

Senate Bill 132

By: Senators Squires of the 5th, Tanksley of the 32nd, Meyer von Bremen of the 12th and Clay of the 37th

AS PASSED SENATE

**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 change certain provisions relating to reservation of
3 names and filing fees for corporations, nonprofit corporations, limited partnerships, and
4 limited liability companies; to provide for related matters; to repeal conflicting laws; and for
5 other purposes.

6 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

7 **SECTION 1.**

8 Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships,
9 and associations, is amended by striking paragraphs (1) and (6) of Code Section 14-2-122,
10 relating to filing fees and penalties, and inserting in lieu thereof the following:

- 11 "(1) Articles of incorporation \$~~60.00~~ 50.00"
- 12 "(6) Application for reservation of a corporate name ~~No fee~~ 10.00"

13 **SECTION 2.**

14 Said title is further amended by striking Code Section 14-2-402, relating to reserved
15 corporate names, and inserting in lieu thereof the following:

16 "14-2-402.

17 ~~(a) A person may apply to reserve the use of a corporate name, including a fictitious name~~
18 ~~for a foreign corporation whose corporate name is not available. If the Secretary of State~~
19 ~~finds that the corporate name applied for is available, he shall reserve the name for the~~
20 ~~applicant's use for a nonrenewable 90 day period.~~

21 (a) A person may apply to reserve a name for the purpose of incorporation by paying the
22 fee specified in Code Section 14-2-122 for filing articles of incorporation. If the Secretary
23 of State finds that the corporate name applied for is available, he or she shall reserve the
24 name for the applicant's use for 30 days. If the Secretary of State finds that the name
25 applied for is not distinguishable for filing purposes upon the records of the Secretary of

1 State, he or she shall notify the applicant who may then submit another reservation request
2 within ten days of the date of the rejection notice without payment of an additional
3 reservation filing fee.

4 (b) Upon expiration of a name reservation after 30 days without the filing of articles of
5 incorporation, the name may again be reserved for another 30 day period by the same or
6 another applicant under the same guidelines of subsection (a) of this Code section.

7 ~~(b)~~(c) A person who has in effect a name reservation under subsection (a) of this Code
8 section may transfer the reservation to another person by delivering to the Secretary of
9 State a signed notice of the transfer that states the name and address of the transferee."

10 **SECTION 3.**

11 Said title is further amended by striking paragraphs (1) and (6) of Code Section 14-3-122,
12 relating to filing fees for nonprofit organizations, and inserting in lieu thereof the following:

13 "(1) Articles of incorporation \$~~60.00~~ 50.00"

14 "(6) Application for reservation of a corporate name ~~No fee~~ 10.00"

15 **SECTION 4.**

16 Said title is further amended by striking Code Section 14-3-402, relating to reservation of a
17 corporate name, and inserting in lieu the following:

18 "14-3-402.

19 ~~(a) A person may apply to reserve the use of a corporate name, including a fictitious name~~
20 ~~for a foreign corporation whose corporate name is not available. If the Secretary of State~~
21 ~~finds that the corporate name applied for is available, he shall reserve the name for the~~
22 ~~applicant's use for a nonrenewable 90 day period.~~

23 (a) A person may apply to reserve a name for the purpose of incorporation by paying the
24 fee specified in Code Section 14-3-122 for filing articles of incorporation. If the Secretary
25 of State finds that the corporate name applied for is available, he or she shall reserve the
26 name for the applicant's use for 30 days. If the Secretary of State finds that the name
27 applied for is not distinguishable for filing purposes upon the records of the Secretary of
28 State, he or she shall notify the applicant who may then submit another reservation request
29 within ten days of the date of the rejection notice without payment of an additional
30 reservation filing fee.

31 (b) Upon expiration of a name reservation after 30 days without the filing of articles of
32 incorporation, the name may again be reserved for another 30 day period by the same or
33 another applicant under the same guidelines of subsection (a) of this Code section.

1 ~~(b)~~(c) The owner of a reserved corporate name may transfer the reservation to another
2 person by delivering to the Secretary of State a signed notice of the transfer that states the
3 name and address of the transferee."

4 **SECTION 5.**

5 Said title is further amended by striking Code Section 14-9-103, relating to reservation of a
6 limited partnership name, and inserting in lieu thereof the following:

7 "14-9-103.

8 ~~(a) A person may apply to reserve the use of a limited partnership name under Code~~
9 ~~Section 14-9-102. If the Secretary of State finds that the limited partnership name applied~~
10 ~~for is available, he shall reserve the name for the applicant's use for a nonrenewable 90 day~~
11 ~~period.~~

12 (a) A person may apply to reserve a name for the purpose of forming a limited partnership
13 by paying the fee specified in Code Section 14-9-1101 for filing a certificate of limited
14 partnership. If the Secretary of State finds that the limited partnership name applied for is
15 available, he or she shall reserve the name for the applicant's use for 30 days. If the
16 Secretary of State finds that the name applied for is not distinguishable for filing purposes
17 upon the records of the Secretary of State, he or she shall notify the applicant who may
18 then submit another reservation request within ten days of the date of the rejection notice
19 without payment of an additional reservation filing fee.

20 (b) Upon expiration of a name reservation after 30 days without the filing of a certificate
21 of limited partnership, the name may again be reserved for another 30 day period by the
22 same or another applicant under the same guidelines of subsection (a) of this Code section.

23 ~~(b)~~(c) A person who has in effect a name reservation under subsection (a) of this Code
24 section may transfer the reservation to another person by delivering to the Secretary of
25 State a signed notice of the transfer that states the name and address of the transferee."

26 **SECTION 6.**

27 Said title is further amended in Code Section 14-9-1101, relating to filing fees for limited
28 partnerships, by striking paragraph (1) and inserting in lieu thereof a new paragraph (1) and
29 by inserting at the end a new paragraph (9) to read as follows:

30 "(1) Filing a certificate of limited partnership \$~~60.00~~ 50.00"

31 "(9) Application for reservation of a name 10.00"

32 **SECTION 7.**

33 Said title is further amended by striking Code Section 14-11-208, relating to reservation of
34 a limited liability company name, and inserting in lieu thereof the following:

1 "14-11-208.

2 ~~(a) A person may apply to reserve the use of a limited liability company name that meets~~
3 ~~the requirements of subsection (a) of Code Section 14-11-207. If the Secretary of State~~
4 ~~finds that the limited liability company name applied for is available, he or she shall~~
5 ~~reserve the name for the applicant's use for a nonrenewable 90 day period.~~

6 (a) A person may apply to reserve a name for the purpose of forming a limited liability
7 company by paying the fee specified in Code Section 14-11-1101 for filing articles of
8 organization. If the Secretary of State finds that the limited liability company name applied
9 for is available, he or she shall reserve the name for the applicant's use for 30 days. If the
10 Secretary of State finds that the name applied for is not distinguishable for filing purposes
11 upon the records of the Secretary of State, he or she shall notify the applicant who may
12 then submit another reservation request within ten days of the date of the rejection notice
13 without payment of an additional reservation filing fee.

14 (b) Upon expiration of a name reservation after 30 days without the filing of articles of
15 organization, the name may again be reserved for another 30 day period by the same or
16 another applicant under the same guidelines of subsection (a) of this Code section.

17 ~~(b)~~(c) A person who has in effect a name reservation under subsection (a) of this Code
18 section may transfer the reservation to another person by delivering to the Secretary of
19 State a signed notice of the transfer that states the name and address of the transferee."

20 **SECTION 8.**

21 Said title is further amended by striking paragraphs (1) and (9) of Code Section 14-11-1101,
22 relating to filing fees and penalties for limited liability companies, and inserting in lieu
23 thereof the following:

24	"(1) Articles of organization	\$75.00 <u>65.00</u> "
25	"(9) Application for reservation of a name	No fee <u>10.00</u> "

26 **SECTION 9.**

27 All laws and parts of laws in conflict with this Act are repealed.