AN ACT

To amend and reenact R.S. 9:3402(B), R.S. 12:1-120(D) and (J) and 1701(A), (C), and (D) and to enact R.S. 9:3402(D), R.S. 12:1-120(M), R.S. 45:1364.1, and R.S. 51:195, relative to commercial filings submitted to the secretary of state; to provide with respect to definitions; to provide for online filings and related requirements; to provide for the applicability of online filing provisions to certain required commercial filings as provided in certain areas of the law; to remove provisions relative to digital signatures and in-person filing requirements; and to provide for related matters.

Be it enacted by the Legislature of Louisiana:

Section 1. R.S. 9:3402(B) is hereby amended and reenacted and R.S. 9:3402(D) is hereby enacted to read as follows:

§3402. Filing

* * *

B. (1) The secretary of state may accept any filing authorized by this Title by electronic, online, or facsimile transmission. All electronic online filings authorized by this Title shall include an electronic or digital signature.

(2) "Digital signature" means a type of electronic signature that transforms a message using an asymmetric crypt system such that a person having the initial message and the signer’s public key can accurately determine:

(a) Whether the transformation was created using the private key that corresponds to the signer’s public key.

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(b) Whether the initial message has been altered since the transformation was made.

(3) "Electronic signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

(3) "Online" means through the secretary of state's commercial online computer system.

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D.(1) Notwithstanding the provisions of this Section, any filing that the secretary of state has the capability to accept online shall be filed only online. If a document is required by law to be filed or recorded with an entity or official other than the secretary of state, the filing of the document with the secretary of state shall not satisfy any provision of law requiring the filing or recordation of the document with the other entity or official.

(2) Notwithstanding any contrary provision of this Title, until the secretary of state has the capability to accept filings online, any filing with the secretary of state pursuant to this Title which has the effect of changing the name of a designated or registered agent or changing the name of a principal officer of the corporation shall be accompanied by a resolution signed by each member of the corporation's board of directors in order for the change to be deemed validly filed.

(3) Notwithstanding the provisions of this Section, any filing filed by an individual from a parish with a population of one hundred thousand or less according to the latest federal decennial census may be filed by facsimile transmission or mail.

Section 2. R.S. 12:1-120(D) and (J) and 1701(A), (C), and (D) are hereby amended and reenacted and R.S. 12:1-120(M) is hereby enacted to read as follows:

§1-120. Requirements for documents; extrinsic facts

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D. The document must be typewritten or printed or, if electronically transmitted electronically or online, it must be in a format that can be retrieved or reproduced in typewritten or printed form. The inclusion of handwritten notations

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or entries on a typewritten or printed document does not affect the eligibility of the
document for filing.

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J. The document must be delivered to the office of the secretary of state for
filing. Delivery may be made by electronic or online transmission if and to the
extent permitted by the secretary of state. If it is filed in typewritten or printed form
and not transmitted electronically or online, the secretary of state may require one
exact or conformed copy to be delivered with the document, except as provided in
R.S. 12:1-503.

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M. As used in this Section, "online" means through the secretary of state's
commercial online computer system.

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§1701. Filing Methods

A.(1) The secretary of state may accept any filing authorized by this Title by
electronic, online, or facsimile transmission. All electronic online filings authorized
by this Title shall include an electronic or digital signature.

(2) "Digital signature" means a type of electronic signature that transforms
a message using an asymmetric cryptography system such that a person having the
initial message and the signer's public key can accurately determine both of the
following:

(a) Whether the transformation was created using the private key that
corresponds to the signer's public key.

(b) Whether the initial message has been altered since the transformation was
made.

(2) "Electronic signature" means an electronic sound, symbol, or process
attached to or logically associated with a record and executed or adopted by a person
with the intent to sign the record.
(3) "Online" means through the secretary of state's commercial online computer system.

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C.(1) Internet Online filing. The secretary of state is authorized to implement and establish procedures and systems for secure Internet-form online form filing for the filing of any instrument required under this Title.

(2) Any requirement that an instrument filed under this Title shall be subscribed or acknowledged before a notary public may be dispensed with if the instrument is filed and signed electronically as provided in Paragraph (A)(3) (A)(2) of this Section by a person authorized to sign the instrument.

D.(1) In-person filing. Any provision of this Title requiring that an instrument filed under this Title shall be subscribed or acknowledged before a notary public may be dispensed with if the instrument is signed, by the person authorized to sign, in the presence of the employee of the secretary of state receiving the instrument for filing and the employee verifies the identity of the person signing the instrument. Notwithstanding the provisions of this Section, any filing authorized by this Title that the secretary of state has the capability to accept online shall be filed only online.

(2) Notwithstanding any contrary provision of this Title, until the secretary of state has the capability to accept filings online, any filing with the secretary of state pursuant to this Title which has the effect of changing the name of a designated or registered agent or changing the name of a principal officer of the corporation shall be accompanied by a resolution signed by each member of the corporation's board of directors in order for the change to be deemed validly filed.

(3) Notwithstanding the provisions of this Section, any filing filed by an individual from a parish with a population of one hundred thousand or less according to the latest federal decennial census may be filed by facsimile transmission or mail.
Section 3. R.S. 45:1364.1 is hereby enacted to read as follows:

§1364.1. Filing Methods

A.(1) The secretary of state may accept any filing authorized in Chapter 10 of this Title by electronic, online, or facsimile transmission. All online filings authorized pursuant to the provisions of this Section shall include an electronic signature.

(2) "Electronic signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

(3) "Online" means through the secretary of state's commercial online computer system.

B. Filing by facsimile. Printed documents transmitted through the process of an electronic method to the secretary of state are deemed to be properly signed when the document received by a facsimile machine or document image attachment in email by the commercial division, office of the secretary of state, purports to be a copy of the original document and contains the signatures required in this Section.

C.(1) Online filing. The secretary of state is authorized to implement and establish procedures and systems for secure online form filing for the filing of any instrument required to be filed with the secretary of state pursuant to the provisions of this Chapter.

(2) Any provision that requires an instrument filed pursuant to the provisions of this Chapter to be subscribed or acknowledged before a notary public may be dispensed with if the instrument is filed and signed electronically as provided in Paragraph (A)(2) of this Section by a person authorized to sign the instrument.

(3) Notwithstanding the provisions of this Section, any filing filed by an individual from a parish with a population of one hundred thousand or less according to the latest federal decennial census may be filed by facsimile transmission or mail.

D. Notwithstanding the provisions of this Section, any filing authorized by Chapter 10 of this Title that the secretary of state has the capability to accept online shall only be filed online.

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Section 4. R.S. 51:195 is hereby enacted to read as follows:

§195. Filing Methods

A. (1) The secretary of state may accept any filing required in Chapters 1 and 7 of this Title by electronic, online, or facsimile transmission. All online filings authorized pursuant to the provisions of this Section shall include an electronic signature.

(2) "Electronic signature" means an electronic sound, symbol, or process attached to or logically associated with a record and executed or adopted by a person with the intent to sign the record.

(3) "Online" means through the secretary of state's commercial online computer system.

B. Filing by facsimile. Printed documents transmitted through the process of an electronic method to the secretary of state are deemed to be properly signed when the document received by a facsimile machine or document image attachment in email by the commercial division, office of the secretary of state, purports to be a copy of the original document and contains the signatures required in this Section.

C. (1) Online filing. The secretary of state is authorized to implement and establish procedures and systems for secure online form filing for the filing of any instrument required to be filed with the secretary of state pursuant to the provisions of Chapters 1 and 7 of this Title.

(2) Any provision that requires an instrument filed pursuant to the provisions of Chapters 1 and 7 of this Title to be subscribed or acknowledged before a notary public may be dispensed with if the instrument is filed and signed electronically as provided in Paragraph (A)(2) of this Section by a person authorized to sign the instrument.

D. Notwithstanding the provisions of this Section, any filing authorized by Chapters 1 and 7 of this Title that the secretary of state has the capability to accept online shall be filed only online.

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E. Notwithstanding the provisions of this Section, any filing filed by an individual from a parish with a population of one hundred thousand or less according to the latest federal decennial census may be filed by facsimile transmission or mail.

Section 2. This Act shall become effective on January 1, 2018.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

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PRESIDENT OF THE SENATE

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GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: ____________________

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