

State Business Entity Law Summaries

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STATE CORPORATION FORMATION - LAW SUMMARIES

ALABAMA

Corporations in Alabama must continuously maintain in the state a *registered office and a registered agent*, who may be an individual who resides in the state and whose place of business is identical with the registered office. (10-2B-5.01)

Corporations in Alabama must maintain a *record of its shareholders*, in a form that permits preparation of a list of the names and addresses of all shareholders. Furthermore, a corporation must maintain a list of the names and business addresses of its current directors and officers. (10-2B-16.01)

A court can compel the production of corporate records for examination. (10-2B-16.02)

Each domestic **corporation**, and each foreign corporation authorized to transact business in the Alabama, shall deliver to the Secretary of State for filing an *annual report* that sets forth the name of the corporation and the state or other jurisdiction under whose law it is incorporated, the address of its registered office and the name of its registered agent at that office in this state. In addition, the names and respective addresses of its president and secretary must be included in the annual report. (10-2B-16.22) The annual reports are filed through the Alabama Department of Revenue as an attachment to the Business Privilege Tax Return and not directly to the Secretary of State Office.

Limited Partnerships (LPs) formed in Alabama must continuously maintain an *office*, where records required to be maintained will be kept and must maintain an *agent for service of process*. A LP must also file a report with the Secretary of State that includes the name and address of the agent for services of process. (10-9B-104)

LPs are required to keep a current *list* of the full name and last known business or residence address of each partner. (10-9B-105)

Limited Liability Companies (LLCs) shall have and continuously maintain in the state of Alabama an office (which may be a place of its business) and an *agent for service of process*. This agent shall be an individual resident of the state, a domestic business entity, or a foreign business entity with an office in the state. (10-12-15)

LLCs shall keep at the office a current *list* of the full name and last known business or residence street address of each member, and each manage, if any. (10-12-16)

ALASKA

Corporations in Alaska shall continuously maintain in the state a **registered agent and a registered office**. The registered office may be the same as the place of business of the corporation. The agent may be either an individual resident of the state whose business office is the same as the registered office, or a domestic or foreign corporation authorized to transact business in the state whose business office is the same as the registered office. (10.06.150)

Corporations in Alaska shall keep a **record of its shareholders**, containing the names and addresses of all shareholders. These records may be in written form or in any other form capable of being converted into written form within a reasonable time. (10.06.430)

Domestic corporations and **foreign corporations** authorized to transact business in Alaska shall file a **biennial report**. The report must contain the address of the registered office and the name of the registered agent. In addition, it must include the names and addresses of the directors and officers of the corporation.) Also, must include the name and address of each person owning at least five percent of the shares, or five percent of any class of shares as of September 30 of the second year of the biennial reporting period (10.06.805/10.06.808)

Limited Liability Companies (LLCs) shall keep at their main office current and past **lists** that state in alphabetical order the full name and last known mailing address of every member and manager of the company. (10.50.860)

Limited Liability Partnerships shall file a **biennial report** that contains the street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in the state. If the partnership does not have an office in the state, the name and street address of the partnership's current agent for service of process can be used. (32.06.913)

In order to form a **Limited Partnership (LP)**, a **certificate of limited partnership** shall be executed and filed and must set out the address of the office and the name and address of the agent for service of process required to be maintained. Furthermore, it must set out the name and business address of each general partner. (32.11.010)

A **LP** shall continuously maintain an **office** which need not be the place of business, and they shall keep all required records here. Also, shall have an **agent for service of process** which must be an individual resident of the state, a domestic corporation, or a foreign corporation authorized to do business in the state. (32.11.830)

A **LP** shall keep at the above office a current **list** of the full name and last known business address of each partner, separately identifying the general partners and the limited partners. (32.11.840)

The *Articles of Incorporation* shall set forth the name, street address, and signature of the **corporation's** statutory agent; the name and address of each incorporator. (10-202)

The *certificate of disclosure* shall set forth all of the following:

1. The following information regarding all persons who at the time of its delivery are officers, directors, trustees, incorporators and persons controlling or holding over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation:

(a) Whether any of the persons have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the execution of the certificate.

(b) Whether any of the persons have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven year period immediately preceding the execution of the certificate.

(c) Whether any of the persons are or have been subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of the certificate, if the injunction, judgment, decree or permanent order involved any of the following:

(i) The violation of fraud or registration provisions of the securities laws of that jurisdiction.

(ii) The violation of the consumer fraud laws of that jurisdiction.

(iii) The violation of the antitrust or restraint of trade laws of that jurisdiction.

(d) With regard to any of the persons who have been convicted of the crimes or who are the subject of the judicial action described in subdivisions (a), (b) and (c) of this paragraph, information regarding:

(i) Identification of the persons, including present full name, all prior names or aliases, including full birth name, present home address, all prior addresses for the immediately preceding seven year period, date and location of birth and social security number.

(ii) The nature and description of each conviction or judicial action, the date and location, the court and public agency involved, and the file or cause number of the case.

2. A brief statement disclosing whether any persons who at the time of its delivery are officers, directors, trustees, incorporators and persons controlling or holding over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation and who have served in any such capacity or held a twenty per cent interest in any other corporation on the bankruptcy, receivership or charter revocation of the other corporation. If so, for each corporation, the certificate shall include:

(a) The names and addresses of each corporation and the person or persons involved.

(b) The state in which each corporation:

(i) Was incorporated.

(ii) Transacted business.

(c) The dates of corporate operation.

3. The signatures of all of the incorporators.

4. The date of its execution, which shall be not more than thirty days before its delivery to the commission.

5. A declaration by each signer that he swears to its contents under penalty of law. (10-202)

The **certificate of disclosure** may set forth the name and address of any other person whom the incorporators elect to be the subject of those disclosures required under subsection D, paragraph 1 of this section. (10-202)

If within sixty days after delivering the articles of incorporation and certificate of disclosure to the commission any person becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation and the person was not the subject of the disclosures set forth in the certificate of disclosure, the incorporators or, if the organization of the corporation has been completed as provided in section 10-205, the corporation shall execute and deliver to the commission within the sixty day period a declaration, sworn to under penalty of law, setting forth all information required by subsection D, paragraph 1 of this section regarding the person. (10-202)

Corporations in Arizona shall continuously maintain in the state a known place of business that may be the address of its **statutory agent**; a statutory agent who may be either an individual who resides in the state, a domestic business or nonprofit corporation formed under this title, a foreign business or nonprofit corporation authorized to transact business or conduct affairs in the state, a limited liability company formed under title 29, or a limited liability company authorized to transact business or conduct affairs in the state. (10-3501)

Foreign corporations authorized to transact business in the state of Arizona shall continuously maintain a **statutory agent** who may be either an individual who resides in the state, a domestic corporation formed under this title, a foreign corporation authorized to transact business in the state, a limited liability company formed under Title 29 or a limited liability company authorized to transact business in Arizona. (10-1507)

A **corporation** or its agent shall maintain a **record of its shareholders** in a form that permits preparation of a list of the names and addresses of all shareholders and in alphabetical order by class of shares showing the number and class of shares held by each. Records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time. Furthermore, a corporation shall keep a copy of all of the following records at its principal office, at its known place of business or at the office of its agent a corporation shall maintain a list of the names and business addresses of its current directors and officers. (10-1601)

Domestic and **foreign corporations** in Arizona shall deliver to the commission for filing and **annual report** that sets forth the address of its known place of business and the name and address of its statutory agent in the state. The annual report shall also set forth the names and business addresses of its directors and principal officers. Furthermore, the report shall set forth the names of shareholders of record of the corporation holding more than twenty percent (20%) of any class of shares issues by the corporation, including persons beneficially holding the shares through nominees. (10-1622)

In regards to **limited partnerships**, each limited partnership shall continuously maintain in Arizona an **agent for service of process** on the limited partnership, which agent shall be an individual resident of this state, a domestic corporation or a foreign corporation authorized to do business in this state. If a limited partnership fails to appoint or maintain an agent for service of process in this state or the agent for service of process cannot with reasonable diligence be found at the agent's address, the secretary of state is an agent of the limited partnership on whom process, notice or demand may be served. (29-304)

Each **limited partnership** shall keep at the office referred to in section 29-304 a current **list** of the full name and last known business address of each partner separately identifying the general partners in alphabetical order and the limited partners in alphabetical order. (29-305)

A **Limited Liability Company** shall appoint and continuously maintain in Arizona a **known place of business** that may be the address of **its statutory agent**; a statutory agent for service of process on the limited liability company that is either an individual resident of this state, a domestic corporation, a limited liability company or a foreign corporation or limited liability company authorized to transact business in this state. (29-604)

ARKANSAS

In Arkansas, there was an *elimination of the filing fees required of entities to update registered agent and office information*. This act was part of a legislative package to encourage entities to update and maintain their information on SOS-BCS records. (Act 646 of 2007)

All **non-profit corporations** are now required to file an *annual report* with the SOS. This report must include 1) name of the corporation, 2) corporation's jurisdiction, 3) name and address of the corporation's registered agent, 4) address of the corporation's principal office, 5) names of the corporation's principal officers, and 6) names and addresses of the corporation's directors. (Act 569 of 2007)

Limited partnerships are required to file *annual reports* with the Secretary of State. (Act 15 of 2007)

The Secretary of State's duty to file documents under this section is ministerial. (4-27-125)

A *registered agent* filing must state: **(1)** the name of the represented entity's commercial registered agent; or **(2)** if the entity does not have a commercial registered agent, the name and address of the entity's noncommercial registered agent: **(A)** the name and address of the entity's registered agent; or **(B)** the title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.-- The Secretary of State shall make available in a record as soon as practicable a daily list of filings that contain the name of a registered agent. (4-20-105)

The *articles of incorporation* must set forth: (1) a **corporate** name; (2) the name and address of each incorporator. --The articles of incorporation may set forth: the names and addresses of the individuals who are to serve as the initial directors. (4-27-202)

A **foreign corporation** may apply for a *certificate of authority* to transact business in this state by delivering an application to the Secretary of State for filing. The *application* must set forth:

- (1)** the name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of § [4-27-1506](#);
- (2)** the name of the state or country under whose law it is incorporated;
- (3)** its date of incorporation and period of duration;
- (4)** the street address of its principal office;
- (5)** the information required by § [4-20-105](#)(a); and
- (6)** the number and par value, if any, of shares of the corporation's capital stock owned or to be owned by residents of this state. (4-27-1503)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office: a list of the names and business addresses of its current directors and officers. (4-27-1601)

A shareholder of a **corporation** is entitled to **inspect and copy**, during regular business hours at the corporation's principal office, any of the records of the corporation described in § [4-27-1601](#)(e) if he gives the corporation written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy. -- This section does not affect: **(1)** the right of a shareholder to inspect records under § [4-27-720](#) or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; **(2)** the power of a court, independently of this chapter, to compel the production of corporate records for examination. -- For purposes of this section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his behalf. (4-27-1602)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the Secretary of State for filing an **annual franchise tax report** that sets forth: **(1)** the name of the corporation; **(2)** the jurisdiction under which the corporation is incorporated; **(3)** the information required by § [4-20-105](#)(a); **(4)** the address of its principal office, wherever it is located; **(5)** the names of its principal officers. (4-27-1622)

The **articles of organization** shall set forth: **(1)** A name for the **limited liability company** that satisfies the requirements of § [4-32-103](#); **(2)** The information required by § [4-20-105](#)(a). (4-32-202)

Unless otherwise provided in writing in an operating agreement, a **limited liability company** shall keep at its principal place of business the following: **(1)** A current and a past **list**, setting forth the full name and last known mailing address of each member and manager, if any, set forth in alphabetical order; **(2)** A copy of the articles of organization and all amendments thereto. (4-32-405)

Before transacting business in this state, a **foreign limited liability company** shall register with the Secretary of State by submitting to the Secretary of State an original signed copy of an **application** for registration as a foreign limited liability company executed by a person with authority to do so under the laws of the state or other jurisdiction of its formation. The application shall set forth: **(1)** The name of the foreign limited liability company and if the company's name is unavailable for use in this state, the name under which it proposes to transact business in this state; **(2)** The state or other jurisdiction where formed and the date of its formation; **(3)** The information required by § [4-20-105](#)(a); **(4)** A statement that the Secretary of State is appointed the agent of the foreign limited liability company for service of process if the foreign limited liability company fails to appoint or maintain a registered agent in satisfaction of the requirements of § [4-20-105](#)(a); **(5)** The address of the office required to be maintained in the state or other jurisdiction of its formation by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited liability company. (4-32-1002)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in this State, shall file an **annual report** in the office of the Secretary of State which contains: **(1)** the name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed; **(2)** the current street address of the partnership's chief executive office and, if different, the current street address of an office in this State, if any; and **(3)** if there is no current office in this State, the information required by § [4-20-105](#)(a). (4-46-1003)

A **limited partnership** shall maintain at its designated office the following information: **(1)** a current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order; **(2)** a copy of the initial **certificate of limited partnership** and all amendments to and restatements of the certificate. (4-47-111)

In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be delivered to the Secretary of State for filing. The certificate must state: **(1)** the name of the limited partnership, which must comply with § [4-47-108](#); **(2)** the information required by § [4-20-105](#)(a); **(3)** the name and the street and mailing address of each general partner. (4-47-201)

A **limited partnership** or a **foreign limited partnership** authorized to transact business in this State shall deliver to the Secretary of State for filing an **annual report** that states: **(1)** the name of the limited partnership or foreign limited partnership; **(2)** the information required by § [4-20-105](#)(a); **(3)** in the case of a limited partnership, the street and mailing address of its principal office; and **(4)** in the case of a foreign limited partnership, the State or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under § [4-47-905](#)(a). (4-47-210)

A **foreign limited partnership** may apply for a **certificate of authority** to transact business in this State by delivering an application to the Secretary of State for filing. The application must state:

- (1) the name of the foreign limited partnership and, if the name does not comply with § [4-47-108](#), an alternate name adopted pursuant to § [4-47-905](#)(a);
 - (2) the name of the State or other jurisdiction under whose law the foreign limited partnership is organized;
 - (3) the street and mailing address of the foreign limited partnership's principal office and, if the laws of the jurisdiction under which the foreign limited partnership is organized require the foreign limited partnership to maintain an office in that jurisdiction, the street and mailing address of the required office;
 - (4) the name and street and mailing address of the foreign limited partnership's initial agent for service of process in this State;
 - (5) the name and street and mailing address of each of the foreign limited partnership's general partners; and
 - (6) whether the foreign limited partnership is a foreign limited liability limited partnership.
- (4-47-902)

CALIFORNIA (California Corporations Code unless otherwise designated)

The **articles of incorporation** shall set forth: (a) The name of the **corporation**; (b) The name and address in this state of the corporation's initial agent for service of process. (202)

The **articles of incorporation** may set forth: The names and addresses of the persons appointed to act as initial directors. (204)

Each **corporation** shall keep adequate and correct **books and records** of account and shall keep minutes of the proceedings of its shareholders, board and committees of the board and shall keep at its principal executive office, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each. -----Those minutes and other books and records shall be kept either in written form or in another form capable of being converted into clearly legible tangible form or in any combination of the foregoing. (1500)

Every domestic stock **corporation** shall file, within 90 days after the filing of its original articles and **annually** thereafter during the applicable filing period, on a form prescribed by the Secretary of State, a **statement** containing all of the following: (1) The names and complete business or residence addresses of its incumbent directors; (2) The names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (3) The street address of its principal executive office; (4) The mailing address of the corporation, if different from the street address of its principal executive office; (5) If the address of its principal executive office is not in this state, the street address of its principal business office in this state, if any; (6) The agent for the purpose of service of process, which can be a natural person residing in this state or a corporation that has complied with Section 1505. If a natural person is designated, that person's complete street address shall be included. If a corporate agent is designated, no address shall be set forth. (1502)

Every domestic non-profit **corporation** shall file, within 90 days after the filing of its original articles and **biennially** thereafter during the applicable filing period, on a form prescribed by the Secretary of State, a **statement** containing all of the following: (1) The names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (2) The street address of its principal office in this state, if any; (3) The mailing address of the corporation, if different from the street address of its principal executive office or if the corporation has no principal office address in this state; (4) The agent for the purpose of service of process, which can be a natural person residing in this state or a corporation that has complied with Section 1505. If a natural person is designated, that person's complete street address shall be included. If a corporate agent is designated, no address shall be set forth. (6210, 8210, 9660)

Any **domestic** or **foreign corporation**, before it may be designated as the agent service of process of any entity pursuant to any law which refers to this section, shall file a **certificate** executed in the name of the corporation by an officer thereof stating all of the following: (1) The complete address of its office or offices in this state, wherein any entity designating it as such agent may be served with process; (2) The name of each person employed by it at each such office to whom it authorizes the delivery of a copy of any such process. (1505)

The accounting books and records and minutes of proceedings of the shareholders and the board and committees of the board of any **domestic corporation**, and of any foreign corporation keeping any such

records in this state or having its principal executive office in this state, shall be open to **inspection** upon the written demand on the corporation of any shareholder or holder of a voting trust certificate at any reasonable time during usual business hours, for a purpose reasonably related to such holder's interests as a shareholder or as the holder of such voting trust certificate. The right of inspection created by this subdivision shall extend to the records of each subsidiary of a corporation subject to this subdivision. (1601)

A **foreign corporation** shall not transact intrastate business without having first obtained from the Secretary of State a **certificate of qualification**. To obtain that certificate it shall file, on a form prescribed by the Secretary of State, a statement and designation signed by a corporate officer stating: (1) Its name and the state or place of its incorporation or organization; (2) The address of its principal executive office; (3) The address of its principal office within this state, if any; (4) The agent for the purpose of service of process, which can be a natural person residing in this state or a corporation that has complied with Section 1505. If a natural person is designated, that person's complete street address shall be included. If a corporate agent is designated, no address shall be set forth.. (2105)

Every foreign qualified **corporation** shall file **annually** during the applicable filing period, on a form prescribed by the Secretary of State, a **statement** containing all of the following: (1) The names and complete business or residence addresses of its chief executive officer, secretary, and chief financial officer; (2) The street address of its principal executive office; (3) The mailing address of the corporation, if different from the street address of its principal executive office; (4) The address of its principal business office in this state, if any; (5) The agent for the purpose of service of process, which can be a natural person residing in this state or a corporation that has complied with Section 1505. If a natural person is designated, that person's complete street address shall be included. If a corporate agent is designated, no address shall be set forth. (2117)

Every domestic and foreign qualified publicly traded corporation shall file annually, within 150 days after the end of its fiscal year, on a form prescribed by the Secretary of State, a statement containing all of the following: (1) The name of the independent auditor that prepared the most recent auditor's report; (2) The name of the independent auditor employed by the corporation on the date of this statement if different from the independent auditor listed pursuant to paragraph (1); (3) The name of each director and compensation of each director including shares and options; (4) The names of the five most highly compensated executive officers, who have not been named as directors, and the compensation of each of these executive officers including shares and options; (5) A statement indicating any director or executive officer, who has had an order of relief in a bankruptcy case or has been convicted of fraud, within the 10 years preceding the date of the statement; (6) The name and compensation of the chief executive officer if not previously named among the five highest compensated executive officers; (7) A description of any loan, including the amount and terms of the loan, made to any member of the board of directors by the corporation during the corporation's two most recent fiscal years at an interest rate lower than the interest rate available from unaffiliated commercial lenders generally to a similarly-situated borrower. (1502.1 and 2117.1)

The **articles of organization**, on a form prescribed by the Secretary of State, shall set forth: (1) The name of the **limited liability company**; (2) The name and address of the initial agent for service of process on the limited liability company who meets the qualifications specified in paragraph (1) of subdivision (b) of Section 17061, unless a corporate agent is designated, in which case only the name of the agent shall be set forth.—The articles may also contain: The names of the managers of the limited liability company. (17051)

Each **limited liability company** shall maintain in writing or in any other form capable of being converted into clearly legible tangible form at the office (17057(a)) all of the following: (1) A current **list** of the full name and last known business or residence address of each member and of each holder of an economic interest in the limited liability company set forth in alphabetical order, together with the contribution and the share in profits and losses of each member and holder of an economic interest; (2) If the articles of organization contain the statement described in subdivision (b) of Section 17151, a current list of the full name and business or residence address of each manager; (3) A copy of the articles of organization and all amendments thereto, together with any powers of attorney pursuant to which the articles of organization or any amendments thereto were executed. (17058)

Every **limited liability company** and every foreign limited liability company registered to transact intrastate business in this state shall file within 90 days after the filing of its original articles of organization and **biennially** thereafter during the applicable filing period, on a form prescribed by the Secretary of State, a **statement** containing: (1) The name of the limited liability company and the Secretary of State's file number and, in the case of a foreign limited liability company, the state under the laws of which it is organized; (2) The name and address of the agent for service of process required to be maintained pursuant to subdivision (b) of Section 17057. If a corporate agent is designated, only the name of the agent shall be set forth; (3) The street address of its principal executive office and, in the case of a domestic limited liability company, of the office required to be maintained pursuant to Section 17057; (4) The name and complete business or residence addresses of any manager or managers and the chief executive officer, if any, appointed or elected in accordance with the articles of organization or operating agreement or, if no manager has been so elected or appointed, the name and business or residence address of each member. (17060)

Two or more persons desiring to form a **limited partnership** shall (a) Sign and acknowledge a **certificate**, which shall state

- I. The name of the partnership,
- II. The character of the business,
- III. The location of the principal place of business,
- IV. The name and place of residence of each member; general and limited partners being respectively designated. (15502)

The **certificate of limited partnership**, on a form prescribed by the Secretary of State, shall set forth: (1) The name of the **limited partnership**; (2) The street address of the principal executive office; (3) The names and addresses of the general partners; (4) The name and address of the agent for service of process required to be maintained by Section 15614, unless a corporate agent is designated, in which case only the name of the agent shall be set forth. (15621)

California currently has two types of limited partnerships; those formed pursuant to or elected to be governed by the Uniform Limited Partnership Act of 2008 (Sections 15900 – 15912.07) and those formed prior to January 1, 2008 that have not made the election to be governed by the Uniform Limited Partnership Act of 2008. Effective January 1, 2010, all limited partnerships will be governed by the Uniform Limited Partnership Act of 2008.

Old Law Limited Partnerships

Each **limited partnership** shall continuously maintain in this state each of the following: (a) An **office** at which shall be kept the records required by Section 15615 to be maintained; (b) An **agent** in this state for service of process on the limited partnership. (15614)

Each **limited partnership** shall keep at the office referred to in subdivision (a) of Section 15614 all of the following: (a) A current **list** of the full name and last known business or residence address of each partner set forth in alphabetical order together with the contribution and the share in profits and losses of each partner; (b) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed . (15615)

Each **limited partner** has the right upon reasonable request to each of the following: (1) **Inspect and copy** during normal business hours any of the partnership records required to be maintained by Section 15615. (15634)

Uniform Limited Partnership Act of 2008

In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be filed with and on a form prescribed by the Secretary of State. The certificate must state: (1) the name of the limited partnership, which must comply with Section 15901.08; (2) the address of the initial designated office; and (3) the name and address of the initial agent for service of process in accordance with paragraph (1) of subdivision (d) of Section 15901.16; (4) the name and the address of each general partner. (15902.01)

Each **limited partnership** shall maintain at its designated office all of the following: (1) A current **list** of the full name and last known street and mailing address of each partner separately identifying the general partners, in alphabetical order and the limited partners in alphabetical order; together with the contribution and the share in profits and losses of each partner; (2) A copy of the initial certificate of limited partnership and all amendment to and restatements of the certificate, together with signed copies of any powers of attorney pursuant to which any certificate, amendment or restatement has been signed. (15901.11)

Each **limited partner** has the right upon 10 days notice to each of the following: (1) **Inspect and copy** during regular business hours any of the partnership records required to be maintained by Section 15901.11. (15903.04)

COLORADO

The **articles of incorporation shall state**: (a) The domestic entity name for the **corporation**, which domestic entity name shall comply with part 6 of article 90 of this title; (b) The registered agent name and registered agent address of the corporation's initial registered agent (c) The principal office address of the corporation's initial principal office; (d) The true name and address of each incorporator. ---The articles of incorporation **may but need not state**: The names and addresses of the individuals who are elected to serve as the initial directors. (7-102-102)

Part 7 of article 90 of this title, providing for **registered agents and service of process**, applies to **corporations** incorporated under or subject to articles 101 to 117 of this title. (7-105-101)

A **corporation** or its agent shall maintain a **record of the names and addresses of its shareholders**, in a form that permits preparation of a list of shareholders that is arranged by voting group and within each voting group by class or series of shares, that is alphabetical within each class or series, and that shows the address of, and the number of shares of each class and series held by, each shareholder. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of each of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (7-116-101)

Part 5 of article 90 of this title, providing for **annual reports** from reporting entities, applies to **domestic corporations** and applies to **foreign corporations** that are authorized to transact business or conduct activities in this state. (7-116-107)

All reporting entities in Colorado are required to file an **annual report**, which must contain the principal office address, registered agent name and address, and the name and address of the individual delivering the document for filing.

The **articles of organization** shall state: (a) The domestic entity name of the **limited liability company**, which domestic entity name shall comply with part 6 of article 90 of this title; (b) The principal office address of the limited liability company's initial principal office; (c) The registered agent name and registered agent address of the limited liability company's initial registered agent; (d) The true name and mailing address of each person forming the limited liability company pursuant to section **7-80-203**. (7-80-204)

Part 7 of article 90 of this title, providing for registered agents and service of process, applies to **limited liability companies** formed under this article. Part 5 of article 90 of this title, providing for annual reports, applies to limited liability companies formed under this article. (7-80-301)

Two or more persons desiring to form a **limited partnership** shall: (a) Sign and swear to a **certificate** which shall state: (I) The name of the partnership; (II) The location of the principal place of business; (III)

The name and place of residence of each member, general and limited partners being respectively designated. (7-61-103)

In order to form a **limited partnership**, a certificate of limited partnership shall be delivered to the secretary of state, for filing pursuant to part 3 of article 90 of this title. The *certificate of limited partnership* shall state: (a) The domestic entity name of the limited partnership, which domestic entity name shall comply with part 6 of article 90 of this title; (b) The registered agent name and registered agent address of the limited partnership's initial registered agent; (c) The true name and address of each general partner; (c.5) The principal office address of the limited partnership's initial principal office. (7-62-201)

CONNECTICUT

Corporate documents that are filed shall be typewritten or printed or, if electronically transmitted, in a format that can be retrieved or reproduced in typewritten or printed form. (33-608)

The Secretary of the State's duty to file documents under this section is ministerial. (33-612)

Each **corporation** that is required to file an **annual report** as provided in section 33-953 shall continuously maintain in this state: (1) A registered office that may be the same as any of its places of business; and (2) a registered agent at such registered office, who may be: (A) A natural person who is a resident of this state; (B) a domestic corporation; (C) a foreign corporation which has procured a certificate of authority to transact business or conduct its affairs in this state; (D) a domestic limited liability company; (E) a limited liability company not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state; (F) a domestic registered limited liability partnership; (G) a registered limited liability partnership not organized under the laws of this state and which has procured a certificate of authority to transact business or conduct its affairs in this state; (H) a domestic statutory trust; or (I) a statutory trust not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state. The appointment of such registered agent shall be in writing and shall be signed by the registered agent therein appointed. If a natural person is appointed as the registered agent, such appointment shall include the residence address of such person. (33-660)

If a **corporation** wants to change its **registered office or registered agent**, they must do so by delivering to the Secretary of the State for filing a statement of change that sets forth: (1) The name of the corporation; (2) if the current registered office is to be changed, the street address of its current registered office and the street address of the new registered office; and (3) if the current registered agent is to be changed, the name of its current registered agent and the name of the new registered agent and the new agent's written consent, either on the statement or attached to it, to the appointment. (33-661)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. In addition, a corporation shall keep a copy of the following records at its principal office: a list of the names and business addresses of its current directors and officers. (33-945)

Each **domestic corporation**, except banks, trust companies, insurance or surety companies, savings and loan associations and public service companies, as defined in section 16-1, and each foreign corporation authorized to transact business in this state, shall file an **annual report** with the Secretary of the State. Each annual report shall set forth as of a date which complies with subsection (d) of this section and which is specified in such report: (1) The name of the corporation; (2) the principal office of the corporation or, in the case of a foreign corporation (A) the address of the principal office of the foreign corporation in the state under the laws of which it is incorporated, (B) the address of the executive

offices of the foreign corporation, and (C) the address of the principal office of the foreign corporation in this state, if any; and (3) the names and respective business and residence addresses of the directors and officers of the corporation, except that if good cause is shown, the Secretary of the State may accept business addresses in lieu of business and residence addresses of the directors and officers of the corporation. For the purposes of this subsection, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence addresses of the corporation's directors and officers may expose the personal security of such directors and officers to significant risk. (33-953)

In order to form a **Limited Partnership** a *certificate of limited partnership* shall set forth: (1) The name of the limited partnership and the address of the office required to be maintained by section 34-13b; (2) The name and address of the agent for service of process required to be maintained by section 34-13b; (3) The name and business address of each general partner; “(4) the latest date upon which the limited partnership is to dissolve...”. (34-10)

Each **limited partnership** shall have and maintain a *statutory agent for service* in this state as provided in this section. A statutory agent for service shall be: (1) A natural person who is a resident of this state; (2) a domestic corporation; (3) a corporation not organized under the laws of this state and which has procured a certificate of authority to transact business or conduct its affairs in this state; (4) a domestic limited liability company; (5) a limited liability company not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state; (6) a domestic registered limited liability partnership; (7) a registered limited liability partnership not organized under the laws of this state and which has procured a certificate of authority to transact business or conduct its affairs in this state; (8) a domestic statutory trust; or (9) a statutory trust not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state. (34-13b)

Each **limited partnership** shall keep at the office referred to in section 34-13b the following: (1) A current *list* of the full name and last known business address of each partner set forth in alphabetical order; (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed; (3) copies of the limited partnership's federal, state and local income tax returns and reports, if any, for the three most recent years; (4) copies of any then effective written partnership agreements and of any financial statements of the limited partnership for the three most recent years, and (5) unless contained in a written partnership agreement, a writing setting out: (A) The amount of cash and a description and statement of the agreed value of the other property or services contributed by each partner and which each partner has agreed to contribute; (B) the times at which or events on the happening of which any additional contributions agreed to be made by each partner are to be made; (C) any right of a partner to receive, or of a general partner to make, distributions to a partner which include a return of all or any part of the partner's contribution; and (D) any events upon the happening of which the limited partnership is to be dissolved and its affairs wound up. Those records are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (34-13c)

Each **limited partnership** shall file an **annual report** with the Secretary of the State that shall be due upon the anniversary of the formation of the limited partnership. Each annual report shall set forth: (1) The name of the limited partnership; and (2) the address of the office of the limited partnership required to be maintained by section 34-13b. (34-13e)

Each **Limited Liability Company** shall have and maintain a **statutory agent for service** in this state as provided in this section. A statutory agent for service shall be: (1) A natural person who is a resident of this state; (2) a domestic corporation; (3) a foreign corporation which has procured a certificate of authority to transact business or conduct its affairs in this state; (4) a domestic limited liability company; (5) a foreign limited liability company which has procured a certificate of registration to transact business or conduct its affairs in this state; (6) a domestic registered limited liability partnership; (7) a registered limited liability partnership not organized under the laws of this state and which has procured a certificate of authority to transact business or conduct its affairs in this state; (8) a domestic statutory trust; or (9) a statutory trust not organized under the laws of this state and which has procured a certificate of registration to transact business or conduct its affairs in this state. A limited liability company's statutory agent for service shall be appointed by filing with the Secretary of the State a written appointment in such form as the Secretary of the State shall prescribe setting forth: (1) The name of the limited liability company; (2) the name of the statutory agent for service; and (3) if the statutory agent is a natural person, the business and residence addresses thereof; if the statutory agent is an entity organized under the laws of this state, the address of the principal office thereof; if the statutory agent is an entity not organized under the laws of this state, the address of the principal office thereof in this state, if any. In each case, the address shall include the street and number or other particular designation. Each written appointment shall also be signed by the statutory agent for service therein appointed." (34-104)

Each **limited liability company** shall file an **annual report** with the Secretary of the State which report shall be due upon the anniversary of the filing of a limited liability company's articles of organization pursuant to section 34-120. Each annual report shall set forth: (1) The name of the limited liability company; (2) the limited liability company's current principal office address; and (3) the name and respective business and residence addresses of a manager or a member of the limited liability company, except that if good cause is shown, the Secretary of the State may accept a business address in lieu of the business and residence addresses of such manager or member. For the purposes of this subsection and subsection (d) of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the limited liability company may expose the personal security of such manager or member to significant risk. (34-106)

One or more organizers may form a **limited liability company** by signing and filing **articles of organization** with the Secretary of the State. The organizer or organizers need not be members of the limited liability company at the time of formation or after formation has occurred. The organizer or

organizers shall prepare a writing to be held with the records of the limited liability company, setting forth: (1) The name and residence address of each person who has become an initial member of the limited liability company; and (2) if the articles of organization provide that the management of the limited liability company is vested in a manager or managers, the name and residence address of each initial manager. The limited liability company shall maintain, pursuant to subsection (a) of section 34-144, a record of the members and any managers. In addition to the articles of organization, the organizer or organizers shall file with the Secretary of the State a writing containing the name and respective business and residence addresses of a manager or a member of the limited liability company, except that, if good cause is shown, the Secretary of the State may accept a business address in lieu of business and residence addresses of such manager or member. For purposes of this section, a showing of good cause shall include, but not be limited to, a showing that public disclosure of the residence address of the manager or member of the limited liability company may expose the personal security of such manager or member to significant risk. (34-120)

--- (a) A **limited liability company** shall keep at its principal place of business, or at such other location as may be stated in the operating agreement, the following: (1) A current and a past **list**, setting forth in alphabetical order the full name and last known mailing address of each member and manager, if any; (2) a copy of the **articles of organization** and all amendments thereto, together with executed copies of any powers of attorney pursuant to which the articles of amendment have been executed; (3) copies of the limited liability company's federal, state and local income tax returns and financial statements for the three most recent years or, if such returns and statements were not prepared for any reason, copies of the information and statements provided to, or which should have been provided to, the members to enable them to prepare their federal, state and local tax returns for such period; (4) copies of any effective written operating agreements, and all amendments thereto, and copies of any written operating agreements no longer in effect; and (5) other writings, if any, prepared pursuant to a requirement in an operating agreement. --- (b) A limited liability company may keep at its principal place of business, or at such other location as may be stated in the operating agreement, a writing or writings setting forth the amount of cash, if any, and a statement of the agreed value of other property or services contributed by each member and the times at which or events upon the happening of which additional contributions are to be made by each member, and any such writings on file shall constitute presumptive evidence as to the value of the member contributions described therein. -- (c) During ordinary business hours a member may, at the member's own expense, inspect and copy upon reasonable request any limited liability company record, wherever such record is located. -- (d) Members, if management of the limited liability company is vested in the members, or managers, if management of the limited liability company is vested in managers, shall render, to the extent the circumstances render it just and reasonable, true and full information of all things affecting the members to any member and to the legal representative of any deceased member or of any member under legal disability. -- (e) Failure of the limited liability company to keep or maintain any of the records or information required pursuant to this section shall not be grounds for imposing liability on any member or manager for the debts and obligations of the limited liability company. (34-144)

Each registered **limited liability partnership** shall file an *annual report* with the Secretary of the State.
(34-420)

DELAWARE

The **certificate of incorporation** shall set forth: (1) The name of the **corporation**; (2) The address (which shall include the street, number, city and county) of the corporation's registered office in this State, and the name of its registered agent at such address; (3) The name and mailing address of the incorporator or incorporators. (102)

Every **corporation** shall have and maintain in this State a **registered office** which may, but need not be, the same as its place of business. (131)

Every **corporation** shall have and maintain in this State a **registered agent**, which agent may be any of:

- (1) The corporation itself;
- (2) An individual resident in this State;
- (3) A domestic corporation (other than the corporation itself), a domestic partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a domestic limited liability company or a domestic statutory trust; or
- (4) A foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company or a foreign statutory trust.

--The Secretary is authorized to make a list of registered agents available to the public, and to establish such qualifications and issue such rules and regulations with respect to such listing as the Secretary deems necessary or appropriate. (132)

Any **registered agent** who at any time serves as registered agent for more than 50 entities (a "commercial registered agent") shall maintain a principal residence or place of business in the State, maintain a Delaware business license, be generally present during normal business hours to accept service of process and perform the functions of a registered agent and provide such information identifying and enabling communication with such commercial registered agent as the State shall require. The Delaware Court of Chancery may enjoin any person or entity from serving as a registered agent or as an officer, director or managing agent of a registered agent for any of the following grounds -- failure after notice and warning to comply with the qualifications to be a registered agent, conviction of a felony or any crime with includes an element of dishonesty or fraud or involves moral turpitude, or engaging in conduct in connection with acting as a registered agent that is intended to or likely to deceive or defraud the public. Every corporation formed under the laws of this State or qualified to be business in the State of Delaware shall provide to its registered agent and update the name, business address and business telephone number of a natural person who is an officer, director, employee, or designated agent of the corporation, who is then authorized to receive communications from the registered agent. Every registered agent shall retain (in paper or electronic form) the above information concerning the current communications contact for each corporation for which he, she, or it serves as registered agent. (132)

The officer who has charge of the stock ledger of a **corporation** shall prepare and make, at least 10 days before every meeting of stockholders, a complete **list** of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. (219)

Any stockholder, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to **inspect** for any proper purpose, and to make copies and extracts from: (1) The **corporation's** stock ledger, a list of its stockholders, and its other books and records; and (2) A subsidiary's books and records. (220)

Annually on or before March 1, every **corporation** now existing or hereafter incorporated under Chapter 1 of this title or which has accepted the Constitution of this State, shall make an **annual franchise tax report** to the Secretary of State. The report shall contain the following information:

(1) The location of its registered office in this State, stated with the degree of particularity required by paragraph (2) of subsection (a) of § 102 of this title; (2) The name of the agent upon whom service of process against the corporation may be served; (3) The location (city, town, street and number of same, if number there be) of the principal place of business of the corporation; (4) The names and addresses of all the directors as of the filing date of the report and the name and address of the officer who signs the report. (502)

Each **limited liability company** shall have and maintain in the State of Delaware: (1) A **registered office**, which may but need not be a place of its business in the State of Delaware; and (2) A **registered agent** for service of process on the limited liability company, having a business office identical with such registered office, which agent may be any of:

- a. The limited liability company itself,
- b. An individual resident in the State of Delaware,
- c. A domestic limited liability company (other than the limited liability company itself), a domestic corporation, a domestic partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), or a domestic statutory trust, or
- d. A foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust. (18-104)

--The Secretary is authorized to make a **list of registered agents** available to the public, and to establish such qualifications and issue such rules and regulations with respect to such listing as the Secretary deems necessary or appropriate. Any registered agent who at any time serves as registered agent for more than 50 entities (a "commercial registered agent") shall maintain a principal residence or place of business in the State, maintain a Delaware business license, be generally present during normal business hours to accept service of process and perform the functions of a registered agent and provide such information identifying and enabling communication with such commercial registered agent as the State shall require. The Delaware Court of Chancery may enjoin any person or entity from serving as a registered agent or as an officer, director or managing agent of a registered agent for any of the following grounds -- failure after notice and warning to comply with the qualifications to be a registered agent, conviction of a felony or any crime with includes an element of dishonesty or fraud or involves moral turpitude, or engaging in conduct in connection with acting as a registered agent that is intended to or likely to deceive or defraud the public. Every limited liability company formed under the laws of the State of Delaware or qualified to business in the State of Delaware shall provide to its registered agent and update the name, business address and business telephone number of a natural person who

is a member, manager, officer, employee, or designated agent of the limited liability company, who is then authorized to receive communications from the registered agent. Every registered agent shall retain (in paper or electronic form) the above information concerning the current communications contact for each limited liability company for that registered agent serves as registered agent. (18-104)

In order to form a **limited liability company**, 1 or more authorized persons must execute a **certificate of formation**. The certificate of formation shall be filed in the office of the Secretary of State and set forth:

- (1) The name of the limited liability company;
- (2) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 18-104 of this title. (18-201)

Each member of a **limited liability company** has the right, subject to such reasonable standards (including standards governing what information and documents are to be furnished at what time and location and at whose expense) as may be set forth in a limited liability company agreement or otherwise established by the manager or, if there is no manager, then by the members, to obtain from the limited liability company from time to time upon reasonable demand for any purpose reasonably related to the member's interest as a member of the limited liability company: (3) A current **list** of the name and last known business, residence or mailing address of each member and manager; (4) A copy of any written limited liability company agreement and certificate of formation and all amendments thereto. (18-305)

Before doing business in the State of Delaware, a **foreign limited liability company** shall register with the Secretary of State. In order to register, a foreign limited liability company shall submit to the Secretary of State: (1) A copy executed by an authorized person of an **application for registration** as a foreign limited liability company, setting forth:

- a. The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in the State of Delaware;
- b. The state, territory, possession or other jurisdiction or country where formed, the date of its formation and a statement from an authorized person that, as of the date of filing, the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;
- c. The nature of the business or purposes to be conducted or promoted in the State of Delaware;
- d. The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 18-904(b) of this title;
- e. A statement that the Secretary of State is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in § 18-910(b) of this title; and
- f. The date on which the foreign limited liability company first did, or intends to do, business in the State of Delaware. (18-902)

Each **foreign limited liability company** shall have and maintain in the State of Delaware:

- (1) A **registered office** which may but need not be a place of its business in the State of Delaware; and
- (2) A **registered agent** for service of process on the foreign limited liability company, having a business office identical with such registered office, which agent may be any of:

- a. An individual resident in the State of Delaware,
- b. A domestic limited liability company, a domestic corporation, or a domestic limited partnership, or a domestic statutory trust, or
- c. A foreign corporation, a foreign limited partnership or a foreign limited liability company authorized to do business in the State of Delaware.... (18-904)

Each **partnership** that files a statement of partnership existence, a statement of qualification or a statement of foreign qualification shall have and maintain in the State of Delaware:

- (1) A **registered office**, which may but need not be a place of its business in the State of Delaware; and
- (2) A **registered agent** for service of process on the partnership, which agent may be any of
 - a. The partnership itself,
 - b. An individual resident in the State of Delaware,
 - c. A domestic limited liability company, a domestic corporation, a domestic partnership (other than the partnership itself) (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), or a domestic statutory trust, or
 - d. A foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust. (15-111)

--The Secretary is authorized to make a **list of registered agents** available to the public, and to establish such qualifications and issue such rules and regulations with respect to such listing as the Secretary deems necessary or appropriate. Any registered agent who at any time serves as registered agent for more than 50 entities (a "commercial registered agent") shall maintain a principal residence or place of business in the State, maintain a Delaware business license, be generally present during normal business hours to accept service of process and perform the functions of a registered agent and provide such information identifying and enabling communication with such commercial registered agent as the State shall require. The Delaware Court of Chancery may enjoin any person or entity from serving as a registered agent or as an officer, director or managing agent of a registered agent for any of the following grounds -- failure after notice and warning to comply with the qualifications to be a registered agent, conviction of a felony or any crime with includes an element of dishonesty or fraud or involves moral turpitude, or engaging in conduct in connection with acting as a registered agent that is intended to or likely to deceive or defraud the public. Every partnership formed under the laws of the State of Delaware or qualified to business in the State of Delaware shall provide to its registered agent and update the name, business address and business telephone number of a natural person who is a partner, officer, employee, or designated agent of the partnership, who is then authorized to receive communications from the registered agent. Every registered agent shall retain (in paper or electronic form) the above information concerning the current communications contact for each partnership for which he, she, or it serves as registered agent. (15-111)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in the State of Delaware, shall file an **annual report** with the Secretary of State which contains:

- (1) the name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed and the number of partners of the partnership; and
- (2) the address of the registered office and the name and address of the registered agent for service of process required to be maintained by Section 15-111 of this chapter. (15-1003)

Each **limited partnership** shall have and maintain in the State of Delaware: (1) A **registered office**, which may but need not be a place of its business in the State of Delaware; and (2) A **registered agent** for service of process on the limited partnership, which agent may be any of

- a. The limited partnership itself,
- b. An individual resident in the State of Delaware,
- c. A domestic limited liability company, a domestic corporation, a domestic partnership (whether general (including a limited liability partnership) or limited (other than the limited partnership itself, including a limited liability limited partnership)), or a domestic statutory trust, or
- d. A foreign corporation, a foreign partnership (whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)), a foreign limited liability company, or a foreign statutory trust. (17-104)

--The Secretary is authorized to make a **list of registered agents** available to the public, and to establish such qualifications and issue such rules and regulations with respect to such listing as the Secretary deems necessary or appropriate. Any registered agent who at any time serves as registered agent for more than 50 entities (a "commercial registered agent") shall maintain a principal residence or place of business in the State, maintain a Delaware business license, be generally present during normal business hours to accept service of process and perform the functions of a registered agent and provide such information identifying and enabling communication with such commercial registered agent as the State shall require. The Delaware Court of Chancery may enjoin any person or entity from serving as a registered agent or as an officer, director or managing agent of a registered agent for any of the following grounds -- failure after notice and warning to comply with the qualifications to be a registered agent, conviction of a felony or any crime which includes an element of dishonesty or fraud or involves moral turpitude, or engaging in conduct in connection with acting as a registered agent that is intended to or likely to deceive or defraud the public. Every limited partnership formed under the laws of the State of Delaware or qualified to business in the State of Delaware shall provide to its registered agent and update the name, business address and business telephone number of a natural person who is a partner, officer, employee, or designated agent of the limited partnership, who is then authorized to receive communications from the registered agent. Every registered agent shall retain (in paper or electronic form) the above information concerning the current communications contact for each limited partnership for which he, she, or it serves as registered agent.(15-111)

In order to form a **limited partnership**, 1 or more persons (but not less than all of the general partners) must execute a certificate of limited partnership. The **certificate of limited partnership** shall be filed in the Office of the Secretary of State and set forth:

- (1) The name of the limited partnership;
- (2) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 17-104 of this title;
- (3) The name and the business, residence or mailing address of each general partner. (17-201)

Each **limited partner** has the right, subject to such reasonable standards (including standards governing what information and documents are to be furnished, at what time and location and at whose expense) as may be set forth in the partnership agreement or otherwise established by the general partners, to obtain from the general partners from time to time upon reasonable demand for any purpose reasonably related to the limited partner's interest as a limited partner:

- (3) A current **list** of the name and last known business, residence or mailing address of each partner;
- (4) A copy of any written partnership agreement and certificate of limited partnership and all amendments thereto. (17-305)

Before doing business in the State of Delaware, a **foreign limited partnership** shall **register** with the Secretary of State. In order to register, a foreign limited partnership shall submit to the Secretary of State: (1) A copy executed by a general partner of an application for registration as a foreign limited partnership, setting forth:

- a. The name of the foreign limited partnership and, if different, the name under which it proposes to register and do business in the State of Delaware;
- b. The State, territory, possession or other jurisdiction or country where organized, the date of its organization and a statement from a general partner that, as of the date of filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization;
- c. The nature of the business or purposes to be conducted or promoted in the State of Delaware;
- d. The address of the registered office and the name and address of the registered agent for service of process required to be maintained by § 17-904(b) of this title;
- e. A statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process under the circumstances set forth in § 17-910(b) of this title;
- f. The name and business, residence or mailing addresses of each of the general partners; and
- g. The date on which the foreign limited partnership first did, or intends to do, business in the State of Delaware. (17-902)

Each **foreign limited partnership** shall have and maintain in the State of Delaware: (1) A **registered office** which may but need not be a place of its business in the State of Delaware; and (2) A **registered agent** for service of process on the limited partnership, having a business office identical with such registered office, which agent may be either:

- a. An individual resident of the State of Delaware whose business office is identical with the limited partnership's registered office or
- b. A domestic limited liability company, a domestic corporation or limited partnership or a domestic statutory trust, or
- c. A foreign corporation, a foreign limited partnership, or a foreign limited liability company authorized to do business in the State of Delaware... (17-904)

DISTRICT OF COLUMBIA

District of Columbia Code Titles 29 & 33 includes all information about entity formation in the District.

To establish **Business Corporation**, articles of incorporation must be filed. Articles shall set forth the following information: number of share and par value, preference or restriction to shares, statement about \$1000 minimum capital, registered agent name and address and name and address of at least one incorporator and one director. There are provisions for professional, close and re-domesticated corporations.

Nonprofit corporations must file articles of incorporation with the District. Articles shall set forth the following required information: names and addresses of at least 3 directors and incorporators, provision about members and their voting rights and classes of membership and registered agent name and address information.

Limited Liability Companies must file articles of organization. Articles shall set forth the name of the company, name of the organizer and name and address of the registered agent.

Limited Partnerships must file certificate of partnership. It shall set forth name of the general partner, purpose and registered agent name and address.

Limited Liability Partnership must file statement of qualification. This statement should include the office address of the partnership or registered agent address and name in the absence of office address.

All entities with the exception of limited partnerships must file **bi-annual reports** to remain in good standing in the District of Columbia.

FLORIDA

Corporate documents that are filed must be typewritten or printed, or, if electronically transmitted, the document must be in a format that can be retrieved or reproduced in typewritten or printed form, and must be legible. (607.0120)

The *Articles of Incorporation* for a **corporation** must set forth the street address of the corporation's initial registered office and the name of its initial registered agent at that office together with a written acceptance as required in s. [607.0501](#)(3); and the name and address of each incorporator. (607.0202)

Corporations in Florida shall have and continuously maintain in Florida a *registered agent*, who may be either: (1) An individual who resides in this state whose business office is identical with such registered office; (2) Another corporation or not-for-profit corporation as defined in chapter 617, authorized to transact business or conduct its affairs in this state, having a business office identical with the registered office; or (3) A foreign corporation or not-for-profit foreign corporation authorized pursuant to this chapter or chapter 617 to transact business or conduct its affairs in this state, having a business office identical with the registered office. (607.0501)

The Department of State shall maintain an accurate record of the *registered agents* and *registered offices* for the service of process and shall furnish any information disclosed thereby promptly upon request and payment of the required fee. There shall be no charge for telephone requests for general corporate information, including the corporation's status, names of officers and directors, address of principal place of business, and name and address of registered agent. (607.0501)

Change of registered office or registered agent must be filed using a statement of change with the Department of State. (607.0502)

Each **corporation**, foreign corporation, or alien business organization that owns real property located in Florida, that owns a mortgage on real property located in this state, or that transacts business in this state shall, pursuant to subpoena served upon the registered agent of the corporation, foreign corporation, or alien business organization issued by the Department of Legal Affairs, produce, through its registered agent or through a designated representative within 30 days after service of the subpoena, *testimony and records* reflecting the following: The names and addresses of each current officer and director of the entity or persons holding equivalent positions; The names and addresses of all prior officers and directors of the entity or persons holding equivalent positions, for a period not to exceed the 5 years previous to the date of issuance of the subpoena; The names and addresses of each current shareholder, equivalent equitable owner, and ultimate equitable owner of the entity, the number of which names is limited to the names of the 100 shareholders, equivalent equitable owners, and ultimate equitable owners that, in comparison to all other shareholders, equivalent equitable owners, or ultimate equitable owners, respectively, own the largest number of shares of stock of the corporation, foreign corporation, or alien business organization or the largest percentage of an equivalent form of equitable ownership of the corporation, foreign corporation, or alien business organization; The names and addresses of all prior shareholders, equivalent equitable owners, and ultimate equitable owners of the

entity for the 12-month period preceding the date of issuance of the subpoena, the number of which names is limited to the 100 shareholders, equivalent equitable owners, and ultimate equitable owners that, in comparison to all other shareholders, equivalent equitable owners, or ultimate equitable owners, respectively, own the largest number of shares of stock of the corporation, foreign corporation, or alien business organization or the largest percentage of an equivalent form of equitable ownership of the corporation, foreign corporation, or alien business organization; The names and addresses of the person or persons who provided the records and information to the registered agent or designated representative of the entity. (607.0505)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting, arranged by voting group with the address of, and the number and class and series, if any, of shares held by, each. (607.0720)

A **corporation** or its agent shall maintain a **record of its shareholders** in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each. Furthermore, a corporation shall keep a copy of: A list of the names and business street addresses of its current directors and officers. (607.1601)

Annual reports for **corporations** shall set forth the names and business street addresses of its directors and principal officers. It shall also set forth the street address of its registered office and the name of its registered agent at that office in this state. (607.1622)

In order to form a **limited liability company**, **articles of organization** of a limited liability company shall be filed with the Department of State and shall set forth the name and street address of its initial registered agent for service of process in the state. (608.407)

Each **limited liability company** shall keep at its principal office: A current **list** of the full names and last known business, residence, or mailing addresses of all members, managers, and managing members. (608.4101)

Each **limited liability company** shall have and continuously maintain in this state: A **registered office**, which may be the same as its place of business; and a **registered agent**, which agent may be either: (1) An individual who resides in this state whose business office is identical with such registered office. (2) A foreign or domestic entity authorized to transact business in this state, having a business office identical with such registered office. (3) A registered agent or a successor registered agent appointed pursuant to s. [608.416](#) on whom process may be served shall each file a statement in writing with the Department of State accepting the appointment as registered agent simultaneously with being designated. The Department of State shall maintain an accurate record of the registered agents and registered office for the service of process and shall furnish any information disclosed thereby promptly upon request and payment of the required fee. (608.415)

Each **domestic limited liability company** and each **foreign limited liability company** authorized to transact business in Florida shall deliver to the Department of State for filing a sworn **annual report** that

sets forth: The names and business, residence, or mailing address of its managing members or managers; The street address of its registered office and the name of its registered agent at that office in this state. (608.4511)

A **limited partnership** shall maintain at its designated office a current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (620.1111)

A **limited partnership** shall designate and continuously maintain in this state: A **registered agent** for service of process upon the limited partnership and a registered office, which shall be the address of its registered agent; A foreign limited partnership shall designate and continuously maintain in this state a registered agent for service of process and a registered office, which shall be the address of its registered agent; A registered agent of a limited partnership or foreign limited partnership must be an individual who is a resident of this state or other person authorized to do business in this state. (620.1114)

In order to form a **limited partnership**, a certificate of partnership shall be filed with the Department of State. (620.1201)

A **limited partnership** or a foreign limited partnership authorized to transact business in this state shall deliver to the Department of State for filing an **annual report** that states: The street and mailing address of the limited partnership or foreign limited partnership, the name of its registered agent in this state, and the street address of its registered office in this state; The name and business address of each general partner. Each general partner that is not an individual must be organized or otherwise registered with the Department of State as required by law, must maintain an active status, and must not be dissolved, revoked, or withdrawn. (620.1210)

A **limited liability partnership**, and a foreign limited liability partnership authorized to transact business in this state, shall file an **annual report** in the office of the Secretary of State which contains: The current street address of the partnership's chief executive office and, if different, the current street address of its principal office in this state, if there is one; The name and street address of the partnership's current agent for service of process, who must be an individual resident of this state or other person authorized to do business in this state. (620.9003)

The **Articles of Incorporation** for a **domestic profit corporation** must set forth: The street address and county of the corporation's initial registered office and the name of its initial registered agent at that office; The mailing address of the initial principal office of the corporation, if different from the initial registered office; The number of shares the corporation is authorized to issue; The name and address of each incorporator. The Articles of Incorporation may set forth: The names and addresses of the individuals who are to serve as the initial directors; Provisions not inconsistent with law regarding; Any provision that under this chapter is required or permitted to be set forth in the bylaws; A provision eliminating or limiting the liability of a director to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director with some liability exceptions; A provision that, in discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered. (14-2-202)

Each **corporation** must continuously maintain in this state: A **registered office** that may be the same as any of its places of business; and a **registered agent**, who may be:

- (A) A person who resides in this state and whose business office is identical with the registered office;
- (B) A domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; or
- (C) A foreign corporation or nonprofit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (14-2-501)

A corporation shall keep as permanent records minutes of all meetings of its shareholders and board of directors, executed consents evidencing all actions taken by the shareholders or board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, waivers of notice of all meetings of the board of directors and its committees, and maintain appropriate accounting records. A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. Furthermore, a corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. (14-2-1601)

A **corporation** shall keep a copy of the following records: Its articles of incorporation and bylaws or restated versions and all amendments to them currently in effect; Resolutions increasing or decreasing

the number of directors, the classification of directors, if any, and the names and residence addresses of all members of the board of directors and also resolutions creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding and any resolutions adopted by the board of directors that affect the size of the board of directors; The minutes of all shareholders' meetings, executed waivers of notice of meetings, and executed consents, delivered in writing or by electronic transmission, evidencing all action taken by shareholders without a meeting, for the past three years; All communications in writing or by electronic transmission to shareholders generally within the past three years, including the financial statements furnished for the past three years; A list of the names and business addresses of its current directors and officers; and Its most recent annual registration. A shareholder of a corporation is entitled to inspect and copy, during regular business hours at the corporation's principal office or at a reasonable location specified by the corporation, any of the records of the corporation if he gives the corporation written notice of his demand at least five business days before the date on which he wishes to inspect and copy. This Code section does not affect the power of a court, independently of this chapter, to compel the production of corporate records for examination. For purposes of this Code section, "shareholder" includes a *beneficial owner* whose shares are held in a voting trust or by a nominee on his behalf. (14-2-1602)

Application for certificate of authority - (a) A **foreign corporation** may apply for a certificate of authority to transact business in this state by delivering an application to the Secretary of State for filing. The application must set forth: (1) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of Code Section 14-2-1506; (2) The name of the state or country under whose law it is incorporated; (3) Its date of incorporation; (4) The mailing address of its principal office; (5) The address of its registered office in this state and the name of its registered agent at that office; and (6) The names and respective business addresses of its chief executive officer, chief financial officer, and secretary, or individuals holding similar positions. (b) The foreign corporation shall deliver with the completed application a certificate of existence (or a document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

Articles of incorporation of a domestic non-profit corporation must set forth: (1) A corporate name for the corporation that satisfies the requirements of Code Section 14-3-401; (2) The street address and county of the corporation's initial registered office and the name of its initial registered agent at that office; (3) The name and address of each incorporator; (4) Whether or not the corporation will have members; (5) The mailing address of the initial principal office of the corporation, if different from the initial registered office; and (6) A statement that the corporation is organized pursuant to the Georgia Nonprofit Corporation Code. (b) The articles of incorporation may set forth: (1) The purpose or purposes for which the corporation is organized, which may be, either alone or in combination with other purposes, the transaction of any lawful activity; (2) The names and addresses of the individuals who are to serve as the initial directors; (3) Provisions not inconsistent with law regarding: (A) Managing and regulating the affairs of the corporation; (B) Defining, limiting, and regulating the powers

of the corporation, its board of directors, and members (or any class of members); and (C) The characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members; (4) A provision eliminating or limiting the liability of a director to the corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (A) For any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (B) For acts or omissions which involve intentional misconduct or a knowing violation of law; (C) For the types of liability set forth in Code Sections 14-3-860 through 14-3-864; or (D) For any transaction from which the director received an improper personal benefit, provided that no such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective; (5) Any provision that under this chapter is required or permitted to be set forth in the bylaws; and (6) Provisions not inconsistent with law regarding the distribution of assets on dissolution. (c) One or more incorporators named in the articles must sign the articles unless the filing is being signed by an attorney in fact. (d) The articles of incorporation need not set forth any of the corporate powers enumerated in this chapter.

(a) A corporation shall keep as permanent records minutes of all meetings of its members and board of directors, executed consents evidencing all actions taken by the members or board of directors without a meeting, a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation, and waivers of notice of all meetings of the board of directors and its committees. (b) A corporation shall maintain appropriate accounting records. (c) A corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. (d) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Application for certificate of authority for a non-profit corporation - (a) A foreign corporation may apply for a certificate of authority to transact business in this state by delivering an application to the Secretary of State for filing. The application must set forth: (1) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of Code Section 14-2-1506; (2) The name of the state or country under whose law it is incorporated; (3) Its date of incorporation; (4) The mailing address of its principal office; (5) The address of its registered office in this state and the name of its registered agent at that office; and (6) The names and respective business addresses of its chief executive officer, chief financial officer, and secretary, or individuals holding similar positions. (b) The foreign corporation shall deliver with the completed application a certificate of existence (or a document of similar import) duly authenticated by the secretary of state or other official having custody of corporate records in the state or country under whose law it is incorporated.

Each **domestic corporation** and each **foreign corporation** authorized to transact business in this state shall deliver to the Secretary of State for filing an **annual registration** that sets forth: The name of the corporation and the state or county under whose law it is incorporated; The street address and county of its registered office and the name of its registered agent at that office in this state; The mailing address of its principal office; and The names and respective addresses of its chief executive officer,

chief financial officer, and secretary, or individuals holding similar positions. Information in the annual registration must be current as of the date the annual registration is executed on behalf of the corporation. First and subsequent annual registrations must be delivered between January 1 and April 1 of the following calendar years. If an annual registration does not contain the information required the reporting corporation shall be promptly notified in writing. If the report is corrected within 30 days after the effective date of notice, it is deemed timely filed. (14-2-1622)

Certificate of authority requirement for foreign limited liability partnerships - (a) A foreign limited liability partnership transacting business in this state shall procure a certificate of authority to do so from the Secretary of State. In order to procure a certificate of authority to transact business in this state, a foreign limited liability partnership shall submit to the Secretary of State an application for a certificate of authority as a foreign limited liability partnership, signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability partnership is organized, setting forth: (1) The name of the foreign limited liability partnership and, if different, the name under which it proposes to qualify and transact business in this state; (2) The name of the jurisdiction under whose laws it is organized; (3) Its date of organization and period of duration; (4) The street address and county of its registered office in this state and the name of its registered agent at that office; (5) A statement that the Secretary of State is appointed the agent of the foreign limited liability partnership for service of process if no agent has been appointed under subsection (a) of Code Section 14-8-46 or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence; (6) The address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if no such office is required, its principal office; (7) The address of the office at which is kept a list of the names and addresses of its partners, together with an undertaking by it to keep those records until its registration in this state is canceled or revoked; and (8) The name and a business address of a partner who has substantial responsibility for managing its business activities.

Each **foreign limited liability partnership** authorized to transact business in this state shall deliver to the Secretary of State for filing an **annual registration** that sets forth: The name of the foreign limited liability partnership; The street address and county of its registered office in this state and the name of its registered agent at that office; If the registered agent is to be changed, the name of the successor registered agent; The address of the office it is required to maintain in the jurisdiction of its organization by the laws of that jurisdiction or, if no such office is required to be maintained, of its principal office; The address of the office at which is kept a list of the names and addresses of the partners and other owners of the foreign limited liability partnership; The name and a business address of a partner who has substantial responsibility for managing the business activities of the foreign limited liability partnership; and

Each **foreign limited liability partnership** shall continuously maintain in this state a **registered office** and a **registered agent** at such registered office for service of process on the foreign limited liability partnership. A registered agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. A registered agent may resign as such agent

upon filing a written notice. The appointment of such agent shall terminate upon the expiration of 30 days after receipt of such notice. (14-8-46)

In order to form a **limited partnership**, a certificate of limited partnership must be executed and filed in the office of the Secretary of State. The certificate must set forth: (1) The name of the limited partnership; (2) The address of the registered office and the name and address of the initial agent for service of process required to be maintained by Code Section 14-9-104; (3) The name and the business address of each general partner; and (4) Any other matters the general partners determine to include therein.(b) A limited partnership exists from the time of the filing of the certificate of limited partnership in the office of the Secretary of State or from a later time or later time and date, not to exceed 90 days from the date of filing, specified in the certificate of limited partnership, to the time of cancellation pursuant to subsection (c) of Code Section 14-9-206.

Each **limited partnership** shall continuously maintain in this state: A **registered office** which may, but need not, be a place of its business in this state; and a **registered agent** for service of process on the limited partnership. The address of the business office of the registered agent shall be the same as the address of the registered office referred to in paragraph (1) of this subsection. An agent for service of process must be an individual resident of this state, a domestic corporation, professional corporation, or limited liability company, or a foreign corporation or limited liability company authorized to transact business in this state. A limited partnership may change its registered office or its registered agent by filing an amendment to its annual registration. Any registered agent of a limited partnership may resign as such agent upon filing a written notice. The appointment of such agent shall terminate upon the expiration of 30 days after receipt of such notice. Whenever a limited partnership shall fail to appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the Secretary of State shall be an agent of such limited partnership upon whom any process, notice, or demand may be served. Any such service by certification to the Secretary of State shall be answerable in not more than 30 days. The Secretary of State shall keep a record of all process, notices, and demands, served upon him or her and shall record therein the time of such service and his or her action with reference thereto. (14-9-104)

The general partners shall cause the **limited partnership** to keep the following: A current **list** of the full name and last known business address of each partner, separately identifying in alphabetical order the general partners and the limited partners. A copy of the certificate of limited partnership, all certificates of amendment thereto, and all certificates of merger filed in mergers of which the limited partnership was the surviving partnership, together with executed copies of any powers of attorney pursuant to which any certificate has been executed; Copies of the limited partnership's federal, state, and local income tax returns and reports, if any, for the four most recent years; Copies of any then effective written partnership agreements, merger agreements in connection with mergers of which the limited partnership was the surviving partnership, and of any annual financial statements of the limited partnership for the four most recent years; and Unless contained in a written partnership agreement, a writing or writings setting out: The cash and property contributed or to be contributed by each partner

to the capital of the partnership and terms upon which such contributions are to be made. The general partners shall make available these records. (14-9-105)

A foreign limited partnership transacting business in this state shall procure a certificate of authority to do so from the Secretary of State. In order to procure a certificate of authority to transact business in this state, a foreign limited partnership shall submit to the Secretary of State an application for a certificate of authority as a foreign limited partnership, signed by a general partner setting forth: 1) The name of the foreign limited partnership and, if different, the name under which it proposes to qualify and transact business in this state; (2) The state and date of its formation; (3) The name and address of any qualified agent for service of process on the foreign limited partnership as required to be maintained by Code Section 14-9-902.1; (4) A statement that the Secretary of State is, pursuant to subsection (i) of Code Section 14-9-902.1, appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subsection (a) of Code Section 14-9-902.1 or, if appointed, the agent's authority has been revoked or the agent cannot be found by the exercise of reasonable diligence or served; (5) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) The name and business address of each general partner; and (7) The address of the office, if any, at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn.

A limited liability company - (a) One or more persons may act as the organizer or organizers of a limited liability company by delivering articles of organization to the Secretary of State for filing and supplying to the Secretary of State, in such form as the Secretary of State may require, the following information: (1) The name and address of each organizer (2) The street address and county of the limited liability company's initial registered office and the name of its initial registered agent at that office; and (3) The mailing address of the limited liability company's principal place of business. (b) An organizer need not be a member of the limited liability company at the time of formation or thereafter. (c) A limited liability company is formed when the articles of organization become effective pursuant to Code Section 14-11-206. (d) The Secretary of State's filing of the articles of organization is conclusive proof that the organizers satisfied all conditions precedent to formation, except in a proceeding by the state to cancel or revoke the formation.

The articles of organization shall set forth the name of the limited liability company, which name must satisfy the requirements of Code Section 14-11-207. (b) The articles of organization may set forth: (1) That management of the limited liability company is vested in one or more managers; and (2) Any other provisions not inconsistent with law.

Each **limited liability company** shall keep at its principal office the following: A current **list** of the name and last known address of each member and manager; Copies of records that would enable a member to determine the relative voting rights, if any, of the members; A copy of the articles of organization, together with any amendments thereto; Copies of the limited liability company's federal, state, and local

income tax returns, if any, for the three most recent years; A copy of any operating agreement that is in writing, together with any amendments thereto; and Copies of financial statements, if any, of the limited liability company for the three most recent years. A member may: At the member's own expense, inspect and copy any limited liability company record upon reasonable request during ordinary business hours; Obtain from time to time upon reasonable demand: True and complete information regarding the state of the business and financial condition of the limited liability company, Promptly after becoming available, a copy of the limited liability company's federal, state, and local income tax returns, if any, for each year, and Other information regarding the affairs of the limited liability company as is just and reasonable. If the limited liability company refuses to permit the inspection, the member demanding inspection may apply to the superior court for the county in which the registered office of the limited liability company is located, upon such notice as the court may require, for an order directing the limited liability company to show cause why an order permitting such inspection by the applicant should not be granted. The court shall hear the parties summarily, by affidavit or otherwise, and if the limited liability company fails to establish that the applicant is not entitled to such inspection, the court shall grant an order permitting such inspection, subject to any limitations which the court may prescribe, and grant such other relief, including costs and reasonable attorneys' fees, as the court may deem just and proper. (14-11-313)

A foreign limited liability company transacting business in this state shall procure a certificate of authority to do so from the Secretary of State. In order to procure a certificate of authority to transact business in this state, a foreign limited liability company shall submit to the Secretary of State an application for a certificate of authority as a foreign limited liability company, signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized, setting forth: (1) The name of the foreign limited liability company and, if different, the name under which it proposes to qualify and transact business in this state; (2) The name of the jurisdiction under whose laws it is organized; (3) Its date of organization and period of duration; (4) The street address and county of its registered office in this state and the name of its registered agent at that office; (5) A statement that the Secretary of State is, pursuant to subsection (h) of Code Section 14-11-703, appointed the agent of the foreign limited liability company for service of process if no agent has been appointed under subsection (a) of Code Section 14-11-703 or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence; (6) The address of its principal place of business; (7) The address of the office at which is kept a list of the names and addresses of its members and other owners, together with an undertaking by it to keep those records until its registration in this state is canceled or revoked; and (8) The name and a business address of a person who, under the laws of the jurisdiction under which it was formed, has substantial responsibility for managing its business activities. (14-11-702)

Filed documents must be typewritten or printed. (414-11)

§414-32 The **Articles of Incorporation** for a **corporation** *shall set forth*: A corporate name for the corporation that satisfies the requirements of section 414-51; The number of shares the corporation is authorized to issue; the mailing address of the corporation's initial principal office, the street address of the corporation's initial registered office, and the name of its initial registered agent at its initial registered office; and the name and address of each incorporator. The articles of incorporation *may set forth*: The names and addresses of the individuals who are to serve as the initial directors. (414-32)

Each **corporation** shall continuously maintain in this State: A **registered office** that may be the same as any of its places of business; and a **registered agent**, who may be: (a) An individual who resides in this State and whose business office is identical with the registered office; (b) A domestic entity authorized to transact business or conduct affairs in this State whose business office is identical with the registered office; or (c) A foreign entity authorized to transact business or conduct affairs in this State whose business office is identical with the registered office. (414-61)

Each **foreign corporation** authorized to transact business in this State must continuously maintain in this State: A **registered office** that may be the same as any of its places of business; and a **registered agent**, who may be: (a) An individual who resides in this State and whose business office is identical with the registered office; (b) A domestic entity authorized to transact business in this State whose business office is identical with the registered office; or (c) A foreign entity authorized to transact business in this State whose business office is identical with the registered office. (414-437)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this State, shall deliver to the department director for filing an **annual report** that sets forth: The name of the corporation and the state or country under whose law it is incorporated; The mailing address of its principal office, the address of its registered office in this State, and the name of its registered agent at its registered office in this State; The names and business addresses of its directors and officers; and A brief description of the nature of its business. (414-472)

A **Limited Liability Company** and a **foreign limited liability company** authorized to transact business in this State shall continuously maintain in this State: A **registered office** that may be the same as any of its places of business; and a **registered agent**, who may be: (a) An individual who resides in this State and whose business office is identical with the registered office; (b) A domestic entity authorized to transact business in this State whose business office is identical with the registered office; or (c) A foreign entity authorized to transact business in this State whose business office is identical with the registered office. (428-107)

The **articles of organization** of a **limited liability company** *shall set forth*: The name of the company; The mailing address of the company's initial principal office, the street address of its initial registered office in this State, and the name of its initial registered agent at its registered office in this State; The

name and address of each organizer; Whether the duration of the company is for a specified term and, if so, the period specified; Whether the company is to be manager-managed, and:

(A) If so, the name and address of each initial manager, and the number of initial members; or

(B) If not, the name and address of each initial member; and Whether the members of the company are to be liable for its debts and obligations under section 428-303(c). (428-203)

Each **limited liability company** and each foreign limited liability company authorized to transact business in this State shall deliver to the director for filing an **annual report** that sets forth: The name of the company and the state or country under whose law it is organized; The mailing address of the company's principal office, the street address of its registered office in this State, and the name of its registered agent at its registered office in the State; and

(3) Whether the company is manager-managed, and:

(A) If so, the name and address of each manager, and the number of members; or

(B) If not, the name and address of each member. (428-210)

A **Limited Partnership** shall maintain at its registered office the following information: A current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (425E-111)

Each **domestic limited partnership** or **foreign limited partnership** shall continuously maintain in this State: A **registered office** that may be the same as any of its places of business; and a **registered agent**, who may be: (a) An individual who resides in this State and whose business office is identical with the registered office; (b) A domestic entity authorized to transact business in this State whose business office is identical with the registered office; or (c) A foreign entity authorized to transact business in this State whose business office is identical with the registered office. (425E-114)

To form a **limited partnership**, a **certificate of limited partnership** shall be executed and delivered to the office of the director for filing. The certificate shall set forth: The name of the limited partnership; The mailing address of the limited partnership's initial principal office, the street address of the limited partnership's initial registered office in this State, and the name of its initial registered agent at its initial registered office; The name and the address of each general partner. (425E-201)

The Director's duty to file documents under this chapter is **ministerial**. (425E-206.5)

Each **limited partnership** and each **foreign limited partnership** authorized to transact business in this State shall deliver to the director for filing an **annual statement** that sets forth: The name of the limited partnership and the state or country under whose law it is formed; The mailing address of the limited partnership's principal office, the street address of the limited partnership's registered office in this State, and the name of its registered agent at its registered office in this State; and the name and address of each general partner. (425E-210)

The **Articles of Incorporation** for a **corporation must set forth**: The name and address of each incorporator. The articles of incorporation **may set forth**: The names and addresses of the individuals who are to serve as the initial directors. (30-1-202)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (30-1-1601)

For purposes of section 30-1-1602, "shareholder" includes a **beneficial owner** whose shares are held in a voting trust or by a nominee on his behalf. (30-1-1602)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in Idaho, shall deliver to the secretary of state for filing an **annual report** on a form provided by the secretary of state that sets forth: The address to which correspondence to the corporation's officers may be mailed; and the names and business addresses of its directors and its president and secretary. (30-1-1622)

The secretary of state's duty to file documents is **ministerial**. (30-3-7)

The **articles of incorporation** must set forth: The names and addresses of the individuals who are to serve as the initial directors. (30-3-17)

A **corporation** shall maintain a record of its members in a form that permits preparation of a **list** of the name and address of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. In addition, a corporation shall keep a copy of the following records at its principal office: A list of the names and business or home addresses of its current directors and officers. (30-3-130)

Without consent of the board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. (30-3-133)

Each **domestic corporation**, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state an **annual report**. (30-3-136)

A **limited partnership** shall maintain at its designated office the following information: A current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (53-2-111)

In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be delivered to the secretary of state for filing. The certificate must state: The name and mailing address of each general partner. (53-2-201)

A **limited partnership** or a **foreign limited partnership** authorized to transact business in this state shall deliver to the secretary of state for filing an **annual report** that states: The name and mailing address of one (1) or more general partners. (53-2-210)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in this state, shall file an **annual report** in the office of the secretary of state which contains: The name and mailing address of no less than two (2) partners; The street address of the partnership's chief executive office and if different, the street address of an office of the partnership in this state, if any. (53-3-1003)

One (1) or more persons may form a **limited liability company** by signing articles of organization and delivering the signed articles to the secretary of state for filing. The person or persons who form a limited liability company need not be members of the limited liability company at the time of formation or after formation has occurred. (53-607)

The **articles of organization** shall set forth in a form prescribed by the secretary of state: If the management of the limited liability company is vested in its members, the name and address of one (1) or more of the initial members of the limited liability company; If the management of the limited liability company is vested in a manager or managers, the name and address of one (1) or more of the initial managers of the limited liability company. (53-608)

Each **domestic limited liability company**, and each **foreign limited liability company** authorized to do business in this state, shall file an **annual report** setting forth: If the management of the limited liability company is vested in its members, the name and address of one (1) or more of the current members of the limited liability company; If the management of the limited liability company is vested in a manager or managers, the name and address of one (1) or more of the current managers of the limited liability company. (53-613)

Unless otherwise provided in writing in an operating agreement, a **limited liability company** shall keep at its principal place of business the following: A current and a past **list**, setting forth the full name and last known mailing address of each member and manager, if any, set forth in alphabetical order. (53-625)

ILLINOIS

The articles of incorporation **must set forth**: The address of the **corporation's** initial **registered office** and the name of its initial **registered agent** at that office; the name and address of each incorporator. The articles of incorporation **may set forth**: the names and addresses of the individuals who are to serve as the initial directors. (5/2.10)

Each **domestic corporation** and each **foreign corporation** having authority to transact business in this State shall have and continuously maintain in this State: (a) A **registered office** which may be, but need not be, the same as its place of business in this State; (b) A **registered agent**, which agent may be either an individual, resident in this State, whose business office is identical with such registered office, or a domestic corporation or a foreign corporation authorized to transact business in this State that is authorized by its articles of incorporation to act as such agent, having a business office identical with such registered office; (c) The address, including street and number, or rural route number, of the initial registered office, and the name of the initial registered agent of each corporation organized under this Act shall be stated in its articles of incorporation; and of each foreign corporation shall be stated in its application for authority to transact business in this State. (5/5.05)

Each **domestic corporation** organized under any general law or special act of this State authorizing the corporation to issue shares, other than homestead associations, building and loan associations, banks and insurance companies (which includes a syndicate or limited syndicate regulated under Article V 1/2 of the Illinois Insurance Code or member of a group of underwriters regulated under Article V of that Code), and each foreign corporation (except members of a group of underwriters regulated under Article V of the Illinois Insurance Code) authorized to transact business in this State, shall file, within the time prescribed by this Act, an **annual report** setting forth: The address, including street and number, or rural route number, of its registered office in this State, and the name of its registered agent at that address; The address, including street and number, or rural route number, of its principal office; The names and respective addresses, including street and number, or rural route number, of its directors and officers. (5/14.05)

Each **corporation** shall keep at its registered office or principal place of business in this State, or at the office of a transfer agent or registrar in this State, a **record of its shareholders**, giving the names and addresses of all shareholders and the number and class of the shares held by each. A record of shareholders certified by an officer or transfer agent shall be competent evidence in all courts of this State. (5/7.75)

The **articles of incorporation** must set forth: The address of the **corporation's** initial registered office and the name of its initial registered agent at that office; The name and address of each incorporator; The number of directors constituting the first board of directors and the names and addresses of each such director. (105/102.10)

Each **domestic corporation** and each **foreign corporation** having authority to conduct affairs in this State shall have and continuously maintain in this State: A **registered office** which may be, but need not

be, the same as its place of business in this State; A **registered agent**, which agent may be either an individual, resident in this State, whose business office is identical with such registered office, or a domestic corporation for profit or a foreign corporation for profit authorized to conduct affairs in this State that is authorized by its articles of incorporation to act as such agent, having a business office identical with such registered office; The address, including street and number, if any, of the initial registered office, and the name of the initial registered agent of each corporation organized under this Act shall be stated in its articles of incorporation; and of each foreign corporation shall be stated in its application for authority to conduct affairs in this State. (105/105.05)

Each **domestic corporation** organized under this Act, and each foreign corporation authorized to conduct affairs in this State, shall file an **annual report** setting forth: The address, including street and number, or rural route number, of its registered office in this State, and the name of its registered agent at such address; The address, including street and number, if any, of its principal office; The names and respective addresses, including street and number, or rural route number, of its directors and officers. (105/114.05)

Each **limited liability company** and **foreign limited liability company** shall continuously maintain in this State a **registered agent** and **registered office**, which agent must be an individual resident of this State, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this State. If the agent is a corporation, the corporation must be authorized by its articles of incorporation to act as an agent. (180/1-35)

Each **limited liability company** shall keep at the principal place of business of the company named in the articles of organization or other reasonable locations specified in the operating agreement all of the following: A **list** of the full name and last known address of each member setting forth the amount of cash each member has contributed, a description and statement of the agreed value of the other property or services each member has contributed or has agreed to contribute in the future, and the date on which each became a member. (180/1-40)

Each **limited partnership** and **foreign limited partnership** shall designate and continuously maintain in this State an **agent for service of process**, which agent must be an individual resident of this State or a "person" (as defined by Section 102) authorized to transact business in this state. (215/114)

Each **limited partnership** shall keep at its designated office (which may be within or outside this State but if it is outside of this State it shall be the principal place of business of the limited partnership) (1) a current **list** of the full name and last known address of each partner, separately identifying the general partners and the limited partners in alphabetical order, (2) a copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement, and, (3) unless contained in a partnership agreement made in a record, a record stating the amount of cash, and a description and statement of the agreed value of the other benefits, contributed and agreed to be contributed by each partner. (215/111)

Each **limited partnership** and **foreign limited partnership** shall deliver to the Secretary of State for filing an annual report that states (the name of the limited partnership or foreign limited partnership, (2) the street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this state, (3) in the case of a limited partnership, the street and mailing address of its principal office, and (4) in the case of a foreign limited partnership, the State or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under Section 905. (215/210)

INDIANA

The **Articles of Incorporation** must set forth the street address of the **corporation's** initial registered office in Indiana and the name of its initial registered agent at that office; and the name and address of each incorporator. The articles of incorporation may set forth the names and addresses of the individuals who are to serve as the initial directors. (IC 23-1-21-2, Sec.2)

Each **corporation** must continuously maintain in Indiana: A **registered office**; and a **registered agent**, who must be: (a) an individual who resides in Indiana and whose business office is identical with the registered office; (b) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (c) a foreign corporation or not-for-profit foreign corporation authorized to transact business in Indiana whose business office is identical with the registered office. (IC 23-1-24-1, Sec.1)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (IC 23-1-52-1, Sec.1)

Each **domestic corporation** and each **foreign corporation** authorized to transact business in Indiana shall deliver a **biennial report** to the secretary of state for filing that sets forth:

- (1) the name of the corporation and the state or country under whose law it is incorporated;
- (2) the address of its registered office and the name of its registered agent at that office in Indiana;
- (3) the address of its principal office; and
- (4) the names and business addresses of its directors, secretary, and the highest executive officer of the corporation. (IC 23-1-53-3, Sec.3)

The **Articles of Organization** must set forth the street address of the **limited liability company's** initial registered office in Indiana and the name of its initial registered agent at that office; if the articles of organization provide for a manager or managers, a statement to that effect. (IC 23-18-2-4, Sec 4)

Each **limited liability company** must continuously maintain in Indiana: A **registered office**; and a **registered agent**, who must be: (a) an individual who resides in Indiana and whose business office is identical with the registered office; (b) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (c) a foreign corporation or not-for-profit foreign corporation authorized to transact business in Indiana whose business office is identical with the registered office. (IC 23-18-2-10, Sec.10)

A **limited liability company** must keep at its principal office the following records and information: a list with the full name and last known mailing address of each member and manger, if any, of the **limited liability company** from the date of organization. (IC 23-18-4-8, Sec.8)

Each **domestic limited liability company** and each **foreign limited liability company** authorized to transact business in Indiana shall deliver a **biennial report** to the secretary of state for filing that sets forth:

- (1) the name of the limited liability company
- (2) the address of its registered office and the name of its registered agent at that office in Indiana;
- (3) the address of its principal office (IC 23-18-12-11, Sec.11)

To form a **limited partnership** a **certificate of limited partnership** must be executed and filed in the office of the secretary of state. The certificate must include the following: the address of the office and the name and address of the agent for service of process required to be maintained by IC 23-16-2-3(Sec 3); the name and the business address of each general partner. (IC 23-16-3-2, Sec 2). Each **limited partnership** shall continuously maintain: an office at an address set forth in the **certificate of limited partnership** that may be (but need not be) a place of its business in Indiana; and must be the repository for the records required to be maintained by section 6 of this chapter and a **registered agent**, whose business address is in Indiana, which agent must be: (a) an individual resident of Indiana or (b) a domestic corporation or a foreign corporation authorized to do business in Indiana.(IC 23-16-2-3, Sec.3)

Each **limited partnership** shall keep at the office the following: a current list of the full name and last known mailing address of each partner (specifying separately the general partners and the limited partners) in alphabetical order.(IC 23-16-2-6, Sec 6)

To qualify as a **limited liability partnership** the registration with the secretary of state must state the address of the partnership's principal office and the name of the partnership's registered agent and the address of the partnership's registered office for service of process as required to be maintained by section 50 of this chapter.(IC 23-4-1-45)

A **limited liability partnership and a foreign limited liability partnership** must continuously maintain in Indiana a registered office, a registered agent , who must be one (1) of the following: an individual who resides in Indiana and whose business office is identical with the registered office; a domestic limited liability partnership, domestic limited liability company, domestic corporation, or nonprofit domestic corporation whose business office is identical with the registered office; or a foreign limited liability partnership, foreign limited liability company, foreign corporation, or nonprofit foreign corporation

authorized to transact business in Indiana whose business office is identical with the registered office.
(IC 23-4-1-50, Sec.1)

Corporations in Iowa must continuously maintain in Iowa: (1) A **registered office** that may be the same as any of its places of business; (2) A **registered agent**, who may be any of the following:

- a. An individual who resides in this state and whose business office is identical with the registered office.
- b. A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office.
- c. A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (490.501)

A **corporation** or its agent shall maintain a **record of its shareholders** in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of shares held by each; A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Furthermore, a corporation shall keep a copy of the following records: A list of the names and business addresses of its current directors and officers. (490.1601)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the secretary of state for filing a **biennial report** that sets forth all of the following: The address of its registered office and the name of its registered agent at that office in this state, together with the consent of any new registered agent; The address of its principal office; The names and addresses of the president, secretary, treasurer, and one member of the board of directors. (490.1622)

A **corporation** may establish a procedure by which the beneficial owner of shares that are registered in the name of a nominee is recognized by the corporation as the shareholder. (490.723)

Each **Limited Liability Company** must continuously maintain in this state each of the following: (1) A **registered office** that may be the same as any of its places of business. (2) A **registered agent** who may be any of the following:

- a. An individual who is a resident of this state and whose business office is identical with the registered office.
- b. A domestic corporation, domestic limited liability company, or not-for-profit domestic corporation whose business office is identical with the registered office.
- c. A foreign corporation, foreign limited liability company, or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (490A.501)

Each **limited liability company** shall keep at its principal office the following: A current **list** of the full name and last known business address of each member and manager. (490A.709)

Each **partnership** (qualified under section 486A.1001) shall continuously maintain in Iowa the following: (1) A **registered office**; (2) A **registered agent**, who is one of the following:

- a. An individual who resides in this state and whose business office is identical with the registered office.

- b. A domestic corporation whose business office is identical with the registered office.
- c. A foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (486A.1211)

A **limited partnership** shall maintain at its designated office all of the following information: A current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (488.111)

A **limited partnership** shall designate and continuously maintain in this state both of the following: (1) An **office**, which need not be a place of its activity in this state; (2) An **agent for service of process**; (3) A foreign limited partnership shall designate and continuously maintain in this state an agent for service of process; (4) An agent for service of process of a limited partnership or foreign limited partnership must be an individual who is a resident of Iowa or other person authorized to do business in this state. (488.114)

A **limited partnership** or a foreign limited partnership authorized to transact business Iowa shall deliver to the secretary of state for filing a **biennial report** that states the following: (1) The street and mailing address of its designated office and the name and street and mailing address of its agent for service of process in this state; (2) In the case of a limited partnership, the street and mailing address of its principal office; (3) If a filed biennial report contains an address of a designated office or the name or address of an agent for service of process which differs from the information shown in the records of the secretary of state immediately before the filing, the differing information in the biennial report is considered a statement of change under section. (488.210)

KANSAS

Any records maintained by a **corporation** in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or by means of, or be in the form of any information storage device or method provided that the records so kept can be converted into clearly legible paper form within a reasonable time. Any corporation shall so convert any records so kept upon the request of any person entitled to inspect the same. (17-6514)

Every domestic **corporation** organized for profit shall make an **annual report** in writing to the secretary of state. The report shall contain the following information: The names and addresses of the president, secretary, treasurer or equivalent of such officers and members of the board of directors. (17-7503)

Every **corporation** organized not for profit shall make an **annual report** in writing to the secretary of state. The report shall contain the following information: The names and addresses of the president, secretary and treasurer or equivalent of such officers, and the members of the governing body. (17-7504)

Each **limited liability company** shall have and maintain in the state of Kansas: (1) A **registered office**, which may but need not be a place of its business in the state of Kansas; and (2) A **resident agent** for service of process on the limited liability company, which agent may be either an individual resident of the state of Kansas whose business office is identical with the limited liability company's registered office, or a domestic corporation, or a domestic limited partnership, or a domestic limited liability company, or a domestic business trust or a foreign corporation, or a foreign limited partnership, or a foreign limited liability company authorized to do business in the state of Kansas having a business office identical with such registered office, which is generally open during normal business hours to accept service of process and otherwise perform the functions of a resident agent, or the limited liability company itself. (17-7666)

In order to form a **limited liability company**, **articles of organization** shall be filed with the secretary of state and set forth: (1) the address of the registered office and the name and address of the resident agent for service of process required to be maintained by K.S.A. 2006 Supp. 17-7666, and amendments thereto. (17-7673)

Each **limited partnership** shall have and maintain in the state of Kansas: (1) a **registered office**, which may but need not be a place of its business in the state of Kansas; and (2) a **resident agent** for service of process on the limited partnership at the registered office, which agent may be either an individual or a domestic corporation or the limited partnership itself. (56-1a104)

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed and filed in the office of the secretary of state. Such certificate shall set forth: (1) the address of the registered office and the name and address of the resident agent for service of process required to be maintained by K.S.A. 56-1a104 and amendments thereto; (2) the name and the business or residence address of each general partner. (56-1a151)

A partnership may become a **limited liability partnership**. In order to form a limited liability partnership a **statement of qualification** must be filed with the secretary of state and set forth: 1) the name of the partnership; 2) the street address of the partnership's principal office and, if different, the street address of an office in this state, if any; 3) if there is no office in this state, the name and street address of the partnership's agent for service of process who must be an individual resident of this state or any other person authorized to do business in this state; 4) a statement that the partnership elects to be a limited liability partnership; and 5) a deferred effective date, if any. (56a-1001).

No **foreign corporation** shall do any business in the state through or by branch offices, agents or representatives located in the state, until it has filed an **application for authority** to engage in business in the state as a foreign corporation. (17-7301).

Foreign corporations doing in business in the state who own or use a part or all of its capital in the state of Kansas shall file an **annual report** with the Secretary of State. The report shall be filed at the time prescribed by law for filing the corporation's annual Kansas income tax return. The report shall state the name of the corporation and under the laws of what state or country it is incorporated, the location of its principal office, the names and addresses of the president, secretary, treasurer or equivalent of such officers, and members of the board of directors, the number of shares of capital stock issued, the nature and kind of business in which the company is engaged, and if the corporation is a parent corporation holding more than 50% equity ownership in any other business entity registered with the secretary of state, the name and identification number of any such subsidiary business entity. If the foreign corporation holds agricultural land, the report shall also state the acreage and location listed by the section, range, township and county of each lot in the state owned or leased by or to the corporation, the purposes for which such agricultural land is owned or leased and if leased to whom such land is leased, the value of the nonagricultural assets and the agricultural assets, stated separately, owned and controlled by the corporation both within and without the state of Kansas and where situated, the total number of stockholders of the corporation, and whether any of the agricultural land was acquired after July 1, 1981. If the agricultural land is being irrigated the report shall also state the number of acres of agricultural land being irrigated. (17-7505)

KENTUCKY

The Secretary of State's duty to file documents under this section shall be ministerial. (271B.1-250)

The **articles of incorporation shall set forth**: (1) The street address of the **corporation's** initial registered office and the name of its initial registered agent at that office; (2) The mailing address of the corporation's principal office; and (3) The name and mailing address of each incorporator. The articles of incorporation **may set forth**: (1) The names and mailing addresses of the individuals who are to serve as the initial directors. (271B.2-020)

Each **corporation** shall continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: (a) An individual who resides in this state and whose business office is identical with the registered office; (b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; (c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office; (d) A domestic limited liability company or a foreign limited liability company authorized to transact business in the state whose business office is identical with the registered office; or (e) A domestic limited partnership or foreign limited partnership authorized to transact business in the state whose business office is identical with the registered office. (271B.5-010)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, by class of shares showing the number and class of shares held by each. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (271B.16-010)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the Secretary of State for filing an **annual report** that sets forth: The address of its registered office and the name of its registered agent at that office in this state; The address of its principal office; and the names and business addresses of its directors and principal officers. (271B.16-220)

Each **corporation** shall continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: (a) An individual who resides in this state and whose business office is identical with the registered office; (b) A domestic corporation or nonprofit domestic corporation whose business office is identical with the registered office; (c) A foreign corporation or nonprofit foreign corporation authorized to transact business in this state whose business office is identical with the registered office; or (d) A domestic limited liability company or a foreign limited liability company authorized to transact business in the state whose business office is identical with the registered office. (273.182)

The **articles of incorporation** shall set forth: The street address of the **corporation's** initial registered office and the name of its initial registered agent at that address; The mailing address of the corporation's principal office; The number of directors constituting the initial board of directors, and the names and mailing addresses of the persons who are to serve as the initial directors; and the name and mailing address of each incorporator. (273.247)

The Secretary of State's duty to file documents under this section shall be ministerial. (273.2524)

One (1) or more persons may serve as the organizer and form a **limited liability company** by delivering articles of organization to the Secretary of State for filing. It shall not be necessary that the person or persons be members of the limited liability company. (275.020)

The **articles of organization** shall set forth: The street address of **the limited liability company's** initial registered office, and the name of its initial registered agent at that office; The mailing address of the initial principal office of the limited liability company. (275.025)

Each domestic **limited liability company** and each **foreign limited liability company** authorized to transact business in the Commonwealth pursuant to KRS 275.380 to 275.450 shall continuously maintain in this Commonwealth: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent** who shall be either: (a) An individual who is a resident of this Commonwealth and whose business office is identical with the registered office; (b) A domestic corporation, domestic limited liability company, or not-for profit domestic corporation whose business office is identical with the registered office; or (c) A foreign corporation, foreign limited liability company, or not-forprofit foreign corporation authorized to transact business in this Commonwealth whose business office is identical with the registered office. (275.115)

A **limited liability company** shall keep at its principal office or other location as set forth in a written operating agreement, the following: A current **list**, and all past lists, setting forth the full name and last known mailing address of each member and, if any, each manager. (275.185)

Each domestic **limited liability company**, and each **foreign limited liability company** authorized to transact business in this Commonwealth, shall deliver to the Secretary of State for filing an **annual report** that sets forth: (1) The address of its registered office and the name of its registered agent at that office in this state; (2) The address of its principal office; and (3) The names and business addresses of its managers, if management is vested in managers, or one (1) or more designated members, if management is vested in members. (275.190)

Each **limited partnership** shall continuously maintain in this state: (a) An **office** which may, but need not be, a place of its business in this state, at which shall be kept the records required by KRS 362.409 to be maintained; and (b) An **agent for service of process** on the limited partnership, which agent shall be an individual resident of this state, a domestic corporation, a foreign corporation authorized to do business in this state, a domestic limited liability company, or a foreign limited liability company authorized to do business in this state. (362.407)

Each **limited partnership** shall keep, at the office referred to in KRS 362.407(1), the following records: A current **list** of the full names and last known business, residence, or mailing addresses of all partners, separately identifying in alphabetical order the general partners and the limited partners. (362.409)

In order to form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed with the Secretary of State. The certificate shall set forth: (1) The address of the office and the name and address of the agent for service of process required to be maintained by KRS 362.407; (2) The name and the business address of each general partner; (3) A mailing address for the limited partnership. (362.415)

Each **limited liability partnership** and each **foreign limited liability partnership** authorized to transact business in this Commonwealth pursuant to KRS 362.1-1101 to 362.1-1104 shall file an **annual report** in the office of the Secretary of State which contains: (1) The street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this Commonwealth, if any; and (2) The address of its registered office and the name of its registered agent in this Commonwealth. (362.1-121)

A **limited partnership** shall maintain at its designated office the following information: (1) A current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (362.2-111)

A **limited partnership** shall designate and continuously maintain in this Commonwealth: (1) A designated **office**, which need not be a place of its activity in this Commonwealth; and (2) A **registered office and agent for service of process** at that office. A foreign limited partnership shall designate and continuously maintain in this Commonwealth a registered office and agent for service of process at that office. A registered agent shall be: (a) An individual who is a resident of this Commonwealth and whose business office is identical with the registered office; (b) A domestic corporation, domestic limited liability company, or domestic nonprofit corporation whose business office is identical with the registered office; or (c) A foreign corporation, foreign limited liability company, or foreign nonprofit corporation authorized to transact business in this Commonwealth whose business office is identical with the registered office. (362.2-114)

LOUISIANA

The *articles of incorporation* shall set forth: (1) The location and address of its registered office, not a post office box only; (2) The full name and address of each registered agent, not a post office box only; (3) The full name and address of each incorporator; (4) The names, addresses, and terms of office of the initial directors, not a post office box only. (203)

On or before the anniversary date each year of the **corporation**, an officer or director of each corporation shall make and sign in its name a *report to the secretary of state*, stating: (1) The post office address and the municipal address or location, which shall not be a post office box only, of its registered office; (2) The name and post office address and municipal address or location, which shall not be a post office box only, of each registered agent; (3) The names and municipal address, which shall not be a post office box only, of all of its directors and officers, and when the term of each expires. (205.1)

Every **corporation** shall keep at its registered office, or at its principal place of business or at the office of a transfer agent in or outside of this state, a *share register, or a stock certificate record*, giving the names of the shareholders, and showing their respective addresses, as and if furnished by each shareholder, the number and classes of shares held by each, and the dates on which the certificates were issued. If the records required by subsections A and B of this section are not kept at the registered office, information as to their location shall be made available at the registered office. Such records may be in written form or in any other form capable of being converted into written form within a reasonable time. (103)

Every **corporation** shall *keep at its registered office* (1) records of the meetings of its members and directors, and of committees of the board, share and membership records giving the names and addresses of the members in alphabetical order by classes and series and the number of shares held by each, and records of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The records listed in subsection A of this section may be in written form or in any other form capable of being converted into written form within a reasonable time. (223)

Every **corporation** shall continuously maintain an office in this state, to be known as its *registered office*. The location and post office address of the original registered office shall be stated in the articles, as provided in R.S. 12:203. Within thirty days after a change is made to the location of the registered office, notice of the change, and of the address of the new registered office, shall be filed with the Secretary of State and with the recorder of mortgages of the parish in which the new office is located. Every corporation shall continuously maintain in this state at least one registered agent, which agent may be either: (i) An individual who is a resident of this state; (ii) A partnership which is authorized to practice law in this state, or (iii) A business corporation, or a foreign corporation authorized to transact business in this state, which is authorized by its articles or certificate of incorporation to act as the agent of a corporation for service of process, and which has on file with the secretary of state a certificate or

amended certificate setting forth the names of at least two individuals at its address in this state, each of whom is authorized to receive any process served on it as such agent.

The full name and address of the agent shall be stated in the articles, as provided in R.S. 12:203. The Secretary of State and each recorder of mortgages shall keep in their respective offices, **for public inspection**, a permanent record of registered offices and agents, showing all changes therein and the date of each change. (236)

Each **foreign corporation** authorized to transact business in this state shall have and continuously maintain in this state: (1) At least one **registered agent**, which agent may be either (a) an individual resident in this state whose business office is identical with the corporation's registered office, (b) an individual attorney or a partnership which is authorized to practice law in this state, or (c) a domestic corporation, or a foreign corporation authorized to transact business in this state, which has a business office identical with such registered office, which is authorized by its articles or certificate of incorporation to act as the agent of a corporation for service of process, and which has on file with the secretary of state both a certificate or amended certificate setting forth the names of at least two individuals in such office, each of whom is authorized to receive any process served on it as such agent and a notarized affidavit of acknowledgement and acceptance signed by each registered agent; (2) A **registered office**, which may, but need not, be the same as its business office in this state.

-Every corporation shall keep at its principal place of business in or outside the state, records in written form or in any other form capable of being converted into written form within a reasonable time, showing correct accounts of its properties and business transactions in this state. (308)

Each **foreign corporation** authorized to transact business in this State shall file, within the time prescribed in Subsection B of this Section, an **annual report** setting forth: (1) The address of its registered office in this state, if changed since its last previous annual report; (2) The address of its principal office in the state or country under the laws of which it is incorporated, and of its principal business office outside of this state, if changed since its last previous annual report; (3) The name of its registered agent in this state, if changed since its last previous annual report; (4) The names and addresses of its directors and officers; (5) The municipal address of its principal business establishment in this state, if changed since its last previous annual report. (309)

§1319 Each **limited liability company** shall keep at its registered office the following: (1) A current **list** of the full name and last known business address of each member and manager, if management is vested in one or more managers pursuant to R.S. 12:1312. (1319)

On or before the anniversary date of its qualification, each **foreign limited liability company** authorized to transact business in this state shall file an **annual report** each year with the secretary of state, signed by a member or manager, stating: (1) The address of the registered office in the jurisdiction of organization and the address of its principal business office outside of this state; (2) The address of the principal business establishment in this state, the address of the registered office in this state, and the name and address of its registered agent in this state. (1350.1)

Before commencing business, the president, treasurer and a majority of the directors of any **corporation** chartered by special act of the Legislature shall prepare a **certificate** setting forth the date of approval of its charter, the name and purposes of the corporation, the amount of capital stock, the amount already paid in, the par value of the shares having par value and the number of shares without par value, the names and residences of the owners, the name of the county where it is located, the number and names of the directors and the name and residence of the clerk, and shall sign and make oath to it. Such certificate shall be recorded in the registry of deeds in the county where its principal office is to be located in a book kept for that purpose and a copy thereof, certified by such register, shall be filed in the office of the Secretary of State, who shall enter the date of filing thereon and on the original certificate to be kept by the corporation and shall record said copy in a book kept for that purpose. From the time of filing such certificate in the office of the Secretary of State, the stockholders of said corporation, their successors and assigns shall be a corporation. (43)

The Secretary of State's duty to file a document under this section is ministerial. (127)

The Secretary of State may provide **public access to the database** of the Department of the Secretary of State through a dial-in modem, public terminals and electronic duplicates of the database. If access to the database is provided to the public, the Secretary of State may adopt rules to establish a fee schedule and governing procedures. Rules adopted pursuant to this section are routine technical rules as defined in Title 5, chapter 375, subchapter 2-A.. (142)

The **articles of incorporation** of a **corporation** **must set forth**: (1) A corporate name for the corporation that satisfies the requirements of section 401; (2) The street address and a mailing address, if different, of the corporation's initial registered office and the name of its initial clerk at that office. For the address, a post office box alone is not sufficient to meet the requirements of this paragraph; and (3) The name and address of each incorporator. The articles of incorporation of a corporation **may set forth**: The names and addresses of the individuals who are to serve as the initial directors. (202)

After fixing a record date for a meeting called pursuant to subchapter I, a corporation shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must be classified by voting group, and within each voting group by class or series of shares, and must show the address of and number of shares held by each shareholder. In the case of a close corporation, the requirement of a shareholders list may be satisfied by a stock transfer book or records, which need not be maintained in alphabetized order and need not contain the addresses of shareholders so long as the address of each shareholder is otherwise maintained in the records of the corporation.--The shareholders list must be available for inspection by any shareholder, beginning 2 business days after notice of the meeting for which the list was prepared is given, or the next business day in the case of a close corporation that has provided fewer than 10 days' notice of such meeting, and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or the shareholder's agent or

attorney is entitled on written demand to inspect and, subject to the requirements of section 1602, subsection 4, to copy the list, during regular business hours and at the shareholder's expense, during the period it is available for inspection. --If the corporation refuses to allow a shareholder or the shareholder's agent or attorney to inspect the shareholders list before or at the meeting or copy the list as permitted by subsection 2, the Superior Court of the county where a corporation's principal office is located, or, if there is no principal office located in this State, where the corporation's registered office is located, on application of the shareholder may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete. (721)

A **corporation** or its agent shall maintain a **record of its shareholders** in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office or its registered office: (1) Its articles or restated articles of incorporation, all amendments to them currently in effect and any notices to shareholders referred to in section 121, subsection 10, paragraph E regarding facts on which a filed document is dependent; (2) A list of the names and business addresses of its current directors and officers. (1601)

For purposes of this section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on the shareholder's behalf. --A shareholder of a **corporation** is entitled to **inspect** and copy during regular business hours at the corporation's principal office or its registered office, if the corporation keeps such records at its registered office, any of the records of the corporation described in section 1601, subsection 5 if the shareholder gives the corporation written notice of the shareholder's demand at least 5 business days before the date on which the shareholder wishes to inspect and copy, except that a shareholder's rights under this subsection are subject to any reasonable restrictions on the disclosure of financial information about the corporation that are set forth in the corporation's articles of incorporation or bylaws. --Nothing in this section affects: (1) The right of a shareholder to inspect records under section 721 or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or (2) The power of a court, independently of this Act, to compel the production of corporate records for examination. (1602)

Each **domestic corporation**, unless excused as provided in subsection 4 or excluded by subsection 6, and each foreign corporation authorized to do business in this State, shall deliver to the Secretary of State for filing, within the time prescribed by this section, an **annual report** setting forth: (1) The name of the domestic or foreign corporation and the jurisdiction of its incorporation; (2) The address of the registered office of the domestic or foreign corporation in this State; the name of its clerk, if a domestic corporation, or its registered agent in this State, if a foreign corporation; and, if a foreign corporation, the address of its principal office, wherever located. The address of a registered office must include the street or rural route number, town or city and state; (3) A brief statement of the character of the business in which the domestic or foreign corporation is actually engaged in this State, if any; and (4)

The name and business or residence address of the president or chief executive officer, the treasurer or chief financial officer and directors or, if no directors, shareholders of the domestic or foreign corporation, including the street or rural route number, town or city and state. (1621)

Each **limited liability company** shall have and maintain: (1) A **registered office** in this State, which may be the same as its place of business; and (2) A registered agent for service of process on a limited liability company. The agent may be either: (1) An individual resident of this State whose business office or residential address is identical with the limited liability company's registered office; or (2) A domestic or foreign corporation, whether business or nonprofit, authorized to do business or carry on activities in this State whose registered office also serves as the registered office of the limited liability company. (607)

In order to form a **limited liability company**, **articles of organization** must be filed with the Secretary of State. The articles must set forth: (1) The name of the limited liability company; (2) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by section 607; (3) If management of the limited liability company is vested in a manager or managers: (1) A statement to that effect; (2) The minimum and maximum number of managers permitted; and (3) If the initial managers have been selected, the name and the business, residence or mailing address of each initial manager. (622)

A **foreign limited liability company** may apply to the Secretary of State to do business in this State under a name that conforms with the requirements of section 603-A, subsection 1. The name does not need to be the same as the name under which it is authorized to do business in the jurisdiction of its organization.--Each foreign limited liability company must have and maintain in this State: (1) A registered office, which may or may not be a place of its business in this State; and (2) A registered agent for service of process on a limited liability company. The agent may be either: (1) An individual resident of this State whose business office or residential address is identical with a limited liability company's registered office; or (2) A domestic or foreign corporation, whether business or nonprofit, authorized to do business or carry on activities in this State whose registered office must also serve as the registered office of a limited liability company. (714)

Each **domestic limited liability company** and each **foreign limited liability company** authorized to do business in this State shall file, within the time prescribed by this chapter, an **annual report** setting forth: (1) The name of the limited liability company; (2) The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited liability company, the address of its registered or principal office; (3) A brief statement of the character of the business in which the limited liability company is actually engaged in this State, if any; and (4) The name and business or residence address of each manager or, if there are no managers, each member, including the street or rural route number, town or city and state. (757)

Each **limited partnership** shall have and maintain: (1) A **registered office** in this State, which may, but need not, be the same as its place of business; and (2) A **registered agent** for service of process on the limited partnership. The agent may be either: (a) An individual resident of this State whose business office or residential address is identical with the limited partnership's registered office; or (b) A domestic or foreign limited partnership, whether business or nonprofit, authorized to do business or carry on activities in this State whose registered office also serves as the registered office of the limited partnership. (1314 – section effective 7/1/07)

In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be delivered to the Secretary of State for filing. The certificate must state: (1) The name of the limited partnership, which must comply with section 1308; (2) The street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process; and (3) The name and the street and mailing address of each general partner. (1321 – section effective 7/1/07)

Each **domestic limited partnership** and each **foreign limited partnership** authorized to do business in this State shall file, within the time prescribed by this chapter, an **annual report**.-- The annual report must set forth: (1) The name of the limited partnership; (2) The name of its registered agent and the address of its registered office in this State, including the street or rural route number, town or city and state, and, in the case of a foreign limited partnership, the address of its registered or principal office; (3) A brief statement of the character of the business in which the limited partnership is actually engaged in this State, if any; and (4) The name and business or residence address of each general partner, including the street or rural route number, town or city and state. (1330 – section effective 7/1/07)

The Secretary of State's duty to file documents under this chapter is ministerial. (1455)

MARYLAND

The **articles of incorporation** shall include: (1) The name and address of each incorporator; (2) The address of the principal office of the **corporation**; (3) The name and address of the resident agent of the corporation; (4) The number of directors and the names of those individuals who will serve as directors until their successors are elected and qualify. (2-104)

Each Maryland **corporation** shall have: (1) A **principal office** in this State; and (2) At least one **resident agent** who shall be either: (i) A citizen of this State who resides here; or (ii) A Maryland corporation; (b) Notice by corporation of designation or change of resident agent or address. A corporation may designate or change its resident agent or principal office by filing for record with the Department a certified copy of a resolution of its board of directors which authorizes the designation or change. A corporation may change the address of its resident agent by filing for record with the Department a statement of the change signed by its president or one of its vice-presidents. (2-108)

Each **corporation** shall keep correct and complete: (1) **Books and records** of its accounts and transactions; and (2) Minutes of the proceedings of its stockholders and board of directors and of any executive or other committee when exercising any of the powers of the board of directors. The books and records of a corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. (2-111)

Contents of the **Articles of organization**: The address of its principal office in this State and the name and address of its resident agent. (4A-204)

Each **limited liability company** shall have: (1) A **principal office** in the State; and (2) At least one **resident agent** who shall be: (i) A citizen of the State who resides in the State; (ii) A Maryland corporation; or (iii) A Maryland limited liability company. (4A-210)

A partnership formed in accordance with an agreement governed by the laws of this State may register as a **limited liability partnership** by filing with the Department a **certificate of limited liability partnership** which sets forth: (1) The address of its principal office in this State and the name and address of its resident agent. (9A-1001)

Limited liability partnerships shall have: (1) A **principal office** in the State; and (2) At least **one resident agent** who shall be: (i) A citizen of this State who resides in the State; (ii) A Maryland corporation; or (iii) A Maryland limited liability company. (9A-1005)

Certification of **beneficial owners of stock**: (a) Adoption of resolution providing procedure.- If the charter or bylaws of a corporation so provide the board of directors may adopt by resolution a procedure by which a stockholder of the corporation may certify in writing to the corporation that any shares of stock registered in the name of the stockholder are held for the account of a specified person other than the stockholder. (b) Contents of board resolution.- The resolution shall set forth:

(1) The class of stockholders who may certify; (2) The purpose for which the certification may be made; (3) The form of certification and the information to be contained in it; (4) If the certification is with respect to a record date or closing of the stock transfer books, the time after the record date or closing of the stock transfer books within which the certification must be received by the corporation; and (5) Any other provisions with respect to the procedure which the board considers necessary or desirable. (2-514)

Effect of certification.- On receipt of a certification which complies with the procedure adopted by the board in accordance with this section, the person specified in the certification is, for the purpose set forth in the certification, the **holder of record** of the specified stock in place of the stockholder who makes the certification. (2-514)

Each **limited partnership** shall have: (1) A **principal office** in this State; and (2) At least one **resident agent** who shall be either: (i) A citizen of the State who resides here; or (ii) A Maryland corporation. (b) Designation or change of principal office, resident agent, or address of resident agent. (10-104)

To form a **limited partnership**, a **certificate of limited partnership** must be executed. It shall be filed with the Department and set forth: (1) The address of its principal office in this State and the name and address of its resident agent; (2) The name and the business, residence, or mailing address of each general partner. (10-201)

REGISTERED OFFICE AND REGISTERED AGENT

Each **corporation** shall continuously maintain in the commonwealth:

- (1) a registered office that may, but need not be, the same as any of its places of business; and
- (2) a registered agent who may be any of the following individuals or entities whose business office is also the registered office of the corporation:
 - (i) an individual, including the secretary or another officer of the corporation;
 - (ii) a domestic corporation or not-for-profit domestic corporation; or
 - (iii) a foreign corporation or not-for-profit foreign corporation qualified to do business in this commonwealth. (G.L. c.156D § 5.01)

CORPORATE RECORDS

- (a) A **corporation** shall keep as permanent records minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.
- (b) A corporation shall maintain appropriate accounting records.
- (c) A corporation or its agent shall maintain a record of its shareholders, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each.
- (d) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- (e) A corporation shall keep within the commonwealth a copy of the following records at its principal office or an office of its transfer agent or of its secretary or assistant secretary or of its registered agent:
 - (1) its articles or restated articles of organization and all amendments to them currently in effect;
 - (2) its bylaws or restated bylaws and all amendments to them currently in effect;
 - (3) resolutions adopted by its board of directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

- (4) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past 3 years;
- (5) all written communications to shareholders generally within the past 3 years, including the financial statements furnished under section 16.20 for the past 3 years;
- (6) a list of the names and business addresses of its current directors and officers; and
- (7) its most recent annual report delivered to the secretary of state under section 16.22. (G.L. c. 156D § 16.01)

ARTICLES OF ORGANIZATION

(a) The articles of organization shall set forth:

- (1) a corporate name for the **corporation** that satisfies the requirements of section 4.01;
- (2) the number of shares the corporation is authorized to issue, and any required description of additional classes or series of shares, in conformity with section 6.01; and
- (3) the name and address of each incorporator.

(b) The articles of organization may set forth:

(1) provisions not inconsistent with law regarding:

- (i) the purpose or purposes for which the corporation is organized;
 - (ii) managing the business and regulating the affairs of the corporation;
 - (iii) defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders or any class thereof;
 - (iv) a par value for authorized shares or classes of shares;
 - (v) the imposition of personal liability on shareholders for the debts of the corporation to a specified extent and upon specified conditions; or
 - (vi) the voluntary dissolution of the corporation; and
- (2) any provision that under this chapter is required to be set forth in the articles of organization in order for the subject matter of the provision to be effective or is permitted to be set forth in such articles;
 - (3) any provision that under this chapter is required or permitted to be set forth in the bylaws; and

(4) a provision eliminating or limiting the personal liability of a director to the corporation for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; but the provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for improper distributions under section 6.40, or (iv) for any transaction from which the director derived an improper personal benefit.

(c) The articles of organization need not set forth any of the corporate powers enumerated in this chapter.

(d) The form on which articles of organization are filed shall also include the following supplemental information, which is not to be considered a part of the articles:

(1) the street address of the initial registered office of the corporation;

(2) the names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation;

(3) the name of its initial registered agent at its registered office;

(4) the fiscal year of the corporation that is initially adopted; and

(5) such other supplemental information as the secretary of state may require, including (i) a brief description of the type of business in which the corporation intends to engage or its SIC code, and (ii) the federal tax identification number of the corporation. (G.L. c.156D § 2.02)

ANNUAL REPORT FOR SECRETARY OF STATE

(a) Each **domestic corporation**, and each **foreign corporation** authorized to transact business in the commonwealth, shall deliver to the secretary of state for filing an annual report that sets forth:

(1) the name of the corporation and the state or country under whose law it is incorporated;

(2) the address of its registered office and the name of its registered agent at that office in the commonwealth;

(3) the address of its principal office;

(4) the names and business addresses of its directors, officers required by section 8.40(a), and chief executive officer and chief financial officer, if different;

(5) A brief description of its activities in the commonwealth.

(6) the total number of authorized shares, itemized by class and series, if any, within each class;

(7) the total number of issued and outstanding shares, itemized by class and series, if any, within each class; and

(8) the fiscal year of the corporation.

(b) Information in the annual report shall be current as of the date the annual report is executed on behalf of the corporation.

(c) The annual report shall be delivered to the secretary of state within 2 1/2 months after the end of the fiscal year of the corporation. (G.L. c. 156D § 16.22)

Each **limited liability company** shall have and maintain in the commonwealth: (1) an **office**, which may but need not be a place of its business in the commonwealth at which shall be kept the records required by section nine to be maintained; and (2) a **resident agent for service of process** on the limited liability company, which agent must be an individual resident of the commonwealth, a domestic corporation, or a foreign corporation authorized to do business in the commonwealth. (Chapter 156C, Sec. 5)

Each **limited liability company** shall keep at the office referred to in clause (1) of section five the following: (1) a current **list** of the full name and last known address of each member and manager; (2) a copy of the certificate of organization and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. The current list of names and addresses of the members shall be made available to the state secretary within five business days of receipt of a written request by said state secretary or by the director of the securities division of the state secretary's office stating that such information is required in connection with an investigatory or enforcement proceeding. (Chapter 156C, Sec. 9)

In order to form a **limited liability company**, one or more authorized persons must execute a **certificate of organization**. The certificate of organization shall be filed in the office of the state secretary and set forth: (1) the address of the office in the commonwealth required to be maintained by section five; (2) the name and address of the resident agent for service of process for the limited liability company required to be maintained by section five; (3) if the limited liability company has managers at the time of its formation, the name and address of each manager; (4) the name of any other person in addition to any manager who is authorized to execute any documents to be filed with the office of the state secretary and at least one such person shall be named if there are no managers; (5) if desired, the names of one or more persons authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property, whether to be recorded with a registry of deeds or a district office of the land court; and

-All limited liability companies formed under this chapter shall also file an **annual report** with the state secretary setting forth the information required in subsection (a). (Chapter 156C, Sec. 12)

Each **limited partnership** shall continuously maintain in the commonwealth: (1) an **office**, which may, but need not be a place of its business in the commonwealth, at which shall be kept the records

required by section five to be maintained; and (2) an *agent for service of process* on the limited partnership, which agent must be an individual resident of the commonwealth, a domestic corporation, or a foreign corporation authorized to do business in the commonwealth. (Chapter 109, Sec. 4)

Each **limited partnership** shall keep at the office referred to in clause (1) of section four the following: (1) a current *list* of the full name and last known business address of each partner, separately identifying in alphabetical order the general partners and the limited partners; (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed.

-The current *list* of names and addresses of the limited partners shall be made available to the secretary of state within five business days of receipt of a written request by said secretary or by the director of the securities division of the secretary of state's office stating that such information is required in connection with an investigatory or enforcement proceeding. (Chapter 109, Sec. 5)

In order to form a **limited partnership** a *certificate of limited partnership* shall be executed. The certificate shall be filed in the office of the secretary of state and shall set forth: (1) the address of the office and the name and address of the agent for service of process required to be maintained by section four; (2) the name and the business address of each general partner. (Chapter 109, Sec. 8)

1. CORPORATIONS

Formation of a corporation

The *articles of incorporation* shall contain all of the following: (a) The name of the **corporation**; (b) The street address, and the mailing address if different from the street address, of the corporation's initial registered office and the name of the corporation's initial resident agent at that address; (c) The names and addresses of the incorporators; (d) The duration of the corporation if other than perpetual. (450.1202, sec. 202)

Each **domestic corporation** and each **foreign corporation** authorized to transact business in this state shall have and continuously maintain in this state both of the following: (a) A *registered office* which may be the same as its place of business; (b) A *resident agent*, which agent may be either an individual resident in this state whose business office or residence is identical with the registered office, a domestic corporation, or a foreign corporation authorized to transact business in this state and having a business office identical with the registered office. (450.1241, sec. 241)

Internal affairs of corporation

The officer or agent having charge of the stock transfer books for shares of a **corporation** shall make and certify a complete *list* of the shareholders entitled to vote at a shareholders' meeting or any adjourned shareholders' meeting. The list shall be all of the following: (a) Arranged alphabetically within each class and series, with the address of and the number of shares held by each shareholder; (b) Produced at the time and place of the meeting; (c) Subject to inspection by any shareholder during the entire meeting. If the meeting is held solely by means of remote communication, then the list shall be open to the examination of any shareholder during the entire meeting by posting the list on a reasonably accessible electronic network and the information required to access the list shall be provided with the notice of the meeting; (d) Prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting. (450.1413, sec. 413)

Annual reporting requirement

A **domestic corporation** and each **foreign corporation** subject to chapter 10 shall file a *report* with the administrator no later than May 15 of each year, and shall contain the following information: (a) The name of the corporation; (b) The name of its resident agent and address of its registered office in this state; (c) The names and addresses of its president, secretary, treasurer, and directors; (d) General nature and kind of business in which the corporation is engaged. (450.1911, sec. 911)

Foreign corporation transacting business in state

To procure a certificate of authority to transact business in this state, a **foreign corporation** shall file with the administrator an application setting forth all of the following: (a) The name of the corporation and the jurisdiction of its incorporation. (b) The date of incorporation and the period of duration of the corporation. (c) The street address, and the mailing address if different from the street address, of its main business or headquarters office. (d) The street address of its **registered office** in this state, the mailing address if different from the street address, and the name of its **resident agent** in this state at the address, together with a statement that the resident agent is an agent of the corporation upon whom process against the corporation may be served. (e) The character of the business it is to transact in this state, together with a statement that it is authorized to transact such business in the jurisdiction of its incorporation. (f) Any additional information as the administrator may require in order to determine whether the corporation is entitled to a certificate of authority to transact business in this state and to determine the fees and taxes prescribed by law. (MCL 450.2015)

2. LIMITED LIABILITY COMPANIES

Formation of a limited liability company

The **articles of organization** shall contain all of the following: (a) The name of the **limited liability company**; (b) The street address, and the mailing address if different from the street address, of the limited liability company's initial registered office and the name of its initial resident agent at that address. (450.4203, sec. 203)

Each **domestic limited liability company** and **foreign limited liability company** authorized to transact business in this state shall have and continuously maintain in this state both of the following: (a) A **registered office** that may, but need not be, the same as its place of business; (b) A **resident agent**. The resident agent may be either an individual resident in this state whose business office or residence is identical with the registered office or any of the following having a business office identical with the registered office: (i) A domestic corporation; (ii) A foreign corporation authorized to transact business in this state; (iii) A domestic limited liability company; (iv) A foreign limited liability company authorized to transact business in this state. (450.4207, sec. 207)

Internal affairs of a limited liability company

A **limited liability company** shall keep at its **registered office** or principal place of business in this state all of the following: (a) A current **list** of the full name and last known address of each member and

manager; (b) A copy of the articles or restated articles of organization, together with any amendments to the articles. (450.4213, sec. 213)

Annual reporting requirement for limited liability company

A **domestic limited liability company or foreign limited liability company** authorized to transact business in this state shall file with the administrator an **annual statement** executed as provided in section 103 containing the name of its resident agent and the address of its registered office in this state. The statement shall be filed not later than February 15 of each year, except that a limited liability company formed after September 30 or a foreign limited liability company authorized to transact business in this state after September 30 need not file a statement on the February 15 immediately succeeding its formation or authorization. (MCL 450.4207(3))

Annual reporting requirement for professional limited liability company

In addition to the annual statement required in section 207(3), a **professional limited liability company** shall file with the administrator an **annual report**, together with a \$50.00 filing fee, listing the names and addresses of all members and managers and certifying that each member and manager is a licensed person in 1 or more of the professional services rendered by the company. (450.4909, sec. 909)

Foreign limited liability company transacting business in the state

Before transacting business in this state, a **foreign limited liability company** shall obtain a certificate of authority from the administrator. To obtain a certificate of authority, a foreign limited liability company shall file with the administrator an application, executed as provided in section 103, setting forth all of the following: (a) The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state. (b) The jurisdiction and date of its organization. (c) The address of its **registered office** in this state and the name of its **resident agent** at that address in accordance with section 207. (d) A statement that includes both of the following: (i) That the department is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed under subdivision (c), or, if appointed, the agent's authority has been revoked, the agent has resigned, or the agent cannot be found or served through the exercise of reasonable diligence. (ii) The name and address of a member, manager, or other person to whom the administrator is to send copies of any process served on the administrator. (e) The address of the office required to be maintained in the jurisdiction of its organization by the laws of that state or, if not required to maintain an office by the laws of that state, of the principal office of the foreign limited liability company. (f) Other additional information as may be necessary or appropriate in order to enable

the department to determine whether the limited liability company is entitled to transact business in this state. (MCL 450.5002)

3. LIMITED PARTNERSHIPS

Formation of a limited partnership

In order to form a **limited partnership** 2 or more persons shall execute a **certificate of limited partnership**. The certificate shall be filed in the office of the administrator and set forth all of the following: (1) The name of the limited partnership; (2) The general character of its business; (3) The address of the office and the name and address of the agent for service of process required to be maintained by section 105(a); (4) The name and the business or residence address of each partner, specifying separately the general partners and limited partners. (449.1201(a)(1)-(4), sec. 201(a)(10)-(4))

Maintaining an agent in state

Each **limited partnership** shall continuously maintain in this state both of the following: (1) An **office**, which may be but need not be a place of its business in this state, at which shall be kept the records required by section 106 to be maintained; (2) An **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. (449.1105, sec. 105)

Internal affairs of limited partnership

Each **limited partnership** shall keep at the office referred to in section 105(a)(1) all of the following: (1) a current **list** of the full name and last known business or residence address of each partner, specifying separately the general partners and limited partners and set forth in alphabetical order within each category; (2) a copy of the certificate of limited partnership and all certificates of amendment to that certificate, restated certificates of limited partnership and certificates filed pursuant to section 104(a), together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (449.1106, sec. 106)

Foreign limited partnership transacting business in the state

Before transacting business in this state, a **foreign limited partnership** shall register with the administrator. In order to register, a foreign limited partnership shall submit to the administrator an **application for registration** as a foreign limited partnership, signed and sworn to by a general partner

and setting forth all of the following: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) The state and date of its formation and the names and addresses of the governmental departments, agencies, or authorities in such state with which its certificate of limited partnership is currently on file and from which copies may be obtained; (3) The general character of the business it proposes to transact in this state; (4) The name and address of any **agent** for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint. The agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state; (5) A statement that the administrator is appointed the agent of the foreign limited partnership for service of process if an agent has not been appointed under subdivision (4) or, if appointed, the agent has resigned or the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, and the name and business or residence address of a general partner to whom the administrator is to send copies of any process served on the administrator; (6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (7) If the certificate of limited partnership filed in the foreign limited partnership's state of organization is not required to include the names and business or residence addresses of the partners, a **list** of the name and addresses. (449.1902, sec. 902)

MINNESOTA

DEFINITIONS: Control. "Control," including the terms "controlling," "controlled by," and "under common control with," means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract, or otherwise. A person's beneficial ownership of ten percent or more of the voting power of a corporation's outstanding shares entitled to vote in the election of directors creates a presumption that the person has control of the corporation. Notwithstanding the foregoing, a person is not considered to have control of a corporation if the person holds voting power, in good faith and not for the purpose of avoiding section [302A.673](#), as an agent, bank, broker, nominee, custodian, or trustee for one or more beneficial owners who do not individually or as a group have control of the corporation. (302A.011, subd. 48) **Owners.** "Owners" means shareholders in the case of a corporation or foreign corporation and members in the case of a limited liability company. (302A.011, subd. 57)

The [articles of incorporation](#) shall contain: (1) the address of the registered office of the corporation and the name of its registered agent, if any, at that address; (2) the name and address of each incorporator. (302A.111, subd. 1)

A **corporation** shall continuously maintain a [registered office](#) in this state. A registered office need not be the same as the principal place of business or the principal executive office of the corporation. If the current registered office address listed in the records of the secretary of state is not in compliance with section [302A.011, subdivision 3](#), the corporation must provide a new registered office address that is in compliance. A fee may not be charged if the registered office address is being changed only to bring the address into compliance. The new registered office address must have been approved by the board of directors. (302A.121, subd. 1)

A **corporation** may designate in its articles a [registered agent](#). The registered agent may be a natural person residing in this state, a domestic corporation, or limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. (302A.121 subd. 2)

A **corporation** shall keep at its principal executive office, or at another place or places within the United States determined by the board, a [share register](#) not more than one year old, containing the names and addresses of the shareholders and the number and classes of shares held by each shareholder. (302A.461, subd. 1)

A **corporation** shall keep at its principal executive office, or, if its principal executive office is outside of this state, shall make available at its registered office within ten days after receipt by an officer of the corporation of a written demand for them made by a person described in subdivision 4, originals or

copies of: A *statement of the names and usual business addresses of its directors and principal officers*. (302A.461, subd. 2)

A shareholder, **beneficial owner**, or a **holder of a voting trust** certificate of a corporation that is not a publicly held corporation has an absolute right, upon written demand, to examine and copy, in person or by a legal representative, at any reasonable time, and the corporation shall make available within ten days after receipt by an officer of the corporation of the written demand:

(1) the share register; and

(2) all documents referred to in subdivision 2.

(b) A shareholder, beneficial owner, or a holder of a voting trust certificate of a corporation that is not a publicly held corporation has a right, upon written demand, to examine and copy, in person or by a legal representative, other corporate records at any reasonable time only if the shareholder, beneficial owner, or holder of a voting trust certificate demonstrates a proper purpose for the examination.

(c) A shareholder, beneficial owner, or a holder of a voting trust certificate of a publicly held corporation has, upon written demand stating the purpose and acknowledged or verified in the manner provided in chapter 358, a right at any reasonable time to examine and copy the corporation's share register and other corporate records reasonably related to the stated purpose and described with reasonable particularity in the written demand upon demonstrating the stated purpose to be a proper purpose. The acknowledged or verified demand must be directed to the corporation at its registered office in this state or at its principal place of business.

(d) For purposes of this section, a "proper purpose" is one reasonably related to the person's interest as a shareholder, beneficial owner, or holder of a voting trust certificate of the corporation. (302A.461, subd. 4)

The records maintained by a **corporation**, including its share register, financial records, and minute books, may utilize any information storage technique, including, for example, punched holes, printed or magnetized spots, or micro-images, even though that makes them illegible visually, if the records can be converted accurately and within a reasonable time, into a form that is legible visually and whose contents are assembled by related subject matter to permit convenient use by people in the normal course of business. A corporation shall convert any of the records referred to in subdivision 4 upon the request of a person entitled to inspect them, and the expense of the conversion shall be borne by the person who bears the expense of copying pursuant to subdivision 5. A copy of the conversion is admissible in evidence, and shall be accepted for all other purposes, to the same extent as the existing or original records would be if they were legible visually. (302A.461, subd. 6)

(a) The secretary of state must send annually to each **corporation** at the registered office of the corporation a postcard notice announcing the need to *file the annual registration* and informing the corporation that the annual registration may be filed online and that paper filings may also be made, and informing the corporation that failing to file the annual registration will result in an administrative

dissolution of the corporation; (b) Each calendar year beginning in the calendar year following the calendar year in which a corporation incorporates, the corporation must file with the secretary of state by December 31 of each calendar year a registration containing the information listed in subdivision 2. (302A.821 subd. 1)

The **annual registration** (required in 302A.821 (subd.1)) must include:

- (1) the name of the corporation;
- (2) the address of its principal executive office, if different from the registered office address;
- (3) the address of its registered office and the name of the registered agent, if any;
- (4) the state of incorporation; and
- (5) the name and business address of the officer or other person exercising the principal functions of the chief executive officer of the corporation. (302A.821, Subd. 2)

The **articles of organization** of a **limited liability company** must contain: (1) the address of the registered office of the limited liability company and the name of its registered agent, if any, at that address; (2) the name and address of each organizer. (322B.115, subd. 1)

A **limited liability company** shall continuously maintain a **registered office** in this state. A registered office need not be the same as the principal place of business of the limited liability company and need not be the same as the principal executive office of a limited liability company. (322B.13, subd. 1)

A **limited liability company** may designate in its articles of organization a **registered agent**. The registered agent may be a natural person residing in this state, a domestic corporation or a domestic limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. (322B.13, subd. 2)

A limited liability company must file an **annual registration** with the secretary of state's office. (322B.960, subd. 1)

The **annual registration** must include: (1) the address of its principal executive office, if different from the registered address; (2) the address of its registered office; (3) the name of its registered agent, if any; (3) the name and business address of the manager or other person exercising the principal functions of the chief manager of the limited liability company. (322B.960, subd. 2)

A **limited partnership** shall maintain at its designated office the following information: A current **list** showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order. (321.0111)

A **limited partnership** shall designate and continuously maintain in this state: (1) an **office**, which need not be a place of its activity in this state; and (2) an **agent for service of process**.

A foreign limited partnership shall designate and continuously maintain in this state an agent for service of process. An agent for service of process of a limited partnership or foreign limited partnership must be an individual who is a resident of this state or other person authorized to do business in this state. (321.0114)

In order for a **limited partnership** to be formed, a *certificate of limited partnership* must be delivered to the secretary of state for filing. The certificate must state: (1) the street and mailing address of the initial designated office and the name and street and mailing address of the initial agent for service of process; (2) the name and the street and mailing address of each general partner. (321.0201)

A **limited partnership** must file with the secretary of state an *annual registration*. The annual registration must contain: (1) the address of its designated office and the name and street and mailing address of its agent for service of process in Minnesota and, if the agent is not an individual, the name, street and mailing address, and telephone number of an individual who may be contacted for purposes other than service of process with respect to the limited partnership; (2) in the case of a limited partnership, the street and mailing address of its principal office; and (3) in the case of a foreign limited partnership, the name of the state or other jurisdiction under whose law the foreign limited partnership is formed and any alternate name adopted under section [321.0905\(a\)](#). (321.0210)

MISSISSIPPI

The Secretary of State's duty to file documents under this section is **ministerial**. (79-4-1.25(d))

The **articles of incorporation must set forth**: (1) The street address of the corporation's initial registered office and the name of its initial registered agent at that office; and (2) The name and address of each incorporator. The articles of incorporation **may set forth**: (1) The names and addresses of the individuals who are to serve as the initial directors. (79-4-2.02(a)(2-3) & (b)(1))

Each **corporation** must continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: (i) An individual who resides in this state and whose business office is identical with the registered office; (ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (iii) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (79-4-5.01)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. (79-4-16.01(c)-(d))

-A **corporation** shall keep a copy of the following records at its principal office: A **list** of the names and business addresses of its current directors and officers. (79-4-16.01(e)(6))

Each domestic **corporation**, and each foreign corporation authorized to transact business in this state, shall deliver to the Secretary of State for filing an **annual report** that sets forth: (1) The address of its registered office and the name of its registered agent at that office in this state; (2) The address of its principal office; (3) The names and business addresses of its directors and principal officers. (79-4-16.22)(a)(2-4)

Each **limited liability company** must continuously maintain in this state: (1) A **registered office** which may be the same as any of its places of business; and (2) A **registered agent** for service of process on the limited liability company, which agent must be either an individual resident of this state, a domestic corporation, nonprofit corporation or limited liability company or a foreign corporation, nonprofit corporation or limited liability company authorized to transact business in this state; in each case whose business office is identical with the registered office. (79-29-106(1))

Each **limited liability company** shall keep at its principal place of business the following: A current **list** of the full name and last known street address of each member and manager. (79-29-107(1)(a))

In order to form a **limited liability company**, a **certificate of formation** must be signed and delivered to the office of the Secretary of State. The certificate must set forth: (1) The name of the limited liability company; (2) The street and mailing address of the registered office and the name and the street and

mailing address of the registered agent for service of process, required to be maintained by Section 79-29-106. (70-29-201(1)(a-b))

Each **limited partnership** shall have and maintain continuously in the State of Mississippi: (1) An **office**, which may but need not be a place of its business in the State of Mississippi, at which shall be kept the records required by Section 79-14-105 to be maintained; and (2) A **registered agent** for service of process on the limited partnership, which agent must be either an individual resident of the State of Mississippi, a domestic business corporation, or a foreign corporation authorized to do business in the State of Mississippi. (79-14-104(a))

Each **limited partnership** shall keep at the office referred to in Section 79-14-104(a)(1) the following: (1) A current **list** of the full name and last known business address of each partner separately identifying in alphabetical order the general partners and the limited partners; (2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (79-14-105(a)(1-2))

In order to form a **limited partnership**, a **certificate of limited partnership** must be signed and delivered to the office of the Secretary of State for filing. The certificate must set forth: (1) The name of the limited partnership; (2) The street and mailing address of the office and the name and the street and mailing address of the registered agent for service of process, required to be maintained by Section 79-14-104; (3) The name and the street and mailing address of each general partner. (79-14-201(a)(1-3))

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The **articles of incorporation** shall set forth: (1) The address, including street and number, if any, of its initial registered office in this state, and the name of its initial registered agent at such address; (2) The name and physical business or residence address of each incorporator. (351.055)

Every **corporation** organized pursuant to the laws of this state, including corporations organized pursuant to or subject to this chapter, and every foreign corporation licensed to do business in this state, whether such license shall have been issued pursuant to this chapter or not, other than corporations exempted from taxation by the laws of this state, shall file an **annual corporation registration report**. (351.120)

-The **annual corporate registration report** shall state the corporate name, the name of its registered agent and such agent's Missouri address, giving street and number, or building and number, or both, as the case may require, the name and correct business or residence address of its officers and directors, and the mailing address of the corporation's principal place of business or corporate headquarters. (351.120)

-In the event of any error in the names and addresses of the officers and directors set forth in an annual registration report, the **corporation** may correct such information by filing a certificate of correction. (351.120)

-A corporation may change the corporation's registered office or registered agent with the filing of the corporation's annual registration report. (351.120)

Each **corporation** shall keep **correct and complete books and records** of account, including the amount of its assets and liabilities, minutes of the proceedings of its shareholders and board of directors, and the names and business or residence addresses of its officers; and it shall keep at its registered office or principal place of business in this state, or at the office of its transfer agent in this state, if any, books and records in which shall be recorded the number of shares subscribed, the names of the owners of the shares, the numbers owned by them respectively, the amount of shares paid, and by whom, and the transfer of such shares with the date of transfer. Each shareholder may at all proper times have access to the books of the company, to examine the same, and under such regulations as may be prescribed by the bylaws. Any written demand by an acquiring person to examine the books and records of account of each issuing public corporation for the purpose of communicating with the shareholders of an issuing public corporation in connection with a meeting of shareholders called pursuant to section 351.407 shall be deemed to have been made by a shareholder of the issuing public corporation for a reasonable and proper purpose. (351.215)

The secretary or other officer having charge of the books of any **corporation**, on demand of any officer holding an execution against the same, shall furnish the officer with the names, places of residence, so far as to him known, and the amount of liability of every person liable as aforesaid. (351.285)

Each **corporation** shall have and continuously maintain in this state: (1) A **registered office** which may be, but need not be, the same as its place of business; (2) A **registered agent**, which agent may be either an individual, resident in this state, whose business office is identical with such registered office, or a corporation authorized to transact business in this state having a business office identical with such registered office. (351.370)

The **articles of incorporation** shall state the address, including street and number, if any, of the initial registered office, and the name of the initial registered agent of each **corporation** organized under this chapter. (351.370)

The **secretary of state and supervisor** of **corporation** registration shall have **power to examine the books and records** of any **corporation** to which this chapter applies, and it shall be the duty of any officer or agent of such corporation to produce such books and records for examination, on demand of the secretary of state or supervisor of corporation registration; provided, that no person shall be subject to any criminal prosecution on account of any matter or thing which may be disclosed by the examination of any corporation books, or records, which he may produce or exhibit for examination as herein required; or on account of any matter or thing concerning which he may make any voluntary and truthful statement in writing to the secretary of state, or supervisor of corporation registration. (351.665)

If any officer, or agent, of any such **corporation** shall refuse the demand of the secretary of state, or supervisor of corporations, to exhibit the books and records of such corporation for examination, he, or they, shall be deemed guilty of a misdemeanor and upon conviction thereof punished as in this chapter provided. (351.710)

Each **limited liability company** shall have and continuously maintain in this state: (1) A **registered office** which may be, but need not be, the same as a place of its business in this state; (2) A **registered agent** for service of any process, notice or demand required or permitted by law to be served upon the limited liability company, which agent may be either an individual, resident of this state, whose business office is identical with such registered office, or a domestic or foreign corporation authorized to do business in this state, and whose business office is identical with such registered office. Except as provided in this section and subdivision (5) of section 347.153, the secretary shall not be appointed as the resident agent for any limited liability company. Changes may be made by filing a statement setting forth the changes with the Secretary of State. (347.030)

The **articles of organization** of a **limited liability company** shall set forth: (1) The address, including street and number, if any, of the registered office and the name of the registered agent at such office; (2) The name and physical business or residence address of each organizer. (347.039)

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (358.190)

Each **limited partnership** shall continuously maintain in this state: (1) A **registered office** which may be, but need not be, a place of its business in this state; and (2) A **registered agent** for service of process on the limited partnership, which agent may be either an individual, resident in this state, whose business office is identical with such registered office, or a domestic corporation or a foreign corporation authorized to do business in this state, whose business office is identical with such registered office. (359.041)

A **limited partnership** may change the address of its registered office or change its registered agent, or both, by filing in the office of the secretary of state. (359.041)

Each **limited partnership** shall keep the following: (1) A current and a past **list** of the full name and last known mailing address of each partner, specifying the general partners and the limited partners, in alphabetical order; (2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (359.051)

Records kept under this section for a **limited partnership** are subject to **inspection** and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. The secretary of state may request in writing that the limited partnership forward to him a complete copy of the current or past or both partnership lists kept under this section without cost to the secretary of state. (359.051)

Any general partner of a **limited partnership** may be individually subject to the following **sanctions** if the general partner fails to deliver the partnership list to the secretary of state's office within twenty days after receiving the written demand for such list: (1) Assessed a civil penalty in the amount of fifty dollars a day for each day the list has not been delivered to the secretary of state but not to exceed ten thousand dollars; (2) Prosecuted criminally with any resulting conviction being deemed a class A misdemeanor.

In order to form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed in the office of the secretary of state. The certificate shall set forth: (1) The address of the registered office and the name of the registered agent at such office; (2) The name and the mailing address of each general partner. (359.091)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state an **application for registration** as a foreign limited partnership, signed by a general partner and setting forth: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) The state and date of its formation; (3) The name and address of its registered agent and registered office in this state which office and agent shall be subject to the same rights and limitations as provided in section 359.041; (4) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (3) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5)

The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) The name and business address of each general partner; (7) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled; and (8) The application shall include a certificate of existence or document of similar import duly authenticated by the secretary of state or other official having custody of the records in the state or country whose laws it is registered, such document should be dated within sixty calendar days from filing for acceptance. (359.501)

In addition to the power and authority given the secretary of state by this chapter, the secretary of state or his designee shall have such further authority as is reasonably necessary to enable the secretary of state to administer this chapter efficiently and to perform the secretary of state's duties. This authority shall consist of, but is not limited to, the following powers:

- (1) (a) The **power to examine the books and records** of any limited partnership to which this chapter applies, and it shall be the duty of any general partner or agent of such **limited partnership** to produce such books and records for examination on demand of the secretary of state or designated employee; provided, that no person shall be subject to any criminal prosecution on account of any matter or thing which may be disclosed by the examination of any limited partnership books, or records, which they may produce or exhibit for examination; or on account of any matter or thing concerning which they may make any voluntary and truthful statement in writing to the secretary of state, or designated employee. (b) If any general partner, or registered agent, of any such limited partnership shall refuse the demand of the secretary of state, or designated employee, to exhibit the books and records of such limited partnership for examination, he, or they, shall be deemed guilty of a class B misdemeanor. (359.681)

MONTANA

The **articles of incorporation must set forth**: (1) the name of its initial registered agent; and (2) the name and address of each incorporator. The articles of incorporation **may set forth**: (1) the names and complete street addresses of the individuals who are to serve as the initial directors. (35-1-216; *Effective October 1, 2008*)

(Temporary) (1) Each **corporation** shall continuously maintain in this state: (a) a **registered office** that may but need not be the same as any of its places of business; and (b) a **registered agent**, who must be one of the following: (i) an individual who resides in this state and whose business office is identical to the registered office; (ii) a domestic corporation or not-for-profit domestic corporation whose business office is identical to the registered office; or (iii) a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical to the registered office. (35-1-313) (*Repealed effective October 1, 2008--secs. 68, 70, Ch. 240, L. 2007.*)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must: (a) be arranged by voting group, and within each voting group by class or series of shares; and (b) show the address of and number of shares held by each shareholder.

(2) The shareholders' list must be available for inspection by any shareholder, beginning 2 business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder or a shareholder's agent or attorney is entitled on written demand to inspect and, subject to the requirements of [35-1-1107](#)(3), to copy the list, during regular business hours and at that shareholder's expense, during the period it is available for inspection.

(3) The corporation shall make the shareholders' list available at the meeting, and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

(4) If the corporation refuses to allow a shareholder or the shareholder's agent or attorney to inspect the shareholders' list before or at the meeting or to copy the list as permitted by subsection (2), on application of the shareholder, the district court of the county where a corporation's principal office is located or, if the principal office is not located in this state, in Lewis and Clark County may summarily order the inspection or copying at the corporation's expense and may provide recovery to a shareholder for costs, including reasonable attorney fees, in bringing the action.

(5) Refusal or failure to prepare or make available the shareholders' list does not affect the validity of action taken at the meeting. (35-1-523)(*Effective October 1, 2008*)

Each **domestic corporation** and each **foreign corporation** authorized to transact business in this state shall deliver to the secretary of state, for filing, an **annual report** that sets forth: (1) the address of its principal office, wherever located; (2) the names of its principal officers, except that in the case of a corporation that has eliminated its board of directors pursuant to [35-1-820](#), the annual report must set forth the names of shareholders instead; and (3) the names of its directors, except that in the case of a

corporation that has eliminated its board of directors pursuant to [35-1-820](#), the annual report must set forth the names of shareholders instead. (35-1-1104) *(Effective October 1, 2008)*

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

-A **corporation** shall keep a copy of the following records at its principal office or a location from which the records may be recovered within 2 business days: A list of the names and business addresses of its current directors and officers. (35-1-1106)

The secretary of state's duty to file documents under this section is **ministerial**. (35-1-1309) *(Effective October 1, 2008)*

(Temporary) A **limited liability company** shall continuously maintain in this state: (a) a **registered office** that may but need not be the same as its place of business; and (b) a **registered agent** for service of process, at the registered office, on the limited liability company that is either an individual resident of this state, a domestic corporation, a limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. Changes may be made by delivering to the secretary of state a statement setting forth the changes. (35-8-105) *(Repealed effective October 1, 2008--secs. 68, 70, Ch. 240, L. 2007.)*

The **articles of organization** for a **limited liability company** must set forth: (1) the complete street address of its principal office, wherever located; (2) the information required by [35-7-105](#)(1); (3) (i) if the limited liability company is to be managed by a manager or managers, a statement that the company is to be managed in that fashion and the names and street addresses of managers who are to serve as managers until the first meeting of members or until their successors are elected; (ii) if the management of a limited liability company is reserved to the members, a statement that the company is to be managed in that fashion and the names and street addresses of the initial members. (35-8-202) *(Effective October 1, 2008)*

A **limited liability company** or a **foreign limited liability company** authorized to transact business in this state shall deliver to the secretary of state, for filing, an **annual report** that sets forth: (1) the information required by [35-7-105](#)(1); (2) the address of its principal office, wherever located; (3) (i) if the limited liability company is managed by a manager or managers, a statement that the company is managed in that fashion and the names and street addresses of the managers; (ii) if the management of a limited liability company is reserved to the members, a statement to that effect. (35-8-208) *(Effective October 1, 2008)*

(Temporary) Each **limited partnership** shall continuously maintain in this state: (1) an **office**, which may but need not be a place of its business in this state, at which must be kept the records required to be maintained by [35-12-508](#); and (2) an **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. (35-12-507)*(Repealed effective October 1, 2008--secs. 68, 70, Ch. 240, L. 2007.)*

Each **limited partnership** shall keep at the principal office the following: A current **list** of the full name and last-known business address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order; (b) a copy of the certificate of limited partnership and all certificates of amendment, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. Records kept under this section must be available for inspection and copying at the reasonable request and at the expense of any partner during ordinary business hours. (35-12-508) *(Effective October 1, 2008)*

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed, must be filed in the office of the secretary of state, and must set forth: (1) the information required by [35-7-105](#)(1); (2) the name and the complete business street address of each general partner. (35-12-601) *(Effective October 1, 2008)*

NEBRASKA

Each **corporation** organized under the laws of this state, for profit, shall make a **report** in writing to the Secretary of State, as of January 1, of each even-numbered year. (21-301)

The **biennial report** required under section 21-301 from a domestic **corporation** subject to the Business Corporation Act shall show: (1) The street address of the corporation's registered office and the name of its registered agent at that office in this state; (2) The street address of the corporation's principal office; (3) The names and street addresses of the corporation's directors and principal officers, which shall include the president, secretary, and treasurer. (21-302)

It shall be the duty of the Secretary of State to prepare and keep a correct **list** of all **corporations** subject to sections 21-301 to 21-325 and engaged in business within the State of Nebraska. For the purpose of obtaining the necessary information, the Secretary of State, or other person deputized by him or her, shall have access to the records of the offices of the county clerks of the state. (21-318)

The Secretary of State's duty to file documents under this section shall be **ministerial**. (21-2008)

(1) The **articles of incorporation** shall set forth: (a) The street address of the corporation's initial registered office and the name of its initial registered agent at that office; (b) The name and street address of each incorporator; and (2) The articles of incorporation may set forth: (a) The names and street addresses of the individuals who are to serve as the initial directors. (21-2018)

Each **corporation** shall continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be:

(a) An individual who resides in this state and whose business office is identical with the registered office;

(b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or

(c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (21-2031)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and shall show the address of and number of shares held by each shareholder.

(2) The shareholders' list shall be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder, his or her agent, or his or her attorney shall be entitled

on written demand to inspect and, subject to the requirements of subsection (3) of section 21-20,183, to copy the shareholders' list during regular business hours and at his or her expense during the period it is available for inspection.

(3) The corporation shall make the shareholders' list available at the meeting and any shareholder, his or her agent, or his or her attorney shall be entitled to inspect the list at any time during the meeting or any adjournment.

(4) If the corporation refuses to allow a shareholder, his or her agent, or his or her attorney to inspect the shareholders' list before or at the meeting or to copy the list as permitted by subsection (2) of this section, the district court of the county where the corporation's principal office, or, if none in this state, its registered office, is located, on application of the shareholder, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the shareholders' list was prepared until the inspection or copying is complete.

(5) Refusal or failure to prepare or make available the shareholders' list shall not affect the validity of action taken at the meeting. (21-2058)

A **corporation** or its agent shall maintain a **record of its shareholders** in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of shares held by each shareholder. A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (21-20,182)

A shareholder of a **corporation** shall be entitled to inspect and copy during regular business hours at the corporation's principal office any of the **records** of the corporation described in subsection (5) of section 21-20,182 if he or she gives the corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy. (21-20,183)

A shareholder of a **corporation** shall be entitled to inspect and copy during regular business hours at a reasonable location specified by the corporation any of the following **records** of the corporation if the shareholder meets the requirements of subsection (3) of this section and gives the corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect and copy:

(a) Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or board of directors without a meeting, to the extent not subject to inspection under subsection (1) of this section;

(b) Accounting records of the corporation; and

(c) The record of shareholders. (21-20,183)

A shareholder may inspect and copy the **records** described in subsection (2) of this section only if:

(a) The shareholder's demand is made in good faith and for a proper purpose;

(b) The shareholder describes with reasonable particularity his or her purpose and the records he or she desires to inspect; and

(c) The records are directly connected with the shareholder's purpose. (21-20,183)

The right of inspection granted by this section may not be abolished or limited by a **corporation's** articles of incorporation or bylaws. This section shall not affect:

(a) The right of a shareholder to inspect records under section 21-2058 or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or

(b) The power of a court, independently of the Business Corporation Act, to compel the production of corporate records for examination.

(6) For purposes of this section, shareholder shall include a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf. (21-20,183)

The **articles of organization** of a **limited liability company** shall set forth: (1) The address of its principal place of business in this state and the name and address of its registered agent in this state; (2) If the limited liability company is to be managed by one or more managers, the names and addresses of the persons who will serve as managers until the successor is elected, or if the management of a limited liability company is reserved to the one or more classes of members, the names and addresses of such members. (21-2606)

A **limited liability company** shall have and continuously maintain in this state: (1) A **registered office** which may but need not be the same as its place of business; and (2) A **registered agent** having a business office identical with the registered office, which agent may be an individual resident in this state, a domestic corporation, or a foreign corporation authorized to transact business in this state. (21-2609)

A **limited liability company** and a **foreign limited liability company** authorized to transact business in the state shall file a **biennial report** in the office of the Secretary of State which contains: The street address of the limited liability company's principal place of business in this state or, if the limited liability company does not have an office in this state, the name and street address of the company's agent for service of process. (21-2617.01)

Each **limited partnership** shall have and maintain in this state: (1) An **office** which may but need not be a place of its business in this state; and (2) An **agent for service of process** on the limited partnership,

which agent must be an individual resident of this state, a domestic corporation, a foreign corporation authorized to do business in this state, a domestic limited liability company, or a foreign limited liability company authorized to do business in this state. (67-236)

In order to form a **limited partnership**, all persons who initially will be the general partners shall execute a **certificate of limited partnership**. The certificate shall be filed in the office of the Secretary of State and set forth: (1) The address of its office and the name and address of the agent for service of process required to be maintained by section 67-236; (2) The name and the business, residence, or mailing address of each general partner. (67-240)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in this state, shall file an **annual report** in the office of the Secretary of State which contains: (1) The street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this state, if any; and (2) If the partnership does not have an office in this state, the name and street address of the partnership's current agent for service of process. (67-456)

A **partnership's statement of authority** must include: (i) name of the partnership; (ii) The street address of its chief executive office and of one office in this state, if there is one; (iii) The names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection (2) of this section; and (iv) The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership; and (b) May state the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter. (67-415)

If a statement of **partnership** authority names an agent, the agent shall maintain a **list** of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown. (67-415)

If a filed statement of **partnership** authority is executed pursuant to subsection (3) of section 67-406 and states the name of the partnership but does not contain all of the other information required by subsection (1) of this section, the statement nevertheless operates with respect to a person not a partner as provided in subsections (4) and (5) of this section. (67-415)

A **partnership** shall keep its **books and records**, if any, at its chief executive office. (2) A partnership shall provide partners and their agents and attorneys access to its books and records. It shall provide former partners and their agents and attorneys access to books and records pertaining to the period during which they were partners. The right of access provides the opportunity to inspect and copy books and records during ordinary business hours. A partnership may impose a reasonable charge, covering the costs of labor and material, for copies of documents furnished. (3) Each partner and the partnership shall furnish to a partner, and to the legal representative of a deceased partner or partner under legal disability:

(a) Without demand, any information concerning the partnership's business and affairs reasonably required for the proper exercise of the partner's rights and duties under the partnership agreement or the Uniform Partnership Act of 1998; and

(b) On demand, any other information concerning the partnership's business and affairs, except to the extent the demand or the information demanded is unreasonable or otherwise improper under the circumstances. (67-423)

NEVADA

A **registered agent filing** must state: (a) The name of the represented entity's commercial registered agent; or (b) If the entity does not have a commercial registered agent: (1) The name and address of the entity's noncommercial registered agent; or (2) The title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person. (77.310)

An individual or a domestic or foreign entity may become listed as a commercial **registered agent** by filing with the Secretary of State a commercial registered agent listing statement signed by or on behalf of the person which states: (a) The name of the individual or the name, type and jurisdiction of organization of the entity; (b) That the person is in the business of serving as a commercial registered agent in this State; and (c) The address of a place of business of the person in this State to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered. (77.320)

(1.) Except as otherwise provided by federal or state law, any **records maintained by a corporation** in its regular course of business, including, without limitation, its stock ledger, books of account and minute books, may be kept on, by means of or be in the form of, any information processing system or other information storage device or medium; (2.) A corporation shall convert within a reasonable time any records kept in the manner described in subsection 1 into clear and legible paper form upon the request of any person entitled to inspect the records maintained by the corporation pursuant to any provision of this chapter; (3.) A clear and legible paper form produced from records kept in the manner described in subsection 1 is admissible in evidence and accepted for all other purposes to the same extent as an original paper record with the same information provided that the paper form portrays the record accurately. (78.0297)

The articles of incorporation must set forth:

1. The name of the corporation. A name appearing to be that of a natural person and containing a given name or initials must not be used as a corporate name except with an additional word or words such as "Incorporated," "Limited," "Inc.," "Ltd.," "Company," "Co.," "Corporation," "Corp.," or other word which identifies it as not being a natural person.

2. The information required pursuant to [NRS 77.310](#).

3. The number of shares the corporation is authorized to issue and, if more than one class or series of stock is authorized, the classes, the series and the number of shares of each class or series which the corporation is authorized to issue, unless the articles authorize the board of directors to fix and determine in a resolution the classes, series and numbers of each class or series as provided in [NRS 78.195](#) and [78.196](#).

4. The names and addresses, either residence or business, of the first board of directors or trustees, together with any desired provisions relative to the right to change the number of directors as provided in [NRS 78.115](#).

5. The name and address, either residence or business, of each of the incorporators signing the articles of incorporation. (78.035)

Resident Agent

Every **corporation** must have a **registered agent** who resides or is located in this State. Notwithstanding the provisions of [NRS 77.300](#), each registered agent must have a street address for receiving service of process, which is the registered office of the corporation in this State. If the registered agent is in the business of acting as a registered agent for more than one business entity, the physical street address of the registered office must be in a location for which such use is not prohibited by any local ordinance. The registered agent may have a separate mailing address such as a post office box, which may be different from the street address. (78.090)

Records

(1.) A corporation shall keep a copy of the following **records** at its registered office: (a) A copy certified by the Secretary of State of its articles of incorporation, and all amendments thereto; (b) A copy certified by an officer of the corporation of its bylaws and all amendments thereto; and (c) A stock ledger or a duplicate stock ledger, revised annually, containing the names, alphabetically arranged, of all persons who are stockholders of the corporation, showing their places of residence, if known, and the number of shares held by them respectively. In lieu of the stock ledger or duplicate stock ledger, the corporation may keep a statement setting out the name of the custodian of the stock ledger or duplicate stock ledger, and the present and complete mailing or street address where the stock ledger or duplicate stock ledger specified in this section is kept. (78.105)

(1.) An **inspection** authorized by [NRS 78.105](#) may be denied to a stockholder or other person upon his refusal to furnish to the **corporation** an affidavit that the inspection is not desired for a purpose which is in the interest of a business or object other than the business of the corporation and that he has not at any time sold or offered for sale any list of stockholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of stockholders for any such purpose; (2.) It is a defense to any action for penalties or damages under [NRS 78.105](#) that the person suing has at any time sold, or offered for sale, any list of stockholders of the corporation, or any other corporation, or has aided or abetted any person in procuring any such stock list for any such purpose, or that the person suing desired inspection for a purpose which is in the interest of a business or object other than the business of the corporation; (3.) This section does not impair the power or jurisdiction of any court to compel the production for examination of the books of a corporation in any proper case. (78.107)

Filing Requirements

(1.) A **corporation** organized pursuant to the laws of this State shall, on or before the last day of the first month after the filing of its articles of incorporation with the Secretary of State, file with the Secretary of State a **list**, on a form furnished by him, containing: (a) The name of the corporation; (b) The file number of the corporation, if known; (c) The names and titles of the president, secretary and treasurer, or the equivalent thereof, and of all the directors of the corporation; (d) The address, either residence or business, of each officer and director listed, following the name of the officer or director; (e) The information required pursuant to [NRS 77.310](#); and (f) The signature of an officer of the corporation

certifying that the list is true, complete and accurate. (2.) The corporation shall **annually** thereafter, on or before the last day of the month in which the anniversary date of incorporation occurs in each year, file with the Secretary of State, on a form furnished by him, an annual list containing all of the information required in subsection 1. (78.150)

(1.) In addition to any records required to be kept at the registered office pursuant to [NRS 78.105](#), a **corporation** that is not a publicly traded corporation shall maintain at its registered office or principal place of business in this State: (a) A **current list of its owners of record**; or (b) A statement indicating where such a list is maintained. (2.) The corporation shall: (a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State. (b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1. (3.) Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a corporation to: (a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or (b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation. (4.) If a corporation fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the corporate charter. (5.) The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless: (a) The corporation complies with the requirements of subsection 3; or (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the corporate charter. (6.) The Secretary of State may adopt regulations to administer the provisions of this section. (78.152)

Articles of Organization

The **articles of organization** must set forth: (a) The name of the limited-liability company; (b) The information required pursuant to [NRS 77.310](#); (c) The name and address, either residence or business, of each of the organizers signing the articles; (d) If the company is to be managed by: (1) One or more managers, the name and address, either residence or business, of each initial manager; or (2) The members, the name and address, either residence or business, of each initial member (86.161)

Resident Agent

A **limited-liability company** shall have a **registered agent** who must have a street address for the service of process. The street address of the registered agent is the registered office of the limited-liability company in this State. (86.231)

NRS 86.241 (1.) Each **limited-liability company** shall continuously maintain in this State an **office**, which may but need not be a place of its business in this State, at which it shall keep, unless otherwise provided by an operating agreement: (a) A current **list** of the full name and last known business address of each member and manager, separately identifying the members in alphabetical order and the managers, if any, in alphabetical order; (b) A copy of the filed articles of organization and all

amendments thereto, together with signed copies of any powers of attorney pursuant to which any record has been signed; and (c) Copies of any then effective operating agreement of the company.

(2.) Records kept pursuant to this section are subject to inspection and copying at the reasonable request, and at the expense, of any member during ordinary business hours, unless otherwise provided in an operating agreement. (86.241)

(1.) In addition to any records required to be kept pursuant to [NRS 86.241](#), a **limited-liability company** shall maintain at its registered office or principal place of business in this State: (a) A current **list** of each member and manager; or (b) A statement indicating where such a list is maintained. (2.) A limited-liability company shall: (a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State; (b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1. (3.) Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a limited-liability company to: (a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or (b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation. (4.) If a limited-liability company fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the suspension or revocation of the charter of the limited-liability company. (5.) The Secretary of State shall not reinstate or revive a charter that was revoked or suspended pursuant to subsection 4 unless: (a) The limited-liability company complies with the requirements of subsection 3; or (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the charter. (6.) The Secretary of State may adopt regulations to administer the provisions of this section. (86.246)

Filing Requirements

(1.) A **limited-liability company** shall, on or before the last day of the first month after the filing of its articles of organization with the Secretary of State, file with the Secretary of State, on a form furnished by him, a **list** that contains: (a) The name of the limited-liability company; (b) The file number of the limited-liability company, if known; (c) The names and titles of all of its managers or, if there is no manager, all of its managing members; (d) The address, either residence or business, of each manager or managing member listed, following the name of the manager or managing member; (e) The information required pursuant to [NRS 77.310](#); and (f) The signature of a manager or managing member of the limited-liability company certifying that the list is true, complete and accurate. (2.) The limited-liability company shall thereafter, on or before the last day of the month in which the anniversary date of its organization occurs, file with the Secretary of State, on a form furnished by him, an annual list containing all of the information required in subsection 1. (86.263)

(1.) Each **list** required to be filed under the provisions of [NRS 86.263](#) must, after the name of each manager and member listed thereon, set forth the address, either residence or business, of each manager or member. (2.) If the addresses are not stated for each person on any list offered for filing,

the Secretary of State may refuse to file the list, and the **limited-liability company** for which the list has been offered for filing is subject to the provisions of [NRS 86.272](#) and [86.274](#) relating to failure to file the list within or at the times therein specified, unless a list is subsequently submitted for filing which conforms to the provisions of this section. (86.269)

A **limited partnership** shall maintain at its designated office the following information:

1. A current list showing the full name and last known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order.
2. A copy of the certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment or restatement has been signed.
3. A copy of any filed articles of conversion or merger.
4. A copy of the limited partnership's federal, state and local income tax returns and reports, if any, for the 3 most recent years.
5. A copy of any partnership agreement made in a record and any amendment made in a record to any partnership agreement.
6. A copy of any financial statement of the limited partnership for the 3 most recent years.
7. A copy of the three most recent annual lists filed with the Secretary of State pursuant to [NRS 87A.290](#).
8. A copy of any record made by the limited partnership during the past 3 years of any consent given by or vote taken of any partner pursuant to this chapter or the partnership agreement.
9. Unless contained in a partnership agreement made in a record, a record stating:
 - (a) The amount of cash, and a description and statement of the agreed value of the other benefits, contributed and agreed to be contributed by each partner;
 - (b) The times at which, or events on the happening of which, any additional contributions agreed to be made by each partner are to be made;
 - (c) For any person that is both a general partner and a limited partner, a specification of what transferable interest the person owns in each capacity; and
 - (d) Any events upon the happening of which the limited partnership is to be dissolved and its activities wound up. (87A.195)

(1.) A **limited partnership** shall maintain at its registered office or principal place of business in this State: (a) A current [list](#) of each general partner; or (b) A statement indicating where such a list is maintained. (2.) The limited partnership shall: (a) Provide the Secretary of State with the name and contact information of the custodian of the list described in subsection 1. The information required pursuant to this paragraph shall be kept confidential by the Secretary of State. (b) Provide written notice to the Secretary of State within 10 days after any change in the information contained in the list described in subsection 1. (3.) Upon the request of any law enforcement agency in the course of a criminal investigation, the Secretary of State may require a limited partnership to: (a) Submit to the Secretary of State, within 3 business days, a copy of the list required to be maintained pursuant to subsection 1; or (b) Answer any interrogatory submitted by the Secretary of State that will assist in the criminal investigation. (4.) If a limited partnership fails to comply with any requirement pursuant to subsection 3, the Secretary of State may take any action necessary, including, without limitation, the

suspension or revocation of the right of the limited partnership to transact any business in this State. (5.) The Secretary of State shall not reinstate or revive the right of a limited partnership to transact any business in this State that was revoked or suspended pursuant to subsection 4 unless: (a) The limited partnership complies with the requirements of subsection 3; or (b) The law enforcement agency conducting the investigation advises the Secretary of State to reinstate or revive the right of the limited partnership to transact business in this State. (6.) The Secretary of State may adopt regulations to administer the provisions of this section. (87A.200)

Resident Agent

(1.) Each **limited partnership** shall designate and continuously maintain in this State: (a) An **office**, which may but need not be a place of its business in this State, at which must be kept the records required by [NRS 87A.195](#) to be maintained; and (b) A **registered agent**. (2.) Within 30 days after changing the location of the office which contains records for a limited partnership, a general partner of the limited partnership shall file a certificate of a change in address with the Secretary of State which sets forth the name of the limited partnership, the previous address of the office which contains records and the new address of the office which contains records. (87A.215)

Certificate of Limited Partnership

In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be delivered to the Secretary of State for filing. The certificate must state: (a) The name of the limited partnership; (b) The information required pursuant to [NRS 77.310](#); (c) The name and the street and mailing address of each general partner; and (d) Any additional information required by [chapter 92A](#) of NRS. (87A.235)

Annual List

A **limited partnership** shall, on or before the last day of the first month after the filing of its certificate of limited partnership with the Secretary of State, and **annually** thereafter on or before the last day of the month in which the anniversary date of the filing of its certificate of limited partnership occurs, file with the Secretary of State, on a form furnished by him, a **list** that contains: (a) The name of the limited partnership; (b) The file number of the limited partnership, if known; (c) The names of all of its general partners; (d) The address, either residence or business, of each general partner; (e) The information required pursuant to [NRS 77.310](#); and (f) The signature of a general partner of the limited partnership certifying that the list is true, complete and accurate.

(a) The **articles of incorporation** shall set forth: (1) A corporate name for the **corporation** that satisfies the requirements of RSA 293-A:4.01. (2) The street address of the corporation's initial registered office and the name of its initial registered agent at that office. (3) The name and address of each incorporator. (4) The number of shares that the corporation is authorized to issue. (b) The articles of incorporation may set forth: (1) The names and addresses of the individuals who are to serve as the initial directors. (2) Provisions not inconsistent with law regarding:

(i) The purposes for which the corporation is organized.

(ii) Managing the business and regulating the powers of the corporation, its board of directors, and shareholders.

(iii) Defining, limiting, and regulating the powers of the corporation, its board of directors, and shareholders.

(iv) A par value for authorized shares or classes of shares.

(v) The imposition of personal liability on shareholders for the debts of the corporation to a specified extent and upon specified conditions.

(3) Any provision that under this chapter is required or permitted to be set forth in the bylaws.

(4) A provision eliminating or limiting the liability of a director, an officer, or both, to the corporation or its shareholders for money damages for any action (239-A:2.02)

Each **corporation** shall continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business. (2) A **registered agent**, who may be: (i) An individual who resides in this state and whose business office is identical with the registered office; or (ii) A corporation organized or authorized under RSA 292, RSA 293-A, or 294-A whose business office is identical with the registered office; or (iii) A limited liability company formed or authorized under RSA 304-C whose business office is identical with the registered office; or (iv) A limited liability partnership formed or authorized under RSA 304-A:44 whose business office is identical with the registered office. (293-A:5.01)

(1) A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each; (2) A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time; (3) A corporation shall keep a copy of the following records at its principal office: (a) A list of the names and business addresses of its current directors and officers. (293-A:16.01)

(a) Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, except corporations making returns to the insurance commissioner, shall deliver to the secretary of state for filing an **annual report** that sets forth:

(1) The name of the corporation and the state or country under whose law it is incorporated.

(2) The address of its registered office and the name of its registered agent at that office in this state.

- (3) The address of its principal office.
- (4) The names and business addresses of its directors and principal officers.
- (5) A brief description of the nature of its business.
- (6) The signature of an officer, director, or any other person authorized by the board of directors to execute the annual report. (293-A:16.22)

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (304-A:19)

Each registered **limited liability partnership** and **foreign registered limited liability partnership** shall have and maintain in New Hampshire: (a) A **registered office** that may be the same as any of its places of business; and (b) A **registered agent**, which agent may be:

- (1) An individual who resides in this state and whose business office is identical with the registered office; or
- (2) A corporation organized or authorized under RSA 292, RSA 293-A, or RSA 294-A whose business office is identical with the registered office; or
- (3) A limited liability company formed or authorized under RSA 304-C whose business office is identical with the registered office; or
- (4) A limited liability partnership formed or authorized under RSA 304-A:44 whose business office is identical with the registered office.

II. A registered limited liability partnership or foreign registered limited liability partnership may change its registered office or registered agent, or both, by filing with the secretary of state a notice of change of name or address of registered agent or registered office. (304-A:49)

Each **limited partnership** shall continuously maintain in this state:

- I. A **registered office** that may be the same as any of its places of business; and
- II. A **registered agent**, which agent may be:
 - (a) An individual who resides in this state and whose business office is identical with the registered office; or
 - (b) A corporation organized or authorized under RSA 292, RSA 293-A, or RSA 294-A whose business office is identical with the registered office; or
 - (c) A limited liability company formed or authorized under RSA 304-C whose business office is identical with the registered office; or
 - (d) A limited liability partnership formed or authorized under RSA 304-A:44 whose business office is identical with the registered office. (304-B:4)

Each **limited partnership** shall keep at the office referred to in RSA 304-B:4, I the following:

- (a) A current **list** of the full name and last known business address of each partner, separately identifying the general partners (in alphabetical order) and the limited partners (in alphabetical order);
- (b) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been

executed (304-B:5)

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed and filed in the office of the secretary of state. The certificate shall set forth: (a) The name of the limited partnership; (b) The address of the office and the name and address of the agent for service of process required to be maintained by RSA 304-B:4; (c) The name and the business address of each general partner. (304-B:8)

I. In order to form a **limited liability company**, one or more authorized persons shall deliver a **certificate of formation** and the certificate required by RSA 421-B:13, I-a to the secretary of state for filing.

II. The certificate of formation shall set forth:

- (a) The name of the limited liability company;
- (b) The nature of the primary business or purposes of the limited liability company;
- (c) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RSA 304-C:5;
- (d) If the limited liability company is to have a specific date of dissolution, the latest date on which the limited liability company is to dissolve;
- (e) If management of the limited liability company is vested in a manager or managers, a statement to that effect; and
- (f) Any other matters the members decide to include.

III. A limited liability company is formed at the time of the filing of the initial certificate of formation with the secretary of state.

IV. A limited liability company formed under this chapter shall be a separate legal entity, the existence of which as a separate legal entity shall continue until cancellation of the limited liability company's certificate of formation. (304-C:12)

I. Each **limited liability company** shall have and maintain in New Hampshire: (a) A **registered office** that may be the same as any of its places of business; and (b) A **registered agent**, which agent may be: (1) An individual who resides in this state and whose business office is identical with the registered office; or (2) A corporation organized or authorized under RSA 292, RSA 293-A, or RSA 294-A whose business office is identical with the registered office; or (3) A limited liability company formed or authorized under RSA 304-C whose business office is identical with the registered office; or (4) A limited liability partnership formed or authorized under RSA 304-A:44 whose business office is identical with the registered office. II. A limited liability company may change its registered office or registered agent, or both, by filing with the secretary of state a statement. (304-C:5)

I. Each **domestic limited liability company** and each foreign limited liability company registered to do business in this state, except limited liability companies making returns to the insurance commissioner, shall deliver to the secretary of state for filing an **annual report** that sets forth:

- (a) The name of the limited liability company and the state or country under whose law it is formed;
- (b) The address of its registered office and the name of its registered agent at that office in this

state;

(c) The address of its principal office;

(d) The names and business addresses of its managers or, if there are no managers, at least one member (304-C:80)

(e) A brief description of the nature of its business.

NEW JERSEY

The **certificate of incorporation** shall set forth: (a) The name of the **corporation**; (2) The address of the corporation's initial registered office, and the name of the corporation's initial registered agent at such address. On or after the effective date of this 1989 amendatory and supplementary act, the address of the registered office as shown on the certificate of incorporation shall be a complete address, including the number and street location of the registered office and, if applicable, the post office box number; (3) The number of directors constituting the first board and the names and addresses of the persons who are to serve as such directors; (4) The names and addresses of the incorporators. (14A:2-7)

(1) Every **corporation** organized for any purpose under any general or special law of this State and every foreign corporation authorized to transact business in this State shall continuously maintain a **registered office** in this State, and a **registered agent** having a business office identical with such registered office; (2) The registered office may be, but need not be, the same as a place of business of the corporation which it serves; (3) The registered agent may be a natural person of the age of 18 years or more, or a domestic corporation or a foreign corporation authorized to transact business in this State, whether or not any such agent corporation is organized for a purpose or purposes for which a corporation may be organized under this act. (14A:4.1)

Every **domestic corporation** and every **foreign corporation** authorized to transact business in this State shall file in the Department of the Treasury, within the time prescribed by this section, an **annual report**, executed on behalf of the corporation, or executed by the registered agent, setting forth: (a) The name of the corporation and, in the case of a foreign corporation, the jurisdiction of its incorporation; (b) The address of the registered office of the corporation in this State, and the name of its registered agent in this State at such address; (c) The names and addresses of the directors and officers of the corporation; (d) The address of its main business or headquarters office; and (e) The address of its principal business office in New Jersey, if any. (14A:4-5)

On or after the effective date of this 1989 amendatory and supplementary act, whenever the address of a registered office is required to be provided on any document under the provisions of chapter 4 of Title 14A of the New Jersey Statutes, the **complete address** shall be provided, including the number and street location and, if applicable, the post office box number. If the complete address has not been previously filed with the State Treasurer, it shall be provided by completion of a change of address form to be approved and made available by the Annual Reports Section of the Division of Commercial Recording in the Department of State. (14A:4-6)

A **partnership** may file a **statement of partnership authority**, which: (1) shall include: (a) the name of the partnership; (b) the street address of its chief executive office and of one office in this State, if there is one; (c) the names and mailing addresses of all of the partners or of an agent appointed and maintained by the partnership for the purpose of subsection b. of this section; and (d) the names of the partners authorized to execute an instrument transferring real property held in the name of the

partnership. If a statement of partnership authority names an agent, the agent shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown. (42:1A-15)

(1) A **partnership** shall keep its **books and records**, if any, at its chief executive office. (2) A partnership shall provide partners and their agents and attorneys **access** to its books and records. It shall provide former partners and their agents and attorneys access to books and records pertaining to the period during which they were partners. The right of access provides the opportunity to inspect and copy books and records during ordinary business hours. A partnership may impose a reasonable charge, covering the costs of labor and material, for copies of documents furnished.

Each **domestic and foreign limited liability company** shall have and maintain in this State: (1) A **registered office**, which may but need not be a place of its business in this State; and (2) A **registered agent** for service of process on the limited liability company, which agent may be either an individual resident of this State whose business office is identical with the limited liability company's registered office, or a domestic corporation, or a foreign corporation authorized to do business in this State having a business office identical with such registered office, or the limited liability company itself. (42:2B-6)

Each **domestic and foreign limited liability company** shall file an **annual report** with the office of the State Treasurer, setting forth: (1) the name and address of the limited liability company; (2) the name and address of the registered agent of the limited liability company; and (3) the name and addresses of the managing members or managers, as the case may be. (42:2B-8.1)

In order to form a **limited liability company**, one or more authorized persons must execute a **certificate of formation**. The certificate of formation shall be filed in the office of the State Treasurer and set forth: (1) The name of the limited liability company; (2) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by section 6 of this act. (42:2B-11)

Each member of a **limited liability company** has the right, subject to such reasonable standards (including standards governing what information and documents are to be furnished at what time and location and at whose expense) as may be set forth in an operating agreement or otherwise established by the manager or, if there is no manager, then by the members, to obtain from the limited liability company from time to time upon reasonable demand for any purpose reasonably related to the member's interest as a member of the limited liability company: A current **list** of the name and last known business, residence or mailing address of each member and manager; A limited liability company may maintain its records in other than a written form if such form is capable of conversion into written form within a reasonable time. (42:2B-25)

NEW MEXICO

Pursuant to rules that the public regulation commission adopts to implement this section, a **domestic or foreign corporation** that is not exempted shall file in the office of the commission within thirty days after the date on which its **certificate of incorporation** or its **certificate of authority**, as the case may be, is issued by the commission, and **biennially** thereafter on or before the fifteenth day of the third month following the end of its taxable year, a corporate report in the form prescribed and furnished to the corporation not less than thirty days prior to such reporting date, by the commission, and signed and sworn to by the chairman of the board, president, vice president, secretary, principal accounting officer or authorized agent of the corporation, showing among other information prescribed by the commission: (a) the name of the corporation; (b) the mailing address and: 1) street address if within a municipality; or 2) rural route number and box number or the geographical location, using well-known landmarks, if outside a municipality, of the corporation's registered office in this state and the name of the agent upon whom process against the corporation may be served; (c) the names and addresses of all the directors and officers of the corporation and when the term of office of each expires; (d) the address of the corporation's principal place of business within the state and, if a foreign corporation, the address of its registered office in the state or country under the laws of which it is incorporated and the principal office of the corporation, if different from the registered office; and (e) the date for the next annual meeting of the shareholders for the election of directors; and (2) the corporation's taxpayer identification number issued by the revenue processing division of the taxation and revenue department. (53-5-2)

Each **corporation** shall have and continuously maintain in this state: (1) a **registered office** which may be, but need not be, the same as its place of business; and (2) a **registered agent**, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office. (53-11-11)

Each **corporation** shall keep **correct and complete books and records** of account and shall keep minutes of the proceedings of its shareholders and board of directors, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. (53-11-50)

The **articles of incorporation** shall set forth: (1) the name of the **corporation**; (2) the period of duration, if other than perpetual; (3) the purpose for which the corporation is organized, which may include the transaction of any lawful business for which corporations may be incorporated under the Business Corporation Act [Chapter 53, Articles 11 to 18 NMSA 1978]; (4) the aggregate number of shares that the corporation has authority to issue and, if the shares are to be divided into classes, the number of shares of each class; (5) if the shares are to be divided into classes, the designation of each class and a statement of the preferences, limitations and relative rights in respect of the shares of each class; (6) if

the corporation is to issue the shares of any preferred or special class in series, the designation of each series and a statement of the variations in the relative rights and preferences as between series, insofar as they are to be fixed in the articles of incorporation and a statement of any authority to be vested in the board of directors to establish series and fix and determine the variations in the relative rights and preferences as between series; (7) any provisions limiting or denying to shareholders the preemptive right to acquire unissued shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares; (8) the address of its initial registered office and the name of its initial registered agent at the address; (9) the names and addresses of the persons who have consented to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify; and (10) the names and address of each incorporator. (53-12-2)

A **limited liability company** shall maintain in New Mexico: (1) a **registered office** that may be the same as the limited liability company's principal place of business; and (2) a **registered agent** for service of process on the limited liability company that is either: (a) an individual resident of New Mexico; (b) a domestic corporation, limited liability company or partnership having a place of business in New Mexico that is the same as the registered office; or (c) a foreign corporation, limited liability company or partnership authorized to transact business in New Mexico having a place of business that is the same as the registered office. (53-19-5)

The **articles of organization** for a **limited liability company** shall set forth: (1) a name for the limited liability company that satisfies the requirements of Section 53-19-3 NMSA 1978; (2) the street address of the initial registered office and the name of the initial registered agent at that address and the street address of the limited liability company's current principal place of business, if different from the address of its registered office. (53-19-8)

A **limited liability company** shall keep at its principal place of business, and notify all of its members of the location of such place, the following: (1) a **list** containing the full name and last known mailing address of all current and former members and managers; (2) a copy of the articles of organization and all amendments or restatements of the articles, together with executed copies of any powers of attorney pursuant to which any articles, amendments or restatements have been executed. --A member or his representative may, at the member's expense, inspect and copy any limited liability company record, wherever such record is located, upon reasonable request during ordinary business hours. (53-19-19)

Before transacting business in New Mexico, a foreign limited liability company shall register with the commission by submitting an original signed **application for registration** as a foreign limited liability company. The application shall set forth:

- A. the name of the foreign limited liability company and, if different, the name under which it proposes to transact business in New Mexico;
- B. the state or other jurisdiction where the foreign limited liability company was organized and the date of its organization;

- C. the name and address of a registered agent for service of process, which agent meets the requirements of Section 53-19-5 NMSA 1978, whose original, signed statement, together with a copy, which may be a photocopy of the original after it was signed or a photocopy that is conformed to the original, to the effect that such person accepts designation as the registered agent of the foreign limited liability company, shall be submitted with the application;
- D. a statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed upon resignation of an already appointed registered agent or, if appointed, the agent's authority has been revoked or the agent cannot be found or served in the exercise of reasonable diligence;
- E. the address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or jurisdiction or, if not so required, of the principal office of the foreign limited liability company;
- F. a statement that the foreign limited liability company is a foreign limited liability company as defined in Section 53-19-2 NMSA 1978; and
- G. the identity of persons in whom management of the foreign limited liability company is vested. (53-19-48)

Each **limited partnership** shall maintain continuously in this state: (1) an **office**, which may be a place of its business in this state, at which shall be kept the records required by Section 54-2-6 NMSA 1978; and (2) an **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation or a foreign corporation authorized to do business in this state. (54-2-5)(*Effective until January 1, 2009*)

Each **limited partnership** shall keep at the office referred to in Subsection A of Section 54-2-5 NMSA 1978 the following: (1) a current **list** of the full name and last known business address of each partner, separately identifying the general partners and the limited partners in alphabetical order; (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (54-2-6)(*Effective until January 1, 2009*)

In order to form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed in the office of the secretary of state. The certificate shall set forth: (1) the name of the limited partnership; (2) the address of the office and the name and address of the agent for service of process required to be maintained by Section 54-2-5 NMSA 1978; (3) the name and the business address of each general partner. (54-2-9) (*Effective until January 1, 2009*)

Before transacting business in New Mexico, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall file with the secretary of state

a **statement of registration** as a foreign limited partnership, signed and sworn to by a general partner and setting forth: (1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in New Mexico; (2) the state and date of its formation; (3) the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of New Mexico, a domestic corporation or a foreign corporation having a place of business in, and authorized to do business in New Mexico; (4) a statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under Paragraph (3) of this subsection or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) the name and address of each general partner; and (7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn. (54-2-51) (*Effective until January 1, 2009*)

NEW YORK

A **certificate** of incorporation shall be signed by each incorporator, with his name and address included in such certificate and delivered to the department of state. It shall set forth: (1) The name of the **corporation**; (2) The purposes(s) for which it is formed (3) The county within this state in which the office of the corporation is to be located. (4) The aggregate number of shares and the par value or a statement that the shares are without par value (5) A designation of the secretary of state as agent of the corporation upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him. (6) If the corporation is to have a registered agent, his name and address within this state and a statement that the registered agent is to be the agent of the corporation upon whom process against it may be served. (402) - Business Corporation Law

The secretary of state shall be the **agent** of every **domestic corporation and every authorized foreign corporation** upon whom process against the corporation may be served.

In addition to such designation of the secretary of state, every **domestic corporation or authorized foreign corporation** may designate a **registered agent** in this state upon whom process against such corporation may be served. The agent shall be a natural person who is a resident of or has a business address in this state or a domestic corporation or foreign corporation of any type or kind formed, or authorized to do business in this state, under this chapter or under any other statute of this state. (305)

(408) - Biennial statement filing

Each **domestic corporation**, and each **foreign corporation** authorized to do business in this state, shall, during the applicable filing period as determined by subdivision three of this section, file a statement setting forth:

- (a) The name and business address of its chief executive officer.
- (b) The street address of its principal executive office.
- (c) The post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him or her. Such address shall supersede any previous address on file with the department of state for this purpose.

If a shareholder of a **corporation**, in person or by his attorney or agent, or a representative of the district attorney or of the secretary of state, the attorney general, or other state official, makes a written demand on a corporation to inspect a current list of its directors and officers, the corporation shall, within two business days after receipt of the demand and for a period of one week thereafter, make the **list** available for such **inspection** at its office during usual business hours.--Upon refusal by the corporation to make a current list of its directors and officers available, as provided in paragraph (a), the person making a demand for such list may apply, ex parte, to the supreme court at a special term held within the judicial district where the office of the corporation is located for an order directing the corporation to make such list available. The court may grant such order or take such other action as it may deem just and proper. (718)

The **articles of organization** of a **limited liability company** shall set forth: (1) the name of the limited liability company; (2) the county within this state in which the office of the limited liability company is to

be located or if the limited liability company shall maintain more than one office in this state, the county in which the principal office of the limited liability company is to be located; (3) a designation of the secretary of state as agent of the limited liability company upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against the limited liability company served upon him or her; (4) if the limited liability company is to have a registered agent, its name and address within this state and a statement that the registered agent is to be the agent of the limited liability company upon whom process against it may be served. (203)

The secretary of state shall be the **agent** of every **domestic limited liability company** that has filed with the department of state articles of organization making such designation and every **foreign limited liability company upon** which process may be served pursuant to this chapter. (301)

In addition to the designation of the secretary of state, each **domestic limited liability company** or authorized foreign limited liability company may designate a **registered agent** upon whom process against the limited liability company may be served. (b) The agent must be either:

- (1) a natural person who is a resident of this state or has a business address in this state;
- (2) a domestic limited liability company or an authorized foreign limited liability company; or
- (3) a domestic corporation or a foreign corporation authorized to do business in this state. (302)

Each **domestic limited liability company** shall maintain the following **records**, which may, but need not, be maintained in this state: (1) if the limited liability company is managed by a manager or managers, a current list of the full name set forth in alphabetical order and last known mailing address of each such manager; (2) a current list of the full name set forth in alphabetical order and last known mailing address of each member together with the contribution and the share of profits and losses of each member or information from which such share can be readily derived; (3) a copy of the articles of organization and all amendments thereto or restatements thereto. (1102)

In order to form a **limited partnership** the general partners shall execute a partnership agreement, and a **certificate of limited partnership** shall be executed in accordance with section 121-204 of this article. The certificate shall set forth: (1) the name of the limited partnership; (2) the county within this state, in which the office of the limited partnership is to be located; (3) a designation of the secretary of state as agent of the limited partnership upon whom process against it may be served and the post office address within or without this state to which the secretary of state shall mail a copy of any process against it served upon him; (4) if the limited partnership is to have a registered agent, his name and address within this state and a statement that the registered agent is to be the agent of the limited partnership upon whom process against it may be served; (5) the name and the business or residence street address of each general partner. (6) The latest date the limited partnership is to dissolve. (121-201)

The secretary of state shall be the *agent* for every **domestic limited partnership** which has filed with the secretary of state a certificate making such designation and every **foreign limited partnership** upon whom process may be served pursuant to this article. (121-104)

In addition to the designation of the secretary of state, each **limited partnership** or authorized foreign limited partnership may designate a *registered agent* upon whom process against the limited partnership may be served. The agent must be (i) a natural person who is a resident of this state or has a business address in this state, or (ii) a domestic corporation or a foreign corporation authorized to do business in this state. (121-105)

Each **domestic limited partnership** shall maintain the following *records*, which may, but need not, be maintained in this state: (1) a current list of the full name and last known mailing address of each partner set forth in alphabetical order together with the contribution and the share in profits and losses of each partner or information from which such share can be readily derived; (2) a copy of the certificate of limited partnership and all amendments thereto. (121-106)

Note: This summary does not include information regarding a nonprofit corporation.

The **articles of incorporation** for a for profit business must set forth: (1) A corporate name for the **corporation** that satisfies the requirements of G.S. 55D-20 and G.S. 55D-21; (2) The number of shares the corporation is authorized to issue and any other information required by G.S. 55-6-01; (3) The street address, and the mailing address if different from the street address, of the corporation's initial registered office, the county in which the initial registered office is located, and the name of the corporation's initial registered agent at that address; (4) The street address, and the mailing address if different from the street address, of the corporation's principal office, if any, and the county in which the principal office, if any, is located; and (5) The name and address of each incorporator.-- The articles of incorporation may set forth any provision that under this Chapter is required or permitted to be set forth in the bylaws, and may also set forth: The names and addresses of the individuals who are to serve as the initial directors. (55-2-02)

Each **corporation** must maintain a **registered office** and **registered agent** as required by Article 4 of Chapter 55D of the General Statutes and is subject to service on the Secretary of State under that Article. (55-5-01)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must be arranged by voting group (and within each voting group by class or series of shares) and show the address of and number of shares held by each shareholder.-- The shareholders' list must be available for inspection by any shareholder, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A shareholder, personally or by or with his representative, is entitled on written demand to inspect and, subject to the requirements of G.S. 55-16-02(c), to copy the list, during regular business hours and at his expense, during the period it is available for inspection.-- If the corporation refuses to allow a shareholder or his representative to inspect the shareholders' list before or at the meeting (or copy the list as permitted by subsection (b)), the superior court of the county where a corporation's principal office (or, if none in this State, its registered office) is located, on application of the shareholder, after notice is given to the corporation, may summarily order the inspection or copying at the corporation's expense and may postpone the meeting for which the list was prepared until the inspection or copying is complete. (55-7-20)

A **foreign corporation** may apply for a **certificate of authority** to transact business in this State by delivering an application to the Secretary of State for filing. The **application** must set forth:(1) The name of the foreign corporation or, if its name is unavailable for use in this State, a corporate name that satisfies the requirements of Article 3 of Chapter 55D of the General Statutes; (2) The name of the state or country under whose law it is incorporated; (3) Its date of incorporation and period of duration; (4) The street address, and the mailing address if different from the street address, of its principal office

if any, and the county in which the principal office, if any, is located; (5) The street address, and the mailing address if different from the street address, of its registered office in this State, the county in which the registered office is located, and the name of its registered agent at that office; and (6) The names and usual business addresses of its current officers. (55-15-03)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office: (1) Its articles or restated articles of incorporation and all amendments to them currently in effect; (2) A list of the names and business addresses of its current directors and officers. (55-16-01) In addition to these two the corporation shall keep: bylaws or restated bylaws and all amendments to them currently in effect; resolutions adopted by its board of directors creating one or more classes or series of shares; the minutes of all shareholders' meetings and records of all action taken by shareholders without a meeting for the past three years; all written communications to shareholders generally within the past three years and the financial statements required to be made available to the shareholders for the past three years under G.S. 55-16-20; and its most recent annual report delivered as required by G.S. 55-16-22.

A qualified shareholder of a **corporation** is entitled to **inspect and copy**, during regular business hours at the corporation's principal office, any of the records of the corporation described in G.S. 55-16-01(e) if he gives the corporation written notice of his demand at least five business days before the date on which he wishes to inspect and copy. --A qualified shareholder of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if the shareholder meets the requirements of subsection (c) and gives the corporation written notice of his demand at least five business days before the date on which he wishes to inspect and copy: (1) Records of any final action taken with or without a meeting by the board of directors, or by a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the shareholders and records of action taken by the shareholders without a meeting, to the extent not subject to inspection under G.S. 55-16-02 (a); (2) Accounting records of the corporation; and (3) The record of shareholders; provided that a shareholder of a public corporation shall not be entitled to inspect or copy any accounting records of the corporation or any records of the corporation with respect to any matter which the corporation determines in good faith may, if disclosed, adversely affect the corporation in the conduct of its business or may constitute material nonpublic information at the time the shareholder's notice of demand to inspect and copy is received by the corporation-- This section does not affect: (1) The right of a shareholder to inspect records under G.S. 55-7-20 or, if the shareholder is in litigation with the corporation, to inspect the records to the same extent as any other litigant; (2) The power of a court, independently of this Chapter, to compel the production of corporate records for examination. --For purposes of this section, "shareholder" includes a beneficial owner whose shares are held in a voting

trust or by a nominee on his behalf and whose beneficial ownership is certified to the corporation by that voting trust or nominee. (55-16-02)

Each **domestic corporation** and each **foreign corporation** authorized to transact business in this State shall deliver an **annual report** to the Secretary of Revenue in paper form or, in the alternative, directly to the Secretary of State in electronic form as prescribed by the Secretary of State under this section. The annual report shall set forth all of the following:

- (1) The name of the corporation and the state or country under whose law it is incorporated.
- (2) The street address, and the mailing address if different from the street address, of the registered office, the county in which its registered office is located, and the name of its registered agent at that office in this State, and a statement of any change of such registered office or registered agent, or both.
- (3) The address and telephone number of its principal office.
- (4) The names, titles, and business addresses of its principal officers. (55-16-22)
- (5) A brief description of the nature of its business.

The **articles of organization** for a **limited liability company** must set forth: (1) A name for the **limited liability company** that satisfies the provisions of G.S. 55D-20 and G.S. 55D-21; (2) The name and address of each person executing the articles of organization and whether the person is executing the articles of organization in the capacity of a member or an organizer; (3) The street address, and the mailing address if different from the street address, of the limited liability company's initial registered office, the county in which the initial registered office is located, and the name of the limited liability company's initial registered agent at that address; (4) The street address, and the mailing address if different from the street address, of the limited liability company's principal office, if any, and the county in which the principal office, if any, is located. (57C-2-21) In addition to the above, the articles must set forth: a specified date of dissolution, if no date is specified there shall be no limit on the duration and a statement regarding whether or not all members are managers.

Each **domestic limited liability company** other than a professional limited liability company governed by G.S. 57C-2-01(c) and each foreign limited liability company authorized to transact business in this State, shall deliver to the Secretary of State for filing an **annual report**, in a form prescribed by the Secretary of State, that sets forth all of the following: (1) The name of the limited liability or foreign limited liability company and the state or country under whose law it is formed; (2) The street address, and the mailing address if different from the street address, of the registered office, the county in which the registered office is located, and the name of its registered agent at that office in this State, and a statement of any change of the registered office or registered agent, or both; (3) The address and telephone number of its principal office; (4) The names and business addresses of its managers or, if the limited liability company has never had members, its organizers. (57C-2-23) In addition, a brief description of the nature of its business.

Each **limited liability company** must maintain a **registered office** and **registered agent** as required by Article 4 of Chapter 55D of the General Statutes and is subject to service on the Secretary of State under that Article. (57C-2-40)

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed and filed in the office of the Secretary of State and set forth: (1) The name of the limited partnership; (2) The address, including county and city or town, and street and number, if any, of the registered office and the name of the registered agent at such address for service of process required to be maintained by G.S. 55D-30; (3) The name and the address, including county and city or town, and street and number, if any, of each general partner; (4) The address, including county and city or town, and street and number, if any, of the office at which the records referred to in G.S. 59-106 are kept, if such records are not kept at the registered office. (59-201) In addition as statement as to duration.

Before transacting business in this State, a **foreign limited partnership** shall procure a **certificate of authority** to transact business in this State from the Secretary of State. No foreign limited partnership shall be entitled to transact in this State any business which a limited partnership organized under this Article is not permitted to transact. In order to register, a foreign limited partnership shall deliver to the Secretary of State an application for registration as a foreign limited partnership, signed by a general partner and setting forth: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State; (2) The jurisdiction and date of its formation; (3) The date of formation and the period of duration; (4) The street address, and the mailing address if different from the street address, of the principal office of the foreign limited partnership, and the county in which the principal office is located; (5) The street address, and the mailing address if different from the street address, of the registered office of the foreign limited partnership in this State, the county in which the registered office is located, and the name of its proposed registered agent in this State; (6) If the certificate of limited partnership filed in the foreign limited partnership's state of organization is not required to include the names and addresses of the partners, a list of the names and addresses or, at the election of the foreign limited partnership, a list of the names and addresses of the general partners and the address, including county and city or town, and street and number, of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep such records until such foreign limited partnership's registration in this State is cancelled; (7) A statement that in consideration of the issuance of a certificate of authority to transact business in this State, the foreign limited partnership appoints the Secretary of State of North Carolina as the agent to receive service of process, notice, or demand, whenever the foreign limited partnership fails to appoint or maintain a registered agent in this State or whenever any such registered agent cannot with reasonable diligence be found at the registered office; (8) The names and addresses including county and city or town, and street and number, if any, of all of the general partners. (59-902) In addition: a statement indicating whether the foreign limited partnership is a foreign limited liability partnership and the effective date and time of the registration if it is not to be effective at the time of filing of the application.

A **partnership** whose internal affairs are governed by the laws of this State, other than a limited partnership, may become a registered limited liability partnership by filing with the Secretary of State an **application** stating all of the following: (1) The name of the partnership; (2) The street address, and the mailing address if different from the street address, of its principal office and the county in which the principal office is located; (3) The name and street address, and the mailing address if different from the street address, of the partnership's registered agent and registered office for service of process; (4) The county in this State in which the registered office is located. (59-84.2) In addition, the fiscal year end of the partnership.

Before transacting business in this State, a **foreign limited liability partnership** must file an **application for registration as a foreign limited liability partnership**. The application must contain: (1) The name of the foreign limited liability partnership that satisfies the requirements of the state or other jurisdiction under whose laws it is formed and meets the requirements of Article 3 of Chapter 55D of the General Statutes; (2) the street address, and the mailing address if different from the street address, of the partnership's principal office, and the county in which the principal office is located. (3) The name and street address, and the mailing address if different from the street address, for the partnership's registered agent and registered office for service of process, and the county in which the registered office is located. (4) The fiscal year end of the partnership. (59-91)

Each registered **limited liability partnership** and each foreign limited liability partnership authorized to transact business in this State shall deliver to the Secretary of State for filing an **annual report**, in a form prescribed by the Secretary of State, that sets forth all of the following: (1) The name of the registered limited liability partnership or foreign limited liability partnership and the state or country under whose law it is formed; (2) The street address, and the mailing address if different from the street address, of the registered office, the county in which the registered office is located, and the name of its registered agent at that office in this State, and a statement of any change of the registered office or registered agent, or both; (3) The street address and telephone number of its principal office. (59-84.4) In addition, a brief description of the nature of its business and the fiscal year end of the partnership.

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (59-49)

Partners shall render on demand true and full information of all things affecting the **partnership** to any partner or the legal representative of any deceased partner or partner under legal disability. (59-50)

Each **limited partnership** must maintain a **registered office** and **registered agent** as required by Article 4 of Chapter 55D of the General Statutes and is subject to service on the Secretary of State under that Article. -- Limited partnerships formed prior to October 1, 1986, shall file a certificate of limited partnership with the Office of the Secretary of State pursuant to G.S. 59-201(a) designating the address of the registered office of the limited partnership and the identity of the registered agent at such address. (59-105)

Each **limited partnership** shall keep in this State at an office in this State: (1) A current *list* of the full name and last known mailing address of each partner set forth in alphabetical order; (2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. -- The books and records are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (59-106)

NORTH DAKOTA

(Effective July 1, 2008) 1. A **registered agent** filing must state: a. The name of the commercial registered agent of the represented entity; or b. If the entity does not have a commercial registered agent, then the name and address of the noncommercial registered agent of the entity. 2. The appointment of a registered agent pursuant to subsection 1 is an affirmation by the represented entity that the agent has consented to serve as such. 3. Upon request and as soon as practicable, the secretary of state shall make available in a record a list of filings that contain the name of a registered agent. The **list** must: a. List in alphabetical order the names of the registered agents; and b. State: (1) The type of filing; (2) The name of the represented entity making the filing; and (3) The address of the principal executive office if disclosed in the record filed by the represented entity. (10-01.1-05)

Registered Agent-Registered Office

(Effective through June 30, 2008) 1. A **corporation** shall continuously maintain a **registered office** in this state. A **registered office** need not be the same as the principal place of business or the principal executive office of the corporation. 2. A corporation shall appoint and continuously maintain a registered agent who may be: a. An individual residing in this state; b. A domestic corporation, whether incorporated under the Business Corporation Act or under another provision of the North Dakota Century Code, or domestic limited liability company; or c. A foreign corporation, whether authorized to do business or conduct activities under the Business Corporation Act or another provision of the North Dakota Century Code, or a foreign limited liability company authorized to transact business in this state. 3. The registered agent shall maintain a business office that is identical with the registered office. (10-19.1-15)

(Effective after June 30, 2008) A **corporation** shall continuously maintain a **registered agent** in this state as provided by chapter 10-01.1, and if a noncommercial registered agent, then the address of that noncommercial registered agent in this state. (10-19.1-15.)

A **corporation** shall keep, at the corporation's principal executive office or at another place or places within the United States determined by the board, a **share register** not more than one year old, containing the name and address of each shareholder and the number and classes of shares held by each shareholder. -- A corporation shall keep, at its principal executive office, or, if its principal executive office is outside of this state, shall make available at its registered office within ten days after receipt by an officer of the corporation of a written demand for them made by a person described in subsection 4 or 5, originals or copies of: A statement of the names and usual business addresses of its directors and principal officers. (10-19.1-84)

Annual Report

(Effective through June 30, 2008) 1. Each **corporation** and each **foreign corporation** authorized to transact business in this state shall file, within the time provided in subsection 3, an **annual report** setting forth: a. The name of the corporation or foreign corporation and the state or country under the laws of which the corporation or foreign corporation is incorporated. b. The address of the registered office of the corporation or foreign corporation in this state, the name of the corporation's or foreign

corporation's registered agent in this state at that address, and the address of the corporation's or foreign corporation's principal executive office. c. The names and respective addresses of the officers and directors of the corporation or foreign corporation. (10-19.1-146)

(Effective after June 30, 2008) 1. Each **corporation** and each **foreign corporation** authorized to transact business in this state shall file, within the time provided in subsection 3, an **annual report** setting forth: a. The name of the corporation or foreign corporation and the state or country under the laws of which the corporation or foreign corporation is incorporated. b. The address of the registered office of the corporation or foreign corporation in this state, the name of the corporation's or foreign corporation's registered agent in this state at that address, and the address of the corporation's or foreign corporation's principal executive office. b. A brief statement of the character of the business in which the corporation or foreign corporation is actually engaged in this state. c. The names and respective addresses of the officers and directors of the corporation or foreign corporation.

Articles of Organization

(Effective through June 30, 2008)

The **articles of organization** must contain: a. The name of the **limited liability company**; b. The address of the registered office of the limited liability company and the name of the limited liability company's registered agent at that address; c. The name and address of each organizer. (10-32-07)

(Effective after June 30, 2008) The **articles of organization** must contain: a. The name of the **limited liability company**; b. The name of the registered agent of the limited liability company as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the address of such noncommercial registered agent in this state; c. The name and address of each organizer. (10-32-07)

Registered Office and Agent

(Effective through June 30, 2008) 1. A **limited liability company** shall continuously maintain a **registered office** in this state. A registered office need not be the same as the principal place of business or the principal executive office of the limited liability company. 2. A limited liability company shall appoint and continuously maintain a **registered agent**. The registered agent may be an individual residing in this state, a corporation or a limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. Proof of the registered agent's consent to serve in such capacity must be filed with the secretary of state, together with the fees provided in section 10-32-150. (10-32-12)

(Effective after June 30, 2008) As provided by chapter 10-01.1, a limited liability company shall continuously maintain a **registered agent** in this state. (10-32-12)

Required records and information. 1. A **limited liability company** shall keep at its principal executive office, or at another place or places within the United States determined by the board: a. A current *list* of the full name and last-known business, residence, or mailing address of each member, each governor, and the president; b. A current list of the full name and last-known business, residence, or mailing address of each assignee of financial rights other than a secured party and a description of the rights assigned; c. A copy of the articles of organization and all amendments to the articles; 2. A member of a limited liability company has an absolute right, upon written demand, to examine and copy, in person or by a legal representative, at any reasonable time, and the limited liability company shall make available within ten days after receipt by a manager of the limited liability company of the written demand, all records referred to in subsection 1. 3. A member of a limited liability company who has been a member for at least six months immediately preceding the member's demand or who is the holder of record of at least five percent of all membership interests of the limited liability company has a right, upon written demand, to examine and copy, in person or by a legal representative, other limited liability company records at any reasonable time only if the member demonstrates a proper purpose for the examination. A "proper purpose" is one reasonably related to the person's interest as a member of a limited liability company. 4. On application of the limited liability company, a court in this state may issue a protective order permitting the limited liability company to withhold portions of the records of proceedings of the board for a reasonable period of time, not to exceed twelve months, in order to prevent premature disclosure of confidential information that would be likely to cause competitive injury to the limited liability company. A protective order may be renewed for successive reasonable periods of time, each not to exceed twelve months and in total not to exceed thirty-six months, for good cause shown. In the event a protective order is issued, the statute of limitations for any action that the member might bring as a result of information withheld automatically extends for the period of delay. If the court does not issue a protective order with respect to any portion of the records of proceedings as requested by the limited liability company, it shall award reasonable expenses, including attorney's fees and disbursements, to the member. This subsection does not limit the right of a court to grant other protective orders or impose other reasonable restrictions on the nature of the limited liability company records that may be copied or examined under subsections 2 and 3 or the use or distribution of the records by the demanding member. 5. A member who has gained access under this section to any limited liability company record may not use or furnish to another for use the limited liability company record or a portion of the contents for any purpose other than a proper purpose. Upon application of the limited liability company, a court may issue a protective order or order other relief as may be necessary to enforce the provisions of this subsection. 6. Copies of the information referred to in subsection 1 must be furnished at the expense of the limited liability company. In all other cases, the limited liability company may charge the requesting party a reasonable fee to cover the expenses of providing the copy. 7. The records maintained by a limited liability company may utilize any information storage technique, including, for example, punched holes, printed or magnetized spots, or microimages, even though that makes them illegible visually, if the records can be converted accurately and within a reasonable time, into a form that is legible visually and whose contents are assembled by related subject matter to permit convenient use by people in the normal course of business. A limited liability company shall convert any of the records referred to in subsections 2 and 3 upon the request of a person entitled to inspect them, and the expense of the conversion must be borne by the person who bears the expense of copying pursuant to subsection 6. A copy of the conversion is admissible in evidence, and is acceptable for all other purposes, to the same extent as the existing or original records would be if they were legible visually. (10-32-51)

Annual Report

(Effective through June 30, 2008) 1. Each **limited liability company**, and each **foreign limited liability company** authorized to transact business in this state, shall file, within the time provided by subsection 3, an **annual report** setting forth: a. The name of the limited liability company or foreign limited liability company and the state or country under the laws of which it is organized. b. The address of the registered office of the limited liability company or foreign limited liability company in this state, the name of its registered agent in this state at that address, and the address of its principal executive office. c. The names and respective addresses of the managers and governors of the limited liability company or foreign limited liability company or the name or names and respective address or addresses of the managing member or members of the limited liability company or foreign limited liability company. (10-32-149)

(Effective after June 30, 2008) 1. Each **limited liability company**, and each **foreign limited liability company** authorized to transact business in this state, shall file, within the time provided by subsection 3, an **annual report** setting forth: a. The name of the limited liability company or foreign limited liability company and the state or country under the laws of which it is organized. b. The address of the registered office of the limited liability company or foreign limited liability company in this state, the name of its registered agent in this state at that address, and the address of its principal executive office. c. The names and respective addresses of the managers and governors of the limited liability company or foreign limited liability company or the name or names and respective address or addresses of the managing member or members of the limited liability company or foreign limited liability company. (10-32-149)

A **limited partnership** shall maintain at its principal executive office the following information: 1. A current **list** showing the full name and last-known street and mailing address of each partner, separately identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order; 2. A copy of the initial certificate of limited partnership and all amendments to and restatements of the certificate, together with signed copies of any powers of attorney under which any certificate, amendment, or restatement has been signed. (45-10.2-13)

Registered Office and Registered Agent

(Effective through June 30, 2008) 1. A **limited partnership** shall continuously maintain a **registered office** in this state. A registered office need not be the same as the principal place of business or the principal executive office of the limited partnership. 2. The limited partnership shall appoint and continuously maintain a registered agent who may be: a. An individual residing in this state; b. A domestic corporation; c. A domestic limited liability company; or d. A foreign corporation or foreign limited liability company authorized to transact business in this state. 3. The registered agent shall maintain a business office identical to its registered office. 4. Proof of the consent of the registered agent to serve in the capacity of registered agent must be filed with the secretary of state. (45-10.2-17)

(Effective after June 30, 2008) A **limited partnership** shall continuously maintain a **registered agent** in this state as provided by chapter 10-01.1, and if a noncommercial registered agent, the address of that noncommercial registered agent. (45-10.2-17)

Certificate of Limited Partnership

(Effective through June 30, 2008) 1. In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be filed with the secretary of state. a. The certificate must state:

(1) The name of the limited partnership, which must comply with section 45-10.2-10; (2) The general character of its business; (3) The street address and mailing address of the principal executive office; (4) The name, street address, and mailing address of each general partner; (5) The name, street address, and mailing address of the registered agent; and (6) Any additional information required by sections 45-10.2-94 through 45-10.2-106. (45-10.2-23)

(Effective after June 30, 2008) 1. In order for a **limited partnership** to be formed, a **certificate of limited partnership** must be filed with the secretary of state. a. The certificate must state: (1) The name of the limited partnership, which must comply with section 45-10.2-10; (2) The general character of its business; (3) The street address and mailing address of the principal executive office; (4) The name, street address, and mailing address of each general partner; (5) The name of the registered agent in this state as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of that noncommercial registered agent in this state; and (6) Any additional information required by sections 45-10.2-94 through 45-10.2-106. (45-10.2-23)

Annual Report

45-10.2-108. (Effective through June 30, 2008) 1. Each **limited partnership**, and each foreign limited partnership authorized to transact business in this state, shall file, within the time provided by subsection 3, an **annual report** setting forth: a. The name of the limited partnership or foreign limited partnership and the jurisdiction of origin. b. The address of the registered office of the limited partnership or foreign limited partnership in this state and the name of the registered agent of the limited partnership or foreign limited partnership in this state at that address. c. The address of the principal executive office of the limited partnership or foreign limited partnership. d. The name and respective address of every general partner of the limited partnership or foreign limited partnership. (45-10.2-108)

(Effective after June 30, 2008) 1. Each **limited partnership**, and each foreign limited partnership authorized to transact business in this state, shall file, within the time provided by subsection 3, an **annual report** setting forth: a. The name of the limited partnership or foreign limited partnership and the jurisdiction of origin. b. The address of the registered office of the limited partnership or foreign limited partnership in this state and the name of the registered agent of the limited partnership or foreign limited partnership in this state at that address. c. The address of the principal executive office of the limited partnership or foreign limited partnership. d. The name and respective address of every general partner of the limited partnership or foreign limited partnership. (45-10.2-108)

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(A) Any person, singly or jointly with others, and without regard to residence, domicile, or state of incorporation, may form a **corporation** by signing and filing with the secretary of state **articles of incorporation** that shall set forth all of the following: (1) The name of the corporation, which shall be in compliance with division (A) of section 1701.05 of the Revised Code; (2) The place in this state where the principal office of the corporation is to be located; (B) The articles also **may set forth** any of the following: (1) The names of the individuals who are to serve as initial directors. (1701.04)

(A) Each **corporation** shall keep **correct and complete books and records** of account, together with minutes of the proceedings of its incorporators, shareholders, directors, and committees of the directors, and records of its shareholders showing their names and addresses and the number and class of shares issued or transferred of record to or by them from time to time. (B) Upon request of any shareholder at any meeting of shareholders, there shall be produced at such meeting an alphabetically arranged list, or classified lists, of the shareholders of record as of the applicable record date, who are entitled to vote, showing their respective addresses and the number and class of shares held by each. Such list or lists when certified by the officer or agent in charge of the transfers of shares shall be prima-facie evidence of the facts shown therein. If the meeting is to be held solely or in part by means of communications equipment, then the corporation shall make the list or lists open to the examination of any shareholder or proxyholder during the whole time of the meeting on a reasonably accessible electronic network. The directors may adopt guidelines and procedures to permit the corporation to verify that any person accessing the list or lists is a shareholder or proxyholder. (1701.37)

(A) One or more persons, without regard to residence, domicile, or state of organization, may form a **limited liability company**. The **articles of organization** shall be signed and filed with the secretary of state and shall set forth all of the following: (1) The name of the company; (2) Except as provided in division (B) of this section, the period of its duration, which may be perpetual; (3) Any other provisions that are from the operating agreement or that are not inconsistent with applicable law and that the members elect to set out in the articles for the regulation of the affairs of the company. (1705.04)

Each **limited liability company** shall maintain continuously in this state an **agent for service of process** on the company. The agent shall be an individual who is a resident of this state, a domestic corporation, or a foreign corporation holding a license as a foreign corporation under the laws of this state. (1705.06)

The principal office of a **limited liability company** need not be in this state. The company shall keep at its principal office all of the following: (1) A current **list** of the full names, in alphabetical order, and last known business or residence address of each member; (2) A copy of the articles of organization, all amendments to the articles, and executed copies of any powers of attorney pursuant to which the articles or the amendments have been executed. (1705.28)

(A) Before transacting business in this state, a **foreign limited liability company** shall register with the secretary of state. The company shall register by submitting to the secretary of state an **application for registration** as a foreign limited liability company. The application shall be on a form that is prescribed by the secretary of state, be signed by an authorized representative of the company, and set forth all of the following: (1) The name of the company and, if different, the name under which it is registered or organized in the state of its organization; (2) The state in which it was organized and the date of its formation; (3) The name and address of an agent for service of any process, notice, or demand on the company. The appointed agent shall be an individual who is a resident of this state, a domestic corporation, or a foreign corporation that has a place of business and is authorized to do business in this state. (4) A statement that the secretary of state is appointed the agent of the company for service of any process, notice, or demand on the company if an agent is not appointed as described in division (A)(3) of this section or if an agent is appointed pursuant to that division but the authority of that agent has been revoked or the agent cannot be found or served after the exercise of reasonable diligence; (5) An address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company. (1705.54)

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (1775.18)

A **domestic limited liability partnership** or **foreign registered limited liability partnership** shall, biennially during the month of July in odd-numbered years, file a **report** with the office of the secretary of state verifying and, if necessary, updating, as of the thirtieth day of June of that year, the information contained in the registration application required by division (A) of sections 1775.61 and 1775.64 of the Revised Code. (1775.63)

(A) Each **limited partnership** shall maintain continuously in this state an **agent for service of process** on the limited partnership. The agent shall be a natural person who is a resident of this state, a domestic corporation, or a foreign corporation holding a license as such under the laws of this state. (B) The written appointment of an agent shall set forth the name and address in this state of the agent, including the street and number or other particular description, and shall otherwise be in the form the secretary of state prescribes. The secretary of state shall keep a record of the names of limited partnerships, and the names and addresses of their respective agents. (1782.04)

Each **limited partnership** shall keep at its principal office, which need not be in this state, all of the following: (1) A current **list** of the full name and last known business or residence address of each partner, separately listing and identifying the general partners, in alphabetical order, and the limited partners, in alphabetical order; (2) A copy of the certificate of limited partnership and all certificates of amendment to it, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (1782.05)

To form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed with the secretary of state, as provided in section 1782.13 of the Revised Code. The certificate shall be on a form prescribed by the secretary of state and shall set forth all of the following: (1) The name of the limited

partnership; (2) The address of the principal place of business of the limited partnership; (3) The name and business or residence address of each general partner. (1782.08)

The **certificate of incorporation** shall set forth: (1) The name of the corporation; (2) The address, including the street, number, city and county, of the corporation's registered office in this state, and the name of the corporation's registered agent at such address; (3) The nature of the business or purpose to be conducted or promoted. It shall be sufficient to state, either alone or with other businesses or purposes, that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any; (4) The total number of shares of stock which the corporation shall have authority to issue and the par value of each of such shares; (5) The name and mailing address of the incorporator or incorporators; (6) If the powers of the incorporators are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified (18-1006)

Every **corporation** shall have and maintain in this state a **registered office** which may, but need not be, the same as its place of business. (18 1021)

Every **domestic corporation** shall have and maintain in this state a **registered agent**, which agent may be either: (1) The domestic corporation itself; (2) An individual resident of this state; or (3) A domestic or qualified foreign corporation, limited liability company, limited liability partnership, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. -- Every foreign corporation transacting business in this state shall have and maintain the Secretary of State as its registered agent in this state. In addition, such foreign corporation may have and maintain in this state a registered agent, which agent may be either: (1) An individual resident of this state; or (2) A domestic or qualified foreign corporation, limited liability company, limited liability partnership, or limited partnership. Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. (18-1022)

Any shareholder, in person or by attorney or other agent, upon written demand under oath stating the purpose thereof, shall have the right during the usual hours for business to **inspect** for any proper purpose the corporation's stock ledger, list of its shareholders, and its other books and records, and to make copies or extracts therefrom. (18-1065)

The **articles of organization** shall set forth: (1) The name of the **limited liability company**; (2) The street address of its principal place of business, wherever located, and the name and street address of its resident agent which shall be identical to its registered office in this state; (3) The term of existence of the limited liability company which may be perpetual. (18-2005)

Before transacting business in this state, a **foreign limited liability company** shall register with the Office of the Secretary of State. In order to register, a foreign limited liability company shall (1) Provide the Secretary of State with an original certificate from the certifying officer of the jurisdiction of the foreign limited liability company's organization attesting to the foreign limited liability company's organization under the laws of such jurisdiction and (2) Submit to the Office of the Secretary of State an **application** in duplicate for registration as a foreign limited liability company, signed by a manager, member, or other person, and setting forth: (1) the name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state; (2) the state or other jurisdiction and date of its organization, (2) the name and street address of a registered agent in this state which agent shall be an individual resident of this state, or a domestic or qualified foreign corporation, limited liability company, or limited partnership -- Each registered agent shall maintain a business office identical with the registered office which is open during regular business hours to accept service of process and otherwise perform the functions of a registered agent. If an additional registered agent is designated, service of process shall be on that agent and not on the Secretary of State; (3) a statement that the Office of the Secretary of State is appointed the agent of the foreign limited liability company for service of process if no agent has been appointed under subparagraph c of this paragraph, or if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (4) address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company. (18-2043)

Every **domestic limited liability company** and every **foreign limited liability company** registered to do business in this state shall **file a certificate each year** in the Office of the Secretary of State which shall confirm it is an active business and include its principal place of business address. (18-2055)

A **partnership** may file with the Secretary of State a **statement of partnership authority**, which: (1) must include: (i) the name of the partnership; (ii) the street address of its chief executive office and of one office in this state, if there is one; and (iii) the name and mailing address of an agent appointed and maintained by the partnership for the purpose of subsection (b) of this section; or (iv) the names and mailing addresses of the partners authorized to execute an instrument transferring real property held in the name of the partnership. -- If a statement of partnership authority names an agent, the agent shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown. (54-1-303)

After the approval, a **partnership** may become a limited liability partnership by filing a **statement of qualification** with the Secretary of State. The statement must contain: (1) the name of the partnership; (2) the street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this state, if any; (3) if the partnership does not have an office in this state, the name and street address of the partnership's agent for service of process (3) a statement that the partnership elects to be a limited liability partnership. (54-1-1001)

Each **domestic limited partnership** shall continuously maintain in this state: (1) An **office**, which may, but need not be a place of its business in this state, at which shall be kept the records required by Section 306 of this title to be maintained; and (2) An **agent for service of process** on the limited partnership, which agent may be the domestic limited partnership itself, an individual resident of this state, a domestic corporation, limited partnership, limited liability company; or a foreign corporation, limited partnership or limited liability company authorized to do business in this state. (54-305)

Each **limited partnership** shall keep the following at the office required pursuant to Section 305 of this title: 1. A current **list** of the full name and last-known business address of each partner, separately identifying the general partners in alphabetical order and the limited partners in alphabetical order; 2. A copy of the certificate of limited partnership and all certificates of amendment thereto together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (3) Copies of the limited partnership's federal and state income tax returns and reports, if any, for the three (3) most recent years; (4) Copies of any then effective written partnership agreements and of any financial statements of the limited partnership for the three (3) most recent years. Records kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (54-306)

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed and filed in the Office of the Secretary of State. The certificate shall set forth: (1) The name of the limited partnership; (2) The street address of the office and the name and street address of the agent for service of process as required pursuant to Section 305 of this title; (3) The name and the business address of each general partner; (4) The term of existence of the limited partnership which may be perpetual. (54-309)

Every **domestic limited partnership** and every **foreign limited partnership** registered to do business in this state shall **file a certificate each year** in the Office of the Secretary of State which shall confirm it is an active business and include its current office address, where the records of the partnership are kept. (54-311.1)

Each **limited partner** has the right to: Upon reasonable notification **inspect and copy** any of the partnership records required to be maintained pursuant to Section 306 of this title. (54-322)

Before transacting business in this state, a **foreign limited partnership** shall register with the Secretary of State. In order to register, a foreign limited partnership shall provide the Secretary of State with a certificate from the certifying officer of the jurisdiction of the foreign limited partnership's organization attesting to the foreign limited partnership's organization under the laws of such jurisdiction; and Submit to the Secretary of State, an **application for registration** as a foreign limited partnership, signed by a general partner and setting forth: (1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) the jurisdiction and date of its formation; (3) the name and street address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an

individual resident of this state, a domestic corporation, limited partnership, limited liability company or a foreign corporation, limited partnership, or limited liability company authorized to do business in this state; (4) a statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed pursuant to subparagraph c of this paragraph or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5) the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited partnership; (6) the name and business address of each general partner, and (7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn. (54-350)

The Secretary of State's duty to file documents under this section is *ministerial*. (60.017)

The *articles of incorporation* shall set forth: (a) A corporate name for the **corporation** that satisfies the requirements of ORS 60.094; (b) The address, including street and number, and mailing address, if different, of the corporation's initial registered office and the name of its initial registered agent at that office; (c) The name and address of each incorporator; and (d) A mailing address to which notices, as required by this chapter, may be mailed until an address has been designated by the corporation in its annual report. ---- The articles of incorporation may set forth: (a) The names of the initial directors; (b) The addresses of the initial directors. (60.047)

Each **corporation** shall continuously maintain in this state a *registered agent* and *registered office* that may be, but need not be, the same as any of its places of business. (2) A registered agent shall be: (a) An individual who resides in this state and whose business office is identical to the registered office; (b) A domestic corporation, domestic limited liability company, domestic professional corporation or domestic nonprofit corporation whose business office is identical to the registered office; or (c) A foreign corporation, foreign limited liability company, foreign professional corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical to the registered office. (60.111)

A **corporation** or its agent shall maintain a *record of its shareholders*, in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. --- A corporation shall keep a copy of the following records at its principal office or registered office: A list of the names and business addresses of its current directors and officers. (60.771)

Each **domestic corporation**, and each foreign corporation authorized to transact business in this state, shall by its anniversary deliver to the office for filing an *annual report* that sets forth: (a) The name of the corporation and the state or country under whose law it is incorporated; (b) The street address of its registered office and the name of its registered agent at that office in this state; (c) The address, including street and number and mailing address, if different, of its principal office; (d) The names and addresses of the president and secretary of the corporation. (60.787)

The *articles of organization* shall set forth: (a) The name of the **limited liability company** which satisfies the requirements of ORS 63.094; (b) The address, including street and number, and mailing address, if different, of the limited liability company's initial registered office and the name of its initial registered agent at that office; (c) A mailing address to which notices, as required by this chapter, may be mailed until an address has been designated by the limited liability company in its annual report; (d) If the limited liability company is to be manager-managed, a statement that the limited liability company will be manager-managed or a statement that the limited liability company is to be managed by a manager or managers; (e) The name and address of each organizer [...]. (63.047)

Each **limited liability company** shall continuously maintain in this state a **registered agent** and **registered office** that may be, but need not be, the same as any of its places of business. (2) A registered agent shall be: (a) An individual who resides in this state and whose business office is identical to the registered office; (b) A domestic limited liability company, a domestic corporation, a domestic professional corporation or a domestic nonprofit corporation whose business office is identical to the registered office; or (c) A foreign limited liability company, foreign corporation, foreign professional corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical to the registered office. (63.111)

(1) Each **limited liability company** shall keep at an office specified in the manner provided in any operating agreement or, if none, at the registered office, the following: (a) A current **list** of the full name and last-known business, residence or mailing address of each member and manager, both past and present. (b) A copy of the articles of organization and all amendments thereto, together with executed copies of any powers of attorney pursuant to which any amendment has been executed. (2) Any limited liability company records are subject to inspection and copying at the reasonable request, and at the expense, of any member during ordinary business hours. (3) Failure of the limited liability company to keep or maintain any of the records or information required pursuant to this section shall not be grounds for imposing liability on any person for the debts and obligations of the limited liability company. (63.771)

Each **domestic limited liability company**, and each **foreign limited liability company** authorized to transact business in the state, shall by its anniversary deliver to the office of the Secretary of State for filing an **annual report** that sets forth: (a) The name of the limited liability company and the state or country under whose law it is organized; (b) The street address of its registered office and name of its registered agent at that office in this state; (c) The address, including street and number and mailing address, if different, of its principal office; (d) The names and addresses of the managers for a manager-managed limited liability company or the name and address of at least one member for a member-managed limited liability company. (63.787)

After the approval required by ORS 67.500 (3), a partnership may become a **limited liability partnership** by delivering an **application for registration** to the office of the Secretary of State for filing. -- The application for registration shall set forth the following information: (a) The name of the partnership; (b) The address, including street and number, and mailing address, if different, of the principal office from which the partnership conducts its business; (c) A mailing address to which notices as required by this chapter may be mailed until an address has been designated by the limited liability partnership in its annual report; (d) The names and addresses of at least two partners of the partnership. (67.590)

Each **limited liability partnership** registered to transact business in this state, and each foreign limited liability partnership authorized to transact business in this state, shall by its anniversary deliver an **annual report** to the office of the Secretary of State for filing. The annual report shall set forth: (a) The name of the partnership and the state or country under whose law it is registered or qualified as a limited liability partnership; (b) The address, including street and number, and mailing address, if different, of the principal office from which the partnership conducts its business; (c) The names and addresses of at least two partners of the partnership. (67.645)

Each **limited partnership** shall continuously maintain in this state an **office** at which the records referred to in ORS 70.050 shall be kept. The office may be but need not be a place of business of the limited partnership in this state. (70.020)

Each **domestic limited partnership** and each **foreign limited partnership** doing business in this state and all general partners of each domestic limited partnership or foreign limited partnership shall continuously maintain in this state a single **registered agent** who shall be amenable to service of process at the registered agent's business office in this state. The registered agent shall be: (a) An individual resident of this state who has a business office in this state; (b) A domestic corporation, domestic limited liability company, domestic professional corporation or domestic nonprofit corporation that has a business office in this state; or (c) A foreign corporation, foreign limited liability company, foreign professional corporation or foreign nonprofit corporation that is authorized to transact business in this state and has a business office in this state. (70.025)

Each **limited partnership** shall keep at the office referred to in ORS 70.020 the following records: (a) A current **list** of the full name and last-known business address of each partner specifying separately the general partners and the limited partners in alphabetical order. (b) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (70.050)

To form a **limited partnership**, a **certificate of limited partnership** must be executed and submitted for filing to the Office of Secretary of State. The certificate shall set forth the following: (a) The name of the limited partnership. (b) The address of the office required to be maintained under ORS 70.020 and the name and street address of the agent. (c) A mailing address to which the Secretary of State may mail notices as required by this chapter. (d) The name and the business address of each general partner. (70.075)

Each **domestic limited partnership** and each **foreign limited partnership** registered to transact business in this state shall submit for filing an **annual report** to the Office of Secretary of State that includes: (a) The name of the domestic or foreign limited partnership and the state or country under the laws of which it is formed; (b) The street address of its registered office in this state and the name of its registered agent at that office; (c) The name and respective address of each general partner of the domestic or foreign limited partnership; (d) The location of the office in which the records described in

ORS 70.050 are kept; (e) A mailing address to which the Secretary of State may mail notices as required by this chapter. (70.610)

PENNSYLVANIA

Upon request, the Department will **search and report** on the status of, and if requested, provide certified or uncertified copies of documents or information of record in the Corporation Bureau. See Chapter 3 (relating to fees and charges) with respect to the amount and method of payment of applicable charges. -- Other inquiries will not be handled by telephone except as follows:

- (1) Inquiry concerning the availability of not to exceed three association names.
- (2) Inquiries which relate to the following information contained in the official index records of the Corporation Bureau:
 - (i) Name of an association.
 - (ii) Date of filing and specified effective date, if applicable.
 - (iii) Registered office address.
 - (iv) Officers of the association, if available. See § § 23.51 and 41.52 (relating to annual report information; and annual report). (13.31)

The Department of State shall **make available as public information for inspection and copying** the names of the president, vice-president, secretary and treasurer and the address of the principal office of corporations for profit as annually forwarded to the department by the Department of Revenue. (1110)

Articles of incorporation shall set forth: (1) The name of the **corporation**; (2) Subject to section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number, if any, of its initial registered office in this Commonwealth; (5) The name and address, including street and number, if any, of each of the incorporators. (1306)

Every business **corporation** shall have and continuously maintain in this Commonwealth a **registered office** which may, but need not, be the same as its place of business. (1507)

Every business **corporation** shall keep complete and **accurate books and records** of account, minutes of the proceedings of the incorporators, shareholders and directors and a share register giving the names and addresses of all shareholders and the number and class of shares held by each. The share register shall be kept at any of the following locations: (1) the registered office of the corporation in this Commonwealth; (2) the principal place of business of the corporation wherever situated; (3) any actual business office of the corporation; or (4) the office of the registrar or transfer agent of the corporation. -- Every shareholder shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the share register, books and records of account, and records of the proceedings of the incorporators, shareholders and directors and to make copies or extracts therefrom. (1508)

To the extent reasonably related to the performance of the duties of the director, including those arising from service as a member of a committee of the board of directors, a director of a business corporation is entitled: (1) in person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect and receive information regarding the assets, liabilities and operations of the corporation and any subsidiaries of the corporation incorporated or otherwise organized or created under the laws of this Commonwealth that are controlled directly or indirectly by the corporation; and (2) to demand that the corporation exercise whatever rights it may have to obtain information regarding any other subsidiaries of the corporation. (1512)

An *application for a certificate of authority* shall be executed by the foreign business **corporation** and shall set forth: (1) The name of the corporation;(2) The name of the jurisdiction under the laws of which it is incorporated;(3) The address, including street and number, if any, of its principal office under the laws of the jurisdiction in which it is incorporated;(4) Subject to section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number, if any, of its proposed registered office in this Commonwealth;(5) A statement that it is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise. (4124)

Every **limited liability company** shall have and continuously maintain in this Commonwealth a *registered office* which may, but need not, be the same as its place of business. (8906)

The *certificate of organization* shall be signed by each of the organizers and shall set forth in the English language:(1) The name of the **limited liability company**, unless the name is in a foreign language, in which case it shall be set forth in Roman letters or characters or Arabic or Roman Numerals; 2) Subject to section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number, if any, of its initial registered office in this Commonwealth;(3) The name and address, including street and number, if any, of each of the organizers. (8913)

Every domestic registered **limited liability partnership** in existence on December 31 of any year and every foreign registered limited liability partnership that is registered to do business in this Commonwealth on December 31 of any year shall file in the Department of State with respect to that year a *certificate of annual registration*. (8221)

Every **limited partnership** shall have and continuously maintain in this Commonwealth a *registered office* which may, but need not, be the same as its place of business. (8506)

Each **limited partnership** shall keep at the registered office of the limited partnership in this Commonwealth or at its principal place of business, wherever situated, the following: (1) A current *list* of the full name and last known business address of each partner, separately identifying the general partners (in alphabetical order) and the limited partners (in alphabetical order); (2) A copy of the certificate of limited partnership and all certificates of amendment thereto.-- Records kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (8507)

In order to form a limited partnership, a certificate of limited partnership must be executed and filed in the Department of State. The certificate shall set forth: (1) The name of the limited partnership; (2) Subject to section 109 (relating to name of commercial registered office provider in lieu of registered address), the address, including street and number, if any, of its registered office;(3) The name and business address of each general partner. (8511)

Each **limited partner** has the right, subject to such reasonable standards (including, without limitation, standards governing what information and documents are to be furnished, at what time and location and at whose expense) as may be set forth in the partnership agreement, to obtain from the general partners from time to time upon reasonable demand:(1) True and full information regarding the state of the business and financial condition of the limited partnership; (2) Promptly after becoming available, a copy of the Federal, State and local income tax returns for each year of the limited partnership; (3) Other information regarding the affairs of the limited partnership as is just and reasonable. (8525)

The **articles of incorporation** must state: (1) A **corporate** name that satisfies the requirements of § 7-1.2-401. (2) The address of its initial registered office, and the name of its initial registered agent at the address. (3) The name and address of each incorporator. (7-1.2-202)

Each **corporation** shall have and continuously maintain in this state: (1) A **registered office**, which may be, but need not be, the same as its place of business. (2) A **registered agent**, who may be : (i) An individual resident in this state, (ii) A domestic corporation, a domestic limited partnership, a domestic limited liability partnership, a domestic limited liability company, or (iii) A foreign corporation, a foreign limited partnership, a foreign limited liability partnership or a foreign limited liability company authorized to transact business in this state, in each case, having a business office identical with the office of such registered agent which generally is open during normal business hours to accept service of process and otherwise perform the functions of a registered agent; provided, however, that in the case where the registered agent of a corporation is an attorney, the business address of the agent need not be identical with the registered office, but may be the usual business address of the attorney. (7-1.2-501)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall file, within the time prescribed by this chapter, an **annual report** stating: (1) The name of the corporation and the state or country under the laws of which it is incorporated; (2) The names and respective addresses of the directors and officers of the corporation. (7-1.2-1501)

Each **corporation** shall keep correct and complete **books and records of account**, keep minutes of the proceedings of its shareholders and of the board of directors and committees of the board, and shall also keep at its registered office or principal place of business, legal counsel's office, or at the office of its transfer agent or registrar, a record of its shareholders giving the names and addresses of all shareholders and the number and class of the shares held by each. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable time. (7-1.2-1502)

The **articles of organization** shall set forth: (1) The name of the **limited liability company**; (2) The name and address of its resident agent in this state; (3) The address of the principal office of the limited liability company if it is determined at the time of organization; (4) The name and address of the person authorized to sign and who does sign the articles of organization. (7-16-6)

Each **domestic** or **foreign registered limited liability company** shall have a **resident agent** for service of process on the limited liability company who shall be either: (1) An individual resident of this state; or (2) A corporation, limited partnership, or limited liability company, and in each case either domestic or one authorized to transact business in this state. (7-16-11)

Each **limited liability company** shall keep at its principal office the following: A current **list** of the full name and last known business address of each member and manager. -- The current list of names and addresses of the members shall be made available to the secretary of state, the director of the department of business regulation, or the attorney general, as applicable, within five (5) business days of receipt of a written request by the secretary, director, or attorney general stating that the information is required in connection with an investigatory or enforcement proceeding. (7-16-22)

Each **domestic limited liability company** and each **foreign limited liability company** authorized to transact business in this state, shall file an **annual report** setting forth: (1) The name and address of the principal office of the limited liability company; (2) The state or other jurisdiction under the laws of which it is formed; (3) The name and address of its resident agent; (4) The current mailing address of the limited liability company and the name or title of a person to whom communications may be directed. (7-16-66)

The **partnership books** are kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (7-12-30)

Each **limited partnership** shall continuously maintain in this state: (1) An **office**, which may but need not be a place of its business in this state, at which is kept the records required by § 7-13-5 to be maintained; and (2) An **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. (7-13-4)

Each **limited partnership** shall keep at the office referred to in § 7-13-4(1) the following: (1) A current **list** of the full name and last known business address of all partners separately identifying in alphabetical order, the general partners and limited partners; (2) A copy of the certificate of limited partnership and all certificates of amendment to it, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (7-13-5)

In order to form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed in the office of the secretary of state, stating: (1) The name of the limited partnership; (2) The address of the office and the name and address of the agent for service of process required to be maintained by § 7-13-4; (3) The name and the business address of each general partner; (4) A mailing address for the limited partnership. (7-13-8)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state, in duplicate, an **application for registration** as a foreign limited partnership, signed and sworn to by a general partner and setting forth: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) The state and date of its formation; (3) The general character of the business it proposes to transact in this state; (4) The name and address of any agent for service of process on the foreign limited partnership whom the foreign

limited partnership elects to appoint; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in this state; (5) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (4) or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; and (6) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; and (7) The name and business address of each general partner; and (8) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn; and (9) A mailing address for the foreign limited partnership. (7-13-49)

SOUTH CAROLINA

The Secretary of State's duty to file documents under this section is **ministerial**. (33-1-250)

The **articles of incorporation must set forth**: (1) a corporate name for the **corporation** that satisfies the requirements of Section 33-4-101; (2) the street address of the corporation's initial registered office and the name of its initial registered agent at that office; (3) the name and address of each incorporator. -- The articles of incorporation **may set forth**: The names and addresses of the individuals who are to serve as the initial directors. (33-2-102)

Each **corporation** must continuously maintain in this State: (1) a **registered office** that may be the same as any of its places of business; and (2) a **registered agent**, who may be: (i) an individual who resides in this State and whose business office is identical with the registered office; (ii) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (iii) a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (33-5-101)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (33-16-101)

Every **corporation** organized under the laws of this State and every corporation qualified to do business in this State shall file an **annual report** as provided in Title 12. (33-16-220)

A **limited liability company** and a foreign limited liability company authorized to do business in this State shall designate and continuously maintain in this State: (1) an **office**, which need not be a place of business in this State; and (2) an **agent** and street address of the agent for service of process on the company. (b) An agent must be an individual resident of this State, a domestic corporation, another limited liability company, or a foreign corporation or foreign company authorized to do business in this State. (33-44-108)

Articles of organization of a **limited liability company** must set forth: (1) the name of the company; (2) the address of the initial designated office; (3) the name and street address of the initial agent for service of process; (4) the name and address of each organizer. (33-44-203)

A person may request the Secretary of State to furnish a **certificate of existence** for a **limited liability company** or a **certificate of authorization** for a **foreign limited liability company**. (33-44-208)

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership and every partner shall at all times have access to and may inspect and copy any of them. (33-41-520)

Each **limited partnership** shall continuously maintain in this State: (1) an **office** in this State, which may but need not be a place of its business in this State, at which shall be kept the records required by Section 33-42-60 to be maintained; (2) an **agent for service of process** on the limited partnership, which agent must be an individual resident of this State, a domestic corporation, or a foreign corporation authorized to do business in this State. (33-42-50)

Each **limited partnership** shall keep at the office referred to in Section 33-42-50(1) the following: (1) a current **list** of the full name and last known mailing address of each partner separately identifying the general partners (in alphabetical order) and the limited partners (in alphabetical order); (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. -- Records required to be kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. --- A person who is not a partner is entitled to the information required by paragraphs (1) and (5) of subsection (a) if he gives the limited partnership written notice of his demand at least five business days before the date on which he wishes to inspect and copy the information to which he is entitled by this subsection and his demand is made in good faith and for a proper purpose. The limited partnership may impose a reasonable charge, covering the costs of labor and material for copies of any documents provided pursuant to this subsection. The charge may not exceed the estimated cost of production or reproduction of the records. (33-42-60)

In order to form a **limited partnership**, a **certificate of limited partnership** must be executed and filed in the office of the Secretary of State. The certificate shall set forth: (1) the name of the limited partnership; (2) the address of the office and the name and address of the agent for service of process required to be maintained by Section 33-42-50; (3) the name and a mailing address of each general partner. (33-42-210)

Before transacting business in this State, a **foreign limited partnership** shall register with the Secretary of State. In order to register, a foreign limited partnership shall submit to the Secretary of State, in duplicate, an **application for registration** as a foreign limited partnership, signed and sworn to by a general partner and setting forth: (1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this State; (2) the state and date of its formation; (3) the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this State, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this State; (4) a statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subsection (3) or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) the name and a mailing address of each general partner; and (7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership

to keep those records until the foreign limited partnership's registration in this State is cancelled or withdrawn. (33-42-1620)

SOUTH DAKOTA

The Office of the Secretary of State's duty to file documents under this section is **ministerial**. (47-1A-125)

The **articles of incorporation** shall set forth: (1) A corporate name for the **corporation** that satisfies the requirements of §§ 47-1A-401 to 47-1A-401.3, inclusive; (2) The number of shares the corporation is authorized to issue; (3) The street address, or a statement that there is no street address, of its principal office; (4) The street address, or a statement that there is no street address, of the corporation's initial registered office, and the name of its initial registered agent at that office; and (5) The name and address of each incorporator. (47-1A-202)

The **articles of incorporation** may set forth: The names and addresses of the individuals who are to serve as the initial directors. (47-1A-202.1)

Each **corporation** shall continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: (a) An individual who resides in this state and whose business office is identical with the registered office; (b) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; (c) A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office; or (d) A domestic limited liability company or domestic limited liability partnership whose business office is identical with the registered office. (47-1A-501)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. (47-1A-1601)

A **corporation** shall keep a **copy of the following records** at its principal office: (1) Its articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to shareholders referred to in § 47-1A-120.2 regarding facts on which a filed document is dependent; (2) A list of the names and business addresses of its current directors and officers. (47-1A-1601.1)

Each **domestic corporation**, and each foreign corporation authorized to transact business in this state, shall deliver to the Office of the Secretary of State for filing an **annual report** that sets forth: (1) The name of the corporation and the state or country under whose law it is incorporated; (2) The address of its registered office and the name of its registered agent at that office in this state; (3) The address of its principal office; (4) The names and business addresses of its directors and principal officers. (47-1A-1621)

Each **limited liability company** shall have, and continuously maintain in this state, a **registered office** which may be, but need not be, the same as its place of business, and a **registered agent**, which agent

may be either an individual resident in this state whose business office is identical with such registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, or a domestic limited liability company, or a domestic limited liability partnership, having a business office identical with such registered office. (47-34A-108)

Articles of organization of a **limited liability company** must set forth: (1) The name of the company; (2) The address of the initial designated office; (3) The name and street address of the initial agent for service of process and the agent's written consent to the appointment; (4) The name and address of each organizer. (47-34A-203)

A **limited liability company**, and a **foreign limited liability company** authorized to transact business in this state, except a bank organized pursuant to § 51A-3-1.1, shall deliver to the secretary of state for filing an **annual report** that sets forth: (1) The name of the company and the state or country under whose law it is organized; (2) The address of its registered office and the name and address of its registered agent for service of process in this state; (3) The address of its principal office; (4) The names and business addresses of any managers. (47-34A-211)

Each **limited partnership** shall continuously maintain in this state: (1) An **office**, which may but need not be a place of its business in this state, at which shall be kept the records required by § 48-7-105 to be maintained; and (2) An **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, a foreign corporation authorized to do business in this state or a domestic limited liability company, or a domestic limited liability partnership whose business office is identical with the registered office. (48-7-104)

Each **limited partnership** shall keep at the office referred to in § 48-7-104 the following: (1) A current **list** of the full name and last known business address of each partner, separately identifying in alphabetical order the general partners and the limited partners; (2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. -- Records kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (48-7-105)

In order to form a **limited partnership**, a **certificate of limited partnership** shall be executed and filed in the Office of the Secretary of State. The certificate shall set forth: (1) The name of the limited partnership; (2) The street address, or a statement that there is no street address, of the office and the name and street address, or a statement that there is no street address, and the written consent, of the agent for service of process required to be maintained by § 48-7-104; (3) The name and the business address of each general partner. (48-7-201)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state an original **application for registration** as a foreign limited partnership and one exact or conforming copy

thereof, signed and sworn to by a general partner and setting forth: (1) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) The state and date of its formation; (3) The name and street address, or a statement that there is no street address, of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint. The agent shall be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state; (4) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (3) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5) The street address, or a statement that there is no street address, of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) The name and business address of each general partner; and (7) The street address, or a statement that there is no street address, of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn. (48-7-902)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in this state, shall file an **annual report** in the Office of the Secretary of State which contains: (1) The name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed; (2) The street address of the partnership's chief executive office and, if different, the street address of an office of the partnership in this state, if any; and (3) If the partnership does not have an office in this state, the name and street address of the partnership's current agent for service of process. (48-7A-1003)

TENNESSEE

A **corporation's charter** must set forth: (1) A corporate name for the corporation that satisfies the requirements of § 48-14-101; (2) The number of shares the corporation is authorized to issue; (3) The street address and zip code of the corporation's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office; (4) The name and address and zip code of each incorporator; (5) The street address and zip code of the initial principal office of the corporation; (b) The charter may set forth: The names and addresses of the individuals who are to serve as the initial directors. (48-12-102)

Each **corporation** must continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: (A) An individual who resides in this state and whose business office is identical with the registered office; (B) A domestic corporation or not for profit domestic corporation whose business office is identical with the registered office; or (C) A foreign corporation or not for profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (48-15-101)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class and series, if any, of shares showing the number, class, and series, if any, of shares held by each shareholder. --A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office: (1) Its charter or restated charter and all amendments thereto currently in effect; (2) A list of the names and business addresses of its current directors and officers. (48-26-101)

A shareholder of a **corporation** is entitled to **inspect and copy**, during regular business hours at the corporation's principal office, any of the records of the corporation described in § 48-26-101(e), if the shareholder gives the corporation written notice of the shareholder's demand at least five (5) business days before the date on which the shareholder wishes to inspect and copy.-- A shareholder of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation, if the shareholder meets the requirements of subsection (c) and gives the corporation written notice of the shareholder's demand at least five (5) business days before the date on which the shareholder wishes to inspect and copy.-- This section does not affect: (1) The right of a shareholder to inspect records under § 48-17-201 or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or (2) The power of a court, independently of chapters 11-27 of this title, to compel the production of corporate records for examination. (48-26-102)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the secretary of state for filing an **annual report** that sets forth: (1) The name of the corporation and the state or country under whose law it is incorporated; (2) The street address, including the zip code, of its registered office, the county in which the office is located and the name of

its registered agent at that office in this state; (3) The street address, including the zip code, of its principal office; (4) The names and business addresses, including the zip code, of its directors and principal officers. (48-26-203)

The **articles** for a **limited liability company** must set forth: (1) A name for the LLC that satisfies the requirements of § 48-249-106; (2) The street address and zip code of the initial registered office of the LLC, the county in which the office is located and the name of its initial registered agent at that office; (3) The street address and zip code of the principal executive office of the LLC and the county in which the office is located; A statement as to whether the LLC will be member-managed, manager-managed, or director-managed. (48-249-202)

Each **foreign** and **domestic LLC** must continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be: an individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, an domestic LLC or a domestic registered limited liability partnership, or a foreign corporation, not-for-profit foreign corporation, ar foreign LLC or a foreign registered limited liability partnership authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. (48-249-109)

An LLC shall keep, at its principal executive office or at another place or places within the United State determined by the members of a member-managed LLC, the managers of a manager-managed LLC, or the directors of a director-managed LLC: (1) A current **list** of the full name and last-known business, residence, or mailing address of the chief manager or director, as applicable, and each officer, if any, of the LLC, together with the taxpayer identification number of each member of the LLC; (2) A current list of the full name and last-known business, residence, or mailing address of each holder of financial rights of the LLC and a description of the rights held; (3) A copy of the articles and all amendments to the articles. (48-249-406)

A member of an **LLC, or the members agents and attorneys a member**, is entitled to access to the LLC's records at the LLC's principal executive office or other reasonable location specified in the LLC documents. The right of access provides the opportunity to **inspect and copy**, during regular business hours at the LLC's principal executive office, if the member or its agent or attorney, gives the LLC written notice of such demand at least five (5) business days before the date on which the member, or its agent or attorney, wishes to inspect and copy. (48-249-308)

Each **domestic LLC**, and each **foreign LLC** authorized to transact business in this state, shall deliver to the secretary of state for filing an **annual report** that sets forth: (1) The name of the LLC and the jurisdiction under whose law it is formed; (2) The street address and zip code of its registered office and the name of its registered agent at that office in this state; (3) The street address, including the zip code, of its principal executive office; (4) If the LLC is a director-managed LLC or a manager-managed LLC, or its equivalent, the names and business addresses, including the zip code, of its directors or managers, or

their equivalents, as applicable; (5) The names and business addresses, including the zip code, of its officers (or equivalent). (48-249-1017)

The secretary of state's duty to file documents under this section is ministerial. (48-249-1009)

Each registered **limited liability partnership**, including **foreign registered limited liability partnerships**, must continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business in this state; and (2) A **registered agent**, who may be a partner or any other individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a registered limited liability partnership, a limited liability company, or a foreign corporation, not-for-profit foreign corporation, qualified foreign registered limited liability partnership, or limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. The registered agent may be designated by title. (61-1-1002)

Each **limited partnership** must continuously maintain in the state of Tennessee: (1) A **registered office**, which may but need not be a place of its business in the state of Tennessee; and (2) A **registered agent**, which agent may be either an individual resident of the state of Tennessee whose business office is identical with the limited partnership's registered office, or a domestic corporation or a foreign corporation authorized to transact business in the state of Tennessee having a business office identical with such registered office. (61-2-104)

A **certificate** of **limited partnership** shall be filed with the secretary of state and set forth:

- (1) The name of the limited partnership;
- (2) The street address and zip code of the limited partnership's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office as required to be maintained by § 61-2-104;
- (3) The street address and zip code of the principal office of the limited partnership;
- (4) The name and the business, residence or mailing address of each general partner. (61-2-201)

Any person shall have the **right to examine the current list of the names and addresses** of all general and limited partners of any partnership formed under this chapter at the registered office of the partnership during reasonable business hours, and, upon payment of reasonable costs of duplication, to make a copy thereof. (61-2-304)

Registered Agent and Office

In accordance with section 5. 201 of the Texas Business Organizations Code, each filing entity and each foreign filing entity shall have and continuously maintain:

- (1) a registered agent; and
- (2) a registered office.
- (b) The registered agent:
 - (1) is an agent of the entity on whom may be served any process, notice, or demand required or permitted by law to be served on the entity;
 - (2) may be:
 - (A) an individual who is a resident of this state; or
 - (B) an organization that is registered or authorized to do business in this state; and
 - (3) must maintain a business office at the same address as the entity's registered office.
- (c) The registered office:
 - (1) must be located at a street address where process may be personally served on the entity's registered agent;
 - (2) is not required to be a place of business of the filing entity or foreign filing entity; and
 - (3) may not be solely a mailbox service or a telephone answering service.

Filing entity is defined in the Code as a domestic entity that is a corporation, limited partnership, limited liability company, professional association, cooperative, or real estate investment trust.

Books and Records

In accordance with section 3.151 of the Code, each filing entity shall keep:

- (1) books and records of accounts;
- (2) minutes of the proceedings of the owners or members or governing authority of the filing entity and committees of the owners or members or governing authority of the filing entity;
- (3) at its registered office or principal place of business, or at the office of its transfer agent or registrar, a current record of the name and mailing address of each owner or member of the filing entity; and
- (4) other books and records as required by the title of this code governing the entity.

The books, records, minutes, and ownership or membership records of any filing entity, including those described in Subsection (a)(4), may be in written paper form or another form capable of being converted into written paper form within a reasonable time.

The records required by Subsection (a)(2) need not be maintained by a limited partnership or a limited liability company except to the extent required by its governing documents.

A **for-profit corporation** has the following additional record-keeping requirements under the Code pursuant to section 21.173:

In addition to the books and records required to be kept under Section 3.151, a corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of:

- (1) the original issuance of shares issued by the corporation;
- (2) each transfer of those shares that have been presented to the corporation for registration of transfer;
- (3) the names and addresses of all past shareholders of the corporation;
- and
- (4) the number and class or series of shares issued by the corporation held by each current and past shareholder.

Shareholders are granted access to these records in accordance with section 21.174 of the Code.

A **limited liability company** has the following additional **record-keeping requirements** under the Code pursuant to section 101.501:

(a) In addition to the books and records required to be kept under Section 3.151, a limited liability company shall keep at its principal office in the United States, or make available to a person at its principal office in the United States not later than the fifth day after the date the person submits a written request to examine the books and records of the company under Section 3.152(a) or 101.502:

- (1) a current list that states:
 - (A) the percentage or other interest in the limited liability company owned by each member; and
 - (B) if one or more classes or groups of membership interests are established in or under the certificate of formation or company agreement, the names of the members of each specified class or group;
- (2) a copy of the company's federal, state, and local tax information or income tax returns for each of the six preceding tax years;
- (3) a copy of the company's certificate of formation, including any amendments to or restatements of the certificate of formation;
- (4) if the company agreement is in writing, a copy of the company agreement, including any amendments to or restatements of the company agreement;
- (5) an executed copy of any powers of attorney;
- (6) a copy of any document that establishes a class or group of members of the company as provided by the company agreement; and
- (7) except as provided by Subsection (b), a written statement of:

- (A) the amount of a cash contribution and a description and statement of the agreed value of any other contribution made or agreed to be made by each member;
- (B) the dates any additional contributions are to be made by a member;
- (C) any event the occurrence of which requires a member to make additional contributions;
- (D) any event the occurrence of which requires the winding up of the company; and
- (E) the date each member became a member of the company.

(b) A limited liability company is not required to keep or make available at its principal office in the United States a written statement of the information required by Subsection (a)(7) if that information is stated in a written company agreement.

(c) A limited liability company shall keep at its registered office located in this state and make available to a member of the company on reasonable request the street address of the company's principal office in the United States in which the records required by this section and Section 3.151 are maintained or made available.

The right to examine these records is granted to the members of the limited liability company in accordance with section 101.502.

A **limited partnership** has the following additional **record-keeping requirements** under the Code pursuant to section 153.551:

(a) A domestic limited partnership shall maintain the following records in its principal office in the United States or make the records available in that office not later than the fifth day after the date on which a written request under Section 153.552(a) is received:

(1) a current list that states:

- (A) the name and mailing address of each partner, separately identifying in alphabetical order the general partners and the limited partners;
- (B) the last known street address of the business or residence of each general partner;
- (C) the percentage or other interest in the partnership owned by each partner; and
- (D) if one or more classes or groups are established under the partnership agreement, the names of the partners who are members of each specified class or group;

(2) a copy of:

- (A) the limited partnership's federal, state, and local information or income tax returns for each of the partnership's six most recent tax years;
- (B) the partnership agreement and certificate of formation; and
- (C) all amendments or restatements;

(3) copies of any document that creates, in the manner provided by the partnership agreement, classes or groups of partners;

(4) an executed copy of any powers of attorney under which the partnership agreement, certificate of formation, and all amendments or restatements to the agreement and certificate have been executed;

(5) unless contained in the written partnership agreement, a written statement of:

(A) the amount of the cash contribution and a description and statement of the agreed value of any other contribution made by each partner;

(B) the amount of the cash contribution and a description and statement of the agreed value of any other contribution that the partner has agreed to make in the future as an additional contribution;

(C) the date on which additional contributions are to be made or the date of events requiring additional contributions to be made;

(D) the events requiring the winding up of the limited partnership; and

(E) the date on which each partner in the limited partnership became a partner; and

(6) books and records of the accounts of the limited partnership.

(b) A limited partnership shall maintain its records in written form or in another form capable of being converted to written form in a reasonable time.

(c) A limited partnership shall keep in its registered office in this state and make available to a partner on reasonable request the street address of its principal office in the United States in which the records required by this section are maintained.

In accordance with section 153.552 of the Code, a partner may have access to these records.

In addition to the access provided to the public, the shareholders, the members and the partners, under section 12.151 of the Code the Texas Attorney General has the authority to inspect, examine, and make copies, as the attorney general considers necessary in the performance of a power or duty of the attorney general, of any record of the a filing entity or any foreign filing entity. A record of the entity includes minutes and a book, account, letter, memorandum, document, check, voucher, telegram, constitution, and bylaw.

Certificate of Formation

A **filing entity** is created by filing a **certificate of formation** with the Secretary of State of Texas. The certificate of formation for all filing entities must provide the following information as required by section 3.005 of the Code:

(1) the name of the filing entity being formed;

(2) the type of filing entity being formed;

(3) for filing entities other than limited partnerships, the purpose or purposes for which the filing entity is formed, which may be stated to be or include any lawful purpose for that type of entity;

(4) for filing entities other than limited partnerships, the period of duration, if the entity is not formed to exist perpetually and is intended to have a specific period of duration;

(5) the street address of the initial registered office of the filing entity and the name of the initial registered agent of the filing entity at the office;

(6) the name and address of each:

- (A) organizer for the filing entity, unless the entity is formed under a plan of conversion or merger;
- (B) general partner, if the filing entity is a limited partnership; or
- (C) trust manager, if the filing entity is a real estate investment trust;
- (7) if the filing entity is formed under a plan of conversion or merger, a statement to that effect and, if formed under a plan of conversion, the name, address, date of formation, prior form of organization, and jurisdiction of formation of the converting entity; and
- (8) any other information required by this code to be included in the certificate of formation for the filing entity.

Section 3.007 provides that

(a) In addition to the information required by Section 3.005, the certificate of formation of a for-profit or professional corporation must state:

- (1) the aggregate number of shares the corporation is authorized to issue;
- (2) if the shares the corporation is authorized to issue consist of one class of shares only, the par value of each share or a statement that each share is without par value;
- (3) if the corporation is to be managed by a board of directors, the number of directors constituting the initial board of directors and the name and address of each person who will serve as director until the first annual meeting of shareholders and until a successor is elected and qualified; and
- (4) if the corporation is to be managed pursuant to a shareholders' agreement in a manner other than by a board of directors, the name and address of each person who will perform the functions required by this code to be performed by the initial board of directors.

(b) If the shares a for-profit or professional corporation is authorized to issue consist of more than one class of shares, the certificate of formation of the corporation must, with respect to each class, state:

- (1) the designation of the class;
- (2) the aggregate number of shares in the class;
- (3) the par value of each share or a statement that each share is without par value;
- (4) the preferences, limitations, and relative rights of the shares; and
- (5) if the shares in a class the corporation is authorized to issue consist of more than one series, the following with respect to each series:

- (A) the designation of the series;
- (B) the aggregate number of shares in the series;
- (C) any preferences, limitations, and relative rights of the shares to the extent provided in the certificate of formation; and
- (D) any authority vested in the board of directors to establish the series and set and determine the preferences, limitations, and relative rights of the series.

(c) If the shareholders of a for-profit or professional corporation are to have a preemptive right or cumulative voting right, the certificate of formation of the corporation must comply with Section 21.203 or 21.360, as appropriate.

For a **limited liability company**, section 3.010 of the Code requires the following supplemental information to be included in the certificate of formation:

- (1) whether the limited liability company will or will not have managers;
- (2) if the limited liability company will have managers, the name and address of each initial manager of the limited liability company; and
- (3) if the limited liability company will not have managers, the name and address of each initial member of the limited liability company.

For a **limited partnership**, section 3.011(c) of the Code requires the following supplemental information to be included in the certificate of formation:

- (c) A certificate of formation for a limited partnership must include the address of the principal office of the partnership in the United States where records are to be kept or made available under Section 153.551.

Report Requirements

Corporations and **limited liability companies** do not file annual reports with the Secretary of State, but these entities do file a public information report with the Texas Comptroller of Public Accounts as part of the annual franchise tax return. As required by section 171.203 of the Texas Tax Code the report must include:

- (1) the name of each corporation in which the corporation filing the report owns a 10 percent or greater interest and the percentage owned by the corporation;
- (2) the name of each corporation that owns a 10 percent or greater interest in the corporation filing the report;
- (3) the name, title, and mailing address of each person who is an officer or director of the corporation on the date the report is filed and the expiration date of each person's term as an officer or director, if any;
- (4) the name and address of the agent of the corporation designated under Section 171.354 of this code; and
- (5) the address of the corporation's principal office and principal place of business.

For the purpose of this report, a manager or managing member of a limited liability company would be required in lieu of the directors of a corporation.

Section 171.203 of the Tax Code requires the Comptroller to forward a copy of each public information report to the Secretary of State so that it is available for public inspection. The Secretary of State images the report and also keys the management information from the report so that a copy of the document is available to anyone requesting the document. In addition, the names and addresses of officers and directors, and managing members and managers are available on the Secretary of State database.

Limited partnerships do not file public information reports under the Tax Code but are subject to a periodic reporting requirement with the Secretary of State. The Secretary of State may request the filing

of the report not more often than once every four years and the report must contain the following as provided in section 153.302 of the Code:

- (A) the name of the limited partnership;
- (B) the state or territory under the laws of which the limited partnership is formed;
- (C) the address of the registered office of the limited partnership in this state and the name of the registered agent at that address;
- (D) the address of the principal office in the United States where records are to be kept or made available under Sections 153.551 and 153.552; and
- (E) the name, mailing address, and street address of the business or residence of each general partner.

The division's duty to file documents under this section is *ministerial*. (16-10a-125)

The *articles of incorporation* shall set forth: (a) a corporate name for the **corporation** that satisfies the requirements of Section **16-10a-401**; (b) the street address of the corporation's initial registered office and the name and signature of its initial registered agent at that office, which registered agent shall meet the requirements of Section **16-10a-501**; and (c) the name and address of each incorporator. --- The articles of incorporation may set forth: The names and addresses of the individuals who are to serve as the initial directors. (16-10a-202)

Each **corporation** must continuously maintain in this state: (a) a *registered office*; and (b) a *registered agent*. The registered agent shall be: (i) an individual who resides in this state and whose business office is identical with the registered office; (ii) a domestic corporation or domestic not-for-profit corporation whose business office is identical with the registered office; (iii) a foreign corporation or foreign not-for-profit corporation authorized to transact business in this state whose business office is identical with the registered office; or (iv) a domestic limited liability company or foreign limited liability company authorized to transact business in this state whose business office is identical with the registered office. -- A corporation may not serve as its own registered agent. (16-10a-501)

After fixing a record date for a shareholders' meeting, a **corporation** shall prepare a *list* of the names of all its shareholders who are entitled to be given notice of the meeting. The list must be arranged by voting group, and within each voting group by class or series of shares. The list must be alphabetical within each class or series and must show the address of, and the number of shares held by, each shareholder. (16-10a-720)

A **corporation** or its agent shall maintain a *record of the names and addresses of its shareholders*, in a form that permits preparation of a list of shareholders: (a) that is arranged by voting group and within each voting group by class or series of shares; (b) that is in alphabetical order within each class or series; and (c) that shows the address of and the number of shares of each class and series held by each shareholder. -- A corporation shall maintain its records in written form or in any form capable of conversion into written form within a reasonable time. -- A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current officers and directors. (16-10a-1601)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the division for filing an *annual report* on a form provided by the division that sets forth: (a) the corporate name of the domestic or foreign corporation and any assumed corporate name of the foreign corporation; (b) the state or country under whose law it is incorporated; (c) the street address of its registered office and the name of its registered agent at that office in this state; (d) the street address of its principal office; (e) the names and addresses of its directors and principal officers. (16-10a-1607)

Each **company** shall keep the following records at its designated office in this state: (1) a current **list** in alphabetical order of the full name and last-known business, residence, or mailing address of each member and each manager; 2) a copy of the stamped articles of organization and all certificates of amendment thereto, together with a copy of all signed powers of attorney pursuant to which the articles of organization or any amendment has been signed. (48-2c-112)

The division shall maintain a record of all filings required by this chapter to be made with the division and shall make those records available for **inspection and copying** by any person upon request and payment of a reasonable fee determined by the division. (48-2c-202)

Each **company** and each **foreign company** authorized to transact business in this state shall file an **annual report** with the division. The annual report required by Subsection (1)(a) shall set forth: (i) the name of the company; (ii) the state or country under the laws of which it is formed; and (iii) any change in: (A) for a domestic company only, the street address of its designated office; (B) for a foreign company only, the street address of its principal office; (C) the street address of its registered office in this state; (D) the name of the agent for service of process at the address listed in Subsection (1)(b)(iii)(C); (E) if the street address or legal name of any manager in a manager-managed company, any member in a member-managed company, or any person with management authority of a foreign company has changed, the new street address or legal name of the manager, member, or other person; and (F) the identity of the persons constituting the managers in a manager-managed company or members in a member-managed company or other person with management authority of a foreign company. (48-2c-203)

Each **domestic company** and each **foreign company** authorized to do business in this state shall continuously maintain a **registered office** in this state. (48-2c-301)

Each **domestic company** and each **foreign company** authorized to do business in this state shall continuously maintain an **agent** in this state for service of process on that company; (b) The street address of the registered agent shall be the same as the registered office of the company in this state.--The registered agent must be: (a) an individual who resides in this state and whose business office is identical with the registered office; (b) a domestic company or domestic corporation or domestic nonprofit corporation whose business office is identical with the registered office; or (c) a foreign company or foreign corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical with the registered office. --A company or foreign company may not serve as its own registered agent. (48-2c-302)

The **articles of organization** of a **company** shall set forth: (a) the name of the company; (b) the name and street address of its initial registered agent as required by Section **48-2c-302**; (c) the street address of the company's designated office or a statement that the company's registered office shall be its designated office; (d) the name and street address of each organizer who is not a member or manager; (e) if the company is to be manager-managed: (i) a statement that the company is to be managed by a manager or managers; and (ii) the names and street addresses of the initial managers; and (f) if the company is to be

member-managed: (i) a statement that the company is to be managed by its members; and (ii) the names and street addresses of the initial members. (48-2c-403)

A **limited partnership** shall continuously maintain in this state an *agent for service of process* on the limited partnership. -- The agent required by this Subsection (1) shall be: (i) an individual resident of this state; (ii) a domestic corporation; (iii) a domestic limited liability company; (iv) a foreign corporation authorized to do business in this state; or (v) a foreign limited liability company authorized to do business in this state. (48-2a-104)

Each **limited partnership** shall keep at its principal place of business, as specified in the certificate of limited partnership required by Section **48-2a-201**, the following: (1) a current *list* in alphabetical order of the full name and last known business address of each partner, separately identifying the general partners and the limited partners; (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with the executed copies of any powers of attorney pursuant to which the certificate has been executed. (48-2a-105)

In order to form a **limited partnership** a *certificate of limited partnership* must be executed and filed with the division, setting forth: (a) the name of the limited partnership; (b) the name, street address, and signature of the agent for service of process required to be maintained by Section **48-2a-104**; (c) the street address of the limited partnership's principal place of business where the records required to be maintained by Section **48-2a-105** are to be kept; (e) the name and business address of each general partner. (48-2a-201)

Each **domestic limited partnership**, and each **foreign limited partnership** authorized to transact business in this state, shall file an *annual report* with the division, which shall set forth: (i) the name of the limited partnership; (ii) the state or country under the laws of which it is formed; (iii) the name and street address of the agent for service of process required to be maintained by Section **48-2a-104**; (iv) any change of address of a general partner; and (v) a change in the persons constituting the general partners.

Before transacting business in this state, a **foreign limited partnership** shall *register* with the division. In order to register, a foreign limited partnership shall submit to the division on forms provided by the division a certificate of good standing or similar evidence of its organization and existence under the laws of the state in which it was formed, together with one original and one copy of an application for registration as a foreign limited partnership, signed under penalty of perjury by a general partner and setting forth: (a) the name of the foreign limited partnership and, if that name is not available in this state, the name under which it proposes to register and transact business in this state; (b) the state and date of its formation; (c) the name and street address of an agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in and authorized to do business in this state; (d) a statement that the director of the division is appointed the agent of the foreign limited partnership for service of process if the agent has resigned, the agent's authority has been revoked, or the agent cannot be found or served with the exercise of reasonable

diligence; (e) the street address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (f) the name and business address of each general partner; and (g) the street address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn. (48-2a-902)

Corporation to produce books on notice

(a) A **corporation** doing business within this state, whether organized under the laws of this or any other state or country, when notice therefor is served upon it according to the provisions of section 442 of this title, shall produce before any court, magistrate, grand jury, tribunal or commission, acting under the authority of this state, all books, documents, correspondence, memoranda, papers and data which may contain any information concerning any suit, proceedings, action, charge or subject of inquiry pending before or to be determined by the court, magistrate, grand jury, tribunal or commission, except a civil action in a superior court or the district court, and which have been made or kept at any time within this state, and are in the custody or control of the corporation in this state or elsewhere at the time of service of the notice upon it.

(b) When notice therefor is served upon it according to the provisions of section 442 of this title, the corporation shall produce before any court, magistrate, grand jury, tribunal or commission acting under the authority of this state, all books, documents, correspondence, memoranda, papers and data which may contain any information concerning any suit, proceedings, action, charge or subject of inquiry pending before or to be determined by the court, magistrate, grand jury, tribunal or commission, except a civil action in a superior court or the district court, and which in any way relate to or contain entries, data or memoranda concerning any transaction within this state or with any party residing or having a place of business within this state, and which are in the custody or control of the corporation in this state or elsewhere at the time of service of notice upon it. (441)

VERMONT BUSINESS CORPORATIONS

The secretary of state's duty to file documents under this section is *ministerial*. (1.25)

The **articles of incorporation** shall set forth: (1) a corporate name for the **corporation** that satisfies the requirements of section 4.01 of this title; (2) the street address of the corporation's initial registered office and the name of its initial registered agent at that office; (3) the name and address of each incorporator. -- The articles of incorporation may set forth: (1) the names and addresses of the individuals who are to serve as the initial board of directors. (2.02)

Each **corporation** must continuously maintain in this state: (1) a **registered office** that may be the same as any of its places of business; and (2) a **registered agent**, who may be: (A) an individual who resides in this state and whose business office is identical with the registered office; (B) a domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or (C) a foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office. (5.01)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must be arranged by

voting group (and within each voting group by class or series of shares) and show the address of and number of shares held by each shareholder. (7.20)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. --A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. --A corporation shall keep a copy of the following records at its principal office (or, if none in this state, then the registered office): A list of the names and business addresses of its current directors and officers. (16.01)

Each **domestic corporation**, and each foreign corporation authorized to transact business in this state, shall deliver to the secretary of state for filing an **annual report** that sets forth: (1) the name of the corporation and the state or country under whose law it is incorporated; (2) the address of its registered office and the name of its registered agent at that office in this state; (3) the address of its principal office; (4) the names and business addresses of its directors and the president, secretary, treasurer, and all other officers with policy-making authority. (16.22)

A **limited liability company** and a **foreign limited liability company** authorized to do business in this state shall designate and continuously maintain in this state: (1) an **office**, which may but need not be a place of its business in this state; and (2) an **agent** and street address of the agent for service of process on the limited liability company. An agent must be an individual resident of this state, a domestic corporation, another limited liability company, or a foreign corporation or foreign limited liability company authorized to do business in this state. (3008)

Articles of organization of a **limited liability company** shall set forth: (1) the name of the company; (2) the address of the initial designated office; (3) the name and street address of the initial agent for service of process; (4) the name and address of each organizer. (3023)

Each **domestic limited liability company** and each **foreign limited liability company** authorized to transact business in this state shall file an **annual report** with the secretary of state. The annual report shall set forth the following information: (1) the name of the company and the state or country under whose law it is organized; (2) the address of its designated office and the name of its designated agent at that office in this state; (3) the address of its principal office; (4) the names and business addresses of any managers. (3161)

A **limited liability partnership**, and a **foreign limited liability partnership** authorized to transact business in this state, shall file an **annual report** in the office of the secretary of state which contains: (1) the name of the limited liability partnership and the state or other jurisdiction under whose laws the foreign limited liability partnership is formed; (2) the street address of the partnership's principal office and, if different, the street address of an office in this state, if any; and (3) if the partnership does not have an office in this state, the name and street address of the partnership's designated agent for service of process. (3293)

Each **limited partnership** shall continuously maintain in this state: (1) an **office**, which may but need not be a place of its business in this state, at which shall be kept the records required by section 3405 of this title to be maintained; and (2) an **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, partnership, limited liability company, or a foreign corporation, partnership, or limited liability company authorized to do business in this state. (3404)

Each **limited partnership** shall keep at the office referred to in subdivision 3404(1) of this title the following: (1) a current **list** of the full name and last known business address of each partner, separately identifying the general partners (in alphabetical order) and the limited partners (in alphabetical order); (2) a copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (3405)

In order to form a limited partnership, a **certificate of limited partnership** must be executed and filed in the office of the secretary of state. The certificate shall set forth: (1) the name of the limited partnership; (2) the address of the office and the name and address of the agent for service of process required to be maintained by section 3404 of this title; (3) the name and the business address of each general partner; (4) the name and place of residence of each limited partner and the amount of cash and a description of and the agreed value of other property contributed by each limited partner. (3411)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state, in duplicate, an **application for registration** as a foreign limited partnership, signed and sworn to by a general partner and setting forth: (1) the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (2) the state and date of its formation; (3) the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in, this state; (4) a statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under subdivision (3) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (5) the address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (6) the name and business address of each general partner; and (7) the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn. (3482)

VIRGINIA

The **articles of incorporation** shall set forth: (1) A corporate name for the **domestic stock or nonstock corporation** that satisfies the requirements of § [13.1-630](#), if a stock corporation, or § 13.1-829, if a nonstock corporation; (2) The address of the corporation's initial registered office (including both (i) the post-office address with street and number, if any, and (ii) the name of the city or county in which it is located), and the name of its initial registered agent at that office, and that the agent is either (i) an individual who is a resident of Virginia and either a director of the corporation or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth. -- The articles of incorporation may set forth: The names and addresses of the individuals who are to serve as the initial directors. (13.1-619, 13.1-819)

Each **domestic stock and nonstock corporation and each foreign stock and nonstock corporation authorized to transact business in Virginia** shall continuously maintain in this Commonwealth: (1) A **registered office** that may be the same as any of its places of business; and 2. A registered agent, who shall be: (a) An individual who is a resident of this Commonwealth and either an officer or director of the corporation or a member of the Virginia State Bar, and whose business office is identical with the registered office; or (b). A domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in this Commonwealth, the business office of which is identical with the registered office; provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return. (13.1-634, 13.1-763, 13.1-833, 13.1-925)

The officer or agent having charge of the share transfer books of a **domestic stock corporation** shall make, at least ten days before each meeting of shareholders, a complete **list** of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number of shares held by each. The list shall be arranged by voting group and within each voting group by class or series of shares. (13.1-661)

A **domestic stock corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class and series, if any, of shares showing the number and class and series, if any, of shares held by each. --A **stock** corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. A **stock** corporation shall keep a copy of the following records: A list of the names and business addresses of its current directors and officers. (13.1-770)

The officer or agent having charge of the record of members of a **domestic nonstock corporation** shall make, at least ten days before each meeting of members, a complete **list** of the members entitled to vote at such meeting or any adjournment thereof, with the address of each. The list of members shall be arranged by voting group and within each voting group by class. (13.1-845)

A **domestic nonstock corporation or its agent** shall maintain a *record of its members*, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any. A nonstock corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. A nonstock corporation shall keep a copy of the following records: A list of the names and business addresses of its current directors and officers. (13.1-932)

A **foreign stock or nonstock corporation** may apply to the Commission for a *certificate of authority* to transact business in the Commonwealth. The application shall be made on forms prescribed and furnished by the Commission. The application shall set forth: (1) the name of the corporation, and if the corporation is prevented by § 13.1-762 or § 13.1-924 from using its own name in the Commonwealth, a designated name that satisfies the requirements of subsection B of § 13.1-762 or § 13.1-924; (2) the name of the state or other jurisdiction under whose law it is incorporated, and if the corporation was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization, or formation; and (iv) the entity identification number issued to it by the Commission; (3) the date of incorporation and period of duration; (4) the street address of the foreign corporation's principal office; (5) the address of the proposed registered office of the foreign corporation in the Commonwealth (including both (i) the post office address with street and number, if any, and (ii) the name of the county or city in which it is located) and the name of its proposed registered agent in the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of Virginia and either an officer or director of the corporation or a member of the Virginia State Bar or (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office; (6) the names and usual business addresses of the current directors and officers of the foreign corporation; and (7), if a stock corporation, the number of shares the corporation is authorized to issue, itemized by classes and series, if any, within a class. (13.1-759, 13.1-921)

The *articles of organization* shall set forth: (1) A name for the **limited liability company** that satisfies the requirements of § [13.1-1012](#); (2) The post office address, including the street and number, if any, of the limited liability company's initial registered office, the name of the city or county in which it is located, the name of its initial registered agent at that office, and that the agent is either (i) an individual who is a resident of Virginia and either a member or manager of the limited liability company, a member or manager of a limited liability company that is a member or manager of the limited liability company, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, a trustee of a trust that is a member or manager of the limited liability company, or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth; and (3) The post office address, including the street and number, if any, of the principal

office of the limited liability company, which may be the same as the registered office, but need not be within the Commonwealth. (13.1-1011)

Each **domestic limited liability company** and each **foreign limited liability company** registered to transact business in Virginia shall continuously maintain in the Commonwealth: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent** who shall be either: (a) An individual who is a resident of the Commonwealth and is (i) a member or manager of the limited liability company, (ii) a member or manager of a limited liability company that is a member or manager of the limited liability company, (iii) an officer or director of a corporation that is a member or manager of the limited liability company, (iv) a general partner of a general or limited partnership that is a member or manager of the limited liability company, (v) a trustee of a trust that is a member or manager of the limited liability company, or (vi) a member of the Virginia State Bar, and whose business office is identical with the registered office; or (b) A domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office; provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return. (13.1-1015)

Each **domestic limited liability company** shall keep at its principal office the following: (1) A current **list** of the full name and last known business address of each member, in alphabetical order; (2) A copy of the articles of organization and the certificate of organization, and all articles of amendment and certificates of amendment thereto. (13.1-1028)

Before transacting business in the Commonwealth, a **foreign limited liability company** shall **register** with the Commission. In order to register, a foreign limited liability company shall deliver to the Commission an application for registration as a foreign limited liability company on forms prescribed and furnished by the Commission, executed by a person with authority to do so under the laws of the state or other jurisdiction under which the foreign limited liability company is formed, and setting forth: (1) the name of the foreign limited liability company and, if the limited liability company is prevented by § 13.1-1054 from using its own name in the Commonwealth, a designated name that satisfies the requirements of § 13.1-1054; (2) the name of the state or other jurisdiction under whose law it is formed, the date of its formation, and if the limited liability company was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission; (3) the address of the proposed registered office of the foreign limited liability company in the Commonwealth (including both (i) the post office address with street and number, if any, and (ii) the name of the county or city in which it is located) and the name of its proposed registered agent in the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of the Commonwealth and is either (i) a member or manager of the limited

liability company, (ii) a member or manager of a limited liability company that is a member or manager of the limited liability company, (iii) an officer or director of a corporation that is a member or manager of the limited liability company, (iv) a general partner of a general or limited partnership that is a member or manager of the limited liability company, (v) a trustee of a trust that is a member or manager of the limited liability company, or (vi) a member of the Virginia State Bar, or (b) a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office; (4) a statement that the clerk of the Commission is irrevocably appointed the agent of the foreign limited liability company for service of process if no registered agent has been appointed under subdivision 3 or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence; (5) the post office address, including the street and number, if any, of the foreign limited liability company's principal office; and (6) a statement evidencing that the foreign limited liability company is a "foreign limited liability company" as defined in § 13.1-1002. (13.1-1052)

In order to form a **domestic limited partnership**, a **certificate of limited partnership** shall be executed and filed with the Commission and shall set forth: (1) The name of the limited partnership that satisfies the requirements of § [50-73.2](#); (2) The post office address, with the street and number, if any, of the limited partnership's initial registered office, the name of the city or county in which it is located, the name of its initial registered agent at that office, and that the agent is either (i) an individual who is a resident of Virginia and either a general partner of the limited partnership, an officer or director of a corporate general partner of the limited partnership, a general partner of a general partner of the limited partnership, a member or manager of a limited liability company that is a general partner of the limited partnership, a trustee of a trust that is a general partner of the limited partnership, or a member of the Virginia State Bar or (ii) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth; (3) The name and the post office address, with the street and number, if any, of each general partner and, if a general partner is a business entity, the jurisdiction under whose law it is incorporated, organized, or formed and, if the general partner is of record with the Commission, the identification number issued by the Commission to such general partner; and (4) The post office address, with the street and number, if any, of the specified office of the limited partnership, which may be the same as the registered office but need not be within the Commonwealth. (50-73.11)

Each **domestic limited partnership** and each **foreign limited partnership** registered to transact business in the Commonwealth shall continuously maintain: (1) A specified **office**, which shall be a place of its business and which may but need not be within the Commonwealth, at which shall be kept the records required to be maintained by § [50-73.8](#); (2) A registered office in the Commonwealth that may be the same as any of its places of business; and (3) A **registered agent**, who shall be either: (a) An individual who is a resident of the Commonwealth and is either (i) a general partner of the limited partnership, (ii) an officer or director of a corporate general partner of the limited partnership, (iii) a general partner of a general partner of the limited partnership, (iv) a member or manager of a limited liability company that is a general partner of the limited partnership, (v) a trustee of a trust that is a general partner of the limited partnership, or (vi) a member of the Virginia State Bar and whose business office is identical with the registered office; or (b) A domestic or foreign stock or nonstock corporation, limited liability

company or registered limited liability partnership authorized to transact business in the Commonwealth, the business office of which is identical with the registered office; provided such a registered agent (i) shall not be its own registered agent and (ii) shall designate by instrument in writing, acknowledged before a notary public, one or more natural persons at the office of the registered agent upon whom any process, notice or demand may be served and shall continuously maintain at least one such person at that office. Whenever any such person accepts service, a photographic copy of such instrument shall be attached to the return. (50-73.4)

Each **domestic limited partnership and each foreign limited partnership registered to transact business in the Commonwealth** shall keep at the specified office required to be maintained by § [50-73.4](#) the following: (1) A current **list** of the full name and last known business address of each partner, separately identifying the general partners in alphabetical order and the limited partners in alphabetical order; (2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed. (50-73.8)

A **foreign limited partnership** may apply to the Commission for a **certificate of registration** to transact business in the Commonwealth. The application shall be made on a form prescribed and furnished by the Commission, executed by a general partner and setting forth: (1) The name of the foreign limited partnership and, if the limited partnership is prevented by § [50-73.56](#) from using its own name in the Commonwealth, a designated name that satisfies the requirements of § [50-73.56](#); (2) The name of the state or other jurisdiction under whose law it is formed, the date of its formation, and if the limited partnership was previously authorized or registered to transact business in the Commonwealth as a foreign corporation, limited liability company, business trust, limited partnership, or registered limited liability partnership, with respect to every such prior authorization or registration, (i) the name of the entity; (ii) the entity type; (iii) the state or other jurisdiction of incorporation, organization or formation; and (iv) the entity identification number issued to it by the Commission; (3) The address of the proposed registered office of the foreign limited partnership in the Commonwealth, including both (i) the post office address with the street and number, if any, and (ii) the name of the city or county in which it is located and the name of its proposed registered agent in the Commonwealth at such address and that the registered agent is either (a) an individual who is a resident of Virginia and either a general partner of the limited partnership, an officer or director of a corporate general partner of the limited partnership, a general partner of a general partner of the limited partnership, a member or manager of a limited liability company that is a general partner of the limited partnership, a trustee of a trust that is a general partner of the limited partnership, or a member of the Virginia State Bar or (b) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in the Commonwealth; (4) A statement that the Clerk of the Commission is irrevocably appointed the agent of the foreign limited partnership for service of process if the foreign limited partnership fails to maintain a registered agent in the Commonwealth as required by § [50-73.4](#), the registered agent's authority has been revoked, the registered agent has resigned or the registered agent cannot be found or served with the exercise of reasonable diligence; (5) The post office address, with the street and number, if any, of the foreign limited partnership's principal office; (6) The name and post office address, with the street and number, if any, of each general partner and, if a general partner is a business entity, the jurisdiction under whose law the general partner is incorporated, organized, or formed, and, if it is of record with the Commission, the identification number issued by the Commission to such general partner; and (7) The post office address, with the street and number, if any, of the specified office of the foreign limited partnership, at which is kept a list

of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to maintain those records until the foreign limited partnership's registration in the Commonwealth is canceled or withdrawn. (50-73.54)

WASHINGTON

The secretary of state's duty to file records under this section is *ministerial*. (23B.01.250)

The *articles of incorporation* must set forth: (a) A corporate name for the **corporation** that satisfies the requirements of RCW [23B.04.010](#); (b) The street address of the corporation's initial registered office and the name of its initial registered agent at that office in accordance with RCW [23B.05.010](#); and (c) The name and address of each incorporator in accordance with RCW [23B.02.010](#). -- The articles of incorporation may contain the following provisions: The names and addresses of the individuals who are to serve as initial directors. (23B.02.020)

Each **corporation** must continuously maintain in this state: (a) A *registered office* that may be the same as any of its places of business. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not exist, by legal description. A registered office may not be identified by post office box number or other non-geographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the corporation also maintains on file the specific geographic address of the registered office where personal service of process may be made; (b) A *registered agent* that may be:

(i) An individual residing in this state whose business office is identical with the registered office;

(ii) A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office;

(iii) A foreign corporation or not-for-profit foreign corporation authorized to conduct affairs in this state whose business office is identical with the registered office;

(iv) A domestic limited liability company whose business office is identical with the registered office;
or

(v) A foreign limited liability company authorized to conduct affairs in this state whose business office is identical with the registered office. (23B.05.010)

A **corporation** or its agent shall maintain a *record of its shareholders*, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each. -- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.--A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (23B.16.010)

A shareholder of a **corporation** is entitled to *inspect and copy*, during regular business hours at the corporation's principal office, any of the records of the corporation described in RCW [23B.16.010](#)(5) if the shareholder gives the corporation notice of the shareholder's demand at least five business days before the date on which the shareholder wishes to inspect and copy. (2) This section does not affect:

(a) The right of a shareholder to inspect records under RCW [23B.07.200](#) or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or

(b) The power of a court, independently of this title, to compel the production of corporate records for examination.

(6) For purposes of this section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on the beneficial owner's behalf. (23B.16.020)

Each **domestic corporation**, and each **foreign corporation** authorized to transact business in this state, shall deliver to the secretary of state for filing initial and *annual reports* that set forth:

(a) The name of the corporation and the state or country under whose law it is incorporated;

(b) The street address of its registered office and the name of its registered agent at that office in this state;

(c) In the case of a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated;

(d) The address of the principal place of business of the corporation in this state;

(e) The names and addresses of its directors, if the corporation has dispensed with or limited the authority of its board of directors pursuant to RCW [23B.08.010](#), in an agreement authorized under RCW [23B.07.320](#), or analogous authority, the names and addresses of persons who will perform some or all of the duties of the board of directors;

(f) The names and addresses of its chairperson of the board of directors, if any, president, secretary, and treasurer, or of individuals, however designated, performing the functions of such officers. (23B.16.220)

Each **limited liability company** shall continuously maintain in this state:

(a) A *registered office*, which may but need not be a place of its business in this state. The registered office shall be at a specific geographic location in this state, and be identified by number, if any, and street, or building address or rural route, or, if a commonly known street or rural route address does not

exist, by legal description. A registered office may not be identified by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the registered office address if the limited liability company also maintains on file the specific geographic address of the registered office where personal service of process may be made;

(b) A **registered agent** for service of process on the limited liability company, which agent may be either an individual resident of this state whose business office is identical with the limited liability company's registered office, or a domestic corporation, limited partnership, or limited liability company, or a foreign corporation, limited partnership, or limited liability company authorized to do business in this state having a business office identical with such registered office. (25.15.020)

In order to form a **limited liability company**, one or more persons must execute a **certificate of formation**. The certificate of formation shall be filed in the office of the secretary of state and set forth:

(a) The name of the limited liability company;

(b) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW [25.15.020](#);

(c) The address of the principal place of business of the limited liability company;

(d) The name and address of each person executing the certificate of formation. (25.15.070)

Each **domestic limited liability company**, and each **foreign limited liability company** authorized to transact business in this state, shall deliver to the secretary of state for filing, both initial and **annual reports** that set forth:

(a) The name of the company and the state or country under whose law it is organized;

(b) The street address of its registered office and the name of its registered agent at that office in this state;

(c) In the case of a foreign company, the address of its principal office in the state or country under the laws of which it is organized;

(d) The address of the principal place of business of the company in this state;

(e) The names and addresses of the company's members, or if the management of the company is

vested in a manager or managers, then the name and address of its manager or managers. (25.15.105)

Before doing business in this state, a **foreign limited liability company** shall register with the secretary of state. In order to register, a foreign limited liability company shall submit to the secretary of state, an **application for registration** as a foreign limited liability company executed by any member or manager of the foreign limited liability company, setting forth:

(1) The name of the foreign limited liability company and, if different, the name under which it proposes to register and do business in this state;

(2) The state, territory, possession, or other jurisdiction or country where formed, the date of its formation and a duly authenticated statement from the secretary of state or other official having custody of limited liability company records in the jurisdiction under whose law it was formed, that as of the date of filing the foreign limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation;

(3) The nature of the business or purposes to be conducted or promoted in this state;

(4) The address of the registered office and the name and address of the registered agent for service of process required to be maintained by RCW [25.15.325](#)(2);

(5) The address of the principal place of business of the foreign limited liability company;

(6) A statement that the secretary of state is appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW [25.15.355](#)(2); and

(7) The date on which the foreign limited liability company first did, or intends to do, business in this state. (25.15.315)

Each **limited partnership** shall continuously maintain in this state an **office** which may but need not be a place of its business in this state, at which shall be kept the records required by RCW [25.10.050](#) to be maintained. The office shall be at a specific geographical location in this state and be identified by number, if any, and street or building address or rural route or other geographical address. The office shall not be identified only by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the office address.

--Each limited partnership shall continuously maintain in this state an **agent for service of process** on the limited partnership, which agent must be an individual resident of this state, a domestic corporation, or a foreign corporation authorized to do business in this state. The agent may, but need not, be located at the office identified in RCW [25.10.040](#)(1). The agent's address shall be at a specific geographical location in this state and be identified by number, if any, and street or building address or rural route or other

geographical address. The agent's address shall not be identified only by post office box number or other nongeographic address. For purposes of communicating by mail, the secretary of state may permit the use of a post office address in conjunction with the agent's geographic address. (25.10.040)

Each **limited partnership** shall keep at the office referred to in RCW [25.10.040](#)(1) the following:

(1) A current **list** of the full name and last known address of each partner, specifying separately the general and limited partners;

(2) A copy of the certificate of limited partnership and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed;

-- The books and records are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (25.10.050)

In order to form a **limited partnership** a **certificate of limited partnership** must be executed and duplicate originals filed in the office of the secretary of state. The certificate shall set forth:

(a) The name of the limited partnership;

(b) The address of the office for records and the name and address of the agent for service of process appointed pursuant to RCW [25.10.040](#);

(c) The name and the geographical and mailing addresses of each general partner. (25.10.080)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state, in duplicate, an **application for registration** as a foreign limited partnership, signed and sworn to by a general partner and setting forth:

(1) The name of the foreign limited partnership as set forth in its certificate of limited partnership and, if different, the name under which it proposes to register and transact business in this state;

(2) The state, province, or other jurisdiction under which the foreign limited partnership was organized and the date of its formation;

(3) The name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership appoints pursuant to RCW [25.10.040](#)(2) and (3). The agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in this state;

(4) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if the agent's authority has been revoked or if the agent cannot be found or served

with the exercise of reasonable diligence;

(5) The address of the office required to be maintained in the state or other jurisdiction of its organization by the laws of that state or other jurisdiction or, if not so required, of the principal office of the foreign limited partnership;

(6) The name and business address of each general partner;

(7) The addresses of the office at which a list is kept of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled.
(25.10.490)

The secretary of state's duty to file documents under this section is **ministerial**. (31D-1-125)

The **articles of incorporation** must set forth: (1) A corporate name for the **corporation** that satisfies the requirements of section four hundred one, article four of this chapter; (2) The street address of the corporation's initial registered office, if any, and the name of its initial registered agent at that office, if any; (3) The name and address of each incorporator; (4) The mailing address of the corporation's principal office.-- The articles of incorporation may set forth: The names and addresses of the individuals who are to serve as the initial directors. (31D-2-202)

Each **corporation** may continuously maintain in this state: (1) A **registered office** that may be the same as any of its places of business; and (2) A **registered agent**, who may be:

- (A) An individual who resides in this state and whose business office is identical with the registered office;
- (B) A domestic corporation or domestic nonprofit corporation whose business office is identical with the registered office; or
- (C) A foreign corporation or foreign nonprofit corporation authorized to transact business in this state whose business office is identical with the registered office. (31D-5-501)

After fixing a record date for a meeting, a **corporation** must prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list must be arranged by voting group and, within each voting group, by class or series of shares and show the address of and number of shares held by each shareholder. (31D-7-720)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each.--A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.--A corporation shall keep a copy of the following records at its principal office: A list of the names and business addresses of its current directors and officers. (31D-16-1601)

A shareholder of a **corporation** is entitled to **inspect**, during regular business hours at the corporation's principal office, any of the records of the corporation described in subsection (e), section one thousand six hundred one of this article if he or she gives the corporation written notice of his or her demand at least five business days before the date on which he or she wishes to inspect.--This section does not affect: (1) The right of a shareholder to inspect records under section seven hundred twenty, article seven of this chapter or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or (2) The power of a circuit court, independently of this chapter, to compel the production of corporate records for examination. --For purposes of this section, "shareholder" includes

a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf. (31D-16-1602)

A **limited liability company** and a foreign limited liability company authorized to do business in this state may continuously maintain in this state:

(1) An **office**, which need not be a place of its business in this state; and

(2) An **agent** and address of the agent for service of process on the company.

(b) An agent shall be an individual resident of this state, a domestic corporation, another limited liability company or a foreign corporation or foreign company authorized to do business in this state. (31B-1-108)

Articles of organization of a **limited liability company** must set forth: (1) The name of the company; (2) The address of the initial designated office in West Virginia, if any, and the mailing address of the principal office; (3) The name and address of the initial agent for service of process, if any; (4) The name and address of each organizer and of each member having authority to execute instruments on behalf of the limited liability company. (31B-2-203)

A **limited liability company**, and a **foreign limited liability company** authorized to transact business in this state, shall deliver to the secretary of state for filing an **annual report** that sets forth: (1) The name of the company and the state or country under whose law it is organized; (2) The address of its designated office, if any and the name and address of its agent for service of process in this state, if any; (3) The address of its principal office; and (4) The names and business addresses of any managers and the name and address of each member having authority to execute instruments on behalf of the limited liability company. (31B-2-211)

A **foreign limited liability company** may apply for a **certificate of authority** to transact business in this state by delivering an application to the Secretary of State for filing, together with the fee prescribed by section two, article one, chapter fifty-nine of this code. The application shall set forth: (1) The name of the foreign company or, if its name is unavailable for use in this state, a name that satisfies the requirements of section 10-1005 of this article; (2) The name of the state or country under whose law it is organized; (3) The mailing address of its principal office; (4) The name and address of each member having authority to execute instruments on behalf of the limited liability company; (5) The address of its initial designated office in this state, if any; (6) The name and address of its initial agent for service of process in this state, if any; (7) Whether the duration of the company is for a specified term and, if so, the period specified; (8) Whether the company is manager-managed and, if so, the name and address of each initial manager; (9) Whether the members of the company are to be liable for its debts and obligations under a provision similar to section 3-303(c); and (10) The purpose or purposes for which the limited liability company is organized. (31B-10-1002)

A **partnership** may file a **statement of partnership authority**, which: (1) Must include: (A) The name of the partnership; (B) The mailing address of its principal office and of its office in this state, if there is one; (C) The names and mailing addresses of all of the partners appointed and maintained by the partnership, if any, for the purpose of subsection (b) of this section; and (D) The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership.--If a statement of partnership authority names an agent, the agent shall maintain a list of the names and mailing addresses of all of the partners and make it available to any person on request for good cause shown. (47B-3-3)

To become a registered **limited liability partnership**, a partnership shall deliver and file with the Secretary of State a **statement of registration** stating the name of the partnership; the address of its principal office; the address of a registered office and the name and address of a registered agent for service of process, if any; a brief statement of the business in which the partnership engages; the name and address of each partner authorized to execute instruments on behalf of the partnership; any other matters that the partnership determines to include; and that the partnership thereby registers as a registered limited liability partnership. (47B-10-1)

The [articles of incorporation under chapter s. 180 Wis. Stat.](#) shall include all of the following information: (a) A statement that the **corporation** is incorporated under this chapter; (b) A corporate name that satisfies s. 180.0401; (c) the number of authorized shares (d) The street address of the corporation's initial registered office and the name of its initial registered agent at that office; (d) The name and address and signature of at least one incorporator; (e) the name of the individual who drafted the document/or a statement that the document was executed outside of Wisconsin per s.182.01(3) Wis. Stats.-----The articles of incorporation may set forth other information, including but not limited to any of the following: The names and addresses of the natural persons who will serve as the initial directors. (180.0202)

Each **corporation** shall continuously maintain in this state a [registered office and registered agent](#). The registered office may, but need not, be the same as any of its places of business. The registered agent shall be any of the following: **(1)** A natural person who resides in this state and whose business office is identical with the registered office. **(2)** A domestic corporation, a nonstock corporation, a limited partnership, a registered limited liability partnership, or a limited liability company incorporated, registered, or organized in this state, whose business office is identical with the registered office. **(3)** A foreign corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company authorized to transact business in this state whose business office is identical with the registered office. (180.0501)

After fixing a record date for a meeting, a **corporation** shall prepare a [list](#) of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list shall be arranged by class or series of shares and show the address of and number of shares held by each shareholder.--If the corporation refuses to allow a shareholder or his or her agent or attorney to inspect the shareholders' list before or at the meeting, or to copy the list as permitted by [sub. \(2\)](#), on petition of the shareholder, the circuit court for the county where the corporation's principal office or, if none in this state, its registered office is located may, after notice to the corporation and an opportunity to be heard, order the inspection or copying at the corporation's expense. The court may also postpone the meeting for which the list was prepared until the inspection or copying is complete. (180.0720)

A **corporation** or its agent shall maintain a [record of its shareholders](#), in a form that permits preparation of a list of the names and addresses of all shareholders, by class or series of shares and showing the number and class or series of shares held by each shareholder.-- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. (180.1601)

In this section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on the beneficial owner's behalf. This section does not affect any of the following: (a) The right of a shareholder to inspect records under [s. 180.0720](#) or, if the shareholder is in litigation with the **corporation**, to the same extent as any other litigant. (b) The power of a court, independently of this chapter, to compel the production of corporate records for examination. (180.1602)

Except as provided in [s. 180.1921](#), each **domestic business corporation** and each **foreign business corporation** authorized to transact business in this state shall file with the department an [annual report](#)

that includes all of the following information: (a) The name of the domestic corporation or foreign corporation and the state or country under whose law it is incorporated. (b) The address of its registered office and the name of its registered agent at that office in this state. (c) The address of its principal office. (d) nature of business; (e) The name and business address of each director and principal officer; (f) number of authorized and issued shares of stock. Foreign corporations have the additional requirements as set forth in w. 180.1622(1)(g-i). (180.1622)

Each **limited liability company** shall continuously maintain in this state a **registered office and registered agent**. The registered office may, but need not, be the same as any of its places of business. The registered agent shall be one of the following: (a) A natural person who resides in this state and whose business office is identical with the registered office. (b) A domestic corporation, limited liability company, limited partnership, registered limited liability partnership, or corporation organized or registered in this state, whose business office is identical with the registered office. (c) A foreign corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company authorized to transact business in this state, whose business office is identical with the registered office. (183.0105)

Each **foreign limited liability company** registered to transact business in this state and each domestic limited liability company shall file with the department an **annual report** that includes all of the following information: (a) The name of the domestic or foreign limited liability company and, if a foreign limited liability company, the state or country under whose law it is organized. (b) The address of the domestic or foreign limited liability company's registered office and the name of its registered agent at that office in this state. (c) The address of the domestic or foreign limited liability company's principal office. (d) If management of the domestic or foreign limited liability company is vested in one or more managers, the name and business address of each manager. (e) If the company is a foreign limited liability company, the name and business address of each member of the foreign limited liability company. (183.0120)

The **articles of organization** shall contain all of and only the following information: **(1)** A statement that the **limited liability company** is organized under this chapter. **(2)** A name for the limited liability company that satisfies s. 183.0103. **(3)** The street address of the registered office and the name of the registered agent at that office. **(4)** If management of the limited liability company is vested in one or more managers, a statement to that effect. **(5)** The name and address of at least one organizer of the limited liability company. (183.0202)

A **foreign limited liability company** may not transact business in this state until it obtains a **certificate of registration** from the department. (183.1002)

The **partnership books** shall be kept, subject to any agreement between the partners, at the principal place of business of the partnership, and every partner shall at all times have access to and may inspect and copy any of them. (178.16)

Partners shall render on demand true and full information of all things affecting the **partnership** to any partner or the legal representative of any deceased partner or partner under legal disability. (178.17)

Each **limited partnership** shall continuously maintain in this state the following: (a) A **record office** at which shall be kept the records required under s. 179.05. (b) An **agent for service of process** on the

limited partnership, which agent must be an individual resident of this state, a domestic corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company, or a foreign corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company authorized to do business in this state, whose business office is identical with the registered office. (179.04)

Each **limited partnership** shall keep at the record office under [s. 179.04 \(1\) \(a\)](#) all of the following:

(a) A current **list** of the full name and last-known business address of each partner, separately identifying the general partners in alphabetical order and the limited partners in alphabetical order. (b) A copy of the certificate of limited partnership and all certificates of amendment, together with executed copies of any powers of attorney pursuant to which any certificate has been executed.-- Records under [sub. \(1\)](#) are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (179.05)

To form a **limited partnership**, a **certificate of limited partnership** must be executed and filed with the department. Each certificate shall contain all of the following information: (a) The name of the limited partnership which complies with s. 178.42 Wis. Stats; (b) the latest date upon which the partnership will dissolve; (c) The address of the record office and the name and address, including street and number, of the agent for service of process required to be maintained under [s. 179.04](#); (d) The name and business address and signature of each general partner. (179.11)

Before transacting business in this state, a **foreign limited partnership** shall **register** with the department. Each application shall set forth all of the following: **(1)** The name of the foreign limited partnership which complies with s. 178.42 Wis. Stats. and, if different, the name under which it proposes to register and transact business in this state. **(2)** The state and date of its formation. **(3)** The name and address of an agent for service of process on the foreign limited partnership, who must be an individual resident of this state, a domestic corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company, or a foreign corporation, nonstock corporation, limited partnership, registered limited liability partnership, or limited liability company authorized to do business in this state, whose business office is identical with the registered office. **(4)** A statement that the department is appointed the agent of the foreign limited partnership for service of process under [s. 179.88](#) if the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence. **(5)** The address of the office required to be maintained in the state of its organization by the laws of that state or, if not required, of the principal office of the foreign limited partnership. **(6)** The name and business address and signature of each general partner. **(7)** The address of the office at which the foreign limited partnership keeps a list of the names and addresses of the limited partners and their capital contributions, and an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn. (179.82)

WYOMING

The *articles of incorporation* shall set forth: (i) A corporate name for the **corporation** that satisfies the requirements of W.S. 17-16-401; (ii) The street address of the corporation's initial *registered office* and the name of its initial registered agent at that office; and (iii) The name and address of each incorporator.-- The articles of incorporation may set forth: The names and addresses of the individuals who are to serve as the initial directors. (17-16-202)

Each business entity shall continuously maintain in this state: (i) A *registered office* that may be the same as any of its places of business but shall be located at a street address in Wyoming which shall be a physical location where the business entity's *registered agent*, or a natural person who has an agency relationship with the registered agent, can accept service of process as provided in W.S. 17-28-104 and is physically present at that location; and (ii) A registered agent, who shall be: (A) An individual who is at least eighteen (18) years of age, resides in this state and whose business office is identical with the registered office; (B) A domestic business entity whose business office is identical with the registered office and which has a written agreement creating an agency relationship with an individual providing for acceptance of service of process as provided in W.S. 17-28-104; (C) A foreign business entity authorized to transact business in this state whose business office is identical with the registered office and which has a written agreement creating an agency relationship with an individual providing for acceptance of service of process as provided in W.S. 17-28-104; or (D) A business entity or an individual, at least eighteen (18) years of age, who is: (I) In the business of serving as a registered agent for more than ten (10) entities, including a registered agent which serves as a registered agent for the entities served by another commercial registered agent; and (II) Registered as a commercial registered agent under W.S. 17-28-105 and whose business office is identical with the registered office. A business entity registered as a commercial registered agent shall have a written agreement creating an agency relationship with a natural person providing for acceptance of service of process as provided in W.S. 17-28-104. (17-28-101)

The *registered agent* shall: (i) Maintain a physical address in accordance with W.S. 17-28-102(a)(ii) and as defined by the secretary of state by rule; (ii) Accept service of process in accordance with W.S. 17-28-104(a); (iii) Maintain the address of record to which all service of process is to be delivered for each entity represented; (iv) Register as a commercial registered agent pursuant to W.S. 17-28-105 if applicable; and (v) Maintain at the *registered office*, the following information for each domestic entity represented which shall be current within sixty (60) days of any change until the entity's first annual report is accepted for filing with the secretary of state and thereafter when the annual report is due for filing and shall be maintained in a format that can be reasonably produced on demand: (A) Names and addresses of each entity's directors, officers, limited liability company managers, managing partners, trustees or persons serving in a similar capacity; (B) The name, address and business telephone number of a natural person who is an officer, director, employee or designated agent of each entity represented who is authorized to receive communications from the registered agent; (C) A copy of the written contract or agreement creating an agency relationship between the registered agent and a natural

person with respect to accepting service of process on behalf of each business entity represented by the registered agent. (b) If the registered agent and the entity agree, the entity shall file with the secretary of state the information specified in paragraph (a)(iii) and subdivisions (a)(v)(A) and (B) of this section and the information specified in W.S. 17-28-104(d). As verification of the agreement, the entity shall file with the secretary of state a consent form, as provided by that office, which acknowledges the entity's election under this subsection. If the information or form acknowledging the entity's election is filed with the secretary of state, then the registered agent has complied with the requirement to maintain such information under this section. (17-28-107)

All records maintained pursuant to W.S. 17-28-107 are subject to periodic, special or other examination by the secretary of state or his representatives as deemed necessary or appropriate in investigations. (b) The secretary of state may compel production of records required to be maintained pursuant to W.S. 17-28-107 in accordance with the provisions of the Wyoming Administrative Procedure Act. (c) The secretary of state shall hold any records obtained pursuant to this section confidential except for information already on file with the secretary of state as part of a public document and information required to be in the annual report required by W.S. 17-16-1630(a). The secretary of state may release any such confidential information only pursuant to court ordered subpoena or to a bona fide law enforcement agency for use in a criminal investigation. (d) Failure to produce or denial of access to records maintained pursuant to W.S. 17-28-107 to the secretary of state on demand or failure to answer a validly issued and enforceable subpoena shall be punishable as provided in W.S. 17-28-109. (e) Any business entity which provides false records required to be maintained pursuant to W.S. 17-28-107 to the entity's registered agent shall be punished as provided in W.S. 17-16-129. (17-28-108)

Each **corporation** shall continuously maintain in this state: (i) A **registered office** as provided in W.S. 17-28-101 through 17-28-111; and (ii) A **registered agent**, as provided in W.S. 17-28-101 through 17-28-111. (b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all corporations. (17-16-501)

All records maintained pursuant to W.S. 17-16-507 are subject to periodic, special or other examination by the secretary of state or his representatives as deemed necessary or appropriate in investigations.-- The secretary of state may compel production of records required to be maintained pursuant to W.S. 17-16-507 in accordance with the provisions of the Wyoming Administrative Procedure Act.-- The secretary of state shall hold any records obtained pursuant to this section confidential except for information required to be in the annual report required by W.S. 17-16-1630(a). The secretary of state may release any such confidential information only pursuant to court subpoena or to a bona fide law enforcement agency for use in a criminal investigation. (17-16-508)

After fixing a record date for a meeting, a **corporation** shall prepare an alphabetical **list** of the names of all its shareholders who are entitled to notice of a shareholders' meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and show the address of and number of shares held by each shareholder.-- If the corporation refuses to allow a shareholder, his agent, or attorney to inspect the shareholders' list before or at the meeting, or to copy the list as permitted by subsection (b) of this section, the district court of the county where a corporation's

principal office or, if none in this state, its registered office, is located, on application of the shareholder, may summarily order the inspection or copying at the corporation's expense, order payment by the corporation of the shareholder's cost of suit including reasonable attorney fees and may postpone the meeting for which the list was prepared until the inspection or copying is complete. (17-16-720)

A **foreign corporation** may apply for a **certificate of authority** to transact business in this state by delivering an application to the secretary of state for filing. The application shall set forth: (i) The name of the foreign corporation or, if its name is unavailable for use in this state, a corporate name that satisfies the requirements of W.S. 17-16-1506; (ii) The name of the state or country under whose law it is incorporated; (iii) Its date of incorporation and period of duration; (iv) The street address of its principal office; (v) The address of its registered office in this state and the name of its registered agent at that office; (vi) The names and usual business addresses of its current directors and officers. (17-16-1503)

Each **foreign corporation** authorized to transact business in this state shall continuously maintain in this state: (i) A **registered office** as provided in W.S. 17-28-101 through 17-28-111; and (ii) A **registered agent**, as provided in W.S. 17-28-101 through 17-28-111(b). The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all foreign corporations. (17-16-1507)

A **corporation** or its agent shall maintain a **record of its shareholders**, in a form that permits preparation of a list of the names and addresses of all shareholders, in alphabetical order by class of shares showing the number and class of shares held by each.-- A corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.-- A corporation shall keep a copy of the following records at its principal office: (i) Its articles or restated articles of incorporation and all amendments to them currently in effect; (ii) A list of the names and business addresses of its current directors and officers. (17-16-1601)

A shareholder of a **corporation** is entitled to **inspect and copy**, during regular business hours at the corporation's principal office, any of the records of the corporation described in W.S. 17-16-1601(e) if he gives the corporation written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy.-- A shareholder who has been of record for at least six (6) months immediately preceding his demand and who shall be the holder of record of at least five percent (5%) of all the outstanding shares of a corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation if the shareholder meets the requirements of subsection (c) of this section and gives the corporation written notice of his demand at least five (5) business days before the date on which he wishes to inspect and copy.-- This section does not affect: (i) The right of a shareholder to inspect records under W.S. 17-16-720 or, if the shareholder is in litigation with the corporation, to the same extent as any other litigant; or (ii) The power of a court, independently of this act, to compel the production of corporate records for examination.-- For purposes of this section, "shareholder" includes a beneficial owner whose shares are held in a voting trust or by a nominee on his behalf. (17-16-1602)

Every **corporation** organized under the laws of this state and every foreign corporation which obtains the right to transact and carry on business within this state (except banks, insurance companies and savings and loan associations) shall file with the secretary of state on or before the first day of the month of registration of every year a **certification**, under the penalty of perjury, by its treasurer or other fiscal agent setting forth its capital, property and assets located and employed in the state of Wyoming. The statement shall give the names and addresses of its officers and directors and the address of its principal office. On or before the first day of the month of registration of every year the corporation shall pay to the secretary of state in addition to all other statutory taxes and fees a license tax based upon the sum of its capital, property and assets reported, of fifty dollars (\$50.00) or two-tenths of one mill on the dollar (\$.0002), whichever is greater. (17-16-1630)

The **articles of organization** shall set forth: (i) The name of the **limited liability company**; (ii) The name and address of its registered agent in the state; (iii) If the limited liability company is to be managed by a manager or managers, the articles of organization shall so state and shall set out the names and addresses of such manager or managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualify. If the management of a limited liability company is reserved to the members, the names and addresses of the members shall be set out in the articles of organization. (17-15-107)

Each **limited liability company** shall have and continuously maintain in this state: (i) A registered office as provided in W.S. 17-28-101 through 17-28-111; (ii) A **registered agent**, as provided in W.S. 17-28-101 through 17-28-111. (b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all limited liability companies. (17-15-110)

A **foreign limited liability company** may apply for a certificate of authority to transact business in this state by delivering an application to the secretary of state for filing. [17-16-1503]

Each **limited partnership** shall continuously maintain in this state: (i) An **office**, which may but need not be a place of its business in this state, at which shall be kept the records required by W.S. 17-14-206 to be maintained; and (ii) A **registered agent** for service of process on the limited partnership as provided in W.S. 17-28-101 through 17-28-111. (b) The provisions of W.S. 17-28-101 through 17-28-111 shall apply to all limited partnerships. (17-14-205)

Each **limited partnership** shall keep at the office referred to in W.S. 17-14-205 the following: (i) A current **list** of the full name and last known business address of each partner separately identifying in alphabetical order the general partners and the limited partners; (ii) A copy of the certificate of limited partnership and all certificates of amendment thereto, and any application for and certificate of continuance, together with executed copies of any powers of attorney pursuant to which any certificate or application has been executed.-- Records kept under this section are subject to inspection and copying at the reasonable request, and at the expense, of any partner during ordinary business hours. (17-14-206)

In order to form a **limited partnership** a *certificate of limited partnership* shall be executed and filed in the office of the secretary of state. The certificate shall set forth: (i) The name of the limited partnership; (ii) The address of the office and the name and address of the agent for service of process required to be maintained by W.S. 17-14-205; (iii) The name and the business address of each general partner. (17-14-301)

Before transacting business in this state, a **foreign limited partnership** shall register with the secretary of state. In order to register, a foreign limited partnership shall submit to the secretary of state, in duplicate, an *application for registration* as a foreign limited partnership, signed by a general partner and setting forth: (i) The name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state; (ii) The state and date of its formation; (iii) The name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent shall be an individual resident of this state, a domestic corporation or a foreign corporation having a place of business in, and authorized to do business in, this state; (iv) A statement that the secretary of state is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed under paragraph (a)(iv) of this section or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence; (v) The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership; (vi) The name and business address of each general partner; (vii) Whether the foreign limited partnership is a foreign limited liability limited partnership; and (viii) The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn. (17-14-1002)