

# ACT No. 26

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:

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.

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.

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SPEAKER OF THE HOUSE OF REPRESENTATIVES

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PRESIDENT OF THE SENATE

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GOVERNOR OF THE STATE OF LOUISIANA

APPROVED: \_\_\_\_\_