

# AN ACT

To amend sections 111.18, 111.201, 1309.14, 1309.39, 1329.01, 1329.02, 1329.03, 1329.08, 1329.42, 1329.43, 1329.55, 1329.56, 1329.62, 1701.05, 1701.07, 1701.08, 1701.63, 1701.70, 1701.81, 1701.922, 1702.05, 1702.06, 1702.07, 1702.43, 1702.46, 1702.59, 1702.60, 1703.04, 1703.041, 1703.15, 1703.19, 1705.05, 1705.07, 1705.54, 1705.55, 1733.08, 1733.37, 1775.61, 1775.62, 1775.64, 1782.02, 1782.09, 1782.13, 1782.48, 1782.50, 1782.52, 3927.05, and 5733.22, to enact section 1329.47, and to repeal section 3909.16 of the Revised Code to revise the manner in which the Secretary of State records certain filings made by corporations, limited liability companies, foreign limited liability companies, credit unions, limited partnerships, and foreign limited partnerships; to modify the conditions under which a partnership becomes and continues to be a registered domestic limited liability partnership and allows such partnerships to file with the Secretary of State a statement of corrections regarding its registration application; to specify the conditions under which a foreign limited liability partnership's registration ceases; to specify the contents of a fictitious name report; to provide for the cancellation of marks of ownership; to provide for one year of name protection from the date of any corporate cancellation; to make other revisions in the laws governing the availability of trade names, trademarks, and service marks, and for-profit and nonprofit corporate names, the use of fictitious names, mark of ownership statements, merger certificates,

notification of agent address changes, the amending of articles of incorporation, and applications filed by a foreign corporation for profit to conduct business in this state; to eliminate the requirement that a foreign corporation have its license revoked if it tries to change venue or remove a suit to federal court; to make changes regarding the appointment of a statutory agent by a foreign corporation; to modify the use of crops growing or to be grown as security interests; and to permit corporate directors to form committees of one or more directors.

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

SECTION 1. That sections 111.18, 111.201, 1309.14, 1309.39, 1329.01, 1329.02, 1329.03, 1329.08, 1329.42, 1329.43, 1329.55, 1329.56, 1329.62, 1701.05, 1701.07, 1701.08, 1701.63, 1701.70, 1701.81, 1701.922, 1702.05, 1702.06, 1702.07, 1702.43, 1702.46, 1702.59, 1702.60, 1703.04, 1703.041, 1703.15, 1703.19, 1705.05, 1705.07, 1705.54, 1705.55, 1733.08, 1733.37, 1775.61, 1775.62, 1775.64, 1782.02, 1782.09, 1782.13, 1782.48, 1782.50, 1782.52, 3927.05, and 5733.22 be amended and section 1329.47 of the Revised Code be enacted to read as follows:

Sec. 111.18. (A) The secretary of state shall keep a record of all fees collected by the secretary of state and, except as otherwise provided in this section and in sections 1309.401 and 1329.68 and division (C)(2) of section 3506.05 of the Revised Code, shall pay them into the state treasury to the credit of the general revenue fund. ~~Twenty-five dollars of each fee collected under divisions (A)(2), (F), (G)(2), and (I)(1) of section 111.16 and division (C) of section 1703.031 of the Revised Code, and all fees collected under divisions (I)(2) and (N) of section 111.16 of the Revised Code, the~~ following fees shall be paid into the state treasury to the credit of the corporate and uniform commercial code filing fund created in section 1309.401 of the Revised Code;

(1) Twenty-five dollars of each fee collected under divisions (A)(2), (F), (G)(2), and (I)(1) of section 111.16 of the Revised Code;

(2) Twenty-five dollars of each fee collected under division (c) of section 1703.031 of the Revised Code;

(3) All fees collected under divisions (I)(2) and (N) of section 111.16 of the Revised Code;

(4) All fees collected under section 1703.08 of the Revised Code;

(5) Each fifty-dollar fee for amendments filed by foreign nonprofit corporations under section 1703.27 of the Revised Code.

(B) The secretary of state may implement a credit card payment program permitting payment of any fee charged by the secretary of state by means of a credit card. The secretary of state may open an account outside the state treasury in a financial institution for the purpose of depositing credit card receipts. Within forty-eight hours following the deposit of the receipts, the financial institution shall make available to the secretary of state funds in the amount of the receipts. The secretary of state shall then pay these funds into the state treasury to the credit of the general revenue fund, except as otherwise provided by the Revised Code.

The secretary of state may pay the cost of any service charge required by a financial institution or credit card company in connection with a credit card payment program.

The secretary of state shall adopt rules as necessary to carry out the purposes of this division. The rules shall include standards for determining eligible financial institutions and the manner in which funds shall be made available and shall be consistent with the standards contained in sections 135.03, 135.18, and 135.181 of the Revised Code.

Sec. 111.201. The secretary of state may make copies of all documents filed with ~~his~~ the secretary of state's office pursuant to any section of the Revised Code, ~~in legible handwriting, typewriter, printing, by~~ microfilm; or ~~by~~ any other authorized photostatic or digitized process, and ~~return or~~ destroy the original documents after they are copied.

Sec. 1309.14. (A) Subject to the provisions of section 1304.20 of the Revised Code on the security interest of a collecting bank, sections 1309.112 and 1309.113 of the Revised Code on security interests in investment property, and section 1309.11 of the Revised Code on a security interest arising under sections 1302.01 to 1302.98 of the Revised Code, a security interest is not enforceable against the debtor or third parties with respect to the collateral and does not attach unless:

(1) The collateral is in the possession of the secured party pursuant to agreement, the collateral is investment property and the secured party has control pursuant to agreement, or the debtor has signed a security agreement which contains a description of the collateral and in addition, when the security interest covers ~~crops growing or to be grown or~~ timber to be cut, a description of the land concerned; and

- (2) Value has been given; and
- (3) The debtor has rights in the collateral.

(B) A security interest attaches when it becomes enforceable against the debtor with respect to the collateral. Attachment occurs as soon as all of the events specified in division (A) of this section have taken place unless explicit agreement postpones the time of attaching.

(C) Unless otherwise agreed, a security agreement gives the secured party the rights to proceeds provided by section 1309.25 of the Revised Code.

(D) A transaction, although subject to sections 1309.01 to 1309.50 of the Revised Code, is also subject to sections 1317.01 to 1317.99 and 1321.01 to 1321.33 of the Revised Code, and divisions (A), (B), and (C) of section 1321.99 of the Revised Code and in the event of conflict between the provisions of sections 1309.01 to 1309.50, and 1317.01 to 1317.99, 1321.01 to 1321.33 of the Revised Code, and divisions (A), (B), and (C) of section 1321.99 of the Revised Code, the provisions of sections 1317.01 to 1317.99, 1321.01 to 1321.33 of the Revised Code, and divisions (A), (B), and (C) of section 1321.99 of the Revised Code shall prevail. Failure to comply with such provisions has only the effect provided therein.

Sec. 1309.39. (A) A financing statement shall state the names of the debtor and the secured party, be signed by the debtor, give an address of the secured party from which information concerning the security interest may be obtained, give a mailing address of the debtor, and include a statement indicating the types, or describing the items, of collateral. A financing statement shall be filed on a form prescribed by the secretary of state. A financing statement filed in the office of the county recorder shall also comply with Chapter 317. of the Revised Code. A financing statement may be filed before a security agreement is made or a security interest otherwise attaches. When the financing statement covers ~~crops growing or to be grown~~, timber to be cut, or minerals or the like, including oil and gas, or accounts subject to division (E) of section 1309.03 of the Revised Code, or when the financing statement is filed as a fixture filing pursuant to section 1309.32 of the Revised Code and the collateral is goods that are or are to become fixtures, the statement must also comply with division (D) of this section.

(B) A financing statement that otherwise complies with division (A) of this section is sufficient when it is signed by the secured party instead of the debtor if it is filed to perfect a security interest in any of the following:

- (1) Collateral already subject to a security interest in another jurisdiction when it is brought into this state or when the debtor's location is changed to

this state. Such a financing statement must state that the collateral was brought into this state or that the debtor's location was changed to this state under such circumstances;

(2) Proceeds under section 1309.25 of the Revised Code if the security interest in the original collateral was perfected. Such a financing statement must describe the original collateral;

(3) Collateral as to which the filing has lapsed;

(4) Collateral acquired after a change of name, identity, or corporate structure of the debtor under division (F) of this section.

(C) A financing statement may be amended by filing a writing signed by both the debtor and the secured party. The amendment shall be filed on a form prescribed by the secretary of state. An amendment filed in the office of the county recorder shall also comply with Chapter 317. of the Revised Code. An amendment does not extend the period of effectiveness of a financing statement. If any amendment adds collateral, it is effective as to the added collateral only from the filing date of the amendment. In sections 1309.01 to 1309.50 of the Revised Code, unless the context otherwise requires, the term "financing statement" means the original financing statement and any amendments.

(D) A financing statement covering ~~crops growing or to be grown or~~ timber to be cut or minerals or the like, including oil and gas, or accounts subject to division (E) of section 1309.03 of the Revised Code, or a financing statement filed as a fixture filing pursuant to section 1309.32 of the Revised Code must show that it covers this type of collateral, must recite that it is to be indexed in the real estate records of the county in which the real estate is situated, and the financing statement must contain a description of the real estate sufficient if it were contained in a mortgage of the real estate to give constructive notice of the mortgage under the law of this state. If the debtor does not have an interest of record in the real estate, the financing statement must show the name of a record owner or record lessee.

(E) A mortgage is effective as a financing statement filed as a fixture filing from the date of its recording if (1) the goods are described in the mortgage by item or type, (2) the goods are or are to become fixtures related to the real estate described in the mortgage, (3) the mortgage complies with the requirements for a financing statement in this section other than a recital that it is to be indexed in the real estate records, and (4) the mortgage is duly recorded. No fee with reference to the financing statement is required other than the regular recording and satisfaction fees with respect to the mortgage.

(F) A financing statement sufficiently shows the name of the debtor if it gives the individual, partnership, or corporate name of the debtor, whether

or not it adds other trade names or the names of partners. Where the debtor so changes the debtor's name or in the case of an organization its name, identity or corporate structure that a filed financing statement becomes seriously misleading, the filing is not effective to perfect a security interest in collateral acquired by the debtor more than four months after the change, unless a new appropriate financing statement is filed before the expiration of that time. A filed financing statement remains effective with respect to collateral transferred by the debtor even though the secured party knows of or consents to the transfer.

(G) A financing statement substantially complying with the requirements of this section is effective even though it contains minor errors which are not seriously misleading.

Sec. 1329.01. (A) As used in sections 1329.01 to 1329.10 of the Revised Code:

(1) "Trade name" means a name used in business or trade to designate the business of the user and to which the user asserts a right to exclusive use.

(2) "Fictitious name" means a name used in business or trade that is fictitious and that the user has not registered or is not entitled to register as a trade name. It does not include the name of record of any domestic corporation that is formed under Chapter 1701. or 1702. of the Revised Code, any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code, any domestic or foreign limited liability company that is formed under or registered pursuant to Chapter 1705. Of the Revised Code, any domestic or foreign limited partnership that is formed under or registered pursuant to Chapter 1782. of the Revised Code, or ~~the name of record of~~ any domestic or foreign limited liability partnership that is ~~organized~~ formed under or registered pursuant to Chapter 1775. of the Revised Code.

(3) "Person" includes any individual, general partnership, limited partnership, limited liability partnership, corporation, association, professional association, limited liability company, society, foundation, federation, or organization formed under the laws of this state or any other state.

(B) Subject to sections 1329.01 to 1329.10 of the Revised Code, any person may register with the secretary of state, on a form prescribed by the secretary of state, any trade name under which the person is operating, setting forth all of the following:

(1) The name and business address of the applicant for registration and any of the following that is applicable:

(a) If the applicant is a general partnership, the names and residence addresses of all of the partners;

(b) If the applicant is a limited partnership existing prior to July 1, 1994, that has not registered with the secretary of state pursuant to Chapter 1782. of the Revised Code, the name of the Ohio county in which its certificate of limited partnership or application for registration as a foreign limited partnership is filed;

(c) If the applicant is a limited partnership to which division (B)(1)(b) of this section does not apply or is a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under the laws of which it was formed.

(2) The trade name to be registered;

(3) The general nature of the business conducted by the applicant;

(4) The length of time during which the trade name has been used by the applicant in business operations in this state.

(C) The trade name application shall be signed by the applicant or by a ~~member or officer~~ any authorized representative of the applicant.

A single trade name may be registered upon each trade name application submitted under sections 1329.01 to 1329.10 of the Revised Code.

The trade name application shall be accompanied by a filing fee of twenty dollars, payable to the secretary of state.

(D) Any person who does business under a fictitious name and who has not registered and does not wish to register the fictitious name as a trade name or who cannot do so because the name is not available for registration shall report the use of the fictitious name to the secretary of state. ~~The, on a form prescribed by the secretary of state shall prescribe, setting forth all of the form for the report that shall include the following:~~

(1) ~~The name and business address of the user; and any of the nature of the business conducted; the exact form of the fictitious name used; if following that is applicable:~~

(a) ~~If the user is a general partnership, the names and residence addresses of all the partners; and, if~~

(b) ~~If the user is a limited partnership existing prior to July 1, 1994, the name and residence address of the general partners. The secretary of state shall give information concerning the identity of the user to anyone who inquires concerning it that has not been registered with the secretary of state pursuant to Chapter 1782. Of the Revised Code, the name of the Ohio county in which its certificate of limited partnership or application for registration as a foreign limited partnership is filed;~~

(c) ~~If the user is a limited partnership to which division (D)(1)(b) of this~~

section does not apply or is a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under whose laws it was formed.

(2) The fictitious name being used;

(3) The general nature of the business conducted by the user.

(E) The report of use of a fictitious name shall be signed by the user or by any authorized representative of the user.

A single fictitious name may be registered upon each fictitious name report submitted under sections 1329.01 to 1329.10 Of the Revised Code.

The fictitious name report shall be accompanied by a filing fee of ten dollars, payable to the secretary of state.

A report under this division shall be made within thirty days after the date of the first use of the fictitious name.

Sec. 1329.02. (A) The secretary of state shall not file an application for the registration of any trade name if the application indicates or implies that the trade name is connected with a government agency of this state, another state, or the United States and the trade name is not so connected or if the application indicates or implies that the applicant is incorporated and the application is not incorporated. Additionally, the secretary of state shall not file an application for the registration of any trade name if it is not distinguishable upon the records in the office of the secretary of state from any other trade name previously registered under sections 1329.01 to 1329.03 of the Revised Code, any corporate name, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to do business in this state, the name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. Of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. of the Revised Code, whether domestic or foreign, the name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or any trademark, or service mark previously filed and recorded in the office of the secretary of state and not abandoned, unless the written consent of the corporation, limited liability company, limited liability partnership, or limited partnership, or the person to whom is registered the exclusive right to use the trade name is filed in accordance with division (C) of section 1701.05 of the Revised Code with the application or the written consent of the former registrant of the trademark or service mark is filed with the application. The application for the registration of a trade name and the consent form shall be on a form

prescribed by the secretary of state.

(B) The secretary of state shall determine for purposes of this section whether a name is distinguishable from another name in a manner consistent with the provisions of division (B) of section 1701.05 of the Revised Code.

Sec. 1329.03. Upon compliance by the applicant or user with the requirements of sections 1329.01 to 1329.10, ~~inclusive,~~ of the Revised Code, the secretary of state shall ~~cause a certificate of registration to be issued and delivered to the applicant. The certificate of registration shall be issued under the signature and seal of the secretary of state, and it shall show the name and business address of the applicant, the name, title, or designation registered, the date of first use claimed, the date of registration and the term of registration~~ accept a document for filing and make a copy of the document by microfilm or by any authorized photostatic or digitized process. Evidence of the filing shall be returned to the person filing the document.

Sec. 1329.08. The secretary of state shall cancel from the secretary of state's files:

(A) Any registration concerning which the secretary of state receives a voluntary request in writing, on a form prescribed by the secretary of state, for cancellation of the registration from the registrant or the assignee of record;

(B) All registrations granted under sections 1329.01 to 1329.10 of the Revised Code that are not renewed in accordance with sections 1329.01 to 1329.10 of the Revised Code;

(C) Any registration ~~concerning which~~ that the secretary of state ~~or a court of competent jurisdiction~~ finds:

~~(1) That the registered trade name has been abandoned;~~

~~(2) That the registration was granted improperly;~~

(D) Any registration ordered cancelled by a court of competent jurisdiction on any ground.

Sec. 1329.42. A person who uses in this state a name, mark, or device to indicate ownership of articles or supplies may file in the office of the secretary of state, on a form to be prescribed by ~~him~~ the secretary of state, a verified statement setting forth, but not limited to, the following information:

(A) The name and business address of the person filing the statement; and, if a corporation, the state of incorporation;

(B) The nature of the business of the applicant;

(C) The type of articles or supplies in connection with which the name, mark, or device is used.

The statement shall include or be accompanied by a ~~copy, specimen, facsimile, or counterpart~~ evidencing actual use of the name, mark, or device, together with a filing fee of twenty dollars. The registration of a name, mark, or device pursuant to this section is effective for a ten-year period beginning on the date of registration. If an application for renewal is filed within six months prior to the expiration of the ten-year period on a form prescribed by the secretary of state, the registration may be renewed at the end of each ten-year period for an additional ten-year period. A renewal fee of ten dollars shall accompany the application for renewal. The secretary of state shall notify a registrant within the six months next preceding the expiration of ten years from the date of registration of the necessity of renewal by writing to the last known address of the registrant.

Sec. 1329.43. Upon compliance with the requirements of sections 1329.41 to 1329.53, ~~inclusive,~~ of the Revised Code, the secretary of state shall ~~cause a certificate to be issued and delivered~~ accept a document for filing and make a copy of the document by microfilm or by any authorized photostatic or digitized process. Evidence of the filing shall be returned to the person filing the statement document. ~~The certificate shall be issued over the signature of the secretary of state and seal of secretary of state, and it shall show the name and business address of the person claiming ownership of the articles or supplies upon which the name, mark or device is produced; the nature of the business of the applicant; the type of articles or supplies on which the name, mark or device is produced and used; a copy, specimen, facsimile or counterpart of such name, mark or device as filed in the secretary of state's office, or a reproduction thereof; and the filing date.~~

~~Any certificate issued under the provisions hereof and duly certified by the secretary of state, or a~~ A certified copy of the statement any document filed; under this section shall be admissible in evidence in any action or judicial proceedings in any court of this state as competent and sufficient proof of the filing pursuant to sections 1329.41 to 1329.53, ~~inclusive,~~ of the Revised Code, and shall be prima facie evidence of the ownership by the person filing hereunder of all articles and supplies upon which such name, mark, or device is produced.

Sec. 1329.47. The secretary of state shall cancel from the register all of the following:

(A) Any registration concerning which the secretary of state receives a voluntary request in writing for the cancellation of the registration from the registrant or the assignee of record;

(B) Any registration granted under sections 1329.41 to 1329.45 Of the Revised Code, not renewed in accordance with the provisions of those

sections:

(C) Any registration that the secretary of state finds was granted improperly;

(D) Any registration ordered canceled by a court of competent jurisdiction on any ground.

Sec. 1329.55. A ~~trade-mark~~ trademark or service mark by which the goods or services of any applicant for registration may be distinguished from the goods or services of others shall not be registered if it consists of or comprises any one or more of the following:

(A) Immoral, deceptive, or scandalous matter;

(B) Matter which may disparage or falsely suggest a connection with persons, living or dead, institutions, beliefs, or national symbols, or bring them into contempt or disrepute;

(C) The flag or coat of arms or other insignia of the United States, or of any state or municipality, or of any foreign nation, or any simulation thereof;

(D) The name, signature, or portrait of any living individual, except with ~~his~~ the individual's written consent;

(E) A mark which:

(1) When applied to the goods or services of the applicant, is merely descriptive or deceptively misdescriptive of them;

(2) When applied to the goods or services of the applicant is primarily geographically descriptive or deceptively misdescriptive of them;

(3) Is primarily merely a surname; provided, that nothing in division (E) of this section shall prevent the registration of a mark used in this state by the applicant which has become distinctive of the applicant's goods or services. The secretary of state may accept as evidence that the mark has become distinctive, as applied to the applicant's goods or services, proof of substantially exclusive and continuous use thereof as a mark by the applicant in this state or elsewhere for the five years next preceding the date of the filing of the application for registration;.

(F) A ~~trade-mark~~ trademark or service mark which so resembles a ~~trade-mark~~ trademark or service mark registered in this state or a ~~trade-mark~~ trademark, service mark, corporate name, limited liability company name, limited liability partnership name, limited partnership name, or trade name previously used in this state by another and not abandoned, as likely, when applied to the goods or services of the applicant, to cause confusion or mistake or to deceive;

(G) A ~~trade-mark~~ trademark or service mark which so resembles a ~~trade-mark~~ trademark or service mark registered in the United States patent

office by another and not abandoned, as to be likely, when applied to the goods or services of the applicant, to cause confusion or mistake or to deceive; provided, that should THE applicant prove that ~~he~~ the applicant is the owner of a concurrent registration in the United States patent office of ~~his trade-mark~~ the applicant's trademark or service mark covering an area including this state, the applicant may register ~~his trade-mark~~ the applicant's trademark or service mark in accordance with this section.

Sec. 1329.56. Subject to the limitations set forth in sections 1329.54 to 1329.67 of the Revised Code, any person who adopts and uses a trademark or service mark in this state may file in the office of the secretary of state, on a form to be prescribed by the secretary of state, an application for registration of that trademark or service mark setting forth, but not limited to, the following information:

(A) The name and business address of the person applying for the registration; and, if a corporation, the state of incorporation;

(B) The goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with the goods or services and the class in which the goods or services fall;

(C) The date when the trademark or service mark was first used anywhere and the date when it was first used in this state by the applicant or ~~his~~ the applicant's predecessor in business;

(D) A statement that the applicant is the owner of the trademark or service mark and that no other person has the right to use the trademark or service mark in the state either in the identical form thereof, or in such near resemblance thereto, as might be calculated to deceive or be mistaken therefor;

(E) A statement that no other person has a registration of the same or a confusingly similar trademark or service mark in the United States patent office for the same or similar goods or services or a statement that the applicant is the owner of a concurrent registration in the United States patent office of ~~his~~ the applicant's trademark or service mark covering an area including this state.

The application shall be signed and verified by the applicant ~~or~~ by a ~~member~~ an authorized representative of the firm, limited liability company, limited liability partnership, general partnership, or limited partnership, or by an officer of the corporation, union, or association applying.

The application shall be accompanied by a specimen ~~or facsimile~~ of the trademark or service mark as actually used and shall contain a brief description of the trademark or service mark as it appears on the specimen ~~or facsimile~~.

The application for registration shall be accompanied by a filing fee of twenty dollars, payable to the secretary of state.

Sec. 1329.62. The secretary of state shall cancel from the register:

(A) Any registration ~~concerning which~~ that the secretary of state receives a voluntary request in writing, on a form prescribed by the secretary of state, for cancellation of the registration from the registrant or the assignee of record;

(B) Any registration granted under sections 1329.54 to 1329.67 of the Revised Code, not renewed in accordance with the provisions thereof;

(C) Any registration ~~concerning which~~ that the secretary of state ~~or a court of competent jurisdiction~~ finds that:

~~(1) The registered trademark or service mark has been abandoned;~~

~~(2) The registrant is not the owner of the trademark or service mark;~~

~~(3) The registration was granted improperly;~~

~~(4) The registration was obtained fraudulently;~~

~~(5) The registered trademark or service mark is so similar, as to be likely to cause confusion or mistake or to deceive, to a trademark or service mark registered by another person in the United States patent office, prior to the date of the filing of the application for registration by the registrant hereunder, and not abandoned; provided, that should the registrant prove that the registrant is the owner of a concurrent registration of the registrant's trademark or service mark in the United States patent office covering an area including this state, the registration mentioned in this section shall not be cancelled.~~

(D) Any registration ~~of which~~ ordered canceled by a court of competent jurisdiction ~~orders cancellation~~ on any ground.

Sec. 1701.05. (A) Except as provided in this section, and in sections 1701.75, 1701.78, and 1701.82 of the Revised Code, which sections relate to the reorganization, merger, and consolidation of corporations, the corporate name of a domestic corporation shall comply with all of the following:

(1) It shall end with or include the word or abbreviation "company," "co.," "corporation," "corp.," "incorporated," or "inc."

(2) It shall be distinguishable upon the records in the office of the secretary of state from ~~the~~ all of the following:

(a) The name of any other corporation, whether nonprofit or for profit and whether that of a domestic or of a foreign corporation authorized to do business in this state, ~~and from any~~;

(b) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. Of the Revised Code, whether domestic or foreign;

(c) The name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. of the Revised Code, whether domestic or foreign;

(d) The name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign;

(e) Any trade name the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

(3) It shall not contain any language that indicates or implies that the corporation is connected with a government agency of this state, another state, or the United States.

(B) The secretary of state shall determine for purposes of this section whether a name is "distinguishable" from another name upon ~~his~~ the secretary of state's records. Without excluding other names that may not constitute distinguishable names in this state, a name is not considered distinguishable from another name for purposes of this section solely because it differs from the other name in only one or more of the following manners:

(1) The use of the word "corporation," "company," "incorporated," "limited," or any abbreviation of any of those words;

(2) The use of any article, conjunction, contraction, abbreviation, or punctuation;

(3) The use of a different tense or number of the same word.

(C) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from the name of any other corporation, limited liability company, limited liability partnership, or limited partnership, or from a registered trade name, if there also is filed in the office of the secretary of state, on a form prescribed by the secretary of state, the consent of the other ~~corporation~~ entity or, in the case of a registered trade name, the person ~~to whom~~ in whose name is registered the exclusive right to use the name, which consent is evidenced in a writing signed by any authorized officer ~~of the other corporation~~ or any authorized ~~party~~ representative of the other entity or person.

(D) In case of judicial sale or judicial transfer, by sale or transfer of good will or otherwise, of the right to use the name of a corporation (, whether nonprofit or for profit, and whether that of a domestic corporation or of a foreign corporation authorized to exercise its corporate privileges in this state or to do business in this state), the secretary of state, at the instance

of the purchaser or transferee of such right, shall accept for filing articles of a corporation with a name the same as or similar to the name of such other corporation, if there also is ~~also~~ filed in the office of the secretary of state a certified copy of the decree or order of court confirming or otherwise evidencing the purchase or transfer.

(E) Any person who wishes to reserve a name for a proposed new corporation, or any corporation intending to change its name, may submit to the secretary of state a written application, on a form prescribed by the secretary of state, for the exclusive right to use a specified name as the name of a corporation. If the secretary of state finds that, under this section, the specified name is available for such use, the secretary of state shall ~~endorse his or her approval upon and file such the~~ application and, from the date of ~~such endorsement the filing, such the~~ the filing, such the applicant shall have the exclusive right for sixty days to use the specified name as the name of a corporation, counting the date of such ~~endorsement filing~~ filing as the first of sixty days. The right so obtained may be transferred by the applicant or other holder thereof by the filing in the office of the secretary of state of a written transfer, on a form prescribed by the secretary of state, stating the name and address of the transferee.

(F) For filing under this section any application or other document, other than articles or a consent to the use of a name, the secretary of state shall charge and collect a fee of five dollars.

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 be a natural person who is a resident of this state or may be 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 that has a business address 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) Unless the change is reported on the annual report filed with the department of taxation, 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 a fee of three dollars.

(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 certified mail to the corporation 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 a filing fee of ten dollars. 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. 1701.08. (A) When articles of incorporation and other certificates relating to the corporation are ~~filed with~~ submitted to the secretary of state, ~~he the secretary of state~~ shall, ~~if he finds~~ after finding that they comply with the provisions of sections 1701.01 to 1701.98, ~~inclusive,~~ of the Revised Code, ~~endorse thereon his approval, the date of filing, a file number, accept the articles and other certificates for filing and make a copy thereof in legible handwriting, typewriter, printing, of the articles and other certificates by microfilm or by any authorized photostatic or digitized process. The articles or other certificate certified by evidence of the secretary of state filing shall be returned to the person filing said the articles or certificate.~~

(B) All persons shall have the opportunity of acquiring knowledge of the contents of the articles and other certificates filed and recorded in the office of the secretary of state, but no person dealing with the corporation shall be charged with constructive notice of the contents of any such articles or certificates by reason of such filing or recording.

Sec. 1701.63. (A) The regulations may provide for the creation by the directors of an executive committee or any other committee of the directors, to consist of ~~not less than three~~ one or more directors, and may authorize the delegation to any such committee of any of the authority of the directors, however conferred, other than the authority of filling vacancies among the directors or in any committee of the directors.

(B) The directors may appoint one or more directors as alternate members of any such committee, who may take the place of any absent member or members at any meeting of the particular committee.

(C) Each such committee shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the directors, and shall be

subject to the control and direction of the directors.

(D) Unless otherwise provided in the regulations or ordered by the directors, any such committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

(E) Unless participation by members of any such committee at a meeting by means of communications equipment is prohibited by the articles, the regulations, or an order of the directors, meetings of the particular committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.

(F) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the directors.

Sec. 1701.70. (A) If an initial stated capital is not set forth in the articles, then before the corporation begins business, or if an initial stated capital is set forth in the articles, then before subscriptions to shares ~~shall~~ have been received in such the amount of that ~~the stated capital of such shares is at least equal to the~~ initial stated capital, the incorporators may adopt an amendment to the articles by a writing signed by them.

(B) The directors may adopt an amendment to the articles in the following cases:

(1) When and to the extent authorized by the articles, the directors may adopt an amendment in respect of any unissued or treasury shares of any class;

(2) When the corporation shall have issued shares or obligations convertible into shares of the corporation, or shall have granted options to purchase any shares, and such conversion or option rights are set forth in the articles or have been approved by the same vote of shareholders as, at the time of such approval, would have been required to amend the articles to authorize the shares required for such purpose, and the corporation does not have sufficient authorized but unissued shares to satisfy such conversion or option rights, the directors may adopt an amendment to authorize such shares;

(3) Whenever shares of any class have been redeemed, or have been surrendered to or acquired by the corporation upon conversion, exchange, purchase, or otherwise, the directors may adopt an amendment to reduce the authorized number of shares of such class by the number so redeemed, surrendered, or acquired; and when all of the authorized shares of a class have been redeemed, or surrendered to or acquired by the corporation, the directors may adopt an amendment to eliminate from the articles all

references to the shares of such class and to make such other appropriate changes as are required by such elimination;

(4) When articles have been amended and any change of issued or unissued shares provided for in the amendment or amended articles shall have become effective, the directors may adopt an amendment to eliminate from the articles all references to the change of shares and to make such other appropriate changes as are required by such elimination; ~~provided however, that~~ such an amendment to articles adopted by the directors shall contain a statement with respect to the authorized number and the par value, if any, of the shares of each class;

(5) After a merger or consolidation, in which the surviving or new corporation is a domestic corporation, shall have become effective, the directors may adopt an amendment:

(a) To eliminate from the articles any statement or provision pertaining exclusively to the merger or consolidation, or ~~which that~~ was required to be set forth in the agreement of merger or consolidation and ~~which that~~ would not be required in original articles or amendments to articles filed at the time ~~such the~~ statement or provision was adopted;

(b) To make such other appropriate changes required by ~~such that~~ elimination; ~~provided, that such an~~.

An amendment to articles adopted by the directors under division (B)(5) of this section need not contain or continue any statement with respect to the amount of stated capital.

Sec. 1701.81. (A) Upon adoption by each constituent entity of an agreement of merger or consolidation pursuant to section 1701.78, 1701.781, 1701.79, 1701.791, 1701.80, or 1701.801 of the Revised Code, a certificate of merger or consolidation shall be filed with the secretary of state that is signed by any authorized ~~officer~~ representative of each constituent corporation, ~~by at least one general partner of any constituent partnership, and by an authorized representative of each or~~ other constituent entity. The certificate shall be on a form prescribed by the secretary of state and shall set forth only the information required by this section.

(B)(1) The certificate of merger or consolidation shall set forth all of the following:

(a) The name and the form of entity of each constituent entity and the state under the laws of which each constituent entity exists;

(b) A statement that each constituent entity has complied with all of the laws under which it exists and that the laws permit the merger or consolidation;

(c) The name and mailing address of the person or entity that is to

provide, in response to any written request made by a shareholder, partner, or other equity holder of a constituent entity, a copy of the agreement of merger or consolidation;

(d) The effective date of the merger or consolidation, which date may be on or after the date of the filing of the certificate;

(e) The signature of ~~the~~ each representative ~~or representatives~~ authorized to sign the certificate on behalf of each constituent entity and the office held or the capacity in which the representative is acting;

(f) A statement that the agreement of merger or consolidation is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so;

(g) In the case of a merger, a statement that one or more specified constituent entities will be merged into a specified surviving entity or, in the case of a consolidation, a statement that the constituent entities will be consolidated into a new entity;

(h) In the case of a merger, if the surviving entity is a foreign entity not licensed to transact business in this state, the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity may be served;

(i) In the case of a consolidation, the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity or the new entity may be served.

(2) In the case of a consolidation into a new domestic corporation, limited liability company, or limited partnership, the articles of incorporation, the articles of organization, or the certificate of limited partnership of the new domestic entity shall be filed with the certificate of merger or consolidation.

(3) In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger or consolidation.

(4) If the surviving or new entity is a foreign entity that desires to transact business in this state as a foreign corporation, limited liability company, or limited partnership, the certificate of merger or consolidation shall be accompanied by the information required by division (B)(8), (9), or (10) of section 1701.791 of the Revised Code.

(5) If a foreign or domestic corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger or consolidation is not a foreign or domestic corporation

hat is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 of the Revised Code, with respect to each domestic constituent corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

(C) If any constituent entity in a merger or consolidation is organized or formed under the laws of a state other than this state or under any chapter of the Revised Code other than this chapter, there also shall be filed in the proper office all documents that are required to be filed in connection with the merger or consolidation by the laws of that state or by that chapter.

(D) Upon the filing of a certificate of merger or consolidation and other filings as described in division (C) of this section or at ~~any~~ such later date ~~that~~ as the certificate of merger or consolidation specifies, the merger or consolidation is effective.

(E) The secretary of state shall furnish, upon request and payment of a fee of ten dollars, the secretary of state's certificate setting forth the name and the form of entity of each constituent entity and the states under the laws of which each constituent entity existed prior to the merger or consolidation, the name and the form of entity of the surviving or new entity and the state under the laws of which the surviving entity exists or the new entity is to exist, the date of filing of the certificate of merger or consolidation with the secretary of state, and the effective date of the merger or consolidation. The certificate of the secretary of state, or a copy of the certificate of merger or consolidation certified by the secretary of state, may be filed for record in the office of the recorder of any county in this state and, if filed, shall be recorded in the records of deeds for that county. For that recording, the county recorder shall charge and collect the same fee as in the case of deeds.

Sec. 1701.922. (A) ~~Upon~~ Except as otherwise provided in this division, upon reinstatement of a corporation's or professional association's articles of incorporation in accordance with section 1701.07, ~~1701.921,~~ 1785.06, or 5733.22 of the Revised Code, the rights, privileges, and franchises, including all real or personal property rights and credits and all contract and other rights, of the corporation or association existing at the time its articles of incorporation were canceled shall be fully vested in the corporation or association as if the articles had not been canceled, and the corporation or association shall again be entitled to exercise the rights, privileges, and

franchises authorized by its articles of incorporation. The name of a corporation whose articles have been canceled shall be reserved for a period of one year after the date of cancellation. If the reinstatement is not made within one year after the date of the cancellation of its articles of incorporation and it appears that a corporate name, limited liability company name, limited liability partnership name, limited partnership name, or trade name has been filed, the name of which is not distinguishable upon the record as provided in section 1701.05 Of the Revised Code, the secretary of state shall require the applicant for reinstatement, as a condition prerequisite to such reinstatement, to amend its articles by changing its name.

(B) Upon reinstatement of a corporation's or association's articles in accordance with section 1701.07, ~~1701.921~~, 1785.06, or 5733.22 of the Revised Code, both of the following apply to the exercise of or an attempt to exercise any rights, privileges, or franchises, including entering into or performing any contracts, on behalf of the corporation or association by an officer, agent, or employee of the corporation or association, after cancellation and prior to reinstatement of the articles of incorporation:

(1) The exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation or association by the officer, agent, or employee of the corporation or association has the same force and effect that the exercise of or an attempt to exercise the right, privilege, or franchise would have had if the corporation's or association's articles had not been canceled, if both of the following apply:

(a) The exercise of or an attempt to exercise the right, privilege, or franchise was within the scope of the corporation's or association's articles of incorporation that existed prior to cancellation;

(b) The officer, agent, or employee had no knowledge that the corporation's or association's articles of incorporation had been canceled.

(2) The corporation or association is liable exclusively for the exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation or association by an officer, agent, or employee of the corporation or association, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(C) Upon reinstatement of a corporation's or association's articles of incorporation in accordance with section 1701.07, ~~1701.921~~, 1785.06, or 5733.22 of the Revised Code, the exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation or association by an officer, agent, or employee of the corporation or association, after cancellation and prior to reinstatement of the articles of incorporation, does not constitute a failure to comply with division (A) of section 1701.88 or a

violation of section 1701.97 of the Revised Code, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(D) This section is remedial in nature and is to be construed liberally to accomplish the purpose of providing full reinstatement of a corporation's or association's articles of incorporation retroactive, in accordance with this section, to the time of the cancellation of the articles.

Sec. 1702.05. (A) Except as provided in this section and in sections 1702.41 and 1702.45 of the Revised Code, the secretary of state shall not accept for filing in the secretary of state's office any articles if the corporate name set forth in the articles ~~are~~ is not distinguishable upon the secretary of state's records from ~~the~~ any of the following:

(1) The name of any other corporation, whether nonprofit or for profit and whether that of a domestic or of a foreign corporation authorized to do business in this state, or from any;

(2) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. Of the Revised Code, whether domestic or foreign;

(3) The name of any limited liability partnership registered In the office of the secretary of state pursuant to Chapter 1775. of the Revised Code, whether domestic or foreign;

(4) The name of any limited partnership registered In the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign;

(5) Any trade name, the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

(B) The secretary of state shall determine for purposes of this section whether a name is "distinguishable" from another name upon the secretary of state's records. Without excluding other names that may not constitute distinguishable names in this state, a name is not considered distinguishable from another name for purposes of this section solely because it differs from the other name in only one or more of the following manners:

(1) The use of the word "corporation," "company," "incorporated," "limited," or any abbreviation of any of those words;

(2) The use of any article, conjunction, contraction, abbreviation, or punctuation;

(3) The use of a different tense or number of the same word.

(C) A corporation may apply to the secretary of state for authorization to use a name that is not distinguishable upon the secretary of state's records from the name of any other corporation, any limited liability company,

limited liability partnership, or limited partnership, or from a registered trade name, if there also is filed in the office of the secretary of state, on a form prescribed by the secretary of state, the consent of the other ~~corporation~~ entity, or, in the case of a registered trade name, the person ~~to whom~~ in whose name is registered the exclusive right to use the name, which consent is evidenced in a writing signed by any authorized officer ~~of the other corporation~~ or any authorized party representative of the other entity or person.

(D) In case of judicial sale or judicial transfer, by sale or transfer of good will or otherwise, of the right to use the name of a nonprofit corporation or corporation for profit, whether that of a domestic corporation or of a foreign corporation authorized to exercise its corporate privileges in this state or to do business in this state, the secretary of state, at the instance of the purchaser or transferee of such right, shall accept for filing articles of a corporation with a name the same as or similar to the name of such other corporation, if there also is filed in the office of the secretary of state a certified copy of the decree or order of court confirming or otherwise evidencing the purchase or transfer.

(E) Any person who wishes to reserve a name for a proposed new corporation, or any corporation intending to change its name, may submit to the secretary of state a written application, on a form prescribed by the secretary of state, for the exclusive right to use a specified name as the name of a corporation. If the secretary of state finds that, under this section, the specified name is available for such use, the secretary of state shall ~~endorse his or her approval upon and~~ file such application, and, from the date of such ~~endorsement~~ filing, such applicant shall have the exclusive right for sixty days to use the specified name as the name of a corporation, counting the date of such ~~endorsements~~ filing as the first of the sixty days. The right so obtained may be transferred by the applicant or other holder of the right by the filing in the office of the secretary of state of a written transfer, on a form prescribed by the secretary of state, stating the name and address of the transferee.

(F) For filing under this section any application or other document, other than articles or a consent to the use of a name, the secretary of state shall charge and collect a fee of five dollars.

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 be a natural person who is a resident of this state, or may be a domestic corporation for profit or a foreign

corporation for profit 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 that has a business address 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 such 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 which 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 said 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 which 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 trustees 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 a fee of three dollars.

(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 registration 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 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 a filing fee of ten dollars. 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. 1702.07. (A) When articles of incorporation and other certificates relating to the corporation are ~~filed with~~ submitted to the secretary of state, ~~he the secretary of state shall, if he finds~~ after finding that they comply with the provisions of sections 1702.01 to 1702.58, ~~inclusive,~~ of the Revised Code, ~~endorse thereon his approval, the date of filing, a file number, accept the articles and other certificates for filing and make a copy thereof in legible handwriting, typewriter, printing, of the articles and other certificates by microfilm or by any authorized photostatic or digitized process. The articles or other certificate certified by evidence of the secretary of state filing shall be returned to the person filing said the articles or certificate.~~

(B) All persons shall have the opportunity of acquiring knowledge of the contents of the articles and other certificates filed and recorded in the office of the secretary of state, but no person dealing with the corporation shall be charged with constructive notice of the contents of any such articles or certificates by reason of such filing or recording.

Sec. 1702.43. (A) Upon ~~such~~ adoption by each constituent corporation of an agreement of merger or consolidation pursuant to section 1702.42 or 1702.45 Of the Revised Code, a certificate of merger or consolidation, signed by any authorized ~~officer~~ representative of each constituent

corporation and containing either a signed agreement or a copy thereof and a statement by such officer of each constituent corporation of the manner of its adoption by such corporation, shall be filed with the secretary of state. The certificate shall be on a form prescribed by the secretary of state and shall set forth only the information required by this section.

(1) The certificate of merger or consolidation shall set forth all of the following:

(a) The name of each constituent entity and the state under whose laws each constituent entity exists;

(b) A statement that each constituent entity has complied with all of the laws under which it exists and that the laws permit the merger or consolidation;

(c) The name and mailing address of the person or entity that is to provide, in response to any written request made by a member or other person, a copy of the agreement of merger or consolidation;

(d) The effective date of the merger or consolidation, which date may be on or after the date of the filing of the certificate;

(e) The signature of each representative authorized to sign the certificate on behalf of each constituent entity and the office each representative authorized to sign holds or the capacity in which the representative is acting;

(f) A statement that the agreement of merger or consolidation is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so;

(g) In the case of a merger, a statement that one or more specified constituent entities will be merged into a specified surviving entity or, in the case of a consolidation, a statement that the constituent entities will be consolidated into a new entity;

(h) In the case of a merger, if the surviving entity is a foreign entity not licensed to transact business in this state, the name and address of the statutory agent upon whom any process, notice, or demand may be served;

(i) In the case of a consolidation, the name and address of the statutory agent upon whom any process, notice, or demand against any constituent entity or the new entity may be served.

(2) In the case of a consolidation into a new domestic corporation, the certificate of consolidation shall be accompanied by a copy of the articles of incorporation of the new domestic corporation.

(3) In the case of a merger into a domestic corporation, the certificate of merger shall be accompanied by a copy of any amendments to the articles of incorporation of the surviving domestic corporation.

(4) If the surviving or new entity is a foreign entity that desires to

transact business in this state as a foreign corporation, the certificate of merger or consolidation shall contain a statement to that effect and a statement with respect to the appointment of the statutory agent and with respect to the consent to service of any process, notice, or demand upon that statutory agent or the secretary of state, as required when a foreign corporation applies for a certificate authorizing it to transact business in this state.

(5) If a domestic or foreign corporation licensed to transact business in this state is a constituent entity and the surviving or new entity resulting from the merger or consolidation is not a domestic or foreign corporation that is to be licensed to transact business in this state, the certificate of merger or consolidation shall be accompanied by the affidavits, receipts, certificates, or other evidence required by division (G) of section 1702.47 Of the Revised Code, with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 Of the Revised Code, with respect to each foreign constituent corporation licensed to transact business in this state.

(B) If any constituent entity in a merger or consolidation is organized or formed under the laws of a state other than this state or under any chapter Of the Revised Code other than this chapter, there also shall be filed in the proper office all documents that are required to be filed in connection with the merger or consolidation by the laws of that state or by that chapter.

~~(B)~~(C) Upon such the filing of a certificate of merger or consolidation and other filings as described in division (B) of this section, or at such later date as the agreement certificate of merger or consolidation specifies, the merger or consolidation shall become effective.

~~(C) A copy of such agreement, certified by the~~ (D) The secretary of state, may be filed for record in the office of the county recorder of any county in this state, and for such shall furnish, upon request and payment of a fee of ten dollars, a certificate setting forth the name of each constituent entity and the state under whose laws each constituent entity existed prior to the merger or consolidation, the name of the surviving or new entity and the state under whose laws the surviving entity exists or the new entity is to exist, the date of filing of the certificate of merger or consolidation with the secretary of state, and the effective date of the merger or consolidation. The certificate of the secretary of state or a copy of the merger or consolidation certified by the secretary of state may be filed for record in the office of the recorder of any county in this state and, if filed, shall be recorded in the records of deeds for that county. For that recording, the county recorder shall charge and collect the same fee as in the case of deeds. ~~Such copy shall~~

~~be recorded in the records of deeds.~~

Sec. 1702.46. (A) Upon the filing of the ~~agreement~~ certificate of merger or consolidation in compliance with the laws of each state under the laws of which any constituent corporation exists, or at such later date as the ~~agreement~~ certificate specifies, the merger or consolidation shall become effective.

(B) The effect of such merger or consolidation, if the surviving or new corporation is to be a domestic corporation, shall be the same as in the case of the merger or consolidation of domestic corporations. If the surviving or new corporation is to be a foreign corporation:

(1) The surviving or new corporation shall thenceforth be liable for all the obligations of each of the constituent corporations;

(2) All the rights of creditors of each constituent corporation shall be preserved unimpaired, and all liens upon the property of any of the constituent corporations shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger or consolidation;

(3) The effect of such merger or consolidation shall, in all other respects, be the same as in the case of the merger or consolidation of domestic corporations except ~~in so far~~ insofar as the laws of such other state otherwise provide.

(C) If the surviving or new corporation is to be a foreign corporation and if the ~~agreement~~ certificate states that the surviving or new corporation desires to exercise its corporate privileges in this state as a foreign corporation in a continual course of transactions, the surviving or new corporation shall, when the merger or consolidation becomes effective, be deemed to have complied with the requirements for procuring a certificate authorizing it to do so, and a copy of the ~~agreement~~ certificate of merger or consolidation, certified by the secretary of state of this state, shall be considered and accepted as the license certificate prescribed by the laws of this state for a foreign corporation exercising its corporate privileges in this state in a continual course of transactions.

Sec. 1702.59. Every nonprofit corporation, incorporated under the general corporation laws of this state, or previous laws, or under special provisions of the Revised Code, or created before September 1, 1851, which corporation has expressly or impliedly elected to be governed by the laws passed since that date, and whose articles or other documents are filed with the secretary of state, shall file with the secretary of state a verified statement of continued existence, signed by a trustee, officer, or three members in good standing, setting forth the corporate name, the place where

the principal office of the corporation is located, the date of incorporation, the fact that the corporation is still actively engaged in exercising its corporate privileges, and the name and address of its agent appointed pursuant to section 1702.06 of the Revised Code.

~~The first statement of continued existence required by this section shall be filed with the secretary of state on or before March 31, 1958. Thereafter, each~~ Each corporation required to file ~~such a~~ statement of continued existence shall file it with the secretary of state within each five years after the date of incorporation or of the last corporate filing. For filing such statements of continued existence, the secretary of state shall charge and collect a fee of five dollars.

Corporations specifically exempted by division (N) of section 1702.06 of the Revised Code, or whose activities are regulated or supervised by another state official, agency, bureau, department, or commission are exempted from this section.

The secretary of state shall give notice in writing and provide a form for compliance with this section to each corporation required by this section to file the statement of continued existence, such notice and form to be mailed to the last known address of the corporation as it appears on the records of the secretary of state or which ~~he~~ the secretary of state may ascertain upon a reasonable search.

In the event any nonprofit corporation required by this section to file a statement of continued existence fails to file ~~the first statement, or after filing the first statement fails to file~~ the statement required every fifth year, then the secretary of state shall cancel the articles of such corporation, make a notation of the cancellation on ~~his~~ the records, and mail to the corporation a certificate of ~~his~~ the action so taken.

A corporation whose articles have been canceled may be reinstated by filing an application for reinstatement and paying to the secretary of state a fee of ten dollars. The name of a corporation whose articles have been canceled shall be reserved for a period of one year after the date of cancellation. If the reinstatement is not made within one year from the date of the cancellation of its articles of incorporation and it appears that ~~articles of incorporation have been issued to a corporation of the same or similar corporate name, limited liability company name, limited liability partnership name, limited partnership name, or trade name has been filed, the name of which is not distinguishable upon the record as provided in section 1702.06~~ Of the Revised Code, the applicant for reinstatement shall be required by the secretary of state, as a condition prerequisite to such reinstatement, to amend its articles by changing its name. A certificate of reinstatement may be filed

in the recorder's office of any county in the state, for which the recorder shall charge and collect a fee of one dollar. 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 list of all corporations failing to file the required ~~first statement of continued existence, and thereafter shall furnish a list of corporations failing to file the subsequent~~ statement of continued existence.

Sec. 1702.60. (A) ~~Upon~~ Except as otherwise provided in this division, upon reinstatement of a corporation's articles of incorporation in accordance with section 1702.06, 1702.59, or 1724.06 of the Revised Code, the rights, privileges, and franchises, including all real or personal property rights and credits and all contract and other rights, of the corporation existing at the time its articles of incorporation were canceled shall be fully vested in the corporation as if the articles had not been canceled, and the corporation shall again be entitled to exercise the rights, privileges, and franchises authorized by its articles of incorporation. The name of a corporation whose articles have been canceled shall be reserved for a period of one year after the date of cancellation. If the reinstatement is not made within one year after the date of the cancellation of its articles of incorporation and it appears that a corporate name, limited liability name, limited liability partnership name, limited partnership name, or trade name has been filed, the name of which is not distinguishable upon the record as provided in section 1702.05 Of the Revised Code, the secretary of state shall require the applicant for reinstatement, as a condition prerequisite to such reinstatement, to amend its articles by changing its name.

(B) Upon reinstatement of a corporation's articles in accordance with section 1702.06, 1702.59, or 1724.06 of the Revised Code, both of the following apply to the exercise of or an attempt to exercise any rights, privileges, or franchises, including entering into or performing any contracts, on behalf of the corporation by an officer, agent, or employee of the corporation, after cancellation and prior to reinstatement of the articles of incorporation:

(1) The exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation by the officer, agent, or employee of the corporation has the same force and effect that the exercise of or an attempt to exercise the right, privilege, or franchise would have had if the corporation's articles had not been canceled, if both of the following apply:

(a) The exercise of or an attempt to exercise the right, privilege, or franchise was within the scope of the corporation's articles of incorporation

that existed prior to cancellation;

(b) The officer, agent, or employee had no knowledge that the corporation's articles of incorporation had been canceled.

(2) The corporation is liable exclusively for the exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation by an officer, agent, or employee of the corporation, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(C) Upon reinstatement of a corporation's articles of incorporation in accordance with section 1702.06, 1702.59, or 1724.06 of the Revised Code, the exercise of or an attempt to exercise any rights, privileges, or franchises on behalf of the corporation by an officer, agent, or employee of the corporation, after cancellation and prior to reinstatement of the articles of incorporation does not constitute a failure to comply with division (A) of section 1702.49 or a violation of section 1702.57 of the Revised Code, if the conditions set forth in divisions (B)(1)(a) and (b) of this section are met.

(D) This section is remedial in nature and is to be construed liberally to accomplish the purpose of providing full reinstatement of a corporation's articles of incorporation retroactive, in accordance with this section, to the time of the cancellation of the articles.

Sec. 1703.04. (A) To procure a license to transact business in this state, a foreign corporation for profit shall file with the secretary of state a certificate of good standing or subsistence, dated not earlier than ~~sixty~~ ninety days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the state under the laws of which said corporation was incorporated, setting forth:

(1) The exact corporate title;

(2) The date of incorporation;

(3) The fact that the corporation is in good standing or is a subsisting corporation.

(B) To procure such a license, such corporation also shall file with the secretary of state an application in such form as the secretary of state prescribes, verified by the oath of any authorized officer of such corporation, setting forth, but not limited to:

(1) The name of the corporation and, if its corporate name is not available, the trade name under which it will do business in this state;

(2) The name of the state under the laws of which it was incorporated;

(3) The location and complete address of its principal office;

(4) The name of the county and the municipal corporation or township in which its principal office within this state, if any, is to be located;

(5) The appointment of a designated agent and the complete address of

such agent;

(6) The irrevocable consent of such corporation to service of process on such agent so long as the authority of such agent continues and to service of process upon the secretary of state in the events provided for in section 1703.19 of the Revised Code;

(7) A brief summary of the corporate purposes to be exercised within this state.

(C) Upon the filing by a foreign corporation for profit of an application for a license to transact business in this state, the corporation shall pay a filing fee of one hundred dollars to the secretary of state.

(D)(1) No such application for a license shall be accepted for filing if it appears that the name of the foreign corporation is prohibited by law or is not distinguishable upon the records in the office of the secretary of state from the name of any other corporation, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to transact business in this state, the name of a limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. Of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered In the office of the secretary of state pursuant to Chapter 1775. of the Revised Code, whether domestic or foreign, the name of any limited partnership registered In the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or a trade name; to which the exclusive right ~~to which~~ is at the time in question is registered in the manner provided in Chapter 1329. of the Revised Code, unless there also is filed with the secretary of state, on a form prescribed by the secretary of state, the consent of the other ~~corporation~~ entity or person to the use of the name, evidenced in a writing signed by any authorized officer of the other ~~corporation~~ entity or authorized ~~party~~ representative of the other person owning the exclusive right to the registered trade name. ~~Notwithstanding the prior sentence~~

(2) Notwithstanding division (D)(1) of this section, if an application for a license is not acceptable for filing solely because the name of the foreign corporation is not distinguishable from the name of another ~~corporation~~ entity or registered trade name, the foreign corporation may be authorized to transact business in this state by filing with the secretary of state, in addition to those items otherwise prescribed by this section, a statement signed by an authorized officer directing the foreign corporation to make application for a license to transact business in this state under an assumed business name or names that comply with the requirements of this division and stating that the foreign corporation will transact business in this state only under the

assumed name or names. The application for a license shall be on a form prescribed by the secretary of state.

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 ~~such~~ the corporation may be served within this state. The agent may be a natural person who is a resident of this state, or may be a domestic corporation for profit or a foreign corporation for profit holding a license ~~as such~~ under the laws of this state ~~which that~~ is authorized by its articles of incorporation to act as ~~such~~ an agent, and ~~which that~~ has a business address 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 a foreign corporation changes the location of its principal office in this state, it shall file with the secretary of state, on a form prescribed by the secretary of state, a written statement setting forth the new location.~~

~~(D) 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 such an amendment to the corporation's application for a foreign license indicating the name and address of the new agent.~~

~~(E)(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 an amendment to the corporation's application for a foreign license setting forth the new address unless the change is reported on the annual report filed with the department of taxation.~~

~~(F)(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 such statement to the foreign corporation at its principal office as shown by the record in his the secretary of state's office. Upon the expiration of sixty days after such the filing, the authority of the agent shall terminate.~~

~~(G)(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 an amendment to its application for a foreign license appointing another agent and that includes a statement that the appointment of the former agent is revoked.~~

~~(H)(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 ~~such the~~ address appears upon the record in the office of the secretary of state.

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

~~(J)(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.

~~(K)~~ A written appointment of a designated agent or a written statement filed by a foreign corporation in the office of the secretary of state shall be signed by any authorized officer of the corporation. A written statement filed in the office of the secretary of state by a designated agent in behalf of a foreign corporation pursuant to division (E) of this section shall be signed by such agent and, if the agent is a corporation, by any authorized officer of the corporation.

~~(L)~~ For filing a written appointment of an agent other than one filed with the application for a license to transact business in this state or to exercise its corporate privileges in this state, and for filing a statement of change of address of an agent or a change of location of a principal office, the secretary of state shall charge and collect a fee of three dollars.

Sec. 1703.15. No foreign corporation shall transact in this state any business that could not be lawfully transacted by a domestic corporation. Whenever the secretary of state finds that a foreign corporation licensed to transact business in this state is transacting in this state a business that a domestic corporation could not lawfully transact, is transacting business in this state in a corporate name that is not readily distinguishable from the name of every other corporation, limited liability company, limited liability partnership, or limited partnership, domestic or foreign, or every trade name, registered in the office of the secretary of state, theretofore authorized to transact business in this state, without the consent of the other corporation, limited liability company, limited liability partnership, limited partnership, or trade name registrant, evidenced by a resolution of its board of directors certified by its secretary or assistant secretary and in writing filed with the secretary of state pursuant to section 1703.04 Of the Revised Code, or has failed, after the death or resignation of its designated agent or ~~his~~ the

designated agent's removal from this state, to designate another agent as required by section 1703.041 of the Revised Code, the secretary of state shall give notice thereof by certified mail to the corporation, ~~and unless such.~~ Unless that failure is cured within thirty days after the mailing by the secretary of state of the notice or within such further period as the secretary of state grants, the secretary of state ~~shall~~, upon the expiration of such period, shall cancel the license of the foreign corporation to transact business in this state, give notice of the cancellation to the corporation by mail, and make a notation of the cancellation on ~~his~~ the secretary of state's records.

A foreign corporation whose license has been canceled may be reinstated upon its filing with the secretary of state, on a form prescribed by the secretary of state, an application for reinstatement accompanied by a fee of ten dollars. If the application for reinstatement is submitted in a tax year or calendar year other than that in which the cancellation occurred, the application also shall be accompanied by a certificate of reinstatement issued by the department of taxation. The name of a corporation whose license has been canceled pursuant to this section shall be reserved for a period of one year after the date of cancellation. If the reinstatement is not made within one year after the date of cancellation of the foreign license and it appears that a corporate name, limited liability company name, limited liability partnership name, limited partnership name, or trade name has been filed, the name of which is not distinguishable upon the record as provided in division (D) of section 1703.04 of the Revised Code, the secretary of state shall require the applicant for the reinstatement, as a condition prerequisite to such reinstatement, to apply for authorization to transact business in this state under an assumed name.

Sec. 1703.19. The secretary of state shall be the agent of any foreign corporation licensed to do business in this state, upon whom process against it from any court in this state or from any public authorities may be served within this state if the designated agent cannot be found, if the corporation has failed to designate another agent when required to do so under sections 1703.01 to 1703.31 of the Revised Code, or if the license of a corporation to do business in this state has expired or has been canceled. Pursuant to such service, suit may be brought in the county where the principal office of the corporation in this state is or was located, or in any county in which the cause of action arose. Such service shall be made upon the secretary of state by leaving with ~~him~~ the secretary of state, or with an assistant secretary of state, ~~triplicate~~ quadruplicate copies of such process and a fee of five dollars which shall be included as taxable costs in case of judicial proceedings.

Upon receipt of such process and fee the secretary of state shall forthwith give notice to the corporation, ~~both~~ at its principal office ~~and~~, at its principal office in this state, and at any different address shown on its last franchise tax report filed in this state, of the service of such process, ~~shall forward by forwarding~~ to each of such offices by certified mail, with request for return receipt, a copy of such process, and shall retain a copy of such process in ~~his~~ the secretary of state's files.

The secretary of state shall keep a record of any such process served upon ~~him~~ the secretary of state and shall record therein the time of such service and ~~his~~ the secretary of state's action thereafter with respect to it.

This section does not affect any right to serve process upon a foreign corporation in any other manner permitted by law.

Sec. 1705.05. (A) The name of a limited liability company shall include the words, "limited liability company," without abbreviation or shall include one of the following abbreviations: "LLC," "L.L.C.," "limited," "ltd.," or "ltd".

(B)(1) Except as provided in this section and in sections 1701.75, 1701.78, 1701.82, 1705.36, and 1705.37 of the Revised Code, the secretary of state shall not accept for filing in the secretary of state's office the articles of organization of a limited liability company if the company name set forth in the articles is not distinguishable on the records of the secretary of state from the name of ~~either~~ any of the following:

(a) Any other limited liability company, whether the name is of a domestic limited liability company or of a foreign limited liability company registered as a foreign limited liability company under this chapter;

(b) Any corporation, whether the name is of a domestic corporation or of a foreign corporation holding a license as a foreign corporation under the laws of this state pursuant to Chapter 1701., 1702., or 1703. Of the Revised Code;

(c) Any limited liability partnership, whether the name is of a domestic limited liability partnership or a foreign limited liability partnership registered pursuant to Chapter 1775. Of the Revised Code;

(d) Any limited partnership, whether the name is of a domestic limited partnership or a foreign limited partnership registered pursuant to Chapter 1782. Of the Revised Code;

(e) Any trade name to which the exclusive right, at the time in question, is registered in the office of the secretary of state pursuant to Chapter 1329. Of the Revised Code.

(2) The secretary of state may accept for filing in the secretary of state's office the articles of organization of a limited liability company whose name

set forth in the articles is not distinguishable on the records of the secretary of state from any trade name or the name of another limited liability company, corporation, limited liability partnership, or limited partnership if there also is filed in the secretary of state's office the consent of the other limited liability company, corporation, entity or limited partnership, in the case of a registered trade name, the person in whose name is registered the exclusive right to the use of the particular name.

(C) A consent given by a limited liability company an entity or person in whose name is registered the exclusive right to use a trade name, to the use of a name by ~~another~~ a limited liability company, shall be in the form of an instrument, prescribed by the secretary of state, that is signed by an authorized ~~member, manager,~~ officer or other authorized representative of the consenting limited liability company entity or person in whose name the trade name is registered.

(D) If a judicial sale or a judicial transfer by sale, transfer of good will, or otherwise involves the right to use the name of a domestic limited liability company or of a foreign limited liability company registered as a foreign limited liability company under this chapter, then, at the request of the purchaser or transferee of that right, the secretary of state shall accept for filing articles of organization of a limited liability company with a name that is the same as or similar to the name of the other limited liability company if there also is filed in the secretary of state's office a certified copy of the court order or decree that confirms or otherwise evidences the purchase or transfer.

(E) Any person that wishes to reserve a name for a proposed new limited liability company or any limited liability company that intends to change its name may submit to the secretary of state, on a form prescribed by the secretary of state, a written application for the exclusive right to use a specified name as the name of the company. If the secretary of state finds, consistent with this section, that the specified name is available for use, the secretary of state shall ~~endorse the secretary of state's approval upon~~ and file the application. From the date of the endorsement filing, the applicant has the exclusive right for sixty days to use the specified name as the name of the limited liability company, counting the date of the endorsement filing as the first of the sixty days. The right so obtained may be transferred by the applicant or other holder of the right by filing in the office of the secretary of state a written transfer, on a form prescribed by the secretary of state, that states the name and address of the transferee.

(F) The secretary of state shall charge and collect a fee of five dollars for filing under this section any application or document other than articles

of organization or a consent to the use of a name.

Sec. 1705.07. (A) If articles of organization or ~~another certificate~~ other certificates relating to a limited liability company ~~is filed with~~ are submitted to the secretary of state and ~~he~~ the secretary of state finds that ~~it complies~~ they comply with this chapter, ~~he~~ the secretary of state shall ~~endorse on~~ accept the ~~document~~ the date of its articles or other certificates for filing and ~~a file number~~ and shall make a copy of the ~~endorsed document~~ articles or other certificates for ~~his~~ the secretary of state's records by microfilm or by any authorized photostatic or digitized process. ~~The document endorsed by~~ Evidence of the secretary of state filing shall be returned to the person who filed it.

(B) The secretary of state is not required to file any document that relates to a limited liability company except documents required to be filed under this chapter. The duties imposed upon the secretary of state by this chapter are ministerial. The secretary of state shall not make any determination regarding the legal sufficiency of any document that is presented for filing under this chapter, and that appears on its face to be legally sufficient.

(C) No person dealing with a limited liability company is charged with constructive notice of the contents of any document by reason of its filing with the secretary of state.

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 who is a resident of this state, a domestic corporation, or a foreign corporation that has a place of business and is authorized to do business 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 ~~endorse on~~ accept the application ~~the date of its~~ for filing and ~~a file number and~~ shall make a copy of the ~~endorsed~~ application for ~~his~~ the secretary of state's records by microfilm or by any authorized photostatic or digitized process. ~~The application as endorsed by~~ Evidence of the secretary of state 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. 1705.55. If any statement in an application for registration as a foreign limited liability company is materially false when made or if any facts described in the application have changed making it inaccurate in any material respect, the foreign limited liability company shall file promptly with the secretary of state a certificate correcting the application that shall be on a form that is prescribed by the secretary of state and be signed by an authorized representative of the company. If the application for registration or a subsequent certificate of correction becomes inaccurate because the designated agent changes the agent's address from that appearing in the registration application or any subsequent certificate of correction of the registration application, the foreign limited liability company, or the designated agent on its behalf, shall file promptly with the secretary of state a new certificate of correction setting forth the new address.

Sec. 1733.08. (A) When the articles and other documents relating to the credit union have been ~~filed with~~ submitted to the secretary of state, ~~he~~ the secretary of state shall ~~note~~ accept the ~~date of his approval~~ articles and other documents for filing, ~~a file number, properly~~ AND record the same, ~~and properly certify and return said articles~~ by microfilm or by any authorized photostatic or digitized process. Evidence of the filing shall be returned to the credit union.

(B) The legal existence of the credit union shall begin upon the filing of the articles with the secretary of state.

Sec. 1733.37. (A) If it appears that any credit union is bankrupt or insolvent, that its shares are impaired, that it has violated this chapter, or rules adopted by the superintendent of credit unions, or that it is operating in an unsafe or unsound manner, or if the credit union is experiencing a

declining trend in its financial condition and a majority of its board of directors, by resolution, requests the issuance of an order under this division, the superintendent may issue an order revoking the credit union's articles of incorporation and appointing a liquidating agent to liquidate the credit union in accordance with this section.

(B) A credit union under order to liquidate or in the course of liquidation, shall continue in existence for the purpose of discharging its debts, collecting and distributing its assets, and doing all acts required in order to wind up its business, and may sue and be sued for the purpose of enforcing such debts and obligations until its affairs are fully adjusted. The board of directors, or in the case of involuntary dissolution, the liquidating agent, shall use the assets of the credit union to pay: first, expenses incidental to liquidation, including any surety bond that may be required; second, any liability due nonmembers; third, redemption of shares and share accounts. Assets then remaining shall be distributed to the members proportionately to the purchase price of shares held by each member as of the date dissolving was voted, or the date of suspension, as the case may be.

(C) As soon as the board or the liquidating agent determines that all assets from which there is a reasonable expectancy of realization have been liquidated and distributed as set forth in this section, it shall execute a certificate of dissolution on a form prescribed by the superintendent of credit unions and ~~file~~ submit the certificate ~~with~~ to the secretary of state who shall, after filing or recording and indexing, forward evidence of the certificate filing to the superintendent, whereupon the credit union shall be dissolved.

(D) If the articles of a credit union have been canceled for cause, or if a credit union has filed a certificate of dissolution or has indicated an intention to file such certificate, and the directors and officers of the credit union, in the opinion of the superintendent, are not conducting the liquidation proceedings in an expeditious, orderly, and efficient manner or in the best interest of its members, the superintendent may terminate the liquidation proceedings and issue an order appointing a liquidating agent to liquidate the credit union in accordance with this section. Such liquidating agent shall furnish bond for the faithful discharge of ~~his~~ the liquidating agent's duties in an amount to be approved by the superintendent.

(E) The liquidating agent may, under such rules as the superintendent prescribes:

(1) Receive and take possession of the books, records, assets, and property of every description of the credit union in liquidation; sell, enforce collection of, and liquidate all such assets and property; compound all bad or doubtful debts, sue in the name of the credit union in liquidation, and defend

such actions as are brought against ~~him as~~ the liquidating agent in the capacity as such or against the credit union;

(2) Receive, examine, and pass upon all claims against the credit union in liquidation, including claims of members;

(3) Make distribution and payment to creditors and members as their interests appear;

(4) Execute such documents and papers and do such other acts as ~~he~~ the liquidating agent deems necessary or desirable to discharge ~~his~~ official duties.

(F) The expenses incurred by the liquidating agent in the liquidation of the credit union include the compensation of the liquidating agent and any other necessary or proper expenses connected therewith, all of which shall be paid in order of priority out of the property of such credit union in the hands of the liquidating agent. Such expenses of liquidation, including the compensation of the liquidating agent, are subject to approval by the superintendent unless such agent is appointed by the court. In no event shall the total of such expenses exceed ten per cent of the assets of the credit union existing at the date of the appointment of the liquidating agent, nor shall the compensation of such agent exceed five per cent of such assets upon such date or five thousand dollars, whichever is the lesser amount.

(G) Subject to the prior approval of the superintendent, a credit union may enter into a purchase and assumption agreement to purchase any of the assets or assume any of the liabilities of a credit union for which a liquidating agent has been appointed by order of the superintendent in accordance with this section. All persons, associations, and select groups eligible for membership in the credit unions that are parties to the purchase and assumption agreement shall be deemed to have a common bond of association. The assumption of the field of membership may be restricted, as specified in the purchase and assumption agreement.

Sec. 1775.61. (A) To become a domestic limited liability partnership, a partnership shall file with the secretary of state a registration application on a form prescribed by the secretary of state that contains only the following information:

(1) The name of the partnership;

(2) The address of the partnership's principal office, or, if the partnership's principal office is not located in this state, the address of the partnership office filing for registration and the name and address of a statutory agent for service of process within this state;

(3) A brief statement of the business in which the partnership engages;

(4) A statement indicating that the partnership is applying for status as a

limited liability partnership;

(5) The effective date of the registration, which date may be on or after the date of the filing of the registration application.

(B) Every partnership filing a registration application whose principal place of business is not in this state shall have and maintain a statutory agent upon whom any process, notice, or demand may be served.

(C) The registration application shall be executed by a majority in interest of the partners or by one or more partners authorized by the partnership to execute a registration application.

(D) The registration application shall be accompanied by the application fee specified in division (F) of section 111.16 of the Revised Code.

(E) The secretary of state shall register as a registered limited liability partnership, any partnership that submits a completed registration application with the required fee.

~~(F) If there has been substantial compliance by a partnership with this chapter, the~~ The partnership becomes a registered limited liability partnership upon filing its completed registration application and the required fee with the secretary of state or at any later date or time specified in the registration application. ~~A partnership continues to be a limited liability partnership if the partnership has substantially complied with the requirements of this chapter.~~ The status of a partnership as a limited liability partnership shall not be adversely affected by minor errors or subsequent changes in the information provided in a registration application filed pursuant to division (A) of this section.

(G) If any statement in the application for registration of a domestic limited liability partnership was materially false when made or if any facts described have changed, thereby making the application inaccurate in any material respect, the domestic limited liability partnership shall promptly file with the secretary of state a certificate correcting the application on a form prescribed by the secretary of state and the certificate shall be signed by one or more partners authorized by the partnership to execute such a statement of correction.

(H) Registration as a domestic limited liability partnership ceases if either of the following occurs:

(1) The registration is voluntarily withdrawn by filing with the secretary of state, on a form prescribed by the secretary of state, a written withdrawal notice executed by a majority in interest of the partners or by one or more partners authorized by the partnership to execute a withdrawal notice;

(2) The registration is canceled by the secretary of state pursuant to section 1775.63 of the Revised Code.

~~(H) The secretary of state may provide forms for registration applications.~~

Sec. 1775.62. (A) The name of a domestic registered limited liability partnership shall contain the words "registered partnership having limited liability" or "limited liability partnership," or the abbreviation "P.L.L.," "PLL", "L.L.P.," or "LLP" as the last words or letters of its name.

(B) The name of a foreign limited liability partnership doing business in this state shall contain one of the following as the last words or letters of its name:

(1) The words "registered limited liability partnership" or "limited liability partnership";

(2) The abbreviation "P.L.L.," "PLL," "L.L.P.," or "LLP";

(3) Other similar words or abbreviations that are required or authorized by the laws of the state where the partnership was formed.

(C) The name of a domestic registered limited liability partnership or foreign limited liability partnership shall be distinguishable upon the records in the office of the secretary of state from all of the following:

(1) The name of any other limited liability partnership registered in the office of the secretary of state pursuant to this chapter, whether domestic or foreign;

(2) The name of any domestic corporation that is formed under chapter 1701. or 1702. of the Revised Code or any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code;

(3) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign;

(4) The name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign;

(5) Any trade name the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

Sec. 1775.64. (A) Before transacting business in this state, a foreign limited liability partnership shall file a registration application with the secretary of state. The application shall be on a form prescribed by the secretary of state and shall set forth only the following information:

(1) The name of the partnership;

(2) The jurisdiction pursuant to the laws of which it was organized as a limited liability partnership;

(3) The address of its principal office or, if the partnership's principal

office is not located in this state, the address of a registered office;

(4) The name and address of its agent for service of process in this state;

(5) A brief statement of the business in which the partnership engages.

(B) A registration application shall be accompanied by the application fee specified in division (F) of section 111.16 of the Revised Code.

(C) A foreign limited liability partnership transacting business in this state shall comply with the name, correction, and annual reporting requirements set forth in division (G) of section 1775.61, divisions (B) and (C) of section 1775.62, and section 1775.63 of the Revised Code and shall comply with any statutory or administrative registration or filing requirements governing the specific type of business in which the partnership engages.

(D) The secretary of state shall register as a foreign limited liability partnership, any foreign limited liability partnership that submits a completed registration application with the required fee.

(E) Registration as a foreign limited liability partnership ceases if either of the following occurs:

(1) The registration is voluntarily withdrawn by filing with the secretary of state, on a form prescribed by the secretary of state, a written withdrawal notice signed by one or more partners authorized by the partnership to execute a withdrawal notice.

(2) The registration is canceled by the secretary of state pursuant to section 1775.63 Of the Revised Code.

Sec. 1782.02. (A) The name of any limited partnership, as set forth in its certificate of limited partnership, shall include "Limited Partnership," "L.P.," "Limited," or "Ltd." and shall not contain the name of a limited partner unless either of the following are true:

~~(A)~~(1) It is also the name of a general partner;

~~(B)~~(2) The business of the limited partnership had been carried on under that name before the admission of that limited partner.

(B) The name of a limited partnership shall be distinguishable upon the records in the office of the secretary of state from all of the following:

(1) The name of any other limited partnership registered in the office of the secretary of state pursuant to this chapter, whether domestic or foreign;

(2) The name of any domestic corporation that is formed under Chapter 1701. or 1702. of the Revised Code or any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code;

(3) The name of any limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign;

(4) The name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. of the Revised Code, whether domestic or foreign;

(5) Any trade name the exclusive right to which is at the time in question registered in the office of the secretary of state pursuant to Chapter 1329. of the Revised Code.

Sec. 1782.09. (A) A certificate of limited partnership shall be amended by filing a certificate of amendment with the secretary of state. The certificate of amendment shall be on a form prescribed by the secretary of state and shall state all of the following:

(1) The name of the limited partnership and the file number assigned to it by the secretary of state;

(2) The date of the first filing of the certificate of limited partnership and, if different, the date of the first filing by the partnership with the secretary of state pursuant to section 1782.63 of the Revised Code;

(3) The amendment to the certificate of limited partnership.

(B) Within thirty days after the occurrence of any of the following events, an amendment to a certificate of limited partnership reflecting the occurrence of the event shall be filed pursuant to division (A) of this section:

(1) A new general partner is admitted;

(2) A general partner withdraws;

(3) The business is continued pursuant to section 1782.44 of the Revised Code after an event of withdrawal of a general partner;

(4) The address of the principal place of business of the limited partnership changes;

(5) The name or identity of the statutory agent changes;

(6) The address of the statutory agent changes;

(7) The name of the limited partnership is changed.

(C) A general partner who becomes aware that any statement in the certificate of limited partnership was materially false when made or that any arrangements or other facts described have changed, thereby making the certificate materially inaccurate, promptly shall amend the certificate.

If the certificate becomes inaccurate because the designated agent changes the agent's address from that appearing in the certificate of limited partnership or any subsequent amendment thereto, the limited partnership, or the designated agent on its behalf, shall file promptly with the secretary of state, on a form prescribed by the secretary of state, an amendment setting forth the new address.

(D) A certificate of limited partnership may be amended at any time for any other proper purpose the general partners determine.

(E) A person is not liable because an amendment to a certificate of limited partnership has not been filed to reflect the occurrence of an event referred to in division (B) of this section if the amendment is filed within the thirty-day period specified in that division.

(F) A certificate of limited partnership may be restated at any time by filing a restatement of the certificate of limited partnership with the secretary of state.

Sec. 1782.13. (A)(1) Subject to section 1782.63 of the Revised Code, one signed copy of the certificate of limited partnership, any certificate of amendment, cancellation, amendment of certificate of cancellation, disclaimer of general partner status, or cancellation of disclaimer of general partner status, or any judicial decree of amendment or cancellation shall be filed with the secretary of state.

(2) A person who executes a certificate as described in division (A)(1) of this section as an agent or fiduciary is not required to exhibit evidence of ~~his~~ the person's authority as a prerequisite to filing that certificate.

(3) Upon receipt of all filing fees required by law, the secretary of state shall ~~endorse upon~~ accept a certificate or other document executed as described in division (A)(1) of this section ~~the fact of~~ for filing and ~~a file number and~~ shall make a copy of the certificate or other document ~~in legible handwriting, typewriting, printing, by microfilm, or by any other authorized photostatic or digitized process.~~ Evidence of other document certified by the secretary of state filing shall be returned to the person filing the certificate or document.

(B) Upon the filing of a certificate of amendment or judicial decree of amendment with the secretary of state, the certificate of limited partnership shall be amended as set forth in the certificate or decree of amendment. Upon the effective date of a certificate of cancellation or a judicial decree of cancellation, the certificate of limited partnership shall be canceled.

(C) The duties imposed upon the secretary of state by this chapter are ministerial. The secretary of state shall not make any determination regarding the legal sufficiency of any certificate or other document presented for filing that appears on its face to be legally sufficient.

Sec. 1782.48. Except as otherwise provided in the Ohio Constitution:

(A) The laws of the state under which a foreign limited partnership is organized govern its organization and internal affairs and the liability of its limited partners;

(B) ~~A~~ Except as provided in section 1782.51 Of the Revised Code, a foreign limited partnership may not be denied registration by reason of any difference between those laws and the laws of this state.

Sec. 1782.50. (A) Upon receipt of an application for registration of a foreign limited partnership as described in section 1782.49 of the Revised Code and all filing fees required by law, the secretary of state shall ~~endorse on~~ accept the application ~~his for filing, the date of filing, and a file number,~~ and shall make a copy ~~thereof in legible handwriting, typewriting, printing, of the application by~~ microfilm; or by any authorized photostatic or digitized process. ~~The application certified by evidence of the secretary of state~~ filing shall be returned to the person who filed it.

(B) Upon having been filed as provided in division (A) of this section, an application for registration as a foreign limited partnership shall be deemed to be the applicant's certificate of registration as a foreign limited partnership in this state.

Sec. 1782.52. If any statement in the application for registration of a foreign limited partnership was materially false when made or if any arrangements or other facts described have changed, thereby making the application inaccurate in any material respect, the foreign limited partnership shall ~~promptly~~ file promptly with the secretary of state a certificate correcting the application on a form prescribed by the secretary of state and shall be signed by a general partner.

If the designated agent changes the agent's address from that appearing in the registration application or any subsequent correction of the registration application, the foreign limited liability partnership, or the designated agent on its behalf, shall file promptly with the secretary of state, on a form prescribed by the secretary of state, a statement of correction setting forth the new address.

Sec. 3927.05. If any foreign insurance company, association, or partnership doing business in this state ~~makes an application for a change of venue, or applies to remove a suit begun in a court of this state, in which it has been sued by a citizen of this state, to any federal court, or enters into any compact or combination with other insurance companies, or requires its agents to enter into any compact or combination with other insurance agents or companies, for the purpose of controlling the rates charged for fire insurance on property in this state, or of controlling the per cent of commission or compensation to be allowed agents for procuring contracts for such insurance on such property, the superintendent of insurance forthwith shall revoke and recall the license to it to do business in this state, and no renewal thereof of the license shall be granted for three years after its revocation. No such company, association, or partnership shall transact any business in this state until it is again licensed and authorized to do so.~~

This section does not prevent one or more of such companies from

employing a common agent to supervise defective structures, or to advise respecting them, and to suggest improvements for lessening their fire hazards, or to advise as to the relative values of risks.

Sec. 5733.22. (A)(1) Any corporation whose articles of incorporation or license certificate to do or transact business in this state ~~has expired or has been canceled or revoked by the secretary of state as provided by law pursuant to section 5733.20 Of the Revised Code~~ for failure to make any report or return or to pay any tax or fee, ~~upon payment to the secretary of state of any additional fees and penalties required to be paid to him, and upon the filing with the secretary of state of a certificate from the tax commissioner that it has complied with all the requirements of law as to franchise or excise tax reports and paid all franchise or excise taxes, fees, or penalties due thereon for every year of its delinquency, and upon the payment to the secretary of state of an additional fee of ten dollars,~~ shall be reinstated and again entitled to exercise its rights, privileges, and franchises in this state, and the secretary of state shall cancel the entry of cancellation ~~or expiration~~ to exercise its rights, privileges, and franchises upon compliance with all of the following:

(a) Payment to the secretary of state of any additional fees and penalties required to be paid to the secretary of state;

(b) Filing with the secretary of state a certificate from the tax commissioner that it has complied with all the requirements of law as to franchise or excise tax reports and paid all franchise or excise taxes, fees, or penalties due thereon for every year of its delinquency;

(c) Payment to the secretary of state of an additional fee of ten dollars.

(1) ~~If the reinstatement is not made within one year from the date of the cancellation of its articles of incorporation or date of the cancellation or expiration of its license to do business, and it appears that the articles of incorporation or a license certificate has been issued to a corporation of the same or similar name, the~~

(2) The applicant for reinstatement shall be required by the secretary of state, as a condition prerequisite to such reinstatement, to amend its articles by changing its name if all of the following apply:

(a) The reinstatement is not made within one year from the date of the cancellation of its articles of incorporation or date of the cancellation of its license to do business;

(b) It appears that the applicant's articles of incorporation or license certificate has been issued to another entity and is not distinguishable upon the record from the name of the applicant;

(c) It appears that the articles of organization of a limited liability

company, registration of a foreign limited liability company, certificate of limited partnership, registration of a foreign limited partnership, registration of a domestic or foreign limited liability partnership, or registration of a trade name has been issued to another entity and is not distinguishable upon the record from the name of the applicant. A certificate of reinstatement may be filed in the recorder's office of any county in the state, for which the recorder shall charge and collect three dollars.

~~(2) If a domestic corporation applying for reinstatement has not previously designated an agent upon whom process may be served as required by section 1701.07 of the Revised Code, the corporation shall at the time of reinstatement and as a prerequisite thereto designate an agent in accordance with section 1701.07 of the Revised Code.~~

Any officer, shareholder, creditor, or receiver of any such corporation may at any time take all steps required by this section to effect such reinstatement, ~~and in such case the designation of an agent upon whom process may be served shall not be a prerequisite to the reinstatement of the corporation.~~

(B) The rights, privileges, and franchises of a corporation whose articles of incorporation have been reinstated in accordance with this section, are subject to section 1701.922 of the Revised Code.

(C) Notwithstanding a violation of section 5733.21 of the Revised Code, upon reinstatement of a corporation's articles of incorporation in accordance with this section, neither section 5733.20 nor section 5733.21 of the Revised Code shall be applied to invalidate the exercise or attempt to exercise any right, privilege, or franchise on behalf of the corporation by an officer, agent, or employee of the corporation after cancellation and prior to the reinstatement of the articles, if the conditions set forth in divisions (B)(1)(a) and (b) of section 1701.922 of the Revised Code are met.

SECTION 2. That existing sections 111.18, 111.201, 1309.14, 1309.39, 1329.01, 1329.02, 1329.03, 1329.08, 1329.42, 1329.43, 1329.55, 1329.56, 1329.62, 1701.05, 1701.07, 1701.08, 1701.63, 1701.70, 1701.81, 1701.922, 1702.05, 1702.06, 1702.07, 1702.43, 1702.46, 1702.59, 1702.60, 1703.04, 1703.041, 1703.15, 1703.19, 1705.05, 1705.07, 1705.54, 1705.55, 1733.08, 1733.37, 1775.61, 1775.62, 1775.64, 1782.02, 1782.09, 1782.13, 1782.48, 1782.50, 1782.52, 3927.05, and 5733.22 and section 3909.16 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.*

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 \_\_\_\_\_