
DIGEST

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HB 297 Engrossed

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 authorizes the secretary of state to implement and establish procedures and systems for secure online form filing for the filing of any instrument required under present law. Proposed law retains present law and extends the authorization to include the uploading of any drafted instrument, notwithstanding any provision of present law requiring mandatory use of a form promulgated by the secretary of state.

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)(intro para), 1309(B), 1310(F), 1335.1(A), 1339(B), 1340(A)(1), 1349, 1350.1(B), 1352, 1353(D), 1360(B), 1701(C)(1), 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))

Summary of Amendments Adopted by House

The Committee Amendments Proposed by House Committee on Commerce to the original bill:

1. Extend the authorization of the secretary of state to implement and establish procedures and systems for secure online form filing for the filing of any instrument to include the uploading of any drafted instrument, notwithstanding any provision of law requiring the mandatory use of a form promulgated by the secretary of state.
2. Make technical changes.