

D R A F T

FOR APPROVAL

HARMONIZED MODEL REGISTERED AGENTS ACT
(Amendments to Model Registered Agents Act and
Amendments to Entity Acts to Rationalize Annual Filings)

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

AMERICAN BAR ASSOCIATION

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HARMONIZED MODEL REGISTERED AGENTS ACT
(Amendments to Model Registered Agents Act and
Amendments to Entity Acts to Rationalize Annual Filings)

WITHOUT PREFATORY NOTES OR COMMENTS, BUT WITH REPORTERS' NOTES

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Jointly By

NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS

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AMERICAN BAR ASSOCIATION

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May 31, 2011

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HARMONIZED MODEL REGISTERED AGENTS ACT

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HARMONIZED MODEL REGISTERED AGENTS ACT

Introductory Reporters' Note

The proposed revisions to the text of the act set forth in this document have been prepared as part of a project that has two purposes: (i) to harmonize the language of all of the unincorporated entity laws, and (ii) to revise the language of each of those acts in a manner that permits their integration into a single code of entity laws.

The Comments to the act have been omitted from this document. Following the approval of the changes in this document by the Conference, the Comments will be restored with appropriate changes.

The harmonization process has involved the revision of the following acts, some of which are referred to in the Reporters' Notes by the abbreviations listed below:

Business Organizations Act
Model Entity Transactions Act
Model Registered Agents Act
Uniform Partnership Act (1997)
Uniform Limited Partnership Act (2001)
Uniform Limited Liability Company Act (2006)
Uniform Statutory Trust Entity Act
Uniform Limited Cooperative Association Act
Uniform Unincorporated Nonprofit Association Act (2008)

Changes to the currently effective text of the act are shown by ~~striking through text to be deleted~~ and underlining text to be added. All of the changes have their source in the HUB.

As originally promulgated by the Conference, the act included a series of amendments to other uniform and model entity laws designed to rationalize the annual reports required to be filed under those laws. Those amendments are no longer needed as part of the act because the harmonization project has included conforming all of the annual report requirements.

HARMONIZED MODEL REGISTERED AGENTS ACT

SECTION 1. SHORT TITLE. This [act] may be cited as the Model Registered Agents Act.

SECTION 2. DEFINITIONS. In this [act]:

~~(1) “Appointment of agent” means a statement appointing an agent for service of process filed by:~~

~~(A) a domestic or foreign unincorporated nonprofit association under [Section 10 of the Uniform Unincorporated Nonprofit Association Act]; or~~

~~(B) a domestic entity that is not a filing entity or a nonqualified foreign entity under Section 12.~~

~~(2) (1) “Commercial registered agent” means an individual or a domestic or foreign entity~~ a person ~~listed under Section 6.~~

~~(2) “Designation of agent” means a statement designating a registered agent delivered to the [Secretary of State] for filing under:~~

~~(A) [Section 10 of the Uniform Unincorporated Nonprofit Association Act]; or~~

~~(B) Section 12 by a domestic entity that is not a filing entity or a nonregistered foreign entity.~~

~~(3) “Distributional interest” means the right under an unincorporated entity’s organic law and organic rules to receive distributions from the entity.~~

~~(3) (4) “Domestic entity” means an entity whose internal affairs are governed by the law of this state.~~

~~(4) (5) “Entity” means:~~

~~(A) a person that has:~~

1 ~~(i)~~ a ~~separate~~ legal existence separate from any interest holder of that
2 person; or has:

3 ~~(ii)~~ the power to acquire an interest in real property in its own name ~~other~~
4 ~~than;~~

5 (B) does not include:

6 ~~(A)~~ (i) an individual;

7 ~~(B)~~ (ii) a testamentary, or inter vivos, trust with a predominately donative
8 purpose or charitable trust, ~~with the exception of a, business trust statutory trust, or similar trust;~~

9 ~~(C)~~ (iii) an association or relationship that is not a partnership solely by
10 reason of [Section 202(c) of the Revised Uniform Partnership Act ~~(1997)~~] [Section 7 of the
11 Uniform Partnership Act] or a similar provision of the law of ~~any other~~ another jurisdiction;

12 ~~(D)~~ (iv) a decedent's estate; or

13 ~~(E)~~ (v) a ~~public corporation~~, government or a governmental subdivision,
14 agency, or instrumentality, ~~or quasi-governmental instrumentality.~~

15 ~~(5)~~ (6) "Filing entity" means an entity ~~that is created by~~ whose formation requires the
16 filing of a public organic ~~document~~ record. The term does not include a limited liability
17 partnership.

18 ~~(6)~~ (7) "Foreign entity" means an entity other than a domestic entity.

19 ~~(7)~~ (8) "Foreign ~~qualification document~~ registration application" means an application
20 ~~for a certificate of authority or other foreign qualification filing with~~ registration to do business
21 in this state delivered to the [Secretary of State] for filing by a foreign entity.

22 ~~(8)~~ (9) "Governance interest" means ~~the~~ a right under the organic law or organic rules of
23 an unincorporated entity, other than as a governor, agent, assignee, or proxy, to:

24 (A) receive or demand access to information concerning, or the books and

1 records of, the entity;

2 (B) vote for the election of the governors of the entity; or

3 (C) receive notice of or vote on any ~~or all issues~~ issue involving the internal
4 affairs of the entity.

5 ~~(9)~~ (10) “Governor” means a person ~~by or~~ under whose authority the powers of an entity
6 are exercised and under whose direction the ~~business~~ activities and affairs of the entity are
7 managed pursuant to the organic law and organic rules of the entity.

8 ~~(10)~~ (11) “Interest” means:

9 (A) a governance interest in an unincorporated entity;

10 (B) a ~~transferable~~ distributional interest in an unincorporated entity; or

11 (C) a share or membership in a corporation.

12 ~~(11)~~ (12) “Interest holder” means a direct holder of an interest.

13 ~~(12)~~ (13) “Jurisdiction of ~~organization, formation~~” ~~with respect to an entity~~, means the
14 state or other jurisdiction whose law includes the organic law of ~~the~~ an entity.

15 ~~(13)~~ (14) “Noncommercial registered agent” means a person that is not listed as a
16 commercial registered agent under Section 6 and that is:

17 (A) an individual or a domestic or foreign entity that serves in this state as the
18 registered agent ~~for service of process~~ of an entity; or

19 (B) the individual who holds the office or other position in an entity that is
20 designated as the registered agent ~~for service of process~~ pursuant to Section 5(a)(2)(B).

21 ~~(14)~~ (15) “~~Nonqualified~~ Nonregistered foreign entity” means a foreign entity that is not
22 ~~authorized~~ registered to ~~transact~~ do business in this state pursuant to a ~~filing with~~ statement of
23 registration filed by the [Secretary of State].

24 ~~(15)~~ “~~Nonresident LLP statement~~” means:

1 ~~(A) a statement of qualification of a domestic limited liability partnership that~~
2 ~~does not have an office in this state; or~~

3 ~~(B) a statement of foreign qualification of a foreign limited liability partnership~~
4 ~~that does not have an office in this state.~~

5 (16) “Organic law” means the ~~statutes, if any, other than this [act],~~ law of an entity’s
6 jurisdiction of formation governing the internal affairs of ~~an~~ the entity.

7 (17) “Organic rules” means the public organic ~~document~~ record and private organic rules
8 of an entity.

9 (18) “Person” means an individual, business corporation, nonprofit corporation, estate,
10 ~~trust, partnership, limited partnership,~~ limited liability company, [general cooperative
11 association,] limited cooperative association, business or similar trust, unincorporated nonprofit
12 association, statutory trust, business trust, common-law business trust, estate, trust, association,
13 joint venture, public corporation, government or governmental subdivision, agency, or
14 instrumentality, or any other legal or commercial entity.

15 (19) “Private organic rules” ~~mean~~ means the rules, whether or not in a record, that
16 govern the internal affairs of an entity, are binding on all ~~of~~ its interest holders, and are not part
17 of its public organic ~~document~~ record, if any.

18 (20) “Public organic ~~document~~ record” means the ~~public~~ record the filing of which
19 ~~creates~~ by the [Secretary of State] is required to form an entity; and any amendment to or
20 restatement of that record.

21 ~~(21) “Qualified foreign entity” means a foreign entity that is authorized to transact~~
22 ~~business in this state pursuant to a filing with the [Secretary of State].~~

23 ~~(22)~~ (21) “Record”, used as a noun, means information that is inscribed on a tangible
24 medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

1 ~~(23)~~ (22) “Registered agent” means an agent of an entity which is authorized to receive
2 service of any process, notice, or demand required or permitted by law to be served on the entity.

3 The term includes a commercial registered agent ~~or~~ and a noncommercial registered agent.

4 ~~(24)~~ (23) “Registered agent filing” means:

5 (A) the public organic ~~document~~ record of a domestic filing entity;

6 (B) ~~a nonresident LLP statement~~ a statement of qualification of a domestic
7 limited liability partnership;

8 (C) a foreign ~~qualification document~~ registration application; or

9 (D) ~~an appointment~~ a designation of agent.

10 (24) “Registered foreign entity” means a foreign entity that is registered to do business in
11 this state pursuant to a foreign registration application filed by the [Secretary of State].

12 (25) “Represented entity” means:

13 (A) a domestic filing entity;

14 (B) a domestic ~~or qualified foreign~~ limited liability partnership ~~that does not have~~
15 ~~an office in this state;~~

16 (C) a ~~qualified~~ registered foreign entity;

17 (D) a domestic or foreign unincorporated nonprofit association for which ~~an~~
18 ~~appointment~~ a designation of agent ~~has been filed~~ is in effect;

19 (E) a domestic entity that is not a filing entity for which ~~an appointment~~ a
20 designation of agent ~~has been filed~~ is in effect; or

21 (F) a ~~nonqualified~~ nonregistered foreign entity for which ~~an appointment~~ a
22 designation of agent ~~has been filed~~ is in effect.

23 (26) “Sign” means, with present intent to authenticate or adopt a record:

24 (A) to execute or adopt a tangible symbol; or

(B) to attach to or logically associate with the record an electronic ~~sound~~, symbol, sound, or process.

~~(27) “Transferable interest” means the right under an entity’s organic law to receive distributions from the entity.~~

~~(28)~~ (27) “Type, of entity” ~~with respect to an entity~~, means a generic form of entity:

(A) recognized at common law; or

(B) ~~organized~~ formed under an organic law, whether or not some entities ~~organized~~ formed under that organic law are subject to provisions of that law that create different categories of the form of entity.

SECTION 3. FEES.

(a) The [Secretary of State] shall collect the following fees when a filing is made under this [act]:

document	fee
(1) commercial registered agent listing statement	\$__
(2) commercial registered agent termination statement	\$__
(3) statement of change	\$__
(4) statement of resignation	no fee
(5) statement appointing an <u>designating a</u> <u>registered agent for service of process</u>	\$__

(b) The [Secretary of State] shall collect the following fees for copying and certifying a copy of any document filed under this [act]:

- (1) \$__ a page for copying; and
- (2) \$__ for a certificate.

1 **SECTION 4. ADDRESSES IN ~~FILINGS~~ FILING.** ~~Whenever~~ If a provision of this
2 [act] other than Section 11(a)(4) requires that a ~~filing record~~ state an address, the ~~filing record~~
3 must state:

- 4 (1) ~~an actual~~ a street address ~~or rural route box number~~ in this state; and
5 (2) a mailing address in this state, if different from the address under paragraph (1).

6 **SECTION 5. ~~APPOINTMENT~~ DESIGNATION OF REGISTERED AGENT.**

7 (a) A registered agent filing must be signed by the entity and state:

- 8 (1) the name of the represented entity's commercial registered agent; or
9 (2) if the entity does not have a commercial registered agent:

10 (A) the name and address of the entity's noncommercial registered agent;

11 or

12 (B) the title of an office or other position with the entity if service of
13 process, notices, and demands ~~is~~ are to be sent to the ~~person~~ individual holding that office or
14 position, and the address of the business office of that ~~person~~ individual.

15 (b) The ~~appointment~~ designation of a registered agent pursuant to subsection (a)(1) or
16 (2)(A) is an affirmation of fact by the represented entity that the agent has consented to serve ~~as~~
17 ~~such~~.

18 (c) The [Secretary of State] shall make available in a record as soon as practicable a
19 daily list of filings that contain the name of a registered agent. The list must:

- 20 (1) be available for at least 14 calendar days;
21 (2) list in alphabetical order the names of the registered agents; and
22 (3) state the type of filing and name of the represented entity making the filing.

23 **SECTION 6. LISTING OF COMMERCIAL REGISTERED AGENT.**

24 (a) ~~An individual or a domestic or foreign entity~~ A person may become listed as a

commercial registered agent by ~~filing with~~ delivering to the [Secretary of State] for filing a ~~commercial-registered-agent~~ commercial-registered-agent listing statement signed by ~~or on~~ behalf of the person which states:

(1) the name of the individual or the name of the entity, type of entity, and jurisdiction of ~~organization~~ formation of the entity;

(2) that the person is in the business of serving as a commercial registered agent in this state; and

(3) the address of a place of business of the person in this state to which service of process ~~and other notice and documents~~, notices, and demands being served on or sent to entities represented by it ~~the person~~ the person may be delivered.

(b) A ~~commercial-registered-agent~~ commercial-registered-agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record ~~by the commercial-registered-agent~~ as provided for in Section 13(d).

(c) If the name of a person ~~filing~~ delivering to the [Secretary of State] for filing a ~~commercial-registered-agent~~ commercial-registered-agent listing statement is not distinguishable on the records of the [Secretary of State] from the name of another commercial registered agent listed under this section, the person must adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.

(d) A ~~commercial-registered-agent~~ commercial-registered-agent listing statement takes effect on filing.

(e) The [Secretary of State] shall note the filing of ~~the commercial-registered-agent~~ a commercial-registered-agent listing statement in the [index of filings] [records] maintained by

1 the [Secretary of State] for each entity represented by the ~~registered~~ agent at the time of the
2 filing. The statement has the effect of ~~deleting~~ amending the ~~address of the registered agent from~~
3 ~~the registered agent~~ filing of for each of those entities to:

4 (1) designate the person becoming listed as a commercial registered agent as the
5 commercial registered agent of each of those entities; and

6 (2) delete the address of the former agent from the registered agent filing of each
7 of those entities.

8 **SECTION 7. TERMINATION OF LISTING OF COMMERCIAL REGISTERED**
9 **AGENT.**

10 (a) A commercial registered agent may terminate its listing as a commercial registered
11 agent by ~~filing with~~ delivering to the [Secretary of State] for filing a ~~commercial registered agent~~
12 commercial-registered-agent termination statement signed by ~~or on behalf of~~ the agent which
13 states:

14 (1) the name of the agent as ~~currently~~ listed under Section 6; and

15 (2) that the agent is no longer in the business of serving as a commercial
16 registered agent in this state.

17 (b) A ~~commercial registered agent~~ commercial-registered-agent termination statement
18 takes effect at 12:01 a.m. on the 31st day after the day on which it is ~~filed~~ delivered to the
19 [Secretary of State] for filing.

20 (c) The commercial registered agent ~~shall~~ promptly shall furnish each entity represented
21 by ~~it with the agent~~ notice in a record of the filing of the ~~commercial registered agent~~
22 commercial-registered-agent termination statement.

23 (d) When a ~~commercial registered agent~~ commercial-registered-agent termination
24 statement takes effect, the commercial registered agent ceases to be ~~an~~ the registered agent for

1 ~~service of process on~~ each entity formerly represented by it. Until an entity formerly represented
2 by a terminated commercial registered agent ~~appoints~~ designates a new registered agent, service
3 of process may be made on the entity ~~as provided in~~ pursuant to Section 13. Termination of the
4 listing of a commercial registered agent under this section does not affect any contractual rights a
5 represented entity ~~may have~~ has against the agent or that the agent ~~may have~~ has against the
6 entity.

7 **SECTION 8. CHANGE OF REGISTERED AGENT BY ENTITY.**

8 (a) A represented entity may change the information ~~currently~~ on file under Section 5(a)
9 by ~~filing with~~ delivering to the [Secretary of State] for filing a statement of change signed ~~on~~
10 ~~behalf of~~ by the entity which states:

11 (1) the name of the entity; and

12 (2) the information that is to be in effect as a result of the filing of the statement
13 of change.

14 (b) The interest holders or governors of a domestic entity need not approve the filing of:

15 (1) a statement of change under this section; or

16 (2) a similar filing changing the registered agent or registered office, if any, of
17 the entity in any other jurisdiction.

18 (c) ~~The appointment of a registered agent pursuant to subsection (a)~~ A statement of
19 change under this section designating a new registered agent is an affirmation of fact by the
20 represented entity that the agent has consented to serve ~~as such~~.

21 (d) A statement of change filed under this section takes effect on filing.

22 (e) As an alternative to using the ~~procedures~~ procedure in this section, a represented
23 entity may change the information ~~currently~~ on file under Section 5(a) by amending its most
24 recent registered agent filing in ~~the~~ a manner provided by the ~~laws~~ law of this state other than

1 this [act] for amending ~~that~~ the filing.

**SECTION 9. CHANGE OF NAME ~~OR~~, ADDRESS, TYPE OF ENTITY, OR
JURISDICTION OF FORMATION BY NONCOMMERCIAL REGISTERED AGENT.**

2 (a) If a noncommercial registered agent changes its name ~~or~~, its address ~~as currently~~ in
3 effect with respect to a represented entity ~~pursuant to~~ under Section 5(a), its type of entity, or its
4 jurisdiction of formation, the agent shall ~~file with~~ deliver to the [Secretary of State] for filing,
5 with respect to each entity represented by the agent, a statement of change signed by ~~or on behalf~~
6 ~~of~~ the agent which states:

7 (1) the name of the entity;

8 (2) the name and address of the agent ~~as currently~~ in effect with respect to the
9 entity;

10 (3) if the name of the agent has changed, ~~its~~ the new name; ~~and~~

11 (4) if the address of the agent has changed, the new address; and

12 (5) if the agent is an entity:

13 (A) if the type of entity of the agent has changed, the new type of entity;

14 and

15 (B) if the jurisdiction of formation of the agent has changed, the new

16 jurisdiction of formation.

17 (b) A statement of change filed under this section takes effect on filing.

18 (c) A noncommercial registered agent ~~shall~~ promptly shall furnish the represented entity
19 with notice in a record of the ~~filing~~ delivery to the [Secretary of State] for filing of a statement of
20 change and the changes made ~~by the filing~~ in the statement.

**SECTION 10. CHANGE OF NAME, ADDRESS, ~~OR~~ TYPE OF ~~ORGANIZATION~~
ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED**

AGENT.

(a) If a commercial registered agent changes its name, its address as ~~currently~~ listed under Section 6(a), its type of entity, or its type or jurisdiction of ~~organization~~ formation, the agent shall ~~file with~~ deliver to the [Secretary of State] for filing a statement of change signed by ~~or on behalf of~~ the agent which states:

(1) the name of the agent as ~~currently~~ listed under Section 6(a);

(2) if the name of the agent has changed, ~~its~~ the new name;

(3) if the address of the agent has changed, the new address; ~~and~~

(4) if the agent is an entity:

(A) if the type or jurisdiction of entity organization of the agent has changed, the new type or jurisdiction of organization entity; and

(B) if the jurisdiction of formation of the agent has changed, the new jurisdiction of formation.

(b) The filing by the [Secretary of State] of a statement of change under subsection (a) is effective to change the information regarding the ~~commercial-registered~~ agent with respect to each entity represented by the agent.

(c) A statement of change filed under this section takes effect on filing.

(d) A commercial registered agent ~~shall~~ promptly shall furnish to each entity represented by it ~~with~~ a notice in a record of the filing by the [Secretary of State] of a statement of change relating to the name or address of the agent and the changes made ~~by the filing in the statement~~.

(e) If a commercial registered agent changes its address without delivering for filing a statement of change as required by this section, the [Secretary of State] may cancel the listing of the agent under Section 6. A cancellation under this subsection has the same effect as a termination under Section 7. Promptly after canceling the listing of an agent, the [Secretary of

State] shall serve notice in a record in the manner provided in Section 13(b) or (c) on:

(1) each entity represented by the agent, stating that the agent has ceased to be ~~an~~
~~the registered~~ agent for ~~service of process on~~ the entity and that, until the entity ~~appoints~~
~~designates~~ a new registered agent, service of process may be made on the entity as provided in
Section 13; and

(2) the agent, stating that the listing of the agent has been canceled under this
section.

SECTION 11. RESIGNATION OF REGISTERED AGENT.

(a) A registered agent may resign ~~at any time with respect to~~ as agent for a represented
entity by ~~filing with~~ delivering to the [Secretary of State] for filing a statement of resignation
signed by ~~or on behalf of~~ the agent which states:

(1) the name of the entity;

(2) the name of the agent;

(3) that the agent resigns from serving as registered agent ~~for service of process~~
for the entity; and

(4) the ~~name and~~ address of the ~~person~~ entity to which the agent will send the
notice required by subsection (c).

(b) A statement of resignation takes effect on the earlier of:

(1) the 31st day after the day on which it is filed by the [Secretary of State]; or

(2) the ~~appointment~~ designation of a new registered agent for the represented
entity.

(c) ~~The~~ A registered agent ~~shall~~ promptly shall furnish to the represented entity notice in
a record of the date on which a statement of resignation was filed.

(d) When a statement of resignation takes effect, the registered agent ceases to have

1 responsibility under this [act] for any matter thereafter tendered to it as agent for the represented
2 entity. ~~A The~~ resignation ~~under this section~~ does not affect any contractual rights the entity has
3 against the agent or that the agent has against the entity.

4 (e) A registered agent may resign with respect to a represented entity whether or not the
5 entity is in good standing.

**SECTION 12. APPOINTMENT DESIGNATION OF REGISTERED AGENT BY
~~NONFILING OR NONQUALIFIED~~ NONREGISTERED FOREIGN ENTITY OR
NONFILING DOMESTIC ENTITY.**

6 (a) ~~A domestic entity that is not a filing entity or a nonqualified nonregistered foreign~~
7 ~~entity or domestic entity that is not a filing entity~~ may ~~file with~~ deliver to the [Secretary of State]
8 for filing a statement ~~appointing an~~ designating a registered agent ~~for service of process~~ signed
9 ~~on behalf of~~ by the entity which states:

10 (1) the name, type of entity, and jurisdiction of ~~organization~~ formation of the
11 entity; and

12 (2) the information required by Section 5(a).

13 (b) A statement ~~appointing an agent for service of process~~ takes effect on filing under
14 subsection (a) is effective for five years after the date of filing unless canceled or terminated
15 earlier.

16 (c) ~~The appointment~~ Designation of a registered agent ~~under this section~~ subsection (a)
17 ~~does not qualify register a nonqualified nonregistered foreign entity to do business in this state~~
18 ~~and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in~~
19 ~~this state.~~

20 (d) A statement ~~appointing an agent for service of process~~ under subsection (a) may not
21 be rejected for filing because the name of the entity ~~filing~~ signing the statement is not

1 distinguishable on the records of the [Secretary of State] from the name of another entity
2 appearing in those records. The filing of such a statement ~~appointing an agent for service of~~
3 ~~process~~ does not make the name of the entity ~~filing~~ signing the statement unavailable for use by
4 another entity.

5 (e) An entity that ~~has filed~~ delivers to the [Secretary of State] for filing a statement
6 ~~appointing an agent for service of process under subsection (a) designating a registered agent~~
7 may cancel the statement by delivering to the [Secretary of State] for filing a statement of
8 cancellation, which ~~shall take~~ takes effect upon filing; and must state the name of the entity and
9 that the entity is canceling its ~~appointment~~ designation of ~~an a registered agent for service of~~
10 ~~process in this state. A statement appointing an agent for service of process which has not been~~
11 ~~canceled earlier is effective for a period of five years after the date of filing.~~

12 (f) A statement ~~appointing an agent for service of process under subsection (a) for a~~
13 ~~nonqualified nonregistered~~ foreign entity terminates ~~automatically~~ on the date the entity becomes
14 a ~~qualified~~ registered foreign entity.

SECTION 13. SERVICE OF PROCESS, NOTICE, OR DEMAND ON ENTITIES ENTITY.

15 (a) A ~~registered agent is an agent of the represented entity authorized to receive service~~
16 ~~of represented entity may be served with~~ any process, notice, or demand required or permitted by
17 law ~~to be served on the entity by serving its registered agent.~~

18 (b) If ~~an a represented entity that previously filed a registered agent filing with the~~
19 ~~[Secretary of State] no longer has~~ ceases to have a registered agent, or if its registered agent
20 cannot with reasonable diligence be served, the entity may be served by registered or certified
21 mail, return receipt requested, or by similar commercial delivery service, addressed to ~~the~~
22 ~~governors of the entity by name at its~~ the entity's principal office ~~in accordance with any~~

1 ~~applicable judicial rules and procedures. The names of the governors and the~~ The address of the
2 principal office ~~may~~ must be as shown in the entity's most recent [annual] [biennial] report filed
3 ~~with~~ by the [Secretary of State]. Service is ~~perfected~~ effected under this subsection ~~at~~ on the
4 earliest of:

5 (1) the date the entity receives the mail or delivery by the commercial delivery
6 service;

7 (2) the date shown on the return receipt, if signed ~~on behalf of~~ by the entity; or

8 (3) five days after its deposit with the United States Postal Service; or
9 commercial delivery service, if correctly addressed and with sufficient postage or payment.

10 (c) If process, notice, or demand cannot be served on an entity pursuant to subsection (a)
11 or (b), service ~~of process~~ may be made by handing a copy to the ~~manager, clerk, or other person~~
12 individual in charge of any regular place of business or activity of the entity if the ~~person~~
13 individual served is not a plaintiff in the action.

14 (d) Service of process, notice, or demand on a registered agent must be in ~~the form of a~~
15 ~~written document~~ record, ~~except that~~ but service may be made on a commercial registered agent
16 in ~~such~~ other forms ~~of a record~~, and subject to such requirements, as the agent has stated ~~from~~
17 ~~time to time~~ in its listing under Section 6 that it will accept.

18 (e) Service of process, notice, or demand may be ~~perfected~~ made by ~~any~~ other means
19 ~~prescribed by~~ under law other than this [act].

20 **SECTION 14. DUTIES OF REGISTERED AGENT.** The only duties under this [act]
21 of a registered agent that has complied with this [act] are:

22 (1) to forward to the represented entity at the address most recently supplied to the agent
23 by the entity any process, notice, or demand ~~that~~ pertaining to the entity which is served on or
24 received by the agent;

1 (2) to provide the notices required by this [act] to the entity at the address most recently
2 supplied to the agent by the entity;

3 (3) if the agent is a noncommercial registered agent, to keep current the information
4 required by Section 5(a) in the most recent registered agent filing for the entity; and

5 (4) if the agent is a commercial registered agent, to keep current the information listed
6 for it under Section 6(a).

7 **SECTION 15. JURISDICTION AND VENUE.** The ~~appointment~~ designation or
8 maintenance in this state of a registered agent does not by itself create the basis for personal
9 jurisdiction over the represented entity in this state. The address of the agent does not determine
10 venue in an action or a proceeding involving the entity.

11 **SECTION 16. CONSISTENCY OF APPLICATION.** In applying and construing this
12 [act], consideration must be given to the need to promote consistency of the law with respect to
13 its subject matter among states that enact it.

14 **SECTION 17. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND**
15 **NATIONAL COMMERCE ACT.** This [act] modifies, limits, ~~and~~ or supersedes the ~~federal~~
16 Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001, et seq.,
17 but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or
18 authorize delivery of any of the notices described in Section 103(b) of that act, 15 U.S.C. Section
19 7003(b).

20 **SECTION 18. SAVINGS CLAUSE.** This [act] does not affect an action or proceeding
21 commenced or right accrued before [the effective date of this [act]].

22 **SECTION 19. EFFECTIVE DATE.** This [act] takes effect . . .
23