

Topic: Preclear Documents

Question by: Pamela Floyd

Jurisdiction: Washington

Date: 21 July 2011

Jurisdiction	Questions				
	Q1: Do you preclear documents?	Q2: Do you charge a fee for preclearing a document?	Q3: Are there any restrictions, limitations, etc. on precleared documents?	Q4: Do you retain the precleared documents (or images thereof) in your office?	Q5: Do you review documents at time of filing if they are precleared?
Manitoba					
Corporations Canada	Corporations Canada is responsible for incorporating businesses which would like to be incorporated federally, rather than provincially or territorially, in Canada. No, except as explained below [see Additional Comments section].	N/A	N/A	N/A	N/A
Alabama					
Alaska					

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Arizona	In Arizona, while we do assist service companies and attorneys as much as possible with our requirements, we do not pre-clear documents.				
Arkansas					
California	California does offer a preclearance service.	Yes.	Please see California Code of Regulations [see link below].	If the document is found to comply with law, we maintain a copy of the approved document.	Yes.
Colorado	Colorado does not pre-clear documents. The vast majority of our documents can be filed online, which provides an immediate error message alerting the filer to any missing information.				
Connecticut					
Delaware					
District of Columbia	District of Columbia does not have a formal pre-clearing process. However, we provide free pre-clearance service from time to time on a very limited basis. I get quite a few filings myself via email where different filers ask for preclearance before formal submission. I try to honor it as my time permits. In the future we are thinking about formalizing the process and charging fees and setting turnaround times– something similar to expedited process.				
Florida					
Georgia					
Hawaii	Yes and on a limited basis.	No fee.	No restrictions, but, we ask for 1 to 2 week time for pre-review of the draft.	Yes, temporarily until the final filing is processed.	Generally, after it is scanned - if time permits & if the expedited request is made.
Idaho					

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Illinois					
Indiana					
Iowa					
Kansas	Yes we refer to them as preapproval, mostly the mergers.	No we don't but we would like to address that in the future.	No.	Yes they are stored as non public documents.	Yes they go back through the entire process again.
Kentucky					
Louisiana	Yes	\$10.00	No	Yes until the filing is received.	Yes just in case the document is not as originally submitted when pre-cleared.
Maine					
Maryland					

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Massachusetts	Yes.	No.	We will not preclear simple documents such as annual reports. The preclearance service is intended for complex documents, for example mergers, conversions, amendments and articles or certificates of organization.	Yes, until the document is presented for filing.	Yes, each document presented for filing is compared to the precleared document to be sure they are the same.
Michigan	The Corporation Division does preclearance on certain documents, i.e. formation documents, merger documents, and conversion documents.	The filing and expedited service fees are charged up front.			Every document the Division receives, whether pre-cleared or not, is reviewed before filing. A notice is returned with the document that provides the corrective actions required, if any, for the document to be filed.

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Minnesota	We do provide pre-clearance services on a time available basis. We do not guarantee that we will be able to pre-clear all documents.	We do not charge a fee for pre clearance services.	We encourage that only complex documents be presented for pre-clearance (mergers, consolidations, etc.).	We do not retain copies of pre cleared documents.	All documents are reviewed at time of filing even if they have been pre cleared.
Mississippi					
Missouri					
Montana	Yes.	Yes - \$20.00.	If the document is a registration of a new company, the name must be available when the original documents are submitted.	Yes.	Yes.
Nebraska					
Nevada					
New Hampshire	We are happy to pre-clear documents.	No we don't charge.	No restrictions.	No we don't retain copies.	Yes we re-review everything at the time of filing.
New Jersey					
New Mexico					

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New York	Yes.	No.	No, we'll pre-clear any type of certificate, however, they have a low priority. They are kept with our non-expedited filings and reviewed when we reach the date they were submitted	Yes, they must submit two copies of the document to be pre-cleared. We retain one copy for reference.	Yes.
North Carolina	Yes	Yes \$200	If an entity wants to limit information in the document, i.e., the entity name, the clearance is provided on the condition that the name is available.	Yes	Yes, changes may have occurred after the clearance.

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North Dakota	North Dakota does pre-clear documents.	The fee for pre-clearance is 50% of the statutory filing fee. That pre-clearance fee is not applicable when the document is finally submitted for filing. They must submit with the entire filing fee. If errors are identified on a pre-cleared document, they must again submit the 50% fee if they re-submit the document for a second approval. Prior to having a fee established for preclearance, we had so many requests to pre-clear documents that we couldn't manage our workload. The fee dramatically reduced the volume!		We treat pre-cleared documents (or images) like correspondence which has a retention schedule and is ultimately purged from the system.	When the document is finally submitted for filing, we review the entire document.
Ohio					
Oklahoma	Yes	Yes - \$50.00	No	Yes	Yes

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Oregon	No, we don't pre-clear filings.				There may be a rare occasion when a particularly tricky filing will need a supervisor's review of a draft, but that is way out of the ordinary.
Pennsylvania					
Rhode Island					
South Carolina					
South Dakota					
Tennessee					
Texas					
Utah	In Utah all pre-cleared documents are a case-by-case basis (but never for those filing online), but our general answers are: mostly (business entity organic and amended docs).	yes, \$25.00 (plus \$75.00 if expedited)	depends on the case	yes for review with filed document	yes, but not as thoroughly.
Vermont					

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Virginia	Essentially, yes. What we offer is preliminary review, or pre-review. It is a component of our Expedited Services policy. The turnaround time is by 4PM of the 2nd business day after its receipt (with wiggle-room for staff absences, etc.). We only receive about 5 per week.	Yes. \$50, but a customer can submit a revised document and have it pre-reviewed at no cost if it is received within 30 days of its original submission as a pre-review.	Yes. Pre-review is not the same as pre-clearance. We will not (cannot) waive statutory requirements that we may have missed in pre-review when the document is submitted for filing. Consequently, all mergers and complex corporate amendments are reviewed by 3 examiners during pre-review to (try to) make sure no deficiencies are overlooked. Generally, customers are advised of deficiencies by telephone. We don't issue formal letters.	Yes, we keep the paper for about a year.	Yes! And it is a fresh review, that is, without looking at the pre-reviewed submission.

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Washington					
West Virginia					
Wisconsin	Yes.	If the pre-clearance is done through our routine processing, we don't charge a fee. If it is done through our expedited service program, they are charged the \$25.00 expedited fee.	No.	Yes, until the document is submitted for filing.	Yes, we review the document again when it is submitted for filing.
Wyoming					

Additional comments:

California added:

Please see [above] for responses from California. Additionally, the attached link will take you to California Code of Regulations. Preclearance of Documents may be found under Title 2, Division 7, Chapter 9, Section 21904 of the California Code of Regulations, which allows the California Secretary of State to provide preclearance services. <http://www.dir.ca.gov/dlse/ccr.htm>

Corporations Canada clarified:

Corporations Canada does pre-approve:

- corporate name requests. Our standard requires us to reject a name if it lacks distinctiveness, if it causes confusion with another business, if it is likely to mislead the public, or for various other reasons. An applicant can request that the name be pre-approved so that certification of a later application for incorporation is not delayed by the name decision. There is no fee for pre-approving a name but the reservation expires after 90 days.
- standard provisions attached to applications for incorporation. The Pre-Approved Schedules Service (PASS) allows registered intermediaries to pre-approve and store standard provisions that they use when incorporating new businesses online for:
 - classes and number of shares
 - restrictions on share transfers
 - restrictions on business
 - other provisions

Rather than having to input standard incorporation provisions when they apply for a client's incorporation, the intermediary simply selects a schedule that has been pre-approved and stored to avoid the delay that review of this schedule might otherwise cause upon incorporation. No fee is charged for using this service or for registering as an intermediary.

Full text of email:

Good morning!

Washington has a question. Our service companies and attorneys would like us to “pre-clear” documents days, weeks, months before actually filing them. My questions for you are:

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Any other advice is appreciated.

Thanks.

Pam

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Director

Corporations & Charities Division

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