

TWENTY-FOURTH NORTHERN MARIANAS COMMONWEALTH

LEGISLATURE

IN THE HOUSE OF REPRESENTATIVES

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Regular Session, 2025

H. B. 24- 13

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A BILL FOR AN ACT

To amend the fee structure for the Office of the Registrar of Corporations under the Department of Commerce and to remove daily penalty fees.

**BE IT ENACTED BY THE 24<sup>TH</sup> NORTHERN MARIANAS  
COMMONWEALTH LEGISLATURE:**

1           **Section 1. Findings and Purpose:** The Legislature finds the Public Law  
2 No. 21-37 was enacted on January 7, 2021. The law aimed to establish an elevated  
3 fee structure for the Department of Commerce, Office of the Registrar of  
4 Corporations, and to designate a specific percentage of these fees to the department  
5 to secure necessary funding for technological upgrades and maintenance, thereby  
6 enhancing their operational efficiency. The law requires the Secretary of Finance  
7 to establish a separate account, designated as the Commerce Registrar of  
8 Corporation Account, into which 75% of the fees collected under 4 CMC § 4205  
9 shall be deposited without fiscal year limitations, with the Secretary of Commerce  
10 serving as the expenditure authority. In an additional effort to ensure compliance  
11 and hold the department accountable for its actions, a sunset provision was  
12 incorporated. It read, “If the CNMI Department of Commerce is unable to procure

1 and implement an online platform for the submission and processing of documents  
2 by December 21, 2022, all new and increased fees established by this act shall be  
3 reduced by 25%”.

4 The Legislature recognizes that the Department of Commerce requires  
5 additional resources to support its operations; thus, the purpose of this Act is to  
6 include a provision that will reinstate the higher fee structure prior to its 25%  
7 reduction as soon as the Department of Commerce procures and implements an  
8 online platform for document submission and processing, as well as to eliminate all  
9 daily penalty fees.

10 **Section 2. Amendment:** Title 4, Division 4, Section 4205 of the  
11 Commonwealth Code shall be amended to read as follows:

12 “§ 4205. Filing, Service, and Copying Fees.

13 (a) The following fees are imposed and, shall be paid to the Department of  
14 Finance and proof of payment delivered to the Registrar of Corporations when the  
15 documents described in this subsection are delivered for filing:

16 (1) ~~\$150~~ \$112.50 Articles of Organization (LLC);

17 (2) ~~\$150~~ \$112.50 Articles of Incorporation;

18 (3) ~~\$250~~ \$187.50 Application for Reinstatement following Administrative  
19 Dissolution;

20 (4) ~~\$250~~ \$187.50 Application for Certificate of Authority for Foreign  
21 Corporation;

- 1           (5) ~~\$50~~ \$37.50 Application for Amended Certificate of Authority for  
2 Foreign Corporation;
- 3           (6) ~~\$30~~ \$22.50 Non-Profit Corporation (Petition, Charter & Bylaws);
- 4           (7) ~~\$100~~ \$75 Registration of Partnership;
- 5           (8) ~~\$100~~ \$75 Amended Articles of Organization;
- 6           (9) ~~\$100~~ \$75 Amended Articles of Incorporation;
- 7           (10) ~~\$100~~ \$75 Restated Articles of Incorporation;
- 8           (11) ~~\$50~~ \$37.50 Articles of Dissolution/Termination;
- 9           (12) ~~\$100~~ \$75 Articles of Merger or Share Exchange;
- 10          (13) ~~\$50~~ \$37.50 Articles of Revocation of Dissolution;
- 11          (14) ~~\$100~~ \$75 Annual & Initial Corporation Report for: Domestic, Foreign  
12 & Partnership, LLC.;
- 13          (15) ~~\$50~~ \$37.50 Application for Certificate of Withdrawal;
- 14          (16) ~~\$25~~ \$18.75 Articles of Correction;
- 15          (17) ~~\$200~~ \$150 Service of Process served on the Registrar of Corporations;
- 16          (18) ~~\$50~~ \$37.50 Any other document required or permitted to be filed, such  
17 as bylaws affidavit, minutes, resolution, Amendment annual report & amendment,  
18 by-law, operating agreement, stocks, resignation as officer or director;
- 19          (19) ~~\$40~~ \$7.50 Non-Profit Corporation Report, Initial;
- 20          (20) ~~\$50~~ \$37.50 Application for Certificate of Existence or Authorization  
21 or Good Standing;

- 1           (21) ~~\$50~~ \$37.50 Registered Agent Form;
- 2           (22) ~~\$10~~ \$7.50 Agent's statement of: change of registered office or  
3 resignation;
- 4           (23) ~~\$50~~ \$37.50 Application for Reservation of Name, Notice of Transfer  
5 of Reserved Name;
- 6           (24) ~~\$50~~ \$37.50 Application for Registered Name, Application for Renewal  
7 of Registered Name;
- 8           (25) ~~\$25~~ \$18.75 Corporation's statement of change of registered agent or  
9 registered office or both;
- 10          (26) ~~\$20~~ \$15 For Certificate or Certification of Document; ~~\$1.00~~ \$0.75 for  
11 additional page for copying (Acct. No. 1300-62300);
- 12          (27) ~~\$100~~ \$75 Annual Subscription for the Commonwealth Register; and  
13 (Acct. No. 7745-45570);
- 14          (28) ~~\$30~~ \$22.50 Postage fee for the Commonwealth Register (Acct. No.  
15 1170- 62250);
- 16          (29) ~~\$5~~ \$3.75 Per document, i.e., Articles of Inc., Bylaws, Annual Reports  
17 (uncertified copies), ~~\$1.00~~ \$0.75 per copy of each additional attachments;
- 18          (30) ~~\$150~~ \$112.50 Expedited Service fee, business organization document  
19 filing (fulfilled within 1 business day);
- 20          (31) ~~\$150~~ \$112.50 Expedited Service fee, certified research request, i.e.,  
21 certification requests of documents (fulfilled within 1 business day);

1           (32) ~~\$150~~ \$112.50 Penalty for documents received after March 1st, i.e.,  
2 Initial Reports, Annual Reports; and

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

5           (34) ~~\$25~~ \$18.75 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 (In~~  
8 ~~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  
11 pursuant to 4 CMC § 4205 without fiscal year limitation. The Secretary of  
12 Commerce shall be the expenditure authority.

13           (c) Sunset Provision. All reduced fees will revert to the level they were  
14 before the 25% reduction authorized by Public Law 21-37, thirty (30) days after the  
15 CNMI Department of Commerce procures and implements a permanent online  
16 platform for the submission and processing of documents.”

17           **Section 4. Severability.** If any provisions of this Act or the application of  
18 any such provision to any person or circumstance should be held invalid by a court  
19 of competent jurisdiction, the remainder of this Act or the application of its  
20 provisions to persons or circumstances other than those to which it is held invalid  
21 shall not be affected thereby.

1           **Section 5. Savings Clause.** This Act and any repealer contained herein  
2 shall not be construed as affecting any existing right acquired under contract or  
3 acquired under statutes repealed or under any rule, regulation, or order adopted  
4 under the statutes. Repealers contained in this Act shall not affect any proceeding  
5 instituted under or pursuant to prior law. The enactment of the Act shall not have  
6 the effect of terminating, or in any way modifying, any liability, civil or criminal,  
7 which shall already be in existence on the date this Act becomes effective.


8           **Section 6. Effective Date.** This Act shall take effect upon its approval by  
9 the Governor, or it becoming law without such approval.

Prefiled: 3/7/2025

Date: 3/7/25

Introduced by:   
Rep. Thomas J. DLC. Manglona

*Introduction purposes only*  
Reviewed for ~~legal sufficiency~~ by:

  
House Legal Counsel

Date: 3-6-25