2023 Regular Session

HOUSE BILL NO. 395

BY REPRESENTATIVE HILFERTY

1	AN ACT						
2	To amend and reenact R.S. 9:3403(A)(1) and R.S. 12:307(B), 307.1, 310,						
3	311(A)(introductory paragraph), 1348(B), and 1349(C) and to enact R.S. 12:1-						
4	120(H)(16) and 1306(G), relative to filings with the secretary of state's office; to						
5	provide for the requirements of a partnership contract; to provide for form						
6	requirements for certain documents; to permit certified copies for certain amended						
7	certificates of authority; to require proof of notice for certain company names; and						
8	to provide for related matters.						
9	Be it enacted by the Legislature of Louisiana:						
10	Section 1. R.S. 9:3403(A)(1) is hereby amended and reenacted to read as follows:						
11	§3403. Contract of partnership; required content; use of names						
12	A.(1) A contract of partnership filed for registry with the secretary of state						
13	shall be written in the English language and contain the name and taxpayer						
14	identification number of the partnership, the municipal address of its principal place						
15	of business in this state, and the name and the municipal address of each partner,						
16	including partners in commendam, if any.						
17	* * *						
18	Section 2. R.S. 12:307(B), 307.1, 310, 311(A)(introductory paragraph), 1348(B), and						
19	1349(C) are hereby amended and reenacted and R.S. 12:1-120(H)(16) and 1306(G) are						
20	hereby enacted to read as follows:						

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CODING: Words in struck through type are deletions from existing law; words $\underline{\text{underscored}}$ are additions.

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§:	1-120.	Requirements	for o	documents;	extrinsic	facts
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H. Except as provided in R.S. 12:1701, the following documents shall be acknowledged by one of the persons who signs the document or instead shall be executed by authentic act:

* * *

(16) Articles of charter surrender

* * *

§307. Amended certificate of authority

10 * * *

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

§307.1. Certificate of correction by a foreign corporation

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

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§310. Change of corporate name

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

§311. Merger, consolidation, or dissolution

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

* * *

§1306. Name

21 * * *

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

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

HB NO. 395 **ENROLLED** 1 (2) A written waiver of the ten-day notice requirement, signed by the 2 executive director or any member of the Louisiana State Board of Architectural 3 Examiners. 4 5 §1348. Amended certificate of authority 6 7 B. If a foreign limited liability company changes its name, it shall include, 8 with its application for an amended certificate of authority, a certificate or a certified 9 copy of the amendment in the case that the authorized official of the jurisdiction of 10 organization does not provide such certificate evidencing such change, not a certified 11 copy of the amendment to the articles of organization, issued by the authorized 12 official of the jurisdiction of organization of such limited liability company. 13 §1349. Certificate of correction by a foreign limited liability company 14 15 C. A certificate of correction shall be executed in the name of the limited 16 liability company by a manager, if management of the limited liability company is 17 vested in one or more managers, or a member, if management is reserved to the 18 members of the limited liability company. The certificate of correction shall be 19 acknowledged by the person who signed it or may be executed by authentic act. SPEAKER OF THE HOUSE OF REPRESENTATIVES PRESIDENT OF THE SENATE

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APPROVED: _____

GOVERNOR OF THE STATE OF LOUISIANA