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Inserted text is underscored in blue. Deleted text is overstricken in ~~red~~. Formatting changes are in squiggly brackets in {green}. Explanations and questions are in footnotes.

DRAFT

FOR DISCUSSION ONLY

MODEL REGISTERED AGENTS ACT
AND RATIONALIZATION OF ENTITY
ANNUAL FILING REQUIREMENTS*

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

For Committee on Style Meeting, January 19-22, 2006

With Introduction, Partial Comments and Appendix of Conforming Amendments

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The ideas and conclusions set forth in this draft, including the proposed statutory language and any comments or reporter's notes, have not been passed upon by the National Conference of Commissioners on Uniform State Laws or the Drafting Committee. They do not necessarily reflect the views of the Conference and its Commissioners, or the Drafting Committee and its Members and Reporter. Proposed statutory language may not be used to ascertain the intent or meaning of any promulgated final statutory proposal.

* Name change subject to approval by Executive Committee THE NEW DRAFT USES THE TITLE I UNDERSTAND HAS BEEN APPROVED BY THE EXECUTIVE COMMITTEE.

~~MODEL REGISTERED AGENTS ACT AND RATIONALIZATION OF ENTITY
ANNUAL FILING REQUIREMENTS~~

MODEL REGISTERED AGENTS ACT AND RATIONALIZATION OF ENTITY
ANNUAL FILING REQUIREMENTS¹

~~SECTION 1. SHORT TITLE.~~ SECTION 1. SHORT TITLE.² This [act] may be cited as
the [State] Model Registered Agents Act.³

~~SECTION 2. DEFINITIONS.~~ SECTION 2. DEFINITIONS. {wrap}(a)
~~Definitions.~~⁴ In this [act]:

{1 tab}⁵(1) “Appointment of agent” means a statement appointing an agent for service of
process filed by:

¹Do not use small capital letters anywhere in the text of the act. I DIDN'T. I
DON'T KNOW WHERE THEY CAME FROM.

²Section headings must be in all capital letters and in boldface. THAT'S THE
STYLE I USED IN THE PREVIOUS DRAFT AND WILL CONTINUE TO USE. I
DON'T KNOW WHERE THE DIFFERENT STYLE CAME FROM IN THE TEXT
YOU WERE USING.

³The Executive Committee decides the title. However, the short title should begin
with the word “Model” and not the name of the enacting state. NO. USING “[STATE]”
INSTEAD OF “MODEL” IS WHAT WAS DONE IN SECTION 101 OF THE MODEL
ENTITY TRANSACTIONS ACT. THIS IS THE NEXT ACT IN THE SERIES AND
NEEDS TO TRACK META.

⁴Do not use headings for subsections or lower subdivisions. I DON'T AGREE.
THIS IS THE STYLE USED IN UCC REVISED ARTICLE 9. IT SUBSTANTIALLY
IMPROVES THE READABILITY OF THE STATUTE.

⁵The first subdivision under a section should be only one tab, etc. Since the
paragraph is the first subdivision in the definitions section, it should be at the first tab. In
other sections, the subsection should be at the first tab. I have deleted all of the extra tabs
in the provisions that follow. THE TABS IN MY DRAFT WERE WHAT WAS
SUPPLIED TO ME BY THE NCCUSL CHICAGO OFFICE. YOU NEED TO GET
YOUR SIGNALS STRAIGHT WITH THEM. I WILL USE YOUR TAB SCHEME IN
THE NEXT DRAFT.

1 (A) a domestic or foreign unincorporated nonprofit association under
2 [~~section 10 of the Uniform Unincorporated Nonprofit Association Act~~ Section 10 of the
3 Uniform Unincorporated Nonprofit Association Act]; or⁶

4 (B) a nonqualified foreign entity under ~~section~~ Section 11.⁷

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

7 (3) “Domestic entity” means an entity whose internal affairs are governed by the
8 law of this state.⁸

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

11 (A) an individual;

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

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

⁶Do not italicize text within brackets. QUESTION: What if the state, like most states, has not enacted UUNAA? THEN PARAGRAPH (A) SHOULD NOT BE INCLUDED. THE COMMENTS WILL SAY THAT.

⁷Capitalize “Section” when referring to a specific section. However, say “in this section”. OK.

⁸META has not been adopted by any state and may not be adopted widely. It is essential that you integrate these 13 definitions from META, alphabetically. I UNDERSTAND THIS POINT, BUT THINK IT NEEDS FURTHER DISCUSSION. IN A PREVIOUS DRAFT OF THE ACT WE HAD PUT ALL THE DEFINITIONS TOGETHER. THAT RAISED A LOT OF QUESTIONS AND GOT PEOPLE CONFUSED SO WE DECIDED TO BREAK OUT THE IMPORTANT DEFINITIONS FOR PURPOSES OF THE ACT.

1 (D) a decedent's estate; or

2 (E) a government, a governmental subdivision, agency, or instrumentality,
3 or a quasi-governmental instrumentality.

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

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

7 ~~(3)~~ (7) "Foreign qualification document" means an application for a certificate of
8 authority or other foreign qualification filing with the [Secretary of State] by a foreign
9 entity.

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

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

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

16 ~~(4)~~ (11) "Noncommercial registered agent" means a person ~~that is~~ not listed as a
17 commercial registered agent under ~~section~~ Section 6 ~~and that~~ which⁹ is:

18 (A) an individual or a domestic or foreign entity that serves in this ~~State~~
19 state¹⁰ as the registered agent of an entity; or

⁹Use "which" if the antecedent is remote. I HAVE NEVER SEEN THIS RULE IN ANY ACCEPTED GRAMMATICAL AUTHORITY AND THUS HAVE DECLINED TO FOLLOW IT IN THE NEW DRAFT. BUT I'M HAPPY TO BE EDUCATED AND MAKE THIS CHANGE IF YOU SHOW ME SOME GRAMMARIANS WHO SUPPORT THE RULE. NOTE THE INCONSISTENT USAGE ON THIS POINT IN YOUR MARK-UP; COMPARE PAGE 10, LINE 11, AND PAGE 14, LINE 18, WITH PAGE 11, LINE 6, AND PAGE 12, LINE 12.

1 (B) the individual who holds the office or other position in an entity ~~that~~
2 which is designated as the agent for service of process pursuant to ~~section~~ Section
3 5(a)(2)(B).

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

6 ~~(6)~~ (13) “Nonresident ~~LLP~~ limited liability partnership¹¹ statement” means:

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

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

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

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

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

¹⁰The word “state” is lower case except in a proper noun, such as “Secretary of State”. OK.

¹¹Don’t use abbreviations in the text of the act. IT’S NOT AN ABBREVIATION. IT’S A TERM OF ART. OTHERWISE THE NAME OF THE FILING BECOMES RIDICULOUSLY LONG AND INTERFERES WITH THE SENSE OF THE STATUTORY PROVISION.

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

3 ~~(7)~~ (18) “Registered agent” means a commercial registered agent or a
4 noncommercial registered agent.

5 ~~(8)~~ (19) “~~Registered-agent~~ registered-agent¹² filing” means:

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

7 (B) a nonresident ~~LLP~~ limited-liability-partnership statement;

8 (C) a foreign qualification document; or

9 (D) an appointment of an agent.*

10 ~~(9)~~ (20) “Represented entity” means:

11 (A) a domestic filing entity;

12 (B) a domestic or qualified foreign ~~limited liability~~ limited-liability
13 partnership that does not have an office in this state;†

14 (C) a qualified foreign entity;

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

17 (E) a nonqualified foreign entity for which an appointment of agent has
18 been filed.

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

¹²When “registered-agent” functions as an adjective, it must be hyphenated. IT’S
NOT AN ADJECTIVE. IT’S PART OF THE PROPER NAME OF THE FILING.

* I HAVE NOT MADE THIS CHANGE. THIS IS THE PROPER NAME OF A
FILING. SEE DEFINITION (1).

† I HAVE NOT MADE THIS CHANGE. THE NAME OF THIS ENTITY IS NEVER
HYPHENATED.

1 (A) to execute or adopt a tangible symbol; or
2 (B) to attach to or logically associate with the record an electronic sound,
3 symbol, or process.
4 (22) “Type”, with respect to an entity, means a generic form of entity:
5 (A) recognized at common law; or
6 (B) organized under an organic law, whether or not some entities
7 organized under that organic law are subject to provisions of that law that create different
8 categories of the form of entity.
9 ~~(b) Other definitions. As used in this [act], the following terms have the~~
10 ~~meanings given to them in [Section 102 of the Model Entity Transactions Act]:~~
11 ~~(1) “domestic entity”~~
12 ~~(2) “entity”~~
13 ~~(3) “filing entity”~~
14 ~~(4) “foreign entity”~~
15 ~~(5) “governor”~~
16 ~~(6) “interest holder”~~
17 ~~(7) “jurisdiction of organization”~~
18 ~~(8) “person”~~
19 ~~(9) “public organic document”~~
20 ~~(10) “qualified foreign entity”~~
21 ~~(11) “record”~~
22 ~~(12) “sign”~~
23 ~~(13) “type”~~

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4. I HAVE NOT MADE THE CHANGES TO SUBSECTION (B) BECAUSE THE ISSUE IS NOT PREVAILING IN A PROCEEDING BUT BEING AWARDED COSTS. IN AN APPRAISAL RIGHTS PROCEEDING, FOR EXAMPLE, THE DISSENTING SHAREHOLDER ALWAYS RECEIVES AN AWARD, BUT DOESN'T ALWAYS RECEIVE COSTS.

1 (2) \$ [] for a certificate.

2 **Alternative B**

3 (a) The [Secretary of State] shall by rule set fees for the following filings and
4 services under this [act]:

5 (1) commercial registered-agent listing statement;

6 (2) statement of change;

7 (3) statement appointing an agent for service of process;

8 (4) service of process;

9 (5) copying; and

10 (6) providing a certificate.

11 (b) The prevailing party in a proceeding causing service of process may recover
12 the fee authorized by subsection (a)(3) as costs.¹⁴

13 **End of Alternatives**

14 ~~SECTION 4. ADDRESSES IN FILINGS.~~ **SECTION 4. ADDRESSES IN FILINGS.**

15 Whenever this [act] requires that a filing ~~to~~ state an address, the filing must state ~~both~~.¹⁵

16 (1) ~~an actual~~ a street address ~~in this state~~ or rural route box number, in this state;

17 and

18 (2) a mailing address,¹⁶ if different ~~than~~ from the address under paragraph (1).

¹⁴A large and growing number of states set such fees by rule making.

¹⁵“Both” is redundant of “and” and confusing because paragraph (2) is not an absolute requirement. OK.

¹⁶QUESTION: Do you intend to limit the address in paragraph (2) addresses in the state? This should be made clear. If you so intend, add “in this state” after “mailing address”. If not, add “mailing address in or outside this state” in the same place. OK.

1 ~~SECTION 5. APPOINTMENT OF REGISTERED AGENT.~~ SECTION 5.
2 APPOINTMENT OF REGISTERED AGENT.

3 (a) To appoint a registered agent, an entity must file a registered-agent filing
4 pursuant to this section.¹⁷

5 ~~(a) (b) General rule.~~ A ~~registered agent~~ registered-agent filing must state ~~either~~.¹⁸

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

7 (2) if the entity does not have a commercial registered agent, ~~either~~:

8 (A) the name and address of the entity's noncommercial registered
9 agent; or

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

13 ~~(b) (c) Consent of registered agent.~~ The appointment of a registered agent
14 pursuant to subsection (a)(1) or ~~(a)~~(2)(A) is an affirmation by the represented entity that
15 the ~~registered~~ agent[§] has consented to serve as ~~such~~ the entity's agent for service of
16 process.^{**}

¹⁷The section implied this rule but did not state it affirmatively. An act cannot depend on the definitions section for substantive rules. NO. OTHER ACTS CREATE THE REQUIREMENT TO FILE A REGISTERED AGENT FILING. FOR EXAMPLE, THE UNIFORM LIMITED PARTNERSHIP ACT REQUIRES THE FILING OF A CERTIFICATE OF LIMITED PARTNERSHIP TO CREATE A LIMITED PARTNERSHIP. THIS ACT IS SIMPLY IMPOSING A RULE ON WHAT A CERTIFICATE OF LIMITED PARTNERSHIP MUST SAY ABOUT A REGISTERED AGENT.

¹⁸“Either” is redundant of “or”. OK.

[§] NO. THE FULL TERM IS NEEDED.

^{**} NO.

1 ~~(e) (d) Daily listing of filings.~~ The [Secretary of State] ~~must~~ shall¹⁹ make
2 available in a record as promptly as practicable a daily list of filings that name a
3 registered agent. The list must be organized by type of filing and list in alphabetical
4 order the names of the registered agents.~~The list~~ and^{††} must be ~~kept~~ available for at least
5 two weeks.

6 ~~SECTION 6. LISTING OF COMMERCIAL REGISTERED AGENT.~~ SECTION 6.
7 LISTING OF COMMERCIAL REGISTERED AGENT.

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

12 (1) the name of the individual or the name, type, and jurisdiction of
13 organization of the entity;

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

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

19 (b) ~~Effectiveness of statement.~~ A commercial ~~registered agent listin~~ registered-
20 agent- listing statement takes effect on filing.

¹⁹The rules for use of “shall” and “must” is as follows: (1) Use “shall” if the verb it qualifies is a transitive verb in the active voice and the subject is animate. However, if the word is used to express a condition precedent, use “must”. (2) Use “must” if the verb it qualifies is in the passive voice or the subject is inanimate. OK.

^{††}NO. THIS MAKES A RUN-ON SENTENCE.

1 ~~SECTION 7. CHANGE OF REGISTERED AGENT BY ENTITY.~~ SECTION 7.
2 CHANGE OF REGISTERED AGENT BY ENTITY.

3 (a) ~~General rule.~~ ~~A~~ Except as otherwise provided in subsection (e), a²⁰
4 represented entity may change the information currently on file under ~~section~~ Section
5 5(a) by filing with the [Secretary of State] a statement of change signed on behalf of the
6 entity ~~that~~ which states:

7 (1) the name of the entity; and

8 (2) the information ~~required by section 5(a)~~ that is to be in effect as a
9 result of the filing of the statement of change.

10 (b) ~~Approval of interest holders or governors not required.~~ ~~It is not necessary for~~
11 ~~the~~ The interest holders or governors of a domestic entity ~~to~~ need not approve the filing
12 of:

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

14 (2) a similar filing changing the registered agent or registered office of the
15 entity in ~~any other~~ another jurisdiction.

16 (c) ~~Consent of registered agent.~~ The appointment of a registered agent pursuant
17 to subsection (a) is an affirmation by the represented entity that the ~~registered~~ agent has
18 consented to serve as ~~such~~ the entity's agent for service of process.

19 (d) ~~Effectiveness of statement.~~ A statement of change ~~filed~~ under this section
20 takes effect on filing.

²⁰Subsection (e) provides an exception to the rule stated in subsection (a) and must be referenced. NO. SUBSECTION (E) IS NOT AN EXCEPTION. THIS SECTION IS AN ALTERNATIVE METHOD.

(e) ~~Nonexclusive procedure. Instead of using the procedures in this section, a~~ A
represented entity may change its registered agent by amending its most recent ~~registered~~
~~agent~~ registered-agent filing in the manner provided by law of this state other than this
[act] for amending that filing.²¹

~~SECTION 8. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL~~
~~REGISTERED AGENT.~~ SECTION 8. CHANGE OF NAME OR ADDRESS BY
NONCOMMERCIAL REGISTERED AGENT.

(a) ~~General rule.~~ If a noncommercial registered agent of a represented entity
appointed pursuant to Section 5(a) changes its name or its address ~~as currently in effect~~
~~with respect to a represented entity pursuant to section 5(a),~~ ^{††}the ~~noncommercial~~
~~registered~~ agent²² ~~must~~ shall file with the [Secretary of State] a statement of change
signed on behalf of the ~~noncommercial registered~~ agent ~~that~~ which states:

- (1) the name of the ~~represented~~ entity;
- (2) the name and address of the ~~noncommercial registered~~ agent as
currently in effect with respect to the ~~represented~~ entity;
- (3) if the name of the ~~noncommercial registered~~ agent has changed, its
new name; and

²¹QUESTION: Do you intend subsection (e) to be limited to changing the registered agent as a whole and not apply to an action simply changing the agent's address? GOOD QUESTION. SUBSECTION (E) HAS BEEN CHANGED TO CLARIFY THIS POINT.

^{††}I HAVE NOT MADE THESE CHANGES. THE ISSUE IS NOT WHETHER THE AGENT HAS CHANGED ITS NAME OR ADDRESS, BUT WHETHER THE RECORD UNDER SECTION 5(A) IS CORRECT.

²²Use the shortened form "agent" to refer to the term "noncommercial registered agent" in subsequent uses of the term within the same subsection. Repeat the entire term when first used in other subsections. OK.

(4) if the address of the ~~noncommercial-registered~~ agent has changed, the new address.

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

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

~~SECTION 9. CHANGE OF NAME OR ADDRESS BY COMMERCIAL REGISTERED AGENT.~~ SECTION 9. CHANGE OF NAME OR ADDRESS BY COMMERCIAL REGISTERED AGENT.

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

(1) the name and address of the ~~commercial-registered~~ agent as currently listed under ~~section~~ Section 6(a);

(2) if the name of the ~~commercial-registered~~ agent has changed, the new name; and

(3) if the address of the ~~commercial-registered~~ agent has changed, the new address.

(b) ~~Application to all represented entities.~~ The filing of a statement of change under subsection (a) is effective to change the information regarding the commercial

²³Each subsection is independent and cannot depend on matter in other subsections. OK.

1 registered agent with respect to each entity represented by the commercial registered
2 agent.

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

5 (d) ~~Notice to represented entities.~~ The A commercial registered agent ~~must~~ shall
6 promptly furnish each entity represented by it with notice in a record of the filing of the
7 statement of change and the changes made by the filing.

8 (e) ~~Cancellation of listing.~~ If ~~the [Secretary of State] learns that~~ a commercial
9 registered agent ~~has changed~~ changes its address without filing a statement of change as
10 required by this section, the [Secretary of State] may cancel the listing of the ~~commercial~~
11 ~~registered~~ agent ~~under section 6.~~ As promptly as possible after canceling the listing of a
12 ~~commercial-registered~~ agent, the [Secretary of State] shall give notice in a record to each
13 entity represented by that ~~commercial-registered~~ agent.

14 ~~SECTION 10. RESIGNATION OF REGISTERED AGENT.~~ SECTION 10.
15 RESIGNATION OF REGISTERED AGENT.

16 (a) ~~General rule.~~ A registered agent may resign at any time as an agent for
17 service of process with respect to a represented entity by filing with the [Secretary of
18 State] a statement of resignation signed by or on behalf of the ~~registered~~ agent that states:

- 19 (1) the name of the ~~represented~~ entity;
- 20 (2) the name of the ~~registered~~ agent;
- 21 (3) that the ~~registered~~ agent resigns from serving as agent for service of
22 process for the ~~represented~~ entity; and

(4) the name and address of the person to ~~whom~~ which²⁴ the ~~registered~~ agent will send the notice required by subsection (c).

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

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

(d) ~~Effect of resignation.~~ When a statement of resignation of a registered agent takes effect, the ~~registered~~ agent ceases to have responsibility for any matter tendered to it as ~~registered~~ agent for the represented entity. ~~The~~ A resignation under this section ~~is~~ without prejudice to does not affect any contract rights the ~~represented~~ entity may have against the ~~registered~~ agent.

~~SECTION 11. APPOINTMENT OF AGENT BY NONQUALIFIED FOREIGN ENTITY.~~ SECTION 11. APPOINTMENT OF AGENT BY NONQUALIFIED FOREIGN ENTITY.

(a) ~~General rule.~~ 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 ~~nonqualified foreign~~ entity ~~that~~ which states:

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

²⁴Don't use "who" or "whom" unless referring to an individual. OK.

²⁵QUESTION: How does one know that a new agent has been appointed other than by filing? YOU WON'T. NOT SURE WHAT YOU ARE ASKING.

1 (2) the information required by ~~section~~ Section 5(a).

2 (b) ~~Effectiveness of statement.~~ A statement by a nonqualified foreign entity
3 appointing an agent for service ~~or~~ of process takes effect on filing.

4 (c) ~~Effect of filing.~~ The appointment of a registered agent under this section does
5 not ~~qualify~~ authorize the represented entity to do business in this state; and is not
6 sufficient alone to create personal jurisdiction over the ~~represented~~ entity in this state.

7 ~~SECTION 12. SERVICE OF PROCESS ON ENTITIES.~~ SECTION 12. SERVICE OF
8 PROCESS ON ENTITIES.²⁶

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

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

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

²⁶Although we have styled this section, we suggest that you delete it because it duplicates general laws in every state for service of process. THAT MAY NOT BE CORRECT BECAUSE THE CONFORMING AMENDMENTS WILL DELETE THOSE PROVISIONS FROM THE LAWS OF MANY STATES.

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

3 (3) five days after its deposit ~~in~~ with the United States ~~Mail~~ Postal
4 Service, if correctly addressed with sufficient postage.

5 (c) ~~Service on unrepresented entities.~~ If process, notice, or demand cannot be
6 served on an entity pursuant to subsection (a) or (b), service of process may be made by
7 handing a copy to the manager, clerk, or other person ~~for the time being~~ in charge of any
8 regular place of business or activity of the entity ~~so long as~~ if the person served is not a
9 plaintiff in the action.

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

15 (e) ~~Other means of service. This section does not prescribe the only means, or~~
16 ~~necessarily the required means, of serving an entity; and service~~ Service of process,
17 notice, or demand may be perfected by any other means prescribed by ~~applicable statute~~
18 ~~or rule~~ law other than this [act].

19 ~~SECTION 13. DUTIES OF REGISTERED AGENT.~~ SECTION 13. DUTIES OF
20 REGISTERED AGENT. The ~~sole~~ only duties ~~under this [act]~~ of a registered agent ~~who~~
21 ~~has complied with~~ under this [act] are:

(1) to forward to the represented entity at the address most recently supplied to the ~~registered~~ agent by the ~~represented~~ entity any ~~notice~~, process, notice, or demand that is served on the ~~registered~~ agent;

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

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

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

~~SECTION 14. JURISDICTION AND VENUE.~~ SECTION 14. JURISDICTION AND VENUE. The appointment or maintenance in this state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of it's the ~~registered~~ agent does not determine ~~where~~ venue ~~may be laid~~ in an action or proceeding involving the ~~represented~~ entity.

~~SECTION 15. CONSISTENCY OF APPLICATION. In applying and construing this [act], consideration must be given to the need to promote consistency of the law with respect to its subject matter among states that enact it.~~²⁷

~~SECTION 15. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.~~ SECTION 14. RELATION TO ELECTRONIC

²⁷This section is antithetical to the concept of a *model* act as distinct from a *uniform* act. COULDN'T DISAGREE WITH YOU MORE. THIS IS EXACTLY THE FORMULATION USED IN SECTION 701 OF META AND IT NEEDS TO BE RETAINED HERE.

1 **SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT.** This [act]
2 modifies, limits, and supersedes the federal Electronic Signatures in Global and National
3 Commerce Act (15 U.S.C. Section 7001, et seq.), but does not modify, limit, or supersede
4 Section 101(c) of that act (15 U.S.C. Section 7001(c)) or authorize delivery of any of the
5 notice described in Section 103(b) of that act (15 U.S.C. Section 7003(b)).

6 ~~**SECTION 16. EFFECTIVE DATE.** This [act] takes effect [January 1, 20__].~~²⁸

7 ~~**SECTION 17. SAVINGS CLAUSE.**~~ **SECTION 15. SAVINGS CLAUSE.** This
8 [act] does not affect an action or proceeding commenced or right accrued before the
9 effective date of this [act].

10 **SECTION 16. EFFECTIVE DATE.** This [act] takes effect ~~[January 1, 20__].~~²⁹

²⁸Moved to the end. OK.

²⁹The effective date of legislation varies enormously from state to state. OK.