



MODEL REGISTERED AGENTS ACT (2006) (LAST AMENDED 2011)

- A Summary -

Any business entity other than an individual proprietorship in every state may register an agent for three purposes: to receive service of process; establish venue for any legal action; and for publication of notices required by the entity's organic law. Partnerships, limited partnerships, limited liability companies, corporations and cooperatives are entities that all have provisions for registered agents in their organic statutes in every state. Nonprofit entities and business and statutory entity trusts also have provisions for registered agents in their organic statutes in many states.

These organic statutes also include registration of agents for foreign entities, those entities which are formed under an organic statute in another state. Generally, the foreign entity avails itself of registration when it enters another state to do business. One of the penalties for not registering is submission to jurisdiction when service of process is made upon a state agency.

Because registering of agents is virtually the same for every type of entity, the efficiency of one statute governing registration of an agent, no matter the kind of entity, is apparent. If a state's organic statutes governing filing entities, for example, have slightly different provisions for agent registration, the result is an unnecessary administrative headache. Usually the same office is responsible for registering every kind of entity in every state. Having one statute with one set of registration provisions for every kind of entity just makes common sense.

The initial interest in such a statute came from the International Association of Commercial Administrators (IACA), to which the administrators of entity statutes in every state belong. It began an initial draft and then began to work with the Ad Hoc Committee on Entity Rationalization of the American Bar Association Business Law Section. That Committee then approached the Uniform Law Commission about a joint project. The result is the Model Registered Agents Act (MoRAA), promulgated at the 2006 Annual Meeting of the Uniform Law Commission. The Act was amended in 2011 to make the language consistent with similar provisions in the Uniform Business Organizations Code (2011) (Last Amended 2013).

MoRAA governs the procedures for registering, including contents of a registration application, changing a prior filing, or resigning as a registered agent. Many entities utilize commercial registered agents, that is, businesses that provide registered agent services to any entity that wants to engage an agent. MoRAA accommodates commercial registered agents with simplified procedures for listing and terminating a listing of a commercial registered agent. Fees for registering an agent may be set in the statute. MoRAA does not suggest fee amounts, leaving that to each state. In some states fees are set by administrative rule. These states would not use the section on fees in their enactment of MoRAA.

If an entity does not register an agent or a registration lapses completely, service of process first may be made on the principal office of the entity by registered or certified mail, return receipt requested. Service perfects (sets jurisdiction) upon the date the entity receives the mailed process

documents, the date shown on the return receipt for delivery, or, if neither of these two, five days after deposit with the U.S. Postal Service. If service cannot be made on the principal office, any place of business the entity maintains in a state will do. Further, any other method for perfection under other law will also perfect service under MoRAA.

A foreign entity that is not doing business in a state and an entity that is not a filing entity (general partnership with no liability shield or an individual proprietorship or an unincorporated nonprofit association in a state that has adopted the Uniform Unincorporated Nonprofit Association Act (2008) (Last Amended 2011)) may also register an agent under MoRAA. The Act makes the distinction between filing entities and non-filing entities because the information that must be provided in the filing differs. A filing entity already has a legal presence and identity because it has filed a document in a state that establishes its existence. Non-filing entities do not have that characteristic.

A registered agent has one principal duty, to provide an entity with notice of any service, and of notice required by law or other demand made upon the agent on behalf of the entity. Agents must also keep the registration records current under MoRAA.

MoRAA advances the efficiency of administration of entity law in every state. Simply putting the rules in one statute no matter the kind of entity, and repealing the registration provisions in each entity statute, will improve efficiency without more. But MoRAA strives to enact the best practices for registration and extends the potential efficiencies to be obtained much further. MoRAA should be considered in every state as soon as possible.

For further information on the Model Registered Agents Act, please contact ULC Legislative Counsel Kari Bearman at (312) 450-6617 or by email at kbearman@uniformlaws.org.