

DRAFT
FOR DISCUSSION ONLY

REGISTERED AGENTS AND ANNUAL FILING REQUIREMENTS ACT

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

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With Partial Comments and Appendix of Conforming Amendments

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**DRAFTING COMMITTEE ON REGISTERED AGENTS AND ANNUAL FILING
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REGISTERED AGENTS AND ANNUAL FILING REQUIREMENTS ACT

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1 **REGISTERED AGENTS AND ANNUAL FILING REQUIREMENTS ACT**

3 **[ARTICLE] 1**

4 **PRELIMINARY PROVISIONS**

6 **SECTION 101. SHORT TITLE.** This [act] may be cited as the [State] Registered
7 Agents and Annual Filing Requirements Act.

8 **SECTION 102. DEFINITIONS.**

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

10 (1) “Commercial registered agent” means an individual or a domestic or
11 foreign entity that is registered under section 202.

12 (2) “Designation of agent” means a statement appointing an agent for
13 service of process filed by:

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

16 (B) a nonqualified foreign entity under section 207.

17 (3) “Foreign qualification document” means an application for a certificate
18 of authority or other foreign qualification filing with the [Secretary of State] by a foreign entity.

19 (4) “Noncommercial registered agent” means a person who is not
20 registered under section 202 and who is:

21 (A) an individual or a domestic or foreign entity that serves in this
22 State as an agent for service of process of an entity; or

1 (B) the individual who holds the office or other position in an
2 entity that is designated as the agent for service of process pursuant to section 201(a)(2)(B)(ii).

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

5 (6) “Nonresident LLP statement” means:

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

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

10 (7) “Registered agent” means a commercial registered agent or a
11 noncommercial registered agent.

12 (8) “Registered agent filing” means:

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

14 (B) a nonresident LLP statement;

15 (C) a foreign qualification document;

16 (D) a designation of agent; or

17 (E) an annual report filed under [Article] 3.

18 (9) “Registered county” means the county designated by an entity as
19 provided in this [act] for publication of notices under its organic law and the laying of venue in
20 actions under its organic law.

21 (10) “Represented entity” means:

22 (A) a domestic filing entity;

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

3 (C) a qualified foreign entity;

4 (D) a domestic or foreign unincorporated nonprofit association for
5 which a designation of agent has been filed; or

6 (E) a nonqualified foreign entity for which a designation of agent
7 has been filed.

8 (b) Other definitions. As used in this [act], the following terms have the meanings
9 given to them in [Section 102 of the Model Entity Transactions Act]:

10 (1) “domestic entity”

11 (2) “entity”

12 (3) “filing entity”

13 (4) “foreign entity”

14 (5) “governance interest”

15 (6) “governor”

16 (7) “interest”

17 (8) “interest holder”

18 (9) “jurisdiction of organization”

19 (10) “organic law”

20 (11) “organic rules”

21 (12) “person”

22 (13) “private organic rules”

23 (14) “public organic document”

1 (15) “qualified foreign entity”

2 (16) “record”

3 (17) “sign”

4 (18) “transferable interest”

5 (19) “type”

6 **Comment**

7
8 **In general.** This section outlines the vocabulary of terms used in the Act. Subsection (a)
9 defines a number of terms in a manner specific to the purposes of the Act, while subsection (b)
10 imports into the Act definitions of a number of terms defined in the Model Entity Transactions
11 Act.

12
13 **Subsection (a).** The definitions in this subsection have been created specifically for
14 purposes of this Act. They are designed in particular to simplify the substantive provisions of
15 the Act by permitting brief reference to sometimes broad concepts.

16
17 “Commercial registered agent.”

18
19 “Designation of agent.”

20
21 “Foreign qualification document.”

22
23 “Noncommercial registered agent.”

24
25 “Nonqualified foreign entity.”

26
27 “Nonresident LLP statement.”

28
29 “Registered agent.”

30
31 “Registered agent filing.”

32
33 “Registered county.”

34
35 “Represented entity”

36
37 **Subsection (b).** This subsection makes applicable in this Act the definitions of a number
38 of terms defined in the Model Entity Transactions Act (“META”). Because of the broad scope
39 of the substantive provisions of META, it was necessary in that act to provide a set of defined
40 terms that would describe many aspects of the substantive laws relating to the internal affairs of
41 entities. Thus the definitions in META provide a general vocabulary for speaking about entity

1 law issues. Like META, this Act applies generally to all types of private entities that may be
2 created under a state's laws and accordingly uses many of the terms defined in META.

3
4 Many states may choose to codify both META and this Act in a way that makes the
5 definitions in META applicable to both META and this Act. In those states, subsection (b) may
6 be omitted entirely. In a state that has not adopted META, on the other hand, it will be necessary
7 to include in this section the full definitions of the terms listed in subsection (b). The full
8 definitions of the terms listed in subsection (b) have not been included in the official text of this
9 Act in order to simply highlight the definitions in subsection (a).

10
11 The terms listed in subsection (b) are defined in META as follows:

12
13 "Domestic entity" means an entity whose internal affairs are governed by the law of this
14 state.

15
16 "Entity" means a person that has a separate legal existence or has the power to acquire an
17 interest in real property in its own name other than:

18 (A) an individual;

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

21 (C) an association or relationship that is not a partnership by reason of [Section
22 202(c) of the Uniform Partnership Act (1997)] or a similar provision of the law of any other
23 jurisdiction;

24 (D) a decedent's estate; or

25 (E) a government, a governmental subdivision, agency, or instrumentality, or a
26 quasi-governmental instrumentality.

27
28 "Filing entity" means an entity that is created by the filing of a public organic document.

29
30 "Foreign entity" means an entity other than a domestic entity.

31
32 "Governance interest" means the right under the organic law or organic rules of an entity,
33 other than as a governor, agent, assignee, or proxy, to:

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

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

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

39
40 "Governor" means a person by or under whose authority the powers of an entity are
41 exercised and under whose direction the business and affairs of the entity are managed pursuant
42 to the organic law and organic rules of the entity.

43
44 "Interest" means:

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

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

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

2
3 “Interest holder” means a direct holder of an interest.

4
5 “Jurisdiction of organization” of an entity means the jurisdiction whose law includes the
6 organic law of the entity.

7
8 “Organic law” means the statutes, if any, other than this [Act], governing the internal
9 affairs of an entity.

10
11 “Organic rules” means the public organic document and private organic rules of an entity.

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

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

20
21 “Public organic document” means the public record the filing of which creates an entity,
22 and any amendment to or restatement of that record.

23
24 “Qualified foreign entity” means a foreign entity that is authorized to transact business in
25 this state pursuant to a filing with the [Secretary of State].

26
27 “Record” means information that is inscribed on a tangible medium or that is stored in an
28 electronic or other medium and is retrievable in perceivable form.

29
30 “Sign” means, with present intent to authenticate or adopt a record:

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

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

34
35 “Transferable interest” means the right under an entity’s organic law to receive
36 distributions from the entity.

37
38 “Type,” with regard to an entity, means a generic form of entity:

39 (A) recognized at common law; or

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

1 **SECTION 103. FEES.**

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

<u>document</u>	<u>fee</u>
(1) statement of registration	\$__
(2) statement of change	\$__
(3) statement of resignation	no fee
(4) designation of agent	\$__
(5) annual report	\$__
(6) amended annual report	\$__

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

15 (c) Copy and certification fees. The [Secretary of State] shall collect the
16 following fees for copying and certifying a copy of any document filed under this [act]:

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

19 **Comment**

20
21 Subsection (a) establishes the filing fees for all documents that may be filed under the
22 Act. The dollar amounts for each filing should be inserted by each adopting state with reference
23 to the filing fees charged for other filings with the Secretary of State.

24
25 Subsection (a)(3) provides that a fee is not required in connection with a filing of a
26 statement of resignation. That permits a person who is named as a registered agent without the
27 person's consent, or who agrees to serve as registered agent for a fee and the fee is not paid, to
28 eliminate any reference to the person in the records of the Secretary of State without expense.

1
2 Subsection (c) establishes fees for copying and certifying documents filed under the Act.
3 The dollar amounts for these fees should be inserted by each adopting state with reference to the
4 fees charged for those services under the state's various entity laws.
5

6 This section is patterned after Section 1.22 of the Model Business Corporation Act.
7

8 **SECTION 104. ADDRESSES IN FILINGS.** Whenever this [act] requires a filing to
9 state a street address, the filing must state both:

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

11 (2) a mailing address, if different than the address under paragraph (1).

1 [ARTICLE] 2

2 REGISTERED AGENTS

3
4 SECTION 201. APPOINTMENT OF REGISTERED AGENT.

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

6 (1) except as provided in subsection (d), the name of the entity's registered
7 county; and

8 (2) either:

9 (A) the name of the entity's commercial registered agent; or

10 (B) if the entity does not have a commercial registered agent,
11 either:

12 (i) the name and street address of the entity's
13 noncommercial registered agent; or

14 (ii) the title of an office or other position with the entity if
15 service of process is to be sent to the person holding that office or position, and the street address
16 of the business office of that person.

17 (b) Consent of registered agent. The designation of a registered agent pursuant to
18 subsection (a)(2)(A) or (a)(2)(B)(i) is an affirmation that the registered agent has consented to
19 serve as such.

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

(d) Transitional rule. If a domestic or foreign entity represented by a noncommercial registered agent has not designated a registered county, its registered county is the county in which the address of the noncommercial registered agent as set forth in the represented entity's most recent registered agent filing is located.

Comment

Subsection (a)(2) gives an entity the option of listing the name of its commercial registered agent and the name of its registered county in lieu of listing a registered address. If the commercial registered agent subsequently changes its address, that change will be reflected in the filing made by the agent under Section 4, but no change will be necessary in the registered agent filing of any of the entities represented by the commercial registered agent.

The address of an entity's commercial registered agent may be ascertained from the records of the Secretary of State by consulting its registration under Section 4. The address of an entity's noncommercial registered agent is usually not an address of the represented entity. On the other hand, Section 3(a)(3) permits an entity to designate a person within the organization, such as its general counsel, to serve as its registered agent; and in that circumstance the address of the registered agent may very well be a business address of the represented entity.

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

SECTION 202. REGISTRATION OF COMMERCIAL REGISTERED AGENT.

(a) General rule. An individual or a domestic or foreign entity may register as a commercial registered agent by filing with the [Secretary of State] a statement of registration signed by or on behalf of the person and stating:

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

(2) that the person is in the business of serving as an agent for service of process in this state; and

(3) the street address of a place of business of the person in this state to

1 which service of process and other notice and documents being served on or sent to entities
2 represented by it may be delivered.

3 (b) Effectiveness of statement. A statement of registration takes effect on filing.

4 (c) Transitional rule. If an entity has not designated a registered county and its
5 noncommercial registered agent registers under this section, the registered county of the
6 represented entity is the county in which the address of the registered agent as set forth in the
7 represented entity's most recent registered agent filing is located, but process must be served on
8 the office designated by the commercial registered agent in its filing under this section.

9 **Comment**

10
11 This section is a substantial simplification of practice because it removes the need to
12 amend the filed record of every entity represented by a commercial registered agent when the
13 agent changes its address.

14
15 This section is patterned generally after 15 Pa.C.S. § 109.
16

17 **SECTION 203. CHANGE OF REGISTERED AGENT OR REGISTERED** 18 **COUNTY BY ENTITY.**

19 (a) General rule. A represented entity may change the information currently on
20 file under section 201(a) by filing with the [Secretary of State] a statement of change signed on
21 behalf of the entity and stating:

22 (1) the name of the entity; and

23 (2) the information required by section 201(a) that is to be in effect as a
24 result of the filing.

25 (b) Approval of interest holders or governors not required. It is not necessary for
26 the interest holders of a domestic entity to approve the filing of:

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

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

(c) Consent of registered agent. The designation of a registered agent pursuant to subsection (a) is an affirmation that the registered agent has consented to serve as such.

(d) Effectiveness of statement. A statement of change takes effect on filing.

(e) Nonexclusive procedure. Instead of using the procedures in this section, a represented entity may change its registered agent or registered county by amending its most recent registered agent filing in the manner provided by law for amending that filing.

Comment

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

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

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

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

SECTION 204. CHANGE OF NAME OR STREET ADDRESS BY NONCOMMERCIAL REGISTERED AGENT.

(a) General rule. A noncommercial registered agent may change its name or street address as currently in effect with respect to a represented entity pursuant to section 201(a)

1 by filing with the [Secretary of State] a statement of change signed on behalf of the
2 noncommercial registered agent and stating:

3 (1) the name and street address of the noncommercial registered agent as
4 currently in effect with respect to the represented entity;

5 (2) the name of the represented entity;

6 (3) if the name of the noncommercial registered agent has changed, the
7 new name; and

8 (4) if the street address of the noncommercial registered agent has
9 changed, the new street address.

10 (b) Effectiveness of statement. A statement of change takes effect on filing.

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

14 (d) Transitional rule. A filing under this section does not change the registered
15 county of the represented entity as determined under section 201(d).

16 **Comment**

17
18 Subsection (a)(4) restricts a noncommercial registered agent from changing its address to
19 one located in a different county unless the represented entity has designated a registered county
20 so that the noncommercial registered agent does not have the power to change the county in
21 which venue is to be laid and notices published. If the represented entity has designated a
22 registered county, that restriction does not apply because a change to an address in a different
23 county will not affect the represented entity's registered county.

24
25 This section is patterned after 15 Pa.C.S. § 108.
26

27 **SECTION 205. CHANGE OF NAME OR STREET ADDRESS BY** 28 **COMMERCIAL REGISTERED AGENT.**

1 (a) General rule. A commercial registered agent may change its name or street
2 address as currently registered under section 202(a) by filing with the [Secretary of State] a
3 statement of change signed by or on behalf of the commercial registered agent and stating:

4 (1) the name and street address of the commercial registered agent as
5 currently registered under section 202(a);

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

8 (3) if the street address of the commercial registered agent has changed,
9 the new street address.

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

13 (c) Effectiveness of statement. A statement of change takes effect on filing.

14 (d) Notice to represented entities. The commercial registered agent must
15 promptly furnish each entity represented by it with notice in a record of the filing of the
16 statement of change and the changes made by the filing.

17 **Comment**

18 This section is patterned after 15 Pa.C.S. § 109(b).
19
20

21 **SECTION 206. RESIGNATION OF REGISTERED AGENT.**

22 (a) General rule. A registered agent may resign at any time with respect to a
23 represented entity by filing with the [Secretary of State] a statement of resignation signed by or
24 on behalf of the registered agent and stating:

25 (1) the name of the represented entity;

1 (2) the name of the registered agent;

2 (3) that the registered agent resigns from serving as agent for service of
3 process for the represented entity.

4 (b) Effectiveness of statement. A statement of resignation takes effect on the 31st
5 day after the day on which it is filed.

6 (c) Notice to represented entity. The registered agent must promptly furnish the
7 represented entity with notice in a record of the date on which the statement of resignation was
8 filed.

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

12 **Comment**

13
14 Resignation under this section may be accomplished solely by action of the registered
15 agent and does not require the cooperation or consent of the represented entity. Whether a
16 resignation violates a contract between the registered agent and the represented entity is beyond
17 the scope of this Act. Even if a resignation were to violate such a contract, the resignation would
18 still be effective if the provisions of this section are followed.

19
20 Subsection (b) delays the effectiveness of a statement of resignation for 31 days to allow
21 the notice of the resignation that must be sent under subsection (c) to reach the represented entity
22 and to allow the represented entity to arrange for a substitute registered agent.

23
24 Subsection (a) is a generalization of Section 5.03(a) of the Model Business Corporation
25 Act, Section 116(a) of the Uniform Limited Partnership Act, and Section 110(a) of the Uniform
26 Limited Liability Company Act. Subsection (b) is a generalization of Section 5.03(c) of the
27 Model Business Corporation Act, Section 116(c) of the Uniform Limited Partnership Act, and
28 Section 110(c) of the Uniform Limited Liability Company Act. Subsection (c) is derived from
29 Section 5.03(b) of the Model Business Corporation Act, Section 116(b) of the Uniform Limited
30 Partnership Act, and Section 110(b) of the Uniform Limited Liability Company Act, except that
31 notice under this Act is to be given by the resigning registered agent rather than the Secretary of
32 State.

SECTION 207. DESIGNATION OF AGENT.

(a) General rule. A nonqualified foreign entity may file with the [Secretary of State] a statement appointing an agent for service of process, which must be signed on behalf of the nonqualified foreign entity and set forth:

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

(2) the information required by section 201(a).

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

Comment

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

SECTION 208. SERVICE OF PROCESS ON ENTITIES.

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

(b) Service in absence of registered agent. If an entity that has previously filed with the [Secretary of State] a registered agent filing no longer has a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served

[option 1]: by registered or certified mail, return receipt requested, addressed to the entity at its principal office. Service is perfected under this subsection at the earliest of:

(1) the date the entity receives the mail;

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

(3) five days after its deposit in the United States Mail, if correctly
addressed.]

[option 2: by delivering to the [Secretary of State] duplicate copies of the
document being served. The [Secretary of State] must forward one of the copies by registered or
certified mail, return receipt requested, to the entity at the most current street address for the
entity shown on the records of the [Secretary of State]. The [Secretary of State] must keep a
record of each document served pursuant to this subsection and record the time of, and the action
taken regarding, the service. Service is perfected under this subsection at the earliest of:

(1) the date the entity receives the mail;
(2) the date shown on the return receipt, if signed on behalf of the entity;
or
(3) five days after its deposit in the United States Mail, if correctly
addressed.]

[option 3: *insert other state specific language regarding substituted service*].

(c) Other means of service. This section does not prescribe the only means, or
necessarily the required means, of serving an entity.

Comment

Subsection (c) makes clear that service may be perfected by any other means specified by
applicable statutes or rules.

Subsections (a) and (c) are a generalization of Section 5.04(a) and (c) of the Model
Business Corporation Act, Section 117(a) and (f) of the Uniform Limited Partnership Act, and
Section 111(a) and (e) of the Uniform Limited Liability Company Act. Option 1 for subsection
(b) is a generalization of Section 5.04(b) of the Model Business Corporation Act. Option 2 for

1 subsection (b) is a generalization of Section 117(c) – (e) of the Uniform Limited Partnership Act
2 and Section 111(c) and (d) of the Uniform Limited Liability Company Act.
3

4 **SECTION 209. DUTY OF REGISTERED AGENT.** The sole duties to a represented
5 entity of a registered agent who has complied with this [act] are to:

6 (1) forward to the represented entity at its last known address any notice, process,
7 or demand that is served on the registered agent; and

8 (2) provide the notices required by this [act] to the represented entity at its last
9 known address.

1 [ARTICLE] 3

2 ENTITY ANNUAL REPORTS

3
4 SECTION 301. ANNUAL REPORT REQUIRED.

5 (a) Filing of annual report. Each domestic filing entity, domestic limited liability
6 partnership, or qualified foreign entity must file with the [secretary of state] an annual report
7 signed on behalf of the entity and stating:

8 (1) the name of the entity;

9 (2) its jurisdiction of organization [and the date of its organization];

10 (3) the information required by section 201;

11 (4) the address of its principal executive office, wherever located;

12 (5) the names of:

13 (A) in the case of a corporation, the president or chief executive
14 officer, the treasurer or chief financial officer, and the directors or, in the case of a statutory close
15 corporation without directors, the shareholders;

16 (B) in the case of a limited liability company, the managers or, if
17 there are no managers, the members;

18 (C) in the case of a limited partnership or domestic limited liability
19 partnership, the general partners; and

20 (D) in the case of a [business] [statutory] trust, the trustees.

21 [(6) A brief statement of the character of the business in which the entity is
22 actually engaged in this State, if any.]

(b) Information current. The information in the annual report must be current as of the date the report is filed.

(c) Time of filing. An annual report must be filed between January 1 and April 1 of each year following the year in which:

(1) a domestic filing entity is created;

(2) a domestic limited liability partnership files a statement of qualification; or

(3) a qualified foreign entity is first authorized to transact business in this state.

SECTION 302. FAILURE TO FILE ANNUAL REPORT.

(a) Penalty. An entity that fails to file an annual report as required by section 301 must pay, in addition to the fee set forth in section 103, a late filing penalty of [_____].

(b) Dissolution or revocation. If an entity fails to file an annual report within 60 days after it is due under section 301 or to pay within that time the annual report fee set forth in section ____ and the penalty required under subsection (a), the [Secretary of State] may:

(1) if the entity is a domestic filing entity, dissolve the entity in accordance with the provisions for administrative dissolution in the entity's organic law;

(2) if the entity is a domestic limited liability partnership, revoke its statement of qualification as provided in its organic law; or

(3) if the entity is a qualified foreign entity, revoke its authority to transact business in this State in accordance with the provisions for revocation in the law of this State that is the organic law of that type of entity.

(c) Reinstatement. If an entity is dissolved or its statement of qualification or

1 authority to transact business is revoked, the entity may have its good standing, statement of
2 qualification, or authority to transact business reinstated in accordance with the law of this State.

3 **SECTION 303. AMENDED ANNUAL REPORT.** If the information contained in an
4 annual report filed under section 301 has changed, the entity may file with the [Secretary of
5 State] an amended annual report. The amended annual report must be signed on behalf of the
6 entity and set forth:

7 (1) the name of the entity;

8 (2) its jurisdiction of organization;

9 (3) the information required by section 201;

10 (4) the date on which the annual report being amended was filed; and

11 (5) the information that has changed and the date on which it changed.

12 **SECTION 304. FORMS.** The [Secretary of State] may prescribe and furnish on request
13 a form of annual report. If the [Secretary of State] so requires, use of the form is mandatory.

1 [ARTICLE] 4

2 MISCELLANEOUS PROVISIONS

3
4 **SECTION 401. CONSISTENCY OF APPLICATION.** In applying and construing
5 this [act], consideration must be given to the need to promote consistency of the law with respect
6 to its subject matter among states that enact it.

7 **SECTION 402. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL**
8 **AND NATIONAL COMMERCE ACT.** This [act] modifies, limits, and supersedes the federal
9 Electronic Signatures in Global and National Commerce Act (15 U.S.C. Section 7001, et seq.),
10 but does not modify, limit, or supersede Section 101(c) of that act (15 U.S.C. Section 7001(c)) or
11 authorize delivery of any of the notice described in Section 103(b) of that act (15 U.S.C. Section
12 7003(b)).

13 **SECTION 403. EFFECTIVE DATE.** This [act] takes effect [January 1, 20__].

14 **SECTION 404. SAVINGS CLAUSE.** This [act] does not affect an action or
15 proceeding commenced or right accrued before the effective date of this [act].

1
2 **APPENDIX**

3 **CONFORMING AMENDMENTS AND REPEALS**

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

7 (a) Sections 1.21, 1.22, 1.25, 1.26, 1.28, 1.40, 1.41, and 2.02 of the Model Business
8 Corporation Act are amended to read:

9 § 1.21. Forms.

10 (a) The secretary of state may prescribe and furnish on request forms for: (1) an
11 application for a certificate of existence, (2) a foreign corporation's application for a certificate
12 of authority to transact business in this state, and (3) a foreign corporation's application for a
13 certificate of withdrawal[, and (4) the annual report]. If the secretary of state so requires, use
14 of these forms is mandatory.

15 * * *

16 § 1.22. Filing, service, and copying fees.

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

19 * * *

20 [(7) Corporation's statement of change of registered agent or
21 registered office or both

\$__

22 (8) Agent's statement of change of registered office for
23 each affected corporation not to exceed a total of ____

\$__

24 (9) Agent's statement of resignation

no fee]

25 * * *

26 [(23) Annual report

\$__]

27 * * *

28 § 1.25. Filing duty of Secretary of State.

29 * * *

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

34 * * *

35 § 1.26. Appeal from Secretary of State's refusal to file document.

36 (a) If the secretary of state refuses to file a document delivered to his office for filing,
37 the domestic or foreign corporation may appeal the refusal within 30 days after the return of the
38 document to the [name or describe] court [of the county where the corporation's principal office
39 is or will be located (or, if none in this state, [its registered office) is or will be located] of its
40 registered county] [of _____ county]. The appeal is commenced by petitioning the court to

1 compel filing the document and by attaching to the petition the document and the secretary of
2 state's explanation of his refusal to file.

3 * * *

4 § 1.28. Certificate of existence.

5 * * *

6 (b) A certificate of existence or authorization sets forth:

7 * * *

8 (4) that its most recent annual report required by **[section 16.21]** [section 301
9 of the Registered Agents and Annual Filing Requirements Act] has been delivered to the
10 secretary of state;

11 * * *

12 § 1.40. Act definitions.

13 In this Act:

14 (1) "Articles of incorporation" means the original articles of incorporation, all
15 amendments thereof, and any other documents permitted or required to be filed by a
16 domestic business corporation with the secretary of state under any provision of this Act
17 **[except section 16.21]**. If an amendment of the articles or any other document filed
18 under this Act restates the articles in their entirety, thenceforth the "articles" shall not
19 include any prior documents.

20 * * *

21 (19A) "Registered county" means the county identified or determined as such
22 pursuant to [section 201 of the Registered Agents and Annual Filing Requirements Act].

23 * * *

24 § 1.41. Notice.

25 * * *

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

31 * * *

32 § 2.02. Articles of incorporation.

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

34 * * *

35 (3) **[the street address of the corporation's initial registered office and the**
36 **name of its initial registered agent at that office]** the information required by [Section
37 201(a) of the Registered Agents and Annual Filing Requirements Act]; and

38 * * *

39
40 (b) Chapter 5 of the Model Business Corporation Act is repealed.

41 (c) Sections 7.03, 7.20, 8.09, 10.05, 13.30, 14.07, 14.08, 14.20, 14.21, 14.22, 14.23,
42 14.31, 15.03 and 15.04 of the Model Business Corporation Act are amended to read:

43 § 7.03. Court-ordered meeting.

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

4 * * *

5 § 7.20. Shareholders' list for meeting.

6 * * *

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

14 * * *

15 § 8.09. Removal of directors by judicial proceeding.

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

24 * * *

25 § 10.05. Amendment by board of directors.

26 Unless the articles of incorporation provide otherwise, a corporation's board of directors
27 may adopt amendments to the corporation's articles of incorporation without shareholder
28 approval:

29 * * *

30 (3) **[to delete the name and address of the initial registered agent or**
31 **registered office, if a statement of change is on file with the secretary of state;]** to
32 change the information required by [section 201(a) of the Registered Agents and Annual
33 Filing Requirements Act];

34 * * *

35 § 13.30. Court action.

36 * * *

37 (b) The corporation shall commence the proceeding in the appropriate court of the
38 county where the corporation's principal office is located (or, if none[, its registered office) in
39 this state is located] in this state, of its registered county). If the corporation is a foreign
40 corporation without a registered **[office in this state]** county, it shall commence the proceeding
41 in the county in this state where the principal office **[or registered office]** of the domestic
42 corporation merged with the foreign corporation was located or in the registered county of the
43 domestic corporation at the time of the transaction.

44 * * *

45 § 14.07. Other claims against dissolved corporation.

46 * * *

1 (b) The notice must:

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

5 * * *

6 § 14.08. Court proceedings.

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

16 * * *

17 § 14.20. Grounds for administrative dissolution.

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

20 * * *

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

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

26 * * *

27 § 14.21. Procedure for and effect of administrative dissolution.

28 (a) If the secretary of state determines that one or more grounds exist under section
29 14.20 for dissolving a corporation, he shall serve the corporation with written notice of his
30 determination **[under section 5.04]**.

31 (b) If the corporation does not correct each ground for dissolution or demonstrate to
32 the reasonable satisfaction of the secretary of state that each ground determined by the secretary
33 of state does not exist within 60 days after service of the notice is perfected **[under section**
34 **5.04]**, the secretary of state shall administratively dissolve the corporation by signing a certificate
35 of dissolution that recites the ground or grounds for dissolution and its effective date. The
36 secretary of state shall file the original of the certificate and serve a copy on the corporation
37 **[under section 5.04]**.

38 * * *

39 § 14.22. Reinstatement following administrative dissolution.

40 * * *

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

46 * * *

§ 14.23. Appeal from denial of reinstatement.

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

* * *

§ 14.31. Procedure for judicial dissolution.

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

* * *

§ 15.03. Application for certificate of authority.

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

* * *

(5) **[the address of its registered office in this state and the name of its registered agent at that office]** the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act]; and

* * *

§ 15.04. Amended certificate of authority.

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

(1) its corporate name;

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

(3) any of the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act]; or

(4) the state or country of its incorporation.

* * *

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

(e) Sections 15.30, 16.01, 16.04 and 16.05 of the Model Business Corporation Act are amended to read:

§ 15.30. Grounds for revocation.

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

* * *

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

(4) the foreign corporation does not inform the secretary of state **[under section 15.08 or 15.09]** by an appropriate filing that its registered agent **[or registered**

1 **office]** has changed, or that its registered agent has resigned[, **or that its registered**
2 **office has been discontinued]** within 60 days of the change[, or resignation[, **or**
3 **discontinuance]**;

4 * * *

5 § 16.01. Corporate records.

6 * * *

7 (e) A corporation shall keep a copy of the following records at its principal office:

8 * * *

9 (7) its most recent annual report delivered to the secretary of state under
10 **[section 16.21]** [section 301 of the Registered Agents and Annual Filing Requirements
11 Act].

12 § 16.04. Court-ordered inspection.

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

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

25 * * *

26 § 16.05. Inspection of records by directors.

27 * * *

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

34
35 (f) Section 16.21 of the Model Business Corporation Act is repealed.

36
37
38 **SECTION A2. MODEL NONPROFIT CORPORATION ACT**

39
40 (a) Sections 1.21, 1.22, 1.25, 1.26, 1.28, 1.40, and 2.02 of the Model Nonprofit
41 Corporation Act are amended to read:

42 § 1.21. Forms.

43 (a) The secretary of state may prescribe and furnish on request forms for: (1) an
44 application for a certificate of existence, (2) a foreign corporation's application for a certificate

1 of authority to transact business in this state, and (3) a foreign corporation's application for a
2 certificate of withdrawal[, **and (4) the annual report**]. If the secretary of state so requires, use
3 of these forms is mandatory.

4 * * *

5 § 1.22. Filing, service, and copying fees.

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

8 * * *

9 [(7) **Corporation's statement of change of registered agent or**
10 **registered office or both**

\$__

11 (8) **Agent's statement of change of registered office for**
12 **each affected corporation not to exceed a total of _____**

\$__

13 (9) **Agent's statement of resignation**

no fee]

14 * * *

15 [(23) **Annual report**

\$__]

16 * * *

17 § 1.25. Filing duty of Secretary of State.

18 * * *

19 (b) The secretary of state files a document by stamping or otherwise endorsing
20 "Filed," together with the secretary of state's name and official title and the date and time of
21 receipt, on both the original and copy of the document and on the receipt for the filing fee. After
22 filing a document, except as provided in [sections 5.03 and] section 15.10, the secretary of state
23 shall deliver the document copy, with the filing fee receipt (or acknowledgement of receipt if no
24 fee is required) attached, to the domestic or foreign corporation or its representative.

25 * * *

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

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

34 * * *

35 § 1.28. Certificate of existence.

36 * * *

37 (b) The certificate of existence sets forth:

38 * * *

39 (4) that its most recent annual report required by [section 16.22] [*section 301*
40 *of the Registered Agents and Annual Filing Requirements Act*] has been delivered to the
41 secretary of state;

42 * * *

43 § 1.40. Act definitions.

44 In this Act:

45 * * *

(29A) “Registered county” means the county identified or determined as such pursuant to [section 201 of the Registered Agents and Annual Filing Requirements Act].

* * *

§ 2.02. Articles of incorporation.

(a) The articles of incorporation must set forth:

* * *

(3) **[the street address of the corporation’s initial registered office and the name of its initial registered agent at that office]** the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act]; and

* * *

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

(c) Sections 7.03, 7.20, 10.02, 14.08, 14.20, 14.21, 14.22, 14.23, 14.31, 15.03 and 15.04 of the Model Nonprofit Corporation Act are amended to read:

§ 7.03. Court-ordered meeting.

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

* * *

§ 7.20. Members’ list for meeting.

* * *

(d) If the corporation refuses to allow a member, a member’s agent, or attorney to inspect the list of members before or at the meeting (or copy the list as permitted by subsection (b)), the [name or describe] court of the county where a corporation’s principal office is located (or, if none in this state, **[its registered office] is located**) of its registered county), on application of the member, may summarily order the inspection or copying at the corporation’s expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete and may order the corporation to pay the member’s costs (including reasonable counsel fees) incurred to obtain the order.

* * *

§ 10.02. Amendment by directors.

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

* * *

(3) **[to delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state;] to change the information required by [section 201(a) of the Registered Agents and Annual Filing Requirements Act];**

* * *

§ 14.08. Unknown claims against dissolved corporation.

* * *

(b) The notice must:

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

* * *

§ 14.20. Grounds for administrative dissolution.

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

* * *

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

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

* * *

§ 14.21. Procedure for and effect of administrative dissolution.

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

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

* * *

§ 14.22. Reinstatement following administrative dissolution.

* * *

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

* * *

§ 14.23. Appeal from denial of reinstatement.

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

* * *

§ 14.31. Procedure for judicial dissolution.

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

1 * * *
2 § 15.03. Application for certificate of authority.
3 (a) A foreign corporation may apply for a certificate of authority to transact business
4 in this state by delivering an application to the secretary of state. The application must set forth:

5 * * *
6 (5) **[the address of its registered office in this state and the name of its**
7 **registered agent at that office]** the information required by [Section 201(a) of the
8 Registered Agents and Annual Filing Requirements Act]; and
9 * * *

10 § 15.04. Amended certificate of authority.

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

13 (1) its corporate name;
14 (2) the period of its duration; **[or]**
15 (3) any of the information required by [Section 201(a) of the Registered
16 Agents and Annual Filing Requirements Act]; or
17 (4) the state or country of its incorporation.

18 * * *

19
20 (d) Sections 15.07, 15.08, and 15.09 of the Model Nonprofit Corporation Act are
21 repealed.

22 (e) Sections 15.30, 16.01, and 16.04 of the Model Nonprofit Corporation Act are
23 amended to read:

24 § 15.30. Grounds for revocation.

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

27 * * *
28 (3) the foreign corporation is without a registered agent **[or registered office]**
29 in this state for 60 days or more;
30 (4) the foreign corporation does not inform the secretary of state **[under**
31 **section 15.08 or 15.09]** by an appropriate filing that its registered agent **[or registered**
32 **office]** has changed, or that its registered agent has resigned[, **or that its registered**
33 **office has been discontinued]** within 60 days of the change[, or resignation[, **or**
34 **discontinuance];**

35 * * *

36 § 16.01. Corporate records.

37 * * *

38 (e) A corporation shall keep a copy of the following records at its principal office:

39 * * *

40 (7) its most recent annual report delivered to the secretary of state under
41 **[section 16.21]** [section 301 of the Registered Agents and Annual Filing Requirements
42 Act].

§ 16.04. Court-ordered inspection.

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

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

* * *

(f) Section 16.22 of the Model Nonprofit Corporation Act is repealed.

SECTION A3. UNIFORM PARTNERSHIP ACT

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

§ 1001. Statement of qualification.

* * *

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

* * *

(3) if the partnership does not have an office in this State, **[the name and street address of the partnership's agent for service of process]** the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act];

* * *

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

* * *

§ 1003. Annual report.

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

(1) the name of the limited liability partnership and the State or other jurisdiction under whose laws the foreign limited liability partnership is formed; the street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this State, if any; and

1 (3) if the partnership does not have an office in this State, the name and
2 street address of the partnership's current agent for service of process.] (Repealed.)
3 [(b) An annual report must be filed between [January 1 and April 1] of each year
4 following the calendar year in which a partnership files a statement of qualification or a
5 foreign partnership becomes authorized to transact business in this State.] (Repealed.)

6 * * *

7 § 1102. Statement of foreign qualification.

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

10 * * *

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

13 (3) [if there is no office of the partnership in this State, the name and
14 street address of the partnership's agent for service of process] the information
15 required by [Section 201(a) of the Registered Agents and Annual Filing Requirements
16 Act]; and

17 * * *

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

21 * * *

24 SECTION A4. UNIFORM LIMITED PARTNERSHIP ACT

26 (a) Section 102(4) ("designated office") of the Uniform Limited Partnership Act
27 (2001) is repealed.

28 (b) Section 111 of the Uniform Limited Partnership Act (2001) is amended to read:

29 § 111. Required information.

30 A limited partnership shall maintain at its [designated] principal office the following
31 information:

32 * * *

33 (7) a copy of the three most recent annual reports delivered by the limited
34 partnership to the [Secretary of State] pursuant to [Section 210] [Section 301 of the
35 Registered Agents and Annual Filing Requirements Act];

36 * * *

37
38 (c) Sections 114, 115, 116, and 117 of the Uniform Limited Partnership Act (2001)
39 are repealed.

(d) Sections 201, 202, 206, 208, and 209 of the Uniform Limited Partnership Act (2001) are amended to read:

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

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

* * *

(2) **[the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process] the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act];**

* * *

§ 202. Amendment or restatement of certificate.

* * *

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

(1) cause the certificate to be amended; or

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

* * *

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

* * *

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

* * *

§ 208. Liability for false information in filed record.

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

* * *

(2) a general partner that has notice that the information was false when the record was filed or has become false because of changed circumstances, if the general partner has notice for a reasonably sufficient time before the information is relied upon to enable the general partner to effect an amendment under Section 202, file a petition pursuant to Section 205, or deliver to the [Secretary of State] for filing a statement of change pursuant to [Section 115] [Section 203 of the Registered Agents and Annual Filing Requirements Act] or a statement of correction pursuant to Section 207.

* * *

§ 209. Certificate of existence or authorization.

(a) The [Secretary of State], upon request and payment of the requisite fee, shall furnish a certificate of existence for a limited partnership if the records filed in the [office of the

Secretary of State] show that the [Secretary of State] has filed a certificate of limited partnership and has not filed a statement of termination. A certificate of existence must state:

* * *

(4) whether the limited partnership's most recent annual report required by **[Section 210]** [Section 301 of the Registered Agents and Annual Filing Requirements Act] has been filed by the [Secretary of State];

* * *

(b) The [Secretary of State], upon request and payment of the requisite fee, shall furnish a certificate of authorization for a foreign limited partnership if the records filed in the [office of the Secretary of State] show that the [Secretary of State] has filed a certificate of authority, has not revoked the certificate of authority, and has not filed a notice of cancellation. A certificate of [Secretary of State], upon request and payment of the requisite fee, shall furnish a certificate of existence for a limited partnership if the records filed in the [office of the Secretary of State] show that the [Secretary of State] has filed a certificate of limited partnership and has not filed a statement of termination. A certificate of existence must state of authorization must state:

* * *

(4) whether the foreign limited partnership's most recent annual report required by **[Section 210]** [Section 301 of the Registered Agents and Annual Filing Requirements Act] has been filed by the [Secretary of State];

* * *

(e) Section 210 of the Uniform Limited Partnership Act (2001) is repealed.

(f) Sections 304, 407, 807, 902, 906, 1105, and 1109 of the Uniform Limited

Partnership Act (2001) are amended to read:

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

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

* * *

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

* * *

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

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

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

* * *

§ 807. Other claims against dissolved limited partnership.

* * *

1 (b) The notice must:

2 (1) be published at least once in a newspaper of general circulation in the
3 [county] in which the dissolved limited partnership's principal office is located; or if it
4 has none in this State, in the **[[county] in which the limited partnership's designated**
5 **office is or was last located]** the limited partnership's registered county as determined
6 pursuant to [Section 201 of the Registered Agents and Annual Filing Requirements Act];

7 * * *

8 § 902. Application for certificate of authority.

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

12 * * *

13 (4) **[the name and street and mailing address of the foreign limited**
14 **partnership's initial agent for service of process in this State]** the information required
15 by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act];

16 * * *

17 § 906. Revocation of certificate of authority.

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

21 * * *

22 (2) deliver, within 60 days after the due date, its annual report required under
23 **[Section 210]** [Section 301 of the Registered Agents and Annual Filing Requirements
24 Act];

25 (3) appoint and maintain an agent for service of process as required by
26 **[Section 114(b)]** [Section 201(a) of the Registered Agents and Annual Filing
27 Requirements Act]; or

28 (4) deliver for filing a statement of change under **[Section 115]** [Section 203
29 of the Registered Agents and Annual Filing Requirements Act] within 30 days after a
30 change has occurred in the name or address of the agent.

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

36 * * *

37 § 1105. Effect of conversion.

38 * * *

39 (c) A converted organization that is a foreign organization consents to the jurisdiction
40 of the courts of this State to enforce any obligation owed by the converting limited partnership, if
41 before the conversion the converting limited partnership was subject to suit in this State on the
42 obligation. A converted organization that is a foreign organization and not authorized to transact
43 business in this State appoints the [Secretary of State] as its agent for service of process for
44 purposes of enforcing an obligation under this subsection. Service on the [Secretary of State]
45 under this subsection is made in the same manner and with the same consequences as in **[Section**
46 **117(c) and (d)]** [Section 208(b) of the Registered Agents and Annual Filing Requirements Act].

1 § 1109. Effect of merger

2 * * *

3 (b) A surviving organization that is a foreign organization consents to the jurisdiction
4 of the courts of this State to enforce any obligation owed by a constituent organization, if before
5 the merger the constituent organization was subject to suit in this State on the obligation. A
6 surviving organization that is a foreign organization and not authorized to transact business in
7 this State appoints the [Secretary of State] as its agent for service of process for the purposes of
8 enforcing an obligation under this subsection. Service on the [Secretary of State] under this
9 subsection is made in the same manner and with the same consequences as in **[Section 117(c)**
10 **and (d)]** [Section 208(b) of the Registered Agents and Annual Filing Requirements Act].
11
12

13 **SECTION A5. UNIFORM LIMITED LIABILITY COMPANY ACT**

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

16 (b) Sections 203 and 208 of the Uniform Limited Liability Company Act are
17 amended to read:

18 § 203. Articles of organization.

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

20 * * *

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

22 (3) **[the name and street address of the initial agent for service of process]**
23 the information required by [Section 201(a) of the Registered Agents and Annual Filing
24 Requirements Act];
25 * * *

26 § 208. Certificate of existence or authorization.

27 * * *

28 (b) A certificate of existence for a limited liability company must set forth:

29 * * *

30 (4) whether its most recent annual report required by **[Section 211]** [Section
31 301 of the Registered Agents and Annual Filing Requirements Act] has been filed with
32 the [Secretary of State];
33 * * *

34 (c) A certificate of authorization for a foreign limited liability company must set
35 forth:

36 * * *

37 (4) whether its most recent annual report required by **[Section 211]** [Section
38 301 of the Registered Agents and Annual Filing Requirements Act] has been filed with
39 the [Secretary of State];
40 * * *

(c) Section 211 of the Uniform Limited Liability Company Act is repealed.

(d) Sections 808, 906, 1002, and 1006 of the Uniform Limited Liability Company Act are amended to read:

§ 808. Other claims against dissolved limited liability company.

* * *

(b) The notice must;

(1) be published at least once in a newspaper of general circulation in the [county] in which the dissolved limited liability company's principal office is or was located or, if none in this State, **[in which its designated office is or was last located]** of its registered county as determined pursuant to [Section 201 of the Registered Agents and Annual Filing Requirements Act];

* * *

§ 906. Effect of merger.

* * *

(b) The [Secretary of State] is an agent for service of process in an action or proceeding against the surviving foreign entity to enforce an obligation of any party to a merger if the surviving foreign entity fails to appoint or maintain an agent designated for service or process in this State or the agent for service of process cannot with reasonable diligence be found at the **[designated office]** address of the agent shown in the most recent filing under [the Registered Agents and Annual Filing Requirements Act]. Upon receipt of process, the [Secretary of State] shall send a copy of the process by registered or certified mail, return receipt required, to the surviving entity at the address set forth in the articles of merger. Service is effected under this subsection at the earliest of:

* * *

§ 1002. Application for certificate of authority.

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

* * *

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

(5) **[the name and street address of its initial agent for service of process in this State]** the information required by [Section 201(a) of the Registered Agents and Annual Filing Requirements Act];

* * *

§ 1006. Revocation of certificate of authority.

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

(1) the company fails to:

* * *

(ii) deliver its annual report required under **[Section 211]** [Section 301 of the Registered Agents and Annual Filing Requirements Act] to the [Secretary of State] within 60 days after it is due;

(iii) appoint and maintain an agent for service of process as required by [this [article]] [Section 201(a) of the Registered Agents and Annual Filing Requirements Act]; or

(iv) file a statement of change in the name or business address of the agent as required by [this[article]] [the Registered Agents and Annual Filing Requirements Act]; or

* * *

(b) The [Secretary of State] may not revoke a certificate of authority of a foreign limited liability company unless the [Secretary of State] sends the company notice of the revocation, at least 60 days before its effective date, by a record **[addressed to its agent for service of process in this State, or if the company fails to appoint and maintain a proper agent in this State, addressed to the office required to be maintained by Section 108]** served in accordance with [Section 208 of the Registered Agents and Annual Filing Requirements Act]. The notice must specify the cause for the revocation of the certificate of authority. The authority of the company to transact business in this State ceases on the effective date of the revocation unless the foreign limited liability company cures the failure before that date.

SECTION A6. PROTOTYPE LIMITED LIABILITY COMPANY ACT

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

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

§ 202. Articles of organization.

The articles of organization shall set forth:

* * *

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

* * *

§ 908. Unknown claims against dissolved limited liability company.

* * *

(B) The notice must:

(1) Be published once in a newspaper of general circulation in:

(i) the county where the limited liability company's principal office [(or, if none in this state, its registered office)] is located; or

(ii) if the limited liability company does not have its principal office in this State, in the limited liability company's registered county or, if it has not designated a registered county, in the county in which its registered office is located, in each case as designated in its most recent filing under [Section 3(a) of the Registered Agents and Annual Filing Requirements Act];

* * *

1 § 1002. Registration.

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

8 * * *

9 (C) **[The name and address of a registered agent for service of process**
10 **required to be maintained by § 105]** the information required by [Section 3(a) of the
11 Registered Agents and Annual Filing Requirements Act];

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

16 * * *

17
18
19 **SECTION A7. UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION ACT**

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

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

22 * * *

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

24 * * *

25 (4) **[the name of the person in this State authorized to receive service of**
26 **process and the person's address, including the street address, in this State]** the
27 information required by [Section 201(a) of the Registered Agents and Annual Filing
28 Requirements Act].

29 (c) A statement appointing an agent, and an amendment or cancellation thereof, must
30 be signed **[and [acknowledged] [sworn to]]** by a person authorized to manage the affairs of the
31 nonprofit association. **[The statement must also be signed and acknowledged by the person**
32 **appointed agent, who thereby accepts the appointment. The appointed agent may resign**
33 **by filing a resignation in the office of the [Secretary of State] and giving notice to the**
34 **nonprofit association.]**

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

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