

**As Reported by the Senate Judiciary Committee**

**135th General Assembly**

**Regular Session**

**2023-2024**

**Sub. S. B. No. 98**

**Senator Rulli**

**Cosponsor: Senator Manning**

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**A BILL**

To amend sections 1345.02, 1701.07, 1702.06, 1  
1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 2  
1729.11, 1746.04, 1747.03, 1776.07, 1782.04, and 3  
1785.06 and to enact sections 111.242 and 4  
111.243 of the Revised Code to address 5  
fraudulent business filings, deceptive mailings, 6  
reinstatement of canceled business entities, and 7  
addresses of statutory agents. 8

**BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF OHIO:**

**Section 1.** That sections 1345.02, 1701.07, 1702.06, 9  
1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 1729.11, 1746.04, 10  
1747.03, 1776.07, 1782.04, and 1785.06 be amended and sections 11  
111.242 and 111.243 of the Revised Code be enacted to read as 12  
follows: 13

**Sec. 111.242.** (A) As used in this section, "solicit" or 14  
"solicitations" means to directly advertise to a person. 15  
"Solicit" and "solicitations" do not include either of the 16  
following: 17

(1) Communication initiated by a consumer; 18

(2) Advertising or marketing to a person with whom the 19  
solicitor has a current or former commercial relationship. 20

(B) Any person other than the federal government, the 21  
state, a state agency, or a local government that solicits a fee 22  
for filing a document with, or retrieving a copy or certified 23  
copy of a certificate or public record from, the solicitor shall 24  
do all of the following: 25

(1) (a) Include a statement in the solicitation, in the 26  
same language as the solicitation, that is identical or 27  
substantially similar to the following: 28

"This is an advertisement. This offer is not being made 29  
by, or on behalf of, any government agency. You are not required 30  
to make any payment or take any other action in response to this 31  
offer." 32

(b) If the solicitation is in writing, the statement shall 33  
be in at least twenty-four-point type and located at the top of 34  
the physical document or the beginning of the electronic 35  
communication. 36

(2) Include, in the case of mailed solicitation, the words 37  
"THIS IS NOT A GOVERNMENT DOCUMENT" in twenty-four-point type 38  
and all capital letters on the envelope, outside cover, or 39  
wrapper in which the solicitation is mailed; 40

(3) Include both of the following in the solicitation: 41

(a) Information on where the person can file a document 42  
directly with the secretary of state or retrieve a copy or 43  
certified copy of a certificate or public record; 44

(b) The name of the person making the solicitation and the 45  
person's physical address, which shall not be a post office box. 46

(C) A solicitation described in division (B) of this 47  
section shall not be in a form, or use deadline dates or other 48  
language, that makes the document appear to be issued by the 49  
federal government, the state, a state agency, or a local 50  
government, or that appears to impose a legal duty on the person 51  
being solicited. 52

(D) A violation of this section constitutes a deceptive 53  
act or practice in connection with a consumer transaction in 54  
violation of section 1345.02 of the Revised Code and is subject 55  
to any applicable penalties prescribed under Chapter 1345. of 56  
the Revised Code. 57

**Sec. 111.243.** (A) No person shall do any of the following: 58

(1) Include the name of another person on a document filed 59  
with the secretary of state under Title XIII or Title XVII of 60  
the Revised Code without that person's consent, if the named 61  
person is included in the filing as: 62

(a) A statutory agent; 63

(b) The individual causing the document to be delivered 64  
for filing; 65

(c) The person incorporating, forming, registering, or 66  
organizing an entity or name registration; 67

(d) Any other person required to be identified in the 68  
document. 69

(2) Include an address in a document filed with the 70  
secretary of state under Title XIII or Title XVII of the Revised 71  
Code without the consent of either the owner or occupant of that 72  
address; 73

(3) Deliver a document regarding an entity to the 74

secretary of state under Title XIII or Title XVII of the Revised 75  
Code without the necessary consent or authority to do so. 76

(B) A person named in, or otherwise affected by, the 77  
filing of a document in violation of division (A) of this 78  
section may submit a complaint to the secretary of state, on a 79  
form prescribed by the secretary of state, alleging that the 80  
filing was made in violation of division (A) of this section. 81  
The complaint shall include at least the following information: 82

(1) A description of the alleged violation; 83

(2) The name, street address, telephone number, electronic 84  
mail address, if available, and any additional contact 85  
information of the person making the complaint; 86

(3) The name, street address, telephone number, electronic 87  
mail address, if available, and any additional contact 88  
information of any third party authorized to submit the 89  
complaint on behalf of the person that is named in, or affected 90  
by, the filing; 91

(4) The document identification number assigned by the 92  
secretary of state to each filed document that is alleged to 93  
have been filed in violation of division (A) of this section; 94

(5) An identification number assigned by the secretary of 95  
state for each entity associated with the complaint and the 96  
filing, if known to the person making the complaint; 97

(6) Information, if known to the person making the 98  
complaint, identifying each person involved in the filing, 99  
including names, street addresses, telephone numbers, web sites, 100  
and electronic mail addresses; 101

(7) Information, if known to the person making the 102

complaint, identifying the nature of any business or personal 103  
relationship between the person making the complaint and each 104  
person involved in the filing; 105

(8) A statement by the person making the complaint, under 106  
penalty of perjury, that the person believes in good faith that 107  
the facts stated in the complaint are true and that the 108  
complaint complies with the requirements of this section; 109

(9) Any additional information that the person making the 110  
complaint believes may assist in an investigation of the 111  
complaint. 112

(C) (1) Upon receipt of a complaint submitted pursuant to 113  
division (B) of this section, the secretary of state shall 114  
review the complaint and evaluate whether the complaint 115  
indicates a violation of division (A) of this section and 116  
satisfies the requirements of division (B) of this section. 117

(2) The secretary of state may refer the complaint to the 118  
prosecuting attorney of the county in which the person alleged 119  
to have committed the violation resides or is believed to 120  
reside, based on the best available information, for any 121  
potential criminal investigation. 122

(D) If the secretary of state determines that the 123  
information provided in a complaint does not indicate a 124  
violation of division (A) of this section or does not satisfy 125  
the requirements of division (B) of this section, the secretary 126  
of state shall notify the person that submitted the complaint 127  
and provide an explanation of any deficiencies in the complaint. 128

(E) The secretary of state may ask a person who submits a 129  
complaint to submit additional information concerning either of 130  
the following: 131

<u>(1) The alleged violation of division (A) of this section;</u>	132
<u>(2) The person's failure to submit the information</u>	133
<u>required by division (B) of this section.</u>	134
<u>(F) If the secretary of state rejects a complaint for</u>	135
<u>failure to comply with division (B) of this section, the</u>	136
<u>complaint may be resubmitted.</u>	137
<u>(G) (1) If the secretary of state determines that a</u>	138
<u>complaint satisfies the requirements of division (B) of this</u>	139
<u>section and alleges a violation of division (A) of this section,</u>	140
<u>the secretary of state shall send notice and demand to the</u>	141
<u>person who submitted the document described in the complaint</u>	142
<u>made under division (B) of this section as follows:</u>	143
<u>(a) By mail to the person's address if that address is</u>	144
<u>known by, or readily available to, the secretary of state;</u>	145
<u>(b) Electronically to the person's electronic mail</u>	146
<u>address, if that address is known by, or readily available to,</u>	147
<u>the secretary of state;</u>	148
<u>(c) By telephone if the person's telephone number is known</u>	149
<u>by, or readily available to, the secretary of state.</u>	150
<u>(2) The secretary of state may provide written or verbal</u>	151
<u>notice and demand to any other person that the secretary of</u>	152
<u>state determines, through investigation, is a means by which to</u>	153
<u>reach the person who is the subject of the complaint.</u>	154
<u>(3) The secretary of state's notice and demand shall</u>	155
<u>describe the allegations in the complaint and demand that the</u>	156
<u>person respond to the complaint as required by division (H) of</u>	157
<u>this section.</u>	158
<u>(H) A person to which the secretary of state sends a</u>	159

notice and demand shall respond within twenty-one days after the 160  
written notice and demand is mailed under division (G) (1) (a) of 161  
this section. The response shall include all of the following 162  
information: 163

(1) The name, street address, telephone number, and 164  
mailing address of the person responding to the notice and 165  
demand, and any additional contact information, such as an 166  
electronic mail address, that person may wish to provide; 167

(2) If the responding person is the agent of the person to 168  
whom the notice and demand was sent, any supporting documents 169  
that establish the agent's authority to act on the person's 170  
behalf; 171

(3) The name of the entity at issue; 172

(4) Information identifying each person involved in the 173  
alleged violation of division (A) of this section, to the extent 174  
such information is known by the person responding to the notice 175  
and demand, including names, addresses, telephone numbers, web 176  
sites, and electronic mail addresses; 177

(5) Information identifying the nature of any business or 178  
personal relationship between the person that submitted the 179  
complaint and each person involved in the alleged violation of 180  
division (A) of this section, excepting any privileged 181  
communications or information; 182

(6) A statement that affirms or denies having knowledge of 183  
or information about the alleged violation of division (A) of 184  
this section; 185

(7) Any material evidence that is reasonably attainable to 186  
the person responding to the notice and demand of written 187  
consent to use the name or address in the filing at issue in the 188

<u>complaint.</u>	189
<u>(I) If the person that is the subject of the complaint</u>	190
<u>does not respond to the allegations in the complaint within</u>	191
<u>twenty-one days after the secretary of state mails the notice</u>	192
<u>and demand, the person is deemed to have conceded to those</u>	193
<u>allegations.</u>	194
<u>(J) Following a prima facie showing that division (A) of</u>	195
<u>this section was violated, the secretary of state shall proceed</u>	196
<u>as follows:</u>	197
<u>(1) If an entity was created without authorization or for</u>	198
<u>fraudulent purposes, the secretary of state shall do all of the</u>	199
<u>following:</u>	200
<u>(a) Cancel the business record in question with a notice</u>	201
<u>that the entity is unauthorized or fraudulent;</u>	202
<u>(b) Redact each address and name that was used without</u>	203
<u>authorization from the entity's filing and from any other</u>	204
<u>relevant filings;</u>	205
<u>(c) Disable additional filing functionality on the</u>	206
<u>entity's records.</u>	207
<u>(2) If an unauthorized filing was made for a legitimate</u>	208
<u>entity, the secretary of state shall do both of the following:</u>	209
<u>(a) Cancel each unauthorized filing for the entity with a</u>	210
<u>notice that the filing is unauthorized;</u>	211
<u>(b) Redact each address and name that was used without</u>	212
<u>authorization from the entity's filing and from the relevant</u>	213
<u>filings.</u>	214
<u>(K) Any of the following constitute a prima facie showing</u>	215



<u>that division (A) of this section was violated:</u>	216
<u>(1) Concession to the allegations in the complaint by the</u>	217
<u>person that is the subject of the complaint or the person's</u>	218
<u>agent either directly or constructively under division (I) of</u>	219
<u>this section, by failing to timely respond to those allegations;</u>	220
<u>(2) A determination by the secretary of state that the</u>	221
<u>violation occurred, based on the merits of the complaint and any</u>	222
<u>responses to the notice and demand.</u>	223
<u>(L) The secretary of state shall communicate the outcome</u>	224
<u>of any complaint submitted under this section to all of the</u>	225
<u>following:</u>	226
<u>(1) The person who submitted the complaint, using the</u>	227
<u>electronic mail address provided on the complaint form or, if an</u>	228
<u>electronic mail address was not provided, using the mailing</u>	229
<u>address provided on the complaint form;</u>	230
<u>(2) Each person at issue, using the person's or person's</u>	231
<u>agent's electronic mail address or, if an electronic mail</u>	232
<u>address was not provided or is not known, the person's or</u>	233
<u>agent's mailing address.</u>	234
<u>(M) Any person adversely affected by the outcome of a</u>	235
<u>complaint under this section may appeal the secretary of state's</u>	236
<u>determination in accordance with section 119.12 of the Revised</u>	237
<u>Code.</u>	238
<b>Sec. 1345.02.</b> (A) No supplier shall commit an unfair or	239
deceptive act or practice in connection with a consumer	240
transaction. Such an unfair or deceptive act or practice by a	241
supplier violates this section whether it occurs before, during,	242
or after the transaction.	243

(B) Without limiting the scope of division (A) of this	244
section, the act or practice of a supplier in representing any	245
of the following is deceptive:	246
(1) That the subject of a consumer transaction has	247
sponsorship, approval, performance characteristics, accessories,	248
uses, or benefits that it does not have;	249
(2) That the subject of a consumer transaction is of a	250
particular standard, quality, grade, style, prescription, or	251
model, if it is not;	252
(3) That the subject of a consumer transaction is new, or	253
unused, if it is not;	254
(4) That the subject of a consumer transaction is	255
available to the consumer for a reason that does not exist;	256
(5) That the subject of a consumer transaction has been	257
supplied in accordance with a previous representation, if it has	258
not, except that the act of a supplier in furnishing similar	259
merchandise of equal or greater value as a good faith substitute	260
does not violate this section;	261
(6) That the subject of a consumer transaction will be	262
supplied in greater quantity than the supplier intends;	263
(7) That replacement or repair is needed, if it is not;	264
(8) That a specific price advantage exists, if it does	265
not;	266
(9) That the supplier has a sponsorship, approval, or	267
affiliation that the supplier does not have;	268
(10) That a consumer transaction involves or does not	269
involve a warranty, a disclaimer of warranties or other rights,	270

remedies, or obligations if the representation is false.	271
(C) In construing division (A) of this section, the court shall give due consideration and great weight to federal trade commission orders, trade regulation rules and guides, and the federal courts' interpretations of subsection 45 (a) (1) of the "Federal Trade Commission Act," 38 Stat. 717 (1914), 15 U.S.C.A. 41, as amended.	272 273 274 275 276 277
(D) No supplier shall offer to a consumer or represent that a consumer will receive a rebate, discount, or other benefit as an inducement for entering into a consumer transaction in return for giving the supplier the names of prospective consumers, or otherwise helping the supplier to enter into other consumer transactions, if earning the benefit is contingent upon an event occurring after the consumer enters into the transaction.	278 279 280 281 282 283 284 285
(E) (1) No supplier, in connection with a consumer transaction involving natural gas service or public telecommunications service to a consumer in this state, shall request or submit, or cause to be requested or submitted, a change in the consumer's provider of natural gas service or public telecommunications service, without first obtaining, or causing to be obtained, the verified consent of the consumer. For the purpose of this division and with respect to public telecommunications service only, the procedures necessary for verifying the consent of a consumer shall be those prescribed by rule by the public utilities commission for public telecommunications service under division (D) of section 4905.72 of the Revised Code. Also, for the purpose of this division, the act, omission, or failure of any officer, agent, or other individual, acting for or employed by another person, while	286 287 288 289 290 291 292 293 294 295 296 297 298 299 300

acting within the scope of that authority or employment, is the 301  
act or failure of that other person. 302

(2) Consistent with the exclusion, under 47 C.F.R. 303  
64.1100(a) (3), of commercial mobile radio service providers from 304  
the verification requirements adopted in 47 C.F.R. 64.1100, 305  
64.1150, 64.1160, 64.1170, 64.1180, and 64.1190 by the federal 306  
communications commission, division (E) (1) of this section does 307  
not apply to a provider of commercial mobile radio service 308  
insofar as such provider is engaged in the provision of 309  
commercial mobile radio service. However, when that exclusion no 310  
longer is in effect, division (E) (1) of this section shall apply 311  
to such a provider. 312

(3) The attorney general may initiate criminal proceedings 313  
for a prosecution under division (C) of section 1345.99 of the 314  
Revised Code by presenting evidence of criminal violations to 315  
the prosecuting attorney of any county in which the offense may 316  
be prosecuted. If the prosecuting attorney does not prosecute 317  
the violations, or at the request of the prosecuting attorney, 318  
the attorney general may proceed in the prosecution with all the 319  
rights, privileges, and powers conferred by law on prosecuting 320  
attorneys, including the power to appear before grand juries and 321  
to interrogate witnesses before grand juries. 322

(F) Concerning a consumer transaction in connection with a 323  
residential mortgage, and without limiting the scope of division 324  
(A) or (B) of this section, the act of a supplier in doing 325  
either of the following is deceptive: 326

(1) Knowingly failing to provide disclosures required 327  
under state and federal law; 328

(2) Knowingly providing a disclosure that includes a 329

material misrepresentation. 330

(G) Without limiting the scope of division (A) of this 331  
section, the failure of a supplier to obtain or maintain any 332  
registration, license, bond, or insurance required by state law 333  
or local ordinance for the supplier to engage in the supplier's 334  
trade or profession is an unfair or deceptive act or practice. 335

(H) A violation of section 111.242 of the Revised Code is 336  
an unfair or deceptive act or practice. 337

**Sec. 1701.07.** (A) Every corporation shall have and 338  
maintain an agent, sometimes referred to as the "statutory 339  
agent," upon whom any process, notice, or demand required or 340  
permitted by statute to be served upon a corporation may be 341  
served. The agent shall be one of the following: 342

(1) A natural person who is a resident of this state; 343

(2) A domestic or foreign corporation, nonprofit 344  
corporation, limited liability company, partnership, limited 345  
partnership, limited liability partnership, limited partnership 346  
association, professional association, business trust, or 347  
unincorporated nonprofit association that has a business address 348  
in this state. If the agent is an entity other than a domestic 349  
corporation, the agent shall meet the requirements of Title XVII 350  
of the Revised Code for an entity of the agent's type to 351  
transact business or exercise privileges in this state. 352

(B) The secretary of state shall not accept original 353  
articles for filing unless there is filed with the articles a 354  
written appointment of an agent that is signed by the 355  
incorporators of the corporation or a majority of them and a 356  
written acceptance of the appointment that is signed by the 357  
agent. In all other cases, the corporation shall appoint the 358

agent and shall file in the office of the secretary of state a 359  
written appointment of the agent that is signed by any 360  
authorized officer of the corporation and a written acceptance 361  
of the appointment that is either the original acceptance signed 362  
by the agent or a photocopy, facsimile, or similar reproduction 363  
of the original acceptance signed by the agent. 364

~~(C)~~ (C) (1) The written appointment of an agent shall set 365  
forth the name and address in this state of the agent, including 366  
the street and number ~~or other particular description of the~~ 367  
agent's primary residence in this state or, if the agent is not 368  
a natural person, the agent's usual place of business in this 369  
state, and shall otherwise be in such form as the secretary of 370  
state prescribes. The secretary of state shall keep a record of 371  
the names of corporations, and the names and addresses of their 372  
respective agents. 373

(2) As used in division (C) (1) of this section, "usual 374  
place of business" means a place in this state that is 375  
customarily open during normal business hours and where an 376  
individual is generally present who is authorized to perform the 377  
services of a registered agent, including accepting service of 378  
process and other notifications for the person serving as a 379  
statutory agent. "Usual place of business" does not include a 380  
post office box, regardless of whether that post office box has 381  
an associated street address. 382

(D) If any agent dies, removes from the state, or resigns, 383  
the corporation shall forthwith appoint another agent and file 384  
with the secretary of state, on a form prescribed by the 385  
secretary of state, a written appointment of the agent. 386

(E) If the agent changes the agent's address from that 387  
appearing upon the record in the office of the secretary of 388

state, the corporation or the agent shall forthwith file with 389  
the secretary of state, on a form prescribed by the secretary of 390  
state, a written statement setting forth the new address. 391

(F) An agent may resign by filing with the secretary of 392  
state, on a form prescribed by the secretary of state, a written 393  
notice to that effect that is signed by the agent and by sending 394  
a copy of the notice to the corporation at the current or last 395  
known address of its principal office on or prior to the date 396  
the notice is filed with the secretary of state. The notice 397  
shall set forth the name of the corporation, the name and 398  
current address of the agent, the current or last known address, 399  
including the street and number or other particular description, 400  
of the corporation's principal office, the resignation of the 401  
agent, and a statement that a copy of the notice has been sent 402  
to the corporation within the time and in the manner prescribed 403  
by this division. Upon the expiration of thirty days after the 404  
filing, the authority of the agent shall terminate. 405

(G) A corporation may revoke the appointment of an agent 406  
by filing with the secretary of state, on a form prescribed by 407  
the secretary of state, a written appointment of another agent 408  
and a statement that the appointment of the former agent is 409  
revoked. 410

(H) Any process, notice, or demand required or permitted 411  
by statute to be served upon a corporation may be served upon 412  
the corporation by delivering a copy of it to its agent, if a 413  
natural person, or by delivering a copy of it at the address of 414  
its agent in this state, as the address appears upon the record 415  
in the office of the secretary of state. If (1) the agent cannot 416  
be found, or (2) the agent no longer has that address, or (3) 417  
the corporation has failed to maintain an agent as required by 418

this section, and if in any such case the party desiring that 419  
the process, notice, or demand be served, or the agent or 420  
representative of the party, shall have filed with the secretary 421  
of state an affidavit stating that one of the foregoing 422  
conditions exists and stating the most recent address of the 423  
corporation that the party after diligent search has been able 424  
to ascertain, then service of process, notice, or demand upon 425  
the secretary of state, as the agent of the corporation, may be 426  
initiated by delivering to the secretary of state or at the 427  
secretary of state's office quadruplicate copies of such 428  
process, notice, or demand and by paying to the secretary of 429  
state a fee of five dollars. The secretary of state shall 430  
forthwith give notice of the delivery to the corporation at its 431  
principal office as shown upon the record in the secretary of 432  
state's office and at any different address shown on its last 433  
franchise tax report filed in this state, or to the corporation 434  
at any different address set forth in the above mentioned 435  
affidavit, and shall forward to the corporation at said 436  
addresses, by certified mail, with request for return receipt, a 437  
copy of the process, notice, or demand; and thereupon service 438  
upon the corporation shall be deemed to have been made. 439

(I) The secretary of state shall keep a record of each 440  
process, notice, and demand delivered to the secretary of state 441  
or at the secretary of state's office under this section or any 442  
other law of this state that authorizes service upon the 443  
secretary of state, and shall record the time of the delivery 444  
and the action thereafter with respect thereto. 445

(J) This section does not limit or affect the right to 446  
serve any process, notice, or demand upon a corporation in any 447  
other manner permitted by law. 448



(K) Every corporation shall state in each annual report 449  
filed by it with the department of taxation the name and address 450  
of its statutory agent. 451

(L) Except when an original appointment of an agent is 452  
filed with the original articles, a written appointment of an 453  
agent or a written statement filed by a corporation with the 454  
secretary of state shall be signed by any authorized officer of 455  
the corporation or by the incorporators of the corporation or a 456  
majority of them if no directors have been elected. 457

(M) For filing a written appointment of an agent other 458  
than one filed with original articles, and for filing a 459  
statement of change of address of an agent, the secretary of 460  
state shall charge and collect the fee specified in division (R) 461  
of section 111.16 of the Revised Code. 462

(N) Upon the failure of a corporation to appoint another 463  
agent or to file a statement of change of address of an agent, 464  
the secretary of state shall give notice thereof by ordinary or 465  
electronic mail to the corporation at the electronic mail 466  
address provided to the secretary of state, or at the address 467  
set forth in the notice of resignation or on the last franchise 468  
tax return filed in this state by the corporation. Unless the 469  
default is cured within thirty days after the mailing by the 470  
secretary of state of the notice or within any further period of 471  
time that the secretary of state grants, upon the expiration of 472  
that period of time from the date of the mailing, the articles 473  
of the corporation shall be canceled without further notice or 474  
action by the secretary of state. The secretary of state shall 475  
make a notation of the cancellation on the secretary of state's 476  
records. 477

A corporation whose articles have been canceled may be 478

reinstated by filing, within two years of the cancellation, on a 479  
form prescribed by the secretary of state, an application for 480  
reinstatement and the required appointment of agent or required 481  
statement, and by paying the filing fee specified in division 482  
(Q) of section 111.16 of the Revised Code. The rights, 483  
privileges, and franchises of a corporation whose articles have 484  
been reinstated are subject to section 1701.922 of the Revised 485  
Code. The secretary of state shall furnish the tax commissioner 486  
a monthly list of all corporations canceled and reinstated under 487  
this division. 488

(O) This section does not apply to banks, trust companies, 489  
insurance companies, or any corporation defined under the laws 490  
of this state as a public utility for taxation purposes. 491

**Sec. 1702.06.** (A) Every corporation shall have and 492  
maintain an agent, sometimes referred to as the "statutory 493  
agent," upon whom any process, notice, or demand required or 494  
permitted by statute to be served upon a corporation may be 495  
served. The agent shall be one of the following: 496

(1) A natural person who is a resident of this state; 497

(2) A domestic or foreign corporation, nonprofit 498  
corporation, limited liability company, partnership, limited 499  
partnership, limited liability partnership, limited partnership 500  
association, professional association, business trust, or 501  
unincorporated nonprofit association that has a business address 502  
in this state. If the agent is an entity other than a domestic 503  
corporation, the agent shall meet the requirements of Title XVII 504  
of the Revised Code for an entity of the agent's type to 505  
transact business or exercise privileges in this state. 506

(B) The secretary of state shall not accept original 507

articles for filing unless there is filed with the articles a 508  
written appointment of an agent signed by the incorporators of 509  
the corporation or a majority of them and a written acceptance 510  
of the appointment signed by the agent. In all other cases, the 511  
corporation shall appoint the agent and shall file in the office 512  
of the secretary of state a written appointment of the agent 513  
that is signed by any authorized officer of the corporation and 514  
a written acceptance of the appointment that is either the 515  
original acceptance signed by the agent or a photocopy, 516  
facsimile, or similar reproduction of the original acceptance 517  
signed by the agent. 518

~~(C)~~ (1) The written appointment of an agent shall set 519  
forth the name and address in this state of the agent, including 520  
the street and number ~~or other particular description of the~~ 521  
agent's primary residence in this state or, if the agent is not 522  
a natural person, the agent's usual place of business in this 523  
state, and shall otherwise be in such form as the secretary of 524  
state prescribes. The secretary of state shall keep a record of 525  
the names of corporations and the names and addresses of their 526  
respective agents. 527

(2) As used in division (C) (1) of this section, "usual 528  
place of business" means a place in this state that is 529  
customarily open during normal business hours and where an 530  
individual is generally present who is authorized to perform the 531  
services of a registered agent, including accepting service of 532  
process and other notifications for the person serving as a 533  
statutory agent. "Usual place of business" does not include a 534  
post office box, regardless of whether that post office box has 535  
an associated street address. 536

(D) If any agent dies, removes from the state, or resigns, 537

the corporation shall forthwith appoint another agent and file 538  
with the secretary of state, on a form prescribed by the 539  
secretary of state, a written appointment of that agent. 540

(E) If the agent changes the agent's address from that 541  
appearing upon the record in the office of the secretary of 542  
state, the corporation or the agent shall forthwith file with 543  
the secretary of state, on a form prescribed by the secretary of 544  
state, a written statement setting forth the new address. 545

(F) An agent may resign by filing with the secretary of 546  
state, on a form prescribed by the secretary of state, a written 547  
notice to that effect that is signed by the agent and by sending 548  
a copy of the notice to the corporation at the current or last 549  
known address of its principal office on or prior to the date 550  
that notice is filed with the secretary of state. The notice 551  
shall set forth the name of the corporation, the name and 552  
current address of the agent, the current or last known address, 553  
including the street and number or other particular description, 554  
of the corporation's principal office, the resignation of the 555  
agent, and a statement that a copy of the notice has been sent 556  
to the corporation within the time and in the manner prescribed 557  
by this division. Upon the expiration of sixty days after such 558  
filing, the authority of the agent shall terminate. 559

(G) A corporation may revoke the appointment of an agent 560  
by filing with the secretary of state, on a form prescribed by 561  
the secretary of state, a written appointment of another agent 562  
and a statement that the appointment of the former agent is 563  
revoked. 564

(H) Any process, notice, or demand required or permitted 565  
by statute to be served upon a corporation may be served upon 566  
the corporation by delivering a copy of it to its agent, if a 567

natural person, or by delivering a copy of it at the address of 568  
its agent in this state, as such address appears upon the record 569  
in the office of the secretary of state. If (1) the agent cannot 570  
be found, or (2) the agent no longer has that address, or (3) 571  
the corporation has failed to maintain an agent as required by 572  
this section, and if in any such case the party desiring that 573  
such process, notice, or demand be served, or the agent or 574  
representative of the party, shall have filed with the secretary 575  
of state an affidavit stating that one of the foregoing 576  
conditions exists and stating the most recent address of the 577  
corporation that the party after diligent search has been able 578  
to ascertain, then service of process, notice, or demand upon 579  
the secretary of state, as the agent of the corporation, may be 580  
initiated by delivering to the secretary of state or at the 581  
secretary of state's office triplicate copies of such process, 582  
notice, or demand and by paying to the secretary of state a fee 583  
of five dollars. The secretary of state shall forthwith give 584  
notice of such delivery to the corporation at its principal 585  
office as shown upon the record in the secretary of state's 586  
office and also to the corporation at any different address set 587  
forth in the above mentioned affidavit, and shall forward to the 588  
corporation at each of those addresses, by certified mail, with 589  
request for return receipt, a copy of such process, notice, or 590  
demand; and thereupon service upon the corporation shall be 591  
deemed to have been made. 592

(I) The secretary of state shall keep a record of each 593  
process, notice, and demand delivered to the secretary of state 594  
or at the secretary of state's office under this section or any 595  
other law of this state that authorizes service upon the 596  
secretary of state, and shall record the time of such delivery 597  
and the secretary of state's action thereafter with respect 598

thereto. 599

(J) This section does not limit or affect the right to 600  
serve any process, notice, or demand upon a corporation in any 601  
other manner permitted by law. 602

(K) Except when an original appointment of an agent is 603  
filed with the original articles, a written appointment of an 604  
agent or a written statement filed by a corporation with the 605  
secretary of state shall be signed by any authorized officer of 606  
the corporation or by the incorporators of the corporation or a 607  
majority of them if no directors have been elected. 608

(L) For filing a written appointment of an agent other 609  
than one filed with original articles, and for filing a 610  
statement of change of address of an agent, the secretary of 611  
state shall charge and collect the fee specified in division (R) 612  
of section 111.16 of the Revised Code. 613

(M) Upon the failure of any corporation to appoint another 614  
agent or to file a statement of change of address of an agent, 615  
the secretary of state shall give notice thereof by certified 616  
mail to the corporation at the address set forth in the notice 617  
of resignation or on the most recent statement of continued 618  
existence filed in this state by the corporation. Unless the 619  
failure is cured within thirty days after the mailing by the 620  
secretary of state of the notice or within any further period 621  
the secretary of state grants, upon the expiration of that 622  
period, the articles of the corporation shall be canceled 623  
without further notice or action by the secretary of state. The 624  
secretary of state shall make a notation of the cancellation on 625  
the secretary of state's records. A corporation whose articles 626  
have been canceled may be reinstated by filing, within two years 627  
of the cancellation, on a form prescribed by the secretary of 628

state, an application for reinstatement and the required 629  
appointment of agent or required statement, and by paying the 630  
filing fee specified in division (Q) of section 111.16 of the 631  
Revised Code. The rights, privileges, and franchises of a 632  
corporation whose articles have been reinstated are subject to 633  
section 1702.60 of the Revised Code. The secretary of state 634  
shall furnish the tax commissioner a monthly list of all 635  
corporations canceled and reinstated under this division. 636

(N) This section does not apply to banks, trust companies, 637  
insurance companies, or any corporation defined under the laws 638  
of this state as a public utility for taxation purposes. 639

**Sec. 1702.59.** (A) Every nonprofit corporation, 640  
incorporated under the general corporation laws of this state, 641  
or previous laws, or under special provisions of the Revised 642  
Code, or created before September 1, 1851, which corporation has 643  
expressedly or impliedly elected to be governed by the laws 644  
passed since that date, and whose articles or other documents 645  
are filed with the secretary of state, shall file with the 646  
secretary of state a verified statement of continued existence, 647  
signed by a director, officer, or three members in good 648  
standing, setting forth the corporate name, the place where the 649  
principal office of the corporation is located, the date of 650  
incorporation, the fact that the corporation is still actively 651  
engaged in exercising its corporate privileges, and the name and 652  
address of its agent appointed pursuant to section 1702.06 of 653  
the Revised Code. 654

(B) Each corporation required to file a statement of 655  
continued existence shall file it with the secretary of state 656  
within each five years after the date of incorporation or of the 657  
last corporate filing. 658

(C) Corporations specifically exempted by division (N) of 659  
section 1702.06 of the Revised Code, or whose activities are 660  
regulated or supervised by another state official, agency, 661  
bureau, department, or commission are exempted from this 662  
section. 663

(D) The secretary of state shall give notice by ordinary 664  
or electronic mail and provide a form for compliance with this 665  
section to each corporation required by this section to file the 666  
statement of continued existence, such notice and form to be 667  
mailed to the last known physical or electronic mail address of 668  
the corporation as it appears on the records of the secretary of 669  
state or which the secretary of state may ascertain upon a 670  
reasonable search. 671

(E) If any nonprofit corporation required by this section 672  
to file a statement of continued existence fails to file the 673  
statement required every fifth year, then the secretary of state 674  
shall cancel the articles of such corporation, make a notation 675  
of the cancellation on the records, and mail to the corporation 676  
a certificate of the action so taken. 677

(F) A corporation whose articles have been canceled may be 678  
reinstated by filing, within two years of the cancellation, an 679  
application for reinstatement and paying to the secretary of 680  
state the fee specified in division (Q) of section 111.16 of the 681  
Revised Code. The name of a corporation whose articles have been 682  
canceled shall be reserved for a period of one year after the 683  
date of cancellation. If the reinstatement is not made within 684  
one year from the date of the cancellation of its articles of 685  
incorporation and it appears that a corporate name, limited 686  
liability company name, limited liability partnership name, 687  
limited partnership name, or trade name has been filed, the name 688



of which is not distinguishable upon the record as provided in 689  
section 1702.06 of the Revised Code, the applicant for 690  
reinstatement shall be required by the secretary of state, as a 691  
condition prerequisite to such reinstatement, to amend its 692  
articles by changing its name. A certificate of reinstatement 693  
may be filed in the recorder's office of any county in the 694  
state, for which the recorder shall charge and collect a base 695  
fee of one dollar for services and a housing trust fund fee of 696  
one dollar pursuant to section 317.36 of the Revised Code. The 697  
rights, privileges, and franchises of a corporation whose 698  
articles have been reinstated are subject to section 1702.60 of 699  
the Revised Code. 700

(G) The secretary of state shall furnish the tax 701  
commissioner a list of all corporations failing to file the 702  
required statement of continued existence. 703

**Sec. 1703.041.** (A) Every foreign corporation for profit 704  
that is licensed to transact business in this state, and every 705  
foreign nonprofit corporation that is licensed to exercise its 706  
privileges in this state, shall have and maintain an agent, 707  
sometimes referred to as the "designated agent," upon whom 708  
process against the corporation may be served within this state. 709  
The agent shall be one of the following: 710

(1) A natural person who is a resident of this state; 711

(2) A domestic or foreign corporation, nonprofit 712  
corporation, limited liability company, partnership, limited 713  
partnership, limited liability partnership, limited partnership 714  
association, professional association, business trust, or 715  
unincorporated nonprofit association that has a business address 716  
in this state. If the agent is an entity other than a domestic 717  
corporation, the agent shall meet the requirements of Title XVII 718

of the Revised Code for an entity of the agent's type to 719  
transact business or exercise privileges in this state. 720

~~(B)~~ (B) (1) The written appointment of a designated agent 721  
shall set forth the name and address of the agent, including the 722  
street and number ~~or other particular description of the agent's~~ 723  
primary residence in this state or, if the agent is not a 724  
natural person, the agent's usual place of business in this 725  
state, and shall otherwise be in such form as the secretary of 726  
state prescribes. The secretary of state shall keep a record of 727  
the names of such foreign corporations and the names and 728  
addresses of their respective agents. 729

(2) As used in division (B) (1) of this section, "usual 730  
place of business" means a place in this state that is 731  
customarily open during normal business hours and where an 732  
individual is generally present who is authorized to perform the 733  
services of a registered agent, including accepting service of 734  
process and other notifications for the person serving as a 735  
statutory agent. "Usual place of business" does not include a 736  
post office box, regardless of whether that post office box has 737  
an associated street address. 738

(C) If the designated agent dies, removes from the state, 739  
or resigns, the foreign corporation shall forthwith appoint 740  
another agent and file in the office of the secretary of state, 741  
on a form prescribed by the secretary of state, a written 742  
appointment of the new agent. 743

(D) If the designated agent changes the agent's address 744  
from that appearing upon the record in the office of the 745  
secretary of state, the foreign corporation or the designated 746  
agent in its behalf shall forthwith file with the secretary of 747  
state, on a form prescribed by the secretary of state, a written 748

statement setting forth the agent's new address. 749

(E) A designated agent may resign by filing with the 750  
secretary of state, on a form prescribed by the secretary of 751  
state, a signed statement to that effect. The secretary of state 752  
shall forthwith mail a copy of the statement to the foreign 753  
corporation at its principal office as shown by the record in 754  
the secretary of state's office. Upon the expiration of sixty 755  
days after the filing, the authority of the agent shall 756  
terminate. 757

(F) A foreign corporation may revoke the appointment of a 758  
designated agent by filing with the secretary of state, on a 759  
form prescribed by the secretary of state, a written appointment 760  
of another agent and a statement that the appointment of the 761  
former agent is revoked. 762

(G) Process may be served upon a foreign corporation by 763  
delivering a copy of it to its designated agent, if a natural 764  
person, or by delivering a copy of it at the address of its 765  
agent in this state, as the address appears upon the record in 766  
the office of the secretary of state. 767

(H) This section does not limit or affect the right to 768  
serve process upon a foreign corporation in any other manner 769  
permitted by law. 770

(I) Every foreign corporation for profit shall state in 771  
each annual report filed by it with the department of taxation 772  
the name and address of its designated agent in this state. 773

**Sec. 1703.15.** No foreign corporation shall transact in 774  
this state any business that could not be lawfully transacted by 775  
a domestic corporation. Whenever the secretary of state finds 776  
that a foreign corporation licensed to transact business in this 777

state is transacting in this state a business that a domestic 778  
corporation could not lawfully transact, is transacting business 779  
in this state in a corporate name that is not readily 780  
distinguishable from the name of every other corporation, 781  
limited liability company, limited liability partnership, or 782  
limited partnership, domestic or foreign, or every trade name, 783  
registered in the office of the secretary of state, theretofore 784  
authorized to transact business in this state, without the 785  
consent of the other corporation, limited liability company, 786  
limited liability partnership, limited partnership, or trade 787  
name registrant, evidenced in writing filed with the secretary 788  
of state pursuant to section 1703.04 of the Revised Code, or has 789  
failed, after the death or resignation of its designated agent 790  
or the designated agent's removal from this state, to designate 791  
another agent as required by section 1703.041 of the Revised 792  
Code, the secretary of state shall give notice thereof by 793  
certified mail to the corporation. Unless that failure is cured 794  
within thirty days after the mailing by the secretary of state 795  
of the notice or within such further period as the secretary of 796  
state grants, the secretary of state, upon the expiration of 797  
such period, shall cancel the license of the foreign corporation 798  
to transact business in this state, give notice of the 799  
cancellation to the corporation by mail, and make a notation of 800  
the cancellation on the secretary of state's records. 801

A foreign corporation whose license has been canceled may 802  
be reinstated upon its filing with the secretary of state, 803  
within two years of the cancellation, on a form prescribed by 804  
the secretary of state, an application for reinstatement 805  
accompanied by the fee specified in division (Q) of section 806  
111.16 of the Revised Code. If the application for reinstatement 807  
is submitted in a tax year or calendar year other than that in 808

which the cancellation occurred, the application also shall be 809  
accompanied by a certificate of reinstatement issued by the 810  
department of taxation. The name of a corporation whose license 811  
has been canceled pursuant to this section shall be reserved for 812  
a period of one year after the date of cancellation. If the 813  
reinstatement is not made within one year after the date of 814  
cancellation of the foreign license and it appears that a 815  
corporate name, limited liability company name, limited 816  
liability partnership name, limited partnership name, or trade 817  
name has been filed, the name of which is not distinguishable 818  
upon the record as provided in division (D) of section 1703.04 819  
of the Revised Code, the secretary of state shall require the 820  
applicant for the reinstatement, as a condition prerequisite to 821  
such reinstatement, to apply for authorization to transact 822  
business in this state under an assumed name. 823

**Sec. 1703.29.** (A) The failure of any corporation to obtain 824  
a license under sections 1703.01 to 1703.31 of the Revised Code, 825  
does not affect the validity of any contract with such 826  
corporation, but no foreign corporation that should have 827  
obtained such license shall maintain any action in any court 828  
until it has obtained such license. Before any such corporation 829  
shall maintain such action on any cause of action arising at the 830  
time when it was not licensed to transact business in this 831  
state, it shall pay to the secretary of state a forfeiture of 832  
two hundred fifty dollars and file in the secretary of state's 833  
office the papers required by divisions (B) or (C) of this 834  
section, whichever is applicable. 835

(B) If such corporation has not been previously licensed 836  
to do business in this state or if its license has been 837  
surrendered it shall file as required by division (A) of this 838  
section: 839

(1) Its application for a license certificate, together 840  
with the filing fee, with such information as the secretary of 841  
state requires as to the time it began to transact business in 842  
this state and as to the number of its issued shares represented 843  
in this state, and with the license fees on its shares 844  
represented in this state plus a forfeiture of fifteen per cent 845  
thereon. 846

(2) A certificate from the tax commissioner that the 847  
corporation has paid all taxes that it should have paid had it 848  
qualified to do business in this state at the time it began to 849  
do so, plus any penalties assessable on said taxes on account of 850  
failure to pay them within the time prescribed by law, or a 851  
certificate of the commissioner that the corporation has 852  
furnished security satisfactory to the commissioner for the 853  
payment of all such taxes and penalties. 854

(C) If such corporation has been previously licensed to 855  
transact business in this state and its license has expired or 856  
has been canceled by the secretary of state upon order of the 857  
commissioner, or for failure to designate an agent for service 858  
of process, it shall file, within two years of the cancellation 859  
or expiration, with the secretary of state its application for 860  
reinstatement, as provided by law, together with the proper 861  
reinstatement fee plus a forfeiture of fifteen per cent thereon. 862

Upon the filing of such application and payment of such 863  
fees and penalties or forfeitures, the secretary of state shall 864  
issue to such corporation a license certificate. 865

**Sec. 1706.09.** (A) Each limited liability company and 866  
foreign limited liability company that has an effective 867  
registration as a foreign limited liability company under 868  
section 1706.511 of the Revised Code shall maintain continuously 869

in this state an agent for service of process on the company. 870  
The agent shall be one of the following: 871

(1) A natural person who is a resident of this state; 872

(2) A domestic or foreign corporation, nonprofit 873  
corporation, limited liability company, partnership, limited 874  
partnership, limited liability partnership, limited partnership 875  
association, professional association, business trust, or 876  
unincorporated nonprofit association that has a business address 877  
in this state. If the agent is an entity other than a domestic 878  
corporation, the agent shall meet the requirements of Title XVII 879  
of the Revised Code for an entity of the agent's type to 880  
transact business or exercise privileges in this state. 881

(B) (1) The secretary of state shall not accept original 882  
articles of organization of a limited liability company or an 883  
original registration of a foreign limited liability company for 884  
filing unless both of the following accompany the articles or 885  
registration: 886

(a) A written appointment of an agent as described in 887  
division (A) of this section that is signed by an authorized 888  
representative of the limited liability company or foreign 889  
limited liability company; 890

(b) A written acceptance of the appointment that is signed 891  
by the designated agent on a form prescribed by the secretary of 892  
state. 893

(2) In cases not covered by division (B) (1) of this 894  
section, the company shall appoint the agent described in 895  
division (A) of this section and shall file with the secretary 896  
of state, on a form prescribed by the secretary of state, a 897  
written appointment of that agent that is signed by an 898

authorized representative of the company and a written 899  
acceptance of the appointment that is signed by the designated 900  
agent. 901

~~(C)~~ (C) (1) The written appointment of an agent shall set 902  
forth the name and address in this state of the agent, including 903  
the street and number ~~or other particular description of the~~ 904  
agent's primary residence in this state or, if the agent is not 905  
a natural person, the agent's usual place of business in this 906  
state, and shall otherwise be in such form as the secretary of 907  
state prescribes. The secretary of state shall keep a record of 908  
the names of limited liability companies and foreign limited 909  
liability companies, and the names and addresses of their 910  
respective agents. 911

(2) As used in division (C) (1) of this section, "usual 912  
place of business" means a place in this state that is 913  
customarily open during normal business hours and where an 914  
individual is generally present who is authorized to perform the 915  
services of a registered agent, including accepting service of 916  
process and other notifications for the person serving as a 917  
statutory agent. "Usual place of business" does not include a 918  
post office box, regardless of whether that post office box has 919  
an associated street address. 920

(D) If any agent described in division (A) of this section 921  
dies, resigns, or moves outside of this state, the limited 922  
liability company or foreign limited liability company shall 923  
appoint forthwith another agent and file with the secretary of 924  
state, on a form prescribed by the secretary of state, a written 925  
appointment of the agent and acceptance of appointment as 926  
described in division (B) (2) of this section. 927

(E) If the agent described in division (A) of this section 928



changes the agent's address from the address stated in the 929  
records of the secretary of state, the agent or the limited 930  
liability company or foreign limited liability company shall 931  
file forthwith with the secretary of state, on a form prescribed 932  
by the secretary of state, a written statement setting forth the 933  
new address. 934

(F) An agent described in division (A) of this section may 935  
resign by filing with the secretary of state, on a form 936  
prescribed by the secretary of state, a written notice of 937  
resignation that is signed by the agent and by mailing a copy of 938  
that notice to the limited liability company or foreign limited 939  
liability company at the current or last known address of its 940  
principal office. The notice shall be mailed to the company on 941  
or prior to the date that the notice is filed with the secretary 942  
of state and shall set forth the name of the company, the name 943  
and current address of the agent, the current or last known 944  
address, including the street and number or other particular 945  
description, of the company's principal office, a statement of 946  
the resignation of the agent, and a statement that a copy of the 947  
notice has been sent to the company within the time and in the 948  
manner specified in this division. The authority of the 949  
resigning agent terminates thirty days after the filing of the 950  
notice with the secretary of state. 951

(G) A limited liability company or foreign limited 952  
liability company may revoke the appointment of its agent 953  
described in division (A) of this section by filing with the 954  
secretary of state, on a form prescribed by the secretary of 955  
state, a written appointment of another agent and an acceptance 956  
of appointment in the manner described in division (B) (2) of 957  
this section and a statement indicating that the appointment of 958  
the former agent is revoked. 959

(H) (1) Any legal process, notice, or demand required or 960  
permitted by law to be served upon a limited liability company 961  
may be served upon the company as follows: 962

(a) By delivering a copy of the process, notice, or demand 963  
to the address of the agent in this state as contained in the 964  
records of the secretary of state; 965

(b) If the agent described in division (A) of this section 966  
is a natural person, by delivering a copy of the process, 967  
notice, or demand to the agent. 968

(2) If the agent described in division (A) of this section 969  
cannot be found or no longer has the address that is stated in 970  
the records of the secretary of state or the limited liability 971  
company or foreign limited liability company has failed to 972  
maintain an agent as required by this section and if the party 973  
or the agent or representative of the party that desires service 974  
of the process, notice, or demand files with the secretary of 975  
state an affidavit that states that one of those circumstances 976  
exists and states the most recent address of the company that 977  
the party who desires service has been able to ascertain after a 978  
diligent search, then the service of the process, notice, or 979  
demand upon the secretary of state as the agent of the company 980  
may be initiated by delivering to the secretary of state four 981  
copies of the process, notice, or demand accompanied by a fee of 982  
five dollars. The secretary of state shall give forthwith notice 983  
of that delivery to the company at either its principal office 984  
as shown upon the secretary of state's records or at any 985  
different address specified in the affidavit of the party 986  
desiring service and shall forward to the company at either 987  
address by certified mail, return receipt requested, a copy of 988  
the process, notice, or demand. Service upon the company is made 989

when the secretary of state gives the notice and forwards the 990  
process, notice, or demand as set forth in division (H) (2) of 991  
this section. 992

(I) The secretary of state shall keep a record of each 993  
process, notice, and demand that pertains to a limited liability 994  
company or foreign limited liability company and that is 995  
delivered to the secretary of state's office under this section 996  
or another law of this state that authorizes service upon the 997  
secretary of state in connection with a limited liability 998  
company or foreign limited liability company. In that record, 999  
the secretary of state shall record the time of each delivery of 1000  
that type and the secretary of state's subsequent action with 1001  
respect to the process, notice, or demand. 1002

(J) This section does not limit or affect the right to 1003  
serve any process, notice, or demand upon a limited liability 1004  
company or foreign limited liability company in any other manner 1005  
permitted by law. 1006

(K) A written appointment of an agent or a written 1007  
statement filed by a limited liability company or foreign 1008  
limited liability company with the secretary of state shall be 1009  
signed by an authorized representative of the company. 1010

(L) Upon the failure of a limited liability company or 1011  
foreign limited liability company to continuously maintain a 1012  
statutory agent or file a change of name or address of a 1013  
statutory agent, the secretary of state shall give notice 1014  
thereof by ordinary or electronic mail to the company at the 1015  
electronic mail address provided to the secretary of state, or 1016  
at the address set forth in the notice of resignation. Unless 1017  
the default is cured within thirty days after the mailing by the 1018  
secretary of state of the notice or within any further period of 1019

time that the secretary of state grants, upon the expiration of 1020  
that period of time from the date of the mailing, the articles 1021  
of the limited liability company or the registration of the 1022  
foreign limited liability company shall be canceled without 1023  
further notice or action by the secretary of state. The 1024  
secretary of state shall make a notation of the cancellation on 1025  
the secretary of state's records. 1026

A limited liability company or foreign limited liability 1027  
company whose articles or registration has been canceled may be 1028  
reinstated by filing, within two years of the cancellation, on a 1029  
form prescribed by the secretary of state, an application for 1030  
reinstatement and the required appointment of agent or required 1031  
statement, and by paying the filing fee specified in division 1032  
(Q) of section 111.16 of the Revised Code. The rights and 1033  
privileges of a limited liability company or foreign limited 1034  
liability company whose articles or registration has been 1035  
reinstated are subject to section 1706.46 of the Revised Code. 1036  
The secretary of state shall furnish the tax commissioner a 1037  
monthly list of all limited liability companies and foreign 1038  
limited liability companies canceled and reinstated under this 1039  
division. 1040

**Sec. 1729.11.** (A) An association whose articles of 1041  
incorporation have been canceled or an association that has been 1042  
dissolved in a manner other than for a voluntary dissolution as 1043  
provided in section 1729.55 of the Revised Code, or a judicial 1044  
dissolution as provided in section 1729.61 of the Revised Code, 1045  
may be reinstated by filing, within two years of the 1046  
cancellation or dissolution, on a form prescribed by the 1047  
secretary of state for the administration of this chapter, an 1048  
application for reinstatement and the required appointment of a 1049  
statutory agent, and by paying a filing fee of ten dollars. 1050

(B) Upon reinstatement of an association's articles of incorporation, the rights, privileges, and franchises, including all real or personal property rights and credits and all contract and other rights, of the association existing at the time that its articles were canceled or the dissolution became effective shall continue in effect as if the articles had not been canceled or the dissolution had not occurred; and the association shall again be entitled to exercise the rights, privileges, and franchises authorized by its articles.

**Sec. 1746.04.** (A) Except as set forth in section 1746.03 of the Revised Code, before transacting business in this state, a business trust shall file in the office of the secretary of state, on forms prescribed by the secretary of state, a report containing the following information:

(1) A list of the names and addresses of its trustees;

(2) The address of its principal office;

(3) In the case of a foreign business trust, the address of its principal office within this state, if any;

(4) The business names of the business trust, including any fictitious or assumed names;

~~(5)~~ (5) (a) The name and primary residence or usual place of business address within this state of a designated agent upon whom process against the business trust may be served;

(b) As used in division (A) (5) (a) of this section, "usual place of business" means a place in this state that is customarily open during normal business hours and where an individual is generally present who is authorized to perform the services of a registered agent, including accepting service of process and other notifications for the person serving as a

statutory agent. "Usual place of business" does not include a 1080  
post office box, regardless of whether that post office box has 1081  
an associated street address. 1082

(6) The irrevocable consent of the business trust to 1083  
service of process upon its designated agent and to service of 1084  
process upon the secretary of state if, without the registration 1085  
of another agent with the secretary of state, its designated 1086  
agent has died, resigned, lost authority, dissolved, become 1087  
disqualified, or has removed from this state, or if its 1088  
designated agent cannot, with due diligence, be found. 1089

Such report shall have attached as an exhibit an executed 1090  
copy of the trust instrument or a true and correct copy of it, 1091  
certified to be such by a trustee before an official authorized 1092  
to administer oaths or by a public official in another state in 1093  
whose office an executed copy is on file. 1094

(B) Not more than ninety days after the occurrence of any 1095  
event causing any filing, including exhibits, made pursuant to 1096  
division (A) of this section, or any previous filing made 1097  
pursuant to this division, to be inaccurate or incomplete, there 1098  
shall be filed in the office of the secretary of state all 1099  
information necessary to maintain the accuracy and completeness 1100  
of such filing. 1101

(C) The secretary of state shall charge and collect the 1102  
fees specified in division (T) of section 111.16 of the Revised 1103  
Code for each filing made under division (A) or (B) of this 1104  
section, except for filings under division (B) of this section 1105  
pertaining solely to division (A) (5) of this section, for which 1106  
the secretary of state shall charge and collect the fee 1107  
specified in division (R) of section 111.16 of the Revised Code. 1108

(D) The trust instrument and other information filed in 1109  
the office of the secretary of state are matters of public 1110  
record, and persons dealing with a business trust are charged 1111  
with constructive notice of the contents of any such instrument 1112  
or information by reason of such filing. 1113

(E) A copy of a trust instrument or other information 1114  
filed in the office of the secretary of state shall be accepted 1115  
as prima-facie evidence of the existence of the instrument or 1116  
other information and of its contents, and conclusive evidence 1117  
of the existence of such record. 1118

(F) The agent designated pursuant to division (A) (5) of 1119  
this section shall be one of the following: 1120

(1) A natural person who is a resident of this state; 1121

(2) A domestic or foreign corporation, nonprofit 1122  
corporation, limited liability company, partnership, limited 1123  
partnership, limited liability partnership, limited partnership 1124  
association, professional association, business trust, or 1125  
unincorporated nonprofit association that has a business address 1126  
in this state. If the agent is an entity other than a domestic 1127  
corporation, the agent shall meet the requirements of Title XVII 1128  
of the Revised Code for an entity of the agent's type to 1129  
transact business or exercise privileges in this state. 1130

**Sec. 1747.03.** (A) Before transacting real estate business 1131  
in this state, a real estate investment trust shall file the 1132  
following report in the office of the secretary of state, on 1133  
forms prescribed by the secretary of state: 1134

(1) An executed copy of the trust instrument or a true and 1135  
correct copy of it, certified to be such by a trustee before an 1136  
official authorized to administer oaths or by a public official 1137

- in another state in whose office an executed copy is on file; 1138
- (2) A list of the names and addresses of its trustees; 1139
- (3) The address of its principal office; 1140
- (4) In the case of a foreign real estate investment trust, 1141  
the address of its principal office within this state, if any; 1142
- (5) The business name of the trust; 1143
- ~~(6)~~(6) (a) The name and primary residence or usual place of 1144  
business address within this state of a designated agent upon 1145  
whom process against the trust may be served; 1146
- (b) As used in division (A) (6) (a) of this section, "usual 1147  
place of business" means a place in this state that is 1148  
customarily open during normal business hours and where an 1149  
individual is generally present who is authorized to perform the 1150  
services of a registered agent, including accepting service of 1151  
process and other notifications for the person serving as a 1152  
statutory agent. "Usual place of business" does not include a 1153  
post office box, regardless of whether that post office box has 1154  
an associated street address. 1155
- (7) The irrevocable consent of the trust to service of 1156  
process on its designated agent and to service of process upon 1157  
the secretary of state if, without the registration of another 1158  
agent with the secretary of state, its designated agent has 1159  
died, resigned, lost authority, dissolved, become disqualified, 1160  
or has removed from this state, or if its designated agent 1161  
cannot, with due diligence, be found; 1162
- (8) Not more than ninety days after the occurrence of any 1163  
event causing any filing made pursuant to divisions (A) (2) to 1164  
(6) of this section, or any previous filing made pursuant to 1165



this division, to be inaccurate or incomplete, all information 1166  
necessary to maintain the accuracy and completeness of such 1167  
filing. 1168

(B) For filings under this section, the secretary of state 1169  
shall charge and collect the fee specified in division (T) of 1170  
section 111.16 of the Revised Code, except for filings under 1171  
division (A)(8) of this section pertaining solely to division 1172  
(A)(6) of this section, for which the secretary of state shall 1173  
charge and collect the fee specified in division (R) of section 1174  
111.16 of the Revised Code. 1175

(C) All persons shall be given the opportunity to acquire 1176  
knowledge of the contents of the trust instrument and other 1177  
information filed in the office of the secretary of state, but 1178  
no person dealing with a real estate investment trust shall be 1179  
charged with constructive notice of the contents of any such 1180  
instrument or information by reason of such filing. 1181

(D) A copy of a trust instrument or other information 1182  
filed in the office of the secretary of state is prima-facie 1183  
evidence of the existence of the instrument or other information 1184  
and of its contents, and is conclusive evidence of the existence 1185  
of such record. 1186

(E) The agent designated pursuant to division (A)(6) of 1187  
this section shall be one of the following: 1188

(1) A natural person who is a resident of this state; 1189

(2) A domestic or foreign corporation, nonprofit 1190  
corporation, limited liability company, partnership, limited 1191  
partnership, limited liability partnership, limited partnership 1192  
association, professional association, business trust, or 1193  
unincorporated nonprofit association that has a business address 1194

in this state. If the agent is an entity other than a domestic 1195  
corporation, the agent shall meet the requirements of Title XVII 1196  
of the Revised Code for an entity of the agent's type to 1197  
transact business or exercise privileges in this state. 1198

**Sec. 1776.07.** (A) Any partnership that maintains an 1199  
effective statement of partnership authority under section 1200  
1776.33 of the Revised Code shall maintain continuously in this 1201  
state an agent for service of process on the partnership. The 1202  
agent shall be one of the following: 1203

(1) A natural person who is a resident of this state; 1204

(2) A domestic or foreign corporation, nonprofit 1205  
corporation, limited liability company, partnership, limited 1206  
partnership, limited liability partnership, limited partnership 1207  
association, professional association, business trust, or 1208  
unincorporated nonprofit association that has a business address 1209  
in this state. If the agent is an entity other than a domestic 1210  
corporation, the agent shall meet the requirements of Title XVII 1211  
of the Revised Code for an entity of the agent's type to 1212  
transact business or exercise privileges in this state. 1213

~~(B)~~ (1) The secretary of state shall not accept an 1214  
original statement of partnership authority for filing unless 1215  
the statement of partnership authority includes a written 1216  
appointment of an agent as this section requires and a written 1217  
acceptance of the appointment signed by the designated agent. 1218

(2) The written appointment of an agent shall set forth 1219  
the name and address in this state of the agent, including the 1220  
street and number of the agent's primary residence in this state 1221  
or, if the agent is not a natural person, the agent's usual 1222  
place of business in this state, and shall otherwise be in such 1223

form as the secretary of state prescribes. The secretary of 1224  
state shall keep a record of the names of partnerships, and the 1225  
names and addresses of their respective agents. 1226

(3) As used in division (B)(2) of this section, "usual 1227  
place of business" means a place in this state that is 1228  
customarily open during normal business hours and where an 1229  
individual is generally present who is authorized to perform the 1230  
services of a registered agent, including accepting service of 1231  
process and other notifications for the person serving as a 1232  
statutory agent. "Usual place of business" does not include a 1233  
post office box, regardless of whether that post office box has 1234  
an associated street address. 1235

(C) If an agent dies, resigns, or moves outside of this 1236  
state, the partnership shall appoint forthwith another agent and 1237  
file with the secretary of state an amendment to its statement 1238  
of partnership authority appointing a new agent and including a 1239  
written acceptance of the appointment that is signed by the 1240  
designated agent. 1241

(D) If the address of an agent changes from that stated in 1242  
the records of the secretary of state, the partnership forthwith 1243  
shall file with the secretary of state an amendment to its 1244  
statement of partnership authority setting forth the new 1245  
address. 1246

(E) An agent may resign by filing a written and signed 1247  
notice of resignation with the secretary of state on a form the 1248  
secretary prescribes and mailing a copy of that notice to the 1249  
partnership. The agent shall mail the copy of the notice to the 1250  
partnership at the current or last known address of its 1251  
principal office on or prior to the date that the agent files 1252  
the notice with the secretary of state. The notice shall include 1253

the name of the partnership, the name and current address of the 1254  
agent, the current or last known address, including the street 1255  
and number or other particular description, of the partnership's 1256  
principal office, a statement of the resignation of the agent, 1257  
and a statement that a copy of the notice was provided to the 1258  
partnership within the time and in the manner specified in this 1259  
division. The resigning agent's authority terminates thirty days 1260  
after filing the notice with the secretary of state. 1261

(F) A partnership may revoke the appointment of its agent 1262  
by filing with the secretary of state an amendment to its 1263  
statement of partnership authority indicating that the 1264  
appointment of the former agent is revoked and that a new agent 1265  
is appointed. A written acceptance signed by the new designated 1266  
agent shall accompany the filing. 1267

(G) (1) Any legal process, notice, or demand required or 1268  
permitted by law to be served upon a partnership with an 1269  
effective statement of partnership authority may be served upon 1270  
the partnership as follows: 1271

(a) If its agent is a natural person, by delivering a copy 1272  
of the process, notice, or demand to the agent; 1273

(b) If its agent is not a natural person, by delivering a 1274  
copy of the process, notice, or demand to the address of the 1275  
agent in this state as contained in the records of the secretary 1276  
of state. 1277

(2) (a) If its agent cannot be found or no longer has the 1278  
address stated in the records of the secretary of state or the 1279  
partnership has failed to maintain an agent as this section 1280  
requires, and the party, agent, or representative that desires 1281  
service files with the secretary of state an affidavit stating 1282

that one of those circumstances exists and the most recent 1283  
address of the partnership ascertained after a diligent search, 1284  
then service upon the secretary of state as the agent of the 1285  
partnership may be initiated by delivering to the secretary of 1286  
state four copies of the process, notice, or demand accompanied 1287  
by a fee of not less than five and not more than seven dollars, 1288  
as determined by the secretary of state. 1289

(b) The secretary of state forthwith shall give notice of 1290  
that delivery to the partnership at either its principal office 1291  
as shown upon the secretary of state's records or at any 1292  
different address specified in the affidavit of the party 1293  
desiring service and shall forward to the partnership at either 1294  
address by certified mail, return receipt requested, a copy of 1295  
the process, notice, or demand. 1296

(c) Service upon the partnership is made when the 1297  
secretary of state gives the notice and forwards the process, 1298  
notice, or demand as set forth in division (G) (2) of this 1299  
section. 1300

(H) The secretary of state shall keep a record of each 1301  
process, notice, and demand that pertains to a partnership and 1302  
that is delivered to the secretary of state's office under this 1303  
section or another law of this state that authorizes service 1304  
upon the secretary of state in connection with a partnership. In 1305  
that record, the secretary shall record the time of each 1306  
delivery of that type and the secretary's subsequent action with 1307  
respect to the process, notice, or demand. 1308

(I) Nothing in this section limits or affects the right to 1309  
serve process in any other manner now or hereafter provided by 1310  
law. This section is an extension of, and not a limitation upon, 1311  
the right otherwise existing of service of legal process. 1312

**Sec. 1782.04.** (A) Each limited partnership shall maintain 1313  
continuously in this state an agent for service of process on 1314  
the limited partnership. The agent shall be one of the 1315  
following: 1316

(1) A natural person who is a resident of this state; 1317

(2) A domestic or foreign corporation, nonprofit 1318  
corporation, limited liability company, partnership, limited 1319  
partnership, limited liability partnership, limited partnership 1320  
association, professional association, business trust, or 1321  
unincorporated nonprofit association that has a business address 1322  
in this state. If the agent is an entity other than a domestic 1323  
corporation, the agent shall meet the requirements of Title XVII 1324  
of the Revised Code for an entity of the agent's type to 1325  
transact business or exercise privileges in this state. 1326

(B) The secretary of state shall not accept a certificate 1327  
of limited partnership for filing unless there is filed with the 1328  
certificate a written appointment of an agent that is signed by 1329  
the general partners of the limited partnership and a written 1330  
acceptance of the appointment that is signed by the agent, or 1331  
unless there is filed a written appointment of an agent that is 1332  
signed by any authorized officer of the limited partnership and 1333  
a written acceptance of the appointment that is either the 1334  
original acceptance signed by the agent or a photocopy, 1335  
facsimile, or similar reproduction of the original acceptance 1336  
signed by the agent. 1337

In the discretion of the secretary of state, an original 1338  
appointment of statutory agent may be submitted on the same form 1339  
as the certificate of limited partnership but shall not be 1340  
considered a part of the certificate. 1341

~~(C)~~ (C) (1) The written appointment of an agent shall set 1342  
forth the name and address in this state of the agent, including 1343  
the street and number ~~or other particular description of the~~ 1344  
agent's primary residence in this state or, if the agent is not 1345  
a natural person, the agent's usual place of business in this 1346  
state, and shall otherwise be in the form the secretary of state 1347  
prescribes. The secretary of state shall keep a record of the 1348  
names of limited partnerships, and the names and addresses of 1349  
their respective agents. 1350

(2) As used in division (C) (1) of this section, "usual 1351  
place of business" means a place in this state that is 1352  
customarily open during normal business hours and where an 1353  
individual is generally present who is authorized to perform the 1354  
services of a registered agent, including accepting service of 1355  
process and other notifications for the person serving as a 1356  
statutory agent. "Usual place of business" does not include a 1357  
post office box, regardless of whether that post office box has 1358  
an associated street address. 1359

(D) If any agent dies, removes from the state, or resigns, 1360  
the limited partnership shall forthwith appoint another agent 1361  
and file with the secretary of state, on a form prescribed by 1362  
the secretary of state, a written appointment of the new agent. 1363

(E) If the agent changes the agent's address from that 1364  
appearing upon the record in the office of the secretary of 1365  
state, the limited partnership or the agent forthwith shall file 1366  
with the secretary of state, on a form prescribed by the 1367  
secretary of state, a written statement setting forth the new 1368  
address. 1369

(F) An agent may resign by filing with the secretary of 1370  
state, on a form prescribed by the secretary of state, a written 1371

notice to that effect that is signed by the agent and by sending 1372  
a copy of the notice to the limited partnership at its current 1373  
or last known address or its principal office on or prior to the 1374  
date the notice is filed with the secretary of state. The notice 1375  
shall set forth the name of the limited partnership, the name 1376  
and current address of the agent, the current or last known 1377  
address, including the street and number or other particular 1378  
description, of the limited partnership's principal office, the 1379  
resignation of the agent, and a statement that a copy of the 1380  
notice has been sent to the limited partnership within the time 1381  
and in the manner prescribed by this division. Upon the 1382  
expiration of thirty days after the filing, the authority of the 1383  
agent shall terminate. 1384

(G) A limited partnership may revoke the appointment of an 1385  
agent by filing with the secretary of state, on a form 1386  
prescribed by the secretary of state, a written appointment of 1387  
another agent and a statement that the appointment of the former 1388  
agent is revoked. 1389

(H) Except when an original appointment of an agent is 1390  
filed with the certificate of limited partnership, a written 1391  
appointment of an agent or a written statement filed by a 1392  
limited partnership with the secretary of state shall be signed 1393  
by any authorized officer of the limited partnership, or the 1394  
general partners of the limited partnership, or a majority of 1395  
them. 1396

**Sec. 1785.06.** A professional association, within thirty 1397  
days after the thirtieth day of June in each even-numbered year, 1398  
shall furnish a statement to the secretary of state showing the 1399  
names and post-office addresses of all of the shareholders in 1400  
the association and certifying that all of the shareholders are 1401



duly licensed, certificated, or otherwise legally authorized to 1402  
render within this state the same professional service for which 1403  
the association was organized or, in the case of a combination 1404  
of professional services described in division (B) of section 1405  
1785.01 of the Revised Code, to render within this state any of 1406  
the applicable types of professional services for which the 1407  
association was organized. This statement shall be made on a 1408  
form that the secretary of state shall prescribe, shall be 1409  
signed by an officer of the association, and shall be filed in 1410  
the office of the secretary of state. 1411

If any professional association fails to file the biennial 1412  
statement within the time required by this section, the 1413  
secretary of state shall give notice of the failure by ordinary 1414  
or electronic mail to the last known physical or electronic 1415  
address of the association or its agent. If the biennial 1416  
statement is not filed within thirty days after the mailing of 1417  
the notice, the secretary of state, upon the expiration of that 1418  
period, shall cancel the association's articles of 1419  
incorporation, give notice of the cancellation to the 1420  
association by ordinary or electronic mail sent to the last 1421  
known physical or electronic address of the association or its 1422  
agent, and make a notation of the cancellation on the records of 1423  
the secretary of state. 1424

A professional association whose articles have been 1425  
canceled pursuant to this section may be reinstated by filing, 1426  
within two years of the cancellation, an application for 1427  
reinstatement and the required biennial statement or statements 1428  
and by paying the reinstatement fee specified in division (Q) of 1429  
section 111.16 of the Revised Code. The rights, privileges, and 1430  
franchises of a professional association whose articles have 1431  
been reinstated are subject to section 1701.922 of the Revised 1432

Code. The secretary of state shall inform the tax commissioner	1433
of all cancellations and reinstatements under this section.	1434
<b>Section 2.</b> That existing sections 1345.02, 1701.07,	1435
1702.06, 1702.59, 1703.041, 1703.15, 1703.29, 1706.09, 1729.11,	1436
1746.04, 1747.03, 1776.07, 1782.04, and 1785.06 of the Revised	1437
Code are hereby repealed.	1438