



**THE ATTORNEY GENERAL  
OF TEXAS**

**AUSTIN 11, TEXAS**

**WILL WILSON  
ATTORNEY GENERAL**

March 23, 1959

Honorable Zollie Steakley  
Secretary of State  
Capitol Station  
Austin, Texas

Opinion No. WW-581

Re: What filing fee should the  
Secretary of State require  
for filing the application  
for extension of the charter  
of Wool Growers Central  
Storage Company?

Dear Sir:

The opinion of this office has been requested regarding the proper fee for filing an application for extension of the charter of Wool Growers Central Storage Company. The facts involved are stated in your opinion request.

"There has been submitted to this office for filing an application for extension of the charter of Wool Growers Central Storage Company pursuant to the provisions of Article 1315(a), Revised Civil Statutes of Texas. This corporation was organized for the general purpose of operating a public warehouse company and has not adopted the Texas Business Corporation Act. The charter was filed on February 11, 1909, and the period of existence stated in its charter is fifty years.

...

"What filing fee should the Secretary of State require for filing the application for extension of the charter of Wool Growers Central Storage Company?"

The question is whether the old corporation law or the Business Corporation Act is to control in determining the proper filing fee for a corporation in existence at the time of the effective date of the Business Corporation Act but which has not adopted such Act.

Article 9.14(B) of the Business Corporation Act supplies the answer to this question wherein it is stated:

"B. For a period of five (5) years from and after the effective date of this Act, it shall not apply to any domestic corporation duly chartered or existing on said effective date or to any foreign corporation holding, on that date, a valid permit to do business in this State,

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unless such domestic or foreign corporation shall, during such period of five (5) years, voluntarily elect to adopt the provisions of this Act and shall comply with the procedure prescribed by Section C of this Article."

The Business Corporation Act became effective 90 days after June 7, 1955, the date of adjournment.

Article 9.15(A) adds impetus to what has already been said.

"A. Except as provided in the last preceding Article, existing corporations shall continue to be governed by the laws heretofore applicable thereto."

Article 10.01 of the Texas Business Corporation Act, which provides for the collection of fees, states in part as follows:

"A. The Secretary of State is authorized and required to collect for the use of the State the following filing fees upon filing the following documents filed pursuant to the provisions of this Act.

"(1) Filing articles of incorporation of a domestic corporation and issuing a certificate of incorporation, Fifty Dollars (\$50)."

Thus, it is apparent that such a corporation as the one here involved is not governed generally by the provisions of the Business Corporation Act (9.14(B) and 9.15(A)) and cannot be governed by the particular Article in question because of the specific language of limitation above underlined in such Article. (10.01)

It follows that the fee to be paid by such corporation is governed by the terms of Article 1315(a) which is applicable to corporations existing at the effective date of the Business Corporation Act but which have not adopted such Act.

#### SUMMARY

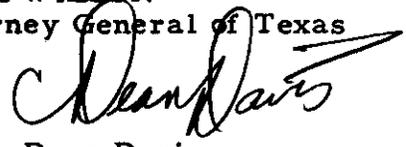
The filing fee for filing an application for extension of the charter of Wool Growers

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Central Storage Company is governed by  
the provisions of Articles 1315(a) and  
3914, V.C.S.

Very truly yours,

WILL WILSON  
Attorney General of Texas

By   
C. Dean Davis  
Assistant

CDD:lm

APPROVED:

OPINION COMMITTEE:

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REVIEWED FOR THE ATTORNEY GENERAL

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