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:

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CODING: Words in struck through type are deletions from existing law; words <u>underscored</u> are additions.

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	* * *			

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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.		
20	* * *		

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 395	Original	
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2023 Regular Session

Hilferty

Abstract: Provides for the filings and form requirements of certain business entities.

<u>Present law</u> (R.S. 9:3403(A)(1)) provides that a partnership contract should contain certain requirements.

<u>Proposed law</u> retains <u>present law</u> and adds that a partnership contract must be written in English.

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

<u>Proposed law</u> retains <u>present law</u> and adds Articles of charter surrender to the list of documents.

<u>Present law</u> (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.

<u>Proposed law</u> retains <u>present law</u> 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.

<u>Present law</u> (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. <u>Present law</u> further requires a certificate of correction to specify the inaccuracy or defects to be corrected.

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

<u>Proposed law</u> (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))