

ACT No. 367

2017 Regular Session

HOUSE BILL NO. 211

BY REPRESENTATIVE FOIL

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24

AN ACT

To amend and reenact R.S. 12:1-401(C)(introductory paragraph) and (1) and (F), 1-403(B)(2), 204(B)(introductory paragraph) and (1), 236(C)(1)(a), 308(A)(1), 1306(A)(3)(introductory paragraph) and (a) and (F), 1308(A)(2)(b), 1350(A)(1)(c) and (B)(2) and R.S. 51:215(A)(1), to enact R.S. 12:1308.3(C)(8)(c), and to repeal R.S. 12:315 and 1356, relative to regulations by the secretary of state with respect to filings of business entities; to provide relative to corporations, partnerships, and certain limited liability companies; to provide relative to agents for service of process; to repeal certain penalties applicable to foreign limited liability companies; to provide technical changes; and to provide for related matters.

Be it enacted by the Legislature of Louisiana:

Section 1. R.S. 12:1-401(C)(introductory paragraph) and (1) and (F), 1-403(B)(2), 204(B)(introductory paragraph) and (1), 236(C)(1)(a), 308(A)(1), 1306(A)(3)(introductory paragraph) and (a) and (F), 1308(A)(2)(b), and 1350(A)(1)(c) and (B)(2) are hereby amended and reenacted and R.S. 12:1308.3(C)(8)(c) is hereby enacted to read as follows:

§1-401. Corporate name

* * *

C. A corporation may apply to the secretary of state for authorization to use a name in its filings with the secretary of state that is not distinguishable from one or more of the names described in Subsection B of this Section. The secretary of state shall authorize the use of the name applied for if either of the following occur:

(1) The other registrant consents to the use in writing and submits ~~an undertaking in a form satisfactory to the secretary of state~~ the document required by law to change its name to a ~~name~~ one that is distinguishable from the name of the

1 (a) ~~an~~ An individual resident in this state whose business office is identical
2 with the corporation's registered office;

3 (b) ~~an~~ An individual attorney or a partnership which is authorized to practice
4 law in this state;~~or.~~

5 (c) ~~a~~ A domestic corporation, ~~or a domestic limited liability company,~~ foreign
6 corporation, or foreign limited liability company authorized to transact business in
7 this state, which has a business office identical with such registered office, which is
8 authorized by its articles or certificate of incorporation or organization to act as the
9 agent of a corporation for service of process, and which has on file with the secretary
10 of state both a certificate or amended certificate setting forth the names of at least
11 two individuals in such office, each of whom is authorized to receive any process
12 served on it as such agent and a notarized affidavit of acknowledgement and
13 acceptance signed by each registered agent. The failure to attach a notarized
14 affidavit of acknowledgement and acceptance as required by this Section shall not
15 be a defense to proper service of process on the corporation.

16 * * *

17 §1306. Name

18 A. The name of each limited liability company as set forth in its articles of
19 organization:

20 * * *

21 (3) Shall be distinguishable from the name of any corporation, partnership,
22 or other limited liability company organized under the laws of this state, any foreign
23 corporation, partnership, or limited liability company registered or qualified to do
24 business in this state, any name which is reserved under R.S. 12:1307 or ~~R.S.~~
25 ~~12:23(G)~~ R.S. 12:1-402(A), or any trade name registered with the secretary of state,
26 unless any of the following Paragraphs apply:

27 (a) ~~The corporation or other limited liability company is about to change its~~
28 ~~name, to cease doing business, or is being liquidated, or, if a foreign corporation or~~
29 ~~limited liability company, is about to withdraw from doing business in this state, and~~
30 ~~the written consent of the corporation or other limited liability company to the~~

1 §1308.3. Conversion of state of organization

2 * * *

3 C. The domestic or foreign limited liability company seeking conversion
4 shall file with the secretary of state a written request for conversion of the state of
5 organization. Such request shall contain all of the following:

6 * * *

7 (8) If the limited liability company is converting its state of organization
8 from another state to this state:

9 * * *

10 (c) A copy of its articles of organization which are in compliance with the
11 requirements of R.S. 12:1305, when the written request for conversion is filed with
12 the secretary of state.

13 * * *

14 §1350. Registered agent; registered office and principal business establishment;
15 keeping of records by foreign limited liability company

16 A. Each foreign limited liability company authorized to transact business in
17 this state shall have and continuously maintain in this state:

18 (1) At least one registered agent, which agent shall be one of the following:

19 * * *

20 (c) A domestic corporation, domestic limited liability company, ~~or a foreign~~
21 ~~corporation, or foreign limited liability company~~ authorized to transact business in
22 this state, which has a business office identical to such registered office, and which
23 is authorized by its articles or certificate of incorporation or organization to act as an
24 agent of a limited liability company for service of process, and which has on file with
25 the secretary of state a certificate setting forth the names of at least two individuals
26 at its address in this state, each of whom is authorized to receive any process served
27 on it as such agent.

28 * * *

29 B.

30 * * *

1 (2) If its registered agent is an individual or a corporation, the address of its
2 ~~principal~~ registered office and the address of the business office of its registered
3 agent, as changed, shall be identical.

4 * * *

5 Section 2. R.S. 51:215(A)(1) is hereby amended and reenacted to read as follows:

6 §215. Certificate of registration

7 A.(1) Upon compliance by the applicant with the requirements of this
8 Subpart, if the secretary of state finds that the trade name is distinguishable from or
9 not the same as a trade name, limited liability company name, partnership name, or
10 corporate name already in use in this state, or that the trademark or service mark is
11 distinguishable from or not the same as a trademark or service mark already in use
12 in this state which is registered in the same class, the secretary of state shall cause
13 a certificate of registration to be issued and delivered to the applicant.

14 * * *

15 Section 3. R.S. 12:315 and 1356 are hereby repealed in their entirety.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____