

Effective 10/1/2026

Part 4
Registered Agent Of An Entity

16-1a-401 Definitions.

Reserved.

Enacted by Chapter 93, 2026 General Session

16-1a-402 Entities required to designate and maintain a registered agent.

The following entities shall designate and maintain a registered agent in this state:

- (1) a domestic filing entity;
- (2) a registered foreign entity; and
- (3) a D.B.A.

Enacted by Chapter 93, 2026 General Session

16-1a-403 Address in filing.

If a provision in this chapter, other than Section 16-1a-410, requires that a record state an address, the record shall state:

- (1) a street address in this state; and
- (2) a mailing address in this state, if different from the address described in Subsection (1).

Enacted by Chapter 93, 2026 General Session

16-1a-404 Designation of a registered agent.

- (1) A represented entity shall sign a registered agent filing and include in the registered agent filing:
 - (a) the name of the represented entity's commercial registered agent; or
 - (b) if the represented entity does not have a commercial registered agent:
 - (i) the name and address of the represented entity's noncommercial registered agent; or
 - (ii)
 - (A) the title of an office or other position within the represented entity where an individual holding that office or position may accept service of process, notice, or demand may accept service on behalf of the represented entity; and
 - (B) the mailing address of the title or other position described in Subsection (1)(b)(ii)(A).
- (2) A represented entity, by designating a registered agent in accordance with Subsection (1)(a) or (1)(b), affirms that the designated registered agent consents to serve as a registered agent.
- (3)
 - (a) As soon as practicable, the division shall make available in a record a daily list of filings that contain the name of each registered agent.
 - (b) The division shall ensure that the list described in Subsection (3)(a):
 - (i) is available for at least 14 calendar days after the day on which the division makes the list available;
 - (ii) lists, in alphabetical order, the names of the registered agents; and
 - (iii) states the type of filing and name of the represented entity making the filing.

Enacted by Chapter 93, 2026 General Session

16-1a-405 Listing of a commercial registered agent.

- (1) A person may become listed as a commercial registered agent by delivering to the division for filing a commercial registered agent listing statement that states:
 - (a)
 - (i) the name of the individual applying to become a commercial registered agent; or
 - (ii)
 - (A) the name of the entity applying to become a commercial registered agent;
 - (B) the type of entity applying to become a commercial registered agent; and
 - (C) the jurisdiction in which the entity formed;
 - (b) that the person serves as a commercial registered agent in this state; and
 - (c) the person's physical address for the person's place of business where the person may receive service of process, notices, or demands sent to an entity represented by the person.
- (2) A commercial registered agent listing statement may include information regarding the agent accepting service of process, notices, and demands in a form other than a written record.
- (3) If the name of the person delivering the record to the division for 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 delivering the record shall:
 - (a) adopt a fictitious name that is distinguishable from the name of another commercial registered agent under this section; and
 - (b) use the fictitious name in the person's statement and when the person does business in this state as a commercial registered agent.
- (4)
 - (a) The division shall note the filing of a commercial registered agent listing statement in the records maintained by the division for each entity represented by the commercial registered agent at the time of the filing.
 - (b) A commercial registered agent listing statement described in Subsection (4)(a) amends the registered agent filing for each entity represented by a commercial registered agent by:
 - (i) designating the person becoming listed as a commercial registered agent as the commercial registered agent of each entity; and
 - (ii) deleting the name and address of the former commercial registered agent from the registered agent filing of each entity.

Enacted by Chapter 93, 2026 General Session

16-1a-406 Termination of listing of a commercial registered agent.

- (1) A commercial registered agent may terminate the commercial registered agent's listing as a commercial registered agent by delivering to the division for filing a commercial registered agent termination statement signed by the commercial registered agent that states:
 - (a) the name of the commercial registered agent described in Section 16-1a-405; and
 - (b) that the agent no longer conducts the business of serving as a commercial registered agent in this state.
- (2) A commercial registered agent termination statement takes effect at 12:01 a.m. 31 days after the day on which the division files the commercial registered agent termination statement.
- (3) The commercial registered agent shall promptly furnish to each entity the commercial registered agent represents a notice of the filing of the commercial registered agent termination statement.

- (4) When a commercial registered agent termination statement takes effect, the commercial registered agent ceases to be the commercial registered agent for each entity the commercial registered agent formerly represented.
- (5) Notwithstanding Subsection (4), a person may deliver service of process to a commercial registered agent after the commercial registered agent termination takes effect, until an entity formerly represented by the commercial registered agent designates a new commercial registered agent.
- (6) A commercial registered agent terminating the commercial registered agent's listing under this section does not affect a contractual right that:
 - (a) a represented entity has against the commercial registered agent; or
 - (b) a commercial registered agent has against a represented entity.

Enacted by Chapter 93, 2026 General Session

16-1a-407 Change of registered agent by a represented entity.

- (1) A represented entity may change the information the division has on file under Section 16-1a-404 by delivering to the division for filing a statement of change signed by the represented entity that states:
 - (a) the name of the new registered agent; and
 - (b) the information that the filing of the statement of change will amend.
- (2) The interest holders or governors of a domestic entity are not required to approve the filing of:
 - (a) a statement of change under this section; or
 - (b) a similar filing changing the registered agent or registered office, if applicable, of the entity in another jurisdiction.
- (3) A statement of change filed under this section that designates a new registered agent is an affirmation of fact by the registered entity that the new registered agent consents to serve as the registered entity's new registered agent.
- (4) In addition to the process described in Subsection (1), a represented entity may change the information the division has on file under Section 16-1a-404 by amending the represented entity's most recent registered agent filing in a manner provided by law.

Enacted by Chapter 93, 2026 General Session

16-1a-408 Change of name or address by a noncommercial registered agent.

- (1) If a noncommercial registered agent changes the noncommercial registered agent's name or address with respect to a represented entity, the noncommercial registered agent shall deliver to the division for filing, with respect to each entity the noncommercial registered agent represents, a statement of change signed by the agent that states:
 - (a) the name of the represented entity;
 - (b) the name and address of the noncommercial registered agent in effect with respect to the entity;
 - (c) if the noncommercial registered agent changes the noncommercial registered agent's name, the new name; and
 - (d) if the noncommercial registered agent changes the noncommercial registered agent's address, the new address.
- (2) A noncommercial registered agent shall promptly furnish to the represented entity:
 - (a) a notice of the delivery to the division for filing a statement of change; and
 - (b) each change made in the statement of change.

Enacted by Chapter 93, 2026 General Session

16-1a-409 Change of name, address, type of entity, or jurisdiction of formation by a commercial registered agent.

- (1) If a commercial registered agent changes the commercial registered agent's name, address as listed under Section 16-1a-405, type of entity, or jurisdiction of formation, the commercial registered agent shall deliver to the division for filing a statement of change signed by the commercial registered agent that states:
 - (a) the name of the commercial registered agent the commercial registered agent provided to the division in accordance with Section 16-1a-405;
 - (b) if the commercial registered agent changes the commercial registered agent's name, the new name;
 - (c) if the commercial registered agent changes the commercial registered agent's address, the new address; and
 - (d) if the commercial registered agent is an entity:
 - (i) if the commercial registered agent changes the commercial registered entity's type of entity, the new type of entity; and
 - (ii) if the commercial registered agent changes the commercial registered entity's jurisdiction of formation, the new jurisdiction of formation.
- (2) The filing of a statement of change described in Subsection (1) by the division changes the information regarding the commercial registered agent with respect to each entity the commercial registered agent represents.
- (3) A commercial registered agent shall promptly furnish to each entity that the commercial registered agent represents a notice of the statement of change that describes the changes made in the statement of change.
- (4)
 - (a) If a commercial registered agent changes the commercial registered agent's address without delivering for filing a statement of change as required by this section, the division may cancel the listing of the agent under Section 16-1a-405.
 - (b) If the division cancels the listing of an agent as described in this Subsection (4), the division's cancellation has the same effect as a termination of a listing of a commercial registered agent under Section 16-1a-406.
 - (c) After canceling the listing of an commercial registered agent, the division shall serve notice in a record on:
 - (i)
 - (A) each entity that the commercial registered agent represents, stating that the commercial registered agent is no longer the registered agent for the entity; and
 - (B) until the entity designates a new commercial registered agent, a person may make service of process on the entity; and
 - (ii) the commercial registered agent, stating that the division has canceled the listing of the commercial registered agent in accordance with this section.

Enacted by Chapter 93, 2026 General Session

16-1a-410 Resignation of a registered agent.

- (1) A registered agent may resign as the registered agent for a represented entity by delivering to the division for filing a statement of resignation signed by the registered agent that states:

- (a) the name of the represented entity;
 - (b) the name of the registered agent;
 - (c) that the registered agent resigned from serving as the registered agent for the represented entity; and
 - (d) the address of the represented entity to which the agent will send the notice required by Subsection (3).
- (2) A statement of resignation takes effect on the earlier of:
- (a) 12:01 a.m. on the 31st day after the day on which the division files the statement of resignation; or
 - (b) the represented entity for which the statement of resignation applies designates a new registered agent.
- (3) A registered agent shall promptly furnish to the represented entity notice in a record of the date on which the division files the statement of resignation.
- (4) When a statement of resignation takes effect, the person that resigned ceases to have responsibility under this chapter for any matter presented to the person for the represented entity.
- (5) Notwithstanding Subsection (4), a statement of resignation does not affect any contractual rights:
- (a) a represented entity has against the registered agent; or
 - (b) the registered agent has against the represented entity.
- (6) A registered agent may resign in accordance with this section regardless of whether the represented entity is current with the division.

Enacted by Chapter 93, 2026 General Session

16-1a-411 Designation of a registered agent by a nonregistered foreign entity or a nonfiling domestic entity.

- (1) A nonregistered foreign entity or a nonfiling domestic entity may deliver to the division for filing a statement that designates a registered agent signed by the nonregistered foreign entity or the nonfiling domestic entity that states:
- (a) the name, type of entity, and jurisdiction of formation of the nonregistered foreign entity or the nonfiling domestic entity; and
 - (b) the information required by Subsection 16-1a-404(1).
- (2) A statement described in Subsection (1) is effective for five years after the day on which the division files the statement, unless the nonregistered foreign entity or the nonfiling domestic entity cancels the statement earlier.
- (3)
- (a) A person authorized to manage the affairs of the nonregistered foreign entity or the domestic nonfiling entity shall sign the statement described in Subsection (1).
 - (b) By signing the statement in Subsection (1), the person signing affirms that:
 - (i) the person is authorized to manage the affairs of the nonregistered foreign entity or the nonfiling domestic entity; and
 - (ii) the registered agent consents to serve as the registered agent for the nonregistered foreign entity or the nonfiling domestic entity.
- (4) The designation of a registered agent in accordance with Subsection (1) does not register a nonregistered foreign entity to do business in this state.

- (5) The division may not reject a statement described in Subsection (1) for filing because the name of the nonregistered foreign entity or the nonfiling domestic entity is not distinguishable on the division's records from the name of another entity that appears on the division's records.
- (6) The division filing a statement described in Subsection (1) does not make the name of the nonregistered foreign entity or the nonfiling domestic entity signing the statement available for use by another entity.
- (7) A nonregistered foreign entity or a nonfiling domestic entity that delivers to the division for filing a statement described in Subsection (1) may cancel the statement by delivering to the division for filing a statement of cancellation that states:
 - (a) the name of the nonregistered foreign entity or the nonfiling domestic entity; and
 - (b) that the nonregistered foreign entity or the nonfiling domestic entity cancels the nonregistered foreign entity's or the nonfiling domestic entity's designation as a registered agent in this state.
- (8) A statement described in Subsection (1) for a nonregistered foreign entity terminates on the day on which the nonregistered foreign entity becomes a registered foreign entity.

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16-1a-412 Service of process, notice, or demand on entity.

- (1) A person may serve a represented entity with any process, notice, or demand required or permitted by law by serving the represented entity's registered agent.
- (2)
 - (a) If a represented entity ceases to have a registered agent, or if a person cannot with reasonable diligence serve the represented entity's registered agent, the person may serve the registered entity by:
 - (i) registered or certified mail, return receipt requested; or
 - (ii) a similar commercial delivery service, addressed to the registered entity at the registered entity's principal office.
 - (b) A domestic filing entity or a registered foreign entity shall list the domestic filing entity's or the registered foreign entity's address in the domestic filing entity's or the registered foreign entity's most recent annual report that the division files.
 - (c) Service is considered effective under this Subsection (2) on the earlier of:
 - (i) the day on which the represented entity receives the mail or delivery by the commercial delivery service;
 - (ii) the day shown on the return receipt, if the represented entity signs a return receipt; or
 - (iii) five days after the day on which the person serving the represented entity provides the process, notice, or demand the person intends to serve on the represented entity to the United States Postal Service or commercial delivery service, if the person provides to the United States Postal Service or commercial delivery service:
 - (A) the correct address for the represented entity; and
 - (B) sufficient postage and payment.
- (3) If a person cannot serve a process, notice, or demand to a represented entity in accordance with Subsection (1) or (2), the person may make service by delivering the process, notice, or demand to the individual in charge of any regular place of business or activity of the represented entity if the individual whom the person serves is not also a party to the action.
- (4)
 - (a) Except as provided in Subsection (4)(b), a person shall serve a represented entity process, notice, or demand in a written record.

- (b) A person may service process, notice, or demand on a commercial registered agent in a form other than a written record, subject to the requirements the commercial registered agent sets in accordance with Section 16-1a-405.

Enacted by Chapter 93, 2026 General Session

16-1a-413 Duties of a registered agent.

A registered agent that complies with this part shall:

- (1) forward to the represented entity at the address the represented entity most recently provides to the registered agent any process, notice, or demand that pertains to the represented entity that the registered agent receives or a person serves on the agent;
- (2) provide each notice required by this part to the represented entity at the address the represented entity most recently provides to the registered agent;
- (3) if the registered agent is a noncommercial registered agent, keep current the information required by Subsection 16-1a-404(1) in the most recent registered agent filing for the registered entity; and
- (4) if the registered agent is a commercial registered agent, keep current the information listed in Subsection 16-1a-405(1).

Enacted by Chapter 93, 2026 General Session

16-1a-414 Jurisdiction and venue.

- (1) A represented entity designating or maintaining a registered agent in this state does not create a basis for personal jurisdiction over the represented entity in this state.
- (2) The address of a represented entity's registered agent does not determine venue in an action or proceeding involving the represented entity.

Enacted by Chapter 93, 2026 General Session