FIRST ENGROSSMENT

Sixtieth
Legislative Assembly
of North Dakota

ENGROSSED SENATE BILL NO. 2153

Introduced by

Senators Nething, Nelson

Representatives Dahl, DeKrey, Kerzman

A BILL for an Act to create and enact chapter 10-01.1 of the North Dakota Century Code, relating to registered agents; to amend and reenact subsection 1 of section 10-06.1-15, subsection 2 of section 10-06.1-17, subsection 2 of section 10-06.1-18, sections 10-15-12 and 10-15-13, subsection 2 of section 10-15-39, subsection 4 of section 10-15-51, subsection 4 of section 10-15-52.4, sections 10-15-52.6 and 10-15-54, subsection 1 of section 10-19.1-10, sections 10-19.1-15 and 10-19.1-16, subsection 4 of section 10-19.1-103, subsection 5 of section 10-19.1-104.6, subsection 1 of section 10-19.1-118, sections 10-19.1-129 and 10-19.1-135, subsection 2 of section 10-19.1-136, section 10-19.1-138, subsection 1 of section 10-19.1-140, sections 10-19.1-141, 10-19.1-145, 10-19.1-146, and 10-19.1-147, subsection 1 of section 10-32-07, sections 10-32-12 and 10-32-13, subsection 4 of section 10-32-107, subsection 5 of section 10-32-108.6, subsection 1 of section 10-32-122, sections 10-32-132 and 10-32-138, subsection 2 of section 10-32-139, section 10-32-141, subsection 1 of section 10-32-143, sections 10-32-144, 10-32-148, 10-32-149, and 10-32-150, subsection 1 of section 10-33-06, sections 10-33-12 and 10-33-13, subsection 4 of section 10-33-92, subsection 1 of section 10-33-107, sections 10-33-120 and 10-33-128, subsection 2 of section 10-33-129, section 10-33-131, subsection 1 of section 10-33-133, sections 10-33-134, 10-33-138, and 10-33-139, subsection 1 of section 10-33-140, sections 10-34-04, 10-34-06, 10-34-09, 45-10.2-17, and 45-10.2-18, subsection 1 of section 45-10.2-23, section 45-10.2-79, subsection 2 of section 45-10.2-80, sections 45-10.2-82, 45-10.2-87, 45-10.2-107, 45-10.2-108, and 45-10.2-109, subsection 1 of section 45-15-03, sections 45-15-03.1 and 45-15-03.2, subsection 5 of section 45-21-04.2, subsection 2 of section 45-21-06, subsection 3 of section 45-22-03, sections 45-22-11 and 45-22-12, subsection 2 of section 45-22-13, sections 45-22-16, 45-22-17, and 45-22-21.1, subsection 1 of section 45-22-22, section 45-23-08, subsection 8 of section 54-09-04, and section 54-09-07 of the North Dakota Century Code, relating to farm corporations and farm limited liability companies, cooperative associations,

business corporations, limited liability companies, nonprofit corporations, real estate investment trusts, limited partnerships, partnerships, limited liability partnerships, limited liability limited partnerships, and the secretary of state; to repeal section 10-15-12.1 of the North Dakota Century Code, relating to cooperative associations; and to provide an effective date.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF NORTH DAKOTA:

SECTION 1. Chapter 10-01.1 of the North Dakota Century Code is created and enacted as follows:

10-01.1-01. Citation. This chapter may be cited as the "North Dakota Registered Agents Act".

10-01.1-02. Definitions. For purposes of this chapter, unless the context otherwise requires:

1. "Appointment of agent" means a statement appointing an agent for service of process filed by a domestic entity that is not a filing entity or a nonqualified foreign entity under section 10-01.1-12.
2. "Commercial registered agent" means a person that is listed under section 10-01.1-06 that serves in this state as the agent for service of process for another entity and that is:
   a. An individual residing in this state; or
   b. A domestic or foreign corporation or limited liability company.
3. "Domestic corporation" means a corporation, other than a foreign corporation, incorporated under any chapter of this code.
4. "Domestic entity" means an entity whose internal affairs are governed by the laws of this state.
5. "Domestic limited liability company" means a limited liability company, other than a foreign limited liability company, organized under chapter 10-32.
6. "Electronic communication" means any form of communication, not directly involving the physical transmission of paper:
   a. That creates a record that may be retained, retrieved, and reviewed by a recipient of the communication; and

b. That may be directly reproduced in paper form by the recipient through an automated process.

7. "Entity" means a person that has a separate legal existence or has the power to acquire an interest in real property in its own name other than:

a. An individual;

b. A testamentary, inter vivos, or charitable trust, with the exception of a business trust, statutory trust, or similar trust;

c. An association or relationship that is not a partnership by reason of section 45-14-02 or a similar provision of the law of any other jurisdiction;

d. A decedent's estate; or

e. A government or governmental subdivision, agency, or instrumentality, or a quasi-governmental instrumentality.

8. "Filed with the secretary of state" means, except as otherwise permitted by rule or law:

a. That a record meeting the applicable requirements of this chapter, together with the fees provided in section 10-01.1-03, was delivered or communicated to the secretary of state by a method or medium of communication acceptable by the secretary of state and was determined by the secretary of state to conform to law.

b. That the secretary of state did then:

(1) Record the actual date on which the record was filed, and if different, the effective date of filing; and

(2) Record the record in the office of the secretary of state.

9. "Filing entity" means an entity that is created by the filing of a public organic document.

10. "Foreign corporation" means a corporation:

a. That is incorporated under laws other than the laws of this state; and

b. That is a qualified foreign entity.

11. "Foreign entity" means an entity other than a domestic entity.

12. "Foreign limited liability company" means a limited liability company:

a. That is organized under laws other than the laws of this state for a purpose for which a limited liability company may be organized under chapter 10-32; and

b. That is a qualified foreign entity.

13. "Foreign qualification document" means an application for a certificate of authority or other foreign qualification filing with the secretary of state by a foreign entity.

14. "Governance interest" means the right under the organic law or organic rules of an entity, other than as a governor, agent, assignee, or proxy, to:

a. Receive or demand access to information concerning, or the books and records of, the entity;

b. Vote for the election of the governors of the entity; or

c. Receive notice of or vote on any or all issues involving the internal affairs of the entity.

15. "Governor" means a person by or under whose authority the powers of an entity are exercised and under whose direction the business and affairs of the entity are managed pursuant to the organic law and organic rules of the entity.

16. "Interest" means:

a. A governance interest in an unincorporated entity;

b. A transferable interest in an unincorporated entity; or

c. A share or membership in a corporation.

17. "Interest holder" means a direct holder of an interest.

18. "Jurisdiction of organization", with respect to an entity, means the jurisdiction whose law includes the organic law of the entity.

19. "Noncommercial registered agent" means a person that is not listed as a commercial registered agent under section 10-01.1-06 that serves in this state as the agent for service of process for another entity and that is:

a. An individual residing in this state; or

b. A domestic or foreign corporation or a domestic or foreign limited liability company.

20. "Nonqualified foreign entity" means a foreign entity that is not authorized to transact business in this state pursuant to a filing with the secretary of state.

21. "Nonresident LLP statement" means a registration as provided in subsection 23 of section 45-22-01 and is:
    a. A registration of a domestic limited liability partnership that does not have an office in this state; or
    b. A registration of a foreign limited liability partnership that does not have an office in this state.
22. "Organic law" means the statutes, if any, other than this chapter, governing the internal affairs of an entity.
23. "Organic rules" means the public organic document and private organic rules of an entity.
24. "Person" means an individual, corporation, estate, trust, partnership, limited liability company, business or similar trust, association, joint venture, public corporation, government or governmental subdivision, agency, or instrumentality, or any other legal or commercial entity.
25. "Principal executive office" means:
    a. If the entity has one or more elected or appointed governors, then an office where one or more of the governors has an office; or
    b. If the entity has no elected or appointed governors, then the office of the registered agent of the entity.
26. "Private organic rules" means the rules, whether or not in a record, that:
    a. Govern the internal affairs of an entity;
    b. Are binding on all of its interest holders; and
    c. Are not part of its public organic document, if any.
27. "Public organic document" means the public record the filing of which creates an entity, and any amendment to or restatement of that record.
28. "Qualified foreign entity" means a foreign entity that is authorized to transact business in this state pursuant to a filing with the secretary of state.
29. "Record" means information is inscribed on a tangible medium or is stored in an electronic or other medium and is retrievable in perceivable form.
30. "Registered agent" means:
    a. A commercial registered agent; or

b. A noncommercial registered agent.

31. "Registered agent filing" means:

a. The public organic document of a domestic filing entity;

b. A nonresident LLP statement;

c. A foreign qualification document; or

d. An appointment of agent.

32. "Registered office" means the address in this state of a registered agent as provided in this chapter and need not be the same as the principal place of business or principal executive office of the represented entity.

33. "Represented entity" means:

a. A domestic filing entity;

b. A domestic or qualified foreign limited liability partnership that does not have an office in this state;

c. A qualified foreign entity;

d. A domestic or foreign unincorporated nonprofit association for which an appointment of agent has been filed;

e. A domestic entity that is not a filing entity for which an appointment of agent has been filed; or

f. A nonqualified foreign entity for which an appointment of agent has been filed.

34. "Signed" means:

a. That the signature of a person, which may be a facsimile affixed, engraved, printed, placed, stamped with indelible ink, transmitted by facsimile telecommunication or electronically, or in any other manner reproduced on the record with the present intention to authenticate that record; and

b. With respect to a record required by this chapter to be filed with the secretary of state, that:

(1) The record is signed by a person authorized to do so by the organic rules of the entity; and

(2) The signature and the record are communicated by a method or medium of communication acceptable by the secretary of state.

35. "Transferable interest" means the right under an entity's organic law to receive distributions from the entity.

36. "Type", with respect to an entity, means a generic form of entity:

a. Recognized at common law; or

b. Organized under an organic law, whether or not some entities organized under that organic law are subject to provisions of that law that create different categories of the form of entity.

10-01.1-03. Fees.

1. The secretary of state shall collect the following fees when a filing is made under this chapter:

a. Commercial registered agent listing, one thousand dollars;

b. Commercial registered agent termination statement, five hundred dollars;

c. Statement of change, ten dollars except when the change is a change of address and in the secretary of state's opinion that change results from rezoning or postal reassignment;

d. Statement appointing an agent for service of process, ten dollars; and

e. Any process, notice, or demand for service, twenty-five dollars.

2. The secretary of state shall collect the following fees for copying and certifying a copy of any document filed under this chapter:

a. One dollar for every four pages, or fraction thereof, for copying a record;

b. Fifteen dollars for furnishing a certificate; and

c. Five dollars for a search of records when supplying copies, certification, or written verification of facts.

3. The secretary of state may not collect a fee to file a statement of resignation.

10-01.1-04. Addresses in filings. Whenever a provision of this chapter, other than subdivision d of subsection 1 of section 10-01.1-11 requires that a filing state an address, the filing must state:

1. An actual street address or rural route box number in this state; and

2. A mailing address in this state if different from the address under subsection 1.

10-01.1-05. Appointment of registered agent.

1. A registered agent filing must state:

a. The name of the commercial registered agent of the represented entity; or

b. If the entity does not have a commercial registered agent, then the name and address of the noncommercial registered agent of the entity.

2. The appointment of a registered agent pursuant to subsection 1 is an affirmation by the represented entity that the agent has consented to serve as such.

3. Upon request and as soon as practicable, the secretary of state shall make available in a record a list of filings that contain the name of a registered agent. The list must:

a. List in alphabetical order the names of the registered agents; and

b. State:

(1) The type of filing;

(2) The name of the represented entity making the filing; and

(3) The address of the principal executive office if disclosed in the record filed by the represented entity.

10-01.1-06. Listing of commercial registered agent.

1. An individual residing in this state or a domestic or foreign corporation or limited liability company may become listed as a commercial registered agent by filing with the secretary of state a commercial registered agent listing statement signed by or on behalf of the person which states:

a. The name of the individual or the name, type, and jurisdiction of organization of the entity;

b. That the person is in the business of serving as a commercial registered agent in this state; and

c. The address of a place of business of the person in this state to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.

2. If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the secretary of state from the name of another commercial registered agent listed under this section, the person must adopt a fictitious name that is so distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.

3. A commercial registered agent listing statement takes effect on filing.

4. The secretary of state shall note the filing of the commercial registered agent listing statement in the record of the represented entity and in the index of filings maintained by the secretary of state for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

10-01.1-07. Termination of listing of commercial registered agent.

1. A commercial registered agent may terminate its listing as a commercial registered agent by filing with the secretary of state a commercial registered agent termination statement signed by or on behalf of the agent which states:

   a. The name of the agent as currently listed under section 10-01.1-06; and

   b. That the agent is no longer in the business of serving as a commercial registered agent in this state.

2. A commercial registered agent termination statement takes effect on the thirty-first day after the day on which it is filed.

3. The commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of the commercial registered agent termination statement.

4. When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it.

   a. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided in section 10-01.1-13.

   b. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity.

10-01.1-08. Change of registered agent by entity.

1. A represented entity may change the information currently on file under subsection 1 of section 10-01.1-05 by filing with the secretary of state a statement of change signed on behalf of the entity which states:

a. The name of the entity; and

b. The information that is to be in effect as a result of the filing of the statement of change.

2. The interest holders or governors of a domestic entity need not approve the filing of:

a. A statement of change under this section; or

b. A similar filing changing the registered agent or registered office of the entity in any other jurisdiction.

3. The appointment of a registered agent pursuant to subsection 1 is an affirmation by the represented entity that the agent has consented to serve as such.

4. A statement of change filed under this section takes effect on filing.

5. Instead of using the procedures in this section, a represented entity may change the information currently on file under subsection 1 of section 10-01.1-05 by amending its most recent registered agent filing as provided by the laws of this state other than this chapter for amending that filing.

10-01.1-09. Change of name or address by noncommercial registered agent.

1. If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to subsection 1 of section 10-01.1-05, the agent shall file with the secretary of state, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent which states:

a. The name of the entity;

b. If the name of the agent has changed, its new name; and

c. If the address of the agent has changed, its new address.

2. A statement of change filed under this section takes effect on filing.

3. A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

10-01.1-10. Change of name, address, or type of organization by commercial registered agent.

1. If a commercial registered agent changes its name as a result of a merger, conversion, exchange, sale, reorganization, or amendment, its address as currently listed under subsection 1 of section 10-01.1-06, or its type of jurisdiction of organization, the agent shall file with the secretary of state a statement of change signed by or on behalf of the agent which states:
   a. The name of the agent as currently listed under subsection 1 of section 10-01.1-06;
   b. If the name of the agent has changed, its new name;
   c. If the address of the agent has changed, its new address; and
   d. If the type or jurisdiction of organization of the agent has changed, then its new type or jurisdiction of organization.
2. The filing of a statement of change under subsection 1 is effective to change the information regarding the commercial registered agent with respect to each entity represented by the agent.
3. A statement of change filed under this section takes effect on filing.
4. A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement or change relating to the name or address of the agent and the changes made by the filing.
5. If a commercial registered agent changes its address without filing a statement of change as required by this section, then the secretary of state may cancel the listing of the agent under section 10-01.1-06. A cancellation under this subsection has the same effect as a termination under section 10-01.1-07. Promptly after canceling the listing of an agent, the secretary of state shall notify:
   a. Each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided in section 10-01.1-13; and
   b. The agent, stating that the listing of the agent has been canceled under this section.

6. The secretary of state shall note the filing of the commercial registered agent change statement in the index of filings maintained by the secretary of state for each entity represented by the commercial registered agent at the time of the filing.

10-01.1-11. Resignation of registered agent.

1. Until the legal existence of a represented entity ceases, or until the authority of a foreign entity is withdrawn or revoked, a registered agent may resign at any time with respect to a represented entity by filing with the secretary of state a statement of resignation signed by or on behalf of the registered agent which states:
   a. The name of the entity;
   b. The name of the registered agent;
   c. That the registered agent resigns from serving as agent for service of process for the entity; and
   d. The name and address of the person to which the registered agent will send the notice required by subsection 3.
2. A statement of resignation takes effect on the earlier of the thirty-first day after the day on which it is filed or the appointment of a new registered agent for the represented entity.
3. The registered agent shall promptly furnish the represented entity with notice in a record of the date on which a statement of resignation was filed.
4. When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity may have against the registered agent or that the registered agent may have against the entity.
5. A registered agent may resign with respect to a represented entity whether or not the entity is in good standing but not after the legal existence of the represented entity has ceased or, in the case of a foreign entity, after its authority has been withdrawn or revoked.

10-01.1-12. Appointment of agent by nonfiling or nonqualified foreign entity.

1. A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the secretary of state a statement appointing an agent for service of process signed on behalf of the entity which states:
   a. The name, type, and jurisdiction of organization of the entity; and
   b. The information required by subsection 1 of section 10-01.1-05.
2. A statement appointing an agent for service of process takes effect on filing.
3. The appointment of a registered agent under this section does not qualify a nonqualified foreign entity to do business in this state and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this state.
4. A statement appointing an agent for service of process may not be rejected for filing because the name of the entity filing the statement is not distinguishable on the records of the secretary of state from the name of another entity appearing in those records. The filing of a statement appointing an agent for service of process does not make the name of the entity filing the statement unavailable for use by another entity.
5. An entity that has filed a statement appointing an agent for service of process may cancel the statement by filing a statement of cancellation, which shall take effect upon filing, and must state the name of the entity and that the entity is canceling its appointment of an agent for service of process in this state. A statement appointing an agent for service of process, which has not been canceled earlier, is effective for a period of five years after the date of filing. The secretary of state may destroy a statement provided for in this section after the statement has been on file for six years.
6. A statement appointing an agent for service of process for a nonqualified foreign entity terminates automatically on the date the entity becomes a qualified foreign entity.

10-01.1-13. Service of process on entities, nonresident governors, and the secretary of state.

1. Until the legal existence of an entity ceases, or until the authority of a foreign entity is withdrawn or revoked, service of any process, notice, or demand on the entity or nonresident governor may be served on:

a. A registered agent;

b. A governor of the entity, whether resident in this state or not;

c. Any responsible person found at the registered office or at the principal executive office if located in this state; or

d. On the secretary of state as provided in this section.

2. Service is perfected under this section pursuant to North Dakota Rules of Civil Procedure or applicable law.

3. The secretary of state is the agent for service of process:

a. When a foreign entity transacts business without a certificate of authority;

b. When a domestic entity has been dissolved;

c. If an entity that previously filed a registered agent filing with the secretary of state no longer has a registered agent; or

d. If the registered agent, governor, or responsible person cannot with reasonable diligence be served.

4. Service of process, notice, or demand on a registered agent must be in the form of a written document.

5. Service on the secretary of state:

a. Shall be made by registered mail or personal delivery to the secretary of state and not by electronic communication.

b. Shall include the return of the sheriff, or the affidavit of an individual who is not a party, verifying that neither the registered agent nor a responsible person can be found at the registered office or at the principal executive office.

c. Is deemed personal service upon the entity and must be made by filing with the secretary of state:

(1) Three copies of the process, notice, or demand; and

(2) The fees provided in section 10-01.1-03.

d. Is returnable in not less than thirty days notwithstanding a shorter period specified in the process, notice, or demand.

6. The secretary of state shall immediately forward, by registered mail, a copy of the process, notice, or demand addressed to:

a. The entity at the principal executive office address of record;

b. Any address provided by any serving party; or

c. To any forwarding address provided by the United States postal service.

7. The secretary of state shall maintain a record of every process, notice, and demand served on the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.

8. Service of process, notice, or demand may be perfected by any other means provided by law other than this chapter.

9. The court shall determine if service is proper.

10-01.1-14. Duties of registered agent. The only duties under this chapter of a registered agent who has complied with this chapter are:

1. To forward to the represented entity at the address most recently supplied to the agent by the entity any process, notice, or demand that is served on the agent;

2. To provide the notices required by this chapter to the entity at the address most recently supplied to the agent by the entity; and

3. If the agent is:

a. A noncommercial registered agent, then to keep current the information required by subsection 1 of section 10-01.1-05 in the most recent registered agent filing for the entity; or

b. A commercial registered agent, then to keep current the information listed for it under subsection 1 of section 10-01.1-06.

10-01.1-15. Jurisdiction and venue. The appointment or maintenance in this state of a registered agent does not by itself create the basis for personal jurisdiction over the represented entity in this state. The address of the agent does not determine venue in an action or proceeding involving the entity.

10-01.1-16. Relation to electronic signatures in Global and National Commerce Act. This chapter modifies, limits, and supersedes the federal Electronic Signatures in Global and National Commerce Act [15 U.S.C. 7001 et seq.], but does not modify, limit, or supersede section 101(c) of that Act [15 U.S.C. 7001(c)] or authorize delivery of any of the notices described in section 103(b) of that Act [15 U.S.C. 7003(b)].

10-01.1-17. Savings clause. This chapter does not affect an action or proceeding commenced or right accrued before the effective date of this chapter.

SECTION 2. AMENDMENT. Subsection 1 of section 10-06.1-15 of the North Dakota Century Code is amended and reenacted as follows:

1. Every farming or ranching corporation or limited liability company shall file an initial report with its articles of incorporation. The report must be signed by the incorporators or organizers and must contain the following:
   a. The name of the corporation or limited liability company.
   b. ~~The address of the registered office of the corporation or limited liability company in this state and the name of its registered agent in this state at that address.~~
   ~~c.~~ With respect to each shareholder or member:
      (1) The name and address of each, including the names and addresses and relationships of trusts and estates that own shares or membership interests;
      (2) The number of shares or membership interests or percentage of shares or membership interests owned by each;
      (3) The relationship of each;
      (4) A statement of whether each is a citizen or permanent resident alien of the United States; and
      (5) A statement of whether each is actively engaged in operating the farm or ranch, whether each resides on the farm or ranch, and whether each depends principally on farming or ranching for a livelihood.
   ~~d.~~ c. With respect to management:
      (1) If a corporation, then the names and addresses of the officers and members of the board of directors; or
      (2) If a limited liability company, then the names and addresses of the managers and members of the board of governors.
   ~~e.~~ d. A statement listing the acreage [hectarage] and location listed by section, township, range, and county of all land in the state owned or leased by the corporation or limited liability company and used for farming or ranching.

SECTION 3. AMENDMENT. Subsection 2 of section 10-06.1-17 of the North Dakota Century Code is amended and reenacted as follows:

2. The name of the registered agent of the corporation or limited liability company as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of the registered office of the corporation or limited liability company in this state ~~and the name of the corporation's or limited liability company's registered agent in this state at that address~~.

SECTION 4. AMENDMENT. Subsection 2 of section 10-06.1-18 of the North Dakota Century Code is amended and reenacted as follows:

2. The ~~address~~ name of the registered ~~office~~ agent of the corporation or limited liability company ~~in this state~~ as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the ~~name and~~ address of ~~its~~ the noncommercial registered agent in this state.

SECTION 5. AMENDMENT. Section 10-15-12 of the North Dakota Century Code is amended and reenacted as follows:

10-15-12. Principal office - Registered agent.

1. A cooperative shall maintain in this state either ~~its~~:
   a. Its principal office; or ~~a~~
   b. A registered agent as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of the registered office in this state.
2. The board may establish or change the location of the principal office ~~or name and address of the registered agent~~ by causing a statement in writing to be filed as an amendment to the articles as provided in section 10-15-53. Such statement shall set forth the name of the cooperative and the location of its principal office ~~or the name and address of the registered agent~~ as established or changed. For the purposes of this chapter, the post-office address of an existing cooperative becoming subject to this chapter, as set forth in the articles for its business office, shall be considered its registered office and the secretary of the cooperative shall be considered its registered agent unless the articles are amended otherwise.

3. The board may establish a registered agent as provided in chapter 10-01.1 by causing a statement in writing to be filed as an amendment to the articles as provided in section 10-15-53. Such statement shall set forth:
   a. The name of the cooperative; and
   b. The name of the registered agent as provided in chapter 10-01.1, and if a noncommercial registered agent, the address of the registered office.
4. As provided in chapter 10-01.1:
   a. The board may change:
      (1) A registered agent;
      (2) The address of a registered agent; or
      (3) The name of a registered agent.
   b. A registered agent may resign ~~by mailing a written notice to both the secretary of state and the cooperative. The resignation becomes effective when the cooperative names a new registered agent or sixty days after the receipt of notice by the secretary of state, whichever is sooner~~.

SECTION 6. AMENDMENT. Section 10-15-13 of the North Dakota Century Code is amended and reenacted as follows:

10-15-13. Service of process. ~~The registered agent appointed by a cooperative shall be an agent of the cooperative and any nonresident director upon whom any~~ Any process, notice, or demand required or permitted by law to be served upon the cooperative or its directors may be served as provided in chapter 10-01.1.

~~Whenever a cooperative does not appoint or maintain a registered agent in this state, or whenever its registered agent cannot with reasonable diligence be found at the registered office, then the secretary of state shall be an agent of such cooperative upon whom any such process, notice, or demand may be served. Service on the secretary of state of any such process, notice, or demand must be made by delivering to and leaving with the secretary of state, or with any clerk having charge of the corporation department of the secretary of state's office, an original and two copies of such process, notice, or demand. In the event any such process, notice, or demand is served on the secretary of state, the secretary of state shall immediately cause one of the copies thereof to be forwarded by registered or certified mail, addressed to the cooperative at the address of the principal place of business or to the~~

~~nonresident director at the nonresident director's last reported address, as the case may be. Any service on the secretary of state is returnable in not less than thirty days.~~

~~The secretary of state shall keep a record of all processes, notices, and demands served upon the secretary of state under this section and shall record therein the time of such service and the secretary of state action with reference thereto.~~

~~Nothing herein contained limits or affects the right to serve any process, notice, or demand required or permitted by law to be served upon a cooperative or its directors in any other manner permitted by law.~~

SECTION 7. AMENDMENT. Subsection 2 of section 10-15-39 of the North Dakota Century Code is amended and reenacted as follows:

2. The location of the principal office, or the complete address of the present registered agent, shall be set forth as of the time of adoption of the restated articles. The name ~~and address~~ of a new registered agent as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the address of such noncommercial registered agent in this state may be set forth in lieu ~~thereof~~ of the location of the principal office.

SECTION 8. AMENDMENT. Subsection 4 of section 10-15-51 of the North Dakota Century Code is amended and reenacted as follows:

4. ~~The~~ As provided in chapter 10-01.1, the name of the registered agent, and if a noncommercial registered agent, the address of the ~~proposed~~ noncommercial registered ~~office of the cooperative~~ agent in this state ~~and the name of its proposed registered agent in this state at such address~~.

SECTION 9. AMENDMENT. Subsection 4 of section 10-15-52.4 of the North Dakota Century Code is amended and reenacted as follows:

4. That ~~the cooperative revokes the authority of its registered agent in this state to accept service of process and consents that~~ service of process in any action, suit, or proceeding based upon any claim for relief arising in this state during the time the cooperative was authorized to transact business in this state may thereafter be made on such cooperative by service ~~thereof on the secretary of state~~ as provided in section 10-01.1-13.

SECTION 10. AMENDMENT. Section 10-15-52.6 of the North Dakota Century Code is amended and reenacted as follows:

10-15-52.6. Change of registered office or registered agent of foreign cooperative. As provided in section 10-01.1-11:

1. A foreign cooperative 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 setting forth:~~
   ~~a. The name of the cooperative.~~
   ~~b. If the address of its registered office is to be changed, the new address of its registered office.~~
   ~~c. If its registered agent is to be changed, the name of its new registered agent.~~
   ~~d. That the addresses of its registered office and the business office of its registered agent, as changed, will be identical.~~
   ~~e. That the change was authorized by resolution duly adopted by its board of directors.~~

   ~~The statement must be executed by the cooperative by its president or a vice president and delivered to the secretary of state. If a registered agent changes its name or its business address, the agent may change its name or address, as the case may be, for any cooperatives of which it is the registered agent by filing a statement as required above with one copy for each cooperative listed on the certificate. The statement need only be signed by the registered agent, need not be responsive to subdivision c or e, and must recite that a copy of the statement has been mailed to each listed cooperative or to the legal representative of each. A copy of the statement must be mailed by the registered agent to each listed cooperative or the legal representative of each cooperative.~~; and
2. A registered agent of a foreign cooperative may resign ~~upon filing a written notice with the secretary of state, including a statement that a signed copy of the notice has been given to the foreign cooperative at its principal executive office or to a legal representative of the cooperative. The appointment of the agent terminates upon the expiration of thirty days after filing the notice with the secretary of state. The registered agent must also give a signed copy of the notice to the foreign~~

~~cooperative at its principal executive office or a legal representative of the cooperative~~.

SECTION 11. AMENDMENT. Section 10-15-54 of the North Dakota Century Code is amended and reenacted as follows:

10-15-54. Fees. No document may be filed or recorded nor any certificate issued until all fees therefor have been paid. Any fee or penalty due under this chapter may be recovered in a suit brought by the attorney general in the name of the state. The secretary of state shall charge and collect from any association for:

1. Filing articles of association and issuing a certificate of association, thirty dollars.
2. Filing articles of amendment and issuing a certificate of amendment, twenty dollars.
3. Filing restated articles of association, thirty dollars.
4. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, fifty dollars.
5. Filing articles or decree of dissolution, twenty dollars.
6. Receiving service of any process, notice, or demand, ~~twenty five dollars~~ the fee provided in section 10-01.1-03.
7. Filing an application of a foreign cooperative for a certificate of authority to do business in this state and issuing a certificate therefor, forty dollars.
8. For filing a name reservation, a transfer of name reservation, a cancellation of name reservation, or a consent to use of name, ten dollars.
9. For filing a change of registered office or change of registered, or both, the fees provided in section 10-01.1-03.
10. Filing any other document or statement, or issuing any other certificate, twenty dollars.

~~10.~~ 11. Any document submitted for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the document.

SECTION 12. AMENDMENT. Subsection 1 of section 10-19.1-10 of the North Dakota Century Code is amended and reenacted as follows:

1. The articles of incorporation must contain:
   a. The name of the corporation.

b. The ~~address~~ name of the registered ~~office of~~ agent as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the ~~corporation and the name of its registered agent at that~~ address of that noncommercial registered agent in this state.

c. The aggregate number of shares that the corporation has authority to issue.

d. The name and address of each incorporator.

e. The effective date of incorporation if a later date than that on which the certificate of incorporation is issued by the secretary of state, which may not be later than ninety days after the date on which the certificate of incorporation is issued.

SECTION 13. AMENDMENT. Section 10-19.1-15 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-15. Registered office - Registered agent.

~~1.~~ A corporation shall continuously maintain a registered ~~office~~ agent in this state as provided by chapter 10-01.1, and if a noncommercial registered agent, then the address of that noncommercial registered agent in this state. ~~A registered office need not be the same as the principal place of business or the principal executive office of the corporation.~~

~~2. A corporation shall appoint and continuously maintain a registered agent who may be:~~

~~a. An individual residing in this state;~~

~~b. A domestic corporation, whether incorporated under this chapter or under another provision of this code, or domestic limited liability company; or~~

~~c. A foreign corporation, whether authorized to do business or conduct activities under this chapter or another provision of this code, or a foreign limited liability company authorized to transact business in this state.~~

~~3. The registered agent shall maintain a business office that is identical with the registered office. Proof of the registered agent's consent to serve in that capacity must be filed with the secretary of state, together with the fees provided in section 10-19.1-147.~~

SECTION 14. AMENDMENT. Section 10-19.1-16 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-16. Change of registered office or registered agent - Change of name of registered agent. As provided in chapter 10-01.1:

1. A corporation may change its registered office, change its registered agent, or state a change in the name of its registered agent ~~by filing with the secretary of state, along with the fees provided in section 10-19.1-147, a statement containing:~~
   ~~a. The name of the corporation.~~
   ~~b. If the address of its registered office is to be changed, the new address of its registered office.~~
   ~~c. If its registered agent is to be changed, the name of its new registered agent.~~
   ~~d. If the name of its registered agent is to be changed, the name of its registered agent as changed.~~
   ~~e. A statement that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.~~
   ~~f. A statement that the change of registered office or registered agent was authorized by resolution approved by the board~~.
2. A registered agent of a corporation may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice has been given to the corporation at its principal executive office or to a legal representative of the corporation. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~.
~~3. If the business address or the name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each corporation represented by that agent by filing with the secretary of state a statement for each corporation as required in subsection 1, except that it need be signed only by the registered agent, need not be responsive to subdivision f of subsection 1, and must state that a copy of the statement has been mailed to each of those corporations or to the legal representative of each of those corporations.~~

~~4. The fee prescribed in section 10-19.1-147 for change of registered office must be refunded when in the secretary of state's opinion a change of address of registered office results from rezoning or postal reassignment.~~

SECTION 15. AMENDMENT. Subsection 4 of section 10-19.1-103 of the North Dakota Century Code is amended and reenacted as follows:

4. If the surviving organization in a merger will be a foreign corporation or foreign limited liability company and will transact business in this state, the organization shall comply with the provisions of this chapter with respect to foreign corporations or chapter 10-32 with respect to foreign limited liability companies. In every case, the surviving foreign corporation or foreign limited liability company shall file with the secretary of state:
   a. An agreement that it may be served with process in this state in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for the enforcement of the rights of a dissenting owner of an ownership interest of a constituent organization against the surviving foreign corporation or foreign limited liability company;
   b. An irrevocable appointment of the secretary of state as the organization's agent to accept service of process in any proceeding, and an address to which process may be forwarded <u>as provided in section 10-01.1-13</u>; and
   c. An agreement that the organization will promptly pay to the dissenting owners of ownership interests of each domestic constituent corporation and domestic constituent limited liability company the amount, if any, to which they are entitled under section 10-19.1-88 or 10-32-55.

SECTION 16. AMENDMENT. Subsection 5 of section 10-19.1-104.6 of the North Dakota Century Code is amended and reenacted as follows:

5. A converted organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing an obligation under this subsection <u>as provided in section 10-01.1-13</u>.

SECTION 17. AMENDMENT. Subsection 1 of section 10-19.1-118 of the North Dakota Century Code is amended and reenacted as follows:

1. A corporation may be dissolved involuntarily by a decree of a court in this state in an action filed by the attorney general when it is established that:
   a. The articles and certificate of incorporation were procured through fraud;
   b. The corporation was incorporated for a purpose not permitted by section 10-19.1-08;
   c. The corporation failed to comply with the requirements of sections 10-19.1-02 through 10-19.1-24 essential to incorporation under or election to become governed by this chapter;
   d. The corporation has failed for thirty days to appoint and maintain a registered agent in this state as provided in chapter 10-01.1;
   e. The corporation has failed for thirty days after change of its registered office or registered agent to file in the office of the secretary of state a statement of such change as provided in chapter 10-01.1; or
   f. The corporation has acted, or failed to act, in a manner that constitutes surrender or abandonment of the corporate franchise, privileges, or enterprise.

SECTION 18. AMENDMENT. Section 10-19.1-129 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-129. Service of process on corporation, foreign corporation, and nonresident directors.

~~1. The registered agent must be an agent of the corporation or foreign corporation and any nonresident director upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the corporation, the foreign corporation, or any director may be served as provided in section 10-01.1-13.

   ~~a. When a foreign corporation transacts business without a certificate of authority, or when the certificate of authority of a foreign corporation is suspended or revoked, the secretary of state is an agent of the foreign corporation for service of process, notice, or demand.~~

   ~~b. Acceptance of a directorship includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served upon a corporation or foreign corporation may be served:~~

~~a. On the registered agent of the corporation;~~

~~b. On an officer of the corporation or foreign corporation;~~

~~c. On any responsible person found at the registered office or at the principal executive office if located in this state; or~~

~~d. On the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a responsible person can be found at the registered office, or if a responsible person cannot be found at the principal executive office if located in this state, then the secretary of state is an agent of the corporation or foreign corporation upon whom the process, notice, or demand may be served.~~

~~a. Service on the secretary of state:~~

~~(1) Shall be made by registered mail or personal delivery to the secretary of state and not by electronic communication.~~

~~(2) Shall include the return of the sheriff, or the affidavit of an individual who is not a party, verifying that neither the registered agent nor a responsible person can be found at the registered office or at the principal executive office.~~

~~(3) Is deemed personal service upon the corporation and must be made by filing with the secretary of state:~~

~~(a) Three copies of the process, notice, or demand; and~~

~~(b) The fees provided in section 10-19.1-147.~~

~~(4) Is returnable in not less than thirty days notwithstanding a shorter period specified in the process, notice, or demand.~~

~~b. The secretary of state shall immediately forward, by registered mail, addressed to the corporation or foreign corporation at the registered office or principal executive office, a copy of the process, notice, or demand.~~

~~4. Process, notice, or demand may be served on a dissolved corporation as provided in this subsection. The court shall determine if service is proper. If a corporation has voluntarily dissolved or a court has entered a decree of dissolution, then~~

~~service may be made according to subsection 2 so long as claims are not finally barred under section 10-19.1-124. If a corporation has been involuntarily dissolved pursuant to section 10-19.1-146, then service may be made according to subsection 2.~~

~~5. The secretary of state shall maintain a record of every process, notice, and demand served on the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.~~

~~6. This section does not limit the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation in any other manner permitted by law.~~

SECTION 19. AMENDMENT. Section 10-19.1-135 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-135. Foreign corporation application for certificate of authority.

1. An applicant for a certificate shall file with the secretary of state an application executed by an authorized person and setting forth:
   a. The name of the foreign corporation and, if different, the name under which it proposes to transact business in this state;
   b. The jurisdiction of its incorporation;
   c. The date of incorporation in the jurisdiction of its incorporation and the period of duration of the foreign corporation;
   d. The address of the principal executive office of the foreign corporation;
   e. The ~~address~~ name of the ~~proposed~~ registered ~~office~~ agent of the foreign corporation ~~in this state;~~
   ~~f. The name of the proposed~~ as provided in chapter 10-01.1, and if a noncommercial registered agent ~~in this state, as defined under section 10-19.1-15~~, the address of such noncommercial registered agent in this state;
   ~~g.~~ f. The purpose of the corporation which it proposes to pursue in transacting business in this state;
   ~~h.~~ g. The names and addresses of the directors and officers of the foreign corporation; and

~~i.~~ h. Any additional information deemed necessary or appropriate by the secretary of state to enable the secretary of state to determine whether the foreign corporation is entitled to a certificate of authority to transact business in this state.

2. The application must be accompanied by payment of the fees provided in section 10-19.1-147 together with a certificate of good standing or a certificate of existence duly authenticated by the incorporating officer of the state or country where the corporation is incorporated ~~and the consent of the designated registered agent for service of process to serve in that capacity~~.

SECTION 20. AMENDMENT. Subsection 2 of section 10-19.1-136 of the North Dakota Century Code is amended and reenacted as follows:

2. File the application~~,~~ and the certificate of good standing or certificate of existence~~, and the consent of the registered agent~~; and

SECTION 21. AMENDMENT. Section 10-19.1-138 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-138. Foreign corporation - Registered agent - Registered office ~~- Certain reports~~. A foreign corporation authorized to transact business in this state shall~~:~~

~~1. Establish and~~ continuously maintain a registered ~~office in the same manner as provided in section 10-19.1-15;~~

~~2. Appoint and continuously maintain a registered agent in the same manner as provided in section 10-19.1-15; and~~

~~3. File a report upon any change in the address of its registered office or in the name or address of its registered agent in the same manner as provided in section 10-19.1-16~~ agent in this state as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of such noncommercial registered agent in this state.

SECTION 22. AMENDMENT. Subsection 1 of section 10-19.1-140 of the North Dakota Century Code is amended and reenacted as follows:

1. 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 the certificate, the foreign corporation shall file with

the secretary of state an application for withdrawal, together with the fees provided in section 10-19.1-147, which must set forth:

a. The name of the corporation and the state or country under the laws of which it is incorporated;

b. That the corporation is not transacting business in this state;

c. That the corporation surrenders its authority to transact business in this state;

d. That ~~the corporation revokes the authority of its registered agent in this state to accept service of process and consents to that~~ service of process ~~on the corporation by service upon the secretary of state~~ in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may thereafter be made on such corporation as provided in section 10-01.1-13;

e. A post-office address to which a person may mail a copy of any process against the corporation; and

f. Any additional information necessary or appropriate to enable the secretary of state to determine and assess any unpaid fees payable by the foreign corporation.

SECTION 23. AMENDMENT. Section 10-19.1-141 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-141. Foreign corporation - Revocation of certificate of authority.

1. The certificate of authority of a foreign corporation to transact business in this state may be revoked by the secretary of state ~~upon the occurrence of either of these events~~ if:

a. The foreign corporation has failed to:

(1) ~~Maintain~~ Appoint and maintain a registered agent, and if a noncommercial registered agent, then the registered office of the noncommercial registered agent as ~~required by this~~ provided in chapter 10-01.1; or

(2) ~~Appoint and maintain a registered agent as required by this chapter;~~

~~(3) File a report upon any change in the address of its registered office;~~

~~(4) File a report upon any change in the name or business address of the registered agent; or~~

~~(5)~~ File in the office of the secretary of state any amendment to its application for a certificate of authority as specified in section 10-19.1-137; or

b. A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by the foreign corporation pursuant to this chapter.

2. Except for revocation of the certificate of authority for failure to file the annual report ~~for which the certificate of authority may be revoked as provided in section 10-19.1-146~~ as provided in section 10-19.1-146, no certificate of authority of a foreign corporation may be revoked by the secretary of state unless:

a. The secretary has given the foreign corporation at least sixty days' notice by mail addressed to its registered agent at the registered office in this state or, if the foreign corporation fails to appoint and maintain a registered agent in this state, then addressed to its principal executive office; and

b. During the sixty-day period, the foreign corporation has failed to ~~file~~:

(1) File the report of change as provided in chapter 10-01.1 regarding the registered office or the registered agent~~, to file~~;

(2) File any amendment~~,~~; or ~~to correct~~

(3) Correct the misrepresentation.

3. Upon the expiration of sixty days after the mailing of the notice, the authority of the foreign corporation to transact business in this state ceases; and the secretary of state shall issue a ~~certificate~~ notice of revocation and shall mail the ~~certificate~~ notice to the principal executive office of the foreign corporation.

SECTION 24. AMENDMENT. Section 10-19.1-145 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-145. Foreign corporation - Service of process. Service of process on a foreign corporation must be as provided in section ~~10-19.1-129~~ 10-01.1-13.

SECTION 25. AMENDMENT. Section 10-19.1-146 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-146. Secretary of state - Annual report of corporations and foreign corporations - Involuntary dissolution - Revocation of certificate of authority.

1. Each corporation and each foreign corporation authorized to transact business in this state shall file, within the time provided in subsection 3, an annual report setting forth:
   a. The name of the corporation or foreign corporation and the state or country under the laws of which the corporation or foreign corporation is incorporated.
   b. The address of the registered office of the corporation or foreign corporation in this state, the name of the corporation's or foreign corporation's registered agent in this state at that address, and the address of the corporation's or foreign corporation's principal executive office.
   c. A brief statement of the character of the business in which the corporation or foreign corporation is actually engaged in this state.
   d. The names and respective addresses of the officers and directors of the corporation or foreign corporation.
   e. A statement of the aggregate number of shares the corporation or foreign corporation has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.
   f. A statement of the aggregate number of issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class.
   g. A statement, expressed in dollars, of the value of all the property owned by the corporation, wherever located, and the value of the property of the corporation located within this state, and a statement, expressed in dollars, of the total gross income of the corporation for the twelve months ending on December thirty-first preceding the date provided under this section for the filing of the annual report and the gross amount accumulated by the corporation at or from places of business in this state. If, on December thirty-first preceding the time provided under this section for the filing of the report, the corporation had not been in existence for a period of twelve months, or, in the case of a foreign corporation, had not been authorized to

transact business in this state for a period of twelve months, the statement with respect to total gross income must be furnished for the period between the date of incorporation or the date of the corporation's authorization to transact business in this state and December thirty-first.

h. Any additional information necessary or appropriate to enable the secretary of state to determine and assess the proper amount of fees payable by the corporation.

2. The annual report must be submitted on forms prescribed by the secretary of state. The information provided must be given as of the date of the execution of the report except as to the information required by subdivision g of subsection 1 which must be given as of the close of business on December thirty-first next preceding the date herein provided for the filing of the report, or, in the alternative, data of the fiscal year ending next preceding this report may be used. The annual report must be signed as provided in subsection 51 of section 10-19.1-01, or the articles or the bylaws or a resolution approved by the affirmative vote of the required proportion or number of the directors or holders of shares entitled to vote. If the corporation or foreign corporation is in the hands of a receiver or trustee, it must be signed on behalf of the corporation or foreign corporation by the receiver or trustee. The secretary of state may destroy all annual reports provided for in this section after they have been on file for six years. The secretary of state, or any employee or legal representative of the secretary of state, may not disclose the information reported under subdivision g of subsection 1 to any person, except a person that is verified to be a shareholder of the corporation or foreign corporation, a legal representative of the shareholder for which information is requested, or to the tax commissioner or any employee or legal representative of the tax commissioner, who may not disclose the information and may use the information only for the administration of the tax laws.

3. Except for the first annual report, the annual report must be delivered to the secretary of state:

a. By a corporation, before August second of each year; and

b. By a foreign corporation, before May sixteenth of each year.

The first annual report of either a corporation or foreign corporation must be delivered before the date provided in the year following the calendar year in which the certificate of incorporation or certificate of authority was issued by the secretary of state, or in the case of a corporation, in the year following the calendar year of the effective date stated in the articles of incorporation. An annual report in a sealed envelope postmarked by the United States postal service before the date provided in this subsection, or an annual report in a sealed packet with a verified shipment date by any other carrier service before the date provided in this subsection, is compliance with this requirement. When the filing date falls on Saturday, Sunday, or other holiday as defined in section 1-03-01, a postmark or verified shipment date on the next business day is compliance with this requirement.

4. The secretary of state must file the annual report if the annual report conforms to the requirements of this section and all fees have been paid as provided in section 10-19.1-147.

   a. If the annual report does not conform, it must be returned to the corporation or foreign corporation for any necessary correction or payment.

   b. If the annual report is corrected and filed before the date provided in subsection 3, or within thirty days after the annual report was returned by the secretary of state for correction, then the penalties provided in section 10-19.1-147 for the failure to file an annual report within the time provided do not apply.

5. The secretary of state may extend the annual report filing date provided in subsection 3 if a written application for an extension is delivered before the date provided in subsection 3. A corporation or foreign corporation with a fiscal year ending within three months before the date provided in subsection 3 may make a written request for an extension, to apply to reports for subsequent years until the fiscal year is changed.

6. Three months after the date provided in subsection 3, any corporation or foreign corporation failing to file its annual report is not in good standing. After the corporation or foreign corporation becomes not in good standing, the secretary of

state shall notify the corporation or foreign corporation that its certificate of incorporation or certificate of authority is not in good standing and that it may be dissolved or revoked as provided in subsection 7 or 8.

a. The secretary of state must mail the notice of impending dissolution or revocation to the last registered agent at the last registered office ~~of record~~.

b. If the corporation or foreign corporation files its annual report after the notice is mailed, together with the filing fee and the late filing penalty fee provided in section 10-19.1-147, then the secretary of state shall restore its certificate of incorporation or certificate of authority to good standing.

7. A corporation that fails to file its annual report, together with the filing and penalty fees for late filing provided in section 10-19.1-147, within one year after the date provided in subsection 3 ceases to exist as a corporation and is considered involuntarily dissolved by operation of law.

a. The secretary of state shall note the dissolution of the corporation's certificate of incorporation on the records of the secretary of state and shall give notice of the action to the dissolved corporation.

b. Notice by the secretary of state must be mailed to the last registered agent at the last registered office ~~of record~~.

8. A foreign corporation that fails to file its annual report, together with the filing and penalty fees for late filing provided in section 10-19.1-147, within one year after the date provided in subsection 3 forfeits its authority to transact business in this state.

a. The secretary of state shall note the revocation of the foreign corporation's certificate of authority on the records of the secretary of state and shall give notice of the action to the foreign corporation.

b. Notice by the secretary of state must be mailed to the foreign corporation's last registered agent at the last registered office ~~of record~~.

c. The decision by the secretary of state that a certificate of authority must be revoked under this subsection is final.

9. A corporation dissolved for failure to file an annual report, or a foreign corporation whose authority was forfeited by failure to file an annual report, may be reinstated by filing a past-due report, together with the filing and penalty fees for an annual

report and a reinstatement fee as provided in section 10-19.1-147. The fees must be paid and an annual report filed within one year following the involuntary dissolution or revocation. Reinstatement under this subsection does not affect the rights or liability for the time from the dissolution or revocation to the reinstatement.

SECTION 26. AMENDMENT. Section 10-19.1-147 of the North Dakota Century Code is amended and reenacted as follows:

10-19.1-147. Fees for filing records - Issuing certificates - License fees. The secretary of state shall charge and collect for:

1. Filing articles of incorporation and issuing a certificate of incorporation, ~~thirty~~ one hundred dollars.
2. Filing articles of amendment, twenty dollars.
3. Filing articles of correction, twenty dollars.
4. Filing restated articles of incorporation, thirty dollars.
5. Filing articles of conversion of a corporation, fifty dollars and:
   a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or
   b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.
6. Filing abandonment of conversion, fifty dollars.
7. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, fifty dollars.
8. Filing articles of abandonment of merger, fifty dollars.
9. Filing an application to reserve a corporate name, ten dollars.
10. Filing a notice of transfer of a reserved corporate name, ten dollars.
11. Filing a cancellation of reserved corporate name, ten dollars.
12. Filing a consent to use of name, ten dollars.

13. Filing a statement of change of address of registered office ~~or~~, change of registered agent, or both, ~~ten dollars.~~

~~14. Filing a statement of~~ or a change of address of registered office by registered agent, ~~ten dollars for each corporation affected by such change.~~

~~15. Filing a registered agent's consent to serve in such capacity, ten dollars.~~

~~16. Filing a resignation as registered agent, ten dollars~~ the fee provided in section 10-01.1-03.

~~17.~~ 14. Filing a statement of the establishment of a series of shares, twenty dollars.

~~18.~~ 15. Filing a statement of cancellation of shares, twenty dollars.

~~19.~~ 16. Filing a statement of reduction of stated capital, twenty dollars.

~~20.~~ 17. Filing a statement of intent to dissolve, ten dollars.

~~21.~~ 18. Filing a statement of revocation of voluntary dissolution proceedings, ten dollars.

~~22.~~ 19. Filing articles of dissolution, twenty dollars.

~~23.~~ 20. Filing an application of a foreign corporation for a certificate of authority to transact business in this state and issuing a certificate of authority, ~~forty~~ one hundred forty-five dollars.

~~24.~~ 21. Filing an application of a foreign corporation for an amended certificate of authority to transact business in this state and issuing an amended certificate of authority, forty dollars.

~~25.~~ 22. Filing a certificate of fact stating a merger or consolidation of a foreign corporation holding a certificate of authority to transact business in this state, fifty dollars.

~~26.~~ 23. Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, twenty dollars.

~~27.~~ 24. Filing an annual report of a corporation or foreign corporation, twenty-five dollars.

a. The secretary of state shall charge and collect additional fees for late filing of the annual report as follows:

(1) Within ninety days after the date provided in subsection 3 of section 10-19.1-146, twenty dollars;

(2) Thereafter, sixty dollars; and

(3) After the involuntary dissolution of a corporation, or the revocation of the certificate of authority of a foreign corporation, the reinstatement fee of one hundred thirty-five dollars.

b. Fees paid to the secretary of state according to this subsection are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 10-19.1-146, or the annual report lacks sufficient payment as required by this subsection.

~~28.~~ 25. Filing any process, notice, or demand for service, ~~twenty-five dollars~~ the fee provided in section 10-01.1-03.

~~29.~~ 26. Furnishing a certified copy of any record, instrument, or paper relating to a corporation, one dollar for every four pages or fraction and fifteen dollars for the certificate and affixing the seal thereto.

~~30. License fee of fifty dollars for the first fifty thousand dollars of a corporation's authorized shares, or fraction, and the further sum of ten dollars if paid at the time of authorization, or twelve dollars if paid after authorized shares are issued, for every additional ten thousand dollars of its authorized shares, or fraction thereof, in excess of fifty thousand dollars.~~

~~a. A license fee is payable by a corporation at the time of:~~

~~(1) Filing articles of incorporation;~~

~~(2) Filing articles of amendment increasing the number or value of authorized shares; or~~

~~(3) Filing articles of merger or consolidation increasing the number or value of authorized shares a surviving or new corporation will have authority to issue above the aggregate number or value of shares the constituent corporations had authority to issue.~~

~~b. A license fee payable on an increase in authorized shares must be imposed only on the additional shares, but the amount of previously authorized shares must be taken into account in determining the rate applicable to the additional authorized shares.~~

~~c. For the purposes of this subsection, shares without par value are considered worth one dollar per share.~~

~~d. The minimum sum of fifty dollars must be paid for authorized shares at the time of filing articles of incorporation.~~

~~e. A corporation increasing authorized shares by articles of amendment or articles of merger must have previously paid for a minimum of fifty thousand dollars of authorized shares.~~

~~(1) Thereafter, a corporation may postpone the payment for any additional amount until the filing of an annual report after the unpaid shares are issued.~~

~~(2) Any additional amount must be paid in increments of ten thousand dollars of authorized shares.~~

~~f. The provisions of this subsection do not apply to a building and loan or savings and loan association.~~

~~31. License fee of eighty five dollars from each foreign corporation at the time of filing an application for a certificate of authority to transact business in this state. Thereafter, the secretary of state shall fix the license fee for each foreign corporation as follows:~~

~~a. The secretary of state shall first ascertain the license fee which a newly organized corporation would be required to pay if it had authorized shares of the same kind and amount as the issued or allotted shares of the reporting foreign corporation shown by its filed annual report.~~

~~b. Said amount must be multiplied by a fraction, the numerator of which must be the sum of the value of the property of the foreign corporation located in this state and the gross receipts of the foreign corporation derived from that foreign corporation's business transacted within this state, and the denominator of which must be the sum of the value of all of that foreign corporation's property wherever located and the gross receipts of the foreign corporation derived from that foreign corporation's business wherever transacted. The amounts used in determining the numerator and denominator must be determined from the foreign corporation's filed annual report.~~

~~c. From the product of such multiplication, there must be deducted the aggregate amount of license fee previously paid by the foreign corporation, and the remainder, if any, must be the amount of additional fee to be paid by the foreign corporation.~~

~~The secretary of state shall enter the amount of any additional license fee in the records of the foreign corporation in the secretary of state's office and shall mail a notice of the amount of additional license fee due to the foreign corporation at the foreign corporation's principal office. The additional license fee must be paid by the foreign corporation before the annual report may be filed by the secretary of state. Amounts less than five dollars are not collected.~~

~~32.~~ 27. Any record submitted for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.

~~33.~~ 28. Filing any other statement of a corporation or foreign corporation, ten dollars.

SECTION 27. AMENDMENT. Subsection 1 of section 10-32-07 of the North Dakota Century Code is amended and reenacted as follows:

1. The articles of organization must contain:
   a. The name of the limited liability company;
   b. The ~~address~~ name of the registered ~~office~~ agent of the limited liability company as provided in chapter 10-01.1 and ~~the name of the limited liability company's registered agent at that address~~, if a noncommercial registered agent, then the address of such noncommercial registered agent in this state;
   c. The name and address of each organizer;
   d. The effective date of organization:
      (1) If a later date than that on which the certificate of organization is issued by the secretary of state; and
      (2) Which may not be later than ninety days after the date on which the certificate of organization is issued; and
   e. If the articles of organization are filed with the secretary of state:
      (1) Before July 1, 1999, a statement stating in years that the period of existence for the limited liability company must be a period of thirty years from the date the articles of organization are filed with the

secretary of state, unless the articles of organization expressly authorize a shorter or longer period of duration, which may be perpetual.

(2) After June 30, 1999, a statement stating in years the period of existence of the limited liability company, if other than perpetual.

SECTION 28. AMENDMENT. Section 10-32-12 of the North Dakota Century Code is amended and reenacted as follows:

10-32-12. Registered office and agent.

~~1.~~ ~~A~~ As provided by chapter 10-01.1, a limited liability company shall continuously maintain a registered ~~office~~ agent in this state. ~~A registered office need not be the same as the principal place of business or the principal executive office of the limited liability company.~~

~~2.~~ ~~A limited liability company shall appoint and continuously maintain a registered agent. The registered agent may be an individual residing in this state, a corporation or a limited liability company, or a foreign corporation or foreign limited liability company authorized to transact business in this state. The registered agent must maintain a business office that is identical with the registered office. Proof of the registered agent's consent to serve in such capacity must be filed with the secretary of state, together with the fees provided in section 10-32-150.~~

SECTION 29. AMENDMENT. Section 10-32-13 of the North Dakota Century Code is amended and reenacted as follows:

10-32-13. Change of registered office or agent. As provided in chapter 10-01.1:

1. A limited liability company may change its registered office, change its registered agent, or state a change in the name of its registered agent~~, by filing with the secretary of state, along with the fees provided in section 10-32-150, a statement containing:~~

   ~~a. The name of the limited liability company;~~

   ~~b. If the address of its registered office is to be changed, the new address of its registered office;~~

   ~~c. If its registered agent is to be designated or changed, the name of its new registered agent;~~

~~d. If the name of its registered agent is to be changed, the name of its registered agent as changed;~~

~~e. A statement that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical; and~~

~~f. A statement that the change of registered office or registered agent was authorized by resolution approved by the board.~~; and

2. A registered agent of a limited liability company may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice has been given to the limited liability company at its principal executive office or to a legal representative of the limited liability company. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~.

~~3. If the business address or name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each limited liability company represented by that agent by filing with the secretary of state a statement for each limited liability company as required in subsection 1, except that it need be signed only by the registered agent, need not be responsive to subdivision f of subsection 1, and must state that a copy of the statement has been mailed to each of those limited liability companies or to the legal representative of each of those limited liability companies.~~

~~4. The fee provided in section 10-32-150 for change of address of registered office must be refunded when the secretary of state determines a change of address of registered office results from rezoning or postal reassignment.~~

SECTION 30. AMENDMENT. Subsection 4 of section 10-32-107 of the North Dakota Century Code is amended and reenacted as follows:

4. If the surviving organization in a merger will be a foreign corporation or foreign limited liability company and will transact business in this state, the surviving organization shall comply, as the case may be, with the provisions of chapter 10-19.1 with respect to foreign corporations or with the provisions of this chapter with respect to foreign limited liability companies. In every case, the surviving

foreign corporation or foreign limited liability company shall file with the secretary of state:

a. An agreement that the surviving organization may be served with process in this state in a proceeding for the enforcement of an obligation of a constituent organization and in a proceeding for the enforcement of the rights of a dissenting owner of an ownership interest of a constituent organization against the surviving foreign corporation or foreign limited liability company;

b. An irrevocable appointment of the secretary of state as the surviving organization's agent to accept service of process in any proceeding, and an address to which process may be forwarded as provided in section 10-01.1-13; and

c. An agreement that the surviving organization promptly will pay to the dissenting owners of ownership interests of each constituent limited liability company and constituent corporation the amount, if any, to which the dissenting owners are entitled under section 10-19.1-88 or 10-32-55.

SECTION 31. AMENDMENT. Subsection 5 of section 10-32-108.6 of the North Dakota Century Code is amended and reenacted as follows:

5. A converted organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing an obligation under this subsection as provided in section 10-01.1-13.

SECTION 32. AMENDMENT. Subsection 1 of section 10-32-122 of the North Dakota Century Code is amended and reenacted as follows:

1. A limited liability company may be involuntarily dissolved, wound up, and terminated by a decree of a court in this state in an action filed by the attorney general when it is established that:

a. The articles of organization were procured through fraud;

b. The limited liability company was organized for a purpose not permitted by section 10-32-04;

c. The limited liability company failed to comply with the requirements essential to organization under this chapter;

d. The limited liability company has failed for thirty days to appoint and maintain a registered agent in this state as provided in chapter 10-01.1;

e. The limited liability company has failed for thirty days after change of the registered office or registered agent to file in the office of the secretary of state a statement of such change as provided in chapter 10-01.1; or

f. The limited liability company has acted, or failed to act, in a manner that constitutes surrender or abandonment of the limited liability company privileges or enterprise.

SECTION 33. AMENDMENT. Section 10-32-132 of the North Dakota Century Code is amended and reenacted as follows:

10-32-132. Service of process on limited liability company, foreign limited liability company, and nonresident governors.

~~1. The registered agent must be an agent of the limited liability company or foreign limited liability company and any nonresident governor upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the limited liability company, the foreign limited liability company, or a governor may be served as provided in section 10-01.1-13.

~~a. When a foreign limited liability company transacts business with a certificate of authority, or when the certificate of authority of a foreign limited liability company is suspended or revoked, the secretary of state is an agent of the foreign limited liability company for service of process, notice, or demand.~~

~~b. Acceptance of a governorship includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served upon a limited liability company or foreign limited liability company may be served:~~

~~a. On the registered agent of the limited liability company or foreign limited liability company;~~

~~b. On a manager of the limited liability company or foreign limited liability company;~~

~~c. On any responsible person found at the registered office or at the principal executive office if located in this state; or~~

~~d. On the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a responsible person can be found at the registered office or the principal executive office if located in this state, or if a limited liability company or foreign limited liability company fails to maintain a registered agent in this state, then the secretary of state is an agent of the limited liability company or foreign limited liability company upon whom the process, notice, or demand may be served.~~

~~a. Service on the secretary of state:~~

~~(1) Shall be made by registered mail or personal delivery to the secretary of state and not by electronic communication;~~

~~(2) Shall include the return of the sheriff, or the affidavit of a person not a party, verifying that neither the registered agent nor a responsible person can be found at the registered office or at the principal executive office;~~

~~(3) Is deemed personal service upon the limited liability company or foreign limited liability company and must be made by filing with the secretary of state:~~

~~(a) Three copies of the process, notice, or demand; and~~

~~(b) The fees provided for in section 10-32-150; and~~

~~(4) Is returnable in not less than thirty days notwithstanding a shorter period specified in the process, notice, or demand.~~

~~b. The secretary of state shall immediately forward, by registered mail, addressed to the limited liability company at its registered office or principal executive office, a copy of the process, notice, or demand.~~

~~4. Process, notice, or demand may be served on a dissolved limited liability company as provided in this subsection. The court shall determine if service is proper. If a limited liability company has voluntarily dissolved or a court has entered a decree of dissolution, service may be made according to subsection 2 so long as claims are not finally barred under section 10-32-128. If a limited liability company has been involuntarily dissolved pursuant to section 10-32-149, then service may be made according to subsection 2.~~

~~5. The secretary of state shall maintain a record of every process, notice, and demand served upon the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.~~

~~6. Nothing in this section limits the right of a person to serve any process, notice, or demand required or permitted by law to be served upon a limited liability company or foreign limited liability company in any other manner permitted by law.~~

SECTION 34. AMENDMENT. Section 10-32-138 of the North Dakota Century Code is amended and reenacted as follows:

10-32-138. Foreign limited liability company - Application for certificate of authority.

1. An applicant for the certificate shall file with the secretary of state a certificate of status from the filing office in the jurisdiction in which the foreign limited liability company is organized and an application executed by an authorized person and setting forth:
   a. The name of the foreign limited liability company and, if different, the name under which it proposes to transact business in this state;
   b. The jurisdiction of its organization;
   c. The name of the ~~proposed~~ registered agent ~~in this state, which agent must be as defined in section 10-32-12~~ <u>as required by chapter 10-01.1 and, if a noncommercial registered agent, then the address of such noncommercial registered agent in this state</u>;
   d. ~~The address of the proposed registered office of the foreign limited liability company in this state;~~
   ~~e.~~ The date the foreign limited liability company expires in the jurisdiction of its organization;
   ~~f.~~ <u>e.</u> The purpose the foreign limited liability company proposes to pursue in transacting its business in this state;
   ~~g.~~ <u>f.</u> The names and addresses of the governors and managers of the foreign limited liability company; and

~~h.~~ g. Any additional information deemed appropriate by the secretary of state to determine whether the foreign limited liability company is entitled to a certificate of authority to transact business in this state.

2. The application must be accompanied by payment of the fees provided in section 10-32-150 together with a certificate of good standing or a certificate of existence duly authenticated by the organizing officer of the state or country where the foreign limited liability company is organized ~~and the consent of the designated registered agent for service of process to serve in that capacity~~.

SECTION 35. AMENDMENT. Subsection 2 of section 10-32-139 of the North Dakota Century Code is amended and reenacted as follows:

2. File the application~~,~~ and the certificate of good standing or certificate of existence~~, and the consent of the registered agent~~; and

SECTION 36. AMENDMENT. Section 10-32-141 of the North Dakota Century Code is amended and reenacted as follows:

10-32-141. Foreign limited liability company - Registered agent ~~and certain reports~~ - Registered office. A foreign limited liability company authorized to transact business in this state shall~~:~~

~~1.~~ ~~Appoint and~~ continuously maintain a registered agent ~~in the same manner~~ and registered office in this state as provided in ~~section 10-32-12; and~~

~~2.~~ ~~File a report upon any change in the address of the registered office or upon any change in the name of its registered agent in the same manner as provided in subsection 3 of section 10-32-13~~ chapter 10-01.1.

SECTION 37. AMENDMENT. Subsection 1 of section 10-32-143 of the North Dakota Century Code is amended and reenacted as follows:

1. 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 the certificate, the foreign limited liability company shall file with the secretary of state an application for withdrawal, together with the fees provided in section 10-32-150, which must set forth:

   a. The name of the foreign limited liability company and the state or country under the laws of which it is organized;

b. That the foreign limited liability company is not transacting business in this state;

c. That the foreign limited liability company surrenders its authority to transact business in this state;

d. That ~~the foreign limited liability company revokes the authority of its registered agent in this state to accept~~ service of process ~~and consents to that service of process on the foreign limited liability company by service upon the secretary of state~~ in any action, suit, or proceeding based upon any cause of action arising in this state during the time the foreign limited liability company was authorized to transact business in this state may thereafter be made on such foreign limited liability company as provided in section 10-01.1-13; and

e. A post-office address to which a person may mail a copy of any process against the foreign limited liability company.

SECTION 38. AMENDMENT. Section 10-32-144 of the North Dakota Century Code is amended and reenacted as follows:

10-32-144. Foreign limited liability company - Revocation of certificate of authority.

1. The certificate of authority of a foreign limited liability company to transact business in this state may be revoked by the secretary of state ~~upon the occurrence of either of these events~~ if:

a. The foreign limited liability company has failed to ~~appoint~~:

(1) Appoint and maintain a registered agent and registered office as ~~required by this~~ provided in chapter~~, file a report upon any change in the name or business address of the registered agent,~~ 10-01.1; or ~~file~~

(2) File in the office of the secretary of state any amendment to its application for a certificate of authority as specified in section 10-32-140; or

b. A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by the foreign limited liability company pursuant to this chapter.

2. ~~No~~ Except for revocation of the certificate of authority for failure to file the annual report as provided in section 10-32-149, no certificate of authority of a foreign limited liability company may be revoked by the secretary of state unless:
   a. The secretary has given the foreign limited liability company not less than sixty days' notice by mail addressed to its registered agent at the registered office in this state or, if the foreign limited liability company fails to appoint and maintain a registered agent in this state, addressed to its principal executive office; and
   b. During the sixty-day period, the foreign limited liability company has failed to ~~file~~:
      (1) File the report of change as provided in chapter 10-01.1 regarding the registered office or the registered agent~~, to file~~;
      (2) File any amendment~~,~~; or ~~to correct~~
      (3) Correct the misrepresentation.
3. Upon the expiration of sixty days after the mailing of the notice, the authority of the foreign limited liability company to transact business in this state ceases. The secretary of state shall issue a ~~certificate~~ notice of revocation and shall mail the ~~certificate~~ notice to the principal executive office of the foreign limited liability company.

SECTION 39. AMENDMENT. Section 10-32-148 of the North Dakota Century Code is amended and reenacted as follows:

10-32-148. Service of process on a foreign limited liability company. Service of process on a foreign limited liability company must be as provided in section ~~10-32-132~~ 10-01.1-13.

SECTION 40. AMENDMENT. Section 10-32-149 of the North Dakota Century Code is amended and reenacted as follows:

10-32-149. Secretary of state - Annual report of limited liability company and foreign limited liability company.

1. Each limited liability company, and each foreign limited liability company authorized to transact business in this state, shall file, within the time provided by subsection 3, an annual report setting forth:

a. The name of the limited liability company or foreign limited liability company and the state or country under the laws of which it is organized.

b. The address of the registered office of the limited liability company or foreign limited liability company in this state, the name of its registered agent in this state at that address, and the address of its principal executive office.

c. A brief statement of the character of the business in which the limited liability company or foreign limited liability company is actually engaged in this state.

d. The names and respective addresses of the managers and governors of the limited liability company or foreign limited liability company or the name or names and respective address or addresses of the managing member or members of the limited liability company or foreign limited liability company.

2. The annual report must be submitted on forms prescribed by the secretary of state. The information provided must be given as of the date of the execution of the report. The annual report must be signed as provided in subsection 56 of section 10-32-02, the articles, the bylaws, or a resolution approved by the affirmative vote of the required proportion or number of the governors or members entitled to vote. If the limited liability company or foreign limited liability company is in the hands of a receiver or trustee, the annual report must be signed on behalf of the limited liability company or foreign limited liability company by the receiver or trustee. The secretary of state may destroy any annual report provided for in this section after the annual report is on file for six years.

3. The annual report of a limited liability company or foreign limited liability company must be delivered to the secretary of state before November sixteenth of each year, except that the first annual report of a limited liability company or foreign limited liability company must be delivered before November sixteenth of the year following the calendar year in which the certificate of organization or certificate of authority was issued by the secretary of state.

a. An annual report in a sealed envelope postmarked by the United States postal service before November sixteenth, or an annual report in a sealed packet with a verified shipment date by any other carrier service before November sixteenth, is in compliance with this requirement.

b. The secretary of state must file the report if the report conforms to the requirements of subsection 2.

(1) If the report does not conform, it must be returned to the limited liability company or foreign limited liability company for any necessary corrections.

(2) If the report is filed before the deadlines provided in this subsection, penalties for the failure to file a report within the time provided do not apply if the report is corrected to conform to the requirements of subsection 2 and returned to the secretary of state within thirty days after the annual report was returned by the secretary of state for correction.

c. The secretary of state may extend the annual filing date of any limited liability company or foreign limited liability company, if a written application for an extension is delivered before November sixteenth.

4. After the date established under subsection 3, the secretary of state shall notify any limited liability company or foreign limited liability company failing to file its annual report that its certificate of organization or certificate of authority is not in good standing and that it may be terminated or revoked pursuant to subsection 5.

a. The secretary of state must mail notice of termination or revocation to the last registered agent at the last registered office ~~of record~~.

b. If the limited liability company or foreign limited liability company files its annual report after the notice is mailed, together with the annual report filing fee and late filing penalty fee as provided by section 10-32-150, the secretary of state will restore its certificate of organization or certificate of authority to good standing.

5. A limited liability company that does not file its annual report, along with the statutory filing and penalty fees, within six months after the date established in subsection 3, ceases to exist and is considered involuntarily terminated by operation of law.

a. The secretary of state shall note the termination of the limited liability company's certificate of organization on the records of the secretary of state and shall give notice of the action to the terminated limited liability company.

b. Notice by the secretary of state must be mailed to the foreign limited liability company's last registered agent at the last registered office ~~of record~~.

6. A foreign limited liability company that does not file its annual report, along with the statutory filing and penalty fees, within six months after the date established by subsection 3, forfeits its authority to transact business in this state.

a. The secretary of state shall note the revocation of the foreign limited liability company's certificate of authority on the records of the secretary of state and shall give notice of the action to the foreign limited liability company.

b. Notice by the secretary of state must be mailed to the foreign limited liability company's last registered agent at the last registered office ~~of record~~.

c. The secretary of state's decision that a certificate of authority must be revoked under this subsection is final.

7. A limited liability company that was terminated for failure to file an annual report, or a foreign limited liability company whose authority was forfeited by failure to file an annual report, may be reinstated by filing a past-due report, together with the statutory filing and penalty fees for an annual report and a reinstatement fee as provided in section 10-32-150. The fees must be paid and the report filed within one year following the involuntary dissolution or revocation. Reinstatement under this subsection does not affect the rights or liability for the time from the termination or revocation to the reinstatement.

SECTION 41. AMENDMENT. Section 10-32-150 of the North Dakota Century Code is amended and reenacted as follows:

10-32-150. Secretary of state - Fees and charges. The secretary of state shall charge and collect for:

1. Filing articles of organization and issuing a certificate of organization, one hundred ~~twenty-five~~ <u>thirty-five</u> dollars.
2. Filing articles of amendment, fifty dollars.
3. Filing articles of correction, fifty dollars.

4. Filing restated articles of organization, one hundred twenty-five dollars.

5. Filing articles of conversion of a limited liability company, fifty dollars and:

   a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or

   b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.

6. Filing abandonment of conversion, fifty dollars.

7. Filing articles of merger and issuing a certificate of merger, fifty dollars.

8. Filing abandonment of merger or exchange, fifty dollars.

9. Filing an application to reserve a name, ten dollars.

10. Filing a notice of transfer of a reserved name, ten dollars.

11. Filing a cancellation of reserved name, ten dollars.

12. Filing a consent to use of name, ten dollars.

13. Filing a statement of change of address of registered office or change of registered agent or both, ~~ten dollars.~~

~~14.~~ ~~Filing~~ or a statement of change of address of registered office by registered agent, ~~ten dollars for each limited liability company affected by such change~~ the fee provided in section 10-01.1-03.

~~15.~~ ~~Filing a registered agent's consent to serve in such capacity, ten dollars.~~

~~16.~~ ~~Filing a resignation as registered agent, ten dollars.~~

~~17.~~ 14. Filing a resolution for the establishment of a class or series of membership interests, fifty dollars.

~~18.~~ 15. Filing a notice of dissolution, ten dollars.

~~19.~~ 16. Filing a statement of revocation of voluntary dissolution proceedings, ten dollars.

~~20.~~ 17. Filing articles of dissolution and termination, twenty dollars.

~~21.~~ 18. Filing an application of a foreign limited liability company for a certificate of authority to transact business in this state and issuing a certificate of authority, one hundred ~~twenty-five~~ thirty-five dollars.

~~22.~~ 19. Filing an amendment to the certificate of authority by a foreign limited liability company, fifty dollars.

~~23.~~ 20. Filing a certificate of fact stating a merger of a foreign limited liability company holding a certificate of authority to transact business in this state, fifty dollars.

~~24.~~ 21. Filing a certified statement of conversion of a foreign limited liability company, fifty dollars.

~~25.~~ 22. Filing an application for withdrawal of a foreign limited liability company and issuing a certificate of withdrawal, twenty dollars.

~~26.~~ 23. Filing an annual report of a limited liability company or foreign limited liability company, fifty dollars.

a. The secretary of state shall charge and collect additional fees for late filing of the annual report as follows:

(1) After the date provided in subsection 3 of section 10-32-149, fifty dollars; and

(2) After the termination of the limited liability company, or the revocation of the certificate of authority of a foreign limited liability company, the reinstatement fee of one hundred twenty-five dollars.

b. Fees paid to the secretary of state according to this subsection are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 10-32-149, or the annual report lacks sufficient payment as required by this subsection.

~~27.~~ 24. Filing any process, notice, or demand for service, ~~twenty-five dollars~~ the fee provided in section 10-01.1-03.

~~28.~~ 25. Submitting any record for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.

~~29.~~ 26. Filing any other statement or report of a limited liability company or foreign limited liability company, ten dollars.

~~30.~~ 27. Furnishing a copy of any record, or paper relating to a limited liability company or a foreign limited liability company:

a. One dollar for every four pages, or fraction thereof; and

b. Five dollars for a search of records.

~~31.~~ 28. Furnishing a certificate of good standing, existence, or authorization:

a. Fifteen dollars; and

b. Five dollars for a search of records.

~~32.~~ 29. Each page of any record or form sent by electronic transmission, one dollar.

SECTION 42. AMENDMENT. Subsection 1 of section 10-33-06 of the North Dakota Century Code is amended and reenacted as follows:

1. The articles of incorporation must contain:

a. The name of the corporation;

b. The ~~address~~ name of the registered ~~office~~ agent of the corporation as provided in chapter 10-01.1 and ~~the name of its~~, if a noncommercial registered agent ~~at that~~, then the address of that noncommercial registered agent in this state;

c. The name and address of each incorporator;

d. The effective date of the incorporation:

(1) If a later date than that on which the certificate of incorporation is issued by the secretary of state; and

(2) Which may not be later than ninety days after the date on which the certificate of incorporation is issued; and

e. A statement that the corporation is incorporated under this chapter.

SECTION 43. AMENDMENT. Section 10-33-12 of the North Dakota Century Code is amended and reenacted as follows:

10-33-12. Registered office - Registered agent.

~~1.~~ A corporation shall continuously maintain a registered ~~office~~ agent in this state as provided by chapter 10-01.1, and if a noncommercial registered agent, then the address of the noncommercial registered agent in this state. ~~A registered office need not be the same as the principal place of business or the principal executive office of the corporation.~~

~~2. A corporation shall appoint and continuously maintain a registered agent. The registered agent may be an individual residing in this state, another corporation whether incorporated under this chapter or under another chapter of this code, a limited liability company, a foreign corporation whether authorized to do business or conduct activities in the state under this chapter or under another provision of this code, or foreign limited liability company authorized to conduct activities in this state. The registered agent shall maintain a business office that is identical with the registered office. Proof of the registered agent's consent to serve in that capacity must be filed with the secretary of state, together with the fees provided in section 10-33-140.~~

SECTION 44. AMENDMENT. Section 10-33-13 of the North Dakota Century Code is amended and reenacted as follows:

10-33-13. ~~Establishment or change~~ Change of registered office - Appointment or change of registered agent - Change of name of registered agent.

1. A corporation may ~~establish or~~ change its registered office, ~~designate or~~ change its registered agent, or state a change in the name of its registered agent ~~by filing with the secretary of state, along with the fees provided in section 10-33-140, a statement containing:~~

   ~~a. The name of the corporation.~~

   ~~b. The new address of its registered office if the address of its registered office is to be established or changed as provided in chapter 10-01.1.~~

   ~~c. The name of its new registered agent if its registered agent is to be designated or changed.~~

   ~~d. The name of its registered agent as changed if the name of its registered agent is to be changed.~~

   ~~e. A statement that the address of its registered office and the address of the business office of its registered agent, as established or changed, will be identical.~~

   ~~f. A statement that the establishment or change of registered office or designation or change of registered agent is authorized by resolution approved by the board~~ as provided in chapter 10-01.1.

2. A registered agent of a corporation may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice has been given to the corporation at its principal executive office or to a legal representative of the corporation. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~ as provided in chapter 10-01.1.

3. ~~If the business address or the name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent of each corporation represented by that agent by filing with the secretary of state a statement for each corporation as required in subsection 1, except that it need be signed only by the registered agent, need not be responsive to subdivision f, and must state that a copy of the statement has been mailed to each of those corporations or to the legal representative of each of those corporations.~~

~~4. With respect to fees:~~

~~a. The fee provided in section 10-33-140 for change of registered office must be refunded if in the secretary of state's opinion a change of address of registered office results from rezoning or postal reassignment.~~

~~b.~~ The fees provided in section ~~10-33-140~~ 10-01.1-03 for change of registered agent~~,~~ and change of registered office~~, and consent of registered agent~~ do not apply if the registered agent or registered office is established or changed in the annual report.

SECTION 45. AMENDMENT. Subsection 4 of section 10-33-92 of the North Dakota Century Code is amended and reenacted as follows:

4. If the single corporation will be a foreign corporation and will conduct activities in this state, then it shall comply with the provisions of sections 10-33-125 through 10-33-138 with respect to foreign corporations. In every case the single corporation shall file with the secretary of state:

a. An agreement that it may be served with process in this state in a proceeding for the enforcement of an obligation of a constituent corporation; and

b. An irrevocable appointment of the secretary of state as its agent to accept service of process in any proceeding and an address to which process may be forwarded as provided in section 10-01.1-13.

SECTION 46. AMENDMENT. Subsection 1 of section 10-33-107 of the North Dakota Century Code is amended and reenacted as follows:

1. A court may grant equitable relief it considers just and reasonable in the circumstances or may dissolve a corporation and liquidate its assets and activities:

   a. In a supervised voluntary dissolution under section 10-33-106.

   b. In an action by a director or at least fifty members with voting rights or ten percent of the members with voting rights, whichever is less, when it is established that:

      (1) The directors or the persons having the authority otherwise vested in the board are deadlocked in the management of the corporate affairs, the members cannot break the deadlock, and the corporation or the parties have not provided for a procedure to resolve the dispute;

      (2) The directors or those in control of the corporation have acted fraudulently, illegally, or in a manner unfairly prejudicial toward one or more members in their capacities as members, directors, or officers;

      (3) The members of the corporation are so divided in voting power that, for a period that includes the time when two consecutive regular meetings were held, they have failed to elect successors to directors whose terms have expired or would have expired upon the election and qualification of their successors;

      (4) The corporate assets are being misapplied or wasted; or

      (5) The period of duration as provided in the articles has expired and has not been extended as provided in section 10-33-118.

   c. In an action by a creditor when:

      (1) The claim of the creditor has been reduced to judgment and an execution on it has been returned unsatisfied; or

(2) The corporation has admitted in writing that the claim of the creditor is due and owing and it is established that the corporation cannot pay its debts in the ordinary course of its activities.

d. In an action by the attorney general when it is established that:

(1) The articles and certificate of incorporation were obtained through fraud;

(2) The corporation should not have been formed under this chapter;

(3) The corporation failed to comply with the requirements of sections 10-33-02 through 10-33-19 essential to incorporation under or election to become governed by this chapter;

(4) The corporation has flagrantly violated a provision of this chapter, has violated a provision of this chapter more than once, or has violated more than one provision of this chapter;

(5) The corporation has engaged in an unauthorized act, contract, conveyance, or transfer or has exceeded its powers;

(6) The corporation has acted, or failed to act, in a manner that constitutes surrender or abandonment of the corporate purpose, franchise, privileges, or enterprise;

(7) The corporation has liabilities and obligations exceeding the corporate assets;

(8) The period of corporate existence has ended without extension;

(9) The corporation has failed for a period of ninety days to pay fees, charges, or penalties required by this chapter;

(10) The corporation has failed for a period of thirty days:

(a) To appoint and maintain a registered agent in this state <u>as provided in chapter 10-01.1</u>; or

(b) After changing its registered office, to file with the secretary of state a statement of the change <u>as provided in chapter 10-01.1</u>;

(11) The corporation has answered falsely or failed to answer a reasonable written interrogatory from the secretary of state or the attorney general to the corporation, its officers, or directors;

(12) The corporation has solicited property and has failed to use it for the purpose solicited; or

(13) The corporation has fraudulently used or solicited property.

e. An action may not be commenced under subdivision d until thirty days after notice to the corporation by the attorney general of the reason for the filing of the action. If the reason for filing the action is an act that the corporation has done, or omitted to do, and the act or omission may be corrected by an amendment of the articles or bylaws or by performance of or abstention from the act, the attorney general shall give the corporation thirty additional days in which to effect the correction before filing the action.

SECTION 47. AMENDMENT. Section 10-33-120 of the North Dakota Century Code is amended and reenacted as follows:

10-33-120. Service of process on corporation, foreign corporation, and nonresident directors.

~~1. The registered agent must be an agent of the corporation or foreign corporation, and any nonresident director upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the corporation, the foreign corporation, or a director may be served as provided in section 10-01.1-13.

~~a. When a foreign corporation transacts business without a certificate of authority, or when the certificate of authority of a foreign corporation is suspended or revoked, the secretary of state is an agent of the foreign corporation for service of process, notice, or demand.~~

~~b. Acceptance of a directorship includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served upon a corporation or foreign corporation may be served:~~

~~a. On the registered agent of the corporation or foreign corporation;~~

~~b. On an officer of the corporation or foreign corporation;~~

~~c. On any responsible person found at the registered office or at the principal executive office if located in this state; or~~

~~d. On the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a responsible person can be found at the registered office, or if a responsible person cannot be found at the principal executive office if located in this state, then the secretary of state is an agent of the corporation upon whom the process, notice, or demand may be served.~~

~~a. Service on the secretary of state:~~

~~(1) Shall be made by registered mail or personal delivery to the secretary of state and not by electronic communication;~~

~~(2) Shall include the return of the sheriff, or the affidavit of an individual who is not a party, verifying that neither the registered agent nor a responsible person can be found at the registered office or at the principal executive office if located in this state;~~

~~(3) Is deemed personal service upon the corporation or foreign corporation and must be made by filing with the secretary of state:~~

~~(a) Three copies of the process, notice, or demand; and~~

~~(b) The fees provided in section 10-33-140; and~~

~~(4) Is returnable in not less than thirty days notwithstanding a shorter period specified in the process, notice, or demand.~~

~~b. The secretary of state shall immediately forward, by registered mail, addressed to the corporation or foreign corporation at its registered office, a copy of the process, notice, or demand.~~

~~4. Process, notice, or demand may be served on a dissolved corporation as provided in this subsection. The court shall determine if service is proper. If a corporation has voluntarily dissolved or a court has entered a decree of dissolution, service may be made according to subsection 2 as long as claims are not finally barred under section 10-33-115. If a corporation has been involuntarily dissolved pursuant to section 10-33-139, service may be made according to subsection 2.~~

~~5. The secretary of state shall maintain a record of every process, notice, and demand served on the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.~~

~~6. This section does not limit the right to serve any process, notice, or demand required or permitted by law to be served upon a corporation or foreign corporation in any other manner permitted by law.~~

SECTION 48. AMENDMENT. Section 10-33-128 of the North Dakota Century Code is amended and reenacted as follows:

10-33-128. Foreign corporation application for certificate of authority.

1. An applicant for the certificate shall file with the secretary of state a certificate of status from the filing office in the jurisdiction in which the foreign corporation is incorporated and an application executed by an authorized person and setting forth:
   a. The name of the foreign corporation and, if different, the name under which it proposes to conduct activities in this state;
   b. The jurisdiction of its incorporation;
   c. The date of incorporation in the jurisdiction of its incorporation and the period of duration of the foreign corporation;
   d. The address of the principal executive office of the foreign corporation in the jurisdiction where it is incorporated;
   e. The ~~address~~ name of the ~~proposed~~ registered ~~office~~ agent of the foreign corporation ~~in this state;~~
   ~~f. The name~~ as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the address of ~~the proposed~~ that noncommercial registered agent in this state ~~that is:~~
      ~~(1) An individual resident of this state;~~
      ~~(2) A corporation whether incorporated under this chapter or under another provision of this code; or~~
      ~~(3) A foreign corporation having a place of activity in, and authorized to conduct activities in, this state whether authorized to conduct activities in this state under this chapter or under another provision of this code~~;
   ~~g.~~ f. The purpose or purposes of the foreign corporation which it proposes to pursue in conducting its activities in this state;

~~h.~~ g. The names and addresses of the directors and officers of the foreign corporation; and

~~i.~~ h. Any additional information deemed necessary or appropriate by the secretary of state to enable the secretary of state to determine whether the foreign corporation is entitled to a certificate of authority to conduct activities in this state.

2. The application must be accompanied by payment of the fees provided in section 10-33-140 together with a certificate of good standing or a certificate of existence duly authenticated by the incorporating officer of the state or country where the corporation is incorporated ~~and the consent of the designated registered agent for service of process to serve in that capacity~~.

SECTION 49. AMENDMENT. Subsection 2 of section 10-33-129 of the North Dakota Century Code is amended and reenacted as follows:

2. File the application~~,~~ and the certificate of good standing or certificate of existence~~, and the consent of the registered agent~~; and

SECTION 50. AMENDMENT. Section 10-33-131 of the North Dakota Century Code is amended and reenacted as follows:

10-33-131. Foreign corporation - Registered agent - Registered office ~~- Certain reports~~. A foreign corporation authorized to conduct activities in this state ~~must:~~

~~1. Establish and~~ shall continuously maintain a registered agent and registered office in ~~the same manner~~ this state as provided in ~~section 10-33-12;~~

~~2. Appoint and continuously maintain a registered agent in the same manner as provided in section 10-33-12; and~~

~~3. File a report upon the establishment of or any change in the address of its registered office or upon the designation of or change in the name or address of its registered agent in the same manner as provided in section 10-33-13~~ chapter 10-01.1.

SECTION 51. AMENDMENT. Subsection 1 of section 10-33-133 of the North Dakota Century Code is amended and reenacted as follows:

1. A foreign corporation authorized to conduct activities in this state may withdraw from this state upon procuring from the secretary of state a certificate of

withdrawal. In order to procure the certificate, the foreign corporation shall file with the secretary of state an application for withdrawal, together with the fees provided in section 10-33-140, which must set forth:

a. The name of the corporation and the state or country under the laws of which it is incorporated;

b. That the corporation is not conducting activities in this state;

c. That the corporation surrenders its authority to conduct activities in this state;

d. That ~~the corporation revokes the authority of its registered agent in this state to accept~~ service of process ~~and consents to that service of process on the corporation by service upon the secretary of state~~ in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to conduct activities in this state may thereafter be made on such corporation as provided in section 10-01.1-13; and

e. A post-office address to which a person may mail a copy of any process against the corporation.

SECTION 52. AMENDMENT. Section 10-33-134 of the North Dakota Century Code is amended and reenacted as follows:

10-33-134. Foreign corporation - Revocation of certificate of authority.

1. The certificate of authority of a foreign corporation to conduct activities in this state may be revoked by the secretary of state if:

a. The foreign corporation has failed to:

(1) ~~Maintain~~ Appoint and maintain a registered agent and registered office as ~~required by this~~ provided in chapter 10-01.1; or

(2) ~~Appoint and maintain a registered agent as required by this chapter;~~

~~(3) File a report upon any change in the address of its registered office;~~

~~(4) File a report upon any change in the name or business address of the registered agent; or~~

~~(5)~~ File in the office of the secretary of state any amendment to its application for a certificate of authority as specified in section 10-33-130; or

b. A misrepresentation has been made of any material matter in any application, report, affidavit, or other record submitted by the foreign corporation pursuant to this chapter.

2. ~~No~~ Except revocation of the certificate of authority for failure to file the annual report as provided in section 10-33-139, no certificate of authority of a foreign corporation may be revoked by the secretary of state unless:

a. The secretary has given the foreign corporation not less than sixty days' notice by mail addressed to its registered agent at the registered office in this state or, if the foreign corporation fails to appoint and maintain a registered agent in this state, then addressed to its principal executive office; and

b. During the sixty-day period, the foreign corporation has failed to ~~file~~:

(1) File the report of change as provided in chapter 10-01.1 regarding the registered office or the registered agent~~, to file~~;

(2) File any amendment~~,~~; or ~~to correct~~

(3) Correct the misrepresentation.

3. Upon the expiration of sixty days after the mailing of the notice, the authority of the foreign corporation to conduct activities in this state ceases. The secretary of state shall issue a ~~certificate~~ notice of revocation and shall mail the ~~certificate~~ notice to the principal executive office of the foreign corporation.

SECTION 53. AMENDMENT. Section 10-33-138 of the North Dakota Century Code is amended and reenacted as follows:

10-33-138. Foreign corporation - Service of process. Service of process on a foreign corporation must be as provided in section ~~10-33-120~~ 10-01.1-13.

SECTION 54. AMENDMENT. Section 10-33-139 of the North Dakota Century Code is amended and reenacted as follows:

10-33-139. Secretary of state - Annual report of corporations and foreign corporations.

1. Each corporation, and each foreign corporation authorized to conduct activities in this state, shall file, within the time provided in subsection 3, an annual report setting forth:

a. The name of the corporation or foreign corporation and the state or country under the laws of which it is incorporated.

b. The address of the registered office of the corporation or foreign corporation in this state, the name of its registered agent in this state at that address, and the address of its principal executive office.

c. A brief statement of the character of the activities in which the corporation or foreign corporation is actually engaged in this state.

d. The names and respective addresses of the officers and directors of the corporation or foreign corporation.

e. The section of the Internal Revenue Code by which its tax status is established.

2. The annual report must be submitted on forms prescribed by the secretary of state. The information provided must be given as of the date of the execution of the report. The annual report must be signed as provided in subsection 34 of section 10-33-01 or in the articles or bylaws, or in a resolution approved by the affirmative vote of the required proportion or number of the directors or members entitled to vote. If the corporation or foreign corporation is in the hands of a receiver or trustee, it must be signed on behalf of the corporation or foreign corporation by the receiver or trustee. The secretary of state may destroy all annual reports provided for in this section after they have been on file for six years.

3. The annual report must be delivered to the secretary of state before February first of each year, except that the first annual report must be delivered before February first of the year following the calendar year in which the certificate of incorporation or certificate of authority was issued by the secretary of state.

a. An annual report in a sealed envelope postmarked by the United States postal service before February first, or an annual report in a sealed packet with a verified shipment date by any other carrier service before February first, complies with this requirement. When the filing date falls on a Saturday or holiday as defined in section 1-03-01, a postmark or verified shipment date on the next business day complies with this requirement.

b. The secretary of state must file the report if the report conforms to the requirements of subsection 2.

(1) If the report does not conform, it must be returned to the corporation for any necessary corrections.

(2) If the report is filed before the deadlines provided in this subsection, penalties for the failure to file a report within the time provided do not apply, if the report is corrected to conform to the requirements of subsection 2 and returned to the secretary of state within thirty days after the annual report was returned by the secretary of state for correction.

c. The secretary of state may extend the annual filing date of any corporation or foreign corporation if a written application for an extension is delivered before February first.

4. After the date established under subsection 3, the secretary of state shall notify any corporation or foreign corporation failing to file its annual report that its certificate of incorporation or certificate of authority is not in good standing and that it may be dissolved or revoked pursuant to subsections 5 and 6. The secretary of state must mail the notice to the last registered agent at the last registered office ~~of record~~. If the corporation or foreign corporation files its annual report after the notice is mailed, together with the annual report filing fee and late filing penalty fee as provided in section 10-33-140, the secretary of state shall restore its certificate of incorporation or certificate of authority to good standing.

5. A corporation that does not file its annual report, along with the statutory filing and penalty fees, within one year after the date established in subsection 3 ceases to exist and is considered involuntarily dissolved by operation of law.

a. Thereafter, the secretary of state shall note the termination of the corporation's certificate of incorporation on the records of the secretary of state and shall give notice of the action to the dissolved corporation.

b. Notice by the secretary of state must be mailed to the last registered agent at the last registered office ~~of record~~.

6. A foreign corporation that does not file its annual report, along with the statutory filing and penalty fees, within one year after the date established by subsection 3 forfeits its authority to conduct activities in this state.
   a. The secretary of state shall note the revocation of the foreign corporation's certificate of authority on the records of the secretary of state and shall give notice of the action to the foreign corporation.
   b. Notice by the secretary of state must be mailed to the foreign corporation's last registered agent at the last registered office ~~of record~~.
   c. The decision by the secretary of state that a certificate of authority must be revoked under this subsection is final.
7. A corporation that was dissolved for failure to file an annual report, or a foreign corporation whose authority was forfeited by failure to file an annual report, may be reinstated by filing a past-due report, together with the statutory filing and penalty fees for an annual report and a reinstatement fee as provided in section 10-33-140. The fees must be paid and the report filed within one year following the involuntary dissolution or revocation. Reinstatement under this subsection does not affect the rights or liability for the time from the dissolution or revocation to the reinstatement.
8. The secretary of state may waive any penalties provided in this section when an annual report form could not be delivered to the corporation.

SECTION 55. AMENDMENT. Subsection 1 of section 10-33-140 of the North Dakota Century Code is amended and reenacted as follows:

1. The secretary of state shall charge and collect for:
   a. Filing articles of incorporation and issuing a certificate of incorporation, ~~thirty~~ <u>forty</u> dollars.
   b. Filing articles of amendment, twenty dollars.
   c. Filing articles of correction, twenty dollars.
   d. Filing restated articles of incorporation, thirty dollars.
   e. Filing articles of merger or consolidation and issuing a certificate of merger or consolidation, fifty dollars.
   f. Filing an intent to dissolve, ten dollars.

g. Filing articles of dissolution, twenty dollars.

h. Filing a statement of change of address of registered office or change of registered agent, or both, ~~ten dollars.~~

~~i. Filing a registered agent's consent to serve in that capacity, ten dollars.~~

~~j. Filing a resignation as registered agent, ten dollars~~ the fee provided in section 10-01.1-03.

~~k.~~ i. Filing an application to reserve a corporate name, ten dollars.

~~l.~~ j. Filing a notice of transfer of a reserved corporate name, ten dollars.

~~m.~~ k. Filing a cancellation of reserved corporate name, ten dollars.

~~n.~~ l. Filing a consent to use of a deceptively similar name, ten dollars.

~~o.~~ m. Filing an application of a foreign corporation for a certificate of authority to conduct affairs in this state and issuing a certificate of authority, ~~forty~~ fifty dollars.

~~p.~~ n. Filing an application of a foreign corporation for an amended certificate of authority, forty dollars.

~~q.~~ o. Filing a certified statement of merger of a foreign corporation holding a certificate of authority to conduct activities in this state, fifty dollars.

~~r.~~ p. Filing an application for withdrawal of a foreign corporation and issuing a certificate of withdrawal, twenty dollars.

~~s.~~ q. Filing an annual report of a domestic or foreign corporation, ten dollars.

(1) The secretary of state shall charge and collect additional fees for late filing of the annual report:

(a) After the date provided in subsection 3 of section 10-33-139, five dollars; and

(b) After the dissolution of a corporation, or the revocation of the certificate of authority of a foreign corporation, the reinstatement fee of forty dollars.

(2) Fees paid to the secretary of state according to this subdivision are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 10-33-139, or

the annual report lacks sufficient payment as required by this subdivision.

~~t.~~ r. Submitting any record for approval before the actual time of submission for filing, one-half of the fee provided in this subsection for filing the record.

~~u.~~ s. Filing any other statement of a domestic or foreign corporation, ten dollars.

SECTION 56. AMENDMENT. Section 10-34-04 of the North Dakota Century Code is amended and reenacted as follows:

10-34-04. Compliance with title - Registered office ~~and~~ - Registered agent.

1. A real estate investment trust may not do business in this state until it complies with this title.
2. Each real estate investment trust shall continuously maintain ~~in this state:~~
   ~~a.~~ ~~A~~ a registered ~~office, which need not be the same as the principal place of business or the principal executive office of the real estate investment trust.~~
   ~~b.~~ ~~An agent for service of process on the real estate investment trust. The agent must be an individual resident of this state, a domestic corporation, a domestic limited liability company, a foreign corporation, or a foreign limited liability company authorized to do business~~ agent as provided by chapter 10-01.1, and if a noncommercial registered agent, then the address of that noncommercial registered agent in this state.
3. A domestic or foreign real estate investment trust shall register with the secretary of state by submitting an application signed by a trustee which includes:
   a. The name of the real estate investment trust which may not be the same or deceptively similar to the name of any other real estate investment trust registered with the secretary of state, or any corporation, limited liability company, limited partnership, limited liability partnership, or any name that is in some manner reserved with the secretary of state, that is a fictitious trade name registered ~~in the manner~~ as provided in chapter 45-11, or that is a trade name registered ~~in the manner~~ as provided in chapter 47-25 unless there is filed with the secretary of state a written consent of the holder of the similar trade name to use the name proposed by the real estate investment trust.

The name may not contain the word "corporation", "company", "incorporated", "limited liability company", or any abbreviation of these words.

b. The state and date of its formation.

c. The name, address, and principal place of business of each trustee and officer.

d. The ~~address~~ name of its registered ~~office and the name of its registered~~ agent ~~located at that office with the written consent of the~~ as provided in chapter 10-01.1 and, if a noncommercial registered agent, then the address of that noncommercial registered agent ~~attached to the application~~ in this state.

e. A statement that the secretary of state is appointed the agent of the real estate investment trust for service of process ~~if the registered agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence~~ as provided in section 10-01.1-13.

4. If the secretary of state finds that an application for registration of a real estate investment trust conforms to law and all fees have been paid, the secretary of state shall:

a. Endorse on the application the word "filed", and the month, day, and year of the filing.

b. File the application in the office of the secretary of state.

5. A real estate investment trust may change its registered office, change its registered agent, or state a change in the name of its registered agent ~~by filing with the secretary of state, along with the fees provided in this chapter, a statement containing:~~

~~a. The name of the real estate investment trust.~~

~~b. If the address of its registered office is to be changed, the new address of its registered office.~~

~~c. If its registered agent is to be changed, the name of its new registered agent.~~

~~d. If the name of its registered agent is to be changed, the name of its registered agent as changed.~~

~~e. A statement that the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.~~

~~f. A statement that the change of registered office or registered agent was authorized by resolution approved by the real estate investment trust~~ as provided in chapter 10-01.1.

6. A registered agent of a real estate investment trust may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice has been given to the real estate investment trust at its principal executive office or to a legal representative of the real estate investment trust. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~ as provided in chapter 10-01.1.

7. ~~If the business address or the name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each real estate investment trust represented by that agent by filing with the secretary of state a statement as required in subsection 5, except that it need be signed only by the registered agent, need not be responsive to subdivision f of subsection 5, and must state that a copy of the statement has been mailed to each of those real estate investment trusts or to the legal representative of each of those real estate investment trusts.~~

~~8. The fee prescribed in this chapter for change of registered office must be refunded when in the secretary of state's opinion a change of address of registered office results from rezoning or postal reassignment.~~

~~9.~~ If any statement in the application was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the real estate investment trust shall file promptly with the secretary of state an application for an amended application executed by an authorized person correcting the statement.

~~10.~~ 8. The secretary of state may revoke the registration of a domestic or foreign real estate investment trust for failure to maintain a registered office ~~and~~ or a registered agent as required by this chapter and chapter 10-01.1. Before revoking the registration, the secretary of state shall give not less than sixty days' notice by mail

addressed to the last registered agent at the last registered office ~~and~~, or to the principal office of record of a foreign real estate investment trust of the deficiency.

SECTION 57. AMENDMENT. Section 10-34-06 of the North Dakota Century Code is amended and reenacted as follows:

10-34-06. Service of process on real estate investment trust and nonresident trustees.

~~1. The registered agent must be an agent of the real estate investment trust and any nonresident trustee upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the real estate investment trust or trustee may be served on the real estate investment trust and any nonresident trustee as provided in section 10-01.1-13. ~~Acceptance of a trusteeship includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served upon a real estate investment trust may be served either upon the registered agent, or upon a trustee of the real estate investment trust, or upon the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a trustee of the real estate investment trust can be found at the registered office, or if a real estate investment trust fails to maintain a registered agent in this state and a trustee cannot be found at the registered office, then the secretary of state is the agent upon whom the process, notice, or demand may be served. The return of the sheriff, or the affidavit of a person who is not a party, that no registered agent or trustee can be found at the registered office must be provided to the secretary of state. Service on the secretary of state of any process, notice, or demand is deemed personal service upon the real estate investment trust and must be made by filing with the secretary of state an original and two copies of the process, notice, or demand. The secretary of state immediately shall forward, by registered mail, addressed to the real estate investment trust at its registered office, a copy of the process, notice, or demand. Service on the secretary of state is returnable in not less than thirty days notwithstanding a shorter period specified in the process, notice, or demand.~~

~~4. A record of all processes, notices, and demands served upon the secretary of state under this section, including the date of service and the action taken with reference to it, must be maintained in the office of the secretary of state.~~

~~5. Nothing in this section limits the right to serve any process, notice, or demand required or permitted by law to be served upon a real estate investment trust in any other manner permitted by law.~~

SECTION 58. AMENDMENT. Section 10-34-09 of the North Dakota Century Code is amended and reenacted as follows:

10-34-09. Fees. The secretary of state shall charge and collect the following fees with respect to real estate investment trusts:

1. Filing a registration of a real estate investment trust, one hundred ten dollars.
2. Filing ~~a registered agent's consent or~~ any amendment changing the registered agent or registered office, ~~ten dollars~~ the fee provided in section 10-01.1-03.
3. ~~Filing a resignation of a registered agent, ten dollars.~~
~~4.~~ Filing a renewal or amendment of registration of a real estate investment trust, forty dollars.
~~5.~~ 4. Issuing a certificate of good standing, twenty-five dollars.

SECTION 59. AMENDMENT. Section 45-10.2-17 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-17. Registered office ~~and registered~~ - Registered agent.

~~1.~~ A limited partnership shall continuously maintain a registered ~~office~~ agent in this state as provided by chapter 10-01.1, and if a noncommercial registered agent, the address of that noncommercial registered agent. ~~A registered office need not be the same as the principal place of business or the principal executive office of the limited partnership.~~

~~2. The limited partnership shall appoint and continuously maintain a registered agent who may be:~~

~~a. An individual residing in this state;~~

~~b. A domestic corporation;~~

~~c. A domestic limited liability company; or~~

~~d. A foreign corporation or foreign limited liability company authorized to transact business in this state.~~

~~3. The registered agent shall maintain a business office identical to its registered office.~~

~~4. Proof of the consent of the registered agent to serve in the capacity of registered agent must be filed with the secretary of state.~~

SECTION 60. AMENDMENT. Section 45-10.2-18 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-18. Change of registered office or agent - Resignation of registered agent - Change of name or address of registered agent.

1. A limited partnership may change ~~the~~ <u>its</u> registered office ~~of the limited partnership~~, change ~~the~~ <u>its</u> registered agent ~~of the limited partnership~~, or state a change in the name of the registered agent ~~of the limited partnership, by filing with the secretary of state a statement containing:~~

   ~~a. The name of the limited partnership;~~

   ~~b. The new address of the registered office of the limited partnership, if the address of the registered office of the limited partnership is to be changed;~~

   ~~c. The name of the new registered agent of the limited partnership, if the registered agent of the limited partnership is to be designated or changed;~~

   ~~d. The name of the registered agent of the limited partnership as changed, if the name of the registered agent of the limited partnership is to be changed;~~

   ~~e. A statement that the address of the registered office of the limited partnership and the address of the business office of the registered agent of the limited partnership, as changed, will be identical; and~~

   ~~f. A statement that the change of registered office or registered agent was authorized by resolution approved by the general partners~~ <u>as provided in chapter 10-01.1</u>.

2. A registered agent of a limited partnership may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice was given to the limited partnership at the principal executive office of the limited partnership, or to a legal representative of the limited~~

~~partnership. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~ as provided in chapter 10-01.1.

~~3. If the business address or name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each limited partnership represented by that agent by filing with the secretary of state a statement for each limited partnership as required in subsection 1, except that the statement need be signed only by the registered agent, need not be responsive to subdivision f of subsection 1, and must state that a copy of the statement was mailed to each of those limited partnerships or to the legal representative of each of those limited partnerships.~~

~~4. The fee provided in section 45-10.2-109 for change of registered office must be refunded if in the opinion of the secretary of state a change of address of registered office results from rezoning or postal reassignment.~~

SECTION 61. AMENDMENT. Subsection 1 of section 45-10.2-23 of the North Dakota Century Code is amended and reenacted as follows:

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

b. A certificate of limited partnership may also contain any other matters but may not vary or otherwise affect the provisions specified in subsection 2 of section 45-10.2-12 in a manner inconsistent with that section.

SECTION 62. AMENDMENT. Section 45-10.2-79 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-79. (902) Foreign limited partnership - Application for certificate of authority.

1. A foreign limited partnership may apply for a certificate of authority to transact business or conduct activities in this state by delivering an application to the secretary of state for filing. The application must state:
   a. The name of the foreign limited partnership and, if the name does not comply with section 45-10.2-10, then an alternate name adopted pursuant to subsection 1 of section 45-10.2-77;
   b. The name of the state or other jurisdiction under whose law the foreign limited partnership is organized;
   c. The general character of the business the foreign limited partnership proposes to transact in this state;
   d. The street and mailing address of the principal executive office of the foreign limited partnership;
   e. The name~~, street address, and mailing address in this state~~ of the ~~initial~~ registered agent ~~of the foreign limited partnership~~ as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of that noncommercial registered agent in this state;
   f. The name, street address, and mailing address of each general partner of the foreign limited partnership; and
   g. Whether the foreign limited partnership is a foreign limited liability limited partnership.
2. ~~A~~ With the completed application, the foreign limited partnership shall deliver ~~with the completed application:~~
   ~~a.~~ ~~A~~ a certificate of existence or a record of similar import signed by the secretary of state or other official having custody of the publicly filed records

of the foreign limited partnership in the state or other jurisdiction under whose law the foreign limited partnership is organized~~; and~~

~~b. Proof of the consent of the registered agent to serve in the capacity of registered agent~~.

SECTION 63. AMENDMENT. Subsection 2 of section 45-10.2-80 of the North Dakota Century Code is amended and reenacted as follows:

2. File the application~~,~~ and the certificate of good standing or certificate of existence~~, and the consent of the registered agent~~.

SECTION 64. AMENDMENT. Section 45-10.2-82 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-82. Foreign limited partnership - Registered agent - Registered office - ~~Certain reports~~. A foreign limited partnership authorized to transact business in this state shall~~:~~

~~1. Establish and~~ continuously maintain a registered ~~office in the same manner as provided in section 45-10.2-17;~~

~~2. Appoint and continuously maintain a registered agent in the same manner as provided in section 45-10.2-17; and~~

~~3. File a report upon any change in the address of its registered office or in the name or address of its registered agent in the same manner as provided in section 45-10.2-18~~ agent as provided in chapter 10-01.1 and, if a noncommercial registered agent, the address of that noncommercial registered agent in this state.

SECTION 65. AMENDMENT. Section 45-10.2-87 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-87. Foreign limited partnership - Revocation of certificate of authority.

1. The certificate of authority of a foreign limited partnership to transact business in this state may be revoked by the secretary of state ~~upon the occurrence of either of these events~~ if:

   a. The foreign limited partnership has failed to:

      (1) ~~Maintain~~ Appoint and maintain a registered ~~office as required by this chapter~~ agent as provided in chapter 10-01.1 and, if a noncommercial

registered agent, then the address of that noncommercial registered agent in this state;

(2) Maintain the registration of a general partner as required in section 45-10.2-16;

(3) File a report upon any change in the address of its principal executive office; or

(4) ~~Appoint and maintain a registered agent as required by this chapter;~~

~~(5) File a report upon any change in the name or business address of the registered agent; or~~

~~(6)~~ File in the office of the secretary of state any amendment to its application for certificate of authority as specified in section 45-10.2-81; or

b. A misrepresentation has been made of any material matter in an application, report, affidavit, or other record submitted by the foreign limited partnership pursuant to this chapter.

2. Except for revocation of the certificate of authority for failure to file the annual report ~~for which the certificate of authority may be revoked as provided in section 45-10.2-108~~ as provided in section 45-10.1-108, no certificate of authority may be revoked by the secretary of state unless:

a. The secretary has given the foreign limited partnership at least sixty days' notice by mail addressed to its registered agent at the registered office in this state or if the foreign limited partnership fails to appoint and maintain a registered agent in this state, then addressed to its principal executive office; and

b. During the sixty-day period, the foreign limited partnership has failed to file the report of change as provided in chapter 10-01.1 regarding the registered office or the registered agent, to register a general partner as required by section 45-10.2-16, to file any amendment, or to correct the misrepresentation.

3. Upon the expiration of sixty days after the mailing of the notice:

a. The authority of the foreign limited partnership to transact business in this state ceases; and

b. The secretary of state shall issue a notice of revocation and shall mail the notice to the registered office of the foreign limited partnership, or if the foreign limited partnership has failed to maintain a registered office, then to its principal executive office.

SECTION 66. AMENDMENT. Section 45-10.2-107 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-107. Service of process on a limited partnership or foreign limited partnership and on nonresident general partners.

~~1. The registered agent must be an agent of the limited partnership, the foreign limited partnership, and any nonresident general partner upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the limited partnership, foreign limited partnership, or general partner may be served as provided in section 10-01.1-13.

~~a. When a foreign limited partnership transacts business without a certificate of authority or when the certificate of authority of a foreign limited partnership is suspended or revoked, the secretary of state is an agent of the foreign limited partnership for service of process, notice, or demand.~~

~~b. Acceptance of a general partnership interest in a limited partnership or foreign limited partnership includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served on a limited partnership or foreign limited partnership may be served:~~

~~a. On the registered agent;~~

~~b. On a general partner of the limited partnership or foreign limited partnership;~~

~~c. On any responsible person found at the registered office or at the principal executive office if located in this state; or~~

~~d. On the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a responsible person can be found at the registered office and if a responsible person affiliated with the limited partnership~~

~~or foreign limited partnership cannot be found at the principal place of business in this state, then the secretary of state is an agent of the limited partnership or foreign limited partnership on whom the process, notice, or demand may be served.~~

~~a. Service on the secretary of state:~~

~~(1) Must be made by registered mail or personal delivery to the secretary of state and not by electronic communication.~~

~~(2) Must include the return of the sheriff or affidavit of a person not a party, verifying that neither a registered agent nor a responsible person can be found at the registered office or at the principal place of business in this state.~~

~~(3) Is deemed personal service on the limited partnership or foreign limited partnership and may be made by filing with the secretary of state:~~

~~(a) Three copies of the process, notice, or demand; and~~

~~(b) The fees provided in section 45-10.2-109.~~

~~(4) Is returnable in not less than thirty days, notwithstanding a shorter period specified in the process, notice, or demand.~~

~~b. The secretary of state shall immediately forward, by registered mail addressed to the limited partnership or foreign limited partnership at its registered office or principal place of business in this state, a copy of the process, notice, or demand.~~

~~4. Process, notice, or demand may be served on a dissolved limited partnership as provided in this subsection. The court shall determine if service is proper.~~

~~a. If a limited partnership has voluntarily dissolved or a court has entered a decree of dissolution, then service may be made as provided in subsection 2 as long as claims are not finally barred under section 45-10.2-73.~~

~~b. If a limited partnership has been involuntarily dissolved by the secretary of state pursuant to section 45-10.2-108, then service may be made as provided in subsection 3.~~

~~5. The secretary of state shall maintain a record of every process, notice, and demand served on the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.~~

~~6. This section does not limit the right of a person to serve process, notice, or demand required or permitted by law to be served on a limited partnership or foreign limited partnership in any other manner permitted by law.~~

SECTION 67. AMENDMENT. Section 45-10.2-108 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-108. Secretary of state - Annual report of limited partnership and foreign limited partnership.

1. Each limited partnership, and each foreign limited partnership authorized to transact business in this state, shall file, within the time provided by subsection 3, an annual report setting forth:
   a. The name of the limited partnership or foreign limited partnership and the jurisdiction of origin.
   b. The address of the registered office of the limited partnership or foreign limited partnership in this state and the name of the registered agent of the limited partnership or foreign limited partnership in this state at that address.
   c. The address of the principal executive office of the limited partnership or foreign limited partnership.
   d. A brief statement of the character of the business in which the limited partnership or foreign limited partnership is actually engaged in this state.
   e. The name and respective address of every general partner of the limited partnership or foreign limited partnership.
2. The annual report must be submitted on forms prescribed by the secretary of state. The information provided in the annual report must be accurate as of the time of filing the report. The annual report must be signed as provided in subsection 40 of section 45-10.2-02 or a resolution approved by the affirmative vote of the required proportion or number of partners. If the limited partnership or foreign limited partnership is in the hands of a receiver or trustee, the annual report must be signed on behalf of the limited partnership or foreign limited partnership by the

receiver or trustee. The secretary of state may destroy any annual reports provided for in this section after the annual report is on file for six years.

3. The annual report of a limited partnership or foreign limited partnership must be delivered to the secretary of state before April first of each year, except the first annual report of a limited partnership or foreign limited partnership must be delivered before April first of the year following the calendar year in which the certificate of limited partnership or certificate of authority was filed by the secretary of state.

   a. An annual report in a sealed envelope postmarked by the United States postal service on or before April first or an annual report in a sealed packet with a verified shipment date by any other carrier service on or before April first, complies with the delivery requirement under this subsection.

   b. The secretary of state shall file the report if the report conforms to the requirements of subsection 2.

      (1) If the report does not conform, then the report must be returned to the limited partnership or foreign limited partnership for any necessary corrections.

      (2) If the report is filed before the deadlines provided in this subsection, then penalties for the failure to file a report within the time provided do not apply if the report is corrected to conform to the requirements of subsection 2 and returned to the secretary of state within thirty days after the annual report was returned by the secretary of state for correction.

4. After the date established under subsection 3, the secretary of state shall notify any limited partnership or foreign limited partnership failing to file an annual report that the certificate of limited partnership or certificate of authority of a foreign limited partnership is not in good standing and that the certificate of the limited partnership or the certificate of authority of the foreign limited partnership may be dissolved or revoked pursuant to subsection 5.

   a. The secretary of state must mail notice of dissolution or revocation to the last registered agent at the last registered office ~~of record~~.

b. If the limited partnership or foreign limited partnership files an annual report after the notice is mailed, then the secretary of state will restore the certificate or certificate of authority of the limited partnership or foreign limited partnership to good standing.

5. A limited partnership that does not file an annual report, within six months after the date established in subsection 3, ceases to exist and is considered involuntarily dissolved by operation of law.

a. The secretary of state shall note the dissolution of the certificate of limited partnership on the records of the secretary of state and shall give notice of the action to the dissolved limited partnership.

b. Notice by the secretary of state must be mailed to the last registered agent at the last registered office of ~~record of~~ the limited partnership.

6. A foreign limited partnership that does not file an annual report, within six months after the date established by subsection 3, forfeits the right to transact business in this state.

a. The secretary of state shall note the revocation of the certificate of authority of the foreign limited partnership on the records of the secretary of state and shall give notice of the action to the foreign limited partnership.

b. Notice by the secretary of state must be mailed to the last registered agent at the last registered office of ~~record of~~ the foreign limited partnership.

7. A limited partnership that is dissolved for failure to file an annual report, or a certificate of authority of a foreign limited partnership that is forfeited for failure to file an annual report, may be reinstated by filing a past-due report, together with the statutory filing and penalty fees for an annual report and a reinstatement fee as provided in section 45-10.2-109. The fees must be paid and the report filed within one year following the involuntary dissolution or revocation. Reinstatement under this subsection does not affect the rights or liability for the time from the dissolution or revocation to the reinstatement.

SECTION 68. AMENDMENT. Section 45-10.2-109 of the North Dakota Century Code is amended and reenacted as follows:

45-10.2-109. Secretary of state - Fees for filing records. The secretary of state shall charge and collect for:

1. Filing a certificate of limited partnership, one hundred ten dollars.
2. Filing a limited partnership amendment, forty dollars.
3. Filing articles of conversion of a limited partnership, fifty dollars and:
   a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or
   b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.
4. Filing abandonment of conversion, fifty dollars.
5. Filing limited partnership articles of merger, fifty dollars.
6. Filing abandonment of merger or exchange, fifty dollars.
7. Filing a limited partnership statement of correction, forty dollars.
8. Filing a limited partnership dissolution, twenty-five dollars.
9. Filing a limited partnership cancellation, twenty-five dollars.
10. Filing a reservation of name, ten dollars.
11. Filing a notice of transfer of a reserved limited partnership name, ten dollars.
12. Filing a cancellation of a reserved limited partnership name, ten dollars.
13. Filing a consent to use a deceptively similar name, ten dollars.
14. Filing a statement of change of address of registered office or change of registered agent, or both, ~~ten dollars.~~
15. ~~Filing a statement of~~ or a change of address of registered office by registered agent, ~~ten dollars for each limited partnership affected by the change~~ the fee provided by section 10-01.1-03.
16. ~~Filing a consent of registered agent to serve in the capacity of registered agent, ten dollars.~~
17. ~~Filing a resignation as registered agent, ten dollars.~~

~~18.~~ 15. Filing a certificate of authority of foreign limited partnership, one hundred dollars.

~~19.~~ 16. Filing a certified statement of amendment of foreign limited partnership, forty dollars.

~~20.~~ 17. Filing a certified statement of dissolution of foreign limited partnership, twenty-five dollars.

~~21.~~ 18. Filing a certified statement of cancellation of foreign limited partnership, twenty-five dollars.

~~22.~~ 19. Filing a certified statement of merger of foreign limited partnership, fifty dollars.

~~23.~~ 20. Filing a certified statement of conversion of foreign limited partnership, fifty dollars and:

a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or

b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.

~~24.~~ 21. Filing a statement of withdrawal of foreign limited partnership, twenty-five dollars.

~~25.~~ 22. Filing an annual report of a limited partnership or foreign limited partnership, twenty-five dollars.

a. The secretary of state shall charge and collect additional fees for late filing of an annual report as follows:

(1) After the date provided in subsection 3 of section 45-10.2-108, twenty dollars; and

(2) After the dissolution of the limited partnership or the revocation of the certificate of authority of a foreign limited partnership, the reinstatement fee of one hundred dollars.

b. Fees paid to the secretary of state according to this subsection are not refundable if an annual report submitted to the secretary of state cannot be

filed because it lacks information required by section 45-10.2-108, or the annual report lacks sufficient payment as required by this subsection.

~~26.~~ 23. Any record submitted for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.

~~27.~~ 24. Filing any process, notice, or demand for service, ~~twenty-five dollars~~ the fee provided in section 10-01.1-03.

~~a.~~ 25. Furnishing a certificate of existence or authorization:

~~(1)~~ a. Fifteen dollars; and

~~(2)~~ b. Five dollars for a search of records.

~~b.~~ 26. Furnishing a certified copy of any record, or paper relating to a limited partnership or foreign limited partnership:

~~(1)~~ a. One dollar for every four pages or fraction;

~~(2)~~ b. Fifteen dollars for the certificate and affixing the seal thereto; and

~~(3)~~ c. Five dollars for a search of records.

SECTION 69. AMENDMENT. Subsection 1 of section 45-15-03 of the North Dakota Century Code is amended and reenacted as follows:

1. A partnership may file with the secretary of state, along with the fees provided in section 45-13-05, a statement of partnership authority which:

a. Must include:

(1) The name of the partnership;

(2) The street address of the partnership's principal executive office and of one office in this state, if there is one;

(3) The name and mailing address of each partner;

(4) The ~~address~~ name of the registered ~~office~~ agent of the partnership as provided in chapter 10-01.1 and, if a noncommercial registered agent, the ~~name of the registered agent at that~~ address of the noncommercial registered agent in this state;

(5) The name of each partner authorized to execute an instrument transferring real property held in the name of the partnership; and

(6) The nature of business to be transacted.

b. May state the authority, or limitations on the authority, of some or all of the partners to enter into other transactions on behalf of the partnership and any other matter.

SECTION 70. AMENDMENT. Section 45-15-03.1 of the North Dakota Century Code is amended and reenacted as follows:

45-15-03.1. Registered office - Registered agent.

~~1.~~ A partnership that files and maintains a statement of partnership authority shall continuously maintain a registered ~~office in this state~~ agent as provided by chapter 10-01.1 and, if a noncommercial registered agent, the address of the noncommercial registered agent in this state. ~~A registered office need not be the same as the principal place of business or the principal executive office of the partnership.~~

~~2. A partnership that files a statement of partnership authority shall appoint and continuously maintain a registered agent who may be:~~

~~a. An individual residing in this state;~~

~~b. A domestic corporation;~~

~~c. A domestic limited liability company; or~~

~~d. A foreign corporation or foreign limited liability company authorized to transact business in this state.~~

~~3. The registered agent shall maintain a business office identical to the registered agent's registered office.~~

~~4. Proof of the registered agent's consent to serve in the capacity of registered agent must be filed with the secretary of state, together with the fees provided in section 45-13-05.~~

SECTION 71. AMENDMENT. Section 45-15-03.2 of the North Dakota Century Code is amended and reenacted as follows:

45-15-03.2. Change of registered office or agent.

1. A partnership that files and maintains a statement of partnership authority may change the partnership's registered office, change the partnership's registered agent, or state a change in the name of the partnership's registered agent~~, by filing~~

~~with the secretary of state, along with the fees provided in section 45-13-05, a statement containing:~~

~~a. The name of the partnership;~~

~~b. If the address of the partnership's registered office is changing, the new address of the partnership's registered office;~~

~~c. If the partnership's registered agent is being designated or changing, the name of the partnership's new registered agent;~~

~~d. If the name of the partnership's registered agent is changing, the name of the partnership's registered agent as changed;~~

~~e. A statement that the address of the partnership's registered office and the address of the business office of the partnership's registered agent, as changed, will be identical; and~~

~~f. A statement that the change of registered office or registered agent was authorized by resolution approved by the partners~~ as provided in chapter 10-01.1.

2. A registered agent of a partnership may resign ~~by filing with the secretary of state a signed written notice of resignation, including a statement that a signed copy of the notice was given to the partnership at the partnership's principal executive office, or to a legal representative of the partnership. The appointment of the agent terminates thirty days after notice is filed with the secretary of state~~ as provided in chapter 10-01.1.

~~3. If the business address or name of a registered agent changes, the agent shall change the address of the registered office or the name of the registered agent, as the case may be, of each partnership represented by that agent by filing with the secretary of state a statement for each partnership as required in subsection 1, except the statement need be signed only by the registered agent, need not be responsive to subdivision f of subsection 1, and must state that a copy of the statement was mailed to each of those partnerships or to the legal representative of each of those partnerships.~~

SECTION 72. AMENDMENT. Subsection 5 of section 45-21-04.2 of the North Dakota Century Code is amended and reenacted as follows:

5. A converted organization that is a foreign organization and not authorized to transact business or conduct activities in this state appoints the secretary of state as its agent for service of process for purposes of enforcing an obligation under this subsection as provided in section 10-01.1-13.

SECTION 73. AMENDMENT. Subsection 2 of section 45-21-06 of the North Dakota Century Code is amended and reenacted as follows:

2. The secretary of state of this state is the agent for service of process in an action or proceeding against a surviving foreign partnership to enforce an obligation of a partnership that is a constituent organization. The surviving organization shall promptly notify the secretary of state of the mailing address of its principal executive office and of any change of address. Upon receipt of process, the secretary of state shall mail a copy of the process to the surviving foreign partnership as provided in section 10-01.1-13.

SECTION 74. AMENDMENT. Subsection 3 of section 45-22-03 of the North Dakota Century Code is amended and reenacted as follows:

3. A registration, signed by a managing partner, must contain:
   a. With respect to a domestic limited liability partnership:
      (1) The name of the domestic limited liability partnership.
      (2) The nature of the business to be transacted in this state.
      (3) A statement indicating whether the limited liability partnership will be engaged in farming or ranching in this state or owning or leasing land in this state which is used for farming or ranching.
      (4) The address of the principal executive office of the domestic limited liability partnership.
      (5) The ~~address~~ name of the registered ~~office~~ agent of the domestic limited liability partnership as provided in chapter 10-01.1 and ~~the name of the~~, if a noncommercial registered agent ~~at that~~, the address of that noncommercial registered agent in this state.
      (6) The name and address of each managing partner.
      (7) A statement that the partnership elects to be a limited liability partnership.

(8) A deferred effective date, if any.

b. With respect to a foreign limited liability partnership:

(1) The name of the foreign limited liability partnership and, if different, the name under which the foreign limited liability partnership proposes to transact business in this state.

(2) The jurisdiction of origin.

(3) The date on which the foreign limited liability partnership expires in the jurisdiction of origin.

(4) The nature of the business to be transacted in this state.

(5) A statement indicating whether the foreign limited liability partnership will be engaged in farming or ranching in this state or owning or leasing land in this state which is used for farming or ranching.

(6) The address of the principal executive office of the foreign limited liability partnership.

(7) The ~~address~~ name of the registered ~~office~~ agent of the foreign limited liability partnership as provided in chapter 10-01.1 and ~~the name of the foreign limited liability partnership's~~, if a noncommercial registered agent ~~at that~~, the address of that registered agent in this state.

(8) The name and address of each managing partner.

(9) An acknowledgment that the status of the foreign limited liability partnership in this state will automatically expire unless the foreign limited liability partnership continuously maintains limited liability partnership status in the jurisdiction of origin.

c. The registration must be accompanied by payment of the fees provided in section 45-22-22 together with a certificate of good standing or certificate of existence authenticated by the registering officer of the state or country where the foreign limited liability partnership is originally registered and the consent of the designated registered agent for service of process to serve in that capacity.

SECTION 75. AMENDMENT. Section 45-22-11 of the North Dakota Century Code is amended and reenacted as follows:

45-22-11. Registered office and agent.

~~1.~~ A limited liability partnership shall continuously maintain a registered ~~office in this state~~ agent as provided by chapter 10-01.1 and, if a noncommercial registered agent, the address of that noncommercial registered agent in this state. ~~A registered office need not be the same as the principal place of business or the principal executive office of the limited liability partnership.~~

~~2. A limited liability partnership shall appoint and continuously maintain a registered agent in the registration who may be:~~

~~a. An individual residing in this state;~~

~~b. A domestic corporation, domestic limited liability company, or domestic limited liability partnership; or~~

~~c. A foreign corporation, foreign limited liability company, or foreign limited liability partnership authorized to transact business in this state.~~

~~3. Proof of the registered agent's consent to serve in the capacity of registered agent must be filed with the secretary of state, together with the fees provided in section 45-22-22.~~

SECTION 76. AMENDMENT. Section 45-22-12 of the North Dakota Century Code is amended and reenacted as follows:

45-22-12. Change of registered office or agent.

1. A limited liability partnership may change the limited liability partnership's registered office, change the limited liability partnership's registered agent, or state a change in the name of the limited liability partnership's registered agent~~, by filing with the secretary of state, along with the fees provided in section 45-22-22, a statement containing:~~

~~a. The name of the limited liability partnership.~~

~~b. If the address of the limited liability partnership's registered office is changing, the new address of the limited liability partnership's registered office.~~

~~c. If the limited liability partnership's registered agent is to be designated or is changing, the name of the limited liability partnership's new registered agent.~~

~~d. If the name of the limited liability partnership's registered agent is changing, the name of the limited liability partnership's registered agent as changed.~~

~~e. A statement that the address of the limited liability partnership's registered office and the address of the business office of the limited liability partnership's registered agent, as changed, will be identical.~~

~~f. A statement that the change of registered office or registered agent was authorized by resolution of the partnership~~ as provided in chapter 10-01.1.

2. A registered agent of a limited liability partnership may resign ~~by filing with the secretary of state a written notice of resignation, including a statement that a signed copy of the notice was given to the limited liability partnership at the limited liability partnership's principal executive office, or to a legal representative of the limited liability partnership. The appointment of the agent terminates thirty days after the notice is filed with the secretary of state~~ as provided in chapter 10-01.1.

~~3. If the business address or name of a registered agent changes, the agent shall change the address of the registered office or name of the registered agent of each limited liability partnership represented by that agent by filing with the secretary of state a statement for each limited liability partnership as required in subsection 1, except the statement need be signed only by the registered agent, need not be responsive to subdivision c or f of subsection 1, and must state that a copy of the statement was mailed to each of those limited liability partnerships or to the legal representative of each of those limited liability partnerships.~~

~~4. The fee prescribed in section 45-22-22 for the change of registered office must be refunded if, in the opinion of the secretary of state, the change of address of registered office results from rezoning or postal reassignment.~~

SECTION 77. AMENDMENT. Subsection 2 of section 45-22-13 of the North Dakota Century Code is amended and reenacted as follows:

2. The withdrawal statement must contain:

a. With respect to a domestic limited liability partnership:

(1) The name of the domestic limited liability partnership.

(2) A statement that the domestic limited liability partnership is withdrawing the current registration.

(3) An acknowledgment by the domestic limited liability partnership that the withdrawal ends the domestic limited liability partnership's status as a

limited liability partnership with respect to periods after the effective date of the withdrawal.

b. With respect to a foreign limited liability partnership:

(1) The name of the foreign limited liability partnership.

(2) The jurisdiction of origin.

(3) A statement that the foreign limited liability partnership is not transacting business in this state as a foreign limited liability partnership.

(4) A statement that the foreign limited liability partnership surrenders authority to transact business in this state as a foreign limited liability partnership and is withdrawing the foreign limited liability partnership's current registration.

(5) An acknowledgment by the foreign limited liability partnership that the withdrawal ends the foreign limited liability partnership's authorization to transact business in this state as a foreign limited liability partnership with respect to periods after the effective date of the withdrawal.

(6) A statement that the foreign limited liability partnership ~~revokes the authority of the foreign limited liability partnership's registered agent in this state to accept service of process and~~ consents ~~that~~ to service of process based upon any cause of action arising in this state during the time the foreign limited liability partnership was authorized to transact business in this state and that service may be made on the foreign limited liability partnership ~~by service upon the secretary of state~~ as provided in section 10-01.1-13.

(7) A post-office address to which a person may mail a copy of any process against the foreign limited liability partnership.

SECTION 78. AMENDMENT. Section 45-22-16 of the North Dakota Century Code is amended and reenacted as follows:

45-22-16. Revocation of registration.

1. The registration of a limited liability partnership may be revoked by the secretary of state ~~upon the occurrence of any of these events~~ if:

a. The limited liability partnership fails:

(1) To appoint and maintain a registered agent and registered office as ~~required by this~~ provided in chapter 10-01.1; or

(2) ~~To file a report upon any change in the name or business address of the registered agent; or~~

~~(3)~~ To file any amendment to the limited liability partnership's registration required to be filed pursuant to subdivision b or c of subsection 4 of section 45-22-03.

b. An intentional misrepresentation is made in any material matter in any registration, report, affidavit, or other document submitted by the limited liability partnership pursuant to this chapter.

2. ~~The~~ Except for revocation of the registration for failure to file the annual report as provided in section 45-22-21.1, the secretary of state may not revoke the registration of a limited liability partnership unless:

a. The secretary of state gave the limited liability partnership at least sixty days' notice of the reason for the pending revocation by mail addressed to the limited liability partnership's registered agent at the registered office or, if the limited liability partnership fails to appoint and maintain a registered agent in this state, by mail addressed to the limited liability partnership's principal executive office; and

b. During the sixty-day period, the limited liability partnership fails:

(1) To appoint and maintain a registered agent as ~~required by this~~ provided in chapter 10-01.1;

(2) To file the report of change regarding the name or business address of the registered agent;

(3) To file any amendment to the limited liability partnership's registration required to be filed pursuant to subdivision b or c of subsection 4 of section 45-22-03; or

(4) To correct the misrepresentation.

3. Upon the expiration of the sixty-day period without the limited liability partnership curing the reason for the pending revocation set forth in the notice, the registration

is revoked. The secretary of state shall note the revocation in the records of the secretary of state and shall give notice of the revocation to the limited liability partnership. Notice by the secretary of state must be mailed to the last registered agent at the last registered office ~~of record~~. If the limited liability partnership fails to appoint and maintain a registered office in this state, the notice must be mailed to the limited liability partnership's principal executive office.

SECTION 79. AMENDMENT. Section 45-22-17 of the North Dakota Century Code is amended and reenacted as follows:

45-22-17. Service of process on a limited liability partnership or a foreign limited liability partnership and on a nonresident partner.

~~1. The registered agent must be an agent of the limited liability partnership or foreign limited liability partnership and any nonresident partner upon whom any~~ Any process, notice, or demand required or permitted by law to be served on the limited liability partnership, the foreign limited liability partnership, or a partner may be served as provided in section 10-01.1-13.

~~a. When a foreign limited liability partnership transacts business without a registration or when the registration of a foreign limited liability partnership is suspended or revoked, the secretary of state is an agent of the foreign limited liability partnership for service of process, notice, or demand.~~

~~b. Acceptance of a managing partnership status in a limited liability partnership or foreign limited liability partnership includes the appointment of the secretary of state as an agent for personal service of legal process, notice, or demand.~~

~~2. A process, notice, or demand required or permitted by law to be served on a limited liability partnership or foreign limited liability partnership may be served:~~

~~a. On the registered agent;~~

~~b. On any responsible person found at the registered office or at the principal executive office if located in this state;~~

~~c. On a managing partner of the partnership; or~~

~~d. On the secretary of state as provided in this section.~~

~~3. If neither the registered agent nor a responsible person can be found at the registered office and if a responsible person affiliated with the limited liability partnership or foreign limited liability partnership cannot be found at the principal place of business in this state, then the secretary of state is an agent of the limited liability partnership or foreign limited liability partnership on whom the process, notice, or demand may be served.~~

~~a. Service on the secretary of state:~~

~~(1) Shall be made by registered mail or personal delivery to the secretary of state and not by electronic communication.~~

~~(2) Shall include the return of the sheriff or affidavit of a person not a party, verifying that neither a registered agent nor a responsible person can be found at the registered office or at the principal place of business in this state.~~

~~(3) Is deemed personal service on the limited liability partnership or foreign limited liability partnership and may be made by filing with the secretary of state:~~

~~(a) Three copies of the process, notice, or demand; and~~

~~(b) The fees provided in section 45-22-22.~~

~~(4) Is returnable in not less than thirty days, notwithstanding a shorter period specified in the process, notice, or demand.~~

~~b. The secretary of state immediately shall forward, by registered mail addressed to the limited liability partnership or foreign limited liability partnership at the registered office or principal place of business in this state, a copy of the process, notice, or demand.~~

~~4. Process, notice, or demand may be served on a limited liability partnership or foreign limited liability partnership that has voluntarily withdrawn its registration or which has forfeited its registration as provided in section 45-22-21.1. The court shall determine if service is proper:~~

~~a. If a limited liability partnership or foreign limited liability partnership has voluntarily withdrawn its registration, then service may be made as provided in subsection 2.~~

~~b. If a limited liability partnership or foreign limited liability partnership has forfeited its registration as provided in section 45-22-21.1, then service may be made as provided in subsection 3.~~

~~5. The secretary of state shall maintain a record of every process, notice, and demand served on the secretary of state under this section, including the date of service and the action taken with reference to the process, notice, or demand.~~

~~6. This section does not limit the right of a person to serve process, notice, or demand required or permitted by law to be served on a limited liability partnership or foreign limited liability partnership in any other manner permitted by law.~~

SECTION 80. AMENDMENT. Section 45-22-21.1 of the North Dakota Century Code is amended and reenacted as follows:

45-22-21.1. Secretary of state - Annual report of domestic limited liability partnership and foreign limited liability partnership.

1. Each domestic limited liability partnership and each foreign limited liability partnership authorized to transact business in this state, shall file, within the time provided by subsection 3, an annual report setting forth:
   a. The name of the limited liability partnership and its jurisdiction of origin.
   b. The address of the registered office of the limited liability partnership in this state, and the name of the limited liability partnership's registered agent in this state at that address.
   c. The address of the limited liability partnership's chief executive office.
   d. A brief statement of the character of the business in which the limited liability partnership is actually engaged in this state.
   e. The name and respective address of each managing partner of the domestic limited liability partnership or foreign limited liability partnership.
   f. If the limited liability partnership or foreign limited liability partnership owns or leases land that is used for farming or ranching in this state, a statement listing:
      (1) The names and addresses of all partners; and

(2) The acreage [hectarage] and location listed by section, township, range, and county of all land in this state owned or leased by the limited liability partnership or foreign limited liability partnership.

2. The annual report must be submitted on forms prescribed by the secretary of state. The information provided must be given as of the date of the execution of the report. The annual report must be signed as provided in subsection 24 of section 45-22-01, the partnership agreement, or in a resolution approved by the affirmative vote of the required proportion or number of partners. If the limited liability partnership is in the hands of a receiver or trustee, the annual report must be signed on behalf of the limited liability partnership by the receiver or trustee. The secretary of state may destroy any annual report provided for in this section after the annual report is on file for six years.

3. The annual report of a limited liability partnership must be delivered to the secretary of state before April first of each year, except the first annual report of a limited liability partnership must be delivered before April first of the year following the calendar year in which the registration is filed by the secretary of state. A limited liability partnership in existence on July 1, 1999, shall file the first annual report before April first in the year of the expiration of the registration in effect on July 1, 1999.

a. An annual report in a sealed envelope postmarked by the United States postal service before April first, or an annual report in a sealed packet with a verified shipment date by any other carrier service before April first, complies with this requirement.

b. The secretary of state must file the annual report if the annual report conforms to the requirements of subsection 2.

(1) If the annual report does not conform, the annual report must be returned to the limited liability partnership for any necessary corrections.

(2) If the annual report is filed before the deadlines provided in this subsection, penalties for the failure to file a report within the time provided do not apply if the annual report is corrected to conform to the

requirements of subsection 2 and returned to the secretary of state within thirty days after the annual report was returned by the secretary of state for correction.

4. After the date established under subsection 3, the secretary of state shall notify any limited liability partnership failing to file an annual report that the limited liability partnership's registration is not in good standing and that the registration of the limited liability partnership may be revoked pursuant to subsection 5.

   a. The secretary of state shall mail notice of revocation to the last registered agent at the last registered office ~~of record~~.

   b. If the limited liability partnership files an annual report after the notice is mailed, together with the annual report filing fee and late filing penalty fee as provided by section 45-22-22, the secretary of state shall restore the limited liability partnership's registration to good standing.

5. A domestic limited liability partnership that does not file an annual report, along with the statutory filing and penalty fees, within six months after the date established in subsection 3, forfeits the limited liability partnership's registration.

   a. The secretary of state shall note the revocation of the domestic limited liability partnership's registration on the records of the secretary of state and shall give notice of the action to the revoked domestic limited liability partnership.

   b. Notice by the secretary of state must be mailed to the domestic limited liability partnership's last registered agent at the last registered office ~~of record~~.

6. A foreign limited liability partnership that does not file an annual report, along with the statutory filing and penalty fees, within six months after the date established by subsection 3, forfeits the foreign limited liability partnership's registration and authority to transact business in this state.

   a. The secretary of state shall note the revocation of the foreign limited liability partnership's registration and authority on the records of the secretary of state and shall give notice of the action to the foreign limited liability partnership.

   b. Notice by the secretary of state must be mailed to the foreign limited liability partnership's last registered agent at the last registered office ~~of record~~.

c. The secretary of state's decision that a registration must be revoked under this subsection is final.

7. A domestic limited liability partnership with a registration that is revoked for failure to file an annual report or a foreign limited liability partnership with registration and authority that are forfeited by failure to file an annual report may be reinstated by filing a past-due report, together with the statutory filing and penalty fees for an annual report and a reinstatement fee as provided in section 45-22-22. The fees must be paid and the report filed within one year following the revocation. Reinstatement under this subsection does not affect any right or liability of a domestic limited liability partnership or a foreign limited liability partnership for the time from the revocation to the reinstatement.

SECTION 81. AMENDMENT. Subsection 1 of section 45-22-22 of the North Dakota Century Code is amended and reenacted as follows:

1. The secretary of state shall charge and collect for:

a. Filing a registration as a domestic limited liability partnership, ~~twenty-five~~ <u>thirty-five</u> dollars. If there are more than two managing partners, an additional three dollars must be paid for each additional managing partner not to exceed two hundred fifty dollars.

b. Filing a registration as a foreign limited liability partnership, ~~fifty~~ <u>sixty</u> dollars.

c. Filing an annual report of a domestic limited liability partnership or foreign limited liability partnership, twenty-five dollars.

(1) The secretary of state shall charge and collect additional fees for late filing of an annual report as follows:

(a) After the date provided in subsection 3 of section 45-22-21.1, twenty dollars; and

(b) After the revocation of the domestic limited liability partnership registration or the foreign limited liability partnership registration, the reinstatement fee of fifty dollars.

(2) Fees paid to the secretary of state according to this subdivision are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 45-22-21.1 or

the annual report lacks sufficient payment as required by this subdivision.

d. Filing a statement of correction or amended registration, twenty-five dollars.

e. Filing an application to reserve a name, ten dollars.

f. Filing a notice of transfer of a reserved name, ten dollars.

g. Filing a cancellation of reserved name, ten dollars.

h. Filing a consent to use of name, ten dollars.

i. Filing a statement of change of address of registered office or change of registered agent or both, ~~ten dollars.~~

~~j.~~ ~~Filing a statement of~~ or change of address of registered office by registered agent, ~~ten dollars for each domestic limited liability partnership or foreign limited liability partnership affected by the change.~~

~~k.~~ ~~Filing a registered agent's consent to serve in the capacity of registered agent, ten dollars.~~

~~l.~~ ~~Filing a resignation as registered agent, ten dollars~~ the fee provided in section 10-01.1-03.

~~m.~~ j. Filing a notice of withdrawal, ten dollars.

~~n.~~ k. Filing a certificate of fact stating a merger of a foreign limited liability partnership registered with the secretary of state, fifty dollars.

~~o.~~ l. Filing any other statement of a domestic limited liability partnership, ten dollars.

~~p.~~ m. Filing any process, notice, or demand for service, ~~twenty-five dollars~~ the fee provided in section 10-01.1-03.

~~q.~~ n. Any record submitted for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.

SECTION 82. AMENDMENT. Section 45-23-08 of the North Dakota Century Code is amended and reenacted as follows:

45-23-08. Secretary of state - Fees for filing records. The secretary of state shall charge and collect for:

1. Filing a certificate of limited liability limited partnership, one hundred ten dollars.
2. Filing a certificate of limited liability limited partnership amendment, forty dollars.

3. Filing a statement of conversion of a limited liability limited partnership, fifty dollars and:
   a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or
   b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.
4. Filing abandonment of conversion, fifty dollars.
5. Filing limited liability limited partnership articles of merger, fifty dollars.
6. Filing abandonment of merger or exchange, fifty dollars.
7. Filing a limited liability limited partnership statement of correction, forty dollars.
8. Filing a certificate of limited liability limited partnership dissolution, twenty-five dollars.
9. Filing a certificate of limited liability limited partnership cancellation, twenty-five dollars.
10. Filing a reservation of limited liability limited partnership name, ten dollars.
11. Filing a notice of transfer of reserved limited liability limited partnership name, ten dollars.
12. Filing a cancellation of a reserved limited liability limited partnership name, ten dollars.
13. Filing a consent to use of a deceptively similar name, ten dollars.
14. Filing a statement of change of address of registered office or change of registered agent, or both, ~~ten dollars.~~

~~15.~~ ~~Filing~~ or a statement of change of address of registered office by registered agent, ~~ten dollars for each limited liability limited partnership affected by the change.~~

~~16.~~ ~~Filing a registered agent's consent to serve in the capacity of registered agent, ten dollars.~~

~~17. Filing a resignation as registered agent, ten dollars~~ the fee provided in section 10-01.1-03.

~~18.~~ 15. Filing a registration of foreign limited liability limited partnership, one hundred dollars.

~~19.~~ 16. Filing a certified statement of amendment of foreign limited liability limited partnership, twenty-five dollars.

~~20.~~ 17. Filing a certified statement of dissolution of foreign limited liability limited partnership, twenty-five dollars.

~~21.~~ 18. Filing a certified statement of merger of foreign limited liability limited partnership, fifty dollars.

~~22.~~ 19. Filing a certified statement of conversion of foreign limited liability limited partnership, fifty dollars and:

a. If the organization resulting from the conversion will be a domestic organization governed by the laws of this state, then the fees provided by the governing laws to establish or register a new organization like the organization resulting from the conversion; or

b. If the organization resulting from the conversion will be a foreign organization that will transact business in this state, then the fees provided by the governing laws to obtain a certificate of authority or register an organization like the organization resulting from the conversion.

~~23.~~ 20. Filing a certified statement of cancellation of foreign limited liability limited partnership, twenty-five dollars.

~~24.~~ 21. Filing a statement of withdrawal of foreign limited liability limited partnership, twenty-five dollars.

~~25.~~ 22. Filing an annual report of limited liability limited partnership, twenty-five dollars.

a. The secretary of state shall charge and collect additional fees for late filing of the annual report as follows:

(1) After the date provided in subsection 3 of section 45-10.2-108, twenty dollars; and

(2) After the dissolution of the limited liability limited partnership or the revocation of the registration of a foreign limited liability limited partnership, the reinstatement fee of one hundred dollars.

b. Fees paid to the secretary of state according to this subsection are not refundable if an annual report submitted to the secretary of state cannot be filed because it lacks information required by section 45-10.2-108 or the annual report lacks sufficient payment as required by this subsection.

~~26.~~ 23. Any record submitted for approval before the actual time of submission for filing, one-half of the fee provided in this section for filing the record.

~~27.~~ 24. Filing any process, notice, or demand for service, ~~twenty five dollars~~ the fee provided in section 10-01.1-03.

~~28.~~ 25. Furnishing a certificate of existence or authorization:

a. Fifteen dollars; and

b. Five dollars for a search of records.

~~29.~~ 26. Furnishing a certified copy of any record or paper relating to a limited partnership or foreign limited partnership:

a. One dollar for every four pages or fraction;

b. Fifteen dollars for the certificate and affixing the seal thereto; and

c. Five dollars for a search of records.

SECTION 83. AMENDMENT. Subsection 8 of section 54-09-04 of the North Dakota Century Code is amended and reenacted as follows:

8. For filing any process, notice, or demand for service, ~~twenty dollars~~ the fee provided in section 10-01.1-03.

SECTION 84. AMENDMENT. Section 54-09-07 of the North Dakota Century Code is amended and reenacted as follows:

54-09-07. Service of process on secretary of state if agent not found - ~~Procedure - Time for answering process~~. If an agent other than the secretary of state has been appointed for receipt of service, but the affidavit of a sheriff or of an adult who is not a party to a proceeding establishes that diligent inquiry has been made and that personal service cannot be accomplished upon any registered agent, officer, or superintending, managing, or general agent of an entity, then the secretary of state may be deemed the agent of the entity for

receiving service of process. Service on the secretary of state must be made ~~by registered mail or personal delivery to the secretary of state and not by electronic communication. The party serving process, notice, or demand must provide a copy of the affidavit of a sheriff or of an adult who is not a party to the proceeding that service cannot be accomplished and must file with the secretary of state three copies of the process, notice, or demand, together with the fees required by section 54-09-04. Service on the secretary of state constitutes personal service on the entity. The secretary of state shall immediately forward a copy of the sheriff or other adult's affidavit and of the process, notice, or demand by registered mail addressed to the entity to be served at its registered office or last address on file with the secretary of state. Notwithstanding a shorter period of time specified in the process, notice, or demand, the entity has thirty days after the secretary of state receives the documents to respond to the process, notice, or demand~~ as provided in section 10-01.1-13.

SECTION 85. REPEAL. Section 10-15-12.1 of the North Dakota Century Code is repealed.

SECTION 86. EFFECTIVE DATE. This Act becomes effective July 1, 2008.