



Business Entity Legislation

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State	Bill	Introduced	Description	Status
AL	H472	4/6/17	Revises Alabama Partnership Act and procedures applicable to limited liability partnerships. Makes conforming changes to other business entity statutes. Similar to SB 361.	Assigned to House Judiciary Committee.
AL	S361	4/6/17	Revises Alabama Partnership Act and procedures applicable to limited liability partnerships. Makes conforming changes to other business entity statutes. Similar to HB 472.	Passed Senate on 4/25/17. Passed House Judiciary Committee on 5/3/17.
DE	H57	1/26/17	Provides that a registered agent must verify the purpose for which each company is formed, as stated in the LLC application and shall compare the purpose of such clients' requests to form, domesticate, or register a limited liability company with prohibited or restricted investment and disclosure requirements of 12 specified federal laws. This bill prohibits a registered agent from filing an application for certification of a person, group, organization, or country as a limited liability company or filing an application for domestication or registration of a foreign (non U.S.) limited liability company if the client appears to be avoiding the enforcement of any of specified federal laws by becoming a DE limited liability company or a foreign one registered in DE.	Tabled 6/14/2017.
DE	S69	5/5/17	Provides statutory authority for DE corporations to use distributed electronic ledger or "blockchain" technology for the creation and maintenance of corporate records.	ENACTED 7/21/17. Takes effect on 8/1/17.

State	Bill	Introduced	Description	Status
DE	S70	5/5/17	Amends partnership law to clarify and confirm the distinction between domestic partnerships and foreign partnerships and to make certain other changes related to entity conversion.	ENACTED 7/21/17. Takes effect on 8/1/17.
DE	S71	5/5/17	Amends the DE Revised Uniform Limited Partnership Act to clarify and confirm the distinction between domestic limited partnerships and foreign limited partnerships and to make certain other clarifications.	ENACTED 7/21/17. Takes effect on 8/1/17.
DE	S72	5/5/17	Amends the DE Limited Liability Company Act to clarify and confirm the distinction between domestic limited liability companies and foreign limited liability companies and to make certain other confirmations and clarifications related to conversions and authority.	ENACTED 7/21/17. Takes effect on 8/1/17.
HI	H1027	1/23/17	Amends the state's non-profit corporation law. The bill provides for conversion to or from a foreign corporation and adds a duty of loyalty to officers and directors.	ENACTED 7/5/17. Took effect immediately.
HI	S893	1/23/17	Amends the state's non-profit corporation law. The bill provides for conversion to or from a foreign corporation and adds a duty of loyalty to officers and directors.	Deferred in Judiciary and Labor Committee 2/27/17.
ID	H193	2/17/17	Amends Idaho's Uniform Business Organizations Code by authorizing the secretary of state to deliver a record to a person by means of electronic transmission pursuant to UETA.	ENACTED 3/24/17. Takes effect 7/1/17.
IN	S443	1/12/17	Enacts provisions of the Uniform Business Organization Code, including the Uniform Model Registered Agents Act and the Uniform Model Entity Transactions Act. Makes conforming changes. Amended on Senate floor with mostly technical changes.	ENACTED 4/21/17. Takes effect 1/1/18.

State	Bill	Introduced	Description	Status
MD	H744	2/2/17	Provides that certain individuals, under certain circumstances, are deemed to have consented to the appointment of the resident agent of a MD corporation or a MD REIT or, if there is no resident agent, the SDAT, as an agent on which service of process may be made in certain actions or proceedings; provides that a certain consent to service of process is effective under certain circumstances and has certain legal force and validity; provides that a certain appointment as an agent for service of process is irrevocable. Also changes some fees.	ENACTED 5/25/17. Takes effect on 10/1/17.
MD	S481	1/30/17	Provides that certain individuals, under certain circumstances, are deemed to have consented to the appointment of the resident agent of a MD corporation or a MD REIT or, if there is no resident agent, the SDAT, as an agent on which service of process may be made in certain actions or proceedings; provides that a certain consent to service of process is effective under certain circumstances and has certain legal force and validity; provides that a certain appointment as an agent for service of process is irrevocable. Also changes some fees.	VETOED on 5/26/17 as duplicate to HB 744.
MA	S196	2/22/17	Reduces filing fees for a certificate of organization and annual reports for limited liability companies with 6 or fewer employees from \$500 to \$250.	Assigned to Economic Development and Emerging Technologies Committee.
NE	L292	1/11/17	Authorizes series LLCs under the Nebraska Uniform Limited Liability Company Act.	Carryover to 2018.

State	Bill	Introduced	Description	Status
NV	S41	2/6/17	Amends various business entity provisions. The amendments revise provisions governing the examination of the records required to be maintained by registered agents; revise the requirement for certain charitable organizations to register with the Secretary of State before soliciting charitable contributions in this State; and revise provisions governing the reinstatement of the charter of a corporation sole.	ENACTED 6/4/17. Takes effect on 10/1/17.
NJ	A1600	1/27/16	This bill modifies applicable business filing statutes contained in the "New Jersey Business Corporation Act" by adding domestication and conversion provisions across all business entity types.	Carry over bill from 2016. Pending in Regulatory Oversight Committee.
NJ	A1786	1/27/16	This bill permits partnerships and limited partnerships to convert to and from other business entities and clarify indemnification standards, address notice issues, and make certain other changes to the "Revised Uniform Limited Liability Company Act."	Carry over bill from 2016. Pending in Commerce and Economic Development Committee.
NJ	S1089	2/8/16	This bill would modernize business filing statutes to include entity conversion and domestication.	Carry over bill from 2016. Pending in Senate Commerce Committee.
OK	S769	2/6/17	Amends the Oklahoma General Corporation Act. Substitute bill on 2/23/17 includes provisions related to registered agents. The substitute bill requires registered agents to collect certain information regarding a communications contact for the represented entity. In addition, the bill provides that service upon a registered agent for the entity is service upon a corporation is service upon officers and directors whose removal is sought and imposes a duty to forward such service of process to each officer or director.	ENACTED on 5/22/17. Takes effect 11/1/17.

State	Bill	Introduced	Description	Status
OR	H2191	2/1/17	Amendment eliminated licensing requirements for registered agents. The bill authorizes the secretary of state to investigate alleged or potential violations of business entity statutes and to require business entity to provide list of shareholders and respond to interrogatories. It also permits the secretary of state to impose penalties, cancel or revoke incorporation or dissolve a business entity that violates statutes or fails to cooperate with investigation. It also subjects directors, officers, employees, members and managers of a shell entity to claims for damages from a person that suffers ascertainable loss of money or property resulting from knowing dissemination of materially false statement concerning certain aspects of the shell entity's finances and operations.	Passed House on 7/5/17.
OR	H2352	2/1/17	Provides that the principal office of a business entity formed or authorized to transact business in Oregon must have a physical street address that may not be commercial mail receiving agency, mail forwarding business or virtual office. Also subjects directors, officers, employees, members and managers of business entity to claim for damages from person that suffers ascertainable loss of money or property resulting from knowing dissemination of materially false statement concerning certain aspects of business entity's finances and operations. Authorizes secretary of state to investigate potential violations of business entity statutes.	Assigned to Business and Labor Committee.
OR	H2353	2/1/17	Requires the filing of e a document that declares whether a corporation or LLC has previously filed or will file tax return or that lists certain identifying information for each of the company's beneficial owners and specifies circumstances under which and entities to which the secretary of state may disclose information from document.	Assigned to Business and Labor Committee.

State	Bill	Introduced	Description	Status
OR	H2354	2/1/17	Requires licensing of commercial registered agents. Enables secretary of state to review books and records of licensees to enforce provisions of the Act.	Assigned to Business and Labor Committee.
RI	S719	4/6/17	Substitute bill on 6/28/17 would require the tax administrator to file a public list of corporations and LLCs that have failed to pay required fees and taxes, and upon receipt of such list, the secretary of state may initiate applicable revocation proceedings. The substitute bill would also remove the requirement of obtaining a certificate of good standing from the division of taxation with respect to certain filing actions with the secretary of state.	Passed Senate on 6/29/17. Passed House Corporations Committee 6/30/17.
SC	H3108	1/10/17	Enacts the Uniform Limited Liability Company Act.	Assigned to Judiciary Committee.
SC	H3109	1/10/17	Enacts the Uniform Unincorporated Nonprofit Association Act.	Assigned to Judiciary Committee.
SC	H3230	1/10/17	Enacts the South Carolina Uniform Partnership Act.	Assigned to Judiciary Committee.
SC	S189	1/10/17	Enacts the Uniform Limited Liability Company Act.	Assigned to Labor, Commerce and Industry Committee.
SC	S190	1/10/17	Enacts the Uniform Unincorporated Nonprofit Association Act.	Assigned to Labor, Commerce and Industry Committee.
SC	S193	1/10/17	Enacts the South Carolina Uniform Partnership Act.	Assigned to Labor, Commerce and Industry Committee.
VA	H130	1/13/16	The bill would require that the name of the series with limited liability must contain the entire name of the limited liability company and be distinguishable from the names of the other series set forth in the articles of organization. Under this bill, the registered agent for the LLC is also the registered agent for each series.	Carry over bill from 2016.

State	Bill	Introduced	Description	Status
VA	H1984	1/11/17	Adopts the Limited Liability Company Protected Series Act.	FAILED. Died in Courts of Justice Committee.
WV	S547	3/8/17	Increases certain fees at the secretary of state, including raising the fee for filing articles of incorporation for a non-profit from \$50 to \$100. Also authorizes the secretary of state to charge up to \$500 for expedited service.	ENACTED on 4/24/17. Takes effect on 7/7/17.
WY	H267	1/27/17	Tripled annual report fees for corporations and LLC from a minimum of \$50 to \$150. Committee amendment reduced the proposed new fees to \$75.	FAILED. Died in Senate Corporations, Elections and Political Subdivisions Committee 2/28/17.