

# Registered Agents Statement

All business entities created by the filing of organizational documents with the Secretary of State are required to have registered agents for service of process. The intent of this legislation is to make all statutory provisions for registered agents the same, whether the registered agent is acting for a corporation, a limited liability company, or any form of formally-organized partnership. It also applies to unincorporated nonprofit associations.

This Act:

- defines commercial registered agent and non-commercial registered agent and related terms;
- defines interest holder and related terms;
- establishes fees to file as a registered agent;
- defines the only duties of a registered agent that complies with the Act as:
  - (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 the Act 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 in the most recent registered agent filing for the entity;
  - (4) if the agent is a commercial registered agent, to keep current the information listed for it; and
  - (5) to have an individual available during normal business hours at the registered agent's street address to accept service of process and other notices and documents.
- requires those who file as registered agents to furnish a street address and a mailing address if the two are different;
- requires registered agents to file certain information about the entity they represent;
- directs the Secretary of State to compile and make available a daily list of registered agent filings;
- permits a person or domestic or foreign entity to become listed as a commercial registered agent by filing a certain type of statement with the Secretary of State;
- directs that a commercial registered agent listing statement takes effect upon filing;
- permits a commercial registered agent to terminate their listing as a commercial registered agent by filing with the Secretary of State a commercial registered agent termination statement signed by or on behalf of the agent which states certain information;
- directs that a commercial registered agent termination statement takes effect on the thirty-first day after the day on which it is filed;
- permits a represented entity to change the information currently on file with the Secretary of State a via a Statement of Change signed on behalf of the entity;
- directs that a noncommercial registered agent that changes its name or its address as currently in effect with respect to a represented entity pursuant the agent shall file with the Secretary of State, with respect to each entity represented by the agent, a Statement of Change signed by or on behalf of the agent;
- mandates that a Statement of Change takes effect upon filing;
- directs a noncommercial registered agent to promptly furnish the represented entity with a record of filing a statement of change and the changes made by the filing;
- stipulates that if a commercial registered agent changes its address without filing a Statement of Change, the Secretary of State may cancel the listing of the agent;

- directs the Secretary of State to promptly notify the entities represented by an agent whose listing has been canceled by the Secretary of State;
- enables a registered agent to resign at any time with respect to a represented entity by filing with the Secretary of State a Statement of Resignation signed by or on behalf of the agent;
- directs that 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;
- directs a registered agent to promptly furnish the represented entity notice in a record of the date on which a Statement of Resignation was filed;
- directs that a domestic entity that is not a filing entity or a nonqualified foreign entity may file with the Secretary of State a Statement appointing an agent for service of process signed on behalf of the entity;
- directs that the appointment of such a registered agent does not qualify a nonqualified foreign entity to do business in the state and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this state;
- specifies that a Statement appointing an agent for service of process may not be rejected for filing because the name of the entity filing the Statement is not distinguishable on the records of the Secretary of State from the name of another entity appearing in those records, and that the filing of a Statement appointing an agent for service of process does not make the name of the entity filing the Statement unavailable for use by another entity;
- enables an entity that has filed a Statement appointing an agent for service of process to cancel the Statement by filing a statement of cancellation, which shall take effect upon filing, and must state the name of the entity and that the entity is canceling its appointment of an agent for service of process in this state;
- directs that a Statement appointing an agent for service of process which has not been canceled earlier is effective for a period of five years after the date of filing;
- directs that a Statement appointing an agent for service of process for a nonqualified foreign entity terminates automatically on the date the entity becomes a qualified foreign entity;
- declares that a registered agent is an agent of the represented entity authorized to receive service of any process, notice, or demand required or permitted by law to be served on the entity;
- directs that if an entity that previously filed a registered agent filing with the Secretary of State no longer has a registered agent, or if its registered agent cannot with reasonable diligence be served, the entity may be served by registered or certified mail, return receipt requested, addressed to the governors of the entity by name at its principal office in accordance with any applicable judicial rules and procedures;
- declares that service of process may be made by handing a copy to the manager, clerk, or other person in charge of any regular place of business or activity of the entity if the person served is not a plaintiff in the action and that other aforementioned methods cannot be used to provide service of process;
- directs that service of process, notice, or demand on a registered agent must be in the form of a written document, except that service may be made on a commercial registered agent in such other forms of a record;
- declares that the appointment or maintenance in the state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of the agent does not determine venue in an action or proceeding involving the entity.

- directs that the Act modifies, limits, and supersedes the Federal Electronic Signatures in Global and National Commerce Act, 15 U.S.C. Section 7001, et seq., but does not modify, limit, or supersede Section 101 of that Act, 15 U.S.C. Section 7001(c), or authorize delivery of any of the notices described in Section 103 of that Act, 15 U.S.C. Section 7003(b);
- specifies that certain documents filed under the Act must be typewritten or printed or, if electronically transmitted, must be in a format that can be retrieved or reproduced in typewritten or printed form;
- directs that filed documents must be in the English language, but a corporate name need not be in English if written in English letters or Arabic or Roman numerals, and the Certificate of Existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation;
- requires certain documents covered by the Act be executed by the chairman of the board of directors of a domestic or foreign corporation, by its president, or by another of its officers;
- enables the Secretary of State to create forms for the documents required by the Act;
- enables certain documents required by the Secretary of State to be delivered electronically to the Secretary of State;
- enables circumstances for when the terms of a plan or a filed document to be dependent upon facts objectively ascertainable outside a filed document;
- establishes fees to file or copy documents such as Articles of Incorporation; Application for use of deceptively similar name; Application for Reserved Name; Notice of Transfer of Reserved Name; Application for Registered Name; Corporation's Statement of Change of Registered Agent or Registered Office or both; Agent's Statement of Change of Registered Office for each affected corporation; Articles of Merger or share exchange; Articles of Revocation of Dissolution; Certificate of Revocation of Authority to Transact Business; and annual reports;
- prescribes how the Secretary of State must file documents required by the Act and also what the Secretary of State must do if they refuse to file a document required by the Act;
- prescribes how corporations can appeal the Secretary of State's refusal to file certain documents required by the Act;
- declares that the Secretary of State's duty to file documents is ministerial, and that filing or refusing to file a document does not affect the validity or invalidity of the document in whole or part; relate to the correctness or incorrectness of information contained in the document; or create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect;
- declares that notice required by the Act must be in writing and how that notice can be communicated;
- enables the Secretary of State to administratively dissolve a corporation if the corporation does not deliver its annual report to the Secretary of State by the date on which it is due; the corporation is without a registered agent in the state for sixty days or more; or the Secretary of State has credible information that the corporation has failed to notify the Secretary of state within sixty days after the occurrence that its registered agent has been changed or resigned; or that its registered office has been discontinued;
- directs that a corporation administratively dissolved continues its corporate existence but may not carry on any business except that necessary to wind up and liquidate its business and affairs and notify claimants;
- defines liability for filing false information under the Act;

- requires corporate annual reports to be filed with the Secretary of State and to include the address of the corporation's registered agent; and
- establishes requirements for limited liability partnerships and registered agents.

Submitted as:

Idaho

[SB 1169](#)

Status: Enacted into law in 2007.