



# Secretary of State

*Tim Weyman*

## 10/29/2013 CORPORATIONS SUPER USER FOCUS GROUP

### ATTENDEES

#### SUPER USERS:

Brian Hickman, CT Corp; Chris Collison, Ellis, Li & McKinstry; Fanny Sparling, Fairchild; Jane Frissell, Perkins Coie; Marishka Marten, Stole Rives; Shirley Shocky-Hogg, Ashbaugh Beal; Suzanne Thomas, Stole Rives; By Phone: Chris Gerber, CSC; Debbie Nelson, Barron Smith Daugert; Ellyn Herndon, CSC; Marissa, CSC; Mike, CSC; Philippe, CSC; Scott, CSC

#### OSOS:

D. Ann Peters; Dan Speigle; Ken Raske; Matthew Edwards; Patrick Reed; Stephanie Goebel

#### SEMANTIC ARTS:

Dave McComb; Michael Uschold

### NOTES

- 1) SUPER USER FEATURES
  - a) XML Upload/API: send data versus a document for those business processes that are recurring (CT, CSC, Fairchild, Barron Smith Daugert stated interest in API)
  - b) Client code reference on monthly/weekly billing and transaction statement line items – to simplify pass through charges/reconciliation – this requirement negates the desire for a drawdown account
  - c) Completion/effective date confirmation upon submission so that client can rest assured filing was completed on desired date.
  - d) Upload their own drafted articles of incorporation versus “system one”: firms need to support IRS 501C requirements that aren’t presently part of OSOS form (purpose clause; dissolution clause; statement that will not be doing any lobbying...); alternatively, more character space on state form for addition of these federally required details.
  - e) Website for Super Users containing just the things that super users are interested in: amend filing; reinstatements; amendments; RA resignation (for free); reporting items (list of clients; clients out of compliance; who has nominated RA that RA is unaware of, list of transactions for last 30 days to aid reconciling); governing person search. Alternatively, a wizard tool may be useful to non-super users
  - f) Mass agent changes (both address change and agent change); Do *not* like idea of drop-down list of Registered Agents using predictive text, do like the idea of returning, “do you mean RA XXX” after full name has been typed and then populating all required information already on record for RA XXX upon user clicking “Yes”
  - g) Alleviate the duplicate issuing of UBI numbers by BLS and OSOS

- h) Higher degree of integration b/n OSOS and BLS – BLS seems to be lagged in address and management updates from OSOS; often BLS has incorrect public record on governing people, specifically titles
  - i) Receipt of the state's first cover certificate for online requests
  - j) Alert to non-super users that notification to OSOS is not corporate action – some people think that reporting to OSOS is all that they have to do (versus actuating the change in their organization)
  - k) List of officers (directors) is shuffled around from how it was originally submitted
  - l) Pre-populate RA on annual filings
  - m) More than one option for title [just like on BLS reports - for someone who is a president, director and treasurer (checkboxes)]
- 2) DELEGATING FILING AUTHORITY
- a) Preference is for an account to be issued to an individual – an individual can modify anyone's record, their name is then attached to the change
  - b) On annual report: when was the last annual report filed
  - c) Super user customized reporting: who has filed; who should file in the next XX days; who is delinquent; who did what on behalf of whom
- 3) COMMON FILE FORMATS
- a) Not of concern to super users if accepted files are limited to specified formats
  - b) 90% use pdf; Word or plain text are also good options; don't care about open office
  - c) Trademarks also in pdf
  - d) Data: csv; XML
- 4) NOTIFICATION SUBSCRIPTIONS
- a) Amendment filings
  - b) Annual report filings
  - c) Registered Agent address change (send to prior registered agent)
  - d) Rejection – with usable codes
  - e) Deadlines coming; delinquency (would like to be able to click on something in notification email so that they can either get right into where to file; or would like to be able to upload the file)
  - f) Change in management
  - g) Easy way to turn off notices (opt-out/unsubscribe)
- 5) GLOBAL ADDRESS CHANGE
- a) Maine good example of how to do this
  - b) Not concerned with squatters (not yet contracted clients selecting a given firm as their RA) because they occur today; they will use notifications of RA 'nomination' and reports on client list to manage squatters and reconcile a mass change
- 6) PAYMENT OPTIONS
- a) Client reference on transaction bill line items to include: Transaction ID; Date: Filing; Client; Client Reference Number
  - b) For drawdown account: need ability to log on to check balance or notification for top up at designated threshold
  - c) Not much interest in drawdown account if item 6)a) is provided
  - d) Would like to be able to send money to us very fast (ACH)
- 7) SEARCH SERVICES

- a) Usually search by name; sometimes UBI
  - b) “Sounds like” feature offered by some states – would want to be able to toggle this feature on/off
  - c) Like to search for management (do that at BLS today) – need to distinguish whether the company is active or not
  - d) Group doesn’t care about summons and complaints record search online
- 8) ONLINE CERTIFICATES
- a) A statement from the OSOS (front certificate) stating that everything behind it is certified
  - b) Certificate verification number on electronic document so that anyone can go to OSOS site to see that the document was certified and has not been tampered
  - c) DE good example
  - d) Don’t want them to be modified by state – need exact documents filed (do not paginate or bates stamp); black and white is fine
  - e) Certificates of Existence – need to be the same as what you receive over the counter
- 9) ALTERNATIVE NAME SUGGESTION
- a) Don’t like it – don’t think that it’s useful; for some it might be helpful; not a high priority
- 10) REGISTERED AGENT DIRECTORY
- a) Type in full RA name and say “did you mean so and so” and if they click yes then pre-populate the contact info
  - b) Ability to search through state records for “fuzzy” RA so that RA can do an annual clean up to correct misspellings
  - c) In RA nomination notification provide the contact information for who nominated them
  - d) Change of RA should be free if the RA was assigned w/o written consent.
- 11) OTHER
- a) Change in designation of officers: too many variations in titles and number of officers
  - b) Remove requirement for chairman of the board
  - c) Access to digital archives and being able to download historical documents great – would like access to current docs as well.
  - d) Electronic transactions reflected back to super users at end of week so that they can reflect them back to their clients
  - e) Higher degree of integration b/n OSOS and BLS so that they don’t have two separate licensing due dates coming up for the same client
  - f) Would like to be able to file initial annual reports online even if doing some filings by paper
  - g) Would like to get same-day confirmation for online filing
  - h) \*Resigning of RA – changing is no fee but resigning is \$20 fee, which is usually triggered due to lack of payment
  - i) Amended annual reports – ability to file them online (officer change; address change; typos)
  - j) Any time a change is submitted, make it an amended annual report: pull it up by UBI, don’t allow anything that can’t be changed via amendment to be modified
  - k) Checkbox to ask if this is a reinstatement before entry to form
  - l) Ability to get all documents filed – so that when you can click on them the file comes up and you can save it
  - m) Smaller states often have better systems. See: OR, AL, ID, AZ
  - n) Super User path on website, see above notes.

