



ARTICLE ONE OF THE UNIFORM BUSINESS ORGANIZATIONS CODE (UBOC HUB) (2011) (LAST AMENDED 2013)

- A Summary -

Since 1994, the Uniform Law Commission has promulgated nine unincorporated business entity acts. All of them have been updated as part of the Harmonization of Business Entity Acts Drafting Project which was completed in 2013. These acts can now be enacted as stand-alone acts or combined into a single act which is called the Uniform Business Organizations Code (UBOC). The UBOC is based on a “Hub and Spoke” model in which provisions common to all the individual statutes are placed in the Hub and the other provisions remain in the individual entity acts, which are the Spokes.

The Hub is Article 1 of the UBOC. Article 2 is the Model Entity Transactions Act, which authorizes merger, interest exchange, conversion, and domestication transactions for every type of business entity covered by the Spokes. The Uniform Partnership Act is Article 3. The Uniform Limited Partnership Act is Article 4. The Uniform Limited Liability Company Act is Article 5. The Uniform Limited Cooperative Association Act is Article 6. The Uniform Unincorporated Nonprofit Association Act is Article 7. The Uniform Statutory Trust Entity Act is Article 8.

The Hub is a joint project of the Uniform Law Commission and American Bar Association Business Law Section. It was tentatively approved in 2009 and formally approved in 2011. Additional amendments recommended by the Harmonization project drafting committee were approved in 2013.

The Hub is divided into seven parts:

- **Part 1** has 50 definitions that apply to all the UBOC Articles.
- **Part 2** contains all the basic provisions dealing with filing of documents in the office of the Secretary of State (or the equivalent state filing office), including filing and signature requirements, use of forms, effective date and time of filing, correcting and withdrawal of filed records, duty of the Secretary of State to file, certificates of good standing, liability for inaccurate information in filed documents, the content of annual/biennial reports, and filing fees.
- **Part 3** deals with entity names and reservation and registration of entity names.
- **Part 4** contains the registered agent provisions including the appointment, changes in the name and address and resignation of a registered agent, the duties of registered agents, special provisions authorizing single filings for commercial registered agents that serve as the registered agent for multiple entities, and service of process on a registered agent. Part 4 has the same provisions as the Model Registered Agents Act.

- **Part 5** covers foreign entities and has provisions for registration to do business in the state and the legal consequences of not registering when required to do so, a non-exclusive list of activities that do not constitute doing business in the state, procedures for adopting an alternative name if the existing name conflicts with a name of an entity that has filed its name in the state, and withdrawal and termination of foreign registration.
- **Part 6** contains the provisions on administrative dissolution for failing to file the annual/biennial report, or to pay fees, taxes, interest or penalties required to be paid to the Secretary of State and the grounds for reinstatement of the entity upon remedying the deficiencies that led to the administrative dissolution.
- **Part 7** has several standard miscellaneous provisions, including a reservation of power to amend or repeal the act, severability and savings provisions and a provision on supplemental principles of law.

The individual Spoke acts of the UBOC contain virtually all of the Hub provisions, but not necessarily in the same sequence as in the Hub. The most efficient way of enacting the Hub is to make it Article 1 of the UBOC. It can be enacted as a stand-alone act, and in 2012 one state did this. The difficulty of this approach is that it requires a great many amendments to all the state's business entity statutes in order to amend or repeal all the sections in the entity acts that contain the subject matter in the Hub.

For more information on Article 1 of the UBOC, please contact Brian Lewis or Kaitlin Wolff at (312) 450-6600 or by email at blewis@uniformlaws.org or kwolff@uniformlaws.org.