

CHAPTER 4. FILINGS

SUBCHAPTER A. GENERAL PROVISIONS

Revised Law:

Sec. 4.001. SIGNATURE AND DELIVERY. (a) A filing instrument must be:

(1) signed by a person authorized by this code to act on behalf of the entity in regard to the filing instrument; and

(2) delivered to the secretary of state in person or by mail, courier, facsimile or electronic transmission, or any other comparable form of delivery.

(b) A person authorized by this code to sign a filing instrument for an entity is not required to show evidence of the person's authority as a requirement for filing.

Source Law:

TBCA 2.06.B, C, D

B. The reservation shall be made by filing with the Secretary of State an application to reserve a specified corporate name, executed by the applicant or the attorney or agent thereof. . . .

C. The right to an exclusive use of a specified corporate name so reserved may be transferred to any other person corporation by filing in the office of the Secretary of State a notice of such transfer, executed by the applicant for whom the name was reserved, . . .

D. Any person to whom a specified corporate name has been reserved pursuant to Section B of this article may, during the period for which such name is reserved, terminate such reservation by filing with Secretary of State an application for cancellation of reservation of corporate name, together with the applicable fee.

TBCA 2.07.B

B. Such registration shall be made by:

(1) Filing with the Secretary of State:

(a) An application for registration executed by the corporation by an officer thereof . . .

TBCA 2.10.B

B. The statement required by this article shall be executed on behalf of the corporation by an officer. The original and a copy of the statement shall be delivered to the Secretary of State. . . .

TBCA 2.10-1.B

B. The statement required by this article shall be signed by the registered agent, or, if said agent is a

corporation, by an officer of such corporate agent on its behalf. If the registered agent is simultaneously filing statements as to more than one corporation, each such statement may contain facsimile signatures in the execution. The original and one copy of the statement shall be delivered to the Secretary of State. . . .

TBCA 2.12.C(2),(3)

(2) Before the issuance of any shares of a class or series established or increased or decreased by resolution adopted by the board of directors under Subsection (1) of this section, and in order to eliminate from the articles of incorporation a class or series of shares and all references to the class or series contained in the articles, the corporation shall file with the Secretary of State a statement . . .

(3) The statement shall be executed on behalf of the corporation by an officer. The original and a copy of the statement shall be delivered to the Secretary of State. . . .

TBCA 2.13. D, E

D. Prior to the issuance of any shares of a series established by resolution adopted by the board of directors, and prior to the issuance of any shares of a series in which the number of shares has been increased or decreased by resolution adopted by the board of directors, if such issuance is the first issuance of shares of each series since such resolution was adopted, and in order to eliminate from the articles of incorporation a series of shares and all references to such series contained therein, the corporation shall file with the Secretary of State a statement . . .

E. Such statement shall be executed on behalf of the corporation by an officer. The original and a copy of the statement shall be delivered to the Secretary of State. . . .

TBCA 2.22.E(2)

(2) Such statement shall be executed on behalf of the corporation by an officer. The original and a copy of the statement shall be delivered to the Secretary of State with copies of such bylaw or agreement restricting the transfer of shares or other securities attached thereto. . . .

TBCA 3.01

A. Any natural person of the age of eighteen (18) years or more, or any domestic or foreign corporation, estate, or other entity may act as an incorporator of a corporation by signing the articles of incorporation for such corporation and by delivering the original and a copy of the articles of incorporation to the Secretary of State.

TBCA 3.03.A, C

A. Except as provided by Section C of this Article, the original and a copy of the articles of incorporation shall be delivered to the Secretary of State. . . .

C. In the case of a new domestic corporation being incorporated pursuant to a plan of conversion or a plan of merger pursuant to Part Five of this act, the articles of incorporation shall be filed with the Secretary of State with the articles of conversion or merger and need not be filed separately pursuant to Section A of this Article. . . .

TBCA 4.05.A

A. The original and a copy of the articles of amendment shall be delivered to the Secretary of State. . . .

TBCA 4.07.D

D. Such restated articles of incorporation shall be executed on behalf of the corporation by an officer. If no shares have been issued, however, and the restated articles of incorporation are adopted by the board of directors, the restated articles of incorporation may be executed on behalf of the corporation by a majority of the directors. The original and a copy of the restated articles of incorporation shall be delivered to the Secretary of State. . . .

TBCA 4.10.B & C

B. The statement of cancellation shall be executed on behalf of the corporation by an officer . . .

C. The original and a copy of such statement shall be delivered to the Secretary of State. . . .

TBCA 4.11.B & C

B. The statement of cancellation shall be executed on behalf of the corporation by an officer . . .

C. The original and a copy of such statement shall be delivered to the Secretary of State. . . .

TBCA 4.12.B & C

B. When a reduction of the stated capital of a corporation has been approved as provided in this Article, a statement shall be executed on behalf of the corporation by an officer

C. The original and a copy of such statement shall be delivered to the Secretary of State. . . .

TBCA 4.14.B (1)-(5) & C (4), (6)

B. Authority to sign documents. A trustee appointed for a corporation being reorganized under a federal statute, the designated officers of the corporation, or any other individual or individuals designated by the court may sign on behalf of the corporation being reorganized:

- (1) articles of amendment or restated articles of amendment
- (2) articles of merger or exchange . . .
- (3) articles of dissolution . . .
- (4) a statement of change of registered office or registered agent, or both . . .
- (5) articles of conversion . . .

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C. Procedure for Merger or Share Exchange. When a domestic or foreign corporation or other entity that is not being reorganized merges or engages in a share exchange with a corporation that is being reorganized pursuant to a plan of reorganization:

* * *

(4) Upon the receipt of all required authorization for all action by this Act for each corporation that is a party to the plan of merger or exchange that is not being reorganized and all action by each corporation, foreign corporation, or other entity that is a party to the plan of merger or exchange required by the laws under which it is incorporated or organized and its constituent documents, articles of merger or exchange shall be signed by each domestic and foreign corporation or other entity that is a party to the merger or exchange other than the corporation being reorganized as provided in Article 5.04 of this Act and on behalf of the corporation that is being reorganized by the persons specified in Section B of this Article: . . .

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(6) The articles of merger or exchange shall be filed with the Secretary of State in the manner and with such number of copies as provided in Article 5.04B of this Act; . . .

TBCA 5.03.L

L. . . . If articles of merger or exchange have been filed with the Secretary of State but the merger or share exchange has not yet become effective, the merger or share exchange may be abandoned if a statement, executed on behalf of each domestic corporation and foreign corporation or other entity that is a party to the merger or share exchange by an officer or other duly authorized representative, . . . is filed with the Secretary of State prior to the effectiveness of the merger or share exchange. . . .

TBCA 5.04.A & B

A. If a plan of merger or exchange has been approved in accordance with Article 5.03 of this Act and has not been abandoned, or approved by the board of directors if shareholder approval is not required under that Article,

articles of merger or exchange shall be executed on behalf of each domestic or foreign corporation or other entity that is a party to the merger or exchange by an officer or other duly authorized representative thereof.

. . .

B. The original of the articles of merger or exchange, and such number of copies of the articles equal to the number of surviving, new, and acquiring domestic or foreign corporations and other entities that are a party to the merger or exchange or that will be created by the terms thereof, shall be delivered to the Secretary of State. An equal number of copies of the articles of incorporation of each domestic corporation that is to be incorporated pursuant to the plan of merger shall also be delivered to the Secretary of State with the articles of merger.

TBCA 5.16.B & C

B. The articles of merger shall be signed on behalf of the parent entity by an officer or other duly authorized representative of the parent entity . . .

C. The articles of merger shall be delivered to the Secretary of State and filed as provided by Section A of Article 5.04 of this Act.

TBCA 5.17.E

E. . . . If articles of conversion have been filed with the Secretary of State but the conversion has not become effective, the conversion may be abandoned if a statement, executed on behalf of the converting entity by an officer or other duly authorized representative and stating that the plan of conversion has been abandoned in accordance with applicable law, is filed with the Secretary of State prior to the effectiveness of the conversion. . . .

TBCA 5.18.A & B

A. If a plan of conversion has been approved in accordance with Article 5.17 of this Act and has not been abandoned, articles of conversion shall be executed by the converting entity by an officer or other duly authorized representative

B. The original and one copy of the articles of conversion shall be delivered to the Secretary of State. Two copies of the articles of incorporation of the domestic corporation, if the converted entity is a domestic corporation, shall also be delivered to the Secretary of State with the articles of conversion.

TBCA 6.01

A. A corporation which has not commenced business and which has not issued any shares, may be voluntarily dissolved by its incorporators or its directors at any time in the following manner:

(1) Articles of dissolution shall be signed by a majority of the incorporators or directors

(2) The original and a copy of the articles of dissolution shall be delivered to the Secretary of State, along with a certificate from the Comptroller of Public Accounts that all franchise taxes have been paid. . . .

TBCA 6.02 A & B

A. A corporation may be voluntarily dissolved by the written consent of all of its shareholders.

B. Upon the execution of such written consent and after compliance with other provisions of this Act, the corporation shall file articles of dissolution as provided in this Act.

TBCA 6.05.B

B. After revocation of voluntary dissolution is authorized as provided in Section A of this Article, the corporation shall, if a certificate of dissolution of the corporation has been issued by the Secretary of State, deliver to the Secretary of State for filing within 120 days after such issuance the original and a copy of articles of revocation of dissolution executed on behalf of the corporation by an officer,

TBCA 6.07.A

A. The original and a copy of such articles of dissolution shall be delivered to the Secretary of State, along with a certificate from the Comptroller of Public Accounts that all taxes administered by the Comptroller under Title 2, Tax Code, have been paid. . . .

TBCA 7.01.E

E. Any corporation dissolved by the Secretary of State under the provisions of Section B of this article may be reinstated by the Secretary of State at any time within a period of 36 months from the date of such dissolution, upon approval of an application for reinstatement signed by an officer or director of the dissolved corporation. . . .

TBCA 7.12 E

E. A dissolved corporation that was dissolved by the expiration of its period of duration may, during the three-year period following the date of dissolution, amend its articles of incorporation by following the procedure prescribed in this act to extent or perpetuate its period of existence. . . .

TBCA 8.06.A

A. The original and a copy of the application of the corporation for a certificate of authority shall be delivered to the Secretary of State, together with a certificate issued by an authorized officer of the jurisdiction of the corporation's incorporation evidencing its corporate existence. If the certificate is

in a language other than English, a translation of the certificate, under the oath of the translator, must be attached to the certificate. . . .

TBCA 8.09.A, B & D

A. A foreign corporation authorized to transact business in this state may change its registered office or its registered agent, or both, upon filing in the office of the Secretary of State a statement

B. Such statement shall be executed on behalf of the corporation by an officer. The original and a copy of such statement shall be delivered to the Secretary of State. . . .

* * *

D. Any registered agent of a corporation may resign

* * *

(2) and by giving written notice, in duplicate (the original and one copy of the notice), to the Secretary of State within ten days after mailing or delivery of said notice to the corporation. . . .

TBCA 8.13.A, B & D

A. If a foreign corporation authorized to transact business in this State shall change its corporate name, or if such corporation desires to pursue in this State purposes other than, or in addition to, those authorized by its existing certificate of authority, it shall procure an amended certificate of authority by making application therefor to the Secretary of State.

B. To change any statement on an original application for a certificate of authority a foreign corporation shall file with the Secretary of State an application for an amended certificate of authority setting forth the change.

* * *

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TBCA 8.14.A, B & C

A. A foreign corporation authorized to transact business in this state may withdraw from this state upon procuring from the Secretary of State a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign corporation shall deliver to the Secretary of State an application for withdrawal,

B. The application for withdrawal may be made on forms promulgated by the Secretary of State and shall be executed on behalf of the corporation by an officer.

C. When the existence of a foreign corporation terminates because of dissolution, merger, conversion, or otherwise, a certificate from the proper officer in the jurisdiction of the corporation's incorporation evidencing the termination shall be filed with the Secretary of State.

TBCA 8.15.A

A. The original and a copy of such application for withdrawal along with a certificate from the comptroller that all taxes, including all applicable penalties and interest, administered by the comptroller under Title 2, Tax Code, have been paid, shall be delivered to the secretary of state. . . .

TBCA 8.16.E

E. Any corporation whose certificate of authority has been revoked by the Secretary of State under the provisions of Section B of this article may be reinstated by the Secretary of State . . . upon approval of an application for reinstatement filed by an officer or director of the corporation

TBCA 10.01.B

B. Except as otherwise expressly provided in this Act, any instrument to be filed pursuant to this Act shall be signed on behalf of the filing corporation by an officer, and the original and a copy of the instrument shall be delivered to the Secretary of State with copies attached thereto of any document incorporated by reference in or otherwise made a part of such instrument, or to be filed by means of such instrument. . . .

TBCA 10.03.A(3) & B

(3) in the case of a Permitted Act that is to be made effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all the events or facts on which the effectiveness of the Permitted Act is conditioned have been satisfied or waived and the date on which the condition was satisfied or waived must be filed with the Secretary of State

B. The statement required by Subsection 3 of Section A of this Article shall be executed on behalf of each domestic or foreign corporation or other entity that was required to execute the articles, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective such Permitted Act by an officer or other duly authorized representative, including an officer or duly authorized representative of any successor domestic or foreign corporation or other entity, and an original and a copy thereof shall be filed with the Secretary of State. . . .

TBCA 12.22.B

B. Promptly after the time or event specified in a close corporation provision for termination of close corporation status has occurred, a statement of termination of close corporation status shall be signed in behalf of the close corporation by an officer. A copy of the applicable close corporation provision must be included or attached to the statement. The original and a copy of the statement shall be delivered to the Secretary of State

TBCA 12.34.B

B. A statement of operation as a close corporation shall be signed on behalf of the close corporation by an officer. The close corporation shall deliver the original and a copy of the statement to the Secretary of State. . . .

TLLCA 2.04.B

B. The reservation shall be made by filing with the Secretary of State an application to reserve a specified company name, executed by the applicant or the attorney or agent thereof. . . .

TLLCA 2.06 B, D

B. The statement required by this article shall be executed in behalf of the limited liability company by an authorized member or manager. The original and a copy of the statement shall be delivered to the Secretary of State. . . .

* * *

D. Any registered agent of a limited liability company or a foreign limited liability company may resign:

(1) by giving written notice to the limited liability company at its last known address; and

(2) by giving written notice, in duplicate (the original and one copy of the notice) to the Secretary of State

TLLCA 2.07.B

B. The statement required by this article shall be signed by the registered agent, or, an authorized officer, manager, or member on its behalf. If the registered agent is simultaneously filing statements as to more than one limited liability company, each such statement may contain facsimile signatures in the execution. The original and one copy of the statement shall be delivered to the Secretary of State. . . .

TLLCA 3.01.A

A. Any natural person of the age of eighteen years or more, or any other person (without regard to place of residence, domicile, or organization) may act as an

organizer of a limited liability company by signing the articles of organization for such limited liability company and by delivering the original and a copy of the articles of organization to the Secretary of State.

TLLCA 3.03.A & C

A. Except as provided by Section C of this Article, the original and a copy of the articles of organization shall be delivered to the Secretary of State.

C. In the case of a new domestic limited liability company being organized pursuant to a plan of conversion or a plan of merger pursuant to Part Ten of this Act, the articles of organization of the limited liability company shall be filed with the Secretary of State with the articles of conversion or merger and need not be filed separately pursuant to Section A of this Article. . . .

TLLCA 3.06.A

A. The articles of amendment shall be executed on behalf of the limited liability company by an authorized manager or member, or in the case of an amendment of the articles of organization by action of a majority of the initial managers or of a majority of the initial members as provided in Section 2.23 of this Act, by a majority of the initial managers or a majority of the initial members as provided in Section 2.23 of this Act.

TLLCA 3.07.A

A. The original and a copy of the articles of amendment shall be delivered to the Secretary of State. . . .

TLLCA 3.09.D

D. Restated articles of organization must be executed on behalf of the limited liability company by an authorized manager or member unless capital has not been paid into the limited liability company and the restated articles of organization have been adopted by action of a majority of the initial managers or a majority of the initial members named in the articles of organization as provided by Article 2.23 of this Act, in which case the restated articles of organization may be executed on behalf of the limited liability company by a majority of the persons adopting such restated articles. The original and a copy of the restated articles of organization shall be delivered to the Secretary of State. . . .

TLLCA 6.08.A

A. The original and a copy of such articles of dissolution, along with a certificate from the comptroller that all taxes, including all applicable penalties and interest, administered by the comptroller under Title 2, Tax Code, have been paid, shall be delivered to the secretary of state. . . .

TLLCA 7.06.A

A. The original and a copy of the application of the foreign limited liability company for a Certificate of

Authority shall be delivered to the Secretary of State, together with a certificate issued by an authorized officer of the jurisdiction of the foreign limited liability company's organization evidencing its existence. . . .

TLLCA 7.08 A, B & D

A. If a foreign limited liability company authorized to transact business in this State shall change its foreign limited liability company name, or if such foreign limited liability company desires to pursue in this State purposes other than, or in addition to, those authorized by its existing certificate of authority, it shall procure an amended certificate of authority by making application therefor to the Secretary of State.

B. To change any statement on an original application for a certificate of authority a foreign limited liability company shall file with the Secretary of State an application for an amended certificate of authority setting forth the change.

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D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TLLCA 7.09.A & B

A. A foreign limited liability company authorized to transact business in this state may withdraw from this state upon procuring from the Secretary of State a certificate of withdrawal. In order to procure such certificate of withdrawal, such foreign limited liability company shall deliver to the Secretary of State an application for withdrawal, . . .

B. The application for withdrawal may be made on forms promulgated by the Secretary of State and shall be executed on behalf of the foreign limited liability company by an authorized manager or member.

TLLCA 7.10.A

A. The original and a copy of such application for withdrawal, along with a certificate from the comptroller that all taxes, including penalties and interest, administered by the comptroller under Title 2, Tax Code, have been paid, shall be delivered to the secretary of state. . . .

TLLCA 7.11.E

E. Any foreign limited liability company whose certificate of authority has been revoked by the Secretary of State under the provisions of Section B of

this article may be reinstated by the Secretary of State . . . upon approval of an application for reinstatement filed by a manager or member of the foreign limited liability company. . . .

TLLCA 8.12.A & B

A. Subject to Section C of this Article, Articles 2.07, 4.14, and 5.14 and Part Seven of the TBCA apply to a limited liability company and its members, managers, and officers.

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TLLCA 9.01.B

B. Except as otherwise expressly provided in this act, any instrument to be filed pursuant to this act shall be signed on behalf of the limited liability company by an authorized manager or member, and the original and a copy of the instrument shall be delivered to the Secretary of State with copies attached thereto of any document incorporated by reference in or otherwise made a part of such instrument, or to be filed by means of such instrument. . . .

TLLCA 9.03.B

B. A statement required by Section A of this Article must be executed on behalf of each domestic or foreign limited liability company or other person required to execute the articles of organization, articles of amendment or restatement, articles of merger, application, or other document required by this Act to be filed with the Secretary of State to make the permitted act effective by a member, manager, officer or other duly authorized representative, including a member, manager, officer or duly authorized representative of any successor domestic or foreign limited liability company or other entity. An original and a copy of the statement must be filed with the Secretary of State.

TLLCA 10.03.A & B

A. After a plan of merger has been approved by each of the limited liability companies or other entities that is a party to the plan of merger, articles of merger shall be executed on behalf of each domestic limited liability company that is a party to the plan of merger by at least one member, manager, officer, or other agent or representative of the limited liability company who is authorized to execute articles of merger by the articles of organization or regulations or shall be approved by authorizing resolutions adopted by the act of the members. At least one authorized representative of each other foreign limited liability company or other entity

that is a party to the plan of merger shall also execute the articles of merger. . . .

B. The original of the articles of merger and a number of copies equal to the number of surviving and new domestic or foreign limited liability companies and other entities that are a party to the plan of merger or that will be created by its terms shall be delivered to the Secretary of State. . . .

TLLCA 10.05. B & C

B. The articles of merger must be signed on behalf of the parent entity by a member, manager, officer, or other agent or representative authorized by (i) the organizational or other constituent documents of the parent entity, or (ii) resolutions adopted by the parent entity in accordance with the laws of its jurisdiction of organization or formation and the documents...

C. The articles of merger shall be filed as provided by Section B of Article 10.03 of this Act, . . .

TLLCA 10.09.B

B. The original and one copy of the articles of conversion shall be delivered to the Secretary of State. Two copies of the articles of organization of the domestic limited liability company, if the converted entity is a domestic limited liability company, shall also be delivered to the Secretary of State.

TLLCA 11.01.A.(1)

A. (1) One or more persons may organize a professional limited liability company by filing articles of organization with the Secretary of State in accordance with Part Three of this Act. . . .

TLLCA 11.07.A

A. A foreign professional limited liability company may apply for a certificate of authority to perform professional services in this state by filing an application for in accordance with Part Seven of this Act. . . .

TMCLA 1302-7.01

Whenever any instrument authorized to be filed by a domestic or foreign corporation with the Secretary of State under any statute to which this Act applies has been filed and is an inaccurate record of the corporate action referred to in the instrument, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or verified, the instrument may be corrected by articles of correction. Articles of correction must be executed on behalf of the corporation by an officer or director.

TMCLA 1302-7.03.A

A. The original and a copy of the articles of correction shall be delivered to the Secretary of State. . . .

TNPCA 2.04A. B

B. An application for name reservation or transfer of the exclusive use of a specified corporate name is subject to the procedures and period prescribed by Article 2.06, Texas Business Corporation Act.

TNPCA 2.06. B & D

B. The statement required by this article shall be executed on behalf of the corporation by an officer. The original and a copy of the statement shall be delivered to the Secretary of State. . . .

D. Any registered agent of a corporation may resign

(1) by giving written notice to the corporation at its last known address

(2) and by giving written notice, in triplicate (the original and two copies of the notice), to the Secretary of State . . .

TNPCA 2.06A. A & B

A. The location of the registered office in this State for a corporation may be changed from one address to another by filing in the office of the Secretary of State a statement . .

B. The statement required by this article shall be signed by the registered agent, or, if the agent is a corporation, by an officer of the corporate agent on its behalf. If the registered agent is simultaneously filing statements as to more than one corporation, each statement may contain facsimile signatures in the execution. The original and one copy of the statement shall be delivered to the Secretary of State. . . .

TNPCA 3.03.A

A. The original and a copy of the articles of incorporation shall be delivered to the Secretary of State. . . .

TNPCA 4.03.A

A. The articles of amendment shall be signed on behalf of the corporation by an officer

TNPCA 4.04.A

A. The original and a copy of the articles of amendment shall be delivered to the Secretary of State. . . .

TNPCA 4.06.D

D. Such restated articles of incorporation shall be signed in behalf of the corporation by an officer. The original and a copy of the restated articles of incorporation shall be delivered to the Secretary of State. . . .

TNPCA 5.04 A & B

A. Upon such approval, articles of merger or articles of consolidation shall be signed on behalf of each corporation by one of its officers . . .

B. The original and a copy of the articles of merger or articles of consolidation shall be delivered to the Secretary of State. . . .

TNPCA 6.05.A

A. If voluntary dissolution proceedings have not been revoked . . . articles of dissolution shall be signed on behalf of the corporation by an officer . . .

TNPCA 6.06.A

A. The original and a copy of such articles of dissolution shall be delivered to the Secretary of State. . . .

TNPCA 7.01.E

E. Any corporation dissolved by the Secretary of State under the provisions of Section B of this article may be reinstated by the Secretary of State . . . upon approval of an application for reinstatement signed by an officer or director of the dissolved corporation. . . .

TNPCA 8.05.A

A. The original and a copy of the application of the corporation for a certificate of authority shall be delivered to the Secretary of State, together with a certificate issued by an authorized officer of the jurisdiction of its incorporation evidencing its corporate existence. . . .

TNPCA 8.08.A, B & D

A. A foreign corporation authorized to conduct affairs in this state may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement

B. Such statement shall be signed on behalf of the corporation by an officer. The original and a copy of such statement shall be delivered to the Secretary of State. . . .

D. Any registered agent of a corporation may resign

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(2) and by giving written notice, in triplicate (the original and two copies of the notice), to the Secretary of State within ten days after mailing or delivery of said notice to the corporation. Such notice shall include the last known address of the corporation and shall include the statement that written notice of resignation has been given to the corporation and the date thereof. . . .

TNPCA 8.12.A, B & D

A. If a foreign corporation authorized to conduct affairs in this State changes its corporate name or desires to pursue in this State purposes other than or in addition to the purposes authorized by its existing certificate of authority, the corporation shall file with the Secretary of State an application for amended certificate of authority setting forth the change.

B. A foreign corporation may change any other statement on its original application for certificate of authority or any amendment to that certificate by filing with the Secretary of State an application for an amended certificate of authority setting forth the change.

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D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the original and a copy of the application with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TNPCA 8.14.A

A. The original and a copy of such application for withdrawal shall be delivered to the Secretary of State. . . .

TNPCA 8.15.E

E. Any corporation whose certificate of authority has been revoked by the Secretary of State under the provisions of Section B of this article may be reinstated by the Secretary of State . . . upon approval of an application for reinstatement filed by an officer or director of the corporation. . . .

TNPCA 10.07.B(3) & C

(3) in the case of a permitted act that is to be made effective the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all the events or facts on which the effectiveness of the permitted act is conditioned have been satisfied or waived and the date on which the condition was satisfied or waived must be filed with the Secretary of State . . .

C. The statement required by Section A(3) of this article shall be executed on behalf of each domestic or foreign corporation or other entity that was required to execute the articles, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective the permitted act by an officer or other duly authorized representative, including an officer or duly authorized representative of any successor domestic or foreign

corporation or other entity, and an original and copy shall be filed with the Secretary of State. . . .

TPAA 8 (E)

(E) Execution. The articles of association shall be signed by each of the members.

TPAA 12(A)

12. (A) The original and a copy of the articles of association shall be delivered to the Secretary of State. . . .

TPAA 15

The articles of amendment shall be executed on behalf of the association by an officer

TPAA 16

16. (A) The original and a copy of the articles of amendment shall be delivered to the Secretary of State. . . .

TPAA 18

The articles of dissolution shall be executed on behalf of the association by an officer. If there are no living officers of the association, the articles shall be executed by the legal representative of the last surviving officer. . . .

TPAA 19

The original and a copy of the articles of dissolution shall be delivered to the Secretary of State. . . .

TPAA 21

A professional association shall in June of each year file with the Secretary of State a statement . . . The statement shall be on such form as the Secretary of State shall prescribe and furnish. It shall be executed on behalf of the association by an officer.

TPCA 4 (a)

(a) One or more individuals may incorporate a professional corporation by filing the original and a copy of Articles of Incorporation with the Secretary of State. One or more individuals may incorporate a professional legal corporation by filing the original and a copy of Articles of Incorporation with the Secretary of State. . . .

TPCA 19A (a)

(a) A foreign professional legal corporation may apply for a certificate of authority to perform professional legal service in this state by filing an application in accordance with the Texas Business Corporation Act.

TRLPA 1.05 (a), (b) & (d)

(a) A foreign limited partnership not authorized to transact business in Texas may register a name for use in

this state if the name complies with Section 1.03 of this Act.

(b) A name may be registered under this section by paying the filing fee and filing with the secretary of state: . . .

* * *

(d) A foreign limited partnership that has in effect a registration of a name may renew that registration by paying the filing fee and filing an application for renewal with the secretary of state . . .

TRLPA 1.06, (b), (c), (f), (h) & (i)

(b) A limited partnership or foreign limited partnership subject to this Act may change its registered office, its registered agent, or both, by paying the filing fee and filing with the secretary of state a statement and a duplicate copy of the statement, which need not be an executed original or a photocopy of an executed original. . . .

(c) The statement required by Subsection (b) of this section must be executed on behalf of the limited partnership or foreign limited partnership by a general partner. . . .

* * *

(f) A registered agent of a limited partnership or foreign limited partnership may resign by giving written notice to the limited partnership and to the secretary of state. . . . Notice, together with a duplicate copy, which need not be an executed original or a photocopy of an executed original, must be given to the secretary of state . . .

* * *

(h) The location of the registered office in Texas for a limited partnership or a foreign limited partnership may be changed from one address to another by paying the filing fee with the secretary of state and filing with the secretary of state a statement and a duplicate copy of the statement, which need not be an executed original or a photocopy of an executed original. . . .

(i) The statement required by Subsection (h) of this section must be signed by the registered agent or, if the registered agent is a corporation, by an officer of the corporation. If the registered agent is simultaneously filing statements for more than one limited partnership, each statement may contain a facsimile signature in the execution. . . .

TRLPA 2.01 (a)

(a) To form a limited partnership, the partners must enter into a partnership agreement (which in the case of a limited partnership formed under a plan of merger or a plan of conversion under Section 2.11 or 2.15 of this Act, may be included in the plan of merger or plan of conversion) and one or more partners, including all of the general partners, must execute a certificate of limited partnership. The filing fee and the certificate shall be filed with the secretary of state. . . .

TRLPA 2.02 (a), (f)

(a) A certificate of limited partnership may be amended by paying the filing fee and filing a certificate of amendment with the secretary of state. . . .

* * *

(f) If after the dissolution of a limited partnership but before the limited partnership is either reconstituted or a certificate of cancellation is filed as provided in Section 2.03 of this Act,

(i) the certificate of limited partnership has been amended to reflect the withdrawal of all general partners, then the certificate of limited partnership may be amended to state the name . . . of each person winding up the partnership affairs, each of whom shall execute and file the certificate of amendment. . . ., or

(ii) winding up of a limited partnership's affairs is being carried out by a person not shown on the certificate of limited partnership as a general partner, then the certificate of limited partnership may be amended to add the name . . . of each person winding up the limited partnership's affairs, each of whom shall execute and file the certificate of amendment. . . .

A general partner who is not winding up the limited partnership's affairs need not execute a certificate of amendment that is executed and filed as provided by this section.

TRLPA 2.03 (a)

(a) A certificate of limited partnership may be canceled by paying the filing fee and filing a certificate of cancellation with the secretary of state: . . .

TRLPA 2.04 (a) & (b)

(a) Each certificate required by this article to be filed with the secretary of state shall be executed in the following manner:

(1) an initial certificate of limited partnership or a certificate of conversion must be signed by all general partners, except for an initial certificate of limited partnership signed and filed by a person under

Subdivision (1) of Subsection (a) of Section 3.04 of this Act;

(2) a certificate of amendment or restated certificate must be signed by at least one general partner and by each other general partner designated in the certificate of amendment as a new general partner, unless signed by a person under Subsection (f) of Section 2.02 of this Act or under Subdivision (1) of Subsection (a) of Section 3.04 of this Act, but the certificate of amendment need not be signed by a withdrawing general partner;

(3) a certificate of cancellation must be signed by all general partners participating in the winding up of the limited partnership affairs, then by all non-partner liquidators, or, if the limited partners are winding up the limited partnership's affairs, by a majority in interest of the limited partners;

(4) a certificate of merger filed on behalf of a domestic limited partnership must be signed as provided in Subsection (d), section 2.11 of this Act;

(5) a certificate filed under Section 2.06 of this Act must be signed by the person designated by the court; and

(6) a certificate of correction must be signed by at least one general partner.

(b) Any person may sign a certificate or partnership agreement or amendment or restated certificate by an attorney in fact. A power of attorney relating to the signing of a certificate or partnership agreement or amendment or restated certificate by an attorney in fact need not be filed with the secretary of state, but shall be retained with the partnership records under Section 1.07 of this Act.

TRLPA 2.06 (c)

(c) If a domestic or foreign limited partnership that is not being reorganized merges or engages in a conversion or an interest exchanged pursuant to a plan of reorganization with a domestic or foreign limited partnership or other entity that is being reorganized . . . a certificate of merger or conversion shall be signed on behalf of the entities that are parties to the merger or conversion and shall be filed with the secretary of state as required by Sections 2.11 or 2.15 of this Act.

TRLPA 2.07(a)

(a) The original signed copy and one duplicate copy, which need not be an executed original or a photocopy of an executed original, of any document to be filed with the secretary of state under this Act shall be delivered to the secretary of state. A person who executed a certificate as an agent or fiduciary need not exhibit

evidence of that person's authority as a prerequisite to filing. . . .

TRLPA 2.10 (b)

(b) If the restated certificate of limited partnership only restates and integrates provisions but does not amend the initial certificate of limited partnership, as previously amended or supplemented under this article, it must . . . be executed by a general partner and filed with the secretary of state as provided by Section 2.07 of this Act. If the restated certificate restates and integrates and amends the certificate of limited partnership, as previously amended or supplemented, it must: . . . (3) be executed by at least one general partner and by each other general partner designated in the restated certificate of limited partnership as a new general partner; . . .

TRLPA 2.11 (d) & (e)

(d) After a plan of merger has been approved by each of the limited partnerships or other entities that are parties to the plan of merger, a certificate of merger shall be executed on behalf of each limited partnership or other entity by at least one general partner of each domestic limited partnership that is a party to the plan of merger and by a general partner, officer, agent or other authorized representative of each other limited partnership or other entity that is a party to the plan of merger . . .

(e) The original of the certificate of merger and such number of copies of the certificate equal to the number of surviving and new domestic or foreign limited partnerships or other entities that are a party to the plan of merger or that will be created by the terms thereof, shall be delivered to the secretary of state. An equal number of copies of the certificate of limited partnership of each domestic limited partnership that is to be formed pursuant to the plan of merger shall be delivered to the secretary of state with the articles of merger. . . .

TRLPA 2.12.B

B. The statement required by Section A(1)(b) of this Section 2.12 shall be executed on behalf of each domestic or foreign limited partnership or other entity that was required to execute the certificate, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective such Permitted Act by an officer or other duly authorized representative, including a general partner, an officer or duly authorized representative of any successor domestic or foreign limited partnership or other entity, and an original and a copy thereof shall be filed with the Secretary of State.

TRLPA 2.14 (b)(1)

(b) In applying Section 3.08(b), Texas Revised Partnership Act, to a limited partnership:

(1) an application to become a registered limited liability partnership or to withdraw a registration must be executed by at least one general partner; . . .

TRLPA 2.15 (e)

(e) If a plan of conversion has been approved in accordance with the preceding provisions of this section and has not been abandoned, articles of conversion shall be executed by the converting entity by a partner, officer, or other duly authorized representative thereof. . . .

TRLPA 9.02 (a)

(a) Before transacting business in Texas a foreign limited partnership must register by delivering to the secretary of state the filing fee and one original application for registration as a foreign limited partnership executed by a general partner and a duplicate copy, which need not be an executed original or a photocopy of an executed original. . . .

TRLPA 9.06

9.06. A foreign limited partnership may cancel its registration by paying the application fee and filing with the secretary of state a certificate of cancellation executed by a general partner, conforming to the requirements of Section 2.03 of this Act as if it were a domestic partnership. . . .

TRLPA 9.09

9.09. Subsection (c) of Section 2.04 and Section 2.07 of this Act are applicable to foreign limited partnerships as if they were domestic limited partnerships.

TRLPA 13.05 (a) & (b)

(a) The secretary of state may require a domestic limited partnership or a foreign limited partnership authorized to transact business in this state to file a report as required by this section. . . .

(b) The report must be made on a form adopted by the secretary of state for that purpose . . . The report must be signed on behalf of the limited partnership by at least one general partner. . . .

TRLPA 13.07 (a)

(a) A limited partnership that forfeits the right to transact business in this state as provided in Section 13.06 of this Act may be relieved from the forfeiture by filing the required report . . .

TRLPA 13.09 (a)

(a) A limited partnership whose certificate or registration has been canceled as provided by Section

13.08 of this Act may be relieved of the cancellation by filing the report required by Section 13.05, . .

TRPA 3.08 (b)(1),(2),(6),(7),(11), (e)

(b) Registration. (1) In addition to complying with subsections (c) and (d)(1), to become a registered limited liability partnership, a partnership must file with the secretary of state an application . . .

(2) The application must be executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners.

* * *

(6) A registration may be withdrawn by filing in duplicate with the secretary of state a written withdrawal notice executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. . . .

(7) An effective registration may be renewed before its expiration by filing in duplicate with the secretary of state an application containing the current information of the kind required in an initial application . . .

* * *

(11) A document filed under this subsection may be amended or corrected by filing in duplicate with the secretary of state articles of amendment executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. . . .

* * *

(e) Limited Partnership. A limited partnership may become a registered limited liability partnership by complying with applicable provisions of the Texas Revised Limited Partnership Act (Article 6132a-1, Vernon's Texas Civil Statutes and its subsequent amendments.

TRPA 9.01 (a) & (b)

(a) General to Limited Partnership. A partnership that is not a limited partnership may convert, with the consent of a majority-in-interest of the partners, to a domestic or foreign limited partnership by properly filing a certificate of limited partnership in the state in which the limited partnership is to be formed. . . .

(b) Limited to General. A domestic or foreign limited partnership may convert, on the affirmative vote of a majority-in-interest of the partners, to a partnership that is not a limited partnership by:

(1) canceling its certificate of limited partnership in the state of formation or otherwise complying with the

provisions for terminating the existence of the limited partnership under that state's law . . .

TRPA 9.02 (d), (e)

(d) Certificate of Merger. After a plan of merger has been approved by each of the partnerships or other entities that is a party to the plan of merger, unless the only parties to the merger are partnerships, a certificate of merger shall be executed on behalf of each partnership or other entity by at least one partner of each domestic partnership that is a party to the plan of merger and by a general partner, officer, agent or other authorized representative of each other partnership or other entity that is a party to the plan of merger. . . .

(e) Filing. If a certificate of merger must be executed, the original of the certificate of merger and the number of copies of the certificate equal to the number of surviving and new domestic or foreign partnerships or other entities that are a party to the plan of merger or that will be created by the terms thereof, shall be delivered to the secretary of state. . . .

TRPA 9.05 (e)(1),(2),(3)

(e) If a plan of conversion has been approved in accordance with the preceding provisions of this section and has not been abandoned, unless the converted entity and the converting entities are both partnerships:

(1) articles of conversion shall be executed by the converting entity by a partner, officer, or other duly authorized representative thereof . . .

(2) the original and one copy of the articles of conversion are delivered to the secretary of state; and

(3) two copies of the certificate of limited partnership of the domestic limited partnership, if the converted entity is a domestic limited partnership, shall be delivered to the secretary of state with the articles of conversion.

TRPA 10.02 (a), (b), (c), (f), (g), (k)

(a) Before transacting business in Texas, a foreign limited liability partnership must file with the secretary of state a statement of foreign qualification. . . .

(b) The statement of qualification must be executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners.

(c) Two copies of the statement of foreign qualification must be filed . . .

* * *

(f) A registration may be withdrawn by filing in duplicate with the secretary of state a written withdrawal notice executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. . . .

(g) An effective registration may be renewed before its expiration by filing in duplicate with the secretary of state a statement of foreign qualification containing the current information of the kind required in an initial statement of qualification . . .

* * *

(k) A document under this section may be amended or corrected by filing in duplicate with the secretary of state articles of amendment executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. . . . Two copies of the articles of amendment must be filed . . .

TRPA 10.05 (b),(c),(f),(h),(i)

(b) A foreign limited liability partnership subject to this Act may change its registered office, its registered agent, or both, by paying the filing fee and filing with the secretary of state a statement and a duplicate copy of the statement, which need not be an executed original or a photocopy of an executed original. . . .

(c) The statement required by Subsection (b) must be executed on behalf of the foreign limited liability partnership by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners. . . .

* * *

(f) A registered agent of a foreign limited liability partnership may resign by giving written notice to the foreign limited liability partnership and to the secretary of state. . . . Notice, together with a duplicate copy, which need not be an executed original or a photocopy of an executed original, must be given to the secretary of state . . .

* * *

(h) The location of the registered office in Texas for a foreign limited liability partnership may be changed from one address to another by paying the filing fee with the secretary of state and filing with the secretary of state a statement and a duplicate copy of the statement, which need not be an executed original or a photocopy of an executed original. . . .

(i) The statement required by Subsection (h) must be signed by the registered agent or, if the registered agent is a corporation, by an officer of the corporation. If the registered agent is simultaneously filing

statements for more than one limited partnership, each statement may contain a facsimile signature in the execution. . . .

TREITA 3.10 (A) & (B)

(A) One or more persons, may act as trust manager(s) of a real estate investment trust by subscribing and acknowledging to a declaration of trust before an officer authorized to take acknowledgements of deeds, . . .

(B) The declaration of trust shall be filed for record with the County Clerk of the county of the principal place of business of the real estate investment trust. . .

TREITA 5.10 (B), (C), (F)

(B) A real estate investment trust may change its registered office, its registered agent, or both, on filing with the county clerk of the county where the declaration of trust is filed a statement that is executed by an officer in behalf of the real estate investment trust . . .

(C) Any registered agent of a real estate investment trust may resign:

* * *

(2) by filing written notice with the county clerk of the county where the declaration of trust was filed . . .

* * *

(F) The address of the location of the registered office in this state for a real estate investment trust may be changed to another address on filing with the county clerk of the county where the declaration of trust is filed a statement that is executed by the registered agent for the real estate investment trust, or if the registered agent is a corporation or a real estate investment trust, by an officer in behalf of the corporation or the real estate investment trust . . .

TREITA 7.40 (F)(1),(2),(3)

(F) (1) A real estate investment trust that has adopted a bylaw, or that is a party to an agreement restricting the transfer of its shares or other securities, may file the bylaw or agreement as a matter of public record with the county clerk of the county of the principal place of business of the real estate investment trust . . .

(2) The real estate investment trust shall file a copy of the bylaw or agreement and a statement attached to the copy . . .

(3) The statement shall be executed by an officer on behalf of the real estate investment trust.

TREITA 19.20 (A) & (B)

(A) On the termination and liquidation of the real estate investment trust, an officer shall execute articles of

dissolution on behalf of the real estate investment trust,
. . .

(B) A copy of the articles of dissolution shall be filed with the county clerk of the county of the principal place of business of the real estate investment trust.

TREITA 22.40 (A)

(A) An officer shall execute the articles of amendment on behalf of the real estate investment trust. If no shares have been issued and the articles of amendment are adopted by the trust managers, a majority of the trust managers may execute the articles of amendment on behalf of the real estate investment trust. . . .

TREITA 22.50

A copy of the articles of amendment shall be filed with the county clerk of the county of the principal place of business of the real estate investment trust.

TREITA 22.70 (D)

(D) An officer shall execute the restated articles of trust on behalf of the real estate investment trust. If no shares have been issued and the restated declaration of trust is adopted by the trust managers, a majority of the trust managers may execute the restated declaration of trust on behalf of the real estate investment trust. . . .

TREITA 23.40 (A) & (B)

(A) If the plan of merger has been approved in accordance with Section 23.30 of this Act and has not been abandoned, or approved by the trust managers if shareholder approval is not required under Section, articles of merger or exchange shall be executed on behalf of each domestic or foreign corporation, real estate investment trust, partnership, or other entity that is a party to the plan of merger or exchange by an officer or other duly authorized representative of that entity . . .

(B) The original of the articles of merger or exchange and the number of copies of the articles that is equal to number of surviving, new and acquiring domestic or foreign corporations, real estate investment trusts, partnerships, and other entities that are parties to the plan of merger or exchange or that will be created by the terms of the plan of merger or exchange thereof shall be filed with the county clerk in each county where the principal place of business of a Texas real estate investment trust that is a party to the plan of merger or exchange is located.

TREITA 26.10 (C) (1), (2), (3), (D) (3),(5)

(C) A trustee appointed for a real estate investment trust being reorganized under a federal statute, the designated officers of the real estate investment trust, or any other individual or individuals designated by the court on behalf of the real estate investment trust being reorganized, may sign:

(1) articles of amendment or restated declaration of trust
. . .

(2) articles of merger or exchange . . .

(3) articles of dissolution . . .

(D) The following apply when a domestic or foreign real estate investment trust, corporation, partnership, or other entity is not being reorganized merges or engages in a share exchange with a real estate investment trust that is being reorganized pursuant to a plan of reorganization:

* * *

(3) On receiving all of the required authorization for all action required by this Act for each real estate investment trust that is a party to the plan of merger or exchange that is not being reorganized and all action by each domestic or foreign real estate investment trust corporation, partnership, or other entity that is a party to the plan of merger or exchange required by the laws under which it is incorporated or organized and its constituent documents, each domestic or foreign real estate investment trust, corporation, partnership, or other entity that is a party to the merger or exchange other than the real estate investment trust that is being reorganized as provided in Section 23.40 of this Act, the persons described by Subsection (C) of this Section, on behalf of the real estate investment trust being reorganized, shall sign the articles of merger or exchange.

* * *

(5) The articles of merger or exchange shall be filed with the county clerk of each county where the principal place of business of the real estate investment trust that is a party to the plan of merger or exchange is located in the manner and with the number of copies provided in Section 23.40 of this Act.

TREITA 27.10 (A)(3) & (B)

(3) in the case of a permitted act that is to be made effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all the events or facts on which the effectiveness of the permitted act is conditioned have been satisfied or waived, including the date on which the condition was satisfied or waived. is filed with the county clerk of the county of the principal place of business . . .

(B) The statement required by Subdivision (3) of Subsection (A) of this Section shall be executed on behalf of each domestic or foreign real estate investment trust, corporation, partnership, or other entity that was required to execute the articles, statement, application, or other filing that is otherwise required to be filed with the county clerk of the principal place of business of the real estate investment trust to make effective the permitted act by this Act by an officer or

other duly authorized representative of the entity, including an officer or duly authorized representative of any successor domestic or foreign real estate investment trust, corporation, partnership, or other entity. The original statement and a copy of the original statement must be filed with the county clerk of the county of the principal place of business of the real estate investment trust.

Revisor's Note:

No substantive change is intended. One of the great benefits of the revised law's "hub-and-spoke" approach is that it permits consolidating in one chapter the large number of filing procedures set out formerly under the TBCA, TLLCA, TNPCA, TMCLA, TPAA, TPCA, TRLPA, TRPA, and TREITA, as illustrated by the preceding source law references. Section 4.001 deletes the details of the varied procedures prescribed by most articles or sections of the source law for filings with the secretary of state (or county clerk by an REIT; see section 4.009). Instead, sections 4.001 - 4.106 provide one simplified set of rules for filings by all the entities governed by the revised law.

Revised Law:

Sec. 4.002. ACTION BY SECRETARY OF STATE. (a) If the secretary of state finds that a filing instrument delivered under Section 4.001 conforms to the provisions of this code that apply to the entity and to applicable rules adopted under Section 12.001 and that all required fees have been paid, the secretary of state shall:

(1) file the instrument by accepting it into the filing system adopted by the secretary of state and assigning the instrument a date of filing; and

(2) deliver a written or electronic acknowledgment of filing to the entity or its representative.

(b) If a duplicate copy of the filing instrument is delivered to the secretary of state, on accepting the filing instrument, the secretary of state shall return the duplicate copy, endorsed with the word "Filed" and the month, day, and year of filing, to the entity or its representative with the acknowledgment of filing.

Source Law:

TBCA 2.06.B

B. . . . If the Secretary of State finds the name is available for corporate use, he shall reserve the same for the exclusive use of the applicant for a period of one hundred and twenty (120) days.

TBCA 2.10.B & D

B. . . . The original and a copy of the statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to the

provisions of this Act, he shall, when the appropriate filing fee is paid as prescribed by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

* * *

D. Any registered agent of a corporation may resign

* * *

If the Secretary of State finds that such written notice conforms to the provisions of this Act, he shall:

(1) Endorse on the original and the copy the word "filed" and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to such resigning registered agent.

(4) Notify the corporation of the resignation of the registered agent.

TBCA 2.10-1.B

B. . . . The original and one copy of the statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to such registered agent.

TBCA 2.12.C(3)

(3) . . . The original and a copy of the statement shall be delivered to the Secretary of State. If the Secretary of State finds that the statement conforms to law, when the appropriate filing fee is paid as provided by law, the Secretary of State shall:

(a) endorse on the original and the copy the word "Filed," and the month, day, and year of the filing of the statement;

(b) file the original in the Secretary of State's office; and

(c) return the copy to the corporation or its representative.

TBCA 2.13.E

E. . . . The original and a copy of the statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to law, he shall, when the appropriate filing fee is paid as prescribed by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

TBCA 2.22.E(2)

(2) . . . The original and a copy of the statement shall be delivered to the Secretary of State with copies of such bylaw or agreement restricting the transfer of shares or other securities attached thereto. If the Secretary of State finds that such statement conforms to law and the appropriate filing fee has been paid as prescribed by law, he shall:

(a) endorse on the original and the copy the word "Filed", and the month, day, and year of the filing thereof;

(b) file the original in his office; and

(c) return the copy to the corporation or its representative.

TBCA 3.03. A, B, C

A. Except as provided by Section C of this Article, the original and a copy of the articles of incorporation shall be delivered to the Secretary of State. If the Secretary of State finds that the articles of incorporation conform to law, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of incorporation to which he shall affix the copy.

B. The certificate of incorporation, together with the copy of the articles of incorporation affixed thereto by the Secretary of State, shall be delivered to the incorporators or their representatives.

C. . . . If the Secretary of State finds that the articles of incorporation conform to the law, he shall file the articles of incorporation in his office and issue a certificate of incorporation, to which he shall affix a copy of the articles of incorporation, and deliver the same to the party or parties filing the articles of conversion or merger, or their representatives, with the certificate of conversion or merger that is issued in connection with the conversion or merger. In the case of a conversion or a merger, the certificate of incorporation of a domestic corporation that is a converted entity or that is to be created pursuant to the plan of merger shall become effective on the effectiveness of the conversion or the merger, as the case may be.

TBCA 4.05

A. The original and a copy of the articles of amendment shall be delivered to the Secretary of State. If the Secretary of State finds that the articles of amendment conform to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed" and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of amendment to which he shall affix the copy.

B. The certificate of amendment, together with the copy of the articles of amendment affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TBCA 4.07.D & E

D. . . . If the Secretary of State finds that the restated articles of incorporation conform to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a restated certificate of incorporation to which he shall affix the copy.

E. The restated certificate of incorporation, together with the copy of the restated articles of incorporation affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TBCA 4.10.C

C. The original and a copy of such statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

TBCA 4.11.C

C. The original and a copy of such statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

TBCA 4.12.C

C. The original and a copy of such statement shall be delivered to the Secretary of State. If the Secretary of State finds that such statement conforms to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the Corporation or its representative.

TBCA 5.03.L

L. . . If the Secretary of State finds that such statement conforms to law, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and each copy the word "Filed" and the month, day, and year the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of abandonment to each domestic or foreign corporation or other entity that is a party to the merger or exchange. . . .

TBCA 5.04.C

C. If the Secretary of State finds that the articles of merger or exchange conform to law, he shall, when all fees and franchise taxes have been paid as required by law, or if the plan of merger or exchange (or statement provided in lieu thereof) provides that one or more of the surviving, new, or acquiring domestic or foreign corporations or other entities will be responsible for the payment of all such fees and franchise taxes and that all of such surviving, new, or acquiring domestic or foreign corporations and other entities will be obligated to pay such fees and franchise taxes if the same are not timely paid:

(1) Endorse on the original and each copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of merger or exchange, together with a copy of the articles affixed thereto, to each surviving, new, and acquiring domestic or foreign corporation or other entity that is a party to the merger or exchange or that is created thereby, or its or their respective representatives.

TBCA 5.17.E

E. . . . If the Secretary of State finds that such statement conforms to law, the Secretary of State shall, when all fees have been paid as required by law:

(1) endorse on the original and each copy the word "Filed" and the month, day, and year of the filing;

(2) file the original in his office; and

(3) issue a certificate of abandonment to the converting entity or its representatives.

TBCA 5.18.C

C. If the Secretary of State finds that the articles of conversion conform to law, has received all filings required to be received, and has issued all certificates required to be issued in connection with the incorporation, formation, or organization of the converted entity, if any, the Secretary of State shall, when all fees and franchise taxes have been paid as required by law or if the articles of conversion provide

that the converted entity will be liable for the payment of all such fees and franchise taxes:

- (1) endorse on the original and each copy the word "Filed" and the month, day, and year of the filing;
- (2) file the original in his office; and
- (3) issue a certificate of conversion, together with a copy of the articles affixed thereto, to the converted entity or its representatives.

TBCA 6.01

A. A corporation which has not commenced business and which has not issued any shares, may be voluntarily dissolved by its incorporators or its directors at any time in the following manner:

* * *

(2) The original and a copy of the articles of dissolution shall be delivered to the Secretary of State, along with a certificate from the Comptroller of Public Accounts that all franchise taxes have been paid. If the Secretary of State finds that the articles of dissolution conform to law, he shall, when the appropriate filing fee is paid as required by law:

(a) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(b) File the original in his office.

(c) Issue a certificate of dissolution, to which he shall affix the copy.

(3) The certificate of dissolution, together with the copy of the articles of dissolution affixed thereto by the Secretary of State, shall be delivered to the incorporators, the directors, or their representatives.

TBCA 6.05. C

C. If the Secretary of State finds that the articles of revocation of dissolution conform to law, the Secretary shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed" and the month, day, and year of the filing thereof;

(2) File the original in his office;

(3) Issue a certificate of revocation of dissolution to which he shall affix the copy; and

(4) Deliver to the corporation or its representative the certificate of revocation of dissolution, together with the affixed copy.

Notwithstanding the foregoing provisions of this Section C, if the corporation's name is the same as or deceptively similar to a corporate name already on file or reserved or registered pursuant to this Act, the Secretary of State shall not issue to the corporation a certificate of revocation of dissolution unless the corporation contemporaneously amends its articles of incorporation to change its name.

TBCA 6.07

A. . . . If the Secretary of State finds that such articles of dissolution conform to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of dissolution to which he shall affix the copy.

B. The certificate of dissolution, together with the copy of the articles of dissolution affixed thereto by the Secretary of State, shall be delivered to the representative of the dissolved corporation. . . .

TBCA 7.01 E

E. . . . Such application shall be filed by the Secretary of State whenever it is established to the Secretary's satisfaction that in fact there was no cause for the dissolution, or whenever the neglect, omission or delinquency resulting in dissolution has been corrected and payment made of all fees, taxes, penalties and interest due thereon which accrued before the dissolution plus an amount equal to the total taxes from the date of dissolution to the date of reinstatement which would have been payable had the corporation not been dissolved.

. . . .

TBCA 8.06

A. . . . If the Secretary of State finds that the application conforms to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File in his office the original and the certificate evidencing corporate existence.

(3) Issue a certificate of authority to transact business in this State to which he shall affix the copy.

B. The certificate of authority, together with the copy of the application affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TBCA 8.09 B, D

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

* * *

D. If the Secretary of State finds that such written notice conforms to the provisions of this Act, he shall:

(1) Endorse on the original and the copy the word "filed" and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to such resigning registered agent.

(4) Notify the corporation of the resignation of the registered agent. . . .

TBCA 8.15. A

A. . . . If the secretary of state finds that such application conforms to the provisions of this Act, the secretary of state shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in the office of the secretary of state.

(3) Issue a certificate of withdrawal to which shall be affixed the copy.

TBCA 8.16. D, E

D. Whenever a corporation has given cause for the revocation of its certificate of authority and has failed to correct the neglect, omission or delinquency as

provided in Sections B and C, the Secretary of State shall thereupon revoke the certificate of authority for the corporation by issuing a certificate of revocation which shall include the fact of such revocation and the date and cause thereof. The original of such certificate shall be placed in his office and a copy thereof mailed to the corporation at its registered office or to the principal place of business, or to the last known address of one of its officers or directors, or to any other known place of business of said corporation. . . .

E. Such application shall be filed by the Secretary of State whenever it is established to his satisfaction that in fact there was no cause for revocation, or whenever the neglect, omission, or delinquency resulting in revocation has been corrected and payment made of all fees, taxes, penalties and interest due thereon which accrued before the revocation plus an amount equal to the total taxes from the date of revocation to the date of reinstatement which would have been payable had the corporation's certificate not been revoked. . . .

Reinstatement shall not be authorized if the corporate name is the same as or deceptively similar to a corporate name already on file or reserved or registered, unless the corporation being reinstated contemporaneously amends its certificate of authority to change its name.

TBCA 10.01.B

B. . . . If the Secretary of State finds that such instrument conforms to law, he shall, when all franchise taxes and fees have been paid as prescribed by law:

(a) endorse on the original and the copy the word "Filed", and the month, day, and year of the filing thereof;

(b) file the original in his office;

(c) issue any certificate required by this Act relating to the subject matter of the filed instrument; and

(d) return the copy, affixed to any certificate required to be issued by the Secretary of State, to the corporation or its representative.

TBCA 10.03.B

B. . . . If the Secretary of State finds that such statements confirm to the provisions of this Act, he shall

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the filing party or its representatives.

TBCA 12.21.C

C. Filing. If the Secretary of State finds that the statement of termination of close corporation status conforms to law, the Secretary of State shall, when all fees and franchise taxes have been paid as required by law:

(1) endorse on the original and the copy the word "Filed," and the month, day, and year of the statement thereof;

(2) file the original in the office of Secretary of State;

(3) return the copy to the corporation or its representative.

TBCA 12.34.C

C. Filing. If the Secretary of State finds that the statement of termination of close corporation status conforms to law, the Secretary of State shall, when all fees and franchise taxes have been paid as required by law:

(1) endorse on the original and the copy the word "Filed," and the month, day, and year of the filing of the statement;

(2) file the original in the office of Secretary of State;

(3) return the copy to the close corporation or its representative.

TLLCA 2.04.B

B. . . . If the Secretary of State finds that the name is available for limited liability company use, the Secretary of State shall reserve the name . . .

TLLCA 2.06.B

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, the Secretary of State shall, when the appropriate filing fee is paid as prescribed by law:

(1) Endorse on the original and the copy the word "filed," and the month, day, and year of the filing thereof.

(2) File the original in the office of the Secretary of State.

(3) Return the copy to the limited liability company or its representative.

TLLCA 2.07.B

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, the Secretary of State shall:

- (1) Endorse on the original and the copy the word "filed," and the month, day, and year of the filing thereof.
- (2) File the original in the office of the Secretary of State.
- (3) Return the copy to such registered agent.

TLLCA 3.03

Art. 3.03. A. Except as provided by Section C of this Article, the original and a copy of the articles of organization shall be delivered to the Secretary of State. If the Secretary of State finds that the articles of organization conform to law, the Secretary of State shall, when all fees have been paid as required by law:

- (1) Endorse on the original and the copy the word "filed," and the month, day, and year of the filing thereof.
- (2) File the original in the office of the Secretary of State.
- (3) Issue a certificate of organization to which shall be affixed the copy.

B. The certificate of organization, together with the copy of the articles of organization affixed thereto by the Secretary of State, shall be delivered to the organizers or their representatives.

C. In the case of a new domestic limited liability company being organized pursuant to a plan of conversion or a plan of merger pursuant to Part Ten of this Act, the articles of organization of the limited liability company shall be filed with the Secretary of State with the articles of conversion or merger and need not be filed separately pursuant to Section A of this Article. If the Secretary of State finds that the articles of organization conform to the law, the Secretary of State shall file the articles of organization in the office of the Secretary of State and issue a certificate of organization, to which the Secretary of State shall affix a copy of the articles of organization, and deliver the same to the party or parties filing the articles of conversion or merger or their representatives with the certificate of conversion or merger that is issued in connection with the conversion or merger. In the case of a conversion or a merger, the certificate of organization of a domestic limited liability company that is a converted entity or that is to be created pursuant to the plan of merger shall become effective on the

effectiveness of the conversion or the merger, as the case may be.

TLLCA 3.07

Art. 3.07. A. The original and a copy of the articles of amendment shall be delivered to the Secretary of State. If the Secretary of State finds that the articles of amendment conform to law, the Secretary of State shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "filed," and the month, day, and year of the filing thereof.

(2) File the original in the office of the Secretary of State.

(3) Issue a certificate of amendment to which shall be affixed the copy.

B. The certificate of amendment, together with the copy of the articles of amendment affixed thereto by the Secretary of State shall be delivered to the limited liability company or its representative.

TLLCA 3.09.D & E

D. Restated articles of organization must be executed on behalf of the limited liability company by an authorized manager or member unless capital has not been paid into the limited liability company and the restated articles of organization have been adopted by action of a majority of the initial managers or a majority of the initial members named in the articles of organization as provided by Article 2.23 of this Act, in which case the restated articles of organization may be executed on behalf of the limited liability company by a majority of the persons adopting such restated articles. The original and a copy of the restated articles of organization shall be delivered to the Secretary of State. If the Secretary of State finds that the restated articles of organization conform to law, and the appropriate filing fee is paid as required by law, the Secretary of State shall:

(1) endorse on the original and the copy the word "Filed" and the month, day, and year of filing;

(2) file the original in the Secretary of State's office; and

(3) issue a restated certificate of organization and affix the copy to the restated certificate of organization.

E. The restated certificate of organization, together with the copy of the restated articles of organization affixed to the restated certificate of organization by

the Secretary of State, shall be delivered to the limited liability company or its representative.

TLLCA 6.08

Art. 6.08. A. . . . If the secretary of state finds that such articles of dissolution conform to law, the secretary of state shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in the secretary of state's office.

(3) Issue a certificate of dissolution to which there shall be affixed the copy.

B. The certificate of dissolution, together with the copy of the articles of dissolution affixed thereto by the Secretary of State, shall be delivered to the representative of the dissolved limited liability company.

TLLCA 7.06.A & B

Art. 7.06. A. . . . If the Secretary of State finds that the application conforms to law, the Secretary of State shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and a copy the word "filed," and the month, day, and year of filing thereof.

(2) File in the office of the Secretary of State the original and a certificate evidencing the foreign limited liability company existence.

(3) Issue a Certificate of Authority to transact business in this state to which there shall be affixed the copy.

B. The Certificate of Authority, together with a copy of the application affixed thereto by the Secretary of State, shall be delivered to the foreign limited liability company or its representative.

TLLCA 7.10.A & B

A. The original and a copy of such application for withdrawal, along with a certificate from the comptroller that all taxes, including penalties and interest, administered by the comptroller under Title 2, Tax Code, have been paid, shall be delivered to the secretary of state. If the secretary of state finds that such application conforms to the provisions of this Act, the secretary of state shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in the secretary of state's office.

(3) Issue a certificate of withdrawal to which there shall be affixed the copy.

B. The certificate of withdrawal, together with the copy of the application for withdrawal affixed thereto by the Secretary of State, shall be delivered to the foreign limited liability company or its representative. Upon the issuance of such certificate of withdrawal, the authority of the foreign limited liability company to transact business in this State shall cease.

TLLCA 7.11.D

D. Whenever a foreign limited liability company has given cause for revocation of its certificate of authority and has failed to correct the neglect, omission or delinquency as provided in Sections B and C, the Secretary of State shall thereupon revoke the certificate of authority of the foreign limited liability company by issuing a certificate of revocation which shall include the fact of such revocation and the date and cause thereof. The original of such certificate shall be placed in the Secretary of State's office and a copy thereof mailed to the foreign limited liability company at its registered office or to its principal place of business, or to the last known address of one of its managers, or to any other known place of business of said foreign limited liability company. . . .

TLLCA 8.12.A & B

Art. 8.12. A. Subject to Section C of this Article, Articles 2.07, 4.14, and 5.14 and Part Seven of the TBCA apply to a limited liability company and its members, managers, and officers.

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TLLCA 9.01. B

B. . . . If the Secretary of State finds that such instrument conforms to law, the Secretary of State shall, when all taxes and fees, if any, have been paid as prescribed by law:

(1) endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof;

(2) file the original in the secretary of state's office;

(3) issue any certificate required by this act relating to the subject matter of the filed instrument;

(4) return the copy, affixed to any certificate required to be issued by the Secretary of State, to the limited liability company or its representative.

TLLCA 10.03.B

B. . . . Unless the Secretary of State finds that the articles of merger do not conform to law, on receipt of all applicable filing fees and franchise taxes, if any, required by law or if the plan of merger provides that one or more of the surviving, new, or acquiring domestic or foreign limited liability companies or other entities will be responsible for the payment of all of such fees and franchise taxes and that all of such surviving, new, or acquiring domestic or foreign limited liability companies and other entities will be obligated to pay such fees and franchise taxes if the same are not timely paid, the Secretary of State shall:

(1) certify that the articles of merger have been filed in the Secretary of State's office by endorsing on the original the word "Filed" and the date of the filing;

(2) file and index the endorsed articles of merger; and

(3) issue a certificate of merger, together with a copy of the articles affixed to the certificate, to each surviving or new domestic or foreign limited liability company or other entity that is a party to the plan of merger or that is created by the merger, or to its respective representatives.

TLLCA 10.09.C

C. If the Secretary of State finds that the articles of conversion conform to law, has received all filings required to be received, and has issued all certificates required to be issued in connection with the incorporation, formation, or organization of the converted entity, if any, the Secretary of State shall, when fees and franchise taxes have been paid as required by law or if the articles of conversion provide that the converted entity will be liable for the payment of all such fees and franchise taxes:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof;

(2) File the original in the secretary of state's office;

(3) Issue a certificate of conversion, together with a copy of the articles affixed thereto, to converted entity or its representative.

TLLCA 11.07.A & B

A. . . . The Secretary of State may not issue the certificate unless the name of the professional limited liability company or the name its elects in this state meets the requirements of Article 11.02 of this Act.

. . . .

B. A certificate may not be issued to a limited liability company under this Article unless the application for the certificate includes that the jurisdiction in which the limited liability company is organized would permit reciprocal admission of a limited liability company if it were organized in this state.

TMCLA 7.03

A. . . . If the Secretary of State finds that the articles of correction conform to law, the Secretary of State shall, when all fees have been paid as required by law:

(1) endorse on the original and the copy the word "Filed," and the month, day, and year that the articles are filed;

(2) file the original in the office of the Secretary of State; and

(3) issue a certificate of correction to which the Secretary of State shall affix the copy.

B. The certificate of correction, together with the copy of the articles of correction affixed to the certificate by the Secretary of State, shall be delivered to the domestic or foreign corporation or its representative.

TMCLA 7.08

The Secretary of State shall not fail to approve the filing of any instrument required or authorized to be filed in duplicate with the Secretary of State under this Act or under any provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Vernon's Texas Civil Statutes), the Texas Limited Liability Company Act (Article 1528n, Vernon's Texas Civil Statutes), or any special statute of this state pertaining to a particular type of corporation or entity to which the general corporate laws are applicable, solely for the failure to provide a duplicate copy of the instrument to be filed. If the Secretary of State finds that such instrument otherwise conforms to law, the Secretary of State shall return to the person submitting the instrument or to the person's designated representative any certificate required to be issued by the Secretary of State without

affixing a file-stamped copy of the instrument to which the certificate relates.

TNPCA 2.06.B & D

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall, when all fees have been paid as prescribed by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof;

(2) File the original in his office;

(3) Return the copy to the corporation or its representative.

* * *

D. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall, when all fees have been paid as prescribed by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof;

(2) File the original in his office;

(3) Return one copy to such resigning registered agent.

(4) Return one copy to the corporation at the last known address of the corporation as shown in such written notice.

TNPCA 2.06A. B

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall, when all fees have been paid as prescribed by law:

(1) endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof;

(2) file the original in his office;

(3) return the copy to the registered agent.

TNPCA 3.03

A. . . . If the Secretary of State finds that the articles of incorporation conform to law, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and the copy the word "Filed", and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of incorporation to which he shall affix the copy.

B. The certificate of incorporation, together with the copy of the articles of incorporation affixed thereto by the Secretary of State shall be delivered to the incorporators or their representatives.

TNPCA 4.04. A & B

A. . . .If the Secretary of State finds that the articles of amendment conform to law, he shall, when all fees have been paid as in this Act prescribed:

(1) Endorse on the original and the copy the word "Filed", and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of amendment to which he shall affix the copy.

B. The certificate of amendment, together with the copy of the articles of amendment affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TNPCA 4.06.D & E

D. . . .If the Secretary of State finds that the restated articles of incorporation conform to law, he shall, when the appropriate filing fee is paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a restated certificate of incorporation to which he shall affix the copy.

E. The restated certificate of incorporation, together with the copy of the restated articles of incorporation affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TNPCA 5.04.B & C

B. . . . If the Secretary of State finds that such articles conform to law, he shall, when all fees have been paid as in this Act prescribed:

(1) Endorse on the original and the copy the word "Filed," and the month, day and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of merger or a certificate of consolidation to which he shall affix the copy.

C. The certificate of merger or certificate of consolidation, together with the copy of the articles of merger or articles of consolidation affixed thereto by the Secretary of State, shall be returned to the surviving or new corporation, as the case may be, or its representative.

TNPCA 6.06

A. . . . If the Secretary of State finds that such articles of dissolution conform to law, he shall, when all fees have been paid as in this Act prescribed:

(1) Endorse on the original and the copy the word "Filed," and the month, day and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of dissolution to which he shall affix the copy.

B. The certificate of dissolution, together with the copy of the articles of dissolution affixed thereto by the Secretary of State, shall be returned to the representative of the dissolved corporation. . . .

TNPCA 7.01.E

E. . . . Such application shall be filed by the Secretary of State whenever it is established to the Secretary's satisfaction that in fact there was no cause for the dissolution, or whenever the neglect, omission or delinquency resulting in dissolution has been corrected and payment made of all fees, taxes, penalties and interest due thereon which accrued before the dissolution plus an amount equal to the total taxes from the date of dissolution to the date of reinstatement which would have been payable had the corporation not been dissolved. . . .

TNPCA 8.05.A & B

A. . . . If the Secretary of State finds that such application conforms to law, he shall, when all fees have been paid as in this Act prescribed:

(1) Endorse on each of such documents the word "Filed," and the month, day and year of the filing thereof.

(2) File in his office the original application and the certificate evidencing corporate existence.

(3) Issue a certificate of authority to conduct affairs in this State to which he shall affix the copy of the application.

B. The certificate of authority, together with the copy of the application affixed thereto by the Secretary of State, shall be delivered to the corporation or its representative.

TNPCA 8.08.B & F

B. . . . If the Secretary of State finds that such statement conforms to the provisions of this Act, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day and year of the filing thereof.

(2) File the original in his office.

(3) Return the copy to the corporation or its representative.

* * *

F. . . . If the Secretary of State finds that such written notice conforms to the provisions of this Act, he shall:

(1) Endorse on the original and both copies the word "filed" and the month, day and year of the filing thereof.

(2) File the original in his office.

(3) Return one copy to such resigning registered agent.

(4) Return one copy to the corporation at the last known address of the corporation as shown in such written notice.

TNPCA 8.14

A. . . . If the Secretary of State finds that such application conforms to the provisions of this Act, he shall, when all fees have been paid as in this Act prescribed:

(1) Endorse on the original and the copy the word "Filed", and the month, day and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of withdrawal to which he shall affix the copy.

B. The certificate of withdrawal, together with the copy of the application for withdrawal affixed thereto by the Secretary of State, shall be returned to the corporation or its representative. . . .

TNPCA 8.15.D, E

D. Whenever a corporation has given cause for the revocation of its certificate of authority and has failed to correct the neglect, omission or delinquency as provided in Sections B and C, the Secretary of State shall thereupon revoke the certificate of authority for the corporation by issuing a certificate of revocation which shall include the fact of such revocation and the date and cause thereof. The original of such certificate shall be placed in his office and a copy thereof mailed to the corporation at its registered office or to the principal place of business, or to the last known address of one of its officers or directors, or to any other known place of business of said corporation. . . .

E. Such application shall be filed by the Secretary of State whenever it is established to his satisfaction that in fact there was no cause for revocation, or whenever the neglect, omission, or delinquency resulting in revocation has been corrected and payment made of all fees, taxes, penalties and interest due thereon which accrued before the revocation plus an amount equal to the total taxes from the date of revocation to the date of reinstatement which would have been payable had the corporation's certificate not been revoked. . . .

Reinstatement shall not be authorized if the corporate name is the same as or deceptively similar to a corporate name already on file or reserved or registered, unless the corporation being reinstated contemporaneously amends its certificate of authority to change its name.

TNPCA 9.01.E

E. One (1) copy of such report shall be delivered to the Secretary of State. If the Secretary of State finds that such report conforms to the provisions of this Act, he shall:

(1) Endorse on such report the word "Filed," and the month, day, and year of the filing thereof.

(2) Notify the corporation of the filing of such report.

TNPCA 9.02.G

G. When such report shall be filed and the revival fee shall be paid to the Secretary of State, he shall reinstate the certificate of incorporation or charter or certificate of authority without judicial ascertainment, cancelling the word "Forfeited" upon his record, and endorsing thereon the words "Set Aside" and the date of such reinstatement; provided, if such dissolution or revocation is to be set aside, the corporation shall ascertain from the Secretary of State whether the name of the corporation is available, and if not available, amend its corporate name pursuant to the provisions of this Act.

TNPCA 10.07.C

C. . . . If the Secretary of State finds that the statement conforms to the provisions of this Act, the Secretary of State shall:

- (1) endorse on the original and the copy the word "Filed" and the month, day, and year of the filing;
- (2) file the original in the Secretary of State's office; and
- (3) return the copy to the filing party or its representative.

TPAA 12

Sec. 12. (A) . . . If the Secretary of State finds that the articles of association conform to law, he shall, when all fees have been paid as required by law:

- (1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.
 - (2) File the original in his office.
 - (3) Issue a certificate of association to which he shall affix the copy.
- (B) The certificate of association, together with the copy of the articles of association affixed thereto by the Secretary of State, shall be delivered to the members or their representatives.

TPAA 16

Sec. 16. (A) . . . If the Secretary of State finds that the articles of amendment conform to law, he shall, when all fees have been paid as required by law:

- (1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.
 - (2) File the original in his office.
 - (3) Issue a certificate of amendment to which he shall affix the copy.
- (B) The certificate of amendment, together with the copy of the articles of amendment affixed thereto by the Secretary of State, shall be delivered to the association or its representatives.

TPAA 19

Sec. 19. (A) . . . If the Secretary of State finds that the articles of dissolution conform to law, he shall, when all fees have been paid as required by law:

(1) Endorse on the original and the copy the word "Filed," and the month, day, and year of the filing thereof.

(2) File the original in his office.

(3) Issue a certificate of dissolution to which he shall affix the copy.

(B) The certificate of dissolution, together with the copy of the articles of dissolution affixed thereto by the Secretary of State, shall be delivered to the association or its representatives.

TPCA 19A.(a),(b)

(a) . . . The Secretary of State may not issue the certificate unless the name of the corporation or the name the corporation elects in this state meets the requirements of Section 8 of this Act. . . .

(b) A certificate may not to be issued to a corporation under this section unless the application for such certificate of authority includes a statement that the jurisdiction in which the corporation is incorporated would permit reciprocal admission of such corporation if it were incorporated in this state.

TRLPA 1.06(c), (g) & (i)

(c) . . . If the secretary of state finds that the statement conforms to this section, the secretary of state, on receipt of all applicable filing fees, shall file it in accordance with Subsection (a) of Section 2.07 of this Act as if it were a certificate of amendment.

* * *

(g) . . . If the secretary of state finds that the written notice conforms to this section, the secretary of state, on receipt of all applicable filing fees, shall file it in accordance with Subsection (a) of Section 2.07 of this Act as if it were a certificate of amendment.

* * *

(i) . . . If the secretary of state finds that the statement conforms to this section, the secretary of state, on receipt of the filing fee, shall file it in accordance with Subsection (a) of Section 2.07 of this Act as if it were a certificate of amendment. . . .

TRLPA 2.07(a) & (c)

Sec. 2.07. (a) . . . Unless the secretary of state finds that a certificate does not conform to law, on receipt of all applicable filing fees required by law the secretary of state shall certify that the certificate or decree has been filed in the secretary of state's office by endorsing on the original the word "Filed" and the date of the filing, file and index the endorsed certificate or

decree, and return the duplicate copy, similarly endorsed, to the person who filed it or to the person's designated representative. The secretary of state's endorsement is conclusive of the date of the filing in the absence of actual fraud.

* * *

(c) Notwithstanding the provisions of Subsection (a) of this section, the secretary of state shall not provide a filed stamped duplicate acknowledgment copy of any document required or authorized to be filed with the secretary of state that is delivered to the secretary of state without a duplicate copy of the document attached. If the secretary of state finds that the document otherwise conforms to law, the original shall be filed and indexed in the manner provided by Subsection (a) of this section and a letter acknowledging the filing shall be sent to the person who filed the document or to the person's designated representative.

TRLPA 2.11(e)

(e) . . . Unless the secretary of state finds that a certificate of merger does not conform to law, on receipt of all applicable filing fees and franchise taxes, if any, required by law, or if the plan of merger (or a statement provided in lieu thereof) provides that one or more of the surviving or new domestic or foreign limited partnerships or other entities will be responsible for the payment of all fees and franchise taxes and that all of the surviving or new domestic or foreign limited partnerships and other entities will be obligated to pay the fees and franchise taxes if they are not timely paid, the secretary of state shall certify that the certificate of merger has been filed in the secretary of state's office by endorsing on the original the word "Filed" and the date of the filing, file and index the endorsed certificate of merger, and return the copy, similarly endorsed, to each surviving or new domestic or foreign limited partnership or other entity that is a party to the plan of merger or that is created thereby, or its or their respective representatives.

TRLPA 9.03(a)

Sec. 9.03. (a) If the secretary of state finds that an application for registration conforms to law and all requisite fees have been paid, the secretary of state shall accept the application in accordance with Subsection (a) of Section 2.07 of this Act.

TRLPA 9.09

Sec. 9.09. Subsection (c) of Section 2.04 and Section 2.07 of this Act are applicable to foreign limited partnerships as if they were domestic limited partnerships.

TRLPA 13.04(c)

(c) If permitted by the rules of the secretary of state, any certificate, instrument, or other document required or authorized to be filed with the secretary of state under this Act may be transmitted for filing electronically. If the certificate, instrument, or other document conforms to law and the rules promulgated by the secretary of state, the secretary shall file the instrument by acceptance into the filing system adopted by the secretary and assigning to the instrument a date of filing. An electronic acknowledgment or certification of the filing, as applicable, shall be provided by the secretary of state to the partnership or its representative. The secretary of state may promulgate rules and adopt practices and procedures for the transmission, filing, and retention of instruments filed electronically or by use of other technological means.

TRLPA 13.05(d)

(d) Along with the notice that the report is due, the secretary of state shall mail to the limited partnership copies of a report form to be prepared and filed as provided in this section. Two copies of the report shall be delivered to the secretary of state. If the secretary of state finds that the report complies with the section, the secretary shall

(1) endorse on the report the word "Filed," and the month, day, and year of the filing thereof.

(2) notify the limited partnership of the filing of the report; and

(3) update the records of the secretary of state's office . . .

TRLPA 13.07(b)

(b) If a limited partnership complies with Subsection (a) of this section, the secretary of state shall revive the right of the limited partnership to transact business in this state, cancelling the notation regarding the forfeiture and noting the revival and the date of revival on the record kept in the secretary's office relating to the limited partnership.

TRLPA 13.08(a)

(a) The secretary of state may cancel the certificate of limited partnership, or the registration of a foreign limited partnership, if the limited partnership forfeits its right to transact business this state under Section 13.06 of this Act. . . . The secretary of state shall enter on the record kept in the secretary's office relating to the limited partnership a notation of the cancellation and the date of the cancellation.

TRLPA 13.09(b)

(b) If the limited partnership complies with the fees required by Subsection (a) of this section, the secretary

of state shall reinstate the certificate of registration of the limited partnership without judicial ascertainment. The secretary shall change the status of the limited partnership to active and note the reinstatement on the record kept in the secretary's office relating to the limited partnership. If the name of the limited partnership is not available at the time of reinstatement, the secretary shall require the limited partnership to file an amendment to its certificate or application or adopt an assumed name for use in this state as a precondition to reinstatement.

TRPA 3.08(b)(8),(9),(16) & (18)

(8) The secretary of state may remove from its active records the registration of a partnership whose registration has been withdrawn or revoked or has expired or has not been renewed.

(9) The secretary of state may revoke the filing of a document under this subsection if the secretary of state determines that the filing fee for the document was paid by an instrument that was dishonored when presented by the state for payment. The secretary of state shall return the document and give notice of revocation to the filing party by regular mail. . . .

* * *

(16) If permitted by the rules of the secretary of state, any document authorized to be filed with the secretary of state under this subsection may be transmitted for filing electronically. If the document conforms to the requirements of this subsection and the rules promulgated by the secretary of state, the secretary shall file the document by acceptance into the filing system adopted by the secretary and assigning to the document a date of filing. An electronic acknowledgment of the filing, together with an electronically transmitted confirmation copy of the document, shall be provided by the secretary of state to the partnership or its representative.

* * *

(18) All electronic acknowledgments and certificates required to be issued by the secretary of state under this Act shall be considered issued or provided by the secretary of state on the initial transmission by the secretary of state of the acknowledgment or certificate required to be issued.

TRPA 9.02(e)

(e) Filing. . . Unless the secretary of state finds that a certificate of merger does not conform to law, then on receipt of all applicable filing fees and franchise taxes, if any, required by law, or if the plan of merger (or a statement provided in lieu thereof) provides that one or more of the surviving or new domestic or foreign

partnerships or other entities that will be responsible for the payment of all the fees and franchise taxes and that all of the surviving or new domestic or foreign partnerships and other entities will be obligated to pay the fees and franchise taxes if they are not timely paid, the secretary of state shall certify that the certificate of merger has been filed in the secretary of state's office by endorsing on the original the word "Filed" and the date of the filing, file and index the endorsed certificate of merger, and return the copy, similarly endorsed, to each surviving or new domestic or foreign partnership or other entity that is a party to the plan of merger or that is created thereby, or its or their respective representatives.

TRPA 9.05(f)

(f) If the secretary of state finds that the articles of conversion conform to law, has received all filings required to be received, and has issued all certificates required to be issued in connection with the incorporation, formation, or organization of the converted entity, if any, the secretary of state shall, when all fees and franchise taxes have been paid as required by law or if the articles of conversion provide that the converted entity will be liable for the payment of all such fees and franchise taxes:

(1) endorse on the original and each copy the word "Filed" and the month, day, and year of the filing;

(2) file the original in his office; and

(3) issue a certificate of conversion, together with a copy of the articles affixed thereto, to the converted entity or its representatives.

TRPA 10.02(h), (i)

(h) The secretary of state may remove from its active records the registration of a foreign limited liability partnership whose registration has been withdrawn or revoked or has expired and not been renewed.

(i) The secretary of state may revoke the filing of a document filed under this section if the secretary of state determines that the filing fee for the document was paid by an instrument that was dishonored when presented for payment. The secretary of state shall return the document and give notice of revocation to the filing party by regular mail. . . .

TRPA 10.05(c), (e), (g), (i)

(c) If the secretary of state finds that the statement conforms to this section, the secretary of state, on receipt of all applicable filing fees, shall file it in accordance with Section 10.02(k) as if it were an amendment to the statement of foreign qualification.

* * *

(e) Filing of the statement amends the statement of foreign qualification regarding the information required by Section 10.02(a)(5).

* * *

(g) On compliance with the requirements for giving written notice under Subsection (f), the appointment of an agent terminates on the 31st day after the date of receipt of the notice by the secretary of state. If the secretary of state finds that the written notice conforms to this section, the secretary of state shall file it in accordance with Section 10.02(k) as if it were an amendment to the statement of foreign qualification. A fee is not required for the filing of a resignation under Subsection (f).

* * *

(i) . . . If the secretary of state finds that the statement conforms to this section, the secretary of state, on receipt of the filing fee, shall file it in accordance with Section 10.02(k) as if it were an amendment to the statement of foreign qualification. The address of the registered office of the foreign limited liability partnership is changed on the filing of the statement by the secretary of state. Filing of the statement amends the statement of foreign qualification regarding the information required by Section 10.02(a)(5) and no further action is required under Section 10.02(k).

Revisor's Note:

Under the source law, how the Secretary of State was to handle the many kinds of filings with that office varied from a detailed three or four step procedure to a simple command to just file a document without more being said. In many cases, the Secretary of State also had to issue a certificate reflecting the action taken. In addition, most filings were to be in duplicate with a filed-stamped copy sent back to the entity or its representative, but this requirement was mitigated in 1997 by TMCLA 7.08 permitting a single copy to suffice for most types of entities. By contrast, by following one uniform procedure and consistent with TMCLA 7.08, all the Secretary of State need do under the revised law for any filing instrument is to file it and send back a written or electronic acknowledgement of the filing. But should an entity or its representative still desire to have a file-stamped copy returned with the acknowledgment, subsection (b) permits this election. For some entities, the source law required the submission of duplicate originals (or an original and one copy). Thus, the revised law embodies the Secretary of State's current practice of requiring only one filing copy, but providing a "file-stamped copy" to the filer if a second copy is submitted.

Revised Law:

Sec. 4.003. FILING OR ISSUANCE OF REPRODUCTION OR FACSIMILE.

(a) A photographic, photostatic, facsimile, electronic, or similar reproduction of a filing instrument, signature, acknowledgment of filing, or communication may be filed or issued in place of:

(1) an original filing instrument;

(2) an original signature on a filing instrument; or

(3) an original acknowledgment of filing or other written communication from the secretary of state relating to a filing instrument.

(b) To the extent any filing or action on a filing conforms to this subchapter, a filing instrument or an acknowledgment of filing issued by the secretary of state is not required to be on paper or to be reduced to printed form.

Source Law:

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TMCLA 1302-7.07

A. If permitted by the rules of the Secretary of State, any instrument required or authorized to be filed with the Secretary of State under this Act or under any provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, the Texas Limited Liability Company Act, or any special Statute of this State pertaining to a particular type of corporation or entity to which the general corporate laws are applicable, may be transmitted for filing electronically. If the instrument conforms to law and the rules promulgated by the Secretary of State, the Secretary shall file the instrument by acceptance into the filing system adopted by the Secretary and assigning to the instrument a date of filing. An electronic acknowledgment or certification of the filing, as applicable, shall be provided by the Secretary of State to the corporation or entity or its representative. The Secretary of State may promulgate rules and adopt practices and procedures for the transmission, filing, and retention of instruments filed electronically or by use of other technological means.

B. Any original instrument required or authorized to be filed with the Secretary of State under any provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, the Texas Limited Liability Company Act or any special Statute of this State pertaining to a

particular type of corporation or entity to which the general corporate laws are applicable, may be a photographic, photostatic, facsimile, or similar reproduction of a signed instrument.

C. For purposes of this article, any signature on any instrument required or authorized to be filed with the Secretary of State may be a facsimile, the mark made by a person unable to write, in an electronic format permitted by the rules of the Secretary of State, or any symbol executed or adopted by a person with the intent to authenticate a writing.

D. This article does not require any instrument authorized or required to be filed with the Secretary of State under any provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, the Texas Limited Liability Company Act, or any special Statute of this State pertaining to a particular type of corporation or entity to which the general corporate laws are applicable or any certificate issued by the Secretary of State concerning any such instrument to be on paper or reduced to printed form.

E. All electronic acknowledgments and certificates required to be issued by the Secretary of State under this Act, or under any provision of the Texas Business Corporation Act, the Texas Non-Profit Corporation Act, the Texas Limited Liability Act, or any special Statute of this State pertaining to a particular type of corporation or entity to which the general corporate laws are applicable, shall be considered issued or provided by the Secretary of State on the initial transmission by the Secretary of State of the acknowledgment or certificate required to be issued.

TRLPA 9.02 (a)

(a) Before transacting business in Texas, a foreign limited partnership must register by delivering to the secretary of state the filing fee and one original application for registration as a foreign limited partnership executed by a general partner and a duplicate copy, which need not be an executed original or a photocopy of an executed original. . . .

TRLPA 13.04

Sec. 13.04. (a) Any original certificate, instrument, or other document required or authorized to be filed with the secretary of state under this Act may be a photographic, photostatic, facsimile, or similar reproduction of a signed certificate, instrument, or other document.

(b) Any signature or the mark made by a person unable to write on any certificate, instrument, or other document required or authorized to be filed with the secretary of state may be a facsimile in an electronic format permitted by the rules of the secretary of state or any

symbol executed or adopted by a person with the intent to authenticate a writing.

(c) If permitted by the rules of the secretary of state, any certificate, instrument, or other document required or authorized to be filed with the secretary of state under this Act may be transmitted for filing electronically. If the certificate, instrument, or other document conforms to law and the rules promulgated by the secretary of state, the secretary shall file the instrument by acceptance into the filing system adopted by the secretary and assigning to the instrument a date of filing. An electronic acknowledgment or certification of the filing, as applicable, shall be provided by the secretary of state to the partnership or its representative. The secretary of state may promulgate rules and adopt practices and procedures for the transmission, filing, and retention of instruments filed electronically or by use of other technological means.

(d) This section does not require any certificate, instrument, or other document authorized or required to be filed with the secretary of state under this Act or any certificate issued by the secretary of state concerning any other instrument to be on paper or reduced to printed form.

TRPA 3.08(b)(12), (16), (17) & (18)

(12) A document filed under this subsection may be a photographic, facsimile, or similar reproduction of a signed document. A signature on a document filed under this section may be a facsimile, the mark made by a person unable to write, in electronic format permitted by the rules of the secretary of state or any symbol executed or adopted by a person with the intent to authenticate a writing.

* * *

(16) If permitted by the rules of the secretary of state, any document authorized to be filed with the secretary of state under this subsection may be transmitted for filing electronically. If the document conforms to the requirements of this subsection and the rules promulgated by the secretary of state, the secretary shall file the document by acceptance into the filing system adopted by the secretary and assigning to the document a date of filing. An electronic acknowledgment of the filing, together with an electronically transmitted confirmation copy of the document, shall be provided by the secretary of state to the partnership or its representative.

(17) This subsection does not require any document authorized to be filed with the secretary of state under this subsection or any certificate issued by the secretary of state concerning any such document to be on paper or reduced to printed form.

(18) All electronic acknowledgments and certificates required to be issued by the secretary of state under this Act shall be considered issued or provided by the secretary of state on the initial transmission by the secretary of state of the acknowledgment or certificate required to be issued.

TRPA 10.02(1)

(1) A document filed under this section may be a photographic, facsimile, or similar reproduction of a signed document. A signature on a document filed under this section may be a facsimile.

Revisor's Note:

Section 4.003 restates in simpler terms legislative recognition of modern methods for reproducing and transmitting filed documents as provided in TMCLA 7.07, TRLPA 13.04, and TRPA 3.08 and 10.02. In brief, filed documents need not be on paper or in printed form. Except for terminology, no substantive change is intended.

Revised Law:

Sec. 4.004. TIME FOR FILING. Unless this code prescribes a specific period for filing, an entity shall promptly file each filing instrument that this code requires the entity to file.

Source Law:

TBCA 9.07.A

A. Except as provided by Section B of this article; if a document is required to be filed in the office of the Secretary of State by any provision of this Act, that requirement shall be construed to include the requirement that the document be filed with reasonable promptness.

TLLCA 8.07

Art. 8.07. A. Whenever any document is required to be filed in the office of the Secretary of State by any provision of this Act, the requirement of the statute shall be construed to involve the requirement that same be so filed with reasonable promptness.

Revisor's Note:

Section 4.004 simplifies, in one rule, the "reasonable promptness" requirement for the filing of documents under the TBCA and the TLLCA. But it is also broader in recognizing that some code provisions may specify particular times or periods for filing. This explicit requirement is new for nonprofit corporations, cooperative associations, limited partnerships and limited liability partnerships.

Revised Law:

Sec. 4.005. CERTIFICATES AND CERTIFIED COPIES. (a) A court, public office, or official body shall accept a certificate issued as provided by this code by the secretary of state or a copy of a filing instrument accepted by the secretary of state for filing as provided by this code that is certified by the secretary of state as prima facie evidence of the facts stated in the certificate or instrument.

(b) A court, public office, or official body may record a certificate or certified copy described by Subsection (a).

(c) A court, public office, or official body shall accept a certificate issued under an official seal by the secretary of state as to the existence or nonexistence of facts that relate to an entity that would not appear from a certified copy of a filing instrument as prima facie evidence of the existence or nonexistence of the facts stated in the certificate.

Source Law:

TBCA 9.05 A

A. All certificates issued by the Secretary of State in accordance with the provisions of this Act, and all copies of documents filed in his office in accordance with the provisions of this Act, when certified by him, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated, and shall be subject to recordation. A certificate by the Secretary of State, under the state seal, as to the existence or non-existence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or non-existence of the facts therein stated.

TLLCA 8.05. A

A. All certificates issued by the Secretary of State in accordance with the provisions of this Act, and all copies of documents filed in the office of the Secretary of State in accordance with the provisions of this Act, when certified by the Secretary of State, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated, and shall be subject to recordation. A certificate by the Secretary of State, under the great seal of this State, as to the existence or non-existence of the facts relating to limited liability companies which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or non-existence of the facts therein stated.

TNPCA 9.06. A

A. All certificates issued by the Secretary of State in accordance with the provisions of this Act, and all copies of documents filed in his office, in accordance with the provisions of this Act when certified by him, shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the facts therein stated and may be officially recorded. A certificate by the Secretary of State under the state seal, as to the existence or non-existence of the facts relating to corporations which would not appear from a certified copy of any of the foregoing documents or certificates shall be taken and received in all courts, public offices, and official bodies as prima facie evidence of the existence or non-existence of the facts therein stated.

Revisor's Note:

No substantive change is intended. Although the TRLPA and TRPA do not have similar provisions for limited partnerships and limited liability partnerships, Rule 902 of the Texas Rules of Evidence provides similar rules applicable to all entities by permitting the admissibility of domestic documents under seal and certified copies of public records.

Revised Law:

Sec. 4.006. FORMS ADOPTED BY SECRETARY OF STATE. (a) The secretary of state may adopt forms for a filing instrument or a report authorized or required by this code to be filed with the secretary of state.

(b) A person is not required to use a form adopted by the secretary of state unless this code expressly requires use of that form.

Source Law:

TBCA 9.06. A

A. Forms may be promulgated by the Secretary of State for all reports and all other documents required to be filed in the office of the Secretary of State. The use of such forms, however, shall not be mandatory, except in instances in which the law may specifically so provide.

TLLCA 8.06. A

A. Forms may be promulgated by the Secretary of State for all reports and all other documents required to be filed in the office of the Secretary of State. The use of such forms, however, shall not be mandatory, except in instances in which the law may specifically so provide.

TNPCA 9.07. A

A. Forms may be promulgated by the Secretary of State for all reports and all other documents required to be filed in the office of the Secretary of State. The use of such

forms, however, shall not be mandatory, except in instances in which the law may specifically so provide.

TPAA 21

A professional association shall in June of each year file with the Secretary of State a statement . . . The statement shall be on such form as the Secretary of State shall prescribe and furnish.

TRLPA 13.05 (b), (d)

(b) The report must be made on a form adopted by the secretary of state for that purpose, . . .

* * *

(d) Along with the notice that the report is due, the secretary of state shall mail to the limited partnership copies of a report form to be prepared and filed as provided by this section.

TRPA 3.08(b)(10)

(10) The secretary of state may provide forms for application for or renewal of registration.

TRPA 10.02(j)

(j) The secretary of state may provide forms for the statement of foreign qualification or renewal of registration.

Revisor's Note:

No substantive change is intended.

Revised Law:

Sec. 4.007. LIABILITY FOR FALSE FILING INSTRUMENTS. (a) A person may recover damages, court costs, and reasonable attorney's fees if the person incurs a loss and:

(1) the loss is caused by a:

(A) forged filing instrument; or

(B) filed filing instrument that constitutes an offense under Section 4.008; or

(2) the person reasonably relies on:

(A) a false statement of material fact in a filed filing instrument; or

(B) the omission in a filed filing instrument of a material fact required by this code to be included in the instrument.

(b) A person may recover under Subsection (a) from:

(1) each person who forged the forged filing instrument or signed the filing instrument and knew when the instrument was signed of the false statement or omission;

(2) any managerial official of the entity who directed the signing and filing of the filing instrument who knew or should have known when the instrument was signed or filed of the false statement or omission; or

(3) the entity that authorizes the filing of the filing instrument.

Source Law:

TRLPA 2.08(a),(b)

Sec. 2.08. (a) If a certificate of limited partnership or a certificate of amendment, merger, or cancellation contains a materially false statement, fails to state any material fact required to be included in the certificate by this Act, or is forged or signed by a person not authorized by the limited partnership to execute the certificate, a person who did not authorize the certificate or other document that purports to have been authorized or a person who suffers loss by reasonable reliance on the statement or from an omission may recover damages arising from the filing of the false, forged, or unauthorized certificate from:

(1) any partner or other person who executed the certificate and knew or, in the case of a general partner, should have known of the forgery, lack of authorization, or false statement or of the omission when the certificate was executed; and

(2) any general partner who after execution of the certificate knows that any arrangement or other fact described in the certificate is false in a material respect or has changed, making the statement false in a material respect, or that the certificate fails to state a material fact required to be included in the certificate by this Act, if that general partner had sufficient time to amend or cancel the certificate or to file a petition for its amendment or cancellation before the statement was reasonably relied on.

(b) A general partner is not subject to liability for failing to file the amendment or cancellation of a certificate or failing to file a petition for its amendment or cancellation under Subdivision (2) of Subsection (a) of this section if the certificate of amendment, certificate of cancellation, or petition is filed within 30 days after the date that the general partner first had or should have had the knowledge that a statement in the certificate was false in a material respect or that the certificate failed to state a material fact required to be stated by this Act.

TRLPA 9.05

If any statement in the application for registration of a foreign limited partnership was false when made or if any arrangement or other facts described in the application have changed, making the application false in any respect, the foreign limited partnership shall promptly pay the filing fee and file with the secretary of state a certificate executed by a general partner correcting the false statement.

Revisor's Note:

Section 4.007 is based largely on TRLPA 2.08 that also provided a civil remedy for false statements or omissions of material facts in certificates filed under that Act. However, the revised law does not provide the 30-day grace period in TRPA 2.08(b) for someone such as a general partner to avoid liability by taking action to amend or cancel a certificate once the partner knows or should have known of the material falsity in the document. Instead, the liability of an individual under the revised law is conditioned on whether the individual had or should have had knowledge of the material falsity of the document at the time of its signing or filing. Even though not as broad in some respects as its TRLPA antecedent, the revised law provides a much needed civil remedy for false or misleading filings under the Code that should be a more effective remedy and deterrent than criminal prosecution under section 4.008. That certainly was the case under the source law for Section 4.008 where prosecutions under those statutes were seldom brought.

Revised Law:

Sec. 4.008. OFFENSE; PENALTY. (a) A person commits an offense if the person signs or directs the filing of a filing instrument that the person knows is materially false with intent that the filing instrument be delivered on behalf of an entity to the secretary of state for filing.

(b) An offense under this section is a Class A misdemeanor unless the actor's intent is to defraud or harm another, in which event the offense is a state jail felony.

Source Law:

TBCA 10.02

A. A person commits an offense if he signs a document he knows is false in any material respect with intent that the document be delivered on behalf of a corporation to the Secretary of State for filing.

B. An offense under this article is a Class A misdemeanor.

TLLCA 9.02

A. A person commits an offense if such person signs a document such person knows to be false in any material

respect with intent that the document be delivered on behalf of a limited liability company to the Secretary of State for filing.

B. An offense under this article is a Class A misdemeanor.

TNPCA 9.03.A

A. A person commits an offense if he signs a document he knows is false in any material respect with intent that the document be delivered on behalf of a corporation to the Secretary of State for filing.

B. An offense under this Article is a Class A misdemeanor.

TPAA 26

(A) A person commits an offense if the person signs a document the person knows is false in any material respect with intent that the document be delivered on behalf of a professional association to the Secretary of State for filing.

(B) An offense under this section is a Class A misdemeanor.

TRPA 3.08(b)(13)

(13) A person commits an offense if the person signs a document the person knows is false in any material respect with the intent that the document be delivered on behalf of a partnership to the secretary of state for filing. An offense under this subdivision is a Class A misdemeanor.

TRPA 10.02(m)

(m) A person commits an offense if the person signs a document the person knows is false in any material respect with the intent that the document be delivered on behalf of the partnership to the secretary of state for filing. An offense under this subsection is a Class A misdemeanor.

Revisor's Note:

Section 4.008 makes the signing of a filing instrument that contains a false statement or the omission of a material fact with the intent of filing the instrument with the Secretary of State a Class A misdemeanor unless the person's intent is to defraud or harm another. In the latter case, the offense is a state jail felony. The source law simply classified the offense as a Class A misdemeanor, which is not a felony.

Revised Law:

Sec. 4.009. FILINGS BY REAL ESTATE INVESTMENT TRUST. (a) A filing instrument relating to a domestic real estate investment trust

must be filed with the county clerk of the county in which the domestic real estate investment trust's principal place of business is located.

(b) Subject to other state law governing the requirements for filing instruments with a county clerk, this chapter applies to a filing by a domestic real estate investment trust, except that in relation to such a filing a reference in this chapter to the secretary of state is considered to be a reference to the county clerk of the county in which the domestic real estate investment trust's principal place of business is located.

(c) A filing instrument relating to a foreign real estate investment trust must be filed with the secretary of state and not a county clerk.

Source Law:

TREITA 3.10(B)

(B) The declaration of trust shall be filed for record with the County Clerk of the county of the principal place of business of the real estate investment trust.

. . .

TREITA 19.20(B)

(B) A copy of the articles of dissolution shall be filed with the county clerk of the county of the principal place of business of the real estate investment trust.

. . .

TREITA 22.50

A copy of the articles of amendment shall be filed with the county clerk of the county of the principal place of business of the real estate investment trust.

TREITA 28.10 (A)

(A) In any case not provided for in this Act, analogous provisions of the Texas Business Corporation Act, and the case law construing that Act, shall govern; provided, however, that in any case where a provision of this Act conflicts with a provision of the Texas Business Corporation Act, the provisions of this Act control. Nothing in this Section shall be construed to cause a provision of the Texas Business Corporation Act to control over a similar provision of this Act on the ground that the Texas Business Corporation Act provision is more or less extensive, restrictive, or detailed.

Revisor's Note:

No substantive change is intended for domestic real estate investment trusts. The real estate investment trust is an entity that in its structure and filings closely resembles a for-profit corporation. For that reason, much of the language and procedures in TREITA were taken directly and almost verbatim from the TBCA. One of the primary exceptions is that its filings are with the county clerk of the county where the principal place of business is located instead of with the secretary of state. Section 4.009(b) confirms that except for the place of filings, filings for domestic real estate

investment trusts are to be governed by the same standards and consequences as other filings under the Code, subject to other state law governing the requirements for filing instruments with a county clerk. Therefore, whether county clerks are required to accept electronic filings will be governed by other Texas law. For foreign real estate investment trusts, TREITA had no express provision permitting qualification to do business in Texas. The Code fills this gap by specifying in Chapter 9 that foreign real estate investment trusts can register to do business in Texas. Subsection (c) of the revised law specifies that the application for registration and other filings for foreign real estate investment trusts must be filed with the secretary of state.

(Sections 4.010-4.050 reserved for expansion)

SUBCHAPTER B. WHEN FILINGS TAKE EFFECT

Revised Law:

Sec. 4.051. GENERAL RULE. A filing instrument submitted to the secretary of state takes effect on filing, except as permitted by Section 4.052 or as provided by the provisions of this code that apply to the entity making the filing or other law.

Source Law:

TBCA 2.10.C

C. Upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

TBCA 2.10-1.C

C. The registered office of the corporation named in such statement shall be changed to the new address of the registered agent upon the filing of such statement by the Secretary of State.

TBCA 2.12.C(4)

(4) On the filing of a statement by the Secretary of State, the resolution establishing and designating the class or series and fixing and determining the preferences, limitations, and relative rights of the class or series, the resolution fixing the new number of shares of each class or series in which the number of shares is increased or decreased, or the resolution eliminating a class or series and all references to the class or series from the articles of incorporation, as appropriate, becomes an amendment of the articles of incorporation. An amendment of the articles of incorporation effected as provided by this Article is not subject to the procedure to amend the articles contained in Article 4.02 of this Act.

TBCA 2.13.F

F. Upon the filing of such statement by the Secretary of State, the resolution establishing and designating the

series and fixing and determining the preferences, limitations, and relative rights thereof, the resolution fixing the new number of shares of each series in which the number of shares is increased or decreased, or the resolution eliminating a series and all references to such series from the articles of incorporation, as appropriate, shall become an amendment of the articles of incorporation. An amendment of the articles of incorporation effected pursuant to this Article 2.13 is not subject to the procedure to amend the articles of incorporation contained in Article 4.02 of this Act.

TBCA 2.22.F

F. A corporation that is a party to an agreement restricting the transfer of its shares or other securities may make such agreement part of its articles of incorporation without restating the provisions of such agreement therein by complying with the provisions of Part Four of this Act for amendment of the articles of incorporation. If such agreement shall alter any provision of the original or amended articles of incorporation, the articles of amendment shall identify by reference or description the altered provision. If such agreement is to be an addition to the original or amended articles of incorporation, the articles of amendment shall state that fact. The articles of amendment shall have attached thereto a copy of the agreement restricting the transfer of shares or other securities, and shall state that the attached copy of such agreement is a true and correct copy of the same and that its inclusion as part of the articles of incorporation has been duly authorized in the manner required by this Act to amend the articles of incorporation.

TBCA 3.03.C

C. . . . In the case of a conversion or a merger, the certificate of incorporation of a domestic corporation that is a converted entity or that is to be created pursuant to the plan of merger shall become effective on the effectiveness of the conversion or the merger, as the case may be.

TBCA 3.04.A, B

A. Except as provided by Section B of this Article, on the issuance of the certificate of incorporation, the corporate existence of the corporation being incorporated shall begin.

B. In the case of a new domestic corporation being incorporated pursuant to a plan of conversion or a plan of merger pursuant to Part Five of this Act, the corporate existence of the corporation shall begin upon the effectiveness of the conversion or the merger, as the case may be.

TBCA 4.06.A

A. Upon the issuance of the certificate of amendment by the Secretary of State, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

TBCA 4.07.F

F. Upon the issuance of the restated certificate of incorporation by the Secretary of State, the original articles of incorporation and all amendments thereto shall be superseded and the restated articles of incorporation shall be deemed to be the articles of incorporation of the corporation.

TBCA 4.10.D

D. The filing of the statement of cancellation shall effect a reduction of the stated capital of the corporation by an amount equal to that part of the stated capital which was, at the time of the cancellation, represented by the shares so cancelled.

TBCA 4.11.D

D. Upon the filing of such statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by that part of the stated capital which was, at the time of such cancellation, represented by the shares so cancelled, and the shares so cancelled shall be restored to the status of authorized but unissued shares.

TBCA 4.12.D

D. Upon the filing of such statement, the stated capital of the corporation shall be reduced as therein set forth.

TBCA 4.14.C (7)

(7) Upon the issuance of the certificate of merger or share exchange by the Secretary of State as provided in Article 5.04 of this Act, the merger or share exchange shall become effective with the same effect as if it had been adopted by unanimous action of the directors and shareholders of the corporation being reorganized. The effectiveness of the merger or share exchange shall be determined as provided in Article 5.05 of this Act.

TBCA 5.03.L

L. . . . Upon the filing of such statement by the Secretary of State, the merger or share exchange shall be deemed abandoned and shall not become effective.

TBCA 5.05

A. Except as otherwise provided by Article 10.03 of this Act, upon the issuance of the certificate of merger or exchange by the Secretary of State, the merger or share exchange shall be effective.

TBCA 5.16.D

D. The effective date and the effect of such merger shall be the same as provided in Articles 5.05 and 5.06 of this Act if the surviving entity is a domestic corporation.

If the surviving entity is a foreign corporation or other entity, the effective date and the effect of such merger shall be the same as in the case of the merger of domestic corporations except in so far as the laws of such other jurisdiction provide otherwise.

TBCA 5.19

A. Except as otherwise provided by Article 10.03 of this Act, on the issuance of the certificate of conversion by the Secretary of State, the conversion of a converting entity shall be effective.

TBCA 6.01.A(3)

(3) . . . Upon the issuance of such certificate of dissolution by the Secretary of State, the existence of the corporation shall cease.

TBCA 6.05.D

D. . . . If a corporation revokes voluntary dissolution proceedings after the issuance by the Secretary of State of a certificate of dissolution of the corporation, then upon the issuance by the Secretary of State of a certificate of revocation of dissolution, the revocation shall be effective, the existence of the corporation shall be deemed to have continued without interruption after the issuance by the Secretary of State of the certificate of dissolution, the corporation may carry on its business as though voluntary dissolution proceedings had not occurred, and the existence of the corporation shall continue until the corporation is subsequently dissolved or otherwise ceases to exist pursuant to the provisions of this Act.

TBCA 6.07.B

B. . . . Upon the issuance of such certificate of dissolution, the existence of the corporation shall cease, except as otherwise provided in Article 6.05 or Article 7.12 of this Act.

TBCA 7.01.D, E

D. . . . Upon the issuance of such certificate of involuntary dissolution, the existence of the corporation shall cease, except for purposes otherwise provided by law.

E. . . . When the application for reinstatement is approved and filed by the Secretary of State, the corporate existence shall be deemed to have continued without interruption from the date of dissolution except the reinstatement shall have no effect upon any issue of personal liability of the directors, officers, or agents of the corporation during the period between dissolution and reinstatement.

TBCA 8.07

A. Upon the issuance of a certificate of authority by the Secretary of State, the corporation shall be authorized to transact business in this State for those purposes set

forth in its application, and such certificate shall be conclusive evidence of such right of the corporation to transact business in this State for such purposes, except as against this State in a proceeding to revoke such certificate.

TBCA 8.09.C, D(2)

C. Upon the filing of such statement by the Secretary of State, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

D. . . .

(2) . . . Such notice shall include the last known address of the corporation and shall include the statement that written notice of resignation has been given to the corporation and the date thereof.

TBCA 8.13.D

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TBCA 8.15.B

B. . . . Upon the issuance of such certificate of withdrawal, the authority of the corporation to transact business in this State shall cease.

TBCA 8.16.E

E. . . . When the application for reinstatement is approved and filed by the Secretary of State, the corporate authority to do business in Texas shall be deemed to have continued without interruption from the date of revocation, except that reinstatement shall have no effect upon any issue of personal liability of the directors, officers, or agents of the corporation during the period between revocation and reinstatement.

TBCA 9.14.C(4)

(4) Upon the filing of such document, all provisions of this Act shall thereafter apply to the corporation.

TBCA 12.22.D

D. Effect of Filing. On the filing of the statement of termination of close corporation status, the articles of incorporation of the close corporation are considered to be amended to delete from the articles the statement that it is a close corporation and the corporation's status as a close corporation terminates.

TBCA 12.34.D

D. Effect of Filing. On the filing of the statement of operation as a close corporation, the fact that the close

corporation is being operated and its business and affairs are being conducted under the terms of a shareholders' agreement becomes a matter of public record.

TLLCA 2.06.C, D(2)

C. Upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

D. . . .

(2) . . . Upon compliance with the requirements as to written notice, the appointment of such agent shall terminate upon the expiration of thirty (30) days after receipt of such notice by the Secretary of State.

TLLCA 2.07.C

C. The registered office of the limited liability company or foreign limited liability company named in such statement shall be changed to the new address of the registered agent upon the filing of such statement by the Secretary of State.

TLLCA 3.03.C

C. . . . In the case of a conversion or a merger, the certificate of organization of a domestic limited liability company that is a converted entity or that is to be created pursuant to the plan of merger shall become effective on the effectiveness of the conversion or the merger, as the case may be.

TLLCA 3.04.A, B

Art. 3.04. A. Except as provided by Section B of this Article, on the issuance of the certificate of organization, the limited liability company's existence shall begin.

B. In the case of a new domestic limited liability company being organized pursuant to a plan of conversion or a plan of merger pursuant to Part Ten of this Act, the existence of the limited liability company as such shall begin on the effectiveness of the conversion or the merger, as the case may be.

TLLCA 3.08.A

Art. 3.08. A. Upon the issuance of the certificate of amendment by the Secretary of State, the amendment shall become effective and the articles of organization shall be amended accordingly.

TLLCA 3.09.F

F. On issuance of a restated certificate of organization by the Secretary of State, the original articles of organization and all amendments to the original articles are superseded, and the restated articles of organization

are the articles of organization of the limited liability company.

TLLCA 6.08.B

B. . . . Upon the issuance of such certificate of dissolution the existence of the limited liability company shall cease, except for the purpose of suits, other proceedings in appropriate limited liability company action by members, managers and representatives as provided by the laws of this state.

TLLCA 7.07

Art. 7.07. A. Upon the issuance of a Certificate of Authority by the Secretary of State, the foreign limited liability company shall be authorized to transact business in this State for those purposes set forth in its application, and such certificate shall be conclusive evidence of such right of the foreign limited liability company to transact business in the State for such purposes, except as against this State, in preceding to revoke such certificate.

TLLCA 7.08.D

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TLLCA 7.10.B

B. . . . The certificate of withdrawal, together with the copy of the application for withdrawal affixed thereto by the Secretary of State, shall be delivered to the foreign limited liability company or its representative. Upon the issuance of such certificate of withdrawal, the authority of the foreign limited liability company to transact business in this State shall cease.

TLLCA 7.11.D, E

D. . . . Upon the issuance of such certificate of revocation, the authority to transact business in this state shall cease.

E. . . . When the application for reinstatement is approved and filed by the Secretary of State, the foreign limited liability company's authority to do business in Texas shall be deemed to have continued without interruption from the date of revocation, except that reinstatement shall have no effect upon any issue of personal liability of the manager or member, or agents of the foreign limited liability company during the period between revocation and reinstatement.

TLLCA 9.03.F

F. . . . If articles of organization, articles of amendment or restatement, articles of merger, articles of

conversion, an application, or any other document permitted to be filed pursuant to this Act with the Secretary of State have been filed but the event or transaction evidenced by the filing has not become effective, the filing may be abandoned in accordance with the agreement of the parties to the filing by filing a certificate of abandonment with the Secretary of State before the effectiveness of the event or transaction in accordance with the terms of the document so filed. The certificate of abandonment must be signed on behalf of each domestic or foreign limited liability company or other entity that is a party to the event or transaction by a member, manager, officer, or other authorized representative and must state the nature of the filing to be abandoned, the date of the filing to be abandoned, the parties to the filing to be abandoned, and that the event or transaction has been abandoned in accordance with the agreement of the parties. On the filing of the certificate of abandonment with the Secretary of State, the event or transaction evidenced by the original filing shall be considered abandoned and may not become effective.

TLLCA 10.03.C

C. Except as provided by Article 9.03 of this Act, the merger is effective on the issuance of the certificate of merger by the Secretary of State.

TLLCA 10.05.C

C. The articles of merger shall be filed as provided by Section B of Article 10.03 of this Act, become effective as provided by Section C of Article 10.03 of this Act, and have the effect stated in Article 10.04 of this Act.

TLLCA 10.10

Art. 10.10. A. Except as otherwise provided by Article 9.03 of this Act, on the issuance of the certificate of conversion by the Secretary of State, the conversion of a converting entity shall be effective.

TNPCA 2.06.A, C, D(2)

A. A corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement setting forth:

- (1) The name of the corporation.
- (2) The post-office address of its then registered office.
- (3) If the post-office address of its registered office is to be changed, the post-office address to which the registered office is to be changed.
- (4) The name of its then registered agent.

(5) If its registered agent is to be changed, the name of its successor registered agent.

(6) That the post-office address of its registered office and the post-office address of the business office of its registered agent, as changed, will be identical.

(7) That such change was authorized by its Board of Directors or by an officer of the corporation so authorized by the Board of Directors, or if the management of the corporation is vested in its members pursuant to Article 2.14C of this Act, by the members.

* * *

C. Upon such filing, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

D. . . .

(2) . . . Upon compliance with the requirements as to written notice, the appointment of such agent shall terminate upon the expiration of thirty (30) days after receipt of such notice by the Secretary of State.

TNPCA 3.04

A. Upon the issuance of the certificate of incorporation, the corporate existence shall begin, and such certificate of incorporation shall be conclusive evidence that all conditions precedent required to be performed by the incorporators have been complied with, and that the corporation has been incorporated under this Act, except as against the State in a proceeding for involuntary dissolution.

TNPCA 4.05.A

A. Upon the issuance of the certificate of amendment by the Secretary of State, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

TNPCA 4.06.F

F. Upon the issuance of the restated certificate of incorporation by the Secretary of State, the original articles of incorporation and all amendments thereto shall be superseded and the restated articles of incorporation shall be deemed to be articles of incorporation of the corporation.

TNPCA 5.05

A. Except as provided by Article 10.07 of this Act, on the issuance of the certificate of merger or the certificate of consolidation by the Secretary of State, the merger or consolidation of domestic corporations shall be effected.

TNPCA 6.06.B

B. . . . Upon the issuance of such certificate of dissolution the existence of the corporation shall cease, except for the purpose of suits, other proceedings and appropriate corporate action by members, directors and officers as provided in this Act.

TNPCA 7.01.E

E. . . . When the application for reinstatement is approved and filed by the Secretary of State, the corporate existence shall be deemed to have continued without interruption from the date of dissolution except the reinstatement shall have no effect upon any issue of personal liability of the directors, officers, or agents of the corporation during the period between dissolution and reinstatement.

TNPCA 8.06

A. Upon the issuance of a certificate of authority by the Secretary of State, the corporation shall be authorized to conduct affairs in this State for those purposes set forth in its application and the certificate shall be conclusive evidence of the right of the corporation to conduct affairs in this State for that purpose, except as against this State in a proceeding to revoke the certificate.

TNPCA 8.08.C, D(2)

C. Upon the filing of such statement by the Secretary of State, the change of address of the registered office, or the appointment of a new registered agent, or both, as the case may be, shall become effective.

D. . . .

(2) . . . Upon compliance with the requirements as to written notice, the appointment of such agent shall terminate upon the expiration of thirty (30) days after receipt of such notice by the Secretary of State.

TNPCA 8.12.D

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the original and a copy of the application with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TNPCA 8.14.B

B. . . . Upon the issuance of such certificate of withdrawal, the authority of the corporation to conduct affairs in this State shall cease.

TNPCA 8.15.E

E. . . . When the application for reinstatement is approved and filed by the Secretary of State, the corporate authority to do business in Texas shall be

deemed to have continued without interruption from the date of revocation, except that reinstatement shall have no effect upon any issue of personal liability of the directors, officers, or agents of the corporation during the period between revocation and reinstatement.

TPAA 13

Sec. 13. Upon the issuance of the certificate of association, the association's existence shall begin.

TPAA 17(A)

Sec. 17. (A) Issuance. Upon the issuance of the certificate of amendment by the Secretary of State, the amendment shall become effective and the articles of association shall be deemed to be amended accordingly.

TPAA 20

Sec. 20. Upon the issuance of the certificate of dissolution by the Secretary of State, the dissolution shall become effective and the existence of the association shall cease except for the purpose of suits, other proceedings and acts necessary for the winding up of the association.

TRLPA 1.05(c)

(c) The registration is effective for one year after the date on which the application is filed, unless it is voluntarily withdrawn before expiration by the filing of written notice of withdrawal with the secretary of state.

TRLPA 1.06(d), (e), (g), (i)

(d) On the filing of the statement by the secretary of state, the change of address of the registered office, the appointment of a new registered agent, or both, as the case may be, become effective.

(e) Filing of the statement amends the certificate of limited partnership or registration as a foreign limited partnership regarding the information required by Subdivision (2) of Subsection (a) of Section 2.01 or Subdivision (4) of Subsection (a) of Section 9.02 of this Act, as appropriate.

* * *

(g) On compliance with the requirements for giving written notice under Subsection (f) of this section, the appointment of an agent terminates on the 31st day after the date of receipt of the notice by the secretary of state. . . .

* * *

(i) . . . If the secretary of state finds that the statement conforms to this section, the secretary of state, on receipt of the filing fee, shall file it in accordance with Subsection (a) of Section 2.07 of this Act as if it were a certificate of amendment. The

address of the registered office of the limited partnership is changed on the filing of the statement by the secretary of state.

TRLPA 2.01(b)

(b) Except in the case of a limited partnership formed under a plan of merger or a plan of conversion under Section 2.11 or 2.15 of this Act, a limited partnership is formed at the time of the filing of the initial certificate of limited partnership with the secretary of state or at a later date or time specified in the certificate if there has been substantial compliance with the requirements of this section. In the case of a limited partnership being formed under a plan of merger or a plan of conversion under Section 2.11 or 2.15 of this Act, the existence of the limited partnership as a limited partnership begins on the effectiveness of the merger or the conversion, as applicable, and the persons to be partners shall become general or limited partners, as applicable, as of that time.

TRLPA 2.02(e)

(e) Unless otherwise provided by this Act, a certificate of amendment is effective when filed with the secretary of state or at a later date or time specified in the certificate if there has been substantial compliance with the requirements of this section.

TRLPA 2.03(c)

(c) If, in the case of merger or conversion, one or more limited partnerships formed under this Act are not the surviving or resulting domestic limited partnership or partnerships or other entity or entities, the certificate of merger or conversion filed under Subsection (d) of Section 2.11 or Subsection (e) of Section 2.15 of this Act is sufficient, without a filing under this section, to cancel the certificate of limited partnership of those nonsurviving limited partnerships.

TRLPA 2.06(d)

(d) On endorsement of the certificate by the secretary of state under Section 2.07 of this Act, the certificate of amendment, merger, conversion, or cancellation or restated certificate becomes effective and has the same effect as if it had been adopted by unanimous action of the general and the limited partners of the limited partnership being reorganized except as otherwise provided by this section or by the plan of reorganization ordered or decreed by a court of competent jurisdiction under federal statute.

TRLPA 2.07(b)

(b) Any document filed with the secretary of state under this Act is effective on filing with the secretary of state, except as permitted by Section 2.12.

TRLPA 2.10(d)

(d) On the filing of the restated certificate of limited partnership with the secretary of state, or on the future effective date or time of a restated certificate of limited partnership as provided by the certificate, the initial certificate of limited partnership, as previously amended or supplemented, is superseded, and the restated certificate of limited partnership, including any further amendment or changes made by it, is the certificate of limited partnership of the limited partnership. The original effective date of formation, however, is not changed.

TRLPA 2.11(f)

(f) Except as provided in Section 2.12 of this Act, the merger shall be effective upon the issuance of the certificate of merger by the secretary of state.

TRLPA 2.15(f)

(f) Except as otherwise provided by Section 2.14 of this Act, on the issuance of the certificate of conversion by the secretary of state, the conversion of a converting entity shall be effective.

TRLPA 9.09

Sec. 9.09. Subsection (c) of Section 2.04 and Section 2.07 of this Act are applicable to foreign limited partnerships as if they were domestic limited partnerships.

TRLPA 13.02(c)

(c) . . . On the filing of a document complying with this subsection, this Act applies to that partnership.

TRLPA 13.07(b)

(b) If a limited partnership complies with Subsection (a) of this section, the secretary of state shall revive the right of the limited partnership to transact business in this state, cancelling the notation regarding the forfeiture and noting the revival and the date of revival on the record kept in the secretary's office relating to the limited partnership.

TRLPA 13.08(b)

(b) On cancellation, the status of the limited partnership is changed to inactive according to the records of the secretary of state. . . .

TRPA 3.08(b)(4), (6), (7)

(4) A partnership is registered as a registered limited liability partnership on filing a completed initial or renewal application, in duplicate with the required fee, or on a later date specified in the application. A registration is not affected by later changes in the partners of the partnership.

* * *

(6) . . . A withdrawal notice terminates the status of the partnership as a registered limited liability partnership as of the date of filing the notice or a later date specified in the notice, but not later than the expiration date under Subdivision (5).

* * *

(7) . . . A renewal application filed under this section continues an effective registration for one year after the date the effective registration would otherwise expire.

TRPA 9.01(f)

(f) Effective Date of Conversion. A conversion of a partnership that is not a limited partnership to a limited partnership or a conversion of a limited partnership to a partnership that is not a limited partnership is effective on the later of the date specified in a written agreement concerning the conversion between the partners or the date all actions required by this section have been completed.

TRPA 9.02(f)

(f) Effective Date. Except as provided by Section 9.06, the merger shall be effective on the issuance of the certificate of merger by the secretary of state or, if a certificate of merger need not be executed, as provided in the plan of merger.

TRPA 9.05(g)

(g) Except as otherwise provided by Section 9.06, on the issuance of the certificate of conversion by the secretary of state (or if a certificate of conversion need not be executed, as provided in the plan of merger), the conversion of a converting entity shall be effective.

TRPA 10.02(d), (f), (g)

(d) A partnership is registered as a foreign limited liability partnership on filing a completed initial or renewal statement of foreign qualification, in duplicate with the required fee, or on a later date specified in the statement. A registration is not affected by later changes in the partners of the partnership.

* * *

(f) . . . A withdrawal notice terminates the status of the partnership as a foreign limited liability partnership as of the date of filing the notice or a later date specified in the notice, but not later than the expiration date under Subsection (e).

* * *

(g) . . . A renewal statement of foreign qualification filed under this section continues an effective

registration for one year after the date the effective registration would otherwise expire.

TRPA 10.05(d), (e), (f), (i)

(d) On the filing of the statement by the secretary of state, the change of address of the registered office, the appointment of a new registered agent, or both, as the case may be, become effective.

(e) Filing of the statement amends the statement of foreign qualification regarding the information required by Section 10.02(a)(5).

(f) A registered agent of a foreign limited liability partnership may resign by giving written notice to the foreign limited liability partnership and to the secretary of state. Notice must be given to the foreign limited liability partnership at its last known address and to the last known address of the attorney or other individual at whose request the registered agent was appointed for the foreign limited liability partnership. Notice, together with a duplicate copy, which need not be an executed original or a photocopy of an executed original, must be given to the secretary of state within 10 days after the date of mailing or delivery of the notice to the foreign limited liability partnership and attorney or individual. The notice to the secretary of state must include the last known address of the foreign limited liability partnership, the statement that written notice of resignation has been given to the foreign limited liability partnership, and the date that the notice was given.

* * *

(i) . . . Filing of the statement amends the statement of foreign qualification regarding the information required by Section 10.02(a)(5) and no further action is required under Section 10.02(k).

TREITA 3.10(B)

(B) . . . The existence of the real estate investment trust begins when the declaration of trust is filed as required by this subsection.

TREITA 5.10(E)

(E) On complying with the notice requirements of Subsections (C) and (D) of this Section, the appointment of a registered agent who wants to resign as agent terminates on the expiration of 30 days after the date on which the notice is filed with the county clerk of the county where the declaration of trust was filed.

TREITA 7.40(F)(4)

(4) After the filing of the statement with the county clerk, the bylaw or agreement restricting the transfer of shares or other securities becomes a matter of public record and the fact of the filing of the bylaw or

agreement shall be stated on any certificate representing the shares or other securities restricted by the bylaw or agreement if required by Subsection (F) of Section 7.20 of this Act.

TREITA 19.20(C)

(C) On the filing of the articles of dissolution with the county clerk of the county of the principal place of business of the real estate investment trust, the real estate investment trust shall cease to exist.

TREITA 22.60(A)

Sec. 22.60. (A) On the filing of the articles of amendment with the county clerk of the county of the principal place of business of the real estate investment trust, the amendment becomes effective and the declaration of trust is considered to be amended accordingly.

TREITA 22.70(E)

(E) On the filing of the copy of the restated declaration of trust with the county clerk of the county of the principal place of business of the real estate investment trust, the original declaration of trust and all amendments to the original declaration of trust shall be superseded and the restated declaration of trust is considered to be the declaration of trust of the real estate investment trust.

TREITA 23.50

Sec. 23.50. Except as otherwise provided by Section 27.10 of this Act, the merger or share exchange is effective when the articles of merger or exchange are filed as required by Section 23.40 of this Act.

TREITA 26.10(D)(6)

(6) On the filing of the articles of merger or share exchange as provided in Section 23.40 of this Act, the merger or share exchange becomes effective with the same effect as if the merger or share exchange had been adopted by unanimous action of the trust managers and shareholders of the real estate investment trust being reorganized. The effectiveness of the merger or share exchange shall be determined as provided in Section 23.50 of this Act.

Revisor's Note:

As the many source law excerpts demonstrate, the former laws had varying ways of determining when the legal consequences of a filed instrument took effect. In particular, the TBCA, TNPCA and TLLCA made effectiveness dependent on issuance of a certificate by the secretary of state. By contrast, the TRLPA in Section 4.051 made any filing instrument under that Act effective upon filing, except as otherwise provided. The revised law adopts that approach by having the same simple standard for effectiveness as the general rule.

Revised Law:

Sec. 4.052. DELAYED EFFECTIVENESS OF CERTAIN FILINGS. Except as provided by Section 4.058, a filing instrument may take effect after the time the instrument would otherwise take effect as provided by this code for the entity filing the instrument and:

- (1) at a specified date and time; or
- (2) on the occurrence of a future event or fact, including an act of any person.

Source Law:

TBCA 10.03.A

A. The effectiveness of (i) the incorporation of a corporation under this Act, (ii) an amendment to a corporation's articles of incorporation, including an amendment effected pursuant to a statement of resolution establishing a series of shares, (iii) the restatement of articles of incorporation of a corporation, (iv) a merger or share exchange, (v) a cancellation of redeemable or reacquired shares or a reduction in stated capital, (vi) a voluntary dissolution, (vii) the authorization or withdrawal of a foreign corporation to transact business in this State, (viii) an amendment to the certificate of authority of a foreign corporation, (ix) a bylaw or agreement restricting the transfer of shares or securities of a corporation pursuant to this Act, (x) a change in registered office or registered agent, (xi) a change of address of a registered agent (each such act or document being a "Permitted Act"), or (xii) a conversion may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective upon the occurrence of events or facts that may occur in the future, which events or facts may include future acts of any person or entity,

TLLCA 9.03.A(1) & (2)

A. (1) For purposes of this Article, "permitted act" means a filing with the Secretary of State under this Act for:

- (a) the articles of organization of a limited liability company under this Act;
- (b) an amendment to or restatement of the articles of organization;
- (c) a merger or conversion;
- (d) the application of a foreign limited liability company to procure a certificate of authority to transact business in this state or to withdraw from doing business in this state;

(e) an amendment to the certificate of authority of a foreign limited liability company to transact business in this state;

(f) a change in registered office or registered agent;

(g) a change of address of a registered agent; or

(h) a voluntary dissolution.

(2) A permitted act may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective on the occurrence of events or facts that may occur in the future. Those events or facts may include future acts of any person ~~if~~

. . . .

TNPCA 10.07.A & B

A. In this article the following are permitted acts:

(1) the incorporation of a corporation under this Act;

(2) an amendment of the articles of incorporation;

(3) the restatement of the articles of incorporation;

(4) a voluntary dissolution;

(5) the authorization or withdrawal of a foreign corporation to conduct affairs in this State;

(6) a change in registered office or registered agent;

(7) a change of address of a registered agent; or

(8) a merger or consolidation of domestic corporations or of domestic and foreign corporations.

B. A permitted act may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective on the occurrence of events or facts that may occur in the future. Those events or facts may include future acts of any person or entity,

. . . .

TRLPA 2.12.A

Sec. 2.12. A. The effectiveness of (i) the certificate of limited partnership of a limited partnership under this Act, (ii) an amendment to a certificate of limited partnership, (iii) the restatement of a certificate of limited partnership, (iv) a merger, (v) a certificate of cancellation, (vi) the registration or cancellation of registration of a foreign limited partnership to transact business in this State, (vii) an amendment to the registration of a foreign limited partnership, (viii) a change in registered office or registered agent, (ix) a change of address of a registered agent (each such act or document being a "Permitted Act"), and (x) a conversion

may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective upon the occurrence of events or facts that may occur in the future, which events or facts may include future acts of any person or entity,

TREITA 27.10(A), (F)

(A) A permitted act may be made effective at a time and date after the time and date otherwise provided for the permitted act in this Act or may be made effective upon the occurrence of future events or facts, including future acts of any person or entity,

* * *

(F) In this section, "permitted act" means:

(1) the formation of a real estate investment trust under this Act;

(2) an amendment of a real estate investment's trust's declaration of trust, including an amendment effected pursuant to a statement of resolution establishing a series of shares;

(3) the restatement of the declaration of trust of a real estate investment trust;

(4) a merger or share exchange;

(5) a cancellation of redeemable or reacquired shares or a reduction in stated capital;

(6) a voluntary dissolution;

(7) a bylaw or agreement restricting the transfer of shares or securities of a real estate investment trust;

(8) a change in registered office or registered agent;
or

(9) change of address of a registered agent.

TRPA 3.08(b)(4)

(b) Registration. . . .

* * *

(4) A partnership is registered as a registered limited liability partnership on filing a completed initial or renewal application, in duplicate with the required fee, or on a later date specified in the application. A registration is not affected by later changes in the partners of the partnership.

TRPA 9.06

Sections 2.12 and 12.01, Texas Revised Limited Partnership Act (Article 6132a-1, Vernon's Texas Civil

Statutes), apply to filings made with the secretary of state under this article as if those filings related to limited partnerships.

TRPA 10.02(d)

(d) A partnership is registered as a foreign limited liability partnership on filing a completed initial or renewal statement of foreign qualification, in duplicate with the required fee, or on a later date specified in the statement. A registration is not affected by later changes in the partners of the partnership.

Revisor's Note:

In 1991, Article 10.03 was added to the TBCA to follow up on the concept of delayed effectiveness already permitted for mergers and share exchanges by allowing the same option for other specified filings and actions under the TBCA for a period of up to 90 days after the initial filings relating thereto. Subsequently, the same privilege was extended to specified filings under the TLLCA, TNPCA, TRLPA and TREITA. The revised law codifies those provisions in Sections 4.052 - 4.059 to permit the same delayed effectiveness. It does so, however, in a more readable and understandable format and also incorporating provisions not found in some of the former Acts on abandonment before effectiveness and specifying when delayed effectiveness is not permitted.

No substantive change is intended. Unlike the former statutes, Section 4.052 does not use the concept of "permitted acts" to define the circumstances when delayed filing is permitted. Rather, it allows delayed filing in any case that meets the requirements of 4.052(1) or (2), except as provided by Section 4.058.

Revised Law:

Sec. 4.053. CONDITIONS FOR DELAYED EFFECTIVENESS. (a) The date and time at which a filing instrument takes effect is delayed if the instrument clearly and expressly states, in addition to any other required statement or information:

(1) the specific date and time at which the instrument takes effect; or

(2) if the instrument takes effect on the occurrence of a future event or fact that may occur:

(A) the manner in which the event or fact will cause the instrument to take effect; and

(B) the date of the 90th day after the date the instrument is signed.

(b) If a filing instrument is to take effect on a specific date and time other than that provided by this code:

(1) the date may not be later than the 90th day after the date the instrument is signed; and

(2) the specific time at which the instrument is to take effect may not be specified as "12:00 a.m." or "12:00 p.m."

Source Law:

TBCA 10.03.A(1) & (2)

A. The effectiveness of . . . may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective upon the occurrence of events or facts that may occur in the future, which events or facts may include future acts of any person or entity, if:

(1) the articles, statement, application, or other filing that is required by this Act to be filed with the Secretary of State to make effective such Permitted Act clearly and expressly set forth, in addition to any other statement or information required to be set forth therein, (i) the time and date on which such Permitted Act is to become effective or (ii) if such Permitted Act is to become effective upon the occurrence of events or facts that may occur in the future, (a) the manner in which such events or facts shall operate to cause such Permitted Act to become effective and (b) the date of the 90th day after the date of the filing of such articles, statement, application or other filing;

(2) in the case of a Permitted Act that is to become effective as of a time or date after the time and date otherwise provided in this Act, (i) such subsequent time and date is not more than 90 days after the date of the filing of the articles, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective such Permitted Act and (ii) the time on which the Permitted Act is to become effective is not midnight or 12:00 p.m.; and

TLLCA 9.03.A(2)-(3)

A. . . . (2) A permitted act may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective on the occurrence of events or facts that may occur in the future. Those events or facts may include future acts of any person if the articles of organization, articles of amendment or restatement, articles of merger, application, or other document required by this Act to be filed with the Secretary of State to make the permitted act effective clearly and expressly states, in addition to any other statement or information required:

(a) a time and date certain on which the permitted act is to become effective; or

(b) if the permitted act is to become effective on the occurrence of events or facts that may occur in the future:

(i) the manner in which the events or facts cause the permitted act to become effective; and

(ii) the date of the 90th day after the date of the filing of the articles of organization, articles of amendment or restatement, articles of merger, application, or other document.

(3) A permitted act becoming effective as of a time or date certain that is after the time and date otherwise provided in this Act must specify a subsequent effective time and date that is not more than 90 days after the date of the filing of the articles of organization, articles of amendment or restatement, articles of merger, application, or other document required by this Act. The time certain on which the permitted act is to become effective may not be midnight or 12 p.m.

TNPCA 10.07.B(1) & (2)

B. A permitted act may be made effective as of a time and date after the time and date otherwise provided in this Act or may be made effective on the occurrence of events or facts that may occur in the future. Those events or facts may include future acts of any person or entity, if:

(1) the articles, statement, application, or other filing that is required by this Act to be filed with the Secretary of State to make the permitted act effective clearly and expressly sets forth, in addition to any other statement or information required to be set forth:

(a) the time and date on which the permitted act is to become effective; or

(b) if the permitted act is to become effective on the occurrence of events or facts that may occur in the future, the manner in which the events or facts will operate to cause the permitted act to become effective;

(2) in the case of a permitted act that is to become effective on the mere passage of time as of a time or date after the time and date otherwise provided in this Act, the subsequent time and date must not be more than 90 days after the date of the filing of the articles, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective the permitted act; and

* * *

TRLPA 2.12.A(1) & (2)

Sec. 2.12. A. The effectiveness of . . . may be made effective as of a time and date after the time and date

otherwise provided in this Act or may be made effective upon the occurrence of events or facts that may occur in the future, which events or facts may include future acts of any person or entity, if:

(1) the certificate, statement, application, or other filing that is required by this Act to be filed with the Secretary of State to make effective such Permitted Act clearly and expressly sets forth, in addition to any other statement or information required to be set forth therein, (i) the time and date on which such Permitted Act is to become effective or (ii) if such Permitted Act is to become effective upon the occurrence of events or facts that may occur in the future, (a) the manner in which such events or facts shall operate to cause such Permitted Act to become effective and (b) the date of the 90th day after the date of the filing of such certificate, statement, application or other filing; and either

(2) If in the case of a Permitted Act that is to become effective as of a time or date after the time and date otherwise provided in this Act, such subsequent time and date is not more than 90 days after the date of the filing of the certificate, statement, application, or other filing that is otherwise required by this Act to be filed with the Secretary of State to make effective such Permitted Act and (iii) the time on which the Permitted Act is to become effective is not midnight or 12:00 p.m.;

TREITA 27.10.(A)

(A) A permitted act may be made effective at a time and date after the time and date otherwise provided for the permitted act in this Act or may be made effective on the occurrence of events or facts, including future acts of any person or entity, if:

(1) the articles, statement, application, or other filing that is required to be filed with the county clerk of the county of the principal place of business of the real estate investment trust by this Act to make effective the permitted act clearly and expressly set forth, in addition to any other statement or information required to be set forth in those documents:

(a) the time and date on which the permitted act is to become effective or whether the permitted act is to become effective on the occurrence of a future event or fact;

(b) the manner in which the events or facts shall operate to cause the permitted act to become effective; and

(c) the date of the 90th day after the date of the filing of the articles, statement, application, or other filing.

(2) in the case of a permitted act that is to become effective as of a time or date after the time and date otherwise provided in this Act, the subsequent time and date is not be more than 90 days after the date of the filing of the articles, statement, application, or other filing that is otherwise required by this Act to be filed with the county clerk of the county of the principal place of business of the real estate investment trust to make effective the permitted act and the time on which the permitted act is to become effective is not midnight or noon; . . .

Revisor's Note:

No substantive change is intended, except that the revised law permits limited liability partnership filings to be made effective upon the occurrence of a future event. See Revisor's Note to Section 4.052.

Revised Law:

Sec. 4.054. DELAYED EFFECTIVENESS ON FUTURE EVENT OR FACT. A filing instrument that is to take effect on the occurrence of a future event or fact, other than the passage of time, and for which the statement required by Section 4.055 is filed within the prescribed time, takes effect on the date and time at which the last specified event or fact occurs or the date and time at which a condition is satisfied or waived.

Source Law:

TBCA 10.03.D

D. If any Permitted Act is to be made effective upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the statement required by Subsection 3 of Section A of this Article is filed with the Secretary of State within the time prescribed therein, such Permitted Act shall become effective as of the time and date on which the latest specified event or fact shall have occurred or the time and date on which such condition is otherwise satisfied or waived. . . .

TLLCA 9.03.D

D. (1) A permitted act to be made effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, and for which the statement required by Subsection (4) of Section A of this Article is filed with the Secretary of State within the prescribed time becomes effective as of the time and date on which the latest specified event or fact occurred or the time and date on which the condition is otherwise satisfied or waived. . . .

TNPCA 10.07.E

E. If a permitted act is to be made effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the

statement required by Section A(3) of this article is filed with the Secretary of State within the time prescribed, the permitted act becomes effective as of the time and date on which the latest specified event or fact occurs or the time and date on which the condition is otherwise satisfied or waived. . . .

TRLPA 2.12.D

D. If any Permitted Act is to be made effective upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the statement required by Section A(1)(b) of this Section 2.12 is filed with the Secretary of State within the time prescribed therein, such Permitted Act shall become effective as of the time and date on which the latest specified event or fact shall have occurred or the time and date on which such condition is otherwise satisfied or waived. . . .

TREITA 27.10 (D)

(D). If any permitted act is to be made effective on the occurrence of future events or facts, other than the mere passage of time, and the statement required by Subdivision (3) of Subsection (A) of this Section is filed with the filed with the county clerk of the county of the principal place of business of the real estate investment trust within the time prescribed in that Subdivision, the permitted act takes effect on the time and date on which the latest specified event or fact occurs or the time and date on which the condition is otherwise satisfied or waived. . . .

TRPA 9.06

Sections 2.12 and 12.01, Texas Revised Limited Partnership Act (Article 6132a-1, Vernon's Texas Civil Statutes), apply to filings made with the secretary of state under this article as if those filings related to limited partnerships.

Revisor's Note:

No substantive change is intended.

Revised Law:

Sec. 4.055. STATEMENT OF EVENT OR FACT. An entity that files a filing instrument that takes effect on the occurrence of a future event or fact, other than the passage of time, must sign and file as provided by Subchapter A, not later than the 90th day after the date the filing instrument is filed, a statement that:

(1) confirms that each event or fact on which the effect of the instrument is conditioned has been satisfied or waived; and

(2) states the date and time on which the condition was satisfied or waived.

Source Law:

TBCA 10.03.A(3)

(3) in the case of a Permitted Act that is to be made effective upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all such events or facts upon which the effectiveness of such Permitted Act is conditioned have been satisfied or waived, and of the date on which such condition was satisfied or waived, is filed with the Secretary of State within 90 days of the date of the filing of the articles, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective.

TLLCA 9.03.A(4)

(4) Within 90 days after the date of filing of the articles of organization, articles of amendment or restatement, articles of merger, application, or other document for a permitted act becoming effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement must be filed with the Secretary of State confirming that all the events or facts on which the effectiveness of the permitted act is conditioned have been satisfied or waived and the date on which the condition was satisfied or waived.

TNPCA 10.07.B(3)

(3) in the case of a permitted act that is to be made effective on the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all the events or facts on which the effectiveness of the permitted act is conditioned have been satisfied or waived and the date on which the condition was satisfied or waived must be filed with the Secretary of State within 90 days of the date of the filing of the articles, statement, application, or other filing that is otherwise required by this Act for the permitted act to become effective.

TRLPA 2.12.A(3)

(3) Permitted Act that is to be made effective upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, a statement that all such events or facts upon which the effectiveness of such Permitted Act is conditioned have been satisfied or waived, and of the date on which such condition was satisfied or waived is filed with the Secretary of State within 90 days of the date of the filing of the certificate, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective.

TREITA 27.10 (A)(3)

(3) . . . in the case of a permitted act that is to take effect upon the occurrence of events or facts that may occur in the future, other than the mere passage of time,

a statement that all the events or facts upon which the effectiveness of the permitted act is conditioned have been satisfied or waived, including the date on which such condition was satisfied or waived, is filed with the county clerk of the county of the principal place of business of the real estate investment trust within 90 days of the date of the filing of the articles, statement, application or other filing that is otherwise required by this Act for the permitted act to become effective.

TRPA 9.06

Sections 2.12 and 12.01, Texas Revised Limited Partnership Act (Article 6132a-1, Vernon's Texas Civil Statutes), apply to filings made with the secretary of state under this article as if those filings related to limited partnerships.

Revisor's Note:

No substantive change is intended.

Revised Law:

Sec. 4.056. FAILURE TO FILE STATEMENT. (a) If the effect of a filing instrument is conditioned on the occurrence of a future event or fact, other than the passage of time, and the statement required by Section 4.055 is not filed before the expiration of the prescribed time, the filing instrument does not take effect. This section does not preclude the filing of a subsequent filing instrument required by this code to effect the action intended to be effected by the original filing instrument effective.

(b) If the effect of a filing instrument is conditioned on the occurrence of a future event or fact, other than the passage of time, and the specified event or fact does not occur and is not waived, the parties to the filing instrument must sign and file a certificate of abandonment as provided by Section 4.057.

Source Law:

TBCA 10.03.E

E. If the effectiveness of any Permitted Act is conditioned upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the statement required by Subsection 3 of Section A of this Article is not filed with the Secretary of State within the time prescribed therein, such Permitted Act shall not become effective unless there is subsequently filed with the Secretary of State the articles, statement, application, or other filing required by this Act to be filed with the Secretary of State to make effective such Permitted Act.

TLLCA 9.03.E

E. If the effectiveness of any permitted act is conditioned on the occurrence of events or facts that may occur in the future, other than the mere passage of time,

and the statement required by Subsection (4) of Section A of this Article is not filed with the Secretary of State within the prescribed time, the permitted act does not become effective unless there is subsequently filed with the Secretary of State the articles of organization, articles of amendment or restatement, articles of merger, application, or other document required by this Act to be filed with the Secretary of State to make the permitted act effective.

TNPCA 10.07.F

F. If the effectiveness of any permitted act is conditioned on the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the statement required by Section A(3) of this article is not filed with the Secretary of State within the time prescribed, the permitted act is not effective unless there is subsequently filed with the Secretary of State the articles, statement, application, or other filing required by this Act to be filed with the Secretary of State to make the permitted act effective.

TRLPA 2.12.E

E. If the effectiveness of any Permitted Act is conditioned upon the occurrence of events or facts that may occur in the future, other than the mere passage of time, and the statement required by Section A(1)(b) of this Section 2.12 is not filed with the Secretary of State within the time prescribed therein, such Permitted Act shall not become effective unless there is subsequently filed with the Secretary of State the certificate, statement, application, or other filing required by this Act to be filed with the Secretary of State to make effective such Permitted Act.

TREITA 27.10 (E)

(E) If the effectiveness of any permitted act is conditioned on the occurrence of future events or facts, other than the mere passage of time, and the statement required by Subdivision (3) of Subsection A of this Section is not filed with the county clerk of the county of the principal place of business of the real estate investment trust within the time prescribed in that Subdivision, the permitted act may not take effect unless the articles, statement, application, or other filing required by this Act to be filed with the county clerk of the county of the principal place of business of the real estate investment trust to make the permitted act effective are subsequently filed with the county clerk of the county of the principal place of business of the real estate investment trust.

Revisor's Note:

Subsection (b) is new for all entities and requires a certificate of abandonment to be filed under Section 4.057 if a filing instrument does not become effective because a future event or fact did not occur.

Revised Law:

Sec. 4.057. ABANDONMENT BEFORE EFFECTIVENESS. (a) The parties to a filing instrument may abandon the filing instrument if the instrument has not taken effect.

(b) To abandon a filing instrument the parties to the instrument must file with the filing officer a certificate of abandonment.

(c) A certificate of abandonment must:

(1) be signed on behalf of each entity that is a party to the action or transaction by the person authorized by this code to act on behalf of the entity;

(2) state the nature of the filing instrument to be abandoned, the date of the instrument, and the parties to the instrument; and

(3) state that the filing instrument has been abandoned in accordance with the agreement of the parties.

(d) On the filing of the certificate of abandonment, the action or transaction evidenced by the original filing instrument is abandoned and may not take effect.

(e) If in the interim before a certificate of abandonment is filed the name of an entity that is a party to the action or transaction becomes the same as or deceptively similar to the name of another entity already on file or reserved or registered under this code, the filing officer may not file the certificate of abandonment unless the entity by or for whom the certificate is filed changes its name in the manner provided by this code for that entity.

Source Law:

TLLCA 9.03.F

F. If articles of organization, articles of amendment or restatement, articles of merger, articles of conversion, an application, or any other document permitted to be filed pursuant to this Act with the Secretary of State have been filed but the event or transaction evidenced by the filing has not become effective, the filing may be abandoned in accordance with the agreement of the parties to the filing by filing a certificate of abandonment with the Secretary of State before the effectiveness of the event or transaction in accordance with the terms of the document so filed. The certificate of abandonment must be signed on behalf of each domestic or foreign limited liability company or other entity that is a party to the event or transaction by a member, manager, officer, or other authorized representative and must state the nature of the filing to be abandoned, the date of the filing to be abandoned, the parties to the filing to be abandoned, and that the event or transaction has been abandoned in accordance with the agreement of the parties. On the

filing of the certificate of abandonment with the Secretary of State, the event or transaction evidenced by the original filing shall be considered abandoned and may not become effective.

TRLPA 2.12.F

F. If a certificate of limited partnership, a certificate of amendment or cancellation, a judicial decree of amendment or cancellation, a certificate of merger, a certificate of conversion, a restated certificate or any other document permitted to be filed pursuant to this Act with the Secretary of State has been filed but the event or transaction evidenced thereby has not become effective, such filing may be abandoned in accordance with the agreement of the parties thereto and, if so abandoned, a certificate of abandonment, signed on behalf of each domestic and foreign limited partnership or other entity that is a party to the event or transaction by any general partner, an officer or other duly authorized representative, stating the nature, date of filing and parties to the filing to be abandoned and that the event or transaction has been abandoned in accordance with the agreement of the parties, is filed with the Secretary of State prior to the effectiveness of the event or transaction in accordance with the terms of the document so filed. Upon the filing of such statement by the Secretary of State, the event or transaction evidenced by the original filing shall be deemed abandoned and shall not become effective.

1 T.A.C. §79.82

If a document is abandoned in accordance with a statutory provision for abandonment, the secretary of state:

(1) will change the status of all the entities filed with the secretary of state which would have merged out of existence, dissolved, or withdrawn to active on the computer records of the agency and record the filing of the abandonment. If the names of these entities are not available, the entities must file articles of amendment or take other action to change the entity name or bring the name into compliance with applicable statutory provisions as a condition of acceptance of the abandonment;

(2) will change the status of all entities that would have been created and filed or authorized to transact business in Texas with the secretary of state by the terms of the document filing to inactive on the computer records of the agency;

(3) will change the status of a converted entity that would have been created and filed in Texas with the secretary of state by the terms of the articles of conversion to inactive on the computer records of the agency; and

(4) will change the status of a converting domestic entity filed with the secretary of state to active on the computer records of the secretary of state. If the name of the entity is not available, the entity must file articles of amendment or take other action to change the entity name or bring the entity name into compliance with applicable statutory provisions as a condition of acceptance of the abandonment.

Revisor's Note:

Under the source law, statutory abandonment of any filed instruments prior to effectiveness was limited to instruments filed by limited liability companies and limited partnerships. Under the TBCA and TNPCA, such a right was granted only in certain circumstances, including, for example, mergers (TBCA 5.03.L; TNPCA 5.03B), conversions (TBCA 5.17.E) and dissolutions (TBCA 6.05.A; TNPCA 6.04). Section 4.057 adopts the TLLCA and TRLPA approach and extends this procedure to permit any filed instrument subject to a delayed effectiveness to be abandoned prior to its effectiveness. Subsection (e) codifies, in part, a Texas Secretary of State administrative rule (1 T.A.C. §79.82) requiring that as a prerequisite to filing the certificate of abandonment, an entity that is a party to the abandonment change its name in the manner required by the code should the name of the entity, in the interim prior to filing the certificate of abandonment, become the same as or deceptively similar to the name of another existing entity.

Revised Law:

Sec. 4.058. DELAYED EFFECTIVENESS NOT PERMITTED. The effect of the following filing instruments may not be delayed:

- (1) a reservation of name as provided by Subchapter C, Chapter 5;
- (2) a registration of name as provided by Subchapter D, Chapter 5;
- (3) a statement of event or fact as provided by Section 4.055; or
- (4) a certificate of abandonment as provided by Section 4.057.

Source Law:

[See the source law for section 4.052 enumerating under the former law the specific filing instruments, sometimes referred to as "permitted acts", whose effectiveness could be delayed. None of those named included any of the filing instruments listed in Section 4.058 but having been set out in full for section 4.052, those source law provisions need not be repeated here.]

Revisor's Note:

The source law, which listed the types of filing instruments the effectiveness of which could be delayed, excluded from such lists the filing instruments specified in Section 4.058. The Code presents the delayed effectiveness of certain filings in a more readily understood format by establishing a general provision for delayed effectiveness in Section 4.052 (see note to Section 4.052). Section 4.058, which is an exception to the general provision, carries forward the exclusions in the source law by listing the filing instruments the effectiveness of which cannot be delayed. No substantive change is intended.

Revised Law:

Sec. 4.059. ACKNOWLEDGMENT OF FILING WITH DELAYED EFFECTIVENESS. (a) An acknowledgment of filing issued or other action taken by the secretary of state affirming the filing of a filing instrument that has a specific delayed effective date must state the date and time at which the instrument takes effect.

(b) An acknowledgment of filing issued or other action taken by the secretary of state affirming the filing of a filing instrument the effect of which is delayed until the occurrence of a future event or fact must:

(1) state that the effective date and time of the filing instrument is conditioned on the occurrence of a future event or fact as described in the filing instrument; or

(2) otherwise indicate that the effective date and time of the instrument is conditioned on the occurrence of a future event or fact.

Source Law:

TBCA 10.03.C & D

C. If any Permitted Act is to become effective as of a time or date after the time and date otherwise provided in this Act for such Permitted Act to become effective, notwithstanding any other provision of this Act to the contrary, such Permitted Act shall become, to the extent permitted by Section A of this Article, effective as of such subsequent time and date, and any certificate issued by the Secretary of State upon the filing of the articles, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective shall expressly set forth the time and date upon which such Permitted Act is to become effective.

D. . . . Any certificate issued or notation, acknowledgment or other statement made by the Secretary of State upon the filing of the articles, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective shall

state that "The effectiveness of the action to which this instrument relates is conditioned upon the occurrence of certain facts or events described in the filing to which this instrument relates" or shall make reference in such manner as the Secretary of State shall approve to the fact that the effectiveness of the action is so conditioned. The time and date on which a condition to the effectiveness of a Permitted Act is satisfied or waived as set forth in a statement filed with the Secretary of State pursuant to Subsection 3 of Section A of this Article shall be conclusively regarded as the time and date on which such condition was satisfied or waived for purposes of this Article.

TLLCA 9.03.C & D

C. Notwithstanding any other provision of this Act to the contrary, a permitted act that is to become effective as of a time or date after the time and date otherwise provided in this Act, to the extent permitted by this Article, shall become effective as of the subsequent time and date. Any certificate issued by the Secretary of State on the filing of the articles of organization, articles of amendment or restatement, articles of merger, application, or other document otherwise required by this Act for the permitted act to become effective shall expressly set forth the time and date on which the permitted act is to become effective.

D. (1) . . . Any certificate issued or notation, acknowledgment, or other statement made by the Secretary of State on the filing of the articles of organization, articles of amendment or restatement, articles of merger, application, or other document otherwise required by this Act for the permitted act to become effective must:

(a) state that "The effectiveness of the action to which this instrument relates is conditioned on the occurrence of certain facts or events described in the filing to which this instrument relates"; or

(b) make reference in any manner approved by the Secretary of State to the fact that the effectiveness of the action is so conditioned.

(2) The time and date on which a condition to the effectiveness of a permitted act is satisfied or waived as set forth in a statement filed with the Secretary of State pursuant to Subsection (4) of Section A of this Article shall be conclusively regarded as the time and date on which the condition was satisfied or waived for purposes of this section.

TNPCA 10.07.D & E

D. If any permitted act is to become effective as of a time or date after the time and date otherwise provided in this Act, for the permitted act to become effective, notwithstanding any other provision of this Act to the contrary, the permitted act shall become, to the extent

permitted by Section A of this article, effective as of the subsequent time and date, and any certificate issued by the Secretary of State on the filing of the articles, statement, application, or other filing that is otherwise required by this Act for the permitted act to become effective shall expressly state the time and date on which the permitted act is to become effective.

E. . . . Any certificate issued or notation, acknowledgment, or other statement made by the Secretary of State on the filing of the articles, statement, application, or other filing that is otherwise required by this Act for the permitted act to become effective shall state that "The effectiveness of the action to which this instrument relates is conditioned on the occurrence of certain facts or events described in the filing to which this instrument relates" or shall make reference in a manner the Secretary of State approves, to the fact that the effectiveness of the action is conditioned. The time and date on which a condition to the effectiveness of a permitted act is satisfied or waived as set forth in a statement filed with the Secretary of State pursuant to Section A(3) of this article shall be conclusively regarded as the time and date on which the condition was satisfied or waived for purposes of this article.

TRLPA 2.12.C & D

C. If any Permitted Act is to become made effective as of a time or date after the time and date otherwise provided in this Act for such Permitted Act to become effective, notwithstanding any other provision of this Act to the contrary, such Permitted Act shall, to the extent permitted by this Section 2.12, become effective as of such subsequent time and date and any certificate issued by the Secretary of State upon the filing of the certificate, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective shall expressly set forth the time and date upon which such Permitted Act is to become effective.

D. . . . Any certificate issued or notation, acknowledgment or other statement made by the Secretary of State upon the filing of the certificate, statement, application or other filing that is otherwise required by this Act for such Permitted Act to become effective shall state that "The effectiveness of the action to which this instrument relates is conditioned upon the occurrence of certain facts or events described in the filing to which this instrument relates" or shall make reference in such manner as the Secretary of State shall approve to the fact that the effectiveness of the action is so conditioned. The time and date on which a condition to the effectiveness or a Permitted Act is satisfied or waived as set forth in a statement filed with the Secretary of State pursuant to Section A(1)(b) of this Section 2.12 shall be conclusively required as the time

and date on which such condition was satisfied or waived for purposes of this Section.

Revisor's Note:

No substantive change is intended.

(Sections 4.060-4.100 reserved for expansion)

SUBCHAPTER C. CORRECTION AND AMENDMENT

Revised Law:

Sec. 4.101. CORRECTION OF FILINGS. (a) A filing instrument that has been filed with the secretary of state that is an inaccurate record of the event or transaction evidenced in the instrument, that contains an inaccurate or erroneous statement, or that was defectively or erroneously signed, sealed, acknowledged, or verified may be corrected by filing a certificate of correction.

(b) A certificate of correction must be signed by the person authorized by this code to act on behalf of the entity.

Source Law:

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TMCLA 1302-7.01

Whenever any instrument authorized to be filed by a domestic or foreign corporation with the Secretary of State under any statute to which this Act applies has been filed and is an inaccurate record of the corporate action referred to in the instrument, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or verified, the instrument may be corrected by articles of correction. Articles of correction must be executed on behalf of the corporation by an officer or director.

TRLPA 2.13(a)

Sec. 2.13. (a) Whenever any instrument authorized to be filed by a domestic or foreign limited partnership with the secretary of state under this Act has been filed and is an inaccurate record of the action referred to in the instrument, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or verified, the instrument may be corrected by a certificate of correction.

TRLPA 9.05

If any statement in the application for registration of a foreign limited partnership was false when made or if any

arrangements or other facts described in the application have chanted, making the application false in any respect, the foreign limited partnership shall promptly pay the filing fee and file with the secretary of state a certificate executed by a general partner correcting the false statement.

Revisor's Note:

Sections 4.101, 4.103-4.105 of this subchapter are based on TMCLA Articles 7.01-7.04 that provide the procedure for correcting inaccurate or defective instruments filed by a domestic or foreign corporation. A limited liability company was expressly permitted to utilize the same procedure by Article 8.12B of that Act. Because the TMCLA procedure proved very useful when corporate documents containing inadvertent errors had been filed, the TRLPA was amended in 1991 by adding Section 2.13 to make limited partnership filings correctable as well. Although the source law is not clear as to whether professional associations could do the same by virtue of the language in the TMCLA and TPAA, the Secretary of State in practice has allowed professional associations to make this corrective filing. To the extent the TMCLA does not apply to real estate investment trusts, this provision can be considered new for real estate investment trusts and county clerks, although most county clerks currently would accept a corrective filing so long as it meets the regular recordation requirements.

The TRLPA did not state who could file a correction for a limited partnership whereas the TLLCA and TMCLA specified the filing being done by a corporation's officer or director or a limited liability company's member, manager or officer. Instead, Section 4.101 provides a uniform rule for all filing entities by requiring a certificate of correction to be signed by the person authorized by the Code to act on behalf of the entity.

Revised Law:

Sec. 4.102. LIMITATION ON CORRECTION OF FILINGS. A filing instrument may be corrected to contain only those statements that this code authorizes or requires to be included in the original instrument. A certificate of correction may not alter, add, or delete a statement that by its alteration, addition, or deletion would have caused the secretary of state to determine the filing instrument did not conform to this code at the time of filing.

Source Law:

1 T.A.C. §79.24(a)

(a) Documents may be corrected to contain only those statements which lawfully could have been included in the original document. Articles of correction or a certificate of correction may not be used to revoke a previously filed document or to alter, include or delete a statement, which by its alteration, inclusion or

deletion, would have caused the secretary of state to determine that the document did not conform to law at the time of the original filing.

Revisor's Note:

Section 4.102 codifies the Secretary of State's administrative rule in 1 T.A.C. §79.24(a) that limits correction of filings. A certificate of correction may not revoke a previously filed document or alter it in such a way that it would not have been accepted for filing when originally filed. No substantive change is intended in making the administrative rule part of the Code.

Revised Law:

Sec. 4.103. CERTIFICATE OF CORRECTION. The certificate of correction must:

- (1) state the name of the entity;
- (2) identify the filing instrument to be corrected by description and date of filing with the secretary of state;
- (3) identify the inaccuracy, error, or defect to be corrected; and
- (4) state in corrected form the portion of the filing instrument to be corrected.

Source Law:

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TMCLA 1302-7.02

The articles of correction shall:

- (1) set forth the name of the domestic or foreign corporation;
- (2) identify the instrument to be corrected by description and the date of its filing with the Secretary of State;
- (3) identify the inaccuracy, error, or defect to be corrected; and
- (4) set forth a statement in corrected form of the portion of the instrument to be corrected.

TRLPA 2.13(b)

(b) The certificate of correction shall:

- (1) set forth the name of the limited partnership;
- (2) identify the instrument to be corrected by description and the date of its filing with the secretary of state;
- (3) identify the inaccuracy, error, or defect to be corrected; and
- (4) set forth a statement in corrected form of the portion of the instrument to be corrected.

Revisor's Note:

No substantive change is intended, except as described in the Revisor's Note to Section 4.101.

Revised Law:

Sec. 4.104. FILING CERTIFICATE OF CORRECTION. The certificate of correction shall be filed with and acted on by the secretary of state as provided by Subchapter A. On filing, the secretary of state shall deliver to the entity or its representative an acknowledgment of the filing.

Source Law:

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TMCLA 1302-7.03.A & B

A. The original and a copy of the articles of correction shall be delivered to the Secretary of State. If the Secretary of State finds that the articles of correction conform to law, the Secretary of State shall, when all fees have been paid as required by law:

- (1) endorse on the original and the copy the word "Filed," and the month, day, and year that the articles are filed;
- (2) file the original in the office of the Secretary of State; and
- (3) issue a certificate of correction to which the Secretary of State shall affix the copy.

B. The certificate of correction, together with the copy of the articles of correction affixed to the certificate

by the Secretary of State, shall be delivered to the domestic or foreign corporation or its representative.

Revisor's Note:

Section 4.104 provides for the filing of a "certificate of correction" instead of articles of correction, as provided by the TLLCA and the TMCLA. Moreover, the procedural aspects of the filing with and by the secretary of state are those now set out in much less detail in Subchapter A. No substantive change is intended, except as described in the Revisor's Note to Section 4.101.

Revised Law:

Sec. 4.105. EFFECT OF CERTIFICATE OF CORRECTION. (a) After the secretary of state files the certificate of correction, the filing instrument is considered to have been corrected on the date the filing instrument was originally filed, except as provided by Subsection (b).

(b) As to a person who is adversely affected by the correction, the filing instrument is considered to have been corrected on the date the certificate of correction is filed.

(c) An acknowledgment of filing or a similar instrument issued by the secretary of state before a filing instrument is corrected, with respect to the effect of filing the original filing instrument, applies to the corrected filing instrument as of the date the corrected filing instrument is considered to have been filed under this section.

Source Law:

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TMCLA 1302-7.04 A, B & C

A. After the issuance of the certificate of correction by the Secretary of State, the instrument as corrected is considered to have been filed on the date the original instrument was filed except as provided by Section B of this Article.

B. As to persons who are adversely affected by the correction, the instrument as corrected is considered to have been filed on the date the articles of correction were filed.

C. Any certificate issued by the Secretary of State before an instrument is corrected, with respect to the effect of filing the original instrument, is considered to be applicable to the instrument as corrected as of the

date the instrument as corrected is considered to have been filed pursuant to this Article.

TRLPA 2.13(c)

(c)(1) After the issuance of the certificate of correction by the secretary of state, the instrument as corrected is considered to have been filed on the date the original instrument was filed except as provided by Paragraph (2) of this Subsection (c).

(2) As to persons who are adversely affected by the correction, the instrument as corrected is considered to have been filed on the date the certificate of correction was filed.

(3) Any certificate issued by the secretary of state before an instrument is corrected, with respect to the effect of filing the original instrument, is considered to be applicable to the instrument as corrected as of the date the instrument as corrected is considered to have been filed pursuant to this Subsection (c).

Revisor's Note:

No substantive change is intended, except as described in the Revisor's Note to Section 4.101.

Revised Law:

Sec. 4.106. AMENDMENT OF FILINGS. A filing instrument that an entity files with the secretary of state may be amended or supplemented to the extent permitted by the provisions of this code that apply to that entity.

Source Law:

TBCA 4.01.A

A. A corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired, so long as its articles of incorporation as amended contain only such provisions as might lawfully be contained in the original articles of incorporation at the time of the making of the amendment and, if a change in shares or the rights of shareholders or an exchange, reclassification or cancellation of shares or rights of shareholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification, or cancellation.

TBCA 4.07.A

A. A corporation may, by following the procedure to amend the articles of incorporation provided by this Act . . . authorize, execute, and file restated articles of incorporation that may restate either:

(1) The entire text of the articles of incorporation as amended or supplemented by all certificates of amendment issued by the Secretary of State; or

(2) The entire text of the articles of incorporation as amended or supplemented by all certificates of incorporation previously issued by the Secretary of State, and as further amended by such restated articles of incorporation.

TBCA 4.14.A(1)

A. Authorization. Notwithstanding any other provision of this Act to the contrary, a trustee appointed for a corporation being reorganized under a federal statute, the designated officers of the corporation, or any other individual or individuals designated by the court to act in behalf of the corporation may do any of the following without action by or notice to its board of directors or shareholders in order to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under the federal statute:

(1) amend or restate its articles of incorporation if the articles after amendment or restatement contain only provisions required or permitted in articles; . . .

TBCA 8.13.A, B & D

A. If a foreign corporation authorized to transact business in this State shall change its corporate name, or if such corporation desires to pursue in this State purposes other than, or in addition to, those authorized by its existing certificate of authority, it shall procure an amended certificate of authority by making application therefor to the Secretary of State.

B. To change any statement on an original application for a certificate of authority a foreign corporation shall file with the Secretary of State an application for an amended certificate of authority setting forth the change.

* * *

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TBCA 12.13.A

A. By Amendment of Articles of Incorporation. An ordinary corporation may become a close corporation by amending its articles of incorporation in conformance with Part Four and Article 12.11 of this Act. . . .

TBCA 12.21.A(2)

A. In General. A close corporation terminates its status as a close corporation:

* * *

(2) by amending its articles of incorporation in conformance with Part Four of this Act to delete from its articles the statement that it is a close corporation; . . .

TBCA 13.04.A(1)(b),(c)

A. Article 13.03 of this Act does not apply to:

(1) a business combination of an issuing public corporation:

* * *

(b) that adopts an amendment to its articles of incorporation or bylaws before December 31, 1997, expressly electing not to be governed by this part; or

(c) that after December 31, 1997, adopts an amendment to its articles of incorporation or bylaws, . . . expressly electing not to be governed by this part, . . .

TNPCA 4.01.A

A. A corporation may amend its articles of incorporation, from time to time, in any and as many respects as may be desired, so long as its articles of incorporation as amended contain only such provisions as are lawful under this Act.

TNPCA 4.06.A

A. A corporation may, by following the procedure to amend the articles of incorporation provided by this Act, authorize, execute, and file restated articles of incorporation, . . . The restated articles of incorporation may restate either:

(1) The entire text of the articles of incorporation as amended or supplemented by all certificates of amendment issued by the Secretary of State; or

(2) The entire text of the articles of incorporation as amended or supplemented by all certificates of incorporation previously issued by the Secretary of State, and as further amended by such restated articles of incorporation.

TNPCA 8.12.A, B & D

A. If a foreign corporation authorized to conduct affairs in this State changes its corporate name or desires to pursue in this State purposes other than or in addition to the purposes authorized by its existing certificate of authority, the corporation shall file with the Secretary of State an application for amended certificate of authority setting forth the change.

B. A foreign corporation may change any other statement on its original application for certificate of authority

or any amendment to that certificate by filing with the Secretary of State an application for an amended certificate of authority setting forth the change.

* * *

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the original and a copy of the application with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TPAA 14(A), (B)

(A) Authority to amend. A professional association may amend its articles of association, from time to time, in accordance with the procedure for amendment stated therein or if none is stated therein, by two-thirds vote of its members.

(B) Acts not requiring amendment. Changes in membership or transfer of shares or units of ownership shall not require amendment.

TLLCA 3.05.A

A. A limited liability company may amend its articles of organization, from time to time, in any and as many respects as may be desired, so long as its articles of organization as amended contain only such provisions as might be lawfully contained in original articles of organization at the time of making such amendment.

TLLCA 3.09.A(1) & (2)

A. By following the procedure to amend the articles of organization provided by this Act, a limited liability company may authorize, execute, and file restated articles of organization that restate the entire text of the articles of incorporation, as amended or supplemented by:

(1) all certificates of amendment issued by the Secretary of State; or

(2) all certificates of amendment previously issued by the Secretary of State and by further amendments included in the restated articles of organization. . . .

TLLCA 7.08 A, B, D

A. If a foreign limited liability company authorized to transact business in this State shall change its foreign limited liability company name, or if such foreign limited liability company desires to pursue in this State purposes other than, or in addition to, those authorized by its existing certificate of authority, it shall procure an amended certificate of authority by making application therefor to the Secretary of State.

B. To change any statement on an original application for a certificate of authority a foreign limited liability company shall file with the Secretary of State an application for an amended certificate of authority setting forth the change.

* * *

D. The requirements in respect to the form and contents of such application, the manner of its execution, the filing of the application and a copy of it with the Secretary of State, the issuance of an amended certificate of authority and the effect thereof, shall be the same as in the case of an original application for a certificate of authority.

TRLPA 2.02 (a)-(d)

(a) a certificate of limited partnership may be amended by paying the filing fee and filing a certificate of amendment with the secretary of state. . . .

(b) A general partner shall file a certificate of amendment reflecting the occurrence of one or more of the following events not later than the 30th day after the occurrence of the event:

- (1) the admission of a new general partner;
- (2) the withdrawal of a general partner;
- (3) a change in the name of the limited partnership, or
- (4) except as provided by Subsection (b) or (h) of Section 1.06 of this Act, a change in the address of the registered office or a change in the name or address of the registered agent for the limited partnership.

(c) A general partner who becomes aware that a statement in a certificate of limited partnership was false when made or that a matter described in the certificate has changed, making the certificate false in any material respect, shall promptly amend the certificate to make it accurate.

(d) A certificate of limited partnership may be amended at any time for any other proper purpose determined by the general partners.

TRLPA 2.06. (a) (1)

(a) Notwithstanding any other provision of this Act to the contrary, to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under the federal statute, a domestic limited partnership being reorganized under a federal statute may without action by or notice to its partners:

(1) amend or restate its certificate if the certificate after amendment or restatement contain only provisions required or permitted in the certificate; . . .

TRLPA 2.10 (a)

(a) A limited partnership may integrate into a single instrument all of the provisions of its certificate of limited partnership that are then in effect as a result of a previous filing with the secretary of state of one or more certificates or other instruments under this article, and it may also further amend its certificate of limited partnership by adopting a restated certificate of limited partnership, paying the filing fee, and filing the restated certificate with the secretary of state.

TRLPA 9.05

If any statement in the application for registration of a foreign limited partnership was false when made or if any arrangements or other facts described in the application have changed, making the application false in any respect, the foreign limited partnership shall promptly pay the filing fee and file with the secretary of state a certificate executed by a general partner correcting the false statement.

TRPA 3.08 (b) (11)

(b)(11) A document filed under this subsection [by a registered limited liability partnership] may be amended or corrected by filing in duplicate with the secretary of state articles of amendment executed by a majority-in-interest of the partners or by one or more partners authorized by a majority-in-interest of the partners.

TREITA 22.10 (A)

(A) A real estate investment trust may amend its declaration of trust, from time to time, in any and as many respects as may be desired, so long as its declaration of trust as amended contains only such provisions as might lawfully be contained in original declaration of trust at the time of the making such amendment and, if a change in shares or the rights of shareholders or an exchange, reclassification or cancellation of shares or rights of shareholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification, or cancellation.

TREITA 22.70 (A) (1), (2)

(A) A real estate investment trust, by following the procedure to amend the declaration of trust provided by this Act, . . . may authorize, execute, and file a restated declaration of trust that may restate either:

(1) The entire text of the declaration of trust, as amended or supplemented by all articles of amendment filed with the county clerk of the county of the principal place of business of the real estate investment trust; or

(2) The entire text of the declaration of trust, as amended or supplemented by all articles of amendment previously filed with the county clerk of the county of the principal place of business of the real estate investment trust and as further amended by the restated declaration of trust.

TREITA 26.10 (A) (1)

A. Authorization. Notwithstanding any other provision of this Act to the contrary, a trustee appointed for a real estate investment trust being reorganized under a federal statute, the designated officers of the real estate investment trust, or any other individual or individuals designated by the court to act in behalf of the real estate investment trust may do any of the following without action by or notice to its trust managers or shareholders in order to carry out a plan of reorganization ordered or decreed by a court of competent jurisdiction under the federal statute:

(1) amend or restate its declaration of trust if the declaration of trust after amendment or restatement contain only provisions required or permitted in a declaration of trust; . . .

Revisor's Note:

As the many source law excerpts illustrate, the source laws permitted amendment or supplementation of various organizational documents or other filings required by or for their respective entities. In effect, Section 4.106 encompasses them all by simply restating the basic principle underlying permitted amendments and supplements, subject of course to provisions of the Code that apply to specific entities. In that sense, no substantive change is intended.

(Sections 4.107-4.150 reserved for expansion)

SUBCHAPTER D. FILING FEES

Revised Law:

Sec. 4.151. FILING FEES: ALL ENTITIES. The secretary of state shall impose the following fees:

- (1) for filing a certificate of correction, \$15;
- (2) for filing an application for reservation or registration of a name, \$40;
- (3) for filing a notice of transfer of a name reservation or registration, \$15;
- (4) for filing an application for renewal of registration of a name, \$40;

(5) for filing a certificate of merger or conversion, other than a filing on behalf of a nonprofit corporation, \$300 plus, with respect to a merger, any fee imposed for filing a certificate of formation for each newly created filing entity or, with respect to a conversion, the fee imposed for filing a certificate of formation for the converted entity;

(6) for filing a certificate of exchange, \$300; and

(7) for preclearance of a filing instrument, \$50.

Source Law:

TBCA 10.01. A

A. The Secretary of State is authorized and required to collect for the use of the State the following fees:

* * *

(3) Filing articles of merger, whether the surviving or new corporation be a domestic or foreign corporation, or articles of exchange, Three Hundred Dollars (\$300).

* * *

(7) Filing application for reservation of corporate name and issuing a certificate therefor, Forty Dollars (\$40.00).

(8) Filing notice of transfer of reserved corporate name and issuing a certificate therefor, Fifteen Dollars (\$15.00).

(9) Filing application for registration of corporate name and issuing a certificate therefor, Seventy-Five Dollars (\$75.00).

(10) Filing application for renewal of registration of corporate name and issuing a certificate therefor, Seventy-Five Dollars (\$75.00).

* * *

(21) Filing any instrument pursuant to this Act not expressly provided for above, Fifteen Dollars (\$15.00).

* * *

(24) Filing articles of conversion and issuing a certificate of conversion, Three Hundred Dollars (\$300).

TLLCA 8.12.B

B. Subject to Section C of this Article, Articles 2.03 through 2.06, 2.09, 2.09A, 3.01, 7.01 through 7.05, and 7.07, Texas Miscellaneous Corporation Laws Act (Article 1302-1.01 et seq., Vernon's Texas Civil Statutes), as amended, apply to a limited liability company and its members, managers, and officers.

TLLCA 9.01. A

A. The Secretary of State is authorized and required to collect for the use of the State the following fees:

* * *

(3) Filing articles of merger or articles of conversion involving one or more domestic or foreign limited liability companies, Two Hundred Dollars (\$200.00), provided that any other filing fee paid under the corporation, partnership, or other entity statutes of this State for the filing of articles of merger or articles of conversion with respect to entities organized under those statutes shall be credited against the filing fee provided by this subsection.

* * *

(7) Filing application for reservations of a limited liability company name and issuing certificate thereof, Twenty-Five Dollars (\$25.00).

(8) Filing notice of transfer of reserved limited liability company name and issuing a certificate therefor, Ten Dollars (\$10.00).

* * *

(14) Filing any instrument pursuant to this act not expressly provided for above, Ten Dollars (\$10.00).

TMCLA 1302-7.05

The Secretary of State shall collect, for the use of the State, a fee of Fifteen Dollars (\$15) for filing articles of correction and issuing a certificate of correction.

TNPCA 9.03

A. The Secretary of State shall charge and collect for:

* * *

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, Fifty Dollars (\$50).

* * *

(9) Filing any other statement or report of a domestic or foreign corporation, Five Dollars (\$5).

* * *

TRLPA 12.01

The secretary of state shall collect for the use of the state:

* * *

(3) for filing an application for registration of name or an application for renewal of registration of name under Section 1.05 of this Act, a fee of \$75;

* * *

(5) for the filing of an application for reservation of name under Subsection (b) of Section 1.04 of this Act, a notice of transfer of reservation under Subsection (b) of Section 1.04 of this Act, or for preclearance of any document for filing, a fee of \$50; and

(6) for filing any instrument under this Act not expressly provided for above, a fee of \$25.

Revisor's Note:

Rather than scattered in various statutes under the former law, Subchapter D sets out all the fees payable to the secretary of state by domestic and foreign filing entities under Title 1 in one convenient source - another change that makes the Code more user friendly. The subchapter also standardizes fees for filing instruments that share a commonality of procedure as well as for fees for formation of certain domestic entities not subject to franchise taxes under Chapter 171 of the Tax Code. The fees the subchapter authorizes are comparable to those in the former statutes in most respects but are standardized in some respects. The following chart summarizes the fee changes being made by the revised law.

<u>Business Corporation</u>			<u>Professional Corporation</u>			<u>Professional Association</u>			<u>Non-Profit Corporation</u>			<u>Limited Liability Company</u>		
<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees¹</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>	
	<u>TBCA</u>	<u>Code</u>		<u>TBCA</u>	<u>Code</u>		<u>TPAA²</u>	<u>Code</u>		<u>TNPCA</u>	<u>Code</u>		<u>TLLCA</u>	<u>Code</u>
Articles of Incorporation (Certificate of Formation)	\$300	\$300	Articles of Incorporation (Certificate of Formation)	\$300	\$300	Articles of Association (Certificate of Formation)	\$200	\$750 ²	Articles of Incorporation (Certificate of Formation)	\$25	\$25	Articles of Organization (Certificate of Formation)	\$200	\$300
Restated Articles or Restated Certificate	\$300	\$300	Restated Articles or Restated Certificate	\$300	\$300	Restated Articles or Restated Certificate	\$300	\$300	Restated Articles or Restated Certificate	\$50	\$50	Restated Articles or Restated Certificate	\$200	\$300
Articles or Certificate of Amendment	\$150	\$150	Articles or Certificate of Amendment	\$150	\$150	Articles or Certificate of Amendment	\$150	\$150	Articles or Certificate of Amendment	\$25	\$25	Articles or Certificate of Amendment	\$100	\$150
Articles or Certificate of Merger	\$300	\$300 ³	Articles or Certificate of Merger	\$300	\$300 ³	Articles or Certificate of Merger	\$300	\$300 ³	Articles or Certificate of Merger or Consolidation	\$50	\$50	Articles or Certificate of Merger	\$200	\$300 ³
Articles or Certificate of Share Exchange	\$300	\$300	Articles or Certificate of Share Exchange	\$300	\$300				Certificate of Exchange	N/A	\$300 New Filing	Articles or Certificate of Interest Exchange	N/A ⁴	\$300 New Filing
Articles or Certificate of Conversion	\$300	\$300 ³	Articles or Certificate of Conversion	\$300	\$300 ³	Articles or Certificate of Conversion	\$300	\$300 ³	Articles or Certificate of Conversion		\$50 New Filing	Articles or Certificate of Conversion	\$200	\$300 ³
Reservation of Name	\$40	\$40	Reservation of Name	\$40	\$40	Reservation of Name	\$40	\$40	Reservation of Name	\$40	\$40	Reservation of Name	\$25	\$40
Transfer of Reserved Name	\$15	\$15	Transfer of Reserved Name	\$15	\$15	Transfer of Reserved Name	\$15	\$15	Transfer of Reserved Name	\$15	\$15	Transfer of Reserved Name	\$10	\$15

1. The provisions of the Texas Business Corporation Act (TBCA) supplement the provisions of the Texas Professional Corporation Act (TPCA). Consequently, the filing fee provisions of the TBCA would apply to filing instruments filed by professional corporations. The fee provisions of the Texas Professional Association Act (TPAA) refer to the filing fee provisions of the TBCA for certain filings.
2. The fee for a certificate of formation for a professional association was increased to make the fee comparable to the formation fee for a limited partnership, which, like the professional association, is not subject to state franchise tax under the Tax Code.
3. Existing law does not authorize the Secretary of State to collect a filing fee for the formation of a domestic filing entity created pursuant to the plan of merger. In addition to the filing fee for the merger filing, the Code authorizes the collection of any fee imposed for the filing of a certificate of formation for each newly created domestic filing entity. The same holds true with respect to the filing of a certificate of conversion and the formation of a converted entity that is to be a domestic filing entity.
4. Existing law does not require a limited liability company or a limited partnership to submit a filing instrument to the Secretary of State to evidence an interest exchange. The Code would require the filing of a certificate of interest exchange.

<u>Limited Partnership</u>			<u>General Partnership</u>			<u>Foreign REITs and Other Foreign Filing Entities⁵</u>			<u>Cooperative Association</u>			<u>Unincorporated Nonprofit Association</u>		
<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees⁶</u>		<u>Document Filing</u>	<u>Fees</u>	
	<u>TRLPA</u>	<u>Code</u>		<u>TRPA</u>	<u>Code</u>		<u>N/A</u>	<u>Code</u>		<u>TNPCA</u>	<u>Code</u>		<u>TAC⁷</u>	<u>Code</u>
Certificate of Limited Partnership (Certificate of Formation)	\$750	\$750	Application & Renewal of Registration as a Limited Liability Partnership	\$200/ Per partner	\$200/ Per partner				Articles of Incorporation (Certificate of Formation)	\$25	\$25	Statement Appointing Agent for Service of Process	\$25	\$25
Restated Articles or Restated Certificate	\$200	\$300							Restated Articles or Restated Certificate of Formation	\$50	\$50			
Articles or Certificate of Amendment	\$200	\$150	Certificate of Amended Registration as LLP	\$10 ⁸	\$10 ⁸				Articles or Certificate of Amendment	\$25	\$25	Amended Statement of Appointment of Agent	\$5	\$5
Articles or Certificate of Merger	\$200	\$300 ³	Articles or Certificate of Merger	\$200	N/A ⁹				Articles or Certificate of Merger or Consolidation	\$50	\$50			
Articles or Certificate of Interest Exchange	N/A ⁴	\$300 New Filing							Certificate of Exchange	N/A	\$300 New Filing			
Articles or Certificate of Conversion	\$200	\$300 ³	Articles or Certificate of Conversion	\$200	N/A ⁹				Articles or Certificate of Conversion	N/A	\$50 New Filing			
Reservation of Name	\$50	\$40				Reservation of Name	\$40		Reservation of Name	\$40	\$40			
Transfer of Reserved Name	\$50	\$15				Transfer of Reserved Name	\$15		Transfer of Reserved Name	\$15	\$15			

5. Existing law does not require the registration/qualification of certain types of out-of-state business organizations that afford limited liability for any owner or member under the laws of the entity's jurisdiction of formation. The Code would require such entities, such as out-of-state real estate investment trusts, or out-of-state business trusts, to register with the Secretary of State. The Code filing fees for such entities are the same as those established for for-profit corporations.

6. The provisions of the Texas Non-Profit Corporation Act (TNPCA) supplement the provisions of the Cooperative Association Act; consequently, the filing fees established under the TNPCA would apply.

7. The filing fees for unincorporated nonprofit association filings are established by administrative rules adopted by the Secretary of State. (1 Tex. Admin. Code §§80.21-80.29)

8. The filing fee for an amendment to the registration as an LLP is \$10, plus an additional \$200 for each additional partner added to the partnership.

9. Existing law requires a Texas general partnership to file a certificate of merger or certificate of conversion to evidence a merger or conversion involving an entity other than a general partnership, but the Code requires the filing only when a domestic filing entity is involved.

<u>Business Corporation</u>			<u>Professional Corporation</u>			<u>Professional Association</u>			<u>Non-Profit Corporation</u>			<u>Limited Liability Company</u>		
<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees¹</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>	
	TBCA	Code		TBCA	Code		TPAA ¹	Code		TNPCA	Code		TLLCA	Code
Articles or Certificate of Correction	\$15	\$15	Articles or Certificate of Correction	\$15	\$15	Articles or Certificate of Correction	\$15	\$15	Articles or Certificate of Correction	\$5	\$15	Articles or Certificate of Correction	\$10	\$15
Articles of Dissolution (Certificate of Termination)	\$40	\$40	Articles of Dissolution (Certificate of Termination)	\$40	\$40	Articles of Dissolution (Certificate of Termination)	\$40	\$40	Articles of Dissolution (Certificate of Termination)	\$5	\$5	Articles of Dissolution (Certificate of Termination)	\$25	\$40
Change of Registered Agent/Office	\$15	\$15	Change of Registered Agent/Office	\$15	\$15	Change of Registered Agent/Office	\$15	\$15	Change of Registered Agent/Office	\$5	\$5	Change of Registered Agent/Office	\$10	\$15
Change of Address by Registered Agent	\$15 ¹⁰	\$15 ¹⁰	Change of Address by Registered Agent	\$15 ¹⁰	\$15 ¹⁰	Change of Address by Registered Agent	\$15 ¹⁰	\$15 ¹⁰	Change of Address by Registered Agent	\$15 ¹⁰	\$15 ¹⁰	Change of Address by Registered Agent	\$10 ¹⁰	\$15 ¹⁰
Statement relating to establishment of series of shares	\$15	\$15	Statement relating to establishment of series of shares	\$15	\$15	Statement relating to establishment of series of shares	\$15	\$15						
Registration & Renewal of Registration of Foreign Entity Name	\$75	\$40	Registration & Renewal of Registration of Foreign Entity Name	\$75	\$40	Registration & Renewal of Registration of Foreign Entity Name	\$75	\$40	Registration & Renewal of Registration of Foreign Entity Name	\$40		Registration & Renewal of Registration of Foreign Entity Name	\$10	\$40
						Annual Statement	\$35	\$35	Periodic Report	\$5	\$5			
									Late Report After Forfeiture of Right to do Business	\$6 to \$25	\$6 to \$75			
									Periodic Report Filed to Reinstate Entity	\$25	\$25			

10. A registered agent may submit simultaneous filings for more than one entity. A maximum filing fee is established with regard to each entity type under existing law. The maximum fee for a filing relating to more than one for-profit corporation is \$750; the maximum fee for more than one non-profit corporation is \$250; the maximum fee for more than one limited liability company is \$500; the maximum fee for more than one limited partnership is \$2,500. The Code provisions increase the fees for filings relating to limited liability companies and decrease the fees established for limited partnerships.

<u>Limited Partnership</u>			<u>General Partnership</u>			<u>Foreign REITs and Other Foreign Filing Entities⁵</u>			<u>Cooperative Association</u>			<u>Unincorporated Nonprofit Association</u>		
<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees⁶</u>		<u>Document Filing</u>	<u>Fees⁶</u>		<u>Document Filing</u>	<u>Fees</u>	
	<u>TRLPA</u>	<u>Code</u>		<u>TRPA</u>	<u>Code</u>		<u>N/A</u>	<u>Code</u>		<u>TNPCA</u>	<u>Code</u>		<u>TAC⁷</u>	<u>Code</u>
Articles or Certificate of Correction	\$200	\$15				Articles or Certificate of Correction		\$15	Articles or Certificate of Correction	\$5	\$15			
Certificate of Cancellation (Certificate of Termination)	\$200	\$40	Certificate of Cancellation of Registration or Withdrawal	No fee	\$15				Certificate of Cancellation (Certificate of Termination)	\$5	\$5	Cancellation of Appointment of Agent	\$5	\$5
Change of Registered Agent/Office	\$50	\$15	Change of Registered Agent of Foreign LLP	\$10	\$10	Change of Registered Agent/Office		\$15	Change of Registered Agent/Office	\$5	\$5			
Change of Address by Registered Agent ⁵	\$50 ¹⁰	\$15 ¹⁰	Change of Address by Registered Agent for Foreign LLP	\$10	\$10	Change of Address by Registered Agent		\$15 ¹⁰	Change of Address by Registered Agent	\$15 ¹⁰	\$15 ¹⁰			
Registration & Renewal of Registration of Foreign Entity Name	\$75	\$40				Registration & Renewal of Registration of Foreign Entity Name		\$40	Registration & Renewal of Registration of Foreign Entity Name	\$75	\$40			
Periodic Report	\$50	\$50							Non-Profit Periodic Report	\$5	\$5			
Late Report After Forfeiture of Right to do Business	\$75-\$150	\$75-\$150							Late Periodic Report After Forfeiture of Right to do Business	\$6 to \$25	\$6 to \$25			
Periodic Report Filed to Reinstate Entity	\$225	\$225							Non-Profit Periodic Report to Reinstate Entity	\$25	\$25			

<u>Business Corporation</u>			<u>Professional Corporation</u>			<u>Professional Association</u>			<u>Non-Profit Corporation</u>			<u>Limited Liability Company</u>		
<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees¹</u>		<u>Document Filing</u>	<u>Fees¹</u>		<u>Document Filing</u>	<u>Fees</u>		<u>Document Filing</u>	<u>Fees</u>	
	<u>TBCA</u>	<u>Code</u>		<u>TBCA</u>	<u>Code</u>		<u>TPAA</u>	<u>Code</u>		<u>TNPCA</u>	<u>Code</u>		<u>TLLC A</u>	<u>Code</u>
Certificate of Authority or Registration by an out-of-state entity	\$750.	\$300	Certificate of Authority or Registration by an out-of-state entity	\$300	\$300	Certificate of Authority or Registration by an out-of-state entity	N/A	\$750 ¹¹ <i>New Filing</i>	Certificate of Authority or Registration by an out-of-state entity	\$25	\$25	Certificate of Authority or Registration by an out-of-state entity	\$500	\$750
Amended Certificate or Registration of out-of-state entity	\$150	\$150	Amended Certificate or Registration of out-of-state entity	\$150	\$150	Amended Certificate or Registration of out-of-state entity	N/A	\$150 <i>New Filing</i>	Amended Certificate or Registration of out-of-state entity	\$25	\$25	Amended Certificate or Registration of out-of-state entity	\$100	\$150
Withdrawal of Certificate of Authority/Registration	\$15	\$15	Withdrawal of Certificate of Authority/Registration	\$15	\$15	Withdrawal of Certificate of Authority/Registration	N/A	\$15 <i>New Filing</i>	Withdrawal of Certificate of Authority/Registration	\$5	\$5	Withdrawal of Certificate of Authority/Registration	\$10	\$15
Pre-clearance of a filing instrument	N/A	\$50 ¹²	Pre-clearance of a filing instrument	N/A	\$50 ¹²	Pre-clearance of a filing instrument	N/A	\$50 ¹²	Pre-clearance of a filing instrument	N/A	\$50 ¹²	Pre-clearance of a filing instrument	N/A	\$50 ¹²
Reinstatement of Certificate after tax forfeiture under Ch. 171 Tax Code (foreign or domestic)	\$75	\$75	Reinstatement of Certificate after tax forfeiture under Ch. 171 Tax Code (foreign or domestic)	\$75	\$75	N/A ¹³			Reinstatement of Certificate after tax forfeiture under Ch. 171 Tax Code (foreign or domestic)	No fee assessed	No fee assessed	Reinstatement of Certificate after tax forfeiture under Ch. 171 Tax Code (foreign or domestic)	\$75	\$75
Reinstatement following administrative involuntary termination (domestic or foreign)	\$50	\$75	Reinstatement following administrative involuntary termination (domestic or foreign)	\$50	\$75	Reinstatement following administrative involuntary termination (domestic or foreign)	\$50	\$75	Reinstatement following administrative involuntary termination (domestic or foreign)	\$25	\$5	Reinstatement following administrative involuntary termination (domestic or foreign)	\$10 for domestic and \$50 for foreign LLC	\$75

11. Existing law does not provide for the qualification or registration of an out-of-state professional association. The filing fees for these new filings are the same as those established for out-of-state for-profit corporations.

12. Although documents for a corporation, cooperative, limited liability company, and professional association may be pre-cleared with the Secretary of State, only the provisions of the TRLPA authorize the collection of a fee for such service. The Code applies the \$50 fee currently established by the TRLPA to all filing instruments pre-cleared by the Secretary of State.

13. Professional associations and limited partnerships are not subject to franchise tax under Chapter 171 of the Tax Code; consequently, the filing is not applicable to such entities.

Limited Partnership			General Partnership			Foreign REITs and Other Foreign Filing Entities⁵			Cooperative Association			Unincorporated Nonprofit Association		
Document Filing	Fees		Document Filing	Fees		Document Filing	Fees⁵		Document Filing	Fees⁷		Document Filing	Fees	
	TRLPA	Code		TRPA	Code		N/A	Code		TNPCA	Code		TAC	Code
Registration of a out-of-state entity	\$750	\$750	Statement of Qualification of out-of-state LLP	Not less than \$200 per partner no more than \$750	Not less than \$200 per partner no more than \$750	Certificate of Registration		\$750	Registration of a out-of-state entity	\$25	\$25			
Amended Certificate of Registration of out-of-state entity	\$200	\$150	Amended Qualification of Foreign LLP	\$10 ¹⁴	\$10 ¹⁴	Amended Certificate of Registration		\$150	Amended Certificate of Registration of out-of-state entity	\$25	\$25			
Voluntary Cancellation of Authority/Registration	\$200	\$15	Voluntary Withdrawal or Cancellation Foreign LLP Qualification	No fee	\$15	Voluntary Withdrawal of Certificate of Authority or Statement of Termination		\$15	Voluntary Withdrawal of Certificate of Authority or Statement of Termination	\$5	\$5			
Pre-Clearance of a Filing Instrument	\$50	\$50 ¹²	Pre-Clearance of a Filing Instrument		\$50 ¹²	Pre-Clearance of a Filing Instrument		\$50 ¹²	Pre-Clearance of a Filing Instrument	\$50	\$50 ¹²	Pre-Clearance of a Filing Instrument		\$50 ¹²

14. The filing fee for an amendment to the statement of qualification of a foreign LLP is \$10, plus an additional \$200 for each additional partner added to the partnership by the amendment, but not to exceed \$750.

Section 4.151 sets out the fees the Secretary of State collects for certain instruments commonly filed by all entities whereas sections 4.152 - 4.159 list the filing fees for each respective type of entity the Code governs. Section 4.151 also authorizes a fee of \$50 for the pre-clearance of any document. Under former law, only the TRLPA authorized a fee for pre-clearance of limited partnership documents. Nevertheless, the Secretary of State informally provided pre-clearance of a document to be filed on behalf of any other type of entity, but for no charge. Moreover, the Secretary of State is authorized to collect the filing fee for the certificate of formation for a filing entity created by the terms of a merger or conversion, in addition to the fee for the filing of the certificate of merger or the certificate of conversion, something not authorized under former law.

Revised Law:

Sec. 4.152. FILING FEES: FOR-PROFIT CORPORATIONS. For a filing by or for a for-profit corporation, the secretary of state shall impose the following fees:

- (1) for filing a certificate of formation, \$300;
- (2) for filing a certificate of amendment, \$150;
- (3) for filing an application of a foreign corporation for registration to transact business in this state, \$750;
- (4) for filing an application of a foreign corporation for an amended registration to transact business in this state, \$150;
- (5) for filing a restated certificate of formation and accompanying statement, \$300;
- (6) for filing a statement of change of registered office, registered agent, or both, \$15;
- (7) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one corporation may not exceed \$750;
- (8) for filing a statement of resolution establishing one or more series of shares, \$15;
- (9) for filing a certificate of winding up and termination, \$40;
- (10) for filing a certificate of withdrawal of a foreign corporation, \$15;
- (11) for filing a certificate from the home state of a foreign corporation that the corporation no longer exists in that state, \$15;

(12) for filing a bylaw or agreement restricting transfer of shares or securities other than as an amendment to the certificate of formation, \$15;

(13) for filing an application for reinstatement of a certificate of formation or registration as a foreign corporation following forfeiture under the Tax Code, \$75;

(14) for filing an application for reinstatement of a corporation or registration as a foreign corporation after involuntary dissolution or revocation, \$75; and

(15) for filing any instrument as provided by this code for which this section does not expressly provide a fee, \$15.

Source Law:

TBCA 10.01

A. The Secretary of State is authorized and required to collect for the use of the State the following fees:

(1) Filing articles of incorporation of a domestic corporation and issuing a certificate of incorporation, Three Hundred Dollars (\$300.00).

(2) Filing articles of amendment of a domestic corporation and issuing a certificate of amendment, One Hundred Fifty Dollars (\$150.00).

(3) Filing articles of merger, whether the surviving or new corporation be a domestic or foreign corporation, or articles of exchange Three Hundred Dollars (\$300.00).

(4) Filing an application of a foreign corporation for a certificate of authority to transact business in this State and issuing such a certificate of authority, Seven Hundred Fifty Dollars (\$750.00).

(5) Filing an application of a foreign corporation for an amended certificate of authority to transact business in this State and issuing such an amended certificate of authority, One Hundred Fifty Dollars (\$150.00).

(6) Filing restated articles of incorporation of a domestic corporation, Three Hundred Dollars (\$300.00).

(7) Filing application for reservation of corporate name and issuing a certificate therefor, Forty Dollars (\$40.00).

(8) Filing notice of transfer of reserved corporate name and issuing a certificate therefor, Fifteen Dollars (\$15.00).

(9) Filing application for registration of corporate name and issuing a certificate therefor, Seventy-Five Dollars (\$75.00).

(10) Filing application for renewal of registration of corporate name and issuing a certificate therefor, Seventy-Five Dollars (\$75.00).

(11) Filing statement of change of registered office or registered agent, or both, Fifteen Dollars (\$15.00).

(12) Filing statement of change of address of registered agent, Fifteen Dollars (\$15.00); provided, however, that the maximum fee for simultaneous filings by a registered agent for more than one corporation shall not exceed Seven Hundred Fifty Dollars (\$750.00).

(13) Filing statement of resolution establishing series of shares, Fifteen Dollars (\$15.00).

(14) Filing statement of cancellation of redeemable shares, Fifteen Dollars (\$15.00).

(15) Filing statement of cancellation of re-acquired shares, Fifteen Dollars (\$15.00).

(16) Filing statement of reduction of stated capital, Fifteen Dollars (\$15.00).

(17) Filing articles of dissolution and issuing certificate therefor, Forty Dollars (\$40.00).

(18) Filing application for withdrawal and issuing certificate therefor, Fifteen Dollars (\$15.00).

(19) Filing certificate from home state that foreign corporation is no longer in existence in said state, Fifteen Dollars (\$15.00).

(20) Filing a bylaw or agreement restricting transfer of shares or securities other than as an amendment to the articles of incorporation, Fifteen Dollars (\$15.00).

(21) Filing any instrument pursuant to this Act not expressly provided for above, Fifteen Dollars (\$15.00).

(22) Filing application for reinstatement of corporate charter or certificate of authority following forfeiture under the Tax Code, Seventy-Five Dollars (\$75.00).

(23) Blank

(24) Filing articles of conversion and issuing a certificate of conversion, Three Hundred Dollars (\$300.00).

Revisor's Note:

No substantive change is intended. Some of the filing instruments listed in the source law for for-profit corporations are now in Section 4.151 so as to standardize fees for filing instruments that share a

commonality of procedure. All the rest are included in this section, other than the filing of a statement of cancellation of redeemable or re-acquired shares or statement of reduction of stated capital. These latter outmoded statements have been omitted by Subchapter F, Chapter 21. See Revisor's Note to Section 4.151.

Revised Law:

Sec. 4.153. FILING FEES: NONPROFIT CORPORATIONS. For a filing by or for a nonprofit corporation, the secretary of state shall impose the following fees:

- (1) for filing a certificate of formation, \$25;
- (2) for filing a certificate of amendment, \$25;
- (3) for filing a certificate of merger, conversion or consolidation, without regard to whether the surviving or new corporation is a domestic or foreign corporation, \$50;
- (4) for filing a statement of change of a registered office, registered agent, or both, \$5;
- (5) for filing a certificate of dissolution, \$5;
- (6) for filing an application of a foreign corporation for registration to conduct affairs in this state, \$25;
- (7) for filing an application of a foreign corporation for an amended registration to conduct affairs in this state, \$25;
- (8) for filing a certificate of withdrawal of a foreign corporation, \$5;
- (9) for filing a restated certificate of formation and accompanying statement, \$50;
- (10) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one corporation may not exceed \$250;
- (11) for filing a report under Chapter 22, \$5;
- (12) for filing a report under Chapter 22 to reinstate a corporation's right to conduct affairs in this state, \$5, plus a late fee in the amount of \$5 or in the amount of \$1 for each month or part of a month that the report remains unfiled, whichever amount is greater, except that the late fee may not exceed \$25;
- (13) for filing a report under Chapter 22 to reinstate a corporation or registration following involuntary termination or revocation, \$25; and
- (14) for filing any instrument of a domestic or foreign corporation as provided by this code for which this section does not expressly provide a fee, \$5.

Source Law:

TNPCA 8.03. E

E. Any corporation whose certificate of authority has been revoked by the Secretary of State under the provisions of Section B of this article may be reinstated by the Secretary of State at any time within a period of 36 months from the date of such dissolution, upon approval of an application for reinstatement . . . A reinstatement filing fee of \$25.00 shall accompany the application for reinstatement.

TNPCA 9.02.C & F

C. Any corporation whose right to conduct affairs may have been forfeited as provided in this Act, shall be relieved from such forfeiture by filing the required report with the Secretary of State within 120 days of the date of mailing such notice of forfeiture, together with a late filing fee of One Dollar (\$1) for each month, or fractional part thereof, which shall have elapsed after such forfeiture of its right to conduct affairs; provided, that such amount shall in no case be less than Five Dollars (\$5) nor more than Twenty-five Dollars (\$25).

* * *

F. Any corporation which is involuntarily dissolved or whose certificate of authority is revoked without judicial ascertainment as provided in section E hereof, and which has paid all fee, taxes, penalties and interest due thereon which accrued before the dissolution or revocation plus an amount equal to the total taxes from the date of dissolution or revocation to the date of reinstatement which would have been payable had the corporation not been dissolved or its certificate revoked may be relieved from such dissolution or revocation by filing the required report with the Secretary of State together with a filing fee of Twenty-Five (\$25.00) Dollars.

TNPCA 9.03

A. The Secretary of State shall charge and collect for:

(1) Filing articles of incorporation and issuing a certificate of incorporation, Twenty-five Dollars (\$25).

(2) Filing articles of amendment and issuing a certificate of amendment, Twenty-five Dollars (\$25).

(3) Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, Fifty Dollars (\$50).

(4) Filing a statement of change of address of registered office or change of registered agent, or both, Five Dollars (\$5).

(5) Filing articles of dissolution, Five Dollars (\$5).

(6) Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, Twenty-five Dollars (\$25).

(7) Filing an application of a foreign corporation for an amended certificate of authority to conduct affairs in this state and issuing an amended certificate of authority, Twenty-five Dollars (\$25).

(8) Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, Five Dollars (\$5).

(9) Filing any other statement or report of a domestic or foreign corporation, Five Dollars (\$5).

(10) Filing restatement of articles of incorporation, Fifty Dollars (\$50).

(11) Filing a statement of change of address of registered agent, Fifteen Dollars (\$15), except that the maximum fee for simultaneous filings by a registered agent for more than one corporation may not exceed Two Hundred Fifty Dollars (\$250).

Revisor's Note:

No substantive change is intended, except as described in the Revisor's Note to Section 4.151. The revised law adds a few filing fees to those provided by the TNPCA as part of standardizing fees for filing instruments in general.

Revised Law:

Sec. 4.154. FILING FEES: LIMITED LIABILITY COMPANIES. For a filing by or for a limited liability company, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section 4.152.

Source Law:

TLLCA 7.05 E

E. Any foreign limited liability company whose certificate of authority has been revoked by the Secretary of State . . . may be reinstated by the Secretary of State . . . upon approval of an application for reinstatement A reinstatement filing fee of \$50 shall accompany the application for reinstatement.

TLLCA 9.01 A

A. The Secretary of State is authorized and required to collect for the use of the State the following fees:

(1) Filing articles of organization of a domestic limited liability company and issuing the certificate of organization, Two Hundred Dollars (\$200.00).

(2) Filing articles of amendment of a domestic limited liability company and issuing the certificate of amendment, One Hundred Dollars (\$100.00).

(3) Filing articles of merger or articles of conversion involving one or more domestic or foreign limited liability companies, Two Hundred Dollars (\$200.00), provided that any other filing fee paid under the corporation, partnership, or other entity statutes of this State for the filing of articles of merger or articles of conversion with respect to entities organized under those statutes shall be credited against the filing fee provided by this subsection.

(4) Filing an application of a foreign limited liability company for certificate of authority to transact business in this state and issuing such a certificate of authority, Five Hundred Dollars (\$500.00).

(5) Filing an application of a foreign limited liability company for an amended certificate of authority to transact business in this state and issuing such an amended certificate of authority, One Hundred Dollars (\$100.00).

(6) Filing restated articles of organization of a domestic limited liability company, Two Hundred Dollars (\$200.00).

(7) Filing application for reservations of a limited liability company name and issuing certificate thereof, Twenty-Five Dollars (\$25.00).

(8) Filing notice of transfer of reserved limited liability company name and issuing a certificate therefor, Ten Dollars (\$10.00).

(9) Filing statement of change of registered office or registered agent, or both, Ten Dollars (\$10.00).

(10) Filing statement of change of address of registered agent, Ten Dollars (\$10.00); provided, however, that the maximum fee for simultaneous filings by a registered agent for more than one limited liability company shall not exceed Five Hundred Dollars (\$500.00).

(11) Filing articles of dissolution and issuing certificate therefor, Twenty-Five Dollars (\$25.00).

(12) Filing application for withdrawal and issuing certificate therefor, Ten Dollars (\$10.00).

(13) Filing certificate from home state that foreign limited liability company is no longer existent in said state, Ten Dollars (\$10.00).

(14) Filing any instrument pursuant to this act not expressly provided for above, Ten Dollars (\$10.00).

(15) [Blank]

(16) Filing an application for reinstatement of the limited liability company charter or certificate of authority following forfeiture under the Tax Code, Seventy-Five Dollars (\$75.00).

Revisor's Note:

Rather than enumerate the fees for limited liability company filings as the revised law does for corporations and limited partnerships in Sections 4.152, 4.153 and 4.155, Section 4.154 adopts the same fee schedule for comparable documents filed by a for-profit corporation. This is consistent with the history of the TLLCA when as part of its enactment in 1991 during the regular session of the 72nd Legislature its fee provisions were drafted to mirror those in the then existing TBCA provisions for comparable documents. However, House Bill 11, enacted in 1991 by the first called session of the 72nd Legislature, amended the fee provisions of the TBCA and established a difference in fees between limited liability companies and corporations that was not originally intended.

Revised Law:

Sec. 4.155. FILING FEES: LIMITED PARTNERSHIPS. For a filing by or for a limited partnership, the secretary of state shall impose the following fees:

(1) for filing a certificate of formation or an application for registration as a foreign limited partnership, \$750;

(2) for filing a certificate of amendment or an amendment of registration of a foreign limited partnership, \$150;

(3) for filing a restated certificate of formation, \$300;

(4) for filing a statement for change of registered office, registered agent, or both, \$15;

(5) for filing a statement of change of name or address of a registered agent, \$15, except that the maximum fee for simultaneous filings by a registered agent for more than one limited partnership may not exceed \$750;

(6) for filing a certificate of winding up and termination, \$40;

(7) for filing a certificate of withdrawal of a foreign limited partnership, \$15;

(8) for filing a certificate of reinstatement of a limited partnership or registration as a foreign limited partnership after involuntary termination or revocation under Chapter 11 or Chapter 9, \$75;

(9) for filing a periodic report required under Chapter 153, \$50;

(10) for reviving a limited partnership's right to transact business under Chapter 153, \$50 plus a late fee in an amount equal to the lesser of:

(A) \$25 for each month or part of a month that elapses after the date of the notice of forfeiture; or

(B) \$100;

(11) for reinstatement of a certificate of formation or registration under Chapter 153, \$50 plus a late fee of \$100 and a reinstatement fee of \$75;

(12) for filing any document required or permitted to be filed for a limited liability partnership, the secretary of state shall impose the same fee as the filing fee for a general partnership under Section 4.158. For purposes of calculation of the filing fee, all references to partners in Section 4.158 as applied to limited partnerships mean general partners only; and

(13) for filing any instrument as provided by this code for which this section does not expressly provide a fee, \$15.

Source Law:

TRLPA 12.01

Sec. 12.01. The secretary of state shall collect for the use of the state:

(1) for filing a certificate of limited partnership under Section 2.01 of this Act, or an application for registration as a foreign limited partnership under Section 9.02 of this Act, a fee of \$750;

(2) for filing a certificate of amendment under Section 2.02 of this Act, a certificate of cancellation under Section 2.03 of this Act, a restated certificate of limited partnership under Section 2.10 of this Act, a certificate of merger under Section 2.11 of this Act, a certificate of correction under Section 2.13 of this Act, a certificate of conversion under Section 2.15 of this Act, a certificate under Section 9.05 of this Act, or a certificate of cancellation under Section 9.06 of this Act, a fee of \$200;

(3) for filing an application for registration of name or an application for renewal of registration of name under Section 1.05 of this Act, a fee of \$75;

(4) for filing a statement for change of registered office, registered agent, or both, under Subsection (b) of Section 1.06 of this Act, or a statement for change of location of registered office under Subsection (h) of Section 1.06 of this Act, a fee of \$50, except that the maximum fee for simultaneous filings by a registered agent for more than one limited partnership may not exceed \$2,500;

(5) for the filing of an application for reservation of name under Subsection (b) of Section 1.04 of this Act, a notice of transfer of reservation under Subsection (b) of Section 1.04 of this Act, or for preclearance of any document for filing, a fee of \$50; and

(6) for filing any instrument under this Act not expressly provided for above, a fee of \$25.

TRLPA 13.05 (b)

(b) The report must be made on a form adopted by the secretary of state for that purpose The filing fee for the report is \$50.

TRLPA 13.07 (a)

(a) A limited partnership that forfeits the right to transact business in this state as provided by Section 13.06 of this Act may be relieved from the forfeiture by filing the required report . . . , together with:

(1) the filing fee; and

(2) a late fee in an amount equal to the lesser of:

(A) \$25 for each month or fractional part of a month that has elapsed since the date of the notice of the forfeiture; or

(B) \$100.

TRLPA 13.09 (a)

(a) A limited partnership whose certificate or registration has been canceled as provided by Section 13.08 of this Act may be relieved of the cancellation by filling the report required by Section 13.05, together with the filing fee for the report, a late fee of \$100, and a reinstatement fee of \$100.

Revisor's Note:

Changes to certain filing fee amounts for limited partnerships have been made as described in the Revisor's Note to Section 4.151.

Revised Law:

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

- (1) for filing a certificate of formation or an application for registration as a foreign professional association, \$750;
- (2) for filing an annual statement, \$35; and
- (3) for filing any other instrument, the fee provided for the filing of a similar instrument under Section 4.152.

Source Law:

TPAA 22

Sec. 22. The Secretary of State is authorized and required to collect for the use of the state the following fees:

- (1) Filing articles of association and issuing a certificate of association, Two Hundred Dollars (\$200.00)
- (2) Filing annual statement, Thirty-Five Dollars (\$35.00)
- (3) Filing any other document, the fee provided for the filing of a similar document under the Texas Business Corporation Act.

Revisor's Note:

Section 4.156 increases the fee for a certificate of formation for a professional association to \$750 to be comparable to the formation fee for a limited partnership, since a professional association, as well as a limited partnership, is not subject to franchise tax under the Tax Code. See Revisor's Note to Section 4.152.

Revised Law:

Sec. 4.157. FILING FEES: PROFESSIONAL CORPORATIONS. For a filing by or for a professional corporation, the secretary of state shall impose the same fee as the filing fee for a similar instrument under Section 4.152.

Source Law:

TPCA 5

. . . The filing fee for a document under this Act is the same as the filing fee for a similar document filed under the Texas Business Corporation Act.

Revisor's Note:

See Revisor's Note to Section 4.152.

Revised Law:

Sec. 4.158. FILING FEES: GENERAL PARTNERSHIPS. For a filing by or for a general partnership, the secretary of state shall impose the following fees:

(1) for filing a limited liability partnership application, \$200 for each partner;

(2) for filing a limited liability partnership renewal application, \$200 for each partner on the date of renewal;

(3) for filing a statement of foreign qualification by a foreign limited liability partnership, \$200 for each partner in this state, except that the maximum fee may not exceed \$750;

(4) for filing a renewal of registration by a foreign limited liability partnership, \$200 for each partner in this state, except that the maximum fee may not exceed \$750;

(5) for filing a certificate of amendment for a domestic limited liability partnership, \$10, plus \$200 for each partner added by the amendment;

(6) for filing a certificate of amendment for a foreign limited liability partnership, \$10, plus \$200 for each partner in this state added by amendment not to exceed \$750; and

(7) for filing any other filing instrument, the filing fee imposed for a similar instrument under Section 4.155.

Source Law:

TRPA 3.08(b)(3), (7), (11)

(3) Two copies of the application must be filed, accompanied by a fee of \$200 for each partner.

* * *

(7) An effective registration may be renewed before its expiration by filing in duplicate with the secretary of state an application The renewal application must be accompanied by a fee of \$200 for each partner on the date of renewal. . . .

* * *

(11) . . . Two copies of the articles of amendment must be filed, accompanied by a fee of \$10 plus, if the amendment increases the number of partners, \$200 for each partner added by the amendment of the number of partners.

TRPA 10.02(c), (g) & (k)

(c) Two copies of the statement of foreign qualification must be filed accompanied by a fee of \$200 for each partner in this state, not to exceed \$750.

* * *

(g) An effective registration may be renewed before its expiration by filing in duplicate with the secretary of state a statement of foreign qualification The renewal statement of qualification must be accompanied by a fee of \$200 for each partner in this state on the date of renewal, not to exceed \$750. . . .

* * *

(k) . . . Two copies of the articles of amendment must be filed, accompanied by a fee of \$10 and, if the amendment increases the number of partners, a fee of \$200 for each partner in this state added by amendment, not to exceed \$750.

Revisor's Note:

No substantive change is intended.

Revised Law:

Sec. 4.159. FILING FEES: NONPROFIT ASSOCIATIONS. For a filing by or for a nonprofit association, the secretary of state shall impose the following fees:

- (1) for filing a statement appointing an agent to receive service of process, \$25;
- (2) for filing an amendment of a statement appointing an agent, \$5; and
- (3) for filing a cancellation of a statement appointing an agent, \$5.

Source Law:

TUUNAA 12(d)

(d) The secretary of state may collect a fee for filing a statement appointing an agent to receive service of process, an amendment, a cancellation, or a resignation in the amount charged for filing similar documents.

1 T.A.C. §80.21(c)

(c) Fee. The fee for filing a statement appointing an agent is \$25.

1 T.A.C. §80.22(c)

(c) Fee. The fee for filing an amendment to the statement appointing the agent is \$5.00.

1 T.A.C. §80.23(c)

(c) Fee. The fee for filing a notice of cancellation is \$5.00.

1 T.A.C. §80.24(c)

(c) Fee. There is no fee for filing a notice of resignation.

Revisor's Note:

Section 4.159 codifies the fees for instruments filed by unincorporated nonprofit associations with the Secretary of State. Currently, the fees are established by administrative rules adopted by the Secretary of State contained in 1 T.A.C. §§80.21(c), 80.22(c), 80.23(c) and 80.24(c).

Revised Law:

Sec. 4.160. FILING FEES: FOREIGN FILING ENTITIES. For a filing by or for a foreign filing entity when no other fee has been provided, the Secretary of State shall impose the same fee as the filing fee for a similar instrument under Section 4.151 or 4.152.

Source Law:

New

Revisor's Note:

The revised law clarifies the filing fees for any type of foreign filing entity not covered by any other section of this subchapter.