

2015 Regular Session

HOUSE BILL NO. 743

BY REPRESENTATIVE FOIL

1 AN ACT

2 To amend and reenact R.S. 12:1-202(B)(5)(introductory paragraph), 1-143(A)(3), 1-  
3 501(2)(b), 1-502(A)(5), 1-504(A), 1-1435(C), 1-1436(D), (E)(introductory  
4 paragraph), (1)(introductory paragraph), and (2), and 1-1442(A)(2) and (C) and to  
5 enact R.S. 12:1-140(25B), and 1-502(A)(7), relative to corporations; to provide with  
6 respect to articles of incorporation; to provide for qualified directors; to provide with  
7 respect to registered agents and service of process; to provide with respect to judicial  
8 determinations relative to withdrawing shareholders; to provide with respect to  
9 withdrawal rights; to provide for definitions; to provide for retroactivity; to provide  
10 for technical corrections; and to provide for related matters.

11 Be it enacted by the Legislature of Louisiana:

12 Section 1. R.S. 12:1-202(B)(5)(introductory paragraph), 1-143(A)(3), 1-501(2)(b),  
13 1-502(A)(5), 1-504(A), 1-1435(C), 1-1436(D), (E)(introductory paragraph), (1)(introductory  
14 paragraph), and (2), and 1-1442(A)(2) and (C) are hereby amended and reenacted and R.S.  
15 12:1-140(25B), and 1-502(A)(7) are hereby enacted to read as follows:

16 §1-140. Definitions

17 In this Chapter:

18 \* \* \*

19 (25B) "Votes entitled to be cast", when used in specifying the proportion of  
20 votes required to provide shareholder approval of an action, means the number of

1 votes in a voting group that would be cast at a meeting at which all shares in the  
2 voting group were present and voting.

3 \* \* \*

4 §1-143. Qualified director

5 A. A "qualified director" is a director who meets the following criteria:

6 \* \* \*

7 (3) At the time action is to be taken under R.S. 12:1-862, a director who is  
8 neither of the following:

9 (a) A director as to whom the transaction is a director's conflicting interest  
10 transaction.

11 (b) A director who has ~~does not have~~ a material relationship with another  
12 director as to whom the transaction is a director's conflicting interest transaction.

13 \* \* \*

14 §1-202. Articles of incorporation and signed consent by agent to appointment

15 \* \* \*

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

17 \* \* \*

18 (5) A provision permitting or making obligatory indemnification of a  
19 director or officer for liability, as defined in R.S. 12:1-850(3), to any person for any  
20 action taken, or any failure to take any action, as a director or officer, except liability  
21 for any of the following:

22 \* \* \*

23 §1-501. Registered office and registered agent

24 Each corporation must continuously maintain in this state both of the  
25 following:

26 \* \* \*

27 (2) A registered agent, who may be either of the following:

28 \* \* \*

29 (b) A domestic or foreign corporation or other eligible entity that does all of  
30 the following:

1                    ~~(i) continuously~~ Continuously maintains an office in this state and, in the case  
 2                    of a foreign corporation or foreign eligible entity, is authorized to transact business  
 3                    in this state.

4                    (ii) Files with the secretary of state a statement setting forth the name of at  
 5                    least two individuals at its address in this state, each of whom is authorized to  
 6                    receive any process served on it as such agent.

7                    \*       \*       \*

8                    §1-502. Change of registered office or registered agent

9                    A. A corporation may change its registered office or the identity or address  
 10                    of its registered agent by delivering to the secretary of state for filing a statement of  
 11                    change that sets forth all of the following information:

12                    \*       \*       \*

13                    (5) If the identity of the current registered agent is to be changed, the name  
 14                    of the new registered agent, and the new agent's signed written consent to the  
 15                    appointment, either on the statement or attached to it, ~~to the appointment.~~

16                    \*       \*       \*

17                    (7) If the registered agent is a corporation or eligible entity, the name of at  
 18                    least two individuals at its address in this state, each of whom is authorized to  
 19                    receive any process served on it as such agent.

20                    \*       \*       \*

21                    §1-504. Service on corporation

22                    A. A corporation's registered agent is the corporation's agent for service of  
 23                    process, notice, or demand required or permitted by law to be served on the  
 24                    corporation. If the registered agent is a corporation or eligible entity, service of  
 25                    process may be made on an individual who is identified as authorized to receive  
 26                    service for the registered agent in a statement on file with the secretary of state.

27                    \*       \*       \*

28                    §1-1435. Oppressed shareholder's right to withdraw

29                    \*       \*       \*



1 Subsection D of this Section, but shall instead render final judgment ~~which provides~~  
2 ~~for~~ that does both of the following:

3 (1) ~~Ordering~~ Orders the corporation to issue and deliver to the shareholder  
4 within thirty days of the date of the judgment an unsecured negotiable promissory  
5 note of the corporation which is all of the following:

6 \* \* \*

7 (2) ~~Terminating~~ Terminates the shareholder's ownership of shares in the  
8 corporation upon delivery to the shareholder of the note required by the judgment  
9 ~~under~~ issued pursuant to Paragraph (E)(1) of this Section Paragraph (1) of this  
10 Subsection, and ~~ordering~~ orders the shareholder to deliver to the corporation, within  
11 ten days of the delivery of the note, any certificate issued by the corporation for the  
12 shares or an affidavit by the shareholder that the certificate has been lost, stolen, ~~or~~  
13 destroyed, or previously delivered to the corporation.

14 \* \* \*

15 §1-1442. Administrative termination

16 A. Subject to Subsection B of this Section, the secretary of state shall  
17 terminate the existence of a corporation if, according to the records of the secretary  
18 of state, the corporation has failed for ninety consecutive days to do either of the  
19 following:

20 \* \* \*

21 (2) ~~To file~~ File an annual report as required by R.S. 12:1-1621.

22 \* \* \*

23 C. The secretary of state terminates the existence of a corporation under this  
24 Section by filing a certificate of termination that states the grounds for termination.  
25 ~~The secretary shall serve a copy of the certificate of termination on the corporation~~  
26 ~~in accordance with R.S. 12:1-504.~~

1           Section 2. This Act is declared to be remedial and curative and therefore is to be  
2 applied retroactively to January 1, 2015, as well as prospectively.

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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: \_\_\_\_\_