

**Introduced by Senator Jackson**February 18, 2014

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An act to amend Sections 109.5, 1155, 1503, 2101, 2105, 2107, 2112, 2204, 3304, 5120, 5817, 6211, 6611, 6810, 8211, 8611, 8810, 12571, 12631, 12670, 15901.09, 15901.16, 15902.01, 15902.04, 15902.07, 15903.06, 15906.05, 15909.06, 15909.07, 15911.06, 16309, 16906, 16915, 16953, 16959, 16960, 17701.09, 17701.15, 17702.02, 17702.03, 17702.06, 17707.08, 17708.06, 17710.06, 17710.14, and 18210 of the Corporations Code, to amend Section 14101.6 of the Financial Code, and to amend Section 12261 of the Government Code, relating to business.

## LEGISLATIVE COUNSEL'S DIGEST

SB 1041, as introduced, Jackson. Business: filings.

Existing law requires certain business entities, including, but not limited to, a corporation, a limited partnership, a foreign corporation, a foreign limited partnership, a limited liability partnership, a foreign limited liability partnership, a flexible purpose corporation, a limited liability company, an unincorporated association, and a credit union, to make various filings with the Secretary of State. Existing law authorizes agents designated for service of process for specified entities to file a written statement of resignation as that agent with the Secretary of State. Existing law allows a person to apply for and reserve a name for a business entity with the Secretary of State. Existing law requires the Secretary of State to reinstate a fraudulently terminated business entity upon court order.

This bill, among other things, would require the written statement of resignation to be made on a form prescribed by the Secretary of State, as specified, and allow the Secretary of State to destroy or otherwise

dispose of a resignation after a new form is filed, replacing the agent. This bill would allow a person to cancel the registration of the name of specified business entities by delivering to the Secretary of State a certificate of cancellation of the entity’s name on a form prescribed by the Secretary of State. This bill would additionally condition reinstatement of a fraudulently terminated business entity upon the business entity concurrently submitting for filing an amendment to change its name to eliminate conflict, if there is a conflict with the entity name, as provided.

Vote: majority. Appropriation: no. Fiscal committee: yes. State-mandated local program: no.

*The people of the State of California do enact as follows:*

1 SECTION 1. Section 109.5 of the Corporations Code is  
2 amended to read:

3 109.5. (a) Provisions of the articles described in paragraph (3)  
4 of subdivision ~~(e)~~ (g) of Section 202 and subdivision (a) and (b)  
5 of Section 204 may be made dependent upon facts ascertainable  
6 outside the articles, if the manner in which those facts shall operate  
7 upon those provisions is clearly and expressly set forth in the  
8 articles. Similarly, any of the terms of an agreement of merger  
9 pursuant to Section 1101 may be made dependent upon facts  
10 ascertainable outside that agreement, if the manner in which those  
11 facts shall operate upon the terms of the agreement is clearly and  
12 expressly set forth in the agreement of merger.

13 (b) Notwithstanding subdivision (a), when any provisions or  
14 terms of articles or an agreement of merger are made dependent  
15 upon facts ascertainable outside the filed instrument through a  
16 reference to an agreement or similar document, the corporation  
17 filing that instrument shall (1) maintain at its principal executive  
18 office a copy of any such agreement or document and all  
19 amendments and (2) provide to its shareholders, in the case of  
20 articles, or to shareholders of any constituent corporation, in the  
21 case of an agreement of merger, a copy of them upon written  
22 request and without charge.

23 (c) If the reference to an agreement or contract is a reference to  
24 an agreement or contract to which the corporation is a party (a  
25 “referenced agreement” in this section), any amendment or revision  
26 of the referenced agreement requires shareholder approval, in

1 addition to approvals otherwise required, in the following instances  
2 and no other:

3 (1) If the amendment or revision of the referenced agreement  
4 would result in a material change in the rights, preferences,  
5 privileges or restrictions of a class or series of shares, the  
6 amendment or revision of the referenced agreement is required to  
7 be approved by the outstanding shares (Section 152) of that class  
8 or series.

9 (2) If the amendment or revision of the referenced agreement  
10 would result in a material change in the rights or liabilities of any  
11 class or series of shares with respect to the subject matter of  
12 paragraph (1), (2), (3), (5), or (9) of subdivision (a) of Section 204,  
13 the amendment or revision of the referenced agreement is required  
14 to be approved by the outstanding shares (Section 152) of that  
15 class or series.

16 (3) If the amendment or revision of the referenced agreement  
17 would result in a material change in the restrictions on transfer or  
18 hypothecation of any class or series of shares, the amendment or  
19 revision of the referenced agreement is required to be approved  
20 by the outstanding shares (Section 152) of that class or series.

21 (4) If the amendment or revision of the referenced agreement  
22 would result in a change of any of the principal terms of an  
23 agreement of merger, the amendment or revision of the referenced  
24 agreement is required to be approved in the same manner as  
25 required by Section 1104 for a change in the principal terms of an  
26 agreement of merger.

27 SEC. 2. Section 1155 of the Corporations Code is amended to  
28 read:

29 1155. (a) To convert a corporation:

30 (1) If the corporation is converting into a domestic limited  
31 partnership, a statement of conversion shall be completed on the  
32 certificate of limited partnership for the converted entity.

33 (2) If the corporation is converting into a domestic partnership,  
34 a statement of conversion shall be completed on the statement of  
35 partnership authority for the converted entity, or if no statement  
36 of partnership authority is filed then a certificate of conversion  
37 shall be filed separately.

38 (3) If the corporation is converting into a domestic limited  
39 liability company, a statement of conversion shall be completed  
40 on the articles of organization for the converted entity.

1 (4) If the corporation is converting into a flexible purpose  
2 corporation, a statement of conversion shall be completed on the  
3 articles for the converted entity.

4 (b) Any statement or certificate of conversion of a converting  
5 corporation shall be executed and acknowledged by those officers  
6 of the converting corporation as would be required to sign an  
7 officers' certificate (Section 173), and shall set forth all of the  
8 following:

9 (1) The name and the Secretary of State's file number of the  
10 converting corporation.

11 (2) A statement of the total number of outstanding shares of  
12 each class entitled to vote on the conversion, that the principal  
13 terms of the plan of conversion were approved by a vote of the  
14 number of shares of each class which equaled or exceeded the vote  
15 required under Section 1152, specifying each class entitled to vote  
16 and the percentage vote required of each class.

17 (3) The name, form, and jurisdiction of organization of the  
18 converted entity.

19 (4) *The name and street address of the corporation's agent for*  
20 *service of process. If a corporation qualified under Section 1505*  
21 *is designated, no address for it shall be set forth.*

22 (c) For the purposes of this chapter, the certificate of conversion  
23 shall be on a form prescribed by the Secretary of State.

24 (d) The filing with the Secretary of State of a statement of  
25 conversion on an organizational document or a certificate of  
26 conversion as set forth in subdivision (a) shall have the effect of  
27 the filing of a certificate of dissolution by the converting  
28 corporation and no converting corporation that has made the filing  
29 is required to file a certificate of election under Section 1901 or a  
30 certificate of dissolution under Section 1905 as a result of that  
31 conversion.

32 (e) Upon the effectiveness of a conversion pursuant to this  
33 chapter, a converted entity that is a flexible purpose corporation,  
34 domestic partnership, domestic limited partnership or domestic  
35 limited liability company shall be deemed to have assumed the  
36 liability of the converting corporation (1) to prepare and file or  
37 cause to be prepared and filed all tax and information returns  
38 otherwise required of the converting corporation under the  
39 Corporation Tax Law (Part 11 (commencing with Section 23001))

1 of Division 2 of the Revenue and Taxation Code) and (2) to pay  
2 any tax liability determined to be due pursuant to that law.

3 SEC. 3. Section 1503 of the Corporations Code is amended to  
4 read:

5 1503. (a) An agent designated for service of process pursuant  
6 to Section 202, 1502, 2105, or 2117 may ~~file~~ *deliver to the*  
7 *Secretary of State, on a form prescribed by the Secretary of State*  
8 *for filing, a signed and acknowledged written statement of*  
9 *resignation as such agent for service of process. The form shall*  
10 *contain the name of the corporation, the Secretary of State's file*  
11 *number of the corporation, the name of the resigning agent for*  
12 *service of process, and a statement that the agent is resigning.*  
13 Thereupon the authority of the agent to act in such capacity shall  
14 cease and the Secretary of State forthwith shall ~~give mail or~~  
15 *otherwise provide* written notice of the filing of the statement of  
16 resignation ~~by mail~~ to the corporation ~~addressed to~~ at its principal  
17 executive office.

18 (b) ~~Under regulations adopted by the Secretary of State, the~~ *The*  
19 *resignation of an agent may be effective if, on a form prescribed*  
20 *by the Secretary of State containing the name of the corporation,*  
21 *the Secretary of State's file number for the corporation, and the*  
22 *name of the resigning agent for service of process, the agent*  
23 *disclaims having been properly appointed as the agent. Similarly,*  
24 *a person named as an officer or director may indicate that the*  
25 *person was never properly appointed as the officer or director.*

26 (c) *The Secretary of State may destroy or otherwise dispose of*  
27 *any resignation filed pursuant to this section after a new form is*  
28 *filed pursuant to Section 1502 or 2117 replacing the agent for*  
29 *service of process that has resigned.*

30 SEC. 4. Section 2101 of the Corporations Code is amended to  
31 read:

32 2101. (a) Any foreign corporation (other than a foreign  
33 association) not transacting intrastate business may register its  
34 corporate name with the Secretary of State, provided its corporate  
35 name would be available pursuant to Section 201 to a new  
36 corporation organized under this division at the time of such  
37 registration.

38 (b) Such registration may be made by filing (1) ~~an application~~  
39 *application* for registration signed by a corporate officer stating  
40 the name of the corporation, the state or place under the laws of

1 which it is incorporated, the date of its incorporation, and that it  
2 desires to register its name under this section; and (2) a certificate  
3 of an authorized public official of the state or place in which it is  
4 organized stating that such corporation is in good standing under  
5 those laws. Such registration shall be effective until the close of  
6 the calendar year in which the application for registration is filed.

7 (c) A corporation ~~which~~ *that* has in effect a registration of its  
8 corporate name may renew such registration from year to year by  
9 annually filing an application for renewal setting forth the facts  
10 required to be set forth in an original application for registration  
11 and a certificate of good standing as required for the original  
12 registration between the first day of October and the 31st day of  
13 December in each year. Such renewal application shall extend the  
14 registration for the following calendar year.

15 (d) *A corporation that has in effect a registration of its corporate*  
16 *name may cancel the registration by delivering to the Secretary*  
17 *of State, on a form prescribed by the Secretary of State, a certificate*  
18 *of cancellation of foreign name registration signed by a corporate*  
19 *officer containing the name and the Secretary of State's file number*  
20 *of the corporation.*

21 SEC. 5. Section 2105 of the Corporations Code is amended to  
22 read:

23 2105. (a) A foreign corporation shall not transact intrastate  
24 business without having first obtained from the Secretary of State  
25 a certificate of qualification. To obtain that certificate it shall file,  
26 on a form prescribed by the Secretary of State, a statement and  
27 designation signed by a corporate officer *or, in the case of a foreign*  
28 *association that has no officers, signed by a trustee* stating:

29 (1) Its name and the state or place of its incorporation or  
30 organization.

31 (2) The street address of its principal executive office.

32 (3) The street address of its principal office within this state, if  
33 any.

34 (4) The mailing address of its principal executive office, if  
35 different from the addresses specified pursuant to paragraphs (2)  
36 and (3).

37 (5) The name of an agent upon whom process directed to the  
38 corporation may be served within this state. The designation shall  
39 comply with the provisions of subdivision (b) of Section 1502.

1 (6) (A) Its irrevocable consent to service of process directed to  
2 it upon the agent designated and to service of process on the  
3 Secretary of State if the agent so designated or the agent’s successor  
4 is no longer authorized to act or cannot be found at the address  
5 given.

6 (B) Consent under this paragraph extends to service of process  
7 directed to the foreign corporation’s agent in California for a search  
8 warrant issued pursuant to Section 1524.2 of the Penal Code, or  
9 for any other validly issued and properly served search warrant,  
10 for records or documents that are in the possession of the foreign  
11 corporation and are located inside or outside of this state. This  
12 subparagraph shall apply to a foreign corporation that is a party  
13 or a nonparty to the matter for which the search warrant is sought.  
14 For purposes of this subparagraph, “properly served” means  
15 delivered by hand, or in a manner reasonably allowing for proof  
16 of delivery if delivered by United States mail, overnight delivery  
17 service, or facsimile to a person or entity listed in Section 2110 of  
18 the Corporations Code.

19 (7) If it is a corporation which will be subject to the Insurance  
20 Code as an insurer, it shall so state that fact.

21 (b) Annexed to that statement and designation shall be a  
22 certificate by an authorized public official of the state or place of  
23 incorporation of the corporation to the effect that the corporation  
24 is an existing corporation in good standing in that state or place  
25 or, in the case of an association, an officers’ certificate stating that  
26 it is a validly organized and existing business association under  
27 the laws of a specified foreign jurisdiction.

28 (c) Before it may be designated by any foreign corporation as  
29 its agent for service of process, any corporate agent must comply  
30 with Section 1505.

31 SEC. 6. Section 2107 of the Corporations Code is amended to  
32 read:

33 2107. (a) If any foreign corporation (but not a foreign  
34 association) qualified to transact intrastate business shall change  
35 its name or make a change affecting an assumed name under  
36 Section 2106, it shall file, on a form prescribed by the Secretary  
37 of State, an amended statement signed by a corporate officer setting  
38 forth the change made. The amended statement shall set forth the  
39 name relinquished as well as the new name assumed and there  
40 shall be annexed to the amended statement a certificate of an

1 authorized public official of its state or place of incorporation that  
2 the change of name was made in accordance with the laws of that  
3 state or place. Upon the filing of the amended statement, the  
4 Secretary of State shall issue a new certificate of qualification.

5 (b) If any foreign association qualified to transact intrastate  
6 business shall change its name, the address of its principal office  
7 in this state, the address of its principal executive office or its agent  
8 for the service of process, or if the stated address of any natural  
9 person designated as agent is changed, it shall file, on a form  
10 prescribed by the Secretary of State, an amended statement and  
11 designation signed by an officer *or, in the case of a foreign*  
12 *association that has no officers, signed by a trustee* setting forth  
13 the change or changes made. In the case of a change of name, the  
14 amended statement and designation shall set forth the name  
15 relinquished as well as the new name assumed and there shall be  
16 annexed to the amended statement and designation an officer's  
17 certificate, *or trustee's certificate, if applicable*, stating that such  
18 change of name was made in accordance with its declaration of  
19 trust. If the change includes a change of name, or a change affecting  
20 an assumed name pursuant to Section 2106, upon the filing of the  
21 amended statement, the Secretary of State shall issue a new  
22 certificate of qualification.

23 (c) If the change includes a change of name of an insurer subject  
24 to the Insurance Code, the form shall include a statement that the  
25 corporation is such an insurer if it does not already so appear.

26 (d) If a foreign corporation qualified to transact business in this  
27 state shall change the address of its principal office in this state,  
28 the address of its principal executive office, or its agent for the  
29 service of process, or if the stated address of any natural person  
30 designated as agent is changed, the filing of a statement pursuant  
31 to Section 2117 shall supersede the statement and designation with  
32 respect thereto.

33 SEC. 7. Section 2112 of the Corporations Code is amended to  
34 read:

35 2112. (a) Subject to Section 2113, a foreign corporation which  
36 has qualified to transact intrastate business may surrender its right  
37 to engage in that business within this state by filing a certificate  
38 of surrender signed by a corporate officer *or, in the case of a*  
39 *foreign association that has no officers, signed by a trustee* stating:

1 (1) The name of the corporation as shown on the records of the  
2 Secretary of State, and the state or place of incorporation or  
3 organization.

4 (2) That it revokes its designation of agent for service of process.

5 (3) That it surrenders its authority to transact intrastate business.

6 (4) That it consents that process against it in any action upon  
7 any liability or obligation incurred within this state prior to the  
8 filing of the certificate of withdrawal may be served upon the  
9 Secretary of State.

10 (5) A post office address to which the Secretary of State may  
11 mail a copy of any process against the corporation that is served  
12 upon the Secretary of State, which address or the name to which  
13 the process should be sent may be changed from time to time by  
14 filing a statement signed by a corporate officer *or, in the case of*  
15 *a foreign association that has no officers, signed by a trustee*  
16 stating the new address or name or both.

17 (6) Except in the case of a foreign association, that a final  
18 franchise tax return, as described by Section 23332 of the Revenue  
19 and Taxation Code, has been or will be filed with the Franchise  
20 Tax Board, as required under Part 10.2 (commencing with Section  
21 18401) of Division 2 of the Revenue and Taxation Code.

22 (b) The Secretary of State shall notify the Franchise Tax Board  
23 of the surrender.

24 SEC. 8. Section 2204 of the Corporations Code is amended to  
25 read:

26 2204. (a) Upon the failure of a corporation to file the statement  
27 required by Section 1502, the Secretary of State shall provide a  
28 notice of that delinquency to the corporation. The notice shall also  
29 contain information concerning the application of this section,  
30 advise the corporation of the penalty imposed by Section 19141  
31 of the Revenue and Taxation Code for failure to timely file the  
32 required statement after notice of the delinquency has been  
33 provided by the Secretary of State, and shall advise the corporation  
34 of its right to request relief from the Secretary of State because of  
35 reasonable cause or unusual circumstances that justify the failure  
36 to file. If, within 60 days of providing notice of the delinquency,  
37 a statement pursuant to Section 1502 has not been filed by the  
38 corporation, the Secretary of State shall certify the name of the  
39 corporation to the Franchise Tax Board.

1 (b) Upon certification pursuant to subdivision (a), the Franchise  
2 Tax Board shall assess against the corporation the penalty provided  
3 in Section 19141 of the Revenue and Taxation Code.

4 (c) The penalty herein provided shall not apply to a corporation  
5 that on or prior to the date of certification pursuant to subdivision  
6 (a) has dissolved, *has converted to another type of business entity*,  
7 or has been merged into another corporation *or other business*  
8 *entity*.

9 (d) The penalty herein provided shall not apply and the Secretary  
10 of State need not provide a notice of the delinquency to a  
11 corporation if the corporate powers, rights, and privileges have  
12 been suspended by the Franchise Tax Board pursuant to Section  
13 23301, 23301.5, or 23775 of the Revenue and Taxation Code on  
14 or prior to, and remain suspended on, the last day of the filing  
15 period pursuant to Section 1502. The Secretary of State need not  
16 provide notice of the filing requirement pursuant to Section 1502  
17 to a corporation if the corporate powers, rights, and privileges have  
18 been so suspended by the Franchise Tax Board on or prior to, and  
19 remain suspended on, the day the Secretary of State prepares the  
20 notice for sending.

21 (e) If, after certification pursuant to subdivision (a), the Secretary  
22 of State finds (1) the required statement was filed before the  
23 expiration of the 60-day period after providing notice of the  
24 delinquency, or (2) the failure to provide notice of delinquency  
25 was due to an error of the Secretary of State, the Secretary of State  
26 shall promptly decertify the name of the corporation to the  
27 Franchise Tax Board. The Franchise Tax Board shall then promptly  
28 abate any penalty assessed against the corporation pursuant to  
29 Section 19141 of the Revenue and Taxation Code.

30 (f) If the Secretary of State determines that the failure of a  
31 corporation to file the statement required by Section 1502 is  
32 excusable because of reasonable cause or unusual circumstances  
33 that justify the failure, the Secretary of State may waive the penalty  
34 imposed by this section and by Section 19141 of the Revenue and  
35 Taxation Code, in which case the Secretary of State shall not certify  
36 the name of the corporation to the Franchise Tax Board, or if  
37 already certified, the Secretary of State shall promptly decertify  
38 the name of the corporation.

39 SEC. 9. Section 3304 of the Corporations Code is amended to  
40 read:

1 3304. (a) To convert a flexible purpose corporation:

2 (1) If the flexible purpose corporation is converting into a  
3 domestic limited partnership, a statement of conversion shall be  
4 completed on the certificate of limited partnership for the converted  
5 entity.

6 (2) If the flexible purpose corporation is converting into a  
7 domestic partnership, a statement of conversion shall be completed  
8 on the statement of partnership authority for the converted entity,  
9 or if no statement of partnership authority is filed, then a certificate  
10 of conversion shall be filed separately.

11 (3) If the flexible purpose corporation is converting into a  
12 domestic limited liability company, a statement of conversion shall  
13 be completed on the articles of organization for the converted  
14 entity.

15 (4) If the flexible purpose corporation is converting into a  
16 domestic corporation, a statement of conversion shall be completed  
17 on the articles for the converted entity.

18 (b) Any statement or certificate of conversion of a converting  
19 flexible purpose corporation shall be executed and acknowledged  
20 by those officers of the converting flexible purpose corporation as  
21 would be required to sign an officers' certificate, and shall set forth  
22 all of the following:

23 (1) The name and the Secretary of State's file number of the  
24 converting flexible purpose corporation.

25 (2) A statement of the total number of outstanding shares of  
26 each class entitled to vote on the conversion, that the principal  
27 terms of the plan of conversion were approved by a vote of the  
28 number of shares of each class which equaled or exceeded the vote  
29 required under Section ~~3602~~ 3301, specifying each class entitled  
30 to vote and the percentage vote required of each class.

31 (3) The name, form, and jurisdiction of organization of the  
32 converted entity.

33 (4) *The name and street address of the converted entity's agent*  
34 *for service of process. If a corporation qualified under Section*  
35 *1505 is designated as the agent, no address for it shall be set forth.*

36 (c) The certificate of conversion shall be on a form prescribed  
37 by the Secretary of State.

38 (d) The filing with the Secretary of State of a statement of  
39 conversion on an organizational document or a certificate of  
40 conversion as set forth in subdivision (a) shall have the effect of

1 the filing of a certificate of dissolution by the converting flexible  
2 purpose corporation and no converting flexible purpose corporation  
3 that has made the filing is required to file a certificate of election  
4 under Section 1901 or a certificate of dissolution under Section  
5 1905 as a result of that conversion.

6 (e) Upon the effectiveness of a conversion pursuant to this  
7 chapter, a converted entity that is a domestic partnership, domestic  
8 limited partnership or domestic limited liability company shall be  
9 deemed to have assumed the liability of the converting flexible  
10 purpose corporation to prepare and file or cause to be prepared  
11 and filed all tax and information returns otherwise required of the  
12 converting flexible purpose corporation under the Corporation Tax  
13 Law (Part 11 (commencing with Section 23001) of Division 2 of  
14 the Revenue and Taxation Code) and to pay any tax liability  
15 determined to be due pursuant to that law.

16 SEC. 10. Section 5120 of the Corporations Code is amended  
17 to read:

18 5120. (a) One or more persons may form a corporation under  
19 this part by executing and filing articles of incorporation.

20 (b) If initial directors are named in the articles, each director  
21 named in the articles shall sign and acknowledge the articles; if  
22 initial directors are not named in the articles, the articles shall be  
23 signed by one or more persons who thereupon are the incorporators  
24 of the corporation.

25 (c) The corporate existence begins upon the filing of the articles  
26 and continues perpetually, unless otherwise expressly provided by  
27 law or in the articles.

28 (d) At the time of filing pursuant to this section, ~~a corporation~~  
29 ~~shall furnish an additional copy of its articles to~~ the Secretary of  
30 State ~~who shall forward that a copy of the filed articles of~~  
31 ~~incorporation~~ to the Attorney General.

32 (e) If the corporation was created by the elected legislative body  
33 in order to exercise authority that may lawfully be delegated by  
34 the elected governing body to a private corporation or other entity,  
35 ~~the corporation shall furnish an additional copy of its articles to~~  
36 ~~the Secretary of State, who shall forward the additional a copy of~~  
37 ~~the filed articles of incorporation~~ to the Controller.

38 SEC. 11. Section 5817 of the Corporations Code is amended  
39 to read:

1 5817. Upon the filing of the certificate of amendment, the  
2 articles shall be amended in accordance with the certificate and  
3 any change, reclassification or cancellation of memberships shall  
4 be effected, and a copy of the certificate, certified by the Secretary  
5 of State, is prima facie evidence of the performance of the  
6 conditions necessary to the adoption of the amendment.—A  
7 corporation shall furnish an additional copy of the certificate of  
8 amendment to the The Secretary of State who shall forward that  
9 a copy of the filed certificate of amendment to the Attorney  
10 General.

11 SEC. 12. Section 6211 of the Corporations Code is amended  
12 to read:

13 6211. (a) An agent designated for service of process pursuant  
14 to Section 6210 may ~~file~~ *deliver to the Secretary of State, on a*  
15 *form prescribed by the Secretary of State for filing*, a signed and  
16 acknowledged written statement of resignation as ~~that agent~~ *agent*  
17 *for service of process containing the name of the corporation, the*  
18 *Secretary of State's file number of the corporation, the name of*  
19 *the resigning agent for service of process, and a statement that*  
20 *the agent is resigning.* Thereupon the authority of the agent to act  
21 in that capacity shall cease and the Secretary of State forthwith  
22 shall ~~give mail or otherwise provide~~ written notice of the filing of  
23 the statement of resignation ~~by mail to the corporation addressed~~  
24 ~~to~~ *at its principal office.*

25 (b) ~~Under regulations adopted by the Secretary of State, the~~ *The*  
26 *resignation of an agent may be effective if, on a form prescribed*  
27 *by the Secretary of State containing the name of the corporation,*  
28 *the Secretary of State's file number for the corporation, and the*  
29 *name of the agent for service of process, the agent disclaims having*  
30 *been properly appointed as the agent. Similarly, a person named*  
31 *as an officer or director may indicate that the person was never*  
32 *properly appointed as the officer or director.*

33 (c) *The Secretary of State may destroy or otherwise dispose of*  
34 *any resignation filed pursuant to this section after a new form is*  
35 *filed pursuant to Section 6210 replacing the agent for service of*  
36 *process that has resigned.*

37 SEC. 13. Section 6611 of the Corporations Code is amended  
38 to read:

1 6611. (a) Whenever a corporation has elected to wind up and  
2 dissolve a certificate evidencing that election shall forthwith be  
3 filed and a copy thereof filed with the Attorney General.

4 (b) The certificate shall be an officers' certificate or shall be  
5 signed and verified by at least a majority of the directors then in  
6 office or by one or more members authorized to do so by approval  
7 of a majority of all members (Section 5033) and shall set forth:

8 (1) That the corporation has elected to wind up and dissolve.

9 (2) If the election was made by the vote of members alone, the  
10 number of votes for the election and that the election was made  
11 by a majority of all members (Section 5033).

12 (3) If the election was made by the board and members pursuant  
13 to paragraph (2) of subdivision (a) of Section 6610, *or paragraph*  
14 *(1) of subdivision (b) of Section 9680*, the certificate shall state  
15 that it was made by the board and the members in accordance with  
16 Section 5034.

17 (4) If the certificate is executed by a member or members, that  
18 the subscribing person or persons were authorized to execute the  
19 certificate by a majority of all members (Section 5033).

20 (5) If the election was made by the board pursuant to subdivision  
21 (b) of Section 6610, *or paragraph (2) of subdivision (b) of Section*  
22 *9680*, the circumstances showing the corporation to be within one  
23 of the categories described in that subdivision.

24 (c) If an election to dissolve made pursuant to subdivision (a)  
25 of Section 6610 *or paragraph (1) of subdivision (b) of Section*  
26 *9680* is made by the vote of all the members of a corporation with  
27 members or by all members of the board of a corporation without  
28 members *pursuant to subdivision (b) of Section 6610, or paragraph*  
29 *(2) of subdivision (b) of Section 9680* and a statement to that effect  
30 is added to the certificate of dissolution pursuant to Section ~~6614~~  
31 ~~6615~~, the separate filing of the certificate of election pursuant to  
32 this section is not required.

33 SEC. 14. Section 6810 of the Corporations Code is amended  
34 to read:

35 6810. (a) Upon the failure of a corporation to file the statement  
36 required by Section 6210, the Secretary of State shall provide a  
37 notice of that delinquency to the corporation. The notice shall also  
38 contain information concerning the application of this section, and  
39 advise the corporation of the penalty imposed by Section 19141  
40 of the Revenue and Taxation Code for failure to timely file the

1 required statement after notice of delinquency has been provided  
2 by the Secretary of State. If, within 60 days after providing the  
3 notice of delinquency, a statement pursuant to Section 6210 has  
4 not been filed by the corporation, the Secretary of State shall certify  
5 the name of the corporation to the Franchise Tax Board.

6 (b) Upon certification pursuant to subdivision (a), the Franchise  
7 Tax Board shall assess against the corporation a penalty of fifty  
8 dollars (\$50) pursuant to Section 19141 of the Revenue and  
9 Taxation Code.

10 (c) The penalty herein provided shall not apply to a corporation  
11 that on or prior to the date of certification pursuant to subdivision  
12 (a) has dissolved, *has converted to another type of business entity*,  
13 or has been merged into another corporation *or other business*  
14 *entity*.

15 (d) The penalty herein provided shall not apply and the Secretary  
16 of State need not provide a notice of the delinquency to a  
17 corporation the corporate powers, rights, and privileges of which  
18 have been suspended by the Franchise Tax Board pursuant to  
19 Section 23301, 23301.5, or 23775 of the Revenue and Taxation  
20 Code on or prior to, and remain suspended on, the last day of the  
21 filing period pursuant to Section 6210. The Secretary of State need  
22 not provide notice of the filing requirement pursuant to Section  
23 6210 to a corporation the corporate powers, rights, and privileges  
24 of which have been so suspended by the Franchise Tax Board on  
25 or prior to, and remain suspended on, the day the Secretary of State  
26 prepares the notice for sending.

27 (e) If, after certification pursuant to subdivision (a), the Secretary  
28 of State finds the required statement was filed before the expiration  
29 of the 60-day period after providing notice of the delinquency, the  
30 Secretary of State shall promptly decertify the name of the  
31 corporation to the Franchise Tax Board. The Franchise Tax Board  
32 shall then promptly abate any penalty assessed against the  
33 corporation pursuant to Section 19141 of the Revenue and Taxation  
34 Code.

35 (f) If the Secretary of State determines that the failure of a  
36 corporation to file a statement required by Section 6210 is  
37 excusable because of reasonable cause or unusual circumstances  
38 that justify the failure, the Secretary of State may waive the penalty  
39 imposed by this section and by Section 19141 of the Revenue and  
40 Taxation Code, in which case the Secretary of State shall not certify

1 the name of the corporation to the Franchise Tax Board, or if  
2 already certified, the Secretary of State shall promptly decertify  
3 the name of the corporation.

4 SEC. 15. Section 8211 of the Corporations Code is amended  
5 to read:

6 8211. (a) An agent designated for service of process pursuant  
7 to Section 8210 may ~~file~~ *deliver to the Secretary of State, on a*  
8 *form prescribed by the Secretary of State for filing*, a signed and  
9 acknowledged written statement of resignation as ~~that agent agent~~  
10 *for service of process containing the name of the corporation, the*  
11 *Secretary of State's file number of the corporation, the name of*  
12 *the resigning agent for service of process, and a statement that*  
13 *the agent is resigning*. Thereupon the authority of the agent to act  
14 in that capacity shall cease and the Secretary of State forthwith  
15 shall ~~give mail or otherwise provide~~ written notice of the filing of  
16 the statement of resignation ~~by mail to the corporation addressed~~  
17 ~~to~~ *at its principal office*.

18 (b) ~~Under regulations adopted by the Secretary of State, the~~ *The*  
19 *resignation of an agent may be effective if, on a form prescribed*  
20 *by the Secretary of State containing the name of the corporation,*  
21 *the Secretary of State's file number for the corporation, and the*  
22 *name of the agent for service of process, the agent disclaims having*  
23 *been properly appointed as the agent. Similarly, a person named*  
24 *as an officer or director may indicate that the person was never*  
25 *properly appointed as the officer or director.*

26 (c) *The Secretary of State may destroy or otherwise dispose of*  
27 *any statement of resignation filed pursuant to this section after a*  
28 *new form is filed pursuant to Section 8210 replacing the agent for*  
29 *service of process that has resigned.*

30 SEC. 16. Section 8611 of the Corporations Code is amended  
31 to read:

32 8611. (a) Whenever a corporation has elected to wind up and  
33 dissolve a certificate evidencing that election shall forthwith be  
34 filed. A copy of that certificate shall be filed with the Attorney  
35 General if the corporation holds assets in charitable trust or has a  
36 charitable dissolution clause.

37 (b) The certificate shall be an officers' certificate or shall be  
38 signed and verified by at least a majority of the directors then in  
39 office or by one or more members authorized to do so by approval  
40 of a majority of all members (Section 5033) and shall set forth:

1 (1) That the corporation has elected to wind up and dissolve.

2 (2) If the election was made by the vote of members alone, the  
3 number of votes for the election and that the election was made  
4 by a majority of all members (Section 5033).

5 (3) If the election was made by the board and the members  
6 pursuant to paragraph (2) of subdivision (a) of Section 8610, the  
7 certificate shall state that it was made by the board and the  
8 members in accordance with Section 5034.

9 (4) If the certificate is executed by a member or members, that  
10 the subscribing person or persons were authorized to execute the  
11 certificate a majority of all members (Section 5033).

12 (5) If the election was made by the board pursuant to subdivision  
13 (b) of Section 8610, the circumstances showing the corporation to  
14 be within one of the categories described in that subdivision.

15 (c) If an election to dissolve made pursuant to subdivision (a)  
16 of Section 8610 is made by the vote of all the members of a  
17 corporation with members or by *a vote of* all members of the board  
18 of a corporation without members *pursuant to subdivision (b) of*  
19 *Section 8610* and a statement to that effect is added to the certificate  
20 of dissolution pursuant to ~~Section 8614~~ 8615, the separate filing  
21 of the certificate of election pursuant to this section is not required.

22 SEC. 17. Section 8810 of the Corporations Code is amended  
23 to read:

24 8810. (a) Upon the failure of a corporation to file the statement  
25 required by Section 8210, the Secretary of State shall provide a  
26 notice of such delinquency to the corporation. The notice shall  
27 also contain information concerning the application of this section,  
28 and advise the corporation of the penalty imposed by Section 19141  
29 of the Revenue and Taxation Code for failure to timely file the  
30 required statement after notice of delinquency has been provided  
31 by the Secretary of State. If, within 60 days after providing notice  
32 of the delinquency, a statement pursuant to Section 8210 has not  
33 been filed by the corporation, the Secretary of State shall certify  
34 the name of the corporation to the Franchise Tax Board.

35 (b) Upon certification pursuant to subdivision (a), the Franchise  
36 Tax Board shall assess against the corporation a penalty of fifty  
37 dollars (\$50) pursuant to Section 19141 of the Revenue and  
38 Taxation Code.

39 (c) The penalty herein provided shall not apply to a corporation  
40 which on or prior to the date of certification pursuant to subdivision

1 (a) has dissolved, *has converted to another type of business entity*,  
2 or has been merged into another corporation *or other business*  
3 *entity*.

4 (d) The penalty herein provided shall not apply and the Secretary  
5 of State need not provide a notice of the delinquency to a  
6 corporation the corporate powers, rights, and privileges of which  
7 have been suspended by the Franchise Tax Board pursuant to  
8 Section 23301, 23301.5, or 23775 of the Revenue and Taxation  
9 Code on or prior to, and remain suspended on, the last day of the  
10 filing period pursuant to Section 8210. The Secretary of State need  
11 not provide notice of the filing requirement pursuant to Section  
12 8210, to a corporation the corporate powers, rights, and privileges  
13 of which have been so suspended by the Franchise Tax Board on  
14 or prior to, and remain suspended on, the day the Secretary of State  
15 prepares the notice for sending.

16 (e) If, after certification pursuant to subdivision (a) the Secretary  
17 of State finds the required statement was filed before the expiration  
18 of the 60-day period after providing the notice of delinquency, the  
19 Secretary of State shall promptly decertify the name of the  
20 corporation to the Franchise Tax Board. The Franchise Tax Board  
21 shall then promptly abate any penalty assessed against the  
22 corporation pursuant to Section 19141 of the Revenue and Taxation  
23 Code.

24 (f) If the Secretary of State determines that the failure of a  
25 corporation to file a statement required by Section 8210 is  
26 excusable because of reasonable cause or unusual circumstances  
27 which justify the failure, the Secretary of State may waive the  
28 penalty imposed by this section and by Section 19141 of the  
29 Revenue and Taxation Code, in which case the Secretary of State  
30 shall not certify the name of the corporation to the Franchise Tax  
31 Board, or if already certified, the Secretary of State shall promptly  
32 decertify the name of the corporation.

33 SEC. 18. Section 12571 of the Corporations Code is amended  
34 to read:

35 12571. (a) An agent designated for service of process pursuant  
36 to Section 12570 may ~~file~~ *deliver to the Secretary of State, on a*  
37 *form prescribed by the Secretary of State for filing, a signed and*  
38 *acknowledged written statement of resignation as ~~that agent~~ agent*  
39 *for service of process containing the name of the corporation, the*  
40 *Secretary of State's file number of the corporation, the name of*

1 *the resigning agent for service of process, and a statement that*  
2 *the agent is resigning.* Thereupon the authority of the agent to act  
3 in that capacity shall cease and the Secretary of State forthwith  
4 shall ~~give mail or otherwise provide~~ written notice of the filing of  
5 the statement of resignation ~~by mail~~ to the corporation ~~addressed~~  
6 ~~to~~ at its principal office.

7 (b) ~~Under regulations adopted by the Secretary of State, the~~ *The*  
8 resignation of an agent may be effective if, *on a form prescribed*  
9 *by the Secretary of State containing the name of the corporation,*  
10 *the Secretary of State's file number for the corporation, and the*  
11 *name of the resigning agent for service of process,* the agent  
12 disclaims having been properly appointed as the agent. Similarly,  
13 a person named as an officer or director may indicate that the  
14 person was never properly appointed as the officer or director.

15 (c) *The Secretary of State may destroy or otherwise dispose of*  
16 *any resignation filed pursuant to this section after a new form is*  
17 *filed pursuant to Section 12570 replacing the agent for service of*  
18 *process that has resigned.*

19 SEC. 19. Section 12631 of the Corporations Code is amended  
20 to read:

21 12631. (a) Whenever a corporation has elected to wind up and  
22 dissolve a certificate evidencing that election shall forthwith be  
23 filed.

24 (b) The certificate shall be an officers' certificate or shall be  
25 signed and verified by at least a majority of the directors then in  
26 office or by one or more members authorized to do so by approval  
27 of a majority of all members (Section 12223) and shall set forth:

28 (1) That the corporation has elected to wind up and dissolve.

29 (2) If the election was made by the vote of members alone, the  
30 number of votes for the election and that the election was made  
31 by persons holding at least a majority of the voting power.

32 (3) If the certificate is executed by a member or members, that  
33 the subscribing person or persons were authorized to execute the  
34 certificate by persons representing at least a majority of the voting  
35 power.

36 (4) If the election was made by the board pursuant to subdivision  
37 (b) of Section 12630, the certificate shall also set forth the  
38 circumstances showing the corporation to be within one of the  
39 categories described in that subdivision.

1 (c) If an election to dissolve made pursuant to subdivision (a)  
2 of Section 12630 is made by the vote of all the members of a  
3 corporation with members or by *a vote of* all members of the board  
4 of a corporation without members *pursuant to subdivision (b) of*  
5 *Section 12630* and a statement to that effect is added to the  
6 certificate of dissolution pursuant to Section ~~12631~~ 12635, the  
7 separate filing of the certificate of election pursuant to this section  
8 is not required.

9 SEC. 20. Section 12670 of the Corporations Code is amended  
10 to read:

11 12670. (a) Upon the failure of a corporation to file the  
12 statement required by Section 12570, the Secretary of State shall  
13 provide a notice of that delinquency to the corporation. The notice  
14 shall also contain information concerning the application of this  
15 section, and shall advise the corporation of the penalty imposed  
16 by Section 19141 of the Revenue and Taxation Code for failure  
17 to timely file the required statement after notice of delinquency  
18 has been provided by the Secretary of State. If, within 60 days  
19 after providing notice of the delinquency, a statement pursuant to  
20 Section 12570 has not been filed by the corporation, the Secretary  
21 of State shall certify the name of the corporation to the Franchise  
22 Tax Board.

23 (b) Upon certification pursuant to subdivision (a), the Franchise  
24 Tax Board shall assess against the corporation a penalty of fifty  
25 dollars (\$50) pursuant to Section 19141 of the Revenue and  
26 Taxation Code.

27 (c) The penalty herein provided shall not apply to a corporation  
28 which on or prior to the date of certification pursuant to subdivision  
29 (a) has dissolved, *has been converted to another type of business*  
30 *entity*, or has been merged into another corporation *or other*  
31 *business entity*.

32 (d) The penalty herein provided shall not apply and the Secretary  
33 of State need not provide a notice of the delinquency to a  
34 corporation the corporate powers, rights, and privileges of which  
35 have been suspended by the Franchise Tax Board pursuant to  
36 Section 23301, 23301.5, or 23775 of the Revenue and Taxation  
37 Code on or prior to, and remain suspended on, the last day of the  
38 filing period pursuant to Section 12570. The Secretary of State  
39 need not provide notice of the filing requirement pursuant to  
40 Section 12570, to a corporation the corporate powers, rights, and

1 privileges of which have been so suspended by the Franchise Tax  
2 Board on or prior to, and remain suspended on, the day the  
3 Secretary of State prepares the notice for sending.

4 (e) If, after certification pursuant to subdivision (a) the Secretary  
5 of State finds the required statement was filed before the expiration  
6 of the 60-day period after providing notice of the delinquency, the  
7 Secretary of State shall promptly decertify the name of the  
8 corporation to the Franchise Tax Board. The Franchise Tax Board  
9 shall then promptly abate any penalty assessed against the  
10 corporation pursuant to Section 19141 of the Revenue and Taxation  
11 Code.

12 (f) If the Secretary of State determines that the failure of a  
13 corporation to file a statement required by Section 12570 is  
14 excusable because of reasonable cause or unusual circumstances  
15 which justify the failure, the Secretary of State may waive the  
16 penalty imposed by this section and by Section 19141 of the  
17 Revenue and Taxation Code, in which case the Secretary of State  
18 shall not certify the name of the corporation to the Franchise Tax  
19 Board, or if already certified, the Secretary of State shall promptly  
20 decertify the name of the corporation.

21 SEC. 21. Section 15901.09 of the Corporations Code is  
22 amended to read:

23 15901.09. (a) The exclusive right to the use of a name that  
24 complies with Section 15901.08 may be reserved by:

25 (1) a person intending to organize a limited partnership under  
26 this chapter and to adopt the name;

27 (2) a limited partnership or a foreign limited partnership  
28 authorized to transact business in this state intending to adopt the  
29 name;

30 (3) a foreign limited partnership intending to obtain a certificate  
31 of registration to transact business in this state and adopt the name;

32 (4) a person intending to organize a foreign limited partnership  
33 and intending to have it obtain a certificate of registration to  
34 transact business in this state and adopt the name;

35 (5) a foreign limited partnership formed under the name; or

36 (6) a foreign limited partnership formed under a name that does  
37 not comply with subdivision (b) or (c) of Section 15901.08, but  
38 the name reserved under this paragraph may differ from the foreign  
39 limited partnership's name only to the extent necessary to comply  
40 with subdivision (b) or (c) of Section 15901.08.

1 (b) ~~Upon payment of the fee prescribed by the Government~~  
2 ~~Code, any person may apply to reserve a name under subdivision~~  
3 ~~(a) by delivering to the Secretary of State an application that states~~  
4 ~~the name to be reserved and the paragraph of subdivision (a) which~~  
5 ~~applies., and obtain from the Secretary of State a certificate of~~  
6 ~~reservation of any name not prohibited by Section 15901.08. If~~  
7 the Secretary of State finds that the name is available for use by  
8 the applicant, the Secretary of State shall issue a certificate of name  
9 reservation and thereby reserve the name for the exclusive use of  
10 the applicant for 60 days.

11 (c) An applicant that has reserved a name pursuant to subdivision  
12 (b) may reserve the same name for an additional 60-day period.  
13 The Secretary of State shall not issue a certificate reserving the  
14 same name for two or more consecutive 60-day periods to the same  
15 applicant or for the use or benefit of the same person.

16 (d) A person that has reserved a name under this section may  
17 transfer the reserved name to another person, effective upon  
18 delivery to the Secretary of State of a notice of transfer that states  
19 the reserved name; *and* the name and address of the person to  
20 which the reservation is to be transferred; ~~and the paragraph of~~  
21 ~~subdivision (a) which applies to the other person.~~

22 SEC. 22. Section 15901.16 of the Corporations Code is  
23 amended to read:

24 15901.16. (a) In addition to Chapter 4 (commencing with  
25 Section 413.10) of Title 5 of Part 2 of the Code of Civil Procedure,  
26 process may be served upon limited partnerships and foreign  
27 limited partnerships as provided in this section.

28 (b) Personal service of a copy of any process against the limited  
29 partnership or the foreign limited partnership will constitute valid  
30 service on the limited partnership if delivered either (1) to any  
31 individual designated by it as agent or, if a limited partnership, to  
32 any general partner or (2) if the designated agent or, if a limited  
33 partnership, general partner is a corporation, to any person named  
34 in the latest certificate of the corporate agent filed pursuant to  
35 Section 1505 of the Corporations Code at the office of the corporate  
36 agent or to any officer of the general partner, shall constitute valid  
37 service on the limited partnership or the foreign limited partnership.  
38 No change in the address of the agent for service of process where  
39 the agent is an individual or appointment of a new agent for service  
40 of process shall be effective (1) for a limited partnership until an

1 amendment to the certificate of limited partnership is filed or (2)  
2 for a foreign limited partnership until an amendment to the  
3 application for registration is filed. In the case of a foreign limited  
4 partnership that has appointed the Secretary of State as agent for  
5 service of process by reason of subdivision (b) of Section 15909.07,  
6 process shall be delivered by hand to the Secretary of State, or to  
7 any person employed in the capacity of assistant or deputy, which  
8 shall be one copy of the process for each defendant to be served,  
9 together with a copy of the court order authorizing the service and  
10 the fee therefor. The order shall include and set forth an address  
11 to which the process shall be sent by the Secretary of State.

12 (c) (1) If an agent for service of process has resigned and has  
13 not been replaced or if the agent designated cannot with reasonable  
14 diligence be found at the address designated for personal delivery  
15 of the process, and it is shown by affidavit to the satisfaction of  
16 the court that process against a limited partnership or foreign  
17 limited partnership cannot be served with reasonable diligence  
18 upon the designated agent or, if a foreign limited partnership, upon  
19 any general partner by hand in the manner provided in Section  
20 415.10, subdivision (a) of Section 415.20, or subdivision (a) of  
21 Section 415.30 of the Code of Civil Procedure, the court may make  
22 an order that the service shall be made upon a domestic limited  
23 partnership which has filed a certificate or upon a foreign limited  
24 partnership which has a certificate of registration to transact  
25 business in this state by delivering by hand to the Secretary of  
26 State, or to any person employed in the Secretary of State's office  
27 in the capacity of assistant or deputy, one copy of the process for  
28 each defendant to be served, together with a copy of the order  
29 authorizing the service. Service in this manner shall be deemed  
30 complete on the 10th day after delivery of the process to the  
31 Secretary of State.

32 (2) Upon receipt of any such copy of process and the fee  
33 therefor, the Secretary of State shall give notice of the service of  
34 the process to the limited partnership or foreign limited partnership,  
35 at its principal office, by forwarding to that office, by registered  
36 mail with request for return receipt, the copy of the process.

37 (3) The Secretary of State shall keep a record of all process  
38 served upon the Secretary of State under this chapter and shall  
39 record therein the time of service and the Secretary of State's action  
40 with reference thereto. A certificate under the Secretary of State's

1 official seal, certifying to the receipt of process, the giving of notice  
2 thereof to the limited partnership or foreign limited partnership,  
3 and the forwarding of the process pursuant to this section, shall  
4 be competent and prima facie evidence of the matters stated therein.

5 (d) (1) The certificate of a limited partnership and the  
6 application for a certificate of registration of a foreign limited  
7 partnership shall designate, as the agent for service of process, an  
8 individual residing in this state or a corporation which has complied  
9 with Section 1505 of the Corporations Code and whose capacity  
10 to act as an agent has not terminated. If an individual is designated,  
11 the statement shall set forth that person's complete business or  
12 residence street address in this state. If a corporate agent is  
13 designated, no address for it shall be set forth.

14 (2) An agent designated for service of process may ~~file with the~~  
15 ~~Secretary of State~~ *deliver to the Secretary of State, on a form*  
16 *prescribed by the Secretary of State for filing, a signed and*  
17 *acknowledged written statement of resignation as an agent agent*  
18 *for service of process containing the name of the limited*  
19 *partnership, the Secretary of State's file number for the limited*  
20 *partnership, the name of the resigning agent for service of process,*  
21 *and a statement that the agent is resigning.* Thereupon the authority  
22 of the agent to act in that capacity shall cease and the Secretary of  
23 State forthwith shall ~~give mail or otherwise provide~~ written notice  
24 of the filing of the ~~certificate~~ *statement of resignation by mail* to  
25 the limited partnership or foreign limited partnership ~~addressed to~~  
26 *at its designated office.*

27 (3) *The resignation of an agent may be effective if, on a form*  
28 *prescribed by the Secretary of State containing the name of the*  
29 *limited partnership, the Secretary of State's file number for the*  
30 *limited partnership, and the name of the agent for service of*  
31 *process, the agent disclaims having been properly appointed as*  
32 *the agent.*

33 (4) *The Secretary of State may destroy or otherwise dispose of*  
34 *any statement of resignation filed pursuant to this section after an*  
35 *amended certificate of limited partnership or amended foreign*  
36 *limited partnership registration is filed pursuant to Section*  
37 *15902.02 or 15909.06 replacing the agent for service of process*  
38 *that has resigned.*

39 (3)

1 (5) If an individual who has been designated agent for service  
2 of process dies or resigns or no longer resides in the state or if the  
3 corporate agent for that purpose, resigns, dissolves, withdraws  
4 from the state, forfeits its right to transact intrastate business, has  
5 its corporate rights, powers and privileges suspended or ceases to  
6 exist, (A) the limited partnership shall promptly file an amendment  
7 to the certificate designating a new agent or (B) the foreign limited  
8 partnership shall promptly file an amendment to the application  
9 for registration.

10 (e) In addition to any other discovery rights which may exist,  
11 in any case pending in a California court having jurisdiction in  
12 which a party seeks records from a partnership formed under this  
13 chapter, whether or not the partnership is a party, the court shall  
14 have the power to order the production in California of the books  
15 and records of the partnership on the terms and conditions that the  
16 court deems appropriate.

17 SEC. 23. Section 15902.01 of the Corporations Code is  
18 amended to read:

19 15902.01. (a) In order for a limited partnership to be formed,  
20 a certificate of limited partnership must be filed with and on a form  
21 prescribed by the Secretary of State and, either before or after the  
22 filing of a certificate of limited partnership, the partners shall have  
23 entered into a partnership agreement. The certificate must state:

24 (1) the name of the limited partnership, which shall comply with  
25 Section 15901.08;

26 (2) the street address of the initial designated office;

27 (3) the name and street address of the initial agent for service  
28 of process in accordance with paragraph (1) of subdivision (d) of  
29 Section 15901.16;

30 (4) the name and the address of each general partner; and

31 (5) the mailing address of the limited partnership, if different  
32 from the address of the initial designated office.

33 (b) A certificate of limited partnership may also contain any  
34 other matters but may not vary or otherwise affect the provisions  
35 specified in subdivision (b) of Section 15901.10 in a manner  
36 inconsistent with that section.

37 (c) ~~Subject to subdivision (e) of Section 15902.06 a~~ A limited  
38 partnership is formed when the Secretary of State files the  
39 certificate of limited partnership.

1 (d) Subject to subdivision (b), if any provision of a partnership  
2 agreement is inconsistent with the filed certificate of limited  
3 partnership or with a filed certificate of dissociation, cancellation,  
4 or amendment or filed certificate of conversion or merger:  
5 (1) the partnership agreement prevails as to partners and  
6 transferees; and  
7 (2) the filed certificate of limited partnership, certificate of  
8 dissociation, cancellation, or amendment or filed certificate of  
9 conversion or merger prevails as to persons, other than partners  
10 and transferees, that reasonably rely on the filed record to their  
11 detriment.  
12 (e) A limited partnership may record in the office of the county  
13 recorder of any county in this state a certified copy of the certificate  
14 of limited partnership, or any amendment thereto, which has been  
15 filed by the Secretary of State. A foreign limited partnership may  
16 record in the office of the county recorder of any county in the  
17 state a certified copy of the application for registration to transact  
18 business, together with the certificate of registration, referred to  
19 in Section 15909.02, or any amendment thereto, which has been  
20 filed by the Secretary of State. The recording shall create a  
21 conclusive presumption in favor of any bona fide purchaser or  
22 encumbrancer for value of the partnership real property located in  
23 the county in which the certified copy has been recorded, that the  
24 persons named as general partners therein are the general partners  
25 of the partnership named and that they are all of the general  
26 partners of the partnership.  
27 (f) The Secretary of State may cancel the filing of certificates  
28 of limited partnership if a check or other remittance accepted in  
29 payment of the filing fee is not paid upon presentation. For partners  
30 and transferees, the partnership agreement is paramount. Upon  
31 receiving written notification that the item presented for payment  
32 has not been honored for payment, the Secretary of State shall give  
33 a first written notice of the applicability of this section to the agent  
34 for service of process or to the person submitting the instrument.  
35 Thereafter, if the amount has not been paid by cashier's check or  
36 equivalent, the Secretary of State shall give a second written notice  
37 of cancellation and the cancellation shall thereupon be effective.  
38 The second notice shall be given 20 days or more after the first  
39 notice and 90 days or less after the original filing.

1 (g) The Secretary of State shall include with instructional  
2 materials, provided in conjunction with the form for filing a  
3 certificate of limited partnership under subdivision (a), a notice  
4 that the filing of the certificate of limited partnership will obligate  
5 the limited partnership to pay an annual tax for that taxable year  
6 to the Franchise Tax Board pursuant to Section 17935 of the  
7 Revenue and Taxation Code. That notice shall be updated annually  
8 to specify the dollar amount of the annual tax.

9 SEC. 24. Section 15902.04 of the Corporations Code is  
10 amended to read:

11 15902.04. (a) Each record delivered to the Secretary of State  
12 for filing pursuant to this chapter must be signed in the following  
13 manner:

14 (1) An initial certificate of limited partnership must be signed  
15 by all general partners listed in the certificate.

16 (2) An amendment designating as general partner a person  
17 admitted under paragraph (2) of subdivision (c) of Section  
18 15908.01 following the dissociation of a limited partnership's last  
19 general partner must be signed by that person.

20 (3) An amendment required by subdivision (c) of Section  
21 15908.03 following the appointment of a person to wind up the  
22 dissolved limited partnership's activities must be signed by that  
23 person.

24 (4) Any other amendment must be signed by:

25 (A) at least one general partner listed in the certificate of limited  
26 partnership;

27 (B) each other person designated in the amendment as a new  
28 general partner; and

29 (C) each person that the amendment indicates has dissociated  
30 as a general partner, unless:

31 (i) the person is deceased or a guardian or general conservator  
32 has been appointed for the person and the amendment so states;  
33 or

34 (ii) the person has previously delivered to the Secretary of State  
35 for filing a certificate of dissociation.

36 (5) A restated certificate of limited partnership must be signed  
37 by at least one general partner listed in the certificate, and, to the  
38 extent the restated certificate effects a change under any other  
39 paragraph of this subdivision, the restated certificate must be signed  
40 in a manner that satisfies that paragraph.

1 (6) A certificate of cancellation must be signed by all general  
2 partners listed in the certificate of limited partnership or, if the  
3 certificate of limited partnership of a dissolved limited partnership  
4 lists no general partners, by the person appointed pursuant to  
5 subdivisions (c) or (d) of Section 15908.03 to wind up the dissolved  
6 limited partnership's activities.

7 (7) Certificates of conversion must be signed as provided in  
8 subdivision (b) of Section 15911.06.

9 (8) Certificates of merger must be signed as provided in  
10 subdivision (a) of Section 15911.14.

11 (9) *A certificate of correction shall be executed in the same*  
12 *manner in which the record being corrected was required to be*  
13 *executed.*

14 ~~(9)~~

15 (10) Any other record delivered on behalf of a limited  
16 partnership to the Secretary of State for filing must be signed by  
17 at least one general partner listed in the certificate of limited  
18 partnership.

19 ~~(10)~~

20 (11) A certificate of dissociation by a person pursuant to  
21 paragraph (4) of subdivision (a) of Section 15906.05 stating that  
22 the person has dissociated as a general partner must be signed by  
23 that person.

24 ~~(11)~~

25 (12) A certificate of withdrawal by a person pursuant to Section  
26 15903.06 must be signed by that person.

27 ~~(12)~~

28 (13) A record delivered on behalf of a foreign limited partnership  
29 to the Secretary of State for filing must be signed by at least one  
30 general partner of the foreign limited partnership.

31 ~~(13)~~

32 (14) Any other record delivered on behalf of any person to the  
33 Secretary of State for filing must be signed by that person.

34 (b) Any person may sign by an attorney in fact any record to  
35 be filed pursuant to this chapter.

36 (c) The Secretary of State shall not be required to verify that  
37 the person withdrawing or dissociating was ever actually named  
38 in an official filing as a general or limited partner.

39 SEC. 25. Section 15902.07 of the Corporations Code is  
40 amended to read:

1 15902.07. (a) A limited partnership or foreign limited  
2 partnership may deliver to and on a form prescribed by the  
3 Secretary of State for filing a certificate of correction *containing*  
4 *the name of the limited partnership or foreign limited partnership*  
5 *and the Secretary of State's file number for the limited partnership*  
6 *or foreign limited partnership* to correct a record previously  
7 delivered by the limited partnership or foreign limited partnership  
8 to the Secretary of State and filed by the Secretary of State, if at  
9 the time of filing the record contained false or erroneous  
10 information or was defectively signed.

11 (b) A certificate of correction may not state a delayed effective  
12 date and must:

13 (1) describe the record to be corrected, including its filing date  
14 and file number;

15 (2) specify the incorrect information and the reason it is incorrect  
16 or the manner in which the signing was defective; and

17 (3) correct the incorrect information or defective signature.

18 (c) When filed by the Secretary of State, a certificate of  
19 correction is effective retroactively as of the effective date of the  
20 record the certificate corrects, but the certificate is effective when  
21 filed:

22 (1) for the purposes of subdivisions (c) and (d) of Section  
23 15901.03; and

24 (2) as to persons relying on the uncorrected record and adversely  
25 affected by the correction.

26 SEC. 26. Section 15903.06 of the Corporations Code is  
27 amended to read:

28 15903.06. (a) Except as otherwise provided in subdivision (b),  
29 a person that makes an investment in a business enterprise and  
30 erroneously but in good faith believes that the person has become  
31 a limited partner in the enterprise is not liable for the enterprise's  
32 obligations by reason of making the investment, receiving  
33 distributions from the enterprise, or exercising any rights of or  
34 appropriate to a limited partner, if, on ascertaining the mistake,  
35 the person:

36 (1) causes an appropriate certificate of limited partnership,  
37 amendment, or certificate of correction to be signed and delivered  
38 to the Secretary of State for filing; or

39 (2) withdraws from future participation as an owner in the  
40 enterprise by signing and delivering to and on a form prescribed

1 by the Secretary of State for filing a certificate of withdrawal  
2 *containing the name and the Secretary of State's file number of*  
3 *the limited partnership* under this section.

4 (b) A person that makes an investment described in subdivision  
5 (a) is liable to the same extent as a general partner to any third  
6 party that enters into a transaction with the enterprise, believing  
7 in good faith that the person is a general partner, before the  
8 Secretary of State files a certificate of withdrawal, certificate of  
9 limited partnership, amendment, or certificate of correction to  
10 show that the person is not a general partner.

11 (c) If a person makes a diligent effort in good faith to comply  
12 with paragraph (1) of subdivision (a) and is unable to cause the  
13 appropriate certificate of limited partnership, amendment, or  
14 certificate of correction to be signed and delivered to the Secretary  
15 of State for filing, the person has the right to withdraw from the  
16 enterprise pursuant to paragraph (2) of subdivision (a) even if the  
17 withdrawal would otherwise breach an agreement with others that  
18 are or have agreed to become co-owners of the enterprise.

19 SEC. 27. Section 15906.05 of the Corporations Code is  
20 amended to read:

21 15906.05. (a) Upon a person's dissociation as a general partner  
22 *all of the following apply:*

23 (1) ~~the~~ *The person's right to participate as a general partner in*  
24 *the management and conduct of the partnership's activities*  
25 ~~terminates;~~ *terminates.*

26 (2) ~~the~~ *The person's duty of loyalty as a general partner under*  
27 *paragraph (3) of subdivision (b) of Section 15904.08* ~~terminates;~~  
28 *terminates.*

29 (3) ~~the~~ *The person's duty of loyalty as a general partner under*  
30 *paragraphs (1) and (2) of subdivision (b) of Section 15904.08 and*  
31 *duty of care under subdivision (c) of Section 15904.08 continue*  
32 *only with regard to matters arising and events occurring before*  
33 *the person's dissociation as a general* ~~partner;~~ *partner.*

34 (4) ~~the~~ *The person may sign and deliver to the Secretary of State*  
35 *for filing,* *filing* on a form prescribed by the Secretary of State  
36 *containing the name and the Secretary of State's file number of*  
37 *the limited partnership, a certificate of dissociation pertaining to*  
38 *the person and, at the request of the limited partnership, shall sign*  
39 *an amendment to the certificate of limited partnership which states*  
40 *that the person has dissociated;* ~~and.~~

1 (5) ~~subject~~—*Subject* to Section 15907.04 and Article 11  
2 (commencing with Section 15911.01), any transferable interest  
3 owned by the person immediately before dissociation in the  
4 person’s capacity as a general partner is owned by the person as  
5 a mere transferee.

6 (b) A person’s dissociation as a general partner does not of itself  
7 discharge the person from any obligation to the limited partnership  
8 or the other partners which the person incurred while a general  
9 partner.

10 SEC. 28. Section 15909.06 of the Corporations Code is  
11 amended to read:

12 15909.06. If any statement in the application for registration  
13 of a foreign limited partnership was false when made or any  
14 statements made have become erroneous, the foreign limited  
15 partnership shall promptly deliver to, and on a form prescribed by,  
16 the Secretary of State an amendment to the application for  
17 registration *containing the name and the Secretary of State’s file*  
18 *number of the foreign limited partnership* signed and acknowledged  
19 by the general partner amending the statement. *If a foreign limited*  
20 *partnership delivers an amendment changing the name of the*  
21 *foreign limited partnership in its jurisdiction of organization,*  
22 *annexed to the amendment to the application for registration shall*  
23 *be a certificate from an authorized public official of the foreign*  
24 *limited partnership’s jurisdiction of organization to the effect that*  
25 *the foreign limited partnership is in good standing and that the*  
26 *change of name was made in accordance with the laws of that*  
27 *jurisdiction, if the laws of that jurisdiction permit the issuance of*  
28 *those certificates, or, in the alternative, a statement by the foreign*  
29 *limited partnership that the laws of its jurisdiction of organization*  
30 *do not permit the issuance of those certificates. Unless the*  
31 *Secretary of State determines that the amendment to the application*  
32 *changing the name or alternate name of a foreign limited*  
33 *partnership does not comply with the filing requirements of this*  
34 *chapter, the Secretary of State, upon payment of all requisite fees,*  
35 *shall file the amended application and shall issue to the foreign*  
36 *limited partnership a new certificate of registration stating the*  
37 *date of filing of the amendment to the application changing the*  
38 *name and that the foreign limited partnership is qualified to*  
39 *transact intrastate business, subject to any licensing requirements*  
40 *otherwise imposed by the laws of this state.*

1 SEC. 29. Section 15909.07 of the Corporations Code is  
2 amended to read:

3 15909.07. (a) In order to cancel its certificate of registration  
4 to transact business in this state, a foreign limited partnership must  
5 deliver to and on a form prescribed by the Secretary of State for  
6 filing a certificate of cancellation *containing the name and the*  
7 *Secretary of State's file number of the foreign limited partnership*  
8 signed and acknowledged by a general partner of the foreign  
9 limited partnership. The registration is canceled when the certificate  
10 becomes effective under Section 15902.06.

11 (b) A foreign limited partnership transacting business in this  
12 state may not maintain an action or proceeding in this state unless  
13 it has a certificate of registration to transact business in this state.

14 (c) Any foreign limited partnership that transacts intrastate  
15 business in this state without registration is subject to a penalty of  
16 twenty dollars (\$20) for each day that the unauthorized intrastate  
17 business is transacted, up to a maximum of ten thousand dollars  
18 (\$10,000). An action to recover this penalty may be brought, and  
19 any recovery shall be paid, as provided in Section 2258.

20 (d) The failure of a foreign limited partnership to have a  
21 certificate of registration to transact business in this state does not  
22 impair the validity of a contract or act of the foreign limited  
23 partnership or prevent the foreign limited partnership from  
24 defending an action or proceeding in this state.

25 (e) A partner of a foreign limited partnership is not liable for  
26 the obligations of the foreign limited partnership solely by reason  
27 of the foreign limited partnership's having transacted business in  
28 this state without a certificate of registration.

29 (f) If a foreign limited partnership transacts business in this state  
30 without a certificate of registration or cancels its certificate of  
31 registration, it appoints the Secretary of State as its agent for service  
32 of process for rights of action arising out of the transaction of  
33 business in this state.

34 SEC. 30. Section 15911.06 of the Corporations Code is  
35 amended to read:

36 15911.06. (a) Upon conversion of a limited partnership, one  
37 of the following applies:

38 (1) If the limited partnership is converting into a domestic  
39 limited liability company, a statement of conversion shall be

1 completed on the articles of organization for the converted entity  
2 and shall be filed with the Secretary of State.

3 (2) If the limited partnership is converting into a domestic  
4 partnership, a statement of conversion shall be completed on the  
5 statement of partnership authority for the converted entity. If no  
6 statement of partnership authority is filed, a certificate of  
7 conversion shall be filed separately with the Secretary of State.

8 (3) If the limited partnership is converting into a domestic  
9 corporation, a statement of conversion shall be completed on the  
10 articles of incorporation for the converted entity and shall be filed  
11 with the Secretary of State.

12 (4) If the limited partnership is converting to a foreign limited  
13 partnership or foreign other business entity, a certificate of  
14 conversion shall be filed with the Secretary of State.

15 (b) Any certificate or statement of conversion shall be executed  
16 and acknowledged by all general partners, ~~unless a lesser number~~  
17 ~~is provided in the certificate of limited partnership,~~ *partners* and  
18 shall set forth all of the following:

19 (1) The name and the Secretary of State's file number of the  
20 converting limited partnership.

21 (2) A statement that the principal terms of the plan of conversion  
22 were approved by a vote of the partners, that equaled or exceeded  
23 the vote required under Section 15911.03, specifying each class  
24 entitled to vote and the percentage vote required of each class.

25 (3) The form of organization of the converted entity.

26 (4) ~~The mailing street~~ address of the converted entity's agent  
27 for service of process and *the mailing address of* the chief executive  
28 office of the converted entity. *If a corporation that has complied*  
29 *with Section 1505 is designated as the agent, no address for it*  
30 *shall be set forth.*

31 (c) The filing with the Secretary of State of a certificate of  
32 conversion or a statement of partnership authority, articles of  
33 organization, or articles of incorporation containing a statement  
34 of conversion as set forth in subdivision (a) shall have the effect  
35 of the filing of a certificate of cancellation by the converting limited  
36 partnership, and no converting limited partnership that has made  
37 the filing is required to file a certificate of cancellation under  
38 Section 15902.03 as a result of that conversion.

39 SEC. 31. Section 16309 of the Corporations Code is amended  
40 to read:

1 16309. (a) The statement of partnership authority may  
2 designate an agent for service of process. The agent may be an  
3 individual residing in this state or a corporation that has complied  
4 with Section 1505 and whose capacity to act as an agent has not  
5 terminated. If an individual is designated, the statement shall  
6 include that person's complete business or residence street address  
7 in this state. If a corporate agent is designated, no address for that  
8 agent shall be set forth.

9 (b) An agent designated for service of process may ~~file with the~~  
10 ~~Secretary of State~~ *deliver to the Secretary of State for filing, on a*  
11 *form prescribed by the Secretary of State, a signed and*  
12 *acknowledged written statement of resignation as an agent for*  
13 *service of process containing the name and the Secretary of State's*  
14 *file number of the partnership.* On filing of the statement of  
15 resignation, the authority of the agent to act in that capacity shall  
16 cease and the Secretary of State shall ~~give mail or otherwise~~  
17 *provide* written notice of the filing of the statement of resignation  
18 ~~by mail~~ to the partnership, ~~addressed to~~ *at* its principal executive  
19 office.

20 (c) *The resignation of an agent may be effective if, on a form*  
21 *prescribed by the Secretary of State containing the name and the*  
22 *Secretary of State's file number for the partnership and the name*  
23 *of the agent for service of process, the agent disclaims having been*  
24 *properly appointed as the agent.*

25 (e)

26 (d) If an individual who has been designated agent for service  
27 of process dies or resigns or no longer resides in the state, or if the  
28 corporate agent for that purpose resigns, dissolves, withdraws from  
29 the state, forfeits its right to transact intrastate business, has its  
30 corporate rights, powers, and privileges suspended, or ceases to  
31 exist, the partnership or foreign partnership shall promptly file an  
32 amended statement of partnership authority, designating a new  
33 agent.

34 (e) *The Secretary of State may destroy or otherwise dispose of*  
35 *any statement of resignation filed pursuant to this section after a*  
36 *new statement of partnership authority is filed pursuant to Section*  
37 *16303 replacing the agent for service of process that has resigned.*

38 SEC. 32. Section 16906 of the Corporations Code is amended  
39 to read:

1 16906. (a) If the converting partnership has filed a statement  
2 of partnership authority under Section 16303 that is effective at  
3 the time of the conversion, then upon conversion to a domestic  
4 limited partnership, limited liability company, or corporation, the  
5 certificate of limited partnership, articles of organization, or articles  
6 of incorporation filed by the converted entity, as applicable, shall  
7 contain a statement of conversion, in that form as may be  
8 prescribed by the Secretary of State. If the converting partnership  
9 has not filed a statement of partnership authority under Section  
10 16303 that is effective at the time of the conversion, upon  
11 conversion to a domestic limited partnership, limited liability  
12 company, or corporation, the converted entity may, but is not  
13 required to file, on its certificate of limited partnership, articles of  
14 organization, or articles of incorporation, a statement of conversion.  
15 A statement of conversion shall set forth all of the following:

16 (1) The name and the Secretary of State's file number, if any,  
17 of the converting partnership.

18 (2) A statement that the principal terms of the plan of conversion  
19 were approved by a vote of the partners, which equaled or exceeded  
20 the vote required under Section 16903.

21 (3) *The name and street address of the partnership's agent for*  
22 *service of process. If a corporation qualified under Section 1505*  
23 *is designated, no address for it shall be set forth.*

24 (b) A partnership converting to a foreign other business entity  
25 that has filed a statement of partnership authority under Section  
26 16303 that is effective at the time of conversion may file a  
27 certificate of conversion with the Secretary of State. The certificate  
28 of conversion shall contain the following:

29 (1) The names of the converting partnership and the converted  
30 entity.

31 (2) The street address of the converted entity's chief executive  
32 office and of an office in this state, if any.

33 (3) The form of organization of the converted entity.

34 (4) *The name, street address, and mailing address of the*  
35 *partnership's agent for service of process. If a corporation*  
36 *qualified under Section 1505 is designated as the agent, no address*  
37 *for it shall be set forth.*

38 (c) The filing with the Secretary of State of a certificate of  
39 limited partnership, articles of organization, or articles of  
40 incorporation containing a statement of conversion as set forth in

1 subdivision (a) or a certificate of conversion filed pursuant to  
2 subdivision (b) shall have the effect of the filing of a cancellation  
3 by the converting partnership of any statement of partnership  
4 authority filed by it.

5 SEC. 33. Section 16915 of the Corporations Code is amended  
6 to read:

7 16915. (a) In a merger involving a domestic partnership, in  
8 which another partnership or a foreign other business entity is a  
9 party, but in which no other domestic other business entity is a  
10 party, the surviving partnership or surviving foreign other business  
11 entity may file with the Secretary of State a statement that one or  
12 more partnerships have merged into the surviving partnership or  
13 surviving foreign other business entity, or that one or more  
14 partnerships or foreign other business entities have merged into  
15 the surviving domestic partnership. A statement of merger shall  
16 contain the following:

17 (1) The name of each partnership or foreign other business entity  
18 that is a party to the merger.

19 (2) The name of the surviving entity into which the other  
20 partnerships or foreign other business entities were merged.

21 (3) The street address of the surviving entity's chief executive  
22 office and of an office in this state, if any.

23 (4) Whether the surviving entity is a partnership or a foreign  
24 other business entity, specifying the type of the entity.

25 (b) In a merger involving a domestic partnership in which a  
26 domestic other business entity is also a party, after approval of the  
27 merger by the constituent partnerships and any constituent other  
28 business entities, the constituent partnerships and constituent other  
29 business entities shall file a certificate of merger in the office of,  
30 and on a form prescribed by, the Secretary of State, but if the  
31 surviving entity is a domestic corporation or a foreign corporation  
32 in a merger in which a domestic corporation is a constituent party,  
33 the surviving corporation shall file in the office of the Secretary  
34 of State a copy of the agreement of merger and attachments  
35 required under paragraph (1) of subdivision (g) of Section 1113.  
36 The certificate of merger shall be executed and acknowledged by  
37 each domestic constituent partnership by two partners (unless a  
38 lesser number is provided in the partnership agreement) and by  
39 each foreign constituent partnership by one or more partners, and  
40 by each constituent other business entity by those persons required

1 to execute the certificate of merger by the laws under which the  
2 constituent other business entity is organized. The certificate of  
3 merger shall set forth all of the following:

4 (1) The names and the Secretary of State’s file numbers, if any,  
5 of each of the constituent partnerships and constituent other  
6 business entities, separately identifying the disappearing  
7 partnerships and disappearing other business entities and the  
8 surviving partnership or surviving other business entity.

9 (2) If a vote of the partners was required under Section 16911,  
10 a statement that the principal terms of the agreement of merger  
11 were approved by a vote of the partners, which equaled or exceeded  
12 the vote required.

13 (3) If the surviving entity is a domestic partnership and not an  
14 other business entity, any change to the information set forth in  
15 any filed statement of partnership authority of the surviving  
16 partnership resulting from the merger, including any change in the  
17 name of the surviving partnership resulting from the merger. The  
18 filing of a certificate of merger setting forth any changes to any  
19 filed statement of partnership authority of the surviving partnership  
20 shall have the effect of the filing of a certificate of amendment of  
21 the statement of partnership authority by the surviving partnership,  
22 and the surviving partnership need not file a certificate of  
23 amendment under Section ~~16015~~ 16105 to reflect those changes.

24 (4) The future effective date or time (which shall be a date or  
25 time certain not more than 90 days subsequent to the date of filing)  
26 of the merger, if the merger is not to be effective upon the filing  
27 of the certificate of merger with the office of the Secretary of State.

28 (5) If the surviving entity is an other business entity or a foreign  
29 partnership, the full name, type of entity, legal jurisdiction in which  
30 the entity was organized and by whose laws its internal affairs are  
31 governed, and the address of the principal place of business of the  
32 entity.

33 (6) Any other information required to be stated in the certificate  
34 of merger by the laws under which each constituent other business  
35 entity is organized.

36 (c) A statement of merger or a certificate of merger, as is  
37 applicable under subdivision (a) or (b), shall have the effect of the  
38 filing of a cancellation for each disappearing partnership of any  
39 statement of partnership authority filed by it, *and shall have the*

1 *effect of filing the notice of cessation required by Section 16954*  
2 *or 16960, if applicable.*

3 SEC. 34. Section 16953 of the Corporations Code is amended  
4 to read:

5 16953. (a) To become a registered limited liability partnership,  
6 a partnership, other than a limited partnership, shall file with the  
7 Secretary of State a registration, executed by one or more partners  
8 authorized to execute a registration, stating all of the following:

9 (1) The name of the partnership.

10 (2) The street address of its principal office.

11 (3) The mailing address of its principal office, if different from  
12 the street address.

13 (4) The name and street address of the agent for service of  
14 process on the limited liability partnership in California in  
15 accordance with subdivision (a) of Section 16309.

16 (5) A brief statement of the business in which the partnership  
17 engages.

18 (6) Any other matters that the partnership determines to include.

19 (7) That the partnership is registering as a registered limited  
20 liability partnership.

21 (b) The registration shall be accompanied by a fee as set forth  
22 in subdivision (a) of Section 12189 of the Government Code.

23 (c) The Secretary of State shall register as a registered limited  
24 liability partnership any partnership that submits a completed  
25 registration with the required fee.

26 (d) The Secretary of State may cancel the filing of the  
27 registration if a check or other remittance accepted in payment of  
28 the filing fee is not paid upon presentation. Upon receiving written  
29 notification that the item presented for payment has not been  
30 honored for payment, the Secretary of State shall give a first written  
31 notice of the applicability of this section to the agent for service  
32 of process or to the person submitting the instrument. Thereafter,  
33 if the amount has not been paid by cashier's check or equivalent,  
34 the Secretary of State shall give a second written notice of  
35 cancellation and the cancellation shall thereupon be effective. The  
36 second notice shall be given 20 days or more after the first notice  
37 and 90 days or less after the date of the original filing.

38 (e) A partnership becomes a registered limited liability  
39 partnership at the time of the filing of the initial registration with  
40 the Secretary of State or at any later date or time specified in the

1 registration and the payment of the fee required by subdivision  
2 (b). A partnership continues as a registered limited liability  
3 partnership until a notice that it is no longer a registered limited  
4 liability partnership has been filed pursuant to subdivision (b) of  
5 Section 16954 or, if applicable, until it has been dissolved and  
6 finally wound up. The status of a partnership as a registered limited  
7 liability partnership and the liability of a partner of the registered  
8 limited liability partnership shall not be adversely affected by  
9 errors or subsequent changes in the information stated in a  
10 registration under subdivision (a) or an amended registration or  
11 notice under Section 16954.

12 (f) The fact that a registration or amended registration pursuant  
13 to this section is on file with the Secretary of State is notice that  
14 the partnership is a registered limited liability partnership and of  
15 those other facts contained therein that are required to be set forth  
16 in the registration or amended registration.

17 (g) The Secretary of State shall provide a form for a registration  
18 under subdivision (a), which shall include the form for confirming  
19 compliance with the optional security requirement pursuant to  
20 subdivision (c) of Section 16956. The Secretary of State shall  
21 include with instructional materials provided in conjunction with  
22 the form for a registration under subdivision (a) a notice that filing  
23 the registration will obligate the limited liability partnership to pay  
24 an annual tax for that taxable year to the Franchise Tax Board  
25 pursuant to Section 17948 of the Revenue and Taxation Code.  
26 That notice shall be updated annually to specify the dollar amount  
27 of the tax.

28 (h) A limited liability partnership providing professional limited  
29 liability partnership services in this state shall comply with all  
30 statutory and administrative registration or filing requirements of  
31 the state board, commission, or other agency that prescribes the  
32 rules and regulations governing the particular profession in which  
33 the partnership proposes to engage, pursuant to the applicable  
34 provisions of the Business and Professions Code relating to that  
35 profession. The state board, commission, or other agency shall not  
36 disclose, unless compelled by a subpoena or other order of a court  
37 of competent jurisdiction, any information it receives in the course  
38 of evaluating the compliance of a limited liability partnership with  
39 applicable statutory and administrative registration or filing  
40 requirements, provided that nothing in this section shall be

1 construed to prevent a state board, commission, or other agency  
2 from disclosing the manner in which the limited liability  
3 partnership has complied with the requirements of Section 16956,  
4 or the compliance or noncompliance by the limited liability  
5 partnership with any other requirements of the state board,  
6 commission, or other agency.

7 *(i) An agent designated for service of process may deliver to*  
8 *the Secretary of State, on a form prescribed by the Secretary of*  
9 *State for filing, a signed and acknowledged written statement of*  
10 *resignation as an agent for service of process containing the name*  
11 *and the Secretary of State's file number of the limited liability*  
12 *partnership, the name of the resigning agent for service of process,*  
13 *and a statement that the agent is resigning. On filing of the*  
14 *statement of resignation, the authority of the agent to act in that*  
15 *capacity shall cease and the Secretary of State shall mail or*  
16 *otherwise provide written notice of the filing of the statement of*  
17 *resignation to the limited liability partnership at its principal office.*

18 *(j) The resignation of an agent may be effective if, on a form*  
19 *prescribed by the Secretary of State containing the name and*  
20 *Secretary of State's file number for the limited liability partnership*  
21 *and the name of the agent for service of process, the agent*  
22 *disclaims having been properly appointed as the agent.*

23 *(k) If an individual who has been designated agent for service*  
24 *of process dies, resigns, or no longer resides in the state or if the*  
25 *corporate agent for that purpose resigns, dissolves, withdraws*  
26 *from the state, forfeits its right to transact intrastate business, has*  
27 *its corporate rights, powers, and privileges suspended, or ceases*  
28 *to exist, the limited liability partnership shall promptly file an*  
29 *amended registration as a limited liability partnership designating*  
30 *a new agent.*

31 *(l) The Secretary of State may destroy or otherwise dispose of*  
32 *any statement of resignation filed pursuant to this section after a*  
33 *new registration is filed pursuant to this section replacing the*  
34 *agent for service of process that has resigned.*

35 SEC. 35. Section 16959 of the Corporations Code, as amended  
36 by Section 43 of Chapter 494 of the Statutes of 2012, is amended  
37 to read:

38 16959. (a) (1) Before transacting intrastate business in this  
39 state, a foreign limited liability partnership shall comply with all  
40 statutory and administrative registration or filing requirements of

1 the state board, commission, or agency that prescribes the rules  
2 and regulations governing a particular profession in which the  
3 partnership proposes to be engaged, pursuant to the applicable  
4 provisions of the Business and Professions Code relating to the  
5 profession or applicable rules adopted by the governing board. A  
6 foreign limited liability partnership that transacts intrastate business  
7 in this state shall within 30 days after the effective date of the act  
8 enacting this section or the date on which the foreign limited  
9 liability partnership first transacts intrastate business in this state,  
10 whichever is later, register with the Secretary of State by submitting  
11 to the Secretary of State an application for registration as a foreign  
12 limited liability partnership, signed by a person with authority to  
13 do so under the laws of the jurisdiction of formation of the foreign  
14 limited liability partnership, stating the name of the partnership,  
15 the street address of its principal office, the mailing address of the  
16 principal office if different from the street address, the name and  
17 street address of its agent for service of process in this state in  
18 accordance with subdivision (a) of Section 16309, a brief statement  
19 of the business in which the partnership engages, and any other  
20 matters that the partnership determines to include.

21 (2) Annexed to the application for registration shall be a  
22 certificate from an authorized public official of the foreign limited  
23 liability partnership's jurisdiction of organization to the effect that  
24 the foreign limited liability partnership is in good standing in that  
25 jurisdiction, if the laws of that jurisdiction permit the issuance of  
26 those certificates, or, in the alternative, a statement by the foreign  
27 limited liability partnership that the laws of its jurisdiction of  
28 organization do not permit the issuance of those certificates.

29 (b) The registration shall be accompanied by a fee as set forth  
30 in subdivision (b) of Section 12189 of the Government Code.

31 ~~(c) The Secretary of State shall register as a foreign limited~~  
32 ~~liability partnership any partnership that submits a completed~~  
33 ~~application for registration with the required fee. *If the Secretary*~~  
34 ~~*of State finds that an application for registration conforms to law*~~  
35 ~~*and all requisite fees have been paid, the Secretary of State shall*~~  
36 ~~*issue a certificate of registration to transact intrastate business in*~~  
37 ~~*this state.*~~

38 (d) The Secretary of State may cancel the filing of the  
39 registration if a check or other remittance accepted in payment of  
40 the filing fee is not paid upon presentation. Upon receiving written

1 notification that the item presented for payment has not been  
2 honored for payment, the Secretary of State shall give a first written  
3 notice of the applicability of this section to the agent for service  
4 of process or to the person submitting the instrument. Thereafter,  
5 if the amount has not been paid by cashier's check or equivalent,  
6 the Secretary of State shall give a second written notice of  
7 cancellation and the cancellation shall thereupon be effective. The  
8 second notice shall be given 20 days or more after the first notice  
9 and 90 days or less after the original filing.

10 (e) A partnership becomes registered as a foreign limited liability  
11 partnership at the time of the filing of the initial registration with  
12 the Secretary of State or at any later date or time specified in the  
13 registration and the payment of the fee required by subdivision  
14 (b). A partnership continues to be registered as a foreign limited  
15 liability partnership until a notice that it is no longer so registered  
16 as a foreign limited liability partnership has been filed pursuant to  
17 Section 16960 or, if applicable, once it has been dissolved and  
18 finally wound up. The status of a partnership registered as a foreign  
19 limited liability partnership and the liability of a partner of that  
20 foreign limited liability partnership shall not be adversely affected  
21 by errors or subsequent changes in the information stated in an  
22 application for registration under subdivision (a) or an amended  
23 registration or notice under Section 16960.

24 (f) The fact that a registration or amended registration pursuant  
25 to Section 16960 is on file with the Secretary of State is notice that  
26 the partnership is a foreign limited liability partnership and of those  
27 other facts contained therein that are required to be set forth in the  
28 registration or amended registration.

29 (g) The Secretary of State shall provide a form for a registration  
30 under subdivision (a), which shall include the form for confirming  
31 compliance with the optional security requirement pursuant to  
32 subdivision (c) of Section 16956. The Secretary of State shall  
33 include with instructional materials, provided in conjunction with  
34 the form for registration under subdivision (a), a notice that filing  
35 the registration will obligate the limited liability partnership to pay  
36 an annual tax for that taxable year to the Franchise Tax Board  
37 pursuant to Section 17948 of the Revenue and Taxation Code.  
38 That notice shall be updated annually to specify the dollar amount  
39 of this tax.

1 (h) A foreign limited liability partnership transacting intrastate  
2 business in this state shall not maintain any action, suit, or  
3 proceeding in any court of this state until it has registered in this  
4 state pursuant to this section.

5 (i) Any foreign limited liability partnership that transacts  
6 intrastate business in this state without registration is subject to a  
7 penalty of twenty dollars (\$20) for each day that unauthorized  
8 intrastate business is transacted, up to a maximum of ten thousand  
9 dollars (\$10,000).

10 (j) A partner of a foreign limited liability partnership is not liable  
11 for the debts or obligations of the foreign limited liability  
12 partnership solely by reason of its having transacted business in  
13 this state without registration.

14 (k) A foreign limited liability partnership, transacting business  
15 in this state without registration, appoints the Secretary of State  
16 as its agent for service of process with respect to causes of action  
17 arising out of the transaction of business in this state.

18 (l) “Transact intrastate business” as used in this section means  
19 to repeatedly and successively provide professional limited liability  
20 partnership services in this state, other than in interstate or foreign  
21 commerce.

22 (m) Without excluding other activities that may not be  
23 considered to be transacting intrastate business, a foreign limited  
24 liability partnership shall not be considered to be transacting  
25 intrastate business merely because its subsidiary or affiliate  
26 transacts intrastate business, or merely because of its status as any  
27 one or more of the following:

28 (1) A shareholder of a domestic corporation.

29 (2) A shareholder of a foreign corporation transacting intrastate  
30 business.

31 (3) A limited partner of a foreign limited partnership transacting  
32 intrastate business.

33 (4) A limited partner of a domestic limited partnership.

34 (5) A member or manager of a foreign limited liability company  
35 transacting intrastate business.

36 (6) A member or manager of a domestic limited liability  
37 company.

38 (n) Without excluding other activities that may not be considered  
39 to be transacting intrastate business, a foreign limited liability  
40 partnership shall not be considered to be transacting intrastate

1 business within the meaning of this subdivision solely by reason  
2 of carrying on in this state any one or more of the following  
3 activities:

4 (1) Maintaining or defending any action or suit or any  
5 administrative or arbitration proceeding, or effecting the settlement  
6 thereof or the settlement of claims or disputes.

7 (2) Holding meetings of its partners or carrying on any other  
8 activities concerning its internal affairs.

9 (3) Maintaining bank accounts.

10 (4) Maintaining offices or agencies for the transfer, exchange,  
11 and registration of the foreign limited liability partnership's  
12 securities or maintaining trustees or depositories with respect to  
13 those securities.

14 (5) Effecting sales through independent contractors.

15 (6) Soliciting or procuring orders, whether by mail or through  
16 employees or agents or otherwise, where those orders require  
17 acceptance without this state before becoming binding contracts.

18 (7) Creating or acquiring evidences of debt or mortgages, liens,  
19 or security interest in real or personal property.

20 (8) Securing or collecting debts or enforcing mortgages and  
21 security interests in property securing the debts.

22 (9) Conducting an isolated transaction that is completed within  
23 180 days and not in the course of a number of repeated transactions  
24 of a like nature.

25 (o) A person shall not be deemed to be transacting intrastate  
26 business in this state merely because of its status as a partner of a  
27 registered limited liability partnership or a foreign limited liability  
28 company whether or not registered to transact intrastate business  
29 in this state.

30 (p) The Attorney General may bring an action to restrain a  
31 foreign limited liability partnership from transacting intrastate  
32 business in this state in violation of this chapter.

33 (q) Nothing in this section is intended to, or shall, augment,  
34 diminish, or otherwise alter existing provisions of law, statutes,  
35 or court rules relating to services by a California architect,  
36 California public accountant, California engineer, California land  
37 surveyor, or California attorney in another jurisdiction, or services  
38 by an out-of-state architect, out-of-state public accountant,  
39 out-of-state engineer, out-of-state land surveyor, or out-of-state  
40 attorney in California.

1     (r) *An agent designated for service of process may deliver to*  
2 *the Secretary of State, on a form prescribed by the Secretary of*  
3 *State, a signed and acknowledged written statement of resignation*  
4 *as an agent for service of process containing the name and*  
5 *Secretary of State’s file number of the foreign limited liability*  
6 *partnership, the name of the resigning agent for service of process,*  
7 *and a statement that the agent is resigning. On filing of the*  
8 *statement of resignation, the authority of the agent to act in that*  
9 *capacity shall cease and the Secretary of State shall mail or*  
10 *otherwise provide written notice of the filing of the statement of*  
11 *resignation to the foreign limited liability partnership at its*  
12 *principal office.*

13     (s) *The resignation of an agent may be effective if, on a form*  
14 *prescribed by the Secretary of State containing the name and*  
15 *Secretary of State’s file number for the foreign limited liability*  
16 *partnership and the name of the agent for service of process, the*  
17 *agent disclaims having been properly appointed as the agent.*

18     (t) *If an individual who has been designated agent for service*  
19 *of process dies or resigns or no longer resides in the state, or if*  
20 *the corporate agent for that purpose resigns, dissolves, withdraws*  
21 *from the state, forfeits its right to transact intrastate business, has*  
22 *its corporate rights, powers, and privileges suspended, or ceases*  
23 *to exist, the foreign limited liability partnership shall promptly file*  
24 *an amended application for registration as a foreign limited*  
25 *liability partnership designating a new agent.*

26     (u) *The Secretary of State may destroy or otherwise dispose of*  
27 *any resignation filed pursuant to this section after a new*  
28 *application for registration as a foreign limited liability partnership*  
29 *is filed pursuant to this section replacing the agent for service of*  
30 *process that has resigned.*

31     (†)

32     (v) *This section shall remain in effect only until January 1, 2016,*  
33 *and as of that date is repealed, unless a later enacted statute, that*  
34 *is enacted before January 1, 2016, deletes or extends that date.*

35     SEC. 36. *Section 16959 of the Corporations Code, as amended*  
36 *by Section 44 of Chapter 494 of the Statutes of 2012, is amended*  
37 *to read:*

38     16959. (a) (1) *Before transacting intrastate business in this*  
39 *state, a foreign limited liability partnership shall comply with all*  
40 *statutory and administrative registration or filing requirements of*

1 the state board, commission, or agency that prescribes the rules  
2 and regulations governing a particular profession in which the  
3 partnership proposes to be engaged, pursuant to the applicable  
4 provisions of the Business and Professions Code relating to the  
5 profession or applicable rules adopted by the governing board. A  
6 foreign limited liability partnership that transacts intrastate business  
7 in this state shall within 30 days after the effective date of the act  
8 enacting this section or the date on which the foreign limited  
9 liability partnership first transacts intrastate business in this state,  
10 whichever is later, register with the Secretary of State by submitting  
11 to the Secretary of State an application for registration as a foreign  
12 limited liability partnership, signed by a person with authority to  
13 do so under the laws of the jurisdiction of formation of the foreign  
14 limited liability partnership, stating the name of the partnership,  
15 the street address of its principal office, the mailing address of the  
16 principal office if different from the street address, the name and  
17 street address of its agent for service of process in this state in  
18 accordance with subdivision (a) of Section 16309, a brief statement  
19 of the business in which the partnership engages, and any other  
20 matters that the partnership determines to include.

21 (2) Annexed to the application for registration shall be a  
22 certificate from an authorized public official of the foreign limited  
23 liability partnership's jurisdiction of organization to the effect that  
24 the foreign limited liability partnership is in good standing in that  
25 jurisdiction, if the laws of that jurisdiction permit the issuance of  
26 those certificates, or, in the alternative, a statement by the foreign  
27 limited liability partnership that the laws of its jurisdiction of  
28 organization do not permit the issuance of those certificates.

29 (b) The registration shall be accompanied by a fee as set forth  
30 in subdivision (b) of Section 12189 of the Government Code.

31 ~~(c) The Secretary of State shall register as a foreign limited~~  
32 ~~liability partnership any partnership that submits a completed~~  
33 ~~application for registration with the required fee. If the Secretary~~  
34 ~~of State finds that an application for registration conforms to law~~  
35 ~~and all requisite fees have been paid, the Secretary of State shall~~  
36 ~~issue a certificate of registration to transact intrastate business in~~  
37 ~~this state.~~

38 (d) The Secretary of State may cancel the filing of the  
39 registration if a check or other remittance accepted in payment of  
40 the filing fee is not paid upon presentation. Upon receiving written

1 notification that the item presented for payment has not been  
2 honored for payment, the Secretary of State shall give a first written  
3 notice of the applicability of this section to the agent for service  
4 of process or to the person submitting the instrument. Thereafter,  
5 if the amount has not been paid by cashier's check or equivalent,  
6 the Secretary of State shall give a second written notice of  
7 cancellation and the cancellation shall thereupon be effective. The  
8 second notice shall be given 20 days or more after the first notice  
9 and 90 days or less after the original filing.

10 (e) A partnership becomes registered as a foreign limited liability  
11 partnership at the time of the filing of the initial registration with  
12 the Secretary of State or at any later date or time specified in the  
13 registration and the payment of the fee required by subdivision  
14 (b). A partnership continues to be registered as a foreign limited  
15 liability partnership until a notice that it is no longer so registered  
16 as a foreign limited liability partnership has been filed pursuant to  
17 Section 16960 or, if applicable, once it has been dissolved and  
18 finally wound up. The status of a partnership registered as a foreign  
19 limited liability partnership and the liability of a partner of that  
20 foreign limited liability partnership shall not be adversely affected  
21 by errors or subsequent changes in the information stated in an  
22 application for registration under subdivision (a) or an amended  
23 registration or notice under Section 16960.

24 (f) The fact that a registration or amended registration pursuant  
25 to Section 16960 is on file with the Secretary of State is notice that  
26 the partnership is a foreign limited liability partnership and of those  
27 other facts contained therein that are required to be set forth in the  
28 registration or amended registration.

29 (g) The Secretary of State shall provide a form for a registration  
30 under subdivision (a), which shall include the form for confirming  
31 compliance with the optional security requirement pursuant to  
32 subdivision (c) of Section 16956. The Secretary of State shall  
33 include with instructional materials, provided in conjunction with  
34 the form for registration under subdivision (a), a notice that filing  
35 the registration will obligate the limited liability partnership to pay  
36 an annual tax for that taxable year to the Franchise Tax Board  
37 pursuant to Section 17948 of the Revenue and Taxation Code.  
38 That notice shall be updated annually to specify the dollar amount  
39 of this tax.

1 (h) A foreign limited liability partnership transacting intrastate  
2 business in this state shall not maintain any action, suit, or  
3 proceeding in any court of this state until it has registered in this  
4 state pursuant to this section.

5 (i) Any foreign limited liability partnership that transacts  
6 intrastate business in this state without registration is subject to a  
7 penalty of twenty dollars (\$20) for each day that unauthorized  
8 intrastate business is transacted, up to a maximum of ten thousand  
9 dollars (\$10,000).

10 (j) A partner of a foreign limited liability partnership is not liable  
11 for the debts or obligations of the foreign limited liability  
12 partnership solely by reason of its having transacted business in  
13 this state without registration.

14 (k) A foreign limited liability partnership, transacting business  
15 in this state without registration, appoints the Secretary of State  
16 as its agent for service of process with respect to causes of action  
17 arising out of the transaction of business in this state.

18 (l) “Transact intrastate business” as used in this section means  
19 to repeatedly and successively provide professional limited liability  
20 partnership services in this state, other than in interstate or foreign  
21 commerce.

22 (m) Without excluding other activities that may not be  
23 considered to be transacting intrastate business, a foreign limited  
24 liability partnership shall not be considered to be transacting  
25 intrastate business merely because its subsidiary or affiliate  
26 transacts intrastate business, or merely because of its status as any  
27 one or more of the following:

28 (1) A shareholder of a domestic corporation.

29 (2) A shareholder of a foreign corporation transacting intrastate  
30 business.

31 (3) A limited partner of a foreign limited partnership transacting  
32 intrastate business.

33 (4) A limited partner of a domestic limited partnership.

34 (5) A member or manager of a foreign limited liability company  
35 transacting intrastate business.

36 (6) A member or manager of a domestic limited liability  
37 company.

38 (n) Without excluding other activities that may not be considered  
39 to be transacting intrastate business, a foreign limited liability  
40 partnership shall not be considered to be transacting intrastate

1 business within the meaning of this subdivision solely by reason  
2 of carrying on in this state any one or more of the following  
3 activities:

4 (1) Maintaining or defending any action or suit or any  
5 administrative or arbitration proceeding, or effecting the settlement  
6 thereof or the settlement of claims or disputes.

7 (2) Holding meetings of its partners or carrying on any other  
8 activities concerning its internal affairs.

9 (3) Maintaining bank accounts.

10 (4) Maintaining offices or agencies for the transfer, exchange,  
11 and registration of the foreign limited liability partnership's  
12 securities or maintaining trustees or depositories with respect to  
13 those securities.

14 (5) Effecting sales through independent contractors.

15 (6) Soliciting or procuring orders, whether by mail or through  
16 employees or agents or otherwise, where those orders require  
17 acceptance without this state before becoming binding contracts.

18 (7) Creating or acquiring evidences of debt or mortgages, liens,  
19 or security interest in real or personal property.

20 (8) Securing or collecting debts or enforcing mortgages and  
21 security interests in property securing the debts.

22 (9) Conducting an isolated transaction that is completed within  
23 180 days and not in the course of a number of repeated transactions  
24 of a like nature.

25 (o) A person shall not be deemed to be transacting intrastate  
26 business in this state merely because of its status as a partner of a  
27 registered limited liability partnership or a foreign limited liability  
28 company whether or not registered to transact intrastate business  
29 in this state.

30 (p) The Attorney General may bring an action to restrain a  
31 foreign limited liability partnership from transacting intrastate  
32 business in this state in violation of this chapter.

33 (q) Nothing in this section is intended to, or shall, augment,  
34 diminish, or otherwise alter existing provisions of law, statutes,  
35 or court rules relating to services by a California architect,  
36 California public accountant, or California attorney in another  
37 jurisdiction, or services by an out-of-state architect, out-of-state  
38 public accountant, or out-of-state attorney in California.

39 (r) *An agent designated for service of process may deliver to*  
40 *the Secretary of State, on a form prescribed by the Secretary of*

1 *State, a signed and acknowledged written statement of resignation*  
2 *as an agent for service of process containing the name and*  
3 *Secretary of State's file number of the foreign limited liability*  
4 *partnership, the name of the resigning agent for service of process,*  
5 *and a statement that the agent is resigning. On filing of the*  
6 *statement of resignation, the authority of the agent to act in that*  
7 *capacity shall cease and the Secretary of State shall mail or*  
8 *otherwise provide written notice of the filing of the statement of*  
9 *resignation to the foreign limited liability partnership at its*  
10 *principal office.*

11 *(s) The resignation of an agent may be effective if, on a form*  
12 *prescribed by the Secretary of State containing the name and*  
13 *Secretary of State's file number for the foreign limited liability*  
14 *partnership and the name of the agent for service of process, the*  
15 *agent disclaims having been properly appointed as the agent.*

16 *(t) If an individual who has been designated agent for service*  
17 *of process dies or resigns or no longer resides in the state, or if*  
18 *the corporate agent for that purpose resigns, dissolves, withdraws*  
19 *from the state, forfeits its right to transact intrastate business, has*  
20 *its corporate rights, powers, and privileges suspended, or ceases*  
21 *to exist, the foreign limited liability partnership shall promptly file*  
22 *an amended application for registration as a foreign limited*  
23 *liability partnership designating a new agent.*

24 *(u) The Secretary of State may destroy or otherwise dispose of*  
25 *any resignation filed pursuant to this section after a new*  
26 *application for registration as a foreign limited liability partnership*  
27 *is filed pursuant to this section replacing the agent for service of*  
28 *process that has resigned.*

29 ~~(f)~~

30 *(v) This section shall become operative on January 1, 2016.*

31 SEC. 37. Section 16960 of the Corporations Code is amended  
32 to read:

33 16960. (a) The registration of a foreign limited partnership  
34 may be amended by an amended registration executed by one or  
35 more partners authorized to execute an amended registration and  
36 filed with the Secretary of State, as soon as reasonably practical  
37 after any information set forth in the registration or previously  
38 filed amended registration becomes inaccurate, to add information  
39 to the registration or amended registration or to withdraw its  
40 registration as a foreign limited liability partnership.

1 (b) If a foreign limited partnership ceases to be a limited liability  
2 partnership, it shall file with the Secretary of State a notice,  
3 executed by one or more partners authorized to execute the notice,  
4 that it is no longer a foreign limited liability partnership. The notice  
5 shall state that a final annual tax return, as described by Section  
6 17948.3 of the Revenue and Taxation Code, has been or will be  
7 filed with the Franchise Tax Board, as required under Part 10.2  
8 (commencing with Section 18401) of the Revenue and Taxation  
9 Code.

10 (c) A foreign limited liability partnership that is, but is no longer  
11 required to be, registered under Section 16959 may withdraw its  
12 registration by filing a notice with the Secretary of State, executed  
13 by one or more partners authorized to execute the notice.

14 (d) The Secretary of State shall provide forms for an amended  
15 registration under subdivision (a) and notices under subdivisions  
16 (b) and (c).

17 *(e) If a foreign limited liability partnership files an amendment*  
18 *changing the name of the foreign limited liability partnership in*  
19 *its jurisdiction of organization, annexed to the application for*  
20 *registration shall be a certificate from an authorized public official*  
21 *of the foreign limited liability partnership's jurisdiction of*  
22 *organization certifying that the foreign limited liability partnership*  
23 *is in good standing and that the change of name was made in*  
24 *accordance with the laws of that jurisdiction, if the laws of that*  
25 *jurisdiction permit the issuance of those certificates, or, in the*  
26 *alternative, a statement by the foreign limited liability partnership*  
27 *that the laws of its jurisdiction of organization do not permit the*  
28 *issuance of those certificates. Unless the Secretary of State*  
29 *determines that the amendment to the application changing the*  
30 *name or alternate name of a foreign limited liability partnership*  
31 *does not comply with the filing requirements of this chapter, the*  
32 *Secretary of State, upon payment of all requisite fees, shall file the*  
33 *amended application and shall issue to the foreign limited liability*  
34 *partnership a new certificate of registration stating the date of*  
35 *filing of the amendment to the application changing the name and*  
36 *that the foreign limited liability partnership is qualified to transact*  
37 *intrastate business, subject to any licensing requirements otherwise*  
38 *imposed by the laws of this state.*

39 (e)

1 (f) The filing of amended registration forms pursuant to  
2 subdivision (a) and a notice pursuant to subdivision (b) or (c) shall  
3 each be accompanied by a fee as set forth in subdivision (d) of  
4 Section 12189 of the Government Code.

5 (f)

6 (g) A notice of cessation, signed pursuant to subdivision (b),  
7 shall be filed with the Secretary of State. The Secretary of State  
8 shall notify the Franchise Tax Board of the cessation.

9 SEC. 38. Section 17701.09 of the Corporations Code is  
10 amended to read:

11 17701.09. (a) ~~Upon payment of the fee prescribed by the~~  
12 ~~Government Code, a person may apply to reserve the exclusive~~  
13 ~~use of the name of a limited liability company or foreign limited~~  
14 ~~liability company, including an alternative name for a foreign~~  
15 ~~limited liability company whose name is not available, by~~  
16 ~~delivering an application to the Secretary of State.~~ The application  
17 shall state the name and address of the applicant and the name  
18 proposed to be reserved. If the Secretary of State finds that the  
19 name applied for is available, it shall ~~be reserved~~ *reserve the name*  
20 for the applicant's exclusive use for up to 60 days *and issue a*  
21 *certificate of reservation*. The Secretary of State shall not issue  
22 certificates reserving the same name for two or more consecutive  
23 60-day periods to the same applicant or for the use or benefit of  
24 the same person; nor shall consecutive reservations be made by  
25 or for the use or benefit of the same person for a name so similar  
26 as to fall within the prohibitions of subdivision (b) of Section  
27 17701.08.

28 (b) The owner of a name reserved for a limited liability company  
29 or foreign limited liability company may transfer the reservation  
30 to another person by delivering to the Secretary of State for filing  
31 a signed notice of the transfer which states the name and address  
32 of the transferee.

33 SEC. 39. Section 17701.15 of the Corporations Code is  
34 amended to read:

35 17701.15. (a) To resign as an agent for service of process of  
36 a limited liability company or foreign limited liability company,  
37 the agent shall deliver to the Secretary of State for filing, *on a form*  
38 *prescribed by the Secretary of State*, a signed and acknowledged  
39 statement of resignation *as an agent for service of process*  
40 containing the limited liability company name, the Secretary of

1 State's file number, the name of resigning agent for service of  
2 process, and a statement that the agent is resigning.

3 (b) The Secretary of State shall ~~file a statement of resignation~~  
4 ~~delivered under subdivision (a) and mail or otherwise provide or~~  
5 ~~deliver a copy written notice of the statement of resignation~~ to the  
6 designated office of the limited liability company or, in the case  
7 of a foreign limited liability company, to the principal office.

8 (c) Upon filing of the statement of resignation, the authority of  
9 the agent to act in that capacity shall cease.

10 (d) *The resignation of an agent may be effective if, on a form*  
11 *prescribed by the Secretary of State containing the name and*  
12 *Secretary of State's file number for the limited liability company*  
13 *and the name of the agent for service of process, the agent*  
14 *disclaims having been properly appointed as the agent.*

15 ~~(e)~~

16 (e) If an individual who has been designated agent for service  
17 of process dies or resigns or no longer resides in the state, or if the  
18 corporate agent for that purpose resigns, dissolves, withdraws from  
19 the state, forfeits its right to transact intrastate business in this state,  
20 has its corporate rights, powers, and privileges suspended, or ceases  
21 to exist, the limited liability company or foreign limited liability  
22 company shall promptly file an initial or amended statement of  
23 information as set forth in Section 17702.09.

24 (f) *The Secretary of State may destroy or otherwise dispose of*  
25 *a resignation filed pursuant to this section after a new form is filed*  
26 *pursuant to Section 17702.09 replacing the agent for service of*  
27 *process that has resigned.*

28 SEC. 40. Section 17702.02 of the Corporations Code is  
29 amended to read:

30 17702.02. (a) The articles of organization may be amended  
31 or restated at any time.

32 (b) To amend its articles of organization, a limited liability  
33 company shall deliver to the Secretary of State for filing a  
34 certificate of amendment, on a form prescribed by the Secretary  
35 of State, stating all of the following:

36 (1) The present name of the limited liability company.

37 (2) The Secretary of State's file number for the limited liability  
38 company.

39 (3) The changes the amendment makes to the articles of  
40 organization as most recently amended or restated.

1 (c) To restate its articles of organization, a limited liability  
2 company shall deliver to the Secretary of State for filing a  
3 ~~restatement~~, on a form prescribed by the Secretary of State *entitled*  
4 *“Restated Articles of Organization”*, stating, as applicable, the  
5 following:

6 (1) The present name of the limited liability company and the  
7 Secretary of State’s file number for the limited liability company.

8 (2) ~~The changes the restatement makes to entire text of the~~  
9 ~~articles of organization as most recently amended or restated to~~  
10 *the date of filing, except that if the limited liability company has*  
11 *filed a statement of information under Section 17702.09, the initial*  
12 *street address, the initial mailing address, and the name and*  
13 *address of the initial agent for service of process shall not be set*  
14 *forth.*

15 (d) Subject to subdivision (c) of Section 17701.12 and  
16 subdivision (c) of Section 17702.05, an amendment to or  
17 restatement of the articles of organization is effective when filed  
18 by the Secretary of State and shall be duly executed by at least one  
19 manager of a manager-managed limited liability company or at  
20 least one member of a member-managed limited liability company  
21 unless a greater number is provided in the articles of organization.

22 (e) If a member of a member-managed limited liability company,  
23 or a manager of a manager-managed limited liability company,  
24 knows that any information in filed articles of organization was  
25 inaccurate when the articles were filed or has become inaccurate  
26 owing to changed circumstances, the member or manager shall  
27 promptly do the following:

28 (1) Cause the articles to be amended.

29 (2) If appropriate, deliver to the Secretary of State for filing a  
30 statement of information under Section 17701.14 or a certificate  
31 of correction under Section 17702.06.

32 (f) A limited liability company shall not amend its articles of  
33 organization pursuant to subdivision (b) or restate its articles of  
34 organization pursuant to subdivision (c) in order to change its  
35 designated office, its mailing address, its agent for service of  
36 process, or the address of its agent for service of process. To change  
37 that information, the limited liability company shall deliver to the  
38 Secretary of State for filing a statement of information under  
39 Section 17701.14.

1 SEC. 41. Section 17702.03 of the Corporations Code is  
2 amended to read:

3 17702.03. (a) A record delivered to the Secretary of State for  
4 filing pursuant to this title shall be signed as follows:

5 (1) Except as otherwise provided in paragraphs (2) and (3), a  
6 record signed on behalf of a limited liability company shall be  
7 signed by a person authorized by the limited liability company.

8 (2) A limited liability company's initial articles of organization  
9 shall be signed by at least one person acting as an organizer.

10 (3) A record filed on behalf of a dissolved limited liability  
11 company that has no members shall be signed by the person  
12 winding up the limited liability company's activities or a person  
13 appointed under Section 17707.04 to wind up those activities.

14 (4) A certificate of cancellation under Section 17707.02 shall  
15 be signed by each organizer that signed the initial articles of  
16 organization, but a personal representative of a deceased or  
17 incompetent organizer may sign in the place of the decedent or  
18 incompetent.

19 (5) *A certificate of cancellation under Section 17707.08 shall*  
20 *be signed by a majority of managers unless the event causing the*  
21 *dissolution that is specified in subdivision (c) of Section 17707.01*  
22 *occurs, in which case the certificate of cancellation shall be signed*  
23 *as provided in paragraph (3).*

24 (6) *A certificate of correction shall be executed in the same*  
25 *manner in which the record being corrected was required to be*  
26 *executed.*

27 (b) Any record filed under this title may be signed by an agent.

28 (c) A limited liability company may record in the office of the  
29 county recorder of any county in this state, and county recorders,  
30 on request, shall record a certified copy of the limited liability  
31 company articles of organization and any exhibit or attachment,  
32 or any amendment or correction thereto, that has been filed in the  
33 office of the Secretary of State. A foreign limited liability company  
34 may record in the office of the county recorder of any county in  
35 the state a certified copy of the application for registration of the  
36 foreign limited liability company, or any amendment thereto, that  
37 has been filed in the office of the Secretary of State. The recording  
38 shall create a conclusive presumption in favor of any bona fide  
39 purchaser or encumbrancer for value of the limited liability

1 company real property located in the county in which the certified  
2 copy has been recorded, of the statements contained therein.

3 (d) If the Secretary of State determines that an instrument  
4 submitted for filing or otherwise submitted does not conform to  
5 the law and returns it to the person submitting it, the instrument  
6 may be resubmitted accompanied by a written opinion of a member  
7 of the State Bar of California submitting the instrument or  
8 representing the person submitting it, to the effect that the specific  
9 provisions of the instrument objected to by the Secretary of State  
10 do conform to law and stating the points and authorities upon  
11 which the opinion is based. The Secretary of State shall rely, with  
12 respect to any disputed point of law, other than the application of  
13 Sections 17701.08, 17701.09, 17708.02, and 17708.03, upon that  
14 written opinion in determining whether the instrument conforms  
15 to law. The date of filing in that case shall be the date the  
16 instrument is received on resubmission.

17 SEC. 42. Section 17702.06 of the Corporations Code is  
18 amended to read:

19 17702.06. (a) A limited liability company or foreign limited  
20 liability company may deliver to the Secretary of State for filing  
21 a certificate of correction on a form prescribed by the Secretary  
22 of State to correct a record previously delivered by the limited  
23 liability company or foreign limited liability company to the  
24 Secretary of State and filed by the Secretary of State, if at the time  
25 of filing the record contained inaccurate information or was  
26 defectively signed.

27 (b) A certificate of correction under subdivision (a) may not  
28 state a delayed effective date and shall do all of the following:

29 (1) State the present name of the limited liability company or  
30 foreign limited liability company and the Secretary of State’s file  
31 number.

32 (2) Describe the title to the document to be corrected, including  
33 its filing date.

34 (3) Set forth the name of each party to the document to be  
35 corrected.

36 (4) Specify the inaccurate information and the reason it is  
37 inaccurate or the manner in which the signing was defective.

38 (5) Correct the defective signature or inaccurate information.

1 (c) A certificate of correction shall be executed in the same  
2 manner in which the record being corrected was required to be  
3 executed.

4 (e)

5 (d) When filed by the Secretary of State, a certificate of  
6 correction under subdivision (a) is effective retroactively as of the  
7 effective date of the record the certificate corrects, but the statement  
8 is effective when filed as to persons that previously relied on the  
9 uncorrected record and would be adversely affected by the  
10 retroactive effect.

11 SEC. 43. Section 17707.08 of the Corporations Code is  
12 amended to read:

13 17707.08. (a) (1) The managers shall *sign and* cause to be  
14 filed in the office of, and on a form prescribed by, the Secretary  
15 of State, a certificate of dissolution upon the dissolution of the  
16 limited liability company pursuant to Article 7 (commencing with  
17 Section 17707.01), unless the event causing the dissolution is that  
18 specified in subdivision (c) of Section 17707.01, in which case the  
19 persons conducting the winding up of the limited liability  
20 company's affairs pursuant to Section 17707.04 shall have the  
21 obligation to ~~file~~ *sign and cause to be filed* the certificate of  
22 dissolution.

23 (2) The certificate of dissolution shall set forth all of the  
24 following:

25 (A) The name of the limited liability company and the Secretary  
26 of State's file number.

27 (B) Any other information the persons filing the certificate of  
28 dissolution determine to include.

29 (C) *The event listed in Section 17707.01 causing dissolution.*

30 (3) If a dissolution pursuant to subdivision (b) of Section  
31 17707.01 is made by the vote of all of the members and a statement  
32 to that effect is added to the certificate of cancellation of articles  
33 of organization pursuant to subdivision (b), the separate filing of  
34 a certificate of dissolution pursuant to this subdivision is not  
35 required.

36 (b) (1) The persons who filed the certificate of dissolution shall  
37 *sign and* cause to be filed in the office of, and on a form prescribed  
38 by, the Secretary of State, a certificate of cancellation of articles  
39 of organization upon the completion of the winding up of the affairs  
40 of the limited liability company pursuant to Section 17707.06,

1 unless the event causing the dissolution is that specified in  
 2 subdivision (c) of Section 17707.01, in that case the persons  
 3 conducting the winding up of the limited liability company's affairs  
 4 pursuant to Section 17707.04 shall have the obligation to ~~file~~ *sign*  
 5 *and cause to be filed* the certificate of cancellation of articles of  
 6 organization.

7 (2) The certificate of cancellation of articles of organization  
 8 shall set forth all of the following:

9 (A) The name of the limited liability company and the Secretary  
 10 of State's file number.

11 (B) That a final franchise tax return, as described by Section  
 12 23332 of the Revenue and Taxation Code, or a final annual tax  
 13 return, as described by Section 17947 of the Revenue and Taxation  
 14 Code, has been or will be filed with the Franchise Tax Board, as  
 15 required under Part 10.2 (commencing with Section 18401) of  
 16 Division 2 of the Revenue and Taxation Code.

17 (C) *That upon the filing of the certificate of cancellation, the*  
 18 *limited liability company shall be canceled and its powers, rights,*  
 19 *and privileges shall cease.*

20 ~~(C)~~

21 (D) Any other information the persons filing the certificate of  
 22 cancellation of articles of organization determine to include.

23 (3) The Secretary of State shall notify the Franchise Tax Board  
 24 of the filing.

25 (c) Upon filing a certificate of cancellation pursuant to  
 26 subdivision (b), a limited liability company shall be canceled and  
 27 its powers, rights, and privileges shall cease.

28 SEC. 44. Section 17708.06 of the Corporations Code is  
 29 amended to read:

30 17708.06. (a) To cancel its ~~certificate of~~ registration to transact  
 31 intrastate business in this state, a foreign limited liability company  
 32 shall deliver to the Secretary of State for filing a certificate of  
 33 cancellation, *signed by a person with authority to do so under the*  
 34 *law of the state of its organization, stating the all of the following:*

35 (1) *The name under which the foreign limited liability company*  
 36 *is authorized to transact intrastate business in this state, and the*  
 37 *Secretary of State's file number.* ~~The certificate of registration~~

38 (2) *That a final franchise tax return, as described by Section*  
 39 *23332 of the Revenue and Taxation Code, or a final annual tax*  
 40 *return, as described by Section 17947 of the Revenue and Taxation*

1 *Code, has been or will be filed with the Franchise Tax Board, as*  
2 *required under Part 10.2 (commencing with Section 18401) of*  
3 *Division 2 of the Revenue and Taxation Code.*

4 (3) *That upon the filing of the certificate of cancellation the*  
5 *registration of the foreign limited liability company shall be*  
6 *canceled and its right to conduct intrastate business shall cease.*

7 (b) *The registration is canceled when the ~~notice~~ certificate of*  
8 *cancellation becomes effective.*

9 ~~(b)~~

10 (c) The Secretary of State may cancel the application and  
11 certificate of registration of a foreign limited liability company if  
12 a check or other remittance accepted in payment of the filing fee  
13 is not paid upon presentation. Upon receiving written notification  
14 that the item presented for payment has not been honored for  
15 payment, the Secretary of State shall give a first written notice of  
16 the applicability of the section to the agent for service of process  
17 or to the person submitting the instrument. Thereafter, if the amount  
18 has not been paid by cashier's check or equivalent, the Secretary  
19 of State shall give a second written notice of cancellation and the  
20 cancellation shall thereupon be effective. The second notice shall  
21 be given 20 days or more after the first notice, and 90 days or less  
22 after the original filing.

23 SEC. 45. Section 17710.06 of the Corporations Code is  
24 amended to read:

25 17710.06. (a) Upon conversion of a limited liability company,  
26 one of the following applies:

27 (1) If the limited liability company is converting into a domestic  
28 limited partnership, a statement of conversion shall be completed  
29 on a certificate of limited partnership for the converted entity and  
30 shall be filed with the Secretary of State.

31 (2) If the limited liability company is converting into a domestic  
32 partnership, a statement of conversion shall be completed on the  
33 statement of partnership authority for the converted entity. If no  
34 statement of partnership authority is filed, a certificate of  
35 conversion shall be filed separately with the Secretary of State.

36 (3) If the limited liability company is converting into a domestic  
37 corporation, a statement of conversion shall be completed on the  
38 articles of incorporation for the converted entity and shall be filed  
39 with the Secretary of State.

1 (4) If the limited liability company is converting to a foreign  
2 limited liability company or foreign other business entity, a  
3 certificate of conversion shall be filed with the Secretary of State.

4 (b) Any certificate or statement of conversion shall be executed  
5 and acknowledged by all members, unless a lesser number is  
6 provided in the articles of organization or operating agreement,  
7 and shall set forth all of the following:

8 (1) The name and the Secretary of State’s file number of the  
9 converting limited liability company.

10 (2) A statement that the principal terms of the plan of conversion  
11 were approved by a vote of the members, that equaled or exceeded  
12 the vote required under Section 17710.03, specifying each class  
13 entitled to vote and the percentage vote required of each class.

14 ~~(3) The name, form and jurisdiction of organization, and~~  
15 ~~Secretary of State’s file number, if any, of the converted entity.~~

16 ~~(4) The mailing address of the converted entity’s agent for~~  
17 ~~service of process and the chief executive office of the converted~~  
18 ~~entity.~~

19 (c) A certificate of conversion shall set forth all of the following:

20 (1) The name, form, and jurisdiction of organization of the  
21 converted entity.

22 (2) The name, street, and mailing address of the converted  
23 entity’s agent for service of process.

24 (3) The street address of the converted entity’s chief executive  
25 office.

26 (e)

27 (d) The filing with the Secretary of State of a certificate of  
28 conversion, a certificate of limited partnership, a statement of  
29 partnership authority, or articles of incorporation containing a  
30 statement of conversion as set forth in subdivision (a) shall have  
31 the effect of the filing of a certificate of cancellation by the  
32 converting limited liability company, and no converting limited  
33 liability company that has made the filing is required to take any  
34 action under Article 7 (commencing with Section 17707.01) as a  
35 result of that conversion.

36 ~~(e)~~

37 (e) For the purposes of this title, the certificate of conversion  
38 shall be on a form prescribed by the Secretary of State.

39 SEC. 46. Section 17710.14 of the Corporations Code is  
40 amended to read:

1 17710.14. (a) If the surviving entity is a limited liability  
2 company or an other business entity, other than a corporation in a  
3 merger in which a domestic corporation is a constituent party, after  
4 approval of a merger by the constituent limited liability companies  
5 and any constituent other business entities, the constituent limited  
6 liability companies and constituent other business entities shall  
7 file a certificate of merger in the office of, and on a form prescribed  
8 by, the Secretary of State. The certificate of merger shall be  
9 executed and acknowledged by each domestic constituent limited  
10 liability company by all managers, or if none, all members unless  
11 a lesser number is provided in the articles of organization or  
12 operating agreement of the domestic constituent limited liability  
13 company and by each foreign constituent limited liability company  
14 by one or more managers, or if none, members, and by each  
15 constituent other business entity by those persons required to  
16 execute the certificate of merger by the laws under which the  
17 constituent other business entity is organized. The certificate of  
18 merger shall set forth all of the following:

19 (1) The names and the Secretary of State’s file numbers, if any,  
20 of each of the constituent limited liability companies and  
21 constituent other business entities, separately identifying the  
22 disappearing limited liability companies and disappearing other  
23 business entities and the surviving limited liability company or  
24 surviving other business entity.

25 (2) If a vote of the members was required pursuant to Section  
26 17710.12, a statement setting forth the total number of outstanding  
27 interests of each class entitled to vote on the merger and that the  
28 principal terms of the agreement of merger were approved by a  
29 vote of the number of interests of each class that equaled or  
30 exceeded the vote required, specifying each class entitled to vote  
31 and the percentage vote required of each class.

32 (3) If the surviving entity is a limited liability company and not  
33 an other business entity, any change required to the information  
34 set forth in the articles of organization of the surviving limited  
35 liability company resulting from the merger, including any change  
36 in the name of the surviving limited liability company resulting  
37 from the merger. The filing of a certificate of merger setting forth  
38 any such changes to the articles of organization of the surviving  
39 limited liability company shall have the effect of the filing of a  
40 certificate of amendment by the surviving limited liability

1 company, and the surviving limited liability company need not  
2 file an amendment under Section 17702.02 to reflect those changes.

3 (4) The future effective date, that shall be a date certain not  
4 more than 90 days subsequent to the date of filing of the merger,  
5 if the merger is not to be effective upon the filing of the certificate  
6 of merger with the office of the Secretary of State.

7 (5) If the surviving entity is an other business entity or a foreign  
8 limited liability company, the full name of the entity, type of entity,  
9 legal jurisdiction where the entity was organized and by whose  
10 laws its internal affairs are governed, and the address of the  
11 principal place of business of the entity.

12 (6) Any other information required to be stated in the certificate  
13 of merger by the laws where each constituent other business entity  
14 is organized, including if a domestic corporation is a party to the  
15 merger, as required under paragraph (2) of subdivision (g) of  
16 Section 1113. If the surviving entity is a foreign limited liability  
17 company in a merger where a domestic corporation is a  
18 disappearing other business entity, a copy of the agreement of  
19 merger and attachments as required under paragraph (1) of  
20 subdivision (g) of Section 1113 shall be filed at the same time as  
21 the filing of the certificate of merger.

22 (b) If the surviving entity is a domestic corporation or a foreign  
23 corporation in a merger that a domestic corporation is a constituent  
24 party, after approval of the merger by the constituent limited  
25 liability companies and constituent other business entities, the  
26 surviving corporation shall file in the office of the Secretary of  
27 State a copy of the agreement of merger and attachments required  
28 under paragraph (1) of subdivision (g) of Section 1113. The  
29 certificate of merger shall be executed and acknowledged by each  
30 domestic constituent limited liability company by all ~~general~~  
31 ~~members of the managers~~, unless a lesser number is provided in  
32 the articles of organization of the limited liability company ~~of the~~  
33 ~~domestic constituent limited liability company~~.

34 (c) A certificate of merger or the agreement of merger, as is  
35 applicable under subdivisions (a) and (b), shall have the effect of  
36 the filing of a certificate of cancellation for each disappearing  
37 limited liability company, and no disappearing limited liability  
38 company need take any action under Article 7 (commencing with  
39 Section 17707.01) concerning dissolution as a result of the merger.

1 (d) If a disappearing other entity is a foreign corporation  
2 qualified to transact intrastate business in this state, the filing of  
3 the certificate of merger or agreement of merger, as is applicable,  
4 by the foreign corporation shall automatically surrender its right  
5 to transact intrastate business.

6 SEC. 47. Section 18210 of the Corporations Code is amended  
7 to read:

8 18210. (a) An agent designated by an unincorporated  
9 association for the service of process may ~~file with the Secretary~~  
10 ~~of State~~ *deliver to the Secretary of State, on a form prescribed by*  
11 *the Secretary of State for filing*, a signed and acknowledged written  
12 statement of resignation as *an agent for service of process*  
13 *containing the name and Secretary of State's file number of the*  
14 *unincorporated association, the name of the resigning agent for*  
15 *service of process, and a statement that the agent is resigning.* The  
16 resignation is effective when filed. The Secretary of State shall  
17 *mail or otherwise provide* written notice of the filing to the  
18 unincorporated association at its address set out in the statement  
19 filed by the association.

20 (b) An unincorporated association may at any time file with the  
21 Secretary of State a revocation of a designation of an agent for  
22 service of process *on a form prescribed by the Secretary of State*  
23 *containing the name and Secretary of State's file number for the*  
24 *unincorporated association, the name of the agent whose*  
25 *designation to accept service of process is being revoked and a*  
26 *statement that the unincorporated association has revoked the*  
27 *designation to accept service of process.* The revocation is effective  
28 when filed.

29 (c) Notwithstanding subdivisions (a) and (b), service made on  
30 an agent designated by an unincorporated association for service  
31 of process in the manner provided in subdivision (e) of Section  
32 18200 is effective if made within 30 days after the statement of  
33 resignation or the revocation is filed with the Secretary of State.

34 (d) *The resignation of an agent may be effective if, on a form*  
35 *prescribed by the Secretary of State containing the name and*  
36 *Secretary of State's file number for the unincorporated association*  
37 *and the name of the agent for service of process, the agent*  
38 *disclaims having been properly appointed as the agent.*

39 (e) *The Secretary of State may destroy or otherwise dispose of*  
40 *any resignation filed pursuant to this section after a new form is*

1 *filed pursuant to Section 18200 replacing the agent for service of*  
2 *process that has resigned.*

3 SEC. 48. Section 14101.6 of the Financial Code is amended  
4 to read:

5 14101.6. (a) Every credit union shall, within 90 days after the  
6 filing of its original articles and annually thereafter during the  
7 applicable filing period in each year, file, in a form prescribed by  
8 the Secretary of State, a statement containing: (1) the name of the  
9 credit union and the Secretary of State's file number; (2) the names  
10 and complete business or residence addresses of its chief executive  
11 officers, secretary, and chief financial officer; (3) the street address  
12 of its principal office, if any; (4) if the credit union chooses to  
13 receive renewal notices and any other notifications from the  
14 Secretary of State by electronic mail instead of by United States  
15 mail, a valid electronic mail address for the credit union or for the  
16 credit union's designee to receive those notices; and (5) the mailing  
17 address of the credit union, if different from the street address of  
18 its principal office.

19 (b) The statement required by subdivision (a) shall also  
20 designate, as the agent of the credit union for the purpose of service  
21 of process, a natural person residing in this state or any domestic  
22 or foreign business corporation that has complied with Section  
23 1505 of the Corporations Code and whose capacity to act as an  
24 agent has not terminated. If a natural person is designated, the  
25 statement shall set forth that person's complete business or  
26 residence street address. If a corporate agent is designated, no  
27 address for it shall be set forth.

28 (c) For the purposes of this section, the applicable filing period  
29 for a credit union shall be the calendar month during which its  
30 original articles were filed and the immediately preceding five  
31 calendar months. The Secretary of State shall provide a notice to  
32 each credit union to comply with this section approximately three  
33 months prior to the close of the applicable filing period. The notice  
34 shall state the due date for compliance and shall be sent to the last  
35 address of the credit union according to the records of the Secretary  
36 of State if the credit union has elected to receive notices from the  
37 Secretary of State by electronic mail. Neither the failure of the  
38 Secretary of State to provide the notice nor the failure of the credit  
39 union to receive it is an excuse for failure to comply with this  
40 section.

1 (d) Whenever any of the information required by subdivision  
2 (a) is changed, the credit union may file a current statement  
3 containing all the information required thereby. In order to change  
4 its agent for service of process or the address of the agent, the  
5 corporation must file a current statement containing all the  
6 information required by subdivisions (a) and (b). Whenever any  
7 statement is filed pursuant to this section, it supersedes any  
8 previously filed statement and the statement in the articles as to  
9 the agent for service of process and the address of the agent.

10 (e) An agent designated for service of process pursuant to  
11 subdivision (b) may ~~file~~ *deliver to the Secretary of State, on a form*  
12 *prescribed by the Secretary of State for filing, a signed and*  
13 *acknowledged written statement of resignation as ~~such agent an~~*  
14 *agent for service of process containing the name and Secretary of*  
15 *State's file number of the credit union, the name of the agent, and*  
16 *a statement that the agent is resigning. Thereupon the authority*  
17 *of the agent to act in such capacity shall cease and the Secretary*  
18 *of State forthwith shall notify the credit union of the filing of the*  
19 *statement of resignation.*

20 (f) If a natural person who has been designated agent for service  
21 of process pursuant to subdivision (b) dies or resigns or no longer  
22 resides in the state, or if the corporate agent for such purpose  
23 resigns, dissolves, withdraws from the state, forfeits its right to  
24 transact intrastate business, has its corporate rights, powers, and  
25 privileges suspended or ceases to exist, the credit union shall  
26 forthwith file a new statement designating a new agent conforming  
27 to the requirements of subdivision (a).

28 (g) ~~Under regulations adopted by the Secretary of State, the~~ *The*  
29 *resignation of an ~~agency~~ agent may be effective if, on a form*  
30 *prescribed by the Secretary of State containing the name and*  
31 *Secretary of State's file number for the credit union and the name*  
32 *of the agent for service of process, the agent disclaims having been*  
33 *properly appointed as the agent.*

34 (h) The Secretary of State may destroy or otherwise dispose of  
35 any statement *or resignation* filed pursuant to this section after it  
36 has been superseded by the filing of a new statement.

37 (i) This section shall not be construed to place any person  
38 dealing with the credit union on notice of or in any duty to inquire  
39 about the existence or content of the statement filed pursuant to  
40 this section.

1 SEC. 49. Section 12261 of the Government Code is amended  
 2 to read:

3 12261. The Secretary of State shall reinstate to active status  
 4 on its records, a business entity for which a court finds any of the  
 5 following:

6 (a) The factual representations by a shareholder, member,  
 7 partner, or other person that are ~~required for~~ *contained in* the  
 8 termination document are materially false.

9 (b) The submission of the termination document to the Secretary  
 10 of State for filing is fraudulent.

11 (c) ~~Other grounds exist warranting reinstatement of the business~~  
 12 ~~entity.~~ *If a court of competent jurisdiction orders reinstatement of*  
 13 *a business entity to active status on any of the grounds stated in*  
 14 *subdivision (a) or (b), the order for reinstatement shall state all*  
 15 *of the following:*

- 16 (1) *The specific grounds for reinstatement.*
- 17 (2) *That if there is a conflict with the entity name under*  
 18 *subdivision (b) of Section 201, subdivision (b) of Section 5122,*  
 19 *subdivision (c) of Section 7122, subdivision (b) of Section 9122,*  
 20 *subdivision (b) of Section 12302, subdivision (d) of Section*  
 21 *15901.08, subdivision (b) of Section 17701.08 of the Corporations*  
 22 *Code, or related statutes, the reinstatement shall be conditioned*  
 23 *upon the business entity concurrently submitting for filing an*  
 24 *amendment to change its name to eliminate the conflict along with*  
 25 *the certified copy of the order required by Section 12263.*
- 26 (3) *That the business entity shall be reinstated effective from*  
 27 *the date of the filing of the court order with the Secretary of State.*
- 28 (d) *The court order for reinstatement may be obtained by*  
 29 *submitting a petition to the superior court containing the legal*  
 30 *and factual basis for reinstatement or as part of a civil action for*  
 31 *damages or equitable relief. The Secretary of State shall not be*  
 32 *made a party to the proceeding.*