CALIFORNIA CODE OF REGULATIONS
TITLE 2

Section 21903. Special Handling Services and Fees.

(a) Special Handling Services: Any Customer may submit one or more service requests or documents for processing with special handling service. Unless otherwise specified in this Section, special handling services apply only to service requests or documents submitted in person at the Secretary of State's Sacramento public counter, provided however, at the discretion of the Secretary of State, some special handling services may be made available at Secretary of State regional office public counters.

(b) Special handling service includes, but is not limited to, the following activities:

(1) the review, filing and the preparation of certified copies of a document submitted for filing in priority to documents submitted by mail or without a special handling request;

(2) responses to requests for certificates, certified copies of documents filed, and uncertified copies of documents filed in priority to requests submitted by mail or without a special handling request;

(3) written or in-person requests concerning the status or name-availability of a corporation or other business entity;

(4) except when prohibited by statute, relay of status or name availability information through the Secretary of State's telephone service.

(c) Fees
Fees for special handling services shall be $15 per document unless denoted below and shall be charged for the special handling of documents when they are submitted for filing, whether they are filed or rejected:

(1) Merger filings - $15 per transaction, regardless of the number of constituent corporations or other business entities;

(2) Requests for certificates and for a certified or uncertified copy of a document for corporations or other business entities - $10 per entity;

(3) Name reservations - $10 per certificate;

(4) Notaries public certificates and certified and uncertified copy requests - $6 per document;

(5) UCC lien filings, certificates and copy requests - $6 per document;

(6) Trademark/service mark certified and uncertified copy requests - $6 per mark;

(7) Certificates of official character (authentication of a public official's signature) and certificates of incumbency - $6 per certificate;

(8) Facsimile transmission of information or copied documents - $5 per business entity which is transmitted domestically, and $10 per business entity transmitted internationally;

(9) Phone, mail or counter status requests concerning corporations and other business entities - $4 per request;

(10) Name availability requests over the phone - $4 per name.

(11) Fees for copying records shall be $1.00 for the first page and $.50 for each page thereafter.

(d) If a special handling fee is charged with respect to the filing of documents or the authentication of a public official's signature, a separate special handling fee shall not be charged for concurrent special handling for

certificates, or certified or uncertified copies as to the same debtor, corporation or other business entity, or for additional simultaneously submitted authentication requests for the same public official.

(e) There shall be no special handling fee for the filing of annual statements and annual certificates by corporations or limited liability companies, or for any filing which is exempt pursuant to Government Code section 6103.

(f) "Customer" is a customer of the Secretary of State and includes, but is not limited to, a principal, agent, messenger or attorney.

(g) "Other business entity" includes, but is not limited to, general partnership, limited partnership, limited liability partnership, limited liability limited partnership (foreign only), limited liability company, business trust, real estate investment trust or an unincorporated association.

Note: Authority cited: Section 12182, Government Code.
Reference: Section 12182, Government Code.

21904. Preclearance of Documents

(a) Definitions
As used in this section, the following words shall have the following definitions.

(1) "Business day" is a day Monday through Friday from 8:00 a.m. to 5:00 p.m., excluding state holidays in which the Secretary of State is closed for business.

(2) "Customer" is a customer of the Secretary of State and includes, but is not limited to, a principal, agent, messenger or attorney.

(3) "Eligible document" is a document submitted to the Secretary of State pursuant to the California Corporations Code, the California Financial Code, or the California Insurance Code.

(4) "Filing response" is a written response prepared by the Secretary of State when documents submitted for filing are returned without filing due to the fact that the document is found not to conform to the law.

(5) "Preclearance" is a determination by the Secretary of State, made in writing, that an eligible document submitted for review prior to an intended filing date, conforms to law within the meaning of the applicable sections of the code under which it is intended to be filed, and will be filed when the eligible document is submitted for filing, if the requirements set forth in paragraph (2) of subdivision (d) are satisfied and the Secretary of State is able to make the determinations set forth in paragraph (3) of subdivision (d).

(6) "Precleared document" is a document that has received a preclearance from the Secretary of State pursuant to section 21904 of these regulations.

(7) "Preclearance response" is a written response prepared by the Secretary of State to a request for preclearance.

(8) "Preclearance version" is the form of an eligible document that is submitted to the Secretary of State for preclearance.

(b) The Secretary of State in providing preclearance services for a fee established pursuant to this section, if such services do not cause disruption or delay in the process of normal handling of documents, may suspend all or any portion of the preclearance services, as set forth in this section, when deemed necessary due to a high volume of workload, staff shortages or equipment malfunction. Notice of the suspension of all or any portion of

the preclearance services shall be communicated to the public in a reasonable manner. Suspension of all or any portion of the preclearance services may be for a specified or indefinite period of time, as denoted in the notice.

(c) Documents submitted for preclearance shall occur as described in this subdivision

(1) To submit an eligible document for preclearance a customer shall personally deliver to the Sacramento office of the Secretary of State the following:

(A) One copy of the eligible document in the form for which preclearance is sought;

(B) Requisite preclearance fee, as provided in paragraph (8) of subdivision (c);

(C) Statement as to the class of service requested, as provided in paragraph (7) of subdivision (c);

(D) Statement as to the preferred means of delivery of the preclearance response, as provided in paragraph (9) of subdivision (c); and

(E) Name and telephone number of the customer to whom questions, if any, regarding the document or service requested may be directed.

(2) An eligible document submitted to the Secretary of State for preclearance shall contain the name of the entity. An eligible document may be submitted to the Secretary of State for preclearance with designated blank spaces for information that does not affect the determination of the Secretary of State as to whether the eligible document will conform to law when it is properly completed, signed and, if required, acknowledged or verified. Such information may include, but is not limited to, names of executing officers, required signatures, and dollar amounts.

(3) After receipt of an eligible document for preclearance, the Secretary of State shall issue a preclearance response within the time period for the requested class of service, as provided in paragraph (7) of subdivision (c). The Secretary of State shall deliver the preclearance response by the requested means of delivery, as provided in paragraph (9) of subdivision (c). The Secretary of State shall not be responsible for ensuring that the preclearance response is delivered within the time period for the requested class of service, as delivery may take additional time to reach a customer due to the means of delivery or the fact that the customer is not available to receive it.

(4) When preclearance of an eligible document is denied, the Secretary of State shall state in the preclearance response the reason or reasons for the denial of preclearance.

(5) If it appears to the Secretary of State that a preclearance response cannot be issued within the time period for the requested class of service, the Secretary of State shall contact the customer concerning the appropriate action to be taken, and refund the preclearance fee, if the customer requests return of an eligible document without a preclearance response.

(6) A customer may resubmit a revised version of an eligible document that was previously submitted for preclearance, in accordance with the procedures set forth above, one or more times, provided that the applicable fee accompanies each submission. To assist the Secretary of State in reviewing the eligible document, a customer shall submit the preclearance response with the revised version of the eligible document.

(7) The classes of preclearance service for an eligible document submitted pursuant to subsection (C) of paragraph (1) of subdivision (c) are the following:

(A) Class I service: a preclearance response shall be issued within twenty-four (24) hours of receipt by the Secretary of State of an eligible document, excluding weekends and state holidays in which the Secretary of State is closed for business;

(B) Class II service: a preclearance response shall be issued within seventy-two (72) hours of receipt by the Secretary of State of an eligible document, excluding weekends and state holidays in which the Secretary of State is closed for business;

(C) Class III service: a preclearance response shall be issued within five (5) business days of receipt by the Secretary of State of an eligible document; and

(D) Class IV service: a preclearance response shall be issued within ten (10) business days of receipt by the Secretary of State of an eligible document.

(8) The preclearance fees shall be the following: (A) $500 for Class I service; (B) $400 for Class II service; (C) $300 for Class III service; and (D) $250 for Class IV service.

(9) Delivery of a preclearance response pursuant to subsection (D) of paragraph (1) of subdivision (c) shall be by one of the following means:

(A) The preclearance response shall be available at the Sacramento office of the Secretary of State for the customer to collect in person;

(B) The preclearance response shall be transmitted by telephone facsimile, if a telephone facsimile number provided by the customer accompanies the preclearance request;

(C) The preclearance response shall be transmitted by electronic mail, if an electronic mail address provided by the customer accompanies the preclearance request;

(D) The preclearance response shall be placed in the mail to be delivered by overnight courier, if a prepaid, pre-addressed overnight courier envelope provided by the customer accompanies the request for preclearance; or

(E) The preclearance response shall be placed in the mail to be delivered by the United States Postal Service first class mail.

(d) Precleared documents shall be filed as described in this subdivision.

(1) A precleared document may be submitted to the Secretary of State for filing through the normal filing process, special handling provisions provided for in section 21903 of these regulations or expedited filing provisions provided for in section 21905 of these regulations.

(2) To submit a precleared document for filing with the Secretary of State, a customer shall submit the following:

(A) Completed document, containing the required signatures;

(B) Two copies of the document;

(C) Copy of the preclearance response;

(D) Requisite filing fee; and

(E) Requisite special handling fee or expedited filing fee, if applicable.

(3) The review of a document that has received a preclearance shall generally be limited to the following determinations:

(A) Whether any changes have been made to the document since the preclearance was issued;

(B) Whether all designated blank spaces, if any, in the preclearance version have been completed and, if not, whether the failure to complete such information causes the document not to conform to law; and

(C) Whether the eligible document has been signed and, to the extent required by law, verified or acknowledged, in accordance with the applicable provisions related to its execution.

(4) If the Secretary of State determines that a precleared document submitted for filing does not conform to law, the filing response shall state the reason or reasons for the return of the document.

21905. Expedited Filing of Documents

(a) The definitions provided in subdivision (a) of Section 21904 shall apply to this section.

(b) The Secretary of State in providing expedited filing services for a fee established pursuant to this section, if such services do not cause disruption or delay in the process of normal handling of documents, may suspend all or any portion of the expedited filing services, as set forth in this section, when deemed necessary due to a high volume of workload, staff shortages or equipment malfunction. Notice of the suspension of all or any portion of the expedited filing services shall be communicated to the public in a reasonable manner. Suspension of all or any portion of the expedited filing services may be for a specified or indefinite period of time, as denoted in the notice.

(c) The expedited filing of eligible documents shall occur as described in this subdivision:

(1) To submit an eligible document for expedited filing a customer shall personally deliver to the Sacramento office of the Secretary of State the following:

(A) Eligible document, including the required signatures;

(B) Two copies of the eligible document;

(C) Requisite filing fee;

(D) Written request for expedited filing;

(E) Statement as to the class of service requested, as provided in subdivision (e);

(F) Statement as to the means of delivery of the filing confirmation or the filing response, as provided in subdivision (i);

(G) Name and telephone number of the customer to whom questions, if any, regarding the document or service may be directed; and

(H) Requisite expedited filing fee, as provided in subsection (f).

(2) After receipt of an eligible document for expedited filing, as provided in paragraph (1) of subdivision (c), the Secretary of State shall provide one of the following responses within the time period for the requested class of service, as provided in subdivision (e) below.

(A) If the document is determined to conform to law, the Secretary of State shall file the document and deliver the filing confirmation by the requested means of delivery, as provided in subdivision (i) below. The Secretary of State shall not be responsible for ensuring that the confirmation of filing is received within the

time period for the requested class of service, as receipt may take additional time to reach a customer due to the means of delivery or the fact that the customer is not available to receive it.

(B) If the Secretary of State determines that an eligible document does not conform to law, the Secretary of State shall return the document and state in a filing response the reason or reasons for returning the document. Such delivery may take additional time to the extent that the customer is not available to receive it.

(C) If it appears to the Secretary of State that an eligible document cannot be filed or a filing response cannot be issued within the time period for the requested class of service, the Secretary of State shall contact the customer concerning the appropriate action to be taken. The expedited filing fee shall be refunded if a customer requests the document to be returned without filing.

(d) If a request for expedited filing pursuant to this section is not made in writing or the applicable fee is not paid prior to or concurrently with the submission for filing, the Secretary of State shall handle the filing of the document under the normal processing procedures.

(e) The classes of expedited service for an eligible document submitted pursuant to paragraph (1) of subdivision (c) are the following:

(1) Class A service: an eligible document shall be filed or a filing response issued within four (4) hours of receipt by the Secretary of State, excluding weekends and state holidays in which the Secretary of State is closed for business, if the following conditions are satisfied: (A) the eligible document was precleared; and (B) the Secretary of State determines that the information completing the designated blank spaces in the preclearance version, if any, does not require additional time to review; or

(2) Class B service: an eligible document shall be filed or a filing response issued by 4:00 p.m. the same business day of receipt by the Secretary of State, if the eligible document was received by the Secretary of State by 9:30 a.m. that same business day; or

(3) Class C service: an eligible document shall be filed or a filing response issued within twenty-four (24) hours of receipt by the Secretary of State, excluding weekends and state holidays in which the Secretary of State is closed for business.

(f) The expedited filing fees shall be the following: (1) $500 for Class A service; (2) $750 for Class B service; and (3) $350 for Class C service.

(g) The expedited filing fees provided for in subdivision (f) above shall be in addition to the requisite fees for filing the document.

(h) If an eligible document is submitted for expedited filing pursuant to this section and the Secretary of State determines that the eligible document does not conform to law, the expedited filing fee shall not be refunded.

(i) Delivery of filing confirmation or filing response requested pursuant to subsection (F) of paragraph (1) of subdivision (c) shall be by one of the following means:

(A) The filing confirmation or filing response shall be available at the Sacramento office of the Secretary of State for the customer to collect in person;

(B) The filing confirmation or filing response shall be transmitted by telephone facsimile, if a telephone facsimile number provided by the customer accompanies the expedited filing request;

(C) The filing confirmation or filing response shall be transmitted by electronic mail, if an electronic mail address provided by the customer accompanies the expedited filing request;

(D) The filing confirmation or filing response shall be placed in the mail to be delivered by overnight courier, if a prepaid, pre-addressed overnight courier envelope provided by the customer accompanies the request for preclearance; or

E) The filing confirmation or filing response shall be placed in the mail to be delivered by the United States Postal Service first class mail.

Note: Authority cited: Section 12182, Government Code; Budget Act, ch. 47, Stat. of 2006; and Section 17.1, Corporations Code.
Reference: Section 12182, Government Code; and Section 17.1, Corporations Code.

21905.5 Request for Specific Filing Date

(a) The definitions provided in Sections 21903 and 21904 shall apply to this section.

(b) If an eligible document is returned without being filed for reasons specified in a filing response, the eligible document may be resubmitted for filing and may receive a file date of the original submission date, provided all of the following conditions are met:

(1) the Customer specifically requested the original date of submission as a file date when initially submitting the document;

(2) the document is resubmitted for filing by the end of the third business day following the date of the first filing response;

(3) the document complies with law upon resubmission.

(c) If an eligible document is resubmitted more than once, the document will receive the earliest file date available under subdivision (b), treating each resubmission as an original submission.

(d) A requested file date cannot precede the date of execution of a document submitted for filing.

Note: Authority cited: Section 110(a), 5008(a), 12214(a), 15628, 15902.06, 17062 Corporations Code;
Reference: Section 110(a), 5008(a), 12214(a), 15620(a), 15628, 15902.06, 17062 Corporations Code