

CHAPTER 102  
SB 235 – FINAL VERSION

2012 SESSION

12-2886  
03/09

SENATE BILL           **235**

AN ACT               relative to registration of business organizations with the secretary of state.

SPONSORS:       Sen. Boutin, Dist 16; Sen. D'Allesandro, Dist 20; Sen. Gallus, Dist 1;  
Sen. Lambert, Dist 13; Sen. Larsen, Dist 15; Sen. Merrill, Dist 21; Sen. Odell,  
Dist 8; Sen. Rausch, Dist 19; Sen. De Blois, Dist 18; Sen. White, Dist 9; Rep. Hunt,  
Ches 7; Rep. Hess, Merr 9

COMMITTEE:       Commerce

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ANALYSIS

This bill eliminates the requirements that certain foreign business organizations file a certificate of existence or agent's written consent when registering with the secretary of state.

This bill was requested by the secretary of state.

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Explanation:       Matter added to current law appears in ***bold italics***.  
Matter removed from current law appears [~~in brackets and struck through~~].  
Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

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STATE OF NEW HAMPSHIRE

*In the Year of Our Lord Two Thousand Twelve*

AN ACT                   relative to registration of business organizations with the secretary of state.

*Be it Enacted by the Senate and House of Representatives in General Court convened:*

1           102:1 Foreign Corporations. Amend RSA 293-A:1.20(e) to read as follows:

2                   (e) The document shall be in the English language. A corporate name need not be in  
3 English if written in English letters or Arabic or Roman numerals~~[- and the certificate of existence~~  
4 ~~required of foreign corporations need not be in English if accompanied by a reasonably authenticated~~  
5 ~~English translation].~~

6           102:2 Registered Agent of Foreign Corporation. Amend RSA 293-A:15.08(a)(5) to read as  
7 follows:

8                   (5) if the current registered agent is to be changed, the name of its new registered  
9 agent ~~[and the new agent's written consent (either on the statement or attached to it) to the~~  
10 ~~appointment]; and~~

11           102:3 Foreign Limited Liability Company. Amend RSA 304-C:64, I(b) to read as follows:

12                   (b) The state, territory, possession, or other jurisdiction or country where formed~~[- and~~  
13 ~~the date of its formation [and a certificate of existence (or document of similar import) duly~~  
14 ~~authorized by the secretary of state or other official having custody of limited liability company~~  
15 ~~records in the state or country under the law of which it was formed, issued not more than 60 days~~  
16 ~~before the application is received by the secretary of state];~~

17           102:4 Registered Agent of Foreign Limited Liability Company. Amend RSA 304-C:66, III(e) to  
18 read as follows:

19                   (e) If the current registered agent is to be changed, the name of its new registered agent  
20 ~~[and the new agent's written consent (either on the statement or attached to it) to the appointment];~~  
21 and

22           102:5 Repeal. The following are repealed:

23                   I. RSA 293-A:15.03(b), relative to certificate of existence of a foreign corporation.

24                   II. RSA 304-A:50, V, relative to certificate of existence of a foreign registered limited liability  
25 partnership.

26           102:6 Effective Date. This act shall take effect 60 days after its passage.

27 Approved: May 29, 2012

28 Effective Date: July 28, 2012