

**[CHAPTER 425R  
REGISTERED AGENTS ACT]**

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" **[§425R-1] Definitions.** For purposes of this chapter only:

"Appointment of agent" means a statement appointing an agent for service of process filed under section 425R-4.

"Commercial registered agent" means an individual or a domestic or foreign entity authorized to transact business in this State and listed under section 425R-5.

"Director" means the director of commerce and consumer affairs.

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

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

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

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

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

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

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

- (1) Receive or demand access to information concerning, or the books and records of, the entity;
- (2) Vote for the election of the governors of the entity; or
- (3) Receive notice of or vote on any or all issues involving the internal affairs of the entity.

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

"Individual" means a natural person.

"Interest" means a:

- (1) Governance interest in an unincorporated entity;

- (2) Transferable interest in an unincorporated entity; or
- (3) Share or membership in a corporation.

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

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

"Noncommercial registered agent" means a person that is not listed as a commercial registered agent under section 425R-5 and that is:

- (1) An individual or a domestic or foreign entity that is authorized to transact business in this State and that serves in this State as the agent for service of process of an entity; or
- (2) The individual who holds the office or other position in an entity that is designated as the agent for service of process pursuant to section 425R-4(a)(2)(B).

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

"Nonresident LLP statement" means a statement of:

- (1) Qualification of a domestic limited liability partnership that does not have an office in this State; or
- (2) Foreign qualification of a foreign limited liability partnership that does not have an office in this State.

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

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

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

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

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

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

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

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

"Registered agent filing" means:

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

"Represented entity" means a:

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

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

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

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

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

- (1) Recognized at common law; or
- (2) Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity. [L 2009, c 55, pt of §1]

" **[\$425R-2] Fees.** (a) The director shall collect the following fees when a filing is made under this chapter:

- (1) Commercial registered agent listing statement, \$100;
- (2) Commercial registered agent termination statement, \$25;
- (3) Statement of change, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity;

- (4) Statement of resignation, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity;
  - (5) Statement appointing an agent for service of process, \$25 for each affected entity; provided that if more than two hundred simultaneous filings are made, the fee shall be reduced to \$1 for each affected entity.
- (b) The director shall collect the following fees for copying and certifying a copy of any document filed under this chapter:
- (1) For copying, twenty-five cents per page; and
  - (2) For certifying the copy, \$10 per certified copy. [L 2009, c 55, pt of §1]

" **[\$425R-3] Addresses in filings.** Whenever a provision of this chapter other than section 425R-10(a)(4) requires that a filing state an address, the filing shall state an actual street address or rural route box number in the State. [L 2009, c 55, pt of §1]

" **[\$425R-4] Appointment of registered agent.** (a) An entity's or other person's registered agent filing, as defined by this chapter, shall state:

- (1) The name of the represented entity's commercial registered agent; or
- (2) If the entity does not have a commercial registered agent:
  - (A) The name of the individual or the name, type, and jurisdiction of organization of the entity's noncommercial registered agent and the address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered; or
  - (B) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office in the State of that person; provided that the office or other position stated in the filing shall comport with the requirements of sections 414-64, 414D-74, 415A-27, 425-21, 425E-117, and 428-110.

(b) The appointment of a registered agent pursuant to subsection (a)(1) or [(a)(2)(A)] is an affirmation by the represented entity that the agent has consented to serve as such. [L 2009, c 55, pt of §1]

" **[\$425R-5] Listing of commercial registered agent.** (a) An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the director a certified commercial registered agent listing statement signed by or on behalf of the person that states:

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

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

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

(d) The director shall note the filing of the commercial registered agent listing statement in the business registry maintained by the director for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities. [L 2009, c 55, pt of §1]

" **[\$425R-6] Termination of listing of commercial registered agent.** (a) A commercial registered agent may terminate its listing as a commercial registered agent by filing with the director a commercial registered agent termination statement signed by or on behalf of the agent that states:

- (1) The name of the agent as currently listed under section 425R-5; and
- (2) That the agent is no longer in the business of serving as a commercial registered agent in the State.

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

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

(d) When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided by law. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity. [L 2009, c 55, pt of §1]

" **[\$425R-7] Change of registered agent by entity.** (a) A represented entity may change the information currently on file under section 425R-4(a) by filing with the director a certified statement of change signed on behalf of the entity that states the:

- (1) Name of the entity; and
  - (2) Information that is to be in effect as a result of the filing of the statement of change.
- (b) Interest holders or governors of a domestic entity need not approve the filing of a:
- (1) Statement of change under this section; or
  - (2) Similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

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

(d) A statement of change filed under this section takes effect on filing. [L 2009, c 55, pt of §1]

" **[\$425R-8] Change of name or address by noncommercial registered agent.** (a) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to section 425R-4(a), the agent shall file with the director, with respect to each entity represented by the agent, a certified statement of change signed by or on behalf of the agent that states:

- (1) The name of the entity;
- (2) The name and address of the agent as currently in effect with respect to the entity;
- (3) If the name of the agent has changed, its new name; and

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

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

(c) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing. [L 2009, c 55, pt of §1]

" **[§425R-9] Change of name, address, or type of organization by commercial registered agent.**

(a) If a commercial registered agent changes its name, its address as currently listed under section 425R-5(a), or its type or jurisdiction of organization, the agent shall file with the director a certified statement of change signed by or on behalf of the agent which states:

- (1) The name of the agent as currently listed under section 425R-5(a);
- (2) If the name of the agent has changed, its new name;
- (3) If the address of the agent has changed, the new address; and
- (4) If the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.

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

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

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

(e) If a commercial registered agent changes its address without filing a statement of change as required by this section within thirty days of the address change, the director may cancel the listing of the agent under section 425R-5. A cancellation under this subsection has the same effect as a termination under section 425R-6. Promptly after canceling the listing of an agent, the director shall serve notice in a record in the manner provided by law on:

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



- (2) The agent, stating that the listing of the agent has been canceled under this section. [L 2009, c 55, pt of §1]

" **[\$425R-10] Resignation of registered agent.** (a) A registered agent may resign at any time with respect to a represented entity by filing with the director a certified statement of resignation signed by or on behalf of the agent that states:

- (1) The name of the entity;
- (2) The name of the agent;
- (3) That the agent resigns from serving as agent for service of process for the entity; and
- (4) The name and address of the person to which the agent will send the notice required by subsection (c).

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

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

(d) When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity has against the agent or that the agent has against the entity.

(e) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing. [L 2009, c 55, pt of §1]

" **[\$425R-11] Duties of registered agent.** The only duties under this chapter of a registered agent that has complied with this chapter are:

- (1) To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand that is served on the agent;
- (2) To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity;
- (3) If the agent is a noncommercial registered agent, to keep current the information required by section 425R-4(a) in the most recent registered agent filing for the entity; and

(4) If the agent is a commercial registered agent, to keep current the information listed for it under section 425R-5(a). [L 2009, c 55, pt of §1]

" **[\$425R-12] Jurisdiction and venue.** The appointment or maintenance of a registered agent in the State does not by itself create the basis for personal jurisdiction over the represented entity in the State. The address of the agent does not determine venue in an action or proceeding involving the entity. [L 2009, c 55, pt of §1]

" **[\$425R-13] Relation to Electronic Signatures in Global and National Commerce Act.** This chapter modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act, 15 United States Code section 7001, et seq., but does not modify, limit, or supersede section 101(c) of that Act, 15 United States Code section 7001(c), or authorize delivery of any of the notices described in section 103(b) of that Act, 15 United States Code section 7003(b). [L 2009, c 55, pt of §1]