

**CONFERENCE COMMITTEE REPORT**

**HB 211**

**2017 Regular Session**

**Foil**

June 6, 2017

To the Honorable Speaker and Members of the House of Representatives and the Honorable President and Members of the Senate.

Ladies and Gentlemen:

We, the conferees appointed to confer over the disagreement between the two houses concerning House Bill No. 211 by Representative Foil, recommend the following concerning the Reengrossed bill:

1. That Senate Floor Amendments Nos. 4, 6, and 7 by Senator Appel (#1920) be adopted.
2. That Senate Floor Amendments Nos. 1 through 3 and 5 by Senator Appel (#1920) be rejected.
3. That the following amendments to the Reengrossed bill be adopted:

AMENDMENT NO. 1

In Senate Floor Amendment No. 4 by Senator Appel (#1920), on page 1, line 9, change "11" to "14"

AMENDMENT NO. 2

In Senate Floor Amendment No. 6 by Senator Appel (#1920), on page 1, line 23, delete the period "."

AMENDMENT NO. 3

On page 1, line 2, delete "R.S. 12:1-401(C) and (F)" and insert "R.S. 12:1-401(C)(introductory paragraph) and (1) and (F)" and at the end of the line, delete "204(B)(introductory" and insert "204(B)(introductory paragraph) and (1),"

AMENDMENT NO. 4

On page 1, at the beginning of line 3, delete "paragraph)," and at the end of the line, delete "1306(A)(3)(introductory paragraph) and (F)," and insert "1306(A)(3)(introductory paragraph) and (a) and (F),"

AMENDMENT NO. 5

On page 1, line 12, delete "R.S. 12:1-401(C) and (F)" and insert "R.S. 12:1-401(C)(introductory paragraph) and (1) and (F)" and at the end of the line, delete "204(B)(introductory paragraph)," and insert "204(B)(introductory paragraph) and (1),"

AMENDMENT NO. 6

On page 1, line 13, delete "1306(A)(3)(introductory paragraph) and (F)" and insert "1306(A)(3)(introductory paragraph) and (a) and (F)"

AMENDMENT NO. 7

On page 2, line 1, delete "any" and insert "either"

Respectfully submitted,

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Representative Franklin J. Foil

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Senator Daniel "Danny" Martiny

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Representative Thomas Carmody

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Senator Conrad Appel

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Representative Stephen F. Carter

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Senator Mack "Bodi" White, Jr.

DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

**CONFERENCE COMMITTEE REPORT DIGEST**

**HB 211**

**2017 Regular Session**

**Foil**

**Keyword and oneliner of the instrument as it left the House**

SECRETARY OF STATE: Provides relative to business filings with the secretary of state

**Report adopts Senate amendments to:**

1. Delete from present law the authorization for a business entity to have a name non-distinguishable from the name of an already registered business entity, if the registered entity consents in writing to the secretary of state that it is (1) changing its name, (2) ceasing business, or (3) becoming liquidated.
2. Authorize a business entity to make application to the secretary of state for a name non-distinguishable from the name of an already registered business entity, if the registered entity files with the secretary of state the document required by law to change its name to one that is distinguishable from the applying business entity.
3. Provide for the filing to be made effective no later than the time that the applying business entity will begin use of the registrant's former name.
4. Make technical changes.

**Report rejects Senate amendments which would have:**

1. Made technical changes.

**Report amends the bill to:**

1. Make technical changes.

**Digest of the bill as proposed by the Conference Committee**

Present law generally requires the names of business entities to be distinguishable from one another.

Proposed law retains present law.

Present law authorizes a business entity to have a name non-distinguishable from the name of an already registered business entity, if the registered entity consents in writing to the secy. of state that it is (1) changing its name, (2) ceasing business, or (3) becoming liquidated.

Proposed law deletes present law.

Proposed law authorizes a business entity to have a name non-distinguishable from the name of an already registered business entity, if the registered entity files with the secy. of state the document required by law to change its name to one that is distinguishable from the applying business entity.

Further provides for the filing to be made effective no later than the time that the applying business entity will begin use of the registrant's former name.

Present law requires a corporation to submit certain proposed corporate names to the office of financial institutions at least 10 days prior to its filing of articles of incorporation with the secy. of state.

Proposed law changes the time frame from 10 days to 14 days.

Present law requires a foreign corporation to register its corporate name and a certificate of existence with the secy. of state.

Proposed law retains present law and requires the certificate of existence to be dated within 90 days of its receipt by the secy. of state.

Proposed law changes the definition of "corporation" to include partnerships and generally requires partnership names to be distinguished from names of other business entities.

Proposed law adds "limited liability companies" and "foreign limited liability companies" as business entities that may act as corporate agents for service of process.

Present law requires a certificate of incorporation to show a business entity's authority to act as an agent for service of process.

Proposed law retains present law and adds certificates of organization as an additional means to show such authority.

Present law requires a limited liability company to submit certain proposed partnership names to the office of financial institutions at least 10 days prior to its filing of articles of organization with the secy. of state.

Proposed law changes the time frame from 10 days to 14 days.

Proposed law requires a foreign limited liability company seeking conversion to a domestic limited liability company to provide a copy of its articles of organization as required in present law (R.S. 12:1305).

Proposed law requires both domestic and foreign limited liability companies to have at least 1 registered agent which has a business office identical to its registered office.

Present law generally requires trade names to be distinguishable from one another.

Proposed law retains present law and adds "partnership names" as names requiring distinguishment.

Proposed law repeals certain penalties applicable to foreign corporations and foreign limited liability companies.

Proposed law makes technical changes to delete a repealed statutory reference (R.S. 12:23(G)) to reflect the current statutory reference (R.S. 12:1-402(A)).

(Amends R.S. 12:1-401(C)(intro. para.) and (1) and (F), 1-403(B)(2), 204(B)(intro. para.) and (1), 236(C)(1)(a), 308(A)(1), 1306(A)(3)(intro. para.) and (a) and (F), 1308(A)(2)(b), 1350(A)(1)(c) and (B)(2) and R.S. 51:215(A)(1); Adds R.S. 12:1308.3(C)(8)(c); Repeals R.S. 12:315 and 1356)