

## Part 2 Registered Agents

### **16-17-201 Fees.**

Unless otherwise provided by statute, the division shall charge and collect fees for services as provided in Section 63J-1-504.

Amended by Chapter 183, 2009 General Session

### **16-17-202 Addresses in filings.**

Whenever a provision of this chapter other than Subsection 16-17-209(1)(d) requires that a filing state an address, the filing shall state:

- (1) an actual street address or rural route box number in this state; and
- (2) a mailing address in this state, if different from the address under Subsection (1).

Amended by Chapter 378, 2010 General Session

### **16-17-203 Appointment of registered agent.**

- (1) A registered agent filing shall state:
  - (a) the name of the represented entity's commercial registered agent; or
  - (b) if the entity does not have a commercial registered agent:
    - (i) the name and address of the entity's noncommercial registered agent; or
    - (ii) the title of an office or other position with the entity if service of process is to be sent to the person holding that office or position, and the address of the business office of that person.
- (2) The appointment of a registered agent pursuant to Subsection (1)(a) or (b)(i) is an affirmation by the represented entity that the agent has consented to serve as such.
- (3) The division shall make available in a record as soon as practicable a daily list of filings that contain the name of a registered agent. The list shall:
  - (a) be available for at least 14 calendar days;
  - (b) list in alphabetical order the names of the registered agents; and
  - (c) state the type of filing and name of the represented entity making the filing.

Amended by Chapter 378, 2010 General Session

### **16-17-204 Listing of commercial registered agent.**

- (1) An individual or a domestic or foreign entity may become listed as a commercial registered agent by filing with the division a commercial registered agent listing statement signed by or on behalf of the person which states:
  - (a) the name of the individual or the name, type, and jurisdiction of organization of the entity;
  - (b) that the person is in the business of serving as a commercial registered agent in this state; and
  - (c) the address of a place of business of the person in this state to which service of process and other notice and documents being served on or sent to entities represented by it may be delivered.
- (2) A commercial registered agent listing statement may include the information regarding acceptance of service of process in a record by the commercial registered agent provided for in Subsection 16-17-301(4).

- (3) If the name of a person filing a commercial registered agent listing statement is not distinguishable on the records of the division from the name of another commercial registered agent listed under this section, the person shall adopt a fictitious name that is distinguishable and use that name in its statement and when it does business in this state as a commercial registered agent.
- (4) A commercial registered agent listing statement takes effect on filing.
- (5) The division shall note the filing of the commercial registered agent listing statement in the index of filings maintained by the division for each entity represented by the registered agent at the time of the filing. The statement has the effect of deleting the address of the registered agent from the registered agent filing of each of those entities.

Amended by Chapter 378, 2010 General Session

**16-17-205 Termination of listing of commercial registered agent.**

- (1) A commercial registered agent may terminate its listing as a commercial registered agent by filing with the division a commercial registered agent termination statement signed by or on behalf of the agent which states:
  - (a) the name of the agent as currently listed under Section 16-17-204; and
  - (b) that the agent is no longer in the business of serving as a commercial registered agent in this state.
- (2) A commercial registered agent termination statement takes effect on the 31st day after the day on which it is filed.
- (3) The commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of the commercial registered agent termination statement.
- (4) When a commercial registered agent termination statement takes effect, the registered agent ceases to be an agent for service of process on each entity formerly represented by it. Until an entity formerly represented by a terminated commercial registered agent appoints a new registered agent, service of process may be made on the entity as provided in Section 16-17-301. Termination of the listing of a commercial registered agent under this section does not affect any contractual rights a represented entity may have against the agent or that the agent may have against the entity.

Enacted by Chapter 364, 2008 General Session

**16-17-206 Change of registered agent by entity.**

- (1) A represented entity may change the information currently on file under Subsection 16-17-203(1) by filing with the division a statement of change signed on behalf of the entity which states:
  - (a) the name of the entity; and
  - (b) the information that is to be in effect as a result of the filing of the statement of change.
- (2) The interest holders or governors of a domestic entity need not approve the filing of:
  - (a) a statement of change under this section; or
  - (b) a similar filing changing the registered agent or registered office of the entity in any other jurisdiction.
- (3) The appointment of a registered agent pursuant to Subsection (1) is an affirmation by the represented entity that the agent has consented to serve as such.
- (4) A statement of change filed under this section takes effect on filing.

- (5) As an alternative to using the procedures in this section, a represented entity may change the information currently on file under Subsection 16-17-203(1) by amending its most recent registered agent filing in the manner provided by the laws of this state other than this chapter for amending that filing.

Enacted by Chapter 364, 2008 General Session

**16-17-207 Change of name or address by noncommercial registered agent.**

- (1) If a noncommercial registered agent changes its name or its address as currently in effect with respect to a represented entity pursuant to Subsection 16-17-203(1), the agent shall file with the division, with respect to each entity represented by the agent, a statement of change signed by or on behalf of the agent which states:
  - (a) the name of the entity;
  - (b) the name and address of the agent as currently in effect with respect to the entity;
  - (c) if the name of the agent has changed, its new name; and
  - (d) if the address of the agent has changed, the new address.
- (2) A statement of change filed under this section takes effect on filing.
- (3) A noncommercial registered agent shall promptly furnish the represented entity with notice in a record of the filing of a statement of change and the changes made by the filing.

Enacted by Chapter 364, 2008 General Session

**16-17-208 Change of name, address, or type of organization by commercial registered agent.**

- (1) If a commercial registered agent changes its name, its address as currently listed under Subsection 16-17-204(1), or its type or jurisdiction of organization, the agent shall file with the division a statement of change signed by or on behalf of the agent which states:
  - (a) the name of the agent as currently listed under Subsection 16-17-204(1);
  - (b) if the name of the agent has changed, its new name;
  - (c) if the address of the agent has changed, the new address; and
  - (d) if the type or jurisdiction of organization of the agent has changed, the new type or jurisdiction of organization.
- (2) The filing of a statement of change under Subsection (1) is effective to change the information regarding the commercial registered agent with respect to each entity represented by the agent.
- (3) A statement of change filed under this section takes effect on filing.
- (4) A commercial registered agent shall promptly furnish each entity represented by it with notice in a record of the filing of a statement of change relating to the name or address of the agent and the changes made by the filing.
- (5) If a commercial registered agent changes its address without filing a statement of change as required by this section, the division may cancel the listing of the agent under Section 16-17-204. A cancellation under this Subsection (5) has the same effect as a termination under Section 16-17-205. Promptly after canceling the listing of an agent, the division shall serve notice in a record in the manner provided in Subsection 16-17-301(2) or (3) on:
  - (a) each entity represented by the agent, stating that the agent has ceased to be an agent for service of process on the entity and that, until the entity appoints a new registered agent, service of process may be made on the entity as provided in Section 16-17-301; and
  - (b) the agent, stating that the listing of the agent has been canceled under this section.

Enacted by Chapter 364, 2008 General Session

**16-17-209 Resignation of registered agent.**

- (1) A registered agent may resign at any time with respect to a represented entity by filing with the division a statement of resignation signed by or on behalf of the agent which states:
  - (a) the name of the entity;
  - (b) the name of the agent;
  - (c) that the agent resigns from serving as agent for service of process for the entity; and
  - (d) the name and address of the person to which the agent will send the notice required by Subsection (3).
- (2) A statement of resignation takes effect on the earlier of the 31st day after the day on which it is filed or the appointment of a new registered agent for the represented entity.
- (3) The registered agent shall promptly furnish the represented entity notice in a record of the date on which a statement of resignation was filed.
- (4) When a statement of resignation takes effect, the registered agent ceases to have responsibility for any matter tendered to it as agent for the represented entity. A resignation under this section does not affect any contractual rights the entity has against the agent or that the agent has against the entity.
- (5) A registered agent may resign with respect to a represented entity whether or not the entity is in good standing.

Enacted by Chapter 364, 2008 General Session

**16-17-210 Appointment of agent by nonfiling or nonqualified foreign entity.**

- (1) A domestic entity that is not a filing entity or a nonqualified foreign entity may file with the division a statement appointing an agent for service of process signed on behalf of the entity which states:
  - (a) the name, type, and jurisdiction of organization of the entity; and
  - (b) the information required by Subsection 16-17-203(1).
- (2) A statement appointing an agent for service of process takes effect on filing.
- (3) The appointment of a registered agent under this section does not qualify a nonqualified foreign entity to do business in this state and is not sufficient alone to create personal jurisdiction over the nonqualified foreign entity in this state.
- (4) A statement appointing an agent for service of process may not be rejected for filing because the name of the entity filing the statement is not distinguishable on the records of the division from the name of another entity appearing in those records. The filing of a statement appointing an agent for service of process does not make the name of the entity filing the statement unavailable for use by another entity.
- (5) An entity that has filed a statement appointing an agent for service of process may cancel the statement by filing a statement of cancellation, which shall take effect upon filing, and shall state the name of the entity and that the entity is canceling its appointment of an agent for service of process in this state. A statement appointing an agent for service of process which has not been canceled earlier is effective for a period of five years after the date of filing.
- (6) A statement appointing an agent for service of process for a nonqualified foreign entity terminates automatically on the date the entity becomes a qualified foreign entity.

Amended by Chapter 378, 2010 General Session

