

The House Committee on Judiciary offers the following substitute to HB 295:

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 definitions,
3 registered agent, and service of process; to provide for certain definitions applicable to
4 business corporations, nonprofit corporations, partnerships, and the "Georgia Revised
5 Uniform Limited Partnership Act"; to change certain provisions relating to who may serve
6 as a registered agent for certain domestic and foreign entities, including corporations,
7 nonprofit corporations, limited liability partnerships, limited partnerships, and limited
8 liability companies; to provide for one copy of a process, notice, or demand to be served
9 upon the Secretary of State when he or she is acting as an agent for service of process for
10 certain entities; to provide for related matters; to repeal conflicting laws; and for other
11 purposes.

12 BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

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

15 Title 14 of the Official Code of Georgia Annotated, relating to corporations, partnerships,
16 and associations, is amended in Code Section 14-2-140, relating to code definitions
17 applicable to business corporations, by adding two new paragraphs to read as follows:

18 "(13.1) 'Foreign limited liability company' means a limited liability company formed
19 under the laws of a jurisdiction other than this state."

20 "(16.1) 'Limited liability company' means any limited liability company formed under
21 Chapter 11 of this title."

22 style="text-align:center">**SECTION 1-2.**

23 Said title is further amended in Code Section 14-3-140, relating to definitions applicable to
24 nonprofit corporations, by adding two new paragraphs to read as follows:

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25 "(16.1) 'Foreign limited liability company' means a limited liability company formed
 26 under the laws of a jurisdiction other than this state."

27 "(19.1) 'Limited liability company' means any limited liability company formed under
 28 Chapter 11 of this title."

29 **SECTION 1-3.**

30 Said title is further amended in Code Section 14-8-2, relating to definitions applicable to
 31 partnerships, by adding two new paragraphs to read as follows:

32 "(4.1) 'Foreign limited liability company' means a limited liability company formed
 33 under the laws of a jurisdiction other than this state."

34 "(6.1) 'Limited liability company' means any limited liability company formed under
 35 Chapter 11 of this title."

36 **SECTION 1-4.**

37 Said title is further amended in Code Section 14-9-101, relating to definitions applicable to
 38 the "Georgia Revised Uniform Limited Partnership Act," by adding two new paragraphs to
 39 read as follows:

40 "(3.1) 'Foreign limited liability company' means a limited liability company formed
 41 under the laws of a jurisdiction other than this state."

42 "(6.1) 'Limited liability company' means any limited liability company formed under
 43 Chapter 11 of this title."

44 **PART II**

45 **SECTION 2-1.**

46 Said title is further amended by revising Code Section 14-2-501, relating to registered office
 47 and registered agent applicable to business corporations, as follows:

48 "14-2-501.

49 Each corporation must continuously maintain in this state:

50 (1) A registered office that may be the same as any of its places of business; and

51 (2) A registered agent, who may be:

52 (A) A person who resides in this state and whose business office is identical with the
 53 registered office;

54 (B) A domestic corporation, ~~or~~ nonprofit domestic corporation, or domestic limited
 55 liability company whose business office is identical with the registered office; or

56 (C) A foreign corporation, ~~or~~ nonprofit foreign corporation, or foreign limited liability
 57 company authorized to transact business in this state whose business office is identical
 58 with the registered office."

59 **SECTION 2-2.**

60 Said title is further amended by revising Code Section 14-2-1507, relating to registered office
 61 and registered agent of foreign corporation applicable to business corporations, as follows:
 62 "14-2-1507.

63 Each foreign corporation authorized to transact business in this state must continuously
 64 maintain in this state:

65 (1) A registered office that may be the same as any of its places of business; and

66 (2) A registered agent, who may be:

67 (A) An individual who resides in this state and whose business office is identical with
 68 the registered office;

69 (B) A domestic corporation, ~~or~~ nonprofit domestic corporation, or domestic limited
 70 liability company whose business office is identical with the registered office; or

71 (C) A foreign corporation, ~~or~~ foreign or nonprofit corporation, or foreign limited
 72 liability company authorized to transact business in this state whose business office is
 73 identical with the registered office."

74 **SECTION 2-3.**

75 Said title is further amended by revising Code Section 14-3-501, relating to registered office
 76 and registered agent applicable to nonprofit corporations, as follows:
 77 "14-3-501.

78 Each corporation must continuously maintain in this state:

79 (1) A registered office with the same address as that of the registered agent; and

80 (2) A registered agent, who may be:

81 (A) A person who resides in this state and whose office is identical with the registered
 82 office;

83 (B) A domestic business or nonprofit corporation or domestic limited liability company
 84 formed under this chapter or under Chapter 2 of this title whose office is identical with
 85 the registered office; or

86 (C) A foreign business or nonprofit corporation or foreign limited liability company
 87 authorized to transact business in this state whose office is identical with the registered
 88 office."

89 **SECTION 2-4.**

90 Said title is further amended by revising Code Section 14-3-1507, relating to registered office
 91 and registered agent of foreign corporation applicable to nonprofit corporations, as follows:
 92 "14-3-1507.

93 Each foreign corporation authorized to transact business in this state must continuously
 94 maintain in this state:

95 (1) A registered office that may be the same as any of its places of business; and

96 (2) A registered agent, who may be:

97 (A) An individual who resides in this state and whose business office is identical with
 98 the registered office;

99 (B) A domestic corporation, ~~or~~ domestic business corporation, or domestic limited
 100 liability company whose business office is identical with the registered office; or

101 (C) A foreign corporation, ~~or~~ foreign business corporation, or foreign limited liability
 102 company authorized to transact business in this state whose business office is identical
 103 with the registered office."

104 **SECTION 2-5.**

105 Said title is further amended by revising subsection (b) of Code Section 14-8-46, relating to
 106 registered office and registered agent required for foreign limited liability partnership, as
 107 follows:

108 "(b) A registered agent must be an individual resident of this state, a domestic corporation,
 109 professional corporation, or limited liability company, or a foreign corporation or limited
 110 liability company authorized to do business in this state."

111 **SECTION 2-6.**

112 Said title is further amended by revising subsection (b) of Code Section 14-9-902.1, relating
 113 to registered agent and office under the "Georgia Revised Uniform Limited Partnership Act,"
 114 as follows:

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

118 **SECTION 2-7.**

119 Said title is further amended by revising subsection (b) of Code Section 14-11-209, relating
 120 to registered office and registered agent applicable to limited liability companies, as follows:

121 "(b) A registered agent must be an individual resident of this state, a corporation, another
 122 limited liability company, or a foreign corporation or a foreign limited liability company
 123 having a certificate of authority to transact business in this state."

124 **SECTION 2-8.**

125 Said title is further amended by revising subsection (b) of Code Section 14-11-703, relating
 126 to registered office and registered agent applicable to foreign limited liability companies, as
 127 follows:

128 "(b) A registered agent must be an individual resident of this state, a corporation, limited
 129 liability company, or a foreign corporation or another foreign limited liability company
 130 having a certificate of authority to transact business in this state."

131 **PART III**

132 **SECTION 3-1.**

133 Said title is further amended by revising subsection (i) of Code Section 14-8-46, relating to
 134 registered office and registered agent required for foreign limited liability partnership,
 135 Secretary of State as agent for service of process, and venue, as follows:

136 "(i) Whenever a foreign limited liability partnership required to procure a certificate of
 137 authority to do business in this state shall fail to appoint or maintain a registered agent in
 138 this state, or whenever its registered agent cannot with reasonable diligence be found at the
 139 registered office, the Secretary of State shall be an agent of such foreign limited liability
 140 partnership upon whom any process, notice, or demand may be served. Service on the
 141 Secretary of State of any such process, notice, or demand shall be made by delivering to
 142 and leaving with the Secretary of State or with any persons designated by the Secretary of
 143 State to receive such service ~~two copies~~ a copy of such process, notice, or demand. The
 144 plaintiff or his or her attorney shall certify in writing to the Secretary of State that the
 145 foreign limited liability partnership failed either to maintain a registered office or appoint
 146 a registered agent in this state and that he or she has forwarded by registered mail or
 147 statutory overnight delivery such process, service, or demand to the last registered agent
 148 at the last registered office listed on the records of the Secretary of State and that service
 149 cannot be effected at such office."

150 **SECTION 3-2.**

151 Said title is further amended by revising subsection (f) of Code Section 14-11-209, relating
 152 to registered office and registered agent relative to limited liability companies, as follows:

153 "(f) Whenever a limited liability company shall fail to appoint or maintain a registered
 154 agent in this state or whenever its registered agent cannot with reasonable diligence be
 155 found at the registered office, then the Secretary of State shall be an agent of such limited
 156 liability company upon whom any process, notice, or demand may be served. Service on
 157 the Secretary of State of any such process, notice, or demand shall be made by delivering
 158 to and leaving with him or her or with any other person or persons designated by the
 159 Secretary of State to receive such service ~~two copies~~ a copy of such process, notice, or
 160 demand. The plaintiff or his or her attorney shall certify in writing to the Secretary of State
 161 that the limited liability company failed either to maintain a registered office or appoint a
 162 registered agent in this state and that he or she has forwarded by registered or certified mail
 163 or statutory overnight delivery such process, notice, or demand to the most recent
 164 registered office listed on the records of the Secretary of State and that service cannot be
 165 effected at such office."

166 **SECTION 3-3.**

167 Said title is further amended by revising subsection (h) Code Section 14-11-703, relating to
 168 registered office and registered agent and service on Secretary of State relative to foreign
 169 limited liability companies, as follows:

170 "(h) Whenever a foreign limited liability company required to procure a certificate of
 171 authority to transact business in this state shall fail to appoint or maintain a registered agent
 172 in this state, or whenever its registered agent cannot with reasonable diligence be found at
 173 the registered office, then the Secretary of State shall be an agent of such foreign limited
 174 liability company upon whom any process, notice, or demand may be served. Service on
 175 the Secretary of State of any such process, notice, or demand shall be made by delivering
 176 to and leaving with him or her or with any other person or persons designated by the
 177 Secretary of State to receive such service ~~two copies~~ a copy of such process, notice, or
 178 demand. The plaintiff or his or her attorney shall certify in writing to the Secretary of State
 179 that the foreign limited liability company failed either to maintain a registered office or
 180 appoint a registered agent in this state and that he or she has forwarded by registered or
 181 certified mail or statutory overnight delivery such process, notice, or demand to the last
 182 registered agent at the most recent registered office listed on the records of the Secretary
 183 of State and that service cannot be effected at such office."

184 **PART IV**

185 **SECTION 4-1.**

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