

2019 Regular Session

HOUSE BILL NO. 297

BY REPRESENTATIVES HOWARD AND FOIL

1 AN ACT

2 To amend and reenact R.S. 9:3403(A), 3409(B) and (C), 3422(A), 3427, 3428(B) and (C),
3 and 3445(B), R.S. 12:1-121(B), 1-1007(C), 205(A) and (E)(1), 205.1(B) and (C),
4 238(B), 239.1(A), 241, 243(F)(1) and (H), 247.1(B)(2) and (C)(1)(b), 250(C)(2),
5 250.1(A), 256(A)(2), 257(B), 262.1(E)(1), 304(A)(11)(a), 307.1, 312(C), 312.1,
6 313(D), 492(C), 1304(A), 1308.1(B), 1308.2(C)(1), 1308.3(C)(introductory
7 paragraph), 1309(B), 1310(F), 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B),
8 1352, 1353(D), 1360(B), 1702, and 1804(A), and R.S. 51:211(A), 215.1(A), and 219
9 and to enact R.S. 9:3409(D) and 3428(D), R.S. 12:205.1(D), 236(F), 243(G)(5),
10 308(G), 309(C), 1307(D), 1308(G), 1308.1(C), 1350(G), and 1350.1(C), and R.S.
11 51:217(C), relative to the secretary of state's office; to provide for filing procedures;
12 to provide for withdrawal procedure; to provide for revocation or suspension of
13 certificate of authority; to provide for conversion of state of organization requests;
14 to provide for confidentiality of information; to make technical corrections; to
15 provide for an effective date; and to provide for related matters.

16 Be it enacted by the Legislature of Louisiana:

17 Section 1. R.S. 9:3403(A), 3409(B) and (C), 3422(A), 3427, 3428(B) and (C), and
18 3445(B) are hereby amended and reenacted and R.S. 9:3409(D) and 3428(D) are hereby
19 enacted to read as follows:

1 §3403. Contract of partnership; required content; use of names

2 A.(1) A contract of partnership filed for registry with the secretary of state
3 shall contain the name and taxpayer identification number of the partnership, the
4 municipal address of its principal place of business in this state, and the name and
5 the municipal address of each partner, including partners in commendam, if any.

6 (2) The failure to include the taxpayer identification number of the
7 partnership shall not invalidate nor cause the secretary of state to reject the contract.

8 (3) The secretary of state may prescribe and furnish forms for filing the
9 contract of partnership.

10 * * *

11 §3409. Annual report

12 * * *

13 B. The secretary of state may prescribe and furnish forms for filing the
14 annual report.

15 ~~B.C.~~ Any partnership registered with the secretary of state prior to August
16 15, 1997, shall file an annual report on the next anniversary date of registration.

17 ~~C.D.~~ The provisions of this Section shall not apply to a partnership which
18 does not have a written agreement.

19 * * *

20 §3422. Registration

21 A.(1) For a foreign partnership to enjoy the rights, privileges and juridical
22 status of a Louisiana partnership, it must file for registry with the secretary of state
23 in the Central Registry for Contracts of Partnership created by R.S. 9:3401 a
24 statement containing all of the following information:

- 25 (a) The name and taxpayer identification number of the partnership~~;~~
- 26 (b) The jurisdiction of its formation~~;~~
- 27 (c) The designation of an agent for service of process within this state,
28 including his name and municipal address~~;~~
- 29 (d) The name and municipal address of at least one of its general partners
30 who gives consent under R.S. 9:3424~~;~~

1 (e) The municipal address of its principal place of business outside of this
2 state;

3 (f) The municipal address of its principal place of business in this state. If
4 the partnership does not have a principal place of business in this state, then the
5 location at the municipal address of the agent for service of process is deemed to be
6 the partnership's principal place of business in this state;

7 (g) ~~Whether or not~~ If the partnership intends to own immovable property in
8 Louisiana in the partnership name;

9 (h) If any of the partners are to have limited liability recognized in
10 Louisiana; ~~and~~.

11 (i) An affidavit executed by a general partner who certifies the correctness
12 of the information and that he has the authority to make the certification.

13 (2) The secretary of state may prescribe and furnish forms for filing the
14 statement of registry.

15 (3) The failure to include the taxpayer identification number of the
16 partnership shall not invalidate nor cause the secretary of state to reject the contract.

17 ~~(2)~~(4) The articles of partnership shall not be filed with the registration
18 statement; however, by registering the partnership, the partnership agrees to furnish
19 a true copy of its articles of partnership to the secretary of state within thirty days of
20 his written request.

21 * * *

22 §3427. Termination

23 A duly registered foreign partnership may terminate its registration by written
24 notification to the secretary of state by a person who certifies that he is a partner of
25 the partnership and has the authority to terminate the registration. The secretary of
26 state may prescribe and furnish forms for filing the termination.

27 §3428. Annual report

28 * * *

29 B. The secretary of state may prescribe and furnish forms for filing the
30 annual report.

1 Section 2. R.S. 12:1-121(B), 1-1007(C), 205(A) and (E)(1), 205.1(B) and (C),
 2 238(B), 239.1(A), 241, 243(F)(1) and (H), 247.1 (B)(2) and (C)(1)(b), 250(C)(2), 250.1(A),
 3 256(A)(2), 257(B), 262.1(E)(1), 304(A)(11)(a), 307.1, 312(C), 312.1, 313(D), 492(C),
 4 1304(A), 1308.1(B), 1308.2(C)(1), 1308.3(C)(introductory paragraph), 1309(B), 1310(F),
 5 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B), 1352, 1353(D), 1360(B), 1702, and
 6 1804(A) are hereby amended and reenacted and R.S. 12:205.1(D), 236(F), 243(G)(5),
 7 308(G), 309(C), 1307(D), 1308(G), 1308.1(C), 1350(G), and 1350.1(C) are hereby enacted
 8 to read as follows:

9 §1-121. Forms

10 * * *

11 B. The secretary of state may prescribe and furnish ~~on request~~ forms for
 12 other documents required or permitted to be filed by this Chapter ~~but their use is not~~
 13 mandatory.

14 * * *

15 §1-1007. Restated articles of incorporation

16 * * *

17 C. A corporation that restates its articles of incorporation shall deliver to the
 18 secretary of state for filing articles of restatement setting forth the name of the
 19 corporation and the entire text of the ~~original~~ articles as amended by all amendments,
 20 together with a certificate which states that the restated articles consolidate the
 21 articles of incorporation and all amendments into a single document and, if a new
 22 amendment is included in the restated articles, which also includes the statements
 23 required under R.S. 12:1-1006.

24 * * *

25 §205. Filing and recording articles; issuance and effect of certificate of
 26 incorporation; commencement of corporate existence

27 A. The articles shall be filed with the secretary of state. The secretary of
 28 state may prescribe and furnish forms for filing the articles of incorporation. The
 29 articles may be delivered to the secretary of state in advance for filing as of any

1 specified date and, if specified upon such delivery, as of any given time on such date,
2 within thirty days after the date of delivery.

3 * * *

4 E.(1) If the corporation contracts with the state, a statement acknowledging
5 such contract shall be filed with the secretary of state, and shall include the names
6 and addresses of the board of directors, officers, and all persons or corporate entities
7 who hold an ownership interest of five percent or more in the corporation or who
8 hold by proxy the voting power of five percent or more in the corporation and, if
9 anyone is holding stock in his own name that actually belongs to another, the name
10 of the person for whom held, including stock held pursuant to a counterletter. The
11 statement acknowledging a state contract and ownership and voting interest shall be
12 duly acknowledged, or executed by authentic act. The secretary of state may
13 prescribe and furnish forms for filing such statement.

14 * * *

15 §205.1. Annual report to secretary of state

16 * * *

17 B. The secretary of state may prescribe and furnish forms for filing the
18 annual report.

19 ~~B.C.~~ Each corporation, except a church, shall pay a filing fee as provided in
20 R.S. 49:222 at the time of filing such report. No church shall be required to pay ~~said~~
21 the fee.

22 ~~E.(1)~~ D.(1) A church which is a member of and in good standing with a
23 statewide church association may file such report through ~~said~~ the association. The
24 association shall then furnish the required information to the secretary of state. In
25 lieu of submitting the information on a form supplied by the secretary of state, ~~said~~
26 the association may submit a roster of information, provided that ~~said~~ the roster
27 contains the required information.

1 (2) A church which is a member of and in good standing with a statewide
2 church association shall not be subject to the penalties otherwise applicable to
3 corporations pursuant to this Title for failure to file annual reports.

4 * * *

5 §236. Registered office and agent

6 * * *

7 F. The secretary of state may prescribe and furnish forms for filing the notice
8 of change and agent resignation.

9 * * *

10 §238. Articles of amendment; contents; filing

11 * * *

12 B. The articles of amendment shall be filed with the secretary of state. The
13 secretary of state may prescribe and furnish forms for filing the amendment. Articles
14 of amendment may be delivered to the secretary of state for filing, as of any
15 specified date, and, if specified upon such delivery, as of any given time on such
16 date, within thirty days after the date of delivery. When all fees and charges have
17 been paid as required by law, the secretary of state shall record the articles of
18 amendment in his office, and endorse thereon the date and, if requested, the hour of
19 the filing thereof with him. Thereupon, the amendment shall be effective as of the
20 date and, if endorsed on the articles of amendment, the hour of filing with the
21 secretary of state, except that, if the articles of amendment were so filed within five
22 days, exclusive of legal holidays, after acknowledgment thereof or execution thereof
23 as an authentic act, the amendment shall be effective as of the time of such
24 acknowledgment or execution.

25 * * *

26 §239.1. Certificate of correction

27 A. Whenever ~~the original, amended, or restated articles of incorporation or~~
28 ~~an initial report~~ a document filed with the secretary of state under any provision of
29 this Chapter is an inaccurate record of the corporate action therein referred to, or is
30 defectively or erroneously executed or acknowledged, such instrument may be

1 corrected by filing with the secretary of state a certificate of correction which shall
 2 be executed, acknowledged, filed, and recorded in accordance with this Section. The
 3 certificate of correction shall specify the inaccuracy or defect to be corrected and
 4 shall set forth the portion of the instrument in corrected form. The secretary of state
 5 may prescribe and furnish forms for filing the certificate of correction.

6 * * *

7 §241. Restatement of articles

8 A. On authorization of the board of directors, a corporation may execute and
 9 file restated articles. Such restated articles shall contain the entire text of the original
 10 articles as amended by all amendments thereto, except that names and addresses of
 11 incorporators and directors may be omitted; may contain new amendments adopted
 12 by a method prescribed in R.S. 12:237 or 239; and shall recite:

13 (1) That the restatement accurately copies the articles and all amendments
 14 thereto in effect at the date of the restatement, without substantive change except as
 15 made by any new amendment or amendments contained in the restatement, and
 16 indicate any such changes;

17 (2) That each amendment has been effected in conformity with law;

18 (3) The date of incorporation and the date of the restatement; ~~and~~

19 (4) Such other information as may be required by R.S. 12:237, 239 and 240,
 20 if the restatement contains any new amendment.

21 B. The secretary of state may prescribe and furnish forms for filing the
 22 restated articles.

23 ~~B.C.~~ C. The restated articles shall be executed, filed and recorded in the manner
 24 provided for articles of amendment in R.S. 12:238, and shall be effective, when
 25 recorded by the ~~Secretary~~ secretary of ~~State~~ state, as of the date and, if endorsed on
 26 the restated articles, the hour of filing with him.

27 ~~C.D.~~ D. Upon effectiveness of the restated articles, the original articles and all
 28 amendments thereto shall be superseded, and the restated articles shall be deemed
 29 to be the articles of incorporation of the corporation.

30 * * *

1 §243. Merger or consolidation procedure

2 * * *

3 F.(1) The secretary of state may prescribe and furnish forms for filing the
 4 merger agreement. The agreement, so adopted, certified and acknowledged, shall
 5 be filed with the secretary of state, who, after all incorporation taxes, fees and
 6 charges have been paid as required by law, shall record the same in his office,
 7 endorse thereon the date and, if requested, the hour of filing thereof with him, and
 8 issue a certificate of merger or consolidation which shall recite the names of all of
 9 the merging and consolidating corporations, the name of the state or country under
 10 the laws of which each was formed, whether a merger or consolidation is involved,
 11 the name of the surviving or consolidated corporation, the name of the state or
 12 country under the laws of which the consolidated corporation is formed, the date and,
 13 if endorsed on the agreement, the hour of filing of the agreement with him, and the
 14 effective time of the merger or consolidation, if stated in the agreement.

15 * * *

16 G.

17 * * *

18 (5) The secretary of state may prescribe and furnish forms for filing the
 19 certificate of merger.

20 H.(1) Notwithstanding approval by the members, and at any time prior to the
 21 effectiveness of the merger or consolidation, the merger or consolidation may be
 22 abandoned pursuant to a provision for such abandonment, if any, contained in the
 23 agreement of merger or consolidation.

24 (2) The secretary of state may prescribe and furnish forms for abandoning
 25 the merger or consolidation.

26 * * *

27 §247.1. Change of jurisdiction of incorporation

28 * * *

29 B.

30 * * *

1 (2) There shall be filed with the secretary of state a certificate as to such
 2 authorization by the members or shareholders, signed by an officer of the corporation
 3 and acknowledged by the officer who signed it. The secretary of state may prescribe
 4 and furnish forms for the certificate. The certificate may be delivered to the
 5 secretary of state for filing as of any specified date, and, if specified upon such
 6 delivery, as of any given time on such date, within thirty days after the date of
 7 delivery.

8 * * *

9 C.(1) Such a change may be made by a foreign nonprofit corporation by
 10 filing with the secretary of state:

11 * * *

12 (b) An application for incorporation under this Chapter, signed by an officer
 13 of the corporation and acknowledged by the officer who signed it, setting forth the
 14 jurisdiction under the laws of which it is incorporated and the number of issued
 15 shares of each class of its authorized stock, if any, or its number of members. The
 16 secretary of state may prescribe and furnish forms for the application of
 17 incorporation.

18 * * *

19 §250. Voluntary proceedings for dissolution; authorization; appointment of
 20 liquidators

21 * * *

22 C. The members or incorporators authorizing the dissolution may authorize
 23 liquidation of the affairs of the corporation out of court, by appointment of one or
 24 more liquidators to conduct the liquidation, but the appointment shall not be
 25 operative until:

26 * * *

27 (2) A certificate that the dissolution has been authorized in accordance with
 28 this Section, setting forth the manner of such authorization, has been signed by an
 29 officer of the corporation, acknowledged by the officer who signed it, and filed with
 30 the secretary of state, who, after all fees and charges have been paid as required by

1 law, shall record the same in his office and endorse thereon the date of filing thereof
2 with him. The secretary of state may prescribe and furnish forms for the certificate.

3 * * *

4 §250.1. Dissolution by affidavit

5 A.(1) In addition to all other methods of dissolution, if the corporation is not
6 doing business and owes no debts, it may be dissolved by filing an affidavit with the
7 secretary of state executed by the shareholders or by the incorporator if no shares
8 have been issued, attesting to such facts and requesting that the corporation be
9 dissolved. Thereafter, the shareholders or the incorporator if no shares have been
10 issued shall be personally liable for any debts or claims, if any, against the
11 corporation in proportion to their ownership in the shares of the corporation.

12 (2) The secretary of state may prescribe and furnish forms for the affidavit.

13 * * *

14 §256. Certificate of dissolution; assets omitted from liquidation; post-dissolution
15 proceedings

16 A. When a corporation has been liquidated completely:

17 * * *

18 (2) If the proceeding is out of court, the liquidator shall sign and
19 acknowledge a certificate stating that the corporation has been liquidated and is
20 dissolved. The secretary of state may prescribe and furnish forms for the certificate.

21 * * *

22 §257. Termination of proceedings for dissolution

23 * * *

24 B.(1) At any time before the corporate existence ceases, a voluntary
25 proceeding for dissolution may be terminated by such affirmative vote of the
26 members as was required to commence the proceeding, given at a special meeting
27 called by the liquidator or the board of directors, the notice of which set forth
28 consideration of termination of the proceeding as a purpose of the meeting.
29 Certificates of such action shall be signed by an officer of the corporation and
30 acknowledged by the officer who signed them.

1 (2) The secretary of state may prescribe and furnish forms for the certificate.

2 (3) One certificate shall be filed with the secretary of state, who, after all fees
3 and charges have been paid as required by law, shall file the same in his office and
4 endorse thereon the date of filing thereof with him. One certificate shall be filed for
5 record in the office of the recorder of mortgages of the parish in which the
6 corporation's registered office is located, and one certificate shall be filed with the
7 court, if the dissolution is under the supervision of the court.

8 * * *

9 §262.1. Failure to file annual reports; revocation and reinstatement of articles;
10 limitation on authority to do business with the state

11 * * *

12 E.(1) The certificate of incorporation and articles of incorporation shall be
13 reinstated upon the filing, with the secretary of state and within three years from the
14 effective date of the revocation, of an application of reinstatement, signed and
15 acknowledged by an officer of the corporation, accompanied by a reinstatement fee
16 and a current annual report. The secretary of state may prescribe and furnish forms
17 for the reinstatement and annual report. However, if a suit for liquidation or
18 receivership has been filed at the time the reinstatement is applied for, then the
19 unanimous written consent to the reinstatement by the shareholders, certified by the
20 corporation's secretary to contain the signatures of all of the shareholders, ~~must~~ shall
21 also be filed with the application for reinstatement.

22 * * *

23 §304. Application for certificate of authority

24 A. Application by a foreign corporation to procure a certificate of authority
25 shall be made to the secretary of state and shall set forth:

26 * * *

27 (11)(a) If the corporation contracts with the state, a statement acknowledging
28 such contract shall be filed with the secretary of state, ~~and~~. The secretary of state
29 may prescribe and furnish forms for the statement. The statement shall include the
30 names and addresses of all persons or corporate entities who hold an ownership

1 interest of five percent or more in the corporation or who hold by proxy the voting
 2 power of five percent or more in the corporation and, if anyone is holding stock in
 3 his own name that actually belongs to another, the name of the person for whom
 4 held, including stock held pursuant to a counterletter. The statement acknowledging
 5 a state contract and ownership and voting interest shall be duly acknowledged, or
 6 executed by authentic act.

7 * * *

8 §307.1. Certificate of correction by a foreign corporation

9 Whenever the original application for a certificate of authority or an
 10 application for an amended certificate of authority filed with the secretary of state
 11 under any provision of this Chapter is an inaccurate record of the corporate action
 12 therein referred to, or is defectively or erroneously executed or acknowledged, such
 13 instrument may be corrected by filing with the secretary of state a certificate of
 14 correction. The secretary of state may prescribe and furnish forms for filing the
 15 certificate of correction. The certificate of correction shall specify the inaccuracy or
 16 defect to be corrected and shall set forth that portion of the instrument in corrected
 17 form. A certificate of correction shall be executed in the name of the corporation by
 18 any officer authorized by resolution or consent of the board of directors.

19 §308. Registered agent; registered office; principal business establishment; keeping
 20 of records by foreign corporation

21 * * *

22 G. The secretary of state may prescribe and furnish forms for filing the
 23 statement of change and agent resignation.

24 §309. Annual report

25 * * *

26 C. The secretary of state may prescribe and furnish forms for filing the
 27 annual report.

28 * * *

29 §312. Withdrawal

30 * * *

1 C.(1) ~~Two copies of such~~ The application for withdrawal shall be delivered
 2 to the secretary of state. If the secretary of state finds that such application conforms
 3 to the provisions of this Chapter, he shall, when all fees, charges, taxes,
 4 unemployment compensation contributions, penalties, and interest have been paid
 5 as required by law and evidenced by certificates of the secretary of the Department
 6 of Revenue and the administrator of Louisiana Employment Security Law:

7 (a) ~~Endorse on each application the word "Filed", and the month, day, and~~
 8 ~~year of the filing thereof.~~ Issue a filed copy of the application endorsed with the
 9 month, day, and year of filing.

10 (b) File ~~one~~ the application in his office.

11 (c) Issue a certificate of withdrawal ~~to which he shall affix the other~~
 12 ~~application.~~

13 (2) The certificate of withdrawal, ~~together with an application for withdrawal~~
 14 ~~affixed thereto~~ and the filed copy of the application for withdrawal, issued by the
 15 secretary of state, shall be returned to the corporation or its representative. Upon the
 16 issuance of such certificate of withdrawal, the authority of the corporation to transact
 17 business in this state shall cease.

18 §312.1. Termination of withdrawal proceedings

19 At any time before the certificate of withdrawal is issued by the secretary of
 20 state pursuant to R.S. 12:312, withdrawal proceedings may be terminated by
 21 delivering to the secretary of state a request that withdrawal proceedings be
 22 terminated. The request shall be signed by any officer of the corporation. The
 23 secretary of state may prescribe and furnish forms for filing the request to terminate
 24 withdrawal proceedings. After all fees and charges have been paid as required by
 25 law, the secretary of state shall place the request to terminate withdrawal proceedings
 26 on file in his office. The secretary of the Department of Revenue and the
 27 administrator of Louisiana Employment Security Law shall be notified by the
 28 secretary of state of the termination of withdrawal proceedings.

29 §313. Revocation of certificate of authority

30 * * *

CODING: Words in ~~struck through~~ type are deletions from existing law; words underscored are additions.

1 D.(1) The certificate of authority of a foreign corporation to transact business
 2 in this state may be suspended by the secretary of state when, according to the
 3 records of his office, such foreign corporation is not in compliance with ~~Paragraphs~~
 4 Paragraph (A)(1), (2), (3), or (4) of Subsection A of this Section and the secretary of
 5 state is authorized to revoke the suspension where the failure to comply with ~~said the~~
 6 ~~Paragraphs~~ Paragraph has been remedied by compliance.

7 ~~Before the certificate of authority of a foreign corporation is suspended under~~
 8 ~~the provisions of this Subsection, any corporation having failed to comply with such~~
 9 ~~Paragraphs, according to the records of the office of the secretary of state, shall be~~
 10 ~~notified in writing at its last known address of such noncompliance, and the notice~~
 11 ~~shall afford any such corporation fifteen days from the receipt of the written notice~~
 12 ~~to comply with Paragraphs (1), (2), (3), or (4) of Subsection A of this Section, or to~~
 13 ~~show cause why the written notice should not have been given.~~

14 ~~The secretary of state is authorized to hold hearings and take evidence where~~
 15 ~~the corporation undertakes to show cause why its certificate of authority should not~~
 16 ~~be suspended and to make an order suspending the certificate of authority in the light~~
 17 ~~of such evidence where the order is justified according to same. The order shall be~~
 18 ~~recorded in the archives of his office.~~

19 ~~Where notice of noncompliance has been furnished as provided in this~~
 20 ~~Subsection and no showing or reply has been made within the fifteen day period~~
 21 ~~allowed, it shall be presumed that the corporation has failed to comply with~~
 22 ~~Paragraphs (1), (2), (3), or (4) of Subsection A of this Section and the secretary of~~
 23 ~~state may suspend the certificate of authority of any such corporation.~~

24 (2) The secretary of state shall give the corporation at least sixty days written
 25 notice of the secretary's intention to suspend the corporation's certificate of authority.
 26 The notice shall be mailed to the corporation's last known address by United States
 27 mail.

28 (3) In the event any such corporation thereafter complies with the
 29 requirements of ~~said paragraphs,~~ Paragraph (A)(1), (2), (3), or (4) of this Section, or
 30 shows that it was already in compliance with same, the secretary of state is

1 authorized to revoke any suspension issued by him in respect to ~~said~~ the corporation
2 and to restore ~~same~~ the corporation to good standing and record same in the archives
3 of his office.

4 (4) If a corporation's certificate of authority is suspended for failure to file
5 its annual report within the time required by this Chapter as referenced in Paragraph
6 (A)(1) of this Section, and has been suspended for six months or more, the secretary
7 of state shall revoke the suspension only if the required annual report is accompanied
8 by a certificate of corporate existence or a certificate of good standing, not a certified
9 copy of the corporation's articles or certificate of incorporation, from an authorized
10 official of the jurisdiction of its incorporation bearing an original signature and dated
11 within ninety days of its submission.

12 ~~Where any order of suspension is made under this Subsection, the secretary~~
13 ~~of state shall forward a certified copy of the order to the corporation's last known~~
14 ~~address by certified mail, return receipt requested. Similar notice shall be furnished~~
15 ~~in the event of revocation of such suspension.~~

16 (5) The provisions of R.S. 12:314 shall be applicable to any suspension made
17 pursuant to this Subsection.

18 * * *

19 §492. Qualification and restrictions and procedural rights

20 * * *

21 C. Any such trust shall be subject to such applicable provisions of law, now
22 or hereafter enacted, with respect to domestic and foreign corporations, respectively,
23 as relate to the issuance of securities, filing of required statements or reports, service
24 of process, general grants of power to act, right to sue and be sued, limitation of
25 individual liability of shareholders, rights to acquire, mortgage, sell, lease, operate
26 and otherwise to deal in real and personal property, and other applicable rights, and
27 duties existing under the statutes of this state in a manner similar to those applicable
28 to domestic and foreign corporation, except that the provision of R.S. ~~12:23~~ 12:1-401

1 and R.S. 12:204 relative to the use of the word "Trust" shall not be applicable to real
2 estate investment trusts, as herein defined.

3 * * *

4 §1304. Formation

5 A. One or more persons capable of contracting may form a limited liability
6 company by filing the articles of organization and the initial report with the secretary
7 of state. The articles of organization and initial report may be delivered to the
8 secretary of state in advance for filing as of any specified date and, if specified upon
9 such delivery, as of any given time on such date within thirty days after the date of
10 delivery. The secretary of state may prescribe and furnish forms for filing the
11 articles of organization and initial report.

12 * * *

13 §1307. Reservation of name; transfer of reserved name

14 * * *

15 D. The secretary of state may prescribe and furnish forms to reserve the
16 name and transfer the name.

17 §1308. Registered office and registered agent

18 * * *

19 G. The secretary of state may prescribe and furnish forms to file the notice
20 of change and agent resignation.

21 §1308.1. Annual report

22 * * *

23 B. The secretary of state may prescribe and furnish forms to file the annual
24 report.

25 ~~B.C.~~ The provisions of this Section shall apply to any domestic limited
26 liability company organized on or after July 7, 1992.

27 §1308.2. Failure to file annual report; revocation and reinstatement of articles;
28 limitation on authority to do business with the state

29 * * *

1 C.(1) The articles of organization shall be reinstated if each of the following
2 is filed with the secretary of state within three years of the effective date of the
3 revocation:

4 (a)(i) An application for reinstatement, signed and acknowledged by a
5 member or manager.

6 (ii) The secretary of state may prescribe and furnish forms for filing the
7 application for reinstatement.

8 (iii) If a suit for liquidation or receivership of the limited liability company
9 has been filed at the time at which such application is made, the application shall be
10 accompanied by a document indicating the unanimous written consent to the
11 reinstatement by all members or managers.

12 (iv) The limited liability company shall certify the signatures of all managers
13 or members on such document.

14 (b) The current annual report of the limited liability company.

15 (c) The fee for reinstatement proceedings authorized by R.S. 12:1364(A)(1).

16 * * *

17 §1308.3. Conversion of state of organization

18 * * *

19 C. The domestic or foreign limited liability company seeking conversion
20 shall file with the secretary of state a written request for conversion of the state of
21 organization. If the company is manager-managed, the request shall be executed by
22 a manager of the company. The request for conversion shall be acknowledged by
23 at least one of the persons who signed it or may be executed by authentic act. The
24 secretary of state may prescribe and furnish forms for filing the request for
25 conversion. If the company is member-managed, the request shall be executed by
26 a member of the company. The request shall contain all of the following:

27 * * *

28 §1309. Amendment of articles of organization

29 * * *

1 B. After an amendment has been adopted as provided by this Chapter,
 2 articles of amendment setting forth the amendment, the date, and manner of adoption
 3 thereof shall be executed in the limited liability company's name by a manager of the
 4 limited liability company, if management of the limited liability company is vested
 5 in one or more managers pursuant to R.S. 12:1312, or by at least one member of the
 6 limited liability company, if management of the limited liability company is reserved
 7 to the members. The articles of amendment shall be acknowledged by at least one
 8 of the persons who signed them or may be executed by authentic act. The secretary
 9 of state may prescribe and furnish forms for filing the amendment.

10 * * *

11 §1310. Certificates of correction

12 * * *

13 F. The certificate of correction shall be executed by a manager of the limited
 14 liability company, if management of the limited liability company is vested in one
 15 or more managers pursuant to R.S. 12:1312, or by at least one member, if
 16 management of the limited liability company is reserved to the members. The
 17 certificate of correction shall be acknowledged by at least one of the persons who
 18 signed it or may be in the form of an authentic act. The certificate of correction shall
 19 be filed with the secretary of state, who, after all taxes, fees, and charges have been
 20 paid as required by law, shall record the certificate of correction in his office and
 21 endorse thereon the date and, if requested, the hour of the filing thereof with him.
 22 The secretary of state may prescribe and furnish forms for filing the certificate of
 23 correction.

24 * * *

25 §1335.1. Dissolution by affidavit

26 A. In addition to all other methods of dissolution, if a limited liability
 27 company is no longer doing business, owes no debts, and owns no immovable
 28 property, it may be dissolved by filing an affidavit with the secretary of state
 29 executed by the members or by the organizer, if no membership interests have been
 30 issued, attesting to such facts and requesting that the limited liability company be

1 dissolved. Thereafter, the members, or the organizer if no membership interests have
 2 been issued, shall be personally liable for any debts or other claims against the
 3 limited liability company in proportion to their ownership interest in the company.
 4 The secretary of state may prescribe and furnish forms for filing the affidavit.

5 * * *

6 §1339. Articles of dissolution

7 * * *

8 B.(1) The articles of dissolution shall be signed by one or more managers,
 9 if management of the limited liability company is vested in one or more managers
 10 pursuant to R.S. 12:1312, or one or more members, if management of the limited
 11 liability company is reserved to the members, acknowledged by one of the persons
 12 executing the articles and filed with the secretary of state, who, after all fees and
 13 charges have been paid as required by law, shall record the same in his office and
 14 endorse thereon the date of filing thereof with him.

15 (2) The secretary of state may prescribe and furnish forms for filing the
 16 articles of dissolution.

17 §1340. Certificate of dissolution; assets omitted from liquidation; post-dissolution
18 proceedings

19 A. When a limited liability company has been liquidated completely:

20 (1) One or more members or the liquidator shall sign and acknowledge a
 21 certificate stating that the limited liability company has been liquidated and is
 22 dissolved. The secretary of state may prescribe and furnish forms for filing the
 23 certificate.

24 * * *

25 §1349. Certificate of correction by a foreign limited liability company

26 A. Whenever the original application for a certificate of authority or an
 27 application for an amended certificate of authority filed with the secretary of state
 28 under any provision of this Chapter is an inaccurate record of the action therein
 29 referred to, or is defectively or erroneously executed or acknowledged, such

1 instrument may be corrected by filing with the secretary of state a certificate of
2 correction.

3 B. The certificate of correction shall specify the inaccuracy or defect to be
4 corrected and shall set forth that portion of the instrument in corrected form.

5 C. A certificate of correction shall be executed in the name of the limited
6 liability company by a manager, if management of the limited liability company is
7 vested in one or more managers, or a member, if management is reserved to the
8 members of the limited liability company.

9 D. The secretary of state may prescribe and furnish forms for filing the
10 certificate of correction.

11 §1350. Registered agent; registered office; principal business establishment;
12 keeping of records by foreign limited liability company

13 * * *

14 G. The secretary of state may prescribe and furnish forms for filing the
15 statement of change and agent resignation.

16 §1350.1. Annual report

17 * * *

18 B. The secretary of state may prescribe and furnish forms for filing the
19 annual report.

20 ~~B.~~ C. The provisions of this Section shall apply to any foreign limited
21 liability company qualified on or after July 7, 1992.

22 * * *

23 §1352. Termination of withdrawal proceedings

24 At any time before the certificate of withdrawal is issued by the secretary of
25 state pursuant to R.S. 12:1351, withdrawal proceedings may be terminated by
26 delivering to the secretary of state a request that withdrawal proceedings be
27 terminated. The request shall be signed by a manager, if management of the limited
28 liability company is vested in one or more managers, or a member, if management
29 is reserved to the members. The secretary of state may prescribe and furnish forms
30 for filing the request to terminate withdrawal proceedings. After all fees and charges

1 have been paid as required by law, the secretary of state shall place the request to
 2 terminate withdrawal proceedings on file in his office and shall acknowledge receipt
 3 of the request by returning the application for withdrawal forms to the limited
 4 liability company or its representative. The secretary of the Department of Revenue
 5 and the administrator of Louisiana Employment Security Law shall be notified by
 6 the secretary of state of the termination of withdrawal proceedings.

7 §1353. Revocation or suspension of certificate of authority; limitation on authority
 8 to do business with the state

9 * * *

10 D.(1) The certificate of authority of a foreign limited liability company to
 11 transact business in this state may be suspended by the secretary of state when,
 12 according to the records of his office, such foreign limited liability company is not
 13 in compliance with a requirement of this Chapter or other relevant law as stated in
 14 Paragraphs (A)(1) through (4) of ~~Subsection A~~ of this Section. The secretary of state
 15 is authorized to revoke the suspension when any such failure to comply has been
 16 remedied by compliance.

17 ~~(2) Before the certificate of authority of a foreign limited liability company~~
 18 ~~is suspended under the provisions of this Subsection, any limited liability company~~
 19 ~~having failed to comply with any such requirement, according to the records of the~~
 20 ~~office of the secretary of state, shall be notified in writing at its last known address~~
 21 ~~of such noncompliance, and the notice shall afford any such limited liability~~
 22 ~~company fifteen days from the receipt of the written notice to comply with any such~~
 23 ~~requirement or to show cause why the written notice should not have been given.~~
 24 ~~The secretary of state is authorized to hold hearings and take evidence when the~~
 25 ~~limited liability company undertakes to show cause why its certificate of authority~~
 26 ~~should not be suspended and to make an order suspending the certificate of authority~~
 27 ~~in the light of such evidence when the order is justified. The order shall be recorded~~
 28 ~~in the archives of the secretary of state.~~

29 ~~(3) When notice of noncompliance has been furnished as provided in this~~
 30 ~~Subsection and no showing or reply has been made within the fifteen-day period~~

1 ~~allowed, it shall be presumed that the limited liability company has failed to comply~~
2 ~~with a requirement of this Chapter or other relevant law as stated in Paragraphs (1)~~
3 ~~through (4) of Subsection A of this Section and the secretary of state may suspend~~
4 ~~the certificate of authority of any such limited liability company. The secretary of~~
5 ~~state shall give the limited liability company at least sixty days written notice of the~~
6 ~~secretary's intention to suspend the limited liability company's certificate of~~
7 ~~authority. The notice shall be mailed to the limited liability company's last known~~
8 ~~address by United States Postal Service mail. In the event any such limited liability~~
9 ~~company thereafter complies with any such requirement, or shows that it was already~~
10 ~~in compliance with same, the secretary of state is authorized to revoke any~~
11 ~~suspension issued by him in respect to such limited liability company, to restore~~
12 ~~same to good standing, and to record same in the archives of his office. If a limited~~
13 ~~liability company's certificate of authority is suspended for failure to file its annual~~
14 ~~report within the time required by this Chapter as referenced in Paragraph (A)(9) of~~
15 ~~this Section, and has been suspended for six months or more, the secretary of state~~
16 ~~shall revoke the suspension only if the required annual report is accompanied by a~~
17 ~~certificate of existence or a certificate of good standing, not a certified copy of the~~
18 ~~limited liability company's articles or certificate of organization, from an authorized~~
19 ~~official of the jurisdiction of its organization bearing an original signature and dated~~
20 ~~within ninety days of its submission. Where any order of suspension is made under~~
21 ~~this Subsection, the secretary of state shall forward a certified copy of the order to~~
22 ~~the limited liability company's last known address by certified mail, return receipt~~
23 ~~requested. Similar notice shall be furnished in the event of revocation of such~~
24 ~~suspension.~~

* * *

§1360. Certificate of merger or consolidation

* * *

28 B.(1) The secretary of state may prescribe and furnish forms for filing the
29 agreement and certificate of merger.

1 instructions, any other computer operating or support materials relating to the
 2 secretary of state's computer systems and equipment, and any information contained
 3 within the secretary of state's computer systems which if disclosed may impair the
 4 security of the secretary of state's information technology infrastructure shall be
 5 confidential and shall not be disclosed by the secretary of state or any employee or
 6 official of the Department of State.

7 C. The provisions of Subsection A of this Section shall not prohibit the
 8 disclosure of electronic mail addresses, internet protocol address numbers, or short
 9 message service numbers by the secretary of state or any employee or official of the
 10 Department of State to an agency, official, or employee of state government or of a
 11 political subdivision of the state in the course of the interaction of the agency,
 12 official, or employee with the Department of State. An agency, official, or employee
 13 that receives electronic mail addresses, internet protocol address numbers, or short
 14 message service numbers pursuant to this Subsection shall use the electronic mail
 15 addresses, internet protocol address numbers, or short message service numbers only
 16 for the governmental purposes for which the information was submitted or captured,
 17 shall not disclose the electronic mail addresses, internet protocol address numbers,
 18 or short message service numbers, and shall maintain the confidentiality of the
 19 electronic mail addresses, internet protocol address numbers, and short message
 20 service numbers.

21 * * *

22 §1804. Election of status; corporate name

23 A. A business corporation incorporated in accordance with R.S. ~~12:21~~ 12:1-
 24 201 et seq., may elect to be a benefit corporation under this Chapter by stating in its
 25 articles that it is a benefit corporation subject to this Chapter.

26 * * *

27 Section 3. R.S. 51:211(A), 215.1(A), and 219 are hereby amended and reenacted and
 28 R.S. 51:217(C) is hereby enacted to read as follows:

1 §211. Definitions

2 A. The term "trademark" as used herein means any ~~work~~ word, name,
3 symbol, or device or any combination thereof adopted and used by a person to
4 identify goods made or sold by him and to distinguish them from goods made or sold
5 by others.

6 * * *

7 §215.1. Certificate of correction

8 A.(1) Whenever the original certificate of registration filed with the secretary
9 of state under any provision of this Chapter is an inaccurate record of the trade name
10 action, trademark action, or service mark action therein referred to, or is defectively
11 or erroneously executed or acknowledged, such instrument may be corrected by
12 filing with the secretary of state a certificate of correction which shall be executed,
13 acknowledged, filed, and recorded in accordance with this Section.

14 (2) The certificate of correction shall specify the inaccuracy or defect to be
15 corrected and shall set forth that portion of the instrument in correct form.

16 (3) The secretary of state may prescribe and furnish forms for filing the
17 certificate of correction.

18 * * *

19 §217. Assignment

20 * * *

21 C. The secretary of state may prescribe and furnish forms for assigning a
22 trade name, trademark, and service mark.

23 * * *

24 §219. Cancellation

25 A. The secretary of state shall cancel from the register:

26 (1) After one year from July 31, 1968, all registrations under prior acts which
27 are more than ten years old and not renewed in accordance with this Subpart,

1 (2) Any registration concerning which the secretary of state shall receive a
2 voluntary request for cancellation thereof from the registrant or the assignee of
3 record;

4 (3) All registrations granted ~~under~~ pursuant to this Subpart and not renewed
5 in accordance with the provisions hereof;

6 (4) Any registration concerning which a court of competent jurisdiction shall
7 find:

8 (a) That the registered mark has been abandoned;

9 (b) That the registrant is not the owner of the mark;

10 (c) That the registration was granted improperly;

11 (d) That the registration was obtained fraudulently;

12 (e) That the registered mark is so similar, as to be likely to cause confusion
13 or mistake or to deceive, to a mark registered by another person in the United States
14 Patent Office, prior to the date of the filing of the application for registration by the
15 registrant hereunder, and not abandoned; provided, however, that should the
16 registrant prove that he is the owner of a concurrent registration of his mark in the
17 United States Patent Office covering an area including this state, the registration
18 hereunder shall not be cancelled.

19 (5) When a court of competent jurisdiction shall order cancellation of a
20 registration on any ground.

21 B. The secretary of state may prescribe and furnish forms for filing a
22 voluntary cancellation of registration in accordance with Subsection A of this
23 Section.

1 Section 4. This Act shall become effective upon signature by the governor or, if not
 2 signed by the governor, upon expiration of the time for bills to become law without signature
 3 by the governor, as provided by Article III, Section 18 of the Constitution of Louisiana. If
 4 vetoed by the governor and subsequently approved by the legislature, this Act shall become
 effective on the day following such approval.

SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____