



OHIO LEGISLATIVE SERVICE COMMISSION

Bill Analysis

Emily E. Wendel

S.B. 179

132nd General Assembly
(As Introduced)

Sens. LaRose, Hackett

BILL SUMMARY

- Specifies that if a limited liability company (LLC) does not properly maintain an agent in Ohio and does not respond to a notice from the Secretary of State within a given period of time, the LLC's articles of organization must be automatically canceled.
 - Permits the Secretary of State to implement an electronic notification system that allows a person to request to be notified if a business name containing a specific word or words has been registered.
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CONTENT AND OPERATION

Automatic dissolution of limited liability company

Under the bill, if a limited liability company (LLC) fails to maintain an agent in Ohio for the purpose of receiving service of process on behalf of the company, or if the LLC or the agent fails to notify the Secretary of State of the agent's change of address, the Secretary must notify the LLC by ordinary or electronic mail at the address provided by the LLC. If the LLC does not obtain an agent or file a notice of change of address, as applicable, within 30 days after the notice is sent or within any longer period of time the Secretary grants, the LLC's articles of organization must be automatically canceled and the Secretary must make a note of that fact.

Continuing law requires an LLC continuously to maintain an agent in Ohio and to notify the Secretary of any change in the agent's identity or address. If a person who wishes to serve documents on the LLC is unable to locate the LLC's agent, then the person may serve the Secretary as the LLC's agent. The Secretary then must forward the

documents to the LLC at its principal office or another specified address. Service is considered complete when the Secretary forwards the documents.¹

Business name notifications

The bill also permits the Secretary of State to implement an electronic notification system that allows a person to request to be notified if a business name containing a specific word or words has been registered. Currently, that information is available by conducting a search on the Secretary of State's website.²

HISTORY

ACTION	DATE
Introduced	08-10-17

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¹ R.C. 1705.06.

² R.C. 111.35. See also Ohio Secretary of State, *Business Search by Name*, available at www5.sos.state.oh.us/ords/f?p=100:1, accessed September 15, 2017.

