

2020 Regular Session

SENATE BILL NO. 54

BY SENATOR FOIL

CORPORATIONS. Provides relative to articles of incorporation and qualifications of registered agents of certain corporations. (gov sig)

1 AN ACT

2 To amend and reenact R.S. 12:262.1(C) and 406(A) and to enact R.S. 12:1-501(2)(b)(iii),
3 relative to corporations; to provide relative to organizational documents, including
4 articles of incorporation; to provide relative to qualifications of registered agents for
5 certain types of corporations; to provide for revocation of articles of incorporation
6 by the secretary of state; to provide for terms, conditions, and procedures; and to
7 provide for related matters.

8 Be it enacted by the Legislature of Louisiana:

9 Section 1. R.S. 12:262.1(C) and 406(A) are hereby amended and reenacted and R.S.
10 12:1-501(2)(b)(iii) is hereby enacted to read as follows:

11 §1-501. Registered office and registered agent

12 Each corporation ~~must~~ shall continuously maintain in this state both of the
13 following:

14 * * *

15 (2) A registered agent, who may be either of the following:

16 * * *

17 (b) A domestic or foreign corporation or other eligible entity that does all of

1 the following:

2 * * *

3 (iii) Acts as the agent of a corporation for service of process as
4 authorized by its organizational documents.

5 * * *

6 §262.1. Failure to file annual reports; revocation and reinstatement of articles;
7 limitation on authority to do business with the state

8 * * *

9 ~~C. In any case where the secretary of state revokes the articles of~~
10 ~~incorporation and the corporate franchise, as authorized in Subsection A of this~~
11 ~~Section, the secretary of state shall, without charge, record notice of such revocation~~
12 ~~in the conveyance records and the corporation's registry of the office of the clerk of~~
13 ~~court in the parish where the corporation maintains its registered office and, in the~~
14 ~~parish of Orleans, such notice shall be recorded in the office of the recorder of~~
15 ~~mortgages and register of conveyances for said parish. The corporation shall not be~~
16 ~~revoked if the corporation places itself in good standing.~~

17 * * *

18 §406. Articles of incorporation

19 A. The articles of incorporation of a cooperative shall recite in the caption
20 that they are executed pursuant to this Part. The articles shall be executed by
21 authentic act, signed by each of the incorporators, and shall state **the following**:

- 22 (1) The name of the cooperative;
- 23 (2) The address of its principal office;
- 24 (3) The names and addresses of the incorporators;
- 25 (4) The names and addresses of the persons who shall constitute its first
- 26 board of directors;
- 27 (5) Its duration; ~~and,~~
- 28 (6) Any provisions not inconsistent with this Part ~~deemed~~ **considered**
- 29 necessary or advisable for the conduct of its business and affairs, including any

1 provision authorized by ~~R.S. 12:24(C)(4)~~ **R.S. 12:1-202(B)(5)**.

2 * * *

3 Section 2. This Act shall become effective upon signature by the governor or, if not
4 signed by the governor, upon expiration of the time for bills to become law without signature
5 by the governor, as provided by Article III, Section 18 of the Constitution of Louisiana. If
6 vetoed by the governor and subsequently approved by the legislature, this Act shall become
7 effective on the day following such approval.

The original instrument was prepared by Michelle D. Ridge. The following digest, which does not constitute a part of the legislative instrument, was prepared by Jeanne Johnston.

DIGEST

SB 54 Reengrossed 2020 Regular Session Foil

Present law provides that each corporation shall continuously maintain a registered office and a registered agent in the state.

Present law provides that a registered agent may be a domestic or foreign corporation or other eligible entity that does the following:

- (1) Continuously maintains an office in this state, and in the case of a foreign corporation or foreign eligible entity, is authorized to transact business in the state.
- (2) Files with the secretary of state a statement setting forth the names of at least two individuals at its address in the state, each of whom is authorized to receive any process served on it as such agent.

Proposed law retains present law and adds a third requirement that a domestic or foreign corporation or other eligible entity must also be authorized by its organizational documents to act as the agent of the corporation for service of process to be a registered agent.

Present law requires the secretary of state to revoke the articles of incorporation and franchise of such corporation under certain circumstances. Provides that the secretary of state shall, without charge, record notice of such revocation as required by law.

Proposed law removes present law requirement of the secretary of state to record notice of the revocation of the articles of incorporation.

Present law provides relative to special corporations and the articles of incorporation of a cooperative.

Proposed law retains present law and provides that the articles of incorporation may include a provision permitting or making obligatory indemnification of a director or officer under certain circumstances.

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

(Amends R.S. 12:262.1(C) and 406(A); adds R.S. 12:1-501(2)(b)(iii))

Summary of Amendments Adopted by Senate

Senate Floor Amendments to engrossed bill

1. Technical changes.