

2023 Regular Session

HOUSE BILL NO. 395

BY REPRESENTATIVE HILFERTY

Prefiled pursuant to Article III, Section 2(A)(4)(b)(i) of the Constitution of Louisiana.

SECRETARY OF STATE: Provides relative to filings with the secretary of state's office

1 AN ACT

2 To amend and reenact R.S. 9:3403(A)(1) and R.S. 12:307(B), 307.1, 310, 311(A), 1348(B),
3 and 1349(C) and to enact R.S. 12:1-120(H)(16) and 1306(G), relative to filings with
4 the secretary of state's office; to provide for the requirements of a partnership
5 contract; to provide for form requirements for certain documents; to permit certified
6 copies for certain amended certificates of authority; to require proof of notice for
7 certain company names; and to provide for related matters.

8 Be it enacted by the Legislature of Louisiana:

9 Section 1. R.S. 9:3403(A)(1) is hereby amended and reenacted to read as follows:

10 §3403. Contract of partnership; required content; use of names

11 A.(1) A contract of partnership filed for registry with the secretary of state
12 shall be written in the English language and contain the name and taxpayer
13 identification number of the partnership, the municipal address of its principal place
14 of business in this state, and the name and the municipal address of each partner,
15 including partners in commendam, if any.

16 * * *

17 Section 2. R.S. 12:307(B), 307.1, 310, 311(A), 1348(B), and 1349(C) are hereby
18 amended and reenacted and R.S. 12:1-120(H)(16) and 1306(G) are hereby enacted to read
19 as follows:

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

2 * * *

3 H. Except as provided in R.S. 12:1701, the following documents shall be
4 acknowledged by one of the persons who signs the document or instead shall be
5 executed by authentic act:

6 * * *

7 (16) Articles of charter surrender

8 * * *

9 §307. Amended certificate of authority

10 * * *

11 B. If a foreign corporation changes its corporate name, it shall include with
12 its application for an amended certificate of authority a certificate evidencing such
13 change issued by the authorized official of the jurisdiction of incorporation of the
14 corporation, or a certified copy of the amendment in the case that the authorized
15 official of the jurisdiction of incorporation does not provide a certificate of such.

16 §307.1. Certificate of correction by a foreign corporation

17 Whenever the original application for a certificate of authority or an
18 application for an amended certificate of authority filed with the secretary of state
19 under any provision of this Chapter is an inaccurate record of the corporate action
20 therein referred to, or is defectively or erroneously executed or acknowledged, such
21 instrument may be corrected by filing with the secretary of state a certificate of
22 correction. The secretary of state may prescribe and furnish forms for filing the
23 certificate of correction. The certificate of correction shall specify the inaccuracy or
24 defect to be corrected and shall set forth that portion of the instrument in corrected
25 form. A certificate of correction shall be executed in the name of the corporation by
26 any officer authorized by resolution or consent of the board of directors and shall be
27 acknowledged by the person who signed it or may be executed by authentic act.

28 * * *

1 §310. Change of corporate name

2 If a foreign corporation authorized to transact business in this state changes
3 its corporate name, it shall procure an amended certificate of authority by making
4 application therefor to the secretary of state and submitting a duplicate or original
5 certificate of name change, ~~not a certified copy of the name change amendment,~~
6 from an authorized official of the jurisdiction of its incorporation or a certified copy
7 of the document in the case that the authorized official of the jurisdiction of
8 incorporation does not provide such certificate.

9 §311. Merger, consolidation, or dissolution

10 A. Whenever a foreign corporation authorized to transact business in this
11 state shall hereafter be merged into another foreign corporation, or shall hereafter be
12 a party to a statutory consolidation, or shall be dissolved, it shall, within thirty days,
13 file with the secretary of state a certificate from the secretary of state or an
14 authorized official of the jurisdiction of its incorporation or a certified copy of the
15 document in the case that the authorized official of the jurisdiction of incorporation
16 does not provide such certificate, (not a certified copy of the agreement or
17 dissolution) evidencing the merger, consolidation, or dissolution; but the filing
18 thereof shall not of itself:

19 * * *

20 §1306. Name

21 * * *

22 G. If a limited liability company seeking issuance of a certificate of
23 organization in this state includes in its name the words "architect", "architectural"
24 or "architecture", the secretary of state shall not file the articles of organization until
25 the secretary of state receives either of the following:

26 (1) Satisfactory evidence that written notice of the proposed use of that name
27 was delivered to the Louisiana State Board of Architectural Examiners at least ten
28 days earlier.

Present law (R.S. 12:1-120(H)) provides that certain documents must be either acknowledged by one person who signed or notarized.

Proposed law retains present law and adds Articles of charter surrender to the list of documents.

Present law (R.S. 12:307(B), 310, 311(A), and 1348(B)) provides that a foreign corporation must file with its application for amended certificate of authority a certificate issued by an authorized official which evidences the corporation's requested amendments.

Proposed law retains present law and provides the option for the business entity to provide a certified copy of the amendment in lieu of a certificate by an authorized official.

Present law (R.S. 12: 307.1 and 1349) requires a certificate of correction to be executed in the name of a foreign corporation or LLC by any authorized officer. Present law further requires a certificate of correction to specify the inaccuracy or defects to be corrected.

Proposed law retains present law and requires that a certificate of correction for a foreign corporation and LLC to be notarized or duly acknowledged by one person who signed.

Proposed law (R.S. 12:1306(G)) adds that a written notice or waiver of notice from the Louisiana State Board of Architectural Examiners must be provided before a company can be filed with the words "architect" or "architecture".

(Amends R.S. 9:3403(A)(1) and R.S. 12: 307(B), 307.1, 310, 311(A), 1348(B), and 1349(C); Adds R.S. 12:1-120(H)(16) and 1306(G))