

Topic: Business Entity Review Question
 Question by: Robert Lindsey
 Jurisdiction: Virginia
 Date: March 1, 2018

Jurisdiction	Question(s)
	<p>We are interested in knowing how jurisdictions review business entity (BE) documents (such as new formations, amendments, mergers, domestications, etc.). It appears that most jurisdictions review BE documents in one of two ways:</p> <ol style="list-style-type: none"> 1. A "Check List" review of the filing's essential elements to ensure that it contains information in all the necessary fields. 2. A "True Legal Review" in which the business entity filing is reviewed for compliance with the applicable business entity statute as well as other laws that may apply to the content of the filing. <p>Does your jurisdiction currently perform a True Legal Review or a Check List review of BE documents? If your jurisdiction does neither, please explain what steps you take regarding the review of BE filings.</p>
Manitoba	
Corporations Canada	
Alabama	
Alaska	
Arizona	
Arkansas	
California	
Colorado	
Connecticut	
Delaware	
District of Columbia	<p>In Washington DC we are similar to Washington state as we are hybrid with more checklist than true review (70/30).</p>
Florida	
Georgia	<p>Georgia - True Legal Review.</p>

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Hawaii	The tasks are not performed by attorneys.
Idaho	
Illinois	
Indiana	
Iowa	
Kansas	
Kentucky	
Louisiana	Louisiana is just like Montana.
Maine	
Maryland	
Massachusetts	Massachusetts is a true legal review state. While we do have online filing, those filing are also reviewed before placed on the public record.
Michigan	
Minnesota	
Mississippi	
Missouri	

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Montana	<p>Since Montana has gone on-line, the focus has shifted from a complete legal review to something more of a "check list" type of situation.</p> <p>The system filters for most of the basic information, like principal office address, and that a registered agent with the proper zip code is listed, so when we receive the on-line filing, many of the legal requirements have already been met by the filters.</p> <p>We do have to still do a review of the filing to make sure it adheres to Montana Code Annotated, for example, the system does a pretty good job of exact match on a business name, but doesn't have the ability to do a more intensive search to meet "distinguishable on the record" standards, so compliance still does a name search for availability. We also have to confirm all necessary information is entered because the computer in some areas because some of the spaces just require something in there, and the computer can't read names for principals, it just notes there is something there, so we have to check to make sure there is a real name in there.</p> <p>A computer can't compare Trademark specimens with the trademark description either.</p> <p>Because of the limitations of computer programming, we are about 50% legal review, 50% check list.</p>
Nebraska	
Nevada	
New Hampshire	
New Jersey	
New Mexico	
New York	
North Carolina	<p>North Carolina does a "True Legal Review." The examiners are not attorneys.</p>
North Dakota	

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Ohio	<p>In Ohio we do a "check list" review. We are making sure essential elements are provided on the form or required documents are attached, but we are not doing a true legal review of the information provided.</p>
Oklahoma	
Oregon	
Pennsylvania	
Rhode Island	
South Carolina	
South Dakota	
Tennessee	

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Texas	<p>The bulk of business entity formation documents, amendments, terminations, mergers, and conversions are reviewed by paraprofessionals who have undergone training by legal staff on minimum statutory requirements for filing. Some very specialized special purpose entity filings are routed and directed to legal staff for review.</p> <p>Paraprofessional staff have been provided with worksheets/checklists that have been developed by legal staff to ensure that minimum statutory filing requirements are met for other types of filings. (e.g., mergers, conversions, etc.) If the paraprofessional has a question or concern with respect to a particular filing (typically complex mergers or an unusually stated purpose clause), the document is routed to legal staff for review. If disapproved for filing, the staff attorney will provide the paraprofessional with drafted response of rejection reason(s).</p> <p>Attorneys are the only staff who review state trademark applications. Trained paraprofessionals generally review post registration filings, such as renewals and assignments.</p>
Utah	Utah is checklist....
Vermont	
Virginia	

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Washington	<p>In Washington we are a Hybrid.....</p> <p>We have to verify the fields are complete, and meet some conditions. For example the RA address. We do not verify what address is used, but we do make sure it is entered as a Washington State address and not a PO BOX. Same with signatures, the field needs to be completed, but we do not verify if they are "authorized" because they have checked the attestation to be "true and correct".</p>
West Virginia	
Wisconsin	
Wyoming	

Additional comments:

Full text of email:

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Does your jurisdiction currently perform a True Legal Review or a Check List review of BE documents?

If your jurisdiction does neither, please explain what steps you take regarding the review of BE filings.

Thanks,

Robert Lindsey

Assistant Deputy Clerk

Office of the Clerk

State Corporation Commission

804-371-9424

Robert.Lindsey@scc.virginia.gov