

JAN 23 2009

S.B. NO. 301

A BILL FOR AN ACT

RELATING TO THE HAWAII REGISTERED AGENTS ACT.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF HAWAII:

1 SECTION 1. The Hawaii Revised Statutes is amended by
2 adding a new chapter to be appropriately designated and to read
3 as follows:

4 "CHAPTER

5 **THE HAWAII REGISTERED AGENTS ACT**

6 § -1 Short title. This chapter may be cited as the
7 Hawaii Registered Agents Act.

8 § -2 Definitions. For purposes of this chapter only:

9 "Appointment of agent" means a statement appointing an
10 agent for service of process filed under section -5.

11 "Commercial registered agent" means an individual or a
12 domestic or foreign entity authorized to transact business in
13 this State and listed under section -6.

14 "Department director" means the director of commerce and
15 consumer affairs.

16 "Domestic entity" means an entity whose internal affairs
17 are governed by the laws of this State.



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 department 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 department 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 department 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 LLP 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 department director shall collect
11 the 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 department director shall collect the following
6 fees for copying and certifying a copy of any document filed
7 under this chapter:

8 (1) For copying, 25 cents per page; and

9 (2) For certifying the copy, \$10 for a certificate.

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 must state an actual street address
13 or rural route box number in this 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, must 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 this 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 department
20 director a certified commercial registered agent listing
21 statement signed by or on behalf of the person which 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 this State; and

5 (3) The address of a place of business of the person in
6 this State to which service of process and other
7 notice and documents being served on or sent to
8 entities 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 department
16 director for filing a copy of a certificate of registration of a
17 trade name and use that name in its statement and when it does
18 business in this State as a commercial registered agent.

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

21 § -7 Termination of listing of commercial registered
22 agent. (a) A commercial registered agent may terminate its



1 listing as a commercial registered agent by filing with the
2 department director a commercial registered agent termination
3 statement signed by or on behalf of the agent which states:

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

6 (2) That the agent is no longer in the business of serving
7 as a commercial registered agent in this State.

8 (b) A commercial registered agent termination statement
9 takes effect on the thirty-first day after the day on which it
10 is filed.

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

14 (d) When a commercial registered agent termination
15 statement takes effect, the registered agent ceases to be an
16 agent for service of process on each entity formerly represented
17 by it. Until an entity formerly represented by a terminated
18 commercial registered agent appoints a new registered agent,
19 service of process may be made on the entity as provided by law.
20 Termination of the listing of a commercial registered agent
21 under this section does not affect any contractual rights a



1 represented entity may have against the agent or that the agent
2 may have against the entity.

3 § -8 Change of registered agent by entity. (a) A
4 represented entity may change the information currently on file
5 under section -5(a) by filing with the department director a
6 certified statement of change signed on behalf of the entity
7 which states the:

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

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

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

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

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



1 § -9 Change of name or address by noncommercial
2 registered agent. (a) If a noncommercial registered agent
3 changes its name or its address as currently in effect with
4 respect to a represented entity pursuant to section -5(a),
5 the agent shall file with the department director, with respect
6 to each entity represented by the agent, a certified statement
7 of change signed by or on behalf of the agent that states:

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

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

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

21 § -10 Change of name, address, or type of organization
22 by commercial registered agent. (a) If a commercial registered



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

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

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

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

20 (d) A commercial registered agent shall promptly furnish
21 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 department
6 director may cancel the listing of the agent under section

7 -6. A cancellation under this subsection has the same effect
8 as a termination under section -7. Promptly after canceling
9 the listing of an agent, the department director shall serve
10 notice in a record 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 § -11 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 department director a
21 certified statement of resignation signed by or on behalf of the
22 agent which 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 § -12 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 -5(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 -6(a).

18 § -13 Jurisdiction and venue. The appointment or
19 maintenance in this State of a registered agent does not by
20 itself create the basis for personal jurisdiction over the
21 represented entity in this State. The address of the agent does



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

3 § -14 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 U.S.C. Section 7001, et seq., but does
7 not modify, limit, or supersede Section 101(c) of that act, 15
8 U.S.C. Section 7001(c), or authorize delivery of any of the
9 notices described in Section 103(b) of that act, 15 U.S.C.
10 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) may be addressed
15 to its registered agent [~~at its registered office~~] or to the
16 corporation or its secretary at its principal office shown in
17 its most recent annual report or, in the case of a foreign
18 corporation that has not yet delivered an annual report, in its
19 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) 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 -3 of the Hawaii Registered
- 17 Agents Act."

18 SECTION 4. Section 414-32, 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 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 414-5(a) of the Hawaii Registered Agents Act;
9 and

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

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

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

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

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

19 [~~A)] (1) An individual who resides in this State [and~~

20 whose business office is identical with the

21 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 of the Hawaii Registered Agents Act.

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 of the Hawaii
15 Registered Agents Act.

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



1 ~~change.]~~ agent changes its name, its address, or its type or
2 jurisdiction of organization, the agent shall comply with the
3 requirements of section -9 or section -10 of the Hawaii
4 Registered Agents Act, whichever is applicable."

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

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

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

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 -11 of the Hawaii
20 Registered Agents Act."

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



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

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

12 "(b) The notice must:

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

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

21 (3) State that a claim against the corporation will be
22 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~~] chapter
15 , the Hawaii Registered Agents Act."

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



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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) of the Hawaii

20 Registered Agents Act; and

21 (5) The names and usual business addresses of its current
22 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 of
14 the Hawaii Registered Agents Act.

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

1 ~~has been notified of the change.]~~ its name, its address, or its
2 type or jurisdiction of organization, the agent shall comply
3 with the requirements of section -9 or section -10 of the
4 Hawaii Registered Agents Act, whichever is applicable."

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

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

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

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



1 complying with the requirements of section -11 of the Hawaii
2 Registered Agents Act."

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

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

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

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

16 (3) The names and business addresses of its directors and
17 officers; and

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

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



1 shares, itemized by class and series, if any, within each
2 class."

3 SECTION 17. Section 414D-5, 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, \$50;
- 8 (2) Articles of amendment, \$10;
- 9 (3) Restated articles of incorporation, \$10;
- 10 (4) Articles of merger, \$50;
- 11 (5) Articles of conversion, \$50;
- 12 (6) Articles of dissolution, \$10;
- 13 (7) Annual report of nonprofit domestic or foreign
14 corporation, \$5;
- 15 (8) Any other statement, report, certificate, application,
16 or other corporate document, except an annual report,
17 of a nonprofit domestic or foreign corporation, \$10;
- 18 (9) Application for a certificate of authority, \$50;
- 19 (10) Application for a certificate of withdrawal, \$10;
- 20 (11) Reservation of corporate name, \$10;
- 21 (12) Transfer of reservation of corporate name, \$10;
- 22 (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 of the Hawaii Registered Agents Act."

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) of the Hawaii Registered Agents Act;
- 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[-] _____, the Hawaii Registered Agents Act."

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~~
- 22 ~~its registered office in this State;~~] and the

1 information required by section -5(a) of the Hawaii
2 Registered Agents Act;

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 of the Hawaii
 21 Registered Agents Act.



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

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

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

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



1 ~~registered agent shall mail a second copy to the foreign~~
2 ~~corporation at its principal office address shown in its most~~
3 ~~recent annual report.~~

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

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

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

- 16 (1) The corporation fails to:
- 17 (A) Pay any fees prescribed by law;
 - 18 (B) File its annual report for a period of two years;
 - 19 (C) Appoint and maintain an agent for service of
 - 20 process as required; or



1 (D) File a statement of a change in the name or
2 business address of the agent as required[+] by
3 chapter , the Hawaii Registered Agents Act; or

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

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

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

17 (b) If a corporation does not within a reasonable time
18 allow a member to inspect and copy any other record, the member
19 who complies with section 414D-302(b) and (c) may apply to the
20 court in the county where the corporation's principal office
21 (or, if none in this State, [~~its registered office~~] in the city
22 and county of Honolulu) is located for an order to permit



1 inspection and copying of the records demanded. The court shall
2 dispose of an application under this subsection on an expedited
3 basis."

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

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

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

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



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

13 (1) The name of the partnership;
14 (2) The name and address of each partner;
15 (3) The mailing address of the partnership's principal
16 office [~~, the street address of the partnership's~~
17 ~~registered office in this State, and the name of its~~
18 ~~registered agent at its registered office in this~~
19 ~~State,~~] and the information required by section
20 -5(a) of the Hawaii Registered Agents Act;
21 provided that if the partnership is one formed under



1 the laws of any other jurisdiction, the name of the
2 jurisdiction shall also be specified;

3 (4) The date the partnership was formed and, if the
4 partnership is one formed under the laws of any other
5 jurisdiction, the date the partnership commenced
6 business in this State; and

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

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



1 shall be filed within the time periods prescribed in subsections
2 (c) and (d)."

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

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

- 8 (1) Partnership registration statement, \$25;
- 9 (2) Partnership change of name statement, \$10;
- 10 (3) Partnership dissolution statement, \$10;
- 11 (4) Foreign general partnership registration statement,
12 \$25;
- 13 (5) Statement of change, \$10;
- 14 (6) Application for certificate of withdrawal, \$5;
- 15 (7) Statement of correction, \$10;
- 16 (8) Reservation of name, \$10;
- 17 (9) Transfer of reservation of name, \$10;
- 18 (10) Annual statement for domestic or foreign general
19 partnership, \$10;
- 20 (11) Good standing certificate, \$5;
- 21 (12) Articles of conversion or merger, \$100;



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

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



1 " ~~[†]~~ §425-18 ~~[‡]~~ Registered ~~[office and registered]~~ agent.

2 Each domestic partnership or foreign partnership shall

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

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

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

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

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

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

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

21 " ~~[†]~~ §425-19 ~~[‡]~~ Designation or change of ~~[registered~~
22 ~~office] or registered agent. (a) A partnership that does not~~



1 already have a ~~[registered office and]~~ registered agent shall
 2 designate its ~~[registered office and]~~ registered agent by
 3 ~~[delivering to the director of commerce and consumer affairs for~~
 4 ~~filing, a statement of designation that sets forth:~~

- 5 ~~(1) The name of the partnership;~~
- 6 ~~(2) The street address of its initial registered office in~~
 7 ~~the State and the name of its initial registered agent~~
 8 ~~at its initial registered office; and~~
- 9 ~~(3) That the street addresses of its initial registered~~
 10 ~~office and agent shall be identical.] complying with~~
 11 ~~the requirements of section -5 of the Hawaii~~
 12 ~~Registered Agents Act.~~

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

- 17 ~~(1) The name of the partnership;~~
- 18 ~~(2) The street address of its current registered office,~~
 19 ~~the name of its current registered agent at its~~
 20 ~~registered office, and any changes required to keep~~
 21 ~~the information current; and~~



1 ~~(3) That after the change or changes are made, the street~~
2 ~~addresses of its registered office and agent shall be~~
3 ~~identical.] complying with the requirements of section~~
4 ~~-8 of the Hawaii Registered Agents Act.~~

5 (c) If the registered agent's street address changes, the
6 registered agent may change the street address of the
7 partnership's registered office by notifying the partnership in
8 writing of the change and signing (either manually or in
9 facsimile) and delivering to the director of commerce and
10 consumer affairs for filing, a statement that complies with the
11 requirements of subsection (a) and recites that the partnership
12 has been notified of the change."

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

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



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

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

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

11 "**§425-153 Statement of qualification.** A statement of
12 qualification shall contain:

- 13 (1) The name of the partnership;
- 14 (2) A statement that the partnership elects to be a
15 limited liability partnership; and
- 16 (3) The mailing address of the partnership's initial
17 principal office[, ~~the street address of the~~
18 ~~partnership's initial registered office in the State,~~
19 ~~and the name of its initial registered agent at its~~
20 ~~initial registered office in the State.] and the~~
21 information required by section -5(a) of the Hawaii
22 Registered Agents Act."



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

3 "§425-158 Statement of foreign qualification. A statement
4 of foreign qualification shall contain:

5 (1) The name of the foreign limited liability partnership,
6 which name complies with the law of the state or other
7 jurisdiction under which the foreign limited liability
8 partnership is formed;

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

11 (3) 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 -5(a) of the Hawaii Registered Agents Act."

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

19 "(a) Every limited liability partnership and foreign
20 limited liability partnership authorized to transact business in
21 this State shall file an annual report in the office of the
22 director that contains:



- 1 (1) The name of the limited liability partnership or
- 2 foreign limited liability partnership;
- 3 (2) The mailing address of the partnership's principal
- 4 office [~~the street address of the partnership's~~
- 5 ~~registered office in this State, and the name of its~~
- 6 ~~registered agent at its registered office in this~~
- 7 ~~State,]~~ and the information required by section
- 8 -5(a) of the Hawaii Registered Agents Act; provided
- 9 that if the partnership is formed under the laws of
- 10 any other jurisdiction, the name of the other
- 11 jurisdiction shall also be specified;
- 12 (3) The name and address of each partner; and
- 13 (4) The fact that none of the partners is either a minor
- 14 or an incompetent person."

15 SECTION 38. Section 425-164, Hawaii Revised Statutes, is

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

17 "(a) The director may revoke the statement of

18 qualification of a limited liability partnership or statement of

19 foreign qualification of a foreign limited liability partnership

20 if:

- 21 (1) The partnership fails to:
- 22 (A) Pay any fees prescribed by law;

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

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

4 (D) File a statement of a change in the name or
5 business address of the agent as required[+] by
6 chapter , the Hawaii Registered Agents Act; or

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

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

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

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



- 1 (1) Annual report, \$25;
- 2 (2) Statement of qualification, \$50;
- 3 (3) Statement of foreign qualification, \$100;
- 4 (4) Statement of correction, amendment, restatement, or
- 5 amendment and restatement, \$25;
- 6 (5) Certificate of good standing, \$5;
- 7 (6) Articles of conversion or merger, \$100;
- 8 (7) For any other certificate, statement, or document,
- 9 \$25;
- 10 (8) Certification of domestic or foreign partnership, \$10;
- 11 and
- 12 (9) ~~[For each agent's statement of change of registered~~
- 13 ~~office, \$10 for each affected domestic or foreign~~
- 14 ~~limited liability partnership; provided that if an~~
- 15 ~~agent files more than two hundred statements of change~~
- 16 ~~of registered office at the same time, the fee shall~~
- 17 ~~be reduced to \$1 for each affected domestic or foreign~~
- 18 ~~limited liability partnership.] For filings relating~~
- 19 to registered agents, the fees established by section
- 20 -3 of the Hawaii Registered Agents Act."

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



1 " ~~[+] §425E-114 [+] Registered [office and registered]~~ agent.

2 Each domestic limited partnership or foreign limited partnership
3 shall continuously maintain in this State ~~[+~~

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

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

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

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

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

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

19 " ~~[+] §425E-115 [+] Designation or change of [registered
20 office or] registered agent. (a) A domestic limited
21 partnership or foreign limited partnership that does not already
22 have a [registered office and] registered agent shall designate~~

1 its ~~[registered office and]~~ registered agent by ~~[delivering to~~
2 ~~the director for filing, a statement of designation that sets~~
3 ~~forth.~~

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

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

8 ~~(3) That the street addresses of its initial registered~~
9 ~~office and agent shall be identical.] complying with~~

10 ~~the requirements of section -5 of the Hawaii~~
11 ~~Registered Agents Act.~~

12 (b) A domestic or foreign limited partnership may change
13 ~~[its registered office or]~~ its registered agent by ~~[delivering~~
14 ~~to the director for filing, a statement of change that sets~~
15 ~~forth.~~

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

17 ~~(2) The street address of its current registered office,~~
18 ~~the name of its current registered agent at its~~
19 ~~registered office, and any changes required to keep~~
20 ~~the information current; and~~

21 ~~(3) That after the change or changes are made, the street~~
22 ~~addresses of its registered office and agent shall be~~



1 ~~identical.]~~ complying with the requirements of section
2 -8 of the Hawaii Registered Agents Act.

3 (c) If the registered ~~[agent's street address changes, the~~
4 ~~registered agent may change the street address of the limited~~
5 ~~partnership's registered office by notifying the limited~~
6 ~~partnership in writing of the change and signing (either~~
7 ~~manually or in facsimile) and delivering to the director for~~
8 ~~filing, a statement that complies with the requirements of~~
9 ~~subsection (a) and recites that the limited partnership has been~~
10 ~~notified of the change.]~~ agent changes its name, its address, or
11 its type or jurisdiction of organization, the agent shall comply
12 with the requirements of section -9 or section -10 of the
13 Hawaii Registered Agents Act, whichever is applicable."

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

16 " ~~[+] §425E-116 [+] Resignation of registered agent. [-(a)]~~
17 A registered agent may resign from the registered agent's
18 appointment by ~~[signing and delivering to the director for~~
19 ~~filing, a signed statement of resignation. The statement may~~
20 ~~include a statement that the registered office shall also be~~
21 ~~discontinued.~~

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

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

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

11 "(a) To form a limited partnership, a certificate of
12 limited partnership shall be executed and delivered to the
13 office of the director for filing. The certificate shall set
14 forth:

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



- 1 (3) The name and the address of each general partner;
- 2 (4) Whether the limited partnership is a limited liability
- 3 limited partnership;
- 4 (5) Any additional information required by article 11; and
- 5 (6) Any other matter the general partners determine to
- 6 include therein."

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

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

13 (1) Any person who executes the record, or causes another
14 to execute it on the person's behalf, and knew the
15 information to be false or should have known the
16 information was false at the time the record was
17 executed; and

18 (2) Any general partner who has notice that the
19 information was false when the record was filed or has
20 become false because of changed circumstances, if the
21 general partner has notice for a reasonably sufficient
22 time before the information is relied upon to enable



1 the general partner to effect an amendment under
2 section 425E-202, file a petition pursuant to section
3 425E-205, or deliver to the director for filing a
4 statement of change pursuant to section [~~425E-115~~]
5 -8 of the Hawaii Registered Agents Act or a
6 certificate of correction pursuant to section
7 425E-207."

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

10 "(a) Each limited partnership and each foreign limited
11 partnership authorized to transact business in this State shall
12 deliver to the director for filing an annual statement that sets
13 forth:

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

16 (2) The mailing address of the limited partnership's
17 principal office [~~, the street address of the limited~~
18 ~~partnership's registered office in this State, and the~~
19 ~~name of its registered agent at its registered office~~
20 ~~in this State,]~~ and the information required by

21 section -5(a) of the Hawaii Registered Agents Act;

22 and



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

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

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

5 "(a) Within ten days of a demand, made in a record
6 received by the limited partnership, a limited partner may
7 inspect and copy required information during regular business
8 hours in the limited partnership's [~~designated~~] principal
9 office. The limited partner need not have any particular
10 purpose for seeking the information."

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

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

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

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

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

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



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

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

6 (2) At a reasonable location specified by the limited
7 partnership, any other records maintained by the
8 limited partnership regarding the limited
9 partnership's activities and financial condition."

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

12 "(b) The notice shall:

13 (1) Be published at least once in a newspaper of general
14 circulation in the county in which the dissolved
15 limited partnership's principal office is located or,
16 if it has none in this State, in the [~~county in which~~
17 ~~the limited partnership's designated office is or was~~
18 ~~last located,~~] city and county of Honolulu;

19 (2) Describe the information required to be contained in a
20 claim and provide a mailing address to which the claim
21 is to be sent;



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

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

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

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

17 (1) The name of the foreign limited partnership and, if
 18 the name does not comply with ~~[sections]~~ section
 19 425E-108(d) and (e), an alternate name adopted
 20 pursuant to section 425E-905(a);



- 1 (2) The name of the state or other jurisdiction under
- 2 whose law the foreign limited partnership is
- 3 organized;
- 4 (3) The mailing address of the foreign limited
- 5 partnership's principal office [~~the street address of~~
- 6 ~~its registered office in this State, and the name of~~
- 7 ~~its registered agent at its registered office in this~~
- 8 ~~State,~~] and the information required by section
- 9 -5(a) of the Hawaii Registered Agents Act;
- 10 (4) The name and address of each general partner;
- 11 (5) Whether the foreign limited partnership is a foreign
- 12 limited liability limited partnership; and
- 13 (6) The address of the office at which is kept a list of
- 14 the names and addresses of the limited partners and
- 15 their capital contributions, together with a written
- 16 commitment on the part of the foreign limited
- 17 partnership that it will keep those records until the
- 18 registration of the foreign limited partnership in
- 19 this State is canceled or withdrawn."

20 SECTION 50. Section 425E-906, Hawaii Revised Statutes, is

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

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

3 (1) The partnership fails to:

4 (A) Pay any fees prescribed by law;

5 (B) File its annual statement for a period of two
6 years;

7 (C) Appoint and maintain an agent for service of
8 process as required[+] by chapter , the Hawaii
9 Registered Agents Act; or

10 (D) File a statement of a change in the name or
11 business address of the agent as required[+] by
12 section -8 of the Hawaii Registered Agents
13 Act; or

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

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

19 "(b) If a surviving entity fails to appoint or maintain an
20 agent designated for service of process in this State or the
21 agent for service of process cannot with reasonable diligence be
22 [~~found at the designated office,~~] served, service of process may



1 be made upon the surviving entity by sending a copy of the
2 process by registered or certified mail, return receipt
3 requested, to the surviving entity at the address set forth in
4 the articles of merger. Service is effected under this
5 subsection at the earliest of:

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

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

14 "~~§428-107 Registered [office and] agent.~~ A limited
15 liability company and a foreign limited liability company
16 authorized to transact business in this State shall continuously
17 maintain in this State[+]

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

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



1 ~~(3) That after the change or changes are made, the street~~
 2 ~~addresses of its registered office and registered~~
 3 ~~agent shall be identical.] complying with the~~
 4 ~~requirements of section -8 of the Hawaii Registered~~
 5 ~~Agents Act.~~

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

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

12 "~~§428-109 Resignation of registered agent. [(a)] A~~
 13 ~~registered agent of a domestic or foreign limited liability~~
 14 ~~company may resign from the registered agent's appointment by~~
 15 ~~[signing and delivering to the director for filing the signed~~
 16 ~~statement of resignation. The statement may include a statement~~
 17 ~~that the registered office is also discontinued.~~

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

21 ~~(c) The appointment of the agent is terminated, and the~~
 22 ~~registered office discontinued if so provided, on the thirty-~~



1 ~~first day after the date on which the statement was filed.]~~
2 complying with the requirements of section -11 of the Hawaii
3 Registered Agents Act."

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

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

- 8 (1) The name of the company;
- 9 (2) The mailing address of the company's initial principal
10 office [~~, the street address of its initial registered~~
11 ~~office in this State, and the name of its initial~~
12 ~~registered agent at its registered office in this~~
13 ~~State,]~~ and the information required by section
14 -5(a) of the Hawaii Registered Agents Act;
- 15 (3) The name and address of each organizer;
- 16 (4) Whether the duration of the company is for a specified
17 term and, if so, the period specified;
- 18 (5) Whether the company is to be manager-managed, and:
 - 19 (A) If so, the name and address of each initial
20 manager, and the number of initial members; or
 - 21 (B) If not, the name and address of each initial
22 member; and



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

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

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

- 10 (1) The name of the company and the [~~state or country~~
11 jurisdiction under whose law it is organized;
- 12 (2) The mailing address of the company'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 the State;~~] and the
16 information required by section -5(a) of the Hawaii
17 Registered Agents Act; and

- 18 (3) Whether the company is manager-managed, and:
19 (A) If so, the name and address of each manager, and
20 the number of members; or
21 (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 or the
5 agent for service of process cannot with reasonable diligence be
6 [~~found at the designated office,~~] served, service of process may
7 be made upon the surviving entity by sending a copy of the
8 process by registered or certified mail, return receipt
9 requested, to the surviving entity at the address set forth in
10 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 by



1 delivering an application to the director for filing. The
2 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, a
5 name that satisfies the requirements of section
6 428-1005;

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;

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 -5(a) of the Hawaii Registered Agents Act;

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."

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 -3 of the Hawaii Registered
3 Agents Act."

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

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

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

10

INTRODUCED BY: Rosalyn H. Baker



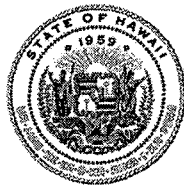
Report Title:

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.





LINDA LINGLE
GOVERNOR
JAMES R. AIONA, JR.
LT. GOVERNOR

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LAWRENCE M. REIFURTH
DIRECTOR
RONALD BOYER
DEPUTY DIRECTOR

TO THE SENATE COMMITTEE ON
COMMERCE and CONSUMER PROTECTION
THE TWENTY-FIFTH LEGISLATURE
REGULAR SESSION OF 2009

Friday, February 13, 2009
8:30 a.m.
Conference Room 229

**TESTIMONY ON SENATE BILL NO. 301
RELATING TO THE HAWAII REGISTERED AGENTS ACT**

TO THE HONORABLE ROSALYN H. BAKER, CHAIR, AND MEMBERS OF THE COMMITTEE:

My name is Tung Chan, Commissioner of Securities and head of the Business Registration Division, Department of Commerce and Consumer Affairs ("Department"). The Department appreciates the opportunity to testify on Senate Bill No. 301, relating to the Hawaii Registered Agents Act. We strongly support this measure and respectfully request that the Committee pass Senate Bill No. 301, as is.

The purpose of this bill is to allow registered agents to choose to register as a new designation, a "Commercial Registered Agent" ("CRA"). CRAs will then be provided a number of services, including the right to make single filings under certain circumstances and to coordinate entity representation through the Internet.

As background, it should be noted that every entity filed with the Department must have a registered agent for service of process. Almost all the states in the country

require agents because of the critical nature of timely service of process and this has created a cottage industry where companies act as registered agents for multiple entities. Under current Hawaii law, when a registered agent changes its address, name or jurisdiction, it must file an application of change for each entity it represents. For example, in August, a registered agent was required by the U.S. Post Office to revise its address and had to file change of address applications for each of the entities it represented. It filed over 3000 applications with the Department and it took almost 3 months for staff to process all the filings, burdening staff and slowing down the other registry work.

Under this new bill, agents who choose to be registered as a CRA are able to file one single change application online that would change their address, name or type of entity for each of the entities they represent, thus streamlining the change process for them and increasing efficiency for the Department. This new bill also requires the CRA's to keep their records current. If a CRA does not do so, they can be deregistered as agents by the Director. The converse is that the bill requires the Department to make the CRA information and list of represented entities available to the CRA at regular intervals. The Department expects to develop an IT system that creates the new designation and provides CRAs with online information. To ensure that the CRAs are funding the cost of developing the Department's IT changes to accommodate this bill, the bill includes CRA fees that the Department also supports. The savings provided by increased efficiency together with the fees will make this service revenue-neutral in

several years and the fees will subsequently provide a modest source of income going forward.

The bill also cleans up provisions in our current law. In particular, our current law does not permit an agent to resign from a dissolved entity even if the entity has stopped paying the agent for its services. Under this bill, agents can resign from a dissolved entity. The Department also appreciates adopting a model act that provides more uniformity of our business registration laws while improving the Department's efficiency and increasing the accuracy of agent information collected in our databases.

I respectfully request your support of Senate Bill No. 301 which will help improve the business climate in Hawaii. Thank you for the opportunity to testify. I will be happy to answer any questions the Committee may have.

**TESTIMONY OF THE
COMMISSION TO PROMOTE UNIFORM LEGISLATION**

ON S.B. No. 301

RELATING TO THE HAWAII REGISTERED AGENTS ACT.

**BEFORE THE SENATE COMMITTEE ON COMMERCE AND CONSUMER
PROTECTION**

DATE: Friday, February 13, 2009, at 8:30 a.m.
Conference Room 229, State Capitol

PERSON(S) TESTIFYING: PETER HAMASAKI
Commission to Promote Uniform Legislation

E-MAIL to CPNTestimony@Capitol.hawaii.gov

Chair Baker and Vice Chair Ige, and Members of the Senate Committee on Commerce and Consumer Protection:

On behalf of the State of Hawai'i Commission to Promote Uniform Legislation (CPUL), thank you very much for this opportunity to testify in support of S.B. No. 301, relating to the Hawaii Registered Agents Act.

S.B. No. 301 enacts, with some modifications, the Model Registered Agents Act that was developed by the National Conference of Commissioners on Uniform State Laws (NCCUSL) in 2006. A summary of the Model Registered Agents Act prepared by the NCCUSL is appended to this testimony.

Although S.B. No. 301 appears lengthy, the primary purpose of the bill is straight-forward. Every domestic or foreign entity registered to do business in the State of Hawaii is required to have a registered agent who is located in the State to accept service of process. In many cases, the agent is a company that acts as the registered agent for many entities in the State. The Model Registered Agents Act creates a registry of commercial agents, so that if there are any changes in the name, address, or other information of the commercial agent, the change need only be noted in

registration for the commercial agent and not in the registration for each of the entities for whom the commercial agent acts as a registered agent. This simple change will save both the registrants and the Department of Commerce and Consumer Affairs significant amounts of time and cost when there is a change in the commercial agent. In addition, the Model Registered Agents Act clarifies the duties of registered agents.

The Model Registered Agents Act has been adopted in eight (8) states since it was approved by NCCUSL in 2006.

Because it is based upon a model act, the Hawaii Registered Agents Act can help to facilitate interstate commerce by being part of a uniform system of business registration among the different States.

In summary, we support S.B. No. 301.

Thank you very much for this opportunity to testify.



Uniform Law Commissioners

The National Conference of Commissioners on Uniform State Laws

SUMMARY

Model Registered Agents Act

Any business entity other than an individual proprietorship in every state may register an agent for three purposes: to receive service of process; establish venue for any legal action; and for publication of notices required by the entity's organic law. Partnerships, limited partnerships, limited liability companies and corporations are entities that all have provisions for registering agents in their organic statutes in every state. Nonprofit entities also have provisions for registering agents in their organic statutes in many states.

These organic statutes also include registration of agents for foreign entities, those entities which are formed under an organic statute in another state. Generally, the foreign entity avails itself of registration when it enters another state to do business. The penalty for not registering is submission to jurisdiction when service of process is made upon a state agency.

Because registering of agents is virtually the same for every type of entity, the efficiency of one statute governing registration of an agent, no matter the kind of entity, has become apparent. If a state's organic statutes governing partnerships, limited partnerships, limited liability companies or corporations, for example, have slightly different provisions for agent registration, the result is an unnecessary administrative headache. Usually the same office is responsible for registering every kind of entity in every state. Having one statute with one set of registration provisions for every kind of entity just makes common sense.

The initial interest in such a statute came from the International Association of Commercial Administrators (IACA), to which the administrators of entity statutes in every state belong. It began an initial draft and then began to work with the Ad Hoc Committee on Entity Rationalization of the American Bar Association Business Law Section. That Committee then approached the Uniform Law Commission about a joint project. The result is the **Model Registered Agents Act and Amendments to Entity Acts to Rationalize Annual Filings**, promulgated at the 2006 Annual Meeting of the Uniform Law Commission.

The Model Act governs the procedures for registering, including contents of a registration application, changing a prior filing, or resigning as a registered agent. Many entities utilize commercial registered agents, that is, businesses that provide registered agent services to any entity that wants to engage an agent. The Model Act accommodates commercial registered agents with simplified procedures for listing and terminating a listing of a commercial registered agent. Fees for registering an agent may be set in the statute. The Model Act does not suggest fee amounts, leaving that to each state. In some states fees are set by administrative rule. These states would not use the section on fees in their enactment of the Model Act.

No entity is required to register an agent under the Model Act and most current law. The registration is purely voluntary. There is no penalty for not registering an agent. If an entity does not register an agent or a registration lapses completely, service of process first may be made on the principal office of the entity by registered or certified mail, return receipt requested. Service perfects (sets jurisdiction) upon the date the entity receives the mailed process documents, the date shown on the return receipt for delivery, or, if neither of these two, five days after deposit with the U.S. Postal Service. If service cannot be made on the principal office, any place of business the entity maintains in a state will do. Further, any other method for perfection

under other law will also perfect service under the Model Act.

A foreign entity that is not doing business in a state and an entity that is not a filing entity (general partnership with no liability shield or an individual proprietorship) may also register an agent under the Model Act. The Act makes the distinction between filing entities and non-filing entities because the information that must be provided in a filing differs. A filing entity already has a legal presence and identity because it has filed a document in a state that establishes its existence. Non-filing entities do not have that characteristic.

A registered agent has one principal duty, to provide an entity with notice of any service, and of notice required by law or other demand made upon the agent on behalf of the entity. Agents must also keep the registration records current under the Model Act.

An Appendix containing conforming amendments to the common uniform and model acts under which guide the states in enacting their organic statutes for each kind of entity. This is done in an appendix because the organic law, with the exception of partnership and limited partnership law, in each state has substantial variations on the issue of agent registration and annual reports. The Appendix, therefore, stands as a guide to those who must consider their local law in enacting the Model Act. This is why these amendments are presented as an appendix and not as part of the Model Act itself.

The **Model Registered Agents Act and Amendments to Entity Acts to Rationalize Annual Filings** advance the efficiency of administration of entity law in every state. Simply putting the rules in one statute no matter the kind of entity, and repealing the registration provisions in each entity statute, will improve efficiency without more. But the Model Act strives to enact the best practices for registration and extends the potential efficiencies to be obtained much further. The Model Act should be considered in every state as soon as possible.

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Senator Rosalyn H. Baker, Chair
Senator David Y. Ige, Vice Chair
Senate Committee on Commerce and Consumer Protection

Testimony in Support of SB 301, Model Registered Agent Act (MoRAA)

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Members of the Senate Committee on Consumer Protection and Commerce:

For the Record, I am Garth Jacobson, representing CT Corporation. CT provides business regulation compliance assistance and serves as a registered agent for over Nearly 500,000 business entities nationwide and represents over 6,000 entities in Hawaii. CT and our affiliates assist attorneys and businesses with document filing, UCC filings and searches, due diligence assistance, copywrite searches, tax information and notice alerts, Securities Exchange Commissions (SEC) compliance filings, electronic discovery, case management and numerous other related activities. In a nutshell, we are in the business law business.

I served as an advisor to the National Conference of Commissioners on Uniform State Laws (NCCUSL) Model Registered Agent (MoRAA) Committee. I attended all of the committee meetings and the session when NCCUSL adopted the model act. I also served as chief legal counsel to the Montana Secretary of State from 1989 until 1996 and also served on the State Bar committees that drafted the Montana version of Revised Model Business Corporations Act, Nonprofit Business Corporation Act, the Montana Limited Liability Company Act. I hold BA, JD and MPA degrees from the University of Montana and a LLM in tax law from the University of Washington. Nearly my entire career has involved business regulation in both the private and public sector.

I submit this testimony in support of SB 301.

SB 301 is very well vetted legislation. Many eyes have reviewed and refined this legislation. The International Association of Commercial Administrators (IACA) initiated and developed this legislation. The American Bar Association, Business Law Section further refined the act and referred it to NCCUSL. NCCUSL organized the MoRAA committee and developed the legislation into its final form. Likewise the Hawaii NCCUSL Commissioner Lani Ewart served on the MoRAA committee. The Hawaii Department of Commerce and Consumer Affairs, Business Registration Division tweaked MoRAA to meet its concerns for Hawaii businesses and consumers. It should be noted that MoRAA is enacted in eight states (ID, MT, NV, AK, ND, SD, UT, ME) and is supported by both Republicans and Democrats. For example, the Republican Senate

President Pro-tem was the sponsor in North Dakota and the then Democrat President of the Senate sponsored the legislation in Montana.

This bill focuses on one of the things that all liability-protected businesses have in common, namely registered agents. This legislation serves as the junction box for all business entities that must maintain registered agents. MoRAA establishes commonality and uniform application of the laws.

Initially it is important to understand the function of a registered agent. A registered agent is the person or entity designated to receive serve of process on behalf of a business entity. Because business entities are treated as separate from the people who own and operate them, there is a need to establish who and where the entity can be found and served. The law in all states requires the business entity to have an agent for service of process. With that background, MoRAA better defines the rules of that duty.

The following is quick analysis of the important sections and their application.

Section 2 the definitions section provides the common language for all business entities. The reason that the definitions section seems so long is that it can apply for all business entities. By analogy, the definitions are like the scene in the movie Apollo 13 where the engineers had to adjust a square air filter to fit a round air filter slot. These definitions permit corporations and LLCs to have their registered agents treated the same way. It is the junction box of definitions for common parts of business entities.

Section 4 requires registered agent to maintain both a post office and physical address. This is important so the registered agent can be located. It should be noted that the concept of registered office is gone but there still must be a physical findable location of the registered agent.

Section 5 establishes the means of appointing a registered agent. Unlike the present method, the registered agent grants an implied consent to serve as a registered agent. This happens when an entity forms and submits its formation documents that name its registered agent. The Business Registration Division then makes available the listing of registered agents. If the registered agent did not agree to serve in that capacity then it can resign and let the business entity select another agent. Section 5 also introduces the concept of commercial registered agent and noncommercial registered agent. The commercial registered agent is registered with the Business Registration Division's office. It generally represents multiple business entities. The noncommercial registered agent likely is the person who represents his company or represents a few business entities. There is no mandate to be either a commercial or a noncommercial registered agent. A business entity naming a commercial registered agent need only list its name without its address. That address is already of file. Therefore, this makes it easier to file accurate documents and promotes electronic filing.

Section 6 provides for the filing of commercial registered agents. The section specifies the information required for becoming a commercial registered agent. This filing also

permits existing registered agents who represent many entities to convert to commercial registered agents by making one filing. This makes for a smooth transition to the new system.

Section 7 establishes the procedure for termination of listing as a registered agent. This is one single filing and provides for notice to the entities of the change in status. It also gives those business entities time to find a new registered agent.

Section 8 provides for the change of registered agents by the business entity. It makes it much easier to change registered agents because the change does not need approval by the directors, shareholders or members. This reduces the red tape.

Section 9 is the procedure for a noncommercial registered agent to change its name or address.

Section 10 permits a commercial registered agent to change its name or address and only have one filing instead of possibly many filings. Again, this eliminates red tape with the need for only one filing.

Section 11 provides for the resignation of a registered agent. Notice will be given to the business entity and it has 31 days to find a new registered agent.

Section 12 establishes the duties of the registered agent. This states what was assumed before.

Section 13 provides that the location of the registered agent does not create jurisdiction or venue for legal actions. The location of the registered agent is not a factor for judicial determinations. It should be noted in the many conforming amendments in the remaining sections the reference to venue in the City and County of Honolulu when the Hawaii domestic entity does not have a principal office located in the state. I hope that this means one less thing to litigate.

Ultimately, SB 301 benefits Hawaii by making its business entity laws friendlier. It will do this through well-defined and neutral laws related to registered agent. Likewise it makes Hawaii more business friendly by making it easier to enable electronically file documents with the Business Registration Division. It will reduce the number of required filings when a commercial registered agent changes address. However the cost of filing remains the same but the paper mostly goes away. All of this makes Hawaii a more attractive place to do business.

Thank you for your consideration of this testimony. I urge your favorable treatment of Senate Bill 301.