

By: Riddle

H.B. No. 1581

A BILL TO BE ENTITLED

1 AN ACT
2 relating to an entity's designation of an agent for service of
3 process, notice, or demand in an assumed business or professional
4 name certificate.

5 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF TEXAS:

6 SECTION 1. Section 71.052, Business & Commerce Code, is
7 amended to read as follows:

8 Sec. 71.052. CONTENTS OF CERTIFICATE. The certificate must
9 state:

10 (1) the assumed name under which the business is or is
11 to be conducted or the professional service is or is to be rendered;

12 (1-a) the name and street address of the registrant's
13 agent or registered agent, as applicable, for service of process,
14 notice, or demand on the registrant;

15 (2) if the registrant is:

16 (A) an individual, the individual's full name and
17 residence address;

18 (B) a partnership:

19 (i) the venture or partnership name;

20 (ii) the venture or partnership office
21 address;

22 (iii) the full name of each joint venturer
23 or general partner; and

24 (iv) each joint venturer's or general

1 partner's residence address if the venturer or partner is an
2 individual or the joint venturer's or general partner's office
3 address if the venturer or partner is not an individual;

4 (C) an estate:

5 (i) the name of the estate;

6 (ii) the estate's office address, if any;

7 (iii) the full name of each representative
8 of the estate; and

9 (iv) each representative's residence
10 address if the representative is an individual or the
11 representative's office address if the representative is not an
12 individual;

13 (D) a real estate investment trust:

14 (i) the name of the trust;

15 (ii) the address of the trust;

16 (iii) the full name of each trustee
17 manager; and

18 (iv) each trustee manager's residence
19 address if the trustee manager is an individual or the trustee
20 manager's office address if the trustee manager is not an
21 individual; or

22 (E) a company, other than a real estate
23 investment trust:

24 (i) the name of the company;

25 (ii) the state, country, or other
26 jurisdiction under the laws of which the company was organized; and

27 (iii) the company's office address;

1 (3) the period, not to exceed 10 years, during which
2 the registrant will use the assumed name; and

3 (4) a statement specifying that the business that is
4 or will be conducted or the professional service that is or will be
5 rendered in the county under the assumed name is being or will be
6 conducted or rendered as a proprietorship, sole practitioner,
7 partnership, real estate investment trust, joint-stock company, or
8 other form of unincorporated business or professional association
9 or entity other than a limited partnership, limited liability
10 company, limited liability partnership, or foreign filing entity.

11 SECTION 2. Subchapter B, Chapter 71, Business & Commerce
12 Code, is amended by adding Section 71.0531 to read as follows:

13 Sec. 71.0531. CHANGE BY REGISTRANT TO AGENT FOR SERVICE OF
14 PROCESS. If a registrant changes the registrant's agent for
15 service of process included in the certificate filed under this
16 subchapter, the registrant shall file a statement of the change in
17 the office of the county clerk in each county in which the
18 registrant filed the certificate.

19 SECTION 3. Section 71.102, Business & Commerce Code, is
20 amended to read as follows:

21 Sec. 71.102. CONTENTS OF CERTIFICATE. The certificate must
22 state:

23 (1) the assumed name under which the business is or is
24 to be conducted or the professional service is or is to be rendered;

25 (1-a) the name and street address of the entity's
26 registered agent for service of process, notice, or demand on the
27 registrant;

1 (2) the registrant's name as stated in the
2 registrant's certificate of formation or application filed with the
3 office of the secretary of state or other comparable document;

4 (3) the state, country, or other jurisdiction under
5 the laws of which the registrant was incorporated or organized and
6 the registrant's registered or similar office address in that
7 state, country, or jurisdiction;

8 (4) the period, not to exceed 10 years, during which
9 the registrant will use the assumed name;

10 (5) a statement specifying that the registrant is:

11 (A) a for-profit corporation, nonprofit
12 corporation, professional corporation, professional association,
13 or other type of corporation;

14 (B) a limited partnership, limited liability
15 partnership, or limited liability company; or

16 (C) another type of incorporated business,
17 professional or other association, or legal entity, foreign or
18 domestic;

19 (6) the address of:

20 (A) the registrant's principal office; or

21 (B) if the registrant is not required to or does
22 not maintain a registered office in this state:

23 (i) the registrant's office in this state;

24 and

25 (ii) the registrant's place of business in
26 this state and any office of the registrant outside this state, if
27 the registrant is not incorporated or organized under the laws of

1 this state; and

2 (7) the county or counties in this state where the
3 registrant is or will be conducting business or rendering
4 professional services under the assumed name.

5 SECTION 4. Section 5.200(1), Business Organizations Code,
6 is amended to read as follows:

7 (1) "Registered agent filing" means:

8 (A) the certificate of formation or similar
9 organizational document of a domestic represented entity;

10 (B) the application for registration of a foreign
11 represented entity;

12 (C) an appointment of agent by an unincorporated
13 nonprofit association under Section 252.011;

14 (D) an appointment of agent by a Texas financial
15 institution under Section 201.103, Finance Code;

16 (E) an appointment of agent by a defense base
17 development authority under Section 379B.004(b), Local Government
18 Code;

19 (F) a statement by a represented entity to change
20 the entity's registered agent, registered office, or both;

21 (G) a certificate of merger or certificate of
22 conversion;

23 (H) a certificate of amendment to the certificate
24 of formation or similar organizational document or the registration
25 of a represented entity;

26 (I) a restated certificate of formation or
27 similar organizational document of a represented entity;

1 (J) any other instrument that is required or
2 permitted by law to be filed by a represented entity that effects a
3 change or correction to the instruments listed in Paragraphs
4 (A)-(I); ~~and~~

5 (K) a certificate of reinstatement filed under
6 Chapter 9 or 11; and

7 (L) an assumed name certificate filed under
8 Chapter 71, Business & Commerce Code.

9 SECTION 5. The change in law made by this Act applies only
10 to an assumed name certificate filed or renewed on or after the
11 effective date of this Act.

12 SECTION 6. This Act takes effect September 1, 2013.