

Form 802—SOSDirect Online Filing Instructions (Periodic Report – Nonprofit Corporation)

- **Commentary:** A nonprofit corporation is required by Section 22.357 of the Texas Business Organizations Code (BOC) to file a periodic report that lists the names and addresses of all directors and officers of the corporation. The Office of the Secretary of State may require a domestic nonprofit corporation or a foreign nonprofit corporation registered to transact business in this state to file a report not more than once every four years. The failure to file the report when due will result, after notice, in the involuntary termination of the domestic corporation or the revocation of the registration of the foreign corporation.

NOTICE: Once a domestic corporation has been involuntarily terminated or a foreign corporation has had its registration revoked for its failure to file a periodic report, a periodic report cannot be submitted and processed online because additional filing requirements apply.

A corporation may be reinstated by submitting the required forms and fees to the Secretary of State by mail, fax, or in person. Form 802 and filing instructions are located at:
http://www.sos.state.tx.us/corp/forms_reports.shtml Contact the Reports Unit at (512) 475-2705 for filing information.

- **Web Form and Content:** The web form promulgated by the Secretary of State is designed to meet minimum statutory filing requirements and no warranty is made regarding the suitability of this form for any particular purpose. This form and the information provided are not substitutes for the advice of an attorney and it is recommended that the services of an attorney be obtained before preparation of the periodic report.

During the web filing process, you will be directed from screen to screen to provide certain variable information with which to populate the form. After entry of the information, a document image will be displayed for your review. Please review the document carefully for accuracy before submission.

- **Filing Fees:** The filing fee for a periodic report for a nonprofit corporation is **\$5**. If the corporation has forfeited its right to conduct affairs for failure to file the periodic report within thirty (30) days of the first notification, the fee is the original **\$5** plus a late fee of **\$1** per month or part of a month for one hundred twenty (120) days following the forfeiture, but not less than **\$5** nor more than **\$25**. Failure to file a periodic report within one hundred twenty (120) days of the delinquency notice will result in the involuntary termination of the domestic corporation or the revocation of the registration of the foreign corporation.

Accepted methods of payment for web filings are: (1) a valid American Express, Discover, MasterCard, or Visa credit card; (2) a funded LegalEase account; or (3) a prefunded Secretary of State client account. Credit card transactions are subject to a statutorily authorized convenience fee of 2.7% of the total fees incurred, if applicable. Selection of the payment method is performed during the subscriber login process.

It is recommended that you use credit card as a payment method unless you have funds in the funded LegalEase account or prefunded Secretary of State client account prior to the date of submission of the filing. To view the available balance in your client account, select the Account tab from the navigation bar and select "Client Account Statements" from the Account Maintenance Menu.

- **Registered Agent and Registered Office Screen:** This screen will be populated with the name of the registered agent and the address of the registered office as currently on file with the Secretary of State. In order to change the information, type the new information in the appropriate fields.

The registered agent can be either (option A) a domestic entity or a foreign entity that is registered to do business in Texas; or (option B) an individual resident of the state. The corporation cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.

Registered Office Address Requirements: The registered office address must be located at a street address where service of process may be personally served on the entity's registered agent during normal business hours. Although the registered office is not required to be the entity's principal place of business, the registered office may not be solely a mailbox service or telephone answering service. (BOC § 5.201) A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.

- **Consent of Registered Agent Option:** A person designated as the registered agent of an entity must have consented, either in a written or electronic form, to serve as the registered agent of the entity. Although consent is required, a copy of the person's written or electronic consent need not be submitted with the periodic report; however, the corporation is provided with the option of including a copy of the agent's written or electronic consent as part of the periodic report filing. *The liabilities and penalties imposed by Sections 4.007 and 4.008 of the BOC apply with respect to a false statement in a filing instrument that names a person as the registered agent of an entity without that person's consent.* (BOC § 5.207)
 - The radio button on the screen is preset to an option that permits the user to continue with the filing without attaching a copy of the registered agent's consent. When this option is marked, the periodic report will show selection of a pre-printed statement that indicates that the entity has retained a copy of the consent of registered agent.
 - Select the radio button "Consent attached" to include a copy of the person's consent to serve as the entity's registered agent.
 - If you selected the option "Consent attached," the next screen will be the Consent attachment screen. The copy of the agent's consent would be attached as an electronic file; the attachment must be in TIF, TXT, or PDF file format to be accepted.
 - If you decide not to include the consent of the registered agent and do not wish to provide an attachment, click "Continue" to proceed to the next screen. If you proceed to the next screen without providing an attachment, the periodic report will show selection of a pre-printed statement that indicates that the entity has retained a copy of the consent of registered agent.
- **Principal Office Address:** Provide the street or mailing address of the principal office of the corporation in the state or country under the laws of which the corporation is incorporated if the corporation is a foreign corporation.

Reminder

A document filed with the Secretary of State is a public record. The document, and the information provided in the document, will be available online through SOSDirect for public viewing. Do not include confidential information, such as social security numbers, within the supplemental provisions section or in an electronic attachment.

- **Directors:** Provide the name and address of each member of the board of directors. A corporation is generally managed by a board of directors. However, a corporation that has members may be managed by its members or by a board of directors. A minimum of three directors is required.
- **Officers:** Provide the name, address, and title of each officer. The officers of a corporation must include a president and a secretary and may also consist of one or more vice-presidents, a treasurer, and such other officers and assistant officers as may be deemed necessary. Any one person may serve in more than one office, except the offices of president and secretary.
- **Execution Screen:** Pursuant to Section 4.001 of the BOC, the periodic report must be signed by a person authorized by the BOC to act on behalf of the entity in regard to the filing instrument. Generally, a governing

person or managerial official of the entity signs the electronic document by typing the person's name in the field provided.

Before signing, please read the statements on this form carefully. The designation or appointment of a person as registered agent by an organizer or managerial official is an affirmation by the organizer or managerial official that the person named in the instrument as registered agent has consented to serve in that capacity. (BOC § 5.2011) Click "Continue" to proceed to the next screen.

A person commits an offense under Section 4.008 of the BOC if the person signs or directs the filing of a filing instrument the person knows is materially false with the intent that the instrument be delivered to the Secretary of State for filing. The offense is a Class A misdemeanor unless the person's intent is to harm or defraud another, in which case the offense is a state jail felony.

- **Document Display Screen:** After completing the entry screens, the system will display an image of the document for purposes of your review. Please review the document carefully for accuracy. If you wish to retain a copy of the document you are submitting, use the printer function of your browser to print the screen.

Please select one of these three actions after reviewing the displayed image of the document:

- **Submit Filing:** If the document is correct, click on the "Submit Filing" button to transmit the document and complete the filing process. You will receive a message confirming receipt of the filing that contains the session ID and the document tracking number of the document transmitted. You may wish to attach this receipt notice to your retained copy. The filing will be reviewed and will either be accepted or rejected. An email will be sent with either of the following: (a) Acknowledgement if the filing is accepted; or (b) Rejection Notice that lists what corrections are required. The filer will need to resubmit the rejected filing through SOSDirect with the corrections.
- **Edit Filing:** If the document must be corrected, click on the "Edit Filing" button to return to the entry screens. [Do not use the back button to return to prior screens; using the back button will not update or revise the information contained in the filing.](#) Make the appropriate edits and continue the submission process.
- **Cancel Filing:** If the document must be cancelled, click on the "Cancel Filing" button to terminate the electronic filing process and return to the Business Organizations Menu.