

2016 Regular Session

HOUSE BILL NO. 876

BY REPRESENTATIVE LEGER

1 AN ACT

2 To amend and reenact R.S. 9:3402(B), R.S. 12:1-120(D) and (J) and 1701(A), (C), and (D)
3 and to enact R.S. 9:3402(D), R.S. 12:1-120(M), R.S. 45:1364.1, and R.S. 51:195,
4 relative to commercial filings submitted to the secretary of state; to provide with
5 respect to definitions; to provide for online filings and related requirements; to
6 provide for the applicability of online filing provisions to certain required
7 commercial filings as provided in certain areas of the law; to remove provisions
8 relative to digital signatures and in-person filing requirements; and to provide for
9 related matters.

10 Be it enacted by the Legislature of Louisiana:

11 Section 1. R.S. 9:3402(B) is hereby amended and reenacted and R.S. 9:3402(D) is
12 hereby enacted to read as follows:

13 §3402. Filing

14 * * *

15 B.(1) The secretary of state may accept any filing authorized by this Title by
16 electronic, online, or facsimile transmission. All ~~electronic~~ online filings authorized
17 by this Title shall include an electronic ~~or digital~~ signature.

18 (2) "~~Digital signature~~" means a ~~type of electronic signature that transforms~~
19 ~~a message using an asymmetric crypt system such that a person having the initial~~
20 ~~message and the signer's public key can accurately determine:~~

21 (a) ~~Whether the transformation was created using the private key that~~
22 ~~corresponds to the signer's public key.~~

1 ~~(b) Whether the initial message has been altered since the transformation was~~
2 ~~made.~~

3 ~~(3) "Electronic signature" means an electronic sound, symbol, or process~~
4 ~~attached to or logically associated with a record and executed or adopted by a person~~
5 ~~with the intent to sign the record.~~

6 (3) "Online" means through the secretary of state's commercial online
7 computer system.

8 * * *

9 D.(1) Notwithstanding the provisions of this Section, any filing that the
10 secretary of state has the capability to accept online shall be filed only online. If a
11 document is required by law to be filed or recorded with an entity or official other
12 than the secretary of state, the filing of the document with the secretary of state shall
13 not satisfy any provision of law requiring the filing or recordation of the document
14 with the other entity or official.

15 (2) Notwithstanding any contrary provision of this Title, until the secretary
16 of state has the capability to accept filings online, any filing with the secretary of
17 state pursuant to this Title which has the effect of changing the name of a designated
18 or registered agent or changing the name of a principal officer of the corporation
19 shall be accompanied by a resolution signed by each member of the corporation's
20 board of directors in order for the change to be deemed validly filed.

21 (3) Notwithstanding the provisions of this Section, any filing filed by an
22 individual from a parish with a population of one hundred thousand or less according
23 to the latest federal decennial census may be filed by facsimile transmission or mail.

24 Section 2. R.S. 12:1-120(D) and (J) and 1701(A), (C), and (D) are hereby amended
25 and reenacted and R.S. 12:1-120(M) is hereby enacted to read as follows:

26 §1-120. Requirements for documents; extrinsic facts

27 * * *

28 D. The document must be typewritten or printed or, if ~~electronically~~
29 transmitted electronically or online, it must be in a format that can be retrieved or
30 reproduced in typewritten or printed form. The inclusion of handwritten notations

1 or entries on a typewritten or printed document does not affect the eligibility of the
2 document for filing.

3 * * *

4 J. The document must be delivered to the office of the secretary of state for
5 filing. Delivery may be made by electronic or online transmission if and to the
6 extent permitted by the secretary of state. If it is filed in typewritten or printed form
7 and not transmitted electronically or online, the secretary of state may require one
8 exact or conformed copy to be delivered with the document, except as provided in
9 R.S. 12:1-503.

10 * * *

11 M. As used in this Section, "online" means through the secretary of state's
12 commercial online computer system.

13 * * *

14 §1701. Filing Methods

15 A.(1) The secretary of state may accept any filing authorized by this Title by
16 electronic, online, or facsimile transmission. All ~~electronic~~ online filings authorized
17 by this Title shall include an electronic ~~or digital~~ signature.

18 (2) ~~"Digital signature" means a type of electronic signature that transforms~~
19 ~~a message using an asymmetric cryptography system such that a person having the~~
20 ~~initial message and the signer's public key can accurately determine both of the~~
21 ~~following:~~

22 ~~(a) Whether the transformation was created using the private key that~~
23 ~~corresponds to the signer's public key.~~

24 ~~(b) Whether the initial message has been altered since the transformation was~~
25 ~~made.~~

26 (3) "Electronic signature" means an electronic sound, symbol, or process
27 attached to or logically associated with a record and executed or adopted by a person
28 with the intent to sign the record.

1 (3) "Online" means through the secretary of state's commercial online
2 computer system.

3 * * *

4 C.(1) ~~Internet~~ Online filing. The secretary of state is authorized to
5 implement and establish procedures and systems for secure ~~Internet-form~~ online
6 form filing for the filing of any instrument required under this Title.

7 (2) Any requirement that an instrument filed under this Title shall be
8 subscribed or acknowledged before a notary public may be dispensed with if the
9 instrument is filed and signed electronically as provided in Paragraph ~~(A)(3)~~ (A)(2)
10 of this Section by a person authorized to sign the instrument.

11 D.(1) ~~In-person filing.~~ Any provision of this Title requiring that an
12 instrument filed under this Title shall be subscribed or acknowledged before a notary
13 public may be dispensed with if the instrument is signed, by the person authorized
14 to sign, in the presence of the employee of the secretary of state receiving the
15 instrument for filing and the employee verifies the identity of the person signing the
16 instrument Notwithstanding the provisions of this Section, any filing authorized by
17 this Title that the secretary of state has the capability to accept online shall be filed
18 only online.

19 (2) Notwithstanding any contrary provision of this Title, until the secretary
20 of state has the capability to accept filings online, any filing with the secretary of
21 state pursuant to this Title which has the effect of changing the name of a designated
22 or registered agent or changing the name of a principal officer of the corporation
23 shall be accompanied by a resolution signed by each member of the corporation's
24 board of directors in order for the change to be deemed validly filed.

25 (3) Notwithstanding the provisions of this Section, any filing filed by an
26 individual from a parish with a population of one hundred thousand or less according
27 to the latest federal decennial census may be filed by facsimile transmission or mail.

1 Section 3. R.S. 45:1364.1 is hereby enacted to read as follows:

2 §1364.1. Filing Methods

3 A.(1) The secretary of state may accept any filing authorized in Chapter 10
4 of this Title by electronic, online, or facsimile transmission. All online filings
5 authorized pursuant to the provisions of this Section shall include an electronic
6 signature.

7 (2) "Electronic signature" means an electronic sound, symbol, or process
8 attached to or logically associated with a record and executed or adopted by a person
9 with the intent to sign the record.

10 (3) "Online" means through the secretary of state's commercial online
11 computer system.

12 B. Filing by facsimile. Printed documents transmitted through the process
13 of an electronic method to the secretary of state are deemed to be properly signed
14 when the document received by a facsimile machine or document image attachment
15 in email by the commercial division, office of the secretary of state, purports to be
16 a copy of the original document and contains the signatures required in this Section.

17 C.(1) Online filing. The secretary of state is authorized to implement and
18 establish procedures and systems for secure online form filing for the filing of any
19 instrument required to be filed with the secretary of state pursuant to the provisions
20 of this Chapter.

21 (2) Any provision that requires an instrument filed pursuant to the provisions
22 of this Chapter to be subscribed or acknowledged before a notary public may be
23 dispensed with if the instrument is filed and signed electronically as provided in
24 Paragraph (A)(2) of this Section by a person authorized to sign the instrument.

25 (3) Notwithstanding the provisions of this Section, any filing filed by an
26 individual from a parish with a population of one hundred thousand or less according
27 to the latest federal decennial census may be filed by facsimile transmission or mail.

28 D. Notwithstanding the provisions of this Section, any filing authorized by
29 Chapter 10 of this Title that the secretary of state has the capability to accept online
30 shall only be filed online.

1 Section 4. R.S. 51:195 is hereby enacted to read as follows:

2 §195. Filing Methods

3 A.(1) The secretary of state may accept any filing required in Chapters 1 and
4 7 of this Title by electronic, online, or facsimile transmission. All online filings
5 authorized pursuant to the provisions of this Section shall include an electronic
6 signature.

7 (2) "Electronic signature" means an electronic sound, symbol, or process
8 attached to or logically associated with a record and executed or adopted by a person
9 with the intent to sign the record.

10 (3) "Online" means through the secretary of state's commercial online
11 computer system.

12 B. Filing by facsimile. Printed documents transmitted through the process
13 of an electronic method to the secretary of state are deemed to be properly signed
14 when the document received by a facsimile machine or document image attachment
15 in email by the commercial division, office of the secretary of state, purports to be
16 a copy of the original document and contains the signatures required in this Section.

17 C.(1) Online filing. The secretary of state is authorized to implement and
18 establish procedures and systems for secure online form filing for the filing of any
19 instrument required to be filed with the secretary of state pursuant to the provisions
20 of Chapters 1 and 7 of this Title.

21 (2) Any provision that requires an instrument filed pursuant to the provisions
22 of Chapters 1 and 7 of this Title to be subscribed or acknowledged before a notary
23 public may be dispensed with if the instrument is filed and signed electronically as
24 provided in Paragraph (A)(2) of this Section by a person authorized to sign the
25 instrument.

26 D. Notwithstanding the provisions of this Section, any filing authorized by
27 Chapters 1 and 7 of this Title that the secretary of state has the capability to accept
28 online shall be filed only online.

1 E. Notwithstanding the provisions of this Section, any filing filed by an
 2 individual from a parish with a population of one hundred thousand or less according
 3 to the latest federal decennial census may be filed by facsimile transmission or mail.
 4 Section 2. This Act shall become effective on January 1, 2018.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____