

SENATE BILL NO. 10

BY SENATOR PRESSLY

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AN ACT

To enact R.S. 12:1705, relative to commercial regulations; to provide relative to separate juridical personalities of a business organization; to provide for definitions; to provide for an exception; to provide for applicability; and to provide for related matters.

Be it enacted by the Legislature of Louisiana:

Section 1. R.S. 12:1705 is hereby enacted to read as follows:

§1705. Business organizations; juridical personalities

A. The separate juridical personality of a business organization shall not be disregarded as between one business organization and another except on grounds that would justify disregarding the separate personality of a business organization as between the business organization and a natural person.

B. Notwithstanding Subsection A of this Section, the separate juridical personality of a business organization may not be disregarded merely because one or more of the following circumstances exist:

(1) They control one another or are under the common control of the same person or business organization.

(2) They have common directors, officers, shareholders, members, managers, partners, or employees.

(3) They have common offices.

(4) They are subject to unified administrative control.

(5) They utilize a centralized accounting system.

(6) One business organization finances, incorporates, or organizes another.

(7) One business organization makes properly documented payments on

1 behalf of another or makes properly documented use of the property of another.

2 (8) The employees of one business organization provide properly
3 documented services for another.

4 (9) One business organization receives no business other than that given
5 to it by another.

6 C. For purposes of this Section, the term "business organization" means
7 a business corporation, nonprofit corporation, limited liability company,
8 partnership, trust, or other form of business organization that is treated as a
9 juridical person or legal entity pursuant to the laws of the state or country
10 under which it is incorporated or organized.

11 D.(1) This Section shall not affect any legal or regulatory action taken by
12 the commissioner of insurance pursuant to the Louisiana Insurance Code,
13 Chapter 9 of Title 22 of the Louisiana Revised Statutes of 1950.

14 (2) This Section shall not affect any law or administrative rule that
15 permits or requires a group of business organizations to be consolidated,
16 unified, or disregarded for the purposes provided in the applicable law or
17 administrative rule.

18 Section 2. The provisions of this Act shall apply prospectively to all business
19 organizations including those in existence on the effective date of this Act.

PRESIDENT OF THE SENATE

SPEAKER OF THE HOUSE OF REPRESENTATIVES

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____