

**As Introduced**

**132nd General Assembly**

**Regular Session**

**2017-2018**

**S. B. No. 179**

**Senator LaRose**

**Cosponsor: Senator Hackett**

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**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