

PUBLIC CHAPTER NO. 742

HOUSE BILL NO. 3644

By Representative Sargent

Substituted for: Senate Bill No. 3814

By Senator Johnson

AN ACT to amend Tennessee Code Annotated, Title 48 and Title 61, relative to business organizations.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF TENNESSEE:

SECTION 1. Tennessee Code Annotated, Section 48-11-309, is amended by deleting the section in its entirety and by substituting instead the following language:

§ 48-11-309.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic corporation or a certificate of authorization for a foreign corporation authorized to transact business in this state.

(b) A certificate of existence or authorization sets forth:

(1) The domestic corporation's corporate name or the foreign corporation's corporate name used in this state:

(2) That:

(A) The domestic corporation is duly incorporated under the laws of this state, the effective date of its incorporation, and the period of its duration if less than perpetual; or

(B) The foreign corporation is authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment allows:

- (i) Administrative dissolution of a domestic corporation; or
 - (ii) Administrative revocation of the certificate of authority of a foreign corporation;
- (4) That its most recent annual report required by § 48-26-203 has been filed with the secretary of state;
- (5)
 - (A) For a domestic corporation:
 - (i) That articles of termination of existence have not been filed;
 - (ii) Whether or not articles of dissolution have been filed and remain effective;
 - (iii) Whether or not a certificate of dissolution has been filed and remains effective; and
 - (iv) That a decree of judicial dissolution has not been filed;
 - (B) For a foreign corporation:
 - (i) That a certificate of withdrawal has not been filed; and
 - (ii) Whether or not a certificate of revocation of certificate of authority has been filed and remains effective; and
- (6) That the certificate is effective as of the date of the issuance of the certificate; and
- (7) Other facts of record in the office of the secretary of state that may be requested by the applicant.
- (c) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state is effective as of the date on the certificate and may be relied upon as conclusive evidence that the domestic corporation is in existence or that the foreign corporation is authorized to transact business in this state and is in good standing.

SECTION 2. Tennessee Code Annotated, Section 48-51-309, is amended by deleting the section in its entirety and by substituting instead the following language:

§ 48-51-309.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic corporation or a certificate of authorization for a foreign corporation authorized to transact business in this state.

(b) A certificate of existence or authorization sets forth:

(1) The domestic corporation's corporate name or the foreign corporation's corporate name used in this state;

(2) That:

(A) The domestic corporation is duly incorporated under the laws of this state, the effective date of its incorporation, and the period of its duration if less than perpetual; or

(B) The foreign corporation is authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment allows:

(i) Administrative dissolution of a domestic corporation; or

(ii) Administrative revocation of the certificate of authority of a foreign corporation;

(4) That its most recent annual report required by § 48-66-203 has been filed with the secretary of state;

(5)

(A) For a domestic corporation:

(i) That articles of termination of existence have not been filed;

(ii) Whether or not articles of dissolution have been filed and remain effective;

(iii) Whether or not a certificate of dissolution has been filed and remains effective; and

(iv) That a decree of judicial dissolution has not been filed;

(B) For a foreign corporation:

(i) That a certificate of withdrawal has not been filed; and

(ii) Whether or not a certificate of revocation of certificate of authority has been filed and remains effective; and

(6) That the certificate of existence or authorization is effective as of the date of the issuance of the certificate; and

(7) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualification stated in the certificate, a certificate of existence or authorization issued by the secretary of state is effective as of the date on the certificate and may be relied upon as conclusive evidence that the domestic corporation is in existence or that the foreign corporation is authorized to transact business in this state and is in good standing.

SECTION 3. Tennessee Code Annotated, Section 48-245-902, is amended by deleting the section in its entirety and by substituting instead the following language:

§ 48-245-902.

(a) On application by the attorney general and reporter or by or for a member, the court may decree dissolution, winding up and termination of an LLC whenever it is not reasonably practicable to carry on the business in conformity with the articles and/or the operating agreement.

(b) The dissolution is effective upon the decree of dissolution becoming final and non-appealable. Such decree shall be filed with the office of the secretary of state and shall serve as a notice of dissolution.

(c) The termination is effective upon a decree of termination becoming final and non-appealable. Such decree shall be filed with the office of the secretary of state and shall serve and have the same effect as articles of termination.

SECTION 4. Tennessee Code Annotated, Title 48, Chapter 247, Part 1 is amended by adding the following language as a new, appropriately designated section:

§ 48-247-1__.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic LLC or a certificate of authorization for a foreign LLC authorized to transact business in this state.

(b) A certificate of existence or authorization sets forth:

(1) The domestic LLC's name or the foreign LLC's name used in this state;

(2) That:

(A) The domestic LLC is a limited liability company formed under the laws of this state, the effective date of its initial filing, and the period of its duration if less than perpetual; or

(B) The foreign LLC is authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment allows:

(i) Administrative dissolution of a domestic LLC; or

(ii) Administrative revocation of the certificate of authority of a foreign LLC;

(4) That its most recent annual report required by § 48-228-203 has been filed with the secretary of state;

(5)

(A) For a domestic LLC:

(i) That articles of termination have not been filed and a decree of termination has not been filed; and

(ii) Whether or not a notice of dissolution, certificate of dissolution or decree of dissolution has been filed and remains effective;

(B) For a foreign LLC:

(i) That a certificate of cancellation of certificate of authority has not been filed; and

(ii) Whether or not a certificate of revocation of certificate of authority has been filed and remains effective;

(6) That the certificate of existence or authorization is effective as of the date of the issuance of the certificate; and

(7) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign LLC is in existence or is authorized to transact business in this state and is in good standing.

SECTION 5. Tennessee Code Annotated, Section 48-247-103(a), is amended by inserting the following language as a new subdivision (32) and by renumbering subsequent subdivisions accordingly:

<u>Document</u>	<u>Fee</u>
(32) Application for certificate of existence or authorization	\$20.00

SECTION 6. Tennessee Code Annotated, Title 48, Chapter 249, Part 10, is amended by adding the following language as a new, appropriately designated section:

§ 48-249-10__.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic LLC or a certificate of authorization for a foreign LLC authorized to transact business in this state.

(b) A certificate of existence or authorization sets forth:

(1) The domestic LLC's name or the foreign LLC's name used in this state;

(2) That:

(A) The domestic LLC is a limited liability company formed under the laws of this state, the effective date of its initial filing, and the period of its duration if less than perpetual; or

(B) The foreign LLC is authorized to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment allows:

(i) Administrative dissolution of a domestic LLC; or

(ii) Administrative revocation of the certificate of authority of a foreign LLC;

(4) That its most recent annual report required by § 48-249-1017 has been filed with the secretary of state;

(5)

(A) For a domestic LLC:

(i) That articles of termination have not been filed and a decree of termination has not been filed; and

(ii) Whether or not a notice of dissolution, certificate of dissolution or decree of dissolution has been filed and remains effective;

(B) For a foreign LLC:

(i) That a certificate of cancellation of certificate of authority has not been filed; and

(ii) Whether or not a certificate of revocation of certificate of authority has been filed and remains effective;

(6) That the certificate of existence or authorization is effective as of the date of the issuance of the certificate; and

(7) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or authorization issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign

LLC is in existence or is authorized to transact business in this state and is in good standing.

SECTION 7. Tennessee Code Annotated, Section 48-249-1007(a), is amended by inserting the following language as a new subdivision (32) and by renumbering subsequent subdivisions accordingly:

(32) Application for certificate of existence or authorization \$20.00

SECTION 8. Tennessee Code Annotated, Section 61-1-101(4) is amended by deleting the section in its entirety and by substituting instead the following language:

(4) "Foreign limited liability partnership", "foreign registered limited liability partnership" or a limited liability partnership or registered limited liability partnership that is designated as "foreign" means a partnership that:

(A) Is formed under the laws of any jurisdiction other than the state of Tennessee; and

(B) Has the status of a limited liability partnership under those laws.

SECTION 9. Tennessee Code Annotated, Section 61-1-101(5) is amended by deleting the section in its entirety and by substituting instead the following language:

(5) "Limited liability partnership", "registered limited liability partnership" or a limited liability partnership or registered limited liability partnership that is designated as "domestic" means a partnership that has filed an application for registration as a registered limited liability partnership under § 61-1-1001 and does not have a similar statement in effect in any other jurisdiction.

SECTION 10. Tennessee Code Annotated, Title 61, Chapter 1, Part 10, is amended by adding the following language as a new, appropriately designated section:

§ 61-1-10__.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic registered limited liability partnership or a certificate of registration for a foreign registered limited liability partnership registered to transact business in this state.

(b) A certificate of existence or registration sets forth:

(1) The domestic registered limited liability partnership's name or the foreign registered limited liability partnership's name used in this state;

(2) That:

(A) The domestic registered limited liability partnership is a limited liability partnership registered under

the laws of this state, and the effective date of the filing of its initial application for registration as a registered limited liability partnership; or

(B) The foreign registered limited liability partnership is a limited liability partnership registered to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the registration of the domestic or foreign registered limited liability partnership;

(4) Whether or not the registration of a domestic or foreign registered limited liability partnership as such remains effective;

(5) That the certificate of existence or registration is effective as of the date of the issuance of the certificate; and

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or registration issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign registered limited liability partnership is registered as a domestic registered limited liability partnership or is registered to transact business in this state as a foreign registered limited liability partnership and is in good standing as far as the records of the secretary of state show.

SECTION 11. Tennessee Code Annotated, Section 61-1-1208(a)(16) is amended by deleting the subsection in its entirety and substituting instead the following language:

(16) Application for certificate of existence, registration or good standing \$20.00

SECTION 12. Tennessee Code Annotated, Title 61, Chapter 2, Part 12, is amended by adding the following language as a new, appropriately designated section:

§ 61-2-12__.

(a) Any person may apply to the secretary of state to furnish a certificate of existence for a domestic limited partnership or a certificate of registration for a foreign limited partnership registered to transact business in this state;

(b) A certificate of existence or registration sets forth:

(1) The domestic limited partnership's name or the foreign limited partnership's name used in this state;

(2) That:

(A) The domestic limited partnership is a limited partnership formed under the laws of this state, and the effective date of the filing of its initial certificate of limited partnership; or

(B) The foreign limited partnership is a limited partnership registered to transact business in this state;

(3) That all fees, taxes and penalties owed to this state have been paid, if:

(A) Payment is reflected in the records of the secretary of state or the department of revenue; and

(B) Nonpayment affects the existence or registration of the domestic or foreign limited partnership;

(4) That:

(A) Neither a certificate of cancellation nor a decree of judicial dissolution has been filed for a domestic limited partnership; or

(B) A certificate of cancellation has not been filed for a foreign limited partnership;

(5) That the certificate of existence or registration is effective as of the date of the issuance of the certificate; and

(6) Other facts of record in the office of the secretary of state that may be requested by the applicant.

(c) Subject to any qualifications stated in the certificate, a certificate of existence or registration issued by the secretary of state may be relied upon as conclusive evidence that the domestic or foreign limited partnership has been formed or is registered to transact business in this state, that the domestic limited partnership's certificate of limited partnership has not been cancelled, and that the domestic or foreign limited partnership is in good standing as far as the records of the secretary of state show.

SECTION 13. Tennessee Code Annotated, Section 61-2-1207(a)(19) is amended by inserting the language "or registration" between the language "certificate of existence" and the language "of limited partnership".

SECTION 14. This act shall take effect upon becoming a law, the public welfare requiring it.

PASSED: March 25, 2010


KENT WILLIAMS, SPEAKER
HOUSE OF REPRESENTATIVES


RON RAMSEY
SPEAKER OF THE SENATE

APPROVED this 9th day of April 2010


PHIL BREDEESEN, GOVERNOR