House Study Bill 529 - Introduced

HOU	SE FILE
ВУ	(PROPOSED COMMITTEE
	ON JUDICIARY BILL BY
	CHAIRPERSON HOLT)

A BILL FOR

- 1 An Act relating to the resignations of registered agents
- 2 serving certain business entities.
- 3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

- 1 Section 1. Section 486A.1213, subsection 3, Code 2020, is
- 2 amended to read as follows:
- 3 3. The agency appointment is terminated, and the registered
- 4 office discontinued if so provided, A statement of resignation
- 5 takes effect on the earlier of the following:
- 6 a. 12:01 a.m. on the thirty-first day after the date on
- 7 which the statement of resignation was it is filed with the
- 8 secretary of state.
- 9 b. The designation of a new registered agent for the
- 10 partnership.
- 11 Sec. 2. Section 488.116, subsection 3, Code 2020, is amended
- 12 to read as follows:
- 13 3. A registered agency for service of process is terminated
- 14 on the date on which the statement of resignation was filed
- 15 with the secretary of state. A statement of resignation takes
- 16 effect on the earlier of the following:
- 17 a. 12:01 a.m. on the thirty-first day after the day on which
- 18 it is filed with the secretary of state.
- 19 b. The designation of a new registered agent for the limited
- 20 partnership.
- 21 Sec. 3. Section 489.115, subsection 2, Code 2020, is amended
- 22 to read as follows:
- 23 2. The agency appointment is terminated, and the registered
- 24 office discontinued if so provided, on the date on which the
- 25 statement was filed. A statement of resignation takes effect
- 26 on the earlier of the following:
- 27 a. 12:01 a.m. on the thirty-first day after the day on which
- 28 it is filed with the secretary of state.
- 29 b. The designation of a new registered agent for the limited
- 30 liability company.
- 31 Sec. 4. Section 490.503, subsection 2, Code 2020, is amended
- 32 to read as follows:
- The agency appointment is terminated, and the registered
- 34 office discontinued if so provided, on the date on which the
- 35 statement was filed. A statement of resignation takes effect

- 1 on the earlier of the following:
- 2 a. 12:01 a.m. on the thirty-first day after the day on which
- 3 it is filed with the secretary of state.
- 4 b. The designation of a new registered agent for the
- 5 corporation.
- 6 Sec. 5. Section 490.1509, subsection 2, Code 2020, is
- 7 amended to read as follows:
- 8 2. The agency appointment is terminated, and the registered
- 9 office discontinued if so provided, on the date on which the
- 10 statement was filed. A statement of resignation takes effect
- ll on the earlier of the following:
- 12 a. 12:01 a.m. on the thirty-first day after the day on which
- 13 it is filed with the secretary of state.
- b. The designation of a new registered agent for the foreign
- 15 corporation.
- 16 Sec. 6. Section 499.74, subsection 3, Code 2020, is amended
- 17 to read as follows:
- 18 3. The agency appointment is terminated, and the registered
- 19 office discontinued if so provided, A statement of resignation
- 20 takes effect on the earlier of the following:
- 21 a. 12:01 a.m. on the thirty-first day after the date on
- 22 which the statement was it is filed with the secretary of
- 23 state.
- 24 b. The designation of a new registered agent for the
- 25 association.
- Sec. 7. Section 501.106, subsection 5, paragraph b, Code
- 27 2020, is amended to read as follows:
- 28 b. The agency appointment is terminated, and the registered
- 29 office discontinued if so provided, on the date on which the
- 30 statement was filed. A statement of resignation takes effect
- 31 on the earlier of the following:
- 32 (1) 12:01 a.m. on the thirty-first day after the day on
- 33 which it is filed with the secretary of state.
- 34 (2) The designation of a new registered agent for the
- 35 association.

- 1 Sec. 8. Section 501A.403, subsection 2, Code 2020, is
- 2 amended to read as follows:
- The agency appointment is terminated, and the registered
- 4 office discontinued if so provided, on the date on which
- 5 the statement is filed by the secretary. A statement of
- 6 resignation takes effect on the earlier of the following:
- 7 a. 12:01 a.m. on the thirty-first day after the day on which
- 8 it is filed with the secretary of state.
- 9 b. The designation of a new registered agent for the
- 10 cooperative.
- 11 Sec. 9. Section 501B.11, subsection 4, Code 2020, is amended
- 12 to read as follows:
- 13 4. a. An amendment to or cancellation of a statement
- 14 appointing an agent to receive service of process must meet the
- 15 requirements for executing an original statement. An agent may
- 16 resign by filing a resignation in the office of the secretary
- 17 of state and giving notice to the association.
- 18 b. A statement of resignation takes effect on the earlier
- 19 of the following:
- 20 (1) 12:01 a.m. on the thirty-first day after the day on
- 21 which it is filed with the secretary of state.
- 22 (2) The designation of a new registered agent for the
- 23 association.
- 24 Sec. 10. Section 504.503, subsection 2, Code 2020, is
- 25 amended to read as follows:
- 26 2. The agency appointment is terminated, and the registered
- 27 office discontinued if so provided, on the date the statement
- 28 was filed. A statement of resignation takes effect on the
- 29 earlier of the following:
- 30 a. 12:01 a.m. on the thirty-first day after the day on which
- 31 it is filed with the secretary of state.
- 32 b. The designation of a new registered agent for the
- 33 corporation.
- 34 Sec. 11. Section 504.1509, subsection 2, Code 2020, is
- 35 amended to read as follows:

- The agency appointment is terminated, and the registered
- 2 office discontinued if so provided, on the date on which the
- 3 statement is filed with the secretary of state. A statement of
- 4 resignation takes effect on the earlier of the following:
- 5 a. 12:01 a.m. on the thirty-first day after the day on which
- 6 it is filed with the secretary of state.
- 7 b. The designation of a new registered agent for the foreign
- 8 corporation.
- 9 EXPLANATION
- The inclusion of this explanation does not constitute agreement with the explanation's substance by the members of the general assembly.
- 12 BILL'S PROVISIONS. This bill provides that the resignation
- 13 of a business entity's registered agent takes effect as of
- 14 12:01 a.m. on the 31st day after the day on which a statement of
- 15 resignation is filed with the secretary of state or when a new
- 16 registered agent is designated by the business entity (e.g.,
- 17 by filing a statement of change with the secretary of state).
- 18 Currently, the appointment is terminated on the date that the
- 19 resignation statement is filed with the secretary of state.
- 20 BACKGROUND REGISTERED AGENTS AND REGISTERED OFFICES. A
- 21 registered agent is a person who represents a business entity
- 22 (other than a sole proprietorship) by serving as the official
- 23 point of contact with the state in which the business entity
- 24 is located or doing business and who acts to receive service
- 25 of process and legal or government documents or correspondence
- 26 for transmission to the business entity's principle place
- 27 of business. A registered agent is required to maintain a
- 28 business office in this state which must also be registered.
- 29 BUSINESS ENTITIES SUBJECT TO THE BILL. A business entity
- 30 required to maintain a registered agent and registered
- 31 office includes a partnership, including a limited liability
- 32 partnership (Code section 486A.1211); limited partnership
- 33 (Code section 488.114); limited liability company, including
- 34 a professional limited liability company and series limited
- 35 liability company (Code section 489.113); a business (for

- 1 profit) corporation (Code sections 490.501 and 490.1507); an
- 2 association organized on a cooperative basis (Code sections
- 3 499.72, 501.106, and 501A.401); an unincorporated nonprofit
- 4 association (Code section 501B.11); and a nonprofit corporation
- 5 (Code sections 504.501 and 504.1507).

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