All documents must be returned with corrections made and fees included. If the filing is rejected, no money is charged until the filing is correct.