

DRAFT

FOR DISCUSSION ONLY

BUSINESS ORGANIZATIONS ACT

NATIONAL CONFERENCE OF COMMISSIONERS
ON UNIFORM STATE LAWS

AMERICAN BAR ASSOCIATION

APRIL 25, 2008

TEXT ONLY

BUSINESS ORGANIZATIONS ACT

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1 **BUSINESS ORGANIZATIONS ACT**

2 **[ARTICLE] 1**

3 **GENERAL PROVISIONS**

4 **[PART] 1**

5 **GENERAL PROVISIONS**

6 **SECTION 1-101. SHORT TITLE.** This [act] may be cited as the Business
7 Organizations Act.

8 **SECTION 1-102. DEFINITIONS.** In this [act]:

9 (1) “[Annual] [biennial] report” means the report required by Section 1-210.

10 (2) “Articles of incorporation” means the public organic record of a corporation

11 (3) “Articles of organization” means:

12 (A) for a limited liability company, the public organic record of the company;

13 and

14 (B) for a limited cooperative association, the public organic record of the

15 association.

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

18 (5) “Certificate of limited partnership” means the public organic record of a limited
19 partnership.

20 (6) “Cooperative” means a domestic limited cooperative association formed under or
21 subject to [Article] 8 or a cooperative organized under any cooperative law of any other
22 jurisdiction.

23 (7) “Corporation” means a business corporation or a nonprofit corporation.

1 (8) “Debtor in bankruptcy” means a person that is the subject of:

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

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

5 (9) “Distribution” means a transfer of property from an entity to an interest holder of the
6 entity in the recipient’s capacity as an interest holder. The term includes a dividend, the
7 redemption or purchase of an ownership interest, and a liquidating distribution. The term does
8 not include a transfer of an interest in the entity.

9 (10) “Domestic”, with respect to an entity, means an entity whose internal affairs are
10 governed by the law of this state.

11 (11) “Effective date”, when referring to a record filed by the [Secretary of State], means
12 the time and date determined in accordance with Section 1-204.

13 (12) “Entity” means:

14 (A) a business corporation;

15 (B) a nonprofit corporation;

16 (C) a general partnership, including a limited liability partnership;

17 (D) a limited partnership, including a limited liability limited partnership;

18 (E) a limited liability company;

19 (F) a business trust or statutory trust entity;

20 (G) an unincorporated nonprofit association;

21 (H) a cooperative; or

22 (I) any other person that has a legal existence separate from any interest holder of
23 that person or has the power to acquire an interest in real property in its own name, but the term

1 does not include:

2 (i) an individual;

3 (ii) a testamentary, inter vivos, or charitable trust, with the exception of a
4 statutory trust or similar trust;

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

8 (iv) a decedent's estate; or

9 (v) a government, a governmental subdivision, agency, or instrumentality,
10 or a quasi-governmental instrumentality.

11 (13) "Entity filing" means a record meeting the requirements of Section 1-201 delivered
12 for filing to the [Secretary of State] pursuant to Section 1-202.

13 (14) "Filed record" means a record filed by the [Secretary of State] pursuant to this [act].

14 (15) "Filing entity" means an entity that is formed by filing a public organic record.

15 (16) "Foreign", with respect to an entity, means an entity whose internal affairs are
16 governed by the law of a jurisdiction other than this state.

17 (17) "General partnership" means a domestic general partnership formed under or subject
18 to [Article] 5 or a foreign general partnership. The term includes a limited liability partnership.

19 (18) "Governance interest" means a right under the organic law or organic rules of an
20 unincorporated entity, other than as a governor, agent, assignee, or proxy, to:

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

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

1 (C) receive notice of or vote on issues involving the internal affairs of the entity.

2 (19) “Governor” means:

3 (A) a director of a business corporation;

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

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

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

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

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

9 (G) a trustee of a business or statutory trust; or

10 (H) any individual under whose authority the powers of an entity are exercised

11 and under whose direction the business and affairs of the entity are managed pursuant to its

12 organic law and organic rules.

13 (20) “Interest” means:

14 (A) shares in a business corporation;

15 (B) membership in a nonprofit corporation;

16 (C) partnership interest in a general partnership;

17 (D) partnership interest in a limited partnership;

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

19 (F) membership in an unincorporated nonprofit association;

20 (G) beneficial interest in a business or statutory trust; or

21 (H) a governance interest or transferable interest in any other type of

22 unincorporated entity.

23 (21) “Interest holder” means:

- 1 (A) a shareholder of a business corporation;
- 2 (B) a member of a nonprofit corporation;
- 3 (C) a general partner of a general partnership;
- 4 (D) a general partner of a limited partnership;
- 5 (E) a limited partner of a limited partnership;
- 6 (F) a member of a limited liability company;
- 7 (G) a member of a nonprofit association;
- 8 (H) a beneficiary of a business or statutory trust; or
- 9 (I) any other direct holder of an interest.

10 (22) “Jurisdiction” means the United States, a state, a foreign country or other foreign
11 governmental authority, or [a](#) subdivision thereof.

12 (23) “Jurisdiction of organization” of an entity means the jurisdiction whose law includes
13 the organic law of the entity.

14 (24) “Limited liability company” means a domestic limited liability company formed
15 under or subject to [Article] 7 or foreign limited liability company.

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

18 (26) “Limited liability partnership” means a domestic limited liability partnership subject
19 to [Article] 5 or foreign limited liability partnership.

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

23 (28) “Nonfiling entity” means an entity that is not formed by filing a public organic

1 record.

2 (29) “Nonprofit association” means a domestic unincorporated nonprofit association
3 formed under or subject to [Article] 9 or foreign unincorporated nonprofit association.

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

6 (31) “Organic law” means the statutes of an entity’s jurisdiction of organization that
7 govern the internal affairs of the entity.

8 (32) “Organic rules” means the public organic record and private organic rules of an
9 entity.

10 (33) “Partnership” means a general partnership or limited partnership.

11 (34) “Person” means an individual, corporation, estate, trust, partnership, limited liability
12 company, statutory trust, association, cooperative, joint venture, public corporation, government
13 or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.

14 (35) “Principal office” means the office, in or outside this state, designated by an entity as
15 its principal office in the record most recently delivered by the entity to the [Secretary of State]
16 for filing and filed by the [Secretary of State] that contains that designation.

17 (36) “Private organic rules” means the rules, whether or not in a record, that govern the
18 internal affairs of an entity, are binding on all of its interest holders, and are not part of its public
19 organic record, if any. The term includes the bylaws of a corporation, a written or oral
20 partnership agreement, and the operating agreement of a limited liability company.

21 (37) “Proceeding” includes a civil action, arbitration, or mediation and a criminal,
22 administrative, or investigatory action.

23 (38) “Public organic record” means the record, the public filing of which creates an entity

1 and any amendment or restatement of that record.

2 (39) “Qualified foreign entity” means a foreign entity that is authorized to do business in
3 this state pursuant to a statement of registration filed by the [Secretary of State].

4 (40) “Receipt” means actual receipt. “Receive” has a corresponding meaning.

5 (41) “Record” means information that is inscribed on a tangible medium or that is stored
6 in an electronic or other medium and is retrievable in perceivable form.

7 (42) “Registered agent” means a commercial registered agent as defined in Section 1-
8 401(2) or a noncommercial registered agent as defined in Section 1-401(3).

9 (43) “Sign” means, with present intent to authenticate or adopt a record:

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

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

13 (44) “State” means a state of the United States, the District of Columbia, Puerto Rico, the
14 United States Virgin Islands, or any territory or insular possession subject to the jurisdiction of
15 the United States.

16 (45) “Transferable interest” means the right under an unincorporated entity’s organic law
17 to receive distributions from the entity.

18 (46) “Type”, with regard to an entity, means a generic form of entity:

19 (A) recognized at common law; or

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

23 **SECTION 1-103. APPLICABILITY.** This [article] applies to entities created under or

1 recognized by another [article] of this [act].

2 **SECTION 1-104. DELIVERY OF RECORD.** Delivery of a record includes delivery
3 by hand, mail, commercial delivery, or electronic transmission, and is effective when sent,
4 except:

5 (1) as provided in another [article] of this [act]; and

6 (2) delivery to the [Secretary of State] is effective only when the record is actually
7 received by the [Secretary of State].

8 **[PART] 2**

9 **FILING**

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

11 (a) To be filed by the [Secretary of State] pursuant to this [act], an entity filing must be
12 delivered to the office of the [Secretary of State] for filing and must satisfy the other provisions
13 of this [act] and the following requirements:

14 (1) The entity filing in the office of the [Secretary of State] must be required or
15 permitted by this [act].

16 (2) The entity filing must be in a record.

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

20 (4) The entity filing must state the name and capacity, if any, of the individual
21 who signed it but need not contain a seal, attestation, acknowledgment, or verification.

22 (b) If a law other than this [act] prohibits the disclosure by the [Secretary of State] of
23 information contained in an entity filing, the [Secretary of State] shall accept the filing if it

1 otherwise complies with this section but may redact that information.

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

6 *Legislative Note: States that cover the subject matter of this subsection in their general laws*
7 *should omit subsection (c)*
8

9 **SECTION 1-202. DELIVERY TO [SECRETARY OF STATE].** Delivery of an
10 entity filing to the [Secretary of State] may be made by electronic transmission as permitted by
11 the [Secretary of State]. If an entity filing is delivered for filing in written form and not
12 transmitted electronically, the [Secretary of State] may require one exact or conformed copy to
13 be delivered with the entity filing.

14 **SECTION 1-203. FORMS.**

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

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

20 **SECTION 1-204. EFFECTIVE TIME AND DATE.** Except as otherwise provided in
21 Section 1-205, an entity filing is effective:

22 (1) on the date and at the time of its filing by the [Secretary of State];

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

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

3 (4) if a delayed effective date as permitted by this [act] is specified, but no time is
4 specified, at 12:01 a.m. on the date specified.

5 **SECTION 1-205. WITHDRAWAL OF FILING BEFORE EFFECTIVENESS.**

6 (a) The parties to an entity filing may withdraw the filing before it has taken effect.

7 (b) To withdraw an entity filing the parties to the filing must deliver to the [Secretary of
8 State] for filing a statement of withdrawal.

9 (c) A statement of withdrawal must:

10 (1) be signed on behalf of each party to the action or transaction by an individual
11 authorized by this [act] to act on behalf of that party;

12 (2) state the nature of the entity filing to be withdrawn, the date of the filing, and
13 the parties to the filing; and

14 (3) state that the entity filing has been withdrawn in accordance with the
15 agreement of the parties.

16 (d) On the delivery for filing to the [Secretary of State] of a statement of withdrawal, the
17 action or transaction evidenced by the original entity filing does not take effect.

18 **SECTION 1-206. CORRECTING FILING.**

19 (a) A person that delivered an entity filing to the [Secretary of State] for filing may
20 correct the filing if:

21 (1) the filing at the time of filing contained an inaccuracy;

22 (2) the filing was defectively signed; or

23 (3) the electronic transmission of the filing to the [Secretary of State] was

1 defective.

2 (b) An entity filing is corrected by filing with the [Secretary of State] a statement of
3 correction that:

4 (1) describes the filing to be corrected and states its filing date or has attached a
5 copy of the filing;

6 (2) specifies the inaccuracy or defect to be corrected; and

7 (3) corrects the inaccuracy or defect.

8 (c) A statement of correction is effective as of the effective date of the entity filing that it
9 corrects except as to persons relying on the uncorrected filing and adversely affected by the
10 correction. As to those persons, the statement of correction is effective when filed.

11 **SECTION 1-207. DUTY OF [SECRETARY OF STATE] TO FILE.**

12 (a) The [Secretary of State] shall file an entity filing delivered to the [Secretary of State]
13 for filing which satisfies Section 1-201. The duty of the [Secretary of State] to file entity filings
14 under this section is ministerial.

15 (b) The [Secretary of State] files an entity filing by recording it as filed on the date and at
16 the time of its delivery. After filing an entity filing, the [Secretary of State] shall deliver to the
17 domestic or foreign entity or its representative a copy of the entity filing with an
18 acknowledgement of the date and time of filing.

19 (c) If the [Secretary of State] refuses to file an entity filing, the [Secretary of State] shall
20 return the entity filing or provide notice not later than [five] days after the filing is delivered,
21 together with a brief explanation in a record of the reason for the refusal.

22 (d) The filing of or refusal to file an entity filing does not:

23 (1) affect the validity or invalidity of the entity filing in whole or in part;

1 (2) affect the correctness or incorrectness of information contained in the entity
2 filing; or

3 (3) create a presumption that the entity filing is valid or invalid or that information
4 contained in the entity filing is correct or incorrect.

5 **SECTION 1-208. SIGNING CONSTITUTES AFFIRMATION.** Signing an entity
6 filing required or permitted to be made under this [act] constitutes an affirmation under the
7 penalties of perjury that the facts stated in the filing are true in all material respects.

8 *Legislative Note: States in which a similar concept is expressed in more general language may*
9 *wish to omit this section.*

10
11 **SECTION 1-209. DELIVERY BY [SECRETARY OF STATE].** Except as otherwise
12 provided by Section 1-602 or by law other than this [act], the [Secretary of State] may deliver
13 any record to a person by delivering or mailing it to the address of the person's registered agent,
14 to the principal office address of the person, or to another address that the person provided the
15 [Secretary of State] for delivery.

16 **SECTION 1-210. [ANNUAL] [BIENNIAL] REPORT FOR SECRETARY OF**
17 **STATE.**

18 (a) Each domestic filing entity, and each qualified foreign entity, shall deliver to the
19 [Secretary of State] for filing an [annual] [biennial] report that sets forth:

20 (1) the name of the entity and the jurisdiction under whose law it is incorporated
21 or organized;

22 (2) the name and address of its registered agent in this state; and

23 (3) the address of its principal office;

24 (4) the names and respective addresses of its governors; and

1 (b) Information in the [annual] [biennial] report must be current as of the date the report
2 is signed on behalf of the entity.

3 (c) The first [annual] [biennial] report must be delivered to the [Secretary of State]
4 between January 1 and March 15 of the year following the calendar year in which the domestic
5 filing entity was formed or the foreign filing entity registered to do business in this state.
6 Subsequent [annual] [biennial] reports must be delivered to the [Secretary of State] between
7 January 1 and March 15 of each [second] calendar year thereafter.

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

11 **[SECTION 1-211. FEES.**

12 **Alternative A**

13 (a) The [Secretary of State] shall collect the following fees for copying and certifying the
14 copy of any entity filing filed under this [act]:

- 15 (1) \$____ per page for copying; and
- 16 (2) \$____ for the certificate.

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

- 19 (1) Statement of merger\$_____
- 20 (2) Statement of withdrawal of merger.....\$_____
- 21 (3) Statement of interest exchange.....\$_____
- 22 (4) Statement of withdrawal of interest exchange\$_____
- 23 (5) Statement of conversion.....\$_____

- 1 (6) Statement of withdrawal of conversion.....\$ _____
- 2 (7) Statement of domestication\$ _____
- 3 (8) Statement of withdrawal of domestication.....\$ _____
- 4 (9) [Annual] [Biennial] report.....\$ _____
- 5 (10) Articles of incorporation\$ _____
- 6 (11) Articles of organization.....\$ _____
- 7 (12) Other public organic document\$ _____
- 8 (13) Commercial-registered-agent listing statement.....\$ _____
- 9 (14) Commercial-registered-agent termination
- 10 statement\$ _____
- 11 (15) Registered agent statement of change\$ _____
- 12 (16) Registered agent statement of resignation.....no fee
- 13 (17) Statement appointing an agent for service
- 14 of process\$ _____
- 15 (18) Foreign entity registration statement.....\$ _____
- 16 (19) Amendment of foreign entity registration
- 17 statement.....\$ _____
- 18 (20) Notice of cancellation of foreign entity
- 19 registration statement.....\$ _____
- 20 () [list other entity filings].....\$ _____

Alternative B

23 The [Secretary of State] shall adopt rules, in accordance with [the state’s administrative

1 procedure act] setting fees for statements for entity filings authorized to be delivered for filing in
2 the office of the [Secretary of State] under this [act] and for copying and certifying a copy of any
3 entity filing under this [act].]

4 **Legislative Note:** *States that combine fees in centralized statutes should add these fees to that*
5 *statute. States that normally establish fees of this kind by administrative rule may want to select*
6 *Alternative B.*

7 **[PART] 3**

8 **NAME OF ENTITY**

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

10 (a) Except as otherwise provided in subsection (b), the name of a domestic filing entity,
11 and the name under which a foreign filing entity may register to do business in this state must be
12 distinguishable on the records of the [Secretary of State] from any:

13 (1) name of another domestic filing entity or limited liability partnership;

14 (2) name of a foreign filing entity or foreign limited liability partnership that is
15 registered to do business in this state under [Part] 5;

16 (3) name that is reserved under Section 1-302;

17 (4) name that is registered under Section 1-303; and

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

19 (b) Subsection (a) does not apply if the other entity or the person for which the name is
20 reserved or registered, as appropriate, consents in a record to the use of the name and submits an
21 undertaking in a form satisfactory to the [Secretary of State] to change its name to a name that is
22 distinguishable on the records of the [Secretary of State] from the name for which the application
23 was made.

24 (c) Except as otherwise provided in subsection (d), in determining whether a name is the
25 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.”, “Limited”, “Ltd.”, “limited partnership”, “limited liability
3 partnership”, “LLP”, “registered limited liability partnership”, “RLLP”, “limited liability
4 company”, or “LLC”, may not be taken into account.

5 (d) The holder of a name under subsection (a) may consent in a record to the use of a
6 name that is not distinguishable on the records of the [Secretary of State] from its name except
7 for the addition of a word, phrase, or abbreviation indicating the type of entity described in
8 subsection (c). In such a case, the holder need not change its own name pursuant to subsection
9 (b).

10 (e) An entity name may not contain the words [insert prohibited words].

11 *Legislative Note: A legislative note with regard to subsection (e) may be needed. As an example*
12 *of prohibited words, some states prohibit the use of the word “bank” in the name of an entity*
13 *that is not a bank.*
14

15 **SECTION 1-302. RESERVATION OF NAME.**

16 (a) A person may reserve the exclusive use of an entity name by delivering an application
17 to the [Secretary of State] for filing. The application must set forth the name and address of the
18 applicant and the name proposed to be reserved. If the [Secretary of State] finds that the entity
19 name applied for is available, the [Secretary of State] shall reserve the name for the applicant’s
20 exclusive use for a [120-day] period.

21 (b) The owner of a reserved entity name may transfer the reservation to another person by
22 delivering to the [Secretary of State] a signed notice in a record of the transfer that states the
23 name and address of the transferee.

24 **SECTION 1-303. REGISTRATION OF NAME.**

25 (a) A foreign filing entity or foreign limited liability partnership not registered to do

1 business in this state under [Part] 5 may register its name, or an alternate name required by
2 Section 1-506, if the name is distinguishable upon the records of the [Secretary of State] from the
3 names that are not available under Section 1-301.

4 (b) To register its name or an alternate name required by Section 1-506, a foreign filing
5 entity or foreign limited liability partnership must deliver to the [Secretary of State] for filing an
6 application setting forth its name, or its name with any addition required by Section 1-506 and
7 the state or country and date of its formation. If the [Secretary of State] finds that the name
8 applied for is available, the [Secretary of State] shall register the name for the applicant's
9 exclusive use.

10 (c) The registration of a name under this section is effective for one year after the last day
11 of the month in which the application was filed.

12 (d) A foreign entity whose name registration is effective may renew the registration for
13 successive one-year periods by delivering, not earlier than three months before the expiration of
14 the registration year, to the [Secretary of State] for filing a renewal application that complies
15 with this section. When filed, the renewal application renews the registration for a succeeding
16 one-year period.

17 (e) A foreign entity whose name registration is effective may register as a foreign filing
18 entity or foreign registered limited liability partnership under the registered name or consent in a
19 record to the use of that name by a domestic filing entity or registered limited liability
20 partnership formed under this [act] or by another foreign filing entity or foreign limited liability
21 partnership authorized to do business in this state.

22 **[PART] 4**

1 **REGISTERED AGENT**

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

3 (1) "Appointment of agent" means a statement appointing an agent for service of process
4 filed by a nonqualified foreign entity or domestic nonfiling entity under Section 1-411.

5 (2) "Commercial registered agent" means an individual listed under Section 1-405.

6 (3) "Noncommercial registered agent" means a person that is not listed as a commercial
7 registered agent under Section 1-405 and is:

8 (A) an individual or domestic or foreign entity that serves in this state as the
9 agent for service of process of an entity; or

10 (B) an individual who holds the office or other position in an entity that is
11 designated as the agent for service of process pursuant to Section 1-404(a)(2)(B).

12 (4) "Nonqualified foreign entity" means a foreign entity that is not a qualified foreign
13 entity.

14 (5) "Nonresident limited liability partnership statement" means:

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

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

19 (6) "Registered agent filing" means:

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

21 (B) a nonresident limited liability partnership statement;

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

23 (D) an appointment of a registered agent.

1 (7) “Represented entity” means:

2 (A) a domestic filing entity;

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

5 (C) a qualified foreign entity;

6 (D) a domestic or foreign unincorporated nonprofit association for which an
7 appointment of an agent has been filed;

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

10 (F) a nonqualified foreign entity for which an appointment of an agent has been
11 filed.

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

13 **REGISTERED AGENT.** Each domestic filing entity, qualified foreign entity, or domestic
14 registered limited liability partnership that does not maintain a place of business in this state shall
15 designate and continuously maintain a registered agent in this state.

16 *Legislative Note:* States should delete provisions in entity specific laws that are covered by this
17 section.

18
19 **SECTION 1-403. ADDRESSES IN FILINGS.** If a provision of this [act] other than

20 Section 1-410(a)(4) requires that a filing state an address, the filing must state:

21 (1) a street address in this state; or

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

23 **SECTION 1-404. APPOINTMENT OF REGISTERED AGENT.**

24 (a) A registered agent filing must state:

25 (1) the name of the represented entity’s commercial registered agent; or

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

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

3 or

4 (B) the title of an office or other position with the entity if service of
5 process is to be sent to the person holding that office or position, and the address of the business
6 office of that person.

7 (b) The appointment of a registered agent pursuant to subsection (a)(1) or (2)(A) is an
8 affirmation by the represented entity that the agent has consented to serve as such.

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

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

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

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

14 **Legislative Note:** *Subsection (c) may be omitted if (i) the records of the [Secretary of State] are*
15 *searchable electronically in a manner that permits filings to be identified by the date of the filing*
16 *and by the name of the registered agent named in the filing, and (ii) the searchable database is*
17 *updated frequently.*

18
19 **SECTION 1-405. LISTING OF COMMERCIAL REGISTERED AGENT.**

20 (a) An individual or entity may become listed as a commercial registered agent by filing
21 with the [Secretary of State] a commercial-registered-agent listing statement signed by or on
22 behalf of the individual or entity which states:

23 (1) the name of the individual or the name, type, and jurisdiction of organization
24 of the entity;

25 (2) that the individual or entity is in the business of serving as a commercial
26 registered agent in this state; and

1 (3) the address of a place of business of the individual or entity in this state to
2 which service of process and other notice and documents being served on or sent to entities
3 represented by the individual or entity may be delivered.

4 (b) A commercial-registered-agent listing statement may include the information
5 regarding acceptance of service of process in a form other than a written record by the agent as
6 provided for in Section 1-412(d).

7 (c) If the name of an individual or entity filing a commercial-registered-agent listing
8 statement is not distinguishable on the records of the [Secretary of State] from the name of
9 another commercial registered agent listed under this section, the person must adopt a fictitious
10 name that is distinguishable and use that name in its statement and when it does business in this
11 state as a commercial registered agent.

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

13 (e) The [Secretary of State] shall note the filing of the commercial-registered-agent
14 listing statement in the index of filings maintained by the [Secretary of State] for each entity
15 represented by the agent at the time of the filing. The statement has the effect of deleting the
16 address of the agent from the filing of each of those entities.

17 ***Legislative Note:*** *If the Secretary of State or equivalent officer is not able to identify from the*
18 *records maintained by the Secretary of State or equivalent officer all of the entities represented*
19 *by a registered agent, subsection (e) should be amended to read:*
20

21 *“(e) The commercial registered agent listing statement must be accompanied by a list in*
22 *alphabetical order of the entities represented by the person. The Secretary of State or equivalent*
23 *officer shall note the filing of the commercial registered agent listing statement in the index of*
24 *filings maintained by the Secretary of State or equivalent officer for each listed entity. The*
25 *statement has the effect of deleting the address of the registered agent from the registered agent*
26 *filing of each of those entities.”*
27

28 **SECTION 1-406. TERMINATION OF LISTING OF COMMERCIAL**
29 **REGISTERED AGENT.**

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

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

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

7 (b) A commercial registered agent termination statement takes effect on the 31st day
8 after the day on which it is filed.

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

12 (d) When a commercial-registered-agent termination statement takes effect, the
13 commercial registered agent ceases to be an agent for service of process on each entity formerly
14 represented by it. Until an entity formerly represented by a terminated commercial registered
15 agent appoints a new registered agent, service of process may be made on the entity as provided
16 in Section 1-412. Termination of the listing of a commercial registered agent under this section
17 does not affect any contractual rights a represented entity has against the agent or that the agent
18 has against the entity.

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

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

23 (1) the name of the entity; and

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

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

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

5 (2) a similar filing changing the registered agent or registered office of the entity
6 in any other jurisdiction.

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

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

11 (e) As an alternative to using the procedures in this section, a represented entity may
12 change the information on file under Section 1-404(a) by amending its most recent registered
13 agent filing in the manner provided by the laws of this state other than this [act] for amending
14 that filing.

15 **SECTION 1-408. CHANGE OF NAME OR ADDRESS BY NONCOMMERCIAL**
16 **REGISTERED AGENT.**

17 (a) If a noncommercial registered agent changes its name or its address as currently in
18 effect with respect to a represented entity pursuant to Section 1-404(a), the agent shall deliver to
19 the [Secretary of State] for filing, with respect to each entity represented by the agent, a
20 statement of change signed by or on behalf of the agent which states:

21 (1) the name of the entity;

22 (2) the name and address of the agent;

23 (3) if the name of the agent has changed, its new name; and

1 (4) if the address of the agent has changed, the new address.

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

4 (c) A noncommercial registered agent shall promptly furnish the represented entity with
5 notice in a record of the filing of a statement of change and the changes made by the filing.

6 **SECTION 1-409. CHANGE OF NAME, ADDRESS, OR TYPE OF**
7 **ORGANIZATION BY COMMERCIAL REGISTERED AGENT.**

8 (a) If a commercial registered agent changes its name, its address as currently listed
9 under Section 1-405(a), or its type or jurisdiction of organization, the agent shall deliver to the
10 [Secretary of State] for filing a statement of change signed by or on behalf of the agent which
11 states:

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

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

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

15 (4) if the type or jurisdiction of organization of the agent has changed, the new
16 type or jurisdiction of organization.

17 (b) A commercial registered agent's filing of a statement of change under subsection (a)
18 is effective to change the information regarding the agent with respect to each entity represented
19 by the agent.

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

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

1 agent and the changes made by the filing.

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

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

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

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

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

16 (1) the name of the entity;

17 (2) the name of the agent;

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

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

22 (b) A statement of resignation takes effect on the earlier of the 31st day after the day on
23 which it is filed or the appointment of a new registered agent for the represented entity.

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

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

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

9 **SECTION 1-411. APPOINTMENT OF REGISTERED AGENT BY**
10 **NONQUALIFIED FOREIGN ENTITY OR NONFILING DOMESTIC ENTITY.**

11 (a) A nonqualified foreign entity or a domestic nonfiling entity may deliver to the
12 [Secretary of State] for filing a statement appointing an agent for service of process signed on
13 behalf of the entity which states:

14 (1) the name, type, and jurisdiction of organization of the entity; and

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

16 (b) A statement appointing an agent for service of process takes effect on filing by the
17 [Secretary of State] and is effective for five years after the date of filing unless canceled earlier.

18 (c) Appointment of a registered agent under this section does not qualify a nonqualified
19 foreign entity to do business in this state and is not sufficient alone to create personal jurisdiction
20 over the nonqualified foreign entity in this state.

21 (d) A statement appointing an agent for service of process may not be rejected for filing
22 because the name of the entity filing the statement is not distinguishable on the records of the
23 [Secretary of State] from the name of another entity appearing in those records. The filing of

1 such a statement does not make the name of the entity filing the statement unavailable for use by
2 another entity.

3 (e) An entity that has filed a statement appointing an agent for service of process may
4 cancel the statement by delivering to the [Secretary of State] for filing a statement of cancellation
5 that states the name of the entity and that the entity is canceling its appointment of an agent for
6 service of process in this state. The statement takes effect on filing by the [Secretary of State].

7 (f) A statement appointing an agent for service of process for a nonqualified foreign
8 entity terminates on the date the entity becomes a qualified foreign entity.

9 **SECTION 1-412. SERVICE OF PROCESS ON ENTITY.**

10 (a) A registered agent is an agent of the represented entity authorized to receive service
11 of any process, notice, or demand required or permitted by law to be served on the entity.

12 (b) If an entity that previously filed a registered agent filing with the [Secretary of State]
13 no longer has a registered agent, or if its registered agent cannot with reasonable diligence be
14 served, the entity may be served by registered or certified mail, return receipt requested,
15 addressed to the governors of the entity by name at its principal office in accordance with any
16 applicable judicial rules and procedures. The names of the governors and the address of the
17 principal office may be as shown in the most recent [annual] [biennial] report filed with the
18 [Secretary of State]. Service is perfected under this subsection on the earliest of:

- 19 (1) the date the entity receives the mail;
20 (2) the date shown on the return receipt, if signed on behalf of the entity; or
21 (3) five days after its deposit with the United States Postal Service, if correctly
22 addressed and with sufficient postage.

23 (c) If process, notice, or demand cannot be served on an entity pursuant to subsection (a)

1 or (b), service of process may be made by handing a copy to the manager, clerk, or other
2 individual in charge of any regular place of business or activity of the entity if the individual
3 served is not a plaintiff in the action.

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

7 (e) Service of process, notice, or demand may be perfected by any other means by law
8 other than this [act].

9 **Legislative Note:** *The conforming amendments in the Appendix to the Model Registered Agents*
10 *Act recommend that provisions similar to subsections (b) through (e) be repealed to the extent*
11 *they appear in a state's individual entity organic laws. In a state with that statutory scheme,*
12 *subsections (b) through (e) will be needed to replace the repealed provisions. On the other*
13 *hand, a state that does not have provisions similar to subsections (b) through (e) in its individual*
14 *entity organic laws, and instead provides rules for service of process on entities in a statute*
15 *separate from its entity organic laws or in rules of court, should omit subsections (b) through (e).*
16 *If subsections (b) through (e) are omitted, a conforming change must be made to Section 1-*
17 *408(e).*

18
19 **SECTION 1-413. DUTIES OF REGISTERED AGENT.** The duties of a registered
20 agent are:

21 (1) to forward to the represented entity at the address most recently supplied to the agent
22 by the entity any process, notice, or demand that is served on the agent;

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

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

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

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

5 **[PART] 5**

6 **FOREIGN ENTITIES**

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

8 (a) The law of the state or other jurisdiction in which a foreign entity is a domestic entity
9 governs:

10 (1) the internal affairs of the entity; and

11 (2) the liability of an interest holder as interest holder and governor as governor
12 for the liabilities of the entity.

13 (b) A foreign entity is not precluded from registering to do business in this state because
14 of any difference between the laws of the jurisdiction under which the entity is formed and the
15 laws of this state.

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

19 **SECTION 1-502. EFFECT OF FAILURE TO REGISTER TO DO BUSINESS IN**
20 **THIS STATE.**

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

1 (b) The failure of a foreign filing entity or foreign limited liability partnership to register
2 to do business in this state does not impair the validity of a contract or act of the foreign filing
3 entity or foreign limited liability partnership or it from defending an action or proceeding in this
4 state.

5 (c) An interest holder or governor of a foreign filing entity is not liable for the liabilities
6 of the entity, and a limitation on liability of a partner of a foreign limited liability partnership is
7 not waived, solely because the entity or partnership does business in this state without
8 registering.

9 (d) If a foreign filing entity or foreign limited liability partnership does business in this
10 state without registering or cancels its registration, it authorizes service of process for rights of
11 action arising out of doing business in this state to be made under law other than this [act].

12 **SECTION 1-503. REGISTRATION STATEMENT.** To qualify to do business in this
13 state, a foreign filing entity or foreign limited liability partnership must register with the
14 [Secretary of State] by delivering a registration statement to the [Secretary of State] for filing.
15 The statement must set forth:

16 (1) the name of the foreign filing entity or foreign limited liability partnership and, if the
17 name does not comply with Section 1-301, an alternate name adopted pursuant to Section 1-
18 506(a);

19 (2) the name of the jurisdiction under whose law the entity or partnership is formed
20 together with the entity's or the partnership's certification of its existence;

21 (3) the street and mailing address of the principal office of the foreign filing entity or
22 foreign limited liability partnership and, if the laws of the jurisdiction under which it is organized
23 require it to maintain an office in that jurisdiction, the street and mailing address of the required

1 office; and

2 (4) the name and street and mailing address of its registered agent in this state.

3 **SECTION 1-504. AMENDMENT OF REGISTRATION STATEMENT.**

4 (a) A foreign entity registered to transact business in this state must deliver to the
5 [Secretary of State] for filing an amendment to its registration statement if it changes:

6 (1) its entity name;

7 (2) the period of its duration; or

8 (3) its jurisdiction of organization.

9 (b) The requirements of Section 1-503 for an original registration statement apply to an
10 amendment of registration statement under this section.

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

12 (a) Activities of a foreign filing entity which do not constitute doing business in this state
13 within the meaning of this [article] include:

14 (1) maintaining, defending, mediating, arbitrating, or settling an action or
15 proceeding;

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

18 (3) maintaining accounts in financial institutions;

19 (4) maintaining offices or agencies for the transfer, exchange, and registration of
20 the entity's own interests or maintaining trustees or depositories with respect to those interests;

21 (5) selling through independent contractors;

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

1 (7) creating or acquiring indebtedness, mortgages, or security interests in real or
2 personal property;

3 (8) securing or collecting debts or enforcing mortgages or other security interests
4 in property securing the debts and holding, protecting, or maintaining property;

5 (9) conducting an isolated transaction that is completed within [30 days] and is
6 not in the course of similar transactions; and

7 (10) doing business in interstate commerce.

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

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

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

19 (1) the alternate name;

20 (2) its entity name, with the addition of its jurisdiction of organization clearly
21 identified; or

22 (3) under an assumed or fictitious name the entity is authorized to use under
23 [fictitious or assumed name statute].

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

5 **SECTION 1-507. TERMINATION OF REGISTRATION.**

6 (a) The registration of a foreign filing entity or foreign limited liability partnerships to do
7 business in this State may be terminated by the [Secretary of State] in the manner provided in
8 subsections (b) and (c) if the entity does not:

9 (1) pay, not later than [60 days] after the due date, any fee, tax, or penalty due to
10 the [Secretary of State] under this [act];

11 (2) deliver, not later than [60 days] after the due date, the [annual] [biennial]
12 report, if any, required of foreign entities of its type; or

13 (3) have an agent for service of process as required by Section 1-402.

14 (b) To terminate the registration of a foreign filing entity or foreign limited liability
15 partnership, the [Secretary of State] must file a notice of termination and deliver a copy to the
16 entity's agent for service of process in this state, or if the entity does not have a proper agent in
17 this state, to the entity's principal office as designated in Section 1-503(a). The notice must state:

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 (c) The authority of a foreign filing entity or foreign limited liability partnership to do
22 business in this state ceases on the effective date of the notice of termination unless before that
23 date the entity cures each ground for termination stated in the notice filed under subsection (b).

1 If the entity cures each ground, the [Secretary of State] shall file a record so stating.

2 **SECTION 1-508. CANCELLATION OF REGISTRATION STATEMENT.** To
3 cancel its registration statement, a foreign filing entity or foreign limited liability partnership
4 must deliver to the [Secretary of State] for filing a notice of cancellation stating the name of the
5 entity and that the entity desires to cancel its registration statement. The entity's registration
6 statement is canceled when the notice becomes effective.

7 **[SECTION 1-509. ACTION BY [ATTORNEY GENERAL].** The [Attorney General]
8 may maintain an action to enjoin a foreign filing entity or foreign limited liability partnership
9 from doing business in this state in violation of this [act].]

10 **[PART] 6**

11 **ADMINISTRATIVE DISSOLUTION**

12 **SECTION 1-601. GROUNDS.** The [Secretary of State] may commence a proceeding
13 under Section 1-602 to dissolve any domestic filing entity administratively if:

14 (1) the entity does not pay any fee, franchise tax, or penalty collected by the [Secretary
15 of State] imposed by this [act] or other law within [six months] after it is due;

16 (2) the entity does not deliver to the [Secretary of State] not later than [six months] after
17 it is due any[annual] [biennial] report required by this [article] or law other than this [article]; or

18 (3) the entity is without a registered agent in this state for [60 days].

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

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

23 (b) If the entity does not correct each ground for dissolution or demonstrate to the

1 reasonable satisfaction of the [Secretary of State] that each ground determined by the [Secretary
2 of State] does not exist within [60 days] after service of the notice is perfected under Section 1-
3 412, the [Secretary of State] shall dissolve the entity administratively by signing a statement of
4 dissolution that recites the ground or grounds for dissolution and its effective date. The
5 [Secretary of State] shall file the original of the statement and serve a copy on the entity under
6 Section 1-412.

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

11 (d) The administrative dissolution of a filing entity does not terminate the authority of its
12 registered agent.

13 **SECTION 1-603. REINSTATEMENT.**

14 (a) A domestic filing entity that is administratively dissolved under Section 1-602 may
15 apply to the [Secretary of State] for reinstatement. The application must state:

16 (1) the name and address of the entity and the effective date of its administrative
17 dissolution;

18 (2) that the grounds for dissolution either did not exist or have been eliminated;
19 and

20 (3) that the entity's name satisfies the requirements of Section 1-301.

21 (b) If the [Secretary of State] determines that the application contains the information
22 required by subsection (a) and that the information is correct, the [Secretary of State] shall cancel
23 the statement of dissolution and prepare a statement of reinstatement that states the [Secretary of

1 State's] determination and the effective date of reinstatement, file the original of the statement,
2 and serve a copy on the entity under Section 1-412.

3 (c) When reinstatement under this section is effective, it relates back to and takes effect
4 as of the effective date of the administrative dissolution and the entity resumes carrying on its
5 business as if the administrative dissolution had never occurred.

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

7 (a) If the [Secretary of State] denies an entity's application for reinstatement following
8 administrative dissolution, the [Secretary of State] shall serve the entity under Section 1-412 with
9 a written notice that explains the reason or reasons for denial.

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

12 **[ARTICLE] 2**

13 **MERGERS, CONVERSIONS, AND DOMESTICATIONS**

14

15 **[ARTICLE] 3**

16 **BUSINESS CORPORATIONS**

17

18 **[ARTICLE] 4**

19 **NONPROFIT CORPORATIONS**

20

21 **[ARTICLE] 5**

22 **GENERAL PARTNERSHIPS**

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MISCELLANEOUS PROVISIONS