

ENROLLED SENATE
BILL NO. 1127

By: Jolley of the Senate

and

Duncan and Pittman of the
House

An Act relating to corporations; amending 18 O.S. 2001, Sections 1133, 1142, 2046 and 2055, as amended by Section 3, Chapter 22, O.S.L. 2002 (18 O.S. Supp. 2008, Section 2055), which relate to registered agents, foreign limited liability companies and filing fees; modifying certain procedures related to registered agents; modifying certain procedures related to address changes, name changes and resignations; establishing maximum fee for certain filings; amending 54 O.S. 2001, Sections 1-105, as amended by Section 33, Chapter 253, O.S.L. 2008, 305.1 and 353.1 (54 O.S. Supp. 2008, Section 1-105), which relates to filing of statements; establishing maximum fee for certain filings; and providing an effective date.

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. AMENDATORY 18 O.S. 2001, Section 1133, is amended to read as follows:

Section 1133.

CHANGE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

A. 1. Any foreign corporation which has qualified to do business in this state may change its registered agent and substitute therefor another registered agent by filing a certificate with the Secretary of State, acknowledged in accordance with the provisions of Section 1007 of this title, setting forth:

- a. the name and street address of its registered agent designated in this state upon whom process directed to the corporation may be served, and
- b. a revocation of all previous appointments of agent for such purposes.

2. The registered agent shall be either an individual residing in this state when appointed or a corporation, limited liability company, or limited partnership authorized to transact business in this state.

B. Any individual or corporation designated by a foreign corporation as its registered agent for service of process may resign by filing with the Secretary of State a signed statement that the agent is unwilling to continue to act as the registered agent of the corporation for service of process, including in the statement the post office address of the main or headquarters office of the foreign corporation, but the resignation shall not become effective until thirty (30) days after the statement is filed. The statement shall be acknowledged by the registered agent and shall contain a representation that written notice of resignation was given to the corporation at least thirty (30) days prior to the filing of the statement by mailing or delivering the notice to the corporation at its address given in the statement.

C. If any agent designated and certified as required by the provisions of Section 1130 of this title shall die, remove himself from this state or resign, then the foreign corporation for which the agent had been so designated and certified, within ten (10) days after the death, removal or resignation of its agent, shall substitute, designate and certify to the Secretary of State, the name of another registered agent for the purposes of the Oklahoma General Corporation Act, and all process, orders, rules and notices may be served on or given to the substituted agent with like effect.

D. Any individual, corporation, limited liability company or limited partnership designated by a foreign corporation as its registered agent for service of process may change the address of the registered office of the corporation or corporations for which he or she is the registered agent to another address in this state by filing with the Secretary of State a certificate in the name of each affected corporation, executed and acknowledged by the registered agent, setting forth the address at which the registered agent has maintained the registered office, and further certifying to the new address to which the registered office will be changed on a given day, and at which new address the registered agent will thereafter maintain the registered office. Thereafter, or until further change of address, as authorized by law, the registered office in this state shall be located at the new address of the registered agent thereof as given in the certificate.

E. In the event of a change of name of any individual or corporation designated by a foreign corporation as its registered agent for service of process, the registered agent shall file with the Secretary of State a certificate in the name of each affected corporation, executed and acknowledged by the registered agent, setting forth the new name of the registered agent, the name of the registered agent before it was changed, and the address at which the registered agent has maintained the registered office for the affected corporation. A change of name of any person or corporation acting as registered agent as a result of a merger or consolidation of the registered agent, with or into another person or corporation which succeeds to its assets by operation of law, shall be deemed a change of name for purposes of this section.

SECTION 2. AMENDATORY 18 O.S. 2001, Section 1142, is amended to read as follows:

Section 1142.

FILING AND OTHER SERVICE FEES

A. The Secretary of State, for services performed in the Office of the Secretary of State and for expense of mailing, shall charge and collect the following fees:

1. For any report, document, or other paper required to be filed in the Office of the Secretary of State, a fee of Twenty-five Dollars (\$25.00);

2. For reservation of corporate name, a fee of Ten Dollars (\$10.00);

3. For issuing extra copies of any certificate not requiring any extra filing of papers or documents of any kind, a fee of Ten Dollars (\$10.00);

4. For issuing any other certificate, a fee of Ten Dollars (\$10.00);

5. For receiving a filing or indexing the annual certificate of a foreign corporation doing business in this state, or both when filed together, a fee of Ten Dollars (\$10.00);

6. For preclearance of any document for filing, a fee of Fifty Dollars (\$50.00);

7. For each service of process made upon and accepted by the Secretary of State, a fee of Twenty-five Dollars (\$25.00);

8. For preparing and providing a report of a record search, a fee of Five Dollars (\$5.00);

9. For filing and issuing certificates of incorporation, the fee shall be one-tenth of one percent (1/10 of 1%) of the authorized capital stock of such corporation; provided, that the minimum fee for any such service shall be Fifty Dollars (\$50.00); provided further, that not-for-profit corporations shall only be required to pay a fee of Twenty-five Dollars (\$25.00);

10. For filing and issuing amended certificates of incorporation or certificates of restatement, reorganization, revival, extension or dissolution, the fee shall be Fifty Dollars (\$50.00); provided, however, not-for-profit corporations shall only be required to pay a fee of Twenty-five Dollars (\$25.00). If an amendment shall provide for an increase in authorized capital in excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall

be an amount equal to one-tenth of one percent (1/10 of 1%) of such increase;

11. For filing and issuing certificates of consolidation, if the resulting corporation is a domestic corporation, or merger, if the surviving corporation is a domestic corporation, the fee shall be One Hundred Dollars (\$100.00); provided, however, not-for-profit corporations shall only be required to pay a fee of Twenty-five Dollars (\$25.00). If the merger or consolidation shall increase the authorized capital of the surviving or resulting corporation in excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such increase;

12. For filing and issuing a certificate of conversion, whenever the resulting corporation is a domestic corporation, the minimum fee shall be One Hundred Dollars (\$100.00); provided, however, if the certificate of incorporation of the resulting corporation authorizes capital stock in excess of Fifty Thousand Dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10 of 1%) of such authorized capital. If the resulting domestic corporation is not for profit, it shall only be required to pay a fee of Fifty Dollars (\$50.00);

13. For issuing a certificate to a foreign corporation to do business in this state, and filing a certificate and statement of such corporation required pursuant to the provisions of Section 1130 of this title, the fee shall be one-tenth of one percent (1/10 of 1%) of the maximum amount of capital invested by such corporation in the state at any time during the fiscal year such certificate is issued to any such foreign corporation; provided, that the minimum fee for any such service shall be Three Hundred Dollars (\$300.00); provided further, that no such corporation shall be required to pay a fee on an amount in excess of its authorized capital;

14. For amended certificate of qualification of a foreign corporation, a fee of Two Hundred Dollars (\$200.00); provided, however, for a certificate solely reflecting a change of mailing address, a fee of Ten Dollars (\$10.00);

15. For filing a certificate of consolidation, if the resulting corporation is a foreign corporation, or merger, if the surviving

corporation is a foreign corporation, the fee shall be One Hundred Dollars (\$100.00);

16. For filing a certificate of withdrawal of a foreign corporation doing business in this state, a fee of One Hundred Dollars (\$100.00);

17. Every foreign corporation on the anniversary of its qualification in this state each year, shall cause to be filed with the Secretary of State a certificate of its president, vice-president or other managing officers, in which shall be stated and shown the maximum amount of capital the corporation had invested in the state at any time subsequent to the issuance to it of a certificate to do business in this state and the amount of capital previously paid upon. If the amount of capital so invested as shown by said certificate exceeds the amount formerly paid upon, the corporation, at the time of filing said certificate, shall pay to the Secretary of State an additional fee equal to one-tenth of one percent (1/10 of 1%) of the amount of such excess capital so invested by the corporation in the state; provided, that no such corporation shall be required to pay a filing fee on an amount in excess of its authorized capital, or to file the certificate provided for in this paragraph after it shall have paid a filing fee on its total authorized capitalization;

18. For acting as the registered agent, a fee of One Hundred Dollars (\$100.00) payable on the first day of July each year, and if not paid before the next ensuing September 1st, the Oklahoma Tax Commission shall suspend and forfeit the charter of the delinquent corporation pursuant to the procedures prescribed in Section 1212 of Title 68 of the Oklahoma Statutes. The ~~Oklahoma~~ Tax Commission shall collect and audit the registered agent fee authorized pursuant to this paragraph in conjunction with the collection and audit of franchise taxes as provided for in Sections 1201 through 1214 of Title 68 of the Oklahoma Statutes. All monies received by the ~~Oklahoma~~ Tax Commission pursuant to the provisions of this paragraph shall be paid to the State Treasurer for deposit in the General Revenue Fund; ~~and~~

19. For filing a change of address for any individual, corporation, limited liability company or limited partnership designated by a corporation as its registered agent for service of

process, or for the change of name or the resignation of a registered agent, a fee of Twenty-five Dollars (\$25.00), for the first forty corporations and Five Dollars (\$5.00) for each additional corporation within any bulk filing; and

20. For any response by means of telecommunications to inquiries regarding information required to be maintained by the Secretary of State, a fee of Five Dollars (\$5.00), unless otherwise provided. Fees collected pursuant to this paragraph shall be deposited in the Revolving Fund for the Office of the Secretary of State.

B. Except as otherwise provided by law, fees paid to the Secretary of State in accordance with the provisions of the Oklahoma General Corporation Act shall be properly accounted for and shall be paid monthly to the State Treasurer for deposit in the General Revenue Fund.

C. For any certificate supplied by the county clerk, such clerk shall receive a fee of One Dollar (\$1.00). Such fees shall be properly accounted for and shall be paid into the county treasury in the same manner as other fees collected by the county clerk for the filing and recording of mortgages and deeds.

D. In any court proceeding pursuant to the provisions of the Oklahoma General Corporation Act requiring the filing of any decree, order, report or other document in the Office of the Secretary of State or in the office of any county clerk, in addition to the usual court costs and the costs for filing in the office of the clerk of the court, fees equal to the amounts provided for in this section for such required filing shall be collected as costs in such proceedings and such amount shall be forwarded to the Secretary of State and the county clerk with the papers to be filed.

E. The provisions contained in this section relating to the payment of incorporation fees by foreign corporations are not intended and shall not be construed to relieve such corporations, where applicable, of the payment of the annual corporate franchise tax to the ~~Oklahoma~~ Tax Commission.

F. For the purposes of computing the fees to be collected by the Secretary of State pursuant to the provisions of this section,

each share without par value shall be treated the same as a share with a par value of Fifty Dollars (\$50.00), and the fees thereon shall be collected accordingly.

G. Payments for any required fees except as otherwise provided by law may be made as follows:

1. By the applicant's personal or company check, cash, or money order; or

2. By a nationally recognized credit card issued to the applicant. The Secretary of State may add a convenience fee, not to exceed four percent (4%) of the amount of such payment for services provided through telephonic or electronic media. For purposes of this paragraph, "nationally recognized credit card" means any instrument or device, whether known as a credit card, credit plate, charge plate, or by any other name, issued with or without fee by an issuer for the use of the cardholder in obtaining goods, services, or anything else of value on credit which is accepted by over one thousand merchants in this state. The Secretary of State shall determine which nationally recognized credit cards will be accepted; provided, however, the Secretary of State must ensure that no loss of state revenue will occur by the use of such card. The convenience fee collected pursuant to this paragraph shall be credited to the Revolving Fund for the Office of the Secretary of State, as established in Section 276.1 of Title 62 of the Oklahoma Statutes.

SECTION 3. AMENDATORY 18 O.S. 2001, Section 2046, is amended to read as follows:

Section 2046. A. If any statement in the application for registration of a foreign limited liability company was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited liability company shall promptly file in the Office of the Secretary of State a certificate, signed by a manager, member, or other person, correcting the statement and pay the fee provided for in Section 2055 of this title.

B. A registered foreign limited liability company shall record any changes in its principal office, its registered agent, or the

registered agent's address, by filing with the Office of the Secretary of State a statement of the change and paying the fee provided for in Section 2055 of this title.

C. A foreign limited liability company authorized to transact business in this state shall promptly file a certificate, issued by the proper officer of the state or jurisdiction of its organization, attesting to the occurrence of a merger, in the Office of the Secretary of State and pay the fee provided for in Section 2055 of this title, whenever it is the surviving limited liability company and the merger:

1. Changes any statement in the application of registration of the foreign limited liability company; or
2. Involves any other foreign business entity authorized to transact business in this state.

D. If the merger changes any arrangements or other facts described in the application for registration of the surviving foreign limited liability company, it shall also comply with the provisions of this section; provided that it will not be required to pay an additional fee.

E. Whenever a foreign limited liability company authorized to transact business in this state ceases to exist because of a statutory merger or consolidation with a foreign business entity not qualified to transact business in this state, it shall comply with the provisions of Section 2047 of this title.

F. A registered agent of a foreign limited liability company may resign by filing with the Office of the Secretary of State a copy of the resignation, signed and acknowledged by the agent, which contains a statement that notice of the resignation was given to the limited liability company at least thirty (30) days prior to the filing of the resignation by mailing or delivering the notice to the limited liability company at its address last known to the registered agent and specifying such address therein.

1. Unless a later time is specified in the resignation, it is effective thirty (30) days after it is filed.

2. If a foreign limited liability company fails to obtain and designate a new registered agent prior to the expiration of the thirty (30) days after the filing by the registered agent of a resignation statement, the Secretary of State shall be deemed to be the registered agent of such limited liability company.

G. Any individual or domestic or qualified foreign corporation, limited liability company, or limited partnership designated by a foreign limited liability company as its registered agent for service of process may change the address of the registered office of the limited liability company or limited liability companies for which he or she is the registered agent to another address in this state by filing with the Secretary of State a certificate in the name of each affected limited liability company, executed and acknowledged by the registered agent, setting forth the address at which the registered agent has maintained the registered office, and further certifying to the new address to which the registered office will be changed on a given day, and at which new address the registered agent will thereafter maintain the registered office. Thereafter, or until further change of address, as authorized by law, the registered office in this state shall be located at the new address of the registered agent thereof as given in the certificate.

H. In the event of a change of name of any individual or domestic or qualified foreign corporation, limited liability company, or limited partnership designated by a foreign limited liability company as its registered agent for service of process, the registered agent shall file with the Secretary of State a certificate in the name of each affected limited liability company, executed and acknowledged by the registered agent, setting forth the new name of the registered agent, the name of the registered agent before it was changed, and the address at which the registered agent has maintained the registered office for the affected limited liability company, a change of name of any person or domestic or qualified foreign corporation, limited liability company, or limited partnership acting as registered agent as a result of a merger or consolidation of the registered agent, with or into another person or domestic or qualified foreign corporation, limited liability company, or limited partnership which succeeds to its assets by operation of law, shall be deemed a change of name for purposes of this section.

I. If a limited liability company has no registered agent or the registered agent cannot be found, then service of process on the limited liability company may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 4. AMENDATORY 18 O.S. 2001, Section 2055, as amended by Section 3, Chapter 22, O.S.L. 2002 (18 O.S. Supp. 2008, Section 2055), is amended to read as follows:

Section 2055. The Secretary of State shall charge and collect the following fees:

1. For filing the original articles of organization, a fee of One Hundred Dollars (\$100.00);

2. For filing amended, corrected or restated articles of organization, a fee of Fifty Dollars (\$50.00);

3. For filing articles of merger or consolidation and issuing a certificate of merger or consolidation or filing articles of conversion, a fee of One Hundred Dollars (\$100.00);

4. For filing articles of dissolution and issuing a certificate of cancellation, a fee of Fifty Dollars (\$50.00);

5. For filing a certificate of correction of statements in an application for registration of a foreign limited liability company, a fee of One Hundred Dollars (\$100.00);

6. For issuing a certificate for any purpose whatsoever, a fee of Ten Dollars (\$10.00);

7. For filing an application for reservation of a name, or for filing a notice of the transfer or cancellation of any name reservation, a fee of Ten Dollars (\$10.00);

8. For filing a statement of change of address of the principal office or change of resident agent, or both, ~~or the resignation of a resident agent~~, a fee of Twenty-five Dollars (\$25.00);

9. For filing a change of address for an individual, corporation, limited liability company or limited partnership designated by a limited liability company as its registered agent for service of process, for change of name of registered agent or for the resignation of a registered agent, a fee of Twenty-five Dollars (\$25.00) for the first forty corporations and Five Dollars (\$5.00) for each additional corporation within any bulk filing;

10. For filing an application for registration as a foreign limited liability company, a fee of Three Hundred Dollars (\$300.00);

~~10.~~ 11. For filing an application of withdrawal as provided in Section 2047 of this title, a fee of One Hundred Dollars (\$100.00);

~~11.~~ 12. For any service of notice, demand, or process upon the Secretary of State as resident agent of a limited liability company, a fee of Twenty-five Dollars (\$25.00), which amount may be recovered as taxable costs by the party to be sued, action, or proceeding causing such service to be made if such party prevails therein; and

~~12.~~ 13. For acting as the registered agent, a fee of Forty Dollars (\$40.00) shall be paid on July 1 each year to the Office of the Secretary of State.

All fees shall be properly accounted for and shall be paid into the State Treasury monthly. All fees received by the Secretary of State pursuant to the provisions of this section shall be paid to the credit of the Revolving Fund for the Office of the Secretary of State created pursuant to Section 276.1 of Title 62 of the Oklahoma Statutes.

SECTION 5. AMENDATORY 54 O.S. 2001, Section 1-105, as amended by Section 33, Chapter 253, O.S.L. 2008 (54 O.S. Supp. 2008, Section 1-105), is amended to read as follows:

Section 1-105. Execution, Filing, and Recording of Statements.

(a) A statement may be filed in the office of the Secretary of State. A certified copy of a statement that is filed in an office in another state may be filed in the office of the Secretary of State. Either filing has the effect provided in this act with

respect to partnership property located in or transactions that occur in this state.

(b) A certified copy of a statement that has been filed in the office of the Secretary of State and recorded in the office for recording transfers of real property has the effect provided for recorded statements in this act. A recorded statement that is not a certified copy of a statement filed in the office of the Secretary of State does not have the effect provided for recorded statements in this act.

(c) A statement filed by a partnership must be executed by at least two partners. Other statements must be executed by a partner or other person authorized by this act. An individual who executes a statement as, or on behalf of, a partner or other person named as a partner in a statement shall personally declare under penalty of perjury that the contents of the statement are accurate.

(d) A person authorized by this act to file a statement may amend or cancel the statement by filing an amendment or cancellation that names the partnership, identifies the statement, and states the substance of the amendment or cancellation.

(e) A person who files a statement pursuant to this section shall promptly send a copy of the statement to every nonfiling partner and to any other person named as a partner in the statement. Failure to send a copy of a statement to a partner or other person does not limit the effectiveness of the statement as to a person not a partner.

(f) The county clerk recording transfers of real property may collect a fee for recording a statement.

(g) The Secretary of State shall charge and collect the following fees:

(1) for filing a statement, a fee of One Hundred Dollars (\$100.00);

(2) for filing an amendment, cancellation, or dissolution, a fee of Fifty Dollars (\$50.00);

(3) for filing a statement of denial, a fee of Twenty-five Dollars (\$25.00);

(4) for filing a statement of disassociation, a fee of Twenty-five Dollars (\$25.00);

(5) for filing a statement of change of agent or office, resignation of agent, or change of chief executive office, a fee of Twenty-five Dollars (\$25.00);

(6) for filing a change of address for any individual or other person authorized to do business in this state designated by a partnership as its registered agent for service of process, or the change of name or the resignation of a registered agent, a fee of Twenty-five Dollars (\$25.00) for the first forty partnerships and Five Dollars (\$5.00) for each additional partnership within any bulk filing;

(7) for filing a statement of conversion, a fee of One Hundred Dollars (\$100.00);

~~(7)~~ (8) for filing a statement of merger, a fee of One Hundred Dollars (\$100.00); and

~~(8)~~ (9) for filing a fictitious name certificate, a fee of Fifty Dollars (\$50.00), and for an amendment to the certificate, a fee of Twenty-five Dollars (\$25.00).

(h) A partnership name filed in a statement pursuant to this act may not be the same as or indistinguishable from the name of any other partnership, corporation, limited liability company or limited partnership, trade name or fictitious name, or other name reserved with or on file with the Secretary of State.

(i) The provisions of subparagraph h of this paragraph shall not apply if one of the following is filed with the Secretary of State:

(1) the written consent of the other partnership, corporation, limited liability company, limited partnership, or holder of the trade name, fictitious name or other reserved name to use the same or indistinguishable name with the addition of one or more words,

numerals, numbers or letters to make that name distinguishable upon the records of the Secretary of State, except that the addition of words, numerals, numbers or letters to make the name distinguishable shall not be required where such written consent states that the consenting entity is about to change its name, cease to do business, withdraw from the state or be wound up, or

(2) a certified copy of a final decree of a court of competent jurisdiction establishing the prior right of such partnership or holder of partnership name to the use of such name in this state.

(j) Any signature on any instrument authorized to be filed with the Secretary of State under any provision of this act may be by facsimile.

SECTION 6. AMENDATORY 54 O.S. 2001, Section 305.1, is amended to read as follows:

Section 305.1 A. A domestic limited partnership may change the location of its registered office in this state at any time as it may see fit. This change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner, showing the change. Any individual, domestic or foreign corporation, limited partnership or limited liability company designated by a domestic limited partnership as its registered agent for service of process may change the address of the registered office of the limited partnership or limited partnerships for which he or she is the registered agent to another address in this state by filing with the Secretary of State a certificate in the name of each affected corporation, executed and acknowledged by the registered agent, setting forth the address at which the registered agent has maintained the registered office, and further certifying to the new address to which the registered office will be changed on a given day, and at which new address the registered agent will thereafter maintain the registered office. Thereafter, or until further change of address, as authorized by law, the registered office in this state shall be located at the new address of the registered agent thereof as given in the certificate. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars (\$25.00) shall be paid to the Secretary of State for the first forty limited partnerships and Five Dollars (\$5.00) for each additional limited partnership within any bulk filing.

B. A domestic limited partnership may change its registered agent at any time as it may see fit. Such change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner and acknowledged by a notary public, showing the change. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars (\$25.00) shall be paid to the Secretary of State.

C. The registered agent of a limited partnership may resign without appointing a successor by filing in the name of the limited partnership a certificate with the Secretary of State; but such resignation shall not become effective until thirty (30) days after each certificate is filed. There shall be included in the certificate a statement of such registered agent, if an individual, or of the president, a vice-president, or the secretary thereof, if a corporation, that at least thirty (30) days prior to the date of the filing of the certificate, due notice of the resignation of the registered agent was sent by certified or registered mail to the limited partnership for which such registered agent was acting, at the principal office thereof, if known to the registered agent or, if not, to the last-known address of the attorney or other individual at whose request the registered agent was appointed for such corporation.

D. After receipt of the notice of the resignation of its registered agent provided for in subsection C of this section, the limited partnership for which such registered agent was acting shall obtain and designate a new registered agent to take the place of the registered agent so resigning in the same manner as provided for in subsection B of this section for change of registered agent. If such limited partnership, being a limited partnership of this state, fails to obtain and designate a new registered agent prior to the expiration of the period of thirty (30) days after the filing by the registered agent of the certificate of resignation, the Secretary of State shall be deemed to be the registered agent of the limited partnership until a new registered agent is designated. The Office of the Secretary of State shall charge the fee prescribed by Section 350.1 of this title for acting as registered agent.

E. If a limited partnership has no registered agent or the registered agent cannot be found, then service on the limited

partnership may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 7. AMENDATORY 54 O.S. 2001, Section 353.1, is amended to read as follows:

Section 353.1 A foreign limited partnership may change the location of its registered office or its registered agent in this state at any time as it may see fit. Such change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner, detailing the change or changes. Any individual or corporation designated by a foreign limited partnership as its registered agent for service of process may change the address of the registered office of the limited partnership or limited partnerships for which he or she is the registered agent to another address in this state by filing with the Secretary of State a certificate in the name of each affected corporation, executed and acknowledged by the registered agent, setting forth the address at which the registered agent has maintained the registered office, and further certifying to the new address to which the registered office will be changed on a given day, and at which new address the registered agent will thereafter maintain the registered office. Thereafter, or until further change of address, as authorized by law, the registered office in this state shall be located at the new address of the registered agent thereof as given in the certificate. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars (\$25.00) shall be paid to the Secretary of State for the first forty foreign limited partnerships and Five Dollars (\$5.00) for each additional foreign limited partnership within any bulk filing.

SECTION 8. This act shall become effective January 1, 2010.

Passed the Senate the 21st day of May, 2009.

Presiding Officer of the Senate

Passed the House of Representatives the 22nd day of May, 2009.

Presiding Officer of the House
of Representatives