

# AN ACT

To amend sections 111.16, 1329.01, and 1703.04 and to enact sections 6301.16 and 6301.17 of the Revised Code to reduce certain business filing fees charged and collected by the Secretary of State, to modify the required contents of foreign corporation filings, to specify that all Ohio-based companies are to have the same access to employer application services available through the OhioMeansJobs web site, and to require the Governor's Executive Workforce Board to prepare an annual report on the performance of the web site.

*Be it enacted by the General Assembly of the State of Ohio:*

SECTION 1. That sections 111.16, 1329.01, and 1703.04 be amended and sections 6301.16 and 6301.17 of the Revised Code be enacted to read as follows:

**Sec. 111.16.** The secretary of state shall charge and collect, for the benefit of the state, the following fees:

(A) For filing and recording articles of incorporation of a domestic corporation, including designation of agent:

(1) Wherein the corporation shall not be authorized to issue any shares of capital stock, ~~one hundred twenty-five~~ ninety-nine dollars;

(2) Wherein the corporation shall be authorized to issue shares of capital stock, with or without par value:

(a) Ten cents for each share authorized up to and including one thousand shares;

(b) Five cents for each share authorized in excess of one thousand shares up to and including ten thousand shares;

(c) Two cents for each share authorized in excess of ten thousand shares up to and including fifty thousand shares;

(d) One cent for each share authorized in excess of fifty thousand shares up to and including one hundred thousand shares;

(e) One-half cent for each share authorized in excess of one hundred thousand shares up to and including five hundred thousand shares;

(f) One-quarter cent for each share authorized in excess of five hundred thousand shares; provided no fee shall be less than ~~one hundred twenty-five~~ ninety-nine dollars or greater than one hundred thousand dollars.

(B) For filing and recording a certificate of amendment to or amended articles of incorporation of a domestic corporation,

or for filing and recording a certificate of reorganization, a certificate of dissolution, or an amendment to a foreign license application:

(1) If the domestic corporation is not authorized to issue any shares of capital stock, fifty dollars;

(2) If the domestic corporation is authorized to issue shares of capital stock, fifty dollars, and

in case of any increase in the number of shares authorized to be issued, a further sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued by the corporation; provided no fee under division (B)(2) of this section shall be greater than one hundred thousand dollars;

(3) If the foreign corporation is not authorized to issue any shares of capital stock, fifty dollars;

(4) If the foreign corporation is authorized to issue shares of capital stock, fifty dollars.

(C) For filing and recording articles of incorporation of a savings and loan association, ~~one hundred twenty-five ninety-nine~~ dollars; and for filing and recording a certificate of amendment to or amended articles of incorporation of a savings and loan association, fifty dollars;

(D) For filing and recording a certificate of conversion, including a designation of agent, a certificate of merger, or a certificate of consolidation, ~~one hundred twenty-five ninety-nine~~ dollars and, in the case of any new corporation resulting from a consolidation or any surviving corporation that has an increased number of shares authorized to be issued resulting from a merger, an additional sum computed in accordance with the schedule set forth in division (A)(2) of this section less a credit computed in the same manner for the number of shares previously authorized to be issued or represented in this state by each of the corporations for which a consolidation or merger is effected by the certificate;

(E) For filing and recording articles of incorporation of a credit union or the American credit union guaranty association, ~~one hundred twenty-five ninety-nine~~ dollars, and for filing and recording a certificate of increase in capital stock or any other amendment of the articles of incorporation of a credit union or the association, fifty dollars;

(F) For filing and recording articles of organization of a limited liability company, for filing and recording an application to become a registered foreign limited liability company, for filing and recording a registration application to become a domestic limited liability partnership, or for filing and recording an application to become a registered foreign limited liability partnership, ~~one hundred twenty-five ninety-nine~~ dollars;

(G) For filing and recording a certificate of limited partnership or an application for registration as a foreign limited partnership, or for filing an initial statement of partnership authority pursuant to section 1776.33 of the Revised Code, ~~one hundred twenty-five ninety-nine~~ dollars;

(H) For filing a copy of papers evidencing the incorporation of a municipal corporation or of annexation of territory by a municipal corporation, five dollars, to be paid by the municipal corporation, the petitioners therefor, or their agent;

(I) For filing and recording any of the following:

(1) A license to transact business in this state by a foreign corporation for profit pursuant to section 1703.04 of the Revised Code or a foreign nonprofit corporation pursuant to section 1703.27 of the Revised Code, ~~one hundred twenty-five ninety-nine~~ dollars;

(2) A biennial report or biennial statement pursuant to section 1775.63, 1776.83, or 1785.06 of the Revised Code, twenty-five dollars;

(3) Except as otherwise provided in this section or any other section of the Revised Code, any other certificate or paper that is required to be filed and recorded or is permitted to be filed and recorded by any provision of the Revised Code with the secretary of state, twenty-five dollars.

(J) For filing any certificate or paper not required to be recorded, five dollars;

(K)(1) For making copies of any certificate or other paper filed in the office of the secretary of state, a fee not to exceed one dollar per page, except as otherwise provided in the Revised Code, and for creating and affixing the seal of the office of the secretary of state to any good standing or other certificate, five dollars. For copies of certificates or papers required by state officers for official purpose, no charge shall be made.

(2) For creating and affixing the seal of the office of the secretary of state to the certificates described in division (E) of section 1701.81, division (E) of section 1701.811, division (E) of section 1705.38, division (E) of section 1705.381, division (D) of section 1702.43, division (E) of section 1775.47, division (E) of section 1775.55, division (E) of section 1776.70, division (E) of section 1776.74, division (E) of section 1782.433, or division (E) of section 1782.4310 of the Revised Code, twenty-five dollars.

(L) For a minister's license to solemnize marriages, ten dollars;

(M) For examining documents to be filed at a later date for the purpose of advising as to the acceptability of the proposed filing, fifty dollars;

(N) Fifty dollars for filing and recording any of the following:

(1) A certificate of dissolution and accompanying documents, or a certificate of cancellation, under section 1701.86, 1702.47, 1705.43, 1776.65, or 1782.10 of the Revised Code;

(2) A notice of dissolution of a foreign licensed corporation or a certificate of surrender of license by a foreign licensed corporation under section 1703.17 of the Revised Code;

(3) The withdrawal of registration of a foreign or domestic limited liability partnership under section 1775.61, 1775.64, 1776.81, or 1776.86 of the Revised Code, or the certificate of cancellation of registration of a foreign limited liability company under section 1705.57 of the Revised Code;

(4) The filing of a statement of denial under section 1776.34 of the Revised Code, a statement of dissociation under section 1776.57 of the Revised Code, a statement of disclaimer of general partner status under Chapter 1782. of the Revised Code, or a cancellation of disclaimer of general partner status under Chapter 1782. of the Revised Code.

(O) For filing a statement of continued existence by a nonprofit corporation, twenty-five dollars;

(P) For filing a restatement under section 1705.08 or 1782.09 of the Revised Code, an amendment to a certificate of cancellation under section 1782.10 of the Revised Code, an amendment under section 1705.08 or 1782.09 of the Revised Code, or a correction under section 1705.55, 1775.61, 1775.64, 1776.12, or 1782.52 of the Revised Code, fifty dollars;

(Q) For filing for reinstatement of an entity cancelled by operation of law, by the secretary of state, by order of the department of taxation, or by order of a court, twenty-five dollars;

(R) For filing and recording any of the following:

(1) A change of agent, resignation of agent, or change of agent's address under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, twenty-five dollars;

(2) A multiple change of agent name or address, standardization of agent address, or resignation of agent under section 1701.07, 1702.06, 1703.041, 1703.27, 1705.06, 1705.55, 1746.04, 1747.03, 1776.07, or 1782.04 of the Revised Code, one hundred twenty-five dollars, plus three dollars per entity record being changed, by the multiple agent update.

(S) For filing and recording any of the following:

(1) An application for the exclusive right to use a name or an application to reserve a name for future use under section 1701.05, 1702.05, 1703.31, 1705.05, or 1746.06 of the Revised Code, ~~fifty~~ fifty-three ~~nine~~ nine dollars;

(2) A trade name or fictitious name registration or report, ~~fifty~~ fifty-three ~~nine~~ nine dollars;

(3) An application to renew any item covered by division (S)(1) or (2) of this section that is permitted to be renewed, twenty-five dollars;

(4) An assignment of rights for use of a name covered by division (S)(1), (2), or (3) of this section, the cancellation of a name registration or name reservation that is so covered, or notice of a change of address of the registrant of a name that is so covered, twenty-five dollars.

(T) For filing and recording a report to operate a business trust or a real estate investment trust, either foreign or domestic, ~~one hundred twenty-five~~ ninety-nine dollars; and for filing and

recording an amendment to a report or associated trust instrument, or a surrender of authority, to operate a business trust or real estate investment trust, fifty dollars;

(U)(1) For filing and recording the registration of a trademark, service mark, or mark of ownership, one hundred twenty-five dollars;

(2) For filing and recording the change of address of a registrant, the assignment of rights to a registration, a renewal of a registration, or the cancellation of a registration associated with a trademark, service mark, or mark of ownership, twenty-five dollars.

(V) For filing a service of process with the secretary of state, five dollars, except as otherwise provided in any section of the Revised Code.

Fees specified in this section may be paid by cash, check, or money order, by credit card in accordance with section 113.40 of the Revised Code, or by an alternative payment program in accordance with division (B) of section 111.18 of the Revised Code. Any credit card number or the expiration date of any credit card is not subject to disclosure under Chapter 149. of the Revised Code.

**Sec. 1329.01.** (A) As used in sections 1329.01 to 1329.10 of the Revised Code:

(1) "Trade name" means a name used in business or trade to designate the business of the user and to which the user asserts a right to exclusive use.

(2) "Fictitious name" means a name used in business or trade that is fictitious and that the user has not registered or is not entitled to register as a trade name. It does not include the name of record of any domestic corporation that is formed under Chapter 1701. or 1702. of the Revised Code, any foreign corporation that is registered pursuant to Chapter 1703. of the Revised Code, any domestic or foreign limited liability company that is formed under or registered pursuant to Chapter 1705. of the Revised Code, any domestic or foreign limited partnership that is formed under or registered pursuant to Chapter 1782. of the Revised Code, or any domestic or foreign limited liability partnership that is formed under or registered pursuant to Chapter 1775. or 1776. of the Revised Code.

(3) "Person" includes any individual, general partnership, limited partnership, limited liability partnership, corporation, association, professional association, limited liability company, society, foundation, federation, or organization formed under the laws of this state or any other state.

(B) Subject to sections 1329.01 to 1329.10 of the Revised Code, any person may register with the secretary of state, on a form prescribed by the secretary of state, any trade name under which the person is operating, setting forth all of the following:

(1) The name and business address of the applicant for registration and any of the following that is applicable:

(a) If the applicant is a general partnership, the name and address of at least one partner or the identifying number the secretary of state assigns to the partnership pursuant to section 1776.05 of the Revised Code;

(b) If the applicant is a limited partnership, a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under the laws of which it was formed.

(2) The trade name to be registered;

(3) The general nature of the business conducted by the applicant;

(4) The length of time during which the trade name has been used by the applicant in business operations in this state.

(C) The trade name application shall be signed by the applicant or by any authorized representative of the applicant.

A single trade name may be registered upon each trade name application submitted under sections 1329.01 to 1329.10 of the Revised Code.

The trade name application shall be accompanied by a filing fee of ~~fifty~~thirty-nine dollars, payable to the secretary of state.

(D) Any person who does business under a fictitious name and who has not registered and does not wish to register the fictitious name as a trade name or who cannot do so because the name is not available for registration shall report the use of the fictitious name to the secretary of state, on a form prescribed by the secretary of state, setting forth all of the following:

(1) The name and business address of the user and any of the following that is applicable:

(a) If the user is a general partnership, the name and address of at least one partner or the identifying number the secretary of state assigns to the partnership pursuant to section 1775.105 of the Revised Code;

(b) If the user is a limited partnership, a corporation, professional association, limited liability company, or other entity, the form of the entity and the state under whose laws it was formed.

(2) The fictitious name being used;

(3) The general nature of the business conducted by the user.

(E) The report of use of a fictitious name shall be signed by the user or by any authorized representative of the user.

A single fictitious name may be registered upon each fictitious name report submitted under sections 1329.01 to 1329.10 of the Revised Code.

The fictitious name report shall be accompanied by a filing fee of ~~forty~~thirty-nine dollars, payable to the secretary of state.

A report under this division shall be made within thirty days after the date of the first use of the fictitious name.

**Sec. 1703.04.** (A) To procure a license to transact business in this state, a foreign corporation for profit shall file with the secretary of state a certificate of good standing or subsistence, dated not earlier than ninety days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the state under the laws of which said corporation was incorporated, setting forth:-

~~(1) The exact corporate title;~~

~~(2) The date of incorporation;~~

~~(3) The and the fact that the corporation is in good standing or is a subsisting corporation.~~

(B) To procure such a license, such corporation also shall file with the secretary of state an application in such form as the secretary of state prescribes, verified by the oath of any authorized officer of such corporation, setting forth, but not limited to:

(1) The name of the corporation and, if its corporate name is not available, the trade name under which it will do business in this state;

(2) The name of the state under the laws of which it was incorporated;

(3) The location and complete address of its principal office;

(4) The name of the county and the municipal corporation or township in which its principal office within this state, if any, is to be located;

(5) The appointment of a designated agent and the complete address of such agent;

(6) The irrevocable consent of such corporation to service of process on such agent so long as the authority of such agent continues and to service of process upon the secretary of state in the events provided for in section 1703.19 of the Revised Code;

(7) A brief summary of the corporate purposes to be exercised within this state.

(C)(1) No such application for a license shall be accepted for filing if it appears that the name of the foreign corporation is prohibited by law or is not distinguishable upon the records in the office of the secretary of state from the name of any other corporation, whether nonprofit or for profit and whether that of a domestic corporation or of a foreign corporation authorized to transact business in this state, the name of a limited liability company registered in the office of the secretary of state pursuant to Chapter 1705. of the Revised Code, whether domestic or foreign, the name of any limited liability partnership registered in the office of the secretary of state pursuant to Chapter 1775. or 1776. of the Revised Code, whether domestic or foreign, the

name of any limited partnership registered in the office of the secretary of state pursuant to Chapter 1782. of the Revised Code, whether domestic or foreign, or a trade name to which the exclusive right at the time in question is registered in the manner provided in Chapter 1329. of the Revised Code, unless there also is filed with the secretary of state, on a form prescribed by the secretary of state, the consent of the other entity or person to the use of the name, evidenced in a writing signed by any authorized officer of the other entity or authorized representative of the other person owning the exclusive right to the registered trade name.

(2) Notwithstanding division (C)(1) of this section, if an application for a license is not acceptable for filing solely because the name of the foreign corporation is not distinguishable from the name of another entity or registered trade name, the foreign corporation may be authorized to transact business in this state by filing with the secretary of state, in addition to those items otherwise prescribed by this section, a statement signed by an authorized officer directing the foreign corporation to make application for a license to transact business in this state under an assumed business name or names that comply with the requirements of this division and stating that the foreign corporation will transact business in this state only under the assumed name or names. The application for a license shall be on a form prescribed by the secretary of state.

Sec. 6301.16. (A) All companies based in this state and in good standing with this state shall have the same access to all automated employer application services available through the OhioMeansJobs web site, including, but not limited to, all of the following:

- (1) Posting job openings and searching resumes of job applicants;
- (2) Identifying and exploring employment programs;
- (3) Improving a company's workforce;
- (4) Hiring veterans;
- (5) Hiring or making accommodations for employees with disabilities.

(B) Division (A) of this section applies to any contract related to the operation of the OhioMeansJobs web site that is amended, extended, or entered into on or after the effective date of the enactment of this section.

Sec. 6301.17. Not later than the thirty-first day of January of each year, the state board shall comprehensively review the performance of the OhioMeansJobs web site and prepare a report including at least the following data for the preceding calendar year:

- (A) The number of referrals and placements to jobs displayed on the web site;
- (B) The number of jobs posted to the web site by employers based in this state;
- (C) The number of resumes displayed on the web site that were aggregated from other web sites.

Upon completion of the report, the state board shall provide an electronic copy of the report to the governor, the president and minority leader of the senate, and the speaker and minority leader of the house of representatives.

SECTION 2. That existing sections 111.16, 1329.01, and 1703.04 of the Revised Code are hereby repealed.

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*Speaker* \_\_\_\_\_ *of the House of Representatives.*

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*President* \_\_\_\_\_ *of the Senate.*

Passed \_\_\_\_\_, 20\_\_\_\_

Approved \_\_\_\_\_, 20\_\_\_\_

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*Governor.*

The section numbering of law of a general and permanent nature is complete and in conformity with the Revised Code.

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*Director, Legislative Service Commission.*

Filed in the office of the Secretary of State at Columbus, Ohio, on the \_\_\_\_ day of \_\_\_\_\_, A. D. 20\_\_\_\_.

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*Secretary of State.*

File No. \_\_\_\_\_ Effective Date \_\_\_\_\_