

As Introduced

132nd General Assembly

Regular Session

2017-2018

S. B. No. 179

Senator LaRose

Cosponsor: Senator Hackett

A BILL

To amend section 1705.06 and to enact section 1
111.35 of the Revised Code to automatically 2
dissolve a limited liability company under 3
certain circumstances and to authorize the 4
Secretary of State to implement an electronic 5
notification system to alert a person if a 6
business name containing a specific word has 7
been registered. 8

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:

Section 1. That section 1705.06 be amended and section 9
111.35 of the Revised Code be enacted to read as follows: 10

Sec. 111.35. The secretary of state may implement an 11
electronic notification system under which any person may 12
request to be notified if a business name containing a specific 13
word or words has been registered. For purposes of this section, 14
"person" has the same meaning as in section 1701.01 of the 15
Revised Code. 16

Sec. 1705.06. (A) Each limited liability company shall 17
maintain continuously in this state an agent for service of 18

process on the company. The agent shall be one of the following: 19

(1) A natural person who is a resident of this state; 20

(2) A domestic or foreign corporation, nonprofit 21
corporation, limited liability company, partnership, limited 22
partnership, limited liability partnership, limited partnership 23
association, professional association, business trust, or 24
unincorporated nonprofit association that has a business address 25
in this state. If the agent is an entity other than a domestic 26
corporation, the agent shall meet the requirements of Title XVII 27
of the Revised Code for an entity of the agent's type to 28
transact business or exercise privileges in this state. 29

(B) (1) The secretary of state shall not accept original 30
articles of organization of a limited liability company for 31
filing unless the articles are accompanied by both of the 32
following: 33

(a) A written appointment of an agent as described in 34
division (A) of this section that is signed by an authorized 35
member, manager, or other representative of the limited 36
liability company; 37

(b) A written acceptance of the appointment that is signed 38
by the designated agent on a form prescribed by the secretary of 39
state. 40

(2) In cases not covered by division (B) (1) of this 41
section, the limited liability company shall appoint the agent 42
described in division (A) of this section and shall file with 43
the secretary of state, on a form prescribed by the secretary of 44
state, a written appointment of that agent that is signed as 45
described in division (K) of this section and a written 46
acceptance of the appointment that is signed by the designated 47

agent. 48

(3) For purposes of divisions (B) (1) and (2) of this 49
section, the filed written acceptance of an agent's appointment 50
shall be a signed original document or a photocopy, facsimile, 51
or similar reproduction of a signed original document. 52

(C) The written appointment of an agent described in 53
division (A) of this section shall set forth the name of the 54
agent and the agent's address in this state, including the 55
street and number or other particular description of that 56
address. It otherwise shall be in the form that the secretary of 57
state prescribes. The secretary of state shall keep a record of 58
the names of limited liability companies and the names and 59
addresses of their agents. 60

(D) If any agent described in division (A) of this section 61
dies, resigns, or moves outside of this state, the limited 62
liability company shall appoint forthwith another agent and file 63
with the secretary of state, on a form prescribed by the 64
secretary of state, a written appointment of the agent and 65
acceptance of appointment as described in division (B) (2) of 66
this section. 67

(E) If the agent described in division (A) of this section 68
changes the agent's address from the address stated in the 69
records of the secretary of state, the agent or the limited 70
liability company shall file forthwith with the secretary of 71
state, on a form prescribed by the secretary of state, a written 72
statement setting forth the new address. 73

(F) An agent described in division (A) of this section may 74
resign by filing with the secretary of state, on a form 75
prescribed by the secretary of state, a written notice of 76

resignation that is signed by the agent and by mailing a copy of 77
that notice to the limited liability company at the current or 78
last known address of its principal office. The notice shall be 79
mailed to the company on or prior to the date that the notice is 80
filed with the secretary of state and shall set forth the name 81
of the company, the name and current address of the agent, the 82
current or last known address, including the street and number 83
or other particular description, of the company's principal 84
office, a statement of the resignation of the agent, and a 85
statement that a copy of the notice has been sent to the company 86
within the time and in the manner specified in this division. 87
The authority of the resigning agent terminates thirty days 88
after the filing of the notice with the secretary of state. 89

(G) A limited liability company may revoke the appointment 90
of its agent described in division (A) of this section by filing 91
with the secretary of state, on a form prescribed by the 92
secretary of state, a written appointment of another agent and 93
an acceptance of appointment in the manner described in division 94
(B)(2) of this section and a statement indicating that the 95
appointment of the former agent is revoked. 96

(H)(1) Any legal process, notice, or demand required or 97
permitted by law to be served upon a limited liability company 98
may be served upon the company as follows: 99

(a) If the agent described in division (A) of this section 100
is a natural person, by delivering a copy of the process, 101
notice, or demand to the agent; 102

(b) If the agent is not a natural person, by delivering a 103
copy of the process, notice, or demand to the address of the 104
agent in this state as contained in the records of the secretary 105
of state. 106

(2) If the agent described in division (A) of this section 107
cannot be found or no longer has the address that is stated in 108
the records of the secretary of state or the limited liability 109
company has failed to maintain an agent as required by this 110
section and if the party or the agent or representative of the 111
party that desires service of the process, notice, or demand 112
files with the secretary of state an affidavit that states that 113
one of those circumstances exists and states the most recent 114
address of the company that the party who desires service has 115
been able to ascertain after a diligent search, then the service 116
of the process, notice, or demand upon the secretary of state as 117
the agent of the company may be initiated by delivering to the 118
secretary of state four copies of the process, notice, or demand 119
accompanied by a fee of five dollars. The secretary of state 120
shall give forthwith notice of that delivery to the company at 121
either its principal office as shown upon the secretary of 122
state's records or at any different address specified in the 123
affidavit of the party desiring service and shall forward to the 124
company at either address by certified mail, return receipt 125
requested, a copy of the process, notice, or demand. Service 126
upon the company is made when the secretary of state gives the 127
notice and forwards the process, notice, or demand as set forth 128
in division (H) (2) of this section. 129

(I) The secretary of state shall keep a record of each 130
process, notice, and demand that pertains to a limited liability 131
company and that is delivered to the secretary of state's office 132
under this section or another law of this state that authorizes 133
service upon the secretary of state in connection with a limited 134
liability company. In that record, the secretary of state shall 135
record the time of each delivery of that type and the secretary 136
of state's subsequent action with respect to the process, 137

notice, or demand. 138

(J) This section does not limit or affect the right to 139
serve any process, notice, or demand upon a limited liability 140
company in any other manner permitted by law. 141

(K) The written appointment of an agent or a written 142
statement filed by the company with the secretary of state shall 143
be signed by an authorized member, manager, or other 144
representative of the company. 145

(L) Upon the failure of a limited liability company to 146
maintain an agent, or upon the failure of a limited liability 147
company or agent to file a statement of change of address of an 148
agent, the secretary of state shall give notice thereof by 149
ordinary or electronic mail to the company at the address 150
provided to the secretary of state. Unless the default is cured 151
within thirty days after the mailing or transmission of the 152
notice or within any further period of time that the secretary 153
of state grants, upon expiration of that period of time, the 154
articles of organization shall be canceled without further 155
notice or action by the secretary of state. The secretary of 156
state shall make a notation of the cancellation on the secretary 157
of state's records. 158

Section 2. That existing section 1705.06 of the Revised 159
Code is hereby repealed. 160