

# AN ACT

To amend sections 1701.07, 1702.06, 1703.041, 1705.06, 1705.54, 1729.06, 1733.06, 1745.13, 1746.04, 1747.03, 1751.03, 1776.07, 1776.86, 1782.04, and 1782.49 of the Revised Code to expand the list of entities that may serve as statutory agents.

*Be it enacted by the General Assembly of the State of Ohio:*

SECTION 1. That sections 1701.07, 1702.06, 1703.041, 1705.06, 1705.54, 1729.06, 1733.06, 1745.13, 1746.04, 1747.03, 1751.03, 1776.07, 1776.86, 1782.04, and 1782.49 of the Revised Code be amended to read as follows:

Sec. 1701.07. (A) Every corporation shall have and maintain an agent, sometimes referred to as the "statutory agent," upon whom any process, notice, or demand required or permitted by statute to be served upon a corporation may be served. The agent ~~may~~ shall be a one of the following:

(1) ~~A~~ natural person who is a resident of this state ~~or may be a~~;

(2) ~~A~~ domestic corporation or a foreign corporation ~~holding a license as such under the laws of this state, that is authorized by its articles of incorporation to act as such agent and,~~ nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B) The secretary of state shall not accept original articles for filing unless there is filed with the articles a written appointment of an agent that is signed by the incorporators of the corporation or a majority of them and a written acceptance of the appointment that is signed by the agent. In all other cases, the corporation shall appoint the agent and shall file in the office of the secretary of state a written appointment of the agent that is signed by any authorized officer of the corporation and a written acceptance

of the appointment that is either the original acceptance signed by the agent or a photocopy, facsimile, or similar reproduction of the original acceptance signed by the agent.

(C) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in such form as the secretary of state prescribes. The secretary of state shall keep a record of the names of corporations, and the names and addresses of their respective agents.

(D) If any agent dies, removes from the state, or resigns, the corporation shall forthwith appoint another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of the agent.

(E) If the agent changes the agent's address from that appearing upon the record in the office of the secretary of state, the corporation or the agent shall forthwith file with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice to that effect that is signed by the agent and by sending a copy of the notice to the corporation at the current or last known address of its principal office on or prior to the date the notice is filed with the secretary of state. The notice shall set forth the name of the corporation, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the corporation's principal office, the resignation of the agent, and a statement that a copy of the notice has been sent to the corporation within the time and in the manner prescribed by this division. Upon the expiration of thirty days after the filing, the authority of the agent shall terminate.

(G) A corporation may revoke the appointment of an agent by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and a statement that the appointment of the former agent is revoked.

(H) Any process, notice, or demand required or permitted by statute to be served upon a corporation may be served upon the corporation by delivering a copy of it to its agent, if a natural person, or by delivering a copy of it at the address of its agent in this state, as the address appears upon the record in the office of the secretary of state. If (1) the agent cannot be found, or (2) the agent no longer has that address, or (3) the corporation has failed to maintain an agent as required by this section, and if in any such case the party desiring that the process, notice, or demand be served, or the

agent or representative of the party, shall have filed with the secretary of state an affidavit stating that one of the foregoing conditions exists and stating the most recent address of the corporation that the party after diligent search has been able to ascertain, then service of process, notice, or demand upon the secretary of state, as the agent of the corporation, may be initiated by delivering to the secretary of state or at the secretary of state's office quadruplicate copies of such process, notice, or demand and by paying to the secretary of state a fee of five dollars. The secretary of state shall forthwith give notice of the delivery to the corporation at its principal office as shown upon the record in the secretary of state's office and at any different address shown on its last franchise tax report filed in this state, or to the corporation at any different address set forth in the above mentioned affidavit, and shall forward to the corporation at said addresses, by certified mail, with request for return receipt, a copy of the process, notice, or demand; and thereupon service upon the corporation shall be deemed to have been made.

(I) The secretary of state shall keep a record of each process, notice, and demand delivered to the secretary of state or at the secretary of state's office under this section or any other law of this state that authorizes service upon the secretary of state, and shall record the time of the delivery and the action thereafter with respect thereto.

(J) This section does not limit or affect the right to serve any process, notice, or demand upon a corporation in any other manner permitted by law.

(K) Every corporation shall state in each annual report filed by it with the department of taxation the name and address of its statutory agent.

(L) Except when an original appointment of an agent is filed with the original articles, a written appointment of an agent or a written statement filed by a corporation with the secretary of state shall be signed by any authorized officer of the corporation or by the incorporators of the corporation or a majority of them if no directors have been elected.

(M) For filing a written appointment of an agent other than one filed with original articles, and for filing a statement of change of address of an agent, the secretary of state shall charge and collect the fee specified in division (R) of section 111.16 of the Revised Code.

(N) Upon the failure of a corporation to appoint another agent or to file a statement of change of address of an agent, the secretary of state shall give notice thereof by ordinary or electronic mail to the corporation at the electronic mail address provided to the secretary of state, or at the address set forth in the notice of resignation or on the last franchise tax return filed in this state by the corporation. Unless the default is cured within thirty days

after the mailing by the secretary of state of the notice or within any further period of time that the secretary of state grants, upon the expiration of that period of time from the date of the mailing, the articles of the corporation shall be canceled without further notice or action by the secretary of state. The secretary of state shall make a notation of the cancellation on the secretary of state's records.

A corporation whose articles have been canceled may be reinstated by filing, on a form prescribed by the secretary of state, an application for reinstatement and the required appointment of agent or required statement, and by paying the filing fee specified in division (Q) of section 111.16 of the Revised Code. The rights, privileges, and franchises of a corporation whose articles have been reinstated are subject to section 1701.922 of the Revised Code. The secretary of state shall furnish the tax commissioner a monthly list of all corporations canceled and reinstated under this division.

(O) This section does not apply to banks, trust companies, insurance companies, or any corporation defined under the laws of this state as a public utility for taxation purposes.

Sec. 1702.06. (A) Every corporation shall have and maintain an agent, sometimes referred to as the "statutory agent," upon whom any process, notice, or demand required or permitted by statute to be served upon a corporation may be served. The agent ~~may~~ shall be a one of the following:

(1) A natural person who is a resident of this state, or may be a:

(2) A domestic or foreign business corporation holding a license as such under the laws of this state that is authorized by its articles of incorporation to act as such agent, and, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B) The secretary of state shall not accept original articles for filing unless there is filed with the articles a written appointment of an agent signed by the incorporators of the corporation or a majority of them and a written acceptance of the appointment signed by the agent. In all other cases, the corporation shall appoint the agent and shall file in the office of the secretary of state a written appointment of the agent that is signed by any authorized officer of the corporation and a written acceptance of the appointment that is either the original acceptance signed by the agent or a photocopy, facsimile, or similar reproduction of the original acceptance

signed by the agent.

(C) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in such form as the secretary of state prescribes. The secretary of state shall keep a record of the names of corporations and the names and addresses of their respective agents.

(D) If any agent dies, removes from the state, or resigns, the corporation shall forthwith appoint another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of that agent.

(E) If the agent changes the agent's address from that appearing upon the record in the office of the secretary of state, the corporation or the agent shall forthwith file with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice to that effect that is signed by the agent and by sending a copy of the notice to the corporation at the current or last known address of its principal office on or prior to the date that notice is filed with the secretary of state. The notice shall set forth the name of the corporation, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the corporation's principal office, the resignation of the agent, and a statement that a copy of the notice has been sent to the corporation within the time and in the manner prescribed by this division. Upon the expiration of sixty days after such filing, the authority of the agent shall terminate.

(G) A corporation may revoke the appointment of an agent by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and a statement that the appointment of the former agent is revoked.

(H) Any process, notice, or demand required or permitted by statute to be served upon a corporation may be served upon the corporation by delivering a copy of it to its agent, if a natural person, or by delivering a copy of it at the address of its agent in this state, as such address appears upon the record in the office of the secretary of state. If (1) the agent cannot be found, or (2) the agent no longer has that address, or (3) the corporation has failed to maintain an agent as required by this section, and if in any such case the party desiring that such process, notice, or demand be served, or the agent or representative of the party, shall have filed with the secretary of state an affidavit stating that one of the foregoing conditions exists and

stating the most recent address of the corporation that the party after diligent search has been able to ascertain, then service of process, notice, or demand upon the secretary of state, as the agent of the corporation, may be initiated by delivering to the secretary of state or at the secretary of state's office triplicate copies of such process, notice, or demand and by paying to the secretary of state a fee of five dollars. The secretary of state shall forthwith give notice of such delivery to the corporation at its principal office as shown upon the record in the secretary of state's office and also to the corporation at any different address set forth in the above mentioned affidavit, and shall forward to the corporation at each of those addresses, by certified mail, with request for return receipt, a copy of such process, notice, or demand; and thereupon service upon the corporation shall be deemed to have been made.

(I) The secretary of state shall keep a record of each process, notice, and demand delivered to the secretary of state or at the secretary of state's office under this section or any other law of this state that authorizes service upon the secretary of state, and shall record the time of such delivery and the secretary of state's action thereafter with respect thereto.

(J) This section does not limit or affect the right to serve any process, notice, or demand upon a corporation in any other manner permitted by law.

(K) Except when an original appointment of an agent is filed with the original articles, a written appointment of an agent or a written statement filed by a corporation with the secretary of state shall be signed by any authorized officer of the corporation or by the incorporators of the corporation or a majority of them if no directors have been elected.

(L) For filing a written appointment of an agent other than one filed with original articles, and for filing a statement of change of address of an agent, the secretary of state shall charge and collect the fee specified in division (R) of section 111.16 of the Revised Code.

(M) Upon the failure of any corporation to appoint another agent or to file a statement of change of address of an agent, the secretary of state shall give notice thereof by certified mail to the corporation at the address set forth in the notice of resignation or on the most recent statement of continued existence filed in this state by the corporation. Unless the failure is cured within thirty days after the mailing by the secretary of state of the notice or within any further period the secretary of state grants, upon the expiration of that period, the articles of the corporation shall be canceled without further notice or action by the secretary of state. The secretary of state shall make a notation of the cancellation on the secretary of state's records. A corporation whose articles have been canceled may be reinstated

by filing, on a form prescribed by the secretary of state, an application for reinstatement and the required appointment of agent or required statement, and by paying the filing fee specified in division (Q) of section 111.16 of the Revised Code. The rights, privileges, and franchises of a corporation whose articles have been reinstated are subject to section 1702.60 of the Revised Code. The secretary of state shall furnish the tax commissioner a monthly list of all corporations canceled and reinstated under this division.

(N) This section does not apply to banks, trust companies, insurance companies, or any corporation defined under the laws of this state as a public utility for taxation purposes.

Sec. 1703.041. (A) Every foreign corporation for profit that is licensed to transact business in this state, and every foreign nonprofit corporation that is licensed to exercise its ~~corporate~~ privileges in this state, shall have and maintain an agent, sometimes referred to as the "designated agent," upon whom process against the corporation may be served within this state. The agent ~~may~~ shall be a one of the following:

(1) A natural person who is a resident of this state, or may be a:

(2) A domestic corporation for profit or a foreign corporation for profit holding a license under the laws of this state that is authorized by its articles of incorporation to act as an agent and, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B) The written appointment of a designated agent shall set forth the name and address of the agent, including the street and number or other particular description, and shall otherwise be in such form as the secretary of state prescribes. The secretary of state shall keep a record of the names of such foreign corporations and the names and addresses of their respective agents.

(C) If the designated agent dies, removes from the state, or resigns, the foreign corporation shall forthwith appoint another agent and file in the office of the secretary of state, on a form prescribed by the secretary of state, a written appointment of the new agent.

(D) If the designated agent changes the agent's address from that appearing upon the record in the office of the secretary of state, the foreign corporation or the designated agent in its behalf shall forthwith file with the

secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the agent's new address.

(E) A designated agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a signed statement to that effect. The secretary of state shall forthwith mail a copy of the statement to the foreign corporation at its principal office as shown by the record in the secretary of state's office. Upon the expiration of sixty days after the filing, the authority of the agent shall terminate.

(F) A foreign corporation may revoke the appointment of a designated agent by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and a statement that the appointment of the former agent is revoked.

(G) Process may be served upon a foreign corporation by delivering a copy of it to its designated agent, if a natural person, or by delivering a copy of it at the address of its agent in this state, as the address appears upon the record in the office of the secretary of state.

(H) This section does not limit or affect the right to serve process upon a foreign corporation in any other manner permitted by law.

(I) Every foreign corporation for profit shall state in each annual report filed by it with the department of taxation the name and address of its designated agent in this state.

Sec. 1705.06. (A) Each limited liability company shall maintain continuously in this state an agent for service of process on the company. The agent shall be ~~an individual~~ one of the following:

(1) A natural person who is a resident of this state; ~~a;~~

(2) A domestic corporation, or a foreign corporation holding a license as a foreign corporation under the laws of, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B)(1) The secretary of state shall not accept original articles of organization of a limited liability company for filing unless the articles are accompanied by both of the following:

(a) A written appointment of an agent as described in division (A) of this section that is signed by an authorized member, manager, or other representative of the limited liability company;



(b) A written acceptance of the appointment that is signed by the designated agent on a form prescribed by the secretary of state.

(2) In cases not covered by division (B)(1) of this section, the limited liability company shall appoint the agent described in division (A) of this section and shall file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of that agent that is signed as described in division (K) of this section and a written acceptance of the appointment that is signed by the designated agent.

(3) For purposes of divisions (B)(1) and (2) of this section, the filed written acceptance of an agent's appointment shall be a signed original document or a photocopy, facsimile, or similar reproduction of a signed original document.

(C) The written appointment of an agent described in division (A) of this section shall set forth the name of the agent and the agent's address in this state, including the street and number or other particular description of that address. It otherwise shall be in the form that the secretary of state prescribes. The secretary of state shall keep a record of the names of limited liability companies and the names and addresses of their agents.

(D) If any agent described in division (A) of this section dies, resigns, or moves outside of this state, the limited liability company shall appoint forthwith another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of the agent and acceptance of appointment as described in division (B)(2) of this section.

(E) If the agent described in division (A) of this section changes the agent's address from the address stated in the records of the secretary of state, the agent or the limited liability company shall file forthwith with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent described in division (A) of this section may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice of resignation that is signed by the agent and by mailing a copy of that notice to the limited liability company at the current or last known address of its principal office. The notice shall be mailed to the company on or prior to the date that the notice is filed with the secretary of state and shall set forth the name of the company, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the company's principal office, a statement of the resignation of the agent, and a statement that a copy of the notice has been sent to the company within the time and in the manner specified in this division. The authority of the resigning agent

terminates thirty days after the filing of the notice with the secretary of state.

(G) A limited liability company may revoke the appointment of its agent described in division (A) of this section by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and an acceptance of appointment in the manner described in division (B)(2) of this section and a statement indicating that the appointment of the former agent is revoked.

(H)(1) Any legal process, notice, or demand required or permitted by law to be served upon a limited liability company may be served upon the company as follows:

(a) If the agent described in division (A) of this section is ~~an individual~~ a natural person, by delivering a copy of the process, notice, or demand to the agent;

(b) If the agent is not a corporation natural person, by delivering a copy of the process, notice, or demand to the address of the agent in this state as contained in the records of the secretary of state.

(2) If the agent described in division (A) of this section cannot be found or no longer has the address that is stated in the records of the secretary of state or the limited liability company has failed to maintain an agent as required by this section and if the party or the agent or representative of the party that desires service of the process, notice, or demand files with the secretary of state an affidavit that states that one of those circumstances exists and states the most recent address of the company that the party who desires service has been able to ascertain after a diligent search, then the service of the process, notice, or demand upon the secretary of state as the agent of the company may be initiated by delivering to the secretary of state four copies of the process, notice, or demand accompanied by a fee of five dollars. The secretary of state shall give forthwith notice of that delivery to the company at either its principal office as shown upon the secretary of state's records or at any different address specified in the affidavit of the party desiring service and shall forward to the company at either address by certified mail, return receipt requested, a copy of the process, notice, or demand. Service upon the company is made when the secretary of state gives the notice and forwards the process, notice, or demand as set forth in division (H)(2) of this section.

(I) The secretary of state shall keep a record of each process, notice, and demand that pertains to a limited liability company and that is delivered to the secretary of state's office under this section or another law of this state that authorizes service upon the secretary of state in connection with a limited liability company. In that record, the secretary of state shall record

the time of each delivery of that type and the secretary of state's subsequent action with respect to the process, notice, or demand.

(J) This section does not limit or affect the right to serve any process, notice, or demand upon a limited liability company in any other manner permitted by law.

(K) The written appointment of an agent or a written statement filed by the company with the secretary of state shall be signed by an authorized member, manager, or other representative of the company.

Sec. 1705.54. (A) Before transacting business in this state, a foreign limited liability company shall register with the secretary of state. The company shall register by submitting to the secretary of state an application for registration as a foreign limited liability company. The application shall be on a form that is prescribed by the secretary of state, be signed by an authorized representative of the company, and set forth all of the following:

(1) The name of the company and, if different, the name under which it is registered or organized in the state of its organization;

(2) The state in which it was organized and the date of its formation;

(3) The name and address of an agent for service of any process, notice, or demand on the company. The ~~appointed~~ agent shall be ~~an individual~~ one of the following:

(a) A natural person who is a resident of this state;

(b) A domestic corporation, or a foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a place of business and is authorized to do business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(4) A statement that the secretary of state is appointed the agent of the company for service of any process, notice, or demand on the company if an agent is not appointed as described in division (A)(3) of this section or if an agent is appointed pursuant to that division but the authority of that agent has been revoked or the agent cannot be found or served after the exercise of reasonable diligence;

(5) An address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company.

(B) Upon receipt of an application for registration as a foreign limited liability company and the filing fee required by law, the secretary of state

shall accept the application for filing and shall make a copy of the application for the secretary of state's records by microfilm or by any authorized photostatic or digitized process. Evidence of the filing shall be returned to the company or its representative.

(C) Upon being filed in accordance with division (B) of this section, an application for registration as a foreign limited liability company shall be deemed to be the certificate of registration of the applicant as a foreign limited liability company authorized to transact business in this state.

Sec. 1729.06. (A) Two or more individuals may form an association under this chapter.

(B)(1) Every association shall have and maintain a statutory agent upon whom any process, notice, or demand against the association may be served. The agent ~~may~~ shall be a one of the following:

(a) A natural person who is a resident of this state or a:

(b) A domestic or foreign corporation that is authorized by its articles of incorporation to act as such agent and, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(2) Whenever appointment or designation of a statutory agent is required by this chapter, the appointment or designation shall be on a form prescribed by the secretary of state for the administration of this chapter and shall conform with section 1702.06 of the Revised Code.

Sec. 1733.06. Every credit union shall have and maintain a statutory agent ~~in accordance with section 1701.07 of the Revised Code~~ upon whom any process, notice, or demand required or permitted by statute to be served upon a credit union may be served. The agent shall be one of the following:

(A) A natural person who is a resident of this state;

(B) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

Sec. 1745.13. (A) An unincorporated nonprofit association may file in the office of the secretary of state a statement appointing an agent authorized to receive service of process. The agent ~~may~~ shall be a one of the following:

(1) ~~A natural person who is a resident of this state or may be a for profit;~~

(2) ~~A domestic corporation or a for profit foreign corporation holding a license as such under the laws of this state and,~~ nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. ~~The~~ If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

The statement appointing an agent shall set forth the name of the unincorporated nonprofit association and the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in the form that the secretary of state prescribes. The secretary of state shall keep a record of the names of all unincorporated nonprofit associations that have filed a statement appointing an agent authorized to receive service of process and the names and addresses of their respective agents.

(B) A statement appointing an agent authorized to receive service of process under division (A) of this section shall be signed by a person authorized to manage the affairs of the unincorporated nonprofit association. The statement also shall be signed by the person appointed as agent who accepts the appointment. The appointed agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice to that effect that is signed by the agent and by sending a copy of the notice to the association at the current or last known address of its principal office on or prior to the date that the notice is filed with the secretary of state. Upon the expiration of thirty days after the filing, the authority of the agent shall terminate.

(C) An unincorporated nonprofit association may revoke the appointment of an agent by filing with the secretary of state on a form prescribed by the secretary of state a written appointment of another agent and a statement that the appointment of the former agent is revoked.

Sec. 1746.04. (A) Except as set forth in section 1746.03 of the Revised Code, before transacting business in this state, a business trust shall file in the office of the secretary of state, on forms prescribed by the secretary of

state, a report containing the following information:

- (1) A list of the names and addresses of its trustees;
- (2) The address of its principal office;
- (3) In the case of a foreign business trust, the address of its principal office within this state, if any;
- (4) The business names of the business trust, including any fictitious or assumed names;
- (5) The name and address within this state of a designated agent upon whom process against the business trust may be served;
- (6) The irrevocable consent of the business trust to service of process upon its designated agent and to service of process upon the secretary of state if, without the registration of another agent with the secretary of state, its designated agent has died, resigned, lost authority, dissolved, become disqualified, or has removed from this state, or if its designated agent cannot, with due diligence, be found.

Such report shall have attached as an exhibit an executed copy of the trust instrument or a true and correct copy of it, certified to be such by a trustee before an official authorized to administer oaths or by a public official in another state in whose office an executed copy is on file.

(B) Not more than ninety days after the occurrence of any event causing any filing, including exhibits, made pursuant to division (A) of this section, or any previous filing made pursuant to this division, to be inaccurate or incomplete, there shall be filed in the office of the secretary of state all information necessary to maintain the accuracy and completeness of such filing.

(C) The secretary of state shall charge and collect the fees specified in division (T) of section 111.16 of the Revised Code for each filing made under division (A) or (B) of this section, except for filings under division (B) of this section pertaining solely to division (A)(5) of this section, for which the secretary of state shall charge and collect the fee specified in division (R) of section 111.16 of the Revised Code.

(D) The trust instrument and other information filed in the office of the secretary of state are matters of public record, and persons dealing with a business trust are charged with constructive notice of the contents of any such instrument or information by reason of such filing.

(E) A copy of a trust instrument or other information filed in the office of the secretary of state shall be accepted as prima-facie evidence of the existence of the instrument or other information and of its contents, and conclusive evidence of the existence of such record.

(F) The agent designated pursuant to division (A)(5) of this section shall

be one of the following:

(1) A natural person who is a resident of this state;

(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

Sec. 1747.03. (A) Before transacting real estate business in this state, a real estate investment trust shall file the following report in the office of the secretary of state, on forms prescribed by the secretary of state:

(1) An executed copy of the trust instrument or a true and correct copy of it, certified to be such by a trustee before an official authorized to administer oaths or by a public official in another state in whose office an executed copy is on file;

(2) A list of the names and addresses of its trustees;

(3) The address of its principal office;

(4) In the case of a foreign real estate investment trust, the address of its principal office within this state, if any;

(5) The business name of the trust;

(6) The name and address within this state of a designated agent upon whom process against the trust may be served;

(7) The irrevocable consent of the trust to service of process on its designated agent and to service of process upon the secretary of state if, without the registration of another agent with the secretary of state, its designated agent has died, resigned, lost authority, dissolved, become disqualified, or has removed from this state, or if its designated agent cannot, with due diligence, be found;

(8) Not more than ninety days after the occurrence of any event causing any filing made pursuant to divisions (A)(2) to (6) of this section, or any previous filing made pursuant to this division, to be inaccurate or incomplete, all information necessary to maintain the accuracy and completeness of such filing.

(B) For filings under this section, the secretary of state shall charge and collect the fee specified in division (T) of section 111.16 of the Revised Code, except for filings under division (A)(8) of this section pertaining solely to division (A)(6) of this section, for which the secretary of state shall charge and collect the fee specified in division (R) of section 111.16 of the

Revised Code.

(C) All persons shall be given the opportunity to acquire knowledge of the contents of the trust instrument and other information filed in the office of the secretary of state, but no person dealing with a real estate investment trust shall be charged with constructive notice of the contents of any such instrument or information by reason of such filing.

(D) A copy of a trust instrument or other information filed in the office of the secretary of state is prima-facie evidence of the existence of the instrument or other information and of its contents, and is conclusive evidence of the existence of such record.

(E) The agent designated pursuant to division (A)(6) of this section shall be one of the following:

(1) A natural person who is a resident of this state;

(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

Sec. 1751.03. (A) Each application for a certificate of authority under this chapter shall be verified by an officer or authorized representative of the applicant, shall be in a format prescribed by the superintendent of insurance, and shall set forth or be accompanied by the following:

(1) A certified copy of the applicant's articles of incorporation and all amendments to the articles of incorporation;

(2) A copy of any regulations adopted for the government of the corporation, any bylaws, and any similar documents, and a copy of all amendments to these regulations, bylaws, and documents. The corporate secretary shall certify that these regulations, bylaws, documents, and amendments have been properly adopted or approved.

(3) A list of the names, addresses, and official positions of the persons responsible for the conduct of the applicant, including all members of the board, the principal officers, and the person responsible for completing or filing financial statements with the department of insurance, accompanied by a completed original biographical affidavit and release of information for each of these persons on forms acceptable to the department;

(4) A full and complete disclosure of the extent and nature of any contractual or other financial arrangement between the applicant and any



provider or a person listed in division (A)(3) of this section, including, but not limited to, a full and complete disclosure of the financial interest held by any such provider or person in any health care facility, provider, or insurer that has entered into a financial relationship with the health insuring corporation;

(5) A description of the applicant, its facilities, and its personnel, including, but not limited to, the location, hours of operation, and telephone numbers of all contracted facilities;

(6) The applicant's projected annual enrollee population over a three-year period;

(7) A clear and specific description of the health care plan or plans to be used by the applicant, including a description of the proposed providers, procedures for accessing care, and the form of all proposed and existing contracts relating to the administration, delivery, or financing of health care services;

(8) A copy of each type of evidence of coverage and identification card or similar document to be issued to subscribers;

(9) A copy of each type of individual or group policy, contract, or agreement to be used;

(10) The schedule of the proposed contractual periodic prepayments or premium rates, or both, accompanied by appropriate supporting data;

(11) A financial plan which provides a three-year projection of operating results, including the projected expenses, income, and sources of working capital;

(12) The enrollee complaint procedure to be utilized as required under section 1751.19 of the Revised Code;

(13) A description of the procedures and programs to be implemented on an ongoing basis to assure the quality of health care services delivered to enrollees, including, if applicable, a description of a quality assurance program complying with the requirements of sections 1751.73 to 1751.75 of the Revised Code;

(14) A statement describing the geographic area or areas to be served, by county;

(15) A copy of all solicitation documents;

(16) A balance sheet and other financial statements showing the applicant's assets, liabilities, income, and other sources of financial support;

(17) A description of the nature and extent of any reinsurance program to be implemented, and a demonstration that errors and omission insurance and, if appropriate, fidelity insurance, will be in place upon the applicant's receipt of a certificate of authority;

(18) Copies of all proposed or in force related-party or intercompany agreements with an explanation of the financial impact of these agreements on the applicant. If the applicant intends to enter into a contract for managerial or administrative services, with either an affiliated or an unaffiliated person, the applicant shall provide a copy of the contract and a detailed description of the person to provide these services. The description shall include that person's experience in managing or administering health care plans, a copy of that person's most recent audited financial statement, and a completed biographical affidavit on a form acceptable to the superintendent for each of that person's principal officers and board members and for any additional employee to be directly involved in providing managerial or administrative services to the health insuring corporation. If the person to provide managerial or administrative services is affiliated with the health insuring corporation, the contract must provide for payment for services based on actual costs.

(19) A statement from the applicant's board that the admitted assets of the applicant have not been and will not be pledged or hypothecated;

(20) A statement from the applicant's board that the applicant will submit monthly financial statements during the first year of operations;

(21) The name and address of the applicant's Ohio statutory agent for service of process, notice, or demand;

(22) Copies of all documents the applicant filed with the secretary of state;

(23) The location of those books and records of the applicant that must be maintained, which books and records shall be maintained in Ohio if the applicant is a domestic corporation, and which may be maintained either in the applicant's state of domicile or in Ohio if the applicant is a foreign corporation;

(24) The applicant's federal identification number, corporate address, and mailing address;

(25) An internal and external organizational chart;

(26) A list of the assets representing the initial net worth of the applicant;

(27) If the applicant has a parent company, the parent company's guaranty, on a form acceptable to the superintendent, that the applicant will maintain Ohio's minimum net worth. If no parent company exists, a statement regarding the availability of future funds if needed.

(28) The names and addresses of the applicant's actuary and external auditors;

(29) If the applicant is a foreign corporation, a copy of the most recent

financial statements filed with the insurance regulatory agency in the applicant's state of domicile;

(30) If the applicant is a foreign corporation, a statement from the insurance regulatory agency of the applicant's state of domicile stating that the regulatory agency has no objection to the applicant applying for an Ohio license and that the applicant is in good standing in the applicant's state of domicile;

(31) Any other information that the superintendent may require;

(32) Documentation acceptable to the superintendent of the bond or securities required by section 1751.271 of the Revised Code.

(B)(1) A health insuring corporation, unless otherwise provided for in this chapter or in section 3901.321 of the Revised Code, shall file a timely notice with the superintendent describing any change to the corporation's articles of incorporation or regulations, or any major modification to its operations as set out in the information required by division (A) of this section that affects any of the following:

(a) The solvency of the health insuring corporation;

(b) The health insuring corporation's continued provision of services that it has contracted to provide;

(c) The manner in which the health insuring corporation conducts its business.

(2) If the change or modification is to be the result of an action to be taken by the health insuring corporation, the notice shall be filed with the superintendent prior to the health insuring corporation taking the action. The action shall be deemed approved if the superintendent does not disapprove it within sixty days of filing.

(3) The filing of a notice pursuant to division (B)(1) or (2) of this section shall also serve as the submission of a notice when required for the superintendent's review for purposes of section 3901.341 of the Revised Code, if the notice contains all of the information that section 3901.341 of the Revised Code requires for such submissions and a copy of any written agreement. The filing of such a notice, for the purpose of satisfying this division and section 3901.341 of the Revised Code, shall be subject to the sixty-day review period of division (B)(2) of this section.

(C)(1) No health insuring corporation shall expand its approved service area until a copy of the request for expansion, accompanied by documentation of the network of providers, forms of all proposed or existing provider contracts relating to the delivery of health care services, a schedule of proposed contractual periodic prepayments and premium rates for group contracts accompanied by appropriate supporting data, enrollment

projections, plan of operation, and any other changes have been filed with the superintendent.

(2) Within seventy-five days after the superintendent's receipt of a complete filing under division (C)(1) of this section, the superintendent shall determine whether the plan for expansion is lawful, fair, and reasonable.

If the superintendent has not approved or disapproved all or a portion of a service area expansion within the seventy-five-day period, the filing shall be deemed approved.

(3) Disapproval of all or a portion of the filing shall be effected by written notice, which shall state the grounds for the order of disapproval and shall be given in accordance with Chapter 119. of the Revised Code.

(D) The agent named under division (A)(21) of this section shall be one of the following:

(1) A natural person who is a resident of this state;

(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

Sec. 1776.07. (A) Any partnership that maintains an effective statement of partnership authority under section 1776.33 of the Revised Code shall maintain continuously in this state an agent for service of process on the partnership. The agent shall be ~~an individual~~ one of the following:

(1) A natural person who is a resident of this state,~~a;~~

(2) A domestic corporation, or a foreign corporation holding a license as a foreign corporation under the laws of, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B) The secretary of state shall not accept an original statement of partnership authority for filing unless the statement of partnership authority includes a written appointment of an agent as this section requires and a written acceptance of the appointment signed by the designated agent.

(C) If an agent dies, resigns, or moves outside of this state, the partnership shall appoint forthwith another agent and file with the secretary of state an amendment to its statement of partnership authority appointing a new agent and including a written acceptance of the appointment that is signed by the designated agent.

(D) If the address of an agent changes from that stated in the records of the secretary of state, the partnership forthwith shall file with the secretary of state an amendment to its statement of partnership authority setting forth the new address.

(E) An agent may resign by filing a written and signed notice of resignation with the secretary of state on a form the secretary prescribes and mailing a copy of that notice to the partnership. The agent shall mail the copy of the notice to the partnership at the current or last known address of its principal office on or prior to the date that the agent files the notice with the secretary of state. The notice shall include the name of the partnership, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the partnership's principal office, a statement of the resignation of the agent, and a statement that a copy of the notice was provided to the partnership within the time and in the manner specified in this division. The resigning agent's authority terminates thirty days after filing the notice with the secretary of state.

(F) A partnership may revoke the appointment of its agent by filing with the secretary of state an amendment to its statement of partnership authority indicating that the appointment of the former agent is revoked and that a new agent is appointed. A written acceptance signed by the new designated agent shall accompany the filing.

(G)(1) Any legal process, notice, or demand required or permitted by law to be served upon a partnership with an effective statement of partnership authority may be served upon the partnership as follows:

(a) If its agent is ~~an individual~~ a natural person, by delivering a copy of the process, notice, or demand to the agent;

(b) If its agent is ~~not a corporation~~ natural person, by delivering a copy of the process, notice, or demand to the address of the agent in this state as contained in the records of the secretary of state.

(2)(a) If its agent cannot be found or no longer has the address stated in the records of the secretary of state or the partnership has failed to maintain an agent as this section requires, and the party, agent, or representative that desires service files with the secretary of state an affidavit stating that one of those circumstances exists and the most recent address of the partnership

ascertained after a diligent search, then service upon the secretary of state as the agent of the partnership may be initiated by delivering to the secretary of state four copies of the process, notice, or demand accompanied by a fee of not less than five and not more than seven dollars, as determined by the secretary of state.

(b) The secretary of state forthwith shall give notice of that delivery to the partnership at either its principal office as shown upon the secretary of state's records or at any different address specified in the affidavit of the party desiring service and shall forward to the partnership at either address by certified mail, return receipt requested, a copy of the process, notice, or demand.

(c) Service upon the partnership is made when the secretary of state gives the notice and forwards the process, notice, or demand as set forth in division (G)(2) of this section.

(H) The secretary of state shall keep a record of each process, notice, and demand that pertains to a partnership and that is delivered to the secretary of state's office under this section or another law of this state that authorizes service upon the secretary of state in connection with a partnership. In that record, the secretary shall record the time of each delivery of that type and the secretary's subsequent action with respect to the process, notice, or demand.

(I) Nothing in this section limits or affects the right to serve process in any other manner now or hereafter provided by law. This section is an extension of, and not a limitation upon, the right otherwise existing of service of legal process.

Sec. 1776.86. (A) A foreign limited liability partnership shall file a statement of foreign qualification with the secretary of state prior to transacting any business in this state. The statement shall contain all of the following:

(1) The name of the foreign limited liability partnership. The name shall satisfy the requirements of the state or other jurisdiction under whose law it is formed and shall end with "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

(2) The street address of the partnership's chief executive office and, if the partnership's chief executive office is not in this state, the street address of any partnership office in this state;

(3) If there is no office of the partnership in this state, the name and street address of the partnership's agent for service of process;

(4) Any deferred effective date;

(5) Evidence of existence in its jurisdiction of origin.

(B) The agent of a foreign limited liability partnership for service of process shall be ~~an individual~~ one of the following:

(1) A natural person who is a resident of this state ~~or another person authorized to do;~~

(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(C) The status of a partnership as a foreign limited liability partnership is effective on the later of the filing of the statement of foreign qualification or a date specified in the statement. The status remains effective, regardless of changes in the partnership, until it is canceled pursuant to division (D) of section 1776.05 of the Revised Code or revoked pursuant to section 1776.83 of the Revised Code.

(D) An amendment or cancellation of a statement of foreign qualification is effective when it is filed or on a deferred effective date specified in the amendment or cancellation.

Sec. 1782.04. (A) Each limited partnership shall maintain continuously in this state an agent for service of process on the limited partnership. The agent shall be ~~a~~ one of the following:

(1) A natural person who is a resident of this state,~~a;~~

(2) A domestic corporation, or a foreign corporation holding a license as such under the laws of, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.

(B) The secretary of state shall not accept a certificate of limited partnership for filing unless there is filed with the certificate a written appointment of an agent that is signed by the general partners of the limited partnership and a written acceptance of the appointment that is signed by the agent, or unless there is filed a written appointment of an agent that is signed by any authorized officer of the limited partnership and a written acceptance of the appointment that is either the original acceptance signed by the agent

or a photocopy, facsimile, or similar reproduction of the original acceptance signed by the agent.

In the discretion of the secretary of state, an original appointment of statutory agent may be submitted on the same form as the certificate of limited partnership but shall not be considered a part of the certificate.

(C) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in the form the secretary of state prescribes. The secretary of state shall keep a record of the names of limited partnerships, and the names and addresses of their respective agents.

(D) If any agent dies, removes from the state, or resigns, the limited partnership shall forthwith appoint another agent and file with the secretary of state, on a form prescribed by the secretary of state, a written appointment of the new agent.

(E) If the agent changes the agent's address from that appearing upon the record in the office of the secretary of state, the limited partnership or the agent forthwith shall file with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new address.

(F) An agent may resign by filing with the secretary of state, on a form prescribed by the secretary of state, a written notice to that effect that is signed by the agent and by sending a copy of the notice to the limited partnership at its current or last known address or its principal office on or prior to the date the notice is filed with the secretary of state. The notice shall set forth the name of the limited partnership, the name and current address of the agent, the current or last known address, including the street and number or other particular description, of the limited partnership's principal office, the resignation of the agent, and a statement that a copy of the notice has been sent to the limited partnership within the time and in the manner prescribed by this division. Upon the expiration of thirty days after the filing, the authority of the agent shall terminate.

(G) A limited partnership may revoke the appointment of an agent by filing with the secretary of state, on a form prescribed by the secretary of state, a written appointment of another agent and a statement that the appointment of the former agent is revoked.

(H) Except when an original appointment of an agent is filed with the certificate of limited partnership, a written appointment of an agent or a written statement filed by a limited partnership with the secretary of state shall be signed by any authorized officer of the limited partnership, or the general partners of the limited partnership, or a majority of them.

Sec. 1782.49. Before transacting business in this state, a foreign limited



partnership shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state an application for registration as a foreign limited partnership. The application shall be on a form prescribed by the secretary of state, shall be signed by a general partner, and shall set forth all of the following:

(A) The name of the foreign limited partnership;

(B) The state and date of its formation;

(C) The name and address of ~~any~~ the agent for service of process on the foreign limited partnership, whom the foreign limited partnership ~~elects to~~ shall appoint. The agent shall be ~~an individual~~ one of the following:

(1) A natural person who is a resident of this state;

(2) A domestic corporation, or a foreign corporation having a place of business in, and authorized to do, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in; this state.

(D) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if an agent has not been appointed under division (C) of this section, or, if an agent is appointed, the agent's authority has been revoked or the agent is not found or served after the exercise of reasonable diligence;

(E) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership;

(F) The names and business or residence addresses of the general partners;

(G) The address of the office at which is kept a list of the names and business or residence addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the registration of the foreign limited partnership in this state is canceled or withdrawn.

SECTION 2. That existing sections 1701.07, 1702.06, 1703.041, 1705.06, 1705.54, 1729.06, 1733.06, 1745.13, 1746.04, 1747.03, 1751.03, 1776.07, 1776.86, 1782.04, and 1782.49 of the Revised Code are hereby repealed.

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*Speaker* \_\_\_\_\_ *of the House of Representatives.*

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*President* \_\_\_\_\_ *of the Senate.*

Passed \_\_\_\_\_, 20\_\_\_\_

Approved \_\_\_\_\_, 20\_\_\_\_

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*Governor.*

Am. S. B. No. 98

130th G.A.

The section numbering of law of a general and permanent nature is complete and in conformity with the Revised Code.

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*Director, Legislative Service Commission.*

Filed in the office of the Secretary of State at Columbus, Ohio, on the \_\_\_ day of \_\_\_\_\_, A. D. 20\_\_\_\_.

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*Secretary of State.*

File No. \_\_\_\_\_ Effective Date \_\_\_\_\_