

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**

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

1 (a) A person may apply to reserve a name for the purpose of incorporation by paying the  
 2 fee specified in Code Section 14-2-122. If the Secretary of State finds that the corporate  
 3 name applied for is available, he or she shall reserve the name for the applicant’s use for  
 4 30 days or until articles of incorporation are filed, whichever is sooner. If the Secretary of  
 5 State finds that the name applied for is not distinguishable for filing purposes upon the  
 6 records of the Secretary of State, he or she shall notify the applicant who may then submit  
 7 another reservation request within ten days of the date of the rejection notice without  
 8 payment of an additional reservation fee.

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

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

15 **SECTION 3.**

16 Said title is further amended by striking paragraphs (1), (2), (3), and (6) of Code Section  
 17 14-3-122, relating to filing fees for nonprofit organizations, and inserting in lieu thereof the  
 18 following:

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

23 **SECTION 4.**

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

26 "14-3-402.

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

31 (a) A person may apply to reserve a name for the purpose of incorporation by paying the  
 32 fee specified in Code Section 14-3-122. If the Secretary of State finds that the corporate  
 33 name applied for is available, he or she shall reserve the name for the applicant’s use for  
 34 30 days or until articles of incorporation are filed, whichever is sooner. If the Secretary of

1 State finds that the name applied for is not distinguishable for filing purposes upon the  
 2 records of the Secretary of State, he or she shall notify the applicant who may then submit  
 3 another reservation request within ten days of the date of the rejection notice without  
 4 payment of an additional reservation fee.

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

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

## 12 SECTION 5.

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

15 "14-9-103.

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

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

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

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

**SECTION 6.**

Said title is further amended in Code Section 14-9-1101, relating to filing fees for limited partnerships, by striking paragraphs (1), (2), and (3) and inserting in lieu thereof new paragraphs (1), (2), and (3) and by inserting at the end a new paragraph (9) to read as follows:

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

**SECTION 7.**

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

"14-11-208.

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

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

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

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

**SECTION 8.**

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2 Said title is further amended by striking paragraphs (1), (5), (9), and (13) of Code Section  
3 14-11-1101, relating to filing fees and penalties for limited liability companies, and inserting  
4 in lieu thereof the following:

- 5 "(1) Articles of organization ..... ~~\$75.00~~ 100.00"
- 6 "(5) Application for certificate of authority to transact business ..... ~~200.00~~ 225.00"
- 7 "(9) Application for reservation of a name ..... ~~No fee~~ 25.00"
- 8 "(13) Annual registration (foreign or domestic) ..... ~~25.00~~ 30.00"

**SECTION 9.**

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