

**ARTICLE 1**  
**OF THE**  
**UNIFORM BUSINESS ORGANIZATIONS CODE (2011)**

- Comparison draft showing changes from AM 2011 binder draft (clean, stripped, and resequenced) to the latest version of the draft final act

**~~HARMONIZED~~ UNIFORM BUSINESS ORGANIZATIONS CODE (2011)**  
**[ARTICLE] 1**

**GENERAL PROVISIONS**

**[PART] 1**

**GENERAL PROVISIONS**

**SECTION 1-101. SHORT TITLES.**

(a) This [act] may be cited as the Uniform Business Organizations Code. ([year of enactment]).

(b) This [article] may be cited as the Uniform Business Organizations Code - General Provisions.

(c) [Part] 4 may be cited as the Model Registered Agents Act.

**SECTION 1-102. DEFINITIONS.** In this [act], except as otherwise provided in definitions of the same terms in other articles of this [act]:

(1) “[Annual] [Biennial] report” means the report required by Section 1-~~244~~213.

(2) “Business corporation” means a domestic business corporation incorporated under or subject to [Article] ~~39~~ or a foreign business corporation.

(3) “Business trust” means a trust formed under the statutory law of another state which is not a foreign statutory trust and does not have a predominately donative purpose.

(4) “Commercial registered agent” means a person listed under Section 1-405.

(5) “Common-law business trust” means a common-law trust that does not have a predominately donative purpose.

(6) “Debtor in bankruptcy” means a person that is the subject of:

(A) an order for relief under Title 11 of the United States Code or a comparable order under a successor statute of general application; or

1 (B) a comparable order under federal, state, or foreign law governing insolvency.

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

4 (8) “Domestic”, with respect to an entity, means governed as to its internal affairs by the  
5 law of this state.

6 (9) “Effective date”, when referring to a record filed by the [Secretary of State], means  
7 the time and date determined in accordance with Section 1-203.

8 (10) “Entity”:

9 (A) means:

10 (i) a business corporation;

11 (ii) a nonprofit corporation;

12 (iii) a general partnership, including a limited liability partnership;

13 (iv) a limited partnership, including a limited liability limited partnership;

14 (v) a limited liability company;

15 [(vi) a general cooperative association;]

16 (vii) a limited cooperative association;

17 (viii) an unincorporated nonprofit association;

18 (ix) a statutory trust, business trust, or common-law business trust; or

19 (x) any other person that has:

20 (I) a legal existence separate from any interest holder of that

21 person; or

22 (II) the power to acquire an interest in real property in its own

23 name; and

(B) does not include:

(i) an individual;

(ii) a ~~testamentary or inter vivos~~ trust with a predominately donative purpose or a charitable trust;

(iii) an association or relationship that is not listed in paragraph (A) and is not a partnership ~~solely by reason of~~ under the rules stated in [Section 202(c) of the ~~Revised~~ Uniform Partnership Act ~~(1997) (Last Amended 2011)~~] [Section 7 of the Uniform Partnership Act ~~(1914)~~] or a similar provision of the law of another jurisdiction;

(iv) a decedent's estate; ~~for~~

(v) a government or a governmental subdivision, agency, or instrumentality ~~;~~ ~~or~~.

~~————— [(vi) a person excluded under Section 1-106].~~

~~—————~~ (11) "Entity filing" means a record delivered to the [Secretary of State] for filing pursuant to this [act].

(12) "Filed record" means a record filed by the [Secretary of State] pursuant to this [act].

(13) "Filing entity" means an entity whose formation requires the filing of a public organic record. The term does not include a limited liability partnership.

(14) "Foreign", with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than this state.

~~[(15)~~ "General cooperative association" means a domestic general cooperative association formed under or subject to [cite statute of this state under which an incorporated cooperative association is formed] or a foreign general cooperative association.]

(16) "General partnership" means a domestic general partnership formed under or subject

1 to [Article] 53 or a foreign general partnership. The term includes a limited liability partnership.

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

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

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

7 (C) receive notice of or vote on or consent to an issue involving the internal  
8 affairs of the entity.

9 (18) “Governor” means:

10 (A) a director of a business corporation;

11 (B) a director or trustee of a nonprofit corporation;

12 (C) a general partner of a general partnership;

13 (D) a general partner of a limited partnership;

14 (E) a manager of a manager-managed limited liability company;

15 (F) a member of a member-managed limited liability company;

16 [(G) a director of a general cooperative association;]

17 (H) a director of a limited cooperative association;

18 (I) a manager of an unincorporated nonprofit association;

19 (J) a trustee of a statutory trust, business trust, or common-law business trust; or

20 (K) any other person under whose authority the powers of an entity are exercised  
21 and under whose direction the activities and affairs of the entity are managed pursuant to the  
22 organic law and organic rules of the entity.

23 (19) “Interest” means:

- 1 (A) a share in a business corporation;
- 2 (B) a membership in a nonprofit corporation;
- 3 (C) a partnershipgovernance interest in a general partnership;
- 4 (D) a partnershipgovernance interest in a limited partnership;
- 5 (E) a membershipgovernance interest in a limited liability company;
- 6 [(F) a share in a general cooperative association;]
- 7 (G) a member's interest in a limited cooperative association;
- 8 (H) a membership in an unincorporated nonprofit association;
- 9 (I) a beneficial interest in a statutory trust, business trust, or common-law business
- 10 trust; or
- 11 (J) a governance interest or distributional interest in any other type of
- 12 unincorporated entity.

13 (20) "Interest holder" means:

- 14 (A) a shareholder of a business corporation;
- 15 (B) a member of a nonprofit corporation;
- 16 (C) a general partner of a general partnership;
- 17 (D) a general partner of a limited partnership;
- 18 (E) a limited partner of a limited partnership;
- 19 (F) a member of a limited liability company;
- 20 [(G) a shareholder of a general cooperative association;]
- 21 (H) a member of a limited cooperative association;
- 22 (I) a member of an unincorporated nonprofit association;
- 23 (J) a beneficiary or beneficial owner of a statutory trust, business trust, or

1 common-law business trust; or

2 (K) any other direct holder of an interest.

3 (21) “Jurisdiction”, used to refer to a political entity, means the United States, a state, a  
4 foreign country, or a political subdivision of a foreign country.

5 (22) “Jurisdiction of formation” means the jurisdiction whose law includes the organic  
6 law of an entity.

7 (23) “Limited cooperative association” means a domestic limited cooperative association  
8 formed under or subject to [Article] 86 or a foreign limited cooperative association.

9 (24) “Limited liability company” means a domestic limited liability company formed  
10 under or subject to [Article] 75 or a foreign limited liability company.

11 (25) “Limited liability limited partnership” means a domestic limited liability limited  
12 partnership formed under or subject to [Article] 64 or a foreign limited liability limited  
13 partnership.

14 (26) “Limited liability partnership” means a domestic limited liability partnership  
15 registered under or subject to [Article] 53 or a foreign limited liability partnership.

16 (27) “Limited partnership” means a domestic limited partnership formed under or subject  
17 to [Article] 64 or a foreign limited partnership. The term includes a limited liability limited  
18 partnership.

19 (28) “Noncommercial registered agent” means a person that is not a commercial  
20 registered agent and is:

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

23 (B) an individual who holds the office or other position in an entity which is

1 designated as the registered agent pursuant to Section 1-404(a)(2)(B).

2 (29) “Nonfiling entity” means an entity ~~that is formed other than by~~whose formation does  
3 not require the filing of a public organic record.

4 (30) “Nonprofit corporation” means a domestic nonprofit corporation incorporated under  
5 or subject to [Article] 410 or a foreign nonprofit corporation.

6 (31) “Nonregistered foreign entity” means a foreign entity that is not registered to do  
7 business in this state pursuant to a statement of registration filed by the [Secretary of State].

8 (32) “Organic law” means the law of an entity’s jurisdiction of formation governing the  
9 internal affairs of the entity.

10 (33) “Organic rules” means the public organic record and private organic rules of an  
11 entity.

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

18 (35) “Principal office” means the principal executive office of an entity, whether or not  
19 the office is located in this state.

20 (36) “Private organic rules” means the rules, whether or not in a record, that govern the  
21 internal affairs of an entity, are binding on all ~~of~~ its interest holders, and are not part of its public  
22 organic record, if any. The term includes:

23 (A) the bylaws of a business corporation;



(B) the bylaws of a nonprofit corporation;  
(C) the partnership agreement of a general partnership;  
(D) the partnership agreement of a limited partnership;  
(E) the operating agreement of a limited liability company;  
[(F) the bylaws of a general cooperative association;]  
(G) the bylaws of a limited cooperative association;  
(H) the governing principles of an unincorporated nonprofit association; and  
(I) the trust instrument of a statutory trust or similar rules of a business trust or  
common-law business trust.

(37) “Proceeding” includes a civil action, arbitration, mediation, administrative  
proceeding, criminal prosecution, and investigatory action.

(38) “Property” means all property, whether real, personal, or mixed or tangible or  
intangible, or any right or interest therein.

(39) “Public organic record” means the record the filing of which by the [Secretary of  
State] is required to form an entity and any amendment to or restatement of that record. The  
term includes:

(A) the articles of incorporation of a business corporation;  
(B) the articles of incorporation of a nonprofit corporation;  
(C) the certificate of limited partnership of a limited partnership;  
(D) the certificate of organization of a limited liability company;  
[(E) the articles of incorporation of a general cooperative association;]  
(F) the articles of organization of a limited cooperative association; and  
(G) the certificate of trust of a statutory trust or similar record of a business trust.

1           (40) “Receipt”, as used in this [article], means actual receipt. “Receive” has a  
2   corresponding meaning.

3           (41) “Record”, used as a noun, means information that is inscribed on a tangible medium  
4   or that is stored in an electronic or other medium and is retrievable in perceivable form.

5           (42) “Registered agent” means an agent of an entity which is authorized to receive  
6   service of any process, notice, or demand required or permitted by law to be served on the entity.  
7   The term includes a commercial registered agent and a noncommercial registered agent.

8           (43) “Registered foreign entity” means a foreign entity that is registered to do business in  
9   this state pursuant to a statement of registration filed by the [Secretary of State].

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

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

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

14          (45) “State” means a state of the United States, the District of Columbia, Puerto Rico, the  
15   United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of  
16   the United States.

17          (46) “Statutory trust” means a domestic statutory trust formed under or subject to  
18   [Article] 8 or a trust formed under the statutory law of a jurisdiction other than this state which  
19   would be a statutory trust if formed under the law of this state.

20          (47) “Transfer” includes:

21               (A) an assignment;

22               (B) a conveyance;

23               (C) a sale;

(D) a lease;

(E) an encumbrance, including a mortgage or security interest;

(F) a gift; and

(G) a transfer by operation of law.

(48) “Type of entity” means a generic form of entity:

(A) recognized at common law; or

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

(49) “Unincorporated nonprofit association” means a domestic unincorporated nonprofit association formed under or subject to [Article] 97 or a nonprofit association formed under or subject to the law of a jurisdiction other than this state which would be an unincorporated nonprofit association if formed under or subject to the law of this state.

(50) “Written” means inscribed on a tangible medium. “Writing” has a corresponding meaning.

**Legislative Note:** If this state uses terminology with respect to a particular type of entity different from that set forth in the definitions in this section, it should substitute its own terms. Some states, for example, use the term “articles of organization” for the public organic document of a limited liability company and should substitute that term for “certificate of organization” in paragraph (39)(D). If the state adopts Alternative A for Section 1-214, it should make similar changes in Section 1-214(b).

**SECTION 1-103. APPLICABILITY OF [ARTICLE 1].** This [article] applies to an entity formed under or subject to this [act].

**SECTION 1-104. DELIVERY OF RECORD.**

(a) Except as otherwise provided in this [act], permissible means of delivery of a record include delivery by hand, the United States Postal Service, commercial delivery service, and electronic transmission.

(b) Delivery to the [Secretary of State] is effective only when a record is received by the [Secretary of State].

**SECTION 1-105. RULES AND PROCEDURES.** The [Secretary of State] may:

(1) adopt rules to administer this [act] in accordance with [this state's administrative procedure act]; and

(2) prescribe procedures that are reasonably necessary to perform the duties required of the [Secretary of State] under this [act] and are not required by [this state's administrative procedure act] to be adopted as rules.

**[SECTION 1-106. EXCLUSIONS.** This [act] does not apply to:

(1) \_\_\_\_\_;

(2) \_\_\_\_\_;

(3) \_\_\_\_\_.]

***Legislative Note:** List any specific types of entities excluded from this act.*

**[PART] 2**

**FILINGSECTIONFILING**

**SECTION 1-201. ENTITY FILING REQUIREMENTS.**

(a) To be filed by the [Secretary of State] pursuant to this [act], an entity filing must be received by the [Secretary of State], comply with this [act], and satisfy the following:

(1) The entity filing must be required or permitted by this [act].

(2) The entity filing must be physically delivered in written form unless and to the extent the [Secretary of State] permits electronic delivery of entity filings.

(3) The words in the entity filing must be in English, and numbers must be in Arabic or Roman numerals, but the name of the entity need not be in English if written in

English letters or Arabic or Roman numerals.

(4) The entity filing must be signed by or on behalf of a person authorized or required under this [act] to sign the filing.

(5) The entity filing must state the name and capacity, if any, of each individual who signed it, either on ~~the individual's own behalf or on~~ behalf of the individual or the person authorized or required to sign the filing, but need not contain a seal, attestation, acknowledgment, or verification.

(b) If law other than this [act] prohibits the disclosure by the [Secretary of State] of information contained in an entity filing, the [Secretary of State] shall ~~accept~~file the entity filing if the filing otherwise complies with this [act] but may redact the information.

(c) When an entity filing is delivered to the [Secretary of State] for filing, any fee required under this [article] and any fee, tax, interest, or penalty required to be paid under this [article] or law other than this [act] must be paid in a manner permitted by the [Secretary of State] or by that law.

(d) The [Secretary of State] may require that an entity filing delivered in written form be accompanied by an identical or conformed copy.

(e) A record filed under this [act] may be signed by an agent.

## **SECTION 1-202. FORMS.**

(a) The [Secretary of State] may provide forms for entity filings required or permitted to be made by this [act], but, except as otherwise provided in subsection (b), their use is not required.

(b) The [Secretary of State] may require that a cover sheet for an entity filing and [an annual] [a biennial] report be on forms prescribed by the [Secretary of State].

1           **SECTION 1-203. EFFECTIVE ~~TIME~~DATE AND ~~DATE~~.TIME.** Except as

2 otherwise provided in this [act] and subject to Section 1-205(d), an entity filing is effective:

3           (1) on the date and at the time of its filing by the [Secretary of State] as provided in  
4 Section 1-206~~;~~(b);

5           (2) on the date of filing and at the time specified in the entity filing as its effective time, if  
6 later than the time under paragraph (1);

7           (3) if permitted by this [act], at a specified delayed effective ~~time~~date and ~~date~~time,  
8 which may not be more than 90 days after the date of filing; or

9           (4) if a delayed effective date as permitted by this [act] is specified, but no time is  
10 specified, at 12:01 a.m. on the date specified, which may not be more than 90 days after the date  
11 of filing.

12           **SECTION 1-204. WITHDRAWAL OF FILED RECORD BEFORE**  
13 **EFFECTIVENESS~~;~~.**

14           (a) Except as otherwise provided in this [act], a record delivered to the [Secretary of  
15 State] for filing may be withdrawn before it takes effect by delivering to the [Secretary of State]  
16 for filing a statement of withdrawal.

17           (b) A statement of withdrawal must:

18                   (1) be signed by each person that signed the record being withdrawn, except as  
19 otherwise agreed by those persons;

20                   (2) identify the record to be withdrawn; and

21                   (3) if signed by fewer than all the persons that signed the record being withdrawn,  
22 state that the record is withdrawn in accordance with the agreement of all the persons that signed  
23 the record.

1 (c) On filing by the [Secretary of State] of a statement of withdrawal, the action or  
2 transaction evidenced by the original filed record does not take effect.

3 **SECTION 1-205. CORRECTING FILED RECORD.**

4 (a) A person on whose behalf a filed record was delivered to the [Secretary of State] for  
5 filing may correct the record if:

6 (1) the record at the time of filing was inaccurate;

7 (2) the record was defectively signed; or

8 (3) the electronic transmission of the record to the [Secretary of State] was  
9 defective.

10 (b) To correct a filed record, a person on whose behalf the record was delivered to the  
11 [Secretary of State] must deliver to the [Secretary of State] for filing a statement of correction.

12 (c) A statement of correction:

13 (1) may not state a delayed effective date;

14 (2) must be signed by the person correcting the filed record;

15 (3) must identify the filed record to be corrected;

16 (4) must specify the inaccuracy or defect to be corrected; and

17 (5) must correct the inaccuracy or defect.

18 (d) A statement of correction is effective as of the effective date of the filed record that it  
19 corrects except as to persons relying on the uncorrected filed record and adversely affected by  
20 the correction. As to those persons, the statement of correction is effective when filed.

21 **SECTION 1-206. DUTY OF [SECRETARY OF STATE] TO FILE; REVIEW OF**  
22 **REFUSAL TO FILE.**

23 (a) The [Secretary of State] shall file an entity filing delivered to the [Secretary of State]

1 for filing which satisfies this [act]. The duty of the [Secretary of State] under this section is  
2 ministerial.

3 (b) When the [Secretary of State] files an entity filing, the [Secretary of State] shall  
4 record it as filed on the date and at the time of its delivery. After filing an entity filing, the  
5 [Secretary of State] shall deliver to the person that submitted the filing a copy of the filing with  
6 an acknowledgment of the date and time of filing.

7 (c) If the [Secretary of State] refuses to file an entity filing, the [Secretary of State], not  
8 later than [15] business days after the filing is delivered, shall:

9 (1) return the entity filing or notify the person that submitted the filing of the  
10 refusal; and

11 (2) provide a brief explanation in a record of the reason for the refusal.

12 (d) If the [Secretary of State] refuses to file an entity filing, the person that submitted the  
13 filing may petition [the appropriate court] to compel ~~the~~its filing. The filing and the explanation  
14 of the [Secretary of State] of the refusal to file must be attached to the petition. The court may  
15 decide the matter in a summary proceeding.

16 (e) The filing of or refusal to file an entity filing does not create a presumption that the  
17 information contained in the filing is correct or incorrect.

18 **SECTION 1-207. EVIDENTIARY EFFECT OF COPY OF FILED RECORD.** A  
19 certification from the [Secretary of State] accompanying a copy of a filed record is conclusive  
20 evidence that the copy is an accurate representation of the original record on file with the  
21 [Secretary of State].

22 **SECTION 1-208. CERTIFICATE OF GOOD STANDING OR REGISTRATION.**

23 (a) On request of any person, the [Secretary of State] shall issue a certificate of good



standing for a domestic filing entity or a certificate of registration for a registered foreign entity.

(b) A certificate under subsection (a) must state:

(1) the domestic filing entity's name or the registered foreign entity's name used in this state;

(2) in the case of a domestic filing entity, ~~that~~:

(A) that its public organic record has been filed and has taken effect;

(B) the date the public organic record became effective; ~~and~~

(C) the period of the entity's duration if the records of the [Secretary of State] reflect that its period of duration is less than perpetual; and

(D) that the records of the [Secretary of State] do not reflect that the entity has been dissolved;

(3) in the case of a registered foreign entity, that it is registered to do business in this state;

(4) that all fees, taxes, interest, and penalties owed to this state by the domestic or foreign entity and collected through the [Secretary of State] have been paid, if:

(A) payment is reflected in the records of the [Secretary of State]; and

(B) nonpayment affects the good standing or registration of the domestic or foreign entity;

(5) that the most recent [annual] [biennial] report required by Section 1-~~211~~213 has been delivered to the [Secretary of State] for filing;

(6) that ~~the records of the [Secretary of State] do not reflect that the entity has been dissolved;~~

~~(7) that~~ a proceeding is not pending under Section 1-602; and

~~(8)(7)~~ other facts reflected in the records of the [Secretary of State] pertaining to the domestic or foreign entity which the person requesting the certificate reasonably requests.

(c) Subject to any qualification stated in the certificate, a certificate issued by the [Secretary of State] under subsection (a) may be relied ~~upon~~ as conclusive evidence of the facts stated in the certificate.

#### **SECTION 1-209. SIGNING OF ENTITY FILING.**

(a) Signing an entity filing is an affirmation under the penalties of perjury that the facts stated in the filing are true in all material respects.

~~\_\_\_\_\_ (b) Any record filed under this [act] may be signed by an agent.~~ Whenever this [act] requires a particular individual to sign an entity filing and the individual is deceased or incompetent, the filing may be signed by a personal representative of the individual ~~in the place on behalf~~ of the ~~decedent or incompetent individual~~.

~~\_\_\_\_\_ (c) A person that signs a record as an agent or legal representative thereby affirms as a fact that the person is authorized to sign the record.~~

#### **SECTION 1-210. SIGNING AND FILING PURSUANT TO JUDICIAL ORDER.**

~~\_\_\_\_\_ (a) If a person required by this [act] to sign or deliver a record to the [Secretary of State] for filing under this [act] does not do so, any other person that is aggrieved may petition [the appropriate court] to order:~~

~~\_\_\_\_\_ (1) the person to sign the record;~~

~~\_\_\_\_\_ (2) the person to deliver the record to the [Secretary of State] for filing; or~~

~~\_\_\_\_\_ (3) the [Secretary of State] to file the record unsigned.~~

~~\_\_\_\_\_ (b) If the petitioner under subsection (a) is not the entity to which the record pertains, the petitioner shall make the entity a party to the action.~~

1 (c) A record filed under subsection (a)(3) is effective without being signed.

2 **SECTION 1-211. LIABILITY FOR INACCURATE INFORMATION IN FILED**

3 **RECORD.** If a record delivered to the [secretary of state] for filing under this [act] and filed by  
4 the [secretary of state] contains inaccurate information, a person that suffers a loss by reliance on  
5 the information may recover damages for the loss from a person that signed the record or caused  
6 another to sign it on the person's behalf and knew at the time the record was signed that the  
7 information was inaccurate.

8 **SECTION 1-212. DELIVERY BY [SECRETARY OF STATE].** Except as

9 otherwise provided by Section 1-412 or by law of this state other than this [act], the [Secretary of  
10 State] may deliver ~~any~~ record to a person by delivering it:

11 (1) in person to the person that submitted it for filing;

12 (2) to the address of the person's registered agent;

13 (3) to the principal office address of the person; or

14 (4) to another address the person provides to the [Secretary of State] for delivery.

15 **SECTION 1-~~211~~213. [ANNUAL] [BIENNIAL] REPORT FOR [SECRETARY OF**  
16 **STATE].**

17 (a) A domestic filing entity, domestic limited liability partnership, or registered foreign  
18 entity shall deliver to the [Secretary of State] for filing [an annual] [a biennial] report that states:

19 (1) the name of the entity and its jurisdiction of formation;

20 (2) the name and street and mailing addresses of the entity's registered agent in  
21 this state;

22 (3) the street and mailing addresses of the entity's principal office; and

23 (4) the name of at least one governor.

(b) Information in [an annual] [a biennial] report must be current as of the date the report is signed by the entity.

(c) The first [annual] [biennial] report must be delivered to the [Secretary of State] for filing after [January 1] and before [April 1] of the year following the calendar year in which the public organic record of the domestic filing entity became effective, the statement of qualification of a domestic limited liability partnership became effective, or the foreign filing entity registered to do business in this state. Subsequent [annual] [biennial] reports must be delivered to the [Secretary of State] after [January 1] and before [April 1] of each [second] calendar year thereafter.

(d) If [an annual] [a biennial] report does not contain the information required by this section, the [Secretary of State] promptly shall notify the reporting entity in a record and return the report for correction.

(e) If [an annual] [a biennial] report contains the name or address of a registered agent which differs from the information shown in the records of the [Secretary of State] immediately before the [annual] [biennial] report becomes effective, the differing information in the [annual] [biennial] report is considered a statement of change under Section 1-407.

**[SECTION 1-~~212~~214. FEES.]**

**Alternative A**

(a) The [Secretary of State] shall collect the following fees for copying and certifying the copy of any filed record:

(1) \$ [ ] per page for copying; and

(2) \$ [ ] for the certification.

(b) The [Secretary of State] shall collect the following fees when an entity filing is

delivered for filing:

- (1) Statement of merger, \$ [ ].
- (2) Statement of withdrawal of merger, \$ [ ].
- (3) Statement of interest exchange, \$ [ ].
- (4) Statement of withdrawal of interest exchange, \$ [ ].
- (5) Statement of conversion, \$ [ ].
- (6) Statement of withdrawal of conversion, \$ [ ].
- (7) Statement of domestication, \$ [ ].
- (8) Statement of withdrawal of domestication, \$ [ ].
- (9) [Annual] [Biennial] report, \$ [ ].
- (10) Articles of incorporation of a business corporation, \$ [ ].
- (11) Articles of incorporation of a nonprofit corporation, \$ [ ].
- (12) Statement of qualification of a limited liability partnership, \$ [ ].
- (13) Certificate of limited partnership of a limited partnership, \$ [ ].
- (14) Certificate of organization of a limited liability company, \$ [ ].
- [(15) Articles of incorporation of a general cooperative association, \$ [ ].]
- (16) Articles of organization of a limited cooperative association, \$ [ ].
- (17) Certificate of trust of a statutory trust, \$ [ ].
- (18) Other public organic document, \$ [ ].
- (19) Commercial-registered-agent listing statement, \$ [ ].
- (20) Commercial-registered-agent termination statement, \$ [ ].
- (21) Registered agent statement of change, \$ [ ].
- (22) Registered agent statement of resignation, no fee.

(23) Statement designating a registered agent, \$ [ ].

(24) Foreign entity registration statement, \$ [ ].

(25) Amendment of foreign entity registration statement, \$ [ ].

(26) Notice of cancellation of foreign entity registration statement, \$ [ ].

(27) Statement of withdrawal, \$ [ ].

(28) Statement of correction, \$ [ ].

~~†(29)~~ Other entity filings, \$ [ ]. ]

(c) The withdrawal under Section 1-204 of a filed record before it is effective or the correction of a filed record under Section 1-205 does not entitle the person on whose behalf the record was filed to a refund of the filing fee.

#### **Alternative B**

(a) The [Secretary of State] shall adopt rules in accordance with [this state's administrative procedure act] setting fees for entity filings authorized to be delivered to the [Secretary of State] for filing under this [act] and for copying and certifying a copy of any entity filing under this [act].

(b) There is no fee for filing a registered agent's statement of resignation.

(c) The withdrawal under Section 1-204 of a filed record before it is effective or the correction of a filed record under Section 1-205 does not entitle the person on whose behalf the record was filed to a refund of the filing fee.

#### **End of Alternatives]**

**Legislative Note:** *If this state includes fees of this kind in a general statute, add these fees to that statute and omit this section. If this state sets fees of this kind by administrative rule, select Alternative B. Subsection (b)(29) of Alternative A will include all entity filings not specifically listed in subsection (b). As an alternative to relying on subsection (b)(29), the state may list in subsection (b) all of the specific entity filings required by the Code.*

1 **[PART] 3**

2 **NAME OF ENTITY**

3 **SECTION 1-301. PERMITTED NAMES.**

4 (a) Except as otherwise provided in subsection (d), the name of a domestic filing entity or  
5 domestic limited liability partnership, and the name under which a foreign entity may register to  
6 do business in this state, must be distinguishable on the records of the [Secretary of State] from  
7 any:

8 (1) name of ~~an existing~~ domestic filing entity ~~or which at the time is not~~  
9 ~~administratively dissolved;~~

10 ~~\_\_\_\_\_~~ (2) limited liability partnership;

11 (23) name of a foreign entity registered to do business in this state under [Part] 5;

12 (34) name reserved under Section 1-303;

13 (45) name registered under Section 1-304; or

14 (56) assumed name registered under [this state's assumed name statute].

15 (b) If an entity consents in a record to the use of its name and submits an undertaking in a  
16 form satisfactory to the [Secretary of State] to change its name to a name that is distinguishable  
17 on the records of the [Secretary of State] from any name in any category of names in subsection  
18 (a), the name of the consenting entity may be used by the person to which the consent was given.

19 (c) Except as otherwise provided in subsection (d), in determining whether a name is the  
20 same as or not distinguishable on the records of the [Secretary of State] from the name of another  
21 entity, words, phrases, or abbreviations indicating the type of entity, such as "corporation",  
22 "corp.", "incorporated", "Inc.", "professional corporation", "PC", "P.C.", "professional  
23 association", "PA", "P.A.", "Limited", "Ltd.", "limited partnership", "LP", "L.P.", "limited

liability partnership”, “LLP”, “L.L.P.”, “registered limited liability partnership”, “RLLP”,  
“R.L.L.P.”, “limited liability limited partnership”, “LLLP”, “L.L.L.P.”, “registered limited  
liability limited partnership”, “RLLLLP”, “R.L.L.L.P.”, “limited liability company”, ~~or~~ “LLC”, or  
“L.L.C.” may not be taken into account.

(d) An entity may consent in a record to the use of a name that is not distinguishable on  
the records of the [Secretary of State] from its name except for the addition of a word, phrase, or  
abbreviation indicating the type of ~~entity~~ as provided in subsection (c). In such a case, the entity  
need not change its name pursuant to subsection (b).

(e) An entity name may not contain the words [insert prohibited words or words that may  
be used only with approval by the appropriate state agency].

*Legislative Note: In subsection (e), add specific words that this state does not permit an entity to  
use as part of its name, such as “bank”, “banking”, “credit union”, “insurance”, or words of  
similar import, without approval by the appropriate state agency. If the state limits the use of  
certain words in the name of an entity unless the entity is of a certain type, those words should  
also be added in subsection (e). For example, some states prohibit the name of an entity from  
containing the word “cooperative” unless the entity is organized as a cooperative.*

## **SECTION 1-302. NAME REQUIREMENTS FOR CERTAIN TYPES OF ENTITIES.**

(a) The name of a business corporation must contain the word "corporation",  
"incorporated", "company", or "limited", or the abbreviation "Corp.", "Inc.", "Co.", or "Ltd.", or  
words or abbreviations of similar import in another language.

(b) The name of a limited partnership may contain the name of any partner. The name of  
a limited partnership that is not a limited liability limited partnership must contain the  
~~words~~phrase “limited partnership” or the abbreviation “L.P.” or “LP” and may not contain the  
~~words~~phrase “limited liability limited partnership” or “registered limited liability limited  
partnership” or the abbreviation “L.L.L.P.”, “LLLP”, “R.L.L.L.P.”, or “RLLLLP”. If the limited



partnership is a limited liability limited partnership, the name must contain the ~~word~~phrase “limited liability limited partnership” or the abbreviation “L.L.L.P.” or “LLLP” “R.L.L.L.P.”, or “RLLLP” and may not contain the abbreviation “L.P.” or “LP”.

(c) The name of a limited liability partnership must contain the ~~word~~phrase “limited liability partnership” or “registered limited liability partnership” or the abbreviation “L.L.P.”, “R.L.L.P.”, “LLP”, or “RLLP”.

(d) The name of a limited liability company must contain the ~~word~~phrase “limited liability company” or “limited company” or the abbreviation “L.L.C.”, “LLC”, “L.C.”, or “LC”. “Limited” may be abbreviated as “Ltd.”, and “company” may be abbreviated as “Co.”.

(e) The name of a limited cooperative association must contain the ~~word~~phrase “limited cooperative association” or “limited cooperative” or the abbreviation “L.C.A.” or “LCA”. “Limited” may be abbreviated as “Ltd.”. “Cooperative” may be abbreviated as “Co-op.”, “Coop.”, “Co-op”, or “Coop”. “Association” may be abbreviated as “Assoc.”, “Assoc”, “Assn.”, or “Assn”.

(f) The name of a statutory trust may contain the words “company”, “association”, “club”, “foundation”, “fund”, “institute”, “society”, “union”, “syndicate”, “limited”, or “trust”, or words or abbreviations of similar import, and may contain the name of a beneficial owner, a trustee, or any other person.

[(g) Insert requirements for names of other types of entities that may be included in this [act], such as general cooperative associations or professional entities.]

### **SECTION 1-303. RESERVATION OF NAME.**

(a) A person may reserve the exclusive use of an entity name by delivering an application to the [Secretary of State] for filing. The application must state the name and address of the

1 applicant and the name to be reserved. If the [Secretary of State] finds that the entity name is  
2 available, the [Secretary of State] shall reserve the name for the applicant's exclusive use for  
3 [120] days.

4 (b) The owner of a reserved entity name may transfer the reservation to another person  
5 that is not an individual by delivering to the [Secretary of State] a signed notice in a record of the  
6 transfer which states the name and address of the transferee.

7 **SECTION 1-304. REGISTRATION OF NAME.**

8 (a) A foreign filing entity or foreign limited liability partnership not registered to do  
9 business in this state under [Part] 5 may register its name, or an alternate name adopted pursuant  
10 to Section 1-506, if the name is distinguishable on the records of the [Secretary of State] from the  
11 names that are not available under Section 1-301.

12 (b) To register its name or an alternate name adopted pursuant to Section 1-506, a foreign  
13 filing entity or foreign limited liability partnership must deliver to the [Secretary of State] for  
14 filing an application stating the entity's name, the jurisdiction and date of its formation, and any  
15 alternate name adopted pursuant to Section 1-506. If the [Secretary of State] finds that the name  
16 applied for is available, the [Secretary of State] shall register the name for the applicant's  
17 exclusive use.

18 (c) The registration of a name under this section is effective for [one year] after the date  
19 of registration.

20 (d) A foreign filing entity or foreign limited liability partnership whose name registration  
21 is effective may renew the registration for successive [one-year] periods by delivering, not earlier  
22 than [three months] before the expiration of the registration, to the [Secretary of State] for filing  
23 a renewal application that complies with this section. When filed, the renewal application

renews the registration for a succeeding [one-year] period.

(e) A foreign filing entity or foreign limited liability partnership whose name registration is effective may register as a foreign filing entity or foreign limited liability partnership under the registered name or consent in a signed record to the use of that name by another entity.

## **[PART] 4**

### **REGISTERED AGENT OF ENTITY**

#### **SECTION 1-401. DEFINITIONS.** In this [part]:

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

(A) [Section ~~4031~~ of the Uniform Unincorporated Nonprofit Association Act];  
(2008) (Last Amended 2011)]; or

(B) Section 1-411 by a nonregistered foreign entity or domestic nonfiling entity.  
~~(2) “Nonregistered foreign entity” means a foreign entity that is not registered to do business in this state pursuant to a statement of registration filed by the [Secretary of State].~~

~~(3)~~(2) “Registered agent filing” means:

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

(B) a statement of qualification of a domestic limited liability partnership;

(C) a registration statement filed pursuant to Section 1-503; or

(D) a designation of ~~a registered~~ agent.

~~(4)~~(3) “Represented entity” means:

(A) a domestic filing entity;

(B) a domestic limited liability partnership;

(C) a registered foreign entity;

(D) a domestic or foreign unincorporated nonprofit association for which a designation of ~~an~~-agent is in effect;

(E) a domestic nonfiling entity for which a designation of ~~an~~-agent ~~has been~~ filed is in effect; or

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

**SECTION 1-402. ENTITIES REQUIRED TO DESIGNATE AND MAINTAIN REGISTERED AGENT.** The following shall designate and maintain a registered agent in this state:

- (1) a domestic filing entity;
- (2) a domestic limited liability partnership; and
- (3) a registered foreign entity.

**SECTION 1-403. ADDRESSES IN FILING.** If a provision of this [part] other than Section 1-410(a)(4) requires that a record state an address, the record must state:

- (1) a street address in this state; and
- (2) a mailing address in this state, if different from the address described in paragraph (1).

**SECTION 1-404. DESIGNATION OF REGISTERED AGENT.**

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

- (1) the name of the ~~represented~~ entity's commercial registered agent; or
  - (2) if the entity does not have a commercial registered agent:
    - (A) the name and address of the entity's noncommercial registered agent;
- or
- (B) the title of an office or other position with the entity, if service of

1 process, notices, and demands are to be sent to ~~the~~whichever individual is holding that office or  
2 position, and the address ~~of the business office of that individual~~to which process, notices or  
3 demands are to be sent.

4 (b) The designation of a registered agent pursuant to subsection (a)(1) or (2)(A) is an  
5 affirmation of fact by the represented entity that the agent has consented to serve.

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

8 (1) be available for at least 14 calendar days;

9 (2) list in alphabetical order the names of the registered agents; and

10 (3) state the type of filing and name of the represented entity making the filing.

11 **Legislative Note:** Subsection (c) may be omitted if (1) the records of the Secretary of State or  
12 equivalent officer are searchable electronically in a manner that permits filings to be identified  
13 by the date of the filing and by the name of the registered agent named in the filing, and (2) the  
14 searchable database is updated frequently.

15  
16 **SECTION 1-405. LISTING OF COMMERCIAL REGISTERED AGENT.**

17 (a) A person may become listed as a commercial registered agent by delivering to the  
18 [Secretary of State] for filing a commercial-registered-agent listing statement signed by the  
19 person which states:

20 (1) the name of the individual or the name of the entity, type of entity, and  
21 jurisdiction of formation of the entity;

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

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

(b) A commercial-registered-agent listing statement may include the information regarding acceptance by the agent of service of process, notices, and demands in a form other than a written record as provided in Section 1-412(d).

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

(d) The [Secretary of State] shall note the filing of a commercial-registered-agent listing statement in the [index of filings] [records] maintained by the [Secretary of State] for each entity represented by the agent at the time of the filing. The statement has the effect of amending the registered agent filing for each of those entities to:

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

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

**Legislative Note:** If the Secretary of State or equivalent officer is not able to identify from the records maintained by the Secretary of State or equivalent officer all of the entities represented by a registered agent, subsection (d) should be amended to read:

“(d) The commercial registered agent listing statement must be accompanied by a list in alphabetical order of the entities represented by the person. The [Secretary of State] shall note the filing of the commercial-registered-agent listing statement in the index of filings maintained by the [Secretary of State] for each listed entity. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.”

## **SECTION 1-406. TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT.**

(a) A commercial registered agent may terminate its listing as a commercial registered agent by delivering to the [Secretary of State] for filing a commercial-registered-agent termination statement signed by the agent which states:

(1) the name of the agent as listed under Section 1-405; and

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

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

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

(d) When a commercial-registered-agent termination statement takes effect, the commercial registered agent ceases to be the registered agent for each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent designates a new registered agent, service of process may be made on the entity pursuant to Section 1-412. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity has against the agent or that the agent has against the entity.

**SECTION 1-407. CHANGE OF REGISTERED AGENT BY REPRESENTED  
ENTITY.**

(a) A represented entity may change the information on file under Section 1-404(a) by delivering to the [Secretary of State] for filing a statement of change signed by the entity which states:

(1) the name of the entity; and

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

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

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

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

(c) A statement of change under this section designating a new registered agent is an affirmation of fact by the represented entity that the agent has consented to serve.

(d) As an alternative to using the procedure in this section, a represented entity may change the information on file under Section 1-404(a) by amending its most recent registered agent filing in a manner provided by the law of this state other than this [act] for amending the filing.

**SECTION 1-408. CHANGE OF NAME ~~,OR ADDRESS,TYPE OF ENTITY,OR JURISDICTION OF FORMATION~~ BY NONCOMMERCIAL REGISTERED AGENT.**

(a) If a noncommercial registered agent changes its name ~~,or~~ its address in effect with respect to a represented entity under Section 1-404(a),~~its type of entity, or its jurisdiction of formation,~~ the agent shall deliver to the [Secretary of State] for filing, with respect to each entity represented by the agent, a statement of change signed by the agent which states:

(1) the name of the entity;

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

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

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

~~(5) if the agent is an entity;~~



~~\_\_\_\_\_ (A) if the type of entity of the agent has changed, the new type of entity;~~  
~~and~~

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

\_\_\_\_\_ (b) A noncommercial registered agent promptly shall furnish the represented entity with notice in a record of the delivery to the [Secretary of State] for filing of a statement of change and the changes made in the statement.

**SECTION 1-409. CHANGE OF NAME, ADDRESS, TYPE OF ENTITY, OR  
JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT.**

(a) If a commercial registered agent changes its name, its address as listed under Section 1-405(a), its type of entity, or its jurisdiction of formation, the agent shall deliver to the [Secretary of State] for filing a statement of change signed by the agent which states:

(1) the name of the agent as listed under Section 1-405(a);

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

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

(4) if the agent is an entity:

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

and

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

jurisdiction of formation.

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

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

4 (d) If a commercial registered agent changes its address without delivering for filing a  
5 statement of change as required by this section, the [Secretary of State] may cancel the listing of  
6 the agent under Section 1-405. A cancellation under this subsection has the same effect as a  
7 termination under Section 1-406. Promptly after canceling the listing of an agent, the [Secretary  
8 of State] shall serve notice in a record in the manner provided in Section 1-412(b) or (c) on:

9 (1) each entity represented by the agent, stating that the agent has ceased to be the  
10 registered agent for the entity and that, until the entity designates a new registered agent, service  
11 of process may be made on the entity as provided in Section 1-412; and

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

#### 14 **SECTION 1-410. RESIGNATION OF REGISTERED AGENT.**

15 (a) A registered agent may resign as agent for a represented entity by delivering to the  
16 [Secretary of State] for filing a statement of resignation signed by the agent which states:

17 (1) the name of the entity;

18 (2) the name of the agent;

19 (3) that the agent resigns from serving as registered agent for the entity; and

20 (4) the address of the entity to which the agent will send the notice required by  
21 subsection (c).

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

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

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

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

4 (d) When a statement of resignation takes effect, the ~~registered agent~~person that resigned  
5 ceases to have responsibility under this [part] for any matter thereafter tendered to it as agent for  
6 the represented entity. The resignation does not affect any contractual rights the entity has  
7 against the agent or that the agent has against the entity.

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

10 **SECTION 1-411. DESIGNATION OF REGISTERED AGENT BY**  
11 **NONREGISTERED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.**

12 (a) A nonregistered foreign entity or domestic nonfiling entity may deliver to the  
13 [Secretary of State] for filing a statement designating a registered agent signed by the entity  
14 which states:

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

16 (2) the information required by Section 1-404(a).

17 (b) A statement under subsection (a) is effective for five years after the date of filing  
18 unless canceled or terminated earlier.

19 (c) A statement under subsection (a) must be signed by a person authorized to manage the  
20 affairs of the nonregistered foreign entity or domestic nonfiling entity and by the person  
21 designated as the agent. The signing of the statement is an affirmation of fact that the person is  
22 authorized to manage the affairs of the entity and that the agent has consented to serve.

23 (d) Designation of a registered agent under subsection (a) does not register a

1 nonregistered foreign entity to do business in this state.

2 (~~de~~) A statement under subsection (a) may not be rejected for filing because the name of  
3 the entity signing the statement is not distinguishable on the records of the [Secretary of State]  
4 from the name of another entity appearing ~~in~~on those records. The filing of such a statement  
5 does not make the name of the entity signing the statement unavailable for use by another entity.

6 (~~ef~~) An entity that delivers to the [Secretary of State] for filing a statement under  
7 subsection (a) designating a registered agent may cancel the statement by delivering to the  
8 [Secretary of State] for filing a statement of cancellation that states the name of the entity and  
9 that the entity is canceling its designation of a registered agent in this state.

10 (~~fg~~) A statement under subsection (a) for a nonregistered foreign entity terminates on the  
11 date the entity becomes a registered foreign entity.

12 **SECTION 1-412. SERVICE OF PROCESS, NOTICE, OR DEMAND ON**  
13 **ENTITY.**

14 (a) A represented entity may be served with any process, notice, or demand required or  
15 permitted by law by serving its registered agent.

16 (b) If a represented entity ceases to have a registered agent, or if its registered agent  
17 cannot with reasonable diligence be served, the entity may be served by registered or certified  
18 mail, return receipt requested, or by similar commercial delivery service, addressed to the entity  
19 at the entity's principal office. The address of the principal office of a domestic filing entity,  
20 domestic limited liability partnership, or registered foreign entity must be as shown in the  
21 entity's most recent [annual] [biennial] report filed by the [Secretary of State]. Service is  
22 effected under this subsection on the earliest of:

23 (1) the date the entity receives the mail or delivery by the commercial delivery

1 service;

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

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

5 (c) If process, notice, or demand cannot be served on an entity pursuant to subsection (a)  
6 or (b), service may be made by handing a copy to the individual in charge of any regular place of  
7 business or activity of the entity if the individual served is not a plaintiff in the action.

8 (d) Service of process, notice, or demand on a registered agent must be in a written  
9 record, but service may be made on a commercial registered agent in other forms, and subject to  
10 such requirements, as the agent has stated in its listing under Section 1-405 that it will accept.

11 (e) Service of process, notice, or demand may be made by other means under law other  
12 than this [act].

13 **SECTION 1-413. DUTIES OF REGISTERED AGENT.** The only duties under this  
14 [part] of a registered agent that has complied with this [part] are:

15 (1) to forward to the represented entity at the address most recently supplied to the agent  
16 by the entity any process, notice, or demand pertaining to the entity which is served on or  
17 received by the agent;

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

20 (3) if the agent is a noncommercial registered agent, to keep current the information  
21 required by Section 1-404(a) in the most recent registered agent filing for the entity; and

22 (4) if the agent is a commercial registered agent, to keep current the information listed for  
23 it under Section 1-405(a).

**SECTION 1-414. JURISDICTION AND VENUE.** The designation 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 the agent does not determine venue in an action or a proceeding involving the entity.

**[PART] 5**

## FOREIGN ENTITIES

## SECTION 1-501. GOVERNING LAW.

(a) The law of the jurisdiction of formation of an entity governs:

(1) the internal affairs of the entity;

(2) the liability that a person has as an interest holder or governor for a debt, obligation, or other liability of the entity; ~~and~~

(3) ~~the liability of a series of a series limited liability company; and~~

~~(4)] the liability of a series of a statutory trustan unincorporated entity.~~

(b) A foreign entity is not precluded from registering to do business in this state because of any difference between the law of the entity's jurisdiction of formation and the law of this state.

(c) Registration of a foreign entity to do business in this state does not authorize the foreign entity to engage in any ~~activity~~activities and affairs or exercise any power that a domestic entity of the same type may not engage in or exercise in this state.

**SECTION 1-502. REGISTRATION TO DO BUSINESS IN THIS STATE..**

(a) A foreign filing entity or foreign limited liability partnership may not do business in this state until it registers with the [Secretary of State] under this [article].

(b) A foreign filing entity or foreign limited liability partnership doing business in this

1 state may not maintain an action or proceeding in this state unless it is registered to do business  
2 in this state.

3 (c) The failure of a foreign filing entity or foreign limited liability partnership to register  
4 to do business in this state does not impair the validity of a contract or act of the foreign filing  
5 entity or foreign limited liability partnership or preclude it from defending an action or  
6 proceeding in this state.

7 (d) A limitation on the liability of an interest holder or governor of a foreign filing entity  
8 or of a partner of a foreign limited liability partnership is not waived solely because the foreign  
9 filing entity or foreign limited liability partnership does business in this state without registering.

10 (e) Section 1-501(a) and (b) applies even if a foreign entity fails to register under this  
11 [article].

12 **SECTION 1-503. FOREIGN REGISTRATION STATEMENT.** To register to do  
13 business in this state, a foreign filing entity or foreign limited liability partnership must deliver a  
14 foreign registration statement to the [Secretary of State] for filing. The statement must be signed  
15 by the entity and state:

16 (1) the name of the foreign filing entity or foreign limited liability partnership and, if the  
17 name does not comply with Section 1-301, an alternate name adopted pursuant to Section 1-  
18 506(a);

19 (2) the type of entity and, if it is a foreign limited partnership, whether it is a foreign  
20 limited liability limited partnership;

21 (3) the entity's jurisdiction of formation;

22 (4) the street and mailing addresses of the entity's principal office and, if the law of the  
23 entity's jurisdiction of formation requires the entity to maintain an office in that jurisdiction, the

street and mailing addresses of the office; and

(5) the information required by Section 1-404(a).

**SECTION 1-504. AMENDMENT OF FOREIGN REGISTRATION STATEMENT.**

— A registered foreign entity shall deliver to the [Secretary of State] for filing an amendment to its foreign registration statement if there is a change in:

(1) the name of the entity;

(2) the type of entity, including, if it is a foreign limited partnership, whether the entity became or ceased to be a foreign limited liability limited partnership;

(3) the entity's jurisdiction of formation;

(4) an address required by Section 1-503(4); or

(5) the information required by Section 1-404(a).

**SECTION 1-505. ACTIVITIES NOT CONSTITUTING DOING BUSINESS.**

(a) Activities of a foreign filing entity or foreign limited liability partnership which do not constitute doing business in this state under this [article] include:

(1) maintaining, defending, mediating, arbitrating, or settling an action or proceeding;

(2) carrying on any activity concerning its internal affairs, including holding meetings of its interest holders or governors;

(3) maintaining accounts in financial institutions;

(4) maintaining offices or agencies for the transfer, exchange, and registration of securities of the entity or maintaining trustees or depositories with respect to those securities;

(5) selling through independent contractors;

(6) soliciting or obtaining orders by any means if the orders require acceptance



outside this state before they become contracts;

(7) creating or acquiring indebtedness, mortgages, or security interests in property;

(8) securing or collecting debts or enforcing mortgages or security interests in property securing the debts, and holding, protecting, or maintaining property so acquired;

(9) conducting an isolated transaction that is not in the course of similar transactions;

(10) owning, without more, property; and

(11) doing business in interstate commerce.

(b) A person does not do business in this state solely by being an interest holder or governor of a foreign entity that does business in this state.

(c) This section does not apply in determining the contacts or activities that may subject a foreign filing entity or foreign limited liability partnership to service of process, taxation, or regulation under law of this state other than this [act].

#### **SECTION 1-506. NONCOMPLYING NAME OF FOREIGN ENTITY.**

(a) A foreign filing entity or foreign limited liability partnership whose name does not comply with Section 1-301 for an entity of its type may not register to do business in this state until it adopts, for the purpose of doing business in this state, an alternate name that complies with Section 1-301. A registered foreign entity that registers under an alternate name under this subsection need not comply with [this state's assumed or fictitious name statute]. After registering to do business in this state with an alternate name, a registered foreign entity shall do business in this state under:

(1) the alternate name;

(2) its entity name, with the addition of its jurisdiction of formation ~~clearly~~  
~~identified~~; or

(3) ~~an assumed or fictitious~~a name the entity is authorized to use under [this  
state's assumed or fictitious name statute].

(b) If a registered foreign entity changes its name to one that does not comply with  
Section 1-301, it may not do business in this state until it complies with subsection (a) by  
amending its registration to adopt an alternate name that complies with Section 1-301.

**SECTION 1-507. WITHDRAWAL OF REGISTRATION OF REGISTERED  
FOREIGN ENTITY.**

(a) A registered foreign entity may withdraw its registration by delivering a statement of  
withdrawal to the [Secretary of State] for filing. The statement of withdrawal must be signed by  
the entity and state:

(1) the name of the ~~foreign~~ entity and its jurisdiction of formation;

(2) that the entity is not doing business in this state and that it withdraws its  
registration to do business in this state;

(3) that the entity revokes the authority of its registered agent to accept service on  
its behalf in this state; and

(4) an address to which service of process may be made under subsection (b).

(b) After the withdrawal of the registration of an entity, service of process in any action  
or proceeding based on a cause of action arising during the time the entity was registered to do  
business in this state may be made pursuant to Section 1-412.

1           **SECTION 1-508. WITHDRAWAL DEEMED ON CONVERSION TO**  
2           **DOMESTIC FILING ENTITY OR DOMESTIC LIMITED LIABILITY PARTNERSHIP.**

3           A registered foreign entity that converts to any type of domestic filing entity or to a domestic  
4           limited liability partnership is deemed to have withdrawn its registration on the effective date of  
5           the conversion.

6           **SECTION 1-509. WITHDRAWAL ON DISSOLUTION OR CONVERSION TO**  
7           **NONFILING ENTITY OTHER THAN LIMITED LIABILITY PARTNERSHIP.**

8           (a) A registered foreign entity that has dissolved and completed winding up or ~~that~~ has  
9           converted to a domestic or foreign nonfiling entity other than a limited liability partnership shall  
10          deliver a statement of withdrawal to the [Secretary of State] for filing. The statement must be  
11          signed by the dissolved or converted entity and state:

12                   (1) in the case of a foreign entity that has completed winding up:

13                           (A) its name and ~~its~~ jurisdiction of formation; and

14                           (B) that the foreign entity surrenders its registration to do business in this  
15          state; and

16                   (2) in the case of a foreign entity that has converted to a domestic or foreign  
17          nonfiling entity other than a limited liability partnership:

18                           (A) the name of the converting foreign entity and its jurisdiction of  
19          formation;

20                           (B) the type of nonfiling entity to which it has converted and its  
21          jurisdiction of formation;

22                           (C) that it surrenders its registration to do business in this state and  
23          revokes the authority of its registered agent to accept service on its behalf; and

(D) a mailing address to which service of process may be made under subsection (b).

(b) After a withdrawal ~~is effective~~ under this section is effective, service of process in any action or proceeding based on a cause of action arising during the time the foreign filing entity was registered to do business in this state may be made pursuant to Section 1-412.

#### **SECTION 1-510. TRANSFER OF REGISTRATION.**

(a) If a registered foreign entity merges into a nonregistered foreign entity or converts to a foreign entity required to register with the [Secretary of State] to do business in this state, the foreign entity shall deliver to the [Secretary of State] for filing an application for transfer of registration. The application must be signed by the surviving or converted entity and state:

(1) the name of the registered foreign entity before the merger or conversion;

(2) the type of entity it was before the merger or conversion;

(3) the name of the applicant entity and, if the name does not comply with Section 1-301, an alternate name adopted pursuant to Section 1-506(a);

(4) the type of entity of the applicant entity and its jurisdiction of formation; and

(5) the following information regarding the applicant entity, if different than the information for the foreign entity before the merger or conversion:

(A) the street and mailing addresses of the principal office of the entity and, if the law of the entity's jurisdiction of formation requires it to maintain an office in that jurisdiction, the street and mailing addresses of that office; and

(B) the information required pursuant to Section 1-404(a).

(b) When an application for transfer of registration takes effect, the registration of the registered foreign entity to do business in this state is transferred without interruption to the

entity into which it has merged or to which it has been converted.

## **SECTION 1-511. TERMINATION OF REGISTRATION.**

(a) The [Secretary of State] may terminate the registration of a registered foreign entity in the manner provided in subsections (b) and (c) if the entity does not:

(1) pay, not later than [60] days after the due date, any fee, tax, interest, or penalty required to be paid to the [Secretary of State] under this [act] or law of this state other than this [act];

(2) deliver to the [Secretary of State] for filing, not later than [60] days after the due date, [an annual] [a biennial] report;

(3) have a registered agent as required by Section 1-402; or

(4) deliver to the [Secretary of State] for filing a statement of change under Section 1-407 not later than [30] days after a change occurs in the name or address of the entity's registered agent.

(b) The [Secretary of State] may terminate the registration of a registered foreign entity by:

(1) filing a notice of termination or noting the termination in the records of the [Secretary of State]; and

(2) delivering a copy of the notice or the information in the notation to the entity's registered agent ~~or~~ if the entity does not have a registered agent, to the entity's principal office.

(c) The notice must state or the information in the notation under subsection (b) must include:

(1) the effective date of the termination, which must be at least [60] days after the date the [Secretary of State] delivers the copy; and

1 (2) the grounds for termination under subsection (a).

2 (d) The authority of a registered foreign entity to do business in this state ceases on the  
3 effective date of the notice of termination or notation under subsection (b), unless before that  
4 date the entity cures each ground for termination stated in the notice or notation. If the entity  
5 cures each ground, the [Secretary of State] shall file a record so stating.

6 **[SECTION 1-512. ACTION BY [ATTORNEY GENERAL].]** The [Attorney  
7 General] may maintain an action to enjoin a foreign filing entity or foreign limited liability  
8 partnership from doing business in this state in violation of this [act].]

9 **[PART] 6**

10 **ADMINISTRATIVE DISSOLUTION**

11 **SECTION 1-601. GROUNDS.** The [Secretary of State] may commence a proceeding  
12 under Section 1-602 to dissolve a domestic filing entity administratively if the entity does not:

13 (1) pay any fee, tax, interest, or penalty required to be paid to the [Secretary of State] not  
14 later than [six months] after it is due;

15 (2) deliver [an annual] [a biennial] report to the [Secretary of State] not later than [six  
16 months] after it is due; or

17 (3) have a registered agent in this state for [60] consecutive days.

18 **SECTION 1-602. PROCEDURE AND EFFECT.**

19 (a) If the [Secretary of State] determines that one or more grounds exist under Section 1-  
20 601 for administratively dissolving a domestic filing entity, the [Secretary of State] shall serve  
21 the entity pursuant to Section 1-~~240~~212 with notice in a record of the [Secretary of State's]  
22 determination.

23 (b) If a domestic filing entity, not later than [60] days after service of the notice required

1 by subsection (a), does not cure ~~each ground for dissolution~~ or demonstrate to the satisfaction of  
2 the [Secretary of State] ~~that~~ the nonexistence of each ground determined by the [Secretary of  
3 State] ~~does not exist,~~ the [Secretary of State] shall administratively dissolve the entity  
4 ~~administratively~~ by signing a statement of administrative dissolution that recites the grounds for  
5 dissolution and the effective date of dissolution. The [Secretary of State] shall file the statement  
6 and serve a copy on the entity pursuant to Section 1-~~210~~212.

7 (c) A domestic filing entity that is dissolved administratively continues its existence as  
8 ~~an~~ the same type of entity but may not carry on any activities except as necessary to wind up its  
9 activities and affairs and liquidate its assets in the manner provided in its organic law or to apply  
10 for reinstatement under Section 1-603.

11 (d) The administrative dissolution of a domestic filing entity does not terminate the  
12 authority of its registered agent.

### 13 **SECTION 1-603. REINSTATEMENT.**

14 (a) A domestic filing entity that is dissolved administratively under Section 1-602 may  
15 apply to the [Secretary of State] for reinstatement [not later than [two] years after the effective  
16 date of dissolution]. The application must be signed by the entity and state:

17 (1) the name of the entity at the time of its administrative dissolution and, if  
18 needed, a different name that satisfies Section 1-301;

19 (2) the address of the principal office of the entity and the name and address of its  
20 registered agent;

21 (3) the effective date of the entity's administrative dissolution; and

22 (4) that the grounds for dissolution did not exist or have been cured.

23 (b) To be reinstated, an entity must pay all fees, taxes, interest, and penalties that were

1 due to the [Secretary of State] at the time of ~~it~~the entity's administrative dissolution and all fees,  
2 taxes, interest, and penalties that would have been due to the [Secretary of State] while the entity  
3 was dissolved administratively.

4 (c) If the [Secretary of State] determines that an application under subsection (a) contains  
5 the required information ~~required by subsection (a)~~, is satisfied that the information is correct,  
6 and determines that all payments required to be made to the [Secretary of State] by subsection  
7 (b) have been made, the [Secretary of State] shall:

8 (1) cancel the statement of administrative dissolution and prepare a statement of  
9 reinstatement that states the [Secretary of State's] determination and the effective date of  
10 reinstatement;

11 (2) file the statement of reinstatement; and

12 (3) serve a copy ~~of the statement~~ on the entity.

13 (d) When reinstatement under this section is effective, the following rules apply:

14 (1) ~~it~~The reinstatement relates back to and takes effect as of the effective date of  
15 the administrative dissolution; ~~and~~.

16 (2) The domestic filing entity resumes carrying on its activities and affairs as if  
17 the administrative dissolution had never occurred; ~~except for~~.

18 (3) The rights of a person arising out of an act or omission in reliance on the  
19 dissolution before the person knew or had ~~reason to know~~notice of the reinstatement are not  
20 affected.

#### 21 **SECTION 1-604. JUDICIAL REVIEW OF DENIAL OF REINSTATEMENT.**

22 (a) If the [Secretary of State] denies a domestic filing entity's application for  
23 reinstatement following administrative dissolution, the [Secretary of State] shall serve the entity



1 with a notice in a record that explains the reasons for denial.

2 (b) An entity may seek judicial review of denial of reinstatement in [the appropriate  
3 court] not later than [30 days] after service of the notice of denial.

## 4 [PART] 7

### 5 MISCELLANEOUS PROVISIONS

6 **SECTION 1-701. RESERVATION OF POWER TO AMEND OR REPEAL.** The  
7 [legislature of this state] has power to amend or repeal all or part of this [act] at any time, and all  
8 domestic and foreign entities subject to this [act] are governed by the amendment or repeal.

9 **SECTION 1-702. SUPPLEMENTAL PRINCIPLES OF LAW.** Unless displaced by  
10 particular provisions of this [act], the principles of law and equity supplement this [act].

11 **SECTION 1-703. UNIFORMITY OR CONSISTENCY OF APPLICATION AND**  
12 **CONSTRUCTION.** In applying and construing the [articles] of this [act] based on uniform or  
13 model acts, consideration must be given to the need to promote uniformity or consistency of the  
14 law with respect to its subject matter among states that enact it.

15 **SECTION 1-~~705~~704. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL**  
16 **AND NATIONAL COMMERCE ACT.** This [act] modifies, limits, ~~or~~and supersedes the  
17 Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001 et seq., but  
18 does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or  
19 authorize electronic delivery of any of the notices described in Section 103(b) of that act, 15  
20 U.S.C. Section 7003(b).

21 **SECTION 1-~~706~~705. SAVINGS CLAUSE.** The repeal of a statute by this [act] does  
22 not affect:

23 (1) the operation of the statute or any action taken under it before its repeal;

(2) any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or incurred under the statute before its repeal;

(3) any violation of the statute or any penalty, forfeiture, or punishment incurred because of the violation before its repeal; or

(4) any proceeding, reorganization, or dissolution commenced under the statute before its repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with the statute as if it had not been repealed.

**SECTION 1-704706. SEVERABILITY CLAUSE.** If any provision of this [act] or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this [act] which can be given effect without the invalid provision or application, and to this end the provisions of this [act] are severable~~-.]~~

*Legislative Note: Include this section only if this state lacks a general severability statute or decision by the highest court of this state stating a general rule of severability.*

**SECTION 1-707. REPEALS.** The following acts and parts of acts are repealed:

\_\_\_\_\_ (1)

\_\_\_\_\_ (2)

\_\_\_\_\_ (3) .

**SECTION 1-708. EFFECTIVE DATE.** This [act] takes effect . . .

*Legislative Note: The effectiveness of Article 1 will need to be coordinated with the application of any other articles of the Code that are enacted at the same time as Article 1. There may be transitional provisions in another article that delays the full effectiveness of that article but permits the optional organization of entities under the articles before it applies to all entities. In that case, this article will need to be effective as soon as the other article applies to any entities.*

## [ARTICLE] 2

### ENTITY TRANSACTIONS

## [ARTICLE] 3

1	<b>GENERAL PARTNERSHIPS</b>
2	<b>[ARTICLE] 4</b>
3	<b>LIMITED PARTNERSHIPS</b>
4	<b>[ARTICLE] 5</b>
5	<b>LIMITED LIABILITY COMPANIES</b>
6	<b>[ARTICLE] 6</b>
7	<b>LIMITED COOPERATIVE ASSOCIATIONS</b>
8	<b>[ARTICLE] 7</b>
9	<b>UNINCORPORATED NONPROFIT ASSOCIATIONS</b>
10	<b>[ARTICLE] 8</b>
11	<b>STATUTORY TRUST ENTITIES</b>
12	<b>[ARTICLE] 9</b>
13	<b>BUSINESS CORPORATIONS</b>
14	<b>[ARTICLE] 10</b>
15	<b>NONPROFIT CORPORATIONS</b>
16	