

1 "Entity" means a person that has a separate legal existence
2 or has the power to acquire an interest in real property in its
3 own name other than:

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

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

17 "Foreign entity" means an entity other than a domestic
18 entity.

19 "Foreign qualification document" means an application for a
20 certificate of authority or other foreign qualification filing
21 with the director by a foreign entity.

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

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

6 (2) Vote for the election of the governors of the entity;
7 or

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

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

14 "Individual" means a natural person.

15 "Interest" means a:

16 (1) Governance interest in an unincorporated entity;

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

18 (3) Share or membership in a corporation.

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

20 "Jurisdiction of organization," with respect to an entity,
21 means the jurisdiction whose law includes the organic law of the
22 entity.

1 "Noncommercial registered agent" means a person that is not
2 listed as a commercial registered agent under section -6 and
3 that is:

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

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

11 "Nonqualified foreign entity" means a foreign entity that
12 is not authorized to transact business in this State pursuant to
13 a filing with the director.

14 "Nonresident LLP statement" means a statement of:

15 (1) Qualification of a domestic limited liability
16 partnership that does not have an office in this
17 State; or

18 (2) Foreign qualification of a foreign limited liability
19 partnership that does not have an office in this
20 State.

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

1 "Organic rules" means the public organic document and
2 private organic rules of an entity.

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

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

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

15 "Qualified foreign entity" means a foreign entity that is
16 authorized to transact business in this State pursuant to a
17 filing with the director.

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

21 "Registered agent" means a commercial registered agent or a
22 noncommercial registered agent.

1 "Registered agent filing" means:

- 2 (1) The public organic document of a domestic filing
- 3 entity;
- 4 (2) A nonresident limited liability partnership statement;
- 5 (3) A foreign qualification document; or
- 6 (4) An appointment of agent.

7 "Represented entity" means a:

- 8 (1) Domestic filing entity;
- 9 (2) Domestic or qualified foreign limited liability
- 10 partnership that does not have an office in this
- 11 State;
- 12 (3) Qualified foreign entity;
- 13 (4) Domestic entity that is not a filing entity for which
- 14 an appointment of agent has been filed; or
- 15 (5) Nonqualified foreign entity for which an appointment
- 16 of agent has been filed.

17 "Sign" means, with present intent to authenticate or adopt
18 a record to:

- 19 (1) Execute or adopt a tangible symbol; or
- 20 (2) Attach to or logically associate with the record an
- 21 electronic sound, symbol, or process.

1 "Transferable interest" means the right under an entity's
2 organic law to receive distributions from the entity.

3 "Type", with respect to an entity, means a generic form of
4 entity:

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

10 § -3 Fees. (a) The director shall collect the
11 following fees when a filing is made under this chapter:

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

1 (5) Statement appointing an agent for service of process,
2 \$25 for each affected entity; provided that if more
3 than two hundred simultaneous filings are made, the
4 fee shall be reduced to \$1 for each affected entity.

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

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

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

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

14 § -5 **Appointment of registered agent.** (a) An entity's
15 or other person's registered agent filing, as defined by this
16 chapter, shall state:

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

19 (2) If the entity does not have a commercial registered
20 agent:

21 (A) The name of the individual or the name, type, and
22 jurisdiction of organization of the entity's

1 noncommercial registered agent and the address of
2 a place of business of the person in this State
3 to which service of process and other notice and
4 documents being served on or sent to the entity
5 represented by it may be delivered; or

6 (B) The title of an office or other position with the
7 entity if service of process is to be sent to the
8 person holding that office or position, and the
9 address of the business office in the State of
10 that person; provided that the office or other
11 position stated in the filing shall comport with
12 the requirements of sections 414-64, 414D-74,
13 415A-27, 425-21, 425E-117, and 428-110.

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

17 **§ -6 Listing of commercial registered agent.** (a) An
18 individual or a domestic or foreign entity may become listed as
19 a commercial registered agent by filing with the director a
20 certified commercial registered agent listing statement signed
21 by or on behalf of the person that states:

- 1 (1) The name of the individual or the name, type, and
2 jurisdiction of organization of the entity;
- 3 (2) That the person is in the business of serving as a
4 commercial registered agent in the State; and
- 5 (3) The address of a place of business of the person in
6 the State to which service of process and other notice
7 and documents being served on or sent to entities
8 represented by it may be delivered.

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

19 (c) A commercial registered agent listing statement takes
20 effect on filing.

21 (d) The director shall note the filing of the commercial
22 registered agent listing statement in the business registry

1 maintained by the director for each entity represented by the
2 registered agent at the time of the filing. The statement has
3 the effect of deleting the address of the registered agent from
4 the registered agent filing of each of those entities.

5 **§ -7 Termination of listing of commercial registered**

6 **agent.** (a) A commercial registered agent may terminate its
7 listing as a commercial registered agent by filing with the
8 director a commercial registered agent termination statement
9 signed by or on behalf of the agent that states:

10 (1) The name of the agent as currently listed under
11 section -6; and

12 (2) That the agent is no longer in the business of serving
13 as a commercial registered agent in the State.

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

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

20 (d) When a commercial registered agent termination
21 statement takes effect, the registered agent ceases to be an
22 agent for service of process on each entity formerly represented

1 by it. Until an entity formerly represented by a terminated
2 commercial registered agent appoints a new registered agent,
3 service of process may be made on the entity as provided by law.
4 Termination of the listing of a commercial registered agent
5 under this section does not affect any contractual rights a
6 represented entity may have against the agent or that the agent
7 may have against the entity.

8 § -8 **Change of registered agent by entity.** (a) A

9 represented entity may change the information currently on file
10 under section -5(a) by filing with the director a certified
11 statement of change signed on behalf of the entity that states
12 the:

13 (1) Name of the entity; and

14 (2) Information that is to be in effect as a result of the
15 filing of the statement of change.

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

18 (1) Statement of change under this section; or

19 (2) Similar filing changing the registered agent or
20 registered office of the entity in any other
21 jurisdiction.

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

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

6 **§ -9 Change of name or address by noncommercial**

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

13 (1) The name of the entity;

14 (2) The name and address of the agent as currently in
15 effect with respect to the entity;

16 (3) If the name of the agent has changed, its new name;

17 and

18 (4) If the address of the agent has changed, the new
19 address.

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

1 (c) A noncommercial registered agent shall promptly
2 furnish the represented entity with notice in a record of the
3 filing of a statement of change and the changes made by the
4 filing.

5 § -10 **Change of name, address, or type of organization**
6 **by commercial registered agent.** (a) If a commercial registered
7 agent changes its name, its address as currently listed under
8 section -6(a), or its type or jurisdiction of organization,
9 the agent shall file with the director a certified statement of
10 change signed by or on behalf of the agent which states:

- 11 (1) The name of the agent as currently listed under
12 section -6(a);
- 13 (2) If the name of the agent has changed, its new name;
- 14 (3) If the address of the agent has changed, the new
15 address; and
- 16 (4) If the type or jurisdiction of organization of the
17 agent has changed, the new type or jurisdiction of
18 organization.

19 (b) The filing of a statement of change under subsection
20 (a) is effective to change the information regarding the
21 commercial registered agent with respect to each entity that has
22 filed to be represented by the agent.

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

3 (d) A commercial registered agent shall promptly furnish
4 each entity represented by it with notice in a record of the
5 filing of a statement of change relating to the name or address
6 of the agent and the changes made by the filing.

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

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

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

1 § **-11 Resignation of registered agent.** (a) A
2 registered agent may resign at any time with respect to a
3 represented entity by filing with the department director a
4 certified statement of resignation signed by or on behalf of the
5 agent that states:

6 (1) The name of the entity;

7 (2) The name of the agent;

8 (3) That the agent resigns from serving as agent for
9 service of process for the entity; and

10 (4) The name and address of the person to which the agent
11 will send the notice required by subsection (c).

12 (b) A statement of resignation takes effect on the earlier
13 of the thirty-first day after the day on which it is filed or
14 the appointment of a new registered agent for the represented
15 entity.

16 (c) The registered agent shall promptly furnish the
17 represented entity notice in a record of the date on which a
18 statement of resignation was filed.

19 (d) When a statement of resignation takes effect, the
20 registered agent ceases to have responsibility for any matter
21 tendered to it as agent for the represented entity. A
22 resignation under this section does not affect any contractual

1 rights the entity has against the agent or that the agent has
2 against the entity.

3 (e) A registered agent may resign with respect to a
4 represented entity whether or not the entity is in good
5 standing.

6 § -12 **Duties of registered agent.** The only duties under
7 this chapter of a registered agent that has complied with this
8 chapter are:

- 9 (1) To forward to the represented entity at the address
10 most recently supplied to the agent by the entity any
11 process, notice, or demand that is served on the
12 agent;
- 13 (2) To provide the notices required by this chapter to the
14 entity at the address most recently supplied to the
15 agent by the entity;
- 16 (3) If the agent is a noncommercial registered agent, to
17 keep current the information required by section
18 -5(a) in the most recent registered agent filing
19 for the entity; and
- 20 (4) If the agent is a commercial registered agent, to keep
21 current the information listed for it under section
22 -6(a).

1 § **-13 Jurisdiction and venue.** The appointment or
2 maintenance of a registered agent in the State does not by
3 itself create the basis for personal jurisdiction over the
4 represented entity in the State. The address of the agent does
5 not determine venue in an action or proceeding involving the
6 entity.

7 § **-14 Relation to Electronic Signatures in Global and**
8 **National Commerce Act.** This chapter modifies, limits, and
9 supersedes the federal Electronic Signatures in Global and
10 National Commerce Act, 15 U.S.C. section 7001, et seq., but does
11 not modify, limit, or supersede section 101(c) of that Act, 15
12 U.S.C. section 7001(c), or authorize delivery of any of the
13 notices described in section 103(b) of that Act, 15 U.S.C.
14 Section 7003(b)."

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

17 "(d) Written notice to a domestic or foreign corporation
18 (authorized to transact business in this State) may be addressed
19 to its registered agent [~~at its registered office~~] or to the
20 corporation or its secretary at its principal office shown in
21 its most recent annual report or, in the case of a foreign

1 corporation that has not yet delivered an annual report, in its
2 application for a certificate of authority."

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

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

7 (1) Articles of incorporation, \$100;

8 (2) Articles of amendment, \$25;

9 (3) Restated articles of incorporation, \$25;

10 (4) Articles of conversion or merger, \$100;

11 (5) Articles of merger (subsidiary corporation), \$50;

12 (6) Articles of dissolution, \$25;

13 (7) Annual report of domestic and foreign corporations
14 organized for profit, \$25;

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

21 ~~-(9)]~~ (8) Any other statement, report, certificate,
22 application, or other corporate document, except an

- 1 annual report, of a domestic or foreign corporation,
2 \$25;
- 3 ~~[(10)]~~ (9) Application for a certificate of authority, \$100;
- 4 ~~[(11)]~~ (10) Application for a certificate of withdrawal,
5 \$25;
- 6 ~~[(12)]~~ (11) Reservation of corporate name, \$10;
- 7 ~~[(13)]~~ (12) Transfer of reservation of corporate name, \$10;
- 8 ~~[(14)]~~ (13) Good standing certificate, \$5;
- 9 ~~[(15)]~~ (14) Special handling fee for review of corporation
10 documents, excluding articles of conversion or merger,
11 \$25;
- 12 ~~[(16)]~~ (15) Special handling fee for review of articles of
13 conversion or merger, \$75;
- 14 ~~[(17)]~~ (16) Special handling fee for certificates issued by
15 the department, \$10 per certificate; ~~[and]~~
- 16 ~~[(18)]~~ (17) Special handling fee for certification of
17 documents, \$10~~[-]~~; and
- 18 (18) For filings relating to registered agents, the fees
19 established by section -3."

20 SECTION 4. Section 414-32, Hawaii Revised Statutes, is
21 amended by amending subsection (a) to read as follows:

22 "(a) The articles of incorporation shall set forth:

- 1 (1) A corporate name for the corporation that satisfies
2 the requirements of section 414-51;
- 3 (2) The number of shares the corporation is authorized to
4 issue;
- 5 (3) The mailing address of the corporation's initial
6 principal office [~~, the street address of the~~
7 ~~corporation's initial registered office, and the name~~
8 ~~of its initial registered agent at its initial~~
9 ~~registered office;~~] and the information required by
10 section -5(a); and
- 11 (4) The name and address of each incorporator."

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

14 "**§414-61 Registered [~~office and registered~~] agent.** Each
15 corporation shall continuously maintain in this State[~~±~~

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

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

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

1 ~~[(B)]~~ (2) A domestic entity authorized to transact
2 business or conduct affairs in this State [~~whose~~
3 ~~business office is identical with the registered~~
4 ~~office~~]; or

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

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

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

17 ~~(1) The name of the corporation;~~
18 ~~(2) The street address of its initial registered office in~~
19 ~~this State and the name of its initial registered~~
20 ~~agent at its initial registered office; and~~

1 ~~(3) That the street addresses of its registered office and~~
2 ~~agent shall be identical.]~~ complying with section
3 -5.

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

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

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

12 ~~(3) That after the change or changes are made, the street~~
13 ~~addresses of its registered office and agent shall be~~
14 ~~identical.]~~ complying with section -8.

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

1 jurisdiction of organization, the agent shall comply with the
2 requirements of section -9 or -10, whichever is
3 applicable."

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

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

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

15 ~~(c) The appointment of the agent is terminated, and the~~
16 ~~registered office discontinued if so provided, on the thirty-~~
17 ~~first day after the date on which the statement was filed.]~~
18 complying with the requirements of section -11."

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

21 "(b) The corporation shall commence the proceeding in the
22 circuit court. If the corporation is a foreign corporation

1 ~~[without a registered office in this State]~~, it shall commence
2 the proceeding in the county in this State where the
3 ~~[registered]~~ principal office of the domestic corporation merged
4 with or whose shares were acquired by the foreign corporation
5 was located~~[-]~~ or, if the domestic corporation did not have its
6 principal office in this State at the time of the transaction,
7 then in the city and county of Honolulu."

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

10 "(b) The notice must:

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

17 (2) Describe the information that must be included in a
18 claim and provide a mailing address where the claim
19 may be sent; and

20 (3) State that a claim against the corporation will be
21 barred unless a proceeding to enforce the claim is

1 commenced within five years after the publication of
2 the notice."

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

5 "**§414-401 Grounds for administrative dissolution.** The
6 department director may commence a proceeding under section
7 414-402 to administratively dissolve a corporation if the
8 corporation fails to:

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

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

18 "(a) Venue for a proceeding by the attorney general to
19 dissolve a corporation lies in circuit court. Venue for a
20 proceeding brought by any other party named in section 414-411
21 lies in the county where a corporation's principal office is or

1 was located (or, if none in this State, [~~its registered office~~
2 ~~is or was last located.~~] in the city and county of Honolulu)."

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

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

- 9 (1) The name of the foreign corporation or, if its name is
10 unavailable for use in this State, a corporate name
11 that satisfies the requirements of section 414-436;
- 12 (2) The name of the state or country under whose law it is
13 incorporated;
- 14 (3) Its date of incorporation;
- 15 (4) The mailing address of the corporation's principal
16 office[~~, the street address of its registered office~~
17 ~~in this State, and the name of its registered agent at~~
18 ~~its registered office in this State;~~] and the
19 information required by section -5(a); and
- 20 (5) The names and usual business addresses of its current
21 directors and officers."

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

3 **"§414-437 Registered [~~office and registered~~] agent of**
4 **foreign corporation.** Each foreign corporation authorized to
5 transact business in this State must continuously maintain in
6 this State[÷

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

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

10 ~~[(A)] (1) An individual who resides in this State [and~~
11 ~~whose business office is identical with the~~
12 ~~registered office];~~

13 ~~[(B)] (2) A domestic entity authorized to transact~~
14 ~~business in this State [whose business office is~~
15 ~~identical with the registered office]; or~~

16 ~~[(C)] (3) A foreign entity authorized to transact~~
17 ~~business in this State [whose business office is~~
18 ~~identical with the registered office]."~~

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

21 **"§414-438 Change of [~~registered office or~~] registered**
22 **agent of foreign corporation.** (a) A foreign corporation

1 authorized to transact business in this State may change its
2 ~~[registered office or its]~~ registered agent by ~~[delivering to~~
3 ~~the department director for filing a statement of change that~~
4 ~~sets forth:~~

5 ~~(1) Its name;~~

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 the business~~
12 ~~office of its registered agent shall be identical.]~~
13 complying with the requirements of section -8.

14 (b) If a registered agent changes ~~[the street address of~~
15 ~~the agent's business office, the agent may change the street~~
16 ~~address of the registered office of any foreign corporation for~~
17 ~~which the agent is the registered agent by notifying the~~
18 ~~corporation in writing of the change and signing (either~~
19 ~~manually or in facsimile) and delivering to the department~~
20 ~~director for filing a statement of change that complies with the~~
21 ~~requirements of subsection (a) and recites that the corporation~~
22 ~~has been notified of the change.]~~ its name, its address, or its

1 type or jurisdiction of organization, the agent shall comply
2 with the requirements of section -9 or -10, whichever is
3 applicable."

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

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

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

19 ~~(c) The appointment of the agent is terminated, and the~~
20 ~~registered office discontinued if so provided, on the thirty-~~
21 ~~first day after the date on which the statement was filed.]~~

22 complying with the requirements of section -11."

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

3 "(a) Each domestic corporation, and each foreign
4 corporation authorized to transact business in this State, shall
5 deliver to the department director for filing an annual report
6 that sets forth:

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

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

14 (3) The names and business addresses of its directors and
15 officers; and

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

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

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

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

- 5 (1) Articles of incorporation, \$50;
- 6 (2) Articles of amendment, \$10;
- 7 (3) Restated articles of incorporation, \$10;
- 8 (4) Articles of merger, \$50;
- 9 (5) Articles of conversion, \$50;
- 10 (6) Articles of dissolution, \$10;
- 11 (7) Annual report of nonprofit domestic or foreign
12 corporation, \$5;
- 13 (8) Any other statement, report, certificate, application,
14 or other corporate document, except an annual report,
15 of a nonprofit domestic or foreign corporation, \$10;
- 16 (9) Application for a certificate of authority, \$50;
- 17 (10) Application for a certificate of withdrawal, \$10;
- 18 (11) Reservation of corporate name, \$10;
- 19 (12) Transfer of reservation of corporate name, \$10;
- 20 (13) Good standing certificate, \$5;

- 1 (14) Special handling fee for review of corporation
2 documents, excluding articles of merger or conversion,
3 \$25;
- 4 (15) Special handling fee for review of articles of
5 conversion or merger, \$75;
- 6 (16) Special handling fee for certificates issued by the
7 department, \$10 per certificate;
- 8 (17) Special handling fee for certification of documents,
9 \$10; and
- 10 (18) ~~[Agent's statement of change of registered office, \$10~~
11 ~~for each affected domestic corporation or foreign~~
12 ~~corporation; provided that if more than two hundred~~
13 ~~simultaneous filings are made, the fee shall be~~
14 ~~reduced to \$1 for each affected domestic corporation~~
15 ~~or foreign corporation.] For filings relating to~~
16 ~~registered agents, the fees established by section~~
17 ~~-3.~~"

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

20 "(a) The articles of incorporation shall set forth:

- 21 (1) A corporate name for the corporation that satisfies
22 the requirements of section 414D-61;

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

7 (3) The name and address of each incorporator;

8 (4) Whether or not the corporation will have members; and

9 (5) Provisions not inconsistent with law regarding the
10 distribution of assets on dissolution."

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

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

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

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

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

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

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

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

3 "(b) The notice must:

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

9 (2) List the information that must be included in a claim
10 and provide a mailing address where the claim may be
11 sent; and

12 (3) State that a claim against the corporation will be
13 barred unless a proceeding to enforce the claim is
14 commenced within five years after publication of the
15 notice."

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

18 "**§414D-248 Grounds for administrative dissolution.** The
19 department director may commence a proceeding under section
20 414D-249 to administratively dissolve a corporation if the
21 corporation fails to:

22 (1) Pay any fees prescribed by law;

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

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

9 "(a) A foreign corporation may apply for a certificate of
 10 authority to transact business in this State by delivering an
 11 application to the department director for filing. The
 12 application shall set forth:

- 13 (1) The name of the foreign corporation or, if its name is
- 14 unavailable for use in this State, a corporate name
- 15 that satisfies the requirements of section 414D-276;
- 16 (2) The name of the state or country under whose law it is
- 17 incorporated;
- 18 (3) The date of incorporation;
- 19 (4) The mailing address of the corporation's principal
- 20 office[~~, the street address of its registered office~~
- 21 ~~in this State, and the name of its registered agent at~~

1 ~~its registered office in this State;~~ and the
2 information required by section -5(a);

3 (5) The names and usual business addresses of its current
4 directors and officers; and

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

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

8 "**§414D-277 Registered [~~office and registered~~] agent of**
9 **foreign corporation.** Each foreign corporation authorized to
10 transact business in this State shall continuously maintain in
11 this State[~~+~~

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

14 ~~(2) A] 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];~~~~

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

1 ~~[(c)]~~ (3) A foreign entity authorized to transact
2 business in this State ~~[whose business office is~~
3 ~~identical with the registered office]."~~

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

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

12 ~~(1) The corporation's name;~~
13 ~~(2) The street address of its current registered office,~~
14 ~~the name of its current registered agent at its~~
15 ~~registered office, and any changes required to keep~~
16 ~~the information current; and~~
17 ~~(3) That after the change or changes are made, the street~~
18 ~~addresses of its registered office and the office of~~
19 ~~its registered agent shall be identical.] complying~~
20 with the requirements of section -8.

21 (b) If a registered agent changes ~~[the street address of~~
22 ~~its business office, the agent may change the address of the~~

1 ~~registered office of any foreign corporation for which the agent~~
2 ~~is the registered agent by notifying the corporation in writing~~
3 ~~of the change and signing (either manually or in facsimile) and~~
4 ~~delivering to the department director for filing a statement of~~
5 ~~change that complies with the requirements of subsection (a) and~~
6 ~~recites that the corporation has been notified of the change.]~~
7 its name, its address, or its type or jurisdiction of
8 organization, the agent shall comply with the requirements of
9 chapter _____."

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

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

18 ~~(b) After filing the statement, the registered agent shall~~
19 ~~attach the filing receipt to one copy and mail the copy and~~
20 ~~receipt to the registered office if not discontinued. The~~
21 ~~registered agent shall mail a second copy to the foreign~~

1 ~~corporation at its principal office address shown in its most~~
2 ~~recent annual report.~~

3 ~~(c) The agency is terminated, and the registered office~~
4 ~~discontinued if so provided, on the thirty-first day after the~~
5 ~~date on which the statement is filed.] complying with the~~
6 ~~requirements of section -11."~~

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

9 **"§414D-283 Grounds for revocation of certificate of**
10 **authority.** The department director may commence a proceeding
11 under section 414D-284 to revoke the certificate of authority of
12 a foreign corporation authorized to transact business in this
13 State if:

- 14 (1) The corporation fails to:
- 15 (A) Pay any fees prescribed by law;
 - 16 (B) File its annual report for a period of two years;
 - 17 (C) Appoint and maintain an agent for service of
18 process as required; or
 - 19 (D) File a statement of a change in the name or
20 business address of the agent as required[+] by
21 chapter ; or

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

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

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

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

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

3 "(a) Each domestic corporation, and each foreign
4 corporation authorized to transact business in the State, shall
5 deliver to the department director an annual report on a form
6 prescribed and furnished by the department director that sets
7 forth:

- 8 (1) The name of the corporation and the [~~state or country~~]
9 jurisdiction under whose law it is incorporated;
- 10 (2) The mailing address of its principal office[, ~~the~~
11 ~~address of its registered office in this State, and~~
12 ~~the name of its registered agent at its registered~~
13 ~~office in the State;~~] and the information required by
14 section -5(a);
- 15 (3) The names and addresses of its directors and officers;
16 and
- 17 (4) A brief description of the nature of its activities."

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

20 "(a) Whenever any general partnership is formed under the
21 laws of this State to do business in this State, or any general
22 partnership formed under the laws of any other jurisdiction

1 shall do business in this State, the partnership shall file in
2 the office of the director of commerce and consumer affairs the
3 registration and annual statements prescribed in this chapter.
4 A registration statement shall be filed by a partnership formed
5 under the laws of this State within thirty days after the
6 partnership is formed and by a partnership formed under the laws
7 of any other jurisdiction within thirty days after the
8 commencement of business in this State. Every registration
9 statement shall contain the following information:

- 10 (1) The name of the partnership;
- 11 (2) The name and address of each partner;
- 12 (3) The mailing address of the partnership's principal
13 office [~~, the street address of the partnership's~~
14 ~~registered office in this State, and the name of its~~
15 ~~registered agent at its registered office in this~~
16 ~~State;~~] and the information required by section
17 _____ -5(a); provided that if the partnership is one
18 formed under the laws of any other jurisdiction, the
19 name of the jurisdiction shall also be specified;
- 20 (4) The date the partnership was formed and, if the
21 partnership is one formed under the laws of any other

1 jurisdiction, the date the partnership commenced
2 business in this State; and

3 (5) The fact that none of the partners is either a minor
4 or an incompetent person.

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

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

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

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

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

6 (3) Partnership dissolution statement, \$10;

7 (4) Foreign general partnership registration statement,
8 \$25;

9 (5) Statement of change, \$10;

10 (6) Application for certificate of withdrawal, \$5;

11 (7) Statement of correction, \$10;

12 (8) Reservation of name, \$10;

13 (9) Transfer of reservation of name, \$10;

14 (10) Annual statement for domestic or foreign general
15 partnership, \$10;

16 (11) Good standing certificate, \$5;

17 (12) Articles of conversion or merger, \$100;

18 (13) Any other statement, certificate, or other document
19 for a domestic or foreign general partnership, \$10;

20 (14) Special handling fee for review of any general
21 partnership document, \$25;

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

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

16 "[~~+~~]**\$425-18**[~~+~~] **Registered [~~office and registered~~] agent.**

17 Each domestic partnership or foreign partnership shall

18 continuously maintain in this State[~~+~~

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

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

1 ~~(2) The street address of its initial registered office in~~
2 ~~the State and the name of its initial registered agent~~
3 ~~at its initial registered office; and~~

4 ~~(3) That the street addresses of its initial registered~~
5 ~~office and agent shall be identical.] complying with~~
6 ~~the requirements of section -5.~~

7 (b) A partnership may change its [~~registered office or~~
8 ~~its]~~ registered agent by [~~delivering to the director of commerce~~
9 ~~and consumer affairs for filing, a statement of change that sets~~
10 ~~forth:~~

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

12 ~~(2) The street address of its current registered office,~~
13 ~~the name of its current registered agent at its~~
14 ~~registered office, and any changes required to keep~~
15 ~~the information current; and~~

16 ~~(3) That after the change or changes are made, the street~~
17 ~~addresses of its registered office and agent shall be~~
18 ~~identical.] complying with the requirements of section~~
19 ~~-8.~~

20 (c) If the registered [~~agent's street address changes, the~~
21 ~~registered agent may change the street address of the~~
22 ~~partnership's registered office by notifying the partnership in~~

1 ~~writing of the change and signing (either manually or in~~
2 ~~facsimile) and delivering to the director of commerce and~~
3 ~~consumer affairs for filing, a statement that complies with the~~
4 ~~requirements of subsection (a) and recites that the partnership~~
5 ~~has been notified of the change.] agent changes its name, its~~
6 ~~address, or its type of jurisdiction or organization, the agent~~
7 ~~shall comply with the requirements of section -9 or -10,~~
8 ~~whichever is applicable."~~

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

11 "[~~+~~]**\$425-20**[~~+~~] **Resignation of registered agent.** [~~(a)~~] A
12 registered agent may resign from the registered agent's
13 appointment by [~~signing and delivering to the director of~~
14 ~~commerce and consumer affairs for filing, a signed statement of~~
15 ~~resignation. The statement may include a statement that the~~
16 ~~registered office is also discontinued.~~

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

20 ~~(c) The appointment of the agent shall be terminated, and~~
21 ~~the registered office discontinued if so provided, on the~~

1 ~~thirty-first day after the date on which the statement was~~
2 ~~filed.] complying with the requirements of section -11."~~

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

5 "**§425-153 Statement of qualification.** A statement of
6 qualification shall contain:

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

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

18 "**§425-158 Statement of foreign qualification.** A statement
19 of foreign qualification shall contain:

- 20 (1) The name of the foreign limited liability partnership,
21 which name complies with the law of the state or other

1 jurisdiction under which the foreign limited liability
2 partnership is formed;

3 (2) A statement that the partnership elects to be a
4 foreign limited liability partnership; and

5 (3) The mailing address of the partnership's principal
6 office [~~, the street address of the partnership's~~
7 ~~registered office in this State, and the name of its~~
8 ~~registered agent at its registered office in this~~
9 ~~State.] and the information required by section
10 -5(a)."~~

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

13 "(a) Every limited liability partnership and foreign
14 limited liability partnership authorized to transact business in
15 this State shall file an annual report in the office of the
16 director that contains:

17 (1) The name of the limited liability partnership or
18 foreign limited liability partnership;

19 (2) 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 -5(a); provided that if the partnership is formed
3 under the laws of any other jurisdiction, the name of
4 the other jurisdiction shall also be specified;

5 (3) The name and address of each partner; and

6 (4) The fact that none of the partners is either a minor
7 or an incompetent person."

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

10 "(a) The director may revoke the statement of
11 qualification of a limited liability partnership or statement of
12 foreign qualification of a foreign limited liability partnership
13 if:

14 (1) The partnership fails to:

15 (A) Pay any fees prescribed by law;

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

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

19 (D) File a statement of a change in the name or
20 business address of the agent as required~~[+]~~ by
21 chapter ; or

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

4 The director shall provide the partnership at least sixty days'
5 written notice of intent to revoke the statement. The notice
6 shall be mailed to the partnership at its last known address
7 appearing in the records of the director. The notice shall
8 specify the annual report that has not been filed or the fee
9 that has not been paid, and the effective date of the
10 revocation. The revocation shall not be effective if the
11 specified annual report is filed and the specified fee is paid
12 before the effective date of the revocation."

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

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

- 17 (1) Annual report, \$25;
18 (2) Statement of qualification, \$50;
19 (3) Statement of foreign qualification, \$100;
20 (4) Statement of correction, amendment, restatement, or
21 amendment and restatement, \$25;
22 (5) Certificate of good standing, \$5;

- 1 (6) Articles of conversion or merger, \$100;
- 2 (7) For any other certificate, statement, or document,
- 3 \$25;
- 4 (8) Certification of domestic or foreign partnership, \$10;
- 5 and
- 6 (9) ~~[For each agent's statement of change of registered~~
- 7 ~~office, \$10 for each affected domestic or foreign~~
- 8 ~~limited liability partnership; provided that if an~~
- 9 ~~agent files more than two hundred statements of change~~
- 10 ~~of registered office at the same time, the fee shall~~
- 11 ~~be reduced to \$1 for each affected domestic or foreign~~
- 12 ~~limited liability partnership.] For filings relating~~
- 13 to registered agents, the fees established by section
- 14 _____ -3."

15 SECTION 40. Section 425E-114, Hawaii Revised Statutes, is

16 amended to read as follows:

17 "[~~†~~]**\$425E-114**[~~†~~] **Registered** [~~office and registered~~] **agent.**

18 Each domestic limited partnership or foreign limited partnership

19 shall 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] 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 [~~and~~
4 ~~whose business office is identical with the~~
5 ~~registered office];~~

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

12 SECTION 41. Section 425E-115, Hawaii Revised Statutes, is
13 amended to read as follows:

14 "~~[+]§425E-115[+]~~ **Designation or change of [registered**
15 **office or] registered agent.** (a) A domestic limited
16 partnership or foreign limited partnership that does not already
17 have a [~~registered office and~~] registered agent shall designate
18 its [~~registered office and~~] registered agent by [~~delivering to~~
19 ~~the director for filing, a statement of designation that sets~~
20 ~~forth:~~

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

1 ~~(2) The street address of its initial registered office in~~
2 ~~this State and the name of its initial registered~~
3 ~~agent at its initial registered office; and~~

4 ~~(3) That the street addresses of its initial registered~~
5 ~~office and agent shall be identical.] complying with~~
6 ~~the requirements of section -5.~~

7 (b) A domestic or foreign limited partnership may change
8 ~~[its registered office or] its registered agent by [delivering~~
9 ~~to the director for filing, a statement of change that sets~~
10 ~~forth:~~

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

12 ~~(2) The street address of its current registered office,~~
13 ~~the name of its current registered agent at its~~
14 ~~registered office, and any changes required to keep~~
15 ~~the information current; and~~

16 ~~(3) That after the change or changes are made, the street~~
17 ~~addresses of its registered office and agent shall be~~
18 ~~identical.] complying with the requirements of section~~
19 ~~-8.~~

20 (c) If the registered ~~[agent's street address changes, the~~
21 ~~registered agent may change the street address of the limited~~
22 ~~partnership's registered office by notifying the limited~~

1 ~~partnership in writing of the change and signing (either~~
2 ~~manually or in facsimile) and delivering to the director for~~
3 ~~filing, a statement that complies with the requirements of~~
4 ~~subsection (a) and recites that the limited partnership has been~~
5 ~~notified of the change.] agent changes its name, its address, or~~
6 ~~its type or jurisdiction of organization, the agent shall comply~~
7 ~~with the requirements of section -9 or -10, whichever is~~
8 ~~applicable."~~

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

11 "[~~+~~]**\$425E-116**[~~+~~] **Resignation of registered agent.** [~~(a)~~] A
12 registered agent may resign from the registered agent's
13 appointment by [~~signing and delivering to the director for~~
14 ~~filing, a signed statement of resignation. The statement may~~
15 ~~include a statement that the registered office shall also be~~
16 ~~discontinued.~~

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

20 ~~(c) The appointment of the agent shall be terminated, and~~
21 ~~the registered office discontinued if so provided, on the~~

1 ~~thirty-first day after the date on which the statement was~~
2 ~~filed.] complying with the requirements of section -11."~~

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

5 "(a) To form a limited partnership, a certificate of
6 limited partnership shall be executed and delivered to the
7 office of the director for filing. The certificate shall set
8 forth:

9 (1) The name of the limited partnership;

10 (2) The mailing address of the limited partnership's
11 initial principal office[~~, the street address of the~~
12 ~~limited partnership's initial registered office in~~
13 ~~this State, and the name of its initial registered~~
14 ~~agent at its initial registered office,]~~ and the
15 information required by section -5(a);

16 (3) The name and the address of each general partner;

17 (4) Whether the limited partnership is a limited liability
18 limited partnership;

19 (5) Any additional information required by article 11; and

20 (6) Any other matter the general partners determine to
21 include therein."

1 SECTION 44. Section 425E-208, Hawaii Revised Statutes, is
2 amended by amending subsection (a) to read as follows:

3 "(a) If a record delivered to the director for filing
4 under this chapter contains false information, any person that
5 suffers loss by reliance on the false information may recover
6 damages for the loss from:

- 7 (1) Any person who executes the record, or causes another
8 to execute it on the person's behalf, and knew the
9 information to be false or should have known the
10 information was false at the time the record was
11 executed; and
- 12 (2) Any general partner who has notice that the
13 information was false when the record was filed or has
14 become false because of changed circumstances, if the
15 general partner has notice for a reasonably sufficient
16 time before the information is relied upon to enable
17 the general partner to effect an amendment under
18 section 425E-202, file a petition pursuant to section
19 425E-205, or deliver to the director for filing a
20 statement of change pursuant to section [~~425E-115~~]
21 -8, or a certificate of correction pursuant to
22 section 425E-207."

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

3 "(a) Each limited partnership and each foreign limited
4 partnership authorized to transact business in this State shall
5 deliver to the director for filing an annual statement that sets
6 forth:

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

9 (2) The mailing address of the limited partnership's
10 principal office [~~, the street address of the limited
11 partnership's registered office in this State, and the
12 name of its registered agent at its registered office
13 in this State,~~] and the information required by
14 section -5(a); and

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

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

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

19 "(a) Within ten days of a demand, made in a record
20 received by the limited partnership, a limited partner may
21 inspect and copy required information during regular business
22 hours in the limited partnership's [~~designated~~] principal

1 office. The limited partner need not have any particular
2 purpose for seeking the information."

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

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

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

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

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

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

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

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

19 (2) At a reasonable location specified by the limited
20 partnership, any other records maintained by the
21 limited partnership regarding the limited
22 partnership's activities and financial condition."

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

3 "(b) The notice shall:

4 (1) Be published at least once in a newspaper of general
5 circulation in the county in which the dissolved
6 limited partnership's principal office is located or,
7 if it has none in this State, in the [~~county in which~~
8 ~~the limited partnership's designated office is or was~~
9 ~~last located;~~] city and county of Honolulu;

10 (2) Describe the information required to be contained in a
11 claim and provide a mailing address to which the claim
12 is to be sent;

13 (3) State that a claim against the limited partnership
14 shall be barred unless an action to enforce the claim
15 is commenced within five years after publication of
16 the notice; and

17 (4) Unless the limited partnership has been throughout its
18 existence a limited liability limited partnership,
19 state that the barring of a claim against the limited
20 partnership shall also bar any corresponding claim
21 against any general partner or person dissociated as a
22 general partner that is based on section 425E-404."

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

3 "(a) A foreign limited partnership may apply for a
4 certificate of authority to transact business in this State by
5 delivering an application to the director for filing. The
6 application shall state:

- 7 (1) The name of the foreign limited partnership and, if
8 the name does not comply with ~~[sections]~~ section
9 425E-108(d) and (e), an alternate name adopted
10 pursuant to section 425E-905(a);
- 11 (2) The name of the state or other jurisdiction under
12 whose law the foreign limited partnership is
13 organized;
- 14 (3) The mailing address of the foreign limited
15 partnership's principal office [~~, the street address of~~
16 ~~its registered office in this State, and the name of~~
17 ~~its registered agent at its registered office in this~~
18 ~~State,]~~ and the information required by section
19 -5(a);
- 20 (4) The name and address of each general partner;
- 21 (5) Whether the foreign limited partnership is a foreign
22 limited liability limited partnership; and

1 (6) The address of the office at which is kept a list of
2 the names and addresses of the limited partners and
3 their capital contributions, together with a written
4 commitment on the part of the foreign limited
5 partnership that it will keep those records until the
6 registration of the foreign limited partnership in
7 this State is canceled or withdrawn."

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

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

12 (1) The partnership fails to:

13 (A) Pay any fees prescribed by law;

14 (B) File its annual statement for a period of two
15 years;

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

18 (D) File a statement of a change in the name or
19 business address of the agent as required[+] by
20 section _____ -8; or

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

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

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

15 (1) The date the surviving entity receives the process,
16 notice, or demand;

17 (2) The date shown on the return receipt, if signed on
18 behalf of the surviving entity; or

19 (3) Five days after its deposit in the mail, if mailed
20 postpaid and correctly addressed."

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

1 "**§428-107 Registered [~~office and~~] agent.** A limited
2 liability company and a foreign limited liability company
3 authorized to transact business in this State shall continuously
4 maintain in this State[+:

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

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

9 ~~[(A)] (1) An individual who resides in this State [~~and~~
10 ~~whose business office is identical with the~~
11 ~~registered office];~~~~

12 ~~[(B)] (2) A domestic entity authorized to transact
13 business in this State [~~whose business office is~~
14 ~~identical with the registered office]; or~~~~

15 ~~[(C)] (3) A foreign entity authorized to transact
16 business in this State [~~whose business office is~~
17 ~~identical with the registered office]."~~~~

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

20 "**§428-108 Change of [~~registered office or~~] registered**
21 **agent.** (a) A limited liability company or a foreign limited
22 liability company may change its [~~registered office or its~~]

1 registered agent by [~~delivering to the director for filing a~~
2 ~~statement of change which sets forth:~~

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

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

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

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

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

18 "**§428-109 Resignation of registered agent.** [~~(a)~~] A
19 registered agent of a domestic or foreign limited liability
20 company may resign from the registered agent's appointment by
21 [~~signing and delivering to the director for filing the signed~~

1 ~~statement of resignation. The statement may include a statement~~
2 ~~that the registered office is also discontinued.~~

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

6 ~~(c) The appointment of the agent is terminated, and the~~
7 ~~registered office discontinued if so provided, on the thirty-~~
8 ~~first day after the date on which the statement was filed.]~~
9 complying with the requirements of section -11."

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

12 "(a) Articles of organization of a limited liability
13 company shall set forth:

14 (1) The name of the company;

15 (2) The mailing address of the company's initial principal
16 office[~~, the street address of its initial registered~~
17 ~~office in this State, and the name of its initial~~
18 ~~registered agent at its registered office in this~~
19 ~~State;~~] and the information required by section
20 -5(a);

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

- 1 (4) Whether the duration of the company is for a specified
2 term and, if so, the period specified;
- 3 (5) Whether the company is to be manager-managed, and:
4 (A) If so, the name and address of each initial
5 manager, and the number of initial members; or
6 (B) If not, the name and address of each initial
7 member; and
- 8 (6) Whether the members of the company are to be liable
9 for its debts and obligations under section
10 428-303(c)."

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

13 "(a) Each limited liability company and each foreign
14 limited liability company authorized to transact business in
15 this State shall deliver to the director for filing an annual
16 report that sets forth:

- 17 (1) The name of the company and the [~~state or country~~
18 jurisdiction] under whose law it is organized;
- 19 (2) The mailing address of the company's principal
20 office [~~, the street address of its registered office~~
21 ~~in this State, and the name of its registered agent at~~

1 ~~its registered office in the State;~~ and the
2 information required by section -5(a); and

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

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

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

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

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

18 (1) The date the surviving entity receives the process,
19 notice, or demand;

20 (2) The date shown on the return receipt, if signed on
21 behalf of the surviving entity; or

1 (3) Five days after its deposit in the mail, if mailed
2 postpaid and correctly addressed."

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

5 "(a) A foreign limited liability company may apply for a
6 certificate of authority to transact business in this State by
7 delivering an application to the director for filing. The
8 application shall set forth:

9 (1) The name of the foreign limited liability company or,
10 if its name is unavailable for use in this State, a
11 name that satisfies the requirements of section
12 428-1005;

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

15 (3) A representation and warranty that a list of the names
16 of and addresses of all members and their respective
17 capital contributions are kept and will be kept at its
18 principal office until cancellation, in accordance
19 with section 428-1007, of the foreign limited
20 liability company's authority to transact business in
21 this State;

- 1 (4) The mailing address of its principal office [~~the~~
2 ~~street address of its registered office in this State,~~
3 ~~and the name of its registered agent at its registered~~
4 ~~office in this State;~~] and the information required by
5 section -5(a);
- 6 (5) Whether the duration of the company is for a specified
7 term and, if so, the period specified;
- 8 (6) Whether the company is manager-managed, and:
9 (A) If so, the name and address of each manager; or
10 (B) If not, the name and address of each member;
- 11 (7) Whether the members of the company are to be liable
12 for its debts and obligations under a provision
13 similar to section 428-303(c); and
- 14 (8) Any additional information as may be necessary or
15 appropriate to enable the director to determine
16 whether the foreign limited liability company is
17 entitled to obtain authority to transact business in
18 this State."

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

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

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

- 1 [~~(12)~~] (10) Application for certificate of authority for
2 foreign limited liability company, \$100;
- 3 [~~(13)~~] (11) Application for cancellation of authority of
4 foreign limited liability company, \$25;
- 5 [~~(14)~~] (12) Reservation of name, \$10;
- 6 [~~(15)~~] (13) Good standing certificate, \$5;
- 7 [~~(16)~~] (14) Any other record not otherwise covered in this
8 part, \$25;
- 9 [~~(17)~~] (15) Certified copy of any record relating to a
10 limited liability company or foreign limited liability
11 company, \$10 for the certificate and affixing the seal
12 thereto;
- 13 [~~(18)~~] (16) Special handling fee for review of any record
14 other than articles of merger or conversion, \$25;
- 15 [~~(19)~~] (17) Special handling fee for review of articles of
16 merger or conversion, \$75;
- 17 [~~(20)~~] (18) Special handling fee for certificate issued by
18 the director not otherwise covered by this section,
19 \$10 per certificate;
- 20 [~~(21)~~] (19) Special handling fee for certification of
21 record, \$10; [~~and~~]

1 ~~[(22)]~~ (20) Any service of notice, demand, or process upon
2 the director as agent for service of process of a
3 limited liability company or foreign limited liability
4 company, \$10, which amount may be recovered as taxable
5 costs by the party to the suit or action causing such
6 service to be made if such party prevails in the suit
7 or action~~[.]~~; and
8 (21) For filings relating to registered agents, the fees
9 established by section -3."

10 SECTION 60. This Act does not affect an action or
11 proceeding commenced or right accrued before the effective date
12 of this Act.

13 SECTION 61. Statutory material to be repealed is bracketed
14 and stricken. New statutory material is underscored.

15 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. (SD2)