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Sub. H. B. No. 3

Representatives Derickson, Romanchuk

Cosponsors: Representatives Anielski, Antani, Antonio, Baker, Blessing, Boose, Boyce, Brenner, Brown, Burkley, Conditt, Craig, Cupp, Dever, DeVitis, Dovilla, Duffey, Gerberry, Ginter, Green, Grossman, Hackett, Hagan, Hall, Hambley, Henne, Hill, Huffman, Koehler, Kraus, Kunze, Landis, Maag, McClain, McColley, O'Brien, M., O'Brien, S., Pelanda, Perales, Phillips, Reece, Retherford, Rezabek, Ruhl, Ryan, Schaffer, Slaby, Smith, R., Sprague, Stinziano, Terhar, Thompson, Young, Speaker Rosenberger

Senators LaRose, Uecker, Hottinger, Bacon, Balderson, Beagle, Brown, Burke, Coley, Eklund, Faber, Gardner, Hite, Hughes, Jones, Jordan, Lehner, Manning, Obhof, Oelslager, Patton, Peterson, Schiavoni, Seitz, Tavares, Thomas, Widener, Williams

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
a domestic corporation, including designation of agent: 19

(1) Wherein the corporation shall not be authorized to 20
issue any shares of capital stock, ~~one hundred twenty five~~ 21
ninety-nine dollars; 22

(2) Wherein the corporation shall be authorized to issue 23
shares of capital stock, with or without par value: 24

(a) Ten cents for each share authorized up to and 25
including one thousand shares; 26

(b) Five cents for each share authorized in excess of one 27
thousand shares up to and including ten thousand shares; 28

(c) Two cents for each share authorized in excess of ten 29
thousand shares up to and including fifty thousand shares; 30

(d) One cent for each share authorized in excess of fifty 31
thousand shares up to and including one hundred thousand shares; 32

(e) One-half cent for each share authorized in excess of 33
one hundred thousand shares up to and including five hundred 34
thousand shares; 35

(f) One-quarter cent for each share authorized in excess 36
of five hundred thousand shares; provided no fee shall be less 37
than ~~one hundred twenty five~~ ninety-nine dollars or greater than 38
one hundred thousand dollars. 39

(B) For filing and recording a certificate of amendment to 40
or amended articles of incorporation of a domestic corporation, 41
or for filing and recording a certificate of 42
reorganization, a certificate of dissolution, or an amendment to 43
a foreign license application: 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
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, ~~one hundred twenty five ninety-nine~~ 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, ~~one hundred twenty five ninety-~~ 89
nine 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, ~~one hundred twenty five ninety-nine~~ 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 agent; 99 100

(I) For filing and recording any of the following: 101

(1) A license to transact business in this state by a foreign corporation for profit pursuant to section 1703.04 of the Revised Code or a foreign nonprofit corporation pursuant to section 1703.27 of the Revised Code, ~~one hundred twenty five~~ ninety-nine dollars; 102 103 104 105 106

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

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

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

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

(2) For creating and affixing the seal of the office of the secretary of state to the certificates described in division (E) of section 1701.81, division (E) of section 1701.811, 125 126 127

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
the Revised Code, twenty-five dollars. 133

(L) For a minister's license to solemnize marriages, ten 134
dollars; 135

(M) For examining documents to be filed at a later date 136
for the purpose of advising as to the acceptability of the 137
proposed filing, fifty dollars; 138

(N) Fifty dollars for filing and recording any of the 139
following: 140

(1) A certificate of dissolution and accompanying 141
documents, or a certificate of cancellation, under section 142
1701.86, 1702.47, 1705.43, 1776.65, or 1782.10 of the Revised 143
Code; 144

(2) A notice of dissolution of a foreign licensed 145
corporation or a certificate of surrender of license by a 146
foreign licensed corporation under section 1703.17 of the 147
Revised Code; 148

(3) The withdrawal of registration of a foreign or 149
domestic limited liability partnership under section 1775.61, 150
1775.64, 1776.81, or 1776.86 of the Revised Code, or the 151
certificate of cancellation of registration of a foreign limited 152
liability company under section 1705.57 of the Revised Code; 153

(4) The filing of a statement of denial under section 154
1776.34 of the Revised Code, a statement of dissociation under 155
section 1776.57 of the Revised Code, a statement of disclaimer 156

of general partner status under Chapter 1782. of the Revised 157
Code, or a cancellation of disclaimer of general partner status 158
under Chapter 1782. of the Revised Code. 159

(O) For filing a statement of continued existence by a 160
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, ~~fifty-thirty-nine~~ dollars; 187

(2) A trade name or fictitious name registration or 188
report, ~~fifty-thirty-nine~~ dollars; 189

(3) An application to renew any item covered by division 190
(S) (1) or (2) of this section that is permitted to be renewed, 191
twenty-five dollars; 192

(4) An assignment of rights for use of a name covered by 193
division (S) (1), (2), or (3) of this section, the cancellation 194
of a name registration or name reservation that is so covered, 195
or notice of a change of address of the registrant of a name 196
that is so covered, twenty-five dollars. 197

(T) For filing and recording a report to operate a 198
business trust or a real estate investment trust, either foreign 199
or domestic, ~~one hundred twenty-five ninety-nine~~ dollars; and 200
for filing and recording an amendment to a report or associated 201
trust instrument, or a surrender of authority, to operate a 202
business trust or real estate investment trust, fifty dollars; 203

(U) (1) For filing and recording the registration of a 204
trademark, service mark, or mark of ownership, one hundred 205
twenty-five dollars; 206

(2) For filing and recording the change of address of a 207
registrant, the assignment of rights to a registration, a 208
renewal of a registration, or the cancellation of a registration 209
associated with a trademark, service mark, or mark of ownership, 210
twenty-five dollars. 211

(V) For filing a service of process with the secretary of 212
state, five dollars, except as otherwise provided in any section 213

of the Revised Code. 214

Fees specified in this section may be paid by cash, check, 215
or money order, by credit card in accordance with section 113.40 216
of the Revised Code, or by an alternative payment program in 217
accordance with division (B) of section 111.18 of the Revised 218
Code. Any credit card number or the expiration date of any 219
credit card is not subject to disclosure under Chapter 149. of 220
the Revised Code. 221

Sec. 1329.01. (A) As used in sections 1329.01 to 1329.10 222
of the Revised Code: 223

(1) "Trade name" means a name used in business or trade to 224
designate the business of the user and to which the user asserts 225
a right to exclusive use. 226

(2) "Fictitious name" means a name used in business or 227
trade that is fictitious and that the user has not registered or 228
is not entitled to register as a trade name. It does not include 229
the name of record of any domestic corporation that is formed 230
under Chapter 1701. or 1702. of the Revised Code, any foreign 231
corporation that is registered pursuant to Chapter 1703. of the 232
Revised Code, any domestic or foreign limited liability company 233
that is formed under or registered pursuant to Chapter 1705. of 234
the Revised Code, any domestic or foreign limited partnership 235
that is formed under or registered pursuant to Chapter 1782. of 236
the Revised Code, or any domestic or foreign limited liability 237
partnership that is formed under or registered pursuant to 238
Chapter 1775. or 1776. of the Revised Code. 239

(3) "Person" includes any individual, general partnership, 240
limited partnership, limited liability partnership, corporation, 241
association, professional association, limited liability 242

company, society, foundation, federation, or organization formed 243
under the laws of this state or any other state. 244

(B) Subject to sections 1329.01 to 1329.10 of the Revised 245
Code, any person may register with the secretary of state, on a 246
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 329
address of such agent; 330

(6) The irrevocable consent of such corporation to service 331
of process on such agent so long as the authority of such agent 332
continues and to service of process upon the secretary of state 333
in the events provided for in section 1703.19 of the Revised 334
Code; 335

(7) A brief summary of the corporate purposes to be 336
exercised within this state. 337

(C) (1) No such application for a license shall be accepted 338
for filing if it appears that the name of the foreign 339
corporation is prohibited by law or is not distinguishable upon 340
the records in the office of the secretary of state from the 341
name of any other corporation, whether nonprofit or for profit 342
and whether that of a domestic corporation or of a foreign 343
corporation authorized to transact business in this state, the 344
name of a limited liability company registered in the office of 345
the secretary of state pursuant to Chapter 1705. of the Revised 346
Code, whether domestic or foreign, the name of any limited 347
liability partnership registered in the office of the secretary 348
of state pursuant to Chapter 1775. or 1776. of the Revised Code, 349
whether domestic or foreign, the name of any limited partnership 350
registered in the office of the secretary of state pursuant to 351
Chapter 1782. of the Revised Code, whether domestic or foreign, 352
or a trade name to which the exclusive right at the time in 353
question is registered in the manner provided in Chapter 1329. 354
of the Revised Code, unless there also is filed with the 355

secretary of state, on a form prescribed by the secretary of 356
state, the consent of the other entity or person to the use of 357
the name, evidenced in a writing signed by any authorized 358
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

<u>(3) Improving a company's workforce;</u>	385
<u>(4) Hiring veterans;</u>	386
<u>(5) Hiring or making accommodations for employees with disabilities.</u>	387 388
<u>(B) Division (A) of this section applies to any contract related to the operation of the OhioMeansJobs web site that is amended, extended, or entered into on or after the effective date of the enactment of this section.</u>	389 390 391 392
<u>Sec. 6301.17. Not later than the thirty-first day of January of each year, the state board shall comprehensively review the performance of the OhioMeansJobs web site and prepare a report including at least the following data for the preceding calendar year:</u>	393 394 395 396 397
<u>(A) The number of referrals and placements to jobs displayed on the web site;</u>	398 399
<u>(B) The number of jobs posted to the web site by employers based in this state;</u>	400 401
<u>(C) The number of resumes displayed on the web site that were aggregated from other web sites.</u>	402 403
<u>Upon completion of the report, the state board shall provide an electronic copy of the report to the governor, the president and minority leader of the senate, and the speaker and minority leader of the house of representatives.</u>	404 405 406 407
Section 2. That existing sections 111.16, 1329.01, and 1703.04 of the Revised Code are hereby repealed.	408 409