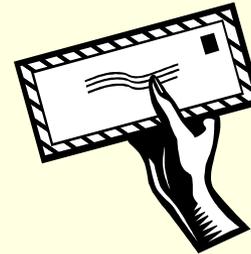


MoRAA

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- full name of the proposed act is “Model Registered Agents Act and Amendments to Entity Acts to Rationalize Annual Filings”

- registered agent changes



- annual report changes



- the address of the registered agent – or the registered office address – has been used in entity laws for two purposes other than service of process:

➤ venue



➤ advertising



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- provisions tying venue and publication to the registered address have been deleted by the conforming changes in the Appendix to MoRAA
 - this issue highlights the importance of making the conforming changes when MoRAA is enacted (see also § 15)

§ 2. Definitions.

(2) “commercial registered agent”

(11) “noncommercial registered agent”

(18) “registered agent”

(19) “registered agent filing”

(20) “represented entity”

§ 3. Fees.

- in many states, this section will be omitted and the fees added to the existing fee schedule for the Secretary of State
- (a)(3) is an important policy issue
 - Comment: “permits a person who is named as a registered agent without the person’s consent, or who agrees to serve as registered agent for a fee and the fee is not paid, to eliminate any reference to the person in the records of the Secretary of State without expense”

§ 5. Appointment of registered agent.

- (a) registered agent filing must either:
 - name commercial registered agent, or
 - name noncommercial registered agent and provide address
- (b) appointing a registered agent is an affirmation that the agent has consented to serve as such
- (c) filing office must provide a daily list of filings that name a registered agent

§ 6. Listing of commercial registered agent.

- becoming listed is voluntary, but most registered agents will presumably want to elect this status
- when an agent becomes listed, amendments will need to be filed under § 9 for entities already represented by the agent
- an agent may cease to be a commercial registered agent by using the procedure in § 7, but this will rarely, if ever, occur

§ 8. Change of registered agent by entity.

- (a) represented entity may change registered agent information by an appropriate filing
- (b) filing is ministerial and does not require formal approvals by the entity
- (c) naming a new agent is an affirmation that the new agent has consented to serve as such
- (d) changes may also be made in other ways (e.g., amending the articles of incorporation)

§§ 9 and 10. Changes by agents.

- agents may make filings to change information with respect to entities represented by them
- agent must provide represented entity with notice of a filing
- when a commercial registered agent makes a filing, it is effective with respect to all of the entities represented by the agent
- if a commercial registered agent changes its address and does not make a filing, the Secretary of State may cancel the agent's listing

§ 11. Resignation of registered agent.

- (a) a registered agent may resign at any time by making an appropriate filing
- (b) the effectiveness of the resignation is delayed to allow the represented entity time to appoint a new agent
- (c) notice of the resignation must be given to the represented entity
- (d) the agent ceases to have responsibility for matters tendered to it, but the represented entity may have a breach of contract claim against the agent

§ 12. Nonfiling and nonqualified entities.

- (a) permits entities that otherwise do not file with the Secretary of State to appoint a registered agent

- (c) filing by a nonqualified foreign entity:
 - does not qualify it to do business
 - does not create personal jurisdiction over the entity

§ 13. Service of process on entities.

- (b) if an entity no longer has a registered agent, service may be made on its governors at its principal office as shown in its most recent annual report
- (c) if service cannot be made in any other way, it may be handed to the person in charge of a regular place of business
- (d) service must be in writing, except that a commercial registered agent may announce that it will accept service in other forms it specifies

§ 14. Duties of registered agent.

- the duties of a registered agent under the act are straightforward
 - forward process received
 - provide notices required by the act
 - keep filed information current
- an agent may undertake other duties by contract or course of dealing, but they will be determined under other law

annual reports

- the conforming amendments in the Appendix propose that all annual reports, regardless of the type of entity filing the report, consist of:
 - the name of the entity
 - the jurisdiction in which it is organized
 - its registered agent information
 - the address of its principal office
 - the names of the people in charge (e.g., officers and directors of a corporation, managers of an LLC)