

Amendment No. 1 to SB3070

Johnson  
Signature of Sponsor

**AMEND Senate Bill No. 3070\***

**House Bill No. 3459**

by inserting the following language as a new undesignated subdivision in Section 6 immediately following the subdivision ending with the language "in accordance with § 48-11-202(j)":

( ) "Filing entity" means an unincorporated entity that is of a type that is created by filing a public organic document;

**AND FURTHER AMEND** by deleting § 48-11-202(c) in Section 7 in its entirety and by substituting instead the following:

(c) Notice or other communication to a domestic or foreign corporation (authorized to transact business in this state) may be delivered to its registered agent at its registered office (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the registered agent's registered office) or to the secretary of the corporation at its principal office shown in its most recent annual report (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the corporation's principal office) or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

**AND FURTHER AMEND** by deleting Sections 9, 10, and 11 in their entirety and by substituting instead the following:

SECTION 9. Tennessee Code Annotated, Section 48-11-303(a), is amended by inserting the following language as new subdivisions (14), (15) and (16) to the enumeration of fees collected by the secretary of state and by redesignating the remaining subdivisions accordingly:

- (14) Articles of entity conversion.....\$100.00
- (15) Articles of charter surrender.....\$20.00

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**AMEND Senate Bill No. 3070\***

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(16) Statement of Abandonment of Merger, Conversion or Share

Exchange..... \$20.00

SECTION 10. Tennessee Code Annotated, Section 48-11-303(d), is amended by deleting the language "(11)-(17)" and by substituting instead the language "(11)-(20)".

SECTION 11. Tennessee Code Annotated, Section 48-11-304(b), is amended by deleting the language "(17), (18), (22), (28), (30) and (31)" and by substituting instead the language "(15), (16), (20), (21), (25), (31), (33) and (34)", respectively.

**AND FURTHER AMEND** by deleting § 48-17-104(i) in Section 16 in its entirety and by substituting instead the following:

(i) Delivery of a written consent to the corporation under this section is delivery to the corporation's registered agent at its registered office (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the registered agent's registered office) or to the secretary of the corporation at its principal office (or to a designated mailing address such as a post office box if the United States postal service does not deliver to the corporation's principal office).

**AND FURTHER AMEND** by deleting the language "director of officer" in subsections (a) and (b) of § 48-18-702 in Section 26 and by substituting instead the language "director or officer".

**AND FURTHER AMEND** by deleting the language "merge into one (1)" in § 48-21-102(a) in Section 27 and by substituting instead the language "merge with one (1)".

**AND FURTHER AMEND** by adding the following language at the end of § 48-21-102(a) in Section 27:

The merger shall result in a single survivor.

**AND FURTHER AMEND** by deleting the first sentence of § 48-21-102(b) in Section 27 and by substituting instead the following language:

A foreign business corporation, or a foreign eligible entity, may be a party to a merger with a domestic business corporation, or may be created by the terms of the plan of merger, only if the merger is permitted by the laws under which the foreign business corporation or eligible entity is organized or by which it is governed.

**AND FURTHER AMEND** by deleting the language "amount of kind" in § 48-21-102(f)(1) in Section 27 and by substituting instead the language "amount or kind".

**AND FURTHER AMEND** by deleting the language "also transmit the" wherever it appears in § 48-21-104(2) in Section 27 and by substituting instead the language "also transmit to the".

**AND FURTHER AMEND** by deleting the penultimate sentence of § 48-21-104(4) in Section 27.

**AND FURTHER AMEND** by inserting the following language at the end of the first sentence of § 48-21-107(b) in Section 27:

together with the required filing fee

**AND FURTHER AMEND** by deleting § 48-21-112(a)(4) in Section 27 and by substituting instead the following language:

(4) If the survivor is a filing entity, have attached the applicable public organic document; except that provisions that would not be required to be included in a restated public organic document may be omitted.

**AND FURTHER AMEND** by deleting § 48-21-112(b)(3) in Section 27 in its entirety and by substituting instead the following:

(3) Have attached a charter; except that provisions that would not be required to be included in a restated charter of a domestic business corporation may be omitted.

**AND FURTHER AMEND** by deleting § 48-21-112(c)(4) in Section 27 in its entirety and by substituting instead the following:

(4) Have attached a charter; except that provisions that would not be required to be included in a restated charter of a domestic business corporation may be omitted.

**AND FURTHER AMEND** by deleting § 48-21-112(d) in Section 27 in its entirety and by substituting instead the following:

(d) The articles of entity conversion shall be delivered to the secretary of state for filing, together with the required filing fee, and shall take effect at the effective time provided in § 48-11-304.

(1) Articles of entity conversion filed under subsection (a) or (b) may be combined with any required conversion filing under the organic law of the domestic unincorporated entity if the combined filing satisfies the requirements of both this section and the other organic law.

(2) The public organic document required to be attached by subsection (a) shall be delivered to the secretary of state for filing, and shall take effect at the effective time of the articles of entity conversion. A filing fee for the public organic document shall be paid to the secretary of state in the amount specified for such public organic document by the applicable law governing the formation of such domestic unincorporated entity.

(3) The charter required to be attached by subsection (b) or (c) shall be delivered to the secretary of state for filing, and shall take effect at the effective time of the articles of entity conversion. The fee for filing the charter shall be paid in accordance with § 48-11-303.

**AND FURTHER AMEND** by inserting the following language at the end of the first sentence of § 48-21-113(b) in Section 27:

together with the required filing fee

**AND FURTHER AMEND** by inserting the following language immediately after the language "shall be delivered to the secretary of state for filing" in § 48-21-115(b) in Section 27:

, together with the required filing fee,

**AND FURTHER AMEND** by deleting subsections (b) and (c) of § 48-21-118 in Section 27 in their entirety and by substituting instead the following:

(b) The articles of nonprofit conversion shall have attached a charter that satisfies the requirements of § 48-52-102. Provisions that would not be required to be included in a charter of a domestic nonprofit corporation may be omitted.

(c) The articles of nonprofit conversion shall be delivered to the secretary of state for filing, together with the required filing fee, and shall take effect at the effective time provided in § 48-11-304. The attached charter shall also be delivered to the secretary of state for filing. The fee for filing the charter shall be paid in accordance with § 48-51-303.

**AND FURTHER AMEND** by inserting the following language at the end of the first sentence of § 48-21-119(b) in Section 27:

together with the required filing fee

**AND FURTHER AMEND** by deleting the language "or foreign" in § 48-21-120(a)(4) in Section 27.

**AND FURTHER AMEND** by inserting the following language immediately after the language "shall be delivered to the secretary of state" in § 48-21-121(b) in Section 27:

, together with the required filing fee,

**AND FURTHER AMEND** by deleting Section 42 in its entirety and by substituting instead the following:

SECTION 42. For the purpose of the secretary of state taking necessary actions for the implementation of this act, this act shall take effect upon becoming law, the public welfare requiring it. For all other purposes, this act shall take effect January 1, 2013, the public welfare requiring it.

**AND FURTHER AMEND** by inserting the following language as new Sections 40 and 41 and by redesignating the subsequent sections accordingly:

SECTION 40. Tennessee Code Annotated, Section 48-26-203(a)(2), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(2) The street address, including the zip code, of its registered office (or a mailing address such as a post office box if the United States postal service does not deliver to the registered office), the county in which the office is located, and the name of its registered agent at that office in this state;

SECTION 41. Tennessee Code Annotated, Section 48-26-203(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(3) The street address, including the zip code, of its principal office (or a mailing address such as a post office box if the United States postal service does not deliver to the principal office);

**AND FURTHER AMEND** by inserting the following language as new Sections 37, 38, 39, 40, 41, and 42 and by redesignating the subsequent sections accordingly:

SECTION 37. Tennessee Code Annotated, Section 48-24-202(a), is amended by deleting the language “written communication” and by substituting instead the language “notice”.

SECTION 38. Tennessee Code Annotated, Section 48-25-103(a)(4), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(4) The street address, including the zip code, of its principal office (or a mailing address such as a post office box if the United States postal service does not deliver to the principal office);

SECTION 39. Tennessee Code Annotated, Section 48-25-103(a)(5), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(5) The street address, including the zip code, of its registered office in this state (or a mailing address such as a post office box if the United States postal service does not deliver to the registered office), the county in which the office is located, and the name of its registered agent at that office;

SECTION 40. Tennessee Code Annotated, Section 48-25-108(a)(2), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(2) If the current registered office is to be changed, the street address, including the zip code, of its new registered office (or a mailing address such as a post office box if the United States postal service does not deliver to the new registered office), and the county in which the office is located;

SECTION 41. Tennessee Code Annotated, Section 48-25-302(a), is amended by deleting the language "written communication" and by substituting instead the language "notice".

SECTION 42. Tennessee Code Annotated, Section 48-25-304(a), is amended by deleting the language "written communication" and by substituting instead the language "notice".

**AND FURTHER AMEND** by inserting the following language as new Sections 27 and 28 and by redesignating the subsequent sections accordingly:

SECTION 27. Tennessee Code Annotated, Section 48-20-102(3), is amended by deleting the subdivision in its entirety and by substituting instead:

(3) Designate or change the address of the principal office of the corporation (or a mailing address if the United States postal service does not deliver to the principal office);

SECTION 28. Tennessee Code Annotated, Section 48-20-102(6), is amended by deleting the following language:

Designate the street address and zip code of the corporation's current registered office,

and by substituting instead the following language:

Designate the street address and zip code of the corporation's current registered office (or a mailing address if the United States postal service does not deliver to the registered office),

**AND FURTHER AMEND** by inserting the following language as a new Sections 17 and 18 and by redesignating the subsequent sections accordingly:

SECTION 17. Tennessee Code Annotated, Section 48-17-203(b)(2), is amended by deleting the language "facsimile or other means of electronic transmission" wherever it appears and by substituting instead the language "or electronic transmission" and is further amended by deleting the language "facsimile or other electronic transmission" and "facsimiles or other electronic transmissions" and by substituting instead the language "or electronic transmission" and "or electronic transmissions", respectively.

SECTION 18. Tennessee Code Annotated, Section 48-17-203(b)(3), is amended by deleting the language "facsimile transmission" wherever it appears and by substituting instead the language "electronic transmission".

**AND FURTHER AMEND** by inserting the following language as new Sections 14 and 15 and by redesignating the subsequent sections accordingly:

SECTION 14. Tennessee Code Annotated, Section 48-15-102(a)(2), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(2) If the current registered office is to be changed, the street address of the new registered office and the zip code for such office (or a mailing address such as a post office box if the United States postal service does not deliver to the registered agent's registered office), and the county in which the office is located;

SECTION 15. Tennessee Code Annotated, Section 48-15-105(a), is amended by deleting the following language:

at its registered office or principal office as shown in the records on file in the secretary of state's office

and by substituting instead the following language:

at its registered office (or designated alternative mailing address) or principal office (or designated alternative mailing address) as shown in the records on file in the secretary of state's office

**AND FURTHER AMEND** by inserting the following language as new Sections 12, 13, 14, and 15 and by redesignating the subsequent sections accordingly:

SECTION 12. Tennessee Code Annotated, Section 48-11-306(d), is amended by deleting the language "pursuant to § 48-11-301(i)".

SECTION 13. Tennessee Code Annotated, Section 48-11-308, is amended by inserting the language "or other electronic format" immediately following the language "facsimile".

SECTION 14. Tennessee Code Annotated, Section 48-12-102(a)(3), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(3) The street address and zip code of the corporation's initial registered office (or a mailing address such as a post office box if the United States postal service does not deliver to the registered agent's registered office), the county in which the office is located, and the name of its initial registered agent at that office;

SECTION 15. Tennessee Code Annotated, Section 48-12-102(a)(5), is amended by deleting the subdivision in its entirety and by substituting instead the following:

(5) The street address and zip code of the initial principal office of the corporation (or a mailing address such as a post office box if the United States postal service does not deliver to the principal office);

**AND FURTHER AMEND** by inserting the following language as a new Section 9 and by redesignating the subsequent sections accordingly:

SECTION 9. Tennessee Code Annotated, Section 48-11-302(b), is amended by deleting the subsection in its entirety and by substituting instead the following:

(b) The secretary of state may prescribe and shall furnish on request forms for other documents required or permitted to be filed by chapters 11-27 of this title. If the secretary of state has prescribed a mandatory form for the document, the document must be in or on the prescribed form or a conformed copy thereof.

**AND FURTHER AMEND** by inserting the following language as a new Section 8 and by redesignating the subsequent sections accordingly:

SECTION 8. Tennessee Code Annotated, Section 48-11-301(l), is amended by deleting the language “facsimile transmission or other electronic means” and by substituting instead the language “electronic transmission”.