

Topic: Registered Agent Regulation

Question by: Scott W. Anderson

Jurisdiction: Nevada

Date: August 17, 2011

Jurisdiction	Question(s)
	<p>Does your state have any rules, regulations or statutes governing the activities of registered agents representing entities in your state?</p> <p>If so, please provide the link to such rules and regulations.</p>
Manitoba	
Corporations Canada	Federal corporate legislation in Canada empowers agents to act on behalf of the corporation in several contexts, but an agent is not required to be a registered agent under federal statutes.
Alabama	
Alaska	
Arizona	Same as North Carolina
Arkansas	
California	
Colorado	
Connecticut	
Delaware	<p>Links to Delaware statutes regarding registered agents:</p> <p>Corporations: http://delcode.delaware.gov/title8/c001/sc03/index.shtml</p> <p>LLC's (18-104): http://delcode.delaware.gov/title6/c018/sc01/index.shtml</p> <p>LP's (17-104): http://delcode.delaware.gov/title6/c017/sc01/index.shtml</p> <p>GP's/LLP's (15:111): http://delcode.delaware.gov/title6/c015/sc01/index.shtml</p>

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District of Columbia	<p>Currently we do not have any regulation for registered agents other than the requirement that entity needs to explicitly state in their registration papers under purpose clause that registered agent service will be provided.</p> <p>RA's in DC are required to get general business license from Business Licensing Department.</p> <p>Under our new law RAs are divided into commercial and non-commercial agents. Commercial agents would have to formally file listing of commercial registered agent before being recognized as the registered agent.</p>
Florida	<p>Requirements for and duties of a registered agent in Florida for “corporations” are provided in sections 607.0501, 607.0502, 607.0505, Florida Statutes. Go to www.sunbiz.org and click on “Florida Statutes” to access these cites. The requirements are similar, if not the same, for LLCs and for LPs</p>
Georgia	
Hawaii	<p>http://www.capitol.hawaii.gov/hrscurrent/Vol08_Ch0401-0429/HRS0425R/HRS_0425R-.htm See below for additional comments</p>
Idaho	
Illinois	
Indiana	
Iowa	
Kansas	<p>See additional comments below for Statutes regarding Registered Office & Registered Agents</p>
Kentucky	
Louisiana	<p>Same as North Carolina</p>
Maine	<p>Maine adopted the Model Registered Agent’s Act in 2008. The Act does not have any provision regarding the overall activities for the RA, but it does have a section regarding their duties. See http://www.mainelegislature.org/legis/statutes/5/title5ch6-Asec0.html</p>
Maryland	

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Massachusetts	
Michigan	<p>From Michigan:</p> <p>The links to the Michigan Limited Liability Company Act:</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-4207</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-4209</p> <p>The links to the Michigan Business Corporation Act:</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-1241</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-1242</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-1243</p> <p>http://legislature.mi.gov/doc.aspx?mcl-450-1246</p>
Minnesota	
Mississippi	
Missouri	Same as North Carolina
Montana	
Nebraska	
Nevada	
New Hampshire	
New Jersey	

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New Mexico	
New York	<p>In NY the registered agent is optional and there are no rules, regulations or statutes governing the activities of registered agents.</p>
North Carolina	<p>There are no regulations or statutes governing the activities of registered agents. In North Carolina, their sole duty of the registered agent to the entity is to forward to the entity at its last known address any notice, process, or demand that is served on the registered agent.</p>
North Dakota	
Ohio	<p>Same as North Carolina</p>
Oklahoma	
Oregon	<p>Oregon doesn't really have regulation, per se. Here is the info from a typical law chapter (Business Corporations) http://www.leg.state.or.us/ors/060.html</p>
Pennsylvania	
Rhode Island	<p>Statutes that govern registered agent in the State of Rhode Island. http://www.rilin.state.ri.us/Statutes/TITLE7/7-1.2/7-1.2-501.HTM http://www.rilin.state.ri.us/Statutes/TITLE7/7-1.2/7-1.2-1401.HTM http://www.rilin.state.ri.us/Statutes/TITLE7/7-6/7-6-12.HTM</p>
South Carolina	
South Dakota	
Tennessee	
Texas	
Utah	<p>Utah passed the model registered agent act. You can find it on our web site at www.corporations.utah.gov.</p>
Vermont	
Virginia	

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Washington	Washington does not
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

HAWAII:

[§425R-3] Addresses in filings. Whenever a provision of this chapter other than section 425R-10(a)(4) requires that a filing state an address, the filing shall state an actual street address or rural route box number in the State. [L 2009, c 55, pt of §1]

[§425R-4] Appointment of registered agent. (a) An entity's or other person's registered agent filing, as defined by this chapter, shall state:

- (1) The name of the represented entity's commercial registered agent; or
- (2) If the entity does not have a commercial registered agent:

- (A) The name of the individual or the name, type, and jurisdiction of organization of the entity's noncommercial registered agent and the address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered; or

- (B) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office in the State of that person; provided that the office or other position stated in the filing shall comport with the requirements of sections 414-64, 414D-74, 415A-27, 425-21, 425E-117, and 428-110.

(b) The appointment of a registered agent pursuant to subsection (a)(1) or (2)(A) is an affirmation by the represented entity that the agent has consented to serve as such. [L 2009, c 55, pt of §1]

[§425R-5] Listing of commercial registered agent. (a) An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the director a certified commercial registered agent listing statement signed by or on behalf of the person that states:

- (1) The name of the individual or the name, type, and jurisdiction of organization of the entity;
- (2) That the person is in the business of serving as a commercial registered agent in the State; and
- (3) The address of a place of business of the person in the State to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

(b) The name of a person filing a commercial registered agent listing statement shall comport with the requirements of section 414-51, 414D-61, 415A-8, 425-6, 425E-108, or 428-105, whichever is applicable. If the name of a foreign entity or individual is substantially identical to another name in the business registry, the person shall adopt a fictitious name that is not substantially identical and deliver to the director for filing a copy of a certificate of registration of a trade name and use that name in its statement and when it does business in the State as a commercial registered agent.

[§425R-6] Termination of listing of commercial registered agent. (a) A commercial registered agent may terminate its listing as a commercial registered agent by filing with the director a commercial registered agent termination statement signed by or on behalf of the agent that states:

- (1) The name of the agent as currently listed under section 425R-5; and
- (2) That the agent is no longer in the business of serving as a commercial registered agent in the State.

(b) A commercial registered agent termination statement takes effect on the thirty-first day after the day on which it is filed.

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

(d) When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided by law. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity. [L 2009, c 55, pt of §1]

[§425R-7] Change of registered agent by entity. (a) A represented entity may change the information currently on file under section 425R-4(a) by filing with the director a certified statement of change signed on behalf of the entity that states the:

- (1) Name of the entity; and
- (2) Information that is to be in effect as a result of the filing of the statement of change.

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

- (1) Statement of change under this section; or
- (2) Similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

(c) The appointment of a registered agent pursuant to subsection (a) is an affirmation by the represented entity that the agent has consented to serve as such.

(d) A statement of change filed under this section takes effect on filing. [L 2009, c 55, pt of §1]

[\$425R-8] Change of name or address by noncommercial registered agent. (a) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to section 425R-4(a), the agent shall file with the director, with respect to each entity represented by the agent, a certified statement of change signed by or on behalf of the agent that states:

- (1) The name of the entity;
- (2) The name and address of the agent as currently in effect with respect to the entity;
- (3) If the name of the agent has changed, its new name; and
- (4) If the address of the agent has changed, the new address.

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

(c) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing. [L 2009, c 55, pt of §1]

[\$425R-9] Change of name, address, or type of organization by commercial registered agent. (a) If a commercial registered agent changes its name, its address as currently listed under section 425R-5(a), or its type or jurisdiction of organization, the agent shall file with the director a certified statement of change signed by or on behalf of the agent which states:

- (1) The name of the agent as currently listed under section 425R-5(a);
- (2) If the name of the agent has changed, its new name;
- (3) If the address of the agent has changed, the new address; and
- (4) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

(b) The filing of a statement of change under subsection (a) is effective to change the information regarding the commercial registered agent with respect to each entity that has filed to be represented by the agent.

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

(d) A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.

(e) If a commercial registered agent changes its address without filing a statement of change as required by this section within thirty days of the address change, the director may cancel the listing of the agent under section 425R-5. A cancellation under this subsection has the same effect as a termination under section 425R-6. Promptly after canceling the listing of an agent, the director shall serve notice in a record in the manner provided by law on:

(1) Each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided by law; and

(2) The agent, stating that the listing of the agent has been canceled under this section. [L 2009, c 55, pt of §1]

[\$425R-10] Resignation of registered agent. (a) A registered agent may resign at any time with respect to a represented entity by filing with the director a certified statement of resignation signed by or on behalf of the agent that states:

(1) The name of the entity;

(2) The name of the agent;

(3) That the agent resigns from serving as agent for service of process for the entity; and

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

(b) A statement of resignation takes effect on the earlier of the thirty-first day after the day on which it is filed or the appointment of a new registered agent for the represented entity.

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

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

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing. [L 2009, c 55, pt of §1]

KANSAS:

17-6201. Registered office required; location; terms construed. (a) Every corporation shall have and maintain in this state a registered office which may, but need not be, the same as its place of business.

(b) Unless the context otherwise requires, whenever the term "corporation's principal office or place of business in this state" or "principal office or place of business of the corporation in this state," or other term of like import, is or has been used in a corporation's articles of incorporation, or in any other document, or in any statute other than the Kansas uniform commercial code, it shall be deemed to mean and refer to the corporation's registered office required by this section; and it shall not be necessary for any corporation to amend its articles of incorporation or any other document to comply with this section.

17-6202. Resident agent required; qualifications; business office requirements; terms construed. (a) Every corporation shall have and maintain in this state a resident agent, which agent may be either: (1) The corporation itself; (2) an individual resident in this state; (3) a domestic corporation, a domestic limited partnership, a domestic limited liability company or a domestic business trust; or (4) a foreign corporation, a foreign limited partnership, a foreign limited liability company or a foreign business trust authorized to transact business in this state. The resident agent shall have a business office identical with the registered office which is generally open during normal business hours to accept service of process and otherwise perform the functions of a resident agent.

(b) Unless the context otherwise requires, whenever the term "resident agent" or "registered agent" or "resident agent in charge of a corporation's principal office or place of business in this state," or other term of like import which refers to a corporation's agent required by statute to be located in this state, is or has been used in a corporation's articles of incorporation, or in any other document, or in any statute, it shall be deemed to mean and refer to the corporation's resident agent required by this section; and it shall not be necessary for any corporation to amend its articles of incorporation or any other document to comply with this section.

17-6203. Change of registered office or resident agent; death or removal of resident agent; appointment of successor required. (a) Any corporation, by resolution of the board of directors of such corporation, may change the location of its registered office in this state to any other place in this state and the resident agent of a corporation may be changed to any other person or corporation, including itself in the case of a domestic corporation. The resolution shall state the location of the registered office and the resident agent's name as prescribed by subsection (a)(2) of K.S.A. 17-6002 and amendments thereto. Upon the adoption of such a resolution, a certificate certifying the change shall be executed and filed in accordance with K.S.A. 17-6003 and amendments thereto.

(b) If a foreign or domestic corporation's resident agent dies or leaves this state, such corporation shall designate and certify to the secretary of state the name of another resident agent in the manner provided in subsection (a) within 30 days of such death or when the resident agent left. If no new resident agent has been designated in the time and manner as provided in this subsection, service of legal process on such corporation may be made as prescribed by K.S.A. 60-304 and amendments thereto. If any corporation fails to designate a new resident agent as required by this subsection, the secretary of state after giving 30 days' notice of the intended action may declare the corporation's existence forfeited, or, in the case of a foreign corporation, the secretary may declare the corporation's authority to do business in this state forfeited.

17-6204. Change of address of registered office by resident agent; change of resident agent. (a) A resident agent may change the address of the registered office of the corporation or corporations for which such agent is resident agent to another address in this state by filing with the secretary of state a certificate, executed by such resident agent, setting forth the names of all the corporations represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such corporations, and further

certifying to the new address to which each such registered office will be changed on a given day, and at which new address such resident agent will thereafter maintain the registered office for each of the corporations recited in the certificate. Upon the filing of such certificate, and thereafter, or until further change of address, as authorized by law, the registered office in this state of each of the corporations recited in the certificate shall be located at the new address of the resident agent thereof as given in the certificate.

(b) Whenever the location of a resident agent's office is moved to another room or suite within the same structure and such change is reported in writing to the secretary of state, no fee shall be charged for recording such change on the appropriate records on file with the secretary of state.

(c) In the event of a change of name of any person or corporation acting as resident agent in this state, such resident agent shall file with the secretary of state a certificate, executed by such resident agent, setting forth the new name of such resident agent, the name of such resident agent before it was changed, the names of all the corporations represented by such resident agent, and the address at which such resident agent has maintained the registered office for each of such corporations.

(d) In the event of both a change of name of any person or corporation acting as resident agent and a change of address, such resident agent shall file with the secretary of state a certificate, executed by such resident agent, setting forth the new name of such resident agent, the name of such resident agent before it was changed, the names of all the corporations represented by such resident agent and the address at which such resident agent has maintained the registered office for each of such corporations, and further certifying to the new address to which each such registered office will be changed on a given day, and at which new address such resident agent will thereafter maintain the registered office for each of the corporations recited in the certificate. Upon the filing of such certificate, and thereafter, or until further change of address or change of name, as authorized by law, the registered office in this state of each of the corporations recited in the certificate shall be located at the new address of the resident agent as given in the certificate and the change of name shall be effective.

17-6205. Resignation of resident agent; appointment of successor. The resident agent of one or more corporations may resign and appoint a successor resident agent by filing a certificate with the secretary of state, stating the name and address of the successor agent, in accordance with subsection (a)(2) of K.S.A. 17-6002 and amendments thereto. There shall be attached to such certificate a statement of each affected corporation ratifying and approving such change of resident agent. Each such statement shall be executed in accordance with K.S.A. 17-6003 and amendments thereto. Upon such filing, the successor resident agent shall become the resident agent of such corporations as have ratified and approved such substitution and the successor resident agent's address, as stated in such certificate, shall become the address of each such corporation's registered office in this state.

17-6206. Resignation of resident agent; failure to appoint successor; effect; service of process. (a) The resident agent of one or more corporations may resign without appointing a successor by filing a certificate executed in accordance with K.S.A. 17-6003, and amendments thereto, with the secretary of state; but such resignation shall not become effective until 60 days after the certificate is filed. There shall be attached to such certificate an affidavit of such resident agent, if an individual, or of the authorized officer, if a corporation or any other entity designated pursuant to K.S.A. 17-6202, and amendments thereto that at least 30 days prior to the date of the filing of such certificate, due notice was sent by certified or registered mail to the corporation for which such resident agent was acting, by mailing to the secretary of such corporation, as such secretary's name and address appears on the last annual report of such corporation filed with the secretary of state, or if no annual report has been filed, then as otherwise shown by the files and records of the secretary of state.

(b) After receipt of the notice of the resignation of its resident agent, provided for in subsection (a), the corporation for which such resident agent was acting shall obtain and designate a new resident agent to take the place of the resident agent so resigning in the same manner as provided in K.S.A. 17-6203 and amendments thereto for change of resident agent. If such corporation, being a corporation of this state, fails to obtain and designate a new resident agent as aforesaid prior to the expiration of the period of 60 days after the filing by the resident agent of the certificate of resignation, the secretary of state shall declare the corporate existence of such corporation forfeited. If such corporation, being a foreign corporation, fails to obtain and designate a new resident agent as aforesaid prior to the expiration of the period of 60 days after the filing by the resident agent of the certificate of resignation, the secretary of state shall forfeit its authority to do business in this state.

(c) After the resignation of the resident agent shall have become effective, as provided in this section, and if no new resident agent shall have been obtained and designated in the time and manner aforesaid, service of legal process against the corporation for which the resigned resident agent had been acting shall thereafter be upon the secretary of state in the manner prescribed by K.S.A. 60-304 and amendments thereto.

Full text of email:

Hello Again Everyone,

I have been asked to inquire about the regulation of registered agents in other states.

Does your state have any rules, regulations or statutes governing the activities of registered agents representing entities in your state?

If so, please provide the link to such rules and regulations.

Thank you for your assistance.

Scott

Scott W. Anderson

Deputy Secretary of State for Commercial Recordings

Office of Secretary of State Ross Miller

202 North Carson Street

Carson City, Nevada 89701

775-684-5708

775-684-7191 (fax)

scotta@sos.nv.gov