

House Bill 1223

By: Representatives Squires of the 78<sup>th</sup>, Hammontree of the 4<sup>th</sup>, Reichert of the 126<sup>th</sup>, Ragas of the 64<sup>th</sup> and Willard of the 44<sup>th</sup>

A BILL TO BE ENTITLED  
AN ACT

1 To amend Title 14 of the Official Code of Georgia Annotated, relating to corporations,  
2 partnerships, and associations, so as to provide a flat fee for foreign corporations transacting  
3 business in the state without a certificate of authority; to delete multiple year and partial year  
4 references where a flat fee is specified; to specify that professional corporations or limited  
5 liability companies may serve as the registered agent for service for a limited partnership; to  
6 clarify the Secretary of State's \$10.00 filing fee for acceptance of service in the applicable  
7 Code sections; to eliminate the requirement for period of duration and directors on a foreign  
8 corporation's application for a certificate of authority; to eliminate redundancies in providing  
9 copies of documents in applicable Code sections; to repeal provisions relating to registration  
10 of the name of foreign corporations; to amend Code Section 10-1-416, relating to the  
11 appointment of the Secretary of State as agent for service of process, so as clarify filing fees;  
12 to provide for related matters; to repeal conflicting laws; and for other purposes.

13 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

14 style="text-align:center">**SECTION 1.**

15 Code Section 10-1-416 of the Official Code of Georgia Annotated, relating to the  
16 appointment of the Secretary of State as agent for service of process, is amended by striking  
17 subsection (a) and inserting in its place the following:

18 "(a) Each seller numbering among its participants or purchasers any resident of this state,  
19 which has agreements made in this state, or which has its principal place of business in this  
20 state, shall irrevocably appoint the Secretary of State of this state as its agent for service  
21 of process for any alleged violation of this part and shall pay a \$10.00 filing fee.  
22 Compliance with this Code section shall not in and of itself subject any seller to the  
23 provisions or consequences of any other statute of this state."





1 Any party that serves a foreign corporation in accordance with this subsection shall also  
 2 serve a copy of the process upon the Secretary of State and shall pay a \$10.00 filing fee."

3 **SECTION 8.**

4 Said title is further amended by striking subparagraph (A) of paragraph (1) of subsection (b)  
 5 of Code Section 14-3-124, relating to correcting filed document, and inserting in its place  
 6 the following:

7 "(A) Describe the document (including its filing date) ~~or attach a copy of it to the~~  
 8 ~~articles;~~"

9 **SECTION 9.**

10 Said title is further amended by repealing Code Section 14-3-403, relating to registered name  
 11 of foreign corporation.

12 **SECTION 10.**

13 Said title is further amended by striking subsection (a) of Code Section 14-3-1503, relating  
 14 to application for certificate of authority, and inserting in its place the following:

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

18 (1) The name of the foreign corporation or, if its name is unavailable for use in this state,  
 19 a corporate name that satisfies the requirements of Code Section 14-2-1506;

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

21 (3) Its date of incorporation ~~and period of duration;~~

22 (4) The mailing address of its principal office;

23 (5) The address of its registered office in this state and the name of its registered agent  
 24 at that office; and

25 (6) The names and ~~usual~~ respective business addresses of its ~~current directors and~~  
 26 ~~officers~~ chief executive officer, chief financial officer, and secretary, or individuals  
 27 holding similar positions."

28 **SECTION 11.**

29 Said title is further amended by striking subsection (b) of Code Section 14-3-1510, relating  
 30 to service on foreign corporations, and inserting in its place the following:

31 "(b) If a foreign corporation has no registered agent or its registered agent cannot with  
 32 reasonable diligence be served, the corporation may be served by registered or certified  
 33 mail or statutory overnight delivery, return receipt requested, addressed to the chief

1 executive officer, chief financial officer, or secretary of the foreign corporation, or a person  
 2 holding a position comparable to any of the foregoing, at its principal office shown in the  
 3 later of its application for a certificate of authority or its most recent annual registration.  
 4 Any party that serves a foreign corporation in accordance with this subsection shall also  
 5 serve a copy of the process upon the Secretary of State and shall pay a \$10.00 filing fee."

6 **SECTION 12.**

7 Said title is further amended by striking subsection (b) of Code Section 14-9-104, relating  
 8 to registered office and agents, and inserting in its place the following:

9 "(b) An agent for service of process must be an individual resident of this state, a domestic  
 10 corporation, professional corporation, or limited liability company, or a foreign corporation  
 11 or limited liability company authorized to ~~do~~ transact business in this state."

12 **SECTION 13.**

13 Said title is further amended by striking subparagraph (A) of paragraph (1) of subsection (b)  
 14 of Code Section 14-9-206.3, relating to articles of correction and effective date, and  
 15 inserting in its place the following:

16 "(A) Describe the document, including its filing date, ~~or attach a copy of it to the~~  
 17 ~~articles;~~"

18 **SECTION 14.**

19 Said title is further amended by striking paragraph (2) of subsection (c) of Code Section  
 20 14-9-907, relating to transaction of business without registering, and inserting in its place  
 21 the following:

22 "(2) If it has not registered within 30 days after the first day on which it transacts  
 23 business in this state, for a penalty of \$500.00 ~~for each year or part thereof during which~~  
 24 ~~it so transacts business.~~"

25 **SECTION 15.**

26 Said title is further amended by striking subparagraph (A) of paragraph (1) of subsection (b)  
 27 of Code Section 14-11-211, relating to correcting a filed document, and inserting in its place  
 28 the following:

29 "(A) Describe the document (including its filing date) ~~or attach a copy of it to the~~  
 30 ~~articles of correction;~~"

