

As Reported by the Senate Judiciary Committee

135th General Assembly

Regular Session

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Sub. S. B. No. 98

Senator Rulli

Cosponsor: Senator Manning

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 111.242 and 4
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
111.242 and 111.243 of the Revised Code be enacted to read as 12
follows: 13

Sec. 111.242. (A) As used in this section, "solicit" or 14
"solicitations" means to directly advertise to a person. 15
"Solicit" and "solicitations" do not include either of the 16
following: 17

(1) Communication initiated by a consumer; 18

(2) Advertising or marketing to a person with whom the 19
solicitor has a current or former commercial relationship. 20

(B) Any person other than the federal government, the 21
state, a state agency, or a local government that solicits a fee 22
for filing a document with, or retrieving a copy or certified 23
copy of a certificate or public record from, the solicitor shall 24
do all of the following: 25

(1) (a) Include a statement in the solicitation, in the 26
same language as the solicitation, that is identical or 27
substantially similar to the following: 28

"This is an advertisement. This offer is not being made 29
by, or on behalf of, any government agency. You are not required 30
to make any payment or take any other action in response to this 31
offer." 32

(b) If the solicitation is in writing, the statement shall 33
be in at least twenty-four-point type and located at the top of 34
the physical document or the beginning of the electronic 35
communication. 36

(2) Include, in the case of mailed solicitation, the words 37
"THIS IS NOT A GOVERNMENT DOCUMENT" in twenty-four-point type 38
and all capital letters on the envelope, outside cover, or 39
wrapper in which the solicitation is mailed; 40

(3) Include both of the following in the solicitation: 41

(a) Information on where the person can file a document 42
directly with the secretary of state or retrieve a copy or 43
certified copy of a certificate or public record; 44

(b) The name of the person making the solicitation and the 45
person's physical address, which shall not be a post office box. 46

(C) A solicitation described in division (B) of this 47
section shall not be in a form, or use deadline dates or other 48
language, that makes the document appear to be issued by the 49
federal government, the state, a state agency, or a local 50
government, or that appears to impose a legal duty on the person 51
being solicited. 52

(D) A violation of this section constitutes a deceptive 53
act or practice in connection with a consumer transaction in 54
violation of section 1345.02 of the Revised Code and is subject 55
to any applicable penalties prescribed under Chapter 1345. of 56
the Revised Code. 57

Sec. 111.243. (A) No person shall do any of the following: 58

(1) Include the name of another person on a document filed 59
with the secretary of state under Title XIII or Title XVII of 60
the Revised Code without that person's consent, if the named 61
person is included in the filing as: 62

(a) A statutory agent; 63

(b) The individual causing the document to be delivered 64
for filing; 65

(c) The person incorporating, forming, registering, or 66
organizing an entity or name registration; 67

(d) Any other person required to be identified in the 68
document. 69

(2) Include an address in a document filed with the 70
secretary of state under Title XIII or Title XVII of the Revised 71
Code without the consent of either the owner or occupant of that 72
address; 73

(3) Deliver a document regarding an entity to the 74

secretary of state under Title XIII or Title XVII of the Revised 75
Code without the necessary consent or authority to do so. 76

(B) A person named in, or otherwise affected by, the 77
filing of a document in violation of division (A) of this 78
section may submit a complaint to the secretary of state, on a 79
form prescribed by the secretary of state, alleging that the 80
filing was made in violation of division (A) of this section. 81
The complaint shall include at least the following information: 82

(1) A description of the alleged violation; 83

(2) The name, street address, telephone number, electronic 84
mail address, if available, and any additional contact 85
information of the person making the complaint; 86

(3) The name, street address, telephone number, electronic 87
mail address, if available, and any additional contact 88
information of any third party authorized to submit the 89
complaint on behalf of the person that is named in, or affected 90
by, the filing; 91

(4) The document identification number assigned by the 92
secretary of state to each filed document that is alleged to 93
have been filed in violation of division (A) of this section; 94

(5) An identification number assigned by the secretary of 95
state for each entity associated with the complaint and the 96
filing, if known to the person making the complaint; 97

(6) Information, if known to the person making the 98
complaint, identifying each person involved in the filing, 99
including names, street addresses, telephone numbers, web sites, 100
and electronic mail addresses; 101

(7) Information, if known to the person making the 102

complaint, identifying the nature of any business or personal 103
relationship between the person making the complaint and each 104
person involved in the filing; 105

(8) A statement by the person making the complaint, under 106
penalty of perjury, that the person believes in good faith that 107
the facts stated in the complaint are true and that the 108
complaint complies with the requirements of this section; 109

(9) Any additional information that the person making the 110
complaint believes may assist in an investigation of the 111
complaint. 112

(C) (1) Upon receipt of a complaint submitted pursuant to 113
division (B) of this section, the secretary of state shall 114
review the complaint and evaluate whether the complaint 115
indicates a violation of division (A) of this section and 116
satisfies the requirements of division (B) of this section. 117

(2) The secretary of state may refer the complaint to the 118
prosecuting attorney of the county in which the person alleged 119
to have committed the violation resides or is believed to 120
reside, based on the best available information, for any 121
potential criminal investigation. 122

(D) If the secretary of state determines that the 123
information provided in a complaint does not indicate a 124
violation of division (A) of this section or does not satisfy 125
the requirements of division (B) of this section, the secretary 126
of state shall notify the person that submitted the complaint 127
and provide an explanation of any deficiencies in the complaint. 128

(E) The secretary of state may ask a person who submits a 129
complaint to submit additional information concerning either of 130
the following: 131

<u>(1) The alleged violation of division (A) of this section;</u>	132
<u>(2) The person's failure to submit the information</u> <u>required by division (B) of this section.</u>	133 134
<u>(F) If the secretary of state rejects a complaint for</u> <u>failure to comply with division (B) of this section, the</u> <u>complaint may be resubmitted.</u>	135 136 137
<u>(G) (1) If the secretary of state determines that a</u> <u>complaint satisfies the requirements of division (B) of this</u> <u>section and alleges a violation of division (A) of this section,</u> <u>the secretary of state shall send notice and demand to the</u> <u>person who submitted the document described in the complaint</u> <u>made under division (B) of this section as follows:</u>	138 139 140 141 142 143
<u>(a) By mail to the person's address if that address is</u> <u>known by, or readily available to, the secretary of state;</u>	144 145
<u>(b) Electronically to the person's electronic mail</u> <u>address, if that address is known by, or readily available to,</u> <u>the secretary of state;</u>	146 147 148
<u>(c) By telephone if the person's telephone number is known</u> <u>by, or readily available to, the secretary of state.</u>	149 150
<u>(2) The secretary of state may provide written or verbal</u> <u>notice and demand to any other person that the secretary of</u> <u>state determines, through investigation, is a means by which to</u> <u>reach the person who is the subject of the complaint.</u>	151 152 153 154
<u>(3) The secretary of state's notice and demand shall</u> <u>describe the allegations in the complaint and demand that the</u> <u>person respond to the complaint as required by division (H) of</u> <u>this section.</u>	155 156 157 158
<u>(H) A person to which the secretary of state sends a</u>	159

notice and demand shall respond within twenty-one days after the 160
written notice and demand is mailed under division (G)(1)(a) of 161
this section. The response shall include all of the following 162
information: 163

(1) The name, street address, telephone number, and 164
mailing address of the person responding to the notice and 165
demand, and any additional contact information, such as an 166
electronic mail address, that person may wish to provide; 167

(2) If the responding person is the agent of the person to 168
whom the notice and demand was sent, any supporting documents 169
that establish the agent's authority to act on the person's 170
behalf; 171

(3) The name of the entity at issue; 172

(4) Information identifying each person involved in the 173
alleged violation of division (A) of this section, to the extent 174
such information is known by the person responding to the notice 175
and demand, including names, addresses, telephone numbers, web 176
sites, and electronic mail addresses; 177

(5) Information identifying the nature of any business or 178
personal relationship between the person that submitted the 179
complaint and each person involved in the alleged violation of 180
division (A) of this section, excepting any privileged 181
communications or information; 182

(6) A statement that affirms or denies having knowledge of 183
or information about the alleged violation of division (A) of 184
this section; 185

(7) Any material evidence that is reasonably attainable to 186
the person responding to the notice and demand of written 187
consent to use the name or address in the filing at issue in the 188

<u>complaint.</u>	189
<u>(I) If the person that is the subject of the complaint</u>	190
<u>does not respond to the allegations in the complaint within</u>	191
<u>twenty-one days after the secretary of state mails the notice</u>	192
<u>and demand, the person is deemed to have conceded to those</u>	193
<u>allegations.</u>	194
<u>(J) Following a prima facie showing that division (A) of</u>	195
<u>this section was violated, the secretary of state shall proceed</u>	196
<u>as follows:</u>	197
<u>(1) If an entity was created without authorization or for</u>	198
<u>fraudulent purposes, the secretary of state shall do all of the</u>	199
<u>following:</u>	200
<u>(a) Cancel the business record in question with a notice</u>	201
<u>that the entity is unauthorized or fraudulent;</u>	202
<u>(b) Redact each address and name that was used without</u>	203
<u>authorization from the entity's filing and from any other</u>	204
<u>relevant filings;</u>	205
<u>(c) Disable additional filing functionality on the</u>	206
<u>entity's records.</u>	207
<u>(2) If an unauthorized filing was made for a legitimate</u>	208
<u>entity, the secretary of state shall do both of the following:</u>	209
<u>(a) Cancel each unauthorized filing for the entity with a</u>	210
<u>notice that the filing is unauthorized;</u>	211
<u>(b) Redact each address and name that was used without</u>	212
<u>authorization from the entity's filing and from the relevant</u>	213
<u>filings.</u>	214
<u>(K) Any of the following constitute a prima facie showing</u>	215

<u>that division (A) of this section was violated:</u>	216
<u>(1) Concession to the allegations in the complaint by the</u>	217
<u>person that is the subject of the complaint or the person's</u>	218
<u>agent either directly or constructively under division (I) of</u>	219
<u>this section, by failing to timely respond to those allegations;</u>	220
<u>(2) A determination by the secretary of state that the</u>	221
<u>violation occurred, based on the merits of the complaint and any</u>	222
<u>responses to the notice and demand.</u>	223
<u>(L) The secretary of state shall communicate the outcome</u>	224
<u>of any complaint submitted under this section to all of the</u>	225
<u>following:</u>	226
<u>(1) The person who submitted the complaint, using the</u>	227
<u>electronic mail address provided on the complaint form or, if an</u>	228
<u>electronic mail address was not provided, using the mailing</u>	229
<u>address provided on the complaint form;</u>	230
<u>(2) Each person at issue, using the person's or person's</u>	231
<u>agent's electronic mail address or, if an electronic mail</u>	232
<u>address was not provided or is not known, the person's or</u>	233
<u>agent's mailing address.</u>	234
<u>(M) Any person adversely affected by the outcome of a</u>	235
<u>complaint under this section may appeal the secretary of state's</u>	236
<u>determination in accordance with section 119.12 of the Revised</u>	237
<u>Code.</u>	238
Sec. 1345.02. (A) No supplier shall commit an unfair or	239
deceptive act or practice in connection with a consumer	240
transaction. Such an unfair or deceptive act or practice by a	241
supplier violates this section whether it occurs before, during,	242
or after the transaction.	243

(B) Without limiting the scope of division (A) of this	244
section, the act or practice of a supplier in representing any	245
of the following is deceptive:	246
(1) That the subject of a consumer transaction has	247
sponsorship, approval, performance characteristics, accessories,	248
uses, or benefits that it does not have;	249
(2) That the subject of a consumer transaction is of a	250
particular standard, quality, grade, style, prescription, or	251
model, if it is not;	252
(3) That the subject of a consumer transaction is new, or	253
unused, if it is not;	254
(4) That the subject of a consumer transaction is	255
available to the consumer for a reason that does not exist;	256
(5) That the subject of a consumer transaction has been	257
supplied in accordance with a previous representation, if it has	258
not, except that the act of a supplier in furnishing similar	259
merchandise of equal or greater value as a good faith substitute	260
does not violate this section;	261
(6) That the subject of a consumer transaction will be	262
supplied in greater quantity than the supplier intends;	263
(7) That replacement or repair is needed, if it is not;	264
(8) That a specific price advantage exists, if it does	265
not;	266
(9) That the supplier has a sponsorship, approval, or	267
affiliation that the supplier does not have;	268
(10) That a consumer transaction involves or does not	269
involve a warranty, a disclaimer of warranties or other rights,	270

remedies, or obligations if the representation is false. 271

(C) In construing division (A) of this section, the court 272
shall give due consideration and great weight to federal trade 273
commission orders, trade regulation rules and guides, and the 274
federal courts' interpretations of subsection 45 (a) (1) of the 275
"Federal Trade Commission Act," 38 Stat. 717 (1914), 15 U.S.C.A. 276
41, as amended. 277

(D) No supplier shall offer to a consumer or represent 278
that a consumer will receive a rebate, discount, or other 279
benefit as an inducement for entering into a consumer 280
transaction in return for giving the supplier the names of 281
prospective consumers, or otherwise helping the supplier to 282
enter into other consumer transactions, if earning the benefit 283
is contingent upon an event occurring after the consumer enters 284
into the transaction. 285

(E) (1) No supplier, in connection with a consumer 286
transaction involving natural gas service or public 287
telecommunications service to a consumer in this state, shall 288
request or submit, or cause to be requested or submitted, a 289
change in the consumer's provider of natural gas service or 290
public telecommunications service, without first obtaining, or 291
causing to be obtained, the verified consent of the consumer. 292
For the purpose of this division and with respect to public 293
telecommunications service only, the procedures necessary for 294
verifying the consent of a consumer shall be those prescribed by 295
rule by the public utilities commission for public 296
telecommunications service under division (D) of section 4905.72 297
of the Revised Code. Also, for the purpose of this division, the 298
act, omission, or failure of any officer, agent, or other 299
individual, acting for or employed by another person, while 300

acting within the scope of that authority or employment, is the 301
act or failure of that other person. 302

(2) Consistent with the exclusion, under 47 C.F.R. 303
64.1100(a)(3), of commercial mobile radio service providers from 304
the verification requirements adopted in 47 C.F.R. 64.1100, 305
64.1150, 64.1160, 64.1170, 64.1180, and 64.1190 by the federal 306
communications commission, division (E)(1) of this section does 307
not apply to a provider of commercial mobile radio service 308
insofar as such provider is engaged in the provision of 309
commercial mobile radio service. However, when that exclusion no 310
longer is in effect, division (E)(1) of this section shall apply 311
to such a provider. 312

(3) The attorney general may initiate criminal proceedings 313
for a prosecution under division (C) of section 1345.99 of the 314
Revised Code by presenting evidence of criminal violations to 315
the prosecuting attorney of any county in which the offense may 316
be prosecuted. If the prosecuting attorney does not prosecute 317
the violations, or at the request of the prosecuting attorney, 318
the attorney general may proceed in the prosecution with all the 319
rights, privileges, and powers conferred by law on prosecuting 320
attorneys, including the power to appear before grand juries and 321
to interrogate witnesses before grand juries. 322

(F) Concerning a consumer transaction in connection with a 323
residential mortgage, and without limiting the scope of division 324
(A) or (B) of this section, the act of a supplier in doing 325
either of the following is deceptive: 326

(1) Knowingly failing to provide disclosures required 327
under state and federal law; 328

(2) Knowingly providing a disclosure that includes a 329

material misrepresentation. 330

(G) Without limiting the scope of division (A) of this 331
section, the failure of a supplier to obtain or maintain any 332
registration, license, bond, or insurance required by state law 333
or local ordinance for the supplier to engage in the supplier's 334
trade or profession is an unfair or deceptive act or practice. 335

(H) A violation of section 111.242 of the Revised Code is 336
an unfair or deceptive act or practice. 337

Sec. 1701.07. (A) Every corporation shall have and 338
maintain an agent, sometimes referred to as the "statutory 339
agent," upon whom any process, notice, or demand required or 340
permitted by statute to be served upon a corporation may be 341
served. The agent shall be one of the following: 342

(1) A natural person who is a resident of this state; 343

(2) A domestic or foreign corporation, nonprofit 344
corporation, limited liability company, partnership, limited 345
partnership, limited liability partnership, limited partnership 346
association, professional association, business trust, or 347
unincorporated nonprofit association that has a business address 348
in this state. If the agent is an entity other than a domestic 349
corporation, the agent shall meet the requirements of Title XVII 350
of the Revised Code for an entity of the agent's type to 351
transact business or exercise privileges in this state. 352

(B) The secretary of state shall not accept original 353
articles for filing unless there is filed with the articles a 354
written appointment of an agent that is signed by the 355
incorporators of the corporation or a majority of them and a 356
written acceptance of the appointment that is signed by the 357
agent. In all other cases, the corporation shall appoint the 358

agent and shall file in the office of the secretary of state a 359
written appointment of the agent that is signed by any 360
authorized officer of the corporation and a written acceptance 361
of the appointment that is either the original acceptance signed 362
by the agent or a photocopy, facsimile, or similar reproduction 363
of the original acceptance signed by the agent. 364

~~(C)~~ (C) (1) The written appointment of an agent shall set 365
forth the name and address in this state of the agent, including 366
the street and number ~~or other particular description of the~~ 367
agent's primary residence in this state or, if the agent is not 368
a natural person, the agent's usual place of business in this 369
state, and shall otherwise be in such form as the secretary of 370
state prescribes. The secretary of state shall keep a record of 371
the names of corporations, and the names and addresses of their 372
respective agents. 373

(2) As used in division (C) (1) of this section, "usual 374
place of business" means a place in this state that is 375
customarily open during normal business hours and where an 376
individual is generally present who is authorized to perform the 377
services of a registered agent, including accepting service of 378
process and other notifications for the person serving as a 379
statutory agent. "Usual place of business" does not include a 380
post office box, regardless of whether that post office box has 381
an associated street address. 382

(D) If any agent dies, removes from the state, or resigns, 383
the corporation shall forthwith appoint another agent and file 384
with the secretary of state, on a form prescribed by the 385
secretary of state, a written appointment of the agent. 386

(E) If the agent changes the agent's address from that 387
appearing upon the record in the office of the secretary of 388

state, the corporation or the agent shall forthwith file with 389
the secretary of state, on a form prescribed by the secretary of 390
state, a written statement setting forth the new address. 391

(F) An agent may resign by filing with the secretary of 392
state, on a form prescribed by the secretary of state, a written 393
notice to that effect that is signed by the agent and by sending 394
a copy of the notice to the corporation at the current or last 395
known address of its principal office on or prior to the date 396
the notice is filed with the secretary of state. The notice 397
shall set forth the name of the corporation, the name and 398
current address of the agent, the current or last known address, 399
including the street and number or other particular description, 400
of the corporation's principal office, the resignation of the 401
agent, and a statement that a copy of the notice has been sent 402
to the corporation within the time and in the manner prescribed 403
by this division. Upon the expiration of thirty days after the 404
filing, the authority of the agent shall terminate. 405

(G) A corporation may revoke the appointment of an agent 406
by filing with the secretary of state, on a form prescribed by 407
the secretary of state, a written appointment of another agent 408
and a statement that the appointment of the former agent is 409
revoked. 410

(H) Any process, notice, or demand required or permitted 411
by statute to be served upon a corporation may be served upon 412
the corporation by delivering a copy of it to its agent, if a 413
natural person, or by delivering a copy of it at the address of 414
its agent in this state, as the address appears upon the record 415
in the office of the secretary of state. If (1) the agent cannot 416
be found, or (2) the agent no longer has that address, or (3) 417
the corporation has failed to maintain an agent as required by 418

this section, and if in any such case the party desiring that 419
the process, notice, or demand be served, or the agent or 420
representative of the party, shall have filed with the secretary 421
of state an affidavit stating that one of the foregoing 422
conditions exists and stating the most recent address of the 423
corporation that the party after diligent search has been able 424
to ascertain, then service of process, notice, or demand upon 425
the secretary of state, as the agent of the corporation, may be 426
initiated by delivering to the secretary of state or at the 427
secretary of state's office quadruplicate copies of such 428
process, notice, or demand and by paying to the secretary of 429
state a fee of five dollars. The secretary of state shall 430
forthwith give notice of the delivery to the corporation at its 431
principal office as shown upon the record in the secretary of 432
state's office and at any different address shown on its last 433
franchise tax report filed in this state, or to the corporation 434
at any different address set forth in the above mentioned 435
affidavit, and shall forward to the corporation at said 436
addresses, by certified mail, with request for return receipt, a 437
copy of the process, notice, or demand; and thereupon service 438
upon the corporation shall be deemed to have been made. 439

(I) The secretary of state shall keep a record of each 440
process, notice, and demand delivered to the secretary of state 441
or at the secretary of state's office under this section or any 442
other law of this state that authorizes service upon the 443
secretary of state, and shall record the time of the delivery 444
and the action thereafter with respect thereto. 445

(J) This section does not limit or affect the right to 446
serve any process, notice, or demand upon a corporation in any 447
other manner permitted by law. 448

(K) Every corporation shall state in each annual report 449
filed by it with the department of taxation the name and address 450
of its statutory agent. 451

(L) Except when an original appointment of an agent is 452
filed with the original articles, a written appointment of an 453
agent or a written statement filed by a corporation with the 454
secretary of state shall be signed by any authorized officer of 455
the corporation or by the incorporators of the corporation or a 456
majority of them if no directors have been elected. 457

(M) For filing a written appointment of an agent other 458
than one filed with original articles, and for filing a 459
statement of change of address of an agent, the secretary of 460
state shall charge and collect the fee specified in division (R) 461
of section 111.16 of the Revised Code. 462

(N) Upon the failure of a corporation to appoint another 463
agent or to file a statement of change of address of an agent, 464
the secretary of state shall give notice thereof by ordinary or 465
electronic mail to the corporation at the electronic mail 466
address provided to the secretary of state, or at the address 467
set forth in the notice of resignation or on the last franchise 468
tax return filed in this state by the corporation. Unless the 469
default is cured within thirty days after the mailing by the 470
secretary of state of the notice or within any further period of 471
time that the secretary of state grants, upon the expiration of 472
that period of time from the date of the mailing, the articles 473
of the corporation shall be canceled without further notice or 474
action by the secretary of state. The secretary of state shall 475
make a notation of the cancellation on the secretary of state's 476
records. 477

A corporation whose articles have been canceled may be 478

reinstated by filing, within two years of the cancellation, on a 479
form prescribed by the secretary of state, an application for 480
reinstatement and the required appointment of agent or required 481
statement, and by paying the filing fee specified in division 482
(Q) of section 111.16 of the Revised Code. The rights, 483
privileges, and franchises of a corporation whose articles have 484
been reinstated are subject to section 1701.922 of the Revised 485
Code. The secretary of state shall furnish the tax commissioner 486
a monthly list of all corporations canceled and reinstated under 487
this division. 488

(O) This section does not apply to banks, trust companies, 489
insurance companies, or any corporation defined under the laws 490
of this state as a public utility for taxation purposes. 491

Sec. 1702.06. (A) Every corporation shall have and 492
maintain an agent, sometimes referred to as the "statutory 493
agent," upon whom any process, notice, or demand required or 494
permitted by statute to be served upon a corporation may be 495
served. The agent shall be one of the following: 496

(1) A natural person who is a resident of this state; 497

(2) A domestic or foreign corporation, nonprofit 498
corporation, limited liability company, partnership, limited 499
partnership, limited liability partnership, limited partnership 500
association, professional association, business trust, or 501
unincorporated nonprofit association that has a business address 502
in this state. If the agent is an entity other than a domestic 503
corporation, the agent shall meet the requirements of Title XVII 504
of the Revised Code for an entity of the agent's type to 505
transact business or exercise privileges in this state. 506

(B) The secretary of state shall not accept original 507

articles for filing unless there is filed with the articles a 508
written appointment of an agent signed by the incorporators of 509
the corporation or a majority of them and a written acceptance 510
of the appointment signed by the agent. In all other cases, the 511
corporation shall appoint the agent and shall file in the office 512
of the secretary of state a written appointment of the agent 513
that is signed by any authorized officer of the corporation and 514
a written acceptance of the appointment that is either the 515
original acceptance signed by the agent or a photocopy, 516
facsimile, or similar reproduction of the original acceptance 517
signed by the agent. 518

~~(C)~~ (C) (1) The written appointment of an agent shall set 519
forth the name and address in this state of the agent, including 520
the street and number ~~or other particular description of the~~ 521
agent's primary residence in this state or, if the agent is not 522
a natural person, the agent's usual place of business in this 523
state, and shall otherwise be in such form as the secretary of 524
state prescribes. The secretary of state shall keep a record of 525
the names of corporations and the names and addresses of their 526
respective agents. 527

(2) As used in division (C) (1) of this section, "usual 528
place of business" means a place in this state that is 529
customarily open during normal business hours and where an 530
individual is generally present who is authorized to perform the 531
services of a registered agent, including accepting service of 532
process and other notifications for the person serving as a 533
statutory agent. "Usual place of business" does not include a 534
post office box, regardless of whether that post office box has 535
an associated street address. 536

(D) If any agent dies, removes from the state, or resigns, 537

the corporation shall forthwith appoint another agent and file 538
with the secretary of state, on a form prescribed by the 539
secretary of state, a written appointment of that agent. 540

(E) If the agent changes the agent's address from that 541
appearing upon the record in the office of the secretary of 542
state, the corporation or the agent shall forthwith file with 543
the secretary of state, on a form prescribed by the secretary of 544
state, a written statement setting forth the new address. 545

(F) An agent may resign by filing with the secretary of 546
state, on a form prescribed by the secretary of state, a written 547
notice to that effect that is signed by the agent and by sending 548
a copy of the notice to the corporation at the current or last 549
known address of its principal office on or prior to the date 550
that notice is filed with the secretary of state. The notice 551
shall set forth the name of the corporation, the name and 552
current address of the agent, the current or last known address, 553
including the street and number or other particular description, 554
of the corporation's principal office, the resignation of the 555
agent, and a statement that a copy of the notice has been sent 556
to the corporation within the time and in the manner prescribed 557
by this division. Upon the expiration of sixty days after such 558
filing, the authority of the agent shall terminate. 559

(G) A corporation may revoke the appointment of an agent 560
by filing with the secretary of state, on a form prescribed by 561
the secretary of state, a written appointment of another agent 562
and a statement that the appointment of the former agent is 563
revoked. 564

(H) Any process, notice, or demand required or permitted 565
by statute to be served upon a corporation may be served upon 566
the corporation by delivering a copy of it to its agent, if a 567

natural person, or by delivering a copy of it at the address of 568
its agent in this state, as such address appears upon the record 569
in the office of the secretary of state. If (1) the agent cannot 570
be found, or (2) the agent no longer has that address, or (3) 571
the corporation has failed to maintain an agent as required by 572
this section, and if in any such case the party desiring that 573
such process, notice, or demand be served, or the agent or 574
representative of the party, shall have filed with the secretary 575
of state an affidavit stating that one of the foregoing 576
conditions exists and stating the most recent address of the 577
corporation that the party after diligent search has been able 578
to ascertain, then service of process, notice, or demand upon 579
the secretary of state, as the agent of the corporation, may be 580
initiated by delivering to the secretary of state or at the 581
secretary of state's office triplicate copies of such process, 582
notice, or demand and by paying to the secretary of state a fee 583
of five dollars. The secretary of state shall forthwith give 584
notice of such delivery to the corporation at its principal 585
office as shown upon the record in the secretary of state's 586
office and also to the corporation at any different address set 587
forth in the above mentioned affidavit, and shall forward to the 588
corporation at each of those addresses, by certified mail, with 589
request for return receipt, a copy of such process, notice, or 590
demand; and thereupon service upon the corporation shall be 591
deemed to have been made. 592

(I) The secretary of state shall keep a record of each 593
process, notice, and demand delivered to the secretary of state 594
or at the secretary of state's office under this section or any 595
other law of this state that authorizes service upon the 596
secretary of state, and shall record the time of such delivery 597
and the secretary of state's action thereafter with respect 598

thereto. 599

(J) This section does not limit or affect the right to 600
serve any process, notice, or demand upon a corporation in any 601
other manner permitted by law. 602

(K) Except when an original appointment of an agent is 603
filed with the original articles, a written appointment of an 604
agent or a written statement filed by a corporation with the 605
secretary of state shall be signed by any authorized officer of 606
the corporation or by the incorporators of the corporation or a 607
majority of them if no directors have been elected. 608

(L) For filing a written appointment of an agent other 609
than one filed with original articles, and for filing a 610
statement of change of address of an agent, the secretary of 611
state shall charge and collect the fee specified in division (R) 612
of section 111.16 of the Revised Code. 613

(M) Upon the failure of any corporation to appoint another 614
agent or to file a statement of change of address of an agent, 615
the secretary of state shall give notice thereof by certified 616
mail to the corporation at the address set forth in the notice 617
of resignation or on the most recent statement of continued 618
existence filed in this state by the corporation. Unless the 619
failure is cured within thirty days after the mailing by the 620
secretary of state of the notice or within any further period 621
the secretary of state grants, upon the expiration of that 622
period, the articles of the corporation shall be canceled 623
without further notice or action by the secretary of state. The 624
secretary of state shall make a notation of the cancellation on 625
the secretary of state's records. A corporation whose articles 626
have been canceled may be reinstated by filing, within two years 627
of the cancellation, on a form prescribed by the secretary of 628

state, an application for reinstatement and the required 629
appointment of agent or required statement, and by paying the 630
filing fee specified in division (Q) of section 111.16 of the 631
Revised Code. The rights, privileges, and franchises of a 632
corporation whose articles have been reinstated are subject to 633
section 1702.60 of the Revised Code. The secretary of state 634
shall furnish the tax commissioner a monthly list of all 635
corporations canceled and reinstated under this division. 636

(N) This section does not apply to banks, trust companies, 637
insurance companies, or any corporation defined under the laws 638
of this state as a public utility for taxation purposes. 639

Sec. 1702.59. (A) Every nonprofit corporation, 640
incorporated under the general corporation laws of this state, 641
or previous laws, or under special provisions of the Revised 642
Code, or created before September 1, 1851, which corporation has 643
expressedly or impliedly elected to be governed by the laws 644
passed since that date, and whose articles or other documents 645
are filed with the secretary of state, shall file with the 646
secretary of state a verified statement of continued existence, 647
signed by a director, officer, or three members in good 648
standing, setting forth the corporate name, the place where the 649
principal office of the corporation is located, the date of 650
incorporation, the fact that the corporation is still actively 651
engaged in exercising its corporate privileges, and the name and 652
address of its agent appointed pursuant to section 1702.06 of 653
the Revised Code. 654

(B) Each corporation required to file a statement of 655
continued existence shall file it with the secretary of state 656
within each five years after the date of incorporation or of the 657
last corporate filing. 658

(C) Corporations specifically exempted by division (N) of 659
section 1702.06 of the Revised Code, or whose activities are 660
regulated or supervised by another state official, agency, 661
bureau, department, or commission are exempted from this 662
section. 663

(D) The secretary of state shall give notice by ordinary 664
or electronic mail and provide a form for compliance with this 665
section to each corporation required by this section to file the 666
statement of continued existence, such notice and form to be 667
mailed to the last known physical or electronic mail address of 668
the corporation as it appears on the records of the secretary of 669
state or which the secretary of state may ascertain upon a 670
reasonable search. 671

(E) If any nonprofit corporation required by this section 672
to file a statement of continued existence fails to file the 673
statement required every fifth year, then the secretary of state 674
shall cancel the articles of such corporation, make a notation 675
of the cancellation on the records, and mail to the corporation 676
a certificate of the action so taken. 677

(F) A corporation whose articles have been canceled may be 678
reinstated by filing, within two years of the cancellation, an 679
application for reinstatement and paying to the secretary of 680
state the fee specified in division (Q) of section 111.16 of the 681
Revised Code. The name of a corporation whose articles have been 682
canceled shall be reserved for a period of one year after the 683
date of cancellation. If the reinstatement is not made within 684
one year from the date of the cancellation of its articles of 685
incorporation and it appears that a corporate name, limited 686
liability company name, limited liability partnership name, 687
limited partnership name, or trade name has been filed, the name 688

of which is not distinguishable upon the record as provided in 689
section 1702.06 of the Revised Code, the applicant for 690
reinstatement shall be required by the secretary of state, as a 691
condition prerequisite to such reinstatement, to amend its 692
articles by changing its name. A certificate of reinstatement 693
may be filed in the recorder's office of any county in the 694
state, for which the recorder shall charge and collect a base 695
fee of one dollar for services and a housing trust fund fee of 696
one dollar pursuant to section 317.36 of the Revised Code. The 697
rights, privileges, and franchises of a corporation whose 698
articles have been reinstated are subject to section 1702.60 of 699
the Revised Code. 700

(G) The secretary of state shall furnish the tax 701
commissioner a list of all corporations failing to file the 702
required statement of continued existence. 703

Sec. 1703.041. (A) Every foreign corporation for profit 704
that is licensed to transact business in this state, and every 705
foreign nonprofit corporation that is licensed to exercise its 706
privileges in this state, shall have and maintain an agent, 707
sometimes referred to as the "designated agent," upon whom 708
process against the corporation may be served within this state. 709
The agent shall be one of the following: 710

(1) A natural person who is a resident of this state; 711

(2) A domestic or foreign corporation, nonprofit 712
corporation, limited liability company, partnership, limited 713
partnership, limited liability partnership, limited partnership 714
association, professional association, business trust, or 715
unincorporated nonprofit association that has a business address 716
in this state. If the agent is an entity other than a domestic 717
corporation, the agent shall meet the requirements of Title XVII 718

of the Revised Code for an entity of the agent's type to 719
transact business or exercise privileges in this state. 720

~~(B)~~ (B) (1) The written appointment of a designated agent 721
shall set forth the name and address of the agent, including the 722
street and number ~~or other particular description of the agent's~~ 723
primary residence in this state or, if the agent is not a 724
natural person, the agent's usual place of business in this 725
state, and shall otherwise be in such form as the secretary of 726
state prescribes. The secretary of state shall keep a record of 727
the names of such foreign corporations and the names and 728
addresses of their respective agents. 729

(2) As used in division (B) (1) of this section, "usual 730
place of business" means a place in this state that is 731
customarily open during normal business hours and where an 732
individual is generally present who is authorized to perform the 733
services of a registered agent, including accepting service of 734
process and other notifications for the person serving as a 735
statutory agent. "Usual place of business" does not include a 736
post office box, regardless of whether that post office box has 737
an associated street address. 738

(C) If the designated agent dies, removes from the state, 739
or resigns, the foreign corporation shall forthwith appoint 740
another agent and file in the office of the secretary of state, 741
on a form prescribed by the secretary of state, a written 742
appointment of the new agent. 743

(D) If the designated agent changes the agent's address 744
from that appearing upon the record in the office of the 745
secretary of state, the foreign corporation or the designated 746
agent in its behalf shall forthwith file with the secretary of 747
state, on a form prescribed by the secretary of state, a written 748

statement setting forth the agent's new address. 749

(E) A designated agent may resign by filing with the 750
secretary of state, on a form prescribed by the secretary of 751
state, a signed statement to that effect. The secretary of state 752
shall forthwith mail a copy of the statement to the foreign 753
corporation at its principal office as shown by the record in 754
the secretary of state's office. Upon the expiration of sixty 755
days after the filing, the authority of the agent shall 756
terminate. 757

(F) A foreign corporation may revoke the appointment of a 758
designated agent by filing with the secretary of state, on a 759
form prescribed by the secretary of state, a written appointment 760
of another agent and a statement that the appointment of the 761
former agent is revoked. 762

(G) Process may be served upon a foreign corporation by 763
delivering a copy of it to its designated agent, if a natural 764
person, or by delivering a copy of it at the address of its 765
agent in this state, as the address appears upon the record in 766
the office of the secretary of state. 767

(H) This section does not limit or affect the right to 768
serve process upon a foreign corporation in any other manner 769
permitted by law. 770

(I) Every foreign corporation for profit shall state in 771
each annual report filed by it with the department of taxation 772
the name and address of its designated agent in this state. 773

Sec. 1703.15. No foreign corporation shall transact in 774
this state any business that could not be lawfully transacted by 775
a domestic corporation. Whenever the secretary of state finds 776
that a foreign corporation licensed to transact business in this 777

state is transacting in this state a business that a domestic 778
corporation could not lawfully transact, is transacting business 779
in this state in a corporate name that is not readily 780
distinguishable from the name of every other corporation, 781
limited liability company, limited liability partnership, or 782
limited partnership, domestic or foreign, or every trade name, 783
registered in the office of the secretary of state, theretofore 784
authorized to transact business in this state, without the 785
consent of the other corporation, limited liability company, 786
limited liability partnership, limited partnership, or trade 787
name registrant, evidenced in writing filed with the secretary 788
of state pursuant to section 1703.04 of the Revised Code, or has 789
failed, after the death or resignation of its designated agent 790
or the designated agent's removal from this state, to designate 791
another agent as required by section 1703.041 of the Revised 792
Code, the secretary of state shall give notice thereof by 793
certified mail to the corporation. Unless that failure is cured 794
within thirty days after the mailing by the secretary of state 795
of the notice or within such further period as the secretary of 796
state grants, the secretary of state, upon the expiration of 797
such period, shall cancel the license of the foreign corporation 798
to transact business in this state, give notice of the 799
cancellation to the corporation by mail, and make a notation of 800
the cancellation on the secretary of state's records. 801

A foreign corporation whose license has been canceled may 802
be reinstated upon its filing with the secretary of state, _ 803
within two years of the cancellation, on a form prescribed by 804
the secretary of state, an application for reinstatement 805
accompanied by the fee specified in division (Q) of section 806
111.16 of the Revised Code. If the application for reinstatement 807
is submitted in a tax year or calendar year other than that in 808

which the cancellation occurred, the application also shall be 809
accompanied by a certificate of reinstatement issued by the 810
department of taxation. The name of a corporation whose license 811
has been canceled pursuant to this section shall be reserved for 812
a period of one year after the date of cancellation. If the 813
reinstatement is not made within one year after the date of 814
cancellation of the foreign license and it appears that a 815
corporate name, limited liability company name, limited 816
liability partnership name, limited partnership name, or trade 817
name has been filed, the name of which is not distinguishable 818
upon the record as provided in division (D) of section 1703.04 819
of the Revised Code, the secretary of state shall require the 820
applicant for the reinstatement, as a condition prerequisite to 821
such reinstatement, to apply for authorization to transact 822
business in this state under an assumed name. 823

Sec. 1703.29. (A) The failure of any corporation to obtain 824
a license under sections 1703.01 to 1703.31 of the Revised Code, 825
does not affect the validity of any contract with such 826
corporation, but no foreign corporation that should have 827
obtained such license shall maintain any action in any court 828
until it has obtained such license. Before any such corporation 829
shall maintain such action on any cause of action arising at the 830
time when it was not licensed to transact business in this 831
state, it shall pay to the secretary of state a forfeiture of 832
two hundred fifty dollars and file in the secretary of state's 833
office the papers required by divisions (B) or (C) of this 834
section, whichever is applicable. 835

(B) If such corporation has not been previously licensed 836
to do business in this state or if its license has been 837
surrendered it shall file as required by division (A) of this 838
section: 839

(1) Its application for a license certificate, together 840
with the filing fee, with such information as the secretary of 841
state requires as to the time it began to transact business in 842
this state and as to the number of its issued shares represented 843
in this state, and with the license fees on its shares 844
represented in this state plus a forfeiture of fifteen per cent 845
thereon. 846

(2) A certificate from the tax commissioner that the 847
corporation has paid all taxes that it should have paid had it 848
qualified to do business in this state at the time it began to 849
do so, plus any penalties assessable on said taxes on account of 850
failure to pay them within the time prescribed by law, or a 851
certificate of the commissioner that the corporation has 852
furnished security satisfactory to the commissioner for the 853
payment of all such taxes and penalties. 854

(C) If such corporation has been previously licensed to 855
transact business in this state and its license has expired or 856
has been canceled by the secretary of state upon order of the 857
commissioner, or for failure to designate an agent for service 858
of process, it shall file, within two years of the cancellation 859
or expiration, with the secretary of state its application for 860
reinstatement, as provided by law, together with the proper 861
reinstatement fee plus a forfeiture of fifteen per cent thereon. 862

Upon the filing of such application and payment of such 863
fees and penalties or forfeitures, the secretary of state shall 864
issue to such corporation a license certificate. 865

Sec. 1706.09. (A) Each limited liability company and 866
foreign limited liability company that has an effective 867
registration as a foreign limited liability company under 868
section 1706.511 of the Revised Code shall maintain continuously 869

in this state an agent for service of process on the company. 870
The agent shall be one of the following: 871

(1) A natural person who is a resident of this state; 872

(2) A domestic or foreign corporation, nonprofit 873
corporation, limited liability company, partnership, limited 874
partnership, limited liability partnership, limited partnership 875
association, professional association, business trust, or 876
unincorporated nonprofit association that has a business address 877
in this state. If the agent is an entity other than a domestic 878
corporation, the agent shall meet the requirements of Title XVII 879
of the Revised Code for an entity of the agent's type to 880
transact business or exercise privileges in this state. 881

(B) (1) The secretary of state shall not accept original 882
articles of organization of a limited liability company or an 883
original registration of a foreign limited liability company for 884
filing unless both of the following accompany the articles or 885
registration: 886

(a) A written appointment of an agent as described in 887
division (A) of this section that is signed by an authorized 888
representative of the limited liability company or foreign 889
limited liability company; 890

(b) A written acceptance of the appointment that is signed 891
by the designated agent on a form prescribed by the secretary of 892
state. 893

(2) In cases not covered by division (B) (1) of this 894
section, the company shall appoint the agent described in 895
division (A) of this section and shall file with the secretary 896
of state, on a form prescribed by the secretary of state, a 897
written appointment of that agent that is signed by an 898

authorized representative of the company and a written 899
acceptance of the appointment that is signed by the designated 900
agent. 901

~~(C)~~ (C) (1) The written appointment of an agent shall set 902
forth the name and address in this state of the agent, including 903
the street and number ~~or other particular description of the~~ 904
agent's primary residence in this state or, if the agent is not 905
a natural person, the agent's usual place of business in this 906
state, and shall otherwise be in such form as the secretary of 907
state prescribes. The secretary of state shall keep a record of 908
the names of limited liability companies and foreign limited 909
liability companies, and the names and addresses of their 910
respective agents. 911

(2) As used in division (C) (1) of this section, "usual 912
place of business" means a place in this state that is 913
customarily open during normal business hours and where an 914
individual is generally present who is authorized to perform the 915
services of a registered agent, including accepting service of 916
process and other notifications for the person serving as a 917
statutory agent. "Usual place of business" does not include a 918
post office box, regardless of whether that post office box has 919
an associated street address. 920

(D) If any agent described in division (A) of this section 921
dies, resigns, or moves outside of this state, the limited 922
liability company or foreign limited liability company shall 923
appoint forthwith another agent and file with the secretary of 924
state, on a form prescribed by the secretary of state, a written 925
appointment of the agent and acceptance of appointment as 926
described in division (B) (2) of this section. 927

(E) If the agent described in division (A) of this section 928

changes the agent's address from the address stated in the 929
records of the secretary of state, the agent or the limited 930
liability company or foreign limited liability company shall 931
file forthwith with the secretary of state, on a form prescribed 932
by the secretary of state, a written statement setting forth the 933
new address. 934

(F) An agent described in division (A) of this section may 935
resign by filing with the secretary of state, on a form 936
prescribed by the secretary of state, a written notice of 937
resignation that is signed by the agent and by mailing a copy of 938
that notice to the limited liability company or foreign limited 939
liability company at the current or last known address of its 940
principal office. The notice shall be mailed to the company on 941
or prior to the date that the notice is filed with the secretary 942
of state and shall set forth the name of the company, the name 943
and current address of the agent, the current or last known 944
address, including the street and number or other particular 945
description, of the company's principal office, a statement of 946
the resignation of the agent, and a statement that a copy of the 947
notice has been sent to the company within the time and in the 948
manner specified in this division. The authority of the 949
resigning agent terminates thirty days after the filing of the 950
notice with the secretary of state. 951

(G) A limited liability company or foreign limited 952
liability company may revoke the appointment of its agent 953
described in division (A) of this section by filing with the 954
secretary of state, on a form prescribed by the secretary of 955
state, a written appointment of another agent and an acceptance 956
of appointment in the manner described in division (B) (2) of 957
this section and a statement indicating that the appointment of 958
the former agent is revoked. 959

(H) (1) Any legal process, notice, or demand required or 960
permitted by law to be served upon a limited liability company 961
may be served upon the company as follows: 962

(a) By delivering a copy of the process, notice, or demand 963
to the address of the agent in this state as contained in the 964
records of the secretary of state; 965

(b) If the agent described in division (A) of this section 966
is a natural person, by delivering a copy of the process, 967
notice, or demand to the agent. 968

(2) If the agent described in division (A) of this section 969
cannot be found or no longer has the address that is stated in 970
the records of the secretary of state or the limited liability 971
company or foreign limited liability company has failed to 972
maintain an agent as required by this section and if the party 973
or the agent or representative of the party that desires service 974
of the process, notice, or demand files with the secretary of 975
state an affidavit that states that one of those circumstances 976
exists and states the most recent address of the company that 977
the party who desires service has been able to ascertain after a 978
diligent search, then the service of the process, notice, or 979
demand upon the secretary of state as the agent of the company 980
may be initiated by delivering to the secretary of state four 981
copies of the process, notice, or demand accompanied by a fee of 982
five dollars. The secretary of state shall give forthwith notice 983
of that delivery to the company at either its principal office 984
as shown upon the secretary of state's records or at any 985
different address specified in the affidavit of the party 986
desiring service and shall forward to the company at either 987
address by certified mail, return receipt requested, a copy of 988
the process, notice, or demand. Service upon the company is made 989

when the secretary of state gives the notice and forwards the 990
process, notice, or demand as set forth in division (H) (2) of 991
this section. 992

(I) The secretary of state shall keep a record of each 993
process, notice, and demand that pertains to a limited liability 994
company or foreign limited liability company and that is 995
delivered to the secretary of state's office under this section 996
or another law of this state that authorizes service upon the 997
secretary of state in connection with a limited liability 998
company or foreign limited liability company. In that record, 999
the secretary of state shall record the time of each delivery of 1000
that type and the secretary of state's subsequent action with 1001
respect to the process, notice, or demand. 1002

(J) This section does not limit or affect the right to 1003
serve any process, notice, or demand upon a limited liability 1004
company or foreign limited liability company in any other manner 1005
permitted by law. 1006

(K) A written appointment of an agent or a written 1007
statement filed by a limited liability company or foreign 1008
limited liability company with the secretary of state shall be 1009
signed by an authorized representative of the company. 1010

(L) Upon the failure of a limited liability company or 1011
foreign limited liability company to continuously maintain a 1012
statutory agent or file a change of name or address of a 1013
statutory agent, the secretary of state shall give notice 1014
thereof by ordinary or electronic mail to the company at the 1015
electronic mail address provided to the secretary of state, or 1016
at the address set forth in the notice of resignation. Unless 1017
the default is cured within thirty days after the mailing by the 1018
secretary of state of the notice or within any further period of 1019

time that the secretary of state grants, upon the expiration of 1020
that period of time from the date of the mailing, the articles 1021
of the limited liability company or the registration of the 1022
foreign limited liability company shall be canceled without 1023
further notice or action by the secretary of state. The 1024
secretary of state shall make a notation of the cancellation on 1025
the secretary of state's records. 1026

A limited liability company or foreign limited liability 1027
company whose articles or registration has been canceled may be 1028
reinstated by filing, within two years of the cancellation, on a 1029
form prescribed by the secretary of state, an application for 1030
reinstatement and the required appointment of agent or required 1031
statement, and by paying the filing fee specified in division 1032
(Q) of section 111.16 of the Revised Code. The rights and 1033
privileges of a limited liability company or foreign limited 1034
liability company whose articles or registration has been 1035
reinstated are subject to section 1706.46 of the Revised Code. 1036
The secretary of state shall furnish the tax commissioner a 1037
monthly list of all limited liability companies and foreign 1038
limited liability companies canceled and reinstated under this 1039
division. 1040

Sec. 1729.11. (A) An association whose articles of 1041
incorporation have been canceled or an association that has been 1042
dissolved in a manner other than for a voluntary dissolution as 1043
provided in section 1729.55 of the Revised Code, or a judicial 1044
dissolution as provided in section 1729.61 of the Revised Code, 1045
may be reinstated by filing, within two years of the 1046
cancellation or dissolution, on a form prescribed by the 1047
secretary of state for the administration of this chapter, an 1048
application for reinstatement and the required appointment of a 1049
statutory agent, and by paying a filing fee of ten dollars. 1050

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

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

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

(2) The address of its principal office;

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

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

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

(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 1080
post office box, regardless of whether that post office box has 1081
an associated street address. 1082

(6) The irrevocable consent of the business trust to 1083
service of process upon its designated agent and to service of 1084
process upon the secretary of state if, without the registration 1085
of another agent with the secretary of state, its designated 1086
agent has died, resigned, lost authority, dissolved, become 1087
disqualified, or has removed from this state, or if its 1088
designated agent cannot, with due diligence, be found. 1089

Such report shall have attached as an exhibit an executed 1090
copy of the trust instrument or a true and correct copy of it, 1091
certified to be such by a trustee before an official authorized 1092
to administer oaths or by a public official in another state in 1093
whose office an executed copy is on file. 1094

(B) Not more than ninety days after the occurrence of any 1095
event causing any filing, including exhibits, made pursuant to 1096
division (A) of this section, or any previous filing made 1097
pursuant to this division, to be inaccurate or incomplete, there 1098
shall be filed in the office of the secretary of state all 1099
information necessary to maintain the accuracy and completeness 1100
of such filing. 1101

(C) The secretary of state shall charge and collect the 1102
fees specified in division (T) of section 111.16 of the Revised 1103
Code for each filing made under division (A) or (B) of this 1104
section, except for filings under division (B) of this section 1105
pertaining solely to division (A) (5) of this section, for which 1106
the secretary of state shall charge and collect the fee 1107
specified in division (R) of section 111.16 of the Revised Code. 1108

(D) The trust instrument and other information filed in 1109
the office of the secretary of state are matters of public 1110
record, and persons dealing with a business trust are charged 1111
with constructive notice of the contents of any such instrument 1112
or information by reason of such filing. 1113

(E) A copy of a trust instrument or other information 1114
filed in the office of the secretary of state shall be accepted 1115
as prima-facie evidence of the existence of the instrument or 1116
other information and of its contents, and conclusive evidence 1117
of the existence of such record. 1118

(F) The agent designated pursuant to division (A) (5) of 1119
this section shall be one of the following: 1120

(1) A natural person who is a resident of this state; 1121

(2) A domestic or foreign corporation, nonprofit 1122
corporation, limited liability company, partnership, limited 1123
partnership, limited liability partnership, limited partnership 1124
association, professional association, business trust, or 1125
unincorporated nonprofit association that has a business address 1126
in this state. If the agent is an entity other than a domestic 1127
corporation, the agent shall meet the requirements of Title XVII 1128
of the Revised Code for an entity of the agent's type to 1129
transact business or exercise privileges in this state. 1130

Sec. 1747.03. (A) Before transacting real estate business 1131
in this state, a real estate investment trust shall file the 1132
following report in the office of the secretary of state, on 1133
forms prescribed by the secretary of state: 1134

(1) An executed copy of the trust instrument or a true and 1135
correct copy of it, certified to be such by a trustee before an 1136
official authorized to administer oaths or by a public official 1137

- in another state in whose office an executed copy is on file; 1138
- (2) A list of the names and addresses of its trustees; 1139
- (3) The address of its principal office; 1140
- (4) In the case of a foreign real estate investment trust, 1141
the address of its principal office within this state, if any; 1142
- (5) The business name of the trust; 1143
- ~~(6)~~(6) (a) The name and primary residence or usual place of 1144
business address within this state of a designated agent upon 1145
whom process against the trust may be served; 1146
- (b) As used in division (A) (6) (a) of this section, "usual 1147
place of business" means a place in this state that is 1148
customarily open during normal business hours and where an 1149
individual is generally present who is authorized to perform the 1150
services of a registered agent, including accepting service of 1151
process and other notifications for the person serving as a 1152
statutory agent. "Usual place of business" does not include a 1153
post office box, regardless of whether that post office box has 1154
an associated street address. 1155
- (7) The irrevocable consent of the trust to service of 1156
process on its designated agent and to service of process upon 1157
the secretary of state if, without the registration of another 1158
agent with the secretary of state, its designated agent has 1159
died, resigned, lost authority, dissolved, become disqualified, 1160
or has removed from this state, or if its designated agent 1161
cannot, with due diligence, be found; 1162
- (8) Not more than ninety days after the occurrence of any 1163
event causing any filing made pursuant to divisions (A) (2) to 1164
(6) of this section, or any previous filing made pursuant to 1165

this division, to be inaccurate or incomplete, all information 1166
necessary to maintain the accuracy and completeness of such 1167
filing. 1168

(B) For filings under this section, the secretary of state 1169
shall charge and collect the fee specified in division (T) of 1170
section 111.16 of the Revised Code, except for filings under 1171
division (A)(8) of this section pertaining solely to division 1172
(A)(6) of this section, for which the secretary of state shall 1173
charge and collect the fee specified in division (R) of section 1174
111.16 of the Revised Code. 1175

(C) All persons shall be given the opportunity to acquire 1176
knowledge of the contents of the trust instrument and other 1177
information filed in the office of the secretary of state, but 1178
no person dealing with a real estate investment trust shall be 1179
charged with constructive notice of the contents of any such 1180
instrument or information by reason of such filing. 1181

(D) A copy of a trust instrument or other information 1182
filed in the office of the secretary of state is prima-facie 1183
evidence of the existence of the instrument or other information 1184
and of its contents, and is conclusive evidence of the existence 1185
of such record. 1186

(E) The agent designated pursuant to division (A)(6) of 1187
this section shall be one of the following: 1188

(1) A natural person who is a resident of this state; 1189

(2) A domestic or foreign corporation, nonprofit 1190
corporation, limited liability company, partnership, limited 1191
partnership, limited liability partnership, limited partnership 1192
association, professional association, business trust, or 1193
unincorporated nonprofit association that has a business address 1194

in this state. If the agent is an entity other than a domestic 1195
corporation, the agent shall meet the requirements of Title XVII 1196
of the Revised Code for an entity of the agent's type to 1197
transact business or exercise privileges in this state. 1198

Sec. 1776.07. (A) Any partnership that maintains an 1199
effective statement of partnership authority under section 1200
1776.33 of the Revised Code shall maintain continuously in this 1201
state an agent for service of process on the partnership. The 1202
agent shall be one of the following: 1203

(1) A natural person who is a resident of this state; 1204

(2) A domestic or foreign corporation, nonprofit 1205
corporation, limited liability company, partnership, limited 1206
partnership, limited liability partnership, limited partnership 1207
association, professional association, business trust, or 1208
unincorporated nonprofit association that has a business address 1209
in this state. If the agent is an entity other than a domestic 1210
corporation, the agent shall meet the requirements of Title XVII 1211
of the Revised Code for an entity of the agent's type to 1212
transact business or exercise privileges in this state. 1213

~~(B)~~ (1) The secretary of state shall not accept an 1214
original statement of partnership authority for filing unless 1215
the statement of partnership authority includes a written 1216
appointment of an agent as this section requires and a written 1217
acceptance of the appointment signed by the designated agent. 1218

(2) The written appointment of an agent shall set forth 1219
the name and address in this state of the agent, including the 1220
street and number of the agent's primary residence in this state 1221
or, if the agent is not a natural person, the agent's usual 1222
place of business in this state, and shall otherwise be in such 1223

form as the secretary of state prescribes. The secretary of 1224
state shall keep a record of the names of partnerships, and the 1225
names and addresses of their respective agents. 1226

(3) As used in division (B)(2) of this section, "usual 1227
place of business" means a place in this state that is 1228
customarily open during normal business hours and where an 1229
individual is generally present who is authorized to perform the 1230
services of a registered agent, including accepting service of 1231
process and other notifications for the person serving as a 1232
statutory agent. "Usual place of business" does not include a 1233
post office box, regardless of whether that post office box has 1234
an associated street address. 1235

(C) If an agent dies, resigns, or moves outside of this 1236
state, the partnership shall appoint forthwith another agent and 1237
file with the secretary of state an amendment to its statement 1238
of partnership authority appointing a new agent and including a 1239
written acceptance of the appointment that is signed by the 1240
designated agent. 1241

(D) If the address of an agent changes from that stated in 1242
the records of the secretary of state, the partnership forthwith 1243
shall file with the secretary of state an amendment to its 1244
statement of partnership authority setting forth the new 1245
address. 1246

(E) An agent may resign by filing a written and signed 1247
notice of resignation with the secretary of state on a form the 1248
secretary prescribes and mailing a copy of that notice to the 1249
partnership. The agent shall mail the copy of the notice to the 1250
partnership at the current or last known address of its 1251
principal office on or prior to the date that the agent files 1252
the notice with the secretary of state. The notice shall include 1253

the name of the partnership, the name and current address of the 1254
agent, the current or last known address, including the street 1255
and number or other particular description, of the partnership's 1256
principal office, a statement of the resignation of the agent, 1257
and a statement that a copy of the notice was provided to the 1258
partnership within the time and in the manner specified in this 1259
division. The resigning agent's authority terminates thirty days 1260
after filing the notice with the secretary of state. 1261

(F) A partnership may revoke the appointment of its agent 1262
by filing with the secretary of state an amendment to its 1263
statement of partnership authority indicating that the 1264
appointment of the former agent is revoked and that a new agent 1265
is appointed. A written acceptance signed by the new designated 1266
agent shall accompany the filing. 1267

(G) (1) Any legal process, notice, or demand required or 1268
permitted by law to be served upon a partnership with an 1269
effective statement of partnership authority may be served upon 1270
the partnership as follows: 1271

(a) If its agent is a natural person, by delivering a copy 1272
of the process, notice, or demand to the agent; 1273

(b) If its agent is not a natural person, by delivering a 1274
copy of the process, notice, or demand to the address of the 1275
agent in this state as contained in the records of the secretary 1276
of state. 1277

(2) (a) If its agent cannot be found or no longer has the 1278
address stated in the records of the secretary of state or the 1279
partnership has failed to maintain an agent as this section 1280
requires, and the party, agent, or representative that desires 1281
service files with the secretary of state an affidavit stating 1282

that one of those circumstances exists and the most recent 1283
address of the partnership ascertained after a diligent search, 1284
then service upon the secretary of state as the agent of the 1285
partnership may be initiated by delivering to the secretary of 1286
state four copies of the process, notice, or demand accompanied 1287
by a fee of not less than five and not more than seven dollars, 1288
as determined by the secretary of state. 1289

(b) The secretary of state forthwith shall give notice of 1290
that delivery to the partnership at either its principal office 1291
as shown upon the secretary of state's records or at any 1292
different address specified in the affidavit of the party 1293
desiring service and shall forward to the partnership at either 1294
address by certified mail, return receipt requested, a copy of 1295
the process, notice, or demand. 1296

(c) Service upon the partnership is made when the 1297
secretary of state gives the notice and forwards the process, 1298
notice, or demand as set forth in division (G) (2) of this 1299
section. 1300

(H) The secretary of state shall keep a record of each 1301
process, notice, and demand that pertains to a partnership and 1302
that is delivered to the secretary of state's office under this 1303
section or another law of this state that authorizes service 1304
upon the secretary of state in connection with a partnership. In 1305
that record, the secretary shall record the time of each 1306
delivery of that type and the secretary's subsequent action with 1307
respect to the process, notice, or demand. 1308

(I) Nothing in this section limits or affects the right to 1309
serve process in any other manner now or hereafter provided by 1310
law. This section is an extension of, and not a limitation upon, 1311
the right otherwise existing of service of legal process. 1312

Sec. 1782.04. (A) Each limited partnership shall maintain 1313
continuously in this state an agent for service of process on 1314
the limited partnership. The agent shall be one of the 1315
following: 1316

(1) A natural person who is a resident of this state; 1317

(2) A domestic or foreign corporation, nonprofit 1318
corporation, limited liability company, partnership, limited 1319
partnership, limited liability partnership, limited partnership 1320
association, professional association, business trust, or 1321
unincorporated nonprofit association that has a business address 1322
in this state. If the agent is an entity other than a domestic 1323
corporation, the agent shall meet the requirements of Title XVII 1324
of the Revised Code for an entity of the agent's type to 1325
transact business or exercise privileges in this state. 1326

(B) The secretary of state shall not accept a certificate 1327
of limited partnership for filing unless there is filed with the 1328
certificate a written appointment of an agent that is signed by 1329
the general partners of the limited partnership and a written 1330
acceptance of the appointment that is signed by the agent, or 1331
unless there is filed a written appointment of an agent that is 1332
signed by any authorized officer of the limited partnership and 1333
a written acceptance of the appointment that is either the 1334
original acceptance signed by the agent or a photocopy, 1335
facsimile, or similar reproduction of the original acceptance 1336
signed by the agent. 1337

In the discretion of the secretary of state, an original 1338
appointment of statutory agent may be submitted on the same form 1339
as the certificate of limited partnership but shall not be 1340
considered a part of the certificate. 1341

~~(C)~~ (C) (1) The written appointment of an agent shall set 1342
forth the name and address in this state of the agent, including 1343
the street and number ~~or other particular description of the~~ 1344
agent's primary residence in this state or, if the agent is not 1345
a natural person, the agent's usual place of business in this 1346
state, and shall otherwise be in the form the secretary of state 1347
prescribes. The secretary of state shall keep a record of the 1348
names of limited partnerships, and the names and addresses of 1349
their respective agents. 1350

(2) As used in division (C) (1) of this section, "usual 1351
place of business" means a place in this state that is 1352
customarily open during normal business hours and where an 1353
individual is generally present who is authorized to perform the 1354
services of a registered agent, including accepting service of 1355
process and other notifications for the person serving as a 1356
statutory agent. "Usual place of business" does not include a 1357
post office box, regardless of whether that post office box has 1358
an associated street address. 1359

(D) If any agent dies, removes from the state, or resigns, 1360
the limited partnership shall forthwith appoint another agent 1361
and file with the secretary of state, on a form prescribed by 1362
the secretary of state, a written appointment of the new agent. 1363

(E) If the agent changes the agent's address from that 1364
appearing upon the record in the office of the secretary of 1365
state, the limited partnership or the agent forthwith shall file 1366
with the secretary of state, on a form prescribed by the 1367
secretary of state, a written statement setting forth the new 1368
address. 1369

(F) An agent may resign by filing with the secretary of 1370
state, on a form prescribed by the secretary of state, a written 1371

notice to that effect that is signed by the agent and by sending 1372
a copy of the notice to the limited partnership at its current 1373
or last known address or its principal office on or prior to the 1374
date the notice is filed with the secretary of state. The notice 1375
shall set forth the name of the limited partnership, the name 1376
and current address of the agent, the current or last known 1377
address, including the street and number or other particular 1378
description, of the limited partnership's principal office, the 1379
resignation of the agent, and a statement that a copy of the 1380
notice has been sent to the limited partnership within the time 1381
and in the manner prescribed by this division. Upon the 1382
expiration of thirty days after the filing, the authority of the 1383
agent shall terminate. 1384

(G) A limited partnership may revoke the appointment of an 1385
agent by filing with the secretary of state, on a form 1386
prescribed by the secretary of state, a written appointment of 1387
another agent and a statement that the appointment of the former 1388
agent is revoked. 1389

(H) Except when an original appointment of an agent is 1390
filed with the certificate of limited partnership, a written 1391
appointment of an agent or a written statement filed by a 1392
limited partnership with the secretary of state shall be signed 1393
by any authorized officer of the limited partnership, or the 1394
general partners of the limited partnership, or a majority of 1395
them. 1396

Sec. 1785.06. A professional association, within thirty 1397
days after the thirtieth day of June in each even-numbered year, 1398
shall furnish a statement to the secretary of state showing the 1399
names and post-office addresses of all of the shareholders in 1400
the association and certifying that all of the shareholders are 1401

duly licensed, certificated, or otherwise legally authorized to 1402
render within this state the same professional service for which 1403
the association was organized or, in the case of a combination 1404
of professional services described in division (B) of section 1405
1785.01 of the Revised Code, to render within this state any of 1406
the applicable types of professional services for which the 1407
association was organized. This statement shall be made on a 1408
form that the secretary of state shall prescribe, shall be 1409
signed by an officer of the association, and shall be filed in 1410
the office of the secretary of state. 1411

If any professional association fails to file the biennial 1412
statement within the time required by this section, the 1413
secretary of state shall give notice of the failure by ordinary 1414
or electronic mail to the last known physical or electronic 1415
address of the association or its agent. If the biennial 1416
statement is not filed within thirty days after the mailing of 1417
the notice, the secretary of state, upon the expiration of that 1418
period, shall cancel the association's articles of 1419
incorporation, give notice of the cancellation to the 1420
association by ordinary or electronic mail sent to the last 1421
known physical or electronic address of the association or its 1422
agent, and make a notation of the cancellation on the records of 1423
the secretary of state. 1424

A professional association whose articles have been 1425
canceled pursuant to this section may be reinstated by filing, 1426
within two years of the cancellation, an application for 1427
reinstatement and the required biennial statement or statements 1428
and by paying the reinstatement fee specified in division (Q) of 1429
section 111.16 of the Revised Code. The rights, privileges, and 1430
franchises of a professional association whose articles have 1431
been reinstated are subject to section 1701.922 of the Revised 1432

Code. The secretary of state shall inform the tax commissioner	1433
of all cancellations and reinstatements under this section.	1434
Section 2. That existing sections 1345.02, 1701.07,	1435
1702.06, 1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 1729.11,	1436
1746.04, 1747.03, 1776.07, 1782.04, and 1785.06 of the Revised	1437
Code are hereby repealed.	1438