

2020 Regular Session

SENATE BILL NO. 54

BY SENATOR FOIL

CORPORATIONS. Provides relative to articles of incorporation and qualifications of registered agents of certain corporations. (gov sig)

1 AN ACT

2 To amend and reenact R.S. 12:262.1(C) and 406(A) and to enact R.S. 12:1-501(2)(b)(iii),
3 relative to corporations; to provide relative to organizational documents, including
4 articles of incorporation; to provide relative to qualifications of registered agents for
5 certain types of corporations; to provide for revocation of articles of incorporation
6 by the secretary of state; to provide for terms, conditions, and procedures; and to
7 provide for related matters.

8 Be it enacted by the Legislature of Louisiana:

9 Section 1. R.S. 12:262.1(C) and 406(A) are hereby amended and reenacted and R.S.
10 12:1-501(2)(b)(iii) is hereby enacted to read as follows:

11 §1-501. Registered office and registered agent

12 Each corporation must continuously maintain in this state both of the
13 following:

14 * * *

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

16 * * *

17 (b) A domestic or foreign corporation or other eligible entity that does all of

1 the following:

2 * * *

3 (iii) Acts as the agent of a corporation for service of process as
4 authorized by its organizational documents.

5 * * *

6 §262.1. Failure to file annual reports; revocation and reinstatement of articles;
7 limitation on authority to do business with the state

8 * * *

9 ~~C. In any case where the secretary of state revokes the articles of~~
10 ~~incorporation and the corporate franchise, as authorized in Subsection A of this~~
11 ~~Section, the secretary of state shall, without charge, record notice of such revocation~~
12 ~~in the conveyance records and the corporation's registry of the office of the clerk of~~
13 ~~court in the parish where the corporation maintains its registered office and, in the~~
14 ~~parish of Orleans, such notice shall be recorded in the office of the recorder of~~
15 ~~mortgages and register of conveyances for said parish. The corporation shall not be~~
16 ~~revoked if the corporation places itself in good standing.~~

17 * * *

18 §406. Articles of incorporation

19 A. The articles of incorporation of a cooperative shall recite in the caption
20 that they are executed pursuant to this Part. The articles shall be executed by
21 authentic act, signed by each of the incorporators, and shall state **the following**:

- 22 (1) The name of the cooperative;
- 23 (2) The address of its principal office;
- 24 (3) The names and addresses of the incorporators;
- 25 (4) The names and addresses of the persons who shall constitute its first
- 26 board of directors;
- 27 (5) Its duration; ~~and,~~
- 28 (6) Any provisions not inconsistent with this Part deemed necessary or
- 29 advisable for the conduct of its business and affairs, including any provision

