

Senate Study Bill 8

Bill Text

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1 1 Section 1. Section 487.104, subsection 3, Code 1997, is
1 2 amended to read as follows:
1 3 3. An agent for service of process may resign as agent
1 4

~~upon~~
~~by signing and delivering to the secretary of state an~~
1 5 original statement of resignation for filing

~~and recording~~
~~in~~
1 6 accordance with section 487.206

~~a written notice of~~

1 7

~~resignation, executed in duplicate, with the secretary of~~

1 8

~~state~~

~~The~~

~~secretary of state shall forthwith mail~~
~~agent~~

1 9 shall send a copy of the statement of resignation by certified
1 10 mail to the limited partnership at its principal place of
1 11 business. The agent shall certify to the secretary of state
1 12 that the copy has been sent to the limited partnership,
1 13 including the date the copy was sent. The appointment of the
1 14 agent terminates

~~upon the expiration of thirty days after~~

1 15

~~receipt of the notice by~~
~~on the date on which the statement is~~

1 16 filed by the secretary of state.

1 17 Sec. 2. Section 487.104A, subsection 1, paragraphs b and
1 18 d, Code 1997, are amended by striking the paragraphs.

1 19 Sec. 3. Section 487.902, subsection 5, Code 1997, is
1 20 amended to read as follows:

1 21 5. A statement that the secretary of state is the agent of
1 22 the foreign limited partnership for service of process if the
1 23 registered agent has resigned and an agent has not been
1 24 appointed under subsection 4 or, if appointed, the agent's
1 25 authority has been revoked, or if the agent cannot be found or
1 26 served with the exercise of reasonable diligence.

1 27 Sec. 4. Section 487.909, Code 1997, is amended to read as
1 28 follows:

1 29 487.909 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

1 30 An agent for service of process of a foreign limited
1 31 partnership may resign as agent

~~upon filing a written notice~~

-
1 32

~~of the resignation, executed in duplicate, with the secretary~~

-
1 33

~~of state~~

- by signing and delivering to the secretary of state

1 34 an original statement of resignation for filing in accordance

1 35 with section 487.206. The

~~secretary of state~~

- agent shall

2 1

~~forthwith mail~~

- send a copy of the statement of resignation by

2 2 certified mail to the foreign limited partnership at its

2 3 principal

~~office or office required to be maintained in the~~

-
2 4

~~state of its organization~~

- place of business. The agent shall

2 5 certify to the secretary of state that the copy has been sent

2 6 to the limited partnership, including the date the copy was

2 7 sent. The appointment of the agent terminates

~~upon the~~

-
2 8

~~expiration of thirty days after receipt of the notice by~~

- on

2 9 the date on which the statement is filed by the secretary of

2 10 state.

2 11 Sec. 5. NEW SECTION. 487.911 CHANGE OF REGISTERED OFFICE
2 12 OR REGISTERED AGENT.

2 13 1. A foreign limited partnership may change its registered
2 14 office or registered agent by delivering to the secretary of
2 15 state for filing a statement of change that sets forth all of
2 16 the following:

2 17 a. The name of the foreign limited partnership.

2 18 b. If the current registered office is to be changed, the
2 19 street address of the new registered office.

2 20 c. If the current registered agent is to be changed, the
2 21 name of the new registered agent and the new agent's written
2 22 consent to the appointment, either on the statement or
2 23 attached to the statement.

2 24 d. That after the change or changes are made, the street
2 25 addresses of its registered office and the business office of
2 26 its registered agent will be identical.

2 27 2. If a registered agent changes the street address of the
2 28 registered agent's business office, the registered agent may
2 29 change the street address of the registered office of any
2 30 foreign limited partnership for which the person is the
2 31 registered agent by notifying the foreign limited partnership
2 32 in writing of the change and signing, either manually or in
2 33 facsimile, and delivering to the secretary of state for filing
2 34 a statement that complies with the requirements of subsection
2 35 1 and recites that the foreign limited partnership has been
3 1 notified of the change.

3 2 3. If a registered agent changes the registered agent's

3 3 business address to another place, the registered agent may
3 4 change the business address and the address of the registered
3 5 agent by filing a statement as required in subsection 2 for
3 6 each foreign limited partnership, or a single statement for
3 7 all foreign limited partnerships named in the notice, except
3 8 that the statement need be signed only by the registered agent
3 9 or agents and need not be responsive to subsection 1,
3 10 paragraph "c", and must recite that a copy of the statement
3 11 has been mailed to each foreign limited partnership named in
3 12 the notice.

3 13 4. A document delivered to the secretary of state for the
3 14 purpose of changing a foreign limited partnership's registered
3 15 agent or registered office may be executed by a general
3 16 partner.

3 17 Sec. 6. Section 490.1701, subsection 3, paragraph c,
3 18 unnumbered paragraph 2, Code 1997, is amended to read as
3 19 follows:

3 20 If the county of the initial registered office as stated in
3 21 the instrument is one which is other than the county where the
3 22 principal place of business of the corporation, as designated
3 23 in its articles of incorporation, was located, the

~~secretary~~

3 24

~~of state~~

~~corporation~~ shall forward

~~also~~

~~to the county recorder~~

3 25 of the county in which the principal place of business of the
3 26 corporation was located a copy of the instrument and the
3 27

~~secretary of state~~

~~corporation~~ shall forward to the recorder

3 28 of the county in which the initial registered office of the
3 29 corporation is located, in addition to a copy of the original
3 30

~~of the~~

~~instrument, a copy of the articles of incorporation of~~

3 31 the corporation together with all amendments to them as then
3 32 on file in the secretary of state's office. The corporation
3 33 shall, through an officer or director, certify to the
3 34 secretary of state that a copy has been sent to each
3 35 applicable county recorder, including the date each copy was
4 1 sent.

4 2 Sec. 7. Section 504A.9, Code 1997, is amended to read as
4 3 follows:

4 4 504A.9 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

4 5 1. A corporation may change its registered office or

4 6

~~change its~~

~~registered agent~~

~~or agents, or both office and~~

4 7

~~agent or agents upon filing in the office of~~

~~by delivering to~~

4 8 the secretary of state for filing a statement

~~setting~~

- of
4 9 change that sets forth all of the following:
4 10
.
~~1.~~
- a. The name of the corporation.
4 11
.
~~2. The address of its then registered office.~~
-
4 12
.
~~3.~~
- b. If the
.
~~address of its~~
- current registered office is
4 13 to be changed, the street address
.
~~to which~~
- of the new
4 14 registered office
.
~~is to be changed~~
-
4 15
.
~~4. The name of its then registered agent or agents.~~
-
4 16
.
~~5.~~
- c. If
.
~~its~~
- the current registered agent
.
~~or agents are~~
- is
4 17 to be changed, the name of its
.
~~successor~~
- new registered agent
4 18
.
~~or agents,~~
- and the new agent's
.
~~or agents'~~
- written consent to
4 19 the appointment, either on the statement
.
~~, or by attaching the~~
-
4 20
.
~~agent's or agents' consent to the appointment~~
- or attached to
4 21 the statement.
4 22
.
~~6.~~
- d. That after the change or changes are made, the
4 23
.
~~address~~
- street addresses of its registered office and the

4 24

~~address of the~~
- business office of its registered agent

~~or~~

4 25

~~agents, as changed,~~
- will be identical.

4 26 2. The statement shall be delivered to the secretary of
4 27 state for filing

~~and recording~~

- in the secretary of state's
4 28 office.

4 29 3. If a registered agent

~~or agents change~~

- changes the
4 30 agent's

~~or agents'~~

- business address to another place within
4 31 the same county, the agent

~~or agents~~

- may change the address of
4 32 the registered office of any corporations of which that person
4 33 is a registered agent by filing a statement as required

~~above~~

4 34 in subsection 1 for each corporation, or a single statement
4 35 for all corporations named

~~therein~~

- in the statement, except
5 1 that

~~it~~

- the statement need be signed only by the registered
5 2 agent

~~or agents~~

- and need not be responsive to subsection

~~5~~

5 3

~~above~~

- 1, paragraph "c",

~~and~~

- but must recite that notification
5 4 of such change has been mailed to each

~~such~~

- corporation named
5 5 in the statement.

5 6 4. The change of address of registered office or the
5 7 change of registered agent

~~or agents or both registered office~~

~~and agent or agents, as the case may be, shall become~~
- becomes
5 9 effective upon the filing of such statement by the secretary
5 10 of state.
5 11 5.

~~Any~~
- A registered agent of a corporation may resign as
5 12 such agent

~~upon~~
- by signing and delivering to the secretary of
5 13 state for filing

~~a written notice thereof, executed in~~
-
5 14

~~duplicate, with the secretary of state, who shall record one~~
-
5 15

~~copy and forthwith mail the other copy thereof to the~~
-
5 16

~~corporation in care of an officer, who is not the resigning~~
-
5 17

~~registered agent, at the address of such officer as shown by~~
-
5 18

~~the most recent annual report of the corporation~~
- an original
5 19 statement of resignation. The statement of resignation may
5 20 also include a statement that the registered office is also
5 21 discontinued. The registered agent shall send a copy of the
5 22 statement of resignation by certified mail to the corporation
5 23 at its principal office and to the registered office, if the
5 24 registered office is not discontinued. The appointment of
5 25

~~such~~
- the agent

~~shall terminate upon the expiration of thirty~~
-
5 26

~~days after receipt of such notice by~~
- terminates on the date on
5 27 which the statement is filed by the secretary of state. If
5 28 the statement of resignation contains a statement that the
5 29 registered office is discontinued, such office is discontinued
5 30 on the date on which the statement of resignation is filed by
5 31 the secretary of state.

5 32 6. The secretary of state may provide for the change of
5 33 registered office or registered agent on the form prescribed
5 34 by the secretary of state for the annual report pursuant to
5 35 section 504A.83, provided that the form contains the
6 1 information required in this section. If the secretary of
6 2 state determines that an annual report does not contain the
6 3 information required by section 504A.83 but otherwise meets

6 4 the requirements of this section for the purpose of changing
6 5 the registered office or registered agent, the secretary of
6 6 state shall file the statement of change of registered office
6 7 or registered agent before returning the annual report to the
6 8 corporation pursuant to section 504A.84. A statement of
6 9 change of registered office or registered agent pursuant to
6 10 this paragraph shall be executed by a person authorized to
6 11 execute the annual report.

6 12 EXPLANATION

6 13 This bill amends provisions relating to the appointment and
6 14 resignation of registered agents of corporations and
6 15 partnerships.

6 16 Code section 487.104 is amended to provide that an agent
6 17 for service of process may resign by delivering a signed
6 18 original statement of resignation to the secretary of state
6 19 and sending a copy of the resignation by certified mail to the
6 20 limited partnership. The agent must certify to the secretary
6 21 of state that the copy has been sent to the limited
6 22 partnership. The termination is effective on the date the
6 23 statement is filed by the secretary of state. Currently, the
6 24 agent must file a written notice of resignation in duplicate
6 25 with the secretary of state and the secretary of state must
6 26 send a copy of the resignation to the limited partnership.

6 27 Code section 487.104A is amended by striking the
6 28 requirement that a limited partnership include the name and
6 29 address of the limited partnership's current registered office
6 30 and registered agent in a statement filed with the secretary
6 31 of state changing the limited partnership's registered office
6 32 or registered agent.

6 33 Code section 487.902 is amended to provide that the
6 34 secretary of state is the agent of a foreign limited
6 35 partnership for service of process if the registered agent has
7 1 resigned and an agent has not been appointed. Currently, the
7 2 section provides that the secretary of state is the agent of a
7 3 foreign limited partnership for service of process if an agent
7 4 has not been appointed pursuant to the section. However,
7 5 prior to transacting business in this state, an agent must be
7 6 appointed.

7 7 Code section 487.909 is amended to provide that an agent
7 8 for service of process may resign by delivering a signed
7 9 original statement of resignation to the secretary of state
7 10 and sending a copy of the resignation by certified mail to the
7 11 foreign limited partnership. The agent must certify to the
7 12 secretary of state that the copy has been sent to the foreign
7 13 limited partnership. The termination is effective on the date
7 14 the statement is filed by the secretary of state. Currently,
7 15 the agent must file a written notice of resignation in
7 16 duplicate with the secretary of state and the secretary of
7 17 state must send a copy of the resignation to the foreign
7 18 limited partnership.

7 19 New Code section 487.911 is created and establishes the
7 20 requirements for a foreign limited partnership to change its
7 21 registered office or registered agent. The requirements are
7 22 similar to the requirements established in Code section
7 23 487.104A which apply to domestic limited partnerships.

7 24 Code section 490.1701 is amended to provide that a
7 25 corporation which is not subject to chapter 490, but which
7 26 voluntarily elects to adopt the provisions of chapter 490, is
7 27 to forward a copy of the instrument providing for such
7 28 election to the county recorder of the county in which the
7 29 corporation's principal place of business is located. The
7 30 corporation must also forward a copy of the original
7 31 instrument and a copy of the corporation's articles of
7 32 incorporation to the county recorder of the county in which
7 33 the initial registered office of the corporation is located.
7 34 Currently the secretary of state is required to forward these
7 35 documents. The corporation must certify to the secretary of

8 1 state through an officer or director that such copies have
8 2 been sent.
8 3 Code section 504A.9 is amended by striking the requirement
8 4 that a nonprofit corporation include the name and address of
8 5 the corporation's current registered office and registered
8 6 agent in a statement filed with the secretary of state
8 7 changing the corporation's registered office or registered
8 8 agent. The section is also amended to provide that an agent
8 9 for service of process may resign by delivering a signed
8 10 original statement of resignation to the secretary of state
8 11 and sending a copy of the resignation by certified mail to the
8 12 corporation. The agent must certify to the secretary of state
8 13 that the copy has been sent to the corporation. The
8 14 termination is effective on the date the statement is filed
8 15 with the secretary of state. The statement may also contain a
8 16 statement that the registered office is also discontinued.
8 17 Currently, the agent must file a written notice of resignation
8 18 in duplicate with the secretary of state and the secretary of
8 19 state must send a copy of the resignation to the corporation.
8 20 LSB 1040DP 77
8 21 mj/sc/14