

As Passed by the Senate

131st General Assembly

Regular Session

2015-2016

Sub. S. B. No. 26

Senator Obhof

Cosponsors: Senators LaRose, Jones, Peterson, Balderson, Beagle, Burke, Coley, Eklund, Faber, Gardner, Hite, Hottinger, Hughes, Jordan, Lehner, Manning, Oelslager, Patton, Sawyer, Seitz, Thomas, Uecker, Widener, Williams, Yuko

A BILL

To amend sections 111.16, 1329.01, and 1703.04 and
to enact section 6301.16 of the Revised Code to
reduce certain business filing fees charged and
collected by the Secretary of State, to specify
that Ohio-based companies are to have access to
appropriate features of the OhioMeansJobs web
site, and to remove the requirement for a date
of incorporation on a foreign corporation's
application for a license to do business in
Ohio.

1
2
3
4
5
6
7
8
9
10

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

Section 1. That sections 111.16, 1329.01, and 1703.04 be
amended and section 6301.16 of the Revised Code be enacted to
read as follows:

11
12
13

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

14
15

(A) For filing and recording articles of incorporation of
a domestic corporation, including designation of agent:

16
17

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

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

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

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

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

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

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

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

(B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation, or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application:

(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;

(2) If the domestic corporation is authorized to issue 45
shares of capital stock, fifty dollars, and in case of any 46
increase in the number of shares authorized to be issued, a 47
further sum computed in accordance with the schedule set forth 48
in division (A) (2) of this section less a credit computed in the 49
same manner for the number of shares previously authorized to be 50
issued by the corporation; provided no fee under division (B) (2) 51
of this section shall be greater than one hundred thousand 52
dollars; 53

(3) If the foreign corporation is not authorized to issue 54
any shares of capital stock, fifty dollars; 55

(4) If the foreign corporation is authorized to issue 56
shares of capital stock, fifty dollars. 57

(C) For filing and recording articles of incorporation of 58
a savings and loan association, ~~one hundred twenty five ninety-~~ 59
nine dollars; and for filing and recording a certificate of 60
amendment to or amended articles of incorporation of a savings 61
and loan association, fifty dollars; 62

(D) For filing and recording a certificate of conversion, 63
including a designation of agent, a certificate of merger, or a 64
certificate of consolidation, ~~one hundred twenty five ninety-~~ 65
nine dollars and, in the case of any new corporation resulting 66
from a consolidation or any surviving corporation that has an 67
increased number of shares authorized to be issued resulting 68
from a merger, an additional sum computed in accordance with the 69
schedule set forth in division (A) (2) of this section less a 70
credit computed in the same manner for the number of shares 71
previously authorized to be issued or represented in this state 72
by each of the corporations for which a consolidation or merger 73
is effected by the certificate; 74

(E) For filing and recording articles of incorporation of 75
a credit union or the American credit union guaranty 76
association, ~~one hundred twenty five ninety-nine~~ dollars, and 77
for filing and recording a certificate of increase in capital 78
stock or any other amendment of the articles of incorporation of 79
a credit union or the association, fifty dollars; 80

(F) For filing and recording articles of organization of a 81
limited liability company, for filing and recording an 82
application to become a registered foreign limited liability 83
company, for filing and recording a registration application to 84
become a domestic limited liability partnership, or for filing 85
and recording an application to become a registered foreign 86
limited liability partnership, ~~one hundred twenty five ninety-~~ 87
~~nine~~ dollars; 88

(G) For filing and recording a certificate of limited 89
partnership or an application for registration as a foreign 90
limited partnership, or for filing an initial statement of 91
partnership authority pursuant to section 1776.33 of the Revised 92
Code, ~~one hundred twenty five ninety-nine~~ dollars.; 93

(H) For filing a copy of papers evidencing the 94
incorporation of a municipal corporation or of annexation of 95
territory by a municipal corporation, five dollars, to be paid 96
by the municipal corporation, the petitioners therefor, or their 97
agent; 98

(I) For filing and recording any of the following: 99

(1) A license to transact business in this state by a 100
foreign corporation for profit pursuant to section 1703.04 of 101
the Revised Code or a foreign nonprofit corporation pursuant to 102
section 1703.27 of the Revised Code, ~~one hundred twenty five-~~ 103

<u>ninety-nine</u> dollars;	104
(2) A biennial report or biennial statement pursuant to section 1775.63, 1776.83, or 1785.06 of the Revised Code, twenty-five dollars;	105 106 107
(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.	108 109 110 111 112
(J) For filing any certificate or paper not required to be recorded, five dollars;	113 114
(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.	115 116 117 118 119 120 121 122
(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 section 1775.47, division (E) of section 1775.55, division (E) of section 1776.70, division (E) of section 1776.74, division (E) of section 1782.433, or division (E) of section 1782.4310 of the Revised Code, twenty-five dollars.	123 124 125 126 127 128 129 130 131
(L) For a minister's license to solemnize marriages, ten	132

dollars;	133
(M) For examining documents to be filed at a later date	134
for the purpose of advising as to the acceptability of the	135
proposed filing, fifty dollars;	136
(N) Fifty dollars for filing and recording any of the	137
following:	138
(1) A certificate of dissolution and accompanying	139
documents, or a certificate of cancellation, under section	140
1701.86, 1702.47, 1705.43, 1776.65, or 1782.10 of the Revised	141
Code;	142
(2) A notice of dissolution of a foreign licensed	143
corporation or a certificate of surrender of license by a	144
foreign licensed corporation under section 1703.17 of the	145
Revised Code;	146
(3) The withdrawal of registration of a foreign or	147
domestic limited liability partnership under section 1775.61,	148
1775.64, 1776.81, or 1776.86 of the Revised Code, or the	149
certificate of cancellation of registration of a foreign limited	150
liability company under section 1705.57 of the Revised Code;	151
(4) The filing of a statement of denial under section	152
1776.34 of the Revised Code, a statement of dissociation under	153
section 1776.57 of the Revised Code, a statement of disclaimer	154
of general partner status under Chapter 1782. of the Revised	155
Code, or a cancellation of disclaimer of general partner status	156
under Chapter 1782. of the Revised Code.	157
(O) For filing a statement of continued existence by a	158
nonprofit corporation, twenty-five dollars;	159
(P) For filing a restatement under section 1705.08 or	160

1782.09 of the Revised Code, an amendment to a certificate of 161
cancellation under section 1782.10 of the Revised Code, an 162
amendment under section 1705.08 or 1782.09 of the Revised Code, 163
or a correction under section 1705.55, 1775.61, 1775.64, 164
1776.12, or 1782.52 of the Revised Code, fifty dollars; 165

(Q) For filing for reinstatement of an entity cancelled by 166
operation of law, by the secretary of state, by order of the 167
department of taxation, or by order of a court, twenty-five 168
dollars; 169

(R) For filing and recording any of the following: 170

(1) A change of agent, resignation of agent, or change of 171
agent's address under section 1701.07, 1702.06, 1703.041, 172
1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 173
of the Revised Code, twenty-five dollars; 174

(2) A multiple change of agent name or address, 175
standardization of agent address, or resignation of agent under 176
section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 177
1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, one 178
hundred twenty-five dollars, plus three dollars per entity 179
record being changed, by the multiple agent update. 180

(S) For filing and recording any of the following: 181

(1) An application for the exclusive right to use a name 182
or an application to reserve a name for future use under section 183
1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised 184
Code, fifty-thirty-nine dollars; 185

(2) A trade name or fictitious name registration or 186
report, fifty-thirty-nine dollars; 187

(3) An application to renew any item covered by division 188

(S) (1) or (2) of this section that is permitted to be renewed, twenty-five dollars;	189 190
(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.	191 192 193 194 195
(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, one hundred twenty-five ninety-nine 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;	196 197 198 199 200 201
(U) (1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;	202 203 204
(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.	205 206 207 208 209
(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.	210 211 212
Fees specified in this section may be paid by cash, check, or money order, by credit card in accordance with section 113.40 of the Revised Code, or by an alternative payment program in accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any	213 214 215 216 217

credit card is not subject to disclosure under Chapter 149. of 218
the Revised Code. 219

Sec. 1329.01. (A) As used in sections 1329.01 to 1329.10 220
of the Revised Code: 221

(1) "Trade name" means a name used in business or trade to 222
designate the business of the user and to which the user asserts 223
a right to exclusive use. 224

(2) "Fictitious name" means a name used in business or 225
trade that is fictitious and that the user has not registered or 226
is not entitled to register as a trade name. It does not include 227
the name of record of any domestic corporation that is formed 228
under Chapter 1701. or 1702. of the Revised Code, any foreign 229
corporation that is registered pursuant to Chapter 1703. of the 230
Revised Code, any domestic or foreign limited liability company 231
that is formed under or registered pursuant to Chapter 1705. of 232
the Revised Code, any domestic or foreign limited partnership 233
that is formed under or registered pursuant to Chapter 1782. of 234
the Revised Code, or any domestic or foreign limited liability 235
partnership that is formed under or registered pursuant to 236
Chapter 1775. or 1776. of the Revised Code. 237

(3) "Person" includes any individual, general partnership, 238
limited partnership, limited liability partnership, corporation, 239
association, professional association, limited liability 240
company, society, foundation, federation, or organization formed 241
under the laws of this state or any other state. 242

(B) Subject to sections 1329.01 to 1329.10 of the Revised 243
Code, any person may register with the secretary of state, on a 244
form prescribed by the secretary of state, any trade name under 245
which the person is operating, setting forth all of the 246

following:	247
(1) The name and business address of the applicant for registration and any of the following that is applicable:	248 249
(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;	250 251 252 253
(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.	254 255 256 257
(2) The trade name to be registered;	258
(3) The general nature of the business conducted by the applicant;	259 260
(4) The length of time during which the trade name has been used by the applicant in business operations in this state.	261 262
(C) The trade name application shall be signed by the applicant or by any authorized representative of the applicant.	263 264
A single trade name may be registered upon each trade name application submitted under sections 1329.01 to 1329.10 of the Revised Code.	265 266 267
The trade name application shall be accompanied by a filing fee of fifty <u>thirty-nine</u> dollars, payable to the secretary of state.	268 269 270
(D) Any person who does business under a fictitious name and who has not registered and does not wish to register the fictitious name as a trade name or who cannot do so because the	271 272 273

name is not available for registration shall report the use of 274
the fictitious name to the secretary of state, on a form 275
prescribed by the secretary of state, setting forth all of the 276
following: 277

(1) The name and business address of the user and any of 278
the following that is applicable: 279

(a) If the user is a general partnership, the name and 280
address of at least one partner or the identifying number the 281
secretary of state assigns to the partnership pursuant to 282
section 1775.105 of the Revised Code; 283

(b) If the user is a limited partnership, a corporation, 284
professional association, limited liability company, or other 285
entity, the form of the entity and the state under whose laws it 286
was formed. 287

(2) The fictitious name being used; 288

(3) The general nature of the business conducted by the 289
user. 290

(E) The report of use of a fictitious name shall be signed 291
by the user or by any authorized representative of the user. 292

A single fictitious name may be registered upon each 293
fictitious name report submitted under sections 1329.01 to 294
1329.10 of the Revised Code. 295

The fictitious name report shall be accompanied by a 296
filing fee of ~~fifty~~thirty-nine dollars, payable to the 297
secretary of state. 298

A report under this division shall be made within thirty 299
days after the date of the first use of the fictitious name. 300

Sec. 1703.04. (A) To procure a license to transact 301
business in this state, a foreign corporation for profit shall 302
file with the secretary of state a certificate of good standing 303
or subsistence, dated not earlier than ninety days prior to the 304
filing of the application, under the seal of the secretary of 305
state, or other proper official, of the state under the laws of 306
which said corporation was incorporated, setting forth: 307

(1) The exact corporate title; 308

(2) The date of incorporation; 309

(3) The fact that the corporation is in good standing or 310
is a subsisting corporation. 311

(B) To procure such a license, such corporation also shall 312
file with the secretary of state an application in such form as 313
the secretary of state prescribes, verified by the oath of any 314
authorized officer of such corporation, setting forth, but not 315
limited to: 316

(1) The name of the corporation and, if its corporate name 317
is not available, the trade name under which it will do business 318
in this state; 319

(2) The name of the state under the laws of which it was 320
incorporated; 321

(3) The location and complete address of its principal 322
office; 323

(4) The name of the county and the municipal corporation 324
or township in which its principal office within this state, if 325
any, is to be located; 326

(5) The appointment of a designated agent and the complete 327
address of such agent; 328

(6) The irrevocable consent of such corporation to service 329
of process on such agent so long as the authority of such agent 330
continues and to service of process upon the secretary of state 331
in the events provided for in section 1703.19 of the Revised 332
Code; 333

(7) A brief summary of the corporate purposes to be 334
exercised within this state. 335

(C) (1) No such application for a license shall be accepted 336
for filing if it appears that the name of the foreign 337
corporation is prohibited by law or is not distinguishable upon 338
the records in the office of the secretary of state from the 339
name of any other corporation, whether nonprofit or for profit 340
and whether that of a domestic corporation or of a foreign 341
corporation authorized to transact business in this state, the 342
name of a limited liability company registered in the office of 343
the secretary of state pursuant to Chapter 1705. of the Revised 344
Code, whether domestic or foreign, the name of any limited 345
liability partnership registered in the office of the secretary 346
of state pursuant to Chapter 1775. or 1776. of the Revised Code, 347
whether domestic or foreign, the name of any limited partnership 348
registered in the office of the secretary of state pursuant to 349
Chapter 1782. of the Revised Code, whether domestic or foreign, 350
or a trade name to which the exclusive right at the time in 351
question is registered in the manner provided in Chapter 1329. 352
of the Revised Code, unless there also is filed with the 353
secretary of state, on a form prescribed by the secretary of 354
state, the consent of the other entity or person to the use of 355
the name, evidenced in a writing signed by any authorized 356
officer of the other entity or authorized representative of the 357
other person owning the exclusive right to the registered trade 358
name. 359

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

Sec. 6301.16. Any company based in this state and in good standing with this state shall have access to all features of the OhioMeansJobs web site, including, but not limited to, all of the following:

(A) Posting job openings and searching resumes of job applicants;

(B) Identifying and exploring employment programs;

(C) Providing access to the web site's business support center and veterans support center;

(D) Improving a company's workforce;

(E) Hiring veterans;

(F) Hiring or making accommodations for employees with disabilities.

Section 2. That existing sections 111.16, 1329.01, and 388
1703.04 of the Revised Code are hereby repealed. 389