

DRAFT

FOR DISCUSSION ONLY

MODEL REGISTERED AGENTS ACT

AND

AMENDMENTS TO ENTITY ACTS

TO RATIONALIZE ANNUAL FILINGS

NATIONAL CONFERENCE OF COMMISSIONERS

ON UNIFORM STATE LAWS

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With Introduction, Comments and Appendix of Conforming Amendments

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**DRAFTING COMMITTEE ON MODEL REGISTERED AGENTS ACT AND
AMENDMENTS TO ENTITY ACTS TO RATIONALIZE ANNUAL FILINGS**

TERRY J. CARE, 333 S. Sixth St., Las Vegas, NV 89101, *Chair*
MIKE CERBO, State of Colorado, 200 E. Colfax Ave., Rm. 271, Denver, CO 80209
STEPHEN Y. CHOW, One Beacon St., 30th Floor, Boston, MA 02108-3106
SUE ANN DERR, State Capitol Building, 2300 N. Lincoln, Rm. 109, Oklahoma City, OK
73105
PETER J. HAMASAKI, P.O. Box 2800, Honolulu, HI 96803-2800
THOMAS S. HEMMENDINGER, 362 Broadway, Providence, RI 02909-1434
EARL F. LEITESS, 3 Whitecap Lane, Ocean Pines, MD 21811
LEONARD J. REESE, 1806 Niles Rd., Austin, TX 78703
RODNEY W. SATTERWHITE, P.O. Box 1540, Midland, TX 79702
WILLIAM H. CLARK, JR., One Logan Square, 18th & Cherry Streets, Philadelphia, PA
19103-6996, *Reporter*

EX OFFICIO

HOWARD J. SWIBEL, 120 S. Riverside Plaza, Suite 1200, Chicago, IL 60606, *President*
LANI LIU EWART, 1099 Alakea St., Suite 1800, Honolulu, HI 96813, *Division Chair*

AMERICAN BAR ASSOCIATION ADVISOR

HEATHER D. JEFFERSON, 300 Martin Luther King Blvd., Ste. 200, Wilmington, DE 19801-
2465, *ABA Advisor*

EXECUTIVE DIRECTOR

WILLIAM H. HENNING, University of Alabama School of Law, Box 870382, Tuscaloosa, AL
35487-0382, *Executive Director*

Copies of this Act may be obtained from:

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS
211 E. Ontario Street, Suite 1300
Chicago, Illinois 60611
312/915-0195
www.nccusl.org

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RATIONALIZE ANNUAL FILINGS**

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MODEL REGISTERED AGENTS ACT AND AMENDMENTS TO ENTITY ACTS TO RATIONALIZE ANNUAL FILINGS

INTRODUCTION

The Model Registered Agents Act (the “Act”) is one of several projects undertaken by the Conference and the American Bar Association (“ABA”) to integrate state entity laws into a more coherent and rational scheme. Other projects include the development of the Model Entity Transactions Act jointly by the Conference and the ABA and the addition of Chapter 9 to the Model Business Corporation Act by the Committee on Corporate Laws of the ABA.

The Act grew out of discussions within the International Association of Commercial Administrators (“IACA”), which is the association of secretaries of state in the United States and Canada. IACA was approached by representatives of corporation service companies who were seeking to solve several problems they have encountered in their provision of registered agent services. IACA had also been considering on its own how filing requirements in state corporation bureaus could be simplified and standardized. IACA decided that the time was right for it to develop proposed statutory provisions on two subjects:

1. A standard set of provisions that would apply to all forms of entities that are required to designate in a public filing an agent for service of process.
2. A standard form of annual report to be filed with secretaries of state by all forms of entities.

The Ad Hoc Committee on Entity Rationalization of the ABA Section on Business Law (the “ABA Committee”) had been working cooperatively with IACA for several years on projects of mutual interest. After IACA had prepared a first draft of provisions on registered agents and annual reports, the ABA Committee joined the drafting effort. The ABA Committee also approached the leadership of the Conference with the suggestion that the Conference also join the drafting effort. The result was the development of the Act.

The original draft of the Act contained separate articles dealing with the two subjects originally identified by IACA: (i) registered agents and (ii) annual report filings. After detailed consideration, the drafting committee and its advisors were all agreed that a separate article on annual reports was not necessary and should be omitted from the Act. Instead, the changes needed to standardize annual report filings are included in the appendix of conforming amendments to the Act. Thus, the Act has two parts:

1. The provisions of the Act itself, which deal with registered agent issues and apply to all forms of entities.
2. An appendix of conforming changes to all of the existing uniform and model entity laws that have two separate purposes:
 - some of the conforming amendments integrate the uniform and model entity laws with the new registered agent provisions, and
 - the remaining conforming amendments standardize the provisions of the uniform and model entity laws on annual report filings.

Under existing uniform and model entity laws, an entity's registered agent and the location of the registered agent's office serve three purposes:

1. the registered agent is an agent of the entity authorized to receive service of process on behalf of the entity;
2. the location of the office of the registered agent determines where venue is to be laid in certain actions under the entity's organic law; and
3. the location of the office of the registered agent also determines where certain notices required by the entity's organic law are to be published.

The first function, that of being an agent for service of process, is the principal reason why the appointment of a registered agent is required under entity organic laws. The remaining two functions made sense at a time when the registered office address of an entity was often a business address for the entity. In recent years, however, it has become common for entities to use as their registered agents businesses whose principal activity is the provision of registered agent services and thus the address of the registered agent has become divorced from any real connection with the business activities of the represented entity. This Act accordingly eliminates the functions of the registered office address as a means of determining where venue or publication is appropriate.

This Act also eliminates the provisions found in some entity organic laws that make the Secretary of State the default agent for service of process under certain circumstances.

1 **MODEL REGISTERED AGENTS ACT AND AMENDMENTS TO ENTITY ACTS TO**
2 **RATIONALIZE ANNUAL FILINGS**

3
4 **SECTION 1. SHORT TITLE.** This [act] may be cited as the [State] Registered Agents
5 Act.

6 **SECTION 2. DEFINITIONS.**

7 (a) Definitions. In this [act]:

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

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

12 (B) a domestic entity that is not a filing entity or a nonqualified foreign
13 entity under Section 11.

14 (2) “Commercial registered agent” means an individual or a domestic or foreign
15 entity that is listed under Section 6.

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

18 (4) “Entity” means a person that has a separate legal existence or has the power
19 to acquire an interest in real property in its own name other than:

20 (A) an individual;

21 (B) a testamentary, inter vivos, or charitable trust, with the exception of a
22 business trust or similar trust;

1 (C) an association or relationship that is not a partnership by reason of
2 [Section 202(c) of the Uniform Partnership Act (1997)] or a similar provision of the law of any
3 other jurisdiction;

4 (D) a decedent's estate; or

5 (E) a government, a governmental subdivision, agency, or
6 instrumentality, or a quasi-governmental instrumentality.

7 (5) "Filing entity" means an entity that is created by the filing of a public organic
8 document.

9 (6) "Foreign entity" means an entity other than a domestic entity.

10 (7) "Foreign qualification document" means an application for a certificate of
11 authority or other foreign qualification filing with the [Secretary of State] by a foreign entity.

12 (8) "Governor" means a person by or under whose authority the powers of an
13 entity are exercised and under whose direction the business and affairs of the entity are managed
14 pursuant to the organic law and organic rules of the entity.

15 (9) "Interest holder" means a direct holder of an interest.

16 (10) "Jurisdiction of organization," with respect to an entity, means the
17 jurisdiction whose law includes the organic law of the entity.

18 (11) "Noncommercial registered agent" means a person that is not listed as a
19 commercial registered agent under Section 6 and that is:

20 (A) an individual or a domestic or foreign entity that serves in this state as
21 the registered agent of an entity; or

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

1 (12) “Nonqualified foreign entity” means a foreign entity that is not authorized to
2 transact business in this state pursuant to a filing with the [Secretary of State].

3 (13) “Nonresident LLP statement” means:

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

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

8 (14) “Person” means an individual, corporation, estate, trust, partnership, limited
9 liability company, business or similar trust, association, joint venture, public corporation,
10 government, or governmental subdivision, agency, or instrumentality, or any other legal or
11 commercial entity.

12 (15) “Public organic document” means the public record the filing of which
13 creates an entity, and any amendment to or restatement of that record.

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

16 (17) “Record” means information that is inscribed on a tangible medium or that is
17 stored in an electronic or other medium and is retrievable in perceivable form.

18 (18) “Registered agent” means a commercial registered agent or a
19 noncommercial registered agent.

20 (19) “Registered agent filing” means:

21 (A) the public organic document of a domestic filing entity;

22 (B) a nonresident LLP statement;

23 (C) a foreign qualification document; or

1 (D) an appointment of agent.

2 (20) “Represented entity” means:

3 (A) a domestic filing entity;

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

6 (C) a qualified foreign entity;

7 (D) a domestic or foreign unincorporated nonprofit association for which
8 an appointment of agent has been filed;

9 (E) a domestic entity that is not a filing entity for which an appointment
10 of agent has been filed; or

11 (F) a nonqualified foreign entity for which an appointment of agent has
12 been filed.

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

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

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

17 (22) “Type,” with respect to an entity, means a generic form of entity:

18 (A) recognized at common law; or

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

22 (b) Other definitions. In this section:

(1) “Governance interest” means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:

(A) receive or demand access to information concerning, or the books and records of, the entity;

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

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

(2) “Interest” means:

(A) a governance interest in an unincorporated entity;

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

(C) a share or membership in a corporation.

(3) “Organic law” means the statutes, if any, other than this [Act], governing the internal affairs of an entity.

(4) “Organic rules” means the public organic document and private organic rules of an entity.

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

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

Comment

In general. This section outlines the vocabulary of terms used in the Act.

All of the definitions in subsection (b), as well as many of the definitions in subsection (a), were developed for use in the Model Entity Transactions Act (META). States that have

1 adopted META should consider arranging their entity laws in such a manner that the definitions
2 in META will apply more broadly and do not need to be repeated in other laws. The definitions
3 that are common to this Act and META are:

4
5 “domestic entity”
6 “entity”
7 “filing entity”
8 “foreign entity”
9 “governance interest”
10 “governor”
11 “interest”
12 “interest holder”
13 “jurisdiction of organization”
14 “nonqualified foreign entity”
15 “organic law”
16 “organic rules”
17 “person”
18 “private organic rules”
19 “public organic document”
20 “qualified foreign entity”
21 “record”
22 “sign”
23 “transferable interest”
24 “type”
25

26 **Subsection (a).** The definitions in subsection (a) are used throughout the Act.
27

28 **“Appointment of agent.” [(1)]** An appointment of agent is an optional filing that may
29 be made by an entity that does not otherwise make a public filing in the state naming an agent for
30 service of process. If a state has not enacted the Uniform Unincorporated Nonprofit Association
31 Act, paragraph (A) should be omitted.
32

33 **“Commercial registered agent.” [(2)]** A commercial registered agent is an individual
34 or entity that is in the business of serving as a registered agent in the state and that files a
35 statement under Section 6. Being listed as a commercial registered agent is voluntary and
36 persons serving as registered agents are not required to be listed under Section 6. The benefits to
37 the registered agent of being listed under Section 6, however, are substantial and most registered
38 agents will elect to be so listed. Although this definition and Section 6 do not require that a
39 foreign entity that is listed as a commercial registered agent be qualified to do business in the
40 state, the activity of serving as a registered agent is one that requires such registration.
41

42 **“Domestic entity.” [(3)]** – The term “domestic entity” in this Act means an entity whose
43 internal affairs are governed by the organic laws of the adopting jurisdiction. Except in the case
44 of general partnerships, this will mean an entity that is formed, organized, or incorporated under
45 domestic law. In the case of a general partnership organized under the Uniform Partnership Act
46 (1997) (“RUPA”), it will mean a general partnership whose governing law under RUPA § 106 is

1 the law of the adopting state. Under RUPA § 106 the governing law is determined by the
2 location of the partnership's chief executive office, except for limited liability partnerships where
3 the governing law is the state where the statement of qualification is filed.

4
5 **“Entity.” [(4)]** – The term “entity” includes:

- 6 • Business corporation.
- 7 • Business trust.
- 8 • General partnership, whether or not a limited liability partnership.
- 9 • Limited liability company.
- 10 • Limited partnership, whether or not a limited liability limited partnership.
- 11 • Nonprofit corporation.
- 12 • Unincorporated nonprofit association.

13 The term does not include a sole proprietorship.

14
15 This definition is intended to include all forms of private organizations, regardless of
16 whether organized for profit, and artificial legal persons other than those excluded by paragraphs
17 (A) through (E). Thus, this definition is broader than the definition of “business entity” in, e.g.,
18 Code of Ala. § 10-15-2(2) which does not include nonprofit entities. This definition does not
19 exclude regulated entities such as public utilities, banks and insurance companies.

20
21 Inter vivos and testamentary trusts are treated in many states as having a separate legal
22 existence, but they have been excluded from the definition of “entity.” Trusts that carry on a
23 business, however, such as a Massachusetts trust, real estate investment trust, Illinois land trust,
24 or other common law or statutory business trusts are “entities.”

25
26 Section 4 of the Uniform Unincorporated Nonprofit Association Act gives an
27 unincorporated nonprofit association the power to acquire an estate in real property and thus an
28 unincorporated nonprofit association organized in a state that has adopted that act will be an
29 “entity.” At common law, an unincorporated nonprofit association was not a legal entity and did
30 not have the power to acquire real property. Most states that have not adopted the Uniform Act
31 have nonetheless modified the common law rule, but states that have not adopted the Uniform
32 Act should analyze whether they should modify the definition of “entity” to add an express
33 reference to unincorporated nonprofit associations.

34
35 There is some question as to whether a partnership subject to the Uniform Partnership
36 Act (1914) (UPA) is an entity or merely an aggregation of its partners. That question has been
37 resolved by Section 201 of the Uniform Partnership Act (1997) (RUPA), which makes clear that
38 a general partnership is an entity with its own separate legal existence. Section 8 of UPA gives
39 partnerships subject to it the power to acquire estates in real property and thus such a partnership
40 will be an “entity.” As a result, all general partnerships will be “entities” regardless of whether
41 the state in which they are organized has adopted RUPA.

42
43 Paragraph (C) of this definition excludes from the concept of an “entity” any form of co-
44 ownership of property or sharing of returns from property that is not a partnership under RUPA.
45 In that connection, Section 202(c) of RUPA provides in part:

1 In determining whether a partnership is formed, the following rules apply:

2 (1) Joint tenancy, tenancy in common, tenancy by the entirety, joint property,
3 common property, or part ownership does not by itself establish a partnership, even
4 if the co-owners share profits made by the use of the property.

5 (2) The sharing of gross returns does not by itself establish a partnership, even if
6 the persons sharing them have a joint or common right or interest in property from
7 which the returns are derived.

8
9 Limited liability partnerships and limited liability limited partnerships are “entities”
10 because they are general partnerships and limited partnerships, respectively, that have made the
11 additional required election claiming LLP or LLLP status. A limited liability partnership is not,
12 therefore, a separate type of entity from the underlying general or limited partnership that has
13 elected limited liability partnership status.

14
15 **“Filing entity.” [(5)]** – Whether an entity is a filing entity is determined by reference to
16 whether its legal existence is attributable to the filing of a document with the state filing officer.
17 While the statute refers to an entity that is “created,” it is intended to encompass corporations
18 which are “incorporated,” limited liability companies which are “organized,” and limited
19 partnerships which are “formed” by a filing required by the organic law governing the entity.
20 Business trusts present a special problem. In some states, for example, a business trust is a filing
21 entity, while in other states business trusts are recognized only by common law.

22
23 The term does not include a limited liability partnership because an election filed by a
24 general partnership claiming that status (*e.g.*, a statement of qualification under Uniform
25 Partnership Act (1997), § 1001) does not create the entity. A limited liability limited partnership,
26 on the other hand, is a filing entity because the underlying limited partnership is created by filing
27 a certificate of limited partnership.

28
29 This definition is patterned after Model Business Corporation Act § 1.40(9A) (“filing
30 entity”).

31
32 **“Foreign entity.” [(6)]** – The term “foreign entity” includes any non-domestic entity of
33 any type. Where a foreign entity is a filing entity, the entity is governed by the laws of the state
34 of filing. A nonfiling foreign entity is governed by the laws of the state governing its internal
35 affairs. It is a factual question whether a general partnership whose internal affairs are governed
36 by the Uniform Partnership Act (1914) (UPA) is a domestic or foreign partnership. A UPA
37 partnership will likely be deemed to be a domestic entity where the greatest nexus of contacts are
38 found. The domestic or foreign characterization of partnerships under the Uniform Partnership
39 Act (1997) (RUPA) that have not registered as limited liability partnerships will be governed by
40 RUPA § 106(a) (“state where the partnership’s chief executive office is located”).

41
42 **“Foreign qualification document.” [(7)]** This definition should be construed broadly
43 to include filings in the state that are required when a foreign entity is conducting activities in the
44 state, regardless of whether the process is referred to as “obtaining a certificate of authority to do
45 business,” “qualifying to do business,” “being authorized to transact business,” or some other
46 formulation.

1
2 **“Governor.” [(8)]** – This term has been chosen to provide a way of referring to a person
3 who has the authority under an entity’s organic law to make management decisions regarding the
4 entity that is different from any of the existing terms used in connection with particular types of
5 entities. *Compare* Colo. § 7-90-102(35.7) which uses the term “manager” to refer to this
6 concept, even though “manager” is also a term of art in connection with limited liability
7 companies. Depending on the type of entity or its organic rules, the governors of an entity may
8 have the power to act on their own authority, or they may be organized as a board or similar
9 group and only have the power to act collectively, and then only through a designated agent. In
10 other words, a person having only the power to bind the organization pursuant to the instruction
11 of the governors is not a governor. Under the organic rules, particularly those of unincorporated
12 entities, most or all of the management decisions may be reserved to the members or partners.
13 Thus, if a manager of a limited liability company were limited to having authority to execute
14 management decisions made by the members and did not have any authority to make
15 independent management decisions, the manager would not be a governor under this definition.
16

17 Except as described above, the term “governor” includes:

- 18 • Director of a business corporation.
- 19 • Director or trustee of a nonprofit corporation.
- 20 • General partner of a general partnership.
- 21 • General partner of a limited partnership.
- 22 • Manager of a limited liability company.
- 23 • Member of a member-managed limited liability company.
- 24 • Trustee of a business trust.
- 25

26 **“Interest holder.” [(9)]** – This Act does not refer to “equity” interests or “equity”
27 owners or holders because the term “equity” could be confusing in the case of a nonprofit entity
28 whose members do not have an interest in the assets or results of operations of the entity but only
29 have a right to vote on its internal affairs. *Compare* Code of Ala. § 10-15-2(4) (“equity
30 owner”).
31

32 The term “interest holder” includes:

- 33 • Beneficiary of a business trust.
- 34 • General partner of a general partnership.
- 35 • General partner of a limited partnership.
- 36 • Limited partner of a limited partnership.
- 37 • Member of a limited liability company.
- 38 • Member of a nonprofit corporation.
- 39 • Member of an unincorporated nonprofit association.
- 40 • Shareholder of a business corporation.
- 41

42 This definition has been patterned after Model Business Corporation Act § 1.40(13B)
43 (“interest holder”).
44

45 **“Jurisdiction of organization.” [(10)]** – The term “jurisdiction of organization” refers
46 to the jurisdiction whose laws include the organic law of the entity.

1
2 **“Noncommercial registered agent.” [(11)]** A noncommercial registered agent is a
3 person that serves as an agent for process but that is not listed under Section 6. All agents for
4 service of process that are not commercial registered agents are noncommercial registered
5 agents.
6

7 **“Nonqualified foreign entity.” [(12)]** A nonqualified foreign entity is one for which
8 there is no foreign qualification document in effect.
9

10 **“Nonresident LLP statement.” [(13)]** A nonresident LLP statement is the filing that is
11 made by a limited liability partnership under Section 1001 of the Uniform Partnership Act
12 (1997).
13

14 **“Person.” [(14)]** – The term “person” has the standard meaning of that term in uniform
15 acts.
16

17 **“Public organic document.” [(15)]** – A “public organic document” is a document that is
18 filed of public record to form, organize, incorporate, or otherwise create an entity. The term does
19 not include a statement of partnership authority filed under Section 303 of the Uniform
20 Partnership Act (1997) or any of the other statements that may be filed under that act since those
21 statements do not create a new entity. A limited liability partnership is the same entity as the
22 partnership that files the statement. For the same reason, the term also does not include a
23 statement of qualification filed under Section 1001 of that act to become a limited liability
24 partnership. Similarly, the term does not include a statement of authority filed under Section 5 of
25 the Uniform Unincorporated Nonprofit Association Act or a statement appointing an agent filed
26 under Section 10 of that act. Where a public organic document has been amended or restated,
27 the term means the public organic document as last amended or restated.
28

29 The term “public organic document” includes:

- 30 • Articles of incorporation of a business corporation.
- 31 • Articles of incorporation of a nonprofit corporation.
- 32 • Certificate of limited partnership.
- 33 • Certificate of organization of a limited liability company.
34

35 In those states where a deed of trust or other instrument is publicly filed to create a business
36 trust, that filing will constitute a public organic document. But in those states where a business
37 trust is not created by a public filing, the deed of trust or similar document will be part of the
38 private organic rules of the business trust.
39

40 **“Qualified foreign entity” [(16)]** – A qualified foreign entity is one for which there is a
41 foreign qualification document in effect.
42

43 **“Record.” [(17)]** – The term “record” has the standard meaning of that term in uniform
44 acts.
45

1 **“Registered agent.” [(18)]** This term is used in the Act to refer to agents for service of
2 process in contexts where it is not necessary to differentiate between commercial registered
3 agents and noncommercial registered agents.
4

5 **“Registered agent filing.” [(19)]** – Some states require that filings in addition to those
6 listed in this definition, such as articles of amendment or articles of merger, state the registered
7 agent information of the entity making the filing. In states where that is the case, this definition
8 should be amended to add the following additional provision:
9

10 “(E) any other filing with the [Secretary of State] under an entity’s organic law that
11 must include the information required by Section 5(a).”
12

13 **“Represented entity.” [(20)]** This definition lists the various classes of entities for
14 which registered agents act as agents for service of process.
15

16 **“Sign.” [(21)]** – The term “sign” has the standard meaning of that term in uniform acts.
17

18 **“Type.” [(22)]** – The term “type” has been developed in an attempt to distinguish
19 different legal forms of entities. It is sometimes difficult to decide whether one is dealing with a
20 different form of entity or a variation of the same form. For example, a limited partnership,
21 although it has been defined as a partnership, is a different type of entity from a general
22 partnership, while a limited liability partnership is not a different type of entity from a general
23 partnership. In some states cooperative corporations are categories of business corporations or
24 nonprofit corporations, while in other states cooperatives are a separate type of entity.
25

26 **Subsection (b).** The definitions in subsection (b) are used only in the other definitions
27 in this section.
28

29 **“Governance interest” [(1)]** – A governance interest is typically only part of the interest
30 that a person will hold in an entity and is usually coupled with a transferable interest (or
31 economic rights). However, memberships in some nonprofit corporations and unincorporated
32 nonprofit associations consist solely of governance interests and in others may not include either
33 governance interests or transferable interests. In some unincorporated business entities, there is a
34 more limited right to transfer governance interests than there is to transfer transferable interests.
35 An interest holder in such an unincorporated business entity who transfers only a transferable
36 interest and retains the governance interest will also retain the status of an interest holder.
37 Whether a transferee who acquires only a transferable interest will acquire the status of an
38 interest holder is determined by the definition of “interest holder.”
39

40 Shares in a business corporation that are nonvoting nonetheless have a governance
41 interest because they entitle the holder to certain rights of access to information and to certain
42 statutory voting rights on amendments of the articles of incorporation.
43

44 Governors of an entity have the kinds of rights listed in the definition of “governance
45 interest” by reason of their position with the entity. For a governor to have a “governance
46 interest,” however, requires that the governor also have those rights for a reason other than the

governor's status as such. A manager who is not a member in a limited liability company, for example, will not have a governance interest, but a manager who is a member will have a governance interest arising from the ownership of a membership interest.

“Interest” [(2)] – In the usual case, the interest held by an interest holder will include both a governance interest and a transferable interest (or economic rights). Members in certain nonprofit corporations or unincorporated nonprofit associations generally do not have any transferable interest because they may not receive distributions, but they nonetheless may hold a governance interest in which case they would have the status of interest holders under this Act. An interest holder in an unincorporated business entity may transfer all or part of the interest holder's transferable interest without the transferee's acquiring the governance interest of the transferor. In that case, whether the transferor will retain the status of an interest holder will be determined by the applicable organic law and the transferee will have the status of an interest holder under paragraph (B) of this definition. That paragraph will also apply to subsequent transferees from the original transferee.

The term “interest” includes:

- Beneficial interest in a business trust.
- Membership in a nonprofit corporation.
- Membership in an unincorporated nonprofit association.
- Membership interest in a limited liability company.
- Partnership interest in a general partnership.
- Partnership interest in a limited partnership.
- Shares in a business corporation.

“Organic law” [(3)] – Organic law includes statutes other than this Act that govern the internal affairs of an entity. Entity laws in a few states purport to require that some of their internal governance rules applicable to a domestic entity also apply to a foreign entity with significant ties to the state. *See, e.g.,* Cal. Gen. Corp. Law § 2115, N.Y. N-PCL §§ 1318-1321, 15 Pa.C.S. § 6145. Such a “sticky fingers” law is included within the definition of “organic law” for purposes of this Act.

“Organic rules” [(4)] – The term “organic rules” means an entity's public organic document and the private organic rules.

“Private organic rules” [(5)] – The term private “organic rules” is intended to include all governing rules of an entity that are binding on all of its interest holders, whether or not in written form, except for the provisions of the entity's public organic document, if any. The term is intended to include agreements in “record” form as well as oral partnership agreements and oral operating agreements among LLC members. Where private organic rules have been amended or restated, the term means the private organic rules as last amended or restated.

The term “private organic rules” includes:

- Bylaws of a business corporation.
- Bylaws of a business trust.
- Bylaws of a nonprofit corporation.

- Constitution and bylaws of an unincorporated nonprofit association.
- Operating agreement of a limited liability company.
- Partnership agreement of a general partnership.
- Partnership agreement of a limited partnership.

“Transferable interest” [(6)] – The term “transferable interest” is taken from Section 102(22) of the Uniform Limited Partnership Act (2001).

SECTION 3. FEES.

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

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

(b) Service of process fee. The [Secretary of State] shall collect a fee of \$__ each time process is served on the [Secretary of State] under this [act]. The party to a proceeding causing service of process is entitled to recover this fee as costs if the party is awarded costs in the proceeding.

(c) Copy and certification fees. 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.

Comment

1 Subsection (a) establishes the filing fees for all documents that may be filed under the
2 Act. The dollar amounts for each filing should be inserted by the adopting state with reference to
3 the filing fees charged for other filings with its Secretary of State.
4

5 Subsection (a)(3) provides that a fee is not required in connection with a filing of a
6 statement of resignation. That permits a person who is named as a registered agent without the
7 person's consent, or who agrees to serve as registered agent for a fee and the fee is not paid, to
8 eliminate any reference to the person in the records of the Secretary of State without expense.
9

10 Subsection (b) makes clear that the fee charged by the Secretary of State when process is
11 served on that office may be recovered as costs in the underlying legal proceeding. Subsection
12 (b) is not framed in terms of the prevailing party being able to recover the cost of the fee because
13 the test for being awarded costs in some actions under entity organic laws is framed in other
14 terms. *See, e.g.*, Section 13.31 of the Model Business Corporation Act on the award of costs in
15 an appraisal rights proceeding.
16

17 Subsection (c) establishes fees for copying and certifying documents filed under the Act.
18 The dollar amounts for these fees should be inserted by the adopting state with reference to the
19 fees charged for those services under the state's various entity laws.
20

21 This section is patterned after Section 1.22 of the Model Business Corporation Act.
22

23 In a state where filing fees are set by rule making, subsections (a) and (c) may be
24 replaced with the statement "The [Secretary of State] shall by rule set fees for filings, and the
25 services provided, under this [act]."
26

27 **SECTION 4. ADDRESSES IN FILINGS.** Whenever this [act] requires that a filing
28 state an address, the filing must state:

29 (1) an actual street address or rural route box number in this state; and

30 (2) a mailing address in this state, if different from the address under paragraph (1).

31 **Comment**

32

33 When this Act requires that a filing state an address, the address used must always be a
34 geographic location. Where a person uses a post office box as its address, paragraph (2) requires
35 that the post office box address also be stated.
36

37 **SECTION 5. APPOINTMENT OF REGISTERED AGENT.**

38 (a) General rule. A registered agent filing must state:

39 (1) the name of the represented entity's commercial registered agent; or

1 (2) if the entity does not have a commercial registered agent:

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

3 or

4 (B) the title of an office or other position with the entity if service of
5 process is to be sent to the person holding that office or position, and the address of the business
6 office of that person.

7 (b) Consent of registered agent. The appointment of a registered agent pursuant to
8 subsection (a)(1) or (2)(A) is an affirmation by the represented entity that the agent has
9 consented to serve as such.

10 (c) Daily listing of filings. The [Secretary of State] shall make available in a record as
11 promptly as practicable a daily list of filings that name a registered agent. The list must be
12 organized by type of filing and list in alphabetical order the names of the registered agents. The
13 list must be kept available for at least two weeks.

14 **Comment**
15

16 Subsection (a)(1) gives an entity the option of listing just the name of its commercial
17 registered agent in its registered agent filing and omitting the address of the registered agent. If
18 the commercial registered agent subsequently changes its address, that change will be reflected
19 in the filing made by the agent under Section 6, but no change will be necessary in the registered
20 agent filing of any of the entities represented by the commercial registered agent. The address of
21 an entity's commercial registered agent may be ascertained from the records of the Secretary of
22 State by consulting its listing under Section 6.
23

24 The address of an entity's noncommercial registered agent is usually not an address of the
25 represented entity. On the other hand, Section 5(a)(2)(B) permits an entity to designate a person
26 within the organization, such as its general counsel, to serve as its registered agent; and in that
27 circumstance the address of the registered agent may very well be a business address of the
28 represented entity.
29

30 Subsection (a) is a generalization of Section 5.01 of the Model Business Corporation Act,
31 Section 114 of the Uniform Limited Partnership Act, and Section 108 of the Uniform Limited
32 Liability Company Act.
33

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

2 (a) General rule. An individual or a domestic or foreign entity may become listed as a
3 commercial registered agent by filing with the [Secretary of State] a commercial registered agent
4 listing statement signed by or on behalf of the person that states:

5 (1) the name of the individual or the name, type, and jurisdiction of organization
6 of the entity;

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

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

12 (b) Effectiveness of statement. A commercial registered agent listing statement takes
13 effect on filing.

14 **Comment**

15
16 This section is a substantial simplification of practice because it removes the need to
17 amend the filed record of every entity represented by a commercial registered agent when the
18 agent changes its address.

19
20 This section is patterned generally after 15 Pa.C.S. § 109.

21
22 **SECTION 7. CHANGE OF REGISTERED AGENT BY ENTITY.**

23 (a) General rule. A represented entity may change the information currently on file
24 under Section 5(a) by filing with the [Secretary of State] a statement of change signed on behalf
25 of the entity that states:

26 (1) the name of the entity; and

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

3 (b) Approval of interest holders or governors not required. The interest holders or
4 governors of a domestic entity need not approve the filing of:

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

6 (2) a similar filing changing the registered agent or registered office of the entity
7 in any other jurisdiction.

8 (c) Consent of registered agent. The appointment of a registered agent pursuant to
9 subsection (a) is an affirmation by the represented entity that the agent has consented to serve as
10 such.

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

13 (e) Nonexclusive procedure. Instead of using the procedures in this section, a represented
14 entity may change the information currently on file under Section 5(a) by amending its most
15 recent registered agent filing in the manner provided by the laws of this state other than this [act]
16 for amending that filing.

17 **Comment**

18
19 Changes of the registered agent or the office address of a registered agent are usually
20 routine matters that do not affect the rights of the interest holders of the entity. This section
21 permits those changes to be made without a formal amendment of an entity's public organic
22 document, without approval of its interest holders, and, indeed, even without formal approval by
23 its governors (i.e., the persons managing the entity's affairs, such as the board of directors of a
24 corporation).

25
26 Subsection (c) avoids the need to file with a statement of change a consent of the new
27 registered agent being designated.
28

1 Subsection (e) makes clear that the procedures in this section are not exclusive. A
2 common way in which an entity changes its registered agent or registered office is to include the
3 change in an amendment of its public organic document.
4

5 Subsection (a) is a generalization of Section 5.02(a) of the Model Business Corporation
6 Act, Section 115 of the Uniform Limited Partnership Act, and Section 109 of the Uniform
7 Limited Liability Company Act. As to subsection (c), compare Section 5.02(a)(5) of the Model
8 Business Corporation Act. Subsection (d) is patterned after Section 115(b) of the Uniform
9 Limited Partnership Act.
10

11 **SECTION 8. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL**
12 **REGISTERED AGENT.**

13 (a) General rule. If a noncommercial registered agent changes its name or its address as
14 currently in effect with respect to a represented entity pursuant to section 5(a), the agent shall file
15 with the [Secretary of State] a statement of change signed on behalf of the agent that states:

16 (1) the name of the entity;

17 (2) the name and address of the agent as currently in effect with respect to the
18 entity;

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

20 (4) if the address of the agent has changed, the new address.

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

23 (c) Notice to represented entity. A noncommercial registered agent shall promptly
24 furnish the represented entity with notice in a record of the filing of a statement of change and
25 the changes made by the filing.

26 **Comment**
27

28 This section permits a noncommercial registered agent to change the information
29 regarding the agent that appears in the registered agent filing of an entity represented by the
30 agent. Because the noncommercial registered agent is not listed under Section 6, the agent will
31 not be able to use the procedures in Section 9 which permit commercial registered agents to

1 make only one filing to change their name and address for all entities represented by them. Thus
2 the noncommercial registered agent will need to make a filing under this section for each entity
3 represented by the agent.

4
5 This section is patterned after 15 Pa.C.S. § 108.

6
7 **SECTION 9. CHANGE OF NAME OR ADDRESS BY COMMERCIAL**

8 **REGISTERED AGENT.**

9 (a) General rule. If a commercial registered agent changes its name or the address as
10 currently listed under Section 6(a), the agent shall file with the [Secretary of State] a statement of
11 change signed by or on behalf of the agent that states:

12 (1) the name and address of the agent as currently listed under Section 6(a);

13 (2) if the name of the agent has changed, the new name; and

14 (3) if the address of the agent has changed, the new address.

15 (b) Application to all represented entities. The filing of a statement of change under
16 subsection (a) is effective to change the information regarding the commercial registered agent
17 with respect to each entity represented by the agent.

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

20 (d) Notice to represented entities. A commercial registered agent shall promptly furnish
21 each entity represented by it with notice in a record of the filing of the statement of change and
22 the changes made by the filing.

23 (e) Cancellation of listing. If a commercial registered agent changes its address without
24 filing a statement of change as required by this section, the [Secretary of State] may cancel the
25 listing of the agent under Section 6. As promptly as possible after canceling the listing of an

1 agent, the [Secretary of State] shall give notice in a record to each entity represented by that
2 agent.

3 **Comment**
4

5 This section permits a commercial registered agent to make a single filing that has the
6 effect of changing the name or address of the agent for all of the entities represented by it.

7
8 This section is patterned after 15 Pa.C.S. § 109(b).
9

10 **SECTION 10. RESIGNATION OF REGISTERED AGENT.**

11 (a) General rule. A registered agent may resign at any time with respect to a represented
12 entity by filing with the [Secretary of State] a statement of resignation signed by or on behalf of
13 the agent that states:

14 (1) the name of the entity;

15 (2) the name of the agent;

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

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

20 (b) Effectiveness of statement. A statement of resignation takes effect on the earlier of
21 the 31st day after the day on which it is filed or the appointment of a new registered agent for the
22 represented entity.

23 (c) Notice to represented entity. The registered agent shall promptly furnish the
24 represented entity with notice in a record of the date on which a statement of resignation was
25 filed.

26 (d) Effect of resignation. When a statement of resignation takes effect, the registered
27 agent ceases to have responsibility for any matter tendered to it as agent for the represented

entity. A resignation under this section does not affect any contract rights the entity may have against the agent.

Comment

Resignation under this section may be accomplished solely by action of the registered agent and does not require the cooperation or consent of the represented entity. Whether a resignation violates a contract between the registered agent and the represented entity is beyond the scope of this Act and subsection (d) preserves whatever claims a represented entity may have against its registered agent for a wrongful termination. Even if a resignation were to violate such a contract, the resignation would still be effective if the provisions of this section are followed.

Subsection (b) delays the effectiveness of a statement of resignation for 31 days to allow the notice of the resignation that must be sent under subsection (c) to reach the represented entity and to allow the represented entity to arrange for a substitute registered agent.

Subsection (a) is a generalization of Section 5.03(a) of the Model Business Corporation Act, Section 116(a) of the Uniform Limited Partnership Act, and Section 110(a) of the Uniform Limited Liability Company Act. Subsection (b) is a generalization of Section 5.03(c) of the Model Business Corporation Act, Section 116(c) of the Uniform Limited Partnership Act, and Section 110(c) of the Uniform Limited Liability Company Act. Subsection (c) is derived from Section 5.03(b) of the Model Business Corporation Act, Section 116(b) of the Uniform Limited Partnership Act, and Section 110(b) of the Uniform Limited Liability Company Act, except that notice under this Act is to be given by the resigning registered agent rather than the Secretary of State.

SECTION 11. APPOINTMENT OF AGENT BY NONQUALIFIED FOREIGN ENTITY.

(a) General rule. A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the [Secretary of State] a statement appointing an agent for service of process signed on behalf of the entity that states:

(1) the name, type, and jurisdiction of organization of the entity; and

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

(b) Effectiveness of statement. A statement appointing an agent for service of process takes effect on filing.

1 (c) Effect of filing. The appointment of a registered agent under this section does not
2 qualify a nonqualified foreign entity to do business in this state, and is not sufficient alone to
3 create personal jurisdiction over the entity in this state.

4 **Comment**
5

6 Filing under this section is elective, and no inference should be drawn from the failure of
7 an entity to make such a filing.
8

9 Subsection (a) is patterned after Section 10 of the Uniform Unincorporated Nonprofit
10 Association Act.
11

12 **SECTION 12. SERVICE OF PROCESS ON ENTITIES.**

13 (a) General rule. A registered agent is an agent of the represented entity authorized to
14 receive service of any process, notice, or demand required or permitted by law to be served on
15 the entity.

16 (b) Service in absence of registered agent. If an entity that previously filed a registered
17 agent filing with the [Secretary of State] no longer has a registered agent, or if its registered
18 agent cannot with reasonable diligence be served, the entity may be served by registered or
19 certified mail, return receipt requested, addressed to the governors of the entity by name at its
20 principal office in accordance with any applicable rules and procedures. The names of the
21 governors and the address of the principal office may be as shown in the most recent annual
22 report filed with the [Secretary of State]. Service is perfected under this subsection at the earliest
23 of:

24 (1) the date the entity receives the mail;

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

26 (3) five days after its deposit with the United States Postal Service, if correctly
27 addressed with sufficient postage.

1 (c) Service on unrepresented entities. If process, notice, or demand cannot be served on
2 an entity pursuant to subsection (a) or (b), service of process may be made by handing a copy to
3 the manager, clerk or other person in charge of any regular place of business or activity of the
4 entity if the person served is not a plaintiff in the action.

5 (d) Form of service. Service of process, notice, or demand on a registered agent must be
6 in the form of a written document, except that service may be made on a commercial registered
7 agent in such other forms of a record, and subject to such requirements, as the agent has
8 announced publicly from time to time it will accept.

9 (e) Other means of service. Service of process, notice, or demand may be perfected by
10 any other means prescribed by law other than this [act].

11 **Comment**

12
13 Subsection (c) provides a means for serving process on an entity that cannot be served
14 under subsection (a) or (b). A relatively common example of such a situation is where a
15 nonqualified foreign entity is the surviving entity in a merger and a lawsuit is brought arising
16 from conduct by a nonsurviving party to the merger. Some entity organic laws require that
17 service of process in that circumstance be made on the Secretary of State, but that leaves
18 unresolved the question of what the Secretary of State should do with the process. Subsection
19 (c) is patterned after Pa. R.Civ.Proc. 423(3) and 424(2). A similar approach is taken by Fed.
20 R.Civ.Proc. 4(h)(1).

21
22 Subsections (a) and (d) are a generalization of Section 5.04(a) and (c) of the Model
23 Business Corporation Act, Section 117(a) and (f) of the Uniform Limited Partnership Act, and
24 Section 111(a) and (e) of the Uniform Limited Liability Company Act. Subsection (b) is a
25 generalization of Section 5.04(b) of the Model Business Corporation Act.

26
27 **SECTION 13. DUTIES OF REGISTERED AGENT.** The only duties under this [act]
28 of a registered agent who has complied with this [act] are:

29 (1) to forward to the represented entity at the address most recently supplied to the agent
30 by the entity any process, notice, or demand that is served on 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 for
6 it under Section 6(a).

7 **Comment**
8

9 This section is limited to prescribing the duties of a registered agent under this Act. An
10 agent may undertake other responsibilities to a represented entity, such as by contract or course
11 of dealing, but those duties will be determined under other law.
12

13 **SECTION 14. JURISDICTION AND VENUE.** The appointment or maintenance in
14 this state of a registered agent does not by itself create the basis for personal jurisdiction over the
15 represented entity in this state. The address of the agent does not determine venue in an action or
16 proceeding involving the entity.

17 **Comment**
18

19 As discussed in the Introduction to the Act, one of the purposes of the Act is to eliminate
20 the registered office address as a means of determining where venue is to be laid in an action
21 involving a represented entity. Consistent with that purpose, this section makes clear that the
22 address of a registered agent does not determine venue. This section may be inconsistent with
23 other law or procedural rules in a state, and thus existing law on venue should be reviewed when
24 this Act is considered for adoption in a state. *Compare Cooper v. Chevron U.S.A., Inc.*, 132
25 N.M. 382, 49 P.3d 61 (N.M. 2002) (applying New Mexico statute permitting venue “in the
26 county where the statutory agent designated by the foreign corporation resides”).
27

28 **SECTION 15. CONSISTENCY OF APPLICATION.** In applying and construing this
29 [act], consideration must be given to the need to promote consistency of the law with respect to
30 its subject matter among states that enact it.

31 **Comment**
32

1 A provision similar to this section is included in each uniform act promulgated by the
2 Conference. Because this Act is not a uniform act, however, the usual formulation of this section
3 has been changed from “uniformity” of application to “consistency” of application to promote
4 the same policy while recognizing the different nature of this Act.
5

6 **SECTION 16. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND**
7 **NATIONAL COMMERCE ACT.** This [act] modifies, limits, and supersedes the federal
8 Electronic Signatures in Global and National Commerce Act (15 U.S.C. Section 7001, et seq.),
9 but does not modify, limit, or supersede Section 101(c) of that act (15 U.S.C. Section 7001(c)) or
10 authorize delivery of any of the notice described in Section 103(b) of that act (15 U.S.C. Section
11 7003(b)).

12 **SECTION 17. SAVINGS CLAUSE.** This [act] does not affect an action or proceeding
13 commenced or right accrued before the effective date of this [act].

14 **SECTION 18. EFFECTIVE DATE.** This [act] takes effect _____ .

1 **APPENDIX**

2 **CONFORMING AMENDMENTS AND REPEALS**

3
4
5
6 **SECTION A1. MODEL BUSINESS CORPORATION ACT**

7 (a) Sections 1.22, 1.25, 1.26, 1.41, and 2.02 of the Model Business Corporation Act
8 are amended to read:

9 § 1.22. Filing, service, and copying fees.

10 (a) The secretary of state shall collect the following fees when the documents
11 described in this subsection are delivered to him for filing:

12 * * *

13 **[(7) Corporation's statement of change of registered agent or**
14 **registered office or both** \$__

15 **(8) Agent's statement of change of registered office for**
16 **each affected corporation not to exceed a total of _____** \$__

17 **(9) Agent's statement of resignation** **no fee]**

18 * * *

19 § 1.25. Filing duty of Secretary of State.

20 * * *

21 (b) The secretary of state files a document by recording it as filed on the date and
22 time of receipt. After filing a document, except as provided in **[sections 5.03 and] section 15.10**,
23 the secretary of state shall deliver to the domestic or foreign corporation or its representative a
24 copy of the document with an acknowledgement of the date and time of filing.

25 * * *

26 § 1.26. Appeal from Secretary of State's refusal to file document.

27 (a) If the secretary of state refuses to file a document delivered to his office for filing,
28 the domestic or foreign corporation may appeal the refusal within 30 days after the return of the
29 document to the [name or describe] court [of the county where the corporation's principal office
30 is or will be located (or, if none in this state, **[its registered office) is or will be located]** [of
31 _____ county[**]]**]. The appeal is commenced by petitioning the court to compel filing the
32 document and by attaching to the petition the document and the secretary of state's explanation
33 of his refusal to file.

34 * * *

35 § 1.41. Notice.

36 * * *

37 (d) Written notice to a domestic or foreign corporation (authorized to transact
38 business in this state) may be addressed to its registered agent **[at its registered office]** or to the
39 corporation or its secretary at its principal office shown in its most recent annual report or, in the
40 case of a foreign corporation that has not yet delivered an annual report, in its application for a
41 certificate of authority.

42 * * *

1 § 2.02. Articles of incorporation.

2 (a) The articles of incorporation must set forth:

3 * * *

4 (3) **[the street address of the corporation's initial registered office and the**
5 **name of its initial registered agent at that office]** the information required by [Section
6 5(a) of the Model Registered Agents Act]; and

7 * * *

8
9 (b) Chapter 5 of the Model Business Corporation Act is repealed.

10 (c) Sections 7.03, 7.20, 8.09, 10.05, 11.07, 13.30, 14.07, 14.08, 14.20, 14.21, 14.22,

11 14.23, 14.31, 15.03 and 15.04 of the Model Business Corporation Act are amended to read:

12 § 7.03. Court-ordered meeting.

13 (a) The [name or describe] court of the county where a corporation's principal office
14 is located (or, if none in this state, **[its registered office) is located]** of _____ county) may
15 summarily order a meeting to be held:

16 * * *

17 § 7.20. Shareholders' list for meeting.

18 * * *

19 (d) If the corporation refuses to allow a shareholder, his agent, or attorney to inspect
20 the shareholders' list before or at the meeting (or copy the list as permitted by subsection (b)),
21 the [name or describe] court of the county where a corporation's principal office is located (or, if
22 none in this state, **[its registered office) is located]** of _____ county), on application of the
23 shareholder, may summarily order the inspection or copying at the corporation's expense and
24 may postpone the meeting for which the list was prepared until the inspection or copying is
25 complete.

26 * * *

27 § 8.09. Removal of directors by judicial proceeding.

28 (a) The [name or describe] court of the county where a corporation's principal office
29 is located (or, in none in this state, **[its registered office) is located]** of _____ county) may
30 remove a director of the corporation from office in a proceeding commenced by or in the right of
31 the corporation if the court finds that (1) the director engaged in fraudulent conduct with respect
32 to the corporation or its shareholders, grossly abused the position of director, or intentionally
33 inflicted harm on the corporation; and (2) considering the director's course of conduct and the
34 inadequacy of other available remedies, removal would be in the best interest of the corporation.

35 * * *

36 § 10.05. Amendment by board of directors.

37 Unless the articles of incorporation provide otherwise, a corporation's board of directors
38 may adopt amendments to the corporation's articles of incorporation without shareholder
39 approval:

40 * * *

41 (3) **[to delete the name and address of the initial registered agent or**
42 **registered office, if a statement of change is on file with the secretary of state;]** to
43 change the information required by [section 5(a) of the Model Registered Agents Act];

1 * * *

2 § 11.07. Effect of merger or share exchange.

3
4 (d) Upon a merger becoming effective, a foreign corporation, or a foreign eligible
5 entity, that is the survivor of the merger is deemed to:

6 (1) **[appoint the secretary of state as its agent for]** agree that service or
7 process in a proceeding to enforce the rights of shareholders of each domestic corporation
8 that is a party to the merger who exercise appraisal rights may be made in the manner
9 provided in [Section 12 of the Model Registered Agents Act], and

10 * * *

11 § 13.30. Court action.

12 * * *

13 (b) The corporation shall commence the proceeding in the appropriate court of the
14 county where the corporation's principal office is located (or, if none[, **its registered office**] **in**
15 **this state is located**] in this state, of _____ county). If the corporation is a foreign
16 corporation [**without a registered office in this state**], it shall commence the proceeding in the
17 county in this state where the principal office [**or registered office**] of the domestic corporation
18 merged with the foreign corporation was located or, if the domestic corporation did not have its
19 principal office in this state at the time of the transaction, in _____ county.

20 * * *

21 § 14.07. Other claims against dissolved corporation.

22 * * *

23 (b) The notice must:

24 (1) be published one time in a newspaper of general circulation in the county
25 where the dissolved corporation's principal office is or was last located (or, if none in this
26 state, [**its registered office**] **is or was last located**] of _____ county.

27 * * *

28 § 14.08. Court proceedings.

29 (a) A dissolved corporation that has published a notice under section 14.07 may file
30 an application with the [name or describe] court of the county where the dissolved corporation's
31 principal office is located (or, if none in this state, [**its registered office**] **is located**] of _____ county)
32 for a determination of the amount and form of security to be provided for payment of claims that
33 are contingent or have not been made known to the dissolved corporation or that are based on an
34 event occurring after the effective date of dissolution but that, based on the facts known to the
35 dissolved corporation, are reasonably estimated to arise after the effective date of dissolution.
36 Provision need not be made for any claim that is or is reasonably anticipated to be barred under
37 section 14.07(c).

38 * * *

39 § 14.20. Grounds for administrative dissolution.

40 The secretary of state may commence a proceeding under section 14.21 to
41 administratively dissolve a corporation if:

42 * * *

43 (3) the corporation is without a registered agent [**or registered office**] in this
44 state for 60 days or more;

(4) the corporation does not notify the secretary of state within 60 days that its registered agent **[or registered office]** has been changed, or that its registered agent has resigned[, **or that its registered office has been discontinued**]; or

* * *

§ 14.21. Procedure for and effect of administrative dissolution.

(a) If the secretary of state determines that one or more grounds exist under section 14.20 for dissolving a corporation, he shall serve the corporation with written notice of his determination **[under section 5.04]**.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the secretary of state that each ground determined by the secretary of state does not exist within 60 days after service of the notice is perfected **[under section 5.04]**, the secretary of state shall administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The secretary of state shall file the original of the certificate and serve a copy on the corporation **[under section 5.04]**.

* * *

§ 14.22. Reinstatement following administrative dissolution.

* * *

(b) If the secretary of state determines that the application contains the information required by subsection (a) and that the information is correct, he shall cancel the certificate of dissolution and prepare a certificate of reinstatement that recites his determination and the effective date of reinstatement, file the original of the certificate, and serve a copy on the corporation **[under section 5.04]**.

* * *

§ 14.23. Appeal from denial of reinstatement.

(a) If the secretary of state denies a corporation's application for reinstatement following administrative dissolution, he shall serve the corporation **[under section 5.04]** with a written notice that explains the reason or reasons for denial.

* * *

§ 14.31. Procedure for judicial dissolution.

(a) Venue for a proceeding by the attorney general to dissolve a corporation lies in [name the county or counties]. Venue for a proceeding brought by any other party named in section 14.30 lies in the county where a corporation's principal office is or was last located (or, if none in this state, **[its registered office) is or was last located]** of _____ county).

* * *

§ 15.03. Application for certificate of authority.

(a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. The application must set forth:

* * *

(5) **[the address of its registered office in this state and the name of its registered agent at that office]** the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

§ 15.04. Amended certificate of authority.

(a) A foreign corporation authorized to transact business in this state must obtain an amended certificate of authority from the secretary of state if it changes:

- (1) its corporate name;
- (2) the period of its duration; **[or]**
- (3) any of the information required by [Section 5(a) of the Model Registered Agents Act]; or
- (4) the state or country of its incorporation.

* * *

(d) Sections 15.07, 15.08, and 15.09 of the Model Business Corporation Act are repealed.

(e) Sections 15.30, 16.04, 16.05, and 16.21 of the Model Business Corporation Act are amended to read:

§ 15.30. Grounds for revocation.

The secretary of state may commence a proceeding under section 15.31 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

* * *

(3) the foreign corporation is without a registered agent **[or registered office]** in this state for 60 days or more;

(4) the foreign corporation does not inform the secretary of state **[under section 15.08 or 15.09]** by an appropriate filing that its registered agent **[or registered office]** has changed, or that its registered agent has resigned, **[or that its registered office has been discontinued]** within 60 days of the change[, or resignation[, or discontinuance];

* * *

§ 16.04. Court-ordered inspection.

(a) If a corporation does not allow a shareholder who complies with section 16.02(a) to inspect and copy any records required by that subsection to be available for inspection, the [name or describe court] of the county where the corporation's principal office is located (or, if none in this state, **[its registered office) is located]** of _____ county) may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the shareholder.

(b) If a corporation does not within a reasonable time allow a shareholder to inspect and copy any other record, the shareholder who complies with sections 16.02(b) and (c) may apply to the [name or describe court] in the county where the corporation's principal office is located (or, if none in this state, **[its registered office) is located]** of _____ county for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

* * *

§ 16.05. Inspection of records by directors.

* * *

(b) The [name or describe the court] of the county where the corporation's principal office is located (or, if none in this state, **[its registered office) is located]** of _____ county) may order inspection and copying of the books, records and documents at the corporation's expense, upon application of a director who has been refused such inspection rights, unless the corporation establishes that the director is not entitled to such inspection rights. The court shall dispose of an application under this subsection on an expedited basis.

§ 16.21. Annual report for Secretary of State.

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing an annual report that sets forth:

- (1) the name of the corporation;
 - (2) **[and the state or country]** the jurisdiction under whose law it is incorporated;
 - [(2)] (3) [the address of its registered office and the name of its registered agent at that office in this state]** the information required by [section 5(a) of the Model Registered Agents Act];
 - [(3)] (4)** the address of its principal office, wherever located;
 - [(4)] (5)** the names **[and business addresses]** of its **[directors and]** principal officers; and
 - (6)** the names of its directors, except that in the case of a statutory close corporation without directors the annual report shall set forth the names of the shareholders instead.
 - [(5) a brief description of the nature of its business;**
 - (6) the total number of authorized shares, itemized by class and series, if any, within such class; and**
 - (7) the total number of issued and outstanding shares, itemized by class and series, if any, within each class.]**
- * * *

SECTION A2. MODEL NONPROFIT CORPORATION ACT

(a) Sections 1.22, 1.25, 1.26, and 2.02 of the Model Nonprofit Corporation Act are amended to read:

§ 1.22. Filing, service, and copying fees.

(a) The secretary of state shall collect the following fees when the documents described in this subsection are delivered to him for filing:

* * *

- | | |
|--|----------------|
| [(7) Corporation's statement of change of registered agent or registered office or both | \$__ |
| (8) Agent's statement of change of registered office for each affected corporation not to exceed a total of _____ | \$__ |
| (9) Agent's statement of resignation | no fee] |

* * *

1 **[(23) Annual report**

\$__]

2 * * *

3 § 1.25. Filing duty of Secretary of State.

4 * * *

5 (b) The secretary of state files a document by stamping or otherwise endorsing
6 “Filed,” together with the secretary of state’s name and official title and the date and time of
7 receipt, on both the original and copy of the document and on the receipt for the filing fee. After
8 filing a document, except as provided in **[sections 5.03 and]** section 15.10, the secretary of state
9 shall deliver the document copy, with the filing fee receipt (or acknowledgement of receipt if no
10 fee is required) attached, to the domestic or foreign corporation or its representative.

11 * * *

12 § 1.26. Appeal from Secretary of State’s refusal to file document.

13 (a) If the secretary of state refuses to file a document delivered for filing to the
14 secretary of state’s office, the domestic or foreign corporation may appeal the refusal to the
15 [name or describe] court in the county where the corporation’s principal office is or will be
16 located, or if there is none in this state, **[its registered office, is or will be located]** of
17 _____ county. The appeal is commenced by petitioning the court to compel filing the
18 document and by attaching to the petition the document and the secretary of state’s explanation
19 of his refusal to file.

20 * * *

21 § 2.02. Articles of incorporation.

22 (a) The articles of incorporation must set forth:

23 * * *

24 (3) **[the street address of the corporation’s initial registered office and the**
25 **name of its initial registered agent at that office]** the information required by [Section
26 5(a) of the Model Registered Agents Act]; and

27 * * *

28
29 (b) Chapter 5 of the Model Nonprofit Corporation Act is repealed.

30 (c) Sections 7.03, 7.20, 10.02, 11.06, 14.08, 14.20, 14.21, 14.22, 14.23, 14.31, 15.03

31 and 15.04 of the Model Nonprofit Corporation Act are amended to read:

32 § 7.03. Court-ordered meeting.

33 (a) The [name or describe] court of the county where a corporation’s principal office
34 is located (or, if none in this state, **[its registered office) is located]** of _____ county)
35 may summarily order a meeting to be held:

36 * * *

37 § 7.20. Members’ list for meeting.

38 * * *

39 (d) If the corporation refuses to allow a member, a member’s agent, or attorney to
40 inspect the list of members before or at the meeting (or copy the list as permitted by subsection
41 (b)), the [name or describe] court of the county where a corporation’s principal office is located
42 (or, if none in this state, **[its registered office) is located]** of _____ county), on
43 application of the member, may summarily order the inspection or copying at the corporation’s

1 expense and may postpone the meeting for which the list was prepared until the inspection or
2 copying is complete and may order the corporation to pay the member's costs (including
3 reasonable counsel fees) incurred to obtain the order.

4 * * *

5 § 10.02. Amendment by directors.

6 (a) Unless the articles provide otherwise, a corporation's board of directors may
7 adopt one or more amendments to the corporation's articles without member approval:

8 * * *

9 (3) **[to delete the name and address of the initial registered agent or**
10 **registered office, if a statement of change is on file with the secretary of state;]** to
11 change the information required by [section 5(a) of the Model Registered Agents Act];
12 * * *

13 § 11.06. Merger with foreign corporation.

14 * * *

15 (b) Upon the merger taking effect, the surviving foreign business or nonprofit
16 corporation **[is deemed to have irrevocably appointed the secretary of state as its agent for**
17 **service of process]** may be served with process in any proceeding brought against it as provided
18 in [Section 12 of the Model Registered Agents Act].

19 § 14.08. Unknown claims against dissolved corporation.

20 * * *

21 (b) The notice must:

22 (1) be published one time in a newspaper of general circulation in the county
23 where the dissolved corporation's principal office is or was last located (or, in none in
24 this state, **[its registered office) is or was last located]** of _____ county.

25 * * *

26 § 14.20. Grounds for administrative dissolution.

27 The secretary of state may commence a proceeding under section 14.21 to
28 administratively dissolve a corporation if:

29 * * *

30 (3) the corporation is without a registered agent **[or registered office]** in this
31 state for 60 days or more;

32 (4) the corporation does not notify the secretary of state within 120 days that
33 its registered agent **[or registered office]** has been changed, or that its registered agent
34 has resigned**[, or that its registered office has been discontinued];** or

35 * * *

36 § 14.21. Procedure for and effect of administrative dissolution.

37 (a) Upon determining that one or more grounds exist under section 14.20 for
38 dissolving a corporation, the secretary of state shall serve the corporation with written notice of
39 that determination **[under section 5.04]**, and in the case of a public benefit corporation shall
40 notify the attorney general in writing..

41 (b) If the corporation does not correct each ground for dissolution or demonstrate to
42 the reasonable satisfaction of the secretary of state that each ground determined by the secretary
43 of state does not exist within at least 60 days after service of the notice is perfected **[under**
44 **section 5.04]**, the secretary of state may administratively dissolve the corporation by signing a
45 certificate of dissolution that recites the ground or grounds for dissolution and its effective date.
46 The secretary of state shall file the original of the certificate and serve a copy on the corporation

1 **[under section 5.04]**, and in the case of a public benefit corporation shall notify the attorney
2 general in writing.

3 * * *

4 § 14.22. Reinstatement following administrative dissolution.

5 * * *

6 (b) If the secretary of state determines that the application contains the information
7 required by subsection (a) and that the information is correct, the secretary of state shall cancel
8 the certificate of dissolution and prepare a certificate of reinstatement reciting that determination
9 and the effective date of reinstatement, file the original of the certificate, and serve a copy on the
10 corporation **[under section 5.04]**.

11 * * *

12 § 14.23. Appeal from denial of reinstatement.

13 (a) The secretary of state, upon denying a corporation's application for reinstatement
14 following administrative dissolution, shall serve the corporation **[under section 5.04]** with a
15 written notice that explains the reason or reasons for denial.

16 * * *

17 § 14.31. Procedure for judicial dissolution.

18 (a) Venue for a proceeding by the attorney general to dissolve a corporation lies in
19 [name the county or court]. Venue for a proceeding brought by any other party named in section
20 14.30 lies in the county where a corporation's principal office is or was last located (or, if none
21 in this state, **[its registered office) is or was last located]** of _____ county).

22 * * *

23 § 15.03. Application for certificate of authority.

24 (a) A foreign corporation may apply for a certificate of authority to transact business
25 in this state by delivering an application to the secretary of state. The application must set forth:

26 * * *

27 (5) **[the address of its registered office in this state and the name of its**
28 **registered agent at that office]** the information required by [Section 5(a) of the Model
29 Registered Agents Act]; and

30 * * *

31 § 15.04. Amended certificate of authority.

32 (a) A foreign corporation authorized to transact business in this state must obtain an
33 amended certificate of authority from the secretary of state if it changes:

34 (1) its corporate name;

35 (2) the period of its duration; **[or]**

36 (3) any of the information required by [Section 5(a) of the Model Registered
37 Agents Act]; or

38 (4) the state or country of its incorporation.

39 * * *

40
41 (d) Sections 15.07, 15.08, and 15.09 of the Model Nonprofit Corporation Act are
42 repealed.

(e) Sections 15.30, 16.04 and 16.22 of the Model Nonprofit Corporation Act are amended to read:

§ 15.30. Grounds for revocation.

The secretary of state may commence a proceeding under section 15.31 to revoke the certificate of authority of a foreign corporation authorized to transact business in this state if:

* * *

(3) the foreign corporation is without a registered agent **[or registered office]** in this state for 60 days or more;

(4) the foreign corporation does not inform the secretary of state **[under section 15.08 or 15.09]** by an appropriate filing that its registered agent **[or registered office]** has changed, or that its registered agent has resigned[, **or that its registered office has been discontinued]** within 60 days of the change[, or resignation[, **or discontinuance]**;

* * *

§ 16.04. Court-ordered inspection.

(a) If a corporation does not allow a member who complies with section 16.02(a) to inspect and copy any records required by that subsection to be available for inspection, the [name or describe court] of the county where the corporation's principal office is located (or, if none in this state, **[its registered office) is located]** of _____ county) may summarily order inspection and copying of the records demanded at the corporation's expense upon application of the member.

(b) If a corporation does not within a reasonable time allow a member to inspect and copy any other record, the member who complies with subsections 16.02(b) and (c) may apply to the [name or describe court] in the county where the corporation's principal office is located (or, if none in this state, **[its registered office) is located]** of _____ county for an order to permit inspection and copying of the records demanded. The court shall dispose of an application under this subsection on an expedited basis.

* * *

§ 16.22. Annual report for Secretary of State.

(a) Each domestic corporation, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state an annual report on a form prescribed and furnished by the secretary of state that sets forth:

(1) the name of the corporation;

(2) **[and the state or country]** the jurisdiction under whose law it is incorporated;

[(2)] (3) [the address of its registered office and the name of its registered agent at the office in this state] the information required by [section 5(a) of the Model Registered Agents Act];

[(3)] (4) the address of its principal office, wherever located;

[(4)] (5) the names **[and business or residence addresses]** of its **[directors and]** principal officers; and

(6) the names of its directors.

[(5)] a brief description of the nature of its business;

(6) whether or not it has members;

(7) if it is a domestic corporation, whether it is a public benefit, mutual benefit or religious corporation; and

(8) if it is a foreign corporation, whether it would be a public benefit, mutual benefit or religious corporation had it been incorporated in this state.]

* * *

SECTION A3. UNIFORM PARTNERSHIP ACT (1997)

Sections 1001, 1003, and 1102 of the Uniform Partnership Act (1997) are amended to read:

§ 1001. Statement of qualification.

* * *

(c) After the approval required by subsection (b), a partnership may become a limited liability partnership by filing a statement of qualification. The statement must contain:

* * *

(3) if the partnership does not have an office in this State, **[the name and street address of the partnership's agent for service of process]** the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

(d) **[The agent of a limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State.]** (Repealed.)

* * *

§ 1003. Annual report.

(a) A limited liability partnership, and a foreign limited liability partnership authorized to transact business in this State, shall file an annual report in the office of the [Secretary of State] which contains:

(1) the name of the limited liability partnership and the State or other jurisdiction under whose laws the foreign limited liability partnership is formed;

(2) the street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this State, if any; and

(3) if the partnership does not have an office in this State, the **[name and street address of the partnership's current agent for service of process]** information required by [section 5(a) of the Model Registered Agents Act].

* * *

§ 1102. Statement of foreign qualification.

(a) Before transacting business in this State, a foreign limited liability partnership must file a statement of foreign qualification. The statement must contain:

* * *

(2) the street address of the partnership's chief executive office **[and, if different, the street address of an office of the partnership in this State, if any];**

(3) [if there is no office of the partnership in this State, the name and street address of the partnership’s agent for service of process] the information required by [Section 5(a) of the Model Registered Agents Act]; and

* * *

(b) [The agent of a foreign limited liability partnership for service of process must be an individual who is a resident of this State or other person authorized to do business in this State.] (Repealed.)

* * *

SECTION A4. UNIFORM LIMITED PARTNERSHIP ACT (2001)

(a) Section 102(4) (“designated office”) of the Uniform Limited Partnership Act (2001) is repealed.

(b) Sections 114, 115, 116, and 117 of the Uniform Limited Partnership Act (2001) are repealed.

(c) Sections 201, 202, 206, 208, and 210 of the Uniform Limited Partnership Act (2001) are amended to read:

§ 201. Formation of limited partnership; certificate of limited partnership.

(a) In order for a limited partnership to be formed, a certificate of limited partnership must be delivered to the [Secretary of State] for filing. The certificate must state:

* * *

(2) [the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process] the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 202. Amendment or restatement of certificate.

* * *

(c) A general partner that knows that any information in a filed certificate of limited partnership was false when the certificate was filed or has become false due to changed circumstances shall promptly:

(1) cause the certificate to be amended; or

(2) if appropriate, deliver to the [Secretary of State] for filing [a statement of change pursuant to Section 115 or] a statement of correction pursuant to Section 207 or [Section 7 of the Model Registered Agents Act].

* * *

§ 206. Delivery to and filing of records by [Secretary of State]; effective time and date.

* * *

(c) Except as provided in [Sections 116 and] Section 207, a record delivered to the [Secretary of State] for filing under this [Act] may specify an effective time and a delayed

1 effective date. Except as otherwise provided in this [Act], a record filed by the [Secretary of
2 State] is effective:

3 * * *

4 § 208. Liability for false information in filed record.

5 (a) If a record delivered to the [Secretary of State] for filing under this [Act] and filed
6 by the [Secretary of State] contains false information, a person that suffers loss by reliance on the
7 information may recover damages for the loss from:

8 * * *

9 (2) a general partner that has notice that the information was false when the
10 record was filed or has become false because of changed circumstances, if the general
11 partner has notice for a reasonably sufficient time before the information is relied upon to
12 enable the general partner to effect an amendment under Section 202, file a petition
13 pursuant to Section 205, or deliver to the [Secretary of State] for filing a statement of
14 change pursuant to [Section 115] [Section 7 of the Model Registered Agents Act] or a
15 statement of correction pursuant to Section 207.

16 * * *

17 § 210. Annual report for [Secretary of State].

18 (a) A limited partnership or a foreign limited partnership authorized to transact
19 business in this State shall deliver to the [Secretary of State] for filing an annual report that
20 states:

21 (1) the name of the limited partnership or foreign limited partnership;

22 (2) **[the street and mailing address of its designated office and the name
23 and street and mailing address of its agent for service of process in this State]** the
24 information required by [Section 5(a) of the Model Registered Agents Act];

25 (3) in the case of a limited partnership, the street and mailing address of its
26 principal office; and

27 (4) in the case of a foreign limited partnership, the State or other jurisdiction
28 under whose law the foreign limited partnership is formed and any alternate name
29 adopted under Section 905(a).

30 * * *

31 (e) If a filed annual report contains **[an address of a designated office or the name
32 or address of an agent for service of process]** information provided under subsection (a)(2)
33 which differs from the information shown in the records of the [Secretary of State] immediately
34 before the filing, the differing information in the annual report is considered a statement of
35 change under [Section 115] [Section 7 of the Model Registered Agents Act].

36 (d) Sections 304, 407, 807, 902, 906, 1104, 1105, 1108, and 1109 of the Uniform
37

38 Limited Partnership Act (2001) are amended to read:

39 § 304. Right of limited partner and former limited partner to information.

40 (a) On 10 days' demand, made in a record received by the limited partnership, a
41 limited partner may inspect and copy required information during regular business hours in the
42 limited partnership's **[designated]** principal office. The limited partner need not have any
43 particular purpose for seeking the information.

44 * * *

(d) Subject to subsection (f), a person dissociated as a limited partner may inspect and copy required information during regular business hours in the limited partnership's **[designated] principal** office if:

* * *

§ 407. Right of general partner and former general partner to information.

(a) A general partner, without having any particular purpose for seeking the information, may inspect and copy during regular business hours:

(1) in the limited partnership's **[designated] principal** office, required information; and

* * *

§ 807. Other claims against dissolved limited partnership.

* * *

(b) The notice must:

(1) be published at least once in a newspaper of general circulation in the [county] in which the dissolved limited partnership's principal office is located; or if it has none in this State, in **[the [county] in which the limited partnership's designated office is or was last located]** _____ county;

* * *

§ 902. Application for certificate of authority.

(a) A foreign limited partnership may apply for a certificate of authority to transact business in this State by delivering an application to the [Secretary of State] for filing. The application must state:

* * *

(4) **[the name and street and mailing address of the foreign limited partnership's initial agent for service of process in this State]** the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 906. Revocation of certificate of authority.

(a) A certificate of authority of a foreign limited partnership to transact business in this State may be revoked by the [Secretary of State] in the manner provided in subsections (b) and (c) if the foreign limited partnership does not:

* * *

(3) appoint and maintain an agent for service of process as required by **[Section 114(b)]** [Section 5(a) of the Model Registered Agents Act]; or

(4) deliver for filing a statement of change under **[Section 115]** [Section 7 of the Model Registered Agents Act] within 30 days after a change has occurred in the name or address of the agent.

(b) In order to revoke a certificate of authority, the [Secretary of State] must prepare, sign, and file a notice of revocation and send a copy to the foreign limited partnership's agent for service of process in this State, or if the foreign limited partnership does not appoint and maintain a proper agent in this State, to the foreign limited partnership's **[designated] principal** office. The notice must state:

* * *

§ 1104. Filings required for conversion; effective date.

(a) After a plan of conversion is approved:

1 (1) a converting limited partnership shall deliver to the [Secretary of State] for
2 filing articles of conversion, which must include:

3 * * *

4 (F) if the converted organization is a foreign organization not
5 authorized to transact business in this State, the street and mailing address of an
6 office which **[the [Secretary of State] may use for the purposes of]** may be
7 used for service of process under Section 1105(c); and

8 * * *

9 § 1105. Effect of conversion.

10 * * *

11 (c) A converted organization that is a foreign organization consents to the jurisdiction
12 of the courts of this State to enforce any obligation owed by the converting limited partnership, if
13 before the conversion the converting limited partnership was subject to suit in this State on the
14 obligation. A converted organization that is a foreign organization and not authorized to transact
15 business in this State **[appoints the [Secretary of State] as its agent for service of process for**
16 **purposes of enforcing an obligation under this subsection. Service on the [Secretary of**
17 **State] under this subsection is made in the same manner and with the same consequences**
18 **as in Section 117(c) and (d)]** may be served with process at the address required in the articles
19 of conversion under Section 1104(a)(1)(F).

20 § 1108. Filings required for merger; effective date.

21 * * *

22 (b) The articles of merger must include:

23 * * *

24 (7) if the surviving organization is a foreign organization not authorized to
25 transact business in this State, the street and mailing address of an office which **[the**
26 **[Secretary of State] may use for the purposes of]** may be used for service of process
27 under Section 1109(b); and

28 * * *

29 § 1109. Effect of merger

30 * * *

31 (b) A surviving organization that is a foreign organization consents to the jurisdiction
32 of the courts of this State to enforce any obligation owed by a constituent organization, if before
33 the merger the constituent organization was subject to suit in this State on the obligation. A
34 surviving organization that is a foreign organization and not authorized to transact business in
35 this State **[appoints the [Secretary of State] as its agent for service of process for the**
36 **purposes of enforcing an obligation under this subsection. Service on the [Secretary of**
37 **State] under this subsection is made in the same manner and with the same consequences**
38 **as in Section 117(c) and (d)]** may be served with process at the address required in the articles
39 of merger under Section 1108(b)(7).

42 SECTION A5. UNIFORM LIMITED LIABILITY COMPANY ACT

43 (a) Sections 108, 109, 110, and 111 of the Uniform Limited Liability Company Act
44 are repealed.

(b) Sections 203 and 211 of the Uniform Limited Liability Company Act are amended to read:

§ 203. Articles of organization.

(a) Articles of organization of a limited liability company must set forth:

* * *

(2) **[the address of the initial designated office;]** *(Repealed.)*

(3) **[the name and street address of the initial agent for service of process]**
the information required by [Section 5(a) of the Model Registered Agents Act];

* * *

§ 211. Annual report for [Secretary of State].

(a) A limited liability company, and a foreign limited liability company authorized to transact business in this State, shall deliver to the [Secretary of State] for filing an annual report that sets forth:

(1) the name of the company;

(2) **[and the State or country]** the jurisdiction under whose law it is organized;

[(2)] (3) [the address of its designated office and the name and address of its agent for service or process in this State] the information required by [Section 5(a) of the Model Registered Agents Act];

[(3)] (4) the address of its principal office, wherever located; and

[(4)] (5) the names **[and business addresses]** of any managers.

* * *

(c) Sections 808, 906, 1002, and 1006 of the Uniform Limited Liability Company

Act are amended to read:

§ 808. Other claims against dissolved limited liability company.

* * *

(b) The notice must;

(1) be published at least once in a newspaper of general circulation in the [county] in which the dissolved limited liability company's principal office is or was located or, if none in this State, **[in which its designated office is or was last located]** in
_____ county;

* * *

§ 906. Effect of merger.

* * *

(b) **[The [Secretary of State] is an agent for service of process in an action or proceeding against the surviving foreign entity to enforce an obligation of any party to a merger if]** If the surviving foreign entity fails to appoint or maintain an agent designated for service or process in this State or the agent for service of process cannot with reasonable diligence be found [at the designated office. Upon receipt of process, the [Secretary of State] shall send a copy of the process by registered or certified mail, return receipt required, to the surviving entity at the address set forth in the articles of merger], service of process may

1 be made on the foreign entity as provided in [Section 12(b) of the Model Registered Agents Act].
2 Service is effected under this subsection at the earliest of:

3 * * *

4 § 1002. Application for certificate of authority.

5 (a) A foreign limited liability company may apply for a certificate of authority to
6 transact business in this State by delivering an application to the [Secretary of State] for filing.
7 The application must set forth:

8 * * *

9 (4) **[the address of its initial designated office in this State]** (Repealed.);

10 (5) **[the name and street address of its initial agent for service of process**
11 **in this State]** the information required by [Section 5(a) of the Model Registered Agents
12 Act];

13 * * *

14 § 1006. Revocation of certificate of authority.

15 (a) A certificate of authority of a foreign limited liability company to transact
16 business in this State may be revoked by the [Secretary of State] in the manner provided in
17 subsection (b) if:

18 (1) the company fails to:

19 * * *

20 (iii) appoint and maintain an agent for service of process as required by
21 **[this [article]]** [Section 5(a) of the Model Registered Agents Act]; or

22 (iv) file a statement of change in the name or business address of the
23 agent as required by **[this[article]]** [Section 7 of the Model Registered Agents
24 Act]; or

25 * * *

26 (b) The [Secretary of State] may not revoke a certificate of authority of a foreign
27 limited liability company unless the [Secretary of State] sends the company notice of the
28 revocation, at least 60 days before its effective date, by a record **[addressed to its agent for**
29 **service of process in this State, or if the company fails to appoint and maintain a proper**
30 **agent in this State, addressed to the office required to be maintained by Section 108]** served
31 in accordance with [Section 12 of the Model Registered Agents Act]. The notice must specify the
32 cause for the revocation of the certificate of authority. The authority of the company to transact
33 business in this State ceases on the effective date of the revocation unless the foreign limited
34 liability company cures the failure before that date.

35 36 37 **SECTION A6. PROTOTYPE LIMITED LIABILITY COMPANY ACT**

38 (a) Section 105 of the Prototype Limited Liability Company Act is repealed.

39 (b) Sections 202, 908, and 1002 of the Prototype Limited Liability Company Act are
40 amended to read:

41 § 202. Articles of organization.

42 The articles of organization shall set forth:

1 * * *

2 (B) **[The address of the registered office and the name and business,**
3 **residence, or mailing address of the registered agent required to be maintain by §**
4 **105.]** The information required by [Section 5(a) of the Model Registered Agents Act].

5 * * *

6 § 908. Unknown claims against dissolved limited liability company.

7 * * *

8 (B) The notice must:

9 (1) Be published once in a newspaper of general circulation in the county
10 where the limited liability company's principal office **[(or, if none in this state, its**
11 **registered office) is located]** is located or, if none in this state, in _____ county;

12 * * *

13 § 1002. Registration.

14 Before transacting business in this state, a foreign limited liability company shall register
15 with the Secretary of State by submitting to the Secretary of State an original signed copy of an
16 application for registration as a foreign limited liability company, together with a duplicate copy
17 that may be either a signed, photocopied, or conformed copy, executed by a person with
18 authority to do so under the laws of the state or other jurisdiction of its formation. The
19 application shall set forth:

20 * * *

21 (C) **[The name and address of a registered agent for service of process**
22 **required to be maintained by § 105]** the information required by [Section 5(a) of the
23 Model Registered Agents Act];

24 (D) **[A statement that the Secretary of State is appointed the agent of the**
25 **foreign limited liability company for service of process if the foreign limited liability**
26 **company fails to appoint or maintain a registered agent in satisfaction of the**
27 **requirements of § 105] (Repealed.);**

28 * * *

29
30
31 **SECTION A7. UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT**

32 Section 10 of the Uniform Unincorporated Nonprofit Association Act is amended to read:

33 § 10. Appointment of agent to receive service of process.

34 * * *

35 (b) A statement appointing an agent must set forth:

36 * * *

37 (4) **[the name of the person in this State authorized to receive service of**
38 **process and the person's address, including the street address, in this State]** the
39 information required by [Section 5(a) of the Model Registered Agents Act].

40 (c) A statement appointing an agent, and an amendment or cancellation thereof, must
41 be signed **[and [acknowledged] [sworn to]]** by a person authorized to manage the affairs of the
42 nonprofit association. **[The statement must also be signed and acknowledged by the person**
43 **appointed agent, who thereby accepts the appointment. The appointed agent may resign**

1 by filing a resignation in the office of the [Secretary of State] and giving notice to the
2 nonprofit association.]

3 [(d) A filing officer may collect a fee for filing a statement appointing an agent to
4 receive service of process, an amendment, a cancellation, or a resignation in the amount
5 charged for filing similar documents.] (Repealed.)

6 [(e) An amendment to or cancellation of a statement appointing an agent to
7 receive service of process must meet the requirements for execution of an original
8 statement.] (Repealed.)