ENROLLED HOUSE
BILL NO. 2556

By: Vaughn of the House

and

Wright of the Senate

An Act relating to the Office of the Secretary of State; amending 18 O.S. 1991, Sections 562, 807, as amended by Section 6, Chapter 339, O.S.L. 1995, 1006, as amended by Section 1, Chapter 99, O.S.L. 1992, 1077, 1080, 1131, 1133, 1135, 1140, as amended by Section 15, Chapter 339, O.S.L. 1995, 1141, as last amended by Section 16, Chapter 339, O.S.L. 1995, Section 7, Chapter 148, O.S.L. 1992, as amended by Section 4, Chapter 366, O.S.L. 1993 and Section 46, Chapter 148, O.S.L. 1992 (18 O.S. Supp. 1995, Sections 807, 1006, 1140, 1141, 2006 and 2045), which relate to corporations; modifying procedures for filing of certain instruments in the Office of the Secretary of State; authorizing filing fee; deleting reference to certain abbreviation; modifying provisions with respect to names of certain entities; deleting requirement for content of certain instrument; modifying required content of certain instruments; modifying procedure with respect to name change of certain entity; modifying required content of certain corporate instruments; modifying procedures with respect to resignation of certain registered agents; modifying certain formalities for execution of instruments; modifying procedures with respect to resignation of certain agents; prescribing procedure for withdrawal of trade names; prescribing procedure for transfer of trade names; modifying required content of reports of trade names; modifying execution requirements for certain documents; modifying procedures with respect to acts required of foreign corporations; authorizing revocation of registrations of limited liability companies under certain circumstances; prescribing procedures; authorizing imposition of penalty; amending 28 O.S. 1991, Section 111, as amended by Section 2, Chapter 267, O.S.L. 1994 (28 O.S. Supp. 1995, Section 111), which relates to fees charged by the Secretary of State; modifying authorized fees of the Secretary of State; amending 46 O.S. 1991, Section 17, which relates to certain mortgages; modifying provisions related to filing of certain instruments; amending 54 O.S. 1991, Sections 303, 304, as amended by Section 20, Chapter 382, O.S.L. 1994, 305, 305.1, as amended by Section 18, Chapter 382, O.S.L. 1994, 312, 350, as amended by Section 4, Chapter 267, O.S.L. 1994, 352, 353 and 354 (54 O.S. Supp. 1995, Sections 304, 305.1 and 350), which relate to the Revised Oklahoma Uniform Limited Partnership Act;

modifying provisions related to legal name of limited partnerships; modifying procedures with respect to reservation of name; modifying provision with respect to certain agents; prescribing procedures for resignation of registered agents; providing for service of process; authorizing facsimile signatures; deleting reference to certain fee for services of Secretary of State as a registered agent; prescribing procedures for registration of agent; authorizing fee; authorizing revocation of certificates and prescribing procedures related thereto; prescribing penalty; authorizing rescission of revocation; modifying authorized names for use by foreign limited partnerships; prescribing procedures for use of fictitious names; modifying requirements for execution of instruments related to changes or amendments; prescribing procedures for changes to location of registered agents; authorizing fee; prescribing procedures for resignation of agents of foreign limited partnerships; amending 78 O.S. 1991, Sections 22, 23, as amended by Section 5, Chapter 267, O.S.L. 1994, 24 and 29 (78 O.S. Supp. 1995, Section 23), which relate to trademarks and labels; modifying provisions related to trademarks; modifying certain execution requirement; modifying content of trademark certificate; modifying provision with respect to application for trademark; providing for codification; and providing an effective date.

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. AMENDATORY 18 O.S. 1991, Section 562, is amended to read as follows:

Section 562. The members of any church or religious society, not less than three, who by its rules, usage and general discipline, or otherwise, do not desire to organize and become incorporated under the foregoing provisions relating to corporations may organize and become corporate, capable of suing and being sued, holding, purchasing and receiving title to real estate and other property by devise, gift, grant or other conveyance, with power to mortgage, sell or convey the same or any part, parcel or portion thereof, by adopting and signing articles containing:

First. The name of the church, society, association or corporation, its general purpose and plan of operation and its place of location.

Second. The terms of admission and qualifications of membership, and the selection of officers and the filling of vacancies, and the manner in which the same is to be governed and managed. Such articles shall be ~~recorded~~ filed in the office of the Secretary of State~~, and also~~ and a filing fee of Twenty-five Dollars ($25.00) shall be paid to the Secretary of State. The articles shall also be filed in the office of the register of deeds of the county in which such church, society, association or corporation is located; and thereupon such church, society, association or corporation shall have all the powers hereinbefore provided, and may adopt and establish bylaws and make all rules and regulations deemed

necessary and expedient for the management of its affairs in accordance with law.

SECTION 2. AMENDATORY 18 O.S. 1991, Section 807, as amended by Section 6, Chapter 339, O.S.L. 1995 (18 O.S. Supp. 1995, Section 807), is amended to read as follows:

Section 807. The name of every professional entity shall end with one or more of the words or abbreviations permitted in the applicable associated acts; provided, that such words or abbreviations shall be modified by the word "professional" or some abbreviation of the combination, including, without limitation: "P.C.", "P.L.P."~~, "P.L.L.P"~~ or "P.L.L.C.". Provided further, each of the regulating boards may by rule adopt further requirements as to the names of professional entities organized to render professional services within the jurisdiction of such regulating board.

SECTION 3. AMENDATORY 18 O.S. 1991, Section 1006, as amended by Section 1, Chapter 99, O.S.L. 1992 (18 O.S. Supp. 1995, Section 1006), is amended to read as follows:

Section 1006.

CERTIFICATE OF INCORPORATION; CONTENTS

A. The certificate of incorporation shall set forth:

1. The name of the corporation which shall contain one of the words "association", "company", "corporation", "club", "foundation", "fund", "incorporated", "institute", "society", "union", "syndicate", or "limited" or one of the abbreviations "co.", "corp.", "inc.", "ltd.", or words or abbreviations of like import in other languages provided that such abbreviations are written in Roman characters or letters, and which shall be such as to distinguish it upon the records in the Office of the Secretary of State from:

a. names of other corporations organized under the laws of this state then existing or which existed at any time during the preceding three (3) years, or

b. names of foreign corporations registered in accordance with the laws of this state then existing or which existed at any time during the preceding three (3) years, or

c. names of then existing limited partnerships whether organized pursuant to the laws of this state ~~or licensed~~ or registered as foreign limited partnerships in this state, or

d. trade names or fictitious names filed with the Secretary of State, or

e. corporate<u>, limited liability company</u> or limited partnership names reserved with the Secretary of State~~;~~<u>, or</u>

<u>f. names of then existing limited liability companies whether organized pursuant to the laws of this state or registered as foreign limited liability companies in this state;</u>

2. The address, including the street, number, city and county, of the corporation's registered office in this state, and the name of the corporation's registered agent at such address;

3. The nature of the business or purposes to be conducted or promoted. It shall be sufficient to state, either alone or with other businesses or purposes, that the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma, and by such statement all lawful acts and activities shall be within the purposes of the corporation, except for express limitations, if any;

4. If the corporation is to be authorized to issue only one class of stock, the total number of shares of stock which the corporation shall have authority to issue and the par value of each of such shares, or a statement that all such shares are to be without par value. If the corporation is to be authorized to issue more than one class of stock, the certificate of incorporation shall set forth the total number of shares of all classes of stock which the corporation shall have authority to issue and the number of shares of each class, and shall specify each class the shares of which are to be without par value and each class the shares of which are to have par value and the par value of the shares of each such class. The provisions of this paragraph shall not apply to corporations which are not organized for profit and which are not to have authority to issue capital stock. In the case of such corporations, the fact that they are not to have authority to issue capital stock shall be stated in the certificate of incorporation~~. The conditions of membership of such corporations shall likewise be stated in the certificate of incorporation or the certificate may provide that the conditions of membership shall be stated in the bylaws~~;

5. The name and mailing address of the incorporator or incorporators;

6. If the powers of the incorporator or incorporators are to terminate upon the filing of the certificate of incorporation, the names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify; and

7. If the corporation is not for profit:

a. that the corporation does not afford pecuniary gain, incidentally or otherwise, to its members as such,

b. the name and mailing address of each trustee or director, ~~and~~

c. the number of trustees or directors to be elected at the first meeting, and

d. in the event the corporation is a church, the street address of the location of the church.

The restriction on affording pecuniary gain to members shall not prevent a not-for-profit corporation operating as a cooperative from rebating excess revenues to patrons who may also be members.

B. In addition to the matters required to be set forth in the certificate of incorporation pursuant to the provisions of subsection A of this section, the certificate of incorporation may also contain any or all of the following matters:

1. Any provision for the management of the business and for the conduct of the affairs of the corporation, and any provision creating, defining, limiting and regulating the powers of the corporation, the directors, and the shareholders, or any class of the shareholders, or the members of a nonstock corporation, if such provisions are not contrary to the laws of this state. Any provision which is required or permitted by any provision of the Oklahoma General Corporation Act to be stated in the bylaws may instead be stated in the certificate of incorporation;

2. The following provisions, in substantially the following form: "Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Oklahoma, on the application in a summary way of this corporation or of any creditor or shareholder thereof or on the application of any receiver or receivers appointed for this corporation under the

provisions of Section 1106 of this title or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 1100 of this title, may order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of this corporation, as the case may be, and also on this corporation.";

3. Such provisions as may be desired granting to the holders of the stock of the corporation, or the holders of any class or series of a class thereof, the preemptive right to subscribe to any or all additional issues of stock of the corporation of any or all classes or series thereof, or to any securities of the corporation convertible into such stock. No shareholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock unless, and except to the extent that, such right is expressly granted to him in the certificate of incorporation. Preemptive rights, if granted, shall not extend to fractional shares;

4. Provisions requiring, for any corporate action, the vote of a larger portion of the stock or of any class or series thereof, or of any other securities having voting power, or a larger number of the directors, than is required by the provisions of the Oklahoma General Corporation Act;

5. A provision limiting the duration of the corporation's existence to a specified date; otherwise, the corporation shall have perpetual existence;

6. A provision imposing personal liability for the debts of the corporation on its shareholders or members to a specified extent and upon specified conditions; otherwise, the shareholders or members of a corporation shall not be personally liable for the payment of the corporation's debts, except as they may be liable by reason of their own conduct or acts;

7. A provision eliminating or limiting the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director:

a. for any breach of the director's duty of loyalty to the corporation or its shareholders; or

b. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

c. under Section 1053 of this title; or

d. for any transaction from which the director derived an improper personal benefit.

No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

C. It shall not be necessary to set forth in the certificate of incorporation any of the powers conferred on corporations by the provisions of the Oklahoma General Corporation Act.

SECTION 4. AMENDATORY 18 O.S. 1991, Section 1077, is amended to read as follows:

Section 1077.

AMENDMENT OF CERTIFICATE OF INCORPORATION AFTER RECEIPT OF PAYMENT FOR STOCK; NONSTOCK CORPORATIONS

A. 1. After a corporation has received payment for any of its capital stock, it may amend its certificate of incorporation, from time to time, in any and as many respects as may be desired, so long as its certificate of incorporation as amended would contain only such provisions as it would be lawful and proper to insert in an original certificate of incorporation filed at the time of the filing of the amendment; and if a change in stock or the rights of shareholders, or an exchange, reclassification or cancellation of stock or rights of shareholders is to be made, such provisions as may be necessary to effect such change, exchange, reclassification or cancellation. In particular, and without limitation upon such general power of amendment, a corporation may amend its certificate of incorporation, from time to time, so as:

a. to change its corporate name; or

b. to change, substitute, enlarge or diminish the nature of its business or its corporate powers and purposes; or

c. to increase or decrease its authorized capital stock or to reclassify the same, by changing the number, par value, designations, preferences, or relative, participating, optional, or other special rights of the shares, or the qualifications, limitations or restrictions of such rights, or by changing shares with par value into shares without par value, or shares without par value into shares with par value either with or without increasing or decreasing the number of shares; or

d. to cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared; or

e. to create new classes of stock having rights and preferences either prior and superior or subordinate and inferior to the stock of any class then authorized, whether issued or unissued; or

f. to change the period of its duration.

2. Any or all changes or alterations provided for in paragraph 1 of this subsection may be effected by one certificate of amendment.

B. Every amendment authorized by the provisions of subsection A of this section shall be made and effected in the following manner:

1. If the corporation has capital stock, its board of directors shall adopt a resolution setting forth the amendment proposed, declaring its advisability, and either calling a special meeting of the shareholders entitled to vote in respect thereof for the consideration of such amendment or directing that the amendment proposed be considered at the next annual meeting of shareholders. Such special or annual meeting shall be called and held upon notice in accordance with the provisions of Section ~~67~~ 1067 of this ~~act~~ title. The notice shall set forth such amendment in full or a brief summary of the changes to be effected thereby, as the directors shall deem advisable. At the meeting a vote of the shareholders entitled to vote thereon shall be taken for and against the proposed

amendment. If a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, has been voted in favor of the amendment, a certificate setting forth the amendment and certifying that such amendment has been duly adopted in accordance with the provisions of this section shall be executed, acknowledged and filed and shall become effective in accordance with the provisions of Section ~~7~~ 1007 of this ~~act~~ title.

2. The holders of the outstanding shares of a class shall be entitled to vote as a class upon a proposed amendment, whether or not entitled to vote thereon by the provisions of the certificate of incorporation, if the amendment would increase or decrease the aggregate number of authorized shares of such class, increase or decrease the par value of the shares of such class, or alter or change the powers, preferences or special rights of the shares of such class so as to affect them adversely. If any proposed amendment would alter or change the powers, preferences, or special rights of one or more series of any class so as to affect them adversely, but shall not so affect the entire class, then only the shares of the series so affected by the amendment shall be considered a separate class for the purposes of this paragraph. The number of authorized shares of any such class or classes of stock may be increased or decreased, but not below the number of shares thereof then outstanding, by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote irrespective of the provisions of this paragraph, if so provided in the original certificate of incorporation, in any amendment thereto which created such class or classes of stock or which was adopted prior to the issuance of any shares of such class or classes of stock, or in any amendment thereto which was authorized by a resolution or resolutions adopted by the affirmative vote of the holders of a majority of such class or classes of stock.

3. If the corporation has no capital stock, then the governing body thereof shall adopt a resolution setting forth the amendment proposed and declaring its advisability. If at a subsequent meeting, held, on notice stating the purpose thereof, not earlier than fifteen (15) days and not later than sixty (60) days from the meeting at which such resolution has been passed, a majority of all the members of the governing body, shall vote in favor of such amendment, a certificate thereof shall be executed, acknowledged and filed and shall become effective in accordance with the provisions of Section ~~7~~ 1007 of this ~~act~~ title. The certificate of incorporation of any such corporation without capital stock may contain a provision requiring an amendment thereto to be approved by a specified number or percentage of the members or of any specified class of members of such corporation in which event only one meeting of the governing body thereof shall be necessary, and such proposed amendment shall be submitted to the members or to any specified class of members of such corporation without capital stock in the same manner, so far as applicable, as is provided for in this section for an amendment to the certificate of incorporation of a stock corporation; and in the event of the adoption thereof, a certificate evidencing such amendment shall be executed, acknowledged and filed and shall become effective in accordance with the provisions of Section ~~7~~ 1007 of this ~~act~~ title. ~~In the event the amendment to the certificate of incorporation of a nonstock corporation results in the change of the name of such corporation, a notice of the name change shall be published one (1) time in a newspaper having general circulation in the county in which the principal place of business of such corporation is located. Proof~~

~~of such publication shall be filed in the Office of the Secretary of State.~~

4. Whenever the certificate of incorporation shall require for action by the board of directors, by the holders of any class or series of shares or by the holders of any other securities having voting power the vote of a greater number or proportion than is required by the provisions of the Oklahoma General Corporation Act, the provision of the certificate of incorporation requiring such greater vote shall not be altered, amended or repealed except by such greater vote.

SECTION 5. AMENDATORY 18 O.S. 1991, Section 1080, is amended to read as follows:

Section 1080.

RESTATED CERTIFICATE OF INCORPORATION

A. A corporation, whenever desired, may integrate into a single instrument all of the provisions of its certificate of incorporation which are then in effect and operative as a result of there having up to that time been filed with the Secretary of State one or more certificates or other instruments pursuant to any of the sections referred to in Section ~~8~~ 1008 of this ~~act~~ title, and it may at the same time also further amend its certificate of incorporation by adopting a restated certificate of incorporation.

B. If the restated certificate of incorporation merely restates and integrates but does not further amend the certificate of incorporation, as up to that time amended or supplemented by any instrument that was filed pursuant to any of the sections mentioned in Section ~~8~~ 1008 of this ~~act~~ title, it may be adopted by the board of directors without a vote of the shareholders, or it may be proposed by the directors and submitted by them to the shareholders for adoption, in which case the procedure and vote required by Section ~~77~~ 1077 of this ~~act~~ title for amendment of the certificate of incorporation shall be applicable. If the restated certificate of incorporation restates and integrates and also further amends in any respect the certificate of incorporation, as up to that time amended or supplemented, it shall be proposed by the directors and adopted by the shareholders in the manner and by the vote prescribed by Section ~~77~~ 1077 of this ~~act~~ title or, if the corporation has not received any payment for any of its stock, in the manner and by the vote prescribed by Section ~~76~~ 1076 of this ~~act~~ title.

C. A restated certificate of incorporation shall be specifically designated as such in its heading. It shall state, either in its heading or in an introductory paragraph, the corporation's present name, and, if it has been changed, the name under which it was originally incorporated, and the date of filing of its original certificate of incorporation with the Secretary of State. ~~A restated certificate shall also state that it was duly adopted in accordance with the provisions of this section.~~ If it was adopted by the board of directors without a vote of the shareholders, unless it was adopted pursuant to the provisions of Section ~~76~~ 1076 of this ~~act~~ title, it shall state that it only restates and integrates and does not further amend the provisions of the corporation's certificate of incorporation as up to that time amended or supplemented, and that there is no discrepancy between those provisions and the provisions of the restated certificate. A restated certificate of incorporation may omit:

1. Such provisions of the original certificate of incorporation which named the incorporator or incorporators, the initial board of directors, and the original subscribers for shares; and

2. Such provisions contained in any amendment to the certificate of incorporation as were necessary to effect a change,

exchange, reclassification or cancellation of stock, if such change, exchange, reclassification or cancellation has become effective. Any such omissions shall not be deemed a further amendment.

D. A restated certificate of incorporation shall be executed, acknowledged and filed in accordance with the provisions of Section 7 of this act. Upon its filing with the Secretary of State, the original certificate of incorporation, as up to that time amended or supplemented, shall be superseded. From that time forward, the restated certificate of incorporation, including any further amendments or changes made thereby, shall be the certificate of incorporation of the corporation, but the original date of incorporation shall remain unchanged.

E. Any amendment or change effected in connection with the restatement and integration of the certificate of incorporation shall be subject to any other provision of the Oklahoma General Corporation Act, not inconsistent with the provisions of this section, which would apply if a separate certificate of amendment were filed to effect such amendment or change.

SECTION 6. AMENDATORY 18 O.S. 1991, Section 1131, is amended to read as follows:

Section 1131.

ADDITIONAL REQUIREMENTS IN CASE OF CHANGE OF NAME, MAILING ADDRESS, AUTHORIZED CAPITAL OR BUSINESS PURPOSE, OR MERGER OR CONSOLIDATION

A. Every foreign corporation admitted to do business in this state which shall change its corporate name, the mailing address of its principal office, or its authorized capital, or shall enlarge, limit or otherwise change the business which it proposes to do in this state, within thirty (30) days after the time the change becomes effective, shall file with the Secretary of State a statement executed by an authorized officer of the corporation and acknowledged in accordance with the provisions of Section 1007 of this title, setting forth:

1. The name of the foreign corporation as it appears on the records of the Secretary of State of this state;

2. The jurisdiction of its incorporation;

3. The date it was authorized to do business in this state;

4. If the name of the foreign corporation has been changed, a statement of the name relinquished, a statement of the new name and a statement that the change of name has been effected pursuant to the laws of the jurisdiction of its incorporation and the date the change was effected;

5. If the mailing address of its principal office has been changed, a statement of the mailing address relinquished and a statement of the new mailing address ~~assumed~~;

6. If the authorized capital of the corporation has been changed, a restatement of the corporate article which states its amended capitalization, a statement that the change has been effected pursuant to the laws of the jurisdiction of its incorporation and the date the change was effected; ~~and~~

7. If the business it proposes to do in this state is to be enlarged, limited or otherwise changed, a statement reflecting such change and a statement that it is authorized to do such business in the jurisdiction of its incorporation; and

8. If the name and/or address of the additional agent has changed, a statement of the new name and address.

B. Whenever a foreign corporation authorized to transact business in this state shall be the survivor of a merger permitted by the laws of the state or country in which it is incorporated, within thirty (30) days after the merger becomes effective, it shall

file a certificate, issued by the proper officer of the state or country of its incorporation, attesting to the occurrence of such event. If the merger has changed the corporate name, mailing address, or authorized capital of such foreign corporation or has enlarged, limited or otherwise changed the business it proposes to do in this state, it shall also comply with the provisions of subsection A of this section.

C. Whenever a foreign corporation authorized to transact business in this state ceases to exist because of a statutory merger or consolidation with a foreign corporation not qualified to transact business in this state, it shall comply with the provisions of Section 1135 of this title.

D. The Secretary of State shall be paid the fee prescribed in Section 1142 of this title for filing and indexing each statement or certificate required by the provisions of subsection A or B of this section.

SECTION 7. AMENDATORY 18 O.S. 1991, Section 1133, is amended to read as follows:

Section 1133.

CHANGE OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

A. Any foreign corporation which has qualified to do business in this state may change its registered agent and substitute therefor another registered agent by filing a certificate with the Secretary of State, acknowledged in accordance with the provisions of Section ~~7~~ 1007 of this ~~act~~ title, setting forth:

1. The name and address of its registered agent designated in this state upon whom process directed to the corporation may be served; and

2. A revocation of all previous appointments of agent for such purposes.

Such registered agent shall be either an individual residing in this state when appointed or a corporation authorized to transact business in this state.

B. Any individual or corporation designated by a foreign corporation as its registered agent for service of process may resign by filing with the Secretary of State a signed statement that he or it is unwilling to continue to act as the registered agent of the corporation for service of process, including in the statement the post office address of the main or headquarters office of the foreign corporation. Upon the expiration of thirty (30) days after the filing of the statement with the Secretary of State, the capacity of the individual or corporation, as registered agent, shall terminate. ~~Upon the filing of the statement, the Secretary of State immediately shall give written notice to the corporation by mail of the filing of the statement, which notice shall be addressed to the corporation at the post office address given in the statement and also, if different, to the corporation at its post office address, if any, given in the corporation's certificate filed pursuant to the provisions of Section 130 of this act.~~

C. If any agent designated and certified as required by the provisions of Section ~~130~~ 1130 of this ~~act~~ title shall die, remove himself from this state or resign, then the foreign corporation for which the agent had been so designated and certified, within ten (10) days after the death, removal or resignation of its agent, shall substitute, designate and certify to the Secretary of State, the name of another registered agent for the purposes of the Oklahoma General Corporation Act, and all process, orders, rules and notices may be served on or given to the substituted agent with like effect.

SECTION 8. AMENDATORY 18 O.S. 1991, Section 1135, is amended to read as follows:

Section 1135.

WITHDRAWAL OF FOREIGN CORPORATION FROM STATE; PROCEDURE; SERVICE OF PROCESS ON SECRETARY OF STATE

A. Any foreign corporation which shall have qualified to do business in this state pursuant to the provisions of Section 1130 of this title, may surrender its authority to do business in this state and may withdraw therefrom by filing with the Secretary of State:

1. A certificate ~~signed by its president or a vice-president and attested by its secretary or an assistant secretary~~, executed by an authorized officer of the corporation and acknowledged in accordance with the provisions of Section 1007 of this title, stating that it surrenders its authority to transact business in Oklahoma and withdraws therefrom; and stating the address to which the Secretary of State may mail any process against the corporation that may be served upon the Secretary of State; or

2. A copy of a certificate of dissolution issued by the proper official of the state or other jurisdiction of its incorporation, ~~certified to be a true copy under the hand and official seal of the official,~~ together with a certificate, which shall be executed in accordance with the provisions of paragraph 1 of this subsection, stating the address to which the Secretary of State may mail any process against the corporation that may be served upon the Secretary of State; or

3. A copy of an order or decree of dissolution made by any court of competent jurisdiction or other competent authority of the state or other jurisdiction of its incorporation, certified to be a true copy under the hand of the clerk of the court or other official body, and the official seal of the court or official body or clerk thereof, together with a certificate executed in accordance with the provisions of paragraph 1 of this subsection, stating the address to which the Secretary of State may mail any process against the corporation that may be served upon the Secretary of State.

B. The Secretary of State, upon payment to the Secretary of State of the fees prescribed in Section 1142 of this title, shall issue a sufficient number of certificates, under the hand and official seal of the Secretary of State, evidencing the surrender of the authority of the corporation to do business in this state and its withdrawal therefrom. ~~One of the certificates shall be delivered to the agent of the corporation designated as such immediately prior to the withdrawal.~~

C. Upon the issuance of the certificates by the Secretary of State, the appointment of the registered agent of the corporation in this state, upon whom process against the corporation may be served, shall be revoked, and service on the corporation may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 9. AMENDATORY 18 O.S. 1991, Section 1140, as amended by Section 15, Chapter 339, O.S.L. 1995 (18 O.S. Supp. 1995, Section 1140), is amended to read as follows:

Section 1140.

TRADE NAMES

A. A corporation or other business entity doing business in this state under any name other than its legal name shall file a report with the Secretary of State setting forth the trade name under which the business is carried on, a brief description of the kind of business transacted under the name, and the address wherein the business is to be carried on~~, the legal name and the name and address of its registered agent in this state~~. The report shall be

executed~~, acknowledged, and filed in accordance with Section 1007 of this title~~ by a representative of the business entity authorized to sign on its behalf. In the case of a corporation, the report shall be signed and filed in accordance with Section 1007 of this title. The trade name adopted shall be such as to be distinguishable upon the records in the Office of the Secretary of State from:

1. Names of other business entities organized under the laws of this state and filed with the Secretary of State then existing or which existed at any time during the preceding three (3) years; or

2. Names of foreign business entities qualified to do business in this state and filed with the Secretary of State then existing or which existed at any time during the preceding three (3) years; or

3. Trade names or fictitious names filed with the Secretary of State; or

4. Names reserved with the Secretary of State.

B. As used in this section, "business entity" means a corporation, a business trust, a common law trust, a limited liability company, or any unincorporated business, including any form of partnership.

SECTION 10. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 1140.1 of Title 18, unless there is created a duplication in numbering, reads as follows:

In the event a corporation or other business entity elects to cease doing business in this state under a trade name, it shall file a report, in duplicate, with the Secretary of State withdrawing such trade name. The report shall be executed by a party duly authorized to sign on behalf of the corporation or other business entity. In the case of a corporation, the report shall be acknowledged and filed in accordance with Section 1007 of this title.

SECTION 11. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 1140.2 of Title 18, unless there is created a duplication in numbering, reads as follows:

In the event a corporation or other business entity elects to transfer ownership of a trade name to another corporation or business entity, it shall file a report, in duplicate, with the Secretary of State, specifying such transfer. The report shall be executed by a party duly authorized to sign on behalf of the corporation or other business entity. In the case of a corporation, the report shall be acknowledged and filed in accordance with Section 1007 of this title. The report shall contain the name of the corporation to which the trade name is being transferred, and the address wherein such business is to be carried on.

SECTION 12. AMENDATORY 18 O.S. 1991, Section 1141, as last amended by Section 16, Chapter 339, O.S.L. 1995 (18 O.S. Supp. 1995, Section 1141), is amended to read as follows:

Section 1141.

PROHIBITION ON USE OF SAME OR INDISTINGUISHABLE NAMES; EXCEPTIONS

The Secretary of State shall not accept for reservation or filing a statement or certificate containing a name which is the same as or indistinguishable from the name of any business entity, as defined in Section 15 of this act, trade name, fictitious name, or reserved name filed with the Secretary of State unless one of the following is filed with the Secretary of State:

1. The written consent of the business entity or holder of the trade name, fictitious name, or reserved name to use the same or indistinguishable name with the addition of one or more words to make that name distinguishable upon the records of the Secretary of State, except that the addition of words to make the name distinguishable shall not be required where the written consent

states that the consenting entity is about to change its name, cease to do business, withdraw from the state, or be wound up;

2. A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of the business entity or holder of a reserved name, trade name, or fictitious name to the use of the name in this state;

3. In the case of any foreign business entity having a name prohibited by this section which intends to qualify to transact business within this state, a resolution adopting a fictitious name not prohibited by this section, which shall be used to the exclusion of its true name when transacting business within this state. Such resolution shall be executed by a representative or representatives of the business entity duly authorized to sign on its behalf.

SECTION 13. AMENDATORY Section 7, Chapter 148, O.S.L. 1992, as amended by Section 4, Chapter 366, O.S.L. 1993 (18 O.S. Supp. 1995, Section 2006), is amended to read as follows:

Section 2006. A. Articles required by this act to be filed with the Office of the Secretary of State shall be executed in the following manner:

1. Articles of organization must be signed by at least one person who need not be a member of the limited liability company; and

2. Articles of amendment, ~~correction~~ merger, or dissolution must be signed by a manager.

B. Any person may sign any articles by an attorney in fact. Powers of attorney relating to the signing of articles by an attorney in fact need not be sworn to, verified or acknowledged, and need not be filed with the Office of the Secretary of State.

C. The execution of any articles under this act constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

D. Any signature on any instrument authorized to be filed with the Secretary of State under this act may be a facsimile.

SECTION 14. AMENDATORY Section 46, Chapter 148, O.S.L. 1992 (18 O.S. Supp. 1995, Section 2045), is amended to read as follows:

Section 2045. No certificate of registration shall be issued to a foreign limited liability company unless the name of such company satisfies the requirements of Section ~~9~~ 2008 of this ~~act~~ title. If the name of a foreign limited liability company does not satisfy the requirements of Section ~~9~~ 2008 of this ~~act~~ title, to obtain or maintain a certificate of registration, the foreign limited liability company may ~~use a designated name~~ file with the Secretary of State a statement by its manager duly adopting a fictitious name that is available, and which satisfies the requirements of Section ~~9~~ 2008 of this ~~act~~ title, ~~if it informs the Office of the Secretary of State of the designated name~~ which shall be used to the exclusion of its true name when transacting business within this state.

SECTION 15. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 2055.1 of Title 18, unless there is created a duplication in numbering, reads as follows:

A. A limited liability company may have its certificate of registration revoked by the Secretary of State and its authority to do business in this state canceled for failure to pay the registered agent fee prescribed by paragraph 12 of Section 2055 of Title 18 of the Oklahoma Statutes. Before such revocation the Secretary of State shall give not less than thirty (30) days' notice sent by mail duly addressed to such limited liability company at its principal place of business or last address shown on the records of the

Secretary of State of the Secretary of State's intent to revoke its authority to transact business in this state.

B. A limited liability company, after notice required by subsection A of this section, shall be subject to a penalty and shall forfeit to the state for each day it fails to comply with the provisions of this section, the sum of Twenty-five Dollars ($25.00) per day but not more than Five Hundred Dollars ($500.00) for each such offense.

C. The Secretary of State shall rescind such revocation and return the limited liability company to active status upon the records of the state if the limited liability company tenders such penalties and any registered agent fees due within three (3) years of the revocation, to the Secretary of State.

SECTION 16. AMENDATORY 28 O.S. 1991, Section 111, as amended by Section 2, Chapter 267, O.S.L. 1994 (28 O.S. Supp. 1995, Section 111), is amended to read as follows:

Section 111. A. In addition to other fees provided for by law, the Secretary of State shall collect the following fees:

1. For affixing the certificate of the Secretary and the seal of the State of Oklahoma, Ten Dollars ($10.00).

2. ~~For recording any instrument required to be recorded in the Secretary's office, Three Dollars ($3.00) per page.~~

~~3.~~ For copy of any paper or document to be paid for by the person demanding the same, One Dollar ($1.00) per page, provided the minimum charge shall not be less than Two Dollars ($2.00).

~~4.~~ 3. For filing an effective financing statement in the office of the Secretary of State pursuant to Section 9-307.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00).

~~5.~~ 4. For filing a continuation statement, partial release, assignment of or amendment to an effective financing statement filed in the office of the Secretary of State pursuant to Section 9-307.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00).

~~6.~~ 5. For filing a termination statement for an effective financing statement filed in the office of the Secretary of State pursuant to Section 9-307.6 of Title 12A of the Oklahoma Statutes, Ten Dollars ($10.00).

~~7.~~ 6. For registering a buyer of farm products, commission merchant or selling agent as provided for in Section 9-307.6 of Title 12A of the Oklahoma Statutes, Fifty Dollars ($50.00) per year.

~~8.~~ 7. For distributing a copy of the master list or portions thereof to buyers of farm products, commission merchants, and selling agents, as provided for in Section 9-307.6 of Title 12A of the Oklahoma Statutes, or for providing a copy of such master list or portions thereof to other interested parties, in accordance with the following fee schedule. Such fees may be paid annually or semi-annually:

a. For information requested for five ~~(5)~~ or less counties:

	Number of Farm Products	Photostatic Reproduction	Microfiche
(1)	1 to 5 products	$150 per year ...	$25 per year
(2)	6 to 10 products	$200 per year ...	$50 per year
(3)	11 to 20 products	$250 per year ...	$75 per year
(4)	over 20 products	$300 per year ..	$100 per year

b. For information requested for six ~~(6)~~ to twenty-five ~~(25)~~ counties:

Number of Farm Products	Photostatic Reproduction	Microfiche

(1) 1 to 10 products ..... $200 per year ...$50 per year
(2) 11 to 20 products ..... $250 per year ...$75 per year
(3) over 20 products ..... $300 per year ..$100 per year

c. For information requested for twenty-six (26) to fifty ~~(50)~~ counties:

Number of Farm Products	Photostatic Reproduction	Microfiche
(1) 1 to 10 products	$250 per year ...	$75 per year
(2) 11 to 20 products	$300 per year ...	$100 per year
(3) over 20 products	$350 per year ...	$125 per year

d. For information requested for over fifty ~~(50)~~ counties:

Number of Farm Products	Photostatic Reproduction	Microfiche
(1) 1 to 10 products	$300 per year ...	$100 per year
(2) 11 to 20 products	$350 per year ...	$125 per year
(3) over 20 products	$400 per year ...	$150 per year

~~9.~~ 8. a. The Secretary of State is authorized to provide for the distribution of the master list or portions thereof to those persons specified in paragraph ~~8~~ 7 of this subsection through electronic data or machine readable equipment or other communication media in such form and manner as is specified by the Secretary of State.

b. The Secretary of State is authorized to establish a fee system for such transfer of information pursuant to this paragraph. Such fee shall not exceed the amount necessary to cover the costs of the Secretary of State in providing such transfer of information.

c. In providing for the transfer of the information specified by this paragraph, the Secretary of State shall ensure the integrity of confidential information within the office of the Secretary of State through data security measures, internal controls and appropriate data base management.

~~10.~~ 9. For issuing a written confirmation of the existence or nonexistence of any effective financing statement on file in the office of the Secretary of State, Six Dollars ($6.00).

~~11.~~ 10. The Secretary of State shall collect a fee of Twenty-five Dollars ($25.00) for every apostille, which is a special certificate which is attached to a public foreign document in order to certify the authenticity of the signature, the capacity in which the person signing the document has acted and, where appropriate, the identity of the seal or stamp which it bears, issued.

~~12.~~ 11. For each service rendered and not specified in this section, such fees as are allowed for similar services in other cases.

B. All of said fees shall be properly accounted for and shall be paid into the State Treasury monthly. The fees generated by paragraphs 1, 2~~, 3~~ and ~~11~~ 10 of subsection A of this section shall be deposited to the credit of the Revolving Fund for the Office of the Secretary of State created pursuant to Section 276.1 of Title 62 of the Oklahoma Statutes. The fees generated by paragraphs ~~4~~ 3 through ~~10~~ 9 of subsection A of this section shall be deposited to the credit of the Central Filing System Revolving Fund created pursuant to Section 276.3 of ~~this title~~ Title 62 of the Oklahoma Statutes.

SECTION 17. AMENDATORY 46 O.S. 1991, Section 17, is amended to read as follows:

Section 17. Every mortgage, deed of trust, and instruments supplementary thereto or amendatory thereof, or satisfaction thereof, covering any real or personal property situated in this state, made to secure the payment of bonds or notes issued or to be issued thereafter by any corporation which is an interstate gas pipeline company, or by any public service corporation, as defined in Section 34, Article IX of the Constitution of Oklahoma, or by any rural water, gas or sewer district organized pursuant to Sections 1324.1 through 1324.26 of Title 82 of the Oklahoma Statutes, or by any nonprofit rural water, gas or sewer company organized pursuant to Sections 851 through 864 of Title 18 of the Oklahoma Statutes, or by any public trust created under the laws of this state for water, sewer or gas purposes where a municipality or county is the beneficiary thereof, and every mortgage, deed of trust, and instruments supplementary thereto or amendatory thereof, or satisfaction thereof, covering any real or personal property situated in this state made to secure any indebtedness incurred under the Rural Electrification Act of 1936, as amended (U.S. Code, Title 7, Chapter 31), shall be executed and acknowledged in the same manner as are conveyances of real estate and shall be ~~recorded or~~ filed in the Office of the Secretary of State, who shall endorse thereon his certificate specifying the day and hour of the instrument's receipt and ~~the volume and page where recorded or filed~~ filing, which shall be evidence of such facts. Any description of personal or real property in such mortgage shall be sufficient whether or not it is specific if it reasonably identifies what is described and interests in real property created by an instrument previously recorded in the office of a county clerk of this state may be incorporated therein by reference. Except as hereinafter provided ~~recording or~~ filing of such instrument in the Office of the Secretary of State shall be notice to all subsequent purchasers and encumbrancers of the rights and interests of the parties thereto as to property described in the ~~recorded or~~ filed instrument and property acquired subsequent to the execution thereof if the instrument so provides and except as hereinafter provided no other filing ~~or recording~~ of any such instrument shall be necessary, notwithstanding the provisions of any other statute. Provided that in order to impart notice as to real property, instruments issued by a rural water, gas or sewer district, a nonprofit rural water, gas or sewer company or a public trust created for water, sewer or gas purposes where a municipality or county is the beneficiary, must be filed in the office of the county clerk of the county wherein the real property is located, as well as in the Office of the Secretary of State. Any such mortgage, deed of trust, and instruments supplementary thereto or amendatory thereof, heretofore recorded or filed in the office of county clerk of any county in this state may be ~~rerecorded or~~ refiled in the Office of the Secretary of State in the manner above provided and such ~~rerecording or~~ refiling shall thereafter as to any property not previously released from such mortgage or deed of trust be of the same effect as if the instrument had been originally ~~recorded or~~ filed in said Office of the Secretary of State.

The Secretary of State shall charge and collect a fee of Twenty-five Dollars ($25.00) for each mortgage, deed of trust, or instrument amendatory or supplementary thereto, that is ~~recorded or~~ filed, ~~or rerecorded~~ or refiled, and for every instrument of satisfaction for said mortgage, deed of trust, or instrument amendatory or supplementary thereto, that is ~~recorded or~~ filed, in

the Office of the Secretary of State pursuant to the provisions of this section. This fee shall include other fees payable to the Secretary of State as provided for by law for such ~~recordings or~~ filings.

SECTION 18. AMENDATORY 54 O.S. 1991, Section 303, is amended to read as follows:

Section 303.

NAME

The name of each limited partnership as set forth in its certificate of limited partnership:

1. Shall contain ~~without abbreviation~~ the words "limited partnership" or the abbreviation "L.P.";

2. May not contain the name of a limited partner unless:

a. it is also the name of a general partner or the corporate name of a corporate general partner, or

b. the business of the limited partnership had been carried on under that name before the admission of that limited partner; and

3. a. May not be the same as or indistinguishable from:

(1) names upon the records in the Office of the Secretary of State of then existing limited partnerships whether organized pursuant to the laws of this state ~~or licensed~~ or registered as foreign limited partnerships in this state, or

(2) names upon the records in the Office of the Secretary of State of corporations organized under the laws of this state then existing or which existed at any time during the preceding three (3) years, or

(3) names upon the records in the Office of the Secretary of State of foreign corporations registered in accordance with the laws of this state then existing or which existed at any time during the preceding three (3) years, or

(4) trade names or fictitious names filed with the Secretary of State, or

(5) corporate, limited liability company or limited partnership names reserved with the Secretary of State, or

(6) names of then existing limited liability companies whether organized pursuant to the laws of this state or registered as foreign limited liability companies in this state.

b. The provisions of subparagraph a of this paragraph shall not apply if one of the following is filed with the Secretary of State:

(1) The written consent of the other limited partnership, corporation or holder of the trade name, fictitious name or reserved corporate or limited partnership name to use the same or indistinguishable name with the addition of one or more words, numerals, numbers or letters to make that name distinguishable upon the records of the Secretary of State, except that the addition of words, numerals, numbers or letters to make the name distinguishable shall not be required where such written consent states that the consenting entity is about to change its name, cease to do business, withdraw from the state or be wound up, or

(2) A certified copy of a final decree of a court of competent jurisdiction establishing the prior right of such limited partnership or holder of a limited partnership name to the use of such name in this state.

SECTION 19. AMENDATORY 54 O.S. 1991, Section 304, as amended by Section 20, Chapter 382, O.S.L. 1994 (54 O.S. Supp. 1995, Section 304), is amended to read as follows:

Section 304.

RESERVATION OF NAME

A. The exclusive right to the use of a name may be reserved by:

1. Any person intending to organize a limited partnership under this act and to adopt that name;

2. Any domestic limited partnership or any foreign limited partnership registered in this state which intends to adopt that name;

3. Any foreign limited partnership intending to register in this state and adopt that name; and

4. Any person intending to organize a foreign limited partnership and intending to have it registered in this state and adopt that name.

B. A person seeking to reserve a specified name shall file an application executed by the applicant with the Secretary of State and pay a filing fee of Ten Dollars ($10.00). If the Secretary of State finds that the name is available for use by a domestic or foreign limited partnership, he shall reserve the name for the exclusive use of the applicant for a period of sixty (60) days. ~~Once having so reserved a name, the same applicant may not again reserve the same name until more than thirty (30) days after the expiration of the last sixty-day period for which that applicant reserved that name.~~ The right to the exclusive use of a reserved name may be transferred to any other person by filing in the Office of the Secretary of State a notice of the transfer, executed by the applicant for whom the name was reserved and specifying the name and address of the transferee.

SECTION 20. AMENDATORY 54 O.S. 1991, Section 305, is amended to read as follows:

Section 305.

SPECIFIED OFFICE AND AGENT

Each limited partnership shall continuously maintain in this state:

1. An office, which may, but need not be a place of its business in this state, at which shall be kept the records required by Section 306 of this title to be maintained; and

2. An agent for service of process on the limited partnership, which agent must be an individual resident of this state, a domestic corporation<u>, limited partnership, limited liability company;</u> or a foreign corporation<u>, limited partnership or limited liability company</u> authorized to do business in this state.

SECTION 21. AMENDATORY 54 O.S. 1991, Section 305.1, as amended by Section 18, Chapter 382, O.S.L. 1994 (54 O.S. Supp. 1995, Section 305.1), is amended to read as follows:

Section 305.1 A. A domestic limited partnership may change the location of its registered office in this state at any time as it may see fit. Such change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner and acknowledged by a notary public, showing the change. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars ($25.00) shall be paid to the Secretary of State.

B. A domestic limited partnership may change its registered agent at any time as it may see fit. Such change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner and acknowledged by a notary public, showing the change. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars ($25.00) shall be paid to the Secretary of State.

C. The registered agent of a limited partnership may resign without appointing a successor by filing in the name of the limited partnership a certificate with the Secretary of State; but such resignation shall not become effective until thirty (30) days after each certificate is filed. There shall be included in the certificate a statement of such registered agent, if an individual, or of the president, a vice-president, or the secretary thereof, if a corporation, that at least thirty (30) days prior to the date of the filing of the certificate, due notice of the resignation of the registered agent was sent by certified or registered mail to the limited partnership for which such registered agent was acting, at the principal office thereof, if known to the registered agent or, if not, to the last-known address of the attorney or other individual at whose request the registered agent was appointed for such corporation.

D. After receipt of the notice of the resignation of its registered agent provided for in subsection C of this section, the limited partnership for which such registered agent was acting shall obtain and designate a new registered agent to take the place of the registered agent so resigning in the same manner as provided for in subsection B of this section for change of registered agent. If such limited partnership, being a limited partnership of this state, fails to obtain and designate a new registered agent prior to the expiration of the period of thirty (30) days after the filing by the registered agent of the certificate of resignation, the Secretary of State shall be deemed to be the registered agent of such corporation until a new registered agent is designated. The Office of the Secretary of State shall charge the fee prescribed by Section 24 of this act for acting as registered agent.

E. If a limited partnership has no registered agent or the registered agent cannot be found, then service on the limited partnership may be made by serving the Secretary of State as its agent as provided in Section 2004 of Title 12 of the Oklahoma Statutes.

SECTION 22. AMENDATORY 54 O.S. 1991, Section 312, is amended to read as follows:

Section 312.

EXECUTION OF CERTIFICATES

A. Each certificate required by Sections 309 through 317 of this title to be filed in the Office of the Secretary of State shall be executed in the following manner:

1. An original certificate of limited partnership must be signed by all general partners;

2. A certificate of amendment must be signed by at least one general partner and by each other general partner designated in the certificate as a new general partner;

3. A certificate of cancellation must be signed by all general partners;

4. A certificate, certificate of amendment, or certificate of cancellation signed on behalf of a corporation shall be signed by the president or by a vice-president and shall not be required to be attested or sealed; and

5. Signatures on any certificate need not be acknowledged.

B. Any person may sign a certificate by an attorney-in-fact but a power of attorney to sign a certificate relating to the admission of a general partner must specifically describe the admission.

C. The execution of a certificate by a general partner constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

D. Any signature on any instrument authorized to be filed with the Secretary of State under any provisions of this act may be a facsimile.

SECTION 23. AMENDATORY 54 O.S. 1991, Section 350, as amended by Section 4, Chapter 267, O.S.L. 1994 (54 O.S. Supp. 1995, Section 350), is amended to read as follows:

Section 350.

REGISTRATION

Before transacting business in this state, a foreign limited partnership shall register with the Secretary of State. In order to register, a foreign limited partnership shall:

1. Pay to the Secretary of State a registration fee in the amount of Three Hundred Dollars ($300.00);

2. Provide the Secretary of State with a certificate from the certifying officer of the jurisdiction of the foreign limited partnership's organization attesting to the foreign limited partnership's organization under the laws of such jurisdiction; and

3. Submit to the Secretary of State, in duplicate, an application for registration as a foreign limited partnership, signed ~~and sworn to~~ by a general partner and setting forth:

a. the name of the foreign limited partnership and, if different, the name under which it proposes to register and transact business in this state,

b. the jurisdiction and date of its formation,

c. the name and address of any agent for service of process on the foreign limited partnership whom the foreign limited partnership elects to appoint; the agent must be an individual resident of this state, a domestic corporation or limited liability company or a foreign corporation or limited liability company having a place of business in and authorized to do business in this state,

d. a statement that the Secretary of State is appointed the agent of the foreign limited partnership for service of process if no agent has been appointed pursuant to subparagraph c of this paragraph or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence,

e. the address of the office required to be maintained in the jurisdiction of its organization by the laws of that jurisdiction or, if not so required, of the principal office of the foreign limited partnership,

f. the name and business address of each general partner, and

g. the address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn.

~~For acting as the registered agent, a fee of One Hundred Dollars ($100.00) shall be paid on the first day of July of each year to the~~

~~Office of the Secretary of State for deposit in the General Revenue Fund of the State Treasury.~~

SECTION 24. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 350.1 of Title 54, unless there is created a duplication in numbering, reads as follows:

A. For acting as registered agent, a fee of One Hundred Dollars ($100.00) shall be paid on the first day of July of each year to the Office of the Secretary of State for deposit in the General Revenue Fund of the State Treasury.

B. A limited partnership may have its certificate of registration revoked by the Secretary of State and its authority to do business in this state canceled for failure to pay the registered agent fee prescribed by this section. Before such revocation the Secretary of State shall give not less than thirty (30) days' notice sent by mail duly addressed to such limited partnership at its principal place of business or last address shown on the records of the Secretary of State of the Secretary of State's intent to revoke its authority to transact business in this state.

C. A limited partnership, after notice required by subsection B of this section, shall be subject to a penalty and shall forfeit to the state for each day it fails to comply with the provisions of this section, the sum of Twenty-five Dollars ($25.00) per day but not more than Five Hundred Dollars ($500.00) for each such offense.

D. The Secretary of State shall rescind such revocation and return the limited partnership to active status upon the records of the state at such time as the partnership tenders such penalties and any registered agent fees due within three (3) years of the date of the revocation, to the Secretary of State.

SECTION 25. AMENDATORY 54 O.S. 1991, Section 352, is amended to read as follows:

Section 352.

NAME OF FOREIGN LIMITED PARTNERSHIP

Subject to the provisions of Section ~~3~~ 303 of this ~~act~~ title, a foreign limited partnership may register with the Secretary of State under ~~any name, whether or not it is~~ the name ~~under~~ which it is registered in its jurisdiction of organization~~, that includes without abbreviation the words "limited partnership"~~ and that could be registered by a domestic limited partnership. If the name of a foreign limited partnership does not satisfy the requirements of Section 303 of this title, the foreign limited partnership may file with the Secretary of State a statement by its general partner duly adopting a fictitious name that is available, and which satisfies the requirements of Section 303 of this title, which shall be used to the exclusion of its true name when transacting business within this state.

SECTION 26. AMENDATORY 54 O.S. 1991, Section 353, is amended to read as follows:

Section 353.

CHANGES AND AMENDMENTS

If any statement in the application for registration of a foreign limited partnership was false when made or any arrangements or other facts described have changed, making the application inaccurate in any respect, the foreign limited partnership shall promptly file in the Office of the Secretary of State a certificate, signed ~~and sworn to~~ by a general partner, correcting such statement. At the time of filing of any such certificate, a fee in the amount of One Hundred Dollars ($100.00) shall be paid to the Secretary of State.

SECTION 27. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 353.1 of Title 54, unless there is created a duplication in numbering, reads as follows:

A foreign limited partnership may change the location of its registered office or its registered agent in this state at any time as it may see fit. Such change may be made by filing in the office of the Secretary of State a certificate, signed by a general partner, detailing the change or changes. At the time of filing of any such certificate, a fee in the amount of Twenty-five Dollars ($25.00) shall be paid to the Secretary of State.

SECTION 28. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 353.2 of Title 54, unless there is created a duplication in numbering, reads as follows:

The registered agent of a foreign limited partnership may resign without appointing a successor by filing in the name of the limited partnership a certificate with the Secretary of State; but such resignation shall not become effective until thirty (30) days after each certificate is filed. There shall be included in the certificate a statement of such registered agent, if an individual, or of the president, a vice-president, or the secretary thereof, if a corporation, that at least thirty (30) days prior to the date of the filing of the certificate, due notice of the resignation of the registered agent was sent by certified or registered mail to the limited partnership for which such registered agent was acting, at the principal office thereof, if known to the registered agent or, if not, to the last-known address of the attorney or other individual at whose request the registered agent was appointed for such corporation. At the time of the filing of any such certificate, a fee in the amount of Twenty-five Dollars ($25.00) shall be paid to the Secretary of State.

SECTION 29. AMENDATORY 54 O.S. 1991, Section 354, is amended to read as follows:

Section 354.

CANCELLATION OF REGISTRATION

A foreign limited partnership may cancel its registration by filing with the Secretary of State a certificate of cancellation signed ~~and sworn to~~ by a general partner and paying a cancellation fee in the amount of One Hundred Dollars ($100.00). A cancellation does not terminate the authority of the Secretary of State to accept service of process on the foreign limited partnership with respect to causes of action arising out of the transactions of business in this state.

SECTION 30. AMENDATORY 78 O.S. 1991, Section 22, is amended to read as follows:

Section 22. A trademark by which the goods or services of any applicant for registration may be distinguished from the goods of others shall not be registered if it

(a) consists of or comprises immoral, deceptive or scandalous matter; or

(b) consists of or comprises matter which may disparage or falsely suggest a connection with persons, living or dead, institutions, beliefs, or national symbols, or bring them into contempt or disrepute; or

(c) consists of or comprises the flag or coat of arms or other insignia of the United States, or of any state or municipality, or of any foreign nation, or any simulation thereof; or

(d) consists of or comprises the name, signature or portrait of any living individual, except with his written consent; or

(e) consists of a mark which, (1) when applied to the goods or services of the applicant, is merely descriptive or deceptively

misdescriptive of them, or (2) when applied to the goods or services of the applicant, is primarily geographically descriptive or deceptively misdescriptive of them, or (3) is primarily merely a surname; provided, however, that nothing in this ~~section (c)~~ subsection shall prevent the registration of a mark used in this state by the applicant which has become distinctive of the applicant's goods or services. The Secretary of State may accept as evidence that the mark has become distinctive, as applied to the applicant's goods or services, proof of continuous use thereof as a mark by the applicant in this state or elsewhere for the five (5) years next preceding the date of the filing of the application for registration; or

(f) consists of or comprises a trademark which so resembles a trademark registered in this state or a trademark ~~or trade name~~ previously used in this state by another and not abandoned, as to be likely when applied to the goods or services of the applicant, to cause confusion or mistake or to deceive.

SECTION 31. AMENDATORY 78 O.S. 1991, Section 23, as amended by Section 5, Chapter 267, O.S.L. 1994 (78 O.S. Supp. 1995, Section 23), is amended to read as follows:

Section 23. A. Subject to the limitations set forth in this title, any person who adopts and uses a trademark in this state may file in the Office of the Secretary of State, on a form to be furnished by the Secretary of State, an application for registration of that trademark setting forth, but not limited to, the following information:

1. The name and business address of the person applying for the registration, and, if a corporation, the state of incorporation;

2. The goods or services in connection with which the mark is used and the mode or manner in which the mark is used in connection with the goods or services and the class in which the goods or services are categorized;

3. The date when the trademark was first used anywhere and the date when it was first used in this state by the applicant or his predecessor in business; and

4. A statement that the applicant is the owner of the trademark and that no other person has the right to use such trademark in this state either in the identical form thereof or in such near resemblance thereto as might be calculated to deceive or to be mistaken therefor.

B. The application shall be signed ~~and verified~~ by the applicant or by a member of the firm or an officer of the corporation or association applying.

C. The application shall be accompanied by a specimen or facsimile of such trademark.

D. The application for registration shall be accompanied by a filing fee of Fifty Dollars ($50.00), payable to the Secretary of State.

SECTION 32. AMENDATORY 78 O.S. 1991, Section 24, is amended to read as follows:

Section 24. Upon compliance by the applicant with the requirements of this act, the Secretary of State shall cause a certificate of registration to be issued and delivered to the applicant. The certificate of registration shall be issued under the signature of the Secretary of State and the seal of the state, and it shall show ~~the name and business address, and, if a corporation, the state of incorporation, of the person claiming ownership of the trademark, the date claimed for the first use of the trademark anywhere and the date claimed for the first use of the trademark in this state,~~ the class of goods or services and a

description of the goods or services on which the trademark is used, ~~a reproduction of the trademark,~~ the trademark and its description, the registration date and the term of the registration.

Any certificate of registration issued by the Secretary of State under the provisions hereof or a copy thereof duly certified by the Secretary of State shall be admissible in evidence as competent and sufficient proof of the registration of such trademark in any action or judicial proceedings in any court of this state.

SECTION 33. AMENDATORY 78 O.S. 1991, Section 29, is amended to read as follows:

Section 29. The following general classes of goods and services are established for convenience of administration of this act, but not to limit or extend the applicant's or registrant's rights, and a single application for registration of a trademark may include any or all goods upon which or services ~~upon~~ with which the trademark is actually being used ~~comprised in a single class, but in no event shall a single application include goods or services upon which the trademark is being used which fall within different classes of goods or services~~ indicating the appropriate class or classes of goods or services. When a single application includes goods or services which fall within multiple classes, the Secretary of State shall require payment of a fee for each class.

The said classes are as follows:

(a) Goods

1. Raw or partly prepared materials
2. Receptacles
3. Baggage, animal equipments, portfolios, and pocketbooks
4. Abrasives and polishing materials
5. Adhesives
6. Chemicals and chemical compositions
7. Cordage
8. Smokers' articles, not including tobacco products
9. Explosives, firearms, equipments, and projectiles
10. Fertilizers
11. Inks and inking materials
12. Construction materials
13. Hardware and plumbing and steamfitting supplies
14. Metals and metal castings and forgings
15. Oils and greases
16. Paints and painters' materials
17. Tobacco products
18. Medicines and pharmaceutical preparations
19. Vehicles
20. Linoleum and oiled cloth
21. Electrical apparatus, machines, and supplies
22. Games, toys, and sporting goods
23. Cutlery, machinery, and tools, and parts thereof
24. Laundry appliances and machines
25. Locks and safes
26. Measuring and scientific appliances
27. Horological instruments
28. Jewelry and precious metalware
29. Brooms, brushes, and dusters
30. Crockery, earthenware, and porcelain
31. Filters and refrigerators
32. Furniture and upholstery
33. Glassware
34. Heating, lighting, and ventilating apparatus

35. Belting, hose, machinery packing, and nonmetallic tires
36. Musical instruments and supplies
37. Paper and stationery
38. Prints and publications
39. Clothing
40. Fancy goods, furnishings, and notions
41. Canes, parasols, and umbrellas
42. Knitted, netted and textile fabrics, and substitutes therefor
43. Thread and yarn
44. Dental, medical, and surgical appliances
45. Soft drinks and carbonated waters
46. Foods and ingredients of foods
47. Merchandise not otherwise classified
48. Cosmetics and toilet preparations
49. Detergents and soaps

(b) Services

100. Miscellaneous
101. Advertising and business
102. Insurance and financial
103. Construction and repair
104. Communication
105. Transportation and storage
106. Material treatment
107. Education and entertainment.

SECTION 34. This act shall become effective November 1, 1996.

Passed the House of Representatives the 26th day of February, 1996.

Speaker of the House of Representatives

Passed the Senate the 1st day of April, 1996.

President of the Senate