

2023 Regular Session

HOUSE BILL NO. 395

BY REPRESENTATIVE HILFERTY

1 AN ACT

2 To amend and reenact R.S. 9:3403(A)(1) and R.S. 12:307(B), 307.1, 310,
3 311(A)(introductory paragraph), 1348(B), and 1349(C) and to enact R.S. 12:1-
4 120(H)(16) and 1306(G), relative to filings with the secretary of state's office; to
5 provide for the requirements of a partnership contract; to provide for form
6 requirements for certain documents; to permit certified copies for certain amended
7 certificates of authority; to require proof of notice for certain company names; and
8 to provide for related matters.

9 Be it enacted by the Legislature of Louisiana:

10 Section 1. R.S. 9:3403(A)(1) is hereby amended and reenacted to read as follows:

11 §3403. Contract of partnership; required content; use of names

12 A.(1) A contract of partnership filed for registry with the secretary of state
13 shall be written in the English language and contain the name and taxpayer
14 identification number of the partnership, the municipal address of its principal place
15 of business in this state, and the name and the municipal address of each partner,
16 including partners in commendam, if any.

17 * * *

18 Section 2. R.S. 12:307(B), 307.1, 310, 311(A)(introductory paragraph), 1348(B), and
19 1349(C) are hereby amended and reenacted and R.S. 12:1-120(H)(16) and 1306(G) are
20 hereby enacted to read as follows:

1 §310. Change of corporate name

2 If a foreign corporation authorized to transact business in this state changes
3 its corporate name, it shall procure an amended certificate of authority by making
4 application therefor to the secretary of state and submitting a duplicate or original
5 certificate of name change, ~~not a certified copy of the name change amendment,~~
6 from an authorized official of the jurisdiction of its incorporation or a certified copy
7 of the document in the case that the authorized official of the jurisdiction of
8 incorporation does not provide such certificate.

9 §311. Merger, consolidation, or dissolution

10 A. Whenever a foreign corporation authorized to transact business in this
11 state shall hereafter be merged into another foreign corporation, or shall hereafter be
12 a party to a statutory consolidation, or shall be dissolved, it shall, within thirty days,
13 file with the secretary of state a certificate from the secretary of state or an
14 authorized official of the jurisdiction of its incorporation or a certified copy of the
15 document in the case that the authorized official of the jurisdiction of incorporation
16 does not provide such certificate, ~~(not a certified copy of the agreement or~~
17 ~~dissolution)~~ evidencing the merger, consolidation, or dissolution; but the filing
18 thereof shall not of itself:

19 * * *

20 §1306. Name

21 * * *

22 G. If a limited liability company seeking issuance of a certificate of
23 organization in this state includes in its name the words "architect", "architectural",
24 or "architecture", the secretary of state shall not file the articles of organization until
25 the secretary of state receives either of the following:

26 (1) Satisfactory evidence that written notice of the proposed use of that name
27 was delivered to the Louisiana State Board of Architectural Examiners at least ten
28 days earlier.

1 (2) A written waiver of the ten-day notice requirement, signed by the
2 executive director or any member of the Louisiana State Board of Architectural
3 Examiners.

4 * * *

5 §1348. Amended certificate of authority

6 * * *

7 B. If a foreign limited liability company changes its name, it shall include,
8 with its application for an amended certificate of authority, a certificate or a certified
9 copy of the amendment in the case that the authorized official of the jurisdiction of
10 organization does not provide such certificate evidencing such change, ~~not a certified~~
11 ~~copy of the amendment to the articles of organization,~~ issued by the authorized
12 official of the jurisdiction of organization of such limited liability company.

13 §1349. Certificate of correction by a foreign limited liability company

14 * * *

15 C. A certificate of correction shall be executed in the name of the limited
16 liability company by a manager, if management of the limited liability company is
17 vested in one or more managers, or a member, if management is reserved to the
18 members of the limited liability company. The certificate of correction shall be
19 acknowledged by the person who signed it or may be executed by authentic act.

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SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____