

DRAFT
FOR DISCUSSION ONLY

HARMONIZED
MODEL REGISTERED AGENTS ACT
(Amendments to Model Registered Agents Act and
Amendments to Entity Acts to Rationalize Annual Filings)

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

For January 28-30, 2011 Drafting Committee Meeting
on Harmonization of Business Entity Acts

Without Comments, but with Reporters' Notes

Strike and Score Version

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ON UNIFORM STATE LAWS

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January 7, 2011

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HARMONIZED MODEL REGISTERED AGENTS ACT

TABLE OF CONTENTS

INTRODUCTORY REPORTERS' NOTE	1
SECTION 1. SHORT TITLE	2
SECTION 2. DEFINITIONS.....	2
SECTION 3. FEES.	7
SECTION 4. ADDRESSES IN FILINGS	7
SECTION 5. APPOINTMENT DESIGNATION OF REGISTERED AGENT	8
SECTION 6. LISTING OF COMMERCIAL REGISTERED AGENT.....	9
SECTION 7. TERMINATION OF LISTING OF COMMERCIAL REGISTERED AGENT ...	10
SECTION 8. CHANGE OF REGISTERED AGENT BY ENTITY	11
SECTION 9. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL REGISTERED AGENT	12
SECTION 10. CHANGE OF NAME, ADDRESS, OR TYPE OF ORGANIZATION ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL REGISTERED AGENT	13
SECTION 11. RESIGNATION OF REGISTERED AGENT.....	14
SECTION 12. APPOINTMENT OF REGISTERED AGENT BY NONFILING OR NONQUALIFIED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.....	15
SECTION 13. SERVICE OF PROCESS, NOTICE, OR DEMAND ON ENTITIES	16
SECTION 14. DUTIES OF REGISTERED AGENT	18
SECTION 15. JURISDICTION AND VENUE	18
SECTION 16. CONSISTENCY OF APPLICATION.....	18
SECTION 17. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND NATIONAL COMMERCE ACT	19
SECTION 18. SAVINGS CLAUSE.....	19
SECTION 19. EFFECTIVE DATE.....	19

Introductory Reporters' Note

The proposed revisions to the text of the act set forth in this document have been prepared as part of a project that has two purposes: (i) to harmonize the language of all of the unincorporated entity laws, and (ii) to revise the language of each of those acts in a manner that permits their integration into a single code of entity laws.

The Reporters' Notes in this document are limited to explaining the source of certain of the proposed changes. Following the approval of the changes in this document by the Conference, the Reporters' Notes will be replaced with more usual comments that explain the provisions of the act.

The harmonization process has involved the revision of the following acts, some of which are referred to in the Reporters' Notes by the abbreviations listed below:

HUB	Business Organizations Act
META	Model Entity Transactions Act
MORAA	Model Registered Agents Act
UPA	Uniform Partnership Act (1997)
ULPA	Uniform Limited Partnership Act (2001)
ULLCA	Uniform Limited Liability Company Act (200_)
USTEA	Uniform Statutory Trust Entity Act
Coop Act	Uniform Limited Cooperative Association Act
UUNAA	Uniform Unincorporated Nonprofit Association Act (200_)

Changes to the currently effective text of the act are shown by ~~striking through text to be deleted~~ and underlining text to be added. Changes that adopt language from the HUB or META, or are merely relocations of current language or corrections to cross references, are shown in black type. Changes that adopt language from other unincorporated entity laws are shown in blue type. Changes that do not have a source in one of the existing unincorporated entity laws are shown in red type.

As originally promulgated by the Conference, the act included a series of amendments to other uniform and model entity laws designed to rationalize the annual reports required to be filed under those laws. Those amendments are no longer needed as part of the act because the harmonization project has included conforming all of the annual report requirements.

1 **HARMONIZED MODEL REGISTERED AGENTS ACT**

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

4 Act.

5 **SECTION 2. DEFINITIONS.** In this [act]:

6 (1) “Appointment of agent” means a statement appointing ~~an~~ a registered agent ~~for~~
7 ~~service of process~~ filed by:

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

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

12 (2) “Commercial registered agent” means ~~an individual or a domestic or foreign entity~~ a
13 person listed under Section 6.

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

16 ~~(3)(4)~~ “Domestic entity”, with respect to an entity, means ~~an entity whose internal affairs~~
17 ~~are governed as to its internal affairs~~ by the law of this state.

18 ~~(4)(5)~~ “Entity” means a person that has a ~~separate~~ legal existence separate from any
19 interest holder of that person or that has the power to acquire an interest in real property in its
20 own name other than:

21 (A) an individual;

22 (B) a testamentary, inter vivos, or charitable trust, ~~with the exception of~~ except a,
23 ~~business trust~~ statutory trust, business trust or ~~similar~~ common-law business trust;

24 (C) an association or relationship that is not a partnership solely by reason of

1 [Section 202(c) of the Uniform Partnership Act (1997)] or a similar provision of the law of ~~any~~
2 ~~other~~ another jurisdiction;

3 (D) a decedent's estate; or

4 (E) a ~~public corporation~~, government or a governmental subdivision, agency, or
5 instrumentality, ~~or quasi-governmental instrumentality~~.

6 ~~(5)(6)~~ "Filing entity" means an entity that is ~~created~~ formed by ~~the filing of~~ a public
7 organic ~~document~~ record.

8 ~~(6)(7)~~ "Foreign entity" means an entity other than a domestic entity.

9 ~~(7)(8)~~ "Foreign ~~qualification~~ registration document" means an application for ~~a certificate~~
10 ~~of authority~~ registration to do business in this state or other foreign qualification filing with the
11 [Secretary of State] by a foreign entity.

12 ~~(8)(9)~~ "Governance interest" means ~~the~~ a right under the organic law or organic rules of
13 an unincorporated entity, other than as a governor, agent, assignee, or proxy, to:

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

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

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

19 ~~(9)(10)~~ "Governor" means a person by or under whose authority the powers of an entity
20 are exercised and under whose direction the ~~business~~ activities and affairs of the entity are
21 managed pursuant to the organic law and organic rules of the entity.

22 ~~(10)(11)~~ "Interest" means:

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

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

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

3 ~~(11)~~(12) “Interest holder” means a direct holder of an interest.

4 ~~(12)~~(13) “Jurisdiction of ~~organization, formation~~” ~~with respect to an entity,~~ means the
5 jurisdiction whose law includes the organic law of ~~the~~an entity.

6 ~~(13)~~(14) “Noncommercial registered agent” means a person that is not listed as a
7 commercial registered agent under Section 6 and that is:

8 (A) an individual or a domestic or foreign entity that serves in this state as the
9 registered agent ~~for service of process~~ of an entity; or

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

12 ~~(14)~~(15) “Nonqualified foreign entity” means a foreign entity that is not
13 ~~authorized~~registered to ~~transact~~do business in this state pursuant to a ~~filing with~~statement of
14 registration filed by the [Secretary of State].

15 ~~(15)~~(16) “Nonresident LLP statement” means:

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

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

20 ~~(16)~~(17) “Organic law” means the ~~statutes, if any, other than this [act],~~ law of an entity’s
21 jurisdiction of formation governing the internal affairs of ~~an~~the entity.

22 ~~(17)~~(18) “Organic rules” means the public organic ~~document~~ record and private organic
23 rules of an entity.

1 ~~(18)~~(19) “Person” means an individual, business corporation, nonprofit corporation,
2 ~~estate, trust~~, partnership, limited partnership, limited liability company, [general cooperative
3 association], limited cooperative association, ~~business or similar trust~~, unincorporated nonprofit
4 association, statutory trust, business trust, or common-law business trust, ~~estate, trust~~,
5 association, joint venture, public corporation, government or governmental subdivision, agency,
6 or instrumentality, or any other legal or commercial entity.

7 ~~(19)~~(20) “Private organic rules” ~~mean~~means the rules, whether or not in a record, that
8 govern the internal affairs of an entity, are binding on all of its interest holders, and are not part
9 of its public organic ~~document~~ record, if any.

10 ~~(20)~~(21) “Public organic ~~document~~record” means the ~~public~~ record the filing of which
11 ~~creates by the [Secretary of State] forms~~ an entity; and any amendment to or restatement of that
12 record.

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

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

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

19 (24) “Registered agent filing” means:

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

21 (B) a nonresident LLP statement;

22 (C) a foreign ~~qualification~~registration document; or

23 (D) an appointment of agent.

1 (25) “Registered foreign entity” means a foreign entity that is registered to do business in
2 this state pursuant to a foreign registration document filed by the [Secretary of State].

3 ~~(25)~~(26) “Represented entity” means:

4 (A) a domestic filing entity;

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

7 (C) a ~~qualified~~registered foreign entity;

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

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

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

14 ~~(26)~~(27) “Sign” means, with present intent to authenticate or adopt a record:

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

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

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

20 (28) “Type, of entity” ~~with respect to an entity~~, means a generic form of entity:

21 (A) recognized at common law; or

22 (B) ~~organized~~ formed under an organic law, whether or not some entities
23 ~~organized~~ formed under that organic law are subject to provisions of that law that create different

categories of the form of entity.

Reporters' Notes

Changes conform the language of the section to HUB §§ 1-102 and 1-401.

“Nonresident LLP statement.” This definition is limited to those LLPs that do not have an office in the state because LLPs that have an in-state office are not required to designate a registered agent. See UPA §§ 1001(c)(3) and 1102(a)(3). Consideration should be given to requiring a registered agent for all LLPs.

SECTION 3. FEES.

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

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

(b) The [Secretary of State] shall collect the following fees for copying and certifying a copy of any document filed under this [act]:

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

SECTION 4. ADDRESSES IN FILINGS. ~~Whenever~~If a provision of this [act] other than Section 11(a)(4) requires that a filing record state an address, the filing record must state:

- 1 (1) ~~an actual~~ a street address or ~~rural route box number~~ in this state; and
2 (2) a mailing address in this state, if different from the address under paragraph (1).

3 **Reporters' Notes**

4 Changes conform the language of the section to HUB § 1-403.

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

6 (a) A registered agent filing must state:

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

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

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

10 or

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

14 (b) The ~~appointment~~ designation of a registered agent pursuant to subsection (a)(1) or
15 (2)(A) is an affirmation of fact by the represented entity that the agent has consented to serve ~~as~~
16 ~~such~~.

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

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

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

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

22 **Reporters' Notes**

23 Changes conform the language of the section to HUB § 1-404.

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

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

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

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

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

13 (b) A ~~commercial registered agent~~ commercial-registered-agent listing statement may
14 include the information regarding acceptance of service of process, notices, and demands in a
15 form other than a written record ~~by the commercial registered agent~~ as provided for in Section
16 13(d).

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

22 (d) A commercial registered agent listing statement takes effect on filing.

23 (e) The [Secretary of State] shall note the filing of the ~~commercial registered~~

1 ~~agent~~commercial-registered-agent listing statement in the index of filings maintained by the
2 [Secretary of State] for each entity represented by the registered agent at the time of the filing.
3 The statement has the effect of deleting the address of the registered agent from the registered
4 agent filing of each of those entities.

5 **Reporters' Notes**

6 Changes conform the language of the section to HUB § 1-405.

7 **SECTION 7. TERMINATION OF LISTING OF COMMERCIAL REGISTERED** 8 **AGENT.**

9 (a) A commercial registered agent may terminate its listing as a commercial registered
10 agent by filing with the [Secretary of State] a ~~commercial-registered-agent~~commercial-registered-
11 agent termination statement signed by or on behalf of the agent which states:

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

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

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

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

21 (d) When a ~~commercial-registered-agent~~commercial-registered-agent termination
22 statement takes effect, the registered agent ceases to be ~~an~~the agent for ~~service of process on~~
23 each entity formerly represented by it. Until an entity formerly represented by a terminated

1 commercial registered agent appoints a new registered agent, service of process may be made on
2 the entity ~~as provided in~~pursuant to Section 13. Termination of the listing of a commercial
3 registered agent under this section does not affect any contractual rights a represented entity ~~may~~
4 ~~have~~has against the agent or that the agent ~~may have~~has against the entity.

5 **Reporters' Notes**

6 Changes conform the language of the section to HUB § 1-406.

7 **SECTION 8. CHANGE OF REGISTERED AGENT BY ENTITY.**

8 (a) A represented entity may change the information ~~currently~~ on file under Section 5(a)
9 by ~~filing with~~delivering to the [Secretary of State] for filing a statement of change signed ~~on~~
10 ~~behalf of~~by the entity which states:

11 (1) the name of the entity; and

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

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

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

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

18 (c) ~~The appointment of a registered agent pursuant to subsection (a)~~A statement of
19 change under this section appointing a new registered agent is an affirmation of fact by the
20 represented entity that the agent has consented to serve ~~as such~~.

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

22 (e) As an alternative to using the ~~procedures~~procedure in this section, a represented
23 entity may change the information ~~currently~~ on file under Section 5(a) by amending its most

1 recent registered agent filing in ~~the~~a manner provided by ~~the laws~~law of this state other than this
2 [act] for amending ~~that~~the filing.

3 **Reporters' Notes**

4 Changes conform the language of the section to HUB § 1-407.

5 **SECTION 9. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL** 6 **REGISTERED AGENT.**

7 (a) If a noncommercial registered agent changes its name or its address ~~as currently~~ in
8 effect with respect to a represented entity ~~pursuant to~~under Section 5(a), the agent shall ~~file~~
9 ~~with~~deliver to the [Secretary of State] for filing, with respect to each entity represented by the
10 agent, a statement of change signed by ~~or on behalf of~~ the agent which states:

11 (1) the name of the entity;

12 (2) the name and address of the agent ~~as currently~~ in effect with respect to the
13 entity;

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

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

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

17 (c) A noncommercial registered agent ~~shall promptly~~ shall furnish the represented entity
18 with notice in a record of the ~~filing~~delivery to the [Secretary of State] for filing of a statement of
19 change and the changes made ~~by the filing in the statement~~.

20 **Reporters' Notes**

21 Changes conform the language of the section to HUB § 1-408.

1 **SECTION 10. CHANGE OF NAME, ADDRESS, OR TYPE OF**
2 **ORGANIZATION ENTITY, OR JURISDICTION OF FORMATION BY COMMERCIAL**
3 **REGISTERED AGENT.**

4 (a) If a commercial registered agent changes its name, its address as ~~currently~~-listed
5 under Section 6(a), its type of entity, or its type or jurisdiction of ~~organization~~formation, the
6 agent shall ~~file with~~deliver to the [Secretary of State] for filing a statement of change signed by
7 ~~or on behalf of~~ the agent which states:

- 8 (1) the name of the agent as ~~currently~~-listed under Section 6(a);
9 (2) if the name of the agent has changed, ~~its~~the new name;
10 (3) if the address of the agent has changed, the new address; ~~and~~
11 (4) if the type of entity of the agent has changed, the type of entity; and
12 (5) if the type or jurisdiction of organization formation of the agent has changed,
13 the new ~~type or jurisdiction of organization~~formation.

14 (b) The delivery to the [Secretary of State] for filing by a commercial registered agent of
15 a statement of change under subsection (a) is effective to change the information regarding the
16 ~~commercial registered agent~~ with respect to each entity represented by the agent.

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

18 (d) A commercial registered agent ~~shall promptly~~ shall furnish each entity represented by
19 it ~~with~~ notice in a record of the delivery to the [Secretary of State] for filing of a statement of
20 change relating to the name or address of the agent and the changes made ~~by the filing in the~~
21 statement.

22 (e) If a commercial registered agent changes its address without delivering for filing a
23 statement of change as required by this section, the [Secretary of State] may cancel the listing of

1 the agent under Section 6. A cancellation under this subsection has the same effect as a
2 termination under Section 7. Promptly after canceling the listing of an agent, the [Secretary of
3 State] shall serve notice in a record in the manner provided in Section 13(b) or (c) on:

4 (1) each entity represented by the agent, stating that the agent has ceased to be
5 ~~an~~the registered agent for ~~service of process on~~ the entity and that, until the entity appoints a new
6 registered agent, service of process may be made on the entity as provided in Section 13; and

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

9 **Reporters' Notes**

10 Changes conform the language of the section to HUB § 1-409.

11 **SECTION 11. RESIGNATION OF REGISTERED AGENT.**

12 (a) A registered agent may resign ~~at any time with respect to~~ as agent for a represented
13 entity by ~~filing with~~delivering to the [Secretary of State] for filing a statement of resignation
14 signed by ~~or on behalf of~~ the agent which states:

15 (1) the name of the entity;

16 (2) the name of the agent;

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

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

21 (b) A statement of resignation takes effect on the earlier of the 31st day after the day on
22 which it is filed by the [Secretary of State] or the ~~appointment~~designation of a new registered
23 agent for the represented entity.

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

(d) When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. ~~A~~The resignation ~~under this section~~ does not affect any contractual rights the entity has against the agent or that the agent has against the entity.

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

Reporters' Notes

Changes conform the language of the section to HUB § 1-410.

SECTION 12. APPOINTMENT OF REGISTERED AGENT BY NONFILING OR NONQUALIFIED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.

(a) ~~A domestic entity that is not a filing entity or a nonqualified foreign entity or~~ domestic entity that is not a filing entity may ~~file with~~ deliver to the [Secretary of State] for filing a statement appointing ~~an~~ a registered agent ~~for service of process signed on behalf of~~ by the entity which states:

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

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

(b) A statement appointing ~~an~~ a registered agent ~~for service of process~~ takes effect on filing and is effective for five years after the date of filing unless cancelled or terminated earlier.

(c) ~~The appointment~~ Appointment of a registered agent under this section does not qualify a nonqualified foreign entity to do business in this state ~~and is not sufficient alone to~~

1 ~~create personal jurisdiction over the nonqualified foreign entity in this state.~~

2 (d) A statement appointing ~~an~~ a registered agent for service of process may not be
3 rejected for filing because the name of the entity ~~filingsigning~~ the statement is not
4 distinguishable on the records of the [Secretary of State] from the name of another entity
5 appearing in those records. The filing of such a statement ~~appointing an agent for service of~~
6 ~~process~~ does not make the name of the entity ~~filingsigning~~ the statement unavailable for use by
7 another entity.

8 (e) An entity that ~~has filed~~ delivers to the [Secretary of State] for filing a statement under
9 subsection (a) appointing ~~an~~ a registered agent for service of process may cancel the statement by
10 delivering to the [Secretary of State] for filing a statement of cancellation, which shall take effect
11 upon filing, and must state the name of the entity and that the entity is canceling its appointment
12 of ~~an~~ a registered agent for service of process in this state. ~~A statement appointing an agent for~~
13 ~~service of process which has not been canceled earlier is effective for a period of five years after~~
14 ~~the date of filing.~~

15 (f) A statement appointing ~~an~~ a registered agent for service of process for a nonqualified
16 foreign entity terminates ~~automatically~~ on the date the entity becomes a qualified registered
17 foreign entity.

18 **Reporters' Notes**

19 Changes conform the language of the section to HUB § 1-411.

20 **SECTION 13. SERVICE OF PROCESS, NOTICE, OR DEMAND ON ENTITIES.**

21 (a) ~~A registered agent is an agent of the represented entity authorized to receive service~~
22 ~~of represented entity may be served with~~ any process, notice, or demand required or permitted by
23 law ~~to be served on the entity~~ by serving its registered agent.

1 (b) If ~~an~~ represented entity ~~that previously filed a registered agent filing with the~~
2 ~~[Secretary of State] no longer has~~ ceases to have a registered agent, or if its registered agent
3 cannot with reasonable diligence be served, the entity may be served by registered or certified
4 mail, return receipt requested, or by similar commercial delivery service, addressed to the
5 governors of the entity by name at its principal office in accordance with any applicable judicial
6 rules and procedures. The names of the governors and the address of the principal office may be
7 as shown in the most recent ~~annual~~ [annual] [biennial] report filed with the [Secretary of State].
8 ~~Service is perfected~~ Except as provided by any applicable judicial rules and procedures, service is
9 effected under this subsection ~~at~~ on the earliest of:

10 (1) the date the entity receives the mail or delivery by a similar commercial
11 delivery service;

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

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

15 (c) If process, notice, or demand cannot be served on an entity pursuant to subsection (a)
16 or (b), service ~~of process~~ may be made by handing a copy to the ~~manager, clerk, or other~~
17 ~~person~~ individual in charge of any regular place of business or activity of the entity if the
18 ~~person~~ individual served is not a plaintiff in the action.

19 (d) Service of process, notice, or demand on a registered agent must be ~~in the form of~~ a
20 written ~~document~~ record, ~~except that~~ but service may be made on a commercial registered agent in
21 ~~such other forms of a record~~, and subject to such requirements, as the agent has stated ~~from time~~
22 ~~to time~~ in its listing under Section 6 that it will accept.

23 (e) Service of process, notice, or demand may be ~~perfected~~ made by any other means

1 ~~prescribed by~~under law other than this [act].

2 **Reporters' Notes**

3 Changes conform the language of the section to HUB § 1-412.

4 **SECTION 14. DUTIES OF REGISTERED AGENT.** The only duties under this [act]
5 of a registered agent that has complied with this [act] are:

6 (1) to forward to the represented entity at the address most recently supplied to the agent
7 by the entity any process, notice, or demand ~~that~~pertaining to the entity which is served on or
8 received by the agent;

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

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

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

15 **Reporters' Notes**

16 Changes are intended to clarify the language of the section. The rule of this section is
17 limited to duties under this act and a registered agent may also have duties under other law, a
18 contract with a represented entity, etc.

19
20 **SECTION 15. JURISDICTION AND VENUE.** The appointment or maintenance in
21 this state of a registered agent does not by itself create the basis for personal jurisdiction over the
22 represented entity in this state. The address of the agent does not determine venue in an action or
23 proceeding involving the entity.

24 **SECTION 16. CONSISTENCY OF APPLICATION.** In applying and construing this
25 [act], consideration must be given to the need to promote consistency of the law with respect to

1 its subject matter among states that enact it.

2 **SECTION 17. RELATION TO ELECTRONIC SIGNATURES IN GLOBAL AND**
3 **NATIONAL COMMERCE ACT.** This [act] modifies, limits, and supersedes the federal
4 Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001, et seq.,
5 but does not modify, limit, or supersede Section 101(c) of that act, 15 U.S.C. Section 7001(c), or
6 authorize delivery of any of the notices described in Section 103(b) of that act, 15 U.S.C. Section
7 7003(b).

8 **SECTION 18. SAVINGS CLAUSE.** This [act] does not affect an action or proceeding
9 commenced or right accrued before the effective date of this [act].

10 **SECTION 19. EFFECTIVE DATE.** This [act] takes effect _____ .