

2018 Regular Session

HOUSE BILL NO. 621

BY REPRESENTATIVE FOIL

1 AN ACT

2 To amend and reenact R.S. 9:3403 and 3433, R.S. 12:1-202(A)(introductory paragraph) and
3 (B)(1), 1-401(A)(1) through (3)(introductory paragraph), (B)(introductory
4 paragraph), (C)(introductory paragraph) and (1), (D)(introductory paragraph), (F),
5 and (G), 1-1444(E)(2)(b), 203(C), 204(A), (B)(introductory paragraph) and (1), and
6 (F), 303(A)(3) and (B), 304(A)(2), 312.1, 1306(A)(3)(introductory paragraph) and
7 (a) and (4) and (E), and (F), 1308.3(C)(introductory paragraph), 1344, 1345(A)(2),
8 and 1811(A) and (B), R.S. 22:62(introductory paragraph), (1) through (4), (6)
9 through (8), and (10), 232.2(A)(introductory paragraph) and (2) through (4), and (D),
10 243(B)(introductory paragraph), (4), and (8) and (D) through (F), R.S.
11 49:222(B)(1)(introductory paragraph), (a), (b), (e), and (f), (2)(introductory
12 paragraph), (4)(c) and (f), (5)(b), (6), and R.S. 51:212 (introductory paragraph) and
13 (5) and 3143(C), to enact R.S. 12:1-401(A)(3)(e) and 1306(A)(5) and R.S.
14 49:222(B)(14) and to repeal R.S. 3:85(C) and 148, R.S. 22:232.2(A)(5), and R.S.
15 49:222(5)(f) through (h), relative to corporate filings made to the secretary of state;
16 to provide for the secretary of state's responsibilities with respect to certain filings;
17 to provide relative to business entities' use of certain names; to provide relative to the
18 listing of certain addresses; to provide for the distinguishment of names upon the
19 records of the secretary of state; to provide an increase for certain filing fees; to
20 provide an application and fees for home service contract providers; to provide

1 changes in statutory reference; to provide technical corrections; and to provide for
2 related matters.

3 Be it enacted by the Legislature of Louisiana:

4 Section 1. R.S. 9:3403 and 3433 are hereby amended and reenacted to read as
5 follows:

6 §3403. Contract of partnership; required content; use of names

7 A. A contract of partnership filed for registry with the secretary of state shall
8 contain the name and taxpayer identification number of the partnership, the
9 municipal address of its principal place of business in this state, and the name and
10 the municipal address of each partner, including partners in commendam, if any.
11 The failure to include the taxpayer identification number of the partnership shall not
12 invalidate nor cause the secretary of state to reject the contract.

13 B. If the secretary of state receives for filing a partnership agreement that
14 includes in the partnership name the word "bank", "banker", "banking", "savings",
15 "safe deposit", "trust", "trustee", "building and loan", "homestead", "credit union",
16 or any other word of similar import, the secretary of state shall not file the
17 partnership agreement until the secretary of state receives satisfactory evidence that
18 written notice of the proposed use of that name was delivered to the office of
19 financial institutions at least fourteen days prior to the filing made with the secretary
20 of state.

21 C. If the secretary of state receives for filing a partnership agreement that
22 includes in the partnership name the word "engineer", "engineering", "surveyor", or
23 "surveying", the secretary of state shall not file the partnership agreement until the
24 secretary of state receives either of the following:

25 (1) Satisfactory evidence that written notice of the proposed use of that name
26 was delivered to the Louisiana Professional Engineering and Land Surveying Board
27 at least ten days prior to the filing made with the secretary of state.

28 (2) A written waiver of the ten-day notice prescribed in Paragraph (1) of this
29 Subsection, signed by the executive secretary or any officer of the Louisiana
30 Professional Engineering and Land Surveying Board.

1 D. If the secretary of state receives for filing a partnership agreement that
 2 includes in the partnership name the word "architect", "architectural", or
 3 "architecture", the secretary of state shall not file the partnership agreement until the
 4 secretary of state receives either of the following:

5 (1) Satisfactory evidence that written notice of the proposed use of that name
 6 was delivered to the Louisiana State Board of Architectural Examiners at least ten
 7 days prior to the filing made with the secretary of state.

8 (2) A written waiver of the ten-day notice prescribed in Paragraph (1) of this
 9 Subsection, signed by the executive director or any member of the Louisiana State
 10 Board of Architectural Examiners.

11 * * *

12 §3433. Name of registered limited liability partnership

13 A. A registered limited liability partnership's name shall contain the words
 14 "registered limited liability partnership" or the abbreviation "L.L.P." as the last
 15 words or letters of its name.

16 B. If the secretary of state receives for filing a registered limited liability
 17 partnership registration that includes in the partnership name the word "bank",
 18 "banker", "banking", "savings", "safe deposit", "trust", "trustee", "building and loan",
 19 "homestead", "credit union", or any other word of similar import, the secretary of
 20 state shall not file the registration until the secretary of state receives satisfactory
 21 evidence that written notice of the proposed use of that name was delivered to the
 22 office of financial institutions at least fourteen days prior to the filing made with the
 23 secretary of state.

24 C. If the secretary of state receives for filing a registered limited liability
 25 partnership registration that includes in the partnership name the word "engineer",
 26 "engineering", "surveyor", or "surveying", the secretary of state shall not file the
 27 registration until the secretary of state receives either of the following:

28 (1) Satisfactory evidence that written notice of the proposed use of that name
 29 was delivered to the Louisiana Professional Engineering and Land Surveying Board
 30 at least ten days prior to the filing made with the secretary of state.

1 (2) A written waiver of the ten-day notice prescribed in Paragraph (1) of this
2 Subsection, signed by the executive secretary or any officer of the Louisiana
3 Professional Engineering and Land Surveying Board.

4 D. If the secretary of state receives for filing a registered limited liability
5 partnership registration that includes in the partnership name the word "architect",
6 "architectural", or "architecture", the secretary of state shall not file the registration
7 until the secretary of state receives either of the following:

8 (1) Satisfactory evidence that written notice of the proposed use of that name
9 was delivered to the Louisiana State Board of Architectural Examiners at least ten
10 days prior to the filing made with the secretary of state.

11 (2) A written waiver of the ten-day notice prescribed in Paragraph (1) of this
12 Subsection, signed by the executive director or any member of the Louisiana State
13 Board of Architectural Examiners.

14 Section 2. R.S. 12:1-202(A)(introductory paragraph) and (B)(1), 1-401(A)(1)
15 through (3)(introductory paragraph), (B)(introductory paragraph), (C)(introductory
16 paragraph) and (1), (D)(introductory paragraph), (F), and (G), 1-1444(E)(2)(b), 203(C),
17 204(A), (B)(introductory paragraph) and (1), and (F), 303(A)(3) and (B), 304(A)(2), 312.1,
18 1306(A)(3)(introductory paragraph) and (a) and (4) and (E), and (F), 1308.3(C)(introductory
19 paragraph), 1344, 1345(A)(2), and 1811(A) and (B) are hereby amended and reenacted and
20 R.S. 12:1-401(A)(3)(e) and 1306(A)(5) are hereby enacted to read as follows:

21 §1-202. Articles of incorporation and signed consent by agent to appointment

22 A. The articles of incorporation ~~must~~ shall set forth all of the following:

23 * * *

1 B. The articles of incorporation may set forth any of the following:

2 (1) The names and street addresses, not a post office address only, of the
3 individuals who are to serve as the initial directors.

4 * * *

5 §1-401. Corporate name

6 A.(1) A corporate name may include words in any language but ~~must~~ shall
7 be written in English letters or characters.

8 (2) A corporate name ~~must~~ shall contain the word "corporation",
9 "incorporated", "company", or "limited," or the abbreviation, with or without
10 punctuation, "corp.", "inc.", "co.", or "ltd."

11 (3) A corporate name ~~may~~ shall not contain any of the following:

12 * * *

13 (e) Words or phrases that consist of or comprise immoral, deceptive, or
14 scandalous matter.

15 * * *

16 B. Except as authorized ~~by~~ in Subsections C and D of this Section, a
17 corporate name ~~must~~ shall be distinguishable upon the records of the secretary of
18 state from all of the following:

19 * * *

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

25 (1) The other registrant consents to the use in writing and submits the
26 document required by law to change its name to one that is distinguishable upon the
27 records of the secretary of state from the name of the applying corporation, effective

1 no later than the time that the applying corporation will begin to use the registrant's
2 former name.

3 * * *

4 D. A corporation may use in its filings with the secretary of state a name that
5 is not distinguishable upon the records of the secretary of state from one or more of
6 the names described in Subsection B of this Section if the registrant of the name is
7 incorporated, organized, or authorized to transact business in this state and the
8 proposed user corporation did any of the following:

9 * * *

10 F. If the secretary of state receives for filing articles of incorporation that
11 include in the corporate name the word "bank", "banker", "banking", "savings", "safe
12 deposit", "trust", "trustee", "building and loan", "homestead", "credit union", or any
13 other word of similar import, the secretary of state shall not file the articles of
14 incorporation until the secretary of state receives satisfactory evidence that written
15 notice of the proposed use of that name was delivered to the office of financial
16 institutions at least fourteen days ~~earlier~~ prior to the filing made with the secretary
17 of state.

18 G. If the secretary of state receives for filing articles of incorporation that
19 include in the corporate name the word "engineer", "engineering", "surveyor", ~~or~~
20 ~~"surveying,"~~ "surveying", or any derivative thereof, the secretary of state shall not
21 file the articles of incorporation until the secretary of state receives either of the
22 following:

23 (1) Satisfactory evidence that written notice of the proposed use of that name
24 was delivered to the Louisiana Professional Engineering and Land Surveying Board
25 at least ten days ~~earlier~~ prior to the filing made with the secretary of state.

26 (2) A written waiver of the ten-day notice requirement prescribed in
27 Paragraph (1) of this Subsection, signed by the executive secretary or any officer of
28 the Louisiana Professional Engineering and Land Surveying Board.

29 * * *

30 §1-1444. Reinstatement of terminated corporation

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* * *
E. The articles of reinstatement shall state all of the following:
* * *

(2) That the reinstatement was approved in accordance with either of the following:

* * *

(b) R.S. 12:1-1444(C), and that the directors and officers listed in the annual report accompanying the articles of reinstatement were elected in accordance with that Subsection. If the annual report is not yet due, the report to be made in compliance with this Subsection shall be provided in a separate written statement.

* * *

§203. Articles of incorporation

* * *

C. The articles may also contain any of the following:

(1) Provisions ~~provisions~~ dealing generally with the authorized number and qualifications of the shareholders and members, the property rights, basis of voting and other rights and privileges of the shareholders and members, the liability of the shareholders and members for dues or assessments and the methods of collection thereof, and any other lawful provision desired for the regulation of the affairs of the corporation, ~~including any provision authorized by R.S. 12:24(C).~~

(2) A provision eliminating or limiting the personal liability of a director or officer to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided that such provision does not eliminate or limit the liability of a director or officer for any of the following:

(a) Any breach of the director's or officer's duty of loyalty to the corporation or its shareholders.

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

(c) Liability pursuant to the provisions of R.S. 12:226(D).

1 (d) Any transaction from which the director or officer derived an improper
2 personal benefit.

3 (3) Provisions regarding any of the following:

4 (a) Managing the business and regulating the affairs of the corporation.

5 (b) Defining, limiting, and regulating the powers of the corporation, its board
6 of directors, and shareholders.

7 (4) Any provision for which this Chapter requires or permits to be set forth
8 in the bylaws.

9 (5)(a) A provision that cash, property or share dividends, shares issuable to
10 shareholders in connection with a reclassification of stock, and the redemption price
11 of redeemed shares that are not claimed by the entitled shareholders within a
12 reasonable time after the dividend or redemption price became payable or the shares
13 became issuable, despite reasonable efforts by the corporation to pay the dividend
14 or redemption price, or provide delivery of the certificates for the shares to such
15 shareholders, shall revert in full ownership to the corporation, and the corporation's
16 obligation to pay such dividend or redemption price or issue such shares, as the case
17 may be, shall therefor cease, provided that the board of directors may, at any time,
18 for any reason satisfactory to it, but need not, authorize either of the following:

19 (i) Payment of the amount of any cash or property dividend or redemption
20 price.

21 (ii) Issuance of any shares, ownership of which has reverted to the
22 corporation pursuant to a provision of the articles authorized by this Section, to the
23 person that would be entitled had such reversion not occurred.

24 (b) The "reasonable time" as stated in Subparagraph (a) of this Paragraph
25 means a period of time not less than one year.

26 * * *

1 §204. Corporate name

2 A. The corporate name may be in any language, but it ~~must be~~ expressed in
 3 English letters or characters. The corporate name shall not imply that the
 4 corporation is an administrative agency ~~of any parish or~~ of this state, or any of its
 5 political subdivisions, or of the United States. It shall not contain words or phrases
 6 that consist of or comprise immoral, deceptive, or scandalous matter. It shall not
 7 contain the words "bank," "banking," "banker," "savings," "trust," "deposit,"
 8 "insurance," "mutual," "assurance," "indemnity," "casualty," "fiduciary,"
 9 "homestead," "building and loan," "surety," "security," "guarantee," "cooperative,"
 10 "state," "parish," "redevelopment corporation," "electric cooperative," or "credit
 11 union."

12 B. As used in this Subsection, the term "corporation" includes nonprofit
 13 corporations, business corporations, foreign corporations, and partnerships. The
 14 corporate name shall be distinguishable from a name reserved pursuant to R.S. 12:1-
 15 402(A) and shall be distinguishable upon the records of the secretary of state from
 16 the name of any other corporation, limited liability company, partnership, or trade
 17 name registered with the secretary of state unless any of the following Paragraphs
 18 apply:

19 (1) The other registrant consents to the use of the name in writing and
 20 submits the document required by law to change its name to one that is
 21 distinguishable upon the records of the secretary of state from the name of the
 22 applying corporation, effective no later than the time that the applying corporation
 23 will begin to use the registrant's former name.

24 * * *

25 F. If the corporation seeking the issuance of a certificate of incorporation in
 26 this state includes in its name the word "engineer", "engineering", "surveyor", ~~or~~
 27 "surveying", or any derivative thereof, the secretary of state shall require, prior to the
 28 issuance of the certificate of incorporation, evidence satisfactory to him that written
 29 notice of such application for a certificate of incorporation has been delivered to the
 30 Louisiana Professional Engineering and Land Surveying Board in writing not less

1 than ten days prior to the date of issuance of the certificate of incorporation. If the
 2 applicant corporation files with its application to the secretary of state a written
 3 waiver signed by the executive secretary or any officer of the Louisiana Professional
 4 Engineering and Land Surveying Board waiving the requirement of ten days written
 5 notice to said board, as set forth in the preceding sentence, the secretary of state shall
 6 be authorized to proceed immediately with the processing of such application.

7 * * *

8 §303. Name of authorized foreign corporation

9 A. No certificate of authority shall hereafter be issued to a foreign
 10 corporation unless its corporate name:

11 * * *

12 (3) Is not, subject to the exceptions provided in ~~R.S. 12:23(B)~~ R.S. 12:1-
 13 401(C), the same as or nondistinguishable upon the records of the secretary of state
 14 from the name of any business or nonprofit corporation organized under the laws of
 15 this state or of any foreign corporation authorized to transact business in this state,
 16 a trade name registered with the secretary of state, or a name the exclusive right to
 17 which is, at the time, reserved in the manner provided in Chapter 1 of this Title. In
 18 order to obviate this objection, a corporation may add some distinguishing term to
 19 its name for use in this state. No corporation shall include the phrase "doing
 20 business as" or the abbreviation "d/b/a" as part of the distinguishing term.

21 B. Whenever a foreign corporation which is authorized to transact business
 22 in this state, shall on or after January 1, 1969, change its name to one under which
 23 a certificate of authority would not be granted to it on application therefor, the
 24 certificate of authority of such corporation shall be deemed suspended, and it shall
 25 not thereafter transact any business in this state until it has changed its name to a
 26 name which is available to it under the laws of this state or until it has added some
 27 distinguishing term upon the records of the secretary of state to its name for use in
 28 this state.

29 * * *

30 §304. Application for certificate of authority

1 A. Application by a foreign corporation to procure a certificate of authority
2 shall be made to the secretary of state and shall set forth:

3 * * *

4 (2) If the name of the corporation does not conform to the requirements of
5 R.S. 12:303, the name of the corporation with the word, abbreviation or
6 distinguishing term upon the records of the secretary of state which it elects to add
7 ~~thereto~~ for use in this state.

8 * * *

9 §312.1. Termination of withdrawal proceedings

10 At any time before the certificate of withdrawal is issued by the secretary of
11 state pursuant to R.S. 12:312, withdrawal proceedings may be terminated by
12 delivering to the secretary of state a request that withdrawal proceedings be
13 terminated. The request shall be signed by any officer of the corporation. After all
14 fees and charges have been paid as required by law, the secretary of state shall place
15 the request to terminate withdrawal proceedings on file in his office ~~and shall~~
16 ~~acknowledge receipt of the request by returning the application for withdrawal forms~~
17 ~~to the corporation or its representative.~~ The secretary of the Department of Revenue
18 and the administrator of Louisiana Employment Security Law shall be notified by
19 the secretary of state of the termination of withdrawal proceedings.

20 * * *

21 §1306. Name

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

24 * * *

25 (3) Shall be distinguishable upon the records of the secretary of state from
26 the name of any corporation, partnership, or other limited liability company
27 organized under the laws of this state, any foreign corporation, partnership, or
28 limited liability company registered or qualified to do business in this state, any
29 name which is reserved under R.S. 12:1307 or R.S. 12:1-402(A), or any trade name

1 registered with the secretary of state, unless any of the following ~~Paragraphs~~
2 Subparagraphs apply:

3 (a) The other registrant consents to the use of the name in writing and
4 submits the document required by law to change its name to one that is
5 distinguishable upon the records of the secretary of state from the name of the
6 applying corporation or limited liability company, effective no later than the time
7 that the applying corporation or limited liability company will begin to use the
8 registrant's former name.

9 * * *

10 (4) Shall not imply that the company is an administrative agency ~~of any~~
11 ~~parish~~ or of this state, or any of its political subdivisions, or of the United States.

12 (5) Shall not contain words or phrases that consist of or comprise immoral,
13 deceptive, or scandalous matter.

14 * * *

15 E. If the limited liability company seeking the issuance of a certificate of
16 organization in this state includes in its name the word "engineer", "engineering",
17 "surveyor", ~~or~~ "surveying", or any derivative thereof, the secretary of state shall
18 require, prior to the issuance of the certificate of organization, evidence satisfactory
19 to him that written notice of such application for a certificate of organization has
20 been delivered to the Louisiana Professional Engineering and Land Surveying Board
21 in writing not less than ten days prior to the date of issuance of the certificate of
22 organization. If the applicant limited liability company files with its application to
23 the secretary of state a written waiver signed by the executive secretary or any officer
24 of the Louisiana Professional Engineering and Land Surveying Board waiving the
25 requirement of ten days written notice to said board, as set forth in the preceding
26 sentence, the secretary of state shall be authorized to proceed immediately with the
27 processing of such application.

28 F.(1) A limited liability company name shall not contain the word
29 "insurance" unless the limited liability company is an independent insurance agency
30 or brokerage firm.

1 (2) If a limited liability company seeking issuance of a certificate of
 2 organization in Louisiana includes in its name the words "bank", "banker",
 3 "banking", "savings", "safe deposit", "trust", "trustee", "building and loan",
 4 "homestead", or "credit union", the secretary of state shall require written approval
 5 from the commissioner of the office of financial institutions dated not less than
 6 fourteen days prior to the issuance of the certificate of organization.

7 * * *

8 §1308.3. Conversion of state of organization

9 * * *

10 C. The domestic or foreign limited liability company seeking conversion
 11 shall file with the secretary of state a written request for conversion of the state of
 12 organization. If the company is manager-managed, the request shall be executed by
 13 a manager of the company. If the company is member-managed, the request shall
 14 be executed by a member of the company. Such The request shall contain all of the
 15 following:

16 * * *

17 §1344. Name of authorized foreign limited company

18 ~~No~~ A certificate of authority shall not be issued to a foreign limited liability
 19 company unless the name of such company satisfies the requirements of R.S.
 20 12:1306. If the name of a foreign limited liability company does not satisfy the
 21 requirements of R.S. 12:1306(A)(1), to obtain or maintain a certificate of authority,
 22 the foreign limited liability company may add the words "limited liability company"
 23 or the abbreviation "L.L.C." or "L.C." to its name for use in this state. If its real
 24 name is unavailable, the foreign limited liability company may add a distinguishing
 25 term upon the records of the secretary of state to its name for use in this state.

26 §1345. Application for certificate of authority

27 A. Application by a foreign limited liability company to procure a certificate
 28 of authority shall be made to the secretary of state and shall set forth the following:

29 * * *

1 (2) If the name of the limited liability company does not conform with the
2 requirements of R.S. 12:1344, then the name of the limited liability company with
3 the word, abbreviation, or distinguishing term upon the records of the secretary of
4 state that it elects to add ~~thereto~~ for use in this state.

5 * * *

6 §1811. Corporate purposes

7 A. A benefit corporation shall have a purpose of creating a general public
8 benefit. This purpose is in addition to its purpose ~~under R.S. 12:21~~ as described in
9 R.S. 12:1-201 et seq.

10 B. The articles of a benefit corporation may identify one or more specific
11 public benefits that it is the purpose of the benefit corporation to create in addition
12 to its purposes under ~~R.S. 12:21~~ R.S. 12:1-201 et seq. and Subsection A of this
13 Section. The identification of a specific public benefit under this Subsection shall
14 not limit the obligation of a benefit corporation under Subsection A of this Section.

15 * * *

16 Section 3. R.S. 22:62(introductory paragraph), (1) through (4), (6) through (8), and
17 (10), 232.2(A)(introductory paragraph) and (2) through (4), and (D), 243(B)(introductory
18 paragraph), (4), and (8) and (D) through (F) are hereby amended and reenacted to read as
19 follows:

20 §62. Articles of incorporation

21 Articles of incorporation shall be executed by authentic act signed by each
22 of the incorporators and shall state in the English language all of the following:

23 (1) The name of the corporation, which shall not be the same as nor
24 deceptively similar to the name of any other domestic insurer or of any alien or
25 foreign insurer authorized to do business in this state unless either of the following
26 Subparagraphs apply:

27 (a) ~~such~~ Such other domestic, alien or foreign insurer is about to change its
28 name, ~~or to~~ cease to do business, or is being wound up, or such foreign corporation
29 is about to withdraw from doing business in this state, and the written consent of

1 such other insurer to the adoption of its name or a deceptively similar name has been
2 given in writing and is filed with the articles;~~or.~~

3 (b) ~~such~~ Such other insurer has ~~heretofore~~ been authorized to do business in
4 this state for more than two years and has never actively engaged in business;

5 (2) The purpose or purposes for which it is formed;

6 (3) Its duration;

7 (4) ~~The location and post office address of its registered office;~~ The street
8 address, not a post office address only, of its initial registered office, and if different,
9 the street address, not a post office address only, of the corporation's initial principal
10 office.

11 * * *

12 (6) The amount of paid in capital and minimum surplus, or initial fund, with
13 which the corporation will begin business;

14 (7) If a stock company, the number of shares, the amount of each share, and
15 the time when and the manner in which payment on stock subscribed shall be made;

16 (8) The names of the first directors, their ~~post office address~~ respective street
17 addresses, not post office addresses only, and their classification and terms of office
18 if they ~~be~~ are named in the articles. Where the first board of directors is not named
19 in the articles, the articles shall provide the place where, the date when the
20 organization is to be perfected, and a meeting of the stockholders or policyholders
21 for that purpose must be held not more than sixty days after the execution of the
22 articles. At that meeting the directors shall be elected;

23 * * *

24 (10) The designation of general officers, the number of directors, which shall
25 not be less than five nor more than fifty, and the mode and manner in which directors
26 shall be elected, and officers elected or appointed;

27 * * *

28 §232.2. Incorporation of a mutual insurance holding company

29 A. A mutual insurance holding company or an intermediate holding
30 company resulting from the reorganization of a domestic mutual insurance company

1 under R.S. 22:231 shall be incorporated pursuant to Title 12 of the Louisiana
 2 Revised Statutes of 1950, the Louisiana Business Corporation ~~Law Act, R.S. 12:1~~
 3 ~~through 178~~ R.S. 12:1-101 through R.S. 12:1-1705, and shall be subject to its
 4 provisions and other provisions of Title 12 relative to business corporations, except
 5 that:

6 * * *

7 (2) After approval of the commissioner, the articles showing the approval of
 8 the commissioner shall be filed in the office of the secretary of state ~~together with~~
 9 ~~an initial report, as prescribed by R.S. 12:101. If the first directors are not named in~~
 10 ~~the articles of incorporation and the initial report, a supplemental report, setting forth~~
 11 ~~their names and addresses, and signed by each incorporator or by any shareholder,~~
 12 ~~shall be filed with the secretary of state and filed for record as provided by Paragraph~~
 13 ~~(5) of this Subsection as soon as they have been selected.~~

14 (3) If the secretary of state finds that the articles have been approved by the
 15 commissioner and that the articles ~~and initial report~~ are in compliance with this
 16 Subpart and Title 12 of the Louisiana Revised Statutes of 1950, and after all fees
 17 have been paid as required by law, the secretary of state shall record the articles ~~and~~
 18 ~~the initial report in his office, endorse on each the date and issue a certificate of~~
 19 ~~incorporation that shall show the date. The certificate of incorporation as filed on~~
 20 ~~the date and time of receipt. After filing the articles, the secretary of state shall~~
 21 ~~deliver to the corporation or its representative a copy of the document with an~~
 22 ~~acknowledgment of the date of filing. The secretary of state's filing of the articles~~
 23 ~~of incorporation shall be conclusive evidence of the fact that the corporation has~~
 24 ~~been duly incorporated except that in any proceeding brought by the state to annul,~~
 25 ~~forfeit, or vacate a corporation's franchise, or by the commissioner to prohibit,~~
 26 ~~suspend, or limit the corporation's right to conduct business as a mutual insurance~~
 27 ~~holding company or an intermediate holding company, the certificate of~~
 28 ~~incorporation shall be only prima facie evidence of due incorporation.~~

29 (4) ~~Upon the issuance of the certificate of incorporation, the corporation~~
 30 ~~shall be duly incorporated, and the corporate existence shall begin, as of the time~~

1 ~~when the articles were filed with the secretary of state~~ Except as provided in R.S.
 2 12:1-203(C), the corporate existence begins, and the corporation is duly incorporated
 3 when the articles of incorporation become effective as provided in R.S. 12:1-123.

4 * * *

5 D. Notwithstanding ~~anything in any provision of law to the contrary within~~
 6 the Louisiana Business Corporation Law ~~Act, R.S. 12:1 through 178~~ R.S. 12:1-101
 7 through R.S. 12:1-1705, meetings of the mutual insurance holding company and the
 8 exercise of a member's voting rights shall be governed by R.S. 22:119 through 121
 9 and a written proxy conferred upon another policyholder either prior to,
 10 contemporaneously with, or after a reorganization under R.S. 22:231, shall remain
 11 in force indefinitely until revoked by the member.

12 * * *

13 §243. Incorporation

14 * * *

15 B. Articles of incorporation shall be executed by authentic act signed by each
 16 of the incorporators and shall state in the English language all of the following:

17 * * *

18 (4) ~~The location and post office address of its registered office~~ The street
 19 address, not a post office address only, of its initial registered office, and if different,
 20 the street address, not a post office address only, of the corporation's initial principal
 21 office.

22 * * *

23 (8) The names of the first directors, their ~~post office~~ street address, not a post
 24 office address only, and their classification and terms of office if they be named in
 25 the articles. Where the first board of directors is not named in the articles, the
 26 articles shall provide the place where and the date when the organization is to be
 27 perfected, and a meeting of the stockholders for that purpose must be held not more
 28 than sixty days after the execution of the articles. At that meeting the directors shall
 29 be elected.

30 * * *

1 D.(1) After the payment of all fees owed to the Department of Insurance, the
2 articles showing the approval of the commissioner shall be filed in the office of the
3 secretary of state ~~together with an initial report, as prescribed by R.S. 12:101. If the~~
4 ~~first directors are not named in the articles of incorporation and the initial report, a~~
5 ~~supplemental report, setting forth their names and addresses, and signed by each~~
6 ~~incorporator or by any shareholder, shall be filed with the secretary of state and filed~~
7 ~~for record as provided by Paragraph (4) of this Subsection as soon as they have been~~
8 ~~selected.~~

9 (2) If the secretary of state finds that the articles have been approved by the
10 commissioner and that the articles ~~and initial report~~ are in compliance with this
11 Subpart and Title 12 of the Louisiana Revised Statutes of 1950, and after all fees
12 have been paid as required by law, the secretary of state shall record the articles ~~and~~
13 ~~the initial report in his office, endorse on each the date and, if requested, the hour of~~
14 ~~filing thereof with him, and issue a certificate of incorporation that shall show the~~
15 ~~date and, if endorsed on the articles, the hour of filing of the articles with him. The~~
16 ~~certificate of incorporation as filed on the date and time of receipt. After filing the~~
17 ~~articles, the secretary of state shall deliver to the corporation or its representative a~~
18 ~~copy of the document with an acknowledgment of the date of filing. The secretary~~
19 ~~of state's filing of the articles of incorporation shall be conclusive evidence of the~~
20 fact that the corporation has been duly incorporated except that in any proceeding
21 brought by the state to annul, forfeit, or vacate a corporation's franchise, or by the
22 commissioner to prohibit, suspend or limit the corporation's right to conduct business
23 as a health maintenance organization, the certificate of incorporation shall be only
24 prima facie evidence of due incorporation.

25 (3) ~~Upon the issuance of the certificate of incorporation, the corporation~~
26 ~~shall be duly incorporated, and the corporate existence shall begin, as of the time~~
27 ~~when the articles were filed with the secretary of state~~ Except as provided in R.S.
28 12:1-203(C), the corporate existence begins and the corporation is duly incorporated
29 when the articles of incorporation become effective as provided in R.S. 12:1-123.

1 ~~(4) A multiple original of the articles or a copy certified by the secretary of~~
 2 ~~state, with a copy of the certificate of incorporation, and a multiple original of the~~
 3 ~~initial report, or a copy certified by the secretary of state, shall be filed in the office~~
 4 ~~of the recorder of mortgages of the parish in which the registered office of the~~
 5 ~~corporation is situated, and a certified copy of the articles and initial report, bearing~~
 6 ~~the certificate of the proper parish recorder with a copy of the certificate of~~
 7 ~~incorporation, shall be filed with the commissioner.~~

8 ~~(5)~~(4) The corporation shall not have authority to transact a health
 9 maintenance organization business until a certificate of authority to transact such
 10 business is issued to it by the commissioner.

11 E.(1) Except as otherwise provided in the articles of incorporation, an
 12 incorporated health maintenance organization may amend its articles of
 13 incorporation in the manner provided in ~~R.S. 12:31~~ R.S. 12:1-1003.

14 (2) After such amendment has been duly adopted, an authentic act setting
 15 forth the amendment and the manner of adoption thereof shall be executed by such
 16 person or persons authorized to do so at the meeting. A full copy of the resolution
 17 adopting such amendment, certified as true copy by the secretary of the health
 18 maintenance organization, shall be annexed to the authentic act. The articles of
 19 amendment shall be approved by the commissioner and recorded with the secretary
 20 of state, ~~the recorder of mortgages, and the commissioner,~~ in the same manner as that
 21 provided ~~herein~~ for the original articles of incorporation.

22 (3) The provisions of Paragraphs (1) and (2) of this Subsection ~~shall not be~~
 23 are not applicable when an incorporated health maintenance organization changes
 24 either its registered agent or address, or both. In any such change, the incorporated
 25 health maintenance organization shall provide the commissioner with the board
 26 resolution and notice and shall follow the requirements of ~~Part X~~ Part 5 of Chapter
 27 1, of Title 12 of the Louisiana Revised Statutes of 1950.

28 F. The provisions of ~~R.S. 12:1 through R.S. 12:178,~~ R.S. 12:1-101 through
 29 R.S. 12:1-1705 and other provisions of the Louisiana Revised Statutes of 1950,
 30 relative to business corporations, shall apply to the regulation of the business and the

1 conduct of the affairs of any health maintenance organization which has been
2 incorporated pursuant to the provisions of this Subpart. If a conflict exists between
3 the provisions of this Subpart and ~~said~~ the provisions of Title 12, the provisions of
4 this Subpart shall govern.

5 Section 4. R.S. 49:222(B)(1)(introductory paragraph), (a), (b), (e) and (f),
6 (2)(introductory paragraph), (4)(c) and (f), (5)(b), and (6) are hereby amended and reenacted
7 and R.S. 49:222(B)(14) is hereby enacted to read as follows:

8 §222. Fees chargeable by secretary of state

9 * * *

10 B. The secretary of state is authorized to collect the following fees:

11 (1) Domestic business corporations and limited liability companies.

12 (a) Twenty-five dollars for reserving a corporate name or limited liability
13 company name, transferring a reserved corporate name, registering a corporate name;
14 or renewing a registered corporate name, ~~or applying for use of an indistinguishable~~
15 ~~name by a corporation.~~

16 (b) Seventy-five dollars for filing and recording corporation articles of
17 incorporation, articles of amendment, articles of restatement, articles of
18 domestication, articles of charter surrender, articles of nonprofit conversion, articles
19 of nonprofit domestication and conversion, articles of dissolution, articles of
20 revocation of dissolution, articles of reinstatement, articles of merger or share
21 exchange, abandonment proceedings, simplified articles of termination, and articles
22 of correction.

23 * * *

24 (e) Twenty-five dollars for a corporation's statement of change of registered
25 agent or registered office, or both, the resignation of an agent or officer;,
26 appointment of a registered agent;,
27 change of domicile;,
28 appointment of new officers,
28 directors, members, or managers;,
28 and change of address for agents, officers,
28 directors, members, or managers.

29 (f) Twenty-five dollars for a supplemental initial report for a limited liability
30 company.

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1 * * *

2 (2) ~~Nonprofit~~ Domestic nonprofit corporations.

3 * * *

4 (4) Partnerships and registered limited liability partnerships.

5 * * *

6 (c)(i) For partnerships, one hundred dollars for filing a contract of
7 ~~partnership, amendment and termination of a domestic partnership or original or~~
8 ~~renewal forms, and merger or consolidation of a registered limited liability~~
9 ~~partnership~~ of a domestic partnership or a registered limited liability partnership, and
10 filing an amendment, merger, consolidation, or termination of a domestic
11 partnership.

12 (ii) For registered limited liability partnerships, one hundred twenty-five
13 dollars for filing a ~~contract of partnership, amendment and termination of a domestic~~
14 ~~partnership or original or renewal forms,~~ conversions to and from a registered limited
15 liability company, and merger or consolidation of a registered limited liability
16 partnership.

17 * * *

18 (f) ~~Twenty-five~~ Thirty dollars for annual reports for partnerships.

19 (5) Trade names, trademarks, and service marks.

20 * * *

21 (b) Seventy-five dollars for registering, renewing, assigning, or terminating
22 a trade name, trademark, or service mark.

23 * * *

24 (6) ~~Articles of entity conversions:~~

25 (a) ~~Seventy-five dollars for conversion from or to a limited liability~~
26 ~~company, except as provided in Subparagraph (6)(b) of this Paragraph.~~

27 (b) One hundred dollars for conversion from or to a partnership, including
28 the conversion of a limited liability company from or to a partnership.

29 * * *

30 (14) Home Service Contract Provider Applications.

1 (a) Six hundred dollars for filing applications for home service contract
2 providers.

3 (b) Two hundred fifty dollars for filing renewals for home service contract
4 providers.

5 Section 5. R.S. 51:212(introductory paragraph) and (5) and 3143(C) are hereby
6 amended and reenacted to read as follows:

7 §212. Registrability

8 A name or mark by which the name, goods₂ or services of any applicant for
9 registration may be distinguished from the name, goods₂ or services of others shall
10 not be registered if it:

11 * * *

12 (5)(a) Consists of a mark ~~which,~~ which contains any of the following
13 characteristics:

14 ~~(1) when~~ (i) When applied to the goods or services of the applicant, is merely
15 descriptive or deceptively misdescriptive of them, ~~or.~~

16 ~~(2) when~~ (ii) When applied to the goods or services of the applicant₂ is
17 primarily geographically descriptive or deceptively misdescriptive of them, ~~or.~~

18 ~~(3) is~~ (iii) Is primarily merely a surname ~~provided, however, that nothing .~~

19 (b) Nothing in this paragraph ~~(5) Paragraph~~ shall prevent the registration of
20 a mark used in this state by the applicant which has become distinctive of the
21 applicant's goods or services. The secretary of state may accept as evidence that the
22 mark has become distinctive, as applied to the applicant's goods or services, proof
23 of continuous use thereof as a mark by the applicant in this state or elsewhere for the
24 five years next preceding the date of the filing of the application for registration.

25 * * *

26 §3143. Requirements for doing business

27 * * *

28 C. A registration shall be effective for two years, unless the registration is
29 denied or revoked. Ninety days prior to the expiration of a registration, a provider
30 shall submit a renewal application on a form prescribed by the secretary of state and

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1 a renewal fee of two hundred fifty dollars. All fees shall be paid to the secretary of
 2 state. ~~The deadline for complying with all requirements for initial registration as~~
 3 ~~described in this Subsection, and for posting a two-year bond in the amount as~~
 4 ~~described in Subsection E of this Section is January fifteenth.~~

5 * * *

6 Section 6. R.S. 3:85(C) and 148, R.S. 22:232.2(A)(5), and R.S. 49:222(5)(f) through
 7 (h) are hereby repealed in their entirety.

8 Section 7. This Act shall become effective upon signature by the governor or, if not
 9 signed by the governor, upon expiration of the time for bills to become law without signature
 10 by the governor, as provided by Article III, Section 18 of the Constitution of Louisiana. If
 11 vetoed by the governor and subsequently approved by the legislature, this Act shall become
 12 effective on the day following such approval.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____