

SENATE BILL 1174

By Swann

AN ACT to amend Tennessee Code Annotated, Title 48
and Title 61, relative to registered agents.

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

SECTION 1. Tennessee Code Annotated, Section 48-15-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 2. Tennessee Code Annotated, Section 48-25-107, is amended by deleting subdivision (2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 3. Tennessee Code Annotated, Section 48-55-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 4. Tennessee Code Annotated, Section 48-65-107, is amended by deleting subdivision (2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 5. Tennessee Code Annotated, Section 48-208-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 6. Tennessee Code Annotated, Section 48-249-109, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 7. Tennessee Code Annotated, Section 61-2-104, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 8. Tennessee Code Annotated, Section 61-3-101, is amended by deleting subdivision (22) and substituting:

(22) "Registered agent":

(A) Means an agent of a limited partnership or foreign limited partnership who is authorized to receive service of process or notice required or permitted by law to be served on the partnership, and who maintains an office at the same street address as the registered office; and

(B) Includes:

(i) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, or a domestic registered limited liability partnership. The registered agent shall maintain an office at the same street address as the registered office; and

(ii) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, or a foreign registered limited liability partnership that is authorized to transact business in this state. The registered agent shall maintain an office at the same street address as the registered office;

SECTION 9. This act takes effect July 1, 2023, the public welfare requiring it.

Amendment No. 1 to SB1174

Bailey
Signature of Sponsor

AMEND Senate Bill No. 1174

House Bill No. 349*

by deleting all language after the enacting clause and substituting:

SECTION 1. Tennessee Code Annotated, Section 48-15-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 2. Tennessee Code Annotated, Section 48-25-107, is amended by deleting subdivision (2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 3. Tennessee Code Annotated, Section 48-55-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 4. Tennessee Code Annotated, Section 48-65-107, is amended by deleting subdivision (2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign

registered limited liability partnership that is authorized to transact business in this state.

SECTION 5. Tennessee Code Annotated, Section 48-208-101, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 6. Tennessee Code Annotated, Section 48-249-109, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 7. Tennessee Code Annotated, Section 61-1-1002, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 8. Tennessee Code Annotated, Section 61-2-104, is amended by deleting subdivision (a)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 9. Tennessee Code Annotated, Section 61-2-904, is amended by deleting subdivision (d)(2) and substituting:

(2) A registered agent who maintains an office at the same street address as the registered office, and who may be:

(A) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership; or

(B) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to transact business in this state.

SECTION 10. Tennessee Code Annotated, Section 61-3-101, is amended by deleting subdivision (22) and substituting:

(22) "Registered agent":

(A) Means an agent of a limited partnership or foreign limited partnership who is authorized to receive service of process or notice required or permitted by law to be served on the partnership, and who maintains an office at the same street address as the registered office; and

(B) Includes:

(i) An individual who resides in this state, a domestic corporation, a not-for-profit domestic corporation, a domestic LLC, a domestic general partnership, a domestic limited partnership, or a domestic registered limited liability partnership. The registered agent shall maintain an office at the same street address as the registered office; and

(ii) A foreign corporation, a not-for-profit foreign corporation, a foreign LLC, a foreign general partnership, a foreign limited partnership, or a foreign registered limited liability partnership that is authorized to

transact business in this state. The registered agent shall maintain an office at the same street address as the registered office;

SECTION 11. This act takes effect July 1, 2023, the public welfare requiring it.