

Topic: Forfeiture for failure to appoint a resident agent  
 Question by: Kathy M. Sachs  
 Jurisdiction: Kansas  
 Date: January 8, 2015

| Jurisdiction                    | Question(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
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|                                 | <p>Kansas law states that we forfeit an entity for failure to appoint a resident agent within 60 days after a resignation of the agent on file. Unfortunately, Kansas law has no provision to reinstate the entity once they become aware that they have been forfeited.</p> <p>Is this consistent with other jurisdictions or do you allow some mechanism to reinstate?</p> <p>To be more clear. A company may reinstate if the forfeit for failure to file an annual report, but not for failure to appoint a successor Resident Agent.</p> |
| <b>Manitoba</b>                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Corporations<br/>Canada</b>  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Alabama</b>                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Alaska</b>                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Arizona</b>                  | <p>In Arizona, failure to maintain a statutory agent is one of the grounds for administrative dissolution. Entities have 6 years in which to reinstate after any administrative dissolution.</p>                                                                                                                                                                                                                                                                                                                                              |
| <b>Arkansas</b>                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>California</b>               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Colorado</b>                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Connecticut</b>              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Delaware</b>                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>District of<br/>Columbia</b> | <p>We revoke (forfeit) entity for the failure to maintain registered agent as well. Our law allows for entity to be reinstated in case of administrative dissolution for failure to maintain agent or file biennial reports. So, reinstatement applies in both cases.</p>                                                                                                                                                                                                                                                                     |
| <b>Florida</b>                  | <p>Florida, too, administratively dissolves entities for failure to maintain a registered agent. They may reinstate by paying the reinstatement fee and the registered agent fee and of course designating a new registered agent.</p>                                                                                                                                                                                                                                                                                                        |
| <b>Georgia</b>                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

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| <b>Hawaii</b>        | <p>Hawaii allows reinstatement if the entity was administratively dissolved. The grounds for administrative dissolution is if the entity failed to pay any fees prescribed by law; file its annual report for a period of two years; appoint and maintain an agent for service of process as required; or file a statement of a change in the name of the agent as required under chapter 425R.</p>                                                                                                                                           |
| <b>Idaho</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Illinois</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Indiana</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Iowa</b>          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Kansas</b>        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Kentucky</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Louisiana</b>     | Louisiana is just like Washington, DC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Maine</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Maryland</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Massachusetts</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Michigan</b>      | <p>In Michigan an entity will be administratively dissolved (corporations) or their status changed from good standing (limited liability companies) for a failure to file their reports; they are allowed to reinstate/renew by filing their prior year reports and paying the appropriate fees &amp; penalties.</p> <p>The resigned agent issue poses some interesting challenges for us.</p>                                                                                                                                                |
| <b>Minnesota</b>     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Mississippi</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Missouri</b>      | Missouri has the same process as Florida does.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Montana</b>       | Montana allows these entities to reinstate within five years.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

| Jurisdiction          | Question(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| <b>Nebraska</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Nevada</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>New Hampshire</b>  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>New Jersey</b>     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>New Mexico</b>     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>New York</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>North Carolina</b> | <p>North Carolina allows for reinstatement following administrative dissolution and it doesn't have a time limit. The statute can be found at:</p> <p>Business Corporation: <a href="http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_55/GS_55-14-22.pdf">http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_55/GS_55-14-22.pdf</a><br/>                     LLC: <a href="http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_57D/GS_57D-6-06.pdf">http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_57D/GS_57D-6-06.pdf</a> (c)<br/>                     Nonprofit: <a href="http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_55A/GS_55A-14-22.pdf">http://ncleg.net/EnactedLegislation/Statutes/PDF/BySection/Chapter_55A/GS_55A-14-22.pdf</a></p> <p>Foreign revocations are treated differently. They are required to satisfy the grounds, but must also re-qualify with new Articles and Certificate of Existence.</p> |
| <b>North Dakota</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Ohio</b>           | <p>Ohio law cancels an entity 30 days after a resignation of the agent on file, but the law also permits a reinstatement for failure to maintain a statutory agent.</p> <p>For language see, 1701.07(F) and (N)</p> <p><a href="http://codes.ohio.gov/orc/1701.07">http://codes.ohio.gov/orc/1701.07</a></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Oklahoma</b>       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

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| <b>Oregon</b>         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Pennsylvania</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Rhode Island</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>South Carolina</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>South Dakota</b>   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Tennessee</b>      | <p>In Tennessee, failure to maintain a registered agent is grounds for administrative dissolution. Once the registered agent issue has been resolved, the entity can apply for reinstatement.</p>                                                                                                                                                                                                                                                                                                                                             |
| <b>Texas</b>          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Utah</b>           | <p>In Utah they are administratively dissolved after 30 days of not maintaining a registered agent. The reinstatement provision allows for reinstatement if the dissolution was for failure to maintain a registered agent.</p> <p>see: <a href="http://le.utah.gov/xcode/Title16/Chapter10A/16-10a-S1421.html?v=C16-10a-S1421_1800010118000101">http://le.utah.gov/xcode/Title16/Chapter10A/16-10a-S1421.html?v=C16-10a-S1421_1800010118000101</a></p>                                                                                       |
| <b>Vermont</b>        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Virginia</b>       | <p>Our statutes authorize the reinstatement of an entity that was canceled for failing to maintain a registered agent or office, within 5 years of cancellation.</p>                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Washington</b>     | <p>Washington law allows a company that has been administratively dissolved to reinstate. However, the reasons for administrative dissolution include failure to maintain a registered agent.</p> <p><a href="http://app.leg.wa.gov/rcw/default.aspx?cite=23B.14.200">http://app.leg.wa.gov/rcw/default.aspx?cite=23B.14.200</a></p> <p>This has been repeated in similar language for the other entity types.</p>                                                                                                                            |
| <b>West Virginia</b>  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Wisconsin</b>      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Wyoming</b>        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

**Additional comments:**

**Full text of email:**

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Is this consistent with other jurisdictions or do you allow some mechanism to reinstate?

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