Form 802—General Information
(Periodic Report – Nonprofit Corporation)

The attached form is drafted to meet minimal statutory filing requirements pursuant to the relevant code provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

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.

Please note that a document on file with the Secretary of State is a public record that is subject to public access and disclosure. When providing address information for a director or officer, use a business or post office box address rather than a residence address if privacy concerns are an issue.

Instructions for Form

- **File Number:** It is recommended that the file number assigned by the Secretary of State be provided to facilitate processing of the document.

- **1—Corporation Name:** Provide the legal name of the corporation. Changes to the name of the corporation require an amendment to the certificate or registration of the corporation. See **Additional Documentation** instructions below.

- **2—Jurisdictional Information:** Provide the state or other jurisdiction under the laws of which the corporation is formed.

- **3—Registered Agent:** 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. <u>The corporation cannot act as its own registered agent; do not enter the entity name as the name of the registered agent.</u>

  Consent: 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. *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)

- **4—Registered Office Address:** 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)

- **5—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.

- **6—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. If the space provided is insufficient, include the information as an attachment to this form for item 6.

- **7—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. If the space provided is insufficient, include the information as an attachment to this form for item 7.

- **Execution:** 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 a filing instrument. The periodic report need not be notarized; however, 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)

  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.

- **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**.

- **Additional Documentation:**
  Name Change (optional): To change the name of the corporation at the same time of filing the required periodic report, an amendment (Form 424 or 412, as appropriate) and filing fee of **$25 and** Form 802 and filing fee (as stated in **Filing Fees**), must be submitted at the same time to the Reports Unit for filing.

  Reinstatement: If the report is not filed within the one hundred twenty (120) day period from the date of the second notification, the domestic corporation will be involuntarily terminated or the registration of the foreign corporation will be revoked. The corporation may be relieved of the involuntary termination or revocation and reinstated by filing the required periodic report (Form 802) and filing fee of **$25**.

  Tax Clearance from Comptroller of Public Accounts: If the corporation is not tax exempt, a tax clearance letter from the Texas Comptroller of Public Accounts stating that the filing entity has satisfied all franchise tax liabilities and may be reinstated is required to be filed with Form 802 and filing fee of **$25**. Form 811 is not required when reinstating. Contact the Comptroller for assistance in complying with franchise tax filing requirements and obtaining the necessary tax clearance letter by email at: tax.help@cpa.state.tx.us or by calling (800) 252-1381 or (512) 463-4600.

Amendment to Certificate of Formation or Registration: The name of the corporation must be available at the time of reinstatement. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, subchapter C) may be viewed at: http://www.sos.state.tx.us/tac/index.shtml A preliminary determination on "name availability" may be obtained by calling (512) 463-5555 or e-mail to: corpinfo@sos.state.tx.us

At the time of reinstating, if the corporation name is no longer available, or if written consent is required but cannot be obtained for the use of the name, simultaneously submit: (A) a certificate of amendment to the certificate of formation to change the name of the domestic entity as a condition of reinstatement; or (B) an amended registration to state the assumed name under which the foreign entity shall transact business. The amendment (Form 424 or 412, as appropriate) and filing fee of **$25** **and** Form 802 and filing fee of **$25**, **and** the tax clearance letter, must be submitted at the same time to the Reports Unit for filing. Forms 424 and 412 are available at: http://www.sos.state.tx.us/corp/forms_boc.shtml

Upon completing the reinstatement process of submitting all required forms, paying all applicable filing fees, and meeting all filing requirements, the status of the nonprofit corporation will be changed to in existence.

- **Payment Instructions:** Accepted methods of payment are: (1) a check or money order payable through a U.S. bank or financial institution made payable to the **Secretary of State**; (2) a valid American Express, Discover, MasterCard, or Visa credit card (subject to a statutorily authorized convenience fee of 2.7% of the total fees incurred); (3) a funded LegalEase account; or (4) a prefunded Secretary of State client account. Use Form 815 at: http://www.sos.state.tx.us/corp/forms_reports.shtml to pay by credit card, LegalEase, or client account.

- **Delivery Instructions:** Submit the completed form(s), with the filing fees, in duplicate to the Secretary of State. Mail to: Secretary of State, Reports Unit, P.O. Box 12028, Austin, Texas 78711-2028; deliver to: James Earl Rudder Office Building, Reports Unit, 1019 Brazos, Suite 505, Austin, Texas 78701; or fax to: (512) 463-1423 (requires Form 815 for payment). On filing the document(s), the Secretary of State will return the appropriate evidence of filing to the submitter together with a file-stamped copy of the document, if a duplicate copy was provided as instructed. If you require additional assistance, you may contact the Reports Unit at: (512) 475-2705.

Revised 07/13

Form 802 **(Revised 08/12)**		This space reserved for filing office use.
Submit in duplicate to: Secretary of State Reports Unit P.O. Box 12028 Austin, TX 78711-2028 Phone: (512) 475-2705 FAX: (512) 463-1423 Dial: 7-1-1 for Relay Services **Filing Fee: See Instructions**	**Periodic Report of a Nonprofit Corporation**	

File Number: _____

1. The name of the corporation is: *(A name change requires an amendment; see Instructions)*

_____

2. It is incorporated under the laws of: (Set forth state or foreign country) _____

3. The name of the registered agent is:

☐ A. The registered agent is a corporation (cannot be entity named above) by the name of:

_____

OR

☐ B. The registered agent is an individual resident of the state whose name is:

First Name *MI* *Last Name* *Suffix*

4. The registered office address, which is identical to the business address of the registered agent in Texas, is:
(Only use street or building address; see Instructions)

Street Address *City* TX *State* *Zip Code*

5. If the corporation is a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is:

Street or Mailing Address *City* *State* *Zip Code* *Country*

6. The names and addresses of all directors of the corporation are: (A minimum of three directors is required.)
(If additional space is needed, include the information as an attachment to this form for item 6.)

First Name	*MI*	*Last Name*		*Suffix*
Street or Mailing Address		*City*	*State* *Zip Code*	*Country*

First Name	*MI*	*Last Name*		*Suffix*
Street or Mailing Address		*City*	*State* *Zip Code*	*Country*

First Name	*MI*	*Last Name*		*Suffix*
Street or Mailing Address		*City*	*State* *Zip Code*	*Country*

7. The names, addresses, and titles of all officers of the corporation are: (The offices of president and secretary must be filled, but both may not be held by the same officer.)

(If additional space is needed, include the information as an attachment to this form for item 7.)

						Officer Title
						President
First Name	*MI*	*Last Name*			*Suffix*	
Street or Mailing Address		*City*		*State*	*Zip Code*	*Country*

						Officer Title
						Secretary
First Name	*MI*	*Last Name*			*Suffix*	
Street or Mailing Address		*City*		*State*	*Zip Code*	*Country*

						Officer Title
First Name	*MI*	*Last Name*			*Suffix*	
Street or Mailing Address		*City*		*State*	*Zip Code*	*Country*

Execution:

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: _____ _____

Signature of authorized officer

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