

**As Reported by the House Economic and Workforce Development  
Committee**

**131st General Assembly**

**Regular Session  
2015-2016**

**Sub. H. B. No. 3**

**Representatives Derickson, Romanchuk**

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**A BILL**

To amend sections 111.16, 1329.01, and 1703.04 and 1  
to enact sections 6301.16 and 6301.17 of the 2  
Revised Code to reduce certain business filing 3  
fees charged and collected by the Secretary of 4  
State, to modify the required contents of 5  
foreign corporation filings, to specify that all 6  
Ohio-based companies are to have the same access 7  
to employer application services available 8  
through the OhioMeansJobs web site, and to 9  
require the Governor's Executive Workforce Board 10  
to prepare an annual report on the performance 11  
of the web site. 12

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

**Section 1.** That sections 111.16, 1329.01, and 1703.04 be 13  
amended and sections 6301.16 and 6301.17 of the Revised Code be 14  
enacted to read as follows: 15

**Sec. 111.16.** The secretary of state shall charge and 16  
collect, for the benefit of the state, the following fees: 17

(A) For filing and recording articles of incorporation of 18

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| a domestic corporation, including designation of agent:   | 19                         |
| (1) Wherein the corporation shall not be authorized to issue any shares of capital stock, <del>one hundred twenty five</del> <u>ninety-nine</u> dollars;  | 20<br>21<br>22             |
| (2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:  | 23<br>24                   |
| (a) Ten cents for each share authorized up to and including one thousand shares;  | 25<br>26                   |
| (b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;  | 27<br>28                   |
| (c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;   | 29<br>30                   |
| (d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;  | 31<br>32                   |
| (e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;  | 33<br>34<br>35             |
| (f) One-quarter cent for each share authorized in excess of five hundred thousand shares; provided no fee shall be less than <del>one hundred twenty five</del> <u>ninety-nine</u> dollars or greater than one hundred thousand dollars.                                | 36<br>37<br>38<br>39       |
| (B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation, or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application: | 40<br>41<br>42<br>43<br>44 |
| (1) If the domestic corporation is not authorized to issue  | 45                         |

any shares of capital stock, fifty dollars; 46

(2) If the domestic corporation is authorized to issue 47  
shares of capital stock, fifty dollars, and in case of any 48  
increase in the number of shares authorized to be issued, a 49  
further sum computed in accordance with the schedule set forth 50  
in division (A) (2) of this section less a credit computed in the 51  
same manner for the number of shares previously authorized to be 52  
issued by the corporation; provided no fee under division (B) (2) 53  
of this section shall be greater than one hundred thousand 54  
dollars; 55

(3) If the foreign corporation is not authorized to issue 56  
any shares of capital stock, fifty dollars; 57

(4) If the foreign corporation is authorized to issue 58  
shares of capital stock, fifty dollars. 59

(C) For filing and recording articles of incorporation of 60  
a savings and loan association, ~~one hundred twenty five ninety-~~ 61  
nine dollars; and for filing and recording a certificate of 62  
amendment to or amended articles of incorporation of a savings 63  
and loan association, fifty dollars; 64

(D) For filing and recording a certificate of conversion, 65  
including a designation of agent, a certificate of merger, or a 66  
certificate of consolidation, ~~one hundred twenty five ninety-~~ 67  
nine dollars and, in the case of any new corporation resulting 68  
from a consolidation or any surviving corporation that has an 69  
increased number of shares authorized to be issued resulting 70  
from a merger, an additional sum computed in accordance with the 71  
schedule set forth in division (A) (2) of this section less a 72  
credit computed in the same manner for the number of shares 73  
previously authorized to be issued or represented in this state 74

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| by each of the corporations for which a consolidation or merger           | 75  |
| is effected by the certificate;   | 76  |
| (E) For filing and recording articles of incorporation of                 | 77  |
| a credit union or the American credit union guaranty                      | 78  |
| association, <del>one hundred twenty five ninety-nine</del> dollars, and  | 79  |
| for filing and recording a certificate of increase in capital             | 80  |
| stock or any other amendment of the articles of incorporation of          | 81  |
| a credit union or the association, fifty dollars;                         | 82  |
| (F) For filing and recording articles of organization of a                | 83  |
| limited liability company, for filing and recording an                    | 84  |
| application to become a registered foreign limited liability              | 85  |
| company, for filing and recording a registration application to           | 86  |
| become a domestic limited liability partnership, or for filing            | 87  |
| and recording an application to become a registered foreign               | 88  |
| limited liability partnership, <del>one hundred twenty five ninety-</del> | 89  |
| <del>nine</del> dollars;  | 90  |
| (G) For filing and recording a certificate of limited                     | 91  |
| partnership or an application for registration as a foreign               | 92  |
| limited partnership, or for filing an initial statement of                | 93  |
| partnership authority pursuant to section 1776.33 of the Revised          | 94  |
| Code, <del>one hundred twenty five ninety-nine</del> dollars.;            | 95  |
| (H) For filing a copy of papers evidencing the                            | 96  |
| incorporation of a municipal corporation or of annexation of              | 97  |
| territory by a municipal corporation, five dollars, to be paid            | 98  |
| by the municipal corporation, the petitioners therefor, or their          | 99  |
| agent;  | 100 |
| (I) For filing and recording any of the following:                        | 101 |
| (1) A license to transact business in this state by a                     | 102 |
| foreign corporation for profit pursuant to section 1703.04 of             | 103 |

the Revised Code or a foreign nonprofit corporation pursuant to 104  
section 1703.27 of the Revised Code, ~~one hundred twenty-five~~ 105  
ninety-nine dollars; 106

(2) A biennial report or biennial statement pursuant to 107  
section 1775.63, 1776.83, or 1785.06 of the Revised Code, 108  
twenty-five dollars; 109

(3) Except as otherwise provided in this section or any 110  
other section of the Revised Code, any other certificate or 111  
paper that is required to be filed and recorded or is permitted 112  
to be filed and recorded by any provision of the Revised Code 113  
with the secretary of state, twenty-five dollars. 114

(J) For filing any certificate or paper not required to be 115  
recorded, five dollars; 116

(K) (1) For making copies of any certificate or other paper 117  
filed in the office of the secretary of state, a fee not to 118  
exceed one dollar per page, except as otherwise provided in the 119  
Revised Code, and for creating and affixing the seal of the 120  
office of the secretary of state to any good standing or other 121  
certificate, five dollars. For copies of certificates or papers 122  
required by state officers for official purpose, no charge shall 123  
be made. 124

(2) For creating and affixing the seal of the office of 125  
the secretary of state to the certificates described in division 126  
(E) of section 1701.81, division (E) of section 1701.811, 127  
division (E) of section 1705.38, division (E) of section 128  
1705.381, division (D) of section 1702.43, division (E) of 129  
section 1775.47, division (E) of section 1775.55, division (E) 130  
of section 1776.70, division (E) of section 1776.74, division 131  
(E) of section 1782.433, or division (E) of section 1782.4310 of 132

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| the Revised Code, twenty-five dollars.  | 133                                    |
| (L) For a minister's license to solemnize marriages, ten dollars;   | 134<br>135                             |
| (M) For examining documents to be filed at a later date for the purpose of advising as to the acceptability of the proposed filing, fifty dollars;  | 136<br>137<br>138                      |
| (N) Fifty dollars for filing and recording any of the following:  | 139<br>140                             |
| (1) A certificate of dissolution and accompanying documents, or a certificate of cancellation, under section 1701.86, 1702.47, 1705.43, 1776.65, or 1782.10 of the Revised Code;  | 141<br>142<br>143<br>144               |
| (2) A notice of dissolution of a foreign licensed corporation or a certificate of surrender of license by a foreign licensed corporation under section 1703.17 of the Revised Code;   | 145<br>146<br>147<br>148               |
| (3) The withdrawal of registration of a foreign or domestic limited liability partnership under section 1775.61, 1775.64, 1776.81, or 1776.86 of the Revised Code, or the certificate of cancellation of registration of a foreign limited liability company under section 1705.57 of the Revised Code;   | 149<br>150<br>151<br>152<br>153        |
| (4) The filing of a statement of denial under section 1776.34 of the Revised Code, a statement of dissociation under section 1776.57 of the Revised Code, a statement of disclaimer of general partner status under Chapter 1782. of the Revised Code, or a cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code. | 154<br>155<br>156<br>157<br>158<br>159 |
| (O) For filing a statement of continued existence by a  | 160                                    |

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| nonprofit corporation, twenty-five dollars;                      | 161 |
| (P) For filing a restatement under section 1705.08 or            | 162 |
| 1782.09 of the Revised Code, an amendment to a certificate of    | 163 |
| cancellation under section 1782.10 of the Revised Code, an       | 164 |
| amendment under section 1705.08 or 1782.09 of the Revised Code,  | 165 |
| or a correction under section 1705.55, 1775.61, 1775.64,         | 166 |
| 1776.12, or 1782.52 of the Revised Code, fifty dollars;          | 167 |
| (Q) For filing for reinstatement of an entity cancelled by       | 168 |
| operation of law, by the secretary of state, by order of the     | 169 |
| department of taxation, or by order of a court, twenty-five      | 170 |
| dollars;   | 171 |
| (R) For filing and recording any of the following:               | 172 |
| (1) A change of agent, resignation of agent, or change of        | 173 |
| agent's address under section 1701.07, 1702.06, 1703.041,        | 174 |
| 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 | 175 |
| of the Revised Code, twenty-five dollars;                        | 176 |
| (2) A multiple change of agent name or address,                  | 177 |
| standardization of agent address, or resignation of agent under  | 178 |
| section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55,   | 179 |
| 1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, one   | 180 |
| hundred twenty-five dollars, plus three dollars per entity       | 181 |
| record being changed, by the multiple agent update.              | 182 |
| (S) For filing and recording any of the following:               | 183 |
| (1) An application for the exclusive right to use a name         | 184 |
| or an application to reserve a name for future use under section | 185 |
| 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised    | 186 |
| Code, <del>fifty</del> <u>thirty-nine</u> dollars;               | 187 |
| (2) A trade name or fictitious name registration or              | 188 |

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| report, <del>fifty-thirty-nine</del> dollars;   | 189                                    |
| (3) An application to renew any item covered by division (S) (1) or (2) of this section that is permitted to be renewed, twenty-five dollars;   | 190<br>191<br>192                      |
| (4) An assignment of rights for use of a name covered by division (S) (1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.   | 193<br>194<br>195<br>196<br>197        |
| (T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, <del>one hundred twenty-five ninety-nine</del> dollars; and for filing and recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars; | 198<br>199<br>200<br>201<br>202<br>203 |
| (U) (1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;  | 204<br>205<br>206                      |
| (2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.  | 207<br>208<br>209<br>210<br>211        |
| (V) For filing a service of process with the secretary of state, five dollars, except as otherwise provided in any section of the Revised Code.   | 212<br>213<br>214                      |
| Fees specified in this section may be paid by cash, check, or money order, by credit card in accordance with section 113.40 of the Revised Code, or by an alternative payment program in  | 215<br>216<br>217                      |



accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any credit card is not subject to disclosure under Chapter 149. of the Revised Code.

**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 any domestic or foreign limited liability partnership that is formed under or registered pursuant to Chapter 1775. or 1776. 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 247  
which the person is operating, setting forth all of the 248  
following: 249

(1) The name and business address of the applicant for 250  
registration and any of the following that is applicable: 251

(a) If the applicant is a general partnership, the name 252  
and address of at least one partner or the identifying number 253  
the secretary of state assigns to the partnership pursuant to 254  
section 1776.05 of the Revised Code; 255

(b) If the applicant is a limited partnership, a 256  
corporation, professional association, limited liability 257  
company, or other entity, the form of the entity and the state 258  
under the laws of which it was formed. 259

(2) The trade name to be registered; 260

(3) The general nature of the business conducted by the 261  
applicant; 262

(4) The length of time during which the trade name has 263  
been used by the applicant in business operations in this state. 264

(C) The trade name application shall be signed by the 265  
applicant or by any authorized representative of the applicant. 266

A single trade name may be registered upon each trade name 267  
application submitted under sections 1329.01 to 1329.10 of the 268  
Revised Code. 269

The trade name application shall be accompanied by a 270  
filing fee of ~~fifty~~thirty-nine dollars, payable to the 271  
secretary of state. 272

(D) Any person who does business under a fictitious name 273

and who has not registered and does not wish to register the 274  
fictitious name as a trade name or who cannot do so because the 275  
name is not available for registration shall report the use of 276  
the fictitious name to the secretary of state, on a form 277  
prescribed by the secretary of state, setting forth all of the 278  
following: 279

(1) The name and business address of the user and any of 280  
the following that is applicable: 281

(a) If the user is a general partnership, the name and 282  
address of at least one partner or the identifying number the 283  
secretary of state assigns to the partnership pursuant to 284  
section 1775.105 of the Revised Code; 285

(b) If the user is a limited partnership, a corporation, 286  
professional association, limited liability company, or other 287  
entity, the form of the entity and the state under whose laws it 288  
was formed. 289

(2) The fictitious name being used; 290

(3) The general nature of the business conducted by the 291  
user. 292

(E) The report of use of a fictitious name shall be signed 293  
by the user or by any authorized representative of the user. 294

A single fictitious name may be registered upon each 295  
fictitious name report submitted under sections 1329.01 to 296  
1329.10 of the Revised Code. 297

The fictitious name report shall be accompanied by a 298  
filing fee of ~~fifty~~ thirty-nine dollars, payable to the 299  
secretary of state. 300

A report under this division shall be made within thirty 301

days after the date of the first use of the fictitious name. 302

**Sec. 1703.04.** (A) To procure a license to transact 303  
business in this state, a foreign corporation for profit shall 304  
file with the secretary of state a certificate of good standing 305  
or subsistence, dated not earlier than ninety days prior to the 306  
filing of the application, under the seal of the secretary of 307  
state, or other proper official, of the state under the laws of 308  
which said corporation was incorporated, setting forth:— 309

~~(1) The the exact corporate title;~~ 310

~~(2) The date of incorporation;~~ 311

~~(3) The and the fact that the corporation is in good 312  
standing or is a subsisting corporation. 313~~

(B) To procure such a license, such corporation also shall 314  
file with the secretary of state an application in such form as 315  
the secretary of state prescribes, verified by the oath of any 316  
authorized officer of such corporation, setting forth, but not 317  
limited to: 318

(1) The name of the corporation and, if its corporate name 319  
is not available, the trade name under which it will do business 320  
in this state; 321

(2) The name of the state under the laws of which it was 322  
incorporated; 323

(3) The location and complete address of its principal 324  
office; 325

(4) The name of the county and the municipal corporation 326  
or township in which its principal office within this state, if 327  
any, is to be located; 328

(5) The appointment of a designated agent and the complete address of such agent; 329  
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(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; 331  
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(7) A brief summary of the corporate purposes to be exercised within this state. 336  
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(C) (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. or 1776. 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 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 entity or person to the use of the name, evidenced in a writing signed by any authorized 338  
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officer of the other entity or authorized representative of the 359  
other person owning the exclusive right to the registered trade 360  
name. 361

(2) Notwithstanding division (C)(1) of this section, if an 362  
application for a license is not acceptable for filing solely 363  
because the name of the foreign corporation is not 364  
distinguishable from the name of another entity or registered 365  
trade name, the foreign corporation may be authorized to 366  
transact business in this state by filing with the secretary of 367  
state, in addition to those items otherwise prescribed by this 368  
section, a statement signed by an authorized officer directing 369  
the foreign corporation to make application for a license to 370  
transact business in this state under an assumed business name 371  
or names that comply with the requirements of this division and 372  
stating that the foreign corporation will transact business in 373  
this state only under the assumed name or names. The application 374  
for a license shall be on a form prescribed by the secretary of 375  
state. 376

Sec. 6301.16. (A) All companies based in this state and in 377  
good standing with this state shall have the same access to all 378  
automated employer application services available through the 379  
OhioMeansJobs web site, including, but not limited to, all of 380  
the following: 381

(1) Posting job openings and searching resumes of job 382  
applicants; 383

(2) Identifying and exploring employment programs; 384

(3) Improving a company's workforce; 385

(4) Hiring veterans; 386

(5) Hiring or making accommodations for employees with 387

disabilities. 388

(B) Division (A) of this section applies to any contract 389  
related to the operation of the OhioMeansJobs web site that is 390  
amended, extended, or entered into on or after the effective 391  
date of the enactment of this section. 392

**Sec. 6301.17.** Not later than the thirty-first day of 393  
January of each year, the state board shall comprehensively 394  
review the performance of the OhioMeansJobs web site and prepare 395  
a report including at least the following data for the preceding 396  
calendar year: 397

(A) The number of referrals and placements to jobs 398  
displayed on the web site; 399

(B) The number of jobs posted to the web site by employers 400  
based in this state; 401

(C) The number of resumes displayed on the web site that 402  
were aggregated from other web sites. 403

Upon completion of the report, the state board shall 404  
provide an electronic copy of the report to the governor, the 405  
president and minority leader of the senate, and the speaker and 406  
minority leader of the house of representatives. 407

**Section 2.** That existing sections 111.16, 1329.01, and 408  
1703.04 of the Revised Code are hereby repealed. 409