

The House Committee on Judiciary offered the following substitute to SB 132:

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), (2), (3), and (6) of Code Section
10 14-2-122, relating to filing fees and penalties, and inserting in lieu thereof the following:

11	"(1) Articles of incorporation	\$60.00	<u>100.00</u>
12	(2) Application for certificate of authority	170.00	<u>225.00</u>
13	(3) Annual registration	15.00	<u>30.00</u> "
14	"(6) Application for reservation of a corporate name	No fee	<u>25.00</u> "

15 **SECTION 2.**

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

18 "14-2-402.

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 14-2-122. If the Secretary of State finds that the corporate

1 name applied for is available, he or she shall reserve the name for the applicant’s use for
 2 30 days or until articles of incorporation are filed, whichever is sooner. If the Secretary of
 3 State finds that the name applied for is not distinguishable for filing purposes upon the
 4 records of the Secretary of State, he or she shall notify the applicant who may then submit
 5 another reservation request within ten days of the date of the rejection notice without
 6 payment of an additional reservation fee.

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

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

13 **SECTION 3.**

14 Said title is further amended by striking paragraphs (1), (2), (3), and (6) of Code Section
 15 14-3-122, relating to filing fees for nonprofit organizations, and inserting in lieu thereof the
 16 following:

17	"(1) Articles of incorporation	\$ 60.00 <u>100.00</u>
18	(2) Application for certificate of authority	70.00 <u>225.00</u>
19	(3) Annual registration	15.00 <u>30.00</u> "
20	"(6) Application for reservation of a corporate name	No fee <u>25.00</u> "

21 **SECTION 4.**

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

24 "14-3-402.

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

29 (a) A person may apply to reserve a name for the purpose of incorporation by paying the
 30 fee specified in Code Section 14-3-122. If the Secretary of State finds that the corporate
 31 name applied for is available, he or she shall reserve the name for the applicant’s use for
 32 30 days or until articles of incorporation are filed, whichever is sooner. If the Secretary of
 33 State finds that the name applied for is not distinguishable for filing purposes upon the
 34 records of the Secretary of State, he or she shall notify the applicant who may then submit

1 another reservation request within ten days of the date of the rejection notice without
 2 payment of an additional reservation fee.

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

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

10 SECTION 5.

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

13 "14-9-103.

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

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

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

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

32 SECTION 6.

33 Said title is further amended in Code Section 14-9-1101, relating to filing fees for limited
 34 partnerships, by striking paragraphs (1), (2), and (3) and inserting in lieu thereof new

1 paragraphs (1), (2), and (3) and by inserting at the end a new paragraph (9) to read as
2 follows:

3	"(1) Filing a certificate of limited partnership	\$60.00 <u>100.00</u>
4	(2) Filing a registration of a foreign limited partnership	170.00 <u>225.00</u>
5	(3) Filing an annual registration	15.00 <u>30.00</u> "
6	<u>"(9) Application for reservation of a name</u>	<u>25.00</u> "

7 **SECTION 7.**

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

10 "14-11-208.

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

15 (a) A person may apply to reserve a name for the purpose of forming a limited liability
16 company by paying the fee specified in Code Section 14-11-1101. If the Secretary of State
17 finds that the limited liability company name applied for is available, he or she shall
18 reserve the name for the applicant's use for 30 days or until articles of organization are
19 filed, whichever is sooner. If the Secretary of State finds that the name applied for is not
20 distinguishable for filing purposes upon the records of the Secretary of State, he or she
21 shall notify the applicant who may then submit another reservation request within ten days
22 of the date of the rejection notice without payment of an additional reservation fee.

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

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

29 **SECTION 8.**

30 Said title is further amended by striking paragraphs (1), (5), (9), and (13) of Code Section
31 14-11-1101, relating to filing fees and penalties for limited liability companies, and inserting
32 in lieu thereof the following:

33	"(1) Articles of organization	\$75.00 <u>100.00</u> "
34	"(5) Application for certificate of authority to transact business	200.00 <u>225.00</u> "

1	"(9) Application for reservation of a name	No fee	<u>25.00</u> "
2	"(13) Annual registration (foreign or domestic)	25.00	<u>30.00</u> "

3

SECTION 9.

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