



State of Tennessee

PUBLIC CHAPTER NO. 719

SENATE BILL NO. 1754

By Lundberg

Substituted for: House Bill No. 1811

By Wright

AN ACT to amend Tennessee Code Annotated, Title 43, Chapter 38, Part 11; Title 48, Chapter 101; Title 48, Chapter 11; Title 48, Chapter 228; Title 48, Chapter 247; Title 48, Chapter 249; Title 48, Chapter 26; Title 48, Chapter 51; Title 48, Chapter 66; Title 61, Chapter 1; Title 61, Chapter 2 and Title 61, Chapter 3, relative to business filings submitted to the secretary of state.

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

SECTION 1. Tennessee Code Annotated, Section 43-38-1101, is amended by deleting the section and substituting the following:

(a) The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) This chapter must require or permit filing the document in the office of the secretary of state.

(c) The document must contain the information required by this chapter and any applicable rules. It may contain other information as well.

(d) The document must be capable of being printed in ink in a clear and legible fashion on one (1) side of letter size paper.

(e) The document must be in the English language. A cooperative's or other business entity's name need not be in English, if written in English letters, or Arabic or Roman numerals.

(f) The document must be executed:

(1) By the president of the board of directors of a cooperative, or by another of its authorized officers, if a cooperative action is taken;

(2) If directors of a cooperative have not been selected or the cooperative has not been formed, by an organizer; or

(3) If the business entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document must sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. The document may, but need not, contain:

(1) An attestation by the secretary or an assistant secretary;

(2) An acknowledgment, verification, or proof; or

(3) The date the document is signed, except that the date is required for the annual report for the secretary of state.

(h) If the secretary of state, pursuant to statutory authority, has prescribed a mandatory form for the document, then the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing and must be accompanied by the current filing fee, and any tax, license fee, interest, or penalty required by this chapter. If the secretary of state has prescribed a mandatory method of filing, then the document must be filed in the prescribed manner.

(j) The document must contain a statement that makes it clear that the document is being filed pursuant to the Tennessee Processing Cooperative Law.

(k) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(l) Notwithstanding any other law to the contrary, whenever this title requires that an application or other document submitted to the secretary of state for filing be accompanied by a certificate from the commissioner of revenue reciting that the business has properly filed all reports and paid all required taxes and penalties, the certificate requirement is met, and a paper certificate need not accompany the application or other document, if the commissioner provides to the secretary of state electronic verification of the required information. Upon request of the person seeking certificate information, the commissioner shall provide to the secretary of state verification in lieu of a paper certificate.

(m) Any Tennessee cooperative that has not timely filed with the department of revenue such information as required by the commissioner of revenue under prior law is subject to administrative dissolution in accordance with the procedures specified in § 43-38-1004. Upon certification by the commissioner that it has complied with the information reporting requirements that were required under prior law, a cooperative that has been administratively dissolved or that has had its certificate of authority revoked for failure to timely file this information may be reinstated.

SECTION 2. Tennessee Code Annotated, Section 43-38-1102, is amended by deleting the section and substituting the following:

The secretary of state may prescribe and furnish forms and filing methods for all filings required by this title. If the secretary of state so requires, then use of these forms and filing methods is mandatory.

SECTION 3. Tennessee Code Annotated, Section 43-38-1105, is amended by deleting the section and substituting the following:

(a) If the form and filing of a document delivered to the office of the secretary of state for filing satisfies the requirements of this section, and of all other applicable sections or rules that add to these requirements, then the secretary of state must file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt, on the document. After filing a document, except for filings pursuant to §§ 43-38-109 and 43-38-120, the secretary of state shall deliver the document, with the filing fee receipt attached, or acknowledgment of receipt if no fee is required, to the cooperative or its representative in due course. A cooperative or its representative may present to the office of the secretary of state an exact or conformed copy of the document presented for filing, together with the document; and, in that event, the secretary of state shall stamp or otherwise endorse the exact or conformed copy "Filed", together with the secretary of state's name and official title and the date and time of receipt, and immediately return the exact or conformed copy to the party filing the original of the document.

(c) If the secretary of state refuses to file a document, then the secretary of state shall return it to the cooperative or its representative immediately after the document was received for filing, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

(1) Affect the validity or invalidity of the document in whole or in part;

(2) Relate to the correctness or incorrectness of information contained in the document;

(3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; or

(4) Establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

(e) Any cooperative document that meets the requirements of this chapter and all applicable rules for filing and recording must be received, filed, and recorded by the appropriate office, upon payment of the appropriate fees and taxes, if any, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 4. Tennessee Code Annotated, Section 48-11-301, is amended by deleting the section and substituting the following:

(a) The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) Chapters 11-27 of this title must require or permit filing the document in the office of the secretary of state.

(c) The document must contain the information required by chapters 11-27 of this title and other information as may be required by the secretary of state. It may contain other information as well.

(d) The secretary of state may prescribe, and shall furnish upon request, forms for documents required or permitted to be filed by all chapters of this title. If the secretary of state has prescribed a mandatory form for the document, then the document must be in or on the prescribed form or a conformed copy thereof. In the absence of a specific rule, the document must be capable of being printed in ink in a clear and legible fashion on one (1) side of letter size paper.

(e) The document must be in the English language. A corporate name need not be in English if written in English letters, or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document must be executed:

(1) By the chair of the board of directors of a domestic or foreign corporation, by its president, or by another of its authorized officers;

(2) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document must sign it and state beneath or opposite the person's signature the person's name and the capacity in which the person signs. The document may, but need not, contain:

(1) The corporate seal;

(2) An attestation by the secretary or an assistant secretary;

(3) An acknowledgement, verification, or proof; or

(4) The date the document is signed, except that the date is required for the annual report for the secretary of state.

(h) If the secretary of state has prescribed a mandatory form and filing method for any filing required or authorized by this chapter, then the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing in the manner and form prescribed by the secretary of state and must be accompanied by the correct filing fee, and any corporate tax, license fee, interest, or penalty required by chapters 11-27 of this title.

(j) Whenever this title permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following apply:

(1) The manner in which the facts will operate upon the terms of the plan or filed document must be set forth in the plan or filed document;

(2) The facts may include, but are not limited to:

(A) Any of the following that is available in a nationally recognized news or information medium either in print or electronically: statistical or market indices, market prices of any security or group of securities, interest rates, currency exchange rates, or similar economic or financial data;

(B) A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

(C) The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document;

(3) As used in this subsection (j):

(A) "Filed document" means a document filed with the secretary of state under chapters 11-27 of this title, except chapter 25 or § 48-26-203; and

(B) "Plan" means a plan of domestication, nonprofit conversion, entity conversion, merger, or share exchange;

(4) None of the following provisions of a plan or filed document are made dependent on facts outside the plan or filed document:

(A) The name and address of any person required in a filed document;

(B) The registered office of any entity required in a filed document;

(C) The registered agent of any entity required in a filed document;

(D) The number of authorized shares and designation of each class or series of shares;

(E) The effective date of a filed document; or

(F) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given; and

(5) If a provision of a filed document is made dependent on a fact ascertainable outside of the filed document, and that fact is not ascertainable by reference to a source described in subdivision (j)(2)(A) or a document that is a matter of public record, or the affected shareholders have not received notice of the fact from the corporation, then the corporation shall file with the secretary of state articles of amendment setting forth the fact promptly after the time when the fact referred to is first ascertainable or thereafter changes. Articles of amendment under this subdivision (j)(5) are deemed to be authorized by the authorization of the original filed document or plan to which they relate and may be filed by the corporation without further action by the board of directors or the shareholders.

(k) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(l) All documents submitted to the secretary of state for filing shall contain a statement that makes it clear that the documents are being filed pursuant to the Tennessee Business Corporation Act, compiled in chapters 11-27 of this title.

(m) The secretary of state may establish procedures for the filing of documents with the secretary of state by means of electronic transmission.

(n) Notwithstanding any other law to the contrary, whenever this title requires that an application or other document submitted to the secretary of state for filing be accompanied by a confirmation of good standing, tax clearance for termination or withdrawal, or other

similar communication of taxpayer status by the commissioner of revenue, then that requirement is met, and a paper certificate need not accompany the application or other document, if the commissioner provides to the secretary of state electronic verification of the required information. Upon request of the person seeking certificate information, the commissioner shall provide to the secretary of state electronic verification in lieu of a paper certificate.

SECTION 5. Tennessee Code Annotated, Section 48-11-302, is amended by deleting the section and substituting the following:

(a) The secretary of state may prescribe and furnish forms and filing methods for all filings required by this title.

(b) If the secretary of state so requires, then use of these forms and filing methods is mandatory.

SECTION 6. Tennessee Code Annotated, Section 48-11-306, is amended by deleting the section and substituting the following:

(a) If the form and filing of a document delivered to the office of the secretary of state for filing satisfies the requirements of this section, and of all other applicable sections or rules that add to these requirements, then the secretary of state must file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt, on the document. After filing a document, except for filings pursuant to §§ 48-15-103, 48-25-109, and 48-26-203, the secretary of state shall deliver the document, with the filing fee receipt (or acknowledgment of receipt if no fee is required) attached, to the domestic or foreign corporation or its representative in due course. A domestic or foreign corporation or its representative may present to the secretary of state an exact or conformed copy of the document presented for filing together with the document, and, in that event, the secretary of state shall stamp or otherwise endorse the exact or conformed copy "Filed", together with the secretary of state's name and official title and the date and time of receipt, and immediately return the exact or conformed copy to the party filing the original of the document.

(c) If the secretary of state refuses to file a document, then the secretary of state must return it to the domestic or foreign corporation or its representative within a reasonable time after the document was received for filing, together with a brief, written explanation of the reason for the secretary of state's refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

- (1) Affect the validity or invalidity of the document in whole or part;
- (2) Relate to the correctness or incorrectness of information contained in the document;
- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; or
- (4) Establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

(e) Any corporate document that meets the requirements of chapters 11-27 of this title and any applicable rules for filing and recording must be received, filed, and recorded by the appropriate office, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 7. Tennessee Code Annotated, Section 48-26-203(c), is amended by deleting the subsection and substituting the following:

(c) Every corporation shall file the annual report with the secretary of state on or before the first day of the fourth month following the close of the corporation's fiscal year, or upon a date set by rule by the secretary of state, if a domestic corporation or a foreign corporation.

SECTION 8. Tennessee Code Annotated, Section 48-51-301, is amended by deleting the section and substituting the following:

(a) The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) Chapters 51-68 of this title must require or permit filing the document in the office of the secretary of state.

(c) The document must contain the information required by chapters 51-68 of this title or required by rule. It may contain other information as well.

(d) The document must be capable of being printed in ink in a clear and legible fashion on one (1) side of letter size paper.

(e) The document must be in the English language. A corporate name need not be in English if written in English letters, or Arabic or Roman numerals, and the certificate of existence required of foreign corporations need not be in English if accompanied by a reasonably authenticated English translation.

(f) The document must be executed:

(1) By the chair of the board of directors of a domestic or foreign corporation, by its president, or by another of its authorized officers;

(2) If directors have not been selected or the corporation has not been formed, by an incorporator; or

(3) If the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document must sign it and state beneath or opposite the person's signature the person's name and the capacity in which the person signs. The document may, but need not, contain:

(1) The corporate seal;

(2) An attestation by the secretary or an assistant secretary;

(3) An acknowledgement, verification, or proof; or

(4) The date the document is signed, except that the date is required for the annual report for the secretary of state.

(h) If the secretary of state has prescribed a mandatory form for the document under § 48-51-302, then the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing in the manner and form prescribed by the secretary of state and must be accompanied by the correct filing fee, and any corporate tax, license fee, interest, or penalty required by chapters 51-68 of this title.

(j) Whenever this title permits any of the terms of a plan or a filed document to be dependent on facts objectively ascertainable outside the plan or filed document, the following apply:

(1) The manner in which the facts will operate upon the terms of the plan or filed document must be set forth in the plan or filed document;

(2) The facts may include, but are not limited to:

(A) Any of the following that is available in a nationally recognized news or information medium either in print or electronically: statistical or market indices, market prices of any security or group of securities, interest rates, currency exchange rates, or similar economic or financial data;

(B) A determination or action by any person or body, including the corporation or any other party to a plan or filed document; or

(C) The terms of, or actions taken under, an agreement to which the corporation is a party, or any other agreement or document;

(3) As used in this subsection (j):

(A) "Filed document" means a document filed with the secretary of state under chapters 51-68 of this title, except chapter 65 or § 48-66-203; and

(B) "Plan" means a plan of domestication, for-profit conversion, entity conversion, merger, or membership exchange;

(4) None of the following provisions of a plan or filed document are made dependent on facts outside the plan or filed document:

(A) The name and address of any person required in a filed document;

(B) The registered office of any entity required in a filed document;

(C) The registered agent of any entity required in a filed document;

(D) The number of authorized shares and designation of each class or series of shares or the number of authorized memberships and designation of each class or series of memberships;

(E) The effective date of a filed document; and

(F) Any required statement in a filed document of the date on which the underlying transaction was approved or the manner in which that approval was given; and

(5) If a provision of a filed document is made dependent on a fact ascertainable outside of the filed document, and that fact is not ascertainable by reference to a source described in subdivision (j)(2)(A) or a document that is a matter of public record, or the affected shareholders have not received notice of the fact from the corporation, then the corporation shall file with the secretary of state articles of amendment setting forth the fact promptly after the time when the fact referred to is first ascertainable or thereafter changes. Articles of amendment under this subdivision (j)(5) are deemed to be authorized by the authorization of the original filed document or plan to which they relate and may be filed by the corporation without further action by the board of directors or the shareholders.

(k) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(l) All documents submitted to the secretary of state for filing shall contain a statement that makes it clear that the documents are being filed pursuant to chapters 51-68 of this title.

(m) The secretary of state may establish procedures for the filing of documents with the secretary of state by means of electronic transmission.

(n) Notwithstanding any other law to the contrary, whenever this title requires that an application or other document submitted to the secretary of state for filing be accompanied by a confirmation of good standing, tax clearance for termination, or withdrawal, or other similar communication of taxpayer status by the commissioner of revenue, then that requirement is met, and a paper certificate need not accompany the application or other document, if the commissioner provides to the secretary of state electronic verification of the required information. Upon request of the person seeking certificate information, the commissioner shall provide to the secretary of state electronic verification in lieu of a paper certificate.

SECTION 9. Tennessee Code Annotated, Section 48-51-302, is amended by deleting the section and substituting the following:

(a) The secretary of state may prescribe and furnish forms and filing methods for all filings required by this title.

(b) If the secretary of state so requires, then use of these forms is mandatory.

SECTION 10. Tennessee Code Annotated, Section 48-51-306, is amended by deleting the section and substituting the following:

(a) If the form and filing of a document delivered to the office of the secretary of state for filing satisfies the requirements of § 48-51-301, and of all other applicable sections or rules that add to these requirements, then the secretary of state must file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt, on the document. After filing a document, except for filings pursuant to §§ 48-55-103, 48-65-109, and 48-66-203, the secretary of state shall deliver the document, with the filing fee receipt, or acknowledgement of receipt if no fee is required, attached, to the domestic or foreign corporation or its representative in due course. A domestic or foreign corporation or its representative may present to the secretary of state an exact or conformed copy of the document presented for filing, together with the document and, in that event, the secretary of state shall stamp or otherwise endorse the exact or conformed copy "Filed", together with the secretary of state's name and official title and the date and time of receipt, and immediately return the exact or conformed copy to the party filing the original of the document.

(c) If the secretary of state refuses to file a document, then the secretary of state must return the document to the domestic or foreign corporation or its representative within a reasonable time after the document was received for filing, together with a brief, written explanation of the reason for the secretary of state's refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

- (1) Affect the validity or invalidity of the document in whole or part;
- (2) Relate to the correctness or incorrectness of information contained in the document;
- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; or
- (4) Establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

(e) Any corporate document that meets the requirements of chapters 51-68 of this title and any applicable rules for filing and recording must be received, filed, and recorded by the appropriate office, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 11. Tennessee Code Annotated, Section 48-66-203(c), is amended by deleting the subsection and substituting the following:

(c) Every corporation shall file the annual report with the secretary of state on or before the first day of the fourth month following the close of the corporation's fiscal year, or upon a date set by rule by the secretary of state, if a domestic corporation or a foreign corporation.

SECTION 12. Tennessee Code Annotated, Section 48-101-504(a)(1), is amended by deleting the subdivision and substituting the following:

(1) Every charitable organization that intends to solicit contributions from or within this state, or have funds solicited on its behalf, shall, prior to any solicitation, file a registration statement with the secretary of state, upon forms prescribed by the secretary of state. The secretary of state may prescribe and furnish forms and filing methods for all filings required by this part. Any registration statement that contains false, misleading, deceptive, or incomplete information or documentation is not considered sufficient, except as specifically otherwise provided in this part.

SECTION 13. Tennessee Code Annotated, Section 48-101-504(d), is amended by deleting the language "or (b)(3)".

SECTION 14. Tennessee Code Annotated, Section 48-228-203(c), is amended by deleting the subsection and substituting the following:

(c) Every LLC shall file the annual report with the secretary of state on or before the first day of the fourth month following the end of the close of the LLC's fiscal year or upon a date set by rule by the secretary of state.

SECTION 15. Tennessee Code Annotated, Section 48-247-101, is amended by deleting the section and substituting the following:

(a) The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) Chapters 201-248 of this title must require or permit filing the document in the office of the secretary of state.

(c) The document must contain the information required by chapters 201-248 of this title or required by rule. It may contain other information as well.

(d) The document must be capable of being printed in ink in a clear and legible fashion on one (1) side of letter size paper.

(e) The document must be in the English language. An LLC's or other business entity's name need not be in English if written in English letters, or Arabic or Roman numerals, and the certificate of existence or equivalent required of foreign business entities need not be in English, if accompanied by a reasonably authenticated English translation.

(f) The document must be executed:

(1) By the chair of the board of directors of a domestic or foreign corporation, by its president, or by another of its authorized officers if a corporate action is taken, by the chief manager, a governor, or another authorized manager if an LLC action is taken, by a general partner if a partnership action is taken or by the equivalent person of another business entity;

(2) If directors of a corporation or governors of a board-governed LLC have not been selected or the corporation or LLC has not been formed, by an incorporator or organizer; or

(3) If the business entity is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

(g) The person executing the document must sign it and state beneath or opposite the signature the person's name and the capacity in which the person signs. The document may, but need not, contain:

(1) An attestation by the secretary or an assistant secretary;

(2) An acknowledgment, verification, or proof; or

(3) The date the document is signed, except that the date is required for the annual report for the secretary of state.

(h) If the secretary of state, pursuant to statutory authority or rule, has prescribed a mandatory form for the document, then the document must be in or on the prescribed form.

(i) The document must be delivered to the office of the secretary of state for filing in the form and manner prescribed by the secretary of state and must be accompanied by the current filing fee, and any tax, license fee, interest, or penalty required by chapters 201-248 of this title.

(j) The document must contain a statement that makes it clear that the document is being filed pursuant to the Tennessee Limited Liability Company Act.

(k) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(l) Notwithstanding any other law to the contrary, whenever this title requires that an application or other document submitted to the secretary of state for filing be accompanied by a confirmation of good standing, tax clearance for termination, or withdrawal, or other similar communication of taxpayer status by the commissioner of revenue, then that requirement is met, and a paper certificate need not accompany the application or other document, if the commissioner provides to the secretary of state electronic verification of the required information. Upon request of the person seeking certificate information, the commissioner shall provide to the secretary of state electronic verification in lieu of a paper certificate.

(m) Any Tennessee LLC that has not timely filed with the department of revenue such information as required by the commissioner of revenue under prior law, chapter 421, § 1 of the Acts of 1997, is subject to administrative dissolution in accordance with the procedures specified in § 48-245-302. The certificate of authority of any foreign LLC that has not timely filed such information with the department is subject to revocation as provided in § 48-246-502. Upon certification by the commissioner that it has complied with the information reporting requirements that were required under prior law, an LLC that has been administratively dissolved or that has had its certificate of authority revoked for failure to timely file such information may be reinstated.

SECTION 16. Tennessee Code Annotated, Section 48-247-102, is amended by deleting the section and substituting the following:

(a) **Mandatory Forms.** The secretary of state may prescribe and furnish forms and filing methods for all filings required by this title.

(b) If the secretary of state so requires, then use of these forms and filing methods is mandatory.

SECTION 17. Tennessee Code Annotated, Section 48-247-105, is amended by deleting the section and substituting the following:

(a) If the form and filing of a document delivered to the office of the secretary of state for filing satisfies the requirements of § 48-247-101, and of all other applicable sections or rules that add to these requirements, then the secretary of state must file it.

(b) The secretary of state files a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt, on the document. After filing a document, except for filings pursuant to §§ 48-208-103, and 48-228-203, the secretary of state shall deliver the document, with the filing fee receipt, or acknowledgment of receipt if no fee is required, attached, to the domestic or foreign LLC or its representative in due course. A domestic or foreign LLC or its representative may present to the office of the secretary of state an exact or conformed copy of the document presented for filing together with the document, and, in that event, the secretary of state shall stamp or otherwise endorse the exact or conformed copy "Filed", together with the secretary of state's name and official title and the date and time of receipt, and immediately return the exact or conformed copy to the party filing the original of the document.

(c) If the secretary of state refuses to file a document, then the secretary of state must return it to the domestic or foreign LLC or its representative immediately after the document was received for filing, together with a brief, written explanation of the reason for the refusal.

(d) The secretary of state's duty to file documents under this section is ministerial. The secretary of state's filing or refusing to file a document does not:

(1) Affect the validity or invalidity of the document in whole or in part;

(2) Relate to the correctness or incorrectness of information contained in the document;

(3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; or

(4) Establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

(e) Any LLC document that meets the requirements of chapters 201-248 of this title and all applicable rules for filing and recording must be received, filed, and recorded by the appropriate office, upon payment of the appropriate fee and taxes, if any, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 18. Tennessee Code Annotated, Section 48-249-202(a), is amended by adding the following as a new subdivision:

(10) Any additional information as required by the secretary of state.

SECTION 19. Tennessee Code Annotated, Section 48-249-904(a), is amended by adding the following as a new subdivision:

(7) Any additional information as required by the secretary of state.

SECTION 20. Tennessee Code Annotated, Section 48-249-1005, is amended by deleting the section and substituting the following:

(a) **Eligibility for filing.** The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) **Permitted or required.** This chapter requires or permits filing the document with the secretary of state.

(c) **Required and permissive information.** The document must contain the information required by this chapter or by rule. The document may contain other information as well.

(d) **Format.** The document must be capable of being printed in ink, in a clear and legible fashion, on one (1) side of letter size paper.

(e) **English language.** The document must be in the English language. An LLC's or other entity's name need not be in English, if it is written in English letters, or Arabic or Roman numerals, and the certificate of existence, or equivalent document of a foreign entity, need not be in English, if it is accompanied by a reasonably authenticated English translation.

(f) **Execution.** The document must be executed by, or by an authorized representative of, the person submitting the document for filing.

(g) **Form of execution.** The person executing the document must sign it and state, beneath or opposite the signature, the person's name and the capacity in which the person signs, if other than the person's individual capacity. The document may, but need not, contain:

- (1) An attestation by the secretary or an assistant secretary of a corporation;
- (2) An acknowledgment, verification, or proof; or
- (3) The date the document is signed, except that the date is required for the annual report for the secretary of state.

(h) **Mandatory form.** If the secretary of state, pursuant to statutory authority, has prescribed a mandatory form for the document, then the document must be in or on the prescribed form.

(i) **Delivery to secretary of state.** The document must be delivered to the secretary of state for filing in the manner and form prescribed by the secretary of state and must be accompanied by the current filing fee and any tax, license fee, interest, or penalty required by this chapter.

(j) **Required statement.** The document must contain a statement that makes it clear that the document is being filed pursuant to this chapter.

(k) **Power to promulgate rules.** The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(l) **Verification by commissioner of revenue.** Notwithstanding any other law to the contrary, whenever this chapter requires that an application or other document submitted to the secretary of state for filing be accompanied by a confirmation of good standing, tax clearance for termination, or withdrawal, or other similar communication of taxpayer status by the commissioner of revenue, then the requirement is met, and a paper certificate need not accompany the application or other document, if the commissioner provides to the secretary of state electronic verification of the required information. Upon request of the person seeking certificate information, the commissioner shall provide to the secretary of state electronic verification in lieu of a paper certificate.

(m) **Prior law.** Any LLC that has not timely filed with the department of revenue such information as required by the commissioner of revenue under prior law, chapter 421, § 1 of the Acts of 1997, is subject to administrative dissolution in accordance with the procedures specified in § 48-249-605. The certificate of authority of any foreign LLC that has not timely

filed such information with the department is subject to revocation as provided in § 48-249-909. Upon certification by the commissioner of revenue that a domestic LLC or foreign LLC has complied with the information reporting requirements that were required under prior law, the domestic LLC or foreign LLC that has been administratively dissolved, or that has had its certificate of authority revoked for failure to timely file such information, may be reinstated.

SECTION 21. Tennessee Code Annotated, Section 48-249-1006, is amended by deleting the section and substituting the following:

(a) **Annual report.** The secretary of state may prescribe a form and filing method for the annual report. If the secretary of state prescribes a form or filing method for the annual report, then the use of the prescribed form or filing method for the annual report is mandatory.

(b) **Other forms.** The secretary of state may prescribe forms and filing methods for other documents that are required or permitted to be filed with the secretary of state by this chapter. If the secretary of state prescribes forms or filing methods for other documents that are required or permitted to be filed with the secretary of state by this chapter, then the secretary of state must furnish access to those forms and filing methods on request.

SECTION 22. Tennessee Code Annotated, Section 48-249-1009, is amended by deleting the section and substituting the following:

(a) **Requirements to complete filing.** If the form and filing of a document delivered to the office of the secretary of state for filing satisfies the requirements of § 48-249-1005, and of all other applicable sections or rules that add to these requirements, then the secretary of state must file it.

(b) **Procedure.** The secretary of state completes the filing of a document by stamping or otherwise endorsing "Filed", together with the secretary of state's name and official title and the date and time of receipt, on the document. After completing the filing of a document, except for filings pursuant to §§ 48-249-111 and 48-249-1017, the secretary of state shall deliver, in due course, the document, with the filing fee receipt attached, or acknowledgment of receipt if no fee is required, to the domestic or foreign LLC, other person required or permitted by this chapter to file the document, or representative of the domestic or foreign LLC, or other person that delivered the document for filing. A domestic or foreign LLC, other person or representative of the domestic or foreign LLC, or other person may deliver to the office of the secretary of state an exact or conformed copy of the document delivered for filing, together with the document, and, in that event, the secretary of state shall stamp or otherwise endorse the exact or conformed copy "Filed", together with the secretary of state's name and official title and the date and time of receipt, and immediately return the exact or conformed copy to the person filing the original of the document.

(c) **Refusal to file.** If the secretary of state refuses to complete the filing of a document, then the secretary of state must return it to the domestic or foreign LLC, other person or representative of the domestic or foreign LLC, or other person that delivered the document for filing immediately after the document was received for filing, together with a brief, written explanation of the reason for the refusal.

(d) **Effect of filing or refusal to file.** The secretary of state's duty to complete the filing of documents under this section is ministerial. The secretary of state's completing the filing or refusing to complete the filing of a document does not:

- (1) Affect the validity or invalidity of the document in whole or in part;
- (2) Relate to the correctness or incorrectness of information contained in the document;
- (3) Create a presumption that the document is valid or invalid or that information contained in the document is correct or incorrect; or
- (4) Establish that a document purporting to be an exact or conformed copy is in fact an exact or conformed copy.

(e) **Conflict with other law.** Any document that meets the requirements of this chapter and all applicable rules for filing and recording must be received, filed, or recorded by the appropriate office upon payment of the appropriate fee and taxes, if any, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 23. Tennessee Code Annotated, Section 48-249-1017(c), is amended by deleting the subsection and substituting the following:

(c) **Filing date.** Each domestic LLC and each foreign LLC authorized to transact business in this state shall file the annual report with the secretary of state on or before the first day of the fourth month following the end of the close of the domestic or foreign LLC's fiscal year or upon a date set by rule by the secretary of state.

SECTION 24. Tennessee Code Annotated, Section 61-1-105(a), is amended by deleting the subsection and by substituting the following:

(a) A statement may be filed in the office of the secretary of state. A certified copy of a statement that is filed in an office in another state may be filed in the office of the secretary of state in the manner and form prescribed by the secretary of state. Either filing has the effect provided in this chapter with respect to partnership property located, or transactions that occur, in this state.

SECTION 25. Tennessee Code Annotated, Section 61-1-1001(a), is amended by deleting the subsection and substituting the following:

(a) To become a registered limited liability partnership, a partnership must file with the secretary of state an application stating the name of the partnership; the address of its principal office, and a mailing address such as a post office box if the United States postal service does not deliver to the principal office if the partnership's principal office is not located in this state; the address of a registered office and the name and address of a registered agent for service of process in this state, which the partnership is required to maintain; a brief statement of the business in which the partnership engages; other matters that the partnership determines to include; other information as required by the secretary of state; and that the partnership is applying for status as a registered limited liability partnership.

SECTION 26. Tennessee Code Annotated, Section 61-1-1001(h), is amended by deleting the subsection and substituting the following:

(h) The secretary of state may require specific forms and filing methods for documents filed under this chapter.

SECTION 27. Tennessee Code Annotated, Section 61-2-201(a), is amended by deleting the subsection and substituting the following:

(a) In order to form a limited partnership, one (1) or more persons, but not less than all of the general partners, must execute a certificate of limited partnership. A certificate of limited partnership must be filed with the secretary of state, in the manner and form prescribed by the secretary of state, and set forth:

(1) The name of the limited partnership;

(2) The street address and zip code of the limited partnership's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office as required to be maintained by § 61-2-104;

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

(4) The name and the business, residence, or mailing address of each general partner;

(5) Any other matters not inconsistent with the partnership agreement that the partners determined to include; and

(6) Any additional information required by the secretary of state.

SECTION 28. Tennessee Code Annotated, Section 61-2-1101, is amended by deleting the section and substituting the following:

(a) The form and filing of a document must satisfy the requirements of this section, and of all other applicable sections or rules that add to these requirements, to be entitled to filing by the secretary of state.

(b) Parts 1, 2, and 9 of this chapter must require or permit filing the documents with the secretary of state.

(c) The document must contain the information required by parts 1, 2, and 9 of this chapter and any information required by rules promulgated by the secretary of state. The document may contain other information as well.

(d) The document must be capable of being printed in ink in a clear and legible fashion on one (1) side of letter size paper.

(e) The document must be in the English language. A limited partnership's name need not be in English if written in English letters, or Arabic or Roman numerals.

(f) The person executing the document must sign it and state beneath or opposite the person's signature the person's name and the capacity in which the person signs.

(g) The document must be delivered to the office of the secretary of state for filing and must be accompanied by the correct filing fee, and any corporate tax, license fee, interest, or penalty required by part 12 of this chapter.

(h) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

(i) All documents submitted to the secretary of state for filing shall contain a statement that makes it clear that the documents are being filed pursuant to the Tennessee Revised Uniform Limited Partnership Act.

SECTION 29. Tennessee Code Annotated, Section 61-2-1102, is amended by deleting the section and substituting the following:

The secretary of state may prescribe, and shall furnish upon request, forms for documents required or permitted to be filed by all chapters of this title. If the secretary of state has prescribed a mandatory form for the document, then the document must be in or on the prescribed form or a conformed copy thereof.

SECTION 30. Tennessee Code Annotated, Section 61-2-1106(e), is amended by deleting the subsection and substituting the following:

(e) Any limited partnership document that meets the requirements of parts 1, 2, and 9 of this chapter for filing and recording, and all applicable rules, must be received, filed, and recorded by the appropriate office, notwithstanding any contrary requirements found in any other laws of this state.

SECTION 31. Tennessee Code Annotated, Section 61-3-206, is amended by deleting the section and substituting the following:

(a) To be filed by the secretary of state pursuant to this chapter, a record must be received by the secretary of state, comply with this chapter, and satisfy the following:

(1) The filing of the record must be required or permitted by this chapter;

(2) The record must be physically delivered in written form unless and to the extent the secretary of state permits or requires electronic delivery of the record;

(3) The words in the record must be in English, and numbers must be in Arabic or Roman numerals, but the name of an entity need not be in English if written in English letters, or Arabic or Roman numerals;

(4) The record must be signed by a person authorized or required under this chapter to sign the record; and

(5) The record must state the name and capacity, if any, of each individual who signed it, either on behalf of the individual or the person authorized or required to sign the record, but need not contain a seal, attestation, acknowledgment, or verification.

(b) If law other than this chapter prohibits the disclosure by the secretary of state of information contained in a record delivered to the secretary of state for filing, then the secretary of state must file the record if the record otherwise complies with this chapter but may redact the information.

(c) When a record is delivered to the secretary of state for filing, any fee required under this chapter and any fee, tax, interest, or penalty required to be paid under this chapter or law other than this chapter must be paid in a manner permitted by the secretary of state or by that law.

(d) The secretary of state may require that a record delivered in written form be accompanied by an exact or conformed copy.

(e) The secretary of state may provide forms for filings required or permitted to be made by this chapter and may, by rule, require their use.

(f) The secretary of state may require that a cover sheet for a filing be on a form prescribed by the secretary of state.

(g) The secretary of state may promulgate appropriate rules establishing acceptable methods for execution of any document to be filed with the secretary of state.

SECTION 32. Tennessee Code Annotated, Section 61-3-211(c), is amended by deleting the subsection and substituting the following:

(c) Every limited partnership and registered foreign limited partnership shall file the annual report with the secretary of state on or before the first day of the fourth month following the close of the limited partnership's or registered foreign limited partnership's fiscal year or upon a date set by rule by the secretary of state.

SECTION 33. Tennessee Code Annotated, Section 61-3-1003(a)(1), is amended by deleting the subdivision and substituting the following:

(1) An original copy executed by a general partner of an application for registration as a foreign limited partnership, setting forth:

(A) The name of the foreign limited partnership and, if different, the name under which the foreign limited partnership proposes to register and do business in this state;

(B) The jurisdiction where organized, the date of the foreign limited partnership's organization and a statement from a general partner that, as of the date of filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of the foreign limited partnership's organization;

(C) The street address and zip code of the foreign limited partnership's registered office in this state, and a mailing address such as a post office box if the United States postal service does not deliver to the principal office; the county in which that office is located; and the name of the foreign limited partnership's registered agent at that office;

(D) The street address, including the zip code, of the foreign limited partnership's principal office, and a mailing address such as a post office box if the United States postal service does not deliver to the principal office;

(E) The name and business, residence, or mailing address and zip code of each of the general partners;

(F) The date on which the foreign limited partnership first did, or intends to do, business in this state; and

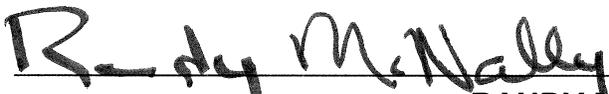
(G) Any additional information required by the secretary of state;

SECTION 34. The headings in this act are for reference purposes only and do not constitute a part of the law enacted by this act. However, the Tennessee Code Commission is requested to include the headings in any compilation or publication containing this act.

SECTION 35. This act shall take effect upon becoming a law, the public welfare requiring it.

SENATE BILL NO. 1754

PASSED: June 8, 2020



RANDY McNALLY
SPEAKER OF THE SENATE



CAMERON SEXTON, SPEAKER
HOUSE OF REPRESENTATIVES

APPROVED this 22nd day of June 2020



BILL LEE, GOVERNOR