

By: Otto, Murr, Fallon

H.B. No. 2891

A BILL TO BE ENTITLED

1 AN ACT

2 relating to certain filing and reporting requirements for certain  
3 taxable entities.

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

5 SECTION 1. Section 4.156, Business Organizations Code, is  
6 amended to read as follows:

7 Sec. 4.156. FILING FEES: PROFESSIONAL ASSOCIATIONS. For a  
8 filing by or for a professional association, the secretary of state  
9 shall impose the following fees:

10 (1) for filing a certificate of formation or an  
11 application for registration as a foreign professional  
12 association, \$750; and

13 (2) [~~for filing an annual statement, \$35, and~~

14 [~~3~~] for filing any other instrument, the fee  
15 provided for the filing of a similar instrument under Section  
16 4.152.

17 SECTION 2. Section 153.301, Business Organizations Code, is  
18 amended to read as follows:

19 Sec. 153.301. PERIODIC REPORT. The secretary of state may  
20 require a domestic limited partnership or a foreign limited  
21 partnership registered to transact business in this state that is  
22 not required to file a public information report with the  
23 comptroller under Section 171.203, Tax Code, to file a report not  
24 more than once every four years as required by this subchapter.

1 SECTION 3. Sections 171.203(a), (b), (d), and (e), Tax  
2 Code, are amended to read as follows:

3 (a) A corporation, ~~[or]~~ limited liability company, limited  
4 partnership, or professional association on which the franchise tax  
5 is imposed, regardless of whether the entity [~~corporation or~~  
6 ~~limited liability company~~] is required to pay any tax, shall file a  
7 report with the comptroller containing:

8 (1) the name of each corporation, ~~[or]~~ limited  
9 liability company, limited partnership, or professional  
10 association in which the corporation, ~~[or]~~ limited liability  
11 company, limited partnership, or professional association filing  
12 the report owns a 10 percent or greater interest and the percentage  
13 owned by the entity [~~corporation or limited liability company~~];

14 (2) the name of each corporation, ~~[or]~~ limited  
15 liability company, limited partnership, or professional  
16 association that owns a 10 percent or greater interest in the  
17 corporation, ~~[or]~~ limited liability company, limited partnership,  
18 or professional association filing the report;

19 (3) the name, title, and mailing address of each  
20 person who is:

21 (A) an officer or director of the corporation,  
22 ~~[or]~~ limited liability company, or professional association on the  
23 date the report is filed and the expiration date of each person's  
24 term as an officer or director, if any; and

25 (B) a general partner of the limited partnership  
26 on the date the report is filed;

27 (4) the name and address of the agent of the

1 corporation, ~~[or]~~ limited liability company, limited partnership,  
2 or professional association designated under Section 171.354; and

3 (5) the address of the corporation's, ~~[or]~~ limited  
4 liability company's, limited partnership's, or professional  
5 association's principal office and principal place of business.

6 (b) The corporation, ~~[or]~~ limited liability company,  
7 limited partnership, or professional association shall file the  
8 report once a year on a form prescribed by the comptroller.

9 (d) The corporation, ~~[or]~~ limited liability company,  
10 limited partnership, or professional association shall send a copy  
11 of the report to each person named in the report under Subsection  
12 (a)(3) who is not currently employed by the corporation, ~~[or]~~  
13 limited liability company, limited partnership, or professional  
14 association or a related entity [~~corporation or limited liability~~  
15 ~~company~~] listed in Subsection (a)(1) or (2). An officer or director  
16 of the corporation, ~~[or]~~ limited liability company, or professional  
17 association, a general partner of the limited partnership, or  
18 another authorized person must sign the report under a  
19 certification that:

20 (1) all information contained in the report is true  
21 and correct to the best of the person's knowledge; and

22 (2) a copy of the report has been mailed to each person  
23 identified in this subsection on the date the return is filed.

24 (e) If a person's name is included in a report under  
25 Subsection (a)(3) and the person is not an officer or director of  
26 the corporation, ~~[or]~~ limited liability company, or professional  
27 association, or a general partner of the limited partnership, as

1 applicable, on the date the report is filed, the person may file  
2 with the comptroller a sworn statement disclaiming the person's  
3 status as shown on the report. The comptroller shall maintain a  
4 record of statements filed under this subsection and shall make  
5 that information available on request using the same procedures the  
6 comptroller uses for other requests for public information.

7 SECTION 4. Section 302.012, Business Organizations Code, is  
8 repealed.

9 SECTION 5. (a) Section 153.301, Business Organizations  
10 Code, as amended by this Act, applies only to a report required to  
11 be filed on or after the effective date of this Act. A report  
12 required to be filed before the effective date of this Act is  
13 governed by the law in effect on the date the report is due, and the  
14 former law is continued in effect for that purpose.

15 (b) Section 4.156, Business Organizations Code, as amended  
16 by this Act, and Section 302.012, Business Organizations Code, as  
17 repealed by this Act, apply only to an annual statement required to  
18 be filed on or after the effective date of this Act. An annual  
19 statement required to be filed before the effective date of this Act  
20 is governed by the law in effect on the date the statement is due,  
21 and the former law is continued in effect for that purpose.

22 SECTION 6. This Act takes effect January 1, 2016.