

- 1 (1) An individual;
- 2 (2) A testamentary, inter vivos, or charitable trust, with
3 the exception of a business trust, statutory trust, or
4 similar trust;
- 5 (3) An association or relationship that is not a
6 partnership by reason of section 425-109 or a similar
7 provision of the law of any other jurisdiction;
- 8 (4) A decedent's estate; or
- 9 (5) A public corporation, government or governmental
10 subdivision, agency, or instrumentality, or quasi-
11 governmental instrumentality.

12 "Filing entity" means an entity that is created by the
13 filing of a public organic document.

14 "Foreign entity" means an entity other than a domestic
15 entity.

16 "Foreign qualification document" means an application for a
17 certificate of authority or other foreign qualification filing
18 with the director by a foreign entity.

19 "Governance interest" means the right under the organic law
20 or organic rules of an entity, other than as a governor, agent,
21 assignee, or proxy, to:



1 (1) Receive or demand access to information concerning, or
2 the books and records of, the entity;

3 (2) Vote for the election of the governors of the entity;
4 or

5 (3) Receive notice of or vote on any or all issues
6 involving the internal affairs of the entity.

7 "Governor" means a person by or under whose authority the
8 powers of an entity are exercised and under whose direction the
9 business and affairs of the entity are managed pursuant to the
10 organic law and organic rules of the entity.

11 "Individual" means a natural person.

12 "Interest" means a:

13 (1) Governance interest in an unincorporated entity;

14 (2) Transferable interest in an unincorporated entity; or

15 (3) Share or membership in a corporation.

16 "Interest holder" means a direct holder of an interest.

17 "Jurisdiction of organization," with respect to an entity,
18 means the jurisdiction whose law includes the organic law of the
19 entity.

20 "Noncommercial registered agent" means a person that is not
21 listed as a commercial registered agent under section -5 and
22 that is:



1 (1) An individual or a domestic or foreign entity that is
2 authorized to transact business in this state and that
3 serves in this state as the agent for service of
4 process of an entity; or

5 (2) The individual who holds the office or other position
6 in an entity that is designated as the agent for
7 service of process pursuant to section -4(a)(2)(B).

8 "Nonqualified foreign entity" means a foreign entity that
9 is not authorized to transact business in this state pursuant to
10 a filing with the director.

11 "Nonresident LLP statement" means a statement of:

12 (1) Qualification of a domestic limited liability
13 partnership that does not have an office in this
14 state; or

15 (2) Foreign qualification of a foreign limited liability
16 partnership that does not have an office in this
17 state.

18 "Organic law" means the statutes, if any, other than this
19 chapter, governing the internal affairs of an entity.

20 "Organic rules" means the public organic document and
21 private organic rules of an entity.



1 "Person" means an individual, corporation, estate, trust,
2 partnership, limited liability company, business or similar
3 trust, association, joint venture, public corporation,
4 government or governmental subdivision, agency, or
5 instrumentality, or any other legal or commercial entity.

6 "Private organic rules" means the rules, whether or not in
7 a record, that govern the internal affairs of an entity, are
8 binding on all of its interest holders, and are not part of its
9 public organic document, if any.

10 "Public organic document" means the public record the
11 filing of which creates an entity, and any amendment to or
12 restatement of that record.

13 "Qualified foreign entity" means a foreign entity that is
14 authorized to transact business in this state pursuant to a
15 filing with the director.

16 "Record" means information that is inscribed on a tangible
17 medium or that is stored in an electronic or other medium and is
18 retrievable in perceivable form.

19 "Registered agent" means a commercial registered agent or a
20 noncommercial registered agent.

21 "Registered agent filing" means:



- 1 (1) The public organic document of a domestic filing
2 entity;
- 3 (2) A nonresident limited liability partnership statement;
4 (3) A foreign qualification document; or
5 (4) An appointment of agent.
- 6 "Represented entity" means a:
- 7 (1) Domestic filing entity;
8 (2) Domestic or qualified foreign limited liability
9 partnership that does not have an office in this
10 state;
11 (3) Qualified foreign entity;
12 (4) Domestic entity that is not a filing entity for which
13 an appointment of agent has been filed; or
14 (5) Nonqualified foreign entity for which an appointment
15 of agent has been filed.
- 16 "Sign" means, with present intent to authenticate or adopt
17 a record to:
- 18 (1) Execute or adopt a tangible symbol; or
19 (2) Attach to or logically associate with the record an
20 electronic sound, symbol, or process.
- 21 "Transferable interest" means the right under an entity's
22 organic law to receive distributions from the entity.



1 "Type," with respect to an entity, means a generic form of
2 entity:

- 3 (1) Recognized at common law; or
- 4 (2) Organized under an organic law, whether or not some
5 entities organized under that organic law are subject
6 to provisions of that law that create different
7 categories of the form of entity.

8 § -2 Fees. (a) The director shall collect the
9 following fees when a filing is made under this chapter:

- 10 (1) Commercial registered agent listing statement, \$100;
- 11 (2) Commercial registered agent termination statement,
12 \$25;
- 13 (3) Statement of change, \$25 for each affected entity;
14 provided that if more than two hundred simultaneous
15 filings are made, the fee shall be reduced to \$1 for
16 each affected entity;
- 17 (4) Statement of resignation, \$25 for each affected
18 entity; provided that if more than two hundred
19 simultaneous filings are made, the fee shall be
20 reduced to \$1 for each affected entity;
- 21 (5) Statement appointing an agent for service of process,
22 \$25 for each affected entity; provided that if more



1 than two hundred simultaneous filings are made, the
2 fee shall be reduced to \$1 for each affected entity.

3 (b) The director shall collect the following fees for
4 copying and certifying a copy of any document filed under this
5 chapter:

6 (1) For copying, twenty-five cents per page; and

7 (2) For certifying the copy, \$10 per certified copy.

8 § -3 **Addresses in filings.** Whenever a provision of this
9 chapter other than section -10(a)(4) requires that a filing
10 state an address, the filing shall state an actual street
11 address or rural route box number in the state.

12 § -4 **Appointment of registered agent.** (a) An entity's
13 or other person's registered agent filing, as defined by this
14 chapter, shall state:

15 (1) The name of the represented entity's commercial
16 registered agent; or

17 (2) If the entity does not have a commercial registered
18 agent:

19 (A) The name of the individual or the name, type, and
20 jurisdiction of organization of the entity's
21 noncommercial registered agent and the address of
22 a place of business of the person in this state



1 to which service of process and other notice and
2 documents being served on or sent to the entity
3 represented by it may be delivered; or

4 (B) The title of an office or other position with the
5 entity if service of process is to be sent to the
6 person holding that office or position, and the
7 address of the business office in the State of
8 that person; provided that the office or other
9 position stated in the filing shall comport with
10 the requirements of sections 414-64, 414D-74,
11 415A-27, 425-21, 425E-117, and 428-110.

12 (b) The appointment of a registered agent pursuant to
13 subsection (a) (1) or (2) (A) is an affirmation by the represented
14 entity that the agent has consented to serve as such.

15 **§ -5 Listing of commercial registered agent.** (a) An
16 individual or a domestic or foreign entity may become listed as
17 a commercial registered agent by filing with the director a
18 certified commercial registered agent listing statement signed
19 by or on behalf of the person that states:

20 (1) The name of the individual or the name, type, and
21 jurisdiction of organization of the entity;



1 (2) That the person is in the business of serving as a
2 commercial registered agent in the state; and
3 (3) The address of a place of business of the person in
4 the state to which service of process and other notice
5 and documents being served on or sent to entities
6 represented by it may be delivered.

7 (b) The name of a person filing a commercial registered
8 agent listing statement shall comport with the requirements of
9 section 414-51, 414D-61, 415A-8, 425-6, 425E-108, or 428-105,
10 whichever is applicable. If the name of a foreign entity or
11 individual is substantially identical to another name in the
12 business registry, the person shall adopt a fictitious name that
13 is not substantially identical and deliver to the director for
14 filing a copy of a certificate of registration of a trade name
15 and use that name in its statement and when it does business in
16 the State as a commercial registered agent.

17 (c) A commercial registered agent listing statement takes
18 effect on filing.

19 (d) The director shall note the filing of the commercial
20 registered agent listing statement in the business registry
21 maintained by the director for each entity represented by the
22 registered agent at the time of the filing. The statement has



1 the effect of deleting the address of the registered agent from
2 the registered agent filing of each of those entities.

3 **§ -6 Termination of listing of commercial registered**
4 **agent.** (a) A commercial registered agent may terminate its
5 listing as a commercial registered agent by filing with the
6 director a commercial registered agent termination statement
7 signed by or on behalf of the agent that states:

8 (1) The name of the agent as currently listed under
9 section -5; and

10 (2) That the agent is no longer in the business of serving
11 as a commercial registered agent in the state.

12 (b) A commercial registered agent termination statement
13 takes effect on the thirty-first day after the day on which it
14 is filed.

15 (c) The commercial registered agent shall promptly furnish
16 each entity represented by it with notice in a record of the
17 filing of the commercial registered agent termination statement.

18 (d) When a commercial registered agent termination
19 statement takes effect, the registered agent ceases to be an
20 agent for service of process on each entity formerly represented
21 by it. Until an entity formerly represented by a terminated
22 commercial registered agent appoints a new registered agent,



1 service of process may be made on the entity as provided by law.
2 Termination of the listing of a commercial registered agent
3 under this section does not affect any contractual rights a
4 represented entity may have against the agent or that the agent
5 may have against the entity.

6 § -7 Change of registered agent by entity. (a) A
7 represented entity may change the information currently on file
8 under section -4(a) by filing with the director a certified
9 statement of change signed on behalf of the entity that states
10 the:

11 (1) Name of the entity; and
12 (2) Information that is to be in effect as a result of the
13 filing of the statement of change.

14 (b) Interest holders or governors of a domestic entity
15 need not approve the filing of a:

16 (1) Statement of change under this section; or
17 (2) Similar filing changing the registered agent or
18 registered office of the entity in any other
19 jurisdiction.

20 (c) The appointment of a registered agent pursuant to
21 subsection (a) is an affirmation by the represented entity that
22 the agent has consented to serve as such.



1 (d) A statement of change filed under this section takes
2 effect on filing.

3 **§ -8 Change of name or address by noncommercial**
4 **registered agent.** (a) If a noncommercial registered agent
5 changes its name or its address as currently in effect with
6 respect to a represented entity pursuant to section -4(a),
7 the agent shall file with the director, with respect to each
8 entity represented by the agent, a certified statement of change
9 signed by or on behalf of the agent that states:

- 10 (1) The name of the entity;
- 11 (2) The name and address of the agent as currently in
12 effect with respect to the entity;
- 13 (3) If the name of the agent has changed, its new name;
14 and
- 15 (4) If the address of the agent has changed, the new
16 address.

17 (b) A statement of change filed under this section takes
18 effect on filing.

19 (c) A noncommercial registered agent shall promptly
20 furnish the represented entity with notice in a record of the
21 filing of a statement of change and the changes made by the
22 filing.



1 § -9 Change of name, address, or type of organization by
2 commercial registered agent. (a) If a commercial registered
3 agent changes its name, its address as currently listed under
4 section -5(a), or its type or jurisdiction of organization,
5 the agent shall file with the director a certified statement of
6 change signed by or on behalf of the agent which states:

- 7 (1) The name of the agent as currently listed under
- 8 section -5(a);
- 9 (2) If the name of the agent has changed, its new name;
- 10 (3) If the address of the agent has changed, the new
- 11 address; and
- 12 (4) If the type or jurisdiction of organization of the
- 13 agent has changed, the new type or jurisdiction of
- 14 organization.

15 (b) The filing of a statement of change under subsection
16 (a) is effective to change the information regarding the
17 commercial registered agent with respect to each entity that has
18 filed to be represented by the agent.

19 (c) A statement of change filed under this section takes
20 effect on filing.

21 (d) A commercial registered agent shall promptly furnish
22 each entity represented by it with notice in a record of the

1 filing of a statement of change relating to the name or address
2 of the agent and the changes made by the filing.

3 (e) If a commercial registered agent changes its address
4 without filing a statement of change as required by this section
5 within thirty days of the address change, the director may
6 cancel the listing of the agent under section -5. A
7 cancellation under this subsection has the same effect as a
8 termination under section -6. Promptly after canceling the
9 listing of an agent, the director shall serve notice in a record
10 in the manner provided by law on:

11 (1) Each entity represented by the agent, stating that the
12 agent has ceased to be an agent for service of process
13 on the entity and that, until the entity appoints a
14 new registered agent, service of process may be made
15 on the entity as provided by law; and

16 (2) The agent, stating that the listing of the agent has
17 been canceled under this section.

18 **§ -10 Resignation of registered agent.** (a) A
19 registered agent may resign at any time with respect to a
20 represented entity by filing with the director a certified
21 statement of resignation signed by or on behalf of the agent
22 that states:



- 1 (1) The name of the entity;
- 2 (2) The name of the agent;
- 3 (3) That the agent resigns from serving as agent for
- 4 service of process for the entity; and
- 5 (4) The name and address of the person to which the agent
- 6 will send the notice required by subsection (c).
- 7 (b) A statement of resignation takes effect on the earlier
- 8 of the thirty-first day after the day on which it is filed or
- 9 the appointment of a new registered agent for the represented
- 10 entity.
- 11 (c) The registered agent shall promptly furnish the
- 12 represented entity notice in a record of the date on which a
- 13 statement of resignation was filed.
- 14 (d) When a statement of resignation takes effect, the
- 15 registered agent ceases to have responsibility for any matter
- 16 tendered to it as agent for the represented entity. A
- 17 resignation under this section does not affect any contractual
- 18 rights the entity has against the agent or that the agent has
- 19 against the entity.
- 20 (e) A registered agent may resign with respect to a
- 21 represented entity whether or not the entity is in good
- 22 standing.



1 **§ -11 Duties of registered agent.** The only duties under
2 this chapter of a registered agent that has complied with this
3 chapter are:

4 (1) To forward to the represented entity at the address
5 most recently supplied to the agent by the entity any
6 process, notice, or demand that is served on the
7 agent;

8 (2) To provide the notices required by this chapter to the
9 entity at the address most recently supplied to the
10 agent by the entity;

11 (3) If the agent is a noncommercial registered agent, to
12 keep current the information required by section
13 -4(a) in the most recent registered agent filing
14 for the entity; and

15 (4) If the agent is a commercial registered agent, to keep
16 current the information listed for it under section
17 -5(a).

18 **§ -12 Jurisdiction and venue.** The appointment or
19 maintenance of a registered agent in the state does not by
20 itself create the basis for personal jurisdiction over the
21 represented entity in the state. The address of the agent does



1 not determine venue in an action or proceeding involving the
2 entity.

3 § -13 Relation to Electronic Signatures in Global and
4 National Commerce Act. This chapter modifies, limits, and
5 supersedes the federal Electronic Signatures in Global and
6 National Commerce Act, 15 United States Code Section 7001, et
7 seq., but does not modify, limit, or supersede Section 101(c) of
8 that Act, 15 United States Code Section 7001(c), or authorize
9 delivery of any of the notices described in Section 103(b) of
10 that Act, 15 United States Code Section 7003(b)."

11 SECTION 2. Section 414-4, Hawaii Revised Statutes, is
12 amended by amending subsection (d) to read as follows:

13 "(d) Written notice to a domestic or foreign corporation
14 (authorized to transact business in this [State] state) may be
15 addressed to its registered agent [~~at its registered office~~] or
16 to the corporation or its secretary at its principal office
17 shown in its most recent annual report or, in the case of a
18 foreign corporation that has not yet delivered an annual report,
19 in its application for a certificate of authority."

20 SECTION 3. Section 414-13, Hawaii Revised Statutes, is
21 amended by amending subsection (a) to read as follows:



1 "(a) The following fees shall be paid to the department
2 director upon the filing of corporate documents:

- 3 (1) Articles of incorporation, \$100;
- 4 (2) Articles of amendment, \$25;
- 5 (3) Restated articles of incorporation, \$25;
- 6 (4) Articles of conversion or merger, \$100;
- 7 (5) Articles of merger (subsidiary corporation), \$50;
- 8 (6) Articles of dissolution, \$25;
- 9 (7) Annual report of domestic and foreign corporations
10 organized for profit, \$25;

11 ~~[-(8) Agent's statement of change of registered office, \$25~~
12 ~~for each affected domestic corporation or foreign~~
13 ~~corporation, except if simultaneous filings are made,~~
14 ~~the fee is reduced to \$1 for each affected domestic~~
15 ~~corporation or foreign corporation in excess of two~~
16 ~~hundred,~~

17 ~~-(9)]~~ (8) Any other statement, report, certificate,
18 application, or other corporate document, except an
19 annual report, of a domestic or foreign corporation,
20 \$25;

21 ~~[-(10)]~~ (9) Application for a certificate of authority, \$100;



- 1 [~~(11)~~] (10) Application for a certificate of withdrawal,
- 2 \$25;
- 3 [~~(12)~~] (11) Reservation of corporate name, \$10;
- 4 [~~(13)~~] (12) Transfer of reservation of corporate name, \$10;
- 5 [~~(14)~~] (13) Good standing certificate, \$5;
- 6 [~~(15)~~] (14) Special handling fee for review of corporation
- 7 documents, excluding articles of conversion or merger,
- 8 \$25;
- 9 [~~(16)~~] (15) Special handling fee for review of articles of
- 10 conversion or merger, \$75;
- 11 [~~(17)~~] (16) Special handling fee for certificates issued by
- 12 the department, \$10 per certificate; [~~and~~]
- 13 [~~(18)~~] (17) Special handling fee for certification of
- 14 documents, \$10 [~~-~~]; and
- 15 (18) For filings relating to registered agents, the fees
- 16 established by section -2."

17 SECTION 4. Section 414-32, Hawaii Revised Statutes, is

18 amended by amending subsection (a) to read as follows:

- 19 "(a) The articles of incorporation shall set forth:
- 20 (1) A corporate name for the corporation that satisfies
- 21 the requirements of section 414-51;



1 (2) The number of shares the corporation is authorized to
2 issue;

3 (3) The mailing address of the corporation's initial
4 principal office [~~, the street address of the~~
5 ~~corporation's initial registered office, and the name~~
6 ~~of its initial registered agent at its initial~~
7 ~~registered office;~~] and the information required by
8 section -4(a); and

9 (4) The name and address of each incorporator."

10 SECTION 5. Section 414-61, Hawaii Revised Statutes, is
11 amended to read as follows:

12 "§414-61 Registered [~~office and registered~~] agent. Each
13 corporation shall continuously maintain in this [~~State~~:

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

16 ~~(2) A] state a registered agent, who shall have a business~~
17 ~~address in this state and may be:~~

18 [~~A)] (1) An individual who resides in this [~~State and~~
19 ~~whose business office is identical with the~~
20 ~~registered office] state;~~~~

21 [~~B)] (2) A domestic entity authorized to transact
22 business or conduct affairs in this [~~State whose~~~~



1 ~~business office is identical with the registered~~
2 ~~office;]~~ state; or

3 [~~(C)~~] (3) A foreign entity authorized to transact
4 business or conduct affairs in this [~~State whose~~
5 ~~business office is identical with the registered~~
6 ~~office.]~~ state."

7 SECTION 6. Section 414-62, Hawaii Revised Statutes, is
8 amended to read as follows:

9 "§414-62 Designation or change of [~~registered office or~~
10 ~~registered agent.~~ (a) A corporation that does not already have
11 a [~~registered office and~~] registered agent shall designate its
12 [~~registered office and~~] registered agent by [~~delivering to the~~
13 ~~department director for filing a statement of designation that~~
14 ~~sets forth:~~

- 15 ~~(1) The name of the corporation;~~
- 16 ~~(2) The street address of its initial registered office in~~
17 ~~this State and the name of its initial registered~~
18 ~~agent at its initial registered office; and~~
- 19 ~~(3) That the street addresses of its registered office and~~
20 ~~agent shall be identical.]~~ complying with section

21 -4.



1 (b) A corporation may change its [~~registered office or~~
2 ~~its~~] registered agent by [~~delivering to the department director~~
3 ~~for filing a statement of change that sets forth:~~

4 ~~(1) The name of the corporation;~~

5 ~~(2) The street address of its current registered office,~~
6 ~~the name of its current registered agent at its~~
7 ~~registered office, and any changes required to keep~~
8 ~~the information current; and~~

9 ~~(3) That after the change or changes are made, the street~~
10 ~~addresses of its registered office and agent shall be~~
11 ~~identical.] complying with section -7.~~

12 (c) If the registered [~~agent's street address changes, the~~
13 ~~registered agent may change the street address of the~~
14 ~~corporation's registered office by notifying the corporation in~~
15 ~~writing of the change and signing (either manually or in~~
16 ~~facsimile) and delivering to the department director for filing~~
17 ~~a statement that complies with the requirements of subsection~~

18 ~~(a) and recites that the corporation has been notified of the~~
19 ~~change.] agent changes its name, its address, or its type or
20 jurisdiction of organization, the agent shall comply with the
21 requirements of section -8 or -9, whichever is
22 applicable."~~



1 SECTION 7. Section 414-63, Hawaii Revised Statutes, is
2 amended to read as follows:

3 "§414-63 Resignation of registered agent. [~~(a)~~] A
4 registered agent may resign from the registered agent's
5 appointment by [~~signing and delivering to the department~~
6 ~~director for filing the signed statement of resignation. The~~
7 ~~statement may include a statement that the registered office is~~
8 ~~also discontinued.~~

9 ~~(b) The registered agent shall mail one copy to the~~
10 ~~registered office (if not discontinued) and the other copy to~~
11 ~~the corporation at its principal office.~~

12 ~~(c) The appointment of the agent is terminated, and the~~
13 ~~registered office discontinued if so provided, on the thirty-~~
14 ~~first day after the date on which the statement was filed.]~~
15 complying with the requirements of section -10."

16 SECTION 8. Section 414-371, Hawaii Revised Statutes, is
17 amended by amending subsection (b) to read as follows:

18 "(b) The corporation shall commence the proceeding in the
19 circuit court. If the corporation is a foreign corporation
20 [~~without a registered office in this State~~], it shall commence
21 the proceeding in the county in this [~~State~~] state where the
22 [~~registered~~] principal office of the domestic corporation merged



1 with or whose shares were acquired by the foreign corporation
2 was located[-] or, if the domestic corporation did not have its
3 principal office in this state at the time of the transaction,
4 then in the city and county of Honolulu."

5 SECTION 9. Section 414-387, Hawaii Revised Statutes, is
6 amended by amending subsection (b) to read as follows:

7 "(b) The notice must:

8 (1) Be published one time in a newspaper of general
9 circulation in the county where the dissolved
10 corporation's principal office is or was located (or,
11 if none in this [~~State, its registered office~~] ~~is or~~
12 ~~was last located,~~] state, in the city and county of
13 Honolulu);

14 (2) Describe the information that must be included in a
15 claim and provide a mailing address where the claim
16 may be sent; and

17 (3) State that a claim against the corporation will be
18 barred unless a proceeding to enforce the claim is
19 commenced within five years after the publication of
20 the notice."

21 SECTION 10. Section 414-401, Hawaii Revised Statutes, is
22 amended to read as follows:



1 "§414-401 Grounds for administrative dissolution. The
2 department director may commence a proceeding under section
3 414-402 to administratively dissolve a corporation if the
4 corporation fails to:

- 5 (1) Pay any fees prescribed by law;
- 6 (2) File its annual report for a period of two years;
- 7 (3) Appoint and maintain an agent for service of process
8 as required; or
- 9 (4) File a statement of a change in the name [~~or business~~
10 address] of the agent as required under [~~this~~
11 chapter[-] ____]."

12 SECTION 11. Section 414-412, Hawaii Revised Statutes, is
13 amended by amending subsection (a) to read as follows:

14 "(a) Venue for a proceeding by the attorney general to
15 dissolve a corporation lies in circuit court. Venue for a
16 proceeding brought by any other party named in section 414-411
17 lies in the county where a corporation's principal office is or
18 was located (or, if none in this [~~State, its registered office~~]
19 ~~is or was last located.~~) state, in the city and county of
20 Honolulu)."

21 SECTION 12. Section 414-433, Hawaii Revised Statutes, is
22 amended by amending subsection (a) to read as follows:



1 "(a) A foreign corporation may apply for a certificate of
2 authority to transact business in this [~~State~~] state by
3 delivering an application to the department director for filing.
4 The application shall set forth:

5 (1) The name of the foreign corporation or, if its name is
6 unavailable for use in this [~~State,~~] state, a
7 corporate name that satisfies the requirements of
8 section 414-436;

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

11 (3) Its date of incorporation;

12 (4) The mailing address of the corporation's principal
13 office [~~, the street address of its registered office~~
14 ~~in this State, and the name of its registered agent at~~
15 ~~its registered office in this State;~~] and the
16 information required by section -4(a); and

17 (5) The names and usual business addresses of its current
18 directors and officers."

19 SECTION 13. Section 414-437, Hawaii Revised Statutes, is
20 amended to read as follows:

21 "**§414-437 Registered [~~office and registered~~] agent of**
22 **foreign corporation.** Each foreign corporation authorized to



1 transact business in this [~~State~~] state must continuously
2 maintain in this [~~State~~].

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

5 ~~(2) A] state a registered agent, who may be:~~

6 [~~(A)~~] (1) An individual who resides in this [~~State and~~
7 ~~whose business office is identical with the~~
8 ~~registered office]~~ state;

9 [~~(B)~~] (2) A domestic entity authorized to transact
10 business in this [~~State whose business office is~~
11 ~~identical with the registered office]~~ state; or

12 [~~(C)~~] (3) A foreign entity authorized to transact
13 business in this [~~State whose business office is~~
14 ~~identical with the registered office]~~ state."

15 SECTION 14. Section 414-438, Hawaii Revised Statutes, is
16 amended to read as follows:

17 "**§414-438 Change of [~~registered office or~~] registered**
18 **agent of foreign corporation.** (a) A foreign corporation
19 authorized to transact business in this [~~State~~] state may change
20 its [~~registered office or its~~] registered agent by [~~delivering~~
21 ~~to the department director for filing a statement of change that~~
22 ~~sets forth~~].



1 ~~(1) Its name;~~

2 ~~(2) The street address of its current registered office,~~
3 ~~the name of its current registered agent at its~~
4 ~~registered office, and any changes required to keep~~
5 ~~the information current; and~~

6 ~~(3) That after the change or changes are made, the street~~
7 ~~addresses of its registered office and the business~~
8 ~~office of its registered agent shall be identical.]~~
9 ~~complying with the requirements of section -7.~~

10 (b) If a registered agent changes [~~the street address of~~
11 ~~the agent's business office, the agent may change the street~~
12 ~~address of the registered office of any foreign corporation for~~
13 ~~which the agent is the registered agent by notifying the~~
14 ~~corporation in writing of the change and signing (either~~
15 ~~manually or in facsimile) and delivering to the department~~
16 ~~director for filing a statement of change that complies with the~~
17 ~~requirements of subsection (a) and recites that the corporation~~
18 ~~has been notified of the change.] its name, its address, or its
19 ~~type or jurisdiction of organization, the agent shall comply~~
20 ~~with the requirements of section -8 or -9, whichever is~~
21 ~~applicable."~~~~



1 SECTION 15. Section 414-439, Hawaii Revised Statutes, is
2 amended to read as follows:

3 "§414-439 Resignation of registered agent of foreign
4 corporation. ~~[(a)]~~ The registered agent of a foreign
5 corporation may resign from the registered agent's appointment
6 by ~~[signing and delivering to the department director for filing~~
7 ~~a statement of resignation. The statement of resignation may~~
8 ~~include a statement that the registered office is also~~
9 ~~discontinued.~~

10 ~~(b) The registered agent shall attach the filing receipt~~
11 ~~to a copy of the statement of resignation and mail the copy and~~
12 ~~receipt to the registered office if not discontinued. The~~
13 ~~registered agent shall mail a second copy to the foreign~~
14 ~~corporation at its principal office address shown in its most~~
15 ~~recent annual report.~~

16 ~~(c) The appointment of the agent is terminated, and the~~
17 ~~registered office discontinued if so provided, on the thirty-~~
18 ~~first day after the date on which the statement was filed.]~~
19 complying with the requirements of section -10."

20 SECTION 16. Section 414-472, Hawaii Revised Statutes, is
21 amended by amending subsection (a) to read as follows:



1 (a) Each domestic corporation, and each foreign
2 corporation authorized to transact business in this [~~State,~~]
3 state, shall deliver to the department director for filing an
4 annual report that sets forth:

5 (1) The name of the corporation and the state or country
6 under whose law it is incorporated;

7 (2) The mailing address of its principal office [~~, the~~
8 ~~address of its registered office in this State, and~~
9 ~~the name of its registered agent at its registered~~
10 ~~office in this State,~~] and the information required by
11 section -4(a);

12 (3) The names and business addresses of its directors and
13 officers; and

14 (4) A brief description of the nature of its business.

15 Domestic corporations shall also provide the total number of
16 authorized shares, itemized by class and series, if any, within
17 each class, and the total number of issued and outstanding
18 shares, itemized by class and series, if any, within each
19 class."

20 SECTION 17. Section 414D-5, Hawaii Revised Statutes, is
21 amended by amending subsection (a) to read as follows:



- 1 "(a) The following fees shall be paid to the department
2 director upon the filing of corporate documents:
- 3 (1) Articles of incorporation, \$50;
 - 4 (2) Articles of amendment, \$10;
 - 5 (3) Restated articles of incorporation, \$10;
 - 6 (4) Articles of merger, \$50;
 - 7 (5) Articles of conversion, \$50;
 - 8 (6) Articles of dissolution, \$10;
 - 9 (7) Annual report of nonprofit domestic or foreign
10 corporation, \$5;
 - 11 (8) Any other statement, report, certificate, application,
12 or other corporate document, except an annual report,
13 of a nonprofit domestic or foreign corporation, \$10;
 - 14 (9) Application for a certificate of authority, \$50;
 - 15 (10) Application for a certificate of withdrawal, \$10;
 - 16 (11) Reservation of corporate name, \$10;
 - 17 (12) Transfer of reservation of corporate name, \$10;
 - 18 (13) Good standing certificate, \$5;
 - 19 (14) Special handling fee for review of corporation
20 documents, excluding articles of merger or conversion,
21 \$25;



- 1 (15) Special handling fee for review of articles of
2 conversion or merger, \$75;
- 3 (16) Special handling fee for certificates issued by the
4 department, \$10 per certificate;
- 5 (17) Special handling fee for certification of documents,
6 \$10; and
- 7 (18) ~~[Agent's statement of change of registered office, \$10
8 for each affected domestic corporation or foreign
9 corporation; provided that if more than two hundred
10 simultaneous filings are made, the fee shall be
11 reduced to \$1 for each affected domestic corporation
12 or foreign corporation.]~~ For filings relating to
13 registered agents, the fees established by section
14 _____ -2."

15 SECTION 18. Section 414D-32, Hawaii Revised Statutes, is
16 amended by amending subsection (a) to read as follows:

- 17 "(a) The articles of incorporation shall set forth:
- 18 (1) A corporate name for the corporation that satisfies
19 the requirements of section 414D-61;
- 20 (2) The mailing address of the corporation's initial
21 principal office [~~, the street address of the~~
22 ~~corporation's initial registered office, and the name~~



1 ~~of its initial registered agent at its initial~~
2 ~~registered office,]~~ and the information required by
3 section -4(a);

- 4 (3) The name and address of each incorporator;
- 5 (4) Whether or not the corporation will have members; and
- 6 (5) Provisions not inconsistent with law regarding the
- 7 distribution of assets on dissolution."

8 SECTION 19. Section 414D-103, Hawaii Revised Statutes, is
9 amended by amending subsection (a) to read as follows:

10 "(a) The court of the county where a corporation's
11 principal office (or, if none in this [~~State, its registered~~
12 ~~office)] state, in the city and county of Honolulu) is located
13 may summarily order a meeting to be held:~~

14 (1) On application of any member or other person entitled
15 to participate in an annual or regular meeting, if an
16 annual meeting was not held within the earlier of six
17 months after the end of the corporation's fiscal year
18 or fifteen months after its last annual meeting;

19 (2) On application of any member or other person entitled
20 to participate in a regular meeting, if a regular
21 meeting is not held within forty days after the date
22 it was required to be held; or



1 (3) On application of a member or members entitled to call
2 a special meeting, who signed a demand for a special
3 meeting valid under section 414D-102."

4 SECTION 20. Section 414D-109, Hawaii Revised Statutes, is
5 amended by amending subsection (d) to read as follows:

6 "(d) If the corporation refuses to allow a member, a
7 member's agent, or a member's attorney to inspect the list of
8 members before or at the meeting (or copy the list as permitted
9 by subsection (b)), the court of the county where a
10 corporation's principal office (or if none in this [~~State, its~~
11 ~~registered office~~]) state, in the city and county of Honolulu
12 is located, on application of the member, may summarily order
13 the inspection or copying at the corporation's expense and may
14 postpone the meeting for which the list was prepared until the
15 inspection or copying is complete and may order the corporation
16 to pay the member's costs (including reasonable counsel fees)
17 incurred to obtain the order."

18 SECTION 21. Section 414D-247, Hawaii Revised Statutes, is
19 amended by amending subsection (b) to read as follows:

20 "(b) The notice must:

21 (1) Be published one time in a newspaper of general
22 circulation in the county where the dissolved



1 corporation's principal office (or, if none in this
2 [~~State, its registered office~~] state, in the city and
3 county of Honolulu) is or was last located;

4 (2) List the information that must be included in a claim
5 and provide a mailing address where the claim may be
6 sent; and

7 (3) State that a claim against the corporation will be
8 barred unless a proceeding to enforce the claim is
9 commenced within five years after publication of the
10 notice."

11 SECTION 22. Section 414D-248, Hawaii Revised Statutes, is
12 amended to read as follows:

13 "§414D-248 **Grounds for administrative dissolution.** The
14 department director may commence a proceeding under section
15 414D-249 to administratively dissolve a corporation if the
16 corporation fails to:

- 17 (1) Pay any fees prescribed by law;
- 18 (2) File its annual report for a period of two years;
- 19 (3) Appoint and maintain an agent for service of process
20 as required; or



1 (4) File a statement of a change in the name or business
2 address of the agent as required under [~~this~~]
3 chapter[-] ____."

4 SECTION 23. Section 414D-273, Hawaii Revised Statutes, is
5 amended by amending subsection (a) to read as follows:

6 "(a) A foreign corporation may apply for a certificate of
7 authority to transact business in this [~~State~~] state by
8 delivering an application to the department director for filing.
9 The application shall set forth:

10 (1) The name of the foreign corporation or, if its name is
11 unavailable for use in this [~~State,~~] state, a
12 corporate name that satisfies the requirements of
13 section 414D-276;

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

16 (3) The date of incorporation;

17 (4) The mailing address of the corporation's principal
18 office [~~, the street address of its registered office~~
19 ~~in this State, and the name of its registered agent at~~
20 ~~its registered office in this State,~~] and the
21 information required by section -4(a);



1 (5) The names and usual business addresses of its current
2 directors and officers; and

3 (6) Whether the foreign corporation has members."

4 SECTION 24. Section 414D-277, Hawaii Revised Statutes, is
5 amended to read as follows:

6 "§414D-277 Registered [~~office and registered~~] agent of
7 foreign corporation. Each foreign corporation authorized to
8 transact business in this [State] state shall continuously
9 maintain in this [~~State~~;

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

12 ~~(2) A] state a registered agent, who shall have a business~~
13 ~~address in this state and may be:~~

14 [~~A)] (1) An individual who resides in this [State
15 ~~and whose business office is identical with the~~
16 ~~registered office] state;~~~~

17 [~~B)] (2) A domestic entity authorized to transact
18 business in this [State ~~whose office is~~
19 ~~identical with the registered office] state; or~~~~

20 [~~C)] (3) A foreign entity authorized to transact
21 business in this [State ~~whose business office is~~
22 ~~identical with the registered office] state."~~~~



1 SECTION 25. Section 414D-278, Hawaii Revised Statutes, is
2 amended to read as follows:

3 "~~§414D-278 Change of [registered office or] registered~~
4 ~~agent of foreign corporation.~~ (a) A foreign corporation
5 authorized to transact business in this [State] state may change
6 its [~~registered office or its~~] registered agent by [~~delivering~~
7 ~~to the department director for filing a statement of change that~~
8 ~~sets forth:~~

- 9 ~~(1) The corporation's name;~~
10 ~~(2) The street address of its current registered office,~~
11 ~~the name of its current registered agent at its~~
12 ~~registered office, and any changes required to keep~~
13 ~~the information current; and~~
14 ~~(3) That after the change or changes are made, the street~~
15 ~~addresses of its registered office and the office of~~
16 ~~its registered agent shall be identical.] complying~~
17 ~~with the requirements of section -7.~~

18 (b) If a registered agent changes [~~the street address of~~
19 ~~its business office, the agent may change the address of the~~
20 ~~registered office of any foreign corporation for which the agent~~
21 ~~is the registered agent by notifying the corporation in writing~~
22 ~~of the change and signing (either manually or in facsimile) and~~



1 ~~delivering to the department director for filing a statement of~~
 2 ~~change that complies with the requirements of subsection (a) and~~
 3 ~~recites that the corporation has been notified of the change.]~~
 4 its name, its address, or its type or jurisdiction of
 5 organization, the agent shall comply with the requirements of
 6 chapter _____."

7 SECTION 26. Section 414D-279, Hawaii Revised Statutes, is
 8 amended to read as follows:

9 " ~~[+] §414D-279 [+~~ **Resignation of registered agent of**
 10 **foreign corporation.** ~~[-a-]~~ The registered agent of a foreign
 11 corporation may resign as agent by ~~[signing and delivering to~~
 12 ~~the department director for filing a statement of resignation.~~
 13 ~~The statement of resignation may include a statement that the~~
 14 ~~registered office is also discontinued.~~

15 ~~(b) After filing the statement, the registered agent shall~~
 16 ~~attach the filing receipt to one copy and mail the copy and~~
 17 ~~receipt to the registered office if not discontinued. The~~
 18 ~~registered agent shall mail a second copy to the foreign~~
 19 ~~corporation at its principal office address shown in its most~~
 20 ~~recent annual report.~~

21 ~~(c) The agency is terminated, and the registered office~~
 22 ~~discontinued if so provided, on the thirty first day after the~~



1 ~~date on which the statement is filed.]~~ complying with the
2 requirements of section -10."

3 SECTION 27. Section 414D-283, Hawaii Revised Statutes, is
4 amended to read as follows:

5 "**§414D-283 Grounds for revocation of certificate of**
6 **authority.** The department director may commence a proceeding
7 under section 414D-284 to revoke the certificate of authority of
8 a foreign corporation authorized to transact business in this
9 [~~State~~] state if:

10 (1) The corporation fails to:

11 (A) Pay any fees prescribed by law;

12 (B) File its annual report for a period of two years;

13 (C) Appoint and maintain an agent for service of
14 process as required; or

15 (D) File a statement of a change in the name or
16 business address of the agent as required[~~7~~] by
17 chapter ; or

18 (2) A misrepresentation has been made of any material
19 matter in any application, report, affidavit, or other
20 record or document submitted by the corporation."

21 SECTION 28. Section 414D-304, Hawaii Revised Statutes, is
22 amended by amending subsections (a) and (b) to read as follows:



1 "(a) If a corporation does not allow a member who complies
2 with section 414D-302(a) to inspect and copy any records
3 required by that section to be available for inspection, the
4 court in the county where the corporation's principal office
5 (or, if none in this [~~State, its registered office~~] state, in
6 the city and county of Honolulu) is located may summarily order
7 inspection and copying of the records demanded at the
8 corporation's expense upon application of the member.

9 (b) If a corporation does not within a reasonable time
10 allow a member to inspect and copy any other record, the member
11 who complies with section 414D-302(b) and (c) may apply to the
12 court in the county where the corporation's principal office
13 (or, if none in this [~~State, its registered office~~] state, in
14 the city and county of Honolulu) is located for an order to
15 permit inspection and copying of the records demanded. The
16 court shall dispose of an application under this subsection on
17 an expedited basis."

18 SECTION 29. Section 414D-308, Hawaii Revised Statutes, is
19 amended by amending subsection (a) to read as follows:

20 "(a) Each domestic corporation, and each foreign
21 corporation authorized to transact business in the [~~State,~~]
22 state, shall deliver to the department director an annual report



1 on a form prescribed and furnished by the department director
2 that sets forth:

3 (1) The name of the corporation and the [~~state or country~~]
4 jurisdiction under whose law it is incorporated;

5 (2) The mailing address of its principal office[, ~~the~~
6 ~~address of its registered office in this State, and~~
7 ~~the name of its registered agent at its registered~~
8 ~~office in the State,~~] and the information required by
9 section -4(a);

10 (3) The names and addresses of its directors and officers;
11 and

12 (4) A brief description of the nature of its activities."

13 SECTION 30. Section 425-1, Hawaii Revised Statutes, is
14 amended by amending subsections (a) and (b) to read as follows:

15 "(a) Whenever any general partnership is formed under the
16 laws of this [~~State~~] state to do business in this [~~State,~~]
17 state, or any general partnership formed under the laws of any
18 other jurisdiction shall do business in this [~~State,~~] state, the
19 partnership shall file in the office of the director of commerce
20 and consumer affairs the registration and annual statements
21 prescribed in this chapter. A registration statement shall be
22 filed by a partnership formed under the laws of this [~~State~~]



1 state within thirty days after the partnership is formed and by
2 a partnership formed under the laws of any other jurisdiction
3 within thirty days after the commencement of business in this
4 [~~State.~~] state. Every registration statement shall contain the
5 following information:

- 6 (1) The name of the partnership;
- 7 (2) The name and address of each partner;
- 8 (3) The mailing address of the partnership's principal
9 office [~~, the street address of the partnership's~~
10 ~~registered office in this State, and the name of its~~
11 ~~registered agent at its registered office in this~~
12 ~~State,~~] and the information required by section
13 _____ -4(a); provided that if the partnership is one
14 formed under the laws of any other jurisdiction, the
15 name of the jurisdiction shall also be specified;
- 16 (4) The date the partnership was formed and, if the
17 partnership is one formed under the laws of any other
18 jurisdiction, the date the partnership commenced
19 business in this [~~State,~~] state; and
- 20 (5) The fact that none of the partners is either a minor
21 or an incompetent person.



1 (b) Every domestic and foreign partnership shall file an
2 annual statement with the director which shall contain the
3 information specified in subsection (a) (1), (2), (3), and (5)
4 and a listing of the names of any partner admitted, withdrawn,
5 or who has died during the year; provided that the information
6 provided to satisfy the requirements of subsection (a) (3) shall
7 [~~indicate the~~] be current [~~registered office and agent~~]. A
8 domestic or foreign partnership that has filed with the
9 department director a statement of qualification or statement of
10 foreign qualification to register as a limited liability
11 partnership or foreign limited liability partnership shall file
12 the annual report prescribed in section 425-163 in lieu of the
13 annual statement required in this section. The annual statement
14 shall be filed within the time periods prescribed in subsections
15 (c) and (d)."

16 SECTION 31. Section 425-12, Hawaii Revised Statutes, is
17 amended by amending subsection (a) to read as follows:

18 "(a) The following fees shall be paid to the director of
19 commerce and consumer affairs upon the filing of general
20 partnership documents:

21 (1) Partnership registration statement, \$25;

22 (2) Partnership change of name statement, \$10;



- 1 (3) Partnership dissolution statement, \$10;
- 2 (4) Foreign general partnership registration statement,
- 3 \$25;
- 4 (5) Statement of change, \$10;
- 5 (6) Application for certificate of withdrawal, \$5;
- 6 (7) Statement of correction, \$10;
- 7 (8) Reservation of name, \$10;
- 8 (9) Transfer of reservation of name, \$10;
- 9 (10) Annual statement for domestic or foreign general
- 10 partnership, \$10;
- 11 (11) Good standing certificate, \$5;
- 12 (12) Articles of conversion or merger, \$100;
- 13 (13) Any other statement, certificate, or other document
- 14 for a domestic or foreign general partnership, \$10;
- 15 (14) Special handling fee for review of any general
- 16 partnership document, \$25;
- 17 (15) Special handling fee for certificates issued by the
- 18 director, \$10 per certificate;
- 19 (16) Special handling fee for certification of documents,
- 20 \$10;
- 21 (17) Special handling fee for review of articles of
- 22 conversion or merger, \$75; and



1 (18) ~~[Agent's statement of change of address, \$10 for each~~
 2 ~~affected domestic or foreign general partnership,~~
 3 ~~provided that if more than two hundred simultaneous~~
 4 ~~filings are made, the fee shall be reduced to \$1 for~~
 5 ~~each affected domestic or foreign general~~
 6 ~~partnership.]~~ For filings relating to registered
 7 agents, the fees established by section -2."

8 SECTION 32. Section 425-18, Hawaii Revised Statutes, is
 9 amended to read as follows:

10 " ~~[†] §425-18 [†]~~ **Registered** ~~[office and registered]~~ **agent.**

11 Each domestic partnership or foreign partnership shall
 12 continuously maintain in this ~~[State:~~

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

15 ~~(2) A] state a registered agent, who shall have a business~~
 16 ~~address in this state and may be:~~

17 ~~[-A)]~~ (1) An individual who resides in this ~~[State~~
 18 ~~and whose business office is identical with the~~
 19 ~~registered office]~~ state;

20 ~~[-B)]~~ (2) A domestic entity authorized to transact
 21 business or conduct affairs in this ~~[State whose~~



1 ~~business office is identical with the registered~~
2 ~~office] state; or~~

3 [~~(C)~~] (3) A foreign entity authorized to transact
4 business or conduct affairs in this [~~State whose~~
5 ~~business office is identical with the registered~~
6 ~~office] state."~~

7 SECTION 33. Section 425-19, Hawaii Revised Statutes, is
8 amended to read as follows:

9 "[~~+~~] §425-19 [~~+~~] **Designation or change of [~~registered office~~**
10 ~~er] registered agent.~~ (a) A partnership that does not already
11 have a [~~registered office and~~] registered agent shall designate
12 its [~~registered office and~~] registered agent by [~~delivering to~~
13 ~~the director of commerce and consumer affairs for filing, a~~
14 ~~statement of designation that sets forth:~~

- 15 ~~(1) The name of the partnership;~~
- 16 ~~(2) The street address of its initial registered office in~~
17 ~~the State and the name of its initial registered agent~~
18 ~~at its initial registered office; and~~
- 19 ~~(3) That the street addresses of its initial registered~~
20 ~~office and agent shall be identical.] complying with~~
21 the requirements of section -4.



1 (b) A partnership may change its [~~registered office or~~
2 ~~its~~] registered agent by [~~delivering to the director of commerce~~
3 ~~and consumer affairs for filing, a statement of change that sets~~
4 ~~forth.~~

5 (1) ~~The name of the partnership;~~

6 (2) ~~The street address of its current registered office,~~
7 ~~the name of its current registered agent at its~~
8 ~~registered office, and any changes required to keep~~
9 ~~the information current; and~~

10 (3) ~~That after the change or changes are made, the street~~
11 ~~addresses of its registered office and agent shall be~~
12 ~~identical.] complying with the requirements of section~~
13 ~~_____ -7.~~

14 (c) If the registered [~~agent's street address changes, the~~
15 ~~registered agent may change the street address of the~~
16 ~~partnership's registered office by notifying the partnership in~~
17 ~~writing of the change and signing (either manually or in~~
18 ~~facsimile) and delivering to the director of commerce and~~
19 ~~consumer affairs for filing, a statement that complies with the~~
20 ~~requirements of subsection (a) and recites that the partnership~~
21 ~~has been notified of the change.] agent changes its name, its~~
22 ~~address, or its type or jurisdiction of organization, the agent~~



1 shall comply with the requirements of section -8 or -9,
2 whichever is applicable."

3 SECTION 34. Section 425-20, Hawaii Revised Statutes, is
4 amended to read as follows:

5 "[~~f~~]§425-20[~~f~~] **Resignation of registered agent.** [~~a~~] A
6 registered agent may resign from the registered agent's
7 appointment by [~~signing and delivering to the director of~~
8 ~~commerce and consumer affairs for filing, a signed statement of~~
9 ~~resignation. The statement may include a statement that the~~
10 ~~registered office is also discontinued.~~

11 ~~(b) The registered agent shall mail one copy to the~~
12 ~~registered office (if not discontinued) and the other copy to~~
13 ~~the partnership at its principal office.~~

14 ~~(c) The appointment of the agent shall be terminated, and~~
15 ~~the registered office discontinued if so provided, on the~~
16 ~~thirty first day after the date on which the statement was~~
17 ~~filed.] complying with the requirements of section -10."~~

18 SECTION 35. Section 425-153, Hawaii Revised Statutes, is
19 amended to read as follows:

20 "**§425-153 Statement of qualification.** A statement of
21 qualification shall contain:

22 (1) The name of the partnership;



- 1 (2) A statement that the partnership elects to be a
- 2 limited liability partnership; and
- 3 (3) The mailing address of the partnership's initial
- 4 principal office [~~, the street address of the~~
- 5 ~~partnership's initial registered office in the State,~~
- 6 ~~and the name of its initial registered agent at its~~
- 7 ~~initial registered office in the State.] and the~~
- 8 information required by section -4 (a)."

9 SECTION 36. Section 425-158, Hawaii Revised Statutes, is
 10 amended to read as follows:

11 "**§425-158 Statement of foreign qualification.** A statement
 12 of foreign qualification shall contain:

- 13 (1) The name of the foreign limited liability partnership,
- 14 which name complies with the law of the state or other
- 15 jurisdiction under which the foreign limited liability
- 16 partnership is formed;
- 17 (2) A statement that the partnership elects to be a
- 18 foreign limited liability partnership; and
- 19 (3) The mailing address of the partnership's principal
- 20 office [~~, the street address of the partnership's~~
- 21 ~~registered office in this State, and the name of its~~
- 22 ~~registered agent at its registered office in this~~



1 ~~State.]~~ and the information required by section
2 -4(a)."

3 SECTION 37. Section 425-163, Hawaii Revised Statutes, is
4 amended by amending subsection (a) to read as follows:

5 "(a) Every limited liability partnership and foreign
6 limited liability partnership authorized to transact business in
7 this [~~State]~~ state shall file an annual report in the office of
8 the director that contains:

- 9 (1) The name of the limited liability partnership or
10 foreign limited liability partnership;
- 11 (2) The mailing address of the partnership's principal
12 office [~~, the street address of the partnership's~~
13 ~~registered office in this State, and the name of its~~
14 ~~registered agent at its registered office in this~~
15 ~~State,]~~ and the information required by section
16 -4(a); provided that if the partnership is formed
17 under the laws of any other jurisdiction, the name of
18 the other jurisdiction shall also be specified;
- 19 (3) The name and address of each partner; and
- 20 (4) The fact that none of the partners is either a minor
21 or an incompetent person."



1 SECTION 38. Section 425-164, Hawaii Revised Statutes, is
2 amended by amending subsection (a) to read as follows:

3 "(a) The director may revoke the statement of
4 qualification of a limited liability partnership or statement of
5 foreign qualification of a foreign limited liability partnership
6 if:

7 (1) The partnership fails to:

8 (A) Pay any fees prescribed by law;

9 (B) File its annual report for a period of two years;

10 (C) Appoint and maintain an agent for service of
11 process as required; or

12 (D) File a statement of a change in the name or
13 business address of the agent as required[+] by
14 chapter ; or

15 (2) A misrepresentation has been made of any material
16 matter in any application, report, affidavit, or other
17 record or document submitted by the partnership.

18 The director shall provide the partnership at least sixty days'
19 written notice of intent to revoke the statement. The notice
20 shall be mailed to the partnership at its last known address
21 appearing in the records of the director. The notice shall
22 specify the annual report that has not been filed or the fee



1 that has not been paid, and the effective date of the
2 revocation. The revocation shall not be effective if the
3 specified annual report is filed and the specified fee is paid
4 before the effective date of the revocation."

5 SECTION 39. Section 425-168, Hawaii Revised Statutes, is
6 amended by amending subsection (a) to read as follows:

7 "(a) The director shall collect the following fees for the
8 following limited liability partnership documents:

- 9 (1) Annual report, \$25;
- 10 (2) Statement of qualification, \$50;
- 11 (3) Statement of foreign qualification, \$100;
- 12 (4) Statement of correction, amendment, restatement, or
13 amendment and restatement, \$25;
- 14 (5) Certificate of good standing, \$5;
- 15 (6) Articles of conversion or merger, \$100;
- 16 (7) For any other certificate, statement, or document,
17 \$25;
- 18 (8) Certification of domestic or foreign partnership, \$10;
- 19 and
- 20 (9) ~~[For each agent's statement of change of registered~~
21 ~~office, \$10 for each affected domestic or foreign~~
22 ~~limited liability partnership; provided that if an~~



1 ~~agent files more than two hundred statements of change~~
 2 ~~of registered office at the same time, the fee shall~~
 3 ~~be reduced to \$1 for each affected domestic or foreign~~
 4 ~~limited liability partnership.]~~ For filings relating
 5 to registered agents, the fees established by section
 6 -2."

7 SECTION 40. Section 425E-114, Hawaii Revised Statutes, is
 8 amended to read as follows:

9 " ~~[+] §425E-114 [.]~~ **Registered** ~~[office and registered]~~ **agent.**

10 Each domestic limited partnership or foreign limited partnership
 11 shall continuously maintain in this ~~[State]~~

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

14 ~~(2) A] state a registered agent, who shall have a business~~
 15 ~~address in this state and may be:~~

16 ~~[(A)]~~ (1) An individual who resides in this ~~[State and~~
 17 ~~whose business office is identical with the~~
 18 ~~registered office]~~ state;

19 ~~[(B)]~~ (2) A domestic entity authorized to transact
 20 business in this ~~[State whose business office is~~
 21 ~~identical with the registered office]~~ state; or



1 ~~to the director for filing, a statement of change that sets~~
2 ~~forth:~~

3 ~~(1) The name of the limited partnership;~~

4 ~~(2) The street address of its current registered office,~~
5 ~~the name of its current registered agent at its~~
6 ~~registered office, and any changes required to keep~~
7 ~~the information current; and~~

8 ~~(3) That after the change or changes are made, the street~~
9 ~~addresses of its registered office and agent shall be~~
10 ~~identical.] complying with the requirements of section~~
11 ~~-7.~~

12 (c) ~~If the registered [agent's street address changes, the~~
13 ~~registered agent may change the street address of the limited~~
14 ~~partnership's registered office by notifying the limited~~
15 ~~partnership in writing of the change and signing (either~~
16 ~~manually or in facsimile) and delivering to the director for~~
17 ~~filing, a statement that complies with the requirements of~~
18 ~~subsection (a) and recites that the limited partnership has been~~
19 ~~notified of the change.] agent changes its name, its address, or~~
20 ~~its type or jurisdiction of organization, the agent shall comply~~
21 ~~with the requirements of section -8 or -9, whichever is~~
22 ~~applicable."~~



1 SECTION 42. Section 425E-116, Hawaii Revised Statutes, is
2 amended to read as follows:

3 "[+]§425E-116[+] Resignation of registered agent. [~~a~~] A
4 registered agent may resign from the registered agent's
5 appointment by [~~signing and delivering to the director for~~
6 ~~filing, a signed statement of resignation. The statement may~~
7 ~~include a statement that the registered office shall also be~~
8 ~~discontinued.~~

9 ~~(b) The registered agent shall mail one copy to the~~
10 ~~registered office (if not discontinued) and the other copy to~~
11 ~~the limited partnership at its principal office.~~

12 ~~(c) The appointment of the agent shall be terminated, and~~
13 ~~the registered office discontinued if so provided, on the~~
14 ~~thirty first day after the date on which the statement was~~
15 ~~filed.] complying with the requirements of section -10."~~

16 SECTION 43. Section 425E-201, Hawaii Revised Statutes, is
17 amended by amending subsection (a) to read as follows:

18 "(a) To form a limited partnership, a certificate of
19 limited partnership shall be executed and delivered to the
20 office of the director for filing. The certificate shall set
21 forth:

22 (1) The name of the limited partnership;



- 1 (2) The mailing address of the limited partnership's
- 2 initial principal office [~~the street address of the~~
- 3 ~~limited partnership's initial registered office in~~
- 4 ~~this State, and the name of its initial registered~~
- 5 ~~agent at its initial registered office,]~~ and the
- 6 information required by section -4(a);
- 7 (3) The name and the address of each general partner;
- 8 (4) Whether the limited partnership is a limited liability
- 9 limited partnership;
- 10 (5) Any additional information required by article 11; and
- 11 (6) Any other matter the general partners determine to
- 12 include therein."

13 SECTION 44. Section 425E-208, Hawaii Revised Statutes, is

14 amended by amending subsection (a) to read as follows:

15 "(a) If a record delivered to the director for filing

16 under this chapter contains false information, any person that

17 suffers loss by reliance on the false information may recover

18 damages for the loss from:

- 19 (1) Any person who executes the record, or causes another
- 20 to execute it on the person's behalf, and knew the
- 21 information to be false or should have known the



1 information was false at the time the record was
2 executed; and

3 (2) Any general partner who has notice that the
4 information was false when the record was filed or has
5 become false because of changed circumstances, if the
6 general partner has notice for a reasonably sufficient
7 time before the information is relied upon to enable
8 the general partner to effect an amendment under
9 section 425E-202, file a petition pursuant to section
10 425E-205, or deliver to the director for filing a
11 statement of change pursuant to section [~~425E-115~~]
12 -7, or a certificate of correction pursuant to
13 section 425E-207."

14 SECTION 45. Section 425E-210, Hawaii Revised Statutes, is
15 amended by amending subsection (a) to read as follows:

16 "(a) Each limited partnership and each foreign limited
17 partnership authorized to transact business in this [State]
18 state shall deliver to the director for filing an annual
19 statement that sets forth:

20 (1) The name of the limited partnership and the state or
21 country under whose law it is formed;



1 (2) The mailing address of the limited partnership's
 2 principal office [~~, the street address of the limited~~
 3 ~~partnership's registered office in this State, and the~~
 4 ~~name of its registered agent at its registered office~~
 5 ~~in this State;~~] and the information required by
 6 section -4(a); and

7 (3) The name and address of each general partner."

8 SECTION 46. Section 425E-304, Hawaii Revised Statutes, is
 9 amended as follows:

10 1. By amending subsection (a) to read:

11 "(a) Within ten days of a demand, made in a record
 12 received by the limited partnership, a limited partner may
 13 inspect and copy required information during regular business
 14 hours in the limited partnership's [~~designated~~] principal
 15 office. The limited partner need not have any particular
 16 purpose for seeking the information."

17 2. By amending subsection (d) to read:

18 "(d) Subject to subsection (f), a person dissociated as a
 19 limited partner may inspect and copy required information during
 20 regular business hours in the limited partnership's [~~designated~~]
 21 principal office if:



1 (1) The information pertains to the period during which
2 the person was a limited partner;

3 (2) The person seeks the information in good faith; and

4 (3) The person meets the requirements of subsection (b)."

5 SECTION 47. Section 425E-407, Hawaii Revised Statutes, is
6 amended by amending subsection (a) to read as follows:

7 "(a) A general partner, without having any particular
8 purpose for seeking the information, may inspect and copy during
9 regular business hours:

10 (1) In the limited partnership's [~~designated~~] principal
11 office, required information; and

12 (2) At a reasonable location specified by the limited
13 partnership, any other records maintained by the
14 limited partnership regarding the limited
15 partnership's activities and financial condition."

16 SECTION 48. Section 425E-807, Hawaii Revised Statutes, is
17 amended by amending subsection (b) to read as follows:

18 "(b) The notice shall:

19 (1) Be published at least once in a newspaper of general
20 circulation in the county in which the dissolved
21 limited partnership's principal office is located or,
22 if it has none in this [~~State,~~] state, in the [~~county~~



1 ~~in which the limited partnership's designated office~~
2 ~~is or was last located,]~~ city and county of Honolulu;

3 (2) Describe the information required to be contained in a
4 claim and provide a mailing address to which the claim
5 is to be sent;

6 (3) State that a claim against the limited partnership
7 shall be barred unless an action to enforce the claim
8 is commenced within five years after publication of
9 the notice; and

10 (4) Unless the limited partnership has been throughout its
11 existence a limited liability limited partnership,
12 state that the barring of a claim against the limited
13 partnership shall also bar any corresponding claim
14 against any general partner or person dissociated as a
15 general partner that is based on section 425E-404."

16 SECTION 49. Section 425E-902, Hawaii Revised Statutes, is
17 amended by amending subsection (a) to read as follows:

18 "(a) A foreign limited partnership may apply for a
19 certificate of authority to transact business in this [~~State~~]
20 state by delivering an application to the director for filing.

21 The application shall state:



- 1 (1) The name of the foreign limited partnership and, if
2 the name does not comply with ~~[sections]~~ section
3 425E-108(d) and (e), an alternate name adopted
4 pursuant to section 425E-905(a);
- 5 (2) The name of the state or other jurisdiction under
6 whose law the foreign limited partnership is
7 organized;
- 8 (3) The mailing address of the foreign limited
9 partnership's principal office [~~, the street address of~~
10 ~~its registered office in this State, and the name of~~
11 ~~its registered agent at its registered office in this~~
12 ~~State,]~~ and the information required by section
13 -4(a);
- 14 (4) The name and address of each general partner;
- 15 (5) Whether the foreign limited partnership is a foreign
16 limited liability limited partnership; and
- 17 (6) The address of the office at which is kept a list of
18 the names and addresses of the limited partners and
19 their capital contributions, together with a written
20 commitment on the part of the foreign limited
21 partnership that it will keep those records until the



1 registration of the foreign limited partnership in
2 this [State] state is canceled or withdrawn."

3 SECTION 50. Section 425E-906, Hawaii Revised Statutes, is
4 amended by amending subsection (a) to read as follows:

5 "(a) The director may cancel the certificate of authority
6 of a limited partnership administratively if:

7 (1) The partnership fails to:

8 (A) Pay any fees prescribed by law;

9 (B) File its annual statement for a period of two
10 years;

11 (C) Appoint and maintain an agent for service of
12 process as required[+] by chapter ; or

13 (D) File a statement of a change in the name or
14 business address of the agent as required[+] by
15 section -7; or

16 (2) A misrepresentation has been made of any material
17 matter in any application, report, affidavit, or other
18 record or document submitted by the partnership."

19 SECTION 51. Section 425E-1109, Hawaii Revised Statutes, is
20 amended by amending subsection (b) to read as follows:

21 "(b) If a surviving entity fails to appoint or maintain an
22 agent designated for service of process in this [State] state or



1 the agent for service of process cannot with reasonable
2 diligence be [~~found at the designated office,~~] served, service
3 of process may be made upon the surviving entity by sending a
4 copy of the process by registered or certified mail, return
5 receipt requested, to the surviving entity at the address set
6 forth in the articles of merger. Service is effected under this
7 subsection at the earliest of:

- 8 (1) The date the surviving entity receives the process,
9 notice, or demand;
- 10 (2) The date shown on the return receipt, if signed on
11 behalf of the surviving entity; or
- 12 (3) Five days after its deposit in the mail, if mailed
13 postpaid and correctly addressed."

14 SECTION 52. Section 428-107, Hawaii Revised Statutes, is
15 amended to read as follows:

16 "**§428-107 Registered [~~office and~~] agent.** A limited
17 liability company and a foreign limited liability company
18 authorized to transact business in this [~~State~~] state shall
19 continuously maintain in this [~~State~~]

- 20 ~~(1) A registered office that may be the same as any of its~~
21 ~~places of business; and~~



1 ~~(2)~~ A] state a registered agent, who shall have a business
2 address in this state and may be:

3 [~~(A)~~] (1) An individual who resides in this [State
4 ~~and whose business office is identical with the~~
5 ~~registered office] state;~~

6 [~~(B)~~] (2) A domestic entity authorized to transact
7 business in this [State ~~whose business office is~~
8 ~~identical with the registered office] state; or~~

9 [~~(C)~~] (3) A foreign entity authorized to transact
10 business in this [State ~~whose business office is~~
11 ~~identical with the registered office] state."~~

12 SECTION 53. Section 428-108, Hawaii Revised Statutes, is
13 amended to read as follows:

14 "**§428-108 Change of [~~registered office or~~] registered**
15 **agent.** (a) A limited liability company or a foreign limited
16 liability company may change its [~~registered office or its~~]
17 registered agent by [~~delivering to the director for filing a~~
18 ~~statement of change which sets forth:~~

19 ~~(1) The name of the company;~~

20 ~~(2) The street address of its current registered office in~~
21 ~~this State, the name of its current registered agent~~



1 ~~at its registered office in this State, and any~~
2 ~~changes required to keep the information current, and~~
3 ~~(3) That after the change or changes are made, the street~~
4 ~~addresses of its registered office and registered~~
5 ~~agent shall be identical.] complying with the~~
6 ~~requirements of section -7.~~

7 (b) If a registered agent changes its name, its address or
8 its type or jurisdiction of organization, the agent shall comply
9 with the requirements of section -8 or -9, whichever is
10 applicable."

11 SECTION 54. Section 428-109, Hawaii Revised Statutes, is
12 amended to read as follows:

13 "**§428-109 Resignation of registered agent.** [~~(a)~~] A
14 registered agent of a domestic or foreign limited liability
15 company may resign from the registered agent's appointment by
16 [~~signing and delivering to the director for filing the signed~~
17 ~~statement of resignation. The statement may include a statement~~
18 ~~that the registered office is also discontinued.~~

19 ~~(b) The registered agent shall mail one copy to the~~
20 ~~registered office (if not discontinued) and the other copy to~~
21 ~~the company at its principal office.~~



1 ~~(c) The appointment of the agent is terminated, and the~~
2 ~~registered office discontinued if so provided, on the thirty-~~
3 ~~first day after the date on which the statement was filed.]~~
4 complying with the requirements of section -10."

5 SECTION 55. Section 428-203, Hawaii Revised Statutes, is
6 amended by amending subsection (a) to read as follows:

7 "(a) Articles of organization of a limited liability
8 company shall set forth:

9 (1) The name of the company;

10 (2) The mailing address of the company's initial principal
11 office [~~, the street address of its initial registered~~
12 ~~office in this State, and the name of its initial~~
13 ~~registered agent at its registered office in this~~
14 ~~State,]~~ and the information required by section
15 -4 (a);

16 (3) The name and address of each organizer;

17 (4) Whether the duration of the company is for a specified
18 term and, if so, the period specified;

19 (5) Whether the company is to be manager-managed, and:

20 (A) If so, the name and address of each initial

21 manager, and the number of initial members; or



1 (B) If not, the name and address of each initial
2 member; and

3 (6) Whether the members of the company are to be liable
4 for its debts and obligations under section
5 428-303(c)."

6 SECTION 56. Section 428-210, Hawaii Revised Statutes, is
7 amended by amending subsection (a) to read as follows:

8 "(a) Each limited liability company and each foreign
9 limited liability company authorized to transact business in
10 this [State] state shall deliver to the director for filing an
11 annual report that sets forth:

12 (1) The name of the company and the [~~state or country~~]
13 jurisdiction under whose law it is organized;

14 (2) The mailing address of the company's principal
15 office [~~, the street address of its registered office~~
16 ~~in this State, and the name of its registered agent at~~
17 ~~its registered office in the State,]~~ and the
18 information required by section -4(a); and

19 (3) Whether the company is manager-managed, and:

20 (A) If so, the name and address of each manager, and
21 the number of members; or

22 (B) If not, the name and address of each member."



1 SECTION 57. Section 428-906, Hawaii Revised Statutes, is
2 amended by amending subsection (b) to read as follows:

3 "(b) If a surviving entity fails to appoint or maintain an
4 agent designated for service of process in this [State] state or
5 the agent for service of process cannot with reasonable
6 diligence be [~~found at the designated office,~~] served, service
7 of process may be made upon the surviving entity by sending a
8 copy of the process by registered or certified mail, return
9 receipt requested, to the surviving entity at the address set
10 forth in the articles of merger. Service is effected under this
11 subsection at the earliest of:

- 12 (1) The date the surviving entity receives the process,
13 notice, or demand;
- 14 (2) The date shown on the return receipt, if signed on
15 behalf of the surviving entity; or
- 16 (3) Five days after its deposit in the mail, if mailed
17 postpaid and correctly addressed."

18 SECTION 58. Section 428-1002, Hawaii Revised Statutes, is
19 amended by amending subsection (a) to read as follows:

20 "(a) A foreign limited liability company may apply for a
21 certificate of authority to transact business in this [State]



1 state by delivering an application to the director for filing.

2 The application shall set forth:

- 3 (1) The name of the foreign limited liability company or,
4 if its name is unavailable for use in this [~~State,~~]
5 state, a name that satisfies the requirements of
6 section 428-1005;
- 7 (2) The name of the state or country under whose law it is
8 organized;
- 9 (3) A representation and warranty that a list of the names
10 of and addresses of all members and their respective
11 capital contributions are kept and will be kept at its
12 principal office until cancellation, in accordance
13 with section 428-1007, of the foreign limited
14 liability company's authority to transact business in
15 this [~~State,~~] state;
- 16 (4) The mailing address of its principal office [~~the~~
17 ~~street address of its registered office in this State,~~
18 ~~and the name of its registered agent at its registered~~
19 ~~office in this State,~~] and the information required by
20 section -4(a);
- 21 (5) Whether the duration of the company is for a specified
22 term and, if so, the period specified;



- 1 (6) Whether the company is manager-managed, and:
- 2 (A) If so, the name and address of each manager; or
- 3 (B) If not, the name and address of each member;
- 4 (7) Whether the members of the company are to be liable
- 5 for its debts and obligations under a provision
- 6 similar to section 428-303(c); and
- 7 (8) Any additional information as may be necessary or
- 8 appropriate to enable the director to determine
- 9 whether the foreign limited liability company is
- 10 entitled to obtain authority to transact business in
- 11 this [~~State-~~] state."

12 SECTION 59. Section 428-1301, Hawaii Revised Statutes, is
 13 amended by amending subsection (a) to read as follows:

14 "(a) The following fees shall be paid to the director upon
 15 the filing and issuance of records under this chapter:

- 16 (1) Articles of organization, \$100;
- 17 (2) Articles of amendment, \$25;
- 18 (3) Restated articles of organization, \$25;
- 19 (4) Articles of merger or conversion, \$100;
- 20 (5) Statement of dissociation, \$25;
- 21 (6) Articles of termination, \$25;



- 1 (7) Application for reinstatement for administratively
2 terminated limited liability company, \$25;
- 3 (8) Annual report, \$25;
- 4 ~~[(9) Statement of change of designated office or agent for~~
5 ~~service of process, or both, for limited liability~~
6 ~~company or foreign limited liability company, \$25;~~
- 7 ~~(10) Agent's statement of change of address, \$25 for each~~
8 ~~affected domestic limited liability company or foreign~~
9 ~~limited liability company; provided that if more than~~
10 ~~two hundred simultaneous filings are made, the fee~~
11 ~~shall be reduced to \$1 for each affected domestic~~
12 ~~limited liability company or foreign limited liability~~
13 ~~company;~~
- 14 ~~[(11)]~~ (9) Any other statement or document of a domestic or
15 foreign limited liability company, \$25;
- 16 ~~[(12)]~~ (10) Application for certificate of authority for
17 foreign limited liability company, \$100;
- 18 ~~[(13)]~~ (11) Application for cancellation of authority of
19 foreign limited liability company, \$25;
- 20 ~~[(14)]~~ (12) Reservation of name, \$10;
- 21 ~~[(15)]~~ (13) Good standing certificate, \$5;



- 1 ~~[(16)]~~ (14) Any other record not otherwise covered in this
2 part, \$25;
- 3 ~~[(17)]~~ (15) Certified copy of any record relating to a
4 limited liability company or foreign limited liability
5 company, \$10 for the certificate and affixing the seal
6 thereto;
- 7 ~~[(18)]~~ (16) Special handling fee for review of any record
8 other than articles of merger or conversion, \$25;
- 9 ~~[(19)]~~ (17) Special handling fee for review of articles of
10 merger or conversion, \$75;
- 11 ~~[(20)]~~ (18) Special handling fee for certificate issued by
12 the director not otherwise covered by this section,
13 \$10 per certificate;
- 14 ~~[(21)]~~ (19) Special handling fee for certification of
15 record, \$10; ~~[and]~~
- 16 ~~[(22)]~~ (20) Any service of notice, demand, or process upon
17 the director as agent for service of process of a
18 limited liability company or foreign limited liability
19 company, \$10, which amount may be recovered as taxable
20 costs by the party to the suit or action causing such
21 service to be made if such party prevails in the suit
22 or action~~[-]~~; and



1 (21) For filings relating to registered agents, the fees
2 established by section -2."

3 SECTION 60. This Act does not affect an action or
4 proceeding commenced or right accrued before the effective date
5 of this Act.

6 SECTION 61. Statutory material to be repealed is bracketed
7 and stricken. New statutory material is underscored.

8 SECTION 62. This Act shall take effect on July 1, 2010.



Report Title:

Hawaii Registered Agents Act

Description:

Adopts provisions of the Model Registered Agents Act, which streamlines business registration filings for registered agents who accept service of process on behalf of businesses in Hawaii, particularly commercial agents who are in the business of serving as agents. (SB301 HD1)

