

**As Passed by the House**

**131st General Assembly**

**Regular Session**

**2015-2016**

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

**Representatives Derickson, Romanchuk**

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

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**A BILL**

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

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

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

<b>Sec. 111.16.</b> The secretary of state shall charge and	16
collect, for the benefit of the state, the following fees:	17
(A) For filing and recording articles of incorporation of	18
a domestic corporation, including designation of agent:	19
(1) Wherein the corporation shall not be authorized to	20
issue any shares of capital stock, <del>one hundred twenty five</del>	21
<u>ninety-nine</u> dollars;	22
(2) Wherein the corporation shall be authorized to issue	23
shares of capital stock, with or without par value:	24
(a) Ten cents for each share authorized up to and	25
including one thousand shares;	26
(b) Five cents for each share authorized in excess of one	27
thousand shares up to and including ten thousand shares;	28
(c) Two cents for each share authorized in excess of ten	29
thousand shares up to and including fifty thousand shares;	30
(d) One cent for each share authorized in excess of fifty	31
thousand shares up to and including one hundred thousand shares;	32
(e) One-half cent for each share authorized in excess of	33
one hundred thousand shares up to and including five hundred	34
thousand shares;	35
(f) One-quarter cent for each share authorized in excess	36
of five hundred thousand shares; provided no fee shall be less	37
than <del>one hundred twenty five</del> <u>ninety-nine</u> dollars or greater than	38
one hundred thousand dollars.	39
(B) For filing and recording a certificate of amendment to	40
or amended articles of incorporation of a domestic corporation,	41
or for filing and recording a certificate of reorganization, a	42

certificate of dissolution, or an amendment to a foreign license application: 43  
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(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars; 45  
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(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and in case of any increase in the number of shares authorized to be issued, a further sum computed in accordance with the schedule set forth in division (A) (2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued by the corporation; provided no fee under division (B) (2) of this section shall be greater than one hundred thousand dollars; 47  
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(3) If the foreign corporation is not authorized to issue any shares of capital stock, fifty dollars; 56  
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(4) If the foreign corporation is authorized to issue shares of capital stock, fifty dollars. 58  
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(C) For filing and recording articles of incorporation of a savings and loan association, ~~one hundred twenty five ninety-nine~~ nine dollars; and for filing and recording a certificate of amendment to or amended articles of incorporation of a savings and loan association, fifty dollars; 60  
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(D) For filing and recording a certificate of conversion, including a designation of agent, a certificate of merger, or a certificate of consolidation, ~~one hundred twenty five ninety-nine~~ nine dollars and, in the case of any new corporation resulting from a consolidation or any surviving corporation that has an increased number of shares authorized to be issued resulting from a merger, an additional sum computed in accordance with the 65  
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schedule set forth in division (A) (2) of this section less a 72  
credit computed in the same manner for the number of shares 73  
previously authorized to be issued or represented in this state 74  
by each of the corporations for which a consolidation or merger 75  
is effected by the certificate; 76

(E) For filing and recording articles of incorporation of 77  
a credit union or the American credit union guaranty 78  
association, ~~one hundred twenty five ninety-nine~~ dollars, and 79  
for filing and recording a certificate of increase in capital 80  
stock or any other amendment of the articles of incorporation of 81  
a credit union or the association, fifty dollars; 82

(F) For filing and recording articles of organization of a 83  
limited liability company, for filing and recording an 84  
application to become a registered foreign limited liability 85  
company, for filing and recording a registration application to 86  
become a domestic limited liability partnership, or for filing 87  
and recording an application to become a registered foreign 88  
limited liability partnership, ~~one hundred twenty five ninety-~~ 89  
~~nine~~ dollars; 90

(G) For filing and recording a certificate of limited 91  
partnership or an application for registration as a foreign 92  
limited partnership, or for filing an initial statement of 93  
partnership authority pursuant to section 1776.33 of the Revised 94  
Code, ~~one hundred twenty five ninety-nine~~ dollars.; 95

(H) For filing a copy of papers evidencing the 96  
incorporation of a municipal corporation or of annexation of 97  
territory by a municipal corporation, five dollars, to be paid 98  
by the municipal corporation, the petitioners therefor, or their 99  
agent; 100

(I) For filing and recording any of the following:	101
(1) A license to transact business in this state by a foreign corporation for profit pursuant to section 1703.04 of the Revised Code or a foreign nonprofit corporation pursuant to section 1703.27 of the Revised Code, <del>one hundred twenty-five</del> <u>ninety-nine</u> dollars;	102 103 104 105 106
(2) A biennial report or biennial statement pursuant to section 1775.63, 1776.83, or 1785.06 of the Revised Code, twenty-five dollars;	107 108 109
(3) Except as otherwise provided in this section or any other section of the Revised Code, any other certificate or paper that is required to be filed and recorded or is permitted to be filed and recorded by any provision of the Revised Code with the secretary of state, twenty-five dollars.	110 111 112 113 114
(J) For filing any certificate or paper not required to be recorded, five dollars;	115 116
(K) (1) For making copies of any certificate or other paper filed in the office of the secretary of state, a fee not to exceed one dollar per page, except as otherwise provided in the Revised Code, and for creating and affixing the seal of the office of the secretary of state to any good standing or other certificate, five dollars. For copies of certificates or papers required by state officers for official purpose, no charge shall be made.	117 118 119 120 121 122 123 124
(2) For creating and affixing the seal of the office of the secretary of state to the certificates described in division (E) of section 1701.81, division (E) of section 1701.811, division (E) of section 1705.38, division (E) of section 1705.381, division (D) of section 1702.43, division (E) of	125 126 127 128 129

section 1775.47, division (E) of section 1775.55, division (E) 130  
of section 1776.70, division (E) of section 1776.74, division 131  
(E) of section 1782.433, or division (E) of section 1782.4310 of 132  
the Revised Code, twenty-five dollars. 133

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

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

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

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

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

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

(4) The filing of a statement of denial under section 154  
1776.34 of the Revised Code, a statement of dissociation under 155  
section 1776.57 of the Revised Code, a statement of disclaimer 156  
of general partner status under Chapter 1782. of the Revised 157  
Code, or a cancellation of disclaimer of general partner status 158

under Chapter 1782. of the Revised Code.	159
(O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;	160 161
(P) For filing a restatement under section 1705.08 or 1782.09 of the Revised Code, an amendment to a certificate of cancellation under section 1782.10 of the Revised Code, an amendment under section 1705.08 or 1782.09 of the Revised Code, or a correction under section 1705.55, 1775.61, 1775.64, 1776.12, or 1782.52 of the Revised Code, fifty dollars;	162 163 164 165 166 167
(Q) For filing for reinstatement of an entity cancelled by operation of law, by the secretary of state, by order of the department of taxation, or by order of a court, twenty-five dollars;	168 169 170 171
(R) For filing and recording any of the following:	172
(1) A change of agent, resignation of agent, or change of agent's address under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, twenty-five dollars;	173 174 175 176
(2) A multiple change of agent name or address, standardization of agent address, or resignation of agent under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, one hundred twenty-five dollars, plus three dollars per entity record being changed, by the multiple agent update.	177 178 179 180 181 182
(S) For filing and recording any of the following:	183
(1) An application for the exclusive right to use a name or an application to reserve a name for future use under section 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised	184 185 186

Code, <del>fifty-thirty-nine</del> dollars;	187
(2) A trade name or fictitious name registration or report, <del>fifty-thirty-nine</del> dollars;	188 189
(3) An application to renew any item covered by division (S) (1) or (2) of this section that is permitted to be renewed, twenty-five dollars;	190 191 192
(4) An assignment of rights for use of a name covered by division (S) (1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.	193 194 195 196 197
(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, <del>one hundred twenty-five</del> <u>ninety-nine</u> dollars; and for filing and recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars;	198 199 200 201 202 203
(U) (1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;	204 205 206
(2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.	207 208 209 210 211
(V) For filing a service of process with the secretary of state, five dollars, except as otherwise provided in any section of the Revised Code.	212 213 214



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

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

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

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

(3) "Person" includes any individual, general partnership, 240  
limited partnership, limited liability partnership, corporation, 241  
association, professional association, limited liability 242  
company, society, foundation, federation, or organization formed 243  
under the laws of this state or any other state. 244

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

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

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

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

(2) The trade name to be registered;

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

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

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

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

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

(D) Any person who does business under a fictitious name 273  
and who has not registered and does not wish to register the 274  
fictitious name as a trade name or who cannot do so because the 275  
name is not available for registration shall report the use of 276  
the fictitious name to the secretary of state, on a form 277  
prescribed by the secretary of state, setting forth all of the 278  
following: 279

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

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

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

(2) The fictitious name being used; 290

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

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

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

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

A report under this division shall be made within thirty 301  
days after the date of the first use of the fictitious name. 302

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

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

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

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

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

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

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

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

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

(5) The appointment of a designated agent and the complete address of such agent; 329  
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(6) The irrevocable consent of such corporation to service of process on such agent so long as the authority of such agent continues and to service of process upon the secretary of state in the events provided for in section 1703.19 of the Revised Code; 331  
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(7) A brief summary of the corporate purposes to be exercised within this state. 336  
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(C) (1) No such application for a license shall be accepted for filing if it appears that the name of the foreign corporation is prohibited by law or is not distinguishable upon the records in the office of the secretary of state from the name of any other corporation, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to transact business in this state, the name of a limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign, the name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or a trade name to which the exclusive right at the time in question is registered in the manner provided in Chapter 1329. of the Revised Code, unless there also is filed with the secretary of state, on a form prescribed by the secretary of state, the consent of the other entity or person to the use of the name, evidenced in a writing signed by any authorized 338  
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officer of the other entity or authorized representative of the 359  
other person owning the exclusive right to the registered trade 360  
name. 361

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

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

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

(2) Identifying and exploring employment programs; 384

(3) Improving a company's workforce; 385

(4) Hiring veterans; 386

(5) Hiring or making accommodations for employees with 387

disabilities. 388

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

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

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

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

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

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

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