

As Introduced

**135th General Assembly
Regular Session
2023-2024**

S. B. No. 98

Senator Rulli

A BILL

To amend sections 1345.02, 1701.07, 1702.06, 1
1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 2
1729.11, 1746.04, 1747.03, 1776.07, 1782.04, and 3
1785.06 and to enact sections 109.543, 111.242, 4
and 111.243 of the Revised Code to address 5
fraudulent business filings, deceptive mailings, 6
reinstatement of canceled business entities, and 7
addresses of statutory agents. 8

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

Section 1. That sections 1345.02, 1701.07, 1702.06, 9
1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 1729.11, 1746.04, 10
1747.03, 1776.07, 1782.04, and 1785.06 be amended and sections 11
109.543, 111.242, and 111.243 of the Revised Code be enacted to 12
read as follows: 13

Sec. 109.543. (A) The attorney general, upon receiving a 14
complaint referred by the secretary of state under section 15
111.243 of the Revised Code, shall review and determine whether 16
to investigate the complaint. 17

(B) (1) If the attorney general determines to investigate 18
the complaint, the attorney general shall send written notice 19

and demand to the address of the person who is the subject of 20
the complaint or the person's registered agent of record listed 21
in the secretary of state's online filing system, established 22
and maintained in accordance with section 111.23 of the Revised 23
Code. The attorney general shall also send a copy of the notice 24
and demand to the person's or agent's electronic mail address, 25
if that address is available. 26

(2) If a telephone number is available, the attorney 27
general shall also attempt to contact the person who is the 28
subject of the complaint or the person's registered agent by 29
telephone. 30

(3) The attorney general may provide written or verbal 31
notice and demand to any other person that the attorney general 32
determines, through investigation, is a means by which to reach 33
the person who is the subject of the complaint. 34

(4) The attorney general's notice and demand shall 35
describe the allegations in the complaint and demand that the 36
person respond to the complaint by a date certain, with all 37
information described in division (C) of this section. 38

(C) A person to which the attorney general sends a notice 39
and demand, or the person's agent, shall respond within twenty- 40
one days after the written notice and demand is mailed. The 41
response shall include all of the following information: 42

(1) The name, street address, telephone number, electronic 43
mail address, if available, and any additional contact 44
information of the person responding to the notice and demand; 45

(2) If the responding person is a registered agent of the 46
person that is the subject of the complaint, any supporting 47
documents that establish the agent's authority to act on the 48

<u>person's behalf;</u>	49
<u>(3) The name of the person that is the subject of the</u>	50
<u>complaint;</u>	51
<u>(4) Information, if known, identifying each person</u>	52
<u>involved in the alleged violation of division (A) of section</u>	53
<u>111.243 of the Revised Code, including names, street addresses,</u>	54
<u>telephone numbers, web sites, and electronic mail addresses;</u>	55
<u>(5) Information identifying the nature of any business or</u>	56
<u>personal relationship between the person that submitted the</u>	57
<u>complaint and each person involved in the alleged violation of</u>	58
<u>division (A) of section 111.243 of the Revised Code, excepting</u>	59
<u>any privileged communications or information;</u>	60
<u>(6) A statement that affirms or denies having knowledge of</u>	61
<u>or information about the alleged violation of division (A) of</u>	62
<u>section 111.243 of the Revised Code;</u>	63
<u>(7) Any material evidence that is reasonably attainable to</u>	64
<u>the person responding to the notice and demand of written</u>	65
<u>consent to use the name or address in the filing at issue in the</u>	66
<u>complaint;</u>	67
<u>(8) A statement by the person responding to the notice and</u>	68
<u>demand, under penalty of perjury, that the person believes in</u>	69
<u>good faith that the facts stated in the response are true;</u>	70
<u>(9) Any additional information that the person responding</u>	71
<u>to the notice and demand believes may be useful in an</u>	72
<u>investigation of the complaint.</u>	73
<u>(D) If, within twenty-one days after mailing a notice and</u>	74
<u>demand, the attorney general does not receive a response, in</u>	75
<u>writing or otherwise, the attorney general shall send a second</u>	76

notice and demand, consistent with the requirements of division 77
(B) of this section, and allow an additional twenty-one days for 78
a response, which shall comply with the requirements of division 79
(C) of this section. 80

(E) (1) If a person in receipt of a notice and demand 81
concedes to a complaint made under section 111.243 of the 82
Revised Code, the attorney general shall certify that fact to 83
the secretary of state. 84

(2) If the attorney general does not receive a response 85
within twenty-one days after mailing a second notice and demand 86
as described in division (D) of this section, each allegation in 87
the notice and demand is deemed conceded by the person that did 88
not respond, and the attorney general shall certify that fact to 89
the secretary of state. 90

(F) (1) If a person in receipt of a notice and demand 91
wishes to contest a complaint made under section 111.243 of the 92
Revised Code, the person may request an administrative hearing 93
on the matter. 94

(2) If a person timely requests a hearing, the attorney 95
general may refer the complaint to an administrative hearing. If 96
the attorney general does not refer the complaint to an 97
administrative hearing within one hundred eighty days after the 98
attorney general receives the response to the notice and demand, 99
the attorney general is deemed to have determined to not proceed 100
with prosecuting the complaint. 101

(3) A request is timely if receipt of a response and a 102
request for a hearing on any issue raised by the notice and 103
demand is made within twenty-one days after the notice and 104
demand is mailed. 105

(G) (1) If a complaint is referred to an administrative hearing, the administrative law judge presiding over the matter shall hold a hearing within sixty days after the attorney general refers the complaint and shall render a decision within fifteen days after the hearing. 106
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(2) The administrative law judge may grant the attorney general or the person requesting a hearing an extension of up to thirty days upon a motion. 111
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(3) The administrative law judge may grant the attorney general or the person requesting a hearing an extension of longer than thirty days upon a showing of good cause. 114
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(H) If the administrative law judge finds that division (A) of section 111.243 of the Revised Code has been violated, the administrative law judge shall make an additional finding as to whether either of the following is true: 117
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(1) An entity was created without authorization or for fraudulent purposes. 121
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(2) An unauthorized filing was made. 123

(I) If the administrative law judge finds that an entity was created without authorization or for fraudulent purposes, or that an unauthorized filing was made for a legitimate entity, the attorney general shall certify that fact to the secretary of state. 124
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(J) The decision of the administrative law judge is subject to review by the court of common pleas of Franklin county or the court of common pleas of the county in which the person that is the subject of the complaint resides or conducts business. The secretary of state and the administrative law judge are not necessary parties to the review. 129
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(K) The attorney general shall communicate the finding 135
made by the administrative law judge to all of the following: 136

(1) The person who submitted the complaint, using the 137
electronic mail address provided on the complaint form or, if an 138
electronic mail address was not provided, using the mailing 139
address provided on the complaint form; 140

(2) Each person at issue, using registered mail addressed 141
to the person or the person's registered agent of record and to 142
the person's or agent's electronic mail address, if available; 143

(3) The secretary of state. 144

Sec. 111.242. (A) As used in this section, "solicit" or 145
"solicitations" means to directly advertise to a person. 146
"Solicit" and "solicitations" do not include either of the 147
following: 148

(1) Communication initiated by a consumer; 149

(2) Advertising or marketing to a person with whom the 150
solicitor has a current or former commercial relationship. 151

(B) Any person other than the federal government, the 152
state, a state agency, or a local government that solicits a fee 153
for filing a document with, or retrieving a copy or certified 154
copy of a certificate or public record from, the secretary of 155
state shall do all of the following: 156

(1) (a) Include a statement in the solicitation, in the 157
same language as the solicitation, that is identical or 158
substantially similar to the following: 159

"This is an advertisement. This offer is not being made 160
by, or on behalf of, any government agency. You are not required 161
to make any payment or take any other action in response to this 162

offer." 163

(b) If the solicitation is in writing, the statement shall 164
be in at least twenty-four-point type and located at the top of 165
the physical document or the beginning of the electronic 166
communication. 167

(2) Include, in the case of mailed solicitation, the words 168
"THIS IS NOT A GOVERNMENT DOCUMENT" in twenty-four-point type 169
and all capital letters on the envelope, outside cover, or 170
wrapper in which the solicitation is mailed; 171

(3) Include both of the following in the solicitation: 172

(a) Information on where the person can file a document 173
directly with the secretary of state or retrieve a copy or 174
certified copy of a certificate or public record; 175

(b) The name of the person making the solicitation and the 176
person's physical address, which shall not be a post office box. 177

(C) A solicitation described in division (B) of this 178
section shall not be in a form, or use deadline dates or other 179
language, that makes the document appear to be issued by the 180
federal government, the state, a state agency, or a local 181
government, or that appears to impose a legal duty on the person 182
being solicited. 183

(D) A violation of this section constitutes a deceptive 184
act or practice in connection with a consumer transaction in 185
violation of section 1345.02 of the Revised Code and is subject 186
to any applicable penalties prescribed under Chapter 1345. of 187
the Revised Code. 188

Sec. 111.243. (A) No person shall do any of the following: 189

(1) Include the name of another person on a document filed 190

with the secretary of state under Title XIII or Title XVII of 191
the Revised Code without that person's consent, if the named 192
person is included in the filing as: 193

(a) A statutory agent; 194

(b) The individual causing the document to be delivered 195
for filing; 196

(c) The person incorporating, forming, registering, or 197
organizing an entity or name registration; 198

(d) Any other person required to be identified in the 199
document. 200

(2) Include an address in a document filed with the 201
secretary of state under Title XIII or Title XVII of the Revised 202
Code without the consent of either the owner or occupant of that 203
address; 204

(3) Deliver a document to the secretary of state under 205
Title XIII or Title XVII of the Revised Code concerning another 206
person, without the necessary consent or authority to do so. 207

(B) A person named in, or otherwise affected by, the 208
filing of a document under Title XIII or Title XVII of the 209
Revised Code may submit a complaint to the secretary of state, 210
on a form prescribed by the secretary of state, alleging that 211
the filing was made in violation of division (A) of this 212
section. The complaint shall include at least the following 213
information: 214

(1) A description of the alleged violation; 215

(2) The name, street address, telephone number, electronic 216
mail address, if available, and any additional contact 217
information of the person making the complaint; 218

<u>(3) The name, street address, telephone number, electronic</u>	219
<u>mail address, if available, and any additional contact</u>	220
<u>information of any third party authorized to submit the</u>	221
<u>complaint on behalf of the person that is named in, or affected</u>	222
<u>by, the filing;</u>	223
<u>(4) The document identification number assigned by the</u>	224
<u>secretary of state to each filed document that is alleged to</u>	225
<u>have been filed in violation of division (A) of this section;</u>	226
<u>(5) An identification number assigned by the secretary of</u>	227
<u>state for each person associated with the complaint and the</u>	228
<u>filing, if known to the person making the complaint;</u>	229
<u>(6) Information, if known to the person making the</u>	230
<u>complaint, identifying each person involved in the filing,</u>	231
<u>including names, street addresses, telephone numbers, web sites,</u>	232
<u>and electronic mail addresses;</u>	233
<u>(7) Information, if known to the person making the</u>	234
<u>complaint, identifying the nature of any business or personal</u>	235
<u>relationship between the person making the complaint and each</u>	236
<u>person involved in the filing;</u>	237
<u>(8) A statement by the person making the complaint, under</u>	238
<u>penalty of perjury, that the person believes in good faith that</u>	239
<u>the facts stated in the complaint are true and that the</u>	240
<u>complaint complies with the requirements of this section;</u>	241
<u>(9) Any additional information that the person making the</u>	242
<u>complaint believes may assist in an investigation of the</u>	243
<u>complaint.</u>	244
<u>(C) Upon receipt of a complaint submitted pursuant to</u>	245
<u>division (B) of this section, the secretary of state shall</u>	246
<u>review the complaint and evaluate whether the complaint</u>	247

indicates a violation of division (A) of this section and 248
satisfies the requirements of division (B) of this section. If 249
so, the secretary of state shall refer the complaint to the 250
attorney general for review and investigation. 251

(D) If the secretary of state determines that the 252
information provided in a complaint does not indicate a 253
violation of division (A) of this section or does not satisfy 254
the requirements of division (B) of this section, the secretary 255
of state shall notify the person that submitted the complaint 256
and provide an explanation of any deficiencies in the complaint. 257

(E) The secretary of state may ask a person who submits a 258
complaint to submit additional information concerning either of 259
the following: 260

(1) The alleged violation of division (A) of this section; 261

(2) The person's failure to submit the information 262
required by division (B) of this section. 263

(F) The secretary of state shall notify the person who 264
submitted a complaint of the outcome of the secretary of state's 265
review of the complaint. 266

(G) If the secretary of state rejects a complaint for 267
failure to comply with division (B) of this section, the 268
complaint may be resubmitted. 269

(H) Upon receiving notice from the attorney general under 270
division (E) or (I) of section 109.543 of the Revised Code that 271
division (A) of this section has been violated, the secretary of 272
state shall proceed as follows: 273

(1) If an entity was created without authorization or for 274
fraudulent purposes, the secretary of state shall do all of the 275

<u>following:</u>	276
<u>(a) Cancel the business record in question with a notice that the entity is unauthorized or fraudulent;</u>	277
<u>(b) Redact each address and name that was used without authorization from the entity's filing and from any other relevant filings;</u>	279
<u>(c) Disable additional filing functionality on the entity's records.</u>	280
<u>(2) If an unauthorized filing was made for a legitimate entity, the secretary of state shall do both of the following:</u>	281
<u>(a) Cancel each unauthorized filing for the entity with a notice that the filing is unauthorized;</u>	282
<u>(b) Redact each address and name that was used without authorization from the entity's filing and from the relevant filings.</u>	283
<u>(I) (1) A violation of division (A) of this section constitutes a deceptive act or practice in connection with a consumer transaction in violation of section 1345.02 of the Revised Code and is subject to any applicable penalties prescribed under Chapter 1345. of the Revised Code.</u>	284
<u>(2) A concession or failure to timely respond to a notice and demand as provided by division (E) of section 109.543 of the Revised Code or a determination by an administrative law judge as provided by division (H) of section 109.543 of the Revised Code constitutes a prima facie showing that division (A) of this section was violated.</u>	285
Sec. 1345.02. (A) No supplier shall commit an unfair or deceptive act or practice in connection with a consumer	286
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transaction. Such an unfair or deceptive act or practice by a 304
supplier violates this section whether it occurs before, during, 305
or after the transaction. 306

(B) Without limiting the scope of division (A) of this 307
section, the act or practice of a supplier in representing any 308
of the following is deceptive: 309

(1) That the subject of a consumer transaction has 310
sponsorship, approval, performance characteristics, accessories, 311
uses, or benefits that it does not have; 312

(2) That the subject of a consumer transaction is of a 313
particular standard, quality, grade, style, prescription, or 314
model, if it is not; 315

(3) That the subject of a consumer transaction is new, or 316
unused, if it is not; 317

(4) That the subject of a consumer transaction is 318
available to the consumer for a reason that does not exist; 319

(5) That the subject of a consumer transaction has been 320
supplied in accordance with a previous representation, if it has 321
not, except that the act of a supplier in furnishing similar 322
merchandise of equal or greater value as a good faith substitute 323
does not violate this section; 324

(6) That the subject of a consumer transaction will be 325
supplied in greater quantity than the supplier intends; 326

(7) That replacement or repair is needed, if it is not; 327

(8) That a specific price advantage exists, if it does 328
not; 329

(9) That the supplier has a sponsorship, approval, or 330

affiliation that the supplier does not have; 331

(10) That a consumer transaction involves or does not 332
involve a warranty, a disclaimer of warranties or other rights, 333
remedies, or obligations if the representation is false. 334

(C) In construing division (A) of this section, the court 335
shall give due consideration and great weight to federal trade 336
commission orders, trade regulation rules and guides, and the 337
federal courts' interpretations of subsection 45 (a) (1) of the 338
"Federal Trade Commission Act," 38 Stat. 717 (1914), 15 U.S.C.A. 339
41, as amended. 340

(D) No supplier shall offer to a consumer or represent 341
that a consumer will receive a rebate, discount, or other 342
benefit as an inducement for entering into a consumer 343
transaction in return for giving the supplier the names of 344
prospective consumers, or otherwise helping the supplier to 345
enter into other consumer transactions, if earning the benefit 346
is contingent upon an event occurring after the consumer enters 347
into the transaction. 348

(E) (1) No supplier, in connection with a consumer 349
transaction involving natural gas service or public 350
telecommunications service to a consumer in this state, shall 351
request or submit, or cause to be requested or submitted, a 352
change in the consumer's provider of natural gas service or 353
public telecommunications service, without first obtaining, or 354
causing to be obtained, the verified consent of the consumer. 355
For the purpose of this division and with respect to public 356
telecommunications service only, the procedures necessary for 357
verifying the consent of a consumer shall be those prescribed by 358
rule by the public utilities commission for public 359
telecommunications service under division (D) of section 4905.72 360

of the Revised Code. Also, for the purpose of this division, the 361
act, omission, or failure of any officer, agent, or other 362
individual, acting for or employed by another person, while 363
acting within the scope of that authority or employment, is the 364
act or failure of that other person. 365

(2) Consistent with the exclusion, under 47 C.F.R. 366
64.1100(a)(3), of commercial mobile radio service providers from 367
the verification requirements adopted in 47 C.F.R. 64.1100, 368
64.1150, 64.1160, 64.1170, 64.1180, and 64.1190 by the federal 369
communications commission, division (E)(1) of this section does 370
not apply to a provider of commercial mobile radio service 371
insofar as such provider is engaged in the provision of 372
commercial mobile radio service. However, when that exclusion no 373
longer is in effect, division (E)(1) of this section shall apply 374
to such a provider. 375

(3) The attorney general may initiate criminal proceedings 376
for a prosecution under division (C) of section 1345.99 of the 377
Revised Code by presenting evidence of criminal violations to 378
the prosecuting attorney of any county in which the offense may 379
be prosecuted. If the prosecuting attorney does not prosecute 380
the violations, or at the request of the prosecuting attorney, 381
the attorney general may proceed in the prosecution with all the 382
rights, privileges, and powers conferred by law on prosecuting 383
attorneys, including the power to appear before grand juries and 384
to interrogate witnesses before grand juries. 385

(F) Concerning a consumer transaction in connection with a 386
residential mortgage, and without limiting the scope of division 387
(A) or (B) of this section, the act of a supplier in doing 388
either of the following is deceptive: 389

(1) Knowingly failing to provide disclosures required 390

under state and federal law;	391
(2) Knowingly providing a disclosure that includes a material misrepresentation.	392 393
(G) Without limiting the scope of division (A) of this section, the failure of a supplier to obtain or maintain any registration, license, bond, or insurance required by state law or local ordinance for the supplier to engage in the supplier's trade or profession is an unfair or deceptive act or practice.	394 395 396 397 398
<u>(H) A violation of section 111.242 or division (A) of section 111.243 of the Revised Code is an unfair or deceptive act or practice.</u>	399 400 401
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 shall be one of the following:	402 403 404 405 406
(1) A natural person who is a resident of this state;	407
(2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is an entity other than a domestic corporation, the agent shall meet the requirements of Title XVII of the Revised Code for an entity of the agent's type to transact business or exercise privileges in this state.	408 409 410 411 412 413 414 415 416
(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	417 418 419

incorporators of the corporation or a majority of them and a 420
written acceptance of the appointment that is signed by the 421
agent. In all other cases, the corporation shall appoint the 422
agent and shall file in the office of the secretary of state a 423
written appointment of the agent that is signed by any 424
authorized officer of the corporation and a written acceptance 425
of the appointment that is either the original acceptance signed 426
by the agent or a photocopy, facsimile, or similar reproduction 427
of the original acceptance signed by the agent. 428

~~(C)~~ (C) (1) The written appointment of an agent shall set 429
forth the name and address in this state of the agent, including 430
the street and number ~~or other particular description of the~~ 431
agent's primary residence in this state or, if the agent is not 432
a natural person, the agent's usual place of business in this 433
state, and shall otherwise be in such form as the secretary of 434
state prescribes. The secretary of state shall keep a record of 435
the names of corporations, and the names and addresses of their 436
respective agents. 437

(2) As used in division (C) (1) of this section, "usual 438
place of business" means a place in this state that is 439
customarily open during normal business hours and where an 440
individual is generally present who is authorized to perform the 441
services of a registered agent, including accepting service of 442
process and other notifications for the person serving as a 443
statutory agent. "Usual place of business" does not include a 444
post office box, regardless of whether that post office box has 445
an associated street address. 446

(D) If any agent dies, removes from the state, or resigns, 447
the corporation shall forthwith appoint another agent and file 448
with the secretary of state, on a form prescribed by the 449

secretary of state, a written appointment of the agent. 450

(E) If the agent changes the agent's address from that 451
appearing upon the record in the office of the secretary of 452
state, the corporation or the agent shall forthwith file with 453
the secretary of state, on a form prescribed by the secretary of 454
state, a written statement setting forth the new address. 455

(F) An agent may resign by filing with the secretary of 456
state, on a form prescribed by the secretary of state, a written 457
notice to that effect that is signed by the agent and by sending 458
a copy of the notice to the corporation at the current or last 459
known address of its principal office on or prior to the date 460
the notice is filed with the secretary of state. The notice 461
shall set forth the name of the corporation, the name and 462
current address of the agent, the current or last known address, 463
including the street and number or other particular description, 464
of the corporation's principal office, the resignation of the 465
agent, and a statement that a copy of the notice has been sent 466
to the corporation within the time and in the manner prescribed 467
by this division. Upon the expiration of thirty days after the 468
filing, the authority of the agent shall terminate. 469

(G) A corporation may revoke the appointment of an agent 470
by filing with the secretary of state, on a form prescribed by 471
the secretary of state, a written appointment of another agent 472
and a statement that the appointment of the former agent is 473
revoked. 474

(H) Any process, notice, or demand required or permitted 475
by statute to be served upon a corporation may be served upon 476
the corporation by delivering a copy of it to its agent, if a 477
natural person, or by delivering a copy of it at the address of 478
its agent in this state, as the address appears upon the record 479

in the office of the secretary of state. If (1) the agent cannot 480
be found, or (2) the agent no longer has that address, or (3) 481
the corporation has failed to maintain an agent as required by 482
this section, and if in any such case the party desiring that 483
the process, notice, or demand be served, or the agent or 484
representative of the party, shall have filed with the secretary 485
of state an affidavit stating that one of the foregoing 486
conditions exists and stating the most recent address of the 487
corporation that the party after diligent search has been able 488
to ascertain, then service of process, notice, or demand upon 489
the secretary of state, as the agent of the corporation, may be 490
initiated by delivering to the secretary of state or at the 491
secretary of state's office quadruplicate copies of such 492
process, notice, or demand and by paying to the secretary of 493
state a fee of five dollars. The secretary of state shall 494
forthwith give notice of the delivery to the corporation at its 495
principal office as shown upon the record in the secretary of 496
state's office and at any different address shown on its last 497
franchise tax report filed in this state, or to the corporation 498
at any different address set forth in the above mentioned 499
affidavit, and shall forward to the corporation at said 500
addresses, by certified mail, with request for return receipt, a 501
copy of the process, notice, or demand; and thereupon service 502
upon the corporation shall be deemed to have been made. 503

(I) The secretary of state shall keep a record of each 504
process, notice, and demand delivered to the secretary of state 505
or at the secretary of state's office under this section or any 506
other law of this state that authorizes service upon the 507
secretary of state, and shall record the time of the delivery 508
and the action thereafter with respect thereto. 509

(J) This section does not limit or affect the right to 510

serve any process, notice, or demand upon a corporation in any 511
other manner permitted by law. 512

(K) Every corporation shall state in each annual report 513
filed by it with the department of taxation the name and address 514
of its statutory agent. 515

(L) Except when an original appointment of an agent is 516
filed with the original articles, a written appointment of an 517
agent or a written statement filed by a corporation with the 518
secretary of state shall be signed by any authorized officer of 519
the corporation or by the incorporators of the corporation or a 520
majority of them if no directors have been elected. 521

(M) For filing a written appointment of an agent other 522
than one filed with original articles, and for filing a 523
statement of change of address of an agent, the secretary of 524
state shall charge and collect the fee specified in division (R) 525
of section 111.16 of the Revised Code. 526

(N) Upon the failure of a corporation to appoint another 527
agent or to file a statement of change of address of an agent, 528
the secretary of state shall give notice thereof by ordinary or 529
electronic mail to the corporation at the electronic mail 530
address provided to the secretary of state, or at the address 531
set forth in the notice of resignation or on the last franchise 532
tax return filed in this state by the corporation. Unless the 533
default is cured within thirty days after the mailing by the 534
secretary of state of the notice or within any further period of 535
time that the secretary of state grants, upon the expiration of 536
that period of time from the date of the mailing, the articles 537
of the corporation shall be canceled without further notice or 538
action by the secretary of state. The secretary of state shall 539
make a notation of the cancellation on the secretary of state's 540

records. 541

A corporation whose articles have been canceled may be 542
reinstated by filing, within two years of the cancellation, on a 543
form prescribed by the secretary of state, an application for 544
reinstatement and the required appointment of agent or required 545
statement, and by paying the filing fee specified in division 546
(Q) of section 111.16 of the Revised Code. The rights, 547
privileges, and franchises of a corporation whose articles have 548
been reinstated are subject to section 1701.922 of the Revised 549
Code. The secretary of state shall furnish the tax commissioner 550
a monthly list of all corporations canceled and reinstated under 551
this division. 552

(O) This section does not apply to banks, trust companies, 553
insurance companies, or any corporation defined under the laws 554
of this state as a public utility for taxation purposes. 555

Sec. 1702.06. (A) Every corporation shall have and 556
maintain an agent, sometimes referred to as the "statutory 557
agent," upon whom any process, notice, or demand required or 558
permitted by statute to be served upon a corporation may be 559
served. The agent shall be one of the following: 560

(1) A natural person who is a resident of this state; 561

(2) A domestic or foreign corporation, nonprofit 562
corporation, limited liability company, partnership, limited 563
partnership, limited liability partnership, limited partnership 564
association, professional association, business trust, or 565
unincorporated nonprofit association that has a business address 566
in this state. If the agent is an entity other than a domestic 567
corporation, the agent shall meet the requirements of Title XVII 568
of the Revised Code for an entity of the agent's type to 569

transact business or exercise privileges in this state. 570

(B) The secretary of state shall not accept original 571
articles for filing unless there is filed with the articles a 572
written appointment of an agent signed by the incorporators of 573
the corporation or a majority of them and a written acceptance 574
of the appointment signed by the agent. In all other cases, the 575
corporation shall appoint the agent and shall file in the office 576
of the secretary of state a written appointment of the agent 577
that is signed by any authorized officer of the corporation and 578
a written acceptance of the appointment that is either the 579
original acceptance signed by the agent or a photocopy, 580
facsimile, or similar reproduction of the original acceptance 581
signed by the agent. 582

~~(C)~~ (C) (1) The written appointment of an agent shall set 583
forth the name and address in this state of the agent, including 584
the street and number ~~or other particular description of the~~ 585
agent's primary residence in this state or, if the agent is not 586
a natural person, the agent's usual place of business in this 587
state, and shall otherwise be in such form as the secretary of 588
state prescribes. The secretary of state shall keep a record of 589
the names of corporations and the names and addresses of their 590
respective agents. 591

(2) As used in division (C) (1) of this section, "usual 592
place of business" means a place in this state that is 593
customarily open during normal business hours and where an 594
individual is generally present who is authorized to perform the 595
services of a registered agent, including accepting service of 596
process and other notifications for the person serving as a 597
statutory agent. "Usual place of business" does not include a 598
post office box, regardless of whether that post office box has 599

an associated street address. 600

(D) If any agent dies, removes from the state, or resigns, 601
the corporation shall forthwith appoint another agent and file 602
with the secretary of state, on a form prescribed by the 603
secretary of state, a written appointment of that agent. 604

(E) If the agent changes the agent's address from that 605
appearing upon the record in the office of the secretary of 606
state, the corporation or the agent shall forthwith file with 607
the secretary of state, on a form prescribed by the secretary of 608
state, a written statement setting forth the new address. 609

(F) An agent may resign by filing with the secretary of 610
state, on a form prescribed by the secretary of state, a written 611
notice to that effect that is signed by the agent and by sending 612
a copy of the notice to the corporation at the current or last 613
known address of its principal office on or prior to the date 614
that notice is filed with the secretary of state. The notice 615
shall set forth the name of the corporation, the name and 616
current address of the agent, the current or last known address, 617
including the street and number or other particular description, 618
of the corporation's principal office, the resignation of the 619
agent, and a statement that a copy of the notice has been sent 620
to the corporation within the time and in the manner prescribed 621
by this division. Upon the expiration of sixty days after such 622
filing, the authority of the agent shall terminate. 623

(G) A corporation may revoke the appointment of an agent 624
by filing with the secretary of state, on a form prescribed by 625
the secretary of state, a written appointment of another agent 626
and a statement that the appointment of the former agent is 627
revoked. 628

(H) Any process, notice, or demand required or permitted 629
by statute to be served upon a corporation may be served upon 630
the corporation by delivering a copy of it to its agent, if a 631
natural person, or by delivering a copy of it at the address of 632
its agent in this state, as such address appears upon the record 633
in the office of the secretary of state. If (1) the agent cannot 634
be found, or (2) the agent no longer has that address, or (3) 635
the corporation has failed to maintain an agent as required by 636
this section, and if in any such case the party desiring that 637
such process, notice, or demand be served, or the agent or 638
representative of the party, shall have filed with the secretary 639
of state an affidavit stating that one of the foregoing 640
conditions exists and stating the most recent address of the 641
corporation that the party after diligent search has been able 642
to ascertain, then service of process, notice, or demand upon 643
the secretary of state, as the agent of the corporation, may be 644
initiated by delivering to the secretary of state or at the 645
secretary of state's office triplicate copies of such process, 646
notice, or demand and by paying to the secretary of state a fee 647
of five dollars. The secretary of state shall forthwith give 648
notice of such delivery to the corporation at its principal 649
office as shown upon the record in the secretary of state's 650
office and also to the corporation at any different address set 651
forth in the above mentioned affidavit, and shall forward to the 652
corporation at each of those addresses, by certified mail, with 653
request for return receipt, a copy of such process, notice, or 654
demand; and thereupon service upon the corporation shall be 655
deemed to have been made. 656

(I) The secretary of state shall keep a record of each 657
process, notice, and demand delivered to the secretary of state 658
or at the secretary of state's office under this section or any 659

other law of this state that authorizes service upon the 660
secretary of state, and shall record the time of such delivery 661
and the secretary of state's action thereafter with respect 662
thereto. 663

(J) This section does not limit or affect the right to 664
serve any process, notice, or demand upon a corporation in any 665
other manner permitted by law. 666

(K) Except when an original appointment of an agent is 667
filed with the original articles, a written appointment of an 668
agent or a written statement filed by a corporation with the 669
secretary of state shall be signed by any authorized officer of 670
the corporation or by the incorporators of the corporation or a 671
majority of them if no directors have been elected. 672

(L) For filing a written appointment of an agent other 673
than one filed with original articles, and for filing a 674
statement of change of address of an agent, the secretary of 675
state shall charge and collect the fee specified in division (R) 676
of section 111.16 of the Revised Code. 677

(M) Upon the failure of any corporation to appoint another 678
agent or to file a statement of change of address of an agent, 679
the secretary of state shall give notice thereof by certified 680
mail to the corporation at the address set forth in the notice 681
of resignation or on the most recent statement of continued 682
existence filed in this state by the corporation. Unless the 683
failure is cured within thirty days after the mailing by the 684
secretary of state of the notice or within any further period 685
the secretary of state grants, upon the expiration of that 686
period, the articles of the corporation shall be canceled 687
without further notice or action by the secretary of state. The 688
secretary of state shall make a notation of the cancellation on 689

the secretary of state's records. A corporation whose articles 690
have been canceled may be reinstated by filing, within two years 691
of the cancellation, on a form prescribed by the secretary of 692
state, an application for reinstatement and the required 693
appointment of agent or required statement, and by paying the 694
filing fee specified in division (Q) of section 111.16 of the 695
Revised Code. The rights, privileges, and franchises of a 696
corporation whose articles have been reinstated are subject to 697
section 1702.60 of the Revised Code. The secretary of state 698
shall furnish the tax commissioner a monthly list of all 699
corporations canceled and reinstated under this division. 700

(N) This section does not apply to banks, trust companies, 701
insurance companies, or any corporation defined under the laws 702
of this state as a public utility for taxation purposes. 703

Sec. 1702.59. (A) Every nonprofit corporation, 704
incorporated under the general corporation laws of this state, 705
or previous laws, or under special provisions of the Revised 706
Code, or created before September 1, 1851, which corporation has 707
expressedly or impliedly elected to be governed by the laws 708
passed since that date, and whose articles or other documents 709
are filed with the secretary of state, shall file with the 710
secretary of state a verified statement of continued existence, 711
signed by a director, officer, or three members in good 712
standing, setting forth the corporate name, the place where the 713
principal office of the corporation is located, the date of 714
incorporation, the fact that the corporation is still actively 715
engaged in exercising its corporate privileges, and the name and 716
address of its agent appointed pursuant to section 1702.06 of 717
the Revised Code. 718

(B) Each corporation required to file a statement of 719

continued existence shall file it with the secretary of state 720
within each five years after the date of incorporation or of the 721
last corporate filing. 722

(C) Corporations specifically exempted by division (N) of 723
section 1702.06 of the Revised Code, or whose activities are 724
regulated or supervised by another state official, agency, 725
bureau, department, or commission are exempted from this 726
section. 727

(D) The secretary of state shall give notice by ordinary 728
or electronic mail and provide a form for compliance with this 729
section to each corporation required by this section to file the 730
statement of continued existence, such notice and form to be 731
mailed to the last known physical or electronic mail address of 732
the corporation as it appears on the records of the secretary of 733
state or which the secretary of state may ascertain upon a 734
reasonable search. 735

(E) If any nonprofit corporation required by this section 736
to file a statement of continued existence fails to file the 737
statement required every fifth year, then the secretary of state 738
shall cancel the articles of such corporation, make a notation 739
of the cancellation on the records, and mail to the corporation 740
a certificate of the action so taken. 741

(F) A corporation whose articles have been canceled may be 742
reinstated by filing, within two years of the cancellation, an 743
application for reinstatement and paying to the secretary of 744
state the fee specified in division (Q) of section 111.16 of the 745
Revised Code. The name of a corporation whose articles have been 746
canceled shall be reserved for a period of one year after the 747
date of cancellation. If the reinstatement is not made within 748
one year from the date of the cancellation of its articles of 749

incorporation and it appears that a corporate name, limited 750
liability company name, limited liability partnership name, 751
limited partnership name, or trade name has been filed, the name 752
of which is not distinguishable upon the record as provided in 753
section 1702.06 of the Revised Code, the applicant for 754
reinstatement shall be required by the secretary of state, as a 755
condition prerequisite to such reinstatement, to amend its 756
articles by changing its name. A certificate of reinstatement 757
may be filed in the recorder's office of any county in the 758
state, for which the recorder shall charge and collect a base 759
fee of one dollar for services and a housing trust fund fee of 760
one dollar pursuant to section 317.36 of the Revised Code. The 761
rights, privileges, and franchises of a corporation whose 762
articles have been reinstated are subject to section 1702.60 of 763
the Revised Code. 764

(G) The secretary of state shall furnish the tax 765
commissioner a list of all corporations failing to file the 766
required statement of continued existence. 767

Sec. 1703.041. (A) Every foreign corporation for profit 768
that is licensed to transact business in this state, and every 769
foreign nonprofit corporation that is licensed to exercise its 770
privileges in this state, shall have and maintain an agent, 771
sometimes referred to as the "designated agent," upon whom 772
process against the corporation may be served within this state. 773
The agent shall be one of the following: 774

(1) A natural person who is a resident of this state; 775

(2) A domestic or foreign corporation, nonprofit 776
corporation, limited liability company, partnership, limited 777
partnership, limited liability partnership, limited partnership 778
association, professional association, business trust, or 779

unincorporated nonprofit association that has a business address 780
in this state. If the agent is an entity other than a domestic 781
corporation, the agent shall meet the requirements of Title XVII 782
of the Revised Code for an entity of the agent's type to 783
transact business or exercise privileges in this state. 784

~~(B)~~ (B) (1) The written appointment of a designated agent 785
shall set forth the name and address of the agent, including the 786
street and number ~~or other particular description of the agent's~~ 787
primary residence in this state or, if the agent is not a 788
natural person, the agent's usual place of business in this 789
state, and shall otherwise be in such form as the secretary of 790
state prescribes. The secretary of state shall keep a record of 791
the names of such foreign corporations and the names and 792
addresses of their respective agents. 793

(2) As used in division (B) (1) of this section, "usual 794
place of business" means a place in this state that is 795
customarily open during normal business hours and where an 796
individual is generally present who is authorized to perform the 797
services of a registered agent, including accepting service of 798
process and other notifications for the person serving as a 799
statutory agent. "Usual place of business" does not include a 800
post office box, regardless of whether that post office box has 801
an associated street address. 802

(C) If the designated agent dies, removes from the state, 803
or resigns, the foreign corporation shall forthwith appoint 804
another agent and file in the office of the secretary of state, 805
on a form prescribed by the secretary of state, a written 806
appointment of the new agent. 807

(D) If the designated agent changes the agent's address 808
from that appearing upon the record in the office of the 809

secretary of state, the foreign corporation or the designated 810
agent in its behalf shall forthwith file with the secretary of 811
state, on a form prescribed by the secretary of state, a written 812
statement setting forth the agent's new address. 813

(E) A designated agent may resign by filing with the 814
secretary of state, on a form prescribed by the secretary of 815
state, a signed statement to that effect. The secretary of state 816
shall forthwith mail a copy of the statement to the foreign 817
corporation at its principal office as shown by the record in 818
the secretary of state's office. Upon the expiration of sixty 819
days after the filing, the authority of the agent shall 820
terminate. 821

(F) A foreign corporation may revoke the appointment of a 822
designated agent by filing with the secretary of state, on a 823
form prescribed by the secretary of state, a written appointment 824
of another agent and a statement that the appointment of the 825
former agent is revoked. 826

(G) Process may be served upon a foreign corporation by 827
delivering a copy of it to its designated agent, if a natural 828
person, or by delivering a copy of it at the address of its 829
agent in this state, as the address appears upon the record in 830
the office of the secretary of state. 831

(H) This section does not limit or affect the right to 832
serve process upon a foreign corporation in any other manner 833
permitted by law. 834

(I) Every foreign corporation for profit shall state in 835
each annual report filed by it with the department of taxation 836
the name and address of its designated agent in this state. 837

Sec. 1703.15. No foreign corporation shall transact in 838

this state any business that could not be lawfully transacted by 839
a domestic corporation. Whenever the secretary of state finds 840
that a foreign corporation licensed to transact business in this 841
state is transacting in this state a business that a domestic 842
corporation could not lawfully transact, is transacting business 843
in this state in a corporate name that is not readily 844
distinguishable from the name of every other corporation, 845
limited liability company, limited liability partnership, or 846
limited partnership, domestic or foreign, or every trade name, 847
registered in the office of the secretary of state, theretofore 848
authorized to transact business in this state, without the 849
consent of the other corporation, limited liability company, 850
limited liability partnership, limited partnership, or trade 851
name registrant, evidenced in writing filed with the secretary 852
of state pursuant to section 1703.04 of the Revised Code, or has 853
failed, after the death or resignation of its designated agent 854
or the designated agent's removal from this state, to designate 855
another agent as required by section 1703.041 of the Revised 856
Code, the secretary of state shall give notice thereof by 857
certified mail to the corporation. Unless that failure is cured 858
within thirty days after the mailing by the secretary of state 859
of the notice or within such further period as the secretary of 860
state grants, the secretary of state, upon the expiration of 861
such period, shall cancel the license of the foreign corporation 862
to transact business in this state, give notice of the 863
cancellation to the corporation by mail, and make a notation of 864
the cancellation on the secretary of state's records. 865

A foreign corporation whose license has been canceled may 866
be reinstated upon its filing with the secretary of state, 867
within two years of the cancellation, on a form prescribed by 868
the secretary of state, an application for reinstatement 869

accompanied by the fee specified in division (Q) of section 870
111.16 of the Revised Code. If the application for reinstatement 871
is submitted in a tax year or calendar year other than that in 872
which the cancellation occurred, the application also shall be 873
accompanied by a certificate of reinstatement issued by the 874
department of taxation. The name of a corporation whose license 875
has been canceled pursuant to this section shall be reserved for 876
a period of one year after the date of cancellation. If the 877
reinstatement is not made within one year after the date of 878
cancellation of the foreign license and it appears that a 879
corporate name, limited liability company name, limited 880
liability partnership name, limited partnership name, or trade 881
name has been filed, the name of which is not distinguishable 882
upon the record as provided in division (D) of section 1703.04 883
of the Revised Code, the secretary of state shall require the 884
applicant for the reinstatement, as a condition prerequisite to 885
such reinstatement, to apply for authorization to transact 886
business in this state under an assumed name. 887

Sec. 1703.29. (A) The failure of any corporation to obtain 888
a license under sections 1703.01 to 1703.31 of the Revised Code, 889
does not affect the validity of any contract with such 890
corporation, but no foreign corporation that should have 891
obtained such license shall maintain any action in any court 892
until it has obtained such license. Before any such corporation 893
shall maintain such action on any cause of action arising at the 894
time when it was not licensed to transact business in this 895
state, it shall pay to the secretary of state a forfeiture of 896
two hundred fifty dollars and file in the secretary of state's 897
office the papers required by divisions (B) or (C) of this 898
section, whichever is applicable. 899

(B) If such corporation has not been previously licensed 900

to do business in this state or if its license has been 901
surrendered it shall file as required by division (A) of this 902
section: 903

(1) Its application for a license certificate, together 904
with the filing fee, with such information as the secretary of 905
state requires as to the time it began to transact business in 906
this state and as to the number of its issued shares represented 907
in this state, and with the license fees on its shares 908
represented in this state plus a forfeiture of fifteen per cent 909
thereon. 910

(2) A certificate from the tax commissioner that the 911
corporation has paid all taxes that it should have paid had it 912
qualified to do business in this state at the time it began to 913
do so, plus any penalties assessable on said taxes on account of 914
failure to pay them within the time prescribed by law, or a 915
certificate of the commissioner that the corporation has 916
furnished security satisfactory to the commissioner for the 917
payment of all such taxes and penalties. 918

(C) If such corporation has been previously licensed to 919
transact business in this state and its license has expired or 920
has been canceled by the secretary of state upon order of the 921
commissioner, or for failure to designate an agent for service 922
of process, it shall file, within two years of the cancellation 923
or expiration, with the secretary of state its application for 924
reinstatement, as provided by law, together with the proper 925
reinstatement fee plus a forfeiture of fifteen per cent thereon. 926

Upon the filing of such application and payment of such 927
fees and penalties or forfeitures, the secretary of state shall 928
issue to such corporation a license certificate. 929

Sec. 1706.09. (A) Each limited liability company and	930
foreign limited liability company that has an effective	931
registration as a foreign limited liability company under	932
section 1706.511 of the Revised Code shall maintain continuously	933
in this state an agent for service of process on the company.	934
The agent shall be one of the following:	935
(1) A natural person who is a resident of this state;	936
(2) A domestic or foreign corporation, nonprofit	937
corporation, limited liability company, partnership, limited	938
partnership, limited liability partnership, limited partnership	939
association, professional association, business trust, or	940
unincorporated nonprofit association that has a business address	941
in this state. If the agent is an entity other than a domestic	942
corporation, the agent shall meet the requirements of Title XVII	943
of the Revised Code for an entity of the agent's type to	944
transact business or exercise privileges in this state.	945
(B) (1) The secretary of state shall not accept original	946
articles of organization of a limited liability company or an	947
original registration of a foreign limited liability company for	948
filing unless both of the following accompany the articles or	949
registration:	950
(a) A written appointment of an agent as described in	951
division (A) of this section that is signed by an authorized	952
representative of the limited liability company or foreign	953
limited liability company;	954
(b) A written acceptance of the appointment that is signed	955
by the designated agent on a form prescribed by the secretary of	956
state.	957
(2) In cases not covered by division (B) (1) of this	958

section, the company shall appoint the agent described in 959
division (A) of this section and shall file with the secretary 960
of state, on a form prescribed by the secretary of state, a 961
written appointment of that agent that is signed by an 962
authorized representative of the company and a written 963
acceptance of the appointment that is signed by the designated 964
agent. 965

~~(C)~~(C) (1) The written appointment of an agent shall set 966
forth the name and address in this state of the agent, including 967
the street and number ~~or other particular description of the~~ 968
agent's primary residence in this state or, if the agent is not 969
a natural person, the agent's usual place of business in this 970
state, and shall otherwise be in such form as the secretary of 971
state prescribes. The secretary of state shall keep a record of 972
the names of limited liability companies and foreign limited 973
liability companies, and the names and addresses of their 974
respective agents. 975

(2) As used in division (C) (1) of this section, "usual 976
place of business" means a place in this state that is 977
customarily open during normal business hours and where an 978
individual is generally present who is authorized to perform the 979
services of a registered agent, including accepting service of 980
process and other notifications for the person serving as a 981
statutory agent. "Usual place of business" does not include a 982
post office box, regardless of whether that post office box has 983
an associated street address. 984

(D) If any agent described in division (A) of this section 985
dies, resigns, or moves outside of this state, the limited 986
liability company or foreign limited liability company shall 987
appoint forthwith another agent and file with the secretary of 988

state, on a form prescribed by the secretary of state, a written 989
appointment of the agent and acceptance of appointment as 990
described in division (B) (2) of this section. 991

(E) If the agent described in division (A) of this section 992
changes the agent's address from the address stated in the 993
records of the secretary of state, the agent or the limited 994
liability company or foreign limited liability company shall 995
file forthwith with the secretary of state, on a form prescribed 996
by the secretary of state, a written statement setting forth the 997
new address. 998

(F) An agent described in division (A) of this section may 999
resign by filing with the secretary of state, on a form 1000
prescribed by the secretary of state, a written notice of 1001
resignation that is signed by the agent and by mailing a copy of 1002
that notice to the limited liability company or foreign limited 1003
liability company at the current or last known address of its 1004
principal office. The notice shall be mailed to the company on 1005
or prior to the date that the notice is filed with the secretary 1006
of state and shall set forth the name of the company, the name 1007
and current address of the agent, the current or last known 1008
address, including the street and number or other particular 1009
description, of the company's principal office, a statement of 1010
the resignation of the agent, and a statement that a copy of the 1011
notice has been sent to the company within the time and in the 1012
manner specified in this division. The authority of the 1013
resigning agent terminates thirty days after the filing of the 1014
notice with the secretary of state. 1015

(G) A limited liability company or foreign limited 1016
liability company may revoke the appointment of its agent 1017
described in division (A) of this section by filing with the 1018

secretary of state, on a form prescribed by the secretary of 1019
state, a written appointment of another agent and an acceptance 1020
of appointment in the manner described in division (B) (2) of 1021
this section and a statement indicating that the appointment of 1022
the former agent is revoked. 1023

(H) (1) Any legal process, notice, or demand required or 1024
permitted by law to be served upon a limited liability company 1025
may be served upon the company as follows: 1026

(a) By delivering a copy of the process, notice, or demand 1027
to the address of the agent in this state as contained in the 1028
records of the secretary of state; 1029

(b) If the agent described in division (A) of this section 1030
is a natural person, by delivering a copy of the process, 1031
notice, or demand to the agent. 1032

(2) If the agent described in division (A) of this section 1033
cannot be found or no longer has the address that is stated in 1034
the records of the secretary of state or the limited liability 1035
company or foreign limited liability company has failed to 1036
maintain an agent as required by this section and if the party 1037
or the agent or representative of the party that desires service 1038
of the process, notice, or demand files with the secretary of 1039
state an affidavit that states that one of those circumstances 1040
exists and states the most recent address of the company that 1041
the party who desires service has been able to ascertain after a 1042
diligent search, then the service of the process, notice, or 1043
demand upon the secretary of state as the agent of the company 1044
may be initiated by delivering to the secretary of state four 1045
copies of the process, notice, or demand accompanied by a fee of 1046
five dollars. The secretary of state shall give forthwith notice 1047
of that delivery to the company at either its principal office 1048

as shown upon the secretary of state's records or at any 1049
different address specified in the affidavit of the party 1050
desiring service and shall forward to the company at either 1051
address by certified mail, return receipt requested, a copy of 1052
the process, notice, or demand. Service upon the company is made 1053
when the secretary of state gives the notice and forwards the 1054
process, notice, or demand as set forth in division (H) (2) of 1055
this section. 1056

(I) The secretary of state shall keep a record of each 1057
process, notice, and demand that pertains to a limited liability 1058
company or foreign limited liability company and that is 1059
delivered to the secretary of state's office under this section 1060
or another law of this state that authorizes service upon the 1061
secretary of state in connection with a limited liability 1062
company or foreign limited liability company. In that record, 1063
the secretary of state shall record the time of each delivery of 1064
that type and the secretary of state's subsequent action with 1065
respect to the process, notice, or demand. 1066

(J) This section does not limit or affect the right to 1067
serve any process, notice, or demand upon a limited liability 1068
company or foreign limited liability company in any other manner 1069
permitted by law. 1070

(K) A written appointment of an agent or a written 1071
statement filed by a limited liability company or foreign 1072
limited liability company with the secretary of state shall be 1073
signed by an authorized representative of the company. 1074

(L) Upon the failure of a limited liability company or 1075
foreign limited liability company to continuously maintain a 1076
statutory agent or file a change of name or address of a 1077
statutory agent, the secretary of state shall give notice 1078

thereof by ordinary or electronic mail to the company at the 1079
electronic mail address provided to the secretary of state, or 1080
at the address set forth in the notice of resignation. Unless 1081
the default is cured within thirty days after the mailing by the 1082
secretary of state of the notice or within any further period of 1083
time that the secretary of state grants, upon the expiration of 1084
that period of time from the date of the mailing, the articles 1085
of the limited liability company or the registration of the 1086
foreign limited liability company shall be canceled without 1087
further notice or action by the secretary of state. The 1088
secretary of state shall make a notation of the cancellation on 1089
the secretary of state's records. 1090

A limited liability company or foreign limited liability 1091
company whose articles or registration has been canceled may be 1092
reinstated by filing, within two years of the cancellation, on a 1093
form prescribed by the secretary of state, an application for 1094
reinstatement and the required appointment of agent or required 1095
statement, and by paying the filing fee specified in division 1096
(Q) of section 111.16 of the Revised Code. The rights and 1097
privileges of a limited liability company or foreign limited 1098
liability company whose articles or registration has been 1099
reinstated are subject to section 1706.46 of the Revised Code. 1100
The secretary of state shall furnish the tax commissioner a 1101
monthly list of all limited liability companies and foreign 1102
limited liability companies canceled and reinstated under this 1103
division. 1104

Sec. 1729.11. (A) An association whose articles of 1105
incorporation have been canceled or an association that has been 1106
dissolved in a manner other than for a voluntary dissolution as 1107
provided in section 1729.55 of the Revised Code, or a judicial 1108
dissolution as provided in section 1729.61 of the Revised Code, 1109

may be reinstated by filing, within two years of the 1110
cancellation or dissolution, on a form prescribed by the 1111
secretary of state for the administration of this chapter, an 1112
application for reinstatement and the required appointment of a 1113
statutory agent, and by paying a filing fee of ten dollars. 1114

(B) Upon reinstatement of an association's articles of 1115
incorporation, the rights, privileges, and franchises, including 1116
all real or personal property rights and credits and all 1117
contract and other rights, of the association existing at the 1118
time that its articles were canceled or the dissolution became 1119
effective shall continue in effect as if the articles had not 1120
been canceled or the dissolution had not occurred; and the 1121
association shall again be entitled to exercise the rights, 1122
privileges, and franchises authorized by its articles. 1123

Sec. 1746.04. (A) Except as set forth in section 1746.03 1124
of the Revised Code, before transacting business in this state, 1125
a business trust shall file in the office of the secretary of 1126
state, on forms prescribed by the secretary of state, a report 1127
containing the following information: 1128

(1) A list of the names and addresses of its trustees; 1129

(2) The address of its principal office; 1130

(3) In the case of a foreign business trust, the address 1131
of its principal office within this state, if any; 1132

(4) The business names of the business trust, including 1133
any fictitious or assumed names; 1134

~~(5)~~ (5) (a) The name and primary residence or usual place of 1135
business address within this state of a designated agent upon 1136
whom process against the business trust may be served; 1137

(b) As used in division (A) (5) (a) of this section, "usual place of business" means a place in this state that is customarily open during normal business hours and where an individual is generally present who is authorized to perform the services of a registered agent, including accepting service of process and other notifications for the person serving as a statutory agent. "Usual place of business" does not include a post office box, regardless of whether that post office box has an associated street address.

(6) The irrevocable consent of the business trust to service of process upon its designated agent and to service of process upon the secretary of state if, without the registration of another agent with the secretary of state, its designated agent has died, resigned, lost authority, dissolved, become disqualified, or has removed from this state, or if its designated agent cannot, with due diligence, be found.

Such report shall have attached as an exhibit an executed copy of the trust instrument or a true and correct copy of it, certified to be such by a trustee before an official authorized to administer oaths or by a public official in another state in whose office an executed copy is on file.

(B) Not more than ninety days after the occurrence of any event causing any filing, including exhibits, made pursuant to division (A) of this section, or any previous filing made pursuant to this division, to be inaccurate or incomplete, there shall be filed in the office of the secretary of state all information necessary to maintain the accuracy and completeness of such filing.

(C) The secretary of state shall charge and collect the fees specified in division (T) of section 111.16 of the Revised

Code for each filing made under division (A) or (B) of this 1168
section, except for filings under division (B) of this section 1169
pertaining solely to division (A) (5) of this section, for which 1170
the secretary of state shall charge and collect the fee 1171
specified in division (R) of section 111.16 of the Revised Code. 1172

(D) The trust instrument and other information filed in 1173
the office of the secretary of state are matters of public 1174
record, and persons dealing with a business trust are charged 1175
with constructive notice of the contents of any such instrument 1176
or information by reason of such filing. 1177

(E) A copy of a trust instrument or other information 1178
filed in the office of the secretary of state shall be accepted 1179
as prima-facie evidence of the existence of the instrument or 1180
other information and of its contents, and conclusive evidence 1181
of the existence of such record. 1182

(F) The agent designated pursuant to division (A) (5) of 1183
this section shall be one of the following: 1184

(1) A natural person who is a resident of this state; 1185

(2) A domestic or foreign corporation, nonprofit 1186
corporation, limited liability company, partnership, limited 1187
partnership, limited liability partnership, limited partnership 1188
association, professional association, business trust, or 1189
unincorporated nonprofit association that has a business address 1190
in this state. If the agent is an entity other than a domestic 1191
corporation, the agent shall meet the requirements of Title XVII 1192
of the Revised Code for an entity of the agent's type to 1193
transact business or exercise privileges in this state. 1194

Sec. 1747.03. (A) Before transacting real estate business 1195
in this state, a real estate investment trust shall file the 1196

following report in the office of the secretary of state, on 1197
forms prescribed by the secretary of state: 1198

(1) An executed copy of the trust instrument or a true and 1199
correct copy of it, certified to be such by a trustee before an 1200
official authorized to administer oaths or by a public official 1201
in another state in whose office an executed copy is on file; 1202

(2) A list of the names and addresses of its trustees; 1203

(3) The address of its principal office; 1204

(4) In the case of a foreign real estate investment trust, 1205
the address of its principal office within this state, if any; 1206

(5) The business name of the trust; 1207

~~(6)~~ (6) (a) The name and primary residence or usual place of 1208
business address within this state of a designated agent upon 1209
whom process against the trust may be served; 1210

(b) As used in division (A) (6) (a) of this section, "usual 1211
place of business" means a place in this state that is 1212
customarily open during normal business hours and where an 1213
individual is generally present who is authorized to perform the 1214
services of a registered agent, including accepting service of 1215
process and other notifications for the person serving as a 1216
statutory agent. "Usual place of business" does not include a 1217
post office box, regardless of whether that post office box has 1218
an associated street address. 1219

(7) The irrevocable consent of the trust to service of 1220
process on its designated agent and to service of process upon 1221
the secretary of state if, without the registration of another 1222
agent with the secretary of state, its designated agent has 1223
died, resigned, lost authority, dissolved, become disqualified, 1224

or has removed from this state, or if its designated agent 1225
cannot, with due diligence, be found; 1226

(8) Not more than ninety days after the occurrence of any 1227
event causing any filing made pursuant to divisions (A) (2) to 1228
(6) of this section, or any previous filing made pursuant to 1229
this division, to be inaccurate or incomplete, all information 1230
necessary to maintain the accuracy and completeness of such 1231
filing. 1232

(B) For filings under this section, the secretary of state 1233
shall charge and collect the fee specified in division (T) of 1234
section 111.16 of the Revised Code, except for filings under 1235
division (A) (8) of this section pertaining solely to division 1236
(A) (6) of this section, for which the secretary of state shall 1237
charge and collect the fee specified in division (R) of section 1238
111.16 of the Revised Code. 1239

(C) All persons shall be given the opportunity to acquire 1240
knowledge of the contents of the trust instrument and other 1241
information filed in the office of the secretary of state, but 1242
no person dealing with a real estate investment trust shall be 1243
charged with constructive notice of the contents of any such 1244
instrument or information by reason of such filing. 1245

(D) A copy of a trust instrument or other information 1246
filed in the office of the secretary of state is prima-facie 1247
evidence of the existence of the instrument or other information 1248
and of its contents, and is conclusive evidence of the existence 1249
of such record. 1250

(E) The agent designated pursuant to division (A) (6) of 1251
this section shall be one of the following: 1252

(1) A natural person who is a resident of this state; 1253

(2) A domestic or foreign corporation, nonprofit 1254
corporation, limited liability company, partnership, limited 1255
partnership, limited liability partnership, limited partnership 1256
association, professional association, business trust, or 1257
unincorporated nonprofit association that has a business address 1258
in this state. If the agent is an entity other than a domestic 1259
corporation, the agent shall meet the requirements of Title XVII 1260
of the Revised Code for an entity of the agent's type to 1261
transact business or exercise privileges in this state. 1262

Sec. 1776.07. (A) Any partnership that maintains an 1263
effective statement of partnership authority under section 1264
1776.33 of the Revised Code shall maintain continuously in this 1265
state an agent for service of process on the partnership. The 1266
agent shall be one of the following: 1267

(1) A natural person who is a resident of this state; 1268

(2) A domestic or foreign corporation, nonprofit 1269
corporation, limited liability company, partnership, limited 1270
partnership, limited liability partnership, limited partnership 1271
association, professional association, business trust, or 1272
unincorporated nonprofit association that has a business address 1273
in this state. If the agent is an entity other than a domestic 1274
corporation, the agent shall meet the requirements of Title XVII 1275
of the Revised Code for an entity of the agent's type to 1276
transact business or exercise privileges in this state. 1277

~~(B)~~ (B) (1) The secretary of state shall not accept an 1278
original statement of partnership authority for filing unless 1279
the statement of partnership authority includes a written 1280
appointment of an agent as this section requires and a written 1281
acceptance of the appointment signed by the designated agent. 1282

(2) The written appointment of an agent shall set forth 1283
the name and address in this state of the agent, including the 1284
street and number of the agent's primary residence in this state 1285
or, if the agent is not a natural person, the agent's usual 1286
place of business in this state, and shall otherwise be in such 1287
form as the secretary of state prescribes. The secretary of 1288
state shall keep a record of the names of partnerships, and the 1289
names and addresses of their respective agents. 1290

(3) As used in division (B)(2) of this section, "usual 1291
place of business" means a place in this state that is 1292
customarily open during normal business hours and where an 1293
individual is generally present who is authorized to perform the 1294
services of a registered agent, including accepting service of 1295
process and other notifications for the person serving as a 1296
statutory agent. "Usual place of business" does not include a 1297
post office box, regardless of whether that post office box has 1298
an associated street address. 1299

(C) If an agent dies, resigns, or moves outside of this 1300
state, the partnership shall appoint forthwith another agent and 1301
file with the secretary of state an amendment to its statement 1302
of partnership authority appointing a new agent and including a 1303
written acceptance of the appointment that is signed by the 1304
designated agent. 1305

(D) If the address of an agent changes from that stated in 1306
the records of the secretary of state, the partnership forthwith 1307
shall file with the secretary of state an amendment to its 1308
statement of partnership authority setting forth the new 1309
address. 1310

(E) An agent may resign by filing a written and signed 1311
notice of resignation with the secretary of state on a form the 1312

secretary prescribes and mailing a copy of that notice to the 1313
partnership. The agent shall mail the copy of the notice to the 1314
partnership at the current or last known address of its 1315
principal office on or prior to the date that the agent files 1316
the notice with the secretary of state. The notice shall include 1317
the name of the partnership, the name and current address of the 1318
agent, the current or last known address, including the street 1319
and number or other particular description, of the partnership's 1320
principal office, a statement of the resignation of the agent, 1321
and a statement that a copy of the notice was provided to the 1322
partnership within the time and in the manner specified in this 1323
division. The resigning agent's authority terminates thirty days 1324
after filing the notice with the secretary of state. 1325

(F) A partnership may revoke the appointment of its agent 1326
by filing with the secretary of state an amendment to its 1327
statement of partnership authority indicating that the 1328
appointment of the former agent is revoked and that a new agent 1329
is appointed. A written acceptance signed by the new designated 1330
agent shall accompany the filing. 1331

(G) (1) Any legal process, notice, or demand required or 1332
permitted by law to be served upon a partnership with an 1333
effective statement of partnership authority may be served upon 1334
the partnership as follows: 1335

(a) If its agent is a natural person, by delivering a copy 1336
of the process, notice, or demand to the agent; 1337

(b) If its agent is not a natural person, by delivering a 1338
copy of the process, notice, or demand to the address of the 1339
agent in this state as contained in the records of the secretary 1340
of state. 1341

(2) (a) If its agent cannot be found or no longer has the address stated in the records of the secretary of state or the partnership has failed to maintain an agent as this section requires, and the party, agent, or representative that desires service files with the secretary of state an affidavit stating that one of those circumstances exists and the most recent address of the partnership ascertained after a diligent search, then service upon the secretary of state as the agent of the partnership may be initiated by delivering to the secretary of state four copies of the process, notice, or demand accompanied by a fee of not less than five and not more than seven dollars, as determined by the secretary of state.

(b) The secretary of state forthwith shall give notice of that delivery to the partnership at either its principal office as shown upon the secretary of state's records or at any different address specified in the affidavit of the party desiring service and shall forward to the partnership at either address by certified mail, return receipt requested, a copy of the process, notice, or demand.

(c) Service upon the partnership is made when the secretary of state gives the notice and forwards the process, notice, or demand as set forth in division (G) (2) of this section.

(H) The secretary of state shall keep a record of each process, notice, and demand that pertains to a partnership and that is delivered to the secretary of state's office under this section or another law of this state that authorizes service upon the secretary of state in connection with a partnership. In that record, the secretary shall record the time of each delivery of that type and the secretary's subsequent action with

respect to the process, notice, or demand. 1372

(I) Nothing in this section limits or affects the right to 1373
serve process in any other manner now or hereafter provided by 1374
law. This section is an extension of, and not a limitation upon, 1375
the right otherwise existing of service of legal process. 1376

Sec. 1782.04. (A) Each limited partnership shall maintain 1377
continuously in this state an agent for service of process on 1378
the limited partnership. The agent shall be one of the 1379
following: 1380

(1) A natural person who is a resident of this state; 1381

(2) A domestic or foreign corporation, nonprofit 1382
corporation, limited liability company, partnership, limited 1383
partnership, limited liability partnership, limited partnership 1384
association, professional association, business trust, or 1385
unincorporated nonprofit association that has a business address 1386
in this state. If the agent is an entity other than a domestic 1387
corporation, the agent shall meet the requirements of Title XVII 1388
of the Revised Code for an entity of the agent's type to 1389
transact business or exercise privileges in this state. 1390

(B) The secretary of state shall not accept a certificate 1391
of limited partnership for filing unless there is filed with the 1392
certificate a written appointment of an agent that is signed by 1393
the general partners of the limited partnership and a written 1394
acceptance of the appointment that is signed by the agent, or 1395
unless there is filed a written appointment of an agent that is 1396
signed by any authorized officer of the limited partnership and 1397
a written acceptance of the appointment that is either the 1398
original acceptance signed by the agent or a photocopy, 1399
facsimile, or similar reproduction of the original acceptance 1400

signed by the agent. 1401

In the discretion of the secretary of state, an original 1402
appointment of statutory agent may be submitted on the same form 1403
as the certificate of limited partnership but shall not be 1404
considered a part of the certificate. 1405

~~(C)~~ (C) (1) The written appointment of an agent shall set 1406
forth the name and address in this state of the agent, including 1407
the street and number ~~or other particular description of the~~ 1408
agent's primary residence in this state or, if the agent is not 1409
a natural person, the agent's usual place of business in this 1410
state, and shall otherwise be in the form the secretary of state 1411
prescribes. The secretary of state shall keep a record of the 1412
names of limited partnerships, and the names and addresses of 1413
their respective agents. 1414

(2) As used in division (C) (1) of this section, "usual 1415
place of business" means a place in this state that is 1416
customarily open during normal business hours and where an 1417
individual is generally present who is authorized to perform the 1418
services of a registered agent, including accepting service of 1419
process and other notifications for the person serving as a 1420
statutory agent. "Usual place of business" does not include a 1421
post office box, regardless of whether that post office box has 1422
an associated street address. 1423

(D) If any agent dies, removes from the state, or resigns, 1424
the limited partnership shall forthwith appoint another agent 1425
and file with the secretary of state, on a form prescribed by 1426
the secretary of state, a written appointment of the new agent. 1427

(E) If the agent changes the agent's address from that 1428
appearing upon the record in the office of the secretary of 1429

state, the limited partnership or the agent forthwith shall file 1430
with the secretary of state, on a form prescribed by the 1431
secretary of state, a written statement setting forth the new 1432
address. 1433

(F) An agent may resign by filing with the secretary of 1434
state, on a form prescribed by the secretary of state, a written 1435
notice to that effect that is signed by the agent and by sending 1436
a copy of the notice to the limited partnership at its current 1437
or last known address or its principal office on or prior to the 1438
date the notice is filed with the secretary of state. The notice 1439
shall set forth the name of the limited partnership, the name 1440
and current address of the agent, the current or last known 1441
address, including the street and number or other particular 1442
description, of the limited partnership's principal office, the 1443
resignation of the agent, and a statement that a copy of the 1444
notice has been sent to the limited partnership within the time 1445
and in the manner prescribed by this division. Upon the 1446
expiration of thirty days after the filing, the authority of the 1447
agent shall terminate. 1448

(G) A limited partnership may revoke the appointment of an 1449
agent by filing with the secretary of state, on a form 1450
prescribed by the secretary of state, a written appointment of 1451
another agent and a statement that the appointment of the former 1452
agent is revoked. 1453

(H) Except when an original appointment of an agent is 1454
filed with the certificate of limited partnership, a written 1455
appointment of an agent or a written statement filed by a 1456
limited partnership with the secretary of state shall be signed 1457
by any authorized officer of the limited partnership, or the 1458
general partners of the limited partnership, or a majority of 1459

them. 1460

Sec. 1785.06. A professional association, within thirty 1461
days after the thirtieth day of June in each even-numbered year, 1462
shall furnish a statement to the secretary of state showing the 1463
names and post-office addresses of all of the shareholders in 1464
the association and certifying that all of the shareholders are 1465
duly licensed, certificated, or otherwise legally authorized to 1466
render within this state the same professional service for which 1467
the association was organized or, in the case of a combination 1468
of professional services described in division (B) of section 1469
1785.01 of the Revised Code, to render within this state any of 1470
the applicable types of professional services for which the 1471
association was organized. This statement shall be made on a 1472
form that the secretary of state shall prescribe, shall be 1473
signed by an officer of the association, and shall be filed in 1474
the office of the secretary of state. 1475

If any professional association fails to file the biennial 1476
statement within the time required by this section, the 1477
secretary of state shall give notice of the failure by ordinary 1478
or electronic mail to the last known physical or electronic 1479
address of the association or its agent. If the biennial 1480
statement is not filed within thirty days after the mailing of 1481
the notice, the secretary of state, upon the expiration of that 1482
period, shall cancel the association's articles of 1483
incorporation, give notice of the cancellation to the 1484
association by ordinary or electronic mail sent to the last 1485
known physical or electronic address of the association or its 1486
agent, and make a notation of the cancellation on the records of 1487
the secretary of state. 1488

A professional association whose articles have been 1489

canceled pursuant to this section may be reinstated by filing, 1490
within two years of the cancellation, an application for 1491
reinstatement and the required biennial statement or statements 1492
and by paying the reinstatement fee specified in division (Q) of 1493
section 111.16 of the Revised Code. The rights, privileges, and 1494
franchises of a professional association whose articles have 1495
been reinstated are subject to section 1701.922 of the Revised 1496
Code. The secretary of state shall inform the tax commissioner 1497
of all cancellations and reinstatements under this section. 1498

Section 2. That existing sections 1345.02, 1701.07, 1499
1702.06, 1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 1729.11, 1500
1746.04, 1747.03, 1776.07, 1782.04, and 1785.06 of the Revised 1501
Code are hereby repealed. 1502