

ACT No. 193

2022 Regular Session

HOUSE BILL NO. 973

BY REPRESENTATIVE DAVIS

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AN ACT

To amend and reenact R.S. 9:2713.2(B)(introductory paragraph), R.S. 12:1-1106(A)(1), 204(A), and 1307(D), R.S. 22:243(D)(3) and (E)(1) and (3), and R.S. 51:214(A)(introductory paragraph) and 3143(B) and (C) and to enact R.S. 12:1-402(D), 204(G)(4), and 1307(E), R.S. 49:222(B)(15), and R.S. 51:212(8), relative to corporations; to provide for an authorized representative; to allow for termination of a name reservation; to provide for merger; to prohibit certain phrases in a reserved name; to provide for preemption; and to provide for related matters.

Be it enacted by the Legislature of Louisiana:

Section 1. R.S. 9:2713.2(B)(introductory paragraph) is hereby amended and reenacted to read as follows:

§2713.2. Registration; renewal

* * *

B. An applicant's initial registration application shall be submitted on a form prescribed by the secretary of state, and shall include a sworn certification by an ~~owner, officer, director, or manager~~ authorized representative of the applicant, if the applicant is an entity, or by the individual applicant if the applicant is an individual, certifying that:

* * *

Section 2. R.S. 12:1-1106(A)(1), 204(A), and 1307(D) are hereby amended and reenacted and R.S. 12:1-402(D), 204(G)(4), and 1307(E) are hereby enacted to read as follows:

§1-402. Reserved name

* * *

1 D. The owner of the corporate name reservation may terminate the
2 reservation by delivering to the secretary of state a signed notice of termination.

3 * * *

4 §1-1106. Articles of merger or share exchange

5 A. After a plan of merger or share exchange has been adopted and approved
6 as required by this Subpart, articles of merger or share exchange shall be signed on
7 behalf of each party to the merger or share exchange by any officer or other duly
8 authorized representative. Articles of merger need not be signed on behalf of any
9 subsidiary that is a party to a merger authorized without the approval of the
10 subsidiary's board of directors or shareholders as permitted by R.S. 12:1-1105(A).
11 The articles shall set forth all of the following:

12 (1) The names of the parties to the merger or share exchange. In the case of
13 a merger, the name of the surviving entity. In the case of a share exchange, the name
14 of the corporation whose shares will be acquired and the name of the acquiring
15 corporation.

16 * * *

17 §204. Corporate name

18 A. The corporate name may be in any language, but expressed in English
19 letters or characters. The corporate name shall not imply that the corporation is an
20 administrative agency of this state, or any of its political subdivisions, or of the
21 United States. It shall not contain words or phrases that consist of or comprise
22 immoral, deceptive, or scandalous matter. It shall not contain the words "bank",
23 "banking", "banker", "savings", "trust", "deposit", "insurance", "mutual",
24 "assurance", "indemnity", "casualty", "fiduciary", "homestead", "building and loan",
25 "surety", "security", "guarantee", "cooperative", "state", "parish", "redevelopment
26 corporation", "electric cooperative", or "credit union". It shall not contain the phrase
27 "doing business as" or any abbreviation of that phrase, such as "d/b/a".

28 * * *

29 G.

30 * * *

1 (4) The owner of the reserved name may terminate the reservation by
2 delivering to the secretary of state a signed notice of termination.

3 * * *

4 §1307. Reservation of name; transfer of reserved name

5 * * *

6 D. The owner of the reserved name may terminate the reservation by
7 delivering to the secretary of state a signed notice of termination.

8 E. The secretary of state may prescribe and furnish forms to reserve the
9 name and transfer the name.

10 Section 3. R.S. 22:243(D)(3) and (E)(1) and (3) are hereby amended and reenacted
11 to read as follows:

12 §243. Incorporation

13 * * *

14 D.

15 * * *

16 (3) Except as provided in R.S. 12:1-203(C), the corporate existence begins
17 and the corporation is duly incorporated when the articles of incorporation become
18 effective as provided in R.S. 12:1-123 and 205(C).

19 * * *

20 E.(1) Except as otherwise provided in the articles of incorporation, an
21 incorporated health maintenance organization may amend its articles of
22 incorporation in the manner provided in R.S. 12:1-1003 and 237.

23 * * *

24 (3) The provisions of Paragraphs (1) and (2) of this Subsection are not
25 applicable when an incorporated health maintenance organization changes either its
26 registered agent or address, or both. In any such change, the incorporated health
27 maintenance organization shall provide the commissioner with the board resolution
28 and notice and shall follow the requirements of ~~Part 5 of Chapter 1 of Title 12 of the~~
29 ~~Louisiana Revised Statutes of 1950~~ R.S. 12:1-501 through 1-504 and 236.

30 * * *

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

1 Section 4. R.S. 49:222(B)(15) is hereby enacted to read as follows:

2 §222. Fees chargeable by secretary of state

3 * * *

4 B. The secretary of state is authorized to collect the following fees:

5 * * *

6 (15) Motor vehicle service contract applications.

7 (a) Six hundred dollars for filing applications for motor vehicle service
8 contract providers.

9 (b) Two hundred fifty dollars for filing renewals for motor vehicle service
10 contract providers.

11 Section 5. R.S. 51:214(A)(introductory paragraph) and 3143(B) and (C) are hereby
12 amended and reenacted and R.S. 51:212(8) is hereby enacted to read as follows:

13 §212. Registrability

14 A name or mark by which the name, goods, or services of any applicant for
15 registration may be distinguished from the name, goods, or services of others shall
16 not be registered if it:

17 * * *

18 (8) Consists of a matter or words that imply an affiliation with an
19 administrative agency of this state, or any of its political subdivisions, or of the
20 United States.

21 * * *

22 §214. Application for registration

23 A. Subject to the limitations set forth in this Subpart, any person who adopts
24 and uses a mark or name in this state may file in the office of the secretary of state,
25 on a form to be furnished by the secretary of state, an application for registration of
26 that mark or name setting forth but not limited to the following information written
27 in the English language:

28 * * *

29 §3143. Requirements for doing business

30 * * *

1 B. Each provider of a home service contract sold in this state shall file an
 2 application for an initial registration with the secretary of state consisting of his
 3 name, address, and contact person, designating a person in this state for service of
 4 process, and providing a listing of all officers, all directors, and all owners of ten
 5 percent or more of the business. Additionally, the provider shall file a copy of its
 6 basic organizational documents, including articles of incorporation, articles of
 7 organization, articles of association, or a partnership agreement. ~~Each application~~
 8 ~~for registration shall be accompanied by a fee of six hundred dollars. All fees shall~~
 9 ~~be paid to the secretary of state.~~

10 C. A registration shall be effective for two years; unless the registration is
 11 denied or revoked. Ninety days prior to the expiration of a registration, a provider
 12 shall submit a renewal application on a form prescribed by the secretary of state ~~and~~
 13 ~~a renewal fee of two hundred fifty dollars. All fees shall be paid to the secretary of~~
 14 ~~state.~~

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SPEAKER OF THE HOUSE OF REPRESENTATIVES

PRESIDENT OF THE SENATE

GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: _____