

2019 Regular Session

HOUSE BILL NO. 297

BY REPRESENTATIVES HOWARD AND FOIL

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

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

1 AN ACT

2 To amend and reenact R.S. 9:3403(A), 3409(B) and (C), 3422(A), 3427, 3428(B) and (C),

3 3432(F), and 3445(B), R.S. 12:1-121(B), 1-1007(C), 205(A) and (E)(1), 205.1(B)

4 and (C), 238(B), 239.1(A), 241, 243(F)(1) and (H), 247.1(B)(2) and (C)(1)(b),

5 250(C)(2), 250.1(A), 256(A)(2), 257(B), 262.1(E)(1), 304(A)(11)(a), 307.1, 312(C),

6 312.1, 313(D), 492(C), 1304(A), 1308.1(B), 1308.2(C)(1), 1308.3(C)(introductory

7 paragraph), 1309(B), 1310(F), 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B),

8 1352, 1353(D), 1360(B), 1702, and 1804(A), and R.S. 51:211(A), 215.1(A), and 219,

9 and to enact R.S. 9:3409(D) and 3428(D), R.S. 12:205.1(D), 236(F), 243(G)(5),

10 308(G), 309(C), 1307(D), 1308(G), 1308.1(C), 1350(G), and 1350.1(C), and R.S.

11 51:217(C), relative to the secretary of state's office; to provide for filing procedures;

12 to provide for withdrawal procedure; to provide for revocation or suspension of

13 certificate of authority; to provide for conversion of state of organization requests;

14 to provide for confidentiality of information; to make technical corrections; to

15 provide for an effective date; and to provide for related matters.

16 Be it enacted by the Legislature of Louisiana:

17 Section 1. R.S. 9:3403(A), 3409(B) and (C), 3422(A), 3427, 3428(B) and (C),

18 3432(F), and 3445(B) are hereby amended and reenacted and R.S. 9:3409(D) and 3428(D)

19 are hereby enacted to read as follows:

1 §3403. Contract of partnership; required content; use of names

2 A.(1) A contract of partnership filed for registry with the secretary of state
3 shall contain the name and taxpayer identification number of the partnership, the
4 municipal address of its principal place of business in this state, and the name and
5 the municipal address of each partner, including partners in commendam, if any.

6 (2) The failure to include the taxpayer identification number of the
7 partnership shall not invalidate nor cause the secretary of state to reject the contract.

8 (3) The secretary of state may prescribe and furnish forms for filing the
9 contract of partnership, and if the secretary of state so requires, use of the forms is
10 mandatory.

11 * * *

12 §3409. Annual report

13 * * *

14 B. The secretary of state may prescribe and furnish forms for filing the
15 annual report, and if the secretary of state so requires, use of the forms is mandatory.

16 ~~B.C.~~ Any partnership registered with the secretary of state prior to August
17 15, 1997, shall file an annual report on the next anniversary date of registration.

18 ~~C.D.~~ The provisions of this Section shall not apply to a partnership which
19 does not have a written agreement.

20 * * *

21 §3422. Registration

22 A.(1) For a foreign partnership to enjoy the rights, privileges and juridical
23 status of a Louisiana partnership, it must file for registry with the secretary of state
24 in the Central Registry for Contracts of Partnership created by R.S. 9:3401 a
25 statement containing all of the following information:

- 26 (a) The name and taxpayer identification number of the partnership;;
- 27 (b) The jurisdiction of its formation;;
- 28 (c) The designation of an agent for service of process within this state,
29 including his name and municipal address;;

1 (d) The name and municipal address of at least one of its general partners
2 who gives consent under R.S. 9:3424;

3 (e) The municipal address of its principal place of business outside of this
4 state;

5 (f) The municipal address of its principal place of business in this state. If
6 the partnership does not have a principal place of business in this state, then the
7 location at the municipal address of the agent for service of process is deemed to be
8 the partnership's principal place of business in this state;

9 (g) ~~Whether or not~~ If the partnership intends to own immovable property in
10 Louisiana in the partnership name;

11 (h) If any of the partners are to have limited liability recognized in
12 Louisiana; ~~and~~.

13 (i) An affidavit executed by a general partner who certifies the correctness
14 of the information and that he has the authority to make the certification.

15 (2) The secretary of state may prescribe and furnish forms for filing the
16 statement of registry, and if the secretary of state so requires, use of the forms is
17 mandatory.

18 (3) The failure to include the taxpayer identification number of the
19 partnership shall not invalidate nor cause the secretary of state to reject the contract.

20 ~~(2)~~(4) The articles of partnership shall not be filed with the registration
21 statement; however, by registering the partnership, the partnership agrees to furnish
22 a true copy of its articles of partnership to the secretary of state within thirty days of
23 his written request.

24 * * *

25 §3427. Termination

26 A duly registered foreign partnership may terminate its registration by written
27 notification to the secretary of state by a person who certifies that he is a partner of
28 the partnership and has the authority to terminate the registration. The secretary of

1 state may prescribe and furnish forms for filing the termination, and if the secretary
2 of state so requires, use of the forms is mandatory.

3 §3428. Annual report

4 * * *

5 B. The secretary of state may prescribe and furnish forms for filing the
6 annual report, and if the secretary of state so requires, use of the forms is mandatory.

7 B.C. Any foreign partnership registered with the secretary of state prior to
8 August 15, 1997, shall file an annual report on the next anniversary date of
9 registration.

10 E.D. The provisions of this Section shall not apply to a partnership which
11 does not have a written agreement.

12 * * *

13 §3432. Registered limited liability partnerships

14 * * *

15 F. The secretary of state may provide forms for application for or renewal
16 of registration: , and if the secretary of state requires, use of the forms is mandatory.

17 * * *

18 §3445. Certificate of merger or consolidation

19 * * *

20 B.(1) The secretary of state may prescribe and furnish forms for filing the
21 agreement and certificate of merger, and if the secretary of state so requires, use of
22 the forms is mandatory.

23 B.(1)(2) The secretary of state, after all taxes, fees, and charges have been
24 paid as required by law, shall record the agreement, or certificate in lieu thereof, in
25 his office, endorse thereon the date and, if requested, the hour of filing thereof with
26 him, and issue a certificate of merger or consolidation, which shall recite the names
27 of all of the merging and consolidating constituent entities, the name of the state or
28 country under the laws of which each was formed, whether a merger or consolidation
29 is involved, the name of the surviving or new entity, the name of the state or country

1 under the laws of which the new entity is formed, the date, and, if endorsed on the
2 agreement or certificate, the hour of filing of the agreement or certificate with him,
3 and the effective date and time of the merger or consolidation, if stated in the
4 agreement or certificate.

5 ~~(2)~~(3) The agreement or certificate may be delivered to the secretary of state
6 in advance for filing as of any specified date and, if specified upon such delivery, as
7 of any given time on such date, within thirty days after the date of delivery. A
8 duplicate original of the certificate of merger or consolidation issued by the secretary
9 of state shall, within thirty days after issuance of the certificate, be filed for record
10 in the conveyance records of each parish in this state in which any of the constituent
11 entities has immovable property, title to which will be transferred as a result of the
12 merger or consolidation.

13 * * *

14 Section 2. R.S. 12:1-121(B), 1-1007(C), 205(A) and (E)(1), 205.1(B) and (C),
15 238(B), 239.1(A), 241, 243(F)(1) and (H), 247.1 (B)(2) and (C)(1)(b), 250(C)(2), 250.1(A),
16 256(A)(2), 257(B), 262.1(E)(1), 304(A)(11)(a), 307.1, 312(C), 312.1, 313(D), 492(C),
17 1304(A), 1308.1(B), 1308.2(C)(1), 1308.3(C)(introductory paragraph), 1309(B), 1310(F),
18 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B), 1352, 1353(D), 1360(B), 1702, and
19 1804(A) are hereby amended and reenacted and R.S. 12:205.1(D), 236(F), 243(G)(5),
20 308(G), 309(C), 1307(D), 1308(G), 1308.1(C), 1350(G), and 1350.1(C) are hereby enacted
21 to read as follows:

22 §1-121. Forms

23 * * *

24 B. The secretary of state may prescribe and furnish ~~on request~~ forms for
25 other documents required or permitted to be filed by this Chapter, ~~but their use is not~~
26 mandatory and if the secretary of state so requires, use of the form is mandatory.

27 * * *

28 §1-1007. Restated articles of incorporation

29 * * *

1 §205.1. Annual report to secretary of state

2 * * *

3 B. The secretary of state may prescribe and furnish forms for filing the
4 annual report, and if the secretary of state so requires, use of the forms is mandatory.

5 ~~B.C.~~ Each corporation, except a church, shall pay a filing fee as provided in
6 R.S. 49:222 at the time of filing such report. No church shall be required to pay ~~said~~
7 the fee.

8 ~~C.(1)~~ D.(1) A church which is a member of and in good standing with a
9 statewide church association may file such report through ~~said~~ the association. The
10 association shall then furnish the required information to the secretary of state. In
11 lieu of submitting the information on a form supplied by the secretary of state, ~~said~~
12 the association may submit a roster of information, provided that ~~said~~ the roster
13 contains the required information.

14 (2) A church which is a member of and in good standing with a statewide
15 church association shall not be subject to the penalties otherwise applicable to
16 corporations pursuant to this Title for failure to file annual reports.

17 §236. Registered office and agent

18 * * *

19 F. The secretary of state may prescribe and furnish forms filing the notice
20 of change and agent resignation, and if the secretary of state so requires, use of the
21 forms is mandatory.

22 * * *

23 §238. Articles of amendment; contents; filing

24 * * *

25 B. The articles of amendment shall be filed with the secretary of state. The
26 secretary of state may prescribe and furnish forms for filing the amendment, and if
27 the secretary of state so requires, use of the forms is mandatory. Articles of
28 amendment may be delivered to the secretary of state for filing, as of any specified
29 date, and, if specified upon such delivery, as of any given time on such date, within

1 thirty days after the date of delivery. When all fees and charges have been paid as
2 required by law, the secretary of state shall record the articles of amendment in his
3 office, and endorse thereon the date and, if requested, the hour of the filing thereof
4 with him. Thereupon, the amendment shall be effective as of the date and, if
5 endorsed on the articles of amendment, the hour of filing with the secretary of state,
6 except that, if the articles of amendment were so filed within five days, exclusive of
7 legal holidays, after acknowledgment thereof or execution thereof as an authentic
8 act, the amendment shall be effective as of the time of such acknowledgment or
9 execution.

10 * * *

11 §239.1. Certificate of correction

12 A. Whenever ~~the original, amended, or restated articles of incorporation or~~
13 ~~an initial report~~ a document filed with the secretary of state under any provision of
14 this Chapter is an inaccurate record of the corporate action therein referred to, or is
15 defectively or erroneously executed or acknowledged, such instrument may be
16 corrected by filing with the secretary of state a certificate of correction which shall
17 be executed, acknowledged, filed, and recorded in accordance with this Section. The
18 certificate of correction shall specify the inaccuracy or defect to be corrected and
19 shall set forth the portion of the instrument in corrected form. The secretary of state
20 may prescribe and furnish forms for filing the certificate of correction, and if the
21 secretary of state so requires, use of the forms is mandatory.

22 * * *

23 §241. Restatement of articles

24 A. On authorization of the board of directors, a corporation may execute and
25 file restated articles. Such restated articles shall contain the entire text of the original
26 articles as amended by all amendments thereto, except that names and addresses of
27 incorporators and directors may be omitted; may contain new amendments adopted
28 by a method prescribed in R.S. 12:237 or 239; and shall recite:

1 (1) That the restatement accurately copies the articles and all amendments
2 thereto in effect at the date of the restatement, without substantive change except as
3 made by any new amendment or amendments contained in the restatement, and
4 indicate any such changes;

5 (2) That each amendment has been effected in conformity with law;

6 (3) The date of incorporation and the date of the restatement; ~~and~~.

7 (4) Such other information as may be required by R.S. 12:237, 239 and 240,
8 if the restatement contains any new amendment.

9 B. The secretary of state may prescribe and furnish forms for filing the
10 restated articles, and if the secretary of state so requires, use of the forms is
11 mandatory.

12 ~~B.C.~~ The restated articles shall be executed, filed and recorded in the manner
13 provided for articles of amendment in R.S. 12:238, and shall be effective, when
14 recorded by the ~~Secretary~~ secretary of ~~State~~ state, as of the date and, if endorsed on
15 the restated articles, the hour of filing with him.

16 ~~C.D.~~ Upon effectiveness of the restated articles, the original articles and all
17 amendments thereto shall be superseded, and the restated articles shall be deemed
18 to be the articles of incorporation of the corporation.

19 * * *

20 §243. Merger or consolidation procedure

21 * * *

22 F.(1) The secretary of state may prescribe and furnish forms for filing the
23 merger agreement, and if the secretary of state so requires, use of the forms is
24 mandatory. The agreement, so adopted, certified and acknowledged, shall be filed
25 with the secretary of state, who, after all incorporation taxes, fees and charges have
26 been paid as required by law, shall record the same in his office, endorse thereon the
27 date and, if requested, the hour of filing thereof with him, and issue a certificate of
28 merger or consolidation which shall recite the names of all of the merging and
29 consolidating corporations, the name of the state or country under the laws of which

1 each was formed, whether a merger or consolidation is involved, the name of the
2 surviving or consolidated corporation, the name of the state or country under the
3 laws of which the consolidated corporation is formed, the date and, if endorsed on
4 the agreement, the hour of filing of the agreement with him, and the effective time
5 of the merger or consolidation, if stated in the agreement.

6 * * *

7 G.

8 * * *

9 (5) The secretary of state may prescribe and furnish forms for filing the
10 certificate of merger, and if the secretary of state so requires, use of the form is
11 mandatory.

12 H.(1) Notwithstanding approval by the members, and at any time prior to the
13 effectiveness of the merger or consolidation, the merger or consolidation may be
14 abandoned pursuant to a provision for such abandonment, if any, contained in the
15 agreement of merger or consolidation.

16 (2) The secretary of state may prescribe and furnish forms for abandoning
17 the merger or consolidation, and if the secretary of state so requires, use of the forms
18 is mandatory.

19 * * *

20 §247.1. Change of jurisdiction of incorporation

21 * * *

22 B.

23 * * *

24 (2) There shall be filed with the secretary of state a certificate as to such
25 authorization by the members or shareholders, signed by an officer of the corporation
26 and acknowledged by the officer who signed it. The secretary of state may prescribe
27 and furnish forms for such certificate, and if the secretary of state so requires, use of
28 the forms is mandatory. The certificate may be delivered to the secretary of state for

1 filing as of any specified date, and, if specified upon such delivery, as of any given
2 time on such date, within thirty days after the date of delivery.

3 * * *

4 C.(1) Such a change may be made by a foreign nonprofit corporation by
5 filing with the secretary of state:

6 * * *

7 (b) An application for incorporation under this Chapter, signed by an officer
8 of the corporation and acknowledged by the officer who signed it, setting forth the
9 jurisdiction under the laws of which it is incorporated and the number of issued
10 shares of each class of its authorized stock, if any, or its number of members. The
11 secretary of state may prescribe and furnish forms for the application of
12 incorporation, and if the secretary of state so requires, use of the forms is mandatory.

13 * * *

14 §250. Voluntary proceedings for dissolution; authorization; appointment of
15 liquidators

16 * * *

17 C. The members or incorporators authorizing the dissolution may authorize
18 liquidation of the affairs of the corporation out of court, by appointment of one or
19 more liquidators to conduct the liquidation, but the appointment shall not be
20 operative until:

21 * * *

22 (2) A certificate that the dissolution has been authorized in accordance with
23 this Section, setting forth the manner of such authorization, has been signed by an
24 officer of the corporation, acknowledged by the officer who signed it, and filed with
25 the secretary of state, who, after all fees and charges have been paid as required by
26 law, shall record the same in his office and endorse thereon the date of filing thereof
27 with him. The secretary of state may prescribe and furnish forms for the certificate,
28 and if the secretary of state so requires, use of the forms is mandatory.

29 * * *

1 §250.1. Dissolution by affidavit

2 A.(1) In addition to all other methods of dissolution, if the corporation is not
3 doing business and owes no debts, it may be dissolved by filing an affidavit with the
4 secretary of state executed by the shareholders or by the incorporator if no shares
5 have been issued, attesting to such facts and requesting that the corporation be
6 dissolved. Thereafter, the shareholders or the incorporator if no shares have been
7 issued shall be personally liable for any debts or claims, if any, against the
8 corporation in proportion to their ownership in the shares of the corporation.

9 (2) The secretary of state may prescribe and furnish forms for the affidavit,
10 and if the secretary of state so requires, use of the forms is mandatory.

11 * * *

12 §256. Certificate of dissolution; assets omitted from liquidation; post-dissolution
13 proceedings

14 A. When a corporation has been liquidated completely:

15 * * *

16 (2) If the proceeding is out of court, the liquidator shall sign and
17 acknowledge a certificate stating that the corporation has been liquidated and is
18 dissolved. The secretary of state may prescribe and furnish forms for the certificate,
19 and if the secretary of state so requires, use of the forms is mandatory.

20 * * *

21 §257. Termination of proceedings for dissolution

22 * * *

23 B.(1) At any time before the corporate existence ceases, a voluntary
24 proceeding for dissolution may be terminated by such affirmative vote of the
25 members as was required to commence the proceeding, given at a special meeting
26 called by the liquidator or the board of directors, the notice of which set forth
27 consideration of termination of the proceeding as a purpose of the meeting.
28 Certificates of such action shall be signed by an officer of the corporation and
29 acknowledged by the officer who signed them.

1 (11)(a) If the corporation contracts with the state, a statement acknowledging
2 such contract shall be filed with the secretary of state, ~~and~~ . The secretary of state
3 may prescribe and furnish forms for such statement, and if the secretary of state so
4 requires, use of the forms is mandatory. The statement shall include the names and
5 addresses of all persons or corporate entities who hold an ownership interest of five
6 percent or more in the corporation or who hold by proxy the voting power of five
7 percent or more in the corporation and, if anyone is holding stock in his own name
8 that actually belongs to another, the name of the person for whom held, including
9 stock held pursuant to a counterletter. The statement acknowledging a state contract
10 and ownership and voting interest shall be duly acknowledged, or executed by
11 authentic act.

* * *

12
13 §307.1. Certificate of correction by a foreign corporation

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

25 §308. Registered agent; registered office; principal business establishment; keeping
26 of records by foreign corporation

27 * * *

1 delivering to the secretary of state a request that withdrawal proceedings be
 2 terminated. The request shall be signed by any officer of the corporation. The
 3 secretary of state may prescribe and furnish forms for filing the request to terminate
 4 withdrawal proceedings, and if the secretary of state so requires, use of the forms is
 5 mandatory. After all fees and charges have been paid as required by law, the
 6 secretary of state shall place the request to terminate withdrawal proceedings on file
 7 in his office. The secretary of the Department of Revenue and the administrator of
 8 Louisiana Employment Security Law shall be notified by the secretary of state of the
 9 termination of withdrawal proceedings.

10 §313. Revocation of certificate of authority

11 * * *

12 D.(1) The certificate of authority of a foreign corporation to transact business
 13 in this state may be suspended by the secretary of state when, according to the
 14 records of his office, such foreign corporation is not in compliance with ~~Paragraphs~~
 15 Paragraph (A)(1), (2), (3), or (4) of Subsection A of this Section and the secretary of
 16 state is authorized to revoke the suspension where the failure to comply with ~~said the~~ the
 17 Paragraphs has been remedied by compliance.

18 ~~Before the certificate of authority of a foreign corporation is suspended under~~
 19 ~~the provisions of this Subsection, any corporation having failed to comply with such~~
 20 ~~Paragraphs, according to the records of the office of the secretary of state, shall be~~
 21 ~~notified in writing at its last known address of such noncompliance, and the notice~~
 22 ~~shall afford any such corporation fifteen days from the receipt of the written notice~~
 23 ~~to comply with Paragraphs (1), (2), (3), or (4) of Subsection A of this Section, or to~~
 24 ~~show cause why the written notice should not have been given.~~

25 ~~The secretary of state is authorized to hold hearings and take evidence where~~
 26 ~~the corporation undertakes to show cause why its certificate of authority should not~~
 27 ~~be suspended and to make an order suspending the certificate of authority in the light~~
 28 ~~of such evidence where the order is justified according to same. The order shall be~~
 29 ~~recorded in the archives of his office.~~

1 ~~Where notice of noncompliance has been furnished as provided in this~~
2 ~~Subsection and no showing or reply has been made within the fifteen day period~~
3 ~~allowed, it shall be presumed that the corporation has failed to comply with~~
4 ~~Paragraphs (1), (2), (3), or (4) of Subsection A of this Section and the secretary of~~
5 ~~state may suspend the certificate of authority of any such corporation.~~

6 (2) The secretary of state shall give the corporation at least sixty days written
7 notice of the secretary's intention to suspend the corporation's certificate of authority.
8 The notice shall be mailed to the corporation's last known address by United States
9 mail.

10 (3) In the event any such corporation thereafter complies with the
11 requirements of said paragraphs, Paragraph (A)(1), (2), (3), or (4) of this Section, or
12 shows that it was already in compliance with same, the secretary of state is
13 authorized to revoke any suspension issued by him in respect to said the corporation
14 and to restore ~~same~~ the corporation to good standing and record same in the archives
15 of his office.

16 (4) If a corporation's certificate of authority is suspended for failure to file
17 its annual report within the time required by this Chapter as referenced in Paragraph
18 (A)(1) of this Section, and has been suspended for six months or more, the secretary
19 of state shall revoke the suspension only if the required annual report is accompanied
20 by a certificate of corporate existence or a certificate of good standing, not a certified
21 copy of the corporation's articles or certificate of incorporation, from an authorized
22 official of the jurisdiction of its incorporation bearing an original signature and dated
23 within ninety days of its submission.

24 ~~Where any order of suspension is made under this Subsection, the secretary~~
25 ~~of state shall forward a certified copy of the order to the corporation's last known~~
26 ~~address by certified mail, return receipt requested. Similar notice shall be furnished~~
27 ~~in the event of revocation of such suspension.~~

1 of state may prescribe and furnish forms for filing the amendment, and if the
2 secretary of state so requires, use of the forms is mandatory.

3 * * *

4 §1310. Certificates of correction

5 * * *

6 F. The certificate of correction shall be executed by a manager of the limited
7 liability company, if management of the limited liability company is vested in one
8 or more managers pursuant to R.S. 12:1312, or by at least one member, if
9 management of the limited liability company is reserved to the members. The
10 certificate of correction shall be acknowledged by at least one of the persons who
11 signed it or may be in the form of an authentic act. The certificate of correction shall
12 be filed with the secretary of state, who, after all taxes, fees, and charges have been
13 paid as required by law, shall record the certificate of correction in his office and
14 endorse thereon the date and, if requested, the hour of the filing thereof with him.

15 The secretary of state may prescribe and furnish forms for filing the certificate of
16 correction, and if the secretary of state so requires, use of the forms is mandatory.

17 * * *

18 §1335.1. Dissolution by affidavit

19 A. In addition to all other methods of dissolution, if a limited liability
20 company is no longer doing business, owes no debts, and owns no immovable
21 property, it may be dissolved by filing an affidavit with the secretary of state
22 executed by the members or by the organizer, if no membership interests have been
23 issued, attesting to such facts and requesting that the limited liability company be
24 dissolved. Thereafter, the members, or the organizer if no membership interests have
25 been issued, shall be personally liable for any debts or other claims against the
26 limited liability company in proportion to their ownership interest in the company.

27 The secretary of state may prescribe and furnish forms for filing the affidavit, and
28 if the secretary of state so requires, use of the forms is mandatory.

29 * * *

1 §1339. Articles of dissolution

2 * * *

3 B.(1) The articles of dissolution shall be signed by one or more managers,
4 if management of the limited liability company is vested in one or more managers
5 pursuant to R.S. 12:1312, or one or more members, if management of the limited
6 liability company is reserved to the members, acknowledged by one of the persons
7 executing the articles and filed with the secretary of state, who, after all fees and
8 charges have been paid as required by law, shall record the same in his office and
9 endorse thereon the date of filing thereof with him.

10 (2) The secretary of state may prescribe and furnish forms for filing the
11 articles of dissolution, and if the secretary of state so requires, use of the forms is
12 mandatory.

13 §1340. Certificate of dissolution; assets omitted from liquidation; post-dissolution
14 proceedings

15 A. When a limited liability company has been liquidated completely:

16 (1) One or more members or the liquidator shall sign and acknowledge a
17 certificate stating that the limited liability company has been liquidated and is
18 dissolved. The secretary of state may prescribe and furnish forms for filing the
19 certificate, and if the secretary of state so requires, use of the forms is mandatory.

20 * * *

21 §1349. Certificate of correction by a foreign limited liability company

22 A. Whenever the original application for a certificate of authority or an
23 application for an amended certificate of authority filed with the secretary of state
24 under any provision of this Chapter is an inaccurate record of the action therein
25 referred to, or is defectively or erroneously executed or acknowledged, such
26 instrument may be corrected by filing with the secretary of state a certificate of
27 correction.

28 B. The certificate of correction shall specify the inaccuracy or defect to be
29 corrected and shall set forth that portion of the instrument in corrected form.

1 paid as required by law, the secretary of state shall place the request to terminate
 2 withdrawal proceedings on file in his office and shall acknowledge receipt of the
 3 request by returning the application for withdrawal forms to the limited liability
 4 company or its representative. The secretary of the Department of Revenue and the
 5 administrator of Louisiana Employment Security Law shall be notified by the
 6 secretary of state of the termination of withdrawal proceedings.

7 §1353. Revocation or suspension of certificate of authority; limitation on authority
 8 to do business with the state

9 * * *

10 D.(1) The certificate of authority of a foreign limited liability company to
 11 transact business in this state may be suspended by the secretary of state when,
 12 according to the records of his office, such foreign limited liability company is not
 13 in compliance with a requirement of this Chapter or other relevant law as stated in
 14 Paragraphs (A)(1) through (4) of ~~Subsection A~~ of this Section. The secretary of state
 15 is authorized to revoke the suspension when any such failure to comply has been
 16 remedied by compliance.

17 ~~(2) Before the certificate of authority of a foreign limited liability company~~
 18 ~~is suspended under the provisions of this Subsection, any limited liability company~~
 19 ~~having failed to comply with any such requirement, according to the records of the~~
 20 ~~office of the secretary of state, shall be notified in writing at its last known address~~
 21 ~~of such noncompliance, and the notice shall afford any such limited liability~~
 22 ~~company fifteen days from the receipt of the written notice to comply with any such~~
 23 ~~requirement or to show cause why the written notice should not have been given.~~
 24 ~~The secretary of state is authorized to hold hearings and take evidence when the~~
 25 ~~limited liability company undertakes to show cause why its certificate of authority~~
 26 ~~should not be suspended and to make an order suspending the certificate of authority~~
 27 ~~in the light of such evidence when the order is justified. The order shall be recorded~~
 28 ~~in the archives of the secretary of state.~~

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

1 ~~(3) When notice of noncompliance has been furnished as provided in this~~
2 ~~Subsection and no showing or reply has been made within the fifteen-day period~~
3 ~~allowed, it shall be presumed that the limited liability company has failed to comply~~
4 ~~with a requirement of this Chapter or other relevant law as stated in Paragraphs (1)~~
5 ~~through (4) of Subsection A of this Section and the secretary of state may suspend~~
6 ~~the certificate of authority of any such limited liability company. The secretary of~~
7 ~~state shall give the limited liability company at least sixty days written notice of the~~
8 ~~secretary's intention to suspend the limited liability company's certificate of~~
9 ~~authority. The notice shall be mailed to the limited liability company's last known~~
10 ~~address by United States mail. In the event any such limited liability company~~
11 ~~thereafter complies with any such requirement, or shows that it was already in~~
12 ~~compliance with same, the secretary of state is authorized to revoke any suspension~~
13 ~~issued by him in respect to such limited liability company, to restore same to good~~
14 ~~standing, and to record same in the archives of his office. If a limited liability~~
15 ~~company's certificate of authority is suspended for failure to file its annual report~~
16 ~~within the time required by this Chapter as referenced in Paragraph (A)(9) of this~~
17 ~~Section, and has been suspended for six months or more, the secretary of state shall~~
18 ~~revoke the suspension only if the required annual report is accompanied by a~~
19 ~~certificate of existence or a certificate of good standing, not a certified copy of the~~
20 ~~limited liability company's articles or certificate of organization, from an authorized~~
21 ~~official of the jurisdiction of its organization bearing an original signature and dated~~
22 ~~within ninety days of its submission. Where any order of suspension is made under~~
23 ~~this Subsection, the secretary of state shall forward a certified copy of the order to~~
24 ~~the limited liability company's last known address by certified mail, return receipt~~
25 ~~requested. Similar notice shall be furnished in the event of revocation of such~~
26 ~~suspension.~~

* * *

§1360. Certificate of merger or consolidation

* * *

1 §1804. Election of status; corporate name

2 A. A business corporation incorporated in accordance with R.S. ~~12:21~~ 12:1-
3 201 et seq. may elect to be a benefit corporation under this Chapter by stating in its
4 articles that it is a benefit corporation subject to this Chapter.

5 * * *

6 Section 3. R.S. 51:211(A), 215.1(A), and 219 are hereby amended and reenacted and
7 R.S. 51:217(C) is hereby enacted to read as follows:

8 §211. Definitions

9 A. The term "trademark" as used herein means any ~~work~~ word, name,
10 symbol, or device or any combination thereof adopted and used by a person to
11 identify goods made or sold by him and to distinguish them from goods made or sold
12 by others.

13 * * *

14 §215.1. Certificate of correction

15 A.(1) Whenever the original certificate of registration filed with the secretary
16 of state under any provision of this Chapter is an inaccurate record of the trade name
17 action, trademark action, or service mark action therein referred to, or is defectively
18 or erroneously executed or acknowledged, such instrument may be corrected by
19 filing with the secretary of state a certificate of correction which shall be executed,
20 acknowledged, filed, and recorded in accordance with this Section.

21 (2) The certificate of correction shall specify the inaccuracy or defect to be
22 corrected and shall set forth that portion of the instrument in correct form.

23 (3) The secretary of state may prescribe and furnish forms for filing the
24 certificate of correction, and if the secretary of state so requires, use of the forms is
25 mandatory.

26 * * *

27 §217. Assignment

28 * * *

1 B. The secretary of state may prescribe and furnish forms for filing a
2 voluntary cancellation of registration in accordance with Subsection A of this
3 Section, and if the secretary of state so requires, use of the forms is mandatory.

4 Section 4. This Act shall become effective upon signature by the governor or, if not
5 signed by the governor, upon expiration of the time for bills to become law without signature
6 by the governor, as provided by Article III, Section 18 of the Constitution of Louisiana. If
7 vetoed by the governor and subsequently approved by the legislature, this Act shall become
8 effective on the day following such approval.

DIGEST

The digest printed below was prepared by House Legislative Services. It constitutes no part of the legislative instrument. The keyword, one-liner, abstract, and digest do not constitute part of the law or proof or indicia of legislative intent. [R.S. 1:13(B) and 24:177(E)]

HB 297 Original

2019 Regular Session

Howard

Abstract: Relative to the secretary of state's office, provides filing and withdrawal procedures, provides for revocation or suspension of certificate of authority, provides for conversion of state of organization requests, and provides for confidentiality of information.

Proposed law allows the secretary of state's office to prescribe and furnish forms for certain filings.

Proposed law allows the secretary of state's office to mandate use of forms for certain filings.

Proposed law provides that the failure to include the taxpayer identification number of the partnership, when filing a statement of registry, shall not invalidate nor cause the secretary of state to reject the contract.

Present law requires a corporation to deliver two copies of an application for withdrawal to the secretary of state. Proposed law reduces the number of copies the corporation must deliver from two to one.

Present law requires the secretary of state to provide written notice to a foreign corporation or limited liability company before the certificate of authority is suspended, and the notice shall afford the corporation 15 days to comply with present law or to show cause why the written notice should not have been given. Present law authorizes the secretary of state to hold hearings and take evidence when the corporation or limited liability company undertakes to show cause why the written notice should not have been given. Present law allows the secretary of state to suspend the certificate of authority of any such corporation or limited liability company, if the corporation or limited liability company does not reply within the 15 day period. Proposed law repeals present law.

Proposed law requires the secretary of state to provide at least 60 days written notice of the secretary of state's intention to suspend a corporation's or limited liability company's certificate of authority.

Proposed law provides that if a corporation's or limited liability company's certificate of authority is suspended for failure to file its annual report within the time required by present law, and has been suspended for six months or more, the secretary of state shall revoke the suspension only if the required annual report is accompanied by a certificate of existence or a certificate of good standing.

Present law requires that when any order of suspension is made, the secretary of state shall forward a certified copy of the order to the corporation and provide similar notice in the event of revocation of such suspension. Proposed law repeals present law.

Proposed law requires a request for conversion of state of organization to be acknowledged by at least one of the persons who signed or to execute it by authentic act.

Present law provides that electronic mail addresses and short message service numbers submitted to or captured by the secretary of state pursuant to present law shall be confidential and not be disclosed except in the course of interactions provided for in present law. Proposed law adds internet protocol address numbers to this list of confidential items.

Proposed law provides a list of items relating to the secretary of state's computer systems and equipment shall be confidential and shall not be disclosed by the secretary of state or any employee or official of the Dept. of State.

Effective upon signature of governor or lapse of time of gubernatorial action.

(Amends R.S. 9:3403(A), 3409(B) and (C), 3422(A), 3427, 3428(B) and (C), 3432(F), and 3445(B), R.S.12:1-121(B), 1-1007(C), 205(A) and (E)(1), 205.1(B) and (C), 238(B), 239.1(A), 241, 243(F)(1) and (H), 247.1 (B)(2) and (C)(1)(b), 250(C)(2), 250.1(A), 256(A)(2), 257(B), 262.1(E)(1), 304(A)(11)(a), 307.1, 312(C), 312.1, 313(D), 492(C), 1304(A), 1308.1(B), 1308.2(C)(1), 1308.3(C)(introductory paragraph), 1309(B), 1310(F), 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B), 1352, 1353(D), 1360(B), 1702, and 1804(A), and R.S. 51:211(A), 215.1(A), and 219; Adds R.S. 9:3409(D) and 3428(D), R.S. 12:205.1(D), 236(F), 243(G)(5), 308(G), 309(C), 1307(D), 1308(G), 1308.1(C), 1350(G), and 1350.1(C), and R.S. 51:217(C))