

Stricken language would be deleted from and underlined language would be added to the law as it existed prior to this session of the General Assembly.

1 State of Arkansas  
2 86th General Assembly  
3 Regular Session, 2007  
4

# A Bill

HOUSE BILL 2392

5 By: Representative D. Johnson  
6  
7

## For An Act To Be Entitled

9 AN ACT TO ENACT THE MODEL REGISTERED AGENTS ACT;  
10 TO MAKE VARIOUS AMENDMENTS TO SIMPLIFY REGISTERED  
11 AGENTS REQUIREMENTS; AND FOR OTHER PURPOSES.  
12

## Subtitle

14 TO ENACT THE MODEL REGISTERED AGENTS ACT  
15 AND TO MAKE VARIOUS AMENDMENTS TO  
16 SIMPLIFY REGISTERED AGENTS REQUIREMENTS.  
17  
18

19 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF ARKANSAS:  
20

21 SECTION 1. Arkansas Code Title 4 is amended to add an additional  
22 chapter to read as follows:

23 CHAPTER 20 – MODEL REGISTERED AGENTS ACT

24 4-20-101. Short title.

25 This chapter may be cited as the Model Registered Agents Act.  
26

27 4-20-102. Definitions.

28 In this chapter:

29 (1) “Appointment of agent” means a statement appointing an agent  
30 for service of process filed by:

31 (A) a domestic or foreign unincorporated nonprofit  
32 association under § 4-28-510 of the Uniform Unincorporated Nonprofit  
33 Association Act; or

34 (B) a domestic entity that is not a filing entity or a  
35 nonqualified foreign entity under § 4-20-112 or a similar provision of the  
36 law under any jurisdiction.



1           (2) “Commercial registered agent” means an individual or a  
 2 domestic or foreign entity that is listed under § 4-20-106.

3           (3) “Domestic entity” means an entity whose internal affairs are  
 4 governed by the law of this state.

5           (4) “Entity” means a person that has a separate legal existence  
 6 or has the power to acquire an interest in real property in its own name  
 7 other than:

8                   (A) an individual;

9                   (B) a testamentary, inter vivos, or charitable trust, with  
 10 the exception of a business trust, statutory trust, or similar trust;

11                   (C) an association or relationship that is not a  
 12 partnership by reason of § 4-46-202(c);

13                   (D) a decedent’s estate; or

14                   (E) a public corporation, government or governmental  
 15 subdivision, agency, or instrumentality, or a quasi-governmental  
 16 instrumentality.

17           (5) “Filing entity” means an entity that is created by the  
 18 filing of a public organic document.

19           (6) “Foreign entity” means an entity other than a domestic  
 20 entity.

21           (7) “Foreign qualification document” means an application for a  
 22 certificate of authority or other foreign qualification filing with the  
 23 Secretary of State by a foreign entity.

24           (8) “Governance interest” means the right under the organic law  
 25 or organic rules of an entity, other than as a governor, agent, assignee, or  
 26 proxy, to:

27                   (A) receive or demand access to information concerning, or  
 28 the books and records of, the entity;

29                   (B) vote for the election of the governors of the entity;  
 30 or

31                   (C) receive notice of or vote on any or all issues  
 32 involving the internal affairs of the entity.

33           (9) “Governor” means a person by or under whose authority the  
 34 powers of an entity are exercised and under whose direction the business and  
 35 affairs of the entity are managed pursuant to the organic law and organic  
 36 rules of the entity.

- 1           (10) "Interest" means:
- 2           (A) a governance interest in an unincorporated entity;
- 3           (B) a transferable interest in an unincorporated entity;
- 4 or
- 5           (C) a share or membership in a corporation.
- 6           (11) "Interest holder" means a direct holder of an interest.
- 7           (12) "Jurisdiction of organization," with respect to an entity,
- 8 means the jurisdiction whose law includes the organic law of the entity.
- 9           (13) "Noncommercial registered agent" means a person that is not
- 10 listed as a commercial registered agent under § 4-20-106 and that is:
- 11           (A) an individual or a domestic or foreign entity that
- 12 serves in this state as the agent for service of process of an entity; or
- 13           (B) the individual who holds the office or other position
- 14 in an entity that is designated as the agent for service of process pursuant
- 15 to Section 5(a)(2)(B).
- 16           (14) "Nonqualified foreign entity" means a foreign entity that
- 17 is not authorized to transact business in this state pursuant to a filing
- 18 with the Secretary of State.
- 19           (15) "Nonresident LLP statement" means:
- 20           (A) a statement of qualification of a domestic limited
- 21 liability partnership that does not have an office in this state; or
- 22           (B) a statement of foreign qualification of a foreign
- 23 limited liability partnership that does not have an office in this state.
- 24           (16) "Organic law" means the statutes, if any, other than this
- 25 [act], governing the internal affairs of an entity.
- 26           (17) "Organic rules" means the public organic document and
- 27 private organic rules of an entity.
- 28           (18) "Person" means an individual, corporation, estate, trust,
- 29 partnership, limited liability company, business or similar trust,
- 30 association, joint venture, public corporation, government or governmental
- 31 subdivision, agency, or instrumentality, or any other legal or commercial
- 32 entity.
- 33           (19) "Private organic rules" mean the rules, whether or not in a
- 34 record, that govern the internal affairs of an entity, are binding on all of
- 35 its interest holders, and are not part of its public organic document, if
- 36 any.

1  
 2 (20) "Public organic document" means the public record the  
 3 filing of which creates an entity, and any amendment to or restatement of  
 4 that record.

5 (21) "Qualified foreign entity" means a foreign entity that is  
 6 authorized to transact business in this state pursuant to a filing with the  
 7 Secretary of State.

8 (22) "Record" means information that is inscribed on a tangible  
 9 medium or that is stored in an electronic or other medium and is retrievable  
 10 in perceivable form.

11 (23) "Registered agent" means a commercial registered agent or a  
 12 noncommercial registered agent.

13 (24) "Registered agent filing" means:

14 (A) the public organic document of a domestic filing  
 15 entity;

16 (B) a nonresident LLP statement;

17 (C) a foreign qualification document; or

18 (D) an appointment of agent.

19 (25) "Represented entity" means:

20 (A) a domestic filing entity;

21 (B) a domestic or qualified foreign limited liability  
 22 partnership that does not have an office in this state;

23 (C) a qualified foreign entity;

24 (D) a domestic or foreign unincorporated nonprofit  
 25 association for which an appointment of agent has been filed;

26 (E) a domestic entity that is not a filing entity for  
 27 which an appointment of agent has been filed; or

28 (F) a nonqualified foreign entity for which an appointment  
 29 of agent has been filed.

30 (26) "Sign" means, with present intent to authenticate or adopt  
 31 a record:

32 (A) to execute or adopt a tangible symbol; or

33 (B) to attach to or logically associate with the record an  
 34 electronic sound, symbol, or process.

35 (27) "Transferable interest" means the right under an entity's  
 36 organic law to receive distributions from the entity.

1           (28) "Type," with respect to an entity, means a generic form of  
2 entity:

3                   (A) recognized at common law; or

4                   (B) organized under an organic law, whether or not some  
5 entities organized under that organic law are subject to provisions of that  
6 law that create different categories of the form of entity.

7  
8           4-20-103. Fees.

9           (a) The Secretary of State shall collect the following fees when a  
10 filing is made under this chapter:

- 11                   document ..... fee
- 12                   (1) commercial registered agent listing statement ..... \$50.00
- 13                   (2) commercial registered agent termination statement .. 50.00
- 14                   (3) statement of change ..... no fee
- 15                   (4) statement of resignation ..... no fee
- 16                   (5) statement appointing an agent for service of process
- 17                   ..... no fee

18           (b) The Secretary of State shall collect the following fees for  
19 copying and certifying a copy of any document filed under this chapter:

- 20                   (1) Fifty cents (\$.50) a page for copying; and
- 21                   (2) Five dollars (\$5.00) for a certificate.

22  
23           4-20-104. Addresses in filings. Whenever this chapter requires that a  
24 filing state an address, the filing must state:

- 25                   (1) an actual street address or rural route box number in this state;
- 26 and
- 27                   (2) a mailing address in this state, if different from the address
- 28 under paragraph (1).

29  
30           4-20-105. Appointment of registered agent.

31           (a) A registered agent filing must state:

32                   (1) the name of the represented entity's commercial registered  
33 agent; or

34                   (2) if the entity does not have a commercial registered agent,  
35 the name and address of the entity's noncommercial registered agent:

36                   (A) the name and address of the entity's registered agent;

1 or

2 (B) the title of an office or other position with the  
 3 entity if service of process is to be sent to the person holding that office  
 4 or position, and the address of the business office of that person.

5 (b) The appointment of a registered agent pursuant to subsection  
 6 (a)(1) or (2) is an affirmation by the represented entity that the agent has  
 7 consented to serve as such.

8 (c) The Secretary of State shall make available in a record as soon as  
 9 practicable a daily list of filings that contain the name of a registered  
 10 agent. The list must:

11 (1) be kept available for at least 14 calendar days;

12 (2) list in alphabetical order the names of the registered  
 13 agents; and

14 (3) state the type of filing and name of the represented entity  
 15 making the filing.

16

17 4-20-106. Listing of commercial registered agent.

18 (a) An individual or a domestic or foreign entity may become listed as  
 19 a commercial registered agent by filing with the Secretary of State a  
 20 commercial registered agent listing statement signed by or on behalf of the  
 21 person which states:

22 (1) the name of the individual or the name, type, and  
 23 jurisdiction of organization of the entity;

24 (2) that the person is in the business of serving as a  
 25 commercial registered agent in this state; and

26 (3) the address of a place of business of the person in this  
 27 state to which service of process and other notice and documents being served  
 28 on or sent to entities represented by it may be delivered.

29 (b) A commercial registered agent listing statement may include the  
 30 information regarding acceptance of service of process in a record by the  
 31 commercial registered agent provided for in § 4-20-113(d).

32 (c) If the name of a person filing a commercial registered agent  
 33 listing statement is not distinguishable on the records of the Secretary of  
 34 State from the name of another commercial registered agent listed under this  
 35 section, the person must adopt a fictitious name that is so distinguishable  
 36 and use that name in its statement and when it does business in this state as

1 a commercial registered agent.

2 (d) A commercial registered agent listing statement takes effect on  
 3 filing.

4 (e) The Secretary of State shall note the filing of the commercial  
 5 registered agent listing statement in the index of filings maintained by the  
 6 Secretary of State for each entity represented by the registered agent at the  
 7 time of the filing. The statement has the effect of deleting the address of  
 8 the registered agent from the registered agent filing of each of those  
 9 entities.

10  
 11 4-20-107. Termination of listing of commercial registered agent.

12 (a) A commercial registered agent may terminate its listing as a  
 13 commercial registered agent by filing with the Secretary of State a  
 14 commercial registered agent termination statement signed by or on behalf of  
 15 the agent which states:

16 (1) the name of the agent as currently listed under § 4-20-106;  
 17 and

18 (2) that the agent is no longer in the business of serving as a  
 19 commercial registered agent in this state.

20 (b) A commercial registered agent termination statement takes effect  
 21 on the 31st day after the day on which it is filed.

22 (c) The commercial registered agent shall promptly furnish each entity  
 23 represented by it with notice in a record of the filing of the commercial  
 24 registered agent termination statement.

25 (d) When a commercial registered agent termination statement takes  
 26 effect, the registered agent ceases to be an agent for service of process on  
 27 each entity formerly represented by it. Until an entity formerly represented  
 28 by a terminated commercial registered agent appoints a new registered agent,  
 29 service of process may be made on the entity as provided in § 4-20-113.  
 30 Termination of the listing of a commercial registered agent under this  
 31 section does not affect any contractual rights a represented entity may have  
 32 against the agent or that the agent may have against the entity.

33  
 34 4-20-108. Change of registered agent by entity.

35 (a) A represented entity may change the information currently on file  
 36 under § 4-20-105(a) by filing with the Secretary of State a statement of

1 change signed on behalf of the entity which states:

2 (1) the name of the entity; and

3 (2) the information that is to be in effect as a result of the  
4 filing of the statement of change.

5 (b) The interest holders or governors of a domestic entity need not  
6 approve the filing of:

7 (1) a statement of change under this section; or

8 (2) a similar filing changing the registered agent or registered  
9 office of the entity in any other jurisdiction.

10 (c) The appointment of a registered agent pursuant to subsection (a)  
11 is an affirmation by the represented entity that the agent has consented to  
12 serve as such.

13 (d) A statement of change filed under this section takes effect on  
14 filing.

15 (e) Instead of using the procedures in this section, a represented  
16 entity may change the information currently on file under § 4-20-105(a) by  
17 amending its most recent registered agent filing in the manner provided by  
18 the laws of this state other than this chapter for amending that filing.

19  
20 4-20-109. Change of name or address by noncommercial registered agent.

21 (a) If a noncommercial registered agent changes its name, its address  
22 as currently in effect with respect to a represented entity pursuant to § 4-  
23 20-105(a), the agent shall file with the Secretary of State, with respect to  
24 each entity represented by the agent, a statement of change signed by or on  
25 behalf of the agent which states:

26 (1) the name of the entity;

27 (2) the name and address of the agent as currently in effect  
28 with respect to the entity;

29 (3) if the name of the agent has changed, its new name; and

30 (4) if the address of the agent has changed, the new address.

31 (b) A statement of change filed under this section takes effect on  
32 filing.

33 (c) A noncommercial registered agent shall promptly furnish the  
34 represented entity with notice in a record of the filing of a statement of  
35 change and the changes made by the filing.

36



1       4-20-110. Change of name, address, or type of organization by  
 2 commercial registered agent.

3       (a) If a commercial registered agent changes its name, its address as  
 4 currently listed under Section 6(a), or its type or jurisdiction of  
 5 organization, the agent shall file with the Secretary of State a statement of  
 6 change signed by or on behalf of the agent which states:

7               (1) the name of the agent as currently listed under § 4-20-  
 8 106(a);

9               (2) if the name of the agent has changed, its new name;

10              (3) if the address of the agent has changed, the new address;

11 and

12              (4) if the type or jurisdiction of organization of the agent has  
 13 changed, the new type or jurisdiction of organization.

14       (b) The filing of a statement of change under subsection (a) is  
 15 effective to change the information regarding the commercial registered agent  
 16 with respect to each entity represented by the agent.

17       (c) A statement of change filed under this section takes effect on  
 18 filing.

19       (d) A commercial registered agent shall promptly furnish each entity  
 20 represented by it with notice in a record of the filing of a statement of  
 21 change relating to the name or address of the agent and the changes made by  
 22 the filing.

23       (e) If a commercial registered agent changes its address without  
 24 filing a statement of change as required by this section, the Secretary of  
 25 State may cancel the listing of the agent under § 4-20-106. A cancellation  
 26 under this subsection has the same effect as a termination under § 4-20-107.  
 27 Promptly after canceling the listing of an agent, the Secretary of State  
 28 shall serve notice in a record in the manner provided in § 4-20-113(b) or (c)  
 29 on:

30              (1) each entity represented by the agent, stating that the agent  
 31 has ceased to be an agent for service of process on the entity and that,  
 32 until the entity appoints a new registered agent, service of process may be  
 33 made on the entity as provided in § 4-20-113; and

34              (2) the agent, stating that the listing of the agent has been  
 35 cancelled under this section.

36       (f) The Secretary of State shall note the filing of the commercial

1 registered agent change statement in the index of filings maintained by the  
 2 Secretary of State for each entity represented by the registered agent at the  
 3 time of the filing.

4  
 5 4-20-111. Resignation of registered agent.

6 (a) A registered agent may resign at any time with respect to a  
 7 represented entity by filing with the Secretary of State a statement of  
 8 resignation signed by or on behalf of the agent which states:

9 (1) the name of the entity;

10 (2) the name of the agent;

11 (3) that the agent resigns from serving as agent for service of  
 12 process for the entity; and

13 (4) the name and address of the person to which the agent will  
 14 send the notice required by subsection (c).

15 (b) A statement of resignation takes effect on the earlier of the 31st  
 16 day after the day on which it is filed or the appointment of a new registered  
 17 agent for the represented entity.

18 (c) The registered agent shall promptly furnish the represented entity  
 19 with notice in a record of the date on which a statement of resignation was  
 20 filed.

21 (d) When a statement of resignation takes effect, the registered agent  
 22 ceases to have responsibility for any matter tendered to it as agent for the  
 23 represented entity. A resignation under this section does not affect any  
 24 contractual rights the entity may have against the agent or that the agent  
 25 has against the entity.

26 (e) A registered agent may resign with respect to a represented entity  
 27 whether or not the entity is in good standing.

28  
 29 4-20-112. Appointment of agent by nonfiling or nonqualified foreign  
 30 entity.

31 (a) A domestic entity that is not a filing entity or a nonqualified  
 32 foreign entity may file with the Secretary of State a statement appointing an  
 33 agent for service of process signed on behalf of the entity which states:

34 (1) the name, type, and jurisdiction of organization of the  
 35 entity; and

36 (2) the information required by § 4-20-105(a).

1 (b) A statement appointing an agent for service of process takes  
 2 effect on filing.

3 (c) The appointment of a registered agent under this section does not  
 4 qualify a nonqualified foreign entity to do business in this state and is not  
 5 sufficient alone to create personal jurisdiction over the nonqualified  
 6 foreign entity in this state.

7 (d) A statement appointing an agent for service of process may not be  
 8 rejected for filing because the name of the entity filing the statement is  
 9 not distinguishable on the records of the Secretary of State from the name of  
 10 another entity appearing in those records. The filing of a statement  
 11 appointing an agent for service of process does not make the name of the  
 12 entity filing the statement unavailable for use by another entity.

13 (e) An entity that has filed a statement appointing an agent for  
 14 service of process may cancel the statement by filing a statement of  
 15 cancellation, which shall take effect upon filing, and must state the name of  
 16 the entity and that the entity is canceling its appointment of an agent for  
 17 service of process in this state. A statement appointing an agent for service  
 18 of process which has not been cancelled earlier is effective for a period of  
 19 five years after the date of filing.

20 (f) A statement appointing an agent for service of process for a  
 21 nonqualified foreign entity terminates automatically on the date the entity  
 22 becomes a qualified foreign entity.

23  
 24 4-20-113. Service of process on entities.

25 (a) A registered agent is an agent of the represented entity  
 26 authorized to receive service of any process, notice, or demand required or  
 27 permitted by law to be served on the entity.

28 (b) If an entity that previously filed a registered agent filing with  
 29 the Secretary of State no longer has a registered agent, or if its registered  
 30 agent cannot with reasonable diligence be served, the entity may be served by  
 31 registered or certified mail, return receipt requested, addressed to one or  
 32 more of the governors of the entity by name at its principal office in  
 33 accordance with any applicable judicial rules and procedures. The names of  
 34 the governors and the address of the principal office shall be as shown in  
 35 the most recent annual report filed with the Secretary of State. If the  
 36 entity is not required to file an annual report with the Secretary of State,

1 the names of the governors and the address of the principal office shall be  
 2 as shown in the entity's public organic document. Service is perfected under  
 3 this subsection at the earliest of:

4 (1) the date the entity receives the mail;

5 (2) the date shown on the return receipt, if signed on behalf of  
 6 the entity; or

7 (3) five days after its deposit with the United States Postal  
 8 Service, if correctly addressed and with sufficient postage.

9 (c) If process, notice, or demand cannot be served on an entity  
 10 pursuant to subsection (a) or (b), service of process may be made by handing  
 11 a copy to the manager, clerk, or other person in charge of any regular place  
 12 of business or activity of the entity if the person served is not a plaintiff  
 13 in the action.

14 (d) Service of process, notice, or demand on a registered agent must  
 15 be in the form of a written document, except that service may be made on a  
 16 commercial registered agent in such other forms of a record, and subject to  
 17 such requirements, as the agent has stated from time to time in its listing  
 18 under § 4-20-106 that it will accept.

19 (e) Service of process, notice, or demand may be perfected by any  
 20 other means prescribed by law other than this chapter.

21  
 22 4-20-114. Duties of registered agent.

23 The only duties under this chapter of a registered agent who has  
 24 complied with this chapter are:

25 (1) to forward to the represented entity at the address most  
 26 recently supplied to the agent by the entity any process, notice, or demand  
 27 that is served on the agent;

28 (2) to provide the notices required by this chapter to the  
 29 entity at the address most recently supplied to the agent by the entity;

30 (3) if the agent is a noncommercial registered agent, to keep  
 31 current the information required by § 4-20-105(a) in the most recent  
 32 registered agent filing for the entity; and

33 (4) if the agent is a commercial registered agent, to keep  
 34 current the information listed for it under § 4-20-106(a).

35  
 36 4-20-115. Jurisdiction and venue.

1 The appointment or maintenance in this state of a registered agent does  
2 not by itself create the basis for personal jurisdiction over the represented  
3 entity in this state. The address of the agent does not determine venue in an  
4 action or proceeding involving the entity.

5  
6 4-20-116. Consistency of application.

7 In applying and construing this Chapter, consideration must be given to  
8 the need to promote consistency of the law with respect to its subject matter  
9 among states that enact it.

10  
11 4-20-117. Relation to Electronic Signatures in Global and National  
12 Commerce Act.

13 This chapter modifies, limits, and supersedes the federal Electronic  
14 Signatures in Global and National Commerce Act 15 U.S.C. Section 7001, et  
15 seq., but does not modify, limit, or supersede Section 101(c) of that act (15  
16 U.S.C. Section 7001(c)) or authorize delivery of any of the notices described  
17 in Section 103(b) of that act 15 U.S.C. Section 7003(b).

18  
19 4-20-118. Savings clause.

20 This chapter does not affect an action or proceeding commenced or right  
21 accrued before the effective date of this chapter.

22  
23 SECTION 2. Arkansas Code §§ 4-26-501 – 4-26-503 are repealed.

24 ~~4-26-501. Registered office and agent required.~~

25 ~~Each corporation shall have and continuously maintain in this state:~~

26 ~~(1) A registered office which may be, but need not be, the same~~  
27 ~~as its principal place of business;~~

28 ~~(2) A registered agent, which agent may be either an individual~~  
29 ~~resident in this state whose business office is identical with such~~  
30 ~~registered office, or a domestic corporation, or a foreign corporation~~  
31 ~~authorized to transact business in this state, having a business office~~  
32 ~~identical with such registered office.~~

33  
34 ~~4-26-502. Change of office or agent — Resignation of agent.~~

35 ~~(a) A corporation may change its registered office or change its~~  
36 ~~registered agent, or both, by executing and filing, in accordance with § 4-~~

1 ~~26-1201, a statement setting forth:~~

2 ~~(1) The name of the corporation;~~

3 ~~(2) The address, including street and number, if any, of its~~  
 4 ~~then registered office;~~

5 ~~(3) If the address of its registered office has changed, the~~  
 6 ~~address, including street and number, if any, to which the registered office~~  
 7 ~~is to be changed;~~

8 ~~(4) The name of its then registered agent;~~

9 ~~(5) If its registered agent has changed, the name of its~~  
 10 ~~successor registered agent;~~

11 ~~(6) That the address of its registered office and the address of~~  
 12 ~~the business office of its registered agent, as changed, will be identical.~~

13 ~~(b)(1) The authority of the newly appointed registered agent shall be~~  
 14 ~~effective from and after the filing with the Secretary of State of the change~~  
 15 ~~notice in duplicate originals.~~

16 ~~(2) However, notices, demands, and process directed to the~~  
 17 ~~corporation may likewise be served on the predecessor registered agent until~~  
 18 ~~a duplicate original bearing the file marks of the Secretary of State of the~~  
 19 ~~change notice has also been filed with the county clerk, unless the~~  
 20 ~~registered office is located in Pulaski County, in which event no filing with~~  
 21 ~~the county clerk is required.~~

22 ~~(c)(1) In the event a registered agent for one (1) or more~~  
 23 ~~corporations changed the address of his or its business office, which office~~  
 24 ~~is the registered office of one (1) or more corporations, the registered~~  
 25 ~~office of the corporations may be changed upon the filing by the registered~~  
 26 ~~agent in the office of the Secretary of State of a statement setting forth:~~

27 ~~(A) The name of the registered agent;~~

28 ~~(B) The address of the business office of the registered~~  
 29 ~~agent before the change;~~

30 ~~(C) The address of the business office of the registered~~  
 31 ~~agent after the change;~~

32 ~~(D) The names of the corporations which have designated~~  
 33 ~~the agent as their registered agent and which have their registered office at~~  
 34 ~~the business office of the registered agent;~~

35 ~~(E) That notice in writing of the change has been mailed~~  
 36 ~~by the registered agent to each of these corporations;~~

1                   ~~(F) That the address of the registered office of each of~~  
 2 ~~these corporations and the address of the business office of the registered~~  
 3 ~~agent, as changed, will be identical.~~

4                   ~~(2) The statement shall be executed in duplicate by the~~  
 5 ~~registered agent in his individual name; but, if the agent is a corporation,~~  
 6 ~~domestic or foreign, it shall be executed and verified by its president or a~~  
 7 ~~vice president and by its secretary or an assistant secretary.~~

8                   ~~(3) The statement so executed in duplicate shall be delivered to~~  
 9 ~~the Secretary of State.~~

10                   ~~(4) If the Secretary of State finds that it conforms to law,~~  
 11 ~~then upon the payment of the fees required under this chapter, he shall~~  
 12 ~~endorse upon each of the duplicates tendered for filing, over his signature~~  
 13 ~~and official seal, the word "FILED" followed by the date of the filing.~~

14                   ~~(5) The change of address of the registered office shall become~~  
 15 ~~effective upon the filing of the statement by the Secretary of State.~~

16                   ~~(6) The Secretary of State shall retain in his files one (1)~~  
 17 ~~executed copy of the statement, which shall be the ribbon copy of the~~  
 18 ~~document if typewritten, and he shall attach to the other filed copy a~~  
 19 ~~certificate stating that the instrument is an executed counterpart of a~~  
 20 ~~statement filed in his office, giving date of the filing, and return the~~  
 21 ~~other copy to the registered agent.~~

22                   ~~(7) If the new location of the registered office is situated in~~  
 23 ~~any county other than Pulaski County, the executed counterpart of the~~  
 24 ~~statement filed with the Secretary of State, with his certificate annexed~~  
 25 ~~thereto, shall be filed for record within sixty (60) days after the date of~~  
 26 ~~its filing with the Secretary of State in the office of the county clerk of~~  
 27 ~~the county wherein the registered office is newly located. After recording~~  
 28 ~~the statement, the county clerk shall return the statement to the registered~~  
 29 ~~agent.~~

30                   ~~(d)(1) Any registered agent of a corporation may resign as agent by~~  
 31 ~~executing a written resignation in duplicate and filing both counterparts~~  
 32 ~~with the Secretary of State, one (1) of which shall be promptly mailed or~~  
 33 ~~delivered by the Secretary of State to the corporation.~~

34                   ~~(2) The corporation, thereupon, shall designate a substituted~~  
 35 ~~registered agent as provided in subsection (a) of this section.~~

36                   ~~(3) However, if the corporation fails to file the designation in~~

1 the county, other than Pulaski County, where it has its registered office,  
 2 any process served upon the resigning agent shall, despite his resignation,  
 3 be as effective as if he had not resigned.

4  
 5 ~~4-26-503. Service of process on corporation.~~

6 ~~(a)(1) The registered agent so appointed by a corporation shall be an~~  
 7 ~~agent of the corporation upon whom any process, notice, or demand required or~~  
 8 ~~permitted by law to be served upon the corporation may be served.~~

9 ~~(2) Service of any process, notice, or demand upon a corporate~~  
 10 ~~registered agent, as agent, may be had by delivering a copy of the process,~~  
 11 ~~notice, or demand to the registered agent, president, the secretary, or an~~  
 12 ~~assistant secretary of the corporate registered agent.~~

13 ~~(b)(1) Whenever a corporation fails to appoint or maintain a~~  
 14 ~~registered agent in this state or whenever its registered agent cannot with~~  
 15 ~~reasonable diligence be found at the registered office, or if, after notice~~  
 16 ~~of the resignation of a registered agent, it fails to appoint a substituted~~  
 17 ~~registered agent, then the Secretary of State shall be an agent of the~~  
 18 ~~corporation upon whom any process, notice, or demand may be served.~~

19 ~~(2) Service on the Secretary of State of any process, notice, or~~  
 20 ~~demand shall be made by delivering to and leaving with him, or with any clerk~~  
 21 ~~having charge of the corporation department of his office, duplicate copies~~  
 22 ~~of the process, notice, or demand.~~

23 ~~(3) In the event any process, notice, or demand is served on the~~  
 24 ~~Secretary of State, he shall immediately cause one (1) of the copies to be~~  
 25 ~~forwarded by registered mail, addressed to the corporation at its registered~~  
 26 ~~office.~~

27 ~~(4) Any service so had on the Secretary of State shall be~~  
 28 ~~returnable in not less than thirty (30) days.~~

29 ~~(5) The Secretary of State shall keep a record of all processes,~~  
 30 ~~notices, and demands served upon him under this section and shall record~~  
 31 ~~therein the time of such service and his action with reference thereto.~~

32 ~~(c) Nothing herein contained shall limit or affect the right to serve~~  
 33 ~~any process, notice, or demand required or permitted by law to be served upon~~  
 34 ~~a corporation in any other manner now or hereafter permitted by law.~~

35  
 36 SECTION 3. Arkansas Code § 4-27-122(a), concerning document filing



1 fees, is amended to read as follows:

2 (a) The Secretary of State shall collect the following fees when  
3 the documents described in this subsection are delivered to him or her for  
4 filing:

DOCUMENT .....	FEE
(1) Articles of incorporation .....	\$ 50.00
(2) Application for use of indistinguishable name .....	No fee
(3) Application for reserved name .....	25.00
(4) Notice of transfer of reserved name .....	25.00
(5) Application for registered name .....	50.00
(6) Application for renewal of registered name .....	25.00
<del>(7) Corporation's statement of change of registered agent or</del> <del>registered office or both .....</del>	<del>25.00</del>
<del>(8) Agent's statement of change of registered office for each</del> <del>affected corporation not to exceed a total of .....</del>	<del>125.00</del>
<del>(9) Agent's statement of resignation .....</del>	<del>No fee</del>
<del>(10)(7) Amendment of articles of incorporation .....</del>	<del>50.00</del>
<del>(11)(8) Restatement of articles of incorporation with amendment</del> <del>of articles .....</del>	<del>100.00</del>
<del>(12)(9) Articles of merger or share exchange .....</del>	<del>100.00</del>
<del>(13)(10) Articles of dissolution .....</del>	<del>50.00</del>
<del>(14)(11) Articles of revocation of dissolution .....</del>	<del>150.00</del>
<del>(15)(12) Certificate of administrative dissolution .....</del>	<del>No fee</del>
<del>(16)(13) Application for reinstatement following administrative</del> <del>dissolution .....</del>	<del>50.00</del>
<del>(17)(14) Certificate of reinstatement .....</del>	<del>No fee</del>
<del>(18)(15) Certificate of judicial dissolution .....</del>	<del>No fee</del>
<del>(19)(16) Application for certificate of authority .....</del>	<del>300.00</del>
<del>(20)(17) Application for amended certificate of authority</del> <del>.....</del>	<del>300.00</del>
<del>(21)(18) Application for certificate of withdrawal ... ..</del>	<del>300.00</del>
<del>(22)(19) Certificate of revocation of authority to transact</del> <del>business .....</del>	<del>No fee</del>
<del>(23)(20) Articles of correction .....</del>	<del>30.00</del>
<del>(24)(21) Application for certificate of existence or</del> <del>authorization .....</del>	<del>15.00</del>



1 shares of each class, and a statement of the par value of the shares of each  
 2 such class or that such shares are without par value;

3 (3) ~~the street address of the corporation's initial registered~~  
 4 ~~office and the name of its initial registered agent at that office~~ the  
 5 information required by § 4-20-105(a);

6 (4) the name and address of each incorporator; and

7 (5) the primary purpose or purposes for which the corporation is  
 8 organized, which is provided to the Secretary of State for informational  
 9 purposes and shall not, unless specifically stated in the articles of  
 10 incorporation, limit the broad purposes provided in § 4-27-301.

11  
 12 SECTION 7. Arkansas Code §§ 4-27-501 – 4-27-504 are repealed.

13 ~~4-27-501. Registered office and registered agent.~~

14 ~~Each corporation must continuously maintain in this state:~~

15 ~~(1) a registered office that may be the same as any of its~~  
 16 ~~places of business; and~~

17 ~~(2) a registered agent, who may be:~~

18 ~~(i) an individual who resides in this state and~~  
 19 ~~whose business office is identical with the registered office;~~

20 ~~(ii) a domestic corporation or not for profit~~  
 21 ~~domestic corporation whose business office is identical with the registered~~  
 22 ~~office; or~~

23 ~~(iii) a foreign corporation or not for profit~~  
 24 ~~foreign corporation authorized to transact business in this state whose~~  
 25 ~~business office is identical with the registered office.~~

26  
 27 ~~4-27-502. Change of registered office or registered agent.~~

28 ~~(a) A corporation may change its registered office or registered agent~~  
 29 ~~by delivering to the Secretary of State for filing a statement of change that~~  
 30 ~~sets forth:~~

31 ~~(1) the name of the corporation;~~

32 ~~(2) the street address of its current registered office;~~

33 ~~(3) if the current registered office is to be changed, the~~  
 34 ~~street address of the new registered office;~~

35 ~~(4) the name of its current registered agent;~~

36 ~~(5) if the current registered agent is to be changed, the name~~

1 of the new registered agent and the new agent's written consent (either on  
 2 the statement or attached to it) to the appointment; and

3           (6) that after the change or changes are made, the street  
 4 addresses of its registered office and the business office of its registered  
 5 agent will be identical.

6           (b) If a registered agent changes the street address of his business  
 7 office, he may change the street address of the registered office of any  
 8 corporation for which he is the registered agent by notifying the corporation  
 9 in writing of the change and signing (either manually or in facsimile) and  
 10 delivering to the Secretary of State for filing a statement that complies  
 11 with the requirements of subsection (a) of this section and recites that the  
 12 corporation has been notified of the change.

13  
 14           4-27-503. Resignation of registered agent.

15           A. A registered agent may resign his agency appointment by signing and  
 16 delivering to the Secretary of State for filing the signed original and two  
 17 (2) exact or conformed copies of a statement of resignation. The statement  
 18 may include a statement that the registered office is also discontinued.

19           B. After filing the statement, the Secretary of State shall mail one  
 20 (1) copy to the registered office (if not discontinued) and the other copy to  
 21 the corporation at its principal office.

22           C. The agency appointment is terminated, and the registered office  
 23 discontinued if so provided, on the thirty first day after the date on which  
 24 the statement was filed.

25  
 26           4-27-504. Service on corporation.

27           (a) A corporation's registered agent is the corporation's agent for  
 28 service of process, notice, or demand required or permitted by law to be  
 29 served on the corporation.

30           (b) If a corporation has no registered agent, or the agent cannot,  
 31 with reasonable diligence be served, the corporation may be served by  
 32 registered or certified mail, return receipt requested, addressed to the  
 33 secretary of the corporation at its principal office.

34           (c) This section does not prescribe the only means, or necessarily the  
 35 required means, of serving a corporation.

36           (d) If a corporation has no registered agent, or the agent cannot,

1 with reasonable due diligence, be served and service has been attempted and  
 2 failed under subsection B. of this section, service of process, notice, or  
 3 demand required or permitted by law to be served on the corporation may be  
 4 made upon any corporation with twenty five (25) or less locations by physical  
 5 personal service on any officer of the corporation at any location of the  
 6 corporation.

7 (e) ~~Subsection (d) of this section shall not apply to public~~  
 8 ~~utilities.~~

9  
 10 SECTION 8. Arkansas Code § 4-27-703(a), concerning a court-ordered  
 11 meeting of a corporation, is amended to read as follows:

12 (a) The circuit court of the county where a corporation's principal  
 13 office ~~(or, if none in this state, its registered office)~~ is located or the  
 14 Pulaski County Circuit Court, if the corporation does not have a principal  
 15 office in this state, may summarily order a meeting to be held:

16 (1) on application of any shareholder of the corporation  
 17 entitled to participate in an annual meeting if an annual meeting was not  
 18 held within the earlier of six (6) months after the end of the corporation's  
 19 fiscal year or fifteen (15) months after its last annual meeting; or

20 (2) on application of a shareholder who signed a demand for a  
 21 special meeting valid under § 4-27-702, if:

22 (i) notice of the special meeting was not given  
 23 within thirty (30) days after the date the demand was delivered to the  
 24 corporation's secretary; or

25 (ii) the special meeting was not held in accordance  
 26 with the notice.

27  
 28 SECTION 9. Arkansas Code § 4-27-720(d), concerning court-ordered  
 29 access to shareholders' list, is amended to read as follows:

30 (d) If the corporation refuses to allow a shareholder, his or her  
 31 agent, or attorney to inspect the shareholders' list before or at the meeting  
 32 ~~(or copy the list as permitted by subsection (b) of this section),~~ the  
 33 circuit court of the county where a corporation's principal office ~~(or, if~~  
 34 ~~none in this state, its registered office)~~ is located or the Pulaski County  
 35 Circuit Court, if the corporation does not have a principal office in this  
 36 state, on application of the shareholder, may summarily order the inspection

1 or copying at the corporation's expense and may postpone the meeting for  
 2 which the list was prepared until the inspection or copying is complete.

3  
 4 SECTION 10. Arkansas Code § 4-27-809(a), concerning the removal of a  
 5 director of a corporation, is amended to read as follows:

6 (a) The circuit court of the county where a corporation's principal  
 7 office ~~(or, if none in this state, its registered office)~~ is located or the  
 8 Pulaski County Circuit Court, if the corporation does not have a principal  
 9 office in this state, may remove a director of the corporation from office in  
 10 a proceeding commenced either by the corporation or by its shareholder  
 11 holding at least ten percent (10%) of the outstanding shares of any class if  
 12 the court finds that:

13 (1) ~~the~~ The director engaged in fraudulent or dishonest conduct,  
 14 or gross abuse of authority or discretion, with respect to the corporation;  
 15 and

16 (2) ~~removal~~ Removal is in the best interest of the corporation.

17  
 18 SECTION 11. Arkansas Code § 4-27-1002 is amended to read as follows:  
 19 4-27-1002. Amendment by board of directors.

20 Unless the articles of incorporation provide otherwise, a corporation's  
 21 board of directors may adopt one (1) or more amendments to the corporation's  
 22 articles of incorporation without shareholder action:

23 (1) to extend the duration of the corporation if it was  
 24 incorporated at a time when limited duration was required by law;

25 (2) to delete the names and addresses of the initial directors;

26 (3) ~~to delete the name and address of the initial registered~~  
 27 ~~agent or registered office, if a statement of change is on file with the~~  
 28 ~~Secretary of State~~ to change the information required by § 4-20-105(a);

29 (4) to change each issued and unissued authorized share of an  
 30 outstanding class into a greater number of whole shares if the corporation  
 31 has only shares of that class outstanding;

32 (5) to change the corporate name by substituting the word  
 33 "corporation", "incorporated", "company", "limited", or the abbreviation  
 34 "corp.", "inc.", "co.", or "ltd.", for a similar word or abbreviation in the  
 35 name, or by adding, deleting, or changing a geographical attribution for the  
 36 name; or

1 (6) to make any other change expressly permitted by this chapter  
 2 to be made without shareholder action.

3  
 4 SECTION 12. Arkansas Code § 4-27-1107(b), concerning a foreign  
 5 corporation, is amended to read as follows:

6 (b) Upon the merger or share exchange taking effect, the surviving  
 7 foreign corporation of a merger and the acquiring foreign corporation of a  
 8 share exchange is deemed:

9 (1) to ~~appoint the Secretary of State as its agent for~~ agree  
 10 that service of process in a proceeding to enforce any obligation or the  
 11 rights of dissenting shareholders of each domestic corporation party to the  
 12 merger or share exchange may be made in the manner provided in § 4-20-113;  
 13 and

14 (2) to agree that it will promptly pay to the dissenting  
 15 shareholders of each domestic corporation party to the merger or share  
 16 exchange the amount, if any, to which they are entitled under § 4-27-1301 et  
 17 seq.

18  
 19 SECTION 13. Arkansas Code § 4-27-1330(b), concerning judicial  
 20 appraisal, is amended to read as follows:

21 (b) The corporation shall commence the proceeding in the circuit court  
 22 of the county where the corporation's principal office ~~(or, if none in this~~  
 23 ~~state, its registered office)~~ is located or the Pulaski County Circuit Court  
 24 if the corporation does not have a principal office in this state. If the  
 25 corporation is a foreign corporation ~~without a registered office in this~~  
 26 ~~state,~~ it shall commence the proceeding in the county in this state where the  
 27 ~~registered~~ principal office of the domestic corporation merged with or whose  
 28 shares were acquired by the foreign corporation was located.

29  
 30 SECTION 14. Arkansas Code § 4-27-1407(b), concerning notice by  
 31 publication, is amended to read as follows:

32 (b) The notice must:

33 (1) be published one (1) time in a newspaper of general  
 34 circulation in the county where the dissolved corporation's principal office  
 35 ~~(or, if none in this state, its registered office);~~ is or was last located or  
 36 in a newspaper of general circulation in Pulaski County if the corporation

1 did not have a principal office in this state;

2 (2) describe the information that must be included in a claim  
3 and provide a mailing address where the claim may be sent; and

4 (3) state that a claim against the corporation will be barred  
5 unless a proceeding to enforce the claim is commenced within five (5) years  
6 after the publication of the notice.

7  
8 SECTION 15. Arkansas Code § 4-27-1420 is amended to read as follows:  
9 4-27-1420. Grounds for administrative dissolution.

10 The Secretary of State may commence a proceeding under § 4-27-1421 to  
11 administratively dissolve a corporation if:

12 (1) the corporation does not pay within sixty (60) days after  
13 they are due any franchise taxes or penalties imposed by this chapter or  
14 other law;

15 (2) the corporation does not deliver its annual franchise tax  
16 report to the Secretary of State within sixty (60) days after it is due;

17 (3) the corporation is without a registered agent ~~or registered~~  
18 ~~office~~ in this state for sixty (60) days or more;

19 (4) the corporation does not notify the Secretary of State  
20 within sixty (60) days that its registered agent ~~or registered office~~ has  
21 been changed, or ~~that its registered agent~~ has resigned, ~~or that its~~  
22 ~~registered office has been discontinued~~; or

23 (5) the corporation's period of duration stated in its articles  
24 of incorporation expires.

25  
26 SECTION 16. Arkansas Code § 4-27-1421 is amended to read as follows:  
27 4-27-1421. Procedure for and effect of administrative dissolution.

28 (a) If the Secretary of State determines that one (1) or more grounds  
29 exist under § 4-27-1420 for dissolving a corporation, he or she shall serve  
30 the corporation with written notice of his or her determination ~~under § 4-27-~~  
31 ~~504.~~

32 (b) If the corporation does not correct each ground for dissolution or  
33 demonstrate to the reasonable satisfaction of the Secretary of State that  
34 each ground determined by the Secretary of State does not exist within sixty  
35 (60) days after service of the notice is perfected ~~under § 4-27-504~~, the  
36 Secretary of State shall administratively dissolve the corporation by signing



1 a certificate of dissolution that recites the ground or grounds for  
 2 dissolution and its effective date. The Secretary of State shall file the  
 3 original of the certificate and serve a copy on the corporation ~~under § 4-27-~~  
 4 ~~504.~~

5 (c) A corporation administratively dissolved continues its corporate  
 6 existence but may not carry on any business except that necessary to wind up  
 7 and liquidate its business and affairs under § 4-27-1405 and notify claimants  
 8 under §§ 4-27-1406 and 4-27-1407.

9 (d) The administrative dissolution of a corporation does not terminate  
 10 the authority of its registered agent.

11  
 12 SECTION 17. Arkansas Code § 4-27-1422(b), concerning reinstatement of  
 13 articles of incorporation, is amended to read as follows:

14 (b) If the Secretary of State determines that the application contains  
 15 the information required by subsection (a) of this section and that the  
 16 information is correct, he or she shall cancel the certificate of dissolution  
 17 and prepare a certificate of reinstatement that recites his or her  
 18 determination and the effective date of reinstatement, file the original of  
 19 the certificate, and serve a copy on the corporation ~~under § 4-27-504.~~

20  
 21 SECTION 18. Arkansas Code § 4-27-1423(a), concerning an appeal from a  
 22 denial of reinstatement, is amended to read as follows:

23 (a) If the Secretary of State denies a corporation's application for  
 24 reinstatement following administrative dissolution, he or she shall serve the  
 25 corporation ~~under § 4-27-504~~ with a written notice that explains the reason  
 26 or reasons for denial.

27  
 28 SECTION 19. Arkansas Code § 4-27-1431(a), concerning venue in a  
 29 dissolution proceeding, is amended to read as follows:

30 (a) Venue for a proceeding by the Attorney General to dissolve a  
 31 corporation lies in the Pulaski County Circuit Court. Venue for a proceeding  
 32 brought by any other party named in § 4-27-1430 lies in the county where a  
 33 corporation's principal office ~~(or, if none in this state, its registered~~  
 34 ~~office)~~ is or was last located or the Pulaski County Circuit Court if the  
 35 corporation does not have a principal office in this state.

1 SECTION 20. Arkansas Code § 4-27-1503(a), concerning an application  
 2 for a certificate of authority, is amended to read as follows:

3 (a) A foreign corporation may apply for a certificate of authority to  
 4 transact business in this state by delivering an application to the Secretary  
 5 of State for filing. The application must set forth:

6 (1) the name of the foreign corporation or, if its name is  
 7 unavailable for use in this state, a corporate name that satisfies the  
 8 requirements of § 4-27-1506;

9 (2) the name of the state or country under whose law it is  
 10 incorporated;

11 (3) its date of incorporation and period of duration;

12 (4) the street address of its principal office;

13 (5) ~~the address of its registered office in this state and the~~  
 14 ~~name of its registered agent at that office~~ the information required by § 4-  
 15 20-105(a); and

16 (6) the number and par value, if any, of shares of the  
 17 corporation's capital stock owned or to be owned by residents of this state.

18  
 19 SECTION 21. Arkansas Code § 4-27-1504(a), concerning a foreign  
 20 corporation's amended certificate, is amended to read as follows:

21 (a) A foreign corporation authorized to transact business in this state  
 22 must obtain an amended certificate of authority from the Secretary of State  
 23 if it changes:

24 (1) its corporate name;

25 (2) the period of its duration; ~~or~~

26 (3) any of the information required by § 4-20-105(a); or

27 (4) the state or country of its incorporation.

28  
 29 SECTION 22. Arkansas Code § 4-27-1507 – 4-27-1509 are repealed.

30 ~~4-27-1507. Registered office and registered agent of foreign~~  
 31 ~~corporation.~~

32 ~~Each foreign corporation authorized to transact business in this state~~  
 33 ~~must continuously maintain in this state:~~

34 ~~(1) a registered office that may be the same as any of its~~  
 35 ~~places of business; and~~

36 ~~(2) a registered agent, who may be:~~

1                   ~~(i)—an individual who resides in this state and~~  
 2 ~~whose business office is identical with the registered office;~~  
 3                   ~~(ii)—a domestic corporation or not for profit~~  
 4 ~~corporation whose business office is identical with the registered office; or~~  
 5                   ~~(iii)—a foreign corporation or foreign not for-~~  
 6 ~~profit corporation authorized to transact business in this state whose~~  
 7 ~~business office is identical with the registered office.~~

8  
 9           ~~4-27-1508. Change of registered office or registered agent of foreign~~  
 10 ~~corporation.~~

11           ~~(a)—A foreign corporation authorized to transact business in this~~  
 12 ~~state may change its registered office or registered agent by delivering to~~  
 13 ~~the Secretary of State for filing a statement of change that sets forth:~~

- 14                   ~~(1)—its name;~~
- 15                   ~~(2)—the street address of its current registered office;~~
- 16                   ~~(3)—if the current registered office is to be changed, the~~  
 17 ~~street address of its new registered office;~~
- 18                   ~~(4)—the name of its current registered agent;~~
- 19                   ~~(5)—if the current registered agent is to be changed, the name~~  
 20 ~~of its new registered agent and the new agent's written consent (either on~~  
 21 ~~the statement or attached to it) to the appointment; and~~
- 22                   ~~(6)—that after the change or changes are made, the street~~  
 23 ~~addresses of its registered office and the business office of its registered~~  
 24 ~~agent will be identical.~~

25           ~~(b)—If a registered agent changes the street address of his business~~  
 26 ~~office, he may change the street address of the registered office of any~~  
 27 ~~foreign corporation for which he is the registered agent by notifying the~~  
 28 ~~corporation in writing of the change and signing (either manually or in~~  
 29 ~~faesimile) and delivering to the Secretary of State for filing a statement of~~  
 30 ~~change that complies with the requirements of subsection (a) of this section~~  
 31 ~~and recites that the corporation has been notified of the change.~~

32  
 33           ~~4-27-1509. Resignation of registered agent of foreign corporation.~~

34           ~~(a)—The registered agent of a foreign corporation may resign his~~  
 35 ~~agency appointment by signing and delivering to the Secretary of State for~~  
 36 ~~filing the original and two (2) exact or conformed copies of a statement of~~

1 ~~resignation. The statement of resignation may include a statement that the~~  
 2 ~~registered office is also discontinued.~~

3 ~~(b) After filing the statement, the Secretary of State shall attach~~  
 4 ~~the filing receipt to one (1) copy and mail the copy and receipt to the~~  
 5 ~~registered office if not discontinued. The Secretary of State shall mail the~~  
 6 ~~other copy to the foreign corporation at its principal office address shown~~  
 7 ~~in its most recent annual franchise tax report.~~

8 ~~(c) The agency appointment is terminated, and the registered office~~  
 9 ~~discontinued if so provided, on the thirty first day after the date on which~~  
 10 ~~the statement was filed.~~

11  
 12 SECTION 23. Arkansas Code § 4-27-1530 is amended to read as follows:  
 13 4-27-1530. Grounds for revocation.

14 The Secretary of State may commence a proceeding under § 4-27-1531 to  
 15 revoke the certificate of authority of a foreign corporation authorized to  
 16 transact business in this state if:

17 (1) the foreign corporation does not deliver its annual franchise  
 18 tax report to the Secretary of State within sixty (60) days after it is due;

19 (2) the foreign corporation does not pay within sixty (60) days  
 20 after they are due any franchise taxes or penalties imposed by this chapter  
 21 or other law;

22 (3) the foreign corporation is without a registered agent ~~or~~  
 23 ~~registered office~~ in this state for sixty (60) days or more;

24 (4) the foreign corporation does not file an appropriate notice  
 25 with inform the Secretary of State ~~under § 4-27-1508 or § 4-27-1509 that its~~  
 26 ~~registered agent or registered office has changed, that its registered agent~~  
 27 ~~has resigned, or that its registered office has been discontinued~~ within  
 28 sixty (60) days of the change, or resignation, or discontinuance of the  
 29 foreign corporation's registered agent;

30 (5) an incorporator, director, officer, or agent of the foreign  
 31 corporation signed a document he or she knew was false in any material  
 32 respect with intent that the document be delivered to the Secretary of State  
 33 for filing;

34 (6) the Secretary of State receives a duly authenticated  
 35 certificate from the ~~secretary of state~~ Secretary of State or other official  
 36 having custody of corporate records in the state or country under whose law

1 the foreign corporation is incorporated stating that it has been dissolved or  
 2 disappeared as the result of a merger.

3  
 4 SECTION 24. Arkansas Code § 4-27-1604 is amended to read as follows:  
 5 4-27-1604. Court-ordered inspection.

6 (a) If a corporation does not allow a shareholder who complies with §  
 7 4-27-1602(a) to inspect and copy any records required by that subsection to  
 8 be available for inspection, the circuit court of the county where the  
 9 corporation's principal office ~~(or, if none in this state, its registered~~  
 10 ~~office)~~ is located or the Pulaski County Circuit Court if the corporation  
 11 does not have a principal office in this state may summarily order inspection  
 12 and copying of the records demanded at the corporation's expense upon  
 13 application of the shareholder.

14 (b) If a corporation does not within a reasonable time allow a  
 15 shareholder to inspect and copy any other record, the shareholder who  
 16 complies with § 4-27-1602(b) and (c) may apply to the circuit court in the  
 17 county where the corporation's principal office ~~(or, if none in this state,~~  
 18 ~~its registered office)~~ is located or the Pulaski County Circuit Court, if the  
 19 corporation does not have a principal office in this state, for an order to  
 20 permit inspection and copying of the records demanded. The court shall  
 21 dispose of an application under this subsection on an expedited basis.

22 (c) If the court orders inspection and copying of the records  
 23 demanded, it shall also order the corporation to pay the shareholder's costs  
 24 (including reasonable counsel fees) incurred to obtain the order unless the  
 25 corporation proves that it refused inspection in good faith because it had a  
 26 reasonable basis for doubt about the right of the shareholder to inspect the  
 27 records demanded.

28 (d) If the court orders inspection and copying of the records  
 29 demanded, it may impose reasonable restrictions on the use or distribution of  
 30 the records by the demanding shareholder.

31  
 32 SECTION 25. Arkansas Code § 4-27-1622(a), concerning the annual  
 33 franchise tax report, is amended to read as follows:

34 (a) Each domestic corporation, and each foreign corporation authorized  
 35 to transact business in this state, shall deliver to the Secretary of State  
 36 for filing an annual franchise tax report that sets forth:

1 (1) the name of the corporation ~~and the state or country under~~  
2 ~~whose law it is incorporated;~~

3 (2) ~~the address of its registered office and the name of its~~  
4 ~~registered agent at that office in this state~~ the jurisdiction under which  
5 the corporation is incorporated;

6 (3) the information required by § 4-20-105(a);

7 ~~(3)(4)~~ the address of its principal office, wherever it is  
8 located;

9 ~~(4)(5)~~ the names and business addresses of its directors and  
10 principal officers;

11 (5) ~~a brief description of the nature of its business;~~

12 (6) the total number of authorized shares, itemized by class and  
13 series, if any, within each class;

14 (7) the total number of issued and outstanding shares, itemized  
15 by class and series, if any, within each class; and

16 (8) such other information as the Secretary of State may specify  
17 in a form promulgated pursuant to § ~~4-27-121A~~ 4-27-121(a).

18  
19 SECTION 26. Arkansas Code § 4-27-1705 is amended to read as follows:  
20 4-27-1705. Fees.

21 The fees chargeable by the Secretary of State for services under § 4-  
22 26-101 et seq. shall be as follows:

23 (1) Articles of incorporation ..... \$ 50.00

24 (2) Amendment to articles of incorporation ..... 50.00

25 (3) Articles of merger or consolidation ..... 100.00

26 ~~(4) Corporation's statement of registered agent or office, or~~  
27 ~~both ..... 25.00~~

28 ~~(5) Agent's statement of change of registered office/agent~~  
29 ~~for each affected corporation not to exceed a total of ..... 200.00~~

30 ~~(6)(4)~~ Application for fictitious name ..... 25.00

31 ~~(7)(5)~~ Application for reserved name ..... 25.00

32 ~~(8)(6)~~ For any other filing under this chapter with annexed  
33 certificate ..... 25.00

34 ~~(9)(7)~~ For any certificate pursuant to § 4-26-106 or § 4-26-207  
35 or any other certificate ..... 25.00

36 ~~(10)(8)~~ For furnishing a certified copy of any document, fifty

1 cents (50¢) per page and five dollars (\$5.00) for the certificate thereto  
2           ~~(11)~~(9) For receiving service of process on behalf of a  
3 corporation ..... 25.00  
4           ~~(12)~~(10) For receiving service of process on behalf of  
5 individuals ..... 10.00  
6

7           SECTION 27. Arkansas Code § 4-28-510 is amended to read as follows:  
8           4-28-510. Appointment of agent to receive service of process.

9           (a) A nonprofit association may file in the office of the Secretary of  
10 State a statement appointing an agent authorized to receive service of  
11 process.

12           (b) A statement appointing an agent must set forth:

- 13                   (1) the name of the nonprofit association;
- 14                   (2) the federal tax identification number, if any, of the  
15 nonprofit association;
- 16                   (3) the address in this State, including the street address, if  
17 any, of the nonprofit association, or, if the nonprofit association does not  
18 have an address in this State, its address out of State; and

19                   (4) ~~the name of the person in this State authorized to receive~~  
20 ~~service of process and the person's address, including the street address, in~~  
21 ~~this State~~ the information required by § 4-20-105(a).

22           (c) A statement appointing an agent or a statement amending or  
23 canceling a previous statement shall ~~must~~ be signed ~~and acknowledged~~ by a  
24 person authorized to manage the affairs of the nonprofit association. ~~The~~  
25 ~~statement must also be signed and acknowledged by the person appointed agent,~~  
26 ~~who thereby accepts the appointment. The appointed agent may resign by filing~~  
27 ~~a resignation in the office of the Secretary of State and giving notice to~~  
28 ~~the nonprofit association.~~

29           ~~(d) A filing officer may collect a fee for filing a statement~~  
30 ~~appointing an agent to receive service of process, an amendment, a~~  
31 ~~cancellation, or a resignation in the amount charged for filing similar~~  
32 ~~documents.~~

33           ~~(e) An amendment to or cancellation of a statement appointing an agent~~  
34 ~~to receive service of process must meet the requirements for execution of an~~  
35 ~~original statement.~~

SECTION 28. Arkansas Code § 4-31-402(b), concerning the information required to be filed with the Secretary of State by a foreign business trust, is amended to read as follows:

(b) Any foreign business trust desiring to transact business in this state shall deliver to the Secretary of State:

(1) A form provided by the Secretary of State's office or an executed copy of the articles, declaration of trust, or trust agreement by which the trust was created and all amendments thereto, or a true copy thereof certified to be such by a trustee of the trust before a notary or by a public official of another state territory or country in whose office an executed copy thereof is on file;

(2) A verified list of the names, residences, and post office addresses of its trustees;

(3) An affidavit setting forth its assumed business name, if any; and

(4) A foreign business trust shall deliver to the Secretary of State the location of its principal office, ~~the name of its registered agent for service~~ the information required by § 4-20-105(a), and its irrevocable consent to service of process duly signed by a majority of its trustees to bind the business trust by such irrevocable consent.

SECTION 29. Arkansas Code § 4-31-406(a), concerning filing fees for a foreign business trust, is amended to read as follows:

(a) The Secretary of State shall collect the following fees when the documents described in this subsection are delivered to him or her for filing:

DOCUMENT	FEE
(1) Articles of business trust .....	\$300.00
(2) <del>Business trust's statement of change of registered agent or registered office or both</del> .....	<del>25.00</del>
(3) <del>Agent's statement of resignation</del> .....	No fee
(4) Amendment of articles of business trust .....	300.00
(3) Articles of merger .....	100.00
(4) Articles of dissolution .....	300.00
(5) Application for amended certificate of authority .....	300.00





1 ~~of evidence that the new registered agent has accepted appointment pursuant~~  
 2 ~~to subsection (b) of this section.~~

3 ~~(e) A registered agent of a limited liability company may resign as~~  
 4 ~~registered agent by delivering a written notice of resignation, executed in~~  
 5 ~~duplicate, to the Secretary of State. The Secretary of State shall mail a~~  
 6 ~~copy of the notice to the limited liability company at its registered office.~~  
 7 ~~The appointment of the registered agent terminates thirty (30) days after~~  
 8 ~~receipt of the notice by the Secretary of State or on the appointment of a~~  
 9 ~~successor registered agent, whichever occurs first.~~

10 ~~(f) If a registered agent changes its address to another place in this~~  
 11 ~~state, it may change the address by delivering a statement to the Secretary~~  
 12 ~~of State as required by subsection (e) of this section, except that the~~  
 13 ~~statement need be signed only by the registered agent. The statement shall~~  
 14 ~~recite that a copy of it has been mailed to the limited liability company.~~

15  
 16 SECTION 31. Arkansas Code § 4-32-107 is repealed.

17 ~~4-32-107. Service of process.~~

18 ~~(a) Service of legal process, notice, or demand required or permitted~~  
 19 ~~by law to be served upon any domestic or foreign limited liability company~~  
 20 ~~shall be made on the registered agent of the domestic or foreign limited~~  
 21 ~~liability company in the State of Arkansas, as provided by law.~~

22 ~~(b) In cases where legal process cannot by due diligence serve the~~  
 23 ~~process in any manner provided for by subsection (a) of this section, it~~  
 24 ~~shall be lawful to serve the process against a domestic or foreign limited~~  
 25 ~~liability company upon the Secretary of State, and such service shall be as~~  
 26 ~~effectual for all intents and purposes as if made in any of the ways provided~~  
 27 ~~for in subsection (a) of this section. In the event that service is effected~~  
 28 ~~through the Secretary of State in accordance with this subsection, the~~  
 29 ~~Secretary of State shall forthwith notify the domestic or foreign limited~~  
 30 ~~liability company by letter, certified mail, return receipt requested,~~  
 31 ~~directed to the domestic or foreign limited liability company at its address~~  
 32 ~~as it appears on the records relating to such limited liability company on~~  
 33 ~~file with the Secretary of State or, if no such address appears, at its last~~  
 34 ~~registered office. Such letter shall enclose a copy of the process and any~~  
 35 ~~other papers served on the Secretary of State pursuant to this subsection.~~  
 36 ~~It shall be the duty of the plaintiff in the event of such service to serve~~

~~process and any other papers in duplicate, to notify the Secretary of State that service is being effected pursuant to this subsection, and to pay the Secretary of State the sum of twenty five dollars (\$25.00) for the use of the State of Arkansas, which sum shall be taxed as part of the costs in the proceeding if the plaintiff shall prevail therein. The Secretary of State shall maintain an alphabetical record of any such service setting forth the name of the plaintiff and defendant, the title, docket number and nature of the proceeding in which process has been served upon him or her, the fact that service has been effected pursuant to this subsection, the return date thereof, and the day and hour when the service was made. The Secretary of State shall not be required to retain such information for a period longer than five (5) years from his or her receipt of the service of process.~~

~~(c) Nothing contained in this section limits or affects the rights to serve process in any other manner now or hereafter provided by law. These provisions are an extension of and not a limitation upon rights otherwise existing for service of legal process upon nonresidents.~~

SECTION 32. Arkansas Code § 4-32-202 is amended to read as follows:  
4-32-202. Articles of organization.

The articles of organization shall set forth:

(1) A name for the limited liability company that satisfies the requirements of § 4-32-103;

~~(2) The address of the registered office and the name and business residence, or mailing address of the registered agent required to be maintained by § 4-32-105~~ The information required by § 4-20-105(a); and

(3) If management of the limited liability company is vested in a manager or managers, a statement to that effect.

SECTION 33. Arkansas Code § 4-32-908(b), concerning claims against a dissolved limited liability company, is amended to read as follows:

(b) The notice must:

(1) Be published once in a newspaper of general circulation in the county where the limited liability company's principal office is located or, ~~if none in this state, its registered office is located~~ in a newspaper of general circulation in Pulaski County if the company does not have a principal office in this state;

1 (2) Describe the information that must be included in a claim and  
 2 provide a mailing address where the claim may be sent; and

3 (3) State that a claim against the limited liability company will  
 4 be barred unless a proceeding to enforce the claim is commenced within the  
 5 earlier of five (5) years after the publication of the notice or the  
 6 expiration of the applicable period of limitations otherwise provided under  
 7 law.

8  
 9 SECTION 34. Arkansas Code § 4-32-1002 is amended to read as follows:  
 10 4-32-1002. Registration.

11 Before transacting business in this state, a foreign limited liability  
 12 company shall register with the Secretary of State by submitting to the  
 13 Secretary of State an original signed copy of an application for registration  
 14 as a foreign limited liability company, together with a duplicate copy that  
 15 may be either a signed, photocopied, or conformed copy, executed by a person  
 16 with authority to do so under the laws of the state or other jurisdiction of  
 17 its formation. The application shall set forth:

18 (1) The name of the foreign limited liability company and, if  
 19 different, the name under which it proposes to transact business in this  
 20 state;

21 (2) The state or other jurisdiction where formed and the date of  
 22 its formation;

23 (3) ~~The name and address of a registered agent for service of~~  
 24 ~~process required to be maintained by § 4-32-105~~ The information required by  
 25 4-20-105(a);

26 (4) A statement that the Secretary of State is appointed the  
 27 agent of the foreign limited liability company for service of process if the  
 28 foreign limited liability company fails to appoint or maintain a registered  
 29 agent in satisfaction of the requirements of ~~§ 4-32-105~~ § 4-20-105(a);

30 (5) The address of the office required to be maintained in the  
 31 state or other jurisdiction of its formation by the laws of that state or  
 32 jurisdiction or, if not so required, of the principal office of the foreign  
 33 limited liability company; and

34 (6) A statement evidencing that the foreign limited liability  
 35 company is a "foreign limited liability company" as defined in § 4-32-102(5).  
 36

SECTION 35. Arkansas Code § 4-32-1301 is amended to read as follows:  
4-32-1301. Filing, service, and copying fees.

(a) The Secretary of State shall collect the following fees when the documents described in this subsection are delivered to him or her for filing:

DOCUMENT	FEE
(1) Articles of organization .....	\$ 50.00
(2) Application for use of indistinguishable name .....	25.00
(3) Application for reserved name .....	25.00
(4) Notice of transfer of reserved name .....	25.00
<del>(5) Statement of change of registered agent or registered office or both .....</del>	<del>25.00</del>
<del>(6) Agent's statement of change of registered office for each affected limited liability company not to exceed a total of .....</del>	<del>125.00</del>
<del>(7) Agent's statement of resignation .....</del>	<del>25.00</del>
<del>(8)</del> (5) Amendment of articles of organization .....	25.00
<del>(9)</del> (6) Restatement of articles of organization with amendment of articles of organization .....	25.00
<del>(10)</del> (7) Articles of merger or share exchange .....	50.00
<del>(11)</del> (8) Articles of dissolution .....	50.00
<del>(12)</del> (9) Certificate of judicial dissolution .....	No fee
<del>(13)</del> (10) Application for certificate of authority by foreign limited liability company .....	300.00
<del>(14)</del> (11) Application for amended certificate of authority by foreign limited liability company .....	300.00
<del>(15)</del> (12) Application for certificate of withdrawal by foreign limited liability company .....	25.00
<del>(16)</del> (13) Certificate of revocation of authority to transact business .....	No fee
<del>(17)</del> (14) Articles of correction .....	30.00
<del>(18)</del> (15) Application for certificate of existence or authorization by domestic limited liability company .....	15.00
<del>(19)</del> (16) Any other document required or permitted to be filed by this chapter .....	25.00

(b) The Secretary of State shall collect a fee of twenty-five dollars (\$25.00) each time process is served on him or her under this chapter. The

1 party to a proceeding causing service of process is entitled to recover this  
2 fee as costs if he or she prevails in the proceeding.

3 (c) The Secretary of State shall collect the following fees for copying  
4 and certifying the copy of any filed document relating to a domestic or  
5 foreign limited liability company:

- 6 (1) Fifty cents (50¢) a page for copying; and
- 7 (2) Five dollars (\$5.00) for the certificate.

8 (d) The Secretary of State shall collect the following fees when the  
9 documents described in this subsection are delivered to him or her by  
10 electronic means:

DOCUMENT	FEE	PROCESSING FEE
11 (1) Articles of organization for domestic limited liability		
12 company .....	\$ 40.00 . . . . .	\$ 5.00
13		
14 (2) Certificate of amendment to articles of organization for a		
15 domestic limited liability company .....	\$ 18.50 . . . . .	\$ 4.00
16		
17 <del>(3) Notice of change of registered office or agent or both for</del>		
18 <del>limited liability company .....</del>	<del>\$ 18.50 . . . . .</del>	<del>\$ 4.00</del>
19		
20 <del>(4)</del> Application for reservation of limited liability company		
21 name.....	\$ 18.50 . . . . .	\$ 4.00
22		
23 <del>(5)</del> Application for certificate of registration of foreign		
24 limited liability company .....	\$258.00 . . . . .	\$12.00
25		
26 <del>(6)</del> Application for amended certificate of authority by		
27 foreign limited liability company .....	\$258.00 . . . . .	\$12.00
28		
29 <del>(7)</del> Application for fictitious name for foreign limited		
30 liability company .....	\$ 18.50 . . . . .	\$ 4.00

31 electronic filing is:

- 32 (A) Four dollars (\$4.00) for processing fee when filing
- 33 fee is \$0 to \$50;
- 34 (B) Five dollars (\$5.00) for processing fee when filing
- 35 fee is \$51 to \$99;
- 36 (C) Ten dollars (\$10.00) for processing fee when filing
- fee is \$100 to \$299; and
- (D) Twelve dollars (\$12.00) for processing fee when filing

1 fee is \$300 or more.

2

3 SECTION 36. Arkansas Code § 4-33-122(a), concerning filing, service,  
4 and copying fees, is amended to read as follows:

5 (a) The Secretary of State shall collect the following fees when the  
6 documents described in this subsection are delivered for filing:

7 DOCUMENT	8 FEE
9 (1) Articles of incorporation	\$ 50.00
10 (2) Application for use of indistinguishable name	No fee
11 (3) Application for reserved name	25.00
12 (4) Notice of transfer of reserved name	25.00
13 (5) Application for registered name	50.00
14 (6) Application for renewal of registered name	25.00
15 <del>(7) Corporation's statement of change of registered agent or</del>	
16 <del>registered office or both</del>	<del>25.00</del>
17 <del>(8) Agent's statement of change of registered office for each</del>	
18 <del>affected corporation not to exceed a total of</del>	<del>125.00</del>
19 <del>(9) Agent's statement of resignation</del>	<del>No</del>
20 fee	
21 <del>(10)</del> <u>(7)</u> Amendment of articles of incorporation	50.00
22 <del>(11)</del> <u>(8)</u> Restatement of articles of incorporation with amendment	
23 of articles	100.00
24 <del>(12)</del> <u>(9)</u> Articles of merger	100.00
25 <del>(13)</del> <u>(10)</u> Articles of dissolution	50.00
26 <del>(14)</del> <u>(11)</u> Articles of revocation of dissolution	150.00
27 <del>(15)</del> <u>(12)</u> Certificate of administrative dissolution	No fee
28 <del>(16)</del> <u>(13)</u> Application for reinstatement following administrative	
dissolution	50.00
29 <del>(17)</del> <u>(14)</u> Certificate of reinstatement	No fee
30 <del>(18)</del> <u>(15)</u> Certificate of judicial dissolution	No fee
31 <del>(19)</del> <u>(16)</u> Application for certificate of authority	300.00
32 <del>(20)</del> <u>(17)</u> Application for amended certificate of authority	300.00
33 <del>(21)</del> <u>(18)</u> Application for certificate of withdrawal	300.00
34 <del>(22)</del> <u>(19)</u> Certificate of revocation of authority to transact	
35 business	No fee
36 <del>(23)</del> <u>(20)</u> Articles of correction	30.00

1           ~~(24)~~(21) Application for certificate of existence or  
2 authorization 15.00

3           ~~(25)~~(22) Any other document required or permitted to be filed  
4 by this chapter 25.00

5

6           SECTION 37. Arkansas Code § 4-33-125(b), concerning filing duties, is  
7 amended to read as follows:

8           (b) The Secretary of State files a document by stamping or otherwise  
9 endorsing "Filed," together with the Secretary of State's name and official  
10 title and the date and time of receipt, on both the original and the document  
11 copy and on the receipt for the filing fee. After filing a document, except  
12 as provided in ~~§ § 4-33-503 and §~~ 4-33-1510, the Secretary of State shall  
13 deliver the document copy, with the filing fee receipt (or acknowledgement of  
14 receipt if no fee is required) attached, to the domestic or foreign  
15 corporation or its representative.

16

17           SECTION 38. Arkansas Code § 4-33-126(a), concerning an appeal from a  
18 refusal to file a document, is amended to read as follows:

19           (a) If the Secretary of State refuses to file a document delivered for  
20 filing to the Secretary of State's office, the domestic or foreign  
21 corporation may appeal the refusal to the circuit court in the county where  
22 the corporation's principal office is located, or ~~if there is none in this~~  
23 ~~state, its registered office, is or will be located~~ the Pulaski County  
24 Circuit Court if the corporation does not have a principal office in this  
25 state. The appeal is commenced by petitioning the court to compel filing the  
26 document and by attaching to the petition the document and the Secretary of  
27 State's explanation of the refusal to file.

28

29           SECTION 39. Arkansas Code § 4-33-202(a), concerning an article of  
30 incorporation, is amended to read as follows:

31           (a) The articles of incorporation must set forth:

32                   (1) a corporate name for the corporation that satisfies the  
33 requirements of § 4-33-401;

34                   (2) one (1) of the following statements:

35                           (i) this corporation is a public benefit corporation;

36                           (ii) this corporation is a mutual benefit corporation; ~~and~~



1 or

2 (iii) this corporation is a religious corporation.

3 (3) ~~the street address of the corporation's initial registered~~  
 4 ~~office and the name of its initial registered agent at that office~~ the  
 5 information required by § 4-20-105(a);

6 (4) the name and address of each incorporator;

7 (5) whether or not the corporation will have members; and

8 (6) provisions not inconsistent with law regarding the  
 9 distribution of assets on dissolution.

10  
 11 SECTION 40. Arkansas Code § 4-33-501 – 4-33-504 are repealed.

12 ~~4-33-501. Registered office and registered agent.~~

13 ~~Each corporation must continuously maintain in this state:~~

14 ~~(1)—a registered office with the same address as that of the~~  
 15 ~~registered agent; and~~

16 ~~(2)—a registered agent, who may be:~~

17 ~~(i)—an individual who resides in this state and~~  
 18 ~~whose office is identical with the registered office;~~

19 ~~(ii)—a domestic business or nonprofit corporation~~  
 20 ~~whose office is identical with the registered office; or~~

21 ~~(iii)—a foreign business or nonprofit corporation~~  
 22 ~~authorized to transact business in this state whose office is identical with~~  
 23 ~~the registered office.~~

24  
 25 ~~4-33-502. Change of registered office or registered agent.~~

26 ~~(a)—A corporation may change its registered office or registered agent~~  
 27 ~~by delivering to the Secretary of State for filing a statement of change that~~  
 28 ~~sets forth:~~

29 ~~(1)—the name of the corporation;~~

30 ~~(2)—the street address of its current registered office;~~

31 ~~(3)—if the current registered office is to be changed, the~~  
 32 ~~street address of the new registered office;~~

33 ~~(4)—the name of its current registered agent;~~

34 ~~(5)—if the current registered agent is to be changed, the name~~  
 35 ~~of the new registered agent and the new agent's written consent (either on~~  
 36 ~~the statement or attached to it) to the appointment; and~~

1           ~~(6) that after the change or changes are made, the street~~  
 2 ~~addresses of its registered office and the office of its registered agent~~  
 3 ~~will be identical.~~

4           ~~(b) If the street address of a registered agent's office is changed,~~  
 5 ~~the registered agent may change the street address of the registered office~~  
 6 ~~of any corporation for which the registered agent is the registered agent by~~  
 7 ~~notifying the corporation in writing of the change and by signing (either~~  
 8 ~~manually or in facsimile) and delivering to the Secretary of State for filing~~  
 9 ~~a statement that complies with the requirements of subsection (a) of this~~  
 10 ~~section and recites that the corporation has been notified of the change.~~

11  
 12           ~~4-33-503. Resignation of registered agent.~~

13           ~~(a) A registered agent may resign as registered agent by signing and~~  
 14 ~~delivering to the Secretary of State the original and two (2) exact or~~  
 15 ~~conformed copies of a statement of resignation. The statement may include a~~  
 16 ~~statement that the registered office is also discontinued.~~

17           ~~(b) After filing the statement the Secretary of State shall mail one~~  
 18 ~~copy to the registered office (if not discontinued) and the other copy to the~~  
 19 ~~corporation at its principal office, if known. Service is perfected under~~  
 20 ~~this subsection on the earliest of:~~

21                     ~~(1) the date the corporation receives the mail;~~

22                     ~~(2) the date shown on the return receipt, if signed on behalf of~~  
 23 ~~the corporation; or~~

24                     ~~(3) five (5) days after its deposit in the United States mail,~~  
 25 ~~if mailed and correctly addressed with first class postage affixed.~~

26           ~~(c) The agency appointment is terminated, and the registered office~~  
 27 ~~discontinued if so provided, on the thirty first day after the date on which~~  
 28 ~~the statement was filed.~~

29  
 30           ~~4-33-504. Service on corporation.~~

31           ~~(a) A corporation's registered agent is the corporation's agent for~~  
 32 ~~service of process, notice, or demand required or permitted by law to be~~  
 33 ~~served on the corporation.~~

34           ~~(b) If a corporation has no registered agent, or the agent cannot with~~  
 35 ~~reasonable diligence be served, the corporation may be served by registered~~  
 36 ~~or certified mail, return receipt requested, addressed to the secretary of~~

~~the corporation at its principal office, if known, and such service is perfected under this section on the earliest of:~~

~~(1) the date the corporation receives the mail;~~

~~(2) the date shown on the return receipt, if signed on behalf of the corporation; or~~

~~(3) five (5) days after its deposit in the United States mail, if mailed and correctly addressed with first class postage affixed.~~

~~(c) This section does not prescribe the only means, or necessarily the required means, of serving a corporation.~~

SECTION 41. Arkansas Code § 4-33-703(a), concerning a court-ordered meeting, is amended to read as follows:

(a) The circuit court of the county where a corporation's principal office ~~(or, if none in this state, its registered office)~~ is located or the Pulaski County Circuit Court, if the corporation does not have a principal office in this state, may summarily order a meeting to be held:

(1) on application of any member or other person entitled to participate in an annual or regular meeting, if an annual meeting was not held within the earlier of six (6) months after the end of the corporation's fiscal year or fifteen (15) months after its last annual meeting; or

(2) on application of any member or other person entitled to participate in a regular meeting, if a regular meeting is not held within forty (40) days after the date it was required to be held; or

(3) on application of a member who signed a demand for a special meeting valid under § 4-33-702 or a person or persons entitled to call a special meeting, if:

(i) notice of the special meeting was not given within thirty (30) days after the date the demand was delivered to a corporate officer; or

(ii) the special meeting was not held in accordance with the notice.

SECTION 42. Arkansas Code § 4-33-1002(a), concerning an amendment to articles of incorporation, is amended to read:

(a) Unless the articles provide otherwise, a corporation's board of directors may adopt one (1) or more amendments to the corporation's articles

1 without member approval:

2 (1) to extend the duration of the corporation if it was  
 3 incorporated at a time when limited duration was required by law;

4 (2) to delete the names and addresses of the initial directors;

5 (3) ~~to delete the name and address of the initial registered~~  
 6 ~~agent or registered office, if a statement of change is on file with the~~  
 7 ~~Secretary of State~~ to change the information required by § 4-20-105(a);

8 (4) to change the corporate name by substituting the word  
 9 "corporation," "incorporated," "company," "limited," or the abbreviation  
 10 "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the  
 11 name, or by adding, deleting or changing a geographical attribution to the  
 12 name; or

13 (5) to make any other change expressly permitted by this chapter  
 14 to be made by director action.

15

16 SECTION 43. Arkansas Code § 4-33-1106(b), concerning a merger with a  
 17 foreign corporation, is amended to read as follows:

18 (b) Upon the merger taking effect, the surviving foreign business or  
 19 nonprofit corporation ~~is deemed to have irrevocably appointed the Secretary~~  
 20 ~~of State as its agent for service of process~~ may be served with process in  
 21 any proceeding brought against it as provided in § 4-20-113.

22

23 SECTION 44. Arkansas Code § 4-33-1408(b), concerning the publication  
 24 of a notice of claims by a dissolved corporation, is amended to read as  
 25 follows:

26 (b) The notice must:

27 (1) be published one (1) time in a newspaper of general  
 28 circulation in the county where the corporation's principal office ~~(or, if~~  
 29 ~~none in this state, its registered office)~~ is or was last located or in a  
 30 newspaper of general circulation in Pulaski County if the corporation does  
 31 not have a principal office in this state;

32 (2) describe the information that must be included in a claim  
 33 and provide a mailing address where the claim may be sent; and

34 (3) state that a claim against the corporation will be barred  
 35 unless a proceeding to enforce the claim is commenced within one (1) year  
 36 after publication of the notice.

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SECTION 45. Arkansas Code § 4-33-1420 is amended to read as follows:  
4-33-1420. Grounds for administrative dissolution.

The Secretary of State may commence a proceeding under § 4-33-1421 to administratively dissolve a corporation if:

(1) the corporation does not pay within sixty (60) days after they are due any taxes or penalties imposed by this chapter;

(2) the corporation is without a registered agent ~~or registered office~~ in this state for one hundred twenty (120) days or more;

(3) the corporation does not notify the Secretary of State within one hundred twenty (120) days that its registered agent ~~or registered office~~ has been changed, or that its registered agent has resigned, or that its registered office has been discontinued; or

(4) the corporation's period of duration, if any, stated in its articles of incorporation expires.

SECTION 46. Arkansas Code § 4-33-1421 is amended to read as follows:  
4-33-1421. Procedure for and effect of administrative dissolution.

(a) Upon determining that one (1) or more grounds exist under § 4-33-1420 for dissolving a corporation, the Secretary of State shall serve the corporation with written notice of that determination ~~under § 4-33-504~~.

(b) If the corporation does not correct each ground for dissolution or demonstrate to the reasonable satisfaction of the Secretary of State that each ground determined by the Secretary of State does not exist within at least sixty (60) days after service of the notice is perfected ~~under § 4-33-504~~, the Secretary of State may administratively dissolve the corporation by signing a certificate of dissolution that recites the ground or grounds for dissolution and its effective date. The Secretary of State shall file the original of the certificate and serve a copy on the corporation ~~under § 4-33-504~~.

(c) A corporation administratively dissolved continues its corporate existence but may not carry on any activities except those necessary to wind up and liquidate its affairs under § 4-33-1406 and notify its claimants under §§ 4-33-1407 and 4-33-1408.

(d) The administrative dissolution of a corporation does not terminate the authority of its registered agent.

1  
 2 SECTION 47. Arkansas Code § 4-33-1422(b), concerning reinstatement, is  
 3 amended to read as follows:

4 (b) If the Secretary of State determines that the application contains  
 5 the information required by subsection (a) of this section and that the  
 6 information is correct, the Secretary of State shall cancel the certificate  
 7 of dissolution and prepare a certificate of reinstatement reciting that  
 8 determination and the effective date of reinstatement, file the original of  
 9 the certificate, and serve a copy on the corporation ~~under § 4-33-504~~.

10  
 11 SECTION 48. Arkansas Code § 4-33-1423(a), concerning appeal from a  
 12 denial of reinstatement, is amended to read as follows:

13 (a) The Secretary of State, upon denying a corporation's application  
 14 for reinstatement following administrative dissolution, shall serve the  
 15 corporation ~~under § 4-33-504~~ with a written notice that explains the reasons  
 16 for denial.

17  
 18 SECTION 49. Arkansas Code § 4-33-1431(a), concerning judicial  
 19 dissolution, is amended to read as follows:

20 (a) Venue for a proceeding by the Attorney General to dissolve a  
 21 corporation lies in the Circuit Court of Pulaski County. Venue for a  
 22 proceeding brought by any other party named in § 4-33-1430 lies in the  
 23 circuit court of the county where a corporation's principal office ~~(or, if~~  
 24 ~~none in this state, its registered office)~~ is or was last located or the  
 25 Pulaski County Circuit Court if the corporation does not have a principal  
 26 office in this state.

27  
 28 SECTION 50. Arkansas Code § 4-33-1503(a), concerning an application  
 29 for a certificate of authority, is amended to read as follows:

30 (a) A foreign corporation may apply for a certificate of authority to  
 31 transact business in this state by delivering an application to the Secretary  
 32 of State. The application must set forth:

33 (1) the name of the foreign corporation or, if its name is  
 34 unavailable for use in this state, a corporate name that satisfies the  
 35 requirements of § 4-33-1506;

36 (2) the name of the state or country under whose law it is

1 incorporated;

2 (3) the date of incorporation and period of duration;

3 (4) the street address of its principal office;

4 (5) ~~the address of its registered office in this state and the~~  
 5 ~~name of its registered agent at that office~~ the information required by § 4-  
 6 20-105(a);

7 (6) the names and usual business or home addresses of its  
 8 current directors and officers;

9 (7) whether the foreign corporation has members; and

10 (8) whether the corporation, if it had been incorporated in this  
 11 state, would be a public benefit, mutual benefit or religious corporation.

12

13 SECTION 51. Arkansas Code § 4-33-1504(a), concerning the name of a  
 14 foreign corporation, is amended to read as follows as follows:

15 (a) A foreign corporation authorized to transact business in this state  
 16 must obtain an amended certificate of authority from the Secretary of State  
 17 if it changes:

18 (1) its corporate name;

19 (2) the period of its duration; ~~or~~

20 (3) any of the information required by § 4-20-105(a); or

21 (4) the state or country of its incorporation.

22

23 SECTION 52. Arkansas Code § 4-42-705(d) and (e), concerning the notice  
 24 that a foreign registered limited liability partnership shall file with the  
 25 Secretary of State, are amended to read as follows:

26 (d) Before transacting business in this state, a foreign registered  
 27 limited liability partnership shall file a notice with the Secretary of  
 28 State, on such forms as the Secretary of State shall provide, stating the  
 29 name of the partnership, the jurisdiction the laws of which govern its  
 30 partnership agreement and under which it is registered as a limited liability  
 31 partnership, the address of its principal office, if the partnership's  
 32 principal office is not located in this state, ~~the address of a registered~~  
 33 ~~office and the name and address of a registered agent for service of process~~  
 34 ~~in this state~~ the information required by § 4-20-105(a), a brief statement of  
 35 the business in which the partnership engages, any other information that the  
 36 partnership determines to include, and a statement that the partnership is a

1 registered limited liability partnership. Such notice shall be accompanied by  
 2 a fee of three hundred dollars (\$300). Such notice shall be effective until  
 3 withdrawn or cancelled. The filing of such notice with the Secretary of State  
 4 shall make it unnecessary to file any other documents under § 4-70-201 et  
 5 seq.

6 (e) A foreign registered limited liability partnership shall file an  
 7 amended notice within ninety (90) days of a change in its name, ~~or its~~  
 8 registered office, or ~~in the name or address of the registered agent~~ any of  
 9 the information required by § 4-20-105(a). The amended notice shall be  
 10 accompanied by a fee of fifty dollars ~~(\$50)~~ (\$50.00).

11  
 12 SECTION 53. Arkansas Code § 4-46-1001(c), concerning the statement of  
 13 a limited liability partnership, is amended to read as follows:

14 (c) After the approval required by subsection (b) of this section, a  
 15 partnership may become a limited liability partnership by filing a statement  
 16 of qualification. The statement must contain:

17 (1) the name of the partnership;

18 (2) the street address of the partnership's chief executive  
 19 office and, if different, the street address of an office in this State, if  
 20 any;

21 (3) if there is no office in this State, ~~the name and street~~  
 22 ~~address of the partnership's agent for service of process who must be an~~  
 23 ~~individual resident of this State or any other person authorized to do~~  
 24 ~~business in this State~~ the information required by § 4-20-105(a);

25 (4) a statement that the partnership elects to be a limited  
 26 liability partnership; and

27 (5) a deferred effective date, if any.

28  
 29 SECTION 54. Arkansas Code § 4-46-1003(a), concerning the annual report  
 30 of a limited liability partnership, is amended to read as follows:

31 (a) A limited liability partnership, and a foreign limited liability  
 32 partnership authorized to transact business in this State, shall file an  
 33 annual report in the office of the Secretary of State which contains:

34 (1) the name of the limited liability partnership and the state  
 35 or other jurisdiction under whose laws the foreign limited liability  
 36 partnership is formed;



1 (2) the current street address of the partnership's chief  
 2 executive office and, if different, the current street address of an office  
 3 in this State, if any; and

4 (3) if there is no current office in this State, the ~~name and~~  
 5 ~~street address of the partnership's current agent for service of process who~~  
 6 ~~must be an individual resident of this State or any other person authorized~~  
 7 ~~to do business in this State~~ information required by § 4-20-105(a).

8  
 9 SECTION 55. Arkansas Code § 4-46-1102(a), concerning the statement of  
 10 a foreign limited liability partnership, is amended to read as follows:

11 (a) Before transacting business in this State, a foreign limited  
 12 liability partnership must file a statement of foreign qualification. The  
 13 statement must contain:

14 (1) the name of the foreign limited liability partnership which  
 15 satisfies the requirements of the State or other jurisdiction under whose  
 16 laws it is formed and ends with "Registered Limited Liability Partnership",  
 17 "Limited Liability Partnership", "R.L.L.P.", "L.L.P.", "RLLP," or "LLP";

18 (2) the street address of the partnership's chief executive  
 19 office ~~and, if different, the street address of an office in this State, if~~  
 20 ~~any;~~

21 (3) ~~if there is no office in this State, the name and street~~  
 22 ~~address of the partnership's agent for service of process who must be an~~  
 23 ~~individual resident of this State or any other person authorized to do~~  
 24 ~~business in this State~~ the information required by § 4-20-105(a); and

25 (4) a deferred effective date, if any.

26  
 27 SECTION 56. Arkansas Code § 4-47-102, as added by Act 15 of 2007, is  
 28 amended to read as follows:

29 4-47-102. Definitions.

30 In this chapter:

31 (1) "Certificate of limited partnership" means the certificate  
 32 required by § 4-47-201. The term includes the certificate as amended or  
 33 restated.

34 (2) "Contribution", except in the phrase "right of contribution,"  
 35 means any benefit provided by a person to a limited partnership in order to  
 36 become a partner or in the person's capacity as a partner.

1 (3) "Debtor in bankruptcy" means a person that is the subject of:

2 (A) an order for relief under Title 11 of the United States Code  
 3 or a comparable order under a successor statute of general application; or

4 (B) a comparable order under federal, state, or foreign law  
 5 governing insolvency.

6 ~~(4) "Designated office" means:~~

7 ~~(A) with respect to a limited partnership, the office that the~~  
 8 ~~limited partnership is required to designate and maintain under § 4-47-12~~  
 9 ~~114; and~~

10 ~~(B) with respect to a foreign limited partnership, its principal~~  
 11 ~~office.~~

12 ~~(5)~~(4) "Distribution" means a transfer of money or other property from  
 13 a limited partnership to a partner in the partner's capacity as a partner or  
 14 to a transferee on account of a transferable interest owned by the  
 15 transferee.

16 ~~(6)~~(5) "Foreign limited liability limited partnership" means a foreign  
 17 limited partnership whose general partners have limited liability for the  
 18 obligations of the foreign limited partnership under a provision similar to §  
 19 4-47-404(c).

20 ~~(7)~~(6) "Foreign limited partnership" means a partnership formed under  
 21 the laws of a jurisdiction other than this State and required by those laws  
 22 to have one or more general partners and one or more limited partners. The  
 23 term includes a foreign limited liability limited partnership.

24 ~~(8)~~(7) "General partner" means:

25 (A) with respect to a limited partnership, a person that:

26 (i) becomes a general partner under § 4-47-401; or

27 (ii) was a general partner in a limited partnership when  
 28 the limited partnership became subject to this chapter under § 4-47-1206(a)  
 29 or (b); and

30 (B) with respect to a foreign limited partnership, a person that  
 31 has rights, powers, and obligations similar to those of a general partner in  
 32 a limited partnership.

33 ~~(9)~~(8) "Limited liability limited partnership", except in the phrase  
 34 "foreign limited liability limited partnership", means a limited partnership  
 35 whose certificate of limited partnership states that the limited partnership  
 36 is a limited liability limited partnership.

~~(10)~~(9) “Limited partner” means:

(A) with respect to a limited partnership, a person that:

(i) becomes a limited partner under § 4-47-301; or

(ii) was a limited partner in a limited partnership when the limited partnership became subject to this chapter under § 4-47-1206(a) or (b); and

(B) with respect to a foreign limited partnership, a person that has rights, powers, and obligations similar to those of a limited partner in a limited partnership.

~~(11)~~(10) “Limited partnership”, except in the phrases “foreign limited partnership” and “foreign limited liability limited partnership”, means an entity, having one or more general partners and one or more limited partners, which is formed under this chapter by two or more persons or becomes subject to this chapter under subchapter 11 or § 4-47-1206(a) or (b). The term includes a limited liability limited partnership.

~~(12)~~(11) “Partner” means a limited partner or general partner.

~~(13)~~(12) “Partnership agreement” means the partners’ agreement, whether oral, implied, in a record, or in any combination, concerning the limited partnership. The term includes the agreement as amended.

~~(14)~~(13) “Person” means an individual, corporation, business trust, estate, trust, partnership, limited liability company, association, joint venture, government; governmental subdivision, agency, or instrumentality; public corporation, or any other legal or commercial entity.

~~(15)~~(14) “Person dissociated as a general partner” means a person dissociated as a general partner of a limited partnership.

~~(16)~~(15) “Principal office” means the office where the principal executive office of a limited partnership or foreign limited partnership is located, whether or not the office is located in this State.

~~(17)~~(16) “Record” means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

~~(18)~~(17) “Required information” means the information that a limited partnership is required to maintain under § 4-47-111.

~~(19)~~(18) “Sign” means:

(A) to execute or adopt a tangible symbol with the present intent to authenticate a record; or

1 (B) to attach or logically associate an electronic symbol,  
 2 sound, or process to or with a record with the present intent to authenticate  
 3 the record.

4 ~~(20)~~(19) "State" means a State of the United States, the District of  
 5 Columbia, Puerto Rico, the United States Virgin Islands, or any territory or  
 6 insular possession subject to the jurisdiction of the United States.

7 ~~(21)~~(20) "Transfer" includes an assignment, conveyance, deed, bill of  
 8 sale, lease, mortgage, security interest, encumbrance, gift, and transfer by  
 9 operation of law.

10 ~~(22)~~(21) "Transferable interest" means a partner's right to receive  
 11 distributions.

12 ~~(23)~~(22) "Transferee" means a person to which all or part of a  
 13 transferable interest has been transferred, whether or not the transferor is  
 14 a partner.

15  
 16 SECTION 57. Arkansas Codes §§ 4-47-114 – 4-47-117, as added by Act 15  
 17 of 2007, are repealed.

18 ~~4-47-114. Office and agent for service of process.~~

19 ~~(a) A limited partnership shall designate and continuously maintain in  
 20 this State:~~

21 ~~(1) an office, which need not be a place of its activity in this  
 22 State; and~~

23 ~~(2) an agent for service of process.~~

24 ~~(b) A foreign limited partnership shall designate and continuously  
 25 maintain in this State an agent for service of process.~~

26 ~~(c) An agent for service of process of a limited partnership or  
 27 foreign limited partnership must be an individual who is a resident of this  
 28 State or other person authorized to do business in this State.~~

29  
 30 ~~4-47-115. Change of designated office or agent for service of process.~~

31 ~~(a) In order to change its designated office, agent for service of  
 32 process, or the address of its agent for service of process, a limited  
 33 partnership or a foreign limited partnership may deliver to the Secretary of  
 34 State for filing a statement of change containing:~~

35 ~~(1) the name of the limited partnership or foreign limited  
 36 partnership;~~

1           ~~(2) the street and mailing address of its current designated~~  
 2 ~~office;~~

3           ~~(3) if the current designated office is to be changed, the~~  
 4 ~~street and mailing address of the new designated office;~~

5           ~~(4) the name and street and mailing address of its current agent~~  
 6 ~~for service of process; and~~

7           ~~(5) if the current agent for service of process or an address of~~  
 8 ~~the agent is to be changed, the new information.~~

9           ~~(b) Subject to § 4-47-206(c), a statement of change is effective when~~  
 10 ~~filed by the Secretary of State.~~

11  
 12           ~~4-47-116. Resignation of agent for service of process.~~

13           ~~(a) In order to resign as an agent for service of process of a limited~~  
 14 ~~partnership or foreign limited partnership, the agent must deliver to the~~  
 15 ~~Secretary of State for filing a statement of resignation containing the name~~  
 16 ~~of the limited partnership or foreign limited partnership.~~

17           ~~(b) After receiving a statement of resignation, the Secretary of State~~  
 18 ~~shall file it and mail a copy to the designated office of the limited~~  
 19 ~~partnership or foreign limited partnership and another copy to the principal~~  
 20 ~~office if the address of the office appears in the records of the Secretary~~  
 21 ~~of State and is different from the address of the designated office.~~

22           ~~(c) An agency for service of process is terminated on the 31st day~~  
 23 ~~after the Secretary of State files the statement of resignation.~~

24  
 25           ~~4-47-117. Service of process.~~

26           ~~(a) An agent for service of process appointed by a limited partnership~~  
 27 ~~or foreign limited partnership is an agent of the limited partnership or~~  
 28 ~~foreign limited partnership for service of any process, notice, or demand~~  
 29 ~~required or permitted by law to be served upon the limited partnership or~~  
 30 ~~foreign limited partnership.~~

31           ~~(b) If a limited partnership or foreign limited partnership does not~~  
 32 ~~appoint or maintain an agent for service of process in this State or the~~  
 33 ~~agent for service of process cannot with reasonable diligence be found at the~~  
 34 ~~agent's address, the Secretary of State is an agent of the limited~~  
 35 ~~partnership or foreign limited partnership upon whom process, notice, or~~  
 36 ~~demand may be served.~~

1           ~~(c) Service of any process, notice, or demand on the Secretary of~~  
 2 ~~State may be made by delivering to and leaving with the Secretary of State~~  
 3 ~~duplicate copies of the process, notice, or demand. If a process, notice, or~~  
 4 ~~demand is served on the Secretary of State, the Secretary of State shall~~  
 5 ~~forward one of the copies by registered or certified mail, return receipt~~  
 6 ~~requested, to the limited partnership or foreign limited partnership at its~~  
 7 ~~designated office.~~

8           ~~(d) Service is effected under subsection (c) at the earliest of:~~

9           ~~(1) the date the limited partnership or foreign limited 27~~  
 10 ~~partnership receives the process, notice, or demand;~~

11           ~~(2) the date shown on the return receipt, if signed on behalf of~~  
 12 ~~the limited partnership or foreign limited partnership; or~~

13           ~~(3) five days after the process, notice, or demand is deposited~~  
 14 ~~in the mail, if mailed postpaid and correctly addressed.~~

15           ~~(e) The Secretary of State shall keep a record of each process,~~  
 16 ~~notice, and demand served pursuant to this section and record the time of,~~  
 17 ~~and the action taken regarding, the service.~~

18           ~~(f) This section does not affect the right to serve process, notice,~~  
 19 ~~or demand in any other manner provided by law.~~

20  
 21           SECTION 58. Arkansas Code 4-47-201(a), as added by Act 15 of 2007,  
 22 concerning the certificate of limited partnership, is amended to read as  
 23 follows:

24           (a) In order for a limited partnership to be formed, a certificate of  
 25 limited partnership must be delivered to the Secretary of State for filing.  
 26 The certificate must state:

27           (1) the name of the limited partnership, which must comply with  
 28 § 4-47-108;

29           (2) ~~the street and mailing address of the initial designated~~  
 30 ~~office and the name and street and mailing address of the initial agent for~~  
 31 ~~service of process~~ the information required by § 4-20-105(a);

32           (3) the name and the street and mailing address of each general  
 33 partner;

34           (4) whether the limited partnership is a limited liability  
 35 limited partnership; and

36           (5) any additional information required by subchapter 11.

1  
 2 SECTION 59. Arkansas Code § 4-47-202(c), as added by Act 15 of 2007,  
 3 concerning the duty of a general partner to file a statement of correction,  
 4 is amended to read as follows:

5 (c) A general partner that knows that any information in a filed  
 6 certificate of limited partnership was false when the certificate was filed  
 7 or has become false due to changed circumstances shall promptly:

- 8 (1) cause the certificate to be amended; or
- 9 (2) if appropriate, deliver to the Secretary of State for filing  
 10 ~~a statement of change pursuant to § 4-47-115~~ or a statement of correction  
 11 pursuant to § 4-47-207 or § 4-20-108.

12  
 13 Section 60. Arkansas Code § 4-47-206(c), as added by Act 15 of 2007,  
 14 concerning the effective date of a filing with the Secretary of State, is  
 15 amended to read as follows:

16 (c) Except as otherwise provided in ~~§§ 4-47-116 and § 4-47-207~~, a  
 17 record delivered to the Secretary of State for filing under this chapter may  
 18 specify an effective time and a delayed effective date. Except as otherwise  
 19 provided in this chapter, a record filed by the Secretary of State is  
 20 effective:

21 (1) if the record does not specify an effective time and does  
 22 not specify a delayed effective date, on the date and at the time the record  
 23 is filed as evidenced by the Secretary of State's endorsement of the date and  
 24 time on the record;

25 (2) if the record specifies an effective time but not a delayed  
 26 effective date, on the date the record is filed at the time specified in the  
 27 record;

28 (3) if the record specifies a delayed effective date but not an  
 29 effective time, at 12:01 a.m. on the earlier of:

- 30 (A) the specified date; or
- 31 (B) the 90th day after the record is filed; or

32 (4) if the record specifies an effective time and a delayed  
 33 effective date, at the specified time on the earlier of:

- 34 (A) the specified date; or
- 35 (B) the 90th day after the record is filed.

1 SECTION 61. Arkansas Code § 4-47-208(a), as added by Act 15 of 2007,  
 2 concerning the remedy for a loss caused by a false filing, is amended to read  
 3 as follows:

4 (a) If a record delivered to the Secretary of State for filing under  
 5 this chapter and filed by the Secretary of State contains false information,  
 6 a person that suffers loss by reliance on the information may recover damages  
 7 for the loss from:

8 (1) a person that signed the record, or caused another to sign  
 9 it on the person's behalf, and knew the information to be false at the time  
 10 the record was signed; and

11 (2) a general partner that has notice that the information was  
 12 false when the record was filed or has become false because of changed  
 13 circumstances, if the general partner has notice for a reasonably sufficient  
 14 time before the information is relied upon to enable the general partner to  
 15 effect an amendment under § 4-47-202, file a petition pursuant to § 4-47-205,  
 16 or deliver to the Secretary of State for filing a statement of change  
 17 pursuant to § ~~4-47-115~~ 4-20-108 or a statement of correction pursuant to § 4-  
 18 47-207.

19  
 20 SECTION 62. Arkansas Code § 4-47-210, as added by Act 15 of 2007, is  
 21 amended to read:

22 4-47-210. Annual report for Secretary of State.

23 (a) A limited partnership or a foreign limited partnership authorized  
 24 to transact business in this State shall deliver to the Secretary of State  
 25 for filing an annual report that states:

26 (1) the name of the limited partnership or foreign limited  
 27 partnership;

28 (2) ~~the street and mailing address of its designated office and~~  
 29 ~~the name and street and mailing address of its agent for service of process~~  
 30 ~~in this State~~ the information required by § 4-20-105(a);

31 (3) in the case of a limited partnership, the street and mailing  
 32 address of its principal office; and

33 (4) in the case of a foreign limited partnership, the State or  
 34 other jurisdiction under whose law the foreign limited partnership is formed  
 35 and any alternate name adopted under § 4-47-905(a).

36 (b) Information in an annual report must be current as of the date the



1 annual report is delivered to the Secretary of State for filing.

2 (c) The first annual report must be delivered to the Secretary of  
 3 State between January 1 and May 1 of the year following the calendar year in  
 4 which a limited partnership was formed or a foreign limited partnership was  
 5 authorized to transact business. An annual report must be delivered to the  
 6 Secretary of State between January 1 and May 1 of each subsequent calendar  
 7 year.

8 (d) If an annual report does not contain the information required in  
 9 subsection (a), the Secretary of State shall promptly notify the reporting  
 10 limited partnership or foreign limited partnership and return the report to  
 11 it for correction. If the report is corrected to contain the information  
 12 required in subsection (a) and delivered to the Secretary of State within 30  
 13 days after the effective date of the notice, it is timely delivered.

14 (e) If a filed annual report contains ~~an address of a designated~~  
 15 ~~office or the name or address of an agent for service of process~~ information  
 16 provided under subdivision (a)(2) of this section which differs from the  
 17 information shown in the records of the Secretary of State immediately before  
 18 the filing, the differing information in the annual report is considered a  
 19 statement of change under § ~~4-47-115~~ 4-20-108.

20

21 SECTION 63. Arkansas Code § 4-47-304, as added by Act 15 of 2007, is  
 22 amended to read as follows:

23 4-47-304. Right of limited partner and former limited partner to  
 24 information.

25 (a) On 10 days' demand, made in a record received by the limited  
 26 partnership, a limited partner may inspect and copy required information  
 27 during regular business hours in the limited partnership's ~~designated~~  
 28 principal office. The limited partner need not have any particular purpose  
 29 for seeking the information.

30 (b) During regular business hours and at a reasonable location  
 31 specified by the limited partnership, a limited partner may obtain from the  
 32 limited partnership and inspect and copy true and full information regarding  
 33 the state of the activities and financial condition of the limited  
 34 partnership and other information regarding the activities of the limited  
 35 partnership as is just and reasonable if:

36 (1) the limited partner seeks the information for a purpose

1 reasonably related to the partner's interest as a limited partner;

2 (2) the limited partner makes a demand in a record received by  
 3 the limited partnership, describing with reasonable particularity the  
 4 information sought and the purpose for seeking the information; and

5 (3) the information sought is directly connected to the limited  
 6 partner's purpose.

7 (c) Within 10 days after receiving a demand pursuant to subsection  
 8 (b), the limited partnership in a record shall inform the limited partner  
 9 that made the demand:

10 (1) what information the limited partnership will provide in  
 11 response to the demand;

12 (2) when and where the limited partnership will provide the  
 13 information; and

14 (3) if the limited partnership declines to provide any demanded  
 15 information, the limited partnership's reasons for declining.

16 (d) Subject to subsection (f), a person dissociated as a limited  
 17 partner may inspect and copy required information during regular business  
 18 hours in the limited partnership's ~~designated~~ principal office if:

19 (1) the information pertains to the period during which the  
 20 person was a limited partner;

21 (2) the person seeks the information in good faith; and

22 (3) the person meets the requirements of subsection (b).

23 (e) The limited partnership shall respond to a demand made pursuant to  
 24 subsection (d) in the same manner as provided in subsection (c).

25 (f) If a limited partner dies, § 4-47-704 applies.

26 (g) The limited partnership may impose reasonable restrictions on the  
 27 use of information obtained under this section. In a dispute concerning the  
 28 reasonableness of a restriction under this subsection, the limited  
 29 partnership has the burden of proving reasonableness.

30 (h) A limited partnership may charge a person that makes a demand  
 31 under this section reasonable costs of copying, limited to the costs of labor  
 32 and material.

33 (i) Whenever this chapter or a partnership agreement provides for a  
 34 limited partner to give or withhold consent to a matter, before the consent  
 35 is given or withheld, the limited partnership shall, without demand, provide  
 36 the limited partner with all information material to the limited partner's

1 decision that the limited partnership knows.

2 (j) A limited partner or person dissociated as a limited partner may  
 3 exercise the rights under this section through an attorney or other agent.  
 4 Any restriction imposed under subsection (g) or by the partnership agreement  
 5 applies both to the attorney or other agent and to the limited partner or  
 6 person dissociated as a limited partner.

7 (k) The rights stated in this section do not extend to a person as  
 8 transferee, but may be exercised by the legal representative of an individual  
 9 under legal disability who is a limited partner or person dissociated as a  
 10 limited partner.

11  
 12 SECTION 64. Arkansas Code § 4-47-906, as added by Act 15 of 2007, is  
 13 amended to read as follows:

14 4-47-906. Revocation of certificate of authority.

15 (a) A certificate of authority of a foreign limited partnership to  
 16 transact business in this State may be revoked by the Secretary of State in  
 17 the manner provided in subsections (b) and (c) if the foreign limited  
 18 partnership does not:

19 (1) pay, within 60 days after the due date, any fee, tax or  
 20 penalty due to the Secretary of State under this chapter or other law;

21 (2) deliver, within 60 days after the due date, its annual  
 22 report required under § 4-47-210;

23 (3) appoint and maintain an agent for service of process as  
 24 required by § ~~4-47-114(b)~~ 4-20-108; or

25 (4) deliver for filing a statement of a change under § ~~4-47-115~~  
 26 4-20-108 within ~~30~~ thirty (30) days after a change has occurred in the name  
 27 or address of the agent.

28 (b) In order to revoke a certificate of authority, the Secretary of  
 29 State must prepare, sign, and file a notice of revocation and send a copy to  
 30 the foreign limited partnership's agent for service of process in this State,  
 31 or if the foreign limited partnership does not appoint and maintain a proper  
 32 agent in this State, to the foreign limited partnership's ~~designated~~  
 33 principal office. The notice must state:

34 (1) the revocation's effective date, which must be at least 60  
 35 days after the date the Secretary of State sends the copy; and

36 (2) the foreign limited partnership's failures to comply with

1 subsection (a) which are the reason for the revocation.

2 (c) The authority of the foreign limited partnership to transact  
 3 business in this State ceases on the effective date of the notice of  
 4 revocation unless before that date the foreign limited partnership cures each  
 5 failure to comply with subsection (a) stated in the notice. If the foreign  
 6 limited partnership cures the failures, the Secretary of State shall so  
 7 indicate on the filed notice.

8

9 SECTION 65. Arkansas Code § 4-47-1104(a), as added by Act 15 of 2007,  
 10 concerning service of process on a converted limited partnership, is amended  
 11 to read as follows:

12 (a) After a plan of conversion is approved:

13 (1) a converting limited partnership shall deliver to the  
 14 Secretary of State for filing articles of conversion, which must include:

15 (A) a statement that the limited partnership has been  
 16 converted into another organization;

17 (B) the name and form of the organization and the  
 18 jurisdiction of its governing statute;

19 (C) the date the conversion is effective under the  
 20 governing statute of the converted organization;

21 (D) a statement that the conversion was approved as  
 22 required by this chapter;

23 (E) a statement that the conversion was approved as  
 24 required by the governing statute of the converted organization; and

25 (F) if the converted organization is a foreign  
 26 organization not authorized to transact business in this State, the street  
 27 and mailing address of an office which ~~the Secretary of State may use for the~~  
 28 ~~purposes of~~ may be used for service of process under § 4-47-1105(c); and

29 (2) if the converting organization is not a converting limited  
 30 partnership, the converting organization shall deliver to the Secretary of  
 31 State for filing a certificate of limited partnership, which must include, in  
 32 addition to the information required by § 4-47-201:

33 (A) a statement that the limited partnership was converted  
 34 from another organization;

35 (B) the name and form of the organization and the  
 36 jurisdiction of its governing statute; and

1 (C) a statement that the conversion was approved in a  
 2 manner that complied with the organization's governing statute.

3  
 4 SECTION 66. Arkansas Code § 4-47-1105(c), as added by Act 15 of 2007,  
 5 concerning service of process on a converted organization, is amended to read  
 6 as follows:

7 (c) A converted organization that is a foreign organization consents  
 8 to the jurisdiction of the courts of this State to enforce any obligation  
 9 owed by the converting limited partnership, if before the conversion the  
 10 converting limited partnership was subject to suit in this State on the  
 11 obligation. A converted organization that is a foreign organization and not  
 12 authorized to transact business in this State ~~appoints the Secretary of State~~  
 13 ~~as its agent for service of process for purposes of enforcing an obligation~~  
 14 ~~under this subsection. Service on the Secretary of State under this~~  
 15 ~~subsection is made in the same manner and with the same consequences as in §~~  
 16 ~~9-4-47-117(c) and (d) may be served with process at the address required in~~  
 17 the articles of conversion under § 4-47-1104(a)(1)(F).

18  
 19 SECTION 67. Arkansas Code § 4-47-1108(b)(7), as added by Act 15 of  
 20 2007, concerning service of process for the surviving organization of a  
 21 foreign corporation, is amended to read as follows:

22 (7) if the surviving organization is a foreign organization not  
 23 authorized to transact business in this State, the street and mailing address  
 24 of an office which ~~the Secretary of State may use for the purposes of~~ may be  
 25 used for service of process under § 4-47-1109(b); and

26  
 27 SECTION 68. Arkansas Code § 4-47-1109(b), as added by Act 15 of 2007,  
 28 concerning service of process on a foreign organization not authorized to  
 29 transact business, is amended to read as follows:

30 (b) A surviving organization that is a foreign organization consents  
 31 to the jurisdiction of the courts of this State to enforce any obligation  
 32 owed by a constituent organization, if before the merger the constituent  
 33 organization was subject to suit in this State on the obligation. A surviving  
 34 organization that is a foreign organization and not authorized to transact  
 35 business in this State ~~appoints the Secretary of State as its agent for~~  
 36 ~~service of process for the purposes of enforcing an obligation under this~~

1 ~~subsection. Service on the Secretary of State under this subsection is made~~  
2 ~~in the same manner and with the same consequences as in § 4-47-117(c) and 23~~  
3 ~~(d) may be served with process at the address required in the articles of~~  
4 ~~merger under § 4-47-1108(b)(7).~~

5  
6 SECTION 69. Arkansas Code § 4-47-1301(a), concerning filing fees for a  
7 domestic or foreign limited partnership, as added by Act 15 of 2007, is  
8 amended to read as follows:

9 (a) The Secretary of State shall collect the following fees when the  
10 documents described in this subsection are delivered to him or her for filing  
11 by a domestic or foreign limited partnership:

Document	Fee
(1) Registration of certificate of domestic limited Partnership .....	\$ 50.00
(2) Registration of Certificate of foreign limited Partnership .....	300.00
(3) Amendment of certificate of limited partnership ...	15.00
(4) <del>Change of Agent for Service</del> .....	<del>15.00</del>
<del>(5)</del> Cancellation or dissolution of certificate of limited Partnership .....	15.00
<del>(6)</del> (5) Assignment of limited partnership interest .....	15.00
<del>(7)</del> (6) Withdrawal of general partner .....	15.00
<del>(8)</del> (7) Admission of new general partner .....	15.00
<del>(9)</del> (8) Merger or consolidation of limited partnership with limited liability company .....	15.00

26  
27 SECTION 70. Effective date. This act takes effect September 1, 2007.  
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