

D R A F T

FOR DISCUSSION ONLY

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

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

AMERICAN BAR ASSOCIATION

For Final Review by Drafting Committee on
Harmonization of Business Entity Acts

Without Comments, but with Reporters' Notes

Strike and Score Version

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May 17, 2011

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HARMONIZED BUSINESS ORGANIZATIONS ACT

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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

1 order under a successor statute of general application; or

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

3 (7) “DISTRIBUTIONAL INTEREST” MEANS THE RIGHT UNDER AN UNINCORPORATED ENTITY’S
4 ORGANIC LAW AND ORGANIC RULES TO RECEIVE DISTRIBUTIONS FROM THE ENTITY.

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

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

9 ~~(7)~~ (10) “Entity”:

10 (A) means:

11 (i) a business corporation;

12 (ii) a nonprofit corporation;

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

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

15 PARTNERSHIP;

16 (v) a limited liability company;

17 [(vi) a general cooperative association;]

18 (vii) a limited cooperative association;

19 (viii) an unincorporated nonprofit association;

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

21 (x) any other person that has a legal existence separate from any interest

22 holder of that person or that has the power to acquire an interest in real property in its own name;

23 and

1 (B) does not include:

2 (i) an individual;

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

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

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

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

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

13 ~~(8)~~ (11) "Entity filing" means a record delivered ~~for filing~~ to the [Secretary of State] for
14 filing pursuant to this [act].

15 ~~(9)~~ (12) "Filed record" means a record filed by the [Secretary of State] pursuant to this
16 ~~[article]~~ [act].

17 ~~(10)~~ (13) "Filing entity" means an entity ~~THAT IS FORMED BY~~ WHOSE FORMATION
18 REQUIRES THE filing OF a public organic record. THE TERM DOES NOT INCLUDE A LIMITED
19 LIABILITY PARTNERSHIP.

20 ~~(11)~~ (14) "Foreign", with respect to an entity, means governed as to its internal affairs by
21 the law of a jurisdiction other than this state.

22 ~~(12)~~ (15) "General cooperative association" means a domestic general cooperative
23 association formed under or subject to [cite statute of this state under which an incorporated

1 cooperative association is formed] or a foreign general cooperative association.]

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

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

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

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

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

12 ~~(15)~~ (18) “Governor” means:

13 (A) a director of a business corporation;

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

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

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

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

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

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

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

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

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

23 (K) any other person under whose authority the powers of an entity are exercised

1 and under whose direction the ~~BUSINESS~~ ACTIVITIES and affairs of the entity are managed
2 pursuant to the ~~entity's~~ organic law and organic rules of the entity.

3 ~~(16)~~ (19) "Interest" means:

4 (A) a share in a business corporation;

5 (B) a membership in a nonprofit corporation;

6 (C) a partnership interest in a general partnership;

7 (D) a partnership interest in a limited partnership;

8 (E) a membership interest in a limited liability company;

9 [(F) a share in a general cooperative association;]

10 (G) a member's interest in a limited cooperative association;

11 (H) a membership in an unincorporated nonprofit association;

12 (I) a beneficial interest in a statutory trust, business trust, or common-law business
13 trust; or

14 (J) a governance interest or ~~transferable~~ distributional interest in any other type of
15 unincorporated entity.

16 ~~(17)~~ (20) "Interest holder" means:

17 (A) a shareholder of a business corporation;

18 (B) a member of a nonprofit corporation;

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

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

21 (E) a limited partner of a limited partnership;

22 (F) a member of a limited liability company;

23 [(G) a shareholder of a general cooperative association;]

1 (H) a member of a limited cooperative association;

2 (I) a member of an unincorporated nonprofit association;

3 (J) a beneficiary *or beneficial owner* of a statutory trust, business trust, or
4 common-law business trust; or

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

6 ~~(18)~~ (21) “Jurisdiction”, used to refer to a political entity, means the United States, a
7 state, a foreign country, or a political subdivision of a foreign country.

8 ~~(19)~~ (22) “Jurisdiction of formation” means the jurisdiction whose law includes the
9 organic law of an entity.

10 ~~(20)~~ (23) “Limited cooperative association” means a domestic limited cooperative
11 association formed under or subject to [Article] 8 or a foreign limited cooperative association.

12 ~~(21)~~ (24) “Limited liability company” means a domestic limited liability company
13 formed under or subject to [Article] 7 or a foreign limited liability company.

14 ~~(22)~~ (25) “Limited liability limited partnership” means a domestic limited liability limited
15 partnership formed under or subject to [Article] 6 or a foreign limited liability limited
16 partnership.

17 ~~(23)~~ (26) “Limited liability partnership” means a domestic limited liability partnership
18 registered under or subject to [Article] 5 or a foreign limited liability partnership.

19 ~~(24)~~ (27) “Limited partnership” means a domestic limited partnership formed under or
20 subject to [Article] 6 or a foreign limited partnership. The term includes a limited liability limited
21 partnership.

22 ~~(25)~~ (28) “Noncommercial registered agent” means a person that is not a commercial
23 registered agent and is:

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

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

5 ~~(26)~~ (29) “Nonfiling entity” means an entity that is formed other than by filing a public
6 organic record.

7 ~~(27)~~ (30) “Nonprofit corporation” means a domestic nonprofit corporation incorporated
8 under or subject to [Article] 4 or a foreign nonprofit corporation.

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

11 ~~(28)~~ (32) “Organic law” means the law of an entity’s jurisdiction of formation ~~which~~
12 ~~governs~~ governing the internal affairs of the entity.

13 ~~(29)~~ (33) “Organic rules” means the public organic record and private organic rules of an
14 entity.

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

21 ~~(31)~~ (35) “Principal office” means the PRINCIPAL EXECUTIVE office OF AN ENTITY,
22 WHETHER OR NOT THE OFFICE IS LOCATED in ~~OR OUTSIDE~~ this state, ~~DESIGNATED BY A FILING~~
23 ~~ENTITY AS ITS PRINCIPAL OFFICE IN THE MOST RECENT FILED RECORD THAT CONTAINS THAT~~

1 ~~DESIGNATION.~~

2 ~~(32)~~ (36) “Private organic rules” means the rules, whether or not in a record, that govern
3 the internal affairs of an entity, are binding on all of its interest holders, and are not part of its
4 public organic record, if any. The term includes:

5 (A) the bylaws of a business corporation;

6 (B) the bylaws of a nonprofit corporation;

7 (C) the partnership agreement of a general partnership;

8 (D) the partnership agreement of a limited partnership;

9 (E) the operating agreement of a limited liability company;

10 [(F) the bylaws of a general cooperative association;]

11 (G) the bylaws of a limited cooperative association;

12 (H) the governing principles of an unincorporated nonprofit association; and

13 (I) the ~~governing~~ trust instrument of a statutory trust; OR SIMILAR RULES OF A
14 business trust; or common-law business trust.

15 ~~(33)~~ (37) “Proceeding” includes a civil action, arbitration, mediation, administrative
16 proceeding, criminal prosecution, and investigatory action.

17 ~~(34)~~ (38) “Property” means all property, WHETHER real, personal, or mixed; or tangible or
18 intangible, or any RIGHT OR interest therein.

19 ~~(35)~~ (39) “Public organic record” means the record the ~~PUBLIC~~ filing of which BY THE
20 [SECRETARY OF STATE] IS REQUIRED TO FORM FORMS an entity and any amendment TO or
21 restatement of that record. The term includes:

22 (A) the articles of incorporation of a business corporation;

23 (B) the articles of incorporation of a nonprofit corporation;

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

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

10 ~~(37)~~ (40) “Receipt”, as used in this [article], means actual receipt. “Receive” has a
11 corresponding meaning.

12 ~~(38)~~ (41) “Record”, used as a noun, means information that is inscribed on a tangible
13 medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

14 ~~(39)~~ (42) “Registered agent” means an agent of an entity which is authorized to receive
15 service of any process, notice, or demand required or permitted by law to be served on the entity.
16 The term includes a commercial registered agent and a noncommercial registered agent.

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

20 ~~(40)~~ (44) “Sign” means, with present intent to authenticate or adopt a record:

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

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

1 ~~(41)~~ (45) “State” means a state of the United States, the District of Columbia, Puerto
2 Rico, the United States Virgin Islands, or any territory or insular possession subject to the
3 jurisdiction of the United States.

4 ~~(42)~~ (46) “Statutory trust” means a domestic statutory trust formed under or subject to
5 [Article] ~~10~~ 8 or a ~~FOREIGN-STATUTORY~~ trust FORMED UNDER THE STATUTORY LAW OF A
6 JURISDICTION OTHER THAN THIS STATE WHICH WOULD BE A STATUTORY TRUST IF FORMED UNDER
7 THE LAW OF THIS STATE.

8 ~~(43)~~ (47) “Transfer” includes:

9 (A) an assignment;

10 (B) ~~A~~ conveyance;

11 (C) ~~A~~ sale;

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

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

14 (F) ~~A~~ GIFT; AND

15 (G) ~~A~~ TRANSFER BY OPERATION OF LAW.

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

18 ~~(45)~~ (48) “Type of entity” means a generic form of entity:

19 (A) recognized at common law; or

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

23 ~~(46)~~ (49) “Unincorporated nonprofit association” means a domestic unincorporated

1 nonprofit association formed under or subject to [Article] 9 or a ~~FOREIGN UNINCORPORATED~~
2 nonprofit association FORMED UNDER THE LAW OF A JURISDICTION OTHER THAN THIS STATE WHICH
3 WOULD BE AN UNINCORPORATED NONPROFIT ASSOCIATION IF FORMED UNDER THE LAW OF THIS
4 STATE.

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

7 **Reporters’ Note**

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

10
11 “*Entity.*” The changes in paragraph (B)(ii) are based on the conceptual framework
12 developed in USTEA to differentiate statutory and business trusts from other types of trusts.
13 “Entity” changed to “person” in paragraph (B)(vi) to reflect the scope of Section 1-106.

14
15 “*Noncommercial registered agent.*” References to an “agent for service of process” have
16 been changed to “registered agent” throughout the acts because an agent may also receive notices
17 and demands under the organic law of a represented entity.

18
19 “*Unincorporated nonprofit association.*” The changes are intended to make clear that a
20 foreign unincorporated nonprofit association does not include a nonprofit limited liability
21 company, nonprofit limited liability partnership, or nonprofit statutory business trust.

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

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

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

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

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

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

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

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

- 9 (1) _____;
- 10 (2) _____;
- 11 (3) _____.]

12 **[PART] 2**

13 **FILING**

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

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

- 18 (1) The entity filing must be required or permitted by this [act].
- 19 (2) The entity filing must be physically delivered in written form unless and to the
20 extent the [Secretary of State] permits electronic delivery of entity filings ~~IN OTHER THAN~~
21 ~~WRITTEN FORM.~~

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

1 English letters or Arabic or Roman numerals.

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

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

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

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

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

17 **Reporters' Note**

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

24
25 **SECTION 1-202. FORMS.**

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

1 required.

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

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

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

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

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

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

15 **SECTION 1-204. WITHDRAWAL OF FILED RECORD BEFORE**
16 **EFFECTIVENESS.**

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

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

22 (e) (b) A statement of withdrawal must:

23 (1) ~~EXCEPT AS OTHERWISE AGREED BY THE PARTIES,~~ be signed ~~ON BEHALF OF~~ BY

1 each ~~PARTY PERSON~~ that signed the ~~FILED~~ record being withdrawn, EXCEPT AS OTHERWISE
2 AGREED BY THOSE PERSONS;

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

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

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

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

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

13 (1) the record at the time of filing ~~CONTAINED AN INACCURACY~~ WAS INACCURATE;

14 (2) the record was defectively signed; or

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

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

20 (c) A statement of correction:

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

22 (2) must be signed ~~on behalf of~~ by the person correcting the filed record;

23 (3) must identify the filed record to be corrected ~~OR HAVE ATTACHED A COPY AND~~

1 ~~STATE THE DATE OF ITS FILING;~~

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

3 (5) must correct the inaccuracy or defect.

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

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

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

12 (b) When the [Secretary of State] files an entity filing, the [Secretary of State] shall
13 record it as filed on the date and at the time of its delivery. After filing an entity filing, the
14 [Secretary of State] shall deliver to the ~~DOMESTIC OR FOREIGN ENTITY OR ITS REPRESENTATIVE~~
15 PERSON THAT SUBMITTED THE FILING a copy of the filing with an acknowledgment of the date and
16 time of filing.

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

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

21 (2) ~~, together with~~ provide a brief explanation in a record of the reason for the
22 refusal.

23 (d) If the [Secretary of State] refuses to file an entity filing, the person that submitted the

1 filing may ~~SEEK REVIEW OF THE REFUSAL BY THE [APPROPRIATE COURT] UNDER THE FOLLOWING~~
2 ~~PROCEDURES: (1) THE REVIEW PROCEEDING IS COMMENCED BY PETITIONING PETITION the [THE~~
3 ~~APPROPRIATE court] to compel ~~filing of the filing AND BY ATTACHING TO THE PETITION THE, THE~~ THE
4 ~~filing and the explanation of the [Secretary of State] of the refusal to file MUST BE ATTACHED TO~~
5 ~~THE PETITION. (2) The court may SUMMARILY ORDER THE [SECRETARY OF STATE] TO FILE THE~~
6 ~~FILING OR TAKE OTHER ACTION THE COURT CONSIDERS APPROPRIATE DECIDE THE MATTER IN A~~
7 ~~SUMMARY PROCEEDING. (3) THE FINAL DECISION OF THE COURT MAY BE APPEALED AS IN OTHER~~
8 ~~CIVIL PROCEEDINGS.~~~~

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

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

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

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

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

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

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

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

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

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

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

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

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

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

15 (5) that the ~~ENTITY'S~~ most recent [annual] [biennial] report required by Section
16 1-211 has been delivered ~~FOR FILING~~ to the [Secretary of State] FOR FILING;

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

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

20 (8) other facts REFLECTED IN THE RECORDS OF THE [SECRETARY OF STATE] ~~of~~
21 ~~record~~ pertaining to the DOMESTIC OR FOREIGN entity ~~with the [Secretary of State]~~ which the

22 person requesting the certificate reasonably requests.

23 (c) Subject to any qualification stated in the certificate, a certificate issued by the

1 [Secretary of State] under subsection (a) may be relied upon as conclusive evidence ~~THAT THE~~
2 ~~DOMESTIC FILING ENTITY IS IN EXISTENCE OR THE QUALIFIED FOREIGN ENTITY IS REGISTERED TO~~
3 ~~DO BUSINESS IN THIS STATE~~ OF THE FACTS STATED IN THE CERTIFICATE.

4 **SECTION 1-209. SIGNING ~~CONSTITUTES AFFIRMATION OF ENTITY~~**
5 **FILING.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

21 **[SECTION 1-212. FEES.**

22 **Alternative A**

23 (a) The [Secretary of State] shall collect the following fees for copying and certifying the

1 copy of any filed record:

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

3 (2) \$ [] for the certification.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

19 (14) Certificate of organization of a limited liability company, \$ [].

20 [(15) Articles of incorporation of a general cooperative association, \$ [].]

21 (16) Articles of organization of a limited cooperative association, \$ [].

22 (17) Certificate of trust of a statutory trust, \$ [].

23 (18) Other public organic document, \$ [].

- 1 (19) Commercial-registered-agent listing statement, \$ [].
- 2 (20) Commercial-registered-agent termination statement, \$ [].
- 3 (21) Registered agent statement of change, \$ [].
- 4 (22) Registered agent statement of resignation, no fee
- 5 (23) Statement ~~appointing an~~ designating a registered
- 6 agent for service of process, \$ [].
- 7 (24) Foreign entity registration statement, \$ [].
- 8 (25) Amendment of foreign entity registration statement, \$ [].
- 9 (26) Notice of cancellation of foreign entity registration statement, \$ [].
- 10 (27) STATEMENT OF WITHDRAWAL, \$ [].
- 11 (28) STATEMENT OF CORRECTION, \$ [].
- 12 [~~27~~] (29) Other entity filings, \$ [].]

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

16 **Alternative B**

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

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

22 (c) The withdrawal under Section 1-204 of a filed record before it is effective or the
23 correction of a filed record under Section 1-205 does not entitle the person on whose behalf the

1 record was filed to a refund of the filing fee.

2 **End of Alternatives]**

3 **[PART] 3**

4 **NAME OF ENTITY**

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

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

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

11 (2) name of a foreign ~~FILING~~ entity ~~OR FOREIGN LIMITED LIABILITY PARTNERSHIP~~

12 ~~THAT IS~~ registered to do business in this state under [Part] 5;

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

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

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

16 (b) ~~SUBSECTION (A) DOES NOT APPLY IF THE OTHER ENTITY OR THE PERSON FOR WHICH THE~~

17 ~~NAME IS RESERVED OR REGISTERED~~ IF AN ENTITY consents in a record to the use of ~~THE ITS~~ name

18 and submits an undertaking in a form satisfactory to the [Secretary of State] to change its name

19 to a name that is distinguishable on the records of the [Secretary of State] from any name in any

20 category of names in subsection (a), THE NAME OF THE CONSENTING ENTITY MAY BE USED BY THE

21 PERSON TO WHICH THE CONSENT WAS GIVEN.

22 (c) Except as otherwise provided in subsection (d), in determining whether a name is the

23 same as or not distinguishable on the records of the [Secretary of State] from the name of another

1 entity, words, phrases, or abbreviations indicating the type of entity, such as “corporation”,
2 “corp.”, “incorporated”, “Inc.”, “professional corporation”, “PC”, “professional association”,
3 “PA”, “Limited”, “Ltd.”, “limited partnership”, “LP”, “limited liability partnership”, “LLP”,
4 “registered limited liability partnership”, “RLLP”, “limited liability limited partnership”,
5 “LLLLP”, “registered limited liability limited partnership”, “RLLLLP”, “limited liability
6 company”, or “LLC”, may not be taken into account.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

12 (b) To register its name or an alternate name ~~REQUIRED BY~~ ADOPTED PURSUANT TO
13 Section 1-506, a foreign filing entity or foreign limited liability partnership must deliver to the
14 [Secretary of State] for filing an application stating ~~IT'S~~ THE ENTITY'S name, THE JURISDICTION
15 AND DATE OF ITS FORMATION, AND ANY ALTERNATE ~~OR ITS~~ name ~~WITH ANY ADDITION REQUIRED~~
16 BY ADOPTED PURSUANT TO Section 1-506, ~~AND THE JURISDICTION AND DATE OF ITS FORMATION.~~

17 If the [Secretary of State] finds that the name applied for is available, the [Secretary of State]
18 shall register the name for the applicant's exclusive use.

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

21 (d) A foreign filing entity or foreign limited liability partnership whose name registration
22 is effective may renew the registration for successive one-year periods by delivering, not earlier
23 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 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~~

1 ~~does not have an office in this state; or~~

2 ~~(B) a statement of foreign qualification of a foreign limited liability partnership~~

3 ~~that does not have an office in this state.~~

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

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

6 (B) ~~a nonresident limited liability partnership statement~~ a statement of

7 qualification of a domestic limited liability partnership;

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

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

10 ~~(5)~~ (4) “Represented entity” means:

11 (A) a domestic filing entity;

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

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

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

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

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

21 **Reporters’ Note**

22 “Nonresident limited liability partnership statement.” This definition has been deleted
23 because harmonized UPA requires every domestic or registered foreign LLP to have a registered
24 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

1 consented to serve.

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

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

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

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

7 **SECTION 1-405. LISTING OF COMMERCIAL REGISTERED AGENT.**

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

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

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

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

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

21 (c) If the name of a person ~~filing~~ delivering to the [Secretary of State] for filing a
22 commercial-registered-agent listing statement is not distinguishable on the records of the
23 [Secretary of State] from the name of another commercial registered agent listed under this

1 section, the person shall adopt a fictitious name that is distinguishable and use that name in its
2 statement and when it does business in this state as a commercial registered agent.

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

4 ~~(e) (d)~~ The [Secretary of State] shall note the filing of ~~THE~~ A commercial-registered-agent
5 listing statement in the [index of filings] [RECORDS] maintained by the [Secretary of State] for
6 each entity represented by the agent at the time of the filing. The statement has the effect of

7 AMENDING THE REGISTERED AGENT FILING FOR EACH OF THOSE ENTITIES TO:

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

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

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

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

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

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

20 (b) A commercial-registered-agent termination statement takes effect at 12:01 a.m. on the
21 31st day after the day on which it is delivered to the [Secretary of State] for filing.

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

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

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

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

12 (1) the name of the entity; and

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

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

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

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

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

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

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

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

7 (a) If a noncommercial registered agent changes its name ~~or~~, its address in effect with
8 respect to a represented entity under Section 1-404(a), its type of entity, or its jurisdiction of
9 formation, the agent shall deliver to the [Secretary of State] for filing, with respect to each entity
10 represented by the 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 in effect with respect to the entity;

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

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

15 (5) if the agent is an entity:

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

17 and

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

19 jurisdiction of formation.

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

22 ~~(e)~~ (b) A noncommercial registered agent promptly shall furnish the represented entity
23 with notice in a record of the delivery ~~of~~ to the [Secretary of State] for filing of a statement of

1 change and the changes made in the statement.

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

4 (a) If a commercial registered agent changes its name, its address as listed under Section
5 1-405(a), its type of entity, or its jurisdiction of formation, the agent shall deliver to the
6 [Secretary of State] for filing a statement of change signed by ~~or on behalf~~ of the agent which
7 states:

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

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

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

11 (4) 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 ~~(5)~~ (B) if the jurisdiction of formation of the ENTITY AGENT has changed,

15 the new jurisdiction of formation.

16 (b) The ~~DELIVERY TO THE~~ FILING BY THE [Secretary of State] ~~FOR FILING BY A~~

17 ~~COMMERCIAL REGISTERED AGENT~~ of a statement of change under subsection (a) is effective to

18 change the information regarding the agent with respect to each entity represented by the agent.

19 (c) A commercial registered agent promptly shall furnish TO each entity represented by it

20 A notice in a record of ~~THE DELIVERY TO~~ the FILING BY THE [Secretary of State] ~~FOR FILING~~ of a

21 statement of change relating to the name or address of the agent and the changes made in the

22 statement.

23 (d) If a commercial registered agent changes its address without delivering for filing a

1 statement of change as required by this section, the [Secretary of State] may cancel the listing of
2 the agent under Section 1-405. A cancellation under this subsection has the same effect as a
3 termination under Section 1-406. Promptly after canceling the listing of an agent, the [Secretary
4 of State] shall serve notice in a record in the manner provided in Section 1-412(b) or (c) on:

5 (1) each entity represented by the agent, stating that the agent has ceased to be ~~an~~
6 the registered agent for ~~service of process on~~ the entity and that, until the entity ~~appoints~~
7 designates a new registered agent, service of process may be made on the entity as provided in
8 Section 1-412; and

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

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

12 (a) A registered agent may resign as agent for a represented entity by delivering to the
13 [Secretary of State] for filing a statement of resignation signed by ~~or on behalf of~~ the agent
14 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 address of the entity to which the agent will send the notice required by
20 subsection (c).

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

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

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

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

6 (d) When a statement of resignation takes effect, the registered agent ceases to have
7 responsibility UNDER THIS [PART] for any matter THEREAFTER tendered to it as agent for the
8 represented entity. The resignation does not affect any contractual rights the entity has against
9 the agent or that the agent has against the entity.

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

12 **SECTION 1-411. APPOINTMENT DESIGNATION OF REGISTERED AGENT**
13 **BY NONQUALIFIED NONREGISTERED FOREIGN ENTITY OR NONFILING**
14 **DOMESTIC ENTITY.**

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

- 18 (1) the name, type of entity, and jurisdiction of formation of the entity; and
19 (2) the information required by Section 1-404(a).

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

23 (c) ~~Appointment~~ Designation of a registered agent under ~~this section~~ subsection (a) does

1 not ~~qualify register a nonqualified nonregistered~~ foreign entity to do business in this state.

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

7 (e) An entity that delivers to the [Secretary of State] for filing a statement under
8 subsection (a) ~~appointing~~ designating a registered agent may cancel the statement by delivering
9 to the [Secretary of State] for filing a statement of cancellation that states the name of the entity
10 and that the entity is canceling its ~~appointment~~ designation of ~~an a registered~~ agent for service of
11 ~~process~~ in this state. ~~The statement takes effect on filing by the [Secretary of State].~~

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

15 **SECTION 1-412. SERVICE OF PROCESS, NOTICE, OR DEMAND ON**
16 **ENTITY.**

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

19 (b) If ~~AN A REPRESENTED~~ entity ~~THAT DELIVERED TO THE [SECRETARY OF STATE] FOR~~
20 ~~FILING A REGISTERED AGENT FILING NO LONGER HAS~~ CEASES TO HAVE a registered agent, or if its
21 registered agent cannot with reasonable diligence be served, the entity may be served by
22 registered or certified mail, return receipt requested, or by similar commercial delivery service,
23 addressed to ~~THE GOVERNORS OF~~ the entity ~~BY NAME~~ at ~~ITS~~ THE ENTITY'S principal office ~~IN~~

1 ~~ACCORDANCE WITH ANY APPLICABLE JUDICIAL RULES AND PROCEDURES.~~ The ~~NAMES OF THE~~
2 ~~GOVERNORS AND THE~~ address of the principal office ~~MAY~~ MUST be as shown in the ENTITY'S most
3 recent [annual] [biennial] report filed ~~WITH~~ BY the [Secretary of State]. Service is effected under
4 this subsection on the earliest of:

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

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

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

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

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

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

19 **Reporters' Note**

20 Subsection (c) has been revised to track more closely the language of Fed. R. Civ. Proc.
21 4(h)(1).

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

24 (1) to forward to the represented entity at the address most recently supplied to the agent

1 by the entity any process, notice, or demand ~~THAT~~ PERTAINING TO THE ENTITY WHICH is served on
2 OR RECEIVED BY the agent;

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

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

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

9 **SECTION 1-414. JURISDICTION AND VENUE.** The ~~appointment~~ designation or
10 maintenance in this state of a registered agent does not by itself create the basis for personal
11 jurisdiction over the represented entity in this state. The address of the agent does not determine
12 venue in an action or a proceeding involving the entity.

13 **[PART] 5**

14 **FOREIGN ENTITIES**

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

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

17 (1) the internal affairs of the entity;

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

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

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

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

1 of this state.

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

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

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

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

11 (c) The failure of a foreign filing entity or foreign limited liability partnership to register
12 to do business in this state does not impair the validity of a contract or act of the foreign filing
13 entity or foreign limited liability partnership or preclude it from defending ~~A~~ AN ACTION OR
14 proceeding in this state.

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

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

22 **SECTION 1-503. FOREIGN REGISTRATION STATEMENT.** To register to do
23 business in this state, a foreign filing entity or foreign limited liability partnership must deliver a

1 foreign registration statement to the [Secretary of State] for filing. The statement must BE SIGNED
2 BY THE ENTITY AND state:

3 (1) the name of the foreign filing entity or foreign limited liability partnership and, if the
4 name does not comply with Section 1-301, an alternate name adopted pursuant to Section 1-
5 506(a);

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

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

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

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

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

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

18 (1) the name of the entity;

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

21 (3) the ENTITY'S jurisdiction of formation;

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

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

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

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

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

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

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

11 (3) maintaining accounts in financial institutions;

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

15 (5) selling through independent contractors;

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

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

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

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

1 (10) owning, without more, property; and

2 (11) doing business in interstate commerce.

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

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

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

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

17 (1) the alternate name;

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

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

22 (b) If a registered foreign ~~filing entity registered to do business in this state~~ changes its
23 name to one that does not comply with Section 1-301, it may not do business in this state until it

1 complies with subsection (a) by amending its registration to adopt an alternate name that
2 complies with Section 1-301.

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

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

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

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

12 (3) ~~(2)~~ that the entity is not doing business in this state and that it withdraws its
13 registration to do business in this state;

14 (4) ~~(3)~~ that the entity revokes the authority of its registered agent to accept service
15 on its behalf IN THIS STATE; and

16 (5) ~~(4)~~ an address to which service of process may be made under subsection (b).

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

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

22 A qualified registered foreign entity ~~registered to do business in this state which~~ that converts to
23 any type of domestic filing entity or to a domestic ~~registered~~ limited liability partnership is

1 deemed to have withdrawn its registration on the effective date of the conversion.

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

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

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

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

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

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

17 (4) ~~(2)~~ ~~IF THE~~ IN THE CASE OF A foreign entity THAT has converted to a DOMESTIC
18 OR foreign nonfiling entity other than a ~~FOREIGN~~ limited liability partnership:

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

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

23 ~~(B)~~ (C) that it SURRENDERS ITS REGISTRATION TO DO BUSINESS IN THIS

1 STATE AND revokes the authority of its registered agent to accept service on its behalf; and
2 ~~(C)~~ (D) a mailing address to which service of process may be made under
3 subsection (b).

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

8 ~~(C) AFTER THE WITHDRAWAL UNDER THIS SECTION OF A FOREIGN FILING ENTITY THAT HAS~~
9 ~~CONVERTED TO A DOMESTIC NONFILING ENTITY OTHER THAN A LIMITED LIABILITY PARTNERSHIP IS~~
10 ~~EFFECTIVE, SERVICE OF PROCESS MAY BE MADE ON THE NONFILING ENTITY PURSUANT TO SECTION~~
11 ~~1-412.~~

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

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

19 (1) the name of the ~~APPLICANT~~ REGISTERED FOREIGN entity BEFORE THE MERGER
20 OR CONVERSION;

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

22 (3) the name of the APPLICANT entity ~~INTO WHICH IT HAS MERGED OR TO WHICH IT~~
23 ~~HAS BEEN CONVERTED~~, and, if the name does not comply with Section 1-301, an alternate name

1 adopted pursuant to Section 1-506(a);

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

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

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

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

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

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

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

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

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

1 other than this [act];

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

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

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

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

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

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

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

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

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

21 ~~(e)~~ (d) The authority of a registered foreign ~~filing~~ entity ~~or foreign limited liability~~
22 ~~partnership~~ to do business in this state ceases on the effective date of the notice of termination or
23 notation under subsection (b), unless before that date the entity cures each ground for termination

1 stated in the notice ~~filed under subsection (b)~~ or notation. If the entity cures each ground, the
2 [Secretary of State] shall file a record so stating.

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

6 **[PART] 6**

7 **ADMINISTRATIVE DISSOLUTION**

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

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

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

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

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

16 (a) If the [Secretary of State] determines that one or more grounds exist under Section 1-
17 601 for ADMINISTRATIVELY dissolving a domestic filing entity, the [Secretary of State] shall
18 serve the entity pursuant to Section ~~1-412~~ 1-210 with notice in a record of the [Secretary of
19 State's] determination.

20 (b) If a domestic filing entity, not later than [60] days] after service of the notice ~~is~~
21 ~~effected under Section 1-412~~ required by subsection (a), does not ~~correctly~~ cure each ground for
22 dissolution or demonstrate to the satisfaction of the [Secretary of State] that each ground
23 determined by the [Secretary of State] does not exist, the [Secretary of State] shall dissolve the

1 entity administratively by signing a statement of ADMINISTRATIVE dissolution that recites the
2 ~~GROUND OR~~ grounds for dissolution and ~~its~~ the effective date of dissolution. The [Secretary of
3 State] shall file ~~THE ORIGINAL OF~~ the statement and serve a copy on the entity pursuant to Section
4 ~~1-412~~ 1-210.

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

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

11 **SECTION 1-603. REINSTATEMENT.**

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

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

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

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

20 (4) that the grounds for dissolution ~~EITHER~~ did not exist or have been ~~eliminated~~
21 cured.

22 (b) To be reinstated, an entity must pay all fees, taxes, INTEREST, and penalties that were
23 due to the [Secretary of State] at the time of its administrative dissolution and all fees, taxes, and

1 penalties that would have been due to the [Secretary of State] while the entity was dissolved
2 administratively.

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

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

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

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

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

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

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

19 **Reporters' Note**

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

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

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

1 ~~PURSUANT TO SECTION 1-412~~ with a notice in a record that explains the ~~REASON OR~~ reasons for
2 denial.

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

5 [PART] 7

6 MISCELLANEOUS PROVISIONS

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

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

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

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

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

22 **SECTION ~~1-704~~ 1-705. RELATION TO ELECTRONIC SIGNATURES IN**
23 **GLOBAL AND NATIONAL COMMERCE ACT.** This [act] modifies, limits, ~~and~~ or
24 supersedes the ~~federal~~ Electronic Signatures in Global and National Commerce ~~act~~ Act, 15

1 U.S.C. Section 7001 et seq., but does not modify, limit, or supersede Section 101(c) of that act,
2 15 U.S.C. Section 7001(c), or authorize electronic delivery of any of the notices described in
3 Section 103(b) of that act, 15 U.S.C. Section 7003(b).

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

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

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

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

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

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

15 **[ARTICLE] 2**
16 **ENTITY TRANSACTIONS**

17 **[ARTICLE] 3**
18 **~~BUSINESS CORPORATIONS~~**

19 **~~[ARTICLE] 4~~**
20 **~~NONPROFIT CORPORATIONS~~**

21 **[ARTICLE] ~~5~~ 3**
22 **GENERAL PARTNERSHIPS**

23 **[ARTICLE] ~~6~~ 4**
24 **LIMITED PARTNERSHIPS**

25 **[ARTICLE] ~~7~~ 5**
26 **LIMITED LIABILITY COMPANIES**

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[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