

D R A F T

FOR APPROVAL

**HARMONIZED UNIFORM BUSINESS
ORGANIZATIONS CODE**
(Amendments to Business Organizations Act)

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

AMERICAN BAR ASSOCIATION

MEETING IN ITS ONE-HUNDRED-AND-TWENTIETH YEAR
VAIL, COLORADO
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**HARMONIZED UNIFORM BUSINESS
ORGANIZATIONS CODE**
(Amendments to Business Organizations Act)

WITHOUT PREFATORY NOTES OR COMMENTS, BUT WITH REPORTERS' NOTES

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Jointly By

NATIONAL CONFERENCE OF COMMISSIONERS ON UNIFORM STATE LAWS
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AMERICAN BAR ASSOCIATION

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May 31, 2011

DRAFTING COMMITTEE ON HARMONIZATION OF BUSINESS ENTITY ACTS

The Committee appointed by and representing the National Conference of Commissioners on Uniform State Laws in preparing this Act consists of the following individuals:

HARRY J. HAYNSWORTH, 2200 IDS Center, 80 S. 8th St., Minneapolis, MN 55402, *Chair*

WILLIAM H. CLARK, JR., One Logan Square, 18th and Cherry Sts., Philadelphia, PA 19103-6996, *Vice-Chair*

ANN E. CONAWAY, Widener University School of Law, 4601 Concord Pike, Wilmington, DE 19803

THOMAS E. GEU, University of South Dakota School of Law, 414 Clark St., Suite 214, Vermillion, SD 57069-2390

DALE G. HIGER, 1302 Warm Springs Ave., Boise, ID 83712

JAMES C. MCKAY, JR., Office of the Attorney General for the District of Columbia, 441 Fourth St. NW, 6th Floor S., Washington, DC 20001

MARILYN E. PHELAN, 306 Peninsula Ct., Granbury, TX 76048

WILLIAM J. QUINLAN, Two First National Plaza, 20 S. Clark St., Suite 2900, Chicago, IL 60603

KEVIN P. SUMIDA, 735 Bishop St., Suite 411, Honolulu, HI 96813

JUSTIN L. VIGDOR, 2400 Chase Sq., Rochester, NY 14604

DAVID S. WALKER, Drake University Law School, 2507 University Ave., Des Moines, IA 50311

CARTER G. BISHOP, Suffolk University Law School, 120 Tremont St., Boston, MA 02108-4977, *Co-Reporter*

DANIEL S. KLEINBERGER, William Mitchell College of Law, 875 Summit Ave., St. Paul, MN 55105, *Co-Reporter*

EX OFFICIO

ROBERT A. STEIN, University of Minnesota Law School, 229 19th Ave. S., Minneapolis, MN 55455, *President*

MARILYN E. PHELAN, 306 Peninsula Ct., Granbury, TX 76048, *Division Chair*

AMERICAN BAR ASSOCIATION ADVISOR

ROBERT R. KEATINGE, 555 17th St., Suite 3200, Denver, CO 80202-3979, *ABA Advisor*

WILLIAM J. CALLISON, 3200 Wells Fargo Center, 1700 Lincoln St., Denver, CO 80203, *ABA Section Advisor*

ALLAN G. DONN, Wells Fargo Center, 440 Monticello Ave., Suite 2200, Norfolk, VA 23510-2243, *ABA Section Advisor*

WILLIAM S. FORSBERG, 150 S. Fifth St., Suite 2300, Minneapolis, MN 55402-4238, *ABA Section Advisor*

BARRY B. NEKRITZ, 8000 Willis Tower, 233 S. Wacker Dr., Chicago, IL 60606, *ABA Section Advisor*

JAMES J. WHEATON, 222 Central Park Ave., Suite 2000, Virginia Beach, VA 23462, *ABA Section Advisor*

EXECUTIVE DIRECTOR

JOHN A. SEBERT, 111 N. Wabash Ave., Suite 1010, Chicago, IL 60602, *Executive Director*

Copies of this Act may be obtained from:

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS
111 N. Wabash Ave., Suite 1010
Chicago, Illinois 60602
312/450-6600
www.uniformlaws.org

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HARMONIZED UNIFORM BUSINESS ORGANIZATIONS CODE

1 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 Comments to the act have been omitted from this document to reduce its length. Following the approval of the changes in this document by the Conference, the Comments will be restored with appropriate changes.

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:

Business Organizations Act
Model Entity Transactions Act ("META")
Model Registered Agents Act ("MORAA")
Uniform Partnership Act (1997)
Uniform Limited Partnership Act (2001)
Uniform Limited Liability Company Act (2006)
Uniform Statutory Trust Entity Act
Uniform Limited Cooperative Association Act
Uniform Unincorporated Nonprofit Association Act (2008)

Changes to the currently effective text of the act are shown by ~~striking through text to be deleted~~ and underlining text to be added. Regular type is used to show changes that (i) adopt language from META or MORAA, (ii) are merely relocations of current language, or (iii) are corrections for the sake of internal consistency within the act. *Changes that adopt language from other unincorporated entity laws are shown in italics.* CHANGES THAT DO NOT HAVE A SOURCE IN ONE OF THE EXISTING UNINCORPORATED ENTITY LAWS ARE SHOWN IN SMALL CAPS. The changes shown in SMALL CAPS made in this act are replicated in other acts as a matter of harmonization and are shown in those acts in regular type.

1 **HARMONIZED UNIFORM BUSINESS ORGANIZATIONS ACT CODE**

2
3 **[ARTICLE] 1**

4 **GENERAL PROVISIONS**

5 **[PART] 1**

6 **GENERAL PROVISIONS**

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

8 (a) This [act] may be cited as the Uniform Business Organizations Act Code.

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

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

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

14 (1) “[Annual] [Biennial] report” means the report required by Section 1-211.

15 (2) “Business corporation” means a domestic business corporation incorporated under or
16 subject to [Article] 3 or a foreign business corporation.

17 (3) “BUSINESS TRUST” MEANS A TRUST FORMED UNDER THE STATUTORY LAW OF ANOTHER
18 STATE WHICH IS NOT A FOREIGN STATUTORY TRUST AND DOES NOT HAVE A PREDOMINATELY
19 DONATIVE PURPOSE.

20 ~~(3)~~ (4) “Commercial registered agent” means a person listed under Section 1-405.

21 (5) “COMMON-LAW BUSINESS TRUST” MEANS A COMMON-LAW TRUST THAT DOES NOT
22 HAVE A PREDOMINATELY DONATIVE PURPOSE.

23 ~~(4)~~ (6) “Debtor in bankruptcy” means a person that is the subject of:

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

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

2 (7) “DISTRIBUTIONAL INTEREST” MEANS THE RIGHT UNDER AN UNINCORPORATED ENTITY’S

3 ORGANIC LAW AND ORGANIC RULES TO RECEIVE DISTRIBUTIONS FROM THE ENTITY.

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

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

8 ~~(7)~~ (10) “Entity”:

9 (A) means:

10 (i) a business corporation;

11 (ii) a nonprofit corporation;

12 (iii) a general partnership, INCLUDING A LIMITED LIABILITY PARTNERSHIP;

13 (iv) a limited partnership, INCLUDING A LIMITED LIABILITY LIMITED

14 PARTNERSHIP;

15 (v) a limited liability company;

16 [(vi) a general cooperative association;]

17 (vii) a limited cooperative association;

18 (viii) an unincorporated nonprofit association;

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

20 (x) any other person that has;

21 (I) a legal existence separate from any interest holder of that
22 person; or ~~that has~~

23 (II) the power to acquire an interest in real property in its own
24 name; and

(B) does not include:

(i) an individual;

(ii) a testamentary; OR inter vivos; TRUST WITH A PREDOMINATELY DONATIVE PURPOSE or A charitable trust; ~~EXCEPT A STATUTORY TRUST, BUSINESS TRUST, OR COMMON LAW BUSINESS TRUST;~~

(iii) an association or relationship that is not a partnership solely by reason of [Section 202(c) of the Revised Uniform Partnership Act] [Section 7 of the Uniform Partnership Act] or a similar provision of the law of another jurisdiction;

(iv) a decedent's estate; [or]

(v) a government or a governmental subdivision, agency, or instrumentality [; or]

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

~~(8)~~ (11) "Entity filing" means a record delivered ~~for filing~~ to the [Secretary of State] for filing pursuant to this [act].

~~(9)~~ (12) "Filed record" means a record filed by the [Secretary of State] pursuant to this ~~[article]~~ [act].

~~(10)~~ (13) "Filing entity" means an entity ~~THAT IS FORMED BY~~ WHOSE FORMATION REQUIRES THE filing OF a public organic record. THE TERM DOES NOT INCLUDE A LIMITED LIABILITY PARTNERSHIP.

~~(11)~~ (14) "Foreign", with respect to an entity, means governed as to its internal affairs by the law of a jurisdiction other than this state.

~~(12)~~ (15) "General cooperative association" means a domestic general cooperative association formed under or subject to [cite statute of this state under which an incorporated cooperative association is formed] or a foreign general cooperative association.]

1 ~~(13)~~ (16) “General partnership” means a domestic general partnership formed under or
2 subject to [Article] 5 or a foreign general partnership. The term includes a limited liability
3 partnership.

4 ~~(14)~~ (17) “Governance interest” means a right under the organic law or organic rules of
5 an unincorporated entity, other than as a governor, agent, assignee, or proxy, to:

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

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

9 (C) receive notice of or vote on ~~ISSUES~~ AN ISSUE involving the internal affairs of
10 the entity.

11 ~~(15)~~ (18) “Governor” means:

12 (A) a director of a business corporation;

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

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

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

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

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

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

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

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

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

22 (K) any other person under whose authority the powers of an entity are exercised
23 and under whose direction the ~~BUSINESS~~ ACTIVITIES and affairs of the entity are managed
24 pursuant to the ~~entity’s~~ organic law and organic rules of the entity.

1 ~~(16)~~ (19) “Interest” means:

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

14 ~~(17)~~ (20) “Interest holder” means:

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

1 common-law business trust; or

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

3 ~~(18)~~ (21) “Jurisdiction”, used to refer to a political entity, means the United States, a
4 state, a foreign country, or a political subdivision of a foreign country.

5 ~~(19)~~ (22) “Jurisdiction of formation” means the jurisdiction whose law includes the
6 organic law of an entity.

7 ~~(20)~~ (23) “Limited cooperative association” means a domestic limited cooperative
8 association formed under or subject to [Article] 8 or a foreign limited cooperative association.

9 ~~(21)~~ (24) “Limited liability company” means a domestic limited liability company
10 formed under or subject to [Article] 7 or a foreign limited liability company.

11 ~~(22)~~ (25) “Limited liability limited partnership” means a domestic limited liability limited
12 partnership formed under or subject to [Article] 6 or a foreign limited liability limited
13 partnership.

14 ~~(23)~~ (26) “Limited liability partnership” means a domestic limited liability partnership
15 registered under or subject to [Article] 5 or a foreign limited liability partnership.

16 ~~(24)~~ (27) “Limited partnership” means a domestic limited partnership formed under or
17 subject to [Article] 6 or a foreign limited partnership. The term includes a limited liability limited
18 partnership.

19 ~~(25)~~ (28) “Noncommercial registered agent” means a person that is not a commercial
20 registered agent and is:

21 (A) an individual or domestic or foreign entity that serves in this state as the
22 REGISTERED agent ~~FOR SERVICE OF PROCESS~~ of an entity; or

23 (B) an individual who holds the office or other position in an entity ~~WHO~~ WHICH is
24 designated as the REGISTERED agent ~~FOR SERVICE OF PROCESS~~ pursuant to Section 1-404(a)(2)(B).

1 ~~(26)~~ (29) “Nonfiling entity” means an entity that is formed other than by filing a public
2 organic record.

3 ~~(27)~~ (30) “Nonprofit corporation” means a domestic nonprofit corporation incorporated
4 under or subject to [Article] 4 or a foreign nonprofit corporation.

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

7 ~~(28)~~ (32) “Organic law” means the law of an entity’s jurisdiction of formation ~~which~~
8 ~~governs~~ governing the internal affairs of the entity.

9 ~~(29)~~ (33) “Organic rules” means the public organic record and private organic rules of an
10 entity.

11 ~~(30)~~ (34) “Person” means an individual, business corporation, nonprofit corporation,
12 partnership, limited partnership, limited liability company, [general cooperative association,]
13 limited cooperative association, unincorporated nonprofit association, statutory trust, business
14 trust, ~~or~~ common-law business trust, estate, trust, association, joint venture, public corporation,
15 government or governmental subdivision, agency, or instrumentality, or any other legal or
16 commercial entity.

17 ~~(31)~~ (35) “Principal office” means the PRINCIPAL EXECUTIVE office OF AN ENTITY,
18 WHETHER OR NOT THE OFFICE IS LOCATED in ~~OR OUTSIDE~~ this state, ~~DESIGNATED BY A FILING~~
19 ~~ENTITY AS ITS PRINCIPAL OFFICE IN THE MOST RECENT FILED RECORD THAT CONTAINS THAT~~
20 ~~DESIGNATION.~~

21 ~~(32)~~ (36) “Private organic rules” means the rules, whether or not in a record, that govern
22 the internal affairs of an entity, are binding on all of its interest holders, and are not part of its
23 public organic record, if any. The term includes:

24 (A) the bylaws of a business corporation;

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

~~(33)~~ (37) "Proceeding" includes a civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action.

~~(34)~~ (38) "Property" means all property, WHETHER real, personal, or mixed; or tangible or intangible, or any RIGHT OR interest therein.

~~(35)~~ (39) "Public organic record" means the record the ~~PUBLIC~~ filing of which BY THE
[SECRETARY OF STATE] IS REQUIRED TO FORM ~~FORMS~~ an entity and any amendment TO or
restatement of that record. The term includes:

- (A) the articles of incorporation of a business corporation;
- (B) the articles of incorporation of a nonprofit corporation;
- (C) the certificate of limited partnership of a limited partnership;
- (D) the certificate of organization of a limited liability company;
- [(E) the articles of incorporation of a general cooperative association;]
- (F) the articles of organization of a limited cooperative association; and
- (G) the certificate of trust of a statutory trust; OR SIMILAR RECORD OF A business
trust; ~~OR COMMON-LAW BUSINESS TRUST.~~

1 ~~(36) “QUALIFIED FOREIGN ENTITY” MEANS A FOREIGN ENTITY THAT IS AUTHORIZED TO DO~~
2 ~~BUSINESS IN THIS STATE PURSUANT TO A STATEMENT OF REGISTRATION FILED BY THE [SECRETARY~~
3 ~~OF STATE].~~

4 ~~(37)~~ (40) “Receipt”, as used in this [article], means actual receipt. “Receive” has a
5 corresponding meaning.

6 ~~(38)~~ (41) “Record”, used as a noun, means information that is inscribed on a tangible
7 medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

8 ~~(39)~~ (42) “Registered agent” means an agent of an entity which is authorized to receive
9 service of any process, notice, or demand required or permitted by law to be served on the entity.
10 The term includes a commercial registered agent and a noncommercial registered agent.

11 (43) “REGISTERED FOREIGN ENTITY” MEANS A FOREIGN ENTITY THAT IS REGISTERED TO DO
12 BUSINESS IN THIS STATE PURSUANT TO A STATEMENT OF REGISTRATION FILED BY THE [SECRETARY
13 OF STATE].

14 ~~(40)~~ (44) “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 symbol, sound,
17 or process.

18 ~~(41)~~ (45) “State” means a state of the United States, the District of Columbia, Puerto
19 Rico, the United States Virgin Islands, or any territory or insular possession subject to the
20 jurisdiction of the United States.

21 ~~(42)~~ (46) “Statutory trust” means a domestic statutory trust formed under or subject to
22 [Article] 40 § 8 or a ~~FOREIGN-STATUTORY~~ trust FORMED UNDER THE STATUTORY LAW OF A
23 JURISDICTION OTHER THAN THIS STATE WHICH WOULD BE A STATUTORY TRUST IF FORMED UNDER
24 THE LAW OF THIS STATE.

(43) (47) “Transfer” includes:

(A) an assignment;

(B) A conveyance;

(C) A sale;

(D) A lease, ~~MORTGAGE, AND;~~

(E) AN encumbrance, INCLUDING A MORTGAGE OR SECURITY INTEREST;

(F) A GIFT; AND

(G) A TRANSFER BY OPERATION OF LAW.

~~(44) “TRANSFERABLE INTEREST” MEANS THE RIGHT UNDER AN UNINCORPORATED ENTITY’S
ORGANIC LAW TO RECEIVE DISTRIBUTIONS FROM THE ENTITY.~~

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

(A) recognized at common law; or

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

~~(46) (49) “Unincorporated nonprofit association” means a domestic unincorporated
nonprofit association formed under or subject to [Article] 9 or a FOREIGN UNINCORPORATED
nonprofit association FORMED UNDER THE LAW OF A JURISDICTION OTHER THAN THIS STATE WHICH
WOULD BE AN UNINCORPORATED NONPROFIT ASSOCIATION IF FORMED UNDER THE LAW OF THIS
STATE.~~

~~(50) “WRITTEN” MEANS INSCRIBED ON A TANGIBLE MEDIUM. “WRITING” HAS A
CORRESPONDING MEANING.~~

Reporters’ Note

Substitution of “distributional interest” for “transferable interest” made for purposes of
clarity. The term is intended to be broader than a transferable interest.

1
2 “*Entity*.” The changes in paragraph (B)(ii) are based on the conceptual framework
3 developed in USTEA to differentiate statutory and business trusts from other types of trusts.
4 “Entity” changed to “person” in paragraph (B)(vi) to reflect the scope of Section 1-106.

5
6 “*Noncommercial registered agent*.” References to an “agent for service of process” have
7 been changed to “registered agent” throughout the acts because an agent may also receive notices
8 and demands under the organic law of a represented entity.

9
10 “*Unincorporated nonprofit association*.” The changes are intended to make clear that a
11 foreign unincorporated nonprofit association does not include a nonprofit limited liability
12 company, nonprofit limited liability partnership, or nonprofit statutory business trust.

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

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

16 (a) Except as otherwise provided in this [act], permissible means of delivery of a record
17 include delivery by hand, ~~MAIL BY~~ the United States Postal Service, commercial delivery
18 SERVICE, and electronic transmission.

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

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

22 (1) adopt rules TO ADMINISTER THIS [ACT] in accordance with [this state’s administrative
23 procedure act]; and

24 (2) MAY prescribe procedures ~~NOT REQUIRED TO BE ADOPTED AS RULES WHICH~~ THAT are
25 reasonably necessary to perform the duties required of the [Secretary of State] under this [act]
26 AND ARE NOT REQUIRED BY [THIS STATE’S ADMINISTRATIVE PROCEDURE ACT] TO BE ADOPTED AS
27 RULES.

28 **[SECTION 1-106. ENTITIES EXCLUSIONS.]** This [act] does not apply to ~~the~~
29 ~~following entities:~~

30 (1) _____;

(2) _____;

(3) _____.]

[PART] 2

FILING

SECTION 1-201. ENTITY FILING REQUIREMENTS.

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

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

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

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

(4) The entity filing must be signed by ~~AN INDIVIDUAL~~ OR ON BEHALF OF A PERSON authorized OR REQUIRED under this [act] to sign the filing.

(5) The entity filing must state the name and capacity, if any, of ~~THE EACH~~ individual who signed it, EITHER ON THE INDIVIDUAL'S OWN BEHALF OR ON BEHALF OF THE PERSON AUTHORIZED OR REQUIRED TO SIGN THE FILING, but need not contain a seal, attestation, acknowledgment, or verification.

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

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

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

Reporters' Note

Changes to subsection (a)(4) and (5) reflect the fact that entity filings may be signed by persons who are not individuals (e.g., a certificate of limited partnership signed by a general partner that is a limited liability company). Where an entity filing is signed by an entity, the name and address of the individual signing on behalf of the entity is required (e.g., the name and address of the individual signing on behalf of the limited liability company that is the general partner signing a certificate of limited partnership).

SECTION 1-202. FORMS.

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

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

SECTION 1-203. EFFECTIVE TIME AND DATE. Except as otherwise provided in ~~SECTION 1-204~~ THIS [ACT] and subject to Section 1-205(e)(d), an entity filing is effective:

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

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

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

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

SECTION 1-204. WITHDRAWAL OF FILED RECORD BEFORE EFFECTIVENESS.

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

~~(b) To withdraw a filed record, the parties to the record must deliver to the [Secretary of State] for filing a statement of withdrawal.~~

~~(c)~~ (b) A statement of withdrawal must:

(1) ~~EXCEPT AS OTHERWISE AGREED BY THE PARTIES,~~ be signed ~~ON BEHALF OF~~ BY each ~~PARTY~~ PERSON that signed the ~~FILED~~ record being withdrawn, EXCEPT AS OTHERWISE AGREED BY THOSE PERSONS;

(2) identify the ~~FILED~~ record to be withdrawn, ~~THE DATE OF ITS FILING, AND THE PARTIES TO IT;~~ and

(3) if filed signed by fewer than all ~~PARTIES~~ THE PERSONS THAT SIGNED THE RECORD BEING WITHDRAWN, state that the ~~FILED~~ record ~~HAS BEEN~~ IS withdrawn in accordance with the agreement of ALL the PERSONS THAT SIGNED THE RECORD.

~~(d)~~ (c) On ~~THE DELIVERY FOR~~ filing ~~TO~~ BY the [Secretary of State] of a statement of withdrawal, the action or transaction evidenced by the original filed record does not take effect.

SECTION 1-205. CORRECTING FILED RECORD.

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

(1) the record at the time of filing ~~CONTAINED AN INACCURACY~~ WAS INACCURATE;
(2) the record was defectively signed; or
(3) the electronic transmission of the record to the [Secretary of State] was defective.

(b) To correct a filed record, ~~THE PARTIES TO THE RECORD MUST DELIVER~~ A PERSON ON WHOSE BEHALF THE RECORD WAS DELIVERED to the [Secretary of State] MUST DELIVER TO THE [SECRETARY OF STATE] FOR FILING a statement of correction.

(c) A statement of correction:

- (1) may not state a delayed effective date;
- (2) must be signed ~~on behalf of~~ by the person correcting the filed record;
- (3) must identify the filed record to be corrected ~~OR HAVE ATTACHED A COPY AND STATE THE DATE OF ITS FILING;~~
- (4) must specify the inaccuracy or defect to be corrected; and
- (5) must correct the inaccuracy or defect.

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

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

(a) The [Secretary of State] shall file an entity filing delivered to the [Secretary of State] for filing which satisfies ~~SECTION 1-204~~ THIS [ACT]. The duty of the [Secretary of State] under this section is ministerial.

(b) When the [Secretary of State] files an entity filing, the [Secretary of State] shall record it as filed on the date and at the time of its delivery. After filing an entity filing, the

1 [Secretary of State] shall deliver to the ~~DOMESTIC OR FOREIGN ENTITY OR ITS REPRESENTATIVE~~
2 PERSON THAT SUBMITTED THE FILING a copy of the filing with an acknowledgment of the date and
3 time of filing.

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

6 (1) return the entity filing or notify the person that submitted the filing ~~not later~~
7 ~~than [15] business days after the filing is delivered~~ of the refusal; and

8 (2) ~~together with~~ provide a brief explanation in a record of the reason for the
9 refusal.

10 (d) If the [Secretary of State] refuses to file an entity filing, the person that submitted the
11 filing may ~~SEEK REVIEW OF THE REFUSAL BY THE [APPROPRIATE COURT] UNDER THE FOLLOWING~~
12 ~~PROCEDURES: (1) THE REVIEW PROCEEDING IS COMMENCED BY PETITIONING~~ PETITION the [THE
13 APPROPRIATE court] to compel ~~filing of the filing AND BY ATTACHING TO THE PETITION THE. THE~~
14 filing and the explanation of the [Secretary of State] of the refusal to file MUST BE ATTACHED TO
15 THE PETITION. (2) The court may ~~SUMMARILY ORDER THE [SECRETARY OF STATE] TO FILE THE~~
16 ~~FILING OR TAKE OTHER ACTION THE COURT CONSIDERS APPROPRIATE~~ DECIDE THE MATTER IN A
17 SUMMARY PROCEEDING. (3) ~~THE FINAL DECISION OF THE COURT MAY BE APPEALED AS IN OTHER~~
18 ~~CIVIL PROCEEDINGS.~~

19 (e) The filing of or refusal to file an entity filing does not: ~~(1) AFFECT THE VALIDITY OR~~
20 ~~INVALIDITY OF THE FILING IN WHOLE OR IN PART; (2) AFFECT THE CORRECTNESS OR~~
21 ~~INCORRECTNESS OF INFORMATION CONTAINED IN THE FILING; OR (3) create a presumption that the~~
22 ~~FILING IS VALID OR INVALID OR THAT~~ information contained in the filing is correct or incorrect.

23 **SECTION 1-207. EVIDENTIARY EFFECT OF COPY OF FILED RECORD.** A
24 certification from the [Secretary of State] accompanying a copy of a filed record is conclusive

evidence that the copy is an accurate representation of the original record on file with the [Secretary of State].

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

(a) On request of any person, the [Secretary of State] shall issue a certificate of good standing for a domestic filing entity or a certificate of registration for a ~~qualified~~ registered foreign entity.

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

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

(2) ~~THAT THE~~ IN THE CASE OF A domestic filing entity, ~~IS FORMED UNDER THE LAW OF THIS STATE THAT:~~

(A) ITS PUBLIC ORGANIC RECORD HAS BEEN FILED AND HAS TAKEN EFFECT;

(B) the date ~~OF ITS FORMATION;~~ THE PUBLIC ORGANIC RECORD BECAME EFFECTIVE; and

(C) the period of ~~ITS~~ THE ENTITY'S duration if THE RECORDS OF THE [SECRETARY OF STATE] REFLECT THAT ITS PERIOD OF DURATION IS less than perpetual,~~or;~~

(3) THAT THE QUALIFIED IN THE CASE OF A REGISTERED foreign entity, THAT IT is registered to do business in this state;

~~(3)~~ (4) that all fees, taxes, INTEREST, and penalties owed to this state BY THE DOMESTIC OR FOREIGN ENTITY AND collected through the [Secretary of State] have been paid, if:

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

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

~~(4)~~ (5) that the ~~ENTITY'S~~ most recent [annual] [biennial] report required by Section

1-211 has been delivered ~~FOR FILING~~ to the [Secretary of State] FOR FILING;

~~(5)~~ (6) that THE RECORDS OF THE [SECRETARY OF STATE] DO NOT REFLECT THAT
the entity has ~~NOT~~ been dissolved; ~~AND~~

(7) THAT A PROCEEDING IS NOT PENDING UNDER SECTION 1-602; AND

~~(6)~~ (8) other facts REFLECTED IN THE RECORDS OF THE [SECRETARY OF STATE] of
record pertaining to the DOMESTIC OR FOREIGN entity ~~with the [Secretary of State]~~ which the
person requesting the certificate reasonably requests.

(c) Subject to any qualification stated in the certificate, a certificate issued by the
[Secretary of State] under subsection (a) may be relied upon as conclusive evidence ~~THAT THE~~
~~DOMESTIC FILING ENTITY IS IN EXISTENCE OR THE QUALIFIED FOREIGN ENTITY IS REGISTERED TO~~
~~DO BUSINESS IN THIS STATE~~ OF THE FACTS STATED IN THE CERTIFICATE.

SECTION 1-209. SIGNING CONSTITUTES AFFIRMATION OF ENTITY
FILING.

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

(b) WHENEVER THIS [ACT] REQUIRES A PARTICULAR INDIVIDUAL TO SIGN AN ENTITY FILING
AND THE INDIVIDUAL IS DECEASED OR INCOMPETENT, THE FILING MAY BE SIGNED BY A PERSONAL
REPRESENTATIVE OF THE INDIVIDUAL IN THE PLACE OF THE DECEDENT OR INCOMPETENT.

SECTION 1-210. DELIVERY BY [SECRETARY OF STATE]. Except as otherwise
provided by Section ~~1-602~~ 1-412 or by law other than this [act], the [Secretary of State] may
deliver any record to a person by delivering it to:

(1) in person to the person that submitted it;

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

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

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

SECTION 1-211. [ANNUAL] [BIENNIAL] REPORT FOR [SECRETARY OF STATE].

(a) ~~Each~~ A domestic filing entity, DOMESTIC LIMITED LIABILITY PARTNERSHIP, OR ~~and~~ ~~qualified~~ registered foreign entity shall deliver to the [Secretary of State] for filing [an annual] [a biennial] report that ~~sets forth~~ states:

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

(2) the name and street and mailing ~~ADDRESS~~ ADDRESSES of the entity's registered agent in this state;

(3) the street and mailing ~~ADDRESS~~ ADDRESSES of the entity's principal office; and

(4) the ~~NAMES OF GOVERNORS~~ NAME OF AT LEAST ONE GOVERNOR.

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

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

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

(e) If [an annual] [a biennial] report contains the name or address of a registered agent

which differs from the information shown in the records of the [Secretary of State] immediately before the [annual] [biennial] report becomes effective, the differing information in the [annual] [biennial] report is considered a statement of change under Section 1-407.

[SECTION 1-212. FEES.]

Alternative A

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

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

(2) \$ [] for the certification.

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

(1) Statement of merger, \$ [].

(2) Statement of withdrawal of merger, \$ [].

(3) Statement of interest exchange, \$ [].

(4) Statement of withdrawal of interest exchange, \$ [].

(5) Statement of conversion, \$ [].

(6) Statement of withdrawal of conversion, \$ [].

(7) Statement of domestication, \$ [].

(8) Statement of withdrawal of domestication, \$ [].

(9) [Annual] [Biennial] report, \$ [].

(10) Articles of incorporation of a business corporation, \$ [].

(11) Articles of incorporation of a nonprofit corporation, \$ [].

(12) Statement of qualification of a limited liability partnership, \$ [].

(13) Certificate of limited partnership of a limited partnership, \$ [].

- (14) Certificate of organization of a limited liability company, \$ [].
- [(15) Articles of incorporation of a general cooperative association, \$ [].]
- (16) Articles of organization of a limited cooperative association, \$ [].
- (17) Certificate of trust of a statutory trust, \$ [].
- (18) Other public organic document, \$ [].
- (19) Commercial-registered-agent listing statement, \$ [].
- (20) Commercial-registered-agent termination statement, \$ [].
- (21) Registered agent statement of change, \$ [].
- (22) Registered agent statement of resignation, no fee
- (23) Statement ~~appointing an~~ designating a registered
agent ~~for service of process~~, \$ [].
- (24) Foreign entity registration statement, \$ [].
- (25) Amendment of foreign entity registration statement, \$ [].
- (26) Notice of cancellation of foreign entity registration statement, \$ [].
- (27) STATEMENT OF WITHDRAWAL, \$ [].
- (28) STATEMENT OF CORRECTION, \$ [].
- ~~[(27)]~~ (29) Other entity filings, \$ [].]

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

Alternative B

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

filing under this [act].

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

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

End of Alternatives]

[PART] 3

NAME OF ENTITY

SECTION 1-301. PERMITTED NAMES.

(a) Except as otherwise provided in ~~SUBSECTIONS (B) AND~~ SUBSECTION (d), the name of a domestic filing entity or domestic limited liability partnership, and the name under which a foreign ~~FILING~~ entity ~~OR FOREIGN LIMITED LIABILITY PARTNERSHIP~~ may register to do business in this state, must be distinguishable on the records of the [Secretary of State] from any:

(1) name of ~~ANOTHER~~ A domestic filing entity or limited liability partnership;

(2) name of a foreign ~~FILING~~ entity ~~OR FOREIGN LIMITED LIABILITY PARTNERSHIP~~ ~~THAT IS~~ registered to do business in this state under [Part] 5;

(3) name ~~THAT IS~~ reserved under Section 1-303;

(4) name ~~THAT IS~~ registered under Section 1-304; or

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

(b) ~~SUBSECTION (A) DOES NOT APPLY IF THE OTHER ENTITY OR THE PERSON FOR WHICH THE NAME IS RESERVED OR REGISTERED~~ IF AN ENTITY consents in a record to the use of ~~THE~~ ITS name and submits an undertaking in a form satisfactory to the [Secretary of State] to change its name to a name that is distinguishable on the records of the [Secretary of State] from any name in any category of names in subsection (a), THE NAME OF THE CONSENTING ENTITY MAY BE USED BY THE

1 PERSON TO WHICH THE CONSENT WAS GIVEN.

2 (c) Except as otherwise provided in subsection (d), in determining whether a name is the
3 same as or not distinguishable on the records of the [Secretary of State] from the name of another
4 entity, words, phrases, or abbreviations indicating the type of entity, such as “corporation”,
5 “corp.”, “incorporated”, “Inc.”, “professional corporation”, “PC”, “professional association”,
6 “PA”, “Limited”, “Ltd.”, “limited partnership”, “LP”, “limited liability partnership”, “LLP”,
7 “registered limited liability partnership”, “RLLP”, “limited liability limited partnership”,
8 “LLLLP”, “registered limited liability limited partnership”, “RLLLLP”, “limited liability
9 company”, or “LLC”, may not be taken into account.

10 (d) ~~THE HOLDER OF A NAME UNDER SUBSECTION (A)~~ AN ENTITY may consent in a record to
11 the use of a name that is not distinguishable on the records of the [Secretary of State] from its
12 name except for the addition of a word, phrase, or abbreviation indicating the type of entity
13 ~~DESCRIBED AS PROVIDED~~ AS PROVIDED in subsection (c). In such a case, the ~~HOLDER~~ ENTITY need not change
14 its name pursuant to subsection (b).

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

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

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

22 (b) The name of a limited partnership may contain the name of any partner. ~~IF THE~~ THE
23 ~~LIMITED NAME OF A~~ partnership THAT is not a limited liability limited partnership, ~~THE NAME~~ must
24 contain the ~~PHRASE~~ WORDS “limited partnership” or the abbreviation “L.P.” or “LP” and may not

1 contain the ~~PHRASE~~ WORDS “limited liability limited partnership” or “registered limited liability
2 LIMITED partnership” or the abbreviation “L.L.L.P.”, “LLLP”, “R.L.L.L.P.” or RLLLP”. If the
3 limited partnership is a limited liability limited partnership, the name must contain the ~~PHRASE~~
4 WORDS “limited liability limited partnership” or the abbreviation “L.L.L.P.”; OR “LLLP”
5 ~~“R.L.L.L.P.”, OR “RLLLP”~~ and may not contain the abbreviation “L.P.” or “LP”.

6 (c) The name of a limited liability partnership ~~that is not a limited liability limited~~
7 ~~partnership~~ must contain the words “limited liability partnership” or “registered limited liability
8 partnership” or the abbreviation “L.L.P.”, “R.L.L.P.”, “LLP”, or “RLLP”.

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

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

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

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

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

24 (a) A person may reserve the exclusive use of an entity name by delivering an application

1 to the [Secretary of State] for filing. The application must state the name and address of the
2 applicant and the name ~~PROPOSED~~ to be reserved. If the [Secretary of State] finds that the entity
3 name ~~APPLIED FOR~~ is available, the [Secretary of State] shall reserve the name for the applicant's
4 exclusive use for a ~~[120]-day period~~ [120] days.

5 (b) The owner of a reserved entity name may transfer the reservation to another person
6 THAT IS NOT AN INDIVIDUAL by delivering to the [Secretary of State] a signed notice in a record of
7 the transfer which states the name and address of the transferee.

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

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

13 (b) To register its name or an alternate name ~~REQUIRED BY~~ ADOPTED PURSUANT TO
14 Section 1-506, a foreign filing entity or foreign limited liability partnership must deliver to the
15 [Secretary of State] for filing an application stating ~~ITS~~ THE ENTITY'S name, THE JURISDICTION
16 AND DATE OF ITS FORMATION, AND ANY ALTERNATE ~~OR ITS name WITH ANY ADDITION REQUIRED~~
17 BY ADOPTED PURSUANT TO Section 1-506, ~~AND THE JURISDICTION AND DATE OF ITS FORMATION.~~
18 If the [Secretary of State] finds that the name applied for is available, the [Secretary of State]
19 shall register the name for the applicant's exclusive use.

20 (c) The registration of a name under this section is effective for [one year] after the date
21 of ~~FILING~~ REGISTRATION.

22 (d) A foreign filing entity or foreign limited liability partnership whose name registration
23 is effective may renew the registration for successive one-year periods by delivering, not earlier
24 than [three months] before the expiration of the registration ~~YEAR~~, to the [Secretary of State] for

1 filing a renewal application that complies with this section. When filed, the renewal application
2 renews the registration for a succeeding one-year period.

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

6 ~~(1) A DOMESTIC FILING ENTITY FORMED UNDER THIS [ACT];~~

7 ~~(2) A LIMITED LIABILITY PARTNERSHIP SUBJECT TO THIS [ACT]; OR~~

8 ~~(3) ANOTHER FOREIGN FILING ENTITY OR FOREIGN LIMITED LIABILITY PARTNERSHIP~~
9 ~~AUTHORIZED TO DO BUSINESS IN THIS STATE.~~

10 [PART] 4

11 REGISTERED AGENT OF ENTITY

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

13 (1) ~~“Appointment~~ Designation of agent” means a statement ~~appointing an~~ designating a
14 registered agent for service of process delivered to the [Secretary of State] for filing ~~filed under:~~

15 (A) [SECTION 10 OF THE UNIFORM UNINCORPORATED NONPROFIT ASSOCIATION
16 ACT]; OR

17 (B) Section 1-411 by a nonqualified nonregistered foreign entity or domestic
18 nonfiling entity.

19 (2) ~~“Nonqualified Nonregistered~~ Nonregistered foreign entity” means a foreign entity that is not a
20 ~~qualified foreign entity~~ registered to do business in this state pursuant to a statement of
21 registration filed by the [Secretary of State].

22 ~~(3) “Nonresident limited liability partnership statement” means:~~

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

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

~~(4)~~ (3) “Registered agent filing” means:

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

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

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

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

~~(5)~~ (4) “Represented entity” means:

(A) a domestic filing entity;

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

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

(D) a domestic or foreign unincorporated nonprofit association for which an appointment a designation of an agent has been filed is in effect;

(E) a domestic nonfiling entity for which ~~an appointment~~ a designation of an agent has been filed; or

(F) a ~~nonqualified~~ nonregistered foreign entity for which an appointment a designation of an agent has been filed.

Reporters' Note

“Nonresident limited liability partnership statement.” This definition has been deleted because harmonized UPA requires every domestic or registered foreign LLP to have a registered agent.

1 **SECTION 1-402. ENTITIES REQUIRED TO DESIGNATE AND MAINTAIN**

2 **REGISTERED AGENT.** The following shall designate and maintain a registered agent in this
3 state:

4 (1) a domestic filing entity;

5 (2) a domestic limited liability *partnership that does not maintain a place of business in*
6 *this state*; and

7 (3) a ~~qualified~~ registered foreign entity.

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

10 (1) a street address in this state; and

11 (2) a mailing address in this state, if different from the address described in paragraph (1).

12 **SECTION 1-404. ~~APPOINTMENT~~ DESIGNATION OF REGISTERED AGENT.**

13 (a) A registered agent filing must BE SIGNED BY THE ENTITY AND state:

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

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

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

17 or

18 (B) ~~if the entity designates an officer or employee to accept service of~~
19 ~~process~~, the title of the an office or other position with the entity if service of process, notices,
20 and demands are to be sent to the individual holding that office or position, and the address of
21 the business office of that ~~person~~ individual.

22 (b) The ~~appointment~~ designation of a registered agent pursuant to subsection (a)(1) or
23 (2)(A) is an affirmation ~~under Section 1-209~~ of fact by the represented entity that the agent has
24 consented to serve.

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

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

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

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

SECTION 1-405. LISTING OF COMMERCIAL REGISTERED AGENT.

(a) A person may become listed as a commercial registered agent by ~~filing with~~ delivering to the [Secretary of State] for filing a commercial-registered-agent listing statement signed by ~~or on behalf of~~ the person which states:

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

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

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

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

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

1 ~~(d) A listing statement takes effect on filing by the [Secretary of State].~~

2 ~~(e)~~ (d) The [Secretary of State] shall note the filing of ~~THE~~ A commercial-registered-agent
3 listing statement in the [index of filings] [RECORDS] maintained by the [Secretary of State] for
4 each entity represented by the agent at the time of the filing. The statement has the effect of
5 AMENDING THE REGISTERED AGENT FILING FOR EACH OF THOSE ENTITIES TO:

6 (1) DESIGNATE THE PERSON BECOMING LISTED AS A COMMERCIAL REGISTERED
7 AGENT AS THE COMMERCIAL REGISTERED AGENT OF EACH OF THOSE ENTITIES; AND

8 (2) ~~DELETING DELETE~~ the address of the FORMER agent from the REGISTERED
9 AGENT filing of each of those entities.

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

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

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

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

18 (b) A commercial-registered-agent termination statement takes effect at 12:01 a.m. on the
19 31st day after the day on which it is delivered to the [Secretary of State] for filing.

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

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

1 commercial registered agent ~~appoints~~ designates a new registered agent, service of process may
2 be made on the entity pursuant to Section 1-412. Termination of the listing of a commercial
3 registered agent under this section does not affect any contractual rights a represented entity has
4 against the agent or that the agent has against the entity.

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

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

9 (1) the name of the entity; and

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

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

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

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

16 (c) A statement of change under this section ~~appointing~~ designating a new registered
17 agent is an affirmation ~~under Section 1-209~~ of fact by the represented entity that the agent has
18 consented to serve.

19 ~~(d) A statement of change under this section takes effect on delivery to the [Secretary of~~
20 ~~State] for filing.~~

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

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

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

7 (1) the name of the entity;

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

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

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

11 (5) if the agent is an entity:

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

13 and

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

16 ~~(b) A statement of change under this section takes effect on delivery to the [Secretary of~~
17 ~~State] for filing.~~

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

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

23 (a) If a commercial registered agent changes its name, its address as listed under Section
24 1-405(a), its type of entity, or its jurisdiction of formation, the agent shall deliver to the

[Secretary of State] for filing a statement of change signed by ~~or on behalf of~~ the agent which states:

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

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

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

(4) IF THE AGENT IS AN ENTITY:

(A) if the type of entity OF THE AGENT has changed, the new type of entity;

and

~~(5)~~ (B) if the jurisdiction of formation of the ~~ENTITY~~ AGENT has changed,

the new jurisdiction of formation.

(b) The ~~DELIVERY TO THE~~ FILING BY THE [Secretary of State] ~~FOR FILING BY A~~
~~COMMERCIAL REGISTERED AGENT~~ of a statement of change under subsection (a) is effective to change the information regarding the agent with respect to each entity represented by the agent.

(c) A commercial registered agent promptly shall furnish TO each entity represented by it A notice in a record of ~~THE DELIVERY TO~~ the FILING BY THE [Secretary of State] ~~FOR FILING~~ of a statement of change relating to the name or address of the agent and the changes made in the statement.

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

(1) each entity represented by the agent, stating that the agent has ceased to be ~~an~~
the registered agent for ~~service of process on~~ the entity and that, until the entity ~~appoints~~

1 designates a new registered agent, service of process may be made on the entity as provided in
2 Section 1-412; and

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

5 **SECTION 1-410. RESIGNATION OF REGISTERED AGENT.**

6 (a) A registered agent may resign as agent for a represented entity by delivering to the
7 [Secretary of State] for filing a statement of resignation signed by ~~or on behalf of~~ the agent
8 which states:

9 (1) the name of the entity;

10 (2) the name of the agent;

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

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

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

16 (1) the 31st day after the day on which it is ~~DELIVERED TO~~ FILED BY the [Secretary
17 of State] ~~FOR FILING~~; or

18 (2) the ~~appointment~~ designation of a new registered agent for the represented
19 entity.

20 (c) A registered agent promptly shall furnish TO the represented entity notice in a record
21 of the date on which a statement of resignation was ~~delivered to the [Secretary of State] for filing~~
22 filed.

23 (d) When a statement of resignation takes effect, the registered agent ceases to have
24 responsibility UNDER THIS [PART] for any matter THEREAFTER tendered to it as agent for the

1 represented entity. The resignation does not affect any contractual rights the entity has against
2 the agent or that the agent has against the entity.

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

5 **SECTION 1-411. APPOINTMENT DESIGNATION OF REGISTERED AGENT**
6 **BY NONQUALIFIED NONREGISTERED FOREIGN ENTITY OR NONFILING**
7 **DOMESTIC ENTITY.**

8 (a) A ~~nonqualified~~ nonregistered foreign entity or domestic nonfiling entity may deliver
9 to the [Secretary of State] for filing a statement ~~appointing~~ designating a registered agent signed
10 ~~on behalf of~~ by the entity which states:

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

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

13 (b) A statement ~~appointing a registered agent takes effect on filing by the [Secretary of~~
14 ~~State] and~~ under subsection (a) is effective for five years after the date of filing unless canceled
15 or terminated earlier.

16 (c) ~~Appointment~~ Designation of a registered agent under ~~this section~~ subsection (a) does
17 not qualify register a ~~nonqualified~~ nonregistered foreign entity to do business in this state.

18 (d) A statement ~~appointing a registered agent~~ under subsection (a) may not be rejected for
19 filing because the name of the entity ~~filing~~ signing the statement is not distinguishable on the
20 records of the [Secretary of State] from the name of another entity appearing in those records.
21 The filing of such a statement does not make the name of the entity ~~filing~~ signing the statement
22 unavailable for use by another entity.

23 (e) An entity that delivers to the [Secretary of State] for filing a statement under
24 subsection (a) ~~appointing~~ designating a registered agent may cancel the statement by delivering

1 to the [Secretary of State] for filing a statement of cancellation that states the name of the entity
2 and that the entity is canceling its ~~appointment~~ designation of ~~an a registered~~ agent for service of
3 process in this state. ~~The statement takes effect on filing by the [Secretary of State].~~

4 (f) A statement ~~appointing a registered agent~~ under subsection (a) for a ~~nonqualified~~
5 nonregistered foreign entity terminates on the date the entity becomes a qualified registered
6 foreign entity.

7 **SECTION 1-412. SERVICE OF PROCESS, NOTICE, OR DEMAND ON**
8 **ENTITY.**

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

11 (b) If ~~AN A REPRESENTED~~ entity ~~THAT DELIVERED TO THE [SECRETARY OF STATE] FOR~~
12 ~~FILING A REGISTERED AGENT FILING NO LONGER HAS~~ CEASES TO HAVE a registered agent, or if its
13 registered agent cannot with reasonable diligence be served, the entity may be served by
14 registered or certified mail, return receipt requested, or by similar commercial delivery service,
15 addressed to ~~THE GOVERNORS OF~~ the entity ~~BY NAME~~ at ~~ITS~~ THE ENTITY'S principal office ~~IN~~
16 ~~ACCORDANCE WITH ANY APPLICABLE JUDICIAL RULES AND PROCEDURES.~~ The ~~NAMES OF THE~~
17 ~~GOVERNORS AND THE~~ address of the principal office ~~MAY~~ MUST be as shown in the ENTITY'S most
18 recent [annual] [biennial] report filed ~~WITH~~ BY the [Secretary of State]. Service is effected under
19 this subsection on the earliest of:

20 (1) the date the entity receives the mail or delivery by ~~A SIMILAR~~ THE commercial
21 delivery service;

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

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

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

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

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

Reporters' Note

Subsection (c) has been revised to track more closely the language of Fed. R. Civ. Proc. 4(h)(1).

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

(1) to forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand ~~THAT~~ PERTAINING TO THE ENTITY WHICH is served on OR RECEIVED BY the agent;

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

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

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

SECTION 1-414. JURISDICTION AND VENUE. The ~~appointment~~ designation or maintenance in this state of a registered agent does not by itself create the basis for personal

1 jurisdiction over the represented entity in this state. The address of the agent does not determine
2 venue in an action or a proceeding involving the entity.

3 **[PART] 5**

4 **FOREIGN ENTITIES**

5 **SECTION 1-501. GOVERNING LAW.**

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

7 (1) the internal affairs of the entity;

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

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

11 (4)] the liability of a series of a statutory trust.

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

15 (c) Registration of a foreign entity to do business in this state does not authorize ~~THE~~
16 FOREIGN ENTITY to engage in any activity or exercise any power that a domestic entity of the
17 same type may not engage in or exercise in this state.

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

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

21 (b) A foreign filing entity or foreign limited liability partnership doing business in this
22 state may not maintain an action OR PROCEEDING in this state unless it is registered to do business
23 in this state.

24 (c) The failure of a foreign filing entity or foreign limited liability partnership to register

1 to do business in this state does not impair the validity of a contract or act of the foreign filing
2 entity or foreign limited liability partnership or preclude it from defending ~~A~~ AN ACTION OR
3 proceeding in this state.

4 (d) ~~THE~~ A LIMITATION ON THE liability of an interest holder or governor of a foreign filing
5 entity or of a partner of a foreign limited liability partnership ~~IS GOVERNED BY THE LAWS OF ITS~~
6 ~~JURISDICTION OF FORMATION. ANY LIMITATION ON THAT LIABILITY~~ is not waived solely because
7 the foreign filing entity or foreign limited liability partnership does business in this state without
8 registering.

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

11 **SECTION 1-503. FOREIGN REGISTRATION STATEMENT.** To register to do
12 business in this state, a foreign filing entity or foreign limited liability partnership must deliver a
13 foreign registration statement to the [Secretary of State] for filing. The statement must BE SIGNED
14 BY THE ENTITY AND state:

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

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

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

21 (4) the street and mailing ~~ADDRESS~~ ADDRESSES of the ENTITY'S principal office ~~OF THE~~
22 ~~FOREIGN FILING ENTITY OR FOREIGN LIMITED LIABILITY PARTNERSHIP~~ and, if the ~~LAWS~~ LAW of ~~IT'S~~
23 THE ENTITY'S jurisdiction of formation ~~require~~ requires ~~it~~ THE ENTITY to maintain an office in that
24 jurisdiction, the street and mailing ~~ADDRESS~~ ADDRESSES of the office; and

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

SECTION 1-504. AMENDMENT OF FOREIGN REGISTRATION STATEMENT.

~~(A)~~ A registered foreign entity ~~registered to do business in this state~~ shall deliver to the [Secretary of State] for filing an amendment to its foreign registration statement if there is a change in:

(1) the name of the entity;

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

(3) the ENTITY'S jurisdiction of formation;

(4) ~~THE~~ AN address ~~OR ADDRESSES~~ required by Section 1-503(4); or

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

~~(B) THE REQUIREMENTS OF SECTION 1-503 FOR AN ORIGINAL FOREIGN REGISTRATION STATEMENT APPLY TO AN AMENDMENT OF A FOREIGN REGISTRATION STATEMENT UNDER THIS SECTION.~~

SECTION 1-505. ACTIVITIES NOT CONSTITUTING DOING BUSINESS.

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

(1) maintaining, defending, mediating, arbitrating, or settling ~~AN ACTION OR~~ proceeding;

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

(3) maintaining accounts in financial institutions;

(4) maintaining offices or agencies for the transfer, exchange, and registration of ~~INTERESTS IN~~ SECURITIES OF the entity or maintaining trustees or depositories with respect to

those ~~INTERESTS~~ SECURITIES;

(5) selling through independent contractors;

(6) soliciting or obtaining orders by any means if the orders require acceptance outside this state before they become contracts;

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

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

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

(10) owning, without more, property; and

(11) doing business in interstate commerce.

(b) A PERSON DOES NOT DO BUSINESS IN THIS STATE SOLELY BY BEING AN INTEREST HOLDER OR GOVERNOR OF A FOREIGN ENTITY THAT DOES BUSINESS IN THIS STATE.

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

SECTION 1-506. NONCOMPLYING NAME OF FOREIGN ENTITY.

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

an alternate name, a registered foreign ~~filing~~ entity or ~~foreign limited liability partnership~~ ~~MAY~~
SHALL do business in this state under:

- (1) the alternate name;
- (2) its entity name, with the addition of its jurisdiction of formation clearly identified; or
- (3) an assumed or fictitious name the entity is authorized to use under [this state's ~~fictitious or assumed~~ or fictitious name statute].

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

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

(a) A registered foreign entity ~~registered to do business in this state~~ may withdraw its registration by delivering a statement of withdrawal to the [Secretary of State] for filing. The statement of withdrawal must BE SIGNED BY THE ENTITY AND state:

(1) the name of the foreign entity and ~~THE NAME OF the~~ its jurisdiction ~~under whose law it is formed~~ of formation;

~~(2) THE TYPE OF ENTITY INCLUDING, IF IT IS A LIMITED PARTNERSHIP, WHETHER IT IS A LIMITED LIABILITY LIMITED PARTNERSHIP;~~

~~(3)~~ (2) that the entity is not doing business in this state and that it withdraws its registration to do business in this state;

~~(4)~~ (3) that the entity revokes the authority of its registered agent to accept service on its behalf IN THIS STATE; and

~~(5)~~ (4) an address to which service of process may be made under subsection (b).

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

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

A ~~qualified~~ registered foreign entity ~~registered to do business in this state which~~ that converts to any type of domestic filing entity or to a domestic ~~registered~~ limited liability partnership is deemed to have withdrawn its registration on the effective date of the conversion.

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

(a) A REGISTERED foreign entity ~~REGISTERED TO DO BUSINESS IN THIS STATE WHICH DISSOLVES THAT HAS DISSOLVED AND COMPLETED WINDING UP~~ or ~~CONVERTS THAT HAS CONVERTED~~ to a domestic or foreign nonfiling entity other than a limited liability partnership shall deliver a statement of withdrawal to the [Secretary of State] for filing. The statement must ~~set forth~~ BE SIGNED BY THE DISSOLVED OR CONVERTED ENTITY AND STATE:

(1) IN THE CASE OF A FOREIGN ENTITY THAT HAS COMPLETED WINDING UP:

(A) THE ITS name ~~OF THE FOREIGN ENTITY~~ and ~~THE NAME OF THE ITS~~ JURISDICTION ~~UNDER WHOSE LAW IT WAS FORMED BEFORE THE DISSOLUTION OR CONVERSION OF~~ FORMATION; and

~~(2) THE TYPE OF ENTITY THE FOREIGN ENTITY WAS BEFORE THE DISSOLUTION OR CONVERSION;~~

~~(3)~~ (B) that the foreign entity surrenders its registration to do business in this state ~~AS A QUALIFIED ENTITY; and~~

(4) ~~(2) IF THE~~ IN THE CASE OF A foreign entity THAT has converted to a DOMESTIC
OR foreign nonfiling entity other than a ~~FOREIGN~~ limited liability partnership:

(A) THE NAME OF THE CONVERTING FOREIGN ENTITY AND ITS JURISDICTION
OF FORMATION;

(B) the type of nonfiling entity to which it has converted and ~~THE ITS~~
jurisdiction ~~WHOSE LAWS GOVERN ITS INTERNAL AFFAIRS~~ OF FORMATION;

~~(B)~~ (C) that it SURRENDERS ITS REGISTRATION TO DO BUSINESS IN THIS
STATE AND revokes the authority of its registered agent to accept service on its behalf; and

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

(b) After ~~THE~~ A withdrawal IS EFFECTIVE under this section ~~OF A FOREIGN FILING ENTITY~~
~~THAT HAS CONVERTED TO A FOREIGN NONFILING ENTITY IS EFFECTIVE~~, service of process in any
ACTION OR proceeding based on a cause of action arising during the time ~~IF~~ THE FOREIGN FILING
ENTITY was registered to do business in this state may be made pursuant to Section 1-412.

~~(C) AFTER THE WITHDRAWAL UNDER THIS SECTION OF A FOREIGN FILING ENTITY THAT HAS~~
~~CONVERTED TO A DOMESTIC NONFILING ENTITY OTHER THAN A LIMITED LIABILITY PARTNERSHIP IS~~
~~EFFECTIVE, SERVICE OF PROCESS MAY BE MADE ON THE NONFILING ENTITY PURSUANT TO SECTION~~
~~1-412.~~

SECTION 1-510. TRANSFER OF REGISTRATION.

(a) ~~A If a registered foreign filing entity or foreign limited liability partnership registered~~
~~to do business in this state that merges with~~ merges into a nonregistered foreign entity or
~~converts~~ converts to a foreign entity required to register with the [Secretary of State] to do
business in this state, the foreign entity shall deliver to the [Secretary of State] for filing an
application for transfer of registration. The application must BE SIGNED BY THE SURVIVING OR

1 CONVERTED ENTITY AND state:

2 (1) the name of the APPLICANT REGISTERED FOREIGN entity BEFORE THE MERGER
3 OR CONVERSION;

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

5 (3) the name of the APPLICANT entity ~~INTO WHICH IT HAS MERGED OR TO WHICH IT~~
6 ~~HAS BEEN CONVERTED~~; and, if the name does not comply with Section 1-301, an alternate name
7 adopted pursuant to Section 1-506(a);

8 (4) the type of entity ~~INTO WHICH IT HAS MERGED OR TO WHICH IT HAS BEEN~~
9 ~~CONVERTED OF THE APPLICANT ENTITY~~ and the its jurisdiction ~~whose law governs its internal~~
10 ~~affairs of formation~~; and

11 (5) the following information regarding the APPLICANT entity ~~INTO WHICH IT HAS~~
12 ~~MERGED OR TO WHICH IT HAS BEEN CONVERTED~~, if different than the information for the
13 APPLICANT FOREIGN entity BEFORE THE MERGER OR CONVERSION:

14 (A) the street and mailing ~~ADDRESS~~ ADDRESSES of the principal office of
15 the entity and, if the law of the entity's jurisdiction of formation requires it to maintain an office
16 in that jurisdiction, the street and mailing ~~ADDRESS~~ ADDRESSES of that office; and

17 (B) the ~~name and street and mailing address of its registered agent in this~~
18 ~~state~~ information required pursuant to Section 1-404(a).

19 ~~(b) An application for transfer of registration must be delivered to the [Secretary of State]~~
20 ~~for filing and takes effect at the time provided in Section 1-203.~~

21 ~~(c)~~ (b) When an application for transfer of registration takes effect, the registration of the
22 APPLICANT REGISTERED FOREIGN entity to do business in this state is transferred without
23 interruption to the entity into which it has merged or to which it has been converted.

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

2 (a) The [Secretary of State] may terminate the registration of a registered foreign ~~filing~~
3 entity ~~or foreign limited liability partnership TO DO BUSINESS IN THIS STATE~~ in the manner
4 provided in subsections (b) and (c) if the entity does not:

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

8 (2) deliver to the [Secretary of State] for filing, not later than [60 days] after the
9 due date, ~~THE~~ [AN annual] [A biennial] report, IF ANY, REQUIRED OF FOREIGN ENTITIES OF ITS TYPE;
10 ~~or~~

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

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

15 (b) The [Secretary of State] may terminate the registration of a registered foreign ~~filing~~
16 entity ~~or foreign limited liability partnership~~, by:

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

19 (2) delivering a copy of the notice or the information in the notation to the entity's
20 registered agent ~~IN THIS STATE~~, or if the entity does not have a registered agent ~~IN THIS STATE~~, to
21 the entity's principal office ~~AS DESIGNATED IN SECTION 1-503(4)~~.

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

24 (1) the effective date of the termination, which must be at least [60 days] after the

1 date the [Secretary of State] delivers the copy; and

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

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

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

11 **[PART] 6**

12 **ADMINISTRATIVE DISSOLUTION**

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

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

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

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

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

21 (a) If the [Secretary of State] determines that one or more grounds exist under Section 1-
22 601 for ADMINISTRATIVELY dissolving a domestic filing entity, the [Secretary of State] shall
23 serve the entity pursuant to Section ~~1-412~~ 1-210 with notice in a record of the [Secretary of
24 State's] determination.

1 (b) If a domestic filing entity, not later than [60] days] after service of the notice is
2 ~~effected under Section 1-412~~ required by subsection (a), does not ~~correct~~ cure each ground for
3 dissolution or demonstrate to the satisfaction of the [Secretary of State] that each ground
4 determined by the [Secretary of State] does not exist, the [Secretary of State] shall dissolve the
5 entity administratively by signing a statement of ADMINISTRATIVE dissolution that recites the
6 ~~GROUND OR~~ grounds for dissolution and ~~its~~ the effective date of dissolution. The [Secretary of
7 State] shall file ~~THE ORIGINAL OF~~ the statement and serve a copy on the entity pursuant to Section
8 ~~1-412~~ 1-210.

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

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

15 **SECTION 1-603. REINSTATEMENT.**

16 (a) A domestic filing entity that is dissolved administratively under Section 1-602 may
17 apply to the [Secretary of State] for reinstatement [not later than [two] years after the effective
18 date of dissolution]. The application must BE SIGNED BY THE ENTITY AND state:

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

21 (2) the address of the principal office of the entity and the name and address of ~~the~~
22 its registered agent;

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

24 (4) that the grounds for dissolution ~~EITHER~~ did not exist or have been ~~eliminated~~

1 cured.

2 (b) To be reinstated, an entity must pay all fees, taxes, INTEREST, and penalties that were
3 due to the [Secretary of State] at the time of its administrative dissolution and all fees, taxes,
4 interest, and penalties that would have been due to the [Secretary of State] while the entity was
5 dissolved administratively.

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

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

13 (2) file ~~THE ORIGINAL OF~~ the statement; and

14 (3) serve a copy of the statement on the entity ~~PURSUANT TO SECTION 1-412.~~

15 (d) When reinstatement under this section is effective,

16 (1) it relates back to and takes effect as of the effective date of the administrative
17 dissolution; and

18 (2) the domestic filing entity resumes carrying on its ~~BUSINESS~~ ACTIVITIES AND
19 AFFAIRS as if the administrative dissolution had never occurred, except for the rights of a person
20 arising out of an act or omission in reliance on the dissolution before the person knew or had
21 reason to know of the reinstatement.

22 **Reporters' Note**

23 *Subsection (a).* A Legislative Note will discuss the policy issue of whether to limit the
24 time within which reinstatement may be sought and, if such a time limit is imposed, what the
25 limit should be.

SECTION 1-604. JUDICIAL REVIEW OF DENIAL OF REINSTATEMENT.

(a) If the [Secretary of State] denies a domestic filing entity's application for reinstatement following administrative dissolution, the [Secretary of State] shall serve the entity ~~PURSUANT TO SECTION 1-412~~ with a notice in a record that explains the ~~REASON OR~~ reasons for denial.

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

[PART] 7

MISCELLANEOUS PROVISIONS

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

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

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

SECTION 1-704. SEVERABILITY CLAUSE. *If any provision of this [act] or its application to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of this [act] which can be given effect without the invalid provision or application, and to this end the provisions of this [act] are severable.*

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

1 **SECTION ~~1-704~~ 1-705. RELATION TO ELECTRONIC SIGNATURES IN**
2 **GLOBAL AND NATIONAL COMMERCE ACT.** This [act] modifies, limits, ~~and~~ or
3 supersedes the ~~federal~~ Electronic Signatures in Global and National Commerce ~~act~~ Act, 15
4 U.S.C. Section 7001 et seq., but does not modify, limit, or supersede Section 101(c) of that act,
5 15 U.S.C. Section 7001(c), or authorize electronic delivery of any of the notices described in
6 Section 103(b) of that act, 15 U.S.C. Section 7003(b).

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

- 9 (1) the operation of the statute or any action taken under it before its repeal;
- 10 (2) any ratification, right, remedy, privilege, obligation, or liability acquired, accrued, or
11 incurred under the statute before its repeal;
- 12 (3) any violation of the statute or any penalty, forfeiture, or punishment incurred because
13 of the violation before its repeal; or
- 14 (4) any proceeding, reorganization, or dissolution commenced under the statute before its
15 repeal, and the proceeding, reorganization, or dissolution may be completed in accordance with
16 the statute as if it had not been repealed.

17 **SECTION ~~1-706~~ 1-707. EFFECTIVE DATE.** This [act] takes effect . . .

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[ARTICLE] 2
ENTITY TRANSACTIONS

~~[ARTICLE] 3~~
~~BUSINESS CORPORATIONS~~

~~[ARTICLE] 4~~
~~NONPROFIT CORPORATIONS~~

[ARTICLE] 5 3
GENERAL PARTNERSHIPS

[ARTICLE] 6 4
LIMITED PARTNERSHIPS

[ARTICLE] 7 5
LIMITED LIABILITY COMPANIES

[ARTICLE] 8 6
LIMITED COOPERATIVE ASSOCIATIONS

[ARTICLE] 9 7
UNINCORPORATED NONPROFIT ASSOCIATIONS

[ARTICLE] 10 8
STATUTORY TRUST ENTITIES

[ARTICLE] 9
BUSINESS CORPORATIONS

[ARTICLE] 10
NONPROFIT CORPORATIONS